



Pine Care Group Limited 松齡護老集團有限公司

(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：1989

2021年報 Annual Report



敬老如親

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敬老
如親

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive directors

Mr. Tang Yiu Sing (*Chairman*)
Mr. Chan Yip Keung (*Chief Executive Officer*)
Mr. Yeung Ka Wing
Mr. Cheng Wai Ching

Non-executive director

Dr. Tang Yiu Pong

Independent non-executive directors

Mr. Yuen Tak Tim Anthony
Mr. Lam Cheung Wai
Mr. Wong Kam Pui
Mr. Wong Kit Loong

AUDIT COMMITTEE

Mr. Yuen Tak Tim Anthony (*Chairman*)
Mr. Lam Cheung Wai
Mr. Wong Kam Pui
Mr. Wong Kit Loong

NOMINATION COMMITTEE

Mr. Tang Yiu Sing (*Chairman*)
Mr. Yuen Tak Tim Anthony
Mr. Lam Cheung Wai

REMUNERATION COMMITTEE

Mr. Yuen Tak Tim Anthony (*Chairman*)
Mr. Tang Yiu Sing
Mr. Lam Cheung Wai

AUTHORISED REPRESENTATIVES

Mr. Chan Yip Keung
Mr. Yeung Ka Wing

COMPANY SECRETARY

Mr. Lo Sze Hung

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

G/F, 1 Koon Wah Lane,
68-72 Yuk Wah Street,
Tsz Wan Shan,
Kowloon,
Hong Kong

董事會

執行董事

鄧耀昇先生 (*主席*)
陳業強先生 (*行政總裁*)
楊家榮先生
鄭維政先生

非執行董事

鄧耀邦博士

獨立非執行董事

阮德添先生
林章偉先生
黃錦沛先生
黃傑龍先生

審核委員會

阮德添先生 (*主席*)
林章偉先生
黃錦沛先生
黃傑龍先生

提名委員會

鄧耀昇先生 (*主席*)
阮德添先生
林章偉先生

薪酬委員會

阮德添先生 (*主席*)
鄧耀昇先生
林章偉先生

授權代表

陳業強先生
楊家榮先生

公司秘書

盧思鴻先生

香港主要營業地點

香港
九龍
慈雲山
毓華街68-72號
貫華里1號地下

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

Cricket Square,
Hutchins Drive, PO Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

HONG KONG BRANCH SHARE REGISTRAR

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

INDEPENDENT AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building, Central, Hong Kong

LEGAL ADVISER

Deacons (As to Hong Kong Law)
5th Floor, Alexandra House,
18 Chater Road, Central, Hong Kong

PRINCIPAL BANKERS

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

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central,
Hong Kong

Nanyang Commercial Bank Limited
10/F, 151 Des Voeux Road Central,
Central, Hong Kong

China Construction Bank (Asia) Corporation Limited
28/F, CCB Tower,
3 Connaught Road Central,
Central, Hong Kong

STOCK CODE

1989

COMPANY WEBSITE

www.pinecaregroup.com

註冊辦事處

Cricket Square,
Hutchins Drive, PO 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, PO Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港皇后大道東 183 號
合和中心 54 樓

獨立核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港中環太子大廈 22 樓

法律顧問

的近律師行 (有關香港法律)
香港中環遮打道 18 號
歷山大廈 5 樓

主要往來銀行

恒生銀行有限公司
香港
德輔道中 83 號

香港上海滙豐銀行有限公司
香港
皇后大道中 1 號

南洋商業銀行有限公司
香港中環
德輔道中 151 號 10 樓

中國建設銀行(亞洲)股份有限公司
香港中環
干諾道中 3 號
中國建設銀行大廈 28 樓

股份代號

1989

公司網站

www.pinecaregroup.com

KEY FOCUS

重點業務



Core Business
核心業務



**Specialist RCHE –
Dementia Care**
專於認知障礙護理的
安老院舍

Pine Care Point
松齡樂軒





Upscale RCHE

高端安老院

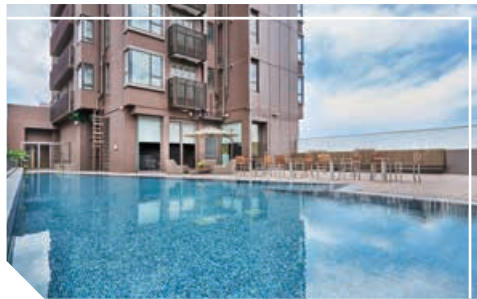
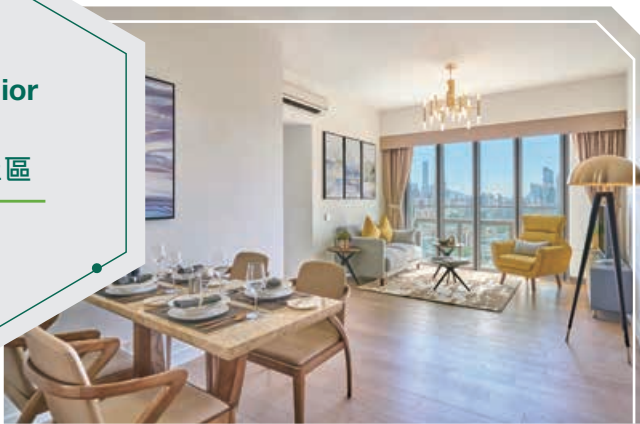
Pine Care Place

松齡雅苑



Integrated Senior Wellness Hub 綜合銀齡養生社區

Patina Wellness
蔚盈軒



BUSINESS INFORMATION

業務資料

Our Business Footprint in Hong Kong 我們於香港的業務足跡



Core Business
核心業務



Silverage Collection
尚耆·賢居



Daycare Services
日間護理服務



Integrated Senior Wellness Hub
綜合銀齡養生社區



Enhanced Bought Place Scheme (EBPS) —
Category EA1
護理安老宿位買位計劃 — 甲一級



Residential Care Service Voucher (RCSV)
院舍券計劃

Pine Care Place
松齡雅苑

Yuen Long 元朗



68

Places 宿位

Pine Care Chun King Elderly Centre
松齡俊景護老中心

Tsuen Wan 荃灣



113

Places 宿位

Pine Care (Po Tak) Elderly Centre
松齡(保德)護老中心

Kwai Fong 葵芳



181

Places 宿位

Pine Care Point
松齡樂軒

Shek Kip Mei 石硤尾



102

Places 宿位

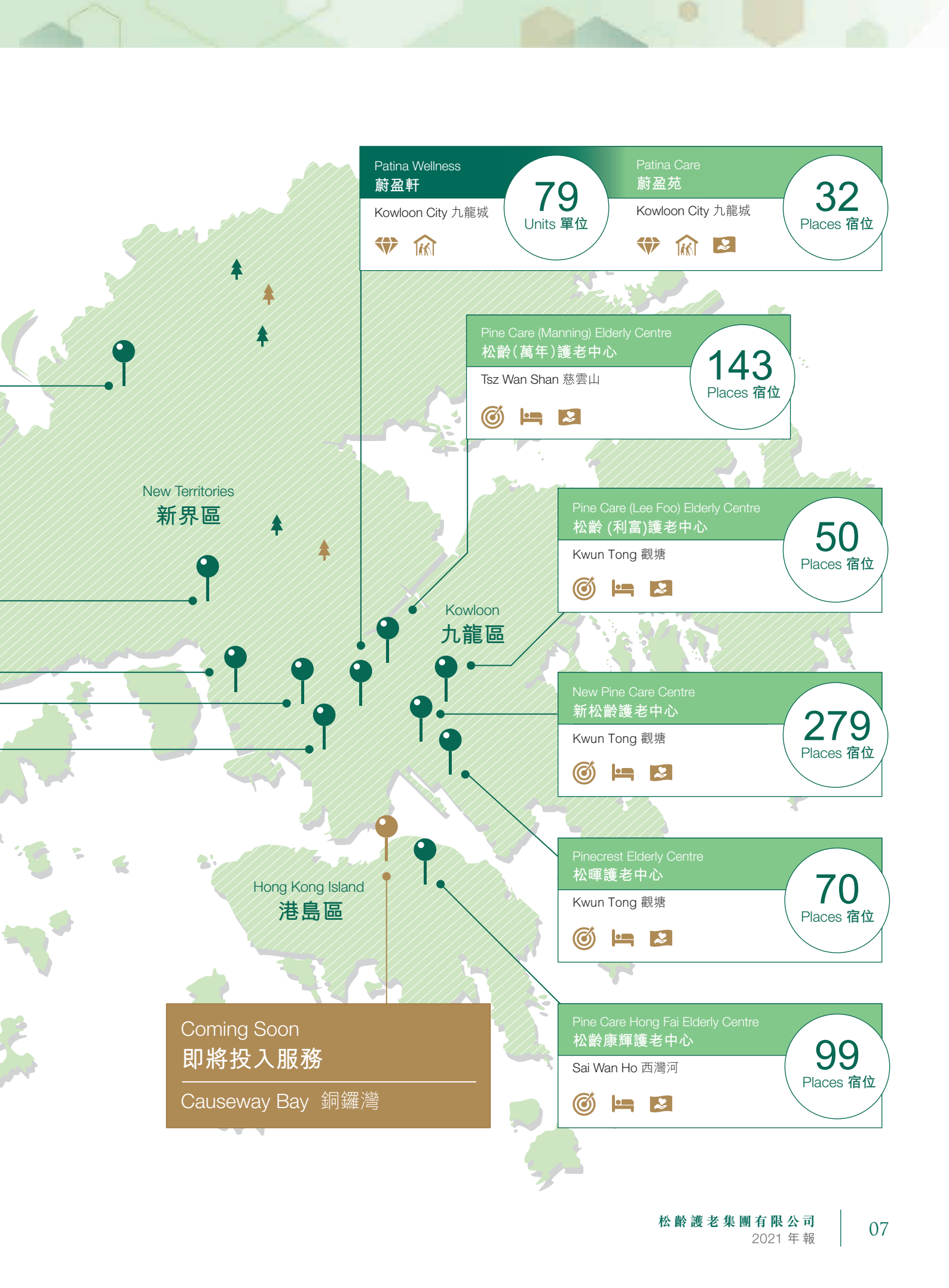
Pine Care (Tak Fung) Elderly Centre
松齡(德豐)護老中心

Mong Kok 旺角




88

Places 宿位






| | | | |
|---|----------------|---|-----------------|
| Patina Wellness 蔚盈軒 | 79 Units 單位 | Patina Care 蔚盈苑 | 32 Places 宿位 |
| Kowloon City 九龍城 | | Kowloon City 九龍城 | |
|   | |    | |

| | |
|---|------------------|
| Pine Care (Manning) Elderly Centre 松齡(萬年)護老中心 | 143 Places 宿位 |
| Tsz Wan Shan 慈雲山 | |
|    | |

| | |
|--|-----------------|
| Pine Care (Lee Foo) Elderly Centre 松齡(利富)護老中心 | 50 Places 宿位 |
| Kwun Tong 觀塘 | |
|    | |

| | |
|---|------------------|
| New Pine Care Centre 新松齡護老中心 | 279 Places 宿位 |
| Kwun Tong 觀塘 | |
|    | |

| | |
|---|-----------------|
| Pinecrest Elderly Centre 松暉護老中心 | 70 Places 宿位 |
| Kwun Tong 觀塘 | |
|    | |

| | |
|---|-----------------|
| Pine Care Hong Fai Elderly Centre 松齡康輝護老中心 | 99 Places 宿位 |
| Sai Wan Ho 西灣河 | |
|    | |

Coming Soon
即將投入服務

Causeway Bay 銅鑼灣

OUR SERVICE OFFERINGS

我們的服務涵蓋

We stand out in the senior care sector with our unique and ever-expanding range of facilities, services and professional care offerings that fulfill the various needs of seniors at different stages of life.

我們在長者護理的領域上精益求精，憑藉獨特且不斷擴展的設施、服務及專業護理配套，滿足長者在人生不同階段的各種需求。



Residential Care Home
護老院舍



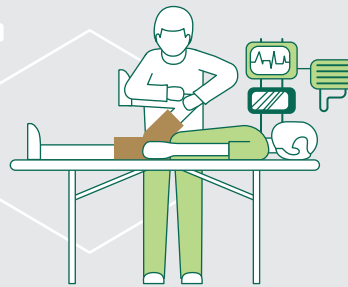
**Integrated Senior
Wellness Hub**
綜合銀齡養生社區

**Multidisciplinary
Professional Services**
跨專業護理服務

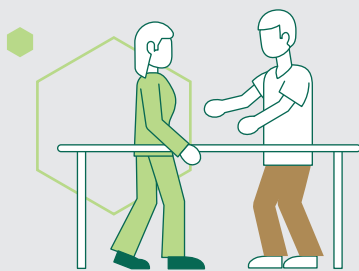




Daycare Services
日間護理服務



Rehabilitation Services
復康服務



Respite Services
過渡復康服務



**Management Consultation
Services for Wellness Centre**
健康中心管理
諮詢服務

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of Pine Care Group Limited (the "Company"), I am pleased to present the annual report of the Company and its subsidiaries (the "Group" or "Pine Care Group") for the year ended 31 March 2021 ("FY2021").

A TURBULENT BUT SUCCESSFUL YEAR

The past year has been a deeply challenging one for many industries, including our own, but I am pleased to report that, despite all the hardships, our core business remains strong with an average occupancy rate of 94.0% for FY2021 compared to 93.6% for the year ended 31 March 2020 ("FY2020").

Excluding the effect of our adoption of the Hong Kong Financial Reporting Standard ("HKFRS") 16 Leases, our core EBITDA for the year was HK\$53.8 million — a year-on-year growth of approximately 65.1%.

Our growth was mainly driven by the increase in revenue from our eight EA1 care and attention homes; Pine Care Place, our upscale residential care home for the elderly ("RCHE") in Yoho Mall, Yuen Long; and Pine Care Point, our upscale RCHE specialising in dementia care in Shek Kip Mei.

SECURING OUR REPUTATION FOR QUALITY

Overall, I am delighted to say that we are making great strides in the upscale segment. Now into its third operational year, Pine Care Place has not only reached profitability, but has also secured its reputation for quality in the upscale segment.

Buoyed by this success, we are also confident of increasing the occupancy at Pine Care Point at an even quicker pace once the COVID-19 situation stabilises. We believe that the demand for quality dementia care is seriously underserved in Hong Kong and we are perfectly positioned to capitalise on this opportunity. We have also extended our multidisciplinary care service offerings to our residents to meet their specific needs.

各位股東：

本人謹代表松齡護老集團有限公司(「本公司」)之董事會(「董事會」)欣然提呈本公司及其附屬公司(「本集團」或「松齡集團」)截至2021年3月31日止年度(「2021財政年度」)的年度報告。

迎難而上 取得成功

過去一年對許多行業(包括我們本身的行業)而言是極具挑戰性的一年，但本人欣然報告，儘管經歷艱難時期，我們的核心業務依然強勁，2021財政年度平均出租率為94.0%，而截至2020年3月31日止年度(「2020財政年度」)則為93.6%。

撇除我們採納香港財務報告準則(「香港財務報告準則」)第16號租賃的影響，我們於本年度的核心EBITDA為53.8百萬港元，按年增長約65.1%。

我們的增長主要受我們八間甲一級安老院舍、位於元朗形點的高端安老院舍松齡雅苑及位於石硤尾專於認知障礙護理的高端安老院舍松齡樂軒的收益增加所帶動。

保證質量 建立聲譽

整體而言，本人欣然宣佈，我們在高端分部取得重大進展。目前，松齡雅苑已進入第三個營運年度，不僅達到盈利能力，亦已在高端分部建立優質聲譽。

建基於此成功，我們有信心，一旦新型冠狀病毒疫情穩定下來，松齡樂軒的入住率將以更快的速度增長。我們相信，香港對優質認知障礙護理的需求嚴重不足，我們已準備就緒把握此機遇。我們亦向院友提供跨專業護理服務，以滿足其特定需要。

CHAIRMAN'S STATEMENT

主席報告

GAINING MOMENTUM IN DAYCARE

We are gaining considerable momentum with our daycare services. Our first daycare centre at Pine Care Place in Yoho Mall was well received and has been a great success. The 20 daycare places were filled at the moment they became available in June 2020. We now plan to launch our second daycare centre at Pine Care Point with 35 places in late 2021.

A UNIQUE NEW SENIOR COMMUNITY

In terms of our expansion, we have entered into a tenancy agreement for the lobby on ground floor and the front (or southern) portion of the first, second and third floors of No. 1 Leighton Road, Causeway Bay, Hong Kong — a total floor area of approximately 35,400 square feet.

With this space, we plan to establish and operate an upscale and gerontechnology-enabled, state of the art residential community for the seniors with a wide range of services covering EA1 (Note), affordable upscale and upscale residential care. Medical and professional nursing support will be delivered by a multidisciplinary team including, but not limited to, nurses, social workers, occupational therapists and physiotherapists.

The community enjoys a prime location on Hong Kong Island, within 10-minutes drive of five of Hong Kong's leading private and public hospitals. It will be staffed by health care professionals using a variety of advanced gerontology methods and technology to ensure the highest standard of geriatric care and well-being for the residents.

This unique concept in advanced senior care is in line with the Group's expansion strategies and we hope it will make a positive impact on the Group's branding, as well as providing the finest and most comprehensive care for the residents.

Notes:

"Enhanced Bought Place Scheme" or "EBPS": the scheme under which the Social Welfare Department (the "SWD") of the Government of the Hong Kong Special Administrative Region (the "Government") has purchased residential care places (beds) from private homes for the elderly since 1998, with a view to upgrading the service standard of these homes through enhanced service requirements in terms of staffing and space standards. This also helps to increase the supply of subsidised places so as to reduce elderly's waiting time for subsidised care and attention home places. Elderly homes under the EBPS are split into two categories, namely EA1 and EA2, with different space standards and staffing requirements.

"EA1": one of the two categories under the EBPS. EA1 homes have higher requirements in terms of staffing and per capita net floor area as compared to EA2 homes. As required under the EBPS, the staffing requirement for an EA1 home with 40 places is 21.5, calculated on the basis of eight working hours per staff per day, including relief staff, and its per capita net floor area are 9.5 square metres.

日間護理 勢頭增強

我們的日間護理服務取得可觀增長。我們位於形點的松齡雅苑之首間日間護理中心廣受歡迎，並取得巨大成功。於2020年6月投入服務後，20個日間護理名額隨即已滿。我們現計劃於2021年底在松齡樂軒開設第二間日間護理中心，將設有35個名額。

活齡新概念社區

在擴張方面，我們已就香港銅鑼灣禮頓道1號地下大堂及一樓、二樓及三樓前排(或南座)部分(總樓面面積約為35,400平方呎)訂立租賃協議。

憑藉有關物業，我們計劃建立及經營一個高端豐盛、廣泛應用樂齡科技、具前瞻性的活齡新概念社區，其服務範圍廣泛，涵蓋甲一級(附註)、輕高端及高端安老護理服務。醫療及專業護理支援將由跨專業團隊提供，包括但不限於護士、社工、職業治療師及物理治療師。

該社區位於港島黃金地段，距離香港五間頂尖的私家醫院及公立醫院僅10分鐘車程，並且將會聘用專業護理人員，善用各種老年醫學及先進的科技，確保為院友提供最高水準的老年護理，照料院友的福祉。

此項先進護老的獨特概念與本集團的擴張策略一致，我們希望其可為本集團品牌帶來正面影響，並為院友提供最優質及全面的照護。

附註：

[改善買位計劃]：香港特別行政區政府(「政府」)社會福利署(「社會福利署」)自1998年起根據此計劃向私營安老院購買安老院舍宿位，透過改善員工比例和空間標準的服務要求，提高安老院的服務水平。此亦有助提供更多資助宿位以縮短長者輪候入住資助護理安老院舍宿位的時間。改善買位計劃下的安老院可細分為兩級別，即甲一級和甲二級，有不同的空間標準及員工比例要求。

[甲一級]：改善買位計劃下兩級別之一。甲一級安老院在員工比例和人均樓面淨面積的要求方面較甲二級安老院高。根據改善買位計劃的要求，一間40個宿位的甲一級安老院的員工要求為21.5人，乃按每名員工(包括替假員工)每日工作八小時的基準計算，而其人均樓面淨面積為9.5平方米。

CHAIRMAN'S STATEMENT

主席報告

REBALANCING AND REJUVENATING

Moving forward, we will be redoubling our efforts with regard to training and development and strategically strengthening our manpower pipeline for upcoming developments.

Among these developments, we are currently in the process of exploring an asset light model that will enable us to replicate our business for different market segments at a faster pace. We plan to extend our footsteps in the Greater Bay Area, while continue to explore opportunities in Hong Kong to strengthen our position in the industry.

Apart from leveraging our current resources to create sustainable long term value for our shareholders and promoting the quality standard and development of the senior care industry with more innovative initiatives, we also aim to serve a wider spectrum of customers, include the active seniors currently being served by our integrated wellness hub for independent living at Patina Wellness, in Kowloon City, with a greater range of service offerings, include the expansion of our day care facilities; enhanced respite care and a wider range of residential care to encompass different age groups both in Hong Kong and the Greater Bay Area.

OUR SINCEREST THANKS

On behalf of the Board, I would like to thank our shareholders, customers, bankers and business partners for their continued trust and support. In particular, I would also like to express my deepest and most sincere gratitude to all our staff members throughout the Group for their passion, professionalism and diligence in caring for our residents and contributing to the Group.

Without their commitment and ceaseless dedication, we could never have achieved the success we have, nor established such a high reputation for excellence in the senior care sector.

With our expansion plans in place and a team that is second to none, we are truly excited about the opportunities and achievements that are still to come.

Tang Yiu Sing

Chairman and Executive Director

24 June 2021

重整動力

展望未來，我們將加倍增強人才培訓及發展，並策略性地加強我們的人力儲備以應付未來發展。

在有關發展中，我們目前正在探索輕資產模式，使我們能夠以更快的速度在不同的市場分部複製我們的業務。我們計劃將業務延伸至大灣區，同時繼續於香港探索機遇，以鞏固我們的行業地位。

除利用現有資源為股東創造可持續的長期價值及通過更多創新舉措，提升護理質素，以及促進行業發展外，我們亦旨在為更廣泛的客戶群，包括我們位於九龍城的蔚盈軒（綜合銀齡養生社區）目前所服務的活躍長者，提供更廣泛的服務，包括擴充日間護理設施；加強暫託護理及提供更全面的安老服務，以迎合香港及大灣區的不同年齡群體。

鳴謝

本人謹代表董事會感謝股東、客戶、往來銀行及業務夥伴一直以來的信任及支持。本人亦特別謹此對本集團全體員工在關懷院友及為本集團作出貢獻方面的熱誠、專業及勤勉，致以最深切的感謝。

沒有他們的承擔及不斷的奉獻，我們不可能取得現在的成功，亦無法在長者護理行業建立卓越的良好聲譽。

憑藉我們制定的擴張計劃及最優秀的團隊，我們由衷對未來的機遇及成就感到萬分期待。

主席兼執行董事

鄧耀昇

2021年6月24日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

REVIEW OF BUSINESS

The Group's business in Hong Kong mainly comprises of eight EA1 RCHEs and two newly developed RCHEs, the upscale RCHE, Pine Care Place, and RCHE specialising in dementia care, Pine Care Point.

The Group's revenue was mainly generated from (i) rendering senior care services including the provision of residence, professional nursing and care taking services, nutritional management, medical services, psychological and social care, and individual care plans; and (ii) sale of senior care related goods and provision of health care services, in Hong Kong.

Total revenue delivered a year-on-year increase of approximately 13.0% to HK\$245.7 million in FY2021 from HK\$217.4 million in FY2020. The increase was mainly due to the combined effects of (i) the increase in average monthly residential fee of our eight EA1 RCHEs; (ii) ramp-up in the occupancy rate of Pine Care Place; and (iii) full year impact of operation of Pine Care Point.

Respective revenue is shown as below:

| | |
|---|--|
| 8 EA1 RCHEs | 八間甲一級護理安老院 |
| Upscale RCHE — Pine Care Place (2nd full year of operation) | 高端安老院 — 松齡雅苑 (第2年全年營運) |
| RCHE specialising in dementia care — Pine Care Point (1st full year of operation) | 專於認知障礙護理的高端 安老院 — 松齡樂軒 (第1年全年營運) |
| Others | 其他 |

Pine Care Place has entered into its third operational year with occupancy rate as at 31 March 2021 surged to 80.9% as compared to 38.2% as at 31 March 2020, which contributed to the increase of revenue to HK\$20.3 million in FY2021 from HK\$11.9 million in FY2020.

As for Pine Care Point, its revenue increased to HK\$9.0 million in FY2021 from HK\$0.3 million in FY2020 due to full year impact of operation. Occupancy rate as at 31 March 2021 approximated to 24.2%. It is expected the occupancy at Pine Care Point will increase at a quicker pace once the COVID-19 situation stabilises.

業務回顧

本集團於香港的業務主要包括八間甲一級護理安老院及兩間新建成的高端安老院，即高端安老院松齡雅苑及專於認知障礙護理的高端安老院松齡樂軒。

本集團的收益主要產生自於香港 (i) 提供長者護理服務，包括提供住宿、專業護理及照料服務、營養管理、醫療服務、心理及社會關懷以及個人護理計劃；及 (ii) 銷售樂齡相關貨品及提供醫療保健服務。

收益總額由2020財政年度的217.4百萬港元按年增加約13.0%至2021財政年度的245.7百萬港元。該增加主要由於以下各項的綜合影響：(i) 旗下八間甲一級護理安老院的平均每月住宿費增加；(ii) 松齡雅苑入住率上升；及 (iii) 松齡樂軒全年營運的影響。

各收益列示如下：

| FY2021 2021 財政年度 HK\$'000 千港元 | FY2020 2020 財政年度 HK\$'000 千港元 | Change 變動 |
|--|--|--------------|
| 214,465 | 205,169 | 5% |
| 20,328 | 11,876 | 71% |
| 9,006 | 318 | 2,732% |
| 1,907 | – | N/A不適用 |
| 245,706 | 217,363 | 13% |

松齡雅苑已踏入第三個營運年度，於2021年3月31日的入住率上升至80.9%，而2020年3月31日則為38.2%，帶動收益由2020財政年度11.9百萬港元上升至2021財政年度20.3百萬港元。

至於松齡樂軒，全年營運的效益使收益由2020財政年度0.3百萬港元增加至2021財政年度9.0百萬港元。於2021年3月31日，入住率約為24.2%。隨著新型冠狀病毒疫情緩和，相信松齡樂軒的入住率攀升步伐亦會隨之加快。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

For the Group's investment in a joint venture, Patina Wellness Limited, in which the Group holds 51% of its equity interest, the performance of its operation, Patina Wellness, had been temporarily affected by the COVID-19 situation at the early stage of operation, which led to a share of operating loss before interests and depreciation (excluding the impact of adoption of HKFRS 16 on its property rental and related expenses) at HK\$6.8 million.

Momentum is gradually picking up in the last quarter of this financial year with its occupancy rate as at 31 March 2021 approximated to 74.7%. The management team of Patina Wellness is also exploring to leverage the established brand and expertise of Patina Wellness for providing management services to external parties, including property owners in Hong Kong and the Greater Bay Area.

Please refer to the section headed in CHAIRMAN'S STATEMENT for prospects of the core business and new projects of the Group.

REVIEW OF RESULTS

The Group's revenue in FY2021 was HK\$245.7 million, with an increase of 13.0% from HK\$217.4 million in FY2020 amid the challenges of COVID-19 situation which temporarily affect our new upscale RCHE under ramp-up period. The core business of our eight EA1 RCHEs in Hong Kong remains strong and stable despite all the hardships with an average occupancy rate of 94.0%.

Core EBITDA (our key senior care services business performance indicator) increased by 65.1% to HK\$53.8 million (FY2020: HK\$32.6 million).

Revenue
收益



就本集團投資合營企業銅瓊養生有限公司(本集團持有其51%的股權)而言，其營運的蔚盈軒於營業初期受到新型冠狀病毒疫情的臨時影響，導致扣除利息及折舊前分佔營運虧損(不包括採納香港財務報告準則第16號對其物業租金及相關開支的影響)為6.8百萬港元。

在本財政年度最後一個季度恢復勢頭漸現，截至2021年3月31日的入住率約為74.7%。蔚盈軒管理團隊正積極探索機會，借助蔚盈軒的品牌力量和專業知識，以為外界機構(包括香港和大灣區的業主)提供管理服務。

有關本集團的核心業務的展望及新項目，請參閱主席報告一節。

業績回顧

於2021財政年度本集團的收益為245.7百萬港元，縱使在新型冠狀病毒疫情的挑戰下新高端安老院舍的遞增期暫時受到臨時影響，仍較2020財政年度的217.4百萬港元增加13.0%。儘管經歷艱難時期，但香港八間甲一級護理安老院的核心業務保持強勁穩健，平均入住率達94.0%。

核心EBITDA(我們長者護理服務業務的表現指標)增加65.1%至53.8百萬港元(2020財政年度：32.6百萬港元)。

Core EBITDA
核心 EBITDA



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group recorded a profit of HK\$3.2 million in FY2021 as compared with HK\$13.6 million in FY2020, mainly attributed to revenue growth offset by the increase in depreciation and finance costs upon commencement of operation of Pine Care Point and the share of loss of a joint venture, i.e. Patina Wellness.

於2021財政年度，本集團錄得溢利3.2百萬港元，2020財政年度則為13.6百萬港元，主要由於收益增長，惟被松齡樂軒投入營運後折舊及財務成本增加，以及分佔一間合營企業（即蔚盈軒）虧損所抵銷。

The reconciliation of Core EBITDA, EBITDA and Profit for the year is as follows:

本年度核心EBITDA、EBITDA及溢利的對賬如下：

| | | FY2021 2021財政年度 HK\$'000 千港元 | FY2020 2020財政年度 HK\$'000 千港元 |
|---|-----------------------------------|---------------------------------------|---------------------------------------|
| Profit for the year | 年度溢利 | 3,214 | 13,576 |
| Finance costs | 財務成本 | 14,543 | 4,764 |
| Income tax expenses | 所得稅開支 | 7,468 | 3,546 |
| Depreciation | 折舊 | 56,841 | 33,689 |
| Amortisation | 攤銷 | 3,092 | 3,093 |
| EBITDA | EBITDA | 85,158 | 58,668 |
| Share of interests and depreciation of a joint venture | 分佔一間合營企業利息及折舊 | 21,215 | 6,396 |
| Other income and gains | 其他收入及收益 | (477) | (476) |
| Non-recurring government grant for Employment Support Scheme | 「保就業」計劃的非經常性政府補助 | (16,322) | - |
| Excluding: | 不包括： | 89,574 | 64,588 |
| Effect of adoption of HKFRS 16 on property rental and related expenses on subsidiaries | 採納香港財務報告準則第16號對附屬公司的物業租金及相關開支的影響 | (23,558) | (19,775) |
| Effect of adoption of HKFRS 16 of share of results of a joint venture on property rental and related expenses | 採納香港財務報告準則第16號對分佔合營企業物業租金及相關開支的影響 | (12,240) | (12,240) |
| Core EBITDA | 核心 EBITDA | 53,776 | 32,573 |

Notes:

"EBITDA" represents earnings before interest, tax, depreciation and amortisation.

"Core EBITDA" represents EBITDA before share of depreciation and interest of a joint venture, other income and gains and non-recurring government grant for Employment Support Scheme, excluding the effect of adoption of HKFRS 16 on property rental and related expenses.

附註：

「EBITDA」指扣除利息、稅項、折舊及攤銷前盈利。

「核心EBITDA」指扣除分佔一間合營企業折舊及利息、其他收入及收益及「保就業」計劃的非經常性政府補助前的EBITDA，並不包括採納香港財務報告準則第16號對物業租金及相關開支的影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW

Please refer to the preceding sections for the review of the Group's results and business. This section deals with other key financial data.

Depreciation

Depreciation represents depreciation charges for the Group's property, plant and equipment which comprise right-of-use assets, leasehold improvements, furniture, fixtures and other equipment and motor vehicles. Depreciation increased by approximately 68.7% to HK\$56.8 million in FY2021 from HK\$33.7 million in FY2020. The increase in depreciation was mainly attributable to the depreciation charge upon commencement of operation of Pine Care Point and Zhejiang Pine Care Yada Elderly Services Limited.

Staff costs

Staff costs remained as the largest component of our operating expenses. Our staff costs include wages, salaries, bonuses, retirement benefit costs, and other allowances and benefits payable to all employees of the Group. Our gross staff costs, before netting off with government grants of HK\$16.3 million (FY2020: Nil) under Employment Support Scheme and HK\$11.9 million (FY2020: HK\$11.2 million) for hiring specialised professionals for our elderly residents with dementia and infirmity, increased by approximately 5.2% to HK\$116.5 million in FY2021 from HK\$110.7 million in FY2020, primarily contributed by the commencement of operation of Pine Care Point. Gross staff cost represents approximately 47.4% of FY2021 revenue and 51.0% of FY2020 revenue respectively.

財務回顧

有關本集團的業績及業務回顧，請參閱上文章節。本節說明其他主要財務數據。

折舊

折舊指就本集團的物業、廠房及設備(包括使用權資產、租賃物業裝修、傢俬、固定裝置及其他設備以及汽車)的折舊開支。折舊由2020財政年度33.7百萬港元增加約68.7%至2021財政年度56.8百萬港元。折舊增加主要由於松齡樂軒及浙江松齡雅達養老服務有限公司投入營運後的折舊開支所致。

員工成本

員工成本仍為我們經營開支的最大組成部分。我們的員工成本包括應付本集團所有僱員的工資、薪金、花紅、退休福利成本及其他津貼以及福利。我們在扣除「保就業」計劃16.3百萬港元(2020財政年度：無)的政府補助及11.9百萬港元(2020財政年度：11.2百萬港元)的政府補助(用以聘用專業人員照顧患有腦退化症及需要療養的長者院友)前的員工成本總額從2020財政年度的110.7百萬港元增加約5.2%至2021財政年度的116.5百萬港元，乃主要由於松齡樂軒投入營運所致。員工成本總額分別相當於2021財政年度收益約47.4%及2020財政年度收益的51.0%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Multidisciplinary fees and related expenses

Our multidisciplinary fees and related expenses mainly consist of medical and professional fees incurred for engaging external visiting medical officers, dietitians and pharmacists, and additional manpower of physiotherapists, care workers and health workers through employment agencies.

The expenses decreased by approximately 16.6% to HK\$10.2 million in FY2021 from HK\$12.2 million in FY2020. The decrease in multidisciplinary fees and related expenses was primarily due to engaging less physiotherapists and workforce through employment agencies.

Property rental and related expenses

Our property rental and related expenses primarily represent government rent and rates and building management fees in respect of our leased properties. Property rental and related expenses increased by approximately 4.3% to HK\$6.9 million in FY2021 from HK\$6.6 million in FY2020. The increase was primarily contributed by higher building management fees and government rent and rates from operation of Pine Care Point.

Food and beverage costs

Our food and beverage costs represent costs of all food ingredients and beverages used for the provision of meals to our residents. The increase in food and beverage costs was mainly contributed by the increase in occupancy of Pine Care Place and the impact of full year operation of Pine Care Point.

Utility expenses

Our utility expenses represent costs of water and electricity for our care and attention homes and office. The costs remained stable at HK\$6.9 million in FY2021 compared with HK\$7.1 million in FY2020 due to the offsetting impact of the concessions on electricity charges during the year and the increase in occupancy of Pine Care Place and Pine Care Point.

Supplies and consumables

Our supplies and consumables represent costs of medical consumable materials used for our operation. The costs increased by approximately 12.5% to HK\$7.6 million in FY2021 from HK\$6.7 million in FY2020. The increase in supplies and consumables was mainly contributed by higher occupancy of Pine Care Place and Pine Care Point and more procurement of medical consumable materials and sanitation products to safeguard our care and attention homes against the novel coronavirus.

會診費用及相關開支

會診費用及相關開支主要包括聘用外部出診醫生、營養師及藥劑師以及通過僱傭中介公司聘用物理治療師、護理員及保健員的額外人手所產生的醫療及專業費用。

開支由2020財政年度12.2百萬港元減少約16.6%至2021財政年度10.2百萬港元。會診費用及相關開支減少主要由於通過僱傭中介聘用的物理治療師及人手減少。

物業租金及相關開支

我們的物業租金及相關開支主要指地租及差餉以及我們租賃物業的樓宇管理費。物業租金及相關開支從2020財政年度的6.6百萬港元增加約4.3%至2021財政年度的6.9百萬港元。該增加乃主要由於松齡樂軒營運產生的樓宇管理費以及政府地租及差餉增加所致。

食品及飲品成本

我們的食品及飲品成本指為院友提供膳食所用的所有食材及飲品的成本。食品及飲品成本增加主要由於松齡雅苑的入住率上升，以及松齡樂軒全年營運的影響所致。

公用事業開支

我們的公用事業開支指我們護理安老院及辦公室的水電成本。該成本於2021財政年度維持穩定，為6.9百萬港元，而2020財政年度為7.1百萬港元，乃由於年內電費減免的抵銷影響，以及松齡雅苑及松齡樂軒的入住率上升所致。

供應及消耗品

我們的供應及消耗品指經營所用的醫療消耗品的成本。該成本從2020財政年度的6.7百萬港元增加約12.5%至2021財政年度的7.6百萬港元。供應及消耗品增加乃主要由於松齡雅苑及松齡樂軒的入住率上升及採購的醫療消耗品及衛生用品增加，以保障旗下護理安老院免受新型冠狀病毒侵害。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Other operating expenses

Our other operating expenses in FY2021 mainly consist of (i) advertising expenses for digital marketing and promotions of our care and attention homes and new projects, with an aggregate amount of HK\$1.8 million (FY2020: HK\$1.6 million); (ii) insurance policies for all of our care and attention homes, with an aggregate amount of HK\$1.4 million (FY2020: HK\$1.0 million); (iii) legal and professional fees, with an aggregate amount of HK\$4.4 million (FY2020: HK\$7.1 million); and (iv) corporate expenses and various operating expenses, with an aggregate amount of HK\$3.7 million (FY2020: HK\$4.6 million).

The expenses decreased by approximately 20.4% to HK\$11.3 million in FY2021 from HK\$14.2 million in FY2020. The decrease in other operating expenses was primarily driven by the non-recurring legal and professional fees of HK\$2.4 million in FY2020 for the preparation of the composite offer and response document jointly issued by the Company and Mr. Tang Yiu Sing dated 28 February 2020 in relation to, among other things, the unconditional mandatory general cash offer.

Share of loss of a joint venture

The share of loss of a joint venture of HK\$15.8 million represents the share of operating loss before interests, tax and depreciation of HK\$6.8 million, share of depreciation on owned assets of HK\$5.9 million and share of interests on lease of HK\$2.8 million and share of depreciation on right-of-use assets of HK\$12.5 million, partially offset with effect of adoption of HKFRS 16 of share of results of a joint venture on property rental and related expenses of HK\$12.2 million of Patina Wellness Limited in which the Group holds 51% of the equity interest.

Finance costs

Our finance costs mainly represent interest expenses on bank loans. The finance costs increased by approximately 205.3% to HK\$14.5 million in FY2021 from HK\$4.8 million in FY2020. The increase in finance costs was primarily due to the interest expenses on bank loans that are directly attributable to the development of Pine Care Point, which were no longer capitalised upon commencement of operation.

Income tax expense

Our income tax expense represents Hong Kong profits tax of 16.5% on estimated assessable profits arising in Hong Kong. The income tax expense increased by approximately 110.6% to HK\$7.5 million in FY2021 from HK\$3.5 million in FY2020, which was primarily attributable to the increase in assessable profits.

Profit for the year attributable to equity holders of the Company

As a result of the foregoing, profit for the year attributable to equity holders of the Company decreased by approximately 56.9% to HK\$5.9 million for FY2021 from HK\$13.6 million in FY2020.

其他經營開支

於2021財政年度，我們的其他經營開支主要包括(i)護理安老院及新項目的數碼營銷及推廣的廣告開支，總額為1.8百萬港元(2020財政年度：1.6百萬港元)；(ii)就旗下所有護理安老院投購的保險，總額為1.4百萬港元(2020財政年度：1.0百萬港元)；(iii)法律及專業費用，總額為4.4百萬港元(2020財政年度：7.1百萬港元)；及(iv)企業開支及各項經營開支，總額為3.7百萬港元(2020財政年度：4.6百萬港元)。

有關開支由2020財政年度的14.2百萬港元減少約20.4%至2021財政年度的11.3百萬港元。其他經營開支減少乃主要由於不再錄得2020財政年度的非經常性法律及專業費用2.4百萬港元，用以編製由本公司及鄧耀昇先生聯合刊發日期為2020年2月28日的綜合要約及回應文件，內容有關(其中包括)無條件強制全面現金要約。

分佔一間合營企業虧損

分佔一間合營企業虧損15.8百萬港元為分佔扣除利息、稅項及折舊前的營運虧損6.8百萬港元、分佔自有資產折舊5.9百萬港元，以及分佔租賃權益2.8百萬港元及分佔使用權資產折舊12.5百萬港元，部分被採納香港財務報告準則第16號對分佔合營企業銅瓊養生有限公司(本集團持有51%權益)的物業租金及相關開支的影響12.2百萬港元所抵銷。

財務成本

我們的財務成本主要指銀行貸款利息開支。財務成本從2020財政年度的4.8百萬港元增加約205.3%至2021財政年度的14.5百萬港元。財務成本增加乃主要由於直接與松齡樂軒發展有關的銀行貸款利息開支所致，而於松齡樂軒投入營運後，有關開支不再作資本化處理。

所得稅開支

我們的所得稅開支指按香港產生之估計應課稅溢利之16.5%繳納香港利得稅。所得稅開支從2020財政年度的3.5百萬港元增加約110.6%至2021財政年度的7.5百萬港元，主要由於應課稅溢利增加所致。

本公司權益擁有人應佔年度溢利

由於上文所述，本公司權益擁有人應佔年度溢利從2020財政年度的13.6百萬港元減少約56.9%至2021財政年度的5.9百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

KEY FINANCIAL POSITION ITEMS

Property, plant and equipment

Our property, plant and equipment consist of land and buildings, right-of-use assets, leasehold improvements, furniture, fixtures and other equipment, motor vehicles and construction in progress. As at 31 March 2021 and 31 March 2020, the Group's property, plant and equipment amounted to HK\$772.7 million and HK\$819.3 million respectively. Decrement in FY2021 was primarily due to depreciation charges for the current year.

Goodwill

Goodwill primarily represents the excess of the aggregate of the consideration over the fair value of the identifiable net assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

As at 31 March 2021 and 31 March 2020, the Group carried goodwill of HK\$33.8 million in the consolidated statement of financial position, which arose from the acquisition of controlling interests in companies principally engaged in the provision of senior care services. No impairment was noted based on the goodwill impairment assessment performed by our management.

Interest-bearing bank borrowings

As at 31 March 2021 and 31 March 2020, our interest-bearing bank borrowings mainly represented bank loans which consisted of mortgage loans for financing mortgage payments for our care and attention home premises and working capital loans for our working capital.

The effective interest rates pertaining to our bank loans ranged from 0.90% to 2.75% as at 31 March 2021 and from 2.00% to 4.05% as at 31 March 2020; with the maturity up to year 2036 as at 31 March 2021 (31 March 2020: year 2035). Despite that an increasing trend of interest rates is expected in the foreseeable future, we are confident in managing our finance costs through repayments of the bank loans via our steady cash inflows generated from operations.

主要財務狀況項目

物業、廠房及設備

我們的物業、廠房及設備包括土地及樓宇、使用權資產、租賃物業裝修、傢俬、固定裝置及其他設備、汽車及在建工程。於2021年3月31日及2020年3月31日，本集團的物業、廠房及設備分別為772.7百萬港元及819.3百萬港元。2021財政年度減少乃主要由於本年度的折舊開支所致。

商譽

商譽主要包括代價總額超出所收購可識別資產淨值及所承擔負債公允值的差額。初始確認後，商譽按成本減任何累計減值虧損計量。

於2021年3月31日及2020年3月31日，本集團綜合財務狀況表中的商譽賬面值為33.8百萬港元，乃產生自收購主要從事提供安老院舍服務的公司的控股權益。基於我們管理層進行的商譽減值評估，並無發現任何減值。

計息銀行借款

於2021年3月31日及2020年3月31日，我們的計息銀行借款主要指銀行貸款，包括就撥付我們護理安老院場地的按揭付款的按揭貸款以及我們營運資金的營運資金貸款。

於2021年3月31日，我們銀行貸款的實際利率介乎0.90%至2.75%，而於2020年3月31日則介乎2.00%至4.05%；於2021年3月31日的到期情況為直至2036年（2020年3月31日：2035年）。儘管預計於可見未來利率將呈上升趨勢，但我們有信心通過我們來自經營活動的穩定現金流入償還銀行貸款從而管理我們的財務成本。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Net assets

Our net assets amounted to HK\$204.2 million and HK\$206.7 million as at 31 March 2021 and 31 March 2020 respectively.

For illustrative purposes, by including the revaluation surplus of the land and buildings of the Group of HK\$823.4 million, being the premium of the total valuation of HK\$1,469.6 million, as appraised by an independent valuer engaged by the Company in respect of the valuation of the land and buildings of the Group as at 31 March 2021, over the carrying amount of the land and buildings of the Group of HK\$646.2 million as at 31 March 2021, the adjusted consolidated net assets of the Group would have been HK\$1,027.6 million as at 31 March 2021.

流動資金、財務及資本資源

資產淨值

我們於2021年3月31日及2020年3月31日的淨資產分別為204.2百萬港元及206.7百萬港元。

為作說明，根據本公司所委聘的獨立估值師對本集團的土地及樓宇於2021年3月31日的估值作出的評估，將本集團的土地及樓宇的重估盈餘823.4百萬港元（即估值總額1,469.6百萬港元的溢價）計入本集團的土地及樓宇於2021年3月31日的賬面值646.2百萬港元後，於2021年3月31日本集團的經調整綜合資產淨值將為1,027.6百萬港元。

Illustrative Adjusted Net Assets

說明性經調整資產淨值

| | |
|--|----------------------|
| Net assets | 資產淨值 |
| Illustrative revaluation surplus of the land and buildings of the Group (Note) | 本集團土地及樓宇的說明性重估盈餘(附註) |
| Adjusted net assets | 經調整資產淨值 |

| FY2021 2021財政年度 HK\$'000 千港元 | FY2020 2020財政年度 HK\$'000 千港元 |
|---------------------------------------|---------------------------------------|
| 204.2 | 206.7 |
| 823.4 | 773.9 |
| 1,027.6 | 980.6 |

Note:

The land and buildings of the Group are occupied and used by the Group to perform its ordinary business and have been classified as property, plant and equipment and stated at cost less accumulated depreciation and any impairment losses. To better illustrate the latest market value of the net assets at the balance sheet date, the illustrative revaluation surplus was presented to facilitate a better understanding of the users of the financial statements.

附註：

本集團的土地及樓宇由本集團佔用及使用以營運其日常業務，並分類為物業、廠房及設備，以及按成本減累計折舊及任何減值虧損列賬。為更清晰地說明於結算日資產淨值的最新市值，已呈報說明性重估盈餘以方便財務報表使用者掌握情況。

Illustrative Revaluation Surplus

說明性重估盈餘

| | |
|---|----------------------------|
| Total valuation of the land and buildings of the Group [^] | 本集團土地及樓宇的估值總額 [^] |
| Carrying amount of the land and buildings of the Group | 本集團土地及樓宇的賬面值 |
| Revaluation surplus of the land and buildings of the Group | 本集團土地及樓宇的重估盈餘 |

| FY2021 2021財政年度 HK\$'000 千港元 | FY2020 2020財政年度 HK\$'000 千港元 |
|---------------------------------------|---------------------------------------|
| 1,469.6 | 1,443.8 |
| (646.2) | (669.9) |
| 823.4 | 773.9 |

[^] appraised by an independent valuer

[^] 由獨立估值師估值

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Current ratio

As at 31 March 2021, our cash and bank balances amounted to HK\$49.7 million (as at 31 March 2020: HK\$27.8 million) and were mainly denominated in Hong Kong dollars; and our net current liabilities were HK\$40.1 million (net current liabilities as at 31 March 2020: HK\$409.5 million). The current ratio, being current assets over current liabilities, was approximately 0.70 time as at 31 March 2021 (as at 31 March 2020: 0.10 time).

Improvement in current ratio was mainly due to the Group did not comply with a covenant of a term loan as at 31 March 2020; and the carrying amount of term loan amounting to HK\$346.5 million was classified as current liabilities as at 31 March 2020. Relevant covenant of this term loan was removed in a revised banking facility letter in June 2020 and the non-current portion of this term loan of HK\$332.5 million according to the original repayment schedule was re-classified as non-current liabilities.

Gearing ratio

Gearing ratio is measured by the net debt (representing interest-bearing bank borrowings net of cash and cash equivalents) over total assets (representing current assets and non-current assets). As at 31 March 2021, our gearing ratio was 59.7% as compared with the gearing ratio of 60.6% as at 31 March 2020.

流動比率

於2021年3月31日，我們的現金及銀行結餘為49.7百萬港元（於2020年3月31日：27.8百萬港元），主要以港元計值；而我們的流動負債淨額為40.1百萬港元（於2020年3月31日：流動負債淨額409.5百萬港元）。於2021年3月31日，流動比率（即流動資產除以流動負債）約為0.70倍（於2020年3月31日：0.10倍）。

流動比率改善主要由於本集團於2020年3月31日並未遵守定期貸款的契諾；而於2020年3月31日，該定期貸款的賬面值346.5百萬港元分類為流動負債。於2020年6月，該定期貸款的相關契諾於經修訂銀行融通函件上撤銷，且根據原還款時間表，該定期貸款的非流動部分332.5百萬港元重新分類為非流動負債。

資產負債比率

資產負債比率乃按淨債務（指計息銀行借款扣除現金及現金等價物）除以總資產（指流動資產及非流動資產）計量。於2021年3月31日，我們的資產負債比率為59.7%，而於2020年3月31日，資產負債比率為60.6%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Maturity profile

The graph below shows the debt maturity profile of the Group as at 31 March 2021 and 2020.

到期情況

下圖顯示本集團於2021年及2020年3月31日的債務到期情況。

Maturity Profile 到期情況

Debt Maturity Profile at end of FY2020 and FY2021

2020財政年度及2021財政年度末的債務到期情況

Gross Debt Amount (HK\$ million) 總負債額 (百萬港元)


FY2021 2021財政年度



FY2020 2020財政年度



 Within one year or on demand
一年內或應要求償還

 In the 3rd to 5th years
於第3年至第5年

 In the 2nd years
於第2年

 More than 5 years
多於5年

As at 31 March 2021, our interest-bearing bank borrowings amounted to HK\$602.9 million (as at 31 March 2020: HK\$599.3 million), among which, assuming the aforesaid term loan would be repayable according to the repayment schedule and taking into account of the deferral of principal payments covered under the Hong Kong Monetary Authority's Pre-approved Principal Payment Holiday Scheme for corporate customers, HK\$75.0 million, HK\$71.4 million, HK\$356.8 million, and HK\$99.7 million were repayable within one year or on demand, in the second year, in the third to fifth years (both years inclusive), and beyond five years respectively (as at 31 March 2020: HK\$42.3 million, HK\$51.0 million, HK\$452.6 million, and HK\$53.4 million respectively). As at 31 March 2021 and 31 March 2020, all of our interest-bearing bank borrowings were denominated in Hong Kong dollars and the majority of our interest-bearing bank borrowings were secured by the land and buildings of the Group.

於2021年3月31日，我們的計息銀行借款為602.9百萬港元（於2020年3月31日：599.3百萬港元），假設上述定期貸款將根據還款時間表償還並計及香港金融管理局向企業客戶提供的「預先批核還息不還本」計劃所涵蓋的本金付款延期，75.0百萬港元、71.4百萬港元、356.8百萬港元及99.7百萬港元乃分別須於一年內或按要、第二年、第三年至第五年（包括首尾兩年）及五年後償還（於2020年3月31日：分別為42.3百萬港元、51.0百萬港元、452.6百萬港元及53.4百萬港元）。於2021年3月31日及2020年3月31日，我們所有計息銀行借款均以港元計值，而大部分計息銀行借款以本集團的土地及樓宇作抵押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CAPITAL STRUCTURE

There has been no change in the capital structure of the Company during FY2021. The capital of the Company comprises ordinary shares and other reserves.

CAPITAL EXPENDITURE

Total capital expenditure during the year was HK\$5.3 million, for renovation works of our care and attention homes. In FY2020, the Group incurred capital expenditure in an aggregate amount of HK\$40.1 million, mainly due to renovation works of Pine Care Point.

RISK MANAGEMENT

Interest rate risk

The Group's exposure to interest rate risk principally relates to the Group's bank loans which are based on the Hong Kong Interbank Offered Rate or the best lending rate. The Group mitigates the risk by monitoring closely the movements in interest rates and reviewing its banking facilities regularly. The Group has not used any interest rate swap to hedge its exposure to interest rate risk.

As at 31 March 2021, if the interest rates on borrowings had been 25 basis points higher/lower, which was considered reasonably possible by the management, with all other variables held constant, the profit after tax for the year would decrease/increase by HK\$1.3 million (FY2020: HK\$0.5 million) as a result of higher/lower interest expenses on bank borrowings.

Liquidity risk

The Group's objective is to maintain a balance between continuity and flexibility of funding through the use of bank loans. In addition, banking facilities have been put in place for contingency purposes.

資本結構

2021 財政年度本公司的資本結構並無變動。本公司的股本包括普通股及其他儲備。

資本開支

年內資本開支總額為 5.3 百萬港元，用作安老院舍的裝修工程。於 2020 財政年度，本集團產生資本開支共計 40.1 百萬港元，主要由於松齡樂軒的裝修工程。

風險管理

利率風險

本集團所承擔之利率風險主要與本集團按香港銀行同業拆息或最優借貸利率計息的銀行貸款有關。本集團透過定期密切關注利率的變動及審閱其銀行融資以降低風險。本集團並無使用任何利率掉期以對沖利率風險。

於 2021 年 3 月 31 日，倘借款利率按管理層認為可能合理地增加／減少 25 個基點，而所有其他變數維持不變，則年內除稅後溢利因銀行借款利息開支增加／減少而減少／增加 1.3 百萬港元（2020 財政年度：0.5 百萬港元）。

流動資金風險

本集團的目標為透過運用銀行貸款使資金在持續性與靈活性之間取得平衡。此外，本集團已進行銀行融資以備應急之用。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis.

The credit risk of the Group's other financial assets mainly comprising cash and bank balances and due from a joint venture has a maximum exposure that equals to the carrying amounts of these instruments. There is no significant concentration of credit risk in relation to the Group's financial assets.

Foreign currency risk

The Group has no significant exposure to foreign currency risk, and hence the Group does not have a foreign currency hedging policy.

CONTINGENT LIABILITIES

As at 31 March 2021, the Group did not have any contingent liability or material off-balance sheet arrangements.

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There was no material acquisition or disposal of subsidiaries, associates and joint ventures undertaken by the Group during the year.

SIGNIFICANT INVESTMENTS

As at 31 March 2021, the Group did not have any significant investments held.

CAPITAL COMMITMENT

As at 31 March 2021, the Group did not have capital commitments (as at 31 March 2020: Nil).

PLEDGE OF ASSETS

As at 31 March 2021, land and buildings with an aggregate carrying amount of HK\$634.0 million (as at 31 March 2020: land and buildings and construction in progress of HK\$657.1 million), and investment in insurance contract with carrying amount of HK\$3.3 million (as at 31 March 2020: HK\$3.1 million) were pledged to secure general banking facilities granted to the Group. Save for the above, the Group had no other pledges of assets as at 31 March 2021.

信貸風險

本集團僅與獲認可及信譽卓著的第三方交易。本集團的政策為所有擬按信貸條款進行交易的客戶均須接受信貸審核程序。此外，應收款項結餘均受到持續監控。

本集團其他金融資產的信貸風險主要包括現金及銀行結餘，以及應收合營企業款項，其最高風險與該等工具之賬面值相等。本集團的金融資產並無重大集中信貸風險。

外匯風險

本集團並無面臨重大外匯風險，因此本集團並無外匯對沖政策。

或然負債

於2021年3月31日，本集團並無任何或然負債或重大資產負債表外之安排。

重大收購或出售附屬公司、聯營公司及合營企業

年內本集團並無重大收購或出售附屬公司、聯營公司及合營企業。

重大投資

於2021年3月31日，本集團並無持有任何重大投資。

資本承擔

於2021年3月31日，本集團並無資本承擔（於2020年3月31日：無）。

資產抵押

於2021年3月31日，賬面總值為634.0百萬港元（於2020年3月31日：土地及樓宇及在建工程657.1百萬港元）的土地及樓宇以及賬面值為3.3百萬港元（於2020年3月31日：3.1百萬港元）的保險合約投資已被抵押以為本集團獲授的一般銀行融資作擔保。除以上所述者外，本集團於2021年3月31日並無其他資產抵押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Subsequent to the year ended 31 March 2021, the Group entered into a lease and the value of the right-of-use asset recognised by the Group under the lease amounted to approximately HK\$203.1 million, which is the present value of the aggregated lease payments from 7 August 2021 to 6 August 2031 assuming the exercise of renewal options in accordance with HKFRS 16. The rent payable during the term of the lease will be satisfied by internal resources of the Group. For details, please refer to the announcement of the Company dated 21 May 2021. Save as aforesaid, as at 31 March 2021, the Group did not have other plans for material investments and capital assets.

EMPLOYEE AND REMUNERATION POLICY

As at 31 March 2021, the Group had a total of 466 full-time and part-time employees (as at 31 March 2020: 457 employees). Our staff costs (excluding government grants) were HK\$116.5 million in FY2021 (FY2020: HK\$110.7 million).

The Group ensures that the pay levels of its employees are competitive, and employees are rewarded on a performance-related basis, together with reference to the profitability of the Group, prevailing remuneration benchmarks in the industry, and market conditions, within the general framework of the Group's remuneration system.

In addition, the Group also adopted a share option scheme (the "Share Option Scheme") for the purpose of motivating eligible participants to optimise their performance efficiency for the benefit of the Group and to attract and retain or otherwise maintain an on-going business relationship with such eligible participants whose contributions are or will be beneficial to the long-term growth of the Group. Eligible participants of the Share Option Scheme include, but are not limited to, the directors, including independent non-executive directors, of the Group, full-time or part-time employees of the Group, and advisers, consultants, suppliers, customers, and such other persons who in the sole opinion of the directors will contribute or have contributed to the Group. The Share Option Scheme was conditionally adopted on 23 January 2017. No share option has been granted or agreed to be granted under the Share Option Scheme since its adoption.

The remuneration of the directors is reviewed by the Remuneration Committee and approved by the Board, according to the relevant directors' experience, responsibility, workload, the time devoted to the Group, the Group's operating results and comparable market statistics.

重大投資或資本資產的未來計劃

於截至2021年3月31日止年度後，本集團訂立租約，而本集團於租約下確認的使用權資產約為203.1百萬港元，即根據香港財務報告準則第16號，假設經重續選擇權獲行使，由2021年8月7日至2031年8月6日總租賃付款的現值。於租賃期內的應付租金將以本集團的內部資源償付。有關詳情，請參閱本公司日期為2021年5月21日的公告。除上文所述者外，於2021年3月31日，本集團並無任何重大投資及資本資產的計劃。

僱員及薪酬政策

於2021年3月31日，本集團有合共466名全職及兼職僱員（於2020年3月31日：457僱員）。我們於2021財政年度的員工成本（不包括政府補助）為116.5百萬港元（2020財政年度：110.7百萬港元）。

本集團確保僱員的薪酬水平具競爭力，僱員的回報在本集團的薪酬系統整體框架內與表現掛鈎，並參考本集團的盈利能力、業內現行薪酬基準以及市場狀況。

此外，本集團亦已採納一項購股權計劃（「購股權計劃」），旨在鼓勵合資格參與者為本集團利益提升個人表現及效率，藉以吸引及留聘現時或將會為本集團長遠增長作出貢獻的該等合資格參與者或以其他方式與彼等維持持續的業務關係。購股權計劃的合資格參與者包括但不限於本集團董事（包括獨立非執行董事）、本集團全職或兼職僱員及顧問、諮詢人、供應商、客戶及董事全權酌情認為將會或曾對本集團作出貢獻的有關其他人士。購股權計劃於2017年1月23日獲有條件採納。自購股權計劃獲採納以來，概無根據購股權計劃已授出或同意授出之購股權。

董事薪酬方案由薪酬委員會審閱並由董事會批准，乃根據相關董事的經驗、職責、工作量、於本集團投放的時間、本集團的經營業績及可資比較市場數據。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Tang Yiu Sing

Mr. Tang Yiu Sing, aged 35, was appointed as an executive director of the Company with effect from 23 March 2020. He is also the chairman of the Board, the chairman of Nomination Committee and a member of the Remuneration Committee of the Company. Mr. Tang graduated from University of Western Ontario in Canada with an Executive Master of Business Administration degree and The Hong Kong Polytechnic University with an Executive Master in Innovation Leadership degree. He also received an Honorary Fellowship from The Professional Validation Centre of Hong Kong Business Sector in 2019.

Mr. Tang has over 15 years of solid experience in property investment, asset management and business operations. He is the founder and Chairman of Stan Group and the Chief Executive Officer of Tang's Living Group, a member of Stan Group. He is also currently an executive director and the chief executive officer of ETS Group Limited (stock code: 8031) of which the shares are listed on the GEM of the Stock Exchange ("ETS Group").

Mr. Tang is currently a director of the China Overseas Friendship Association, a Standing Committee member of Chinese People's Political Consultative Conference, Dongguan City, Guangdong Province, a committee member of the All-China Youth Federation (ACYF), chief advisor to the Honorary Consul for Fiji in Hong Kong, an award council member for the Hong Kong Award for Young People, a co-opted member of Task Force of The Social Innovation and Entrepreneurship Development Fund, the deputy secretary general of Y. Elite Association (from 1 July 2021), a director of the board of The Community Chest of Hong Kong and advisor of Our Hong Kong Foundation. In 2019, he also founded the Dongguan-Hong Kong Bay Area Association and served as the president. Mr. Tang is a director of Starcorp Limited and Smartbase Investments Limited (substantial shareholders of the Company), the son of the late Mr. Tang Shing-bor (substantial shareholder of the Company) and a younger brother of Dr. Tang Yiu Pong (non-executive director of the Company).

執行董事

鄧耀昇先生

鄧耀昇先生，35歲，於2020年3月23日獲委任為本公司執行董事。彼亦為本公司董事會主席、提名委員會主席及薪酬委員會成員。鄧先生畢業於加拿大西安大略大學，取得工商管理碩士學位，並於香港理工大學畢業，取得高級管理人員創新領袖碩士學位。彼於2019年獲香港商業專業評審中心頒授榮譽院士。

鄧先生於物業投資、資產管理及業務營運方面擁有逾15年豐富經驗。彼為陞域集團之創始人及主席，以及為陞域集團旗下成員Tang's Living Group的行政總裁。彼亦為易通訊集團有限公司（「易通訊集團」）（股份代號：8031）的執行董事兼行政總裁，該公司股份於聯交所GEM上市。

鄧先生現任中華海外聯誼會理事、廣東省東莞市政協常委、中華全國青年（聯合會）（全國青聯）委員、斐濟駐港名譽領事首席顧問、香港青年獎勵計劃理事會委員、「社會創新及創業發展基金」專責小組增補委員、香港菁英會副秘書長（由2021年7月1日起）、香港公益金董事及團結香港基金顧問。於2019年，彼創立飛躍莞港灣區並擔任會長。鄧先生為本公司主要股東Starcorp Limited及Smartbase Investments Limited的董事、本公司主要股東鄧成波先生（已故）的兒子，和本公司非執行董事鄧耀邦博士的胞弟。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Chan Yip Keung

Mr. Chan Yip Keung, aged 38, joined the Group as the chief financial officer in April 2015. He was appointed as a director of the Company on 30 April 2016 and was designated as an executive director of the Company on 7 September 2016. Mr. Chan was appointed as the Chief Executive Officer of the Group in October 2020 and responsible for leading, planning and managing business development and operations of the Group.

Mr. Chan has over 15 years of experience in financial and capital management, mergers and acquisitions, corporate governance, business analysis and development. He obtained a degree of Bachelor of Business Administration (Professional Accountancy) from The Chinese University of Hong Kong in December 2005 and a degree of Master of Corporate Governance from The Hong Kong Polytechnic University in September 2017. He has been a member and a fellow of the Hong Kong Institute of Certified Public Accountants since January 2009 and March 2018 respectively; and an associate member of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute since December 2017.

He worked for PricewaterhouseCoopers from September 2005 to October 2011 with his last position being manager, assurance, institutional group. Prior to joining the Group, from November 2011 to April 2015, Mr. Chan was the finance manager of Mapletree Hong Kong Management Limited under Temasek of Singapore, specialised in real estate investment trusts sector.

陳業強先生

陳業強先生，38歲，於2015年4月加入本集團擔任財務總監，於2016年4月30日獲委任為本公司董事，並於2016年9月7日獲任命為本公司執行董事。陳先生於2020年10月獲委任為本集團行政總裁，負責領導、規劃及管理本集團的業務發展及營運。

陳先生於財務及資本管理、併購、企業管治、業務分析及發展方面擁有逾15年經驗。彼於2005年12月獲得香港中文大學工商管理(專業會計學)學士學位，並於2017年9月獲得香港理工大學公司管治碩士學位。陳先生於2009年1月起為香港會計師公會會員，於2018年3月起為香港會計師公會資深會員，以及於2017年12月起為香港特許秘書公會及特許公司治理公會會士。

陳先生於2005年9月加入羅兵咸永道會計師事務所，於2011年10月離職時為該會計師事務所之審計經理。於加入本集團前，陳先生於2011年11月至2015年4月期間為新加坡淡馬錫旗下豐樹香港管理有限公司擔任財務經理，專責房地產投資信託基金事務。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Yeung Ka Wing

Mr. Yeung Ka Wing, aged 49, was appointed as an executive director of the Company with effect from 23 March 2020. He is an executive director and the chief financial officer of Stan Group. He has over 20 years of experience in accounting, auditing, and corporate restructuring. Mr. Yeung has been appointed as an executive director and a director of the relevant members of ETS Group Limited (stock code: 8031), a company listed on the GEM of the Stock Exchange, with effect from 29 July 2015 and is the compliance officer, an authorised representative and a member of the nomination committee and the risk management and internal control committee of ETS Group Limited.

Mr. Yeung graduated from Simon Fraser University with a bachelor's degree in Business Administration majoring in Accounting in 1994 and obtained a master's degree in Business Administration from the University of Western Ontario in Canada in 2014. He is a member of the American Institute of Certified Public Accountants and a Chartered Global Management Accountant.

Prior to joining Stan Group, Mr. Yeung was the managing director of FTI Consulting, a consulting company specialised in, among other things, corporate restructuring, receivership and forensic accounting. Mr. Yeung was an executive director of Creative Energy Solutions Holdings Limited (now known as "Kirin Group Holdings Limited", stock code: 8109) ("Creative Energy"), a company listed on GEM of the Stock Exchange, for the period from 30 January 2010 to 29 July 2010. During the term of Mr. Yeung's office as its executive director, the group of Creative Energy was principally engaged in the provision of energy saving services and sales of energy saving products. Following the completion of the restructuring of Creative Energy, he resigned as an executive director of Creative Energy with effect from 29 July 2010.

Mr. Cheng Wai Ching

Mr. Cheng Wai Ching, aged 58, was appointed as an executive director of the Company with effect from 23 March 2020. Mr. Cheng has over 30 years of experience in hospitality management and hotel operations. Mr. Cheng was previously the General Manager of Dorsett Tsuen Wan Hotel and Silka Far East Hotel since 2013, and he joined the Dorsett Group as the General Manager of Silka Far East Hotel in 2007. Mr. Cheng previously worked for the Majestic Hotel in 2000 as Front Office Manager and was promoted to Director of Sales in 2005. He is a member of the executive committee of The Federation of Hong Kong Hotel Owners. Mr. Cheng is currently the executive director of Stan Group and the managing director of Tang's Living Group.

楊家榮先生

楊家榮先生，49歲，於2020年3月23日獲委任為本公司執行董事，彼現為陞域集團之執行董事及首席財務長，於會計、審計及企業重組方面擁有逾20年經驗。楊先生於2015年7月29日獲委任為聯交所GEM上市公司易通訊集團有限公司(股份代號：8031)執行董事兼相關成員公司的董事，以及易通訊集團有限公司合規主任、授權代表及提名委員會、風險管理及內部監控委員會之成員。

楊先生於1994年畢業於西門菲莎大學，取得工商管理學士學位(主修會計)，並於2014年於加拿大西安大略大學取得工商管理碩士學位。彼為美國會計師協會成員及全球特許管理會計師。

在加入陞域集團前，楊先生為FTI Consulting(一間專門從事(其中包括)企業重組、破產接管及法務會計的諮詢公司)之董事總經理，楊先生於2010年1月30日至2010年7月29日期間曾為科瑞控股有限公司(現稱為「麒麟集團控股有限公司」，股份代號：8109)(「科瑞」)(一間於聯交所GEM上市的公司)之執行董事，於楊先生任職執行董事之期內，科瑞集團主要從事提供節能服務及節能產品銷售之業務。在科瑞重組完成後，彼辭去科瑞執行董事之職位，自2010年7月29日起生效。

鄭維政先生

鄭維政先生，58歲，於2020年3月23日獲委任為本公司執行董事。鄭先生在接待管理及酒店營運方面積逾30年經驗。鄭先生曾自2013年起擔任荃灣帝盛酒店及香港遠東絲麗酒店的總經理。彼於2007年加入帝盛酒店集團擔任香港遠東絲麗酒店的總經理。鄭先生曾於2000年在Majestic Hotel擔任前台經理，並於2005年晉升為銷售總監。彼為香港酒店業主聯會執行委員會的成員。鄭先生現為陞域集團之執行董事及Tang's Living Group的董事總經理。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

NON-EXECUTIVE DIRECTOR

Dr. Tang Yiu Pong

Dr. Tang Yiu Pong, aged 38, was appointed as a non-executive director of the Company with effect from 23 March 2020. Dr. Tang graduated from Guangzhou University of Chinese Medicine. He holds a Bachelor's Degree of Chinese Medicine, a Master Degree of Acupuncture and Massage, a Research Student Degree in Acupuncture and Massage (Master) and a PH. Degree of Acupuncture and Massage. He is also a qualified Clinical Hypnotherapist certified by the American Council of Hypnotist Examiners. Dr. Tang has over 15 years of experience in retail and Chinese medicine practice. He is currently the founder and managing director of J. Champion Holdings Ltd and the managing director of Tang's Catering Group. He is also the elder brother of Mr. Tang Yiu Sing (the Chairman of the Board and executive director of the Company) and the son of the late Mr. Tang Shing-bor (substantial shareholder of the Company).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yuen Tak Tim Anthony *MH, JP*

Mr. Yuen Tak Tim Anthony *MH, JP*, aged 67, was appointed as an independent non-executive director of the Company with effect from 23 March 2020. He is also the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company.

Mr. Yuen graduated from The Chinese University of Hong Kong with a degree of Bachelor of Business Administration in 1977. He was awarded The Ten Outstanding Young Persons (十大傑出青年) in 1992. He is a seasoned executive in the financial and insurance fields in which he held senior executive positions in a number of major international and local companies.

Mr. Yuen is currently the managing director and responsible officer of Yue Tung Global Asset Management Ltd., and Elected Member of the Standing Committee of The Chinese University of Hong Kong ("CUHK"), a Council Member of the Chinese University of Hong Kong and Director of the CUHK Medical Centre Ltd. He is also an independent non-executive director of Sun Hung Kai Properties Insurance Ltd. Prior to that, he was an independent non-executive director of Target Insurance (Holdings) Limited (stock code: 6161), a company listed on the Main Board of Stock Exchange, for the period from 14 April 2015 to 7 January 2020.

非執行董事

鄧耀邦博士

鄧耀邦博士，38歲，於2020年3月23日獲委任為本公司非執行董事。鄧博士於廣州中醫藥大學畢業。彼持有中藥學學士學位、針灸推拿學碩士學位、針灸推拿學(碩士)研究生學位以及針灸推拿學博士學位。彼亦為美國催眠治療師專業評審委員會(American Council of Hypnotist Examiners)認證的合資格臨床催眠治療師。鄧博士在零售及中藥行業積逾15年經驗。彼現為良道有限公司的創辦人兼董事總經理，以及Tang's Catering Group的董事總經理。彼亦為鄧耀昇先生(本公司董事會主席及執行董事)的兄長及鄧成波先生(已故)(本公司主要股東)的兒子。

獨立非執行董事

阮德添先生 *MH, 太平紳士*

阮德添先生 *MH, 太平紳士*，67歲，於2020年3月23日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席、薪酬委員會主席兼提名委員會成員。

阮先生於1977年畢業於香港中文大學並取得工商管理學士學位。彼於1992年獲授十大傑出青年的殊榮。彼為金融及保險業領域富經驗的行政人員，曾於多間大型國際及本地公司擔任高級行政職務。

阮先生現為裕通環球資產管理有限公司董事總經理及持牌負責人、香港中文大學(「香港中文大學」)校友評議會常務委員會選任委員、香港中文大學校董及香港中文大學醫院董事。彼現時亦出任新鴻基地產保險有限公司獨立非執行董事。在此之前，彼曾於2015年4月14日至2020年1月7日期間擔任聯交所主板上市公司泰加保險(控股)有限公司(股份代號：6161)的獨立非執行董事。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Lam Cheung Wai

Mr. Lam Cheung Wai, aged 64, was appointed as an independent non-executive director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from 19 October 2020.

Mr. Lam graduated from The Chinese University of Hong Kong with a bachelor's degree in Business Administration in December 1981. Mr. Lam was awarded The Ten Outstanding Young Persons (十大傑出青年) in 1996. Mr. Lam has been a member of the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) since February 1998 and a certified internal auditor of the Institute of Internal Auditors since March 2009.

He had been an Accounting Officer in The Treasury of HKSAR Government since July 1986 and retired in April 2017. He also served as an independent non-executive director of Bamboos Health Care Holdings Limited (stock code: 2293, a company listed on the Main Board of the Stock Exchange) from June 2014 to January 2019. Mr. Lam is a co-founder of Hong Kong Rehabilitation Power, and he served as the president of its council of management from April 1995 to December 2013. He also co-founded Empowering Life Network Limited, a charitable organisation aiming to serve deprived youths, in 2013. Mr. Lam was appointed as a member of the Rehabilitation Advisory Committee of the HKSAR Government since January 2016.

林章偉先生

林章偉先生，64歲，自2020年10月19日起獲委任本公司獨立非執行董事以及審核委員會、薪酬委員會及提名委員會各自的成員。

林先生於1981年12月畢業於香港中文大學，取得工商管理學士學位。林先生於1996年榮獲十大傑出青年。林先生自1998年2月起為香港會計師公會會員，並自2009年3月起為內部核數師公會註冊內部核數師。

彼自1986年7月起任香港特區政府庫務署會計主任，並於2017年4月退任。彼亦曾於2014年6月至2019年1月擔任百本醫護控股有限公司（股份代號：2293，一間於聯交所主板上市的公司）的獨立非執行董事。林先生為香港復康力量的聯席創辦人，彼於1995年4月至2013年12月擔任其管理理事會主席。彼亦於2013年聯席創辦成就一生網絡有限公司（一個旨在服務貧困青年的慈善組織）。林先生自2016年1月起獲委任為香港特區政府康復諮詢委員會成員。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Wong Kam Pui

Mr. Wong Kam Pui, *BBS, JP*, aged 66, was appointed as an independent non-executive director and a member of the Audit Committee of the Company with effect from 19 October 2020. He has extensive experience in human resources management and administration with local and international renowned organisations. He has been a council member of the Hong Kong Institute of Human Resources Management since June 2000 and latterly served as its president from July 2008 to June 2010. Mr. Wong graduated with a bachelor's degree in business administration from The Chinese University of Hong Kong in December 1996. He subsequently obtained a master's degree in business administration from The Chinese University of Hong Kong in November 2013.

He was appointed as a Justice of the Peace by the HKSAR Government in 2015. Mr. Wong has taken up responsibilities with governmental bodies of the HKSAR and has been serving as an adviser for various matters concerning the local community, including human resources, education, labour, welfare, commerce and economic development matters, to name a few: chairman of Cross-Industry Training Advisory Committee on Human Resource Management, member of Committee on Self-financing Post-Secondary Education, ordinary member of Travel Industry Authority, chairman of board of director of Hong Kong Education City Ltd. (an Education Bureau institution) and executive committee member of Hong Kong Housing Society. In October 2020, Mr. Wong was awarded Bronze Bauhinia Star in recognition of his dedicated and meritorious public service. As a member of the Standing Committee on Disciplined Services Salaries and Conditions of Service, he provided invaluable advice on civil service pay and related matters. He also serves the education sector with enthusiasm, and has made significant contribution to the development of post-secondary education and curriculum development.

Mr. Wong is the founder and has been a director of RESOLUTIONS HR & Business Consultancy Company Limited, a private company principally engaged in the provision of business and human resources solutions as well as consultancy services, since March 2015. He served as a non-executive director of Bamboos Health Care Holdings Limited (stock code: 2293, a company listed on the Main Board of the Stock Exchange) from September 2014 to June 2018. Mr. Wong has been an independent non-executive director of the Medialink Group Limited (stock code: 2230, a company listed on the Main Board of the Stock Exchange) since April 2019. In August 2020, he was appointed by the City University of Hong Kong as a Part-time HR Advisor for the new campus development at Dongguan.

黃錦沛先生

黃錦沛先生，*BBS*，*太平紳士*，66歲，自2020年10月19日起獲委任為本公司獨立非執行董事及審核委員會成員。彼於本地及國際知名組織的人力資源管理及行政方面擁有豐富經驗。彼自2000年6月起為香港人力資源管理學會理事會成員，其後於2008年7月至2010年6月擔任會長。黃先生於1996年12月畢業於香港中文大學，取得工商管理學士學位。彼其後於2013年11月取得香港中文大學工商管理碩士學位。

彼於2015年獲香港特區政府委任為太平紳士。黃先生於香港特區政府的政府機構任職，並一直擔任本地社區相關各項事務(包括人力資源、教育、勞工、福利、商業及經濟發展事務)的顧問，當中包括人力資源管理跨行業培訓諮詢委員會主席、自資專上教育委員會成員、旅遊業監管局普通成員、香港教育城有限公司(一間教育局機構)董事會主席及香港房屋協會理事會成員。於2020年10月，黃先生獲授銅紫荊星章，表彰其於公共服務的熱誠與功績。作為公務員薪俸及服務條件常務委員會成員，彼就公務員薪俸及相關事宜提供寶貴建議。彼亦熱心服務教育界，並對專上教育及課程發展作出重大貢獻。

黃先生為雋思人才及商務顧問有限公司(一間主要從事提供業務及人力資源解決方案以及顧問服務的私人公司)的創辦人，自2015年3月起一直擔任該公司的董事。彼於2014年9月至2018年6月擔任百本醫護控股有限公司(股份代號：2293，一間於聯交所主板上市的公司)的非執行董事。黃先生自2019年4月起一直擔任羚邦集團有限公司(股份代號：2230，一間於聯交所主板上市的公司)的獨立非執行董事。於2020年8月，彼獲香港城市大學委任為東莞新校園發展的兼職人力資源顧問。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Wong Kit Loong

Mr. Wong Kit Loong, aged 66, was appointed as an independent non-executive director and a member of the Audit Committee of the Company with effect from 19 October 2020. He is a property management professional with over 30 years' experience and extensive network in the property management and housing sectors. He had served as the chief executive officer and executive director of the Hong Kong Housing Society from April 2009 to March 2020.

Mr. Wong graduated with a bachelor's degree in General Business Management from The Chinese University of Hong Kong in 1978. He is also a graduate of the Advanced Management Program of Harvard Business School. He is a member of the Chartered Institute of Housing, Hong Kong Institute of Housing and Royal Institute of Chartered Surveyors.

Mr. Wong has been actively involved in various public and community services. He is currently a member of the Governing Council of Hong Kong Quality Assurance Agency, the Elderly Commission. Mr. Wong has been the Steering Committee on Qualifications Framework Fund under Education Bureau until September 2020. He was also a member of Task Force on Land Supply, the chairman of the Apprenticeship Training Board of Vocational Training Council, a member of Land, Rehousing and Compensation Committee of Urban Renewal Authority, a member of the Property Management Industry Training Advisory Committee under Education Bureau, the Chairman of Chartered Institute of Housing, Asian Pacific Branch, and a member of Hong Kong Housing Manager Registration Board.

黃傑龍先生

黃傑龍先生，66歲，自2020年10月19日起獲委任為本公司獨立非執行董事及審核委員會成員。彼為物業管理專業人士，在物業管理及房屋事務擁有逾30年經驗，人脈寬廣。彼於2009年4月至2020年3月擔任香港房屋協會行政總裁兼執行總幹事。

黃先生於1978年畢業於香港中文大學，取得工商管理學士學位。彼亦修畢於哈佛商學院高級管理課程。彼為英國特許房屋經理學會、香港房屋經理學會及英國皇家特許測量師學會會員。

黃先生一直積極參與各種公共及社區服務。彼現為香港品質保證局理事會的安老事務委員會成員。黃先生亦為教育局轄下資歷架構基金督導委員會的成員直至2020年9月。彼亦曾為土地供應專責小組委員、職業訓練局學徒訓練委員會主席、市區重建局轄下土地、安置及補償委員會委員、教育局轄下物業管理行業培訓諮詢委員會成員、英國特許房屋經理學會亞太分會主席及香港房屋經理註冊管理局成員。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

SENIOR MANAGEMENT

Ms. Chu Lai King, aged 68, is the head of human resources of the Group. She joined the Group in July 1989 as home manager. Ms. Chu is responsible for recruitment and human resources matters of the Group.

Ms. Chu obtained a Diploma in Gerontology from School of Professional and Continuing Education of The University of Hong Kong in August 2005.

Ms. Yam Hau Kam, aged 54, is one of the nursing directors of the Group. She joined the Group in February 1990 as an enrolled nurse. Ms. Yam is responsible for the quality control of the senior care services of the Group.

Ms. Yam has been a registered nurse since June 2006. Prior to joining the Group, she worked for United Christian Hospital from February 1989 to October 1989. She obtained a Higher Diploma in Nursing from The Open University of Hong Kong in June 2006 and completed the Assessors Training Course (2015) 1st Class organised by the Hong Kong Association of Gerontology in November 2015 under the Residential Aged Care Accreditation Scheme.

Ms. Pun Shuk Kan Pisa, aged 56, is one of the nursing directors of the Group. She joined the Group in January 1998 as an enrolled nurse. Ms. Pun is responsible for the quality control of the senior care services of the Group. Since September 2017, Ms. Pun has been responsible for the development and management of Mainland China business of the Group.

Ms. Pun has been a registered nurse since June 2006. Prior to joining the Group, she worked for Sik Sik Yuen Elderly Service from June 1993 to August 1997. She obtained a Higher Diploma in Nursing from The Open University of Hong Kong in June 2006. Ms. Pun completed the Assessors Training Course (2015) 1st Class organised by the Hong Kong Association of Gerontology in November 2015 under the Residential Aged Care Accreditation Scheme and completed the Advance Diploma Programme in Dementia Care from The Chinese University of Hong Kong and Jockey Club Centre for Positive Ageing in April 2021.

高級管理層

朱麗琼女士，68歲，為本集團的人力資源主管。彼於1989年7月加入本集團擔任主管。朱女士負責本集團的招聘及人力資源事宜。

朱女士於2005年8月獲得香港大學專業進修學院的老年學文憑。

任巧琴女士，54歲，為本集團的護理總監之一。彼於1990年2月加入本集團擔任登記護士。任女士負責本集團的安老服務的質量控制。

任女士自2006年6月起成為註冊護士。於加入本集團之前，彼於1989年2月至1989年10月任職於基督教聯合醫院。彼於2006年6月自香港公開大學獲得護理學高級文憑，並於2015年11月完成香港安老院舍評審計劃下由香港老年學會舉辦的第一期評審員培訓課程(2015年)。

潘淑勤女士，56歲，為本集團的護理總監之一。彼於1998年1月加入本集團擔任登記護士。潘女士負責本集團的安老服務的質量控制，並於2017年9月起，負責集團於中國大陸業務的發展與管理。

潘女士自2006年6月起一直為註冊護士。於加入本集團之前，彼由1993年6月至1997年8月任職於薈色園長者服務。彼於2006年6月獲得香港公開大學的護理學高級文憑。潘女士於2015年11月修畢香港安老院舍評審計劃下由香港老年學會舉辦的第一期評審員培訓課程(2015年)，並於2021年4月修畢香港中文大學及賽馬會耆智園舉辦的支援腦退化症實務高等文憑課程。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理層履歷

Mr. Lo Sze Hung, aged 37, joined the Company on 22 February 2021 as the Chief Financial Officer to oversee the Company's accounting and finance matters and internal control affairs. Mr. Lo has over 14 years of experience in accounting, finance and business advisory work. Prior to joining the Group, Mr. Lo worked for PricewaterhouseCoopers Hong Kong, from September 2006 to June 2015, with his last position as senior manager. He also worked at Hutchison Port Holdings Group from June 2015 to July 2017, as the group finance manager; and at Sino Vision Worldwide Holdings Limited (stock code: 8086), a company listed on the GEM of the Stock Exchange, from July 2017 to February 2019, with his last position as the group chief financial officer and company secretary. Mr. Lo was the assistant general manager, Finance, of HKIA Services Holdings Limited (a subsidiary under Airport Authority Hong Kong) from February 2019 to February 2021. Mr. Lo obtained a degree of Bachelor of Business Administration (Professional Accountancy) from The Chinese University of Hong Kong in 2006. He has been a member of the Hong Kong Institute of Certified Public Accountants since January 2010.

Ms. Ho Pui Lam, aged 34, is the marketing and business development director of the Group. She joined the Group in 2018 as the marketing manager. Ms. Ho is responsible for leading multimedia marketing initiatives and go-to-market business development strategy as well as managing the marketing and customer service team of the Group. Ms. Ho obtained a degree of Bachelor of Arts (Communication and Media Management) from the University of South Australia in 2010. She is a seasoned executive in digital, content and integrated marketing with over 10 years solid experience in the E-commerce and global digital advertising industry.

盧思鴻先生，37歲，於2021年2月22日加入本公司任職財務總監，監管本公司會計及財務事宜及內部控制事務。盧先生於會計、財務及業務諮詢工作擁有逾14年經驗。於加入本集團前，盧先生於2006年9月至2015年6月於羅兵咸永道會計師事務所工作，最後職位為高級經理。於2015年6月至2017年7月，彼亦於和記港口集團工作，任職集團財務經理；於2017年7月至2019年2月，彼於新維國際控股有限公司（一間於聯交所GEM上市的公司，股份代號：8086）工作，最後職位為集團財務總監及公司秘書。於2019年2月至2021年2月，盧先生為香港國際機場服務控股有限公司（香港機場管理局的附屬公司）的財務部助理總經理。盧先生於2006年取得香港中文大學的工商管理（專業會計學）學士學位。自2010年1月起，彼亦為香港會計師公會的會員。

何沛琳女士，34歲，為本集團的營銷及業務發展總監。彼於2018年加入本集團，任職營銷經理。何女士負責領導多媒體營銷方案及進入市場的業務發展策略，以及管理本集團的營銷及客戶服務團隊。何女士於2010年於南澳大學取得文學士（傳訊及媒體管理）學位。彼為數碼、內容及綜合營銷領域富經驗的行政人員，於電子商貿及環球數碼廣告行業擁有逾10年的豐富經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance in maintaining its corporate transparency and accountability. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Company has applied the principles as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Board considers that during the year ended 31 March 2021, except for the code provision A.4.1, the Company has complied with all the code provisions set out in the CG Code. Key corporate governance principles and practices of the Company as well as the details of the foregoing deviation are summarised below.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding the directors' dealings in the Company's securities. Specific enquiries have been made to all the directors and all directors have confirmed that they have complied with the Model Code throughout the year ended 31 March 2021.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines"), governing securities transactions by employees who are likely to possess inside information of the Company and/or its securities. No incident of non-compliance of the Employees Written Guidelines by relevant employees was noted by the Company.

In case the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify its directors and relevant employees in advance.

企業管治常規

本公司明白良好企業管治對維持其企業透明度及問責性的重要性。董事會制定合適的政策及執行適合本集團業務行為增長的企業管理常規。

本集團已應用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14當中的企業管治守則(「企業管治守則」)所載的常規。

董事會認為，截至2021年3月31日止年度，除守則條文第A.4.1條外，本公司已遵守企業管治守則所載之所有守則條文。本公司的主要企業管治原則及常規，以及上述偏離情況的詳情於下文概述。

證券交易標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為其董事進行本公司證券交易的行為守則。本公司已向所有董事作出具體查詢，且全體董事確認於截至2021年3月31日止整個年度已遵守標準守則。

本公司亦已就可能擁有本公司內幕消息及／或其證券的僱員進行證券交易制定書面指引，其嚴謹程度不遜於標準守則(「僱員書面指引」)。本公司並無發現任何相關僱員未遵守僱員書面指引的事宜。

倘本公司知悉任何有關買賣本公司證券的限制期，本公司將會事先通知其董事及相關僱員。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD

Responsibilities and Delegation

The Board is responsible for the leadership, control and management of the Company and oversees the Group's business, strategic decision and performances in the attainment of the objectives of ensuring effective functioning and growth of the Group and enhancing value to investors. All the directors carry out their duties in good faith, take decisions objectively and act in the interests of the Company and its shareholders at all times.

The Board as a whole is also responsible for performing the corporate governance functions set out in code provision D.3.1 of the CG Code. The Board has reviewed and monitored the Company's corporate governance policies and practices, the training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

The Board has power to make its decision on all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All directors have timely access to all relevant information as well as the advice and services of the Company Secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any director may request for independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

The senior management is delegated the authority and responsibilities by the Board for the day-to-day management and operation of the Group. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above-mentioned officers. The Board has the full support of the senior management to discharge its responsibilities.

董事會

責任及授權

董事會負責領導、控制及管理本公司及監察本集團的業務、決策及表現，以達致確保本集團有效運作及增長以及為投資者提升價值的目標。全體董事皆真誠履行其職責，時刻以本公司及其股東的利益為依歸作出客觀決定及行事。

董事會整體上亦負責執行企業管治守則的守則條文第D.3.1條所載企業管治職能。董事會已審閱及監控本公司的企業管治政策及常規、董事及高級管理層培訓及持續專業發展、本公司遵守法律及監管規定的政策及常規、遵守標準守則及僱員書面指引，以及本公司遵守企業管治守則及本企業管治報告的披露資料。

董事會具有本公司所有重大事宜的決策權，包括批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（尤其是可能牽涉利益衝突的交易）、財務資料、董事的委任以及其他重大財務及營運事宜。

全體董事均可適時取得所有相關資料，並且獲得公司秘書及高級管理層的意見及服務，藉以確保董事會程序及所有適用法例和規例得到遵守。在向董事會提出合理要求後，任何董事皆可於適當情況下徵詢獨立專業意見，而費用由本公司承擔。

董事會已就本集團的日常管理及營運，向高級管理層委以權力及職責。已委派執行的職務及工作會定期接受檢討。上述高級職員於訂立任何重大交易前，必須事先獲董事會批准。高級管理層全力支持董事會履行其職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Composition

As at 31 March 2021, the composition of the Board is as follows:

董事會的組成

於2021年3月31日，董事會的組成如下：

| Executive directors 執行董事 | Non-executive director 非執行董事 | Independent non-executive directors 獨立非執行董事 |
|---|--|--|
| Mr. Tang Yiu Sing (<i>Chairman</i>) Mr. Chan Yip Keung (<i>Chief Executive Officer</i>) Mr. Yeung Ka Wing Mr. Cheng Wai Ching 鄧耀昇先生 (主席) 陳業強先生 (行政總裁) 楊家榮先生 鄭維政先生 | Dr. Tang Yiu Pong 鄧耀邦博士 | Mr. Yuen Tak Tim Anthony Mr. Lam Cheung Wai Mr. Wong Kam Pui Mr. Wong Kit Loong 阮德添先生 林章偉先生 黃錦沛先生 黃傑龍先生 |

The Board includes a balanced composition of executive and non-executive directors (including independent non-executive directors). Throughout the year ended 31 March 2021, the Board has met the requirements of the Listing Rules 3.10 and 3.10A of having a minimum of three independent non-executive directors (representing at least one-third of the Board) with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise.

The members of the Board have skills and experience appropriate for the business requirements and objectives of the Group. Each executive director is responsible for different business and functional division of the Group in accordance with his expertise. The non-executive directors (including independent non-executive directors) bring different business and financial expertise, experiences and independent judgement to the Board and they are invited to serve on the Board committees of the Company. Through participation in Board meetings, and taking the lead in managing issues involving potential conflicts of interests, the independent non-executive directors have made contributions to the effective direction of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the shareholders.

The biographical details of the existing directors of the Company and the relationships between Board members, if any, are set out under the section headed "Directors and Senior Management Profiles" in this annual report.

董事會的組成均衡，包括執行董事及非執行董事(包括獨立非執行董事)。於截至2021年3月31日止整個年度，董事會已符合上市規則第3.10條及3.10A條的規定，擁有最少三名獨立非執行董事(佔董事會最少三分之一)，而其中最最少一名具備合適專業資格以及會計及相關財務管理專業知識。

董事會成員擁有對本集團業務需求及目標適用的技巧與經驗。各執行董事根據其專業知識負責本集團不同的業務及職能部門。非執行董事(包括獨立非執行董事)為董事會提供不同的業務及財務專業知識、經驗及獨立判斷，而彼等亦獲邀為董事會轄下各本公司委員會提供服務。透過參與董事會會議及在管理涉及潛在利益衝突事宜上擔當領導工作，獨立非執行董事對本公司訂立有效方針作出貢獻，並給予充份的制衡作用，以保障本集團及股東的利益。

本公司現有董事的履歷詳情及各董事會成員之間的關係(如有)載於本年報「董事及高級管理層履歷」一節內。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company has received written annual confirmation from each of the independent non-executive directors of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive directors to be independent in light of the independence guidelines set out in Rule 3.13 of the Listing Rules.

Chairman and Chief Executive

The Company supports the division of responsibility between the Chairman of the Board and the Chief Executive Officer in order to ensure a balance of power and authority and preserve a balanced judgement of views.

The Chairman provides leadership for and management of the Board. He takes the primary responsibility to ensure that the Board works effectively, performs its responsibilities and discusses all key and appropriate issues in a timely manner. The Chairman is also responsible for facilitating the effective contribution of non-executive directors and ensuring constructive relations between executive and non-executive directors. During the year under review, the Chairman has met with the non-executive directors (including independent non-executive directors) without the executive directors present.

The Chief Executive Officer is responsible for leading the day-to-day management of the Group's business in accordance with the strategy, policies and programs approved by the Board, and realization of the objectives set by the Board into statements of vision, goals and the corresponding strategies, plans and budgets as well as their effective implementation. He is also responsible for providing reports and advice to the Board on the performance of the Group's business. The Chief Executive Officer would be well supported by the management, who provides relevant information and recommendations to facilitate informed decision making.

With effect from 19 October 2020, Mr. Yim Billy Pui Kei resigned as an executive director and the Chief Executive Officer and Mr. Chan Yip Keung was appointed as the Chief Executive Officer; whereas Mr. Tang Yiu Sing acts as the Chairman of the Board throughout the year ended 31 March 2021.

本公司已收到各獨立非執行董事根據上市規則的規定就其獨立性所發出的年度確認書。本公司認為，按照上市規則第3.13條有關獨立性的指引，全體獨立非執行董事均為獨立人士。

主席及行政總裁

本公司支持董事會主席與行政總裁責任分工，以確保權責平衡，並保持平衡之判斷觀點。

主席為董事會提供領導及管理職能。彼首要負責確保董事會有效地運作、履行其職責並及時討論所有關鍵及適當事項。主席亦負責促進非執行董事作出有效貢獻，並確保執行董事與非執行董事之間保持建設性關係。於回顧年度，主席曾於執行董事不在場情況下與非執行董事(包括獨立非執行董事)會面。

行政總裁負責根據董事會批准的策略、政策及方案，領導本集團業務的日常管理，以及將董事會制訂的目標轉化成對願景、目標及相應策略、計劃及預算的陳述，並加以有效落實。彼亦負責就本集團的業務表現向董事會匯報及提出建議。行政總裁會得到管理層全力支援，而管理層提供相關資料及建議，以便彼等作出知情決定。

自2020年10月19日起，嚴沛基先生已辭任執行董事兼行政總裁及陳業強先生已獲委任為行政總裁；鄧耀昇先生於截至2021年3月31日止整個年度一直擔任董事會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

Appointment and Re-election of Directors

The procedures and process of appointment and removal of directors are laid down in the Company's Articles of Association (the "Articles"). According to the Articles, one-third of the directors for the time being (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 at each annual general meeting (the "AGM") provided that every director shall be subject to retirement by rotation at least once every three years. The retiring directors shall be eligible for re-election at the relevant AGM. In addition, any new director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of shareholders after his/her appointment, and any director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM. The director appointed by the Board as aforesaid shall be eligible for re-election at the relevant general meeting.

Code provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election. All the non-executive director and independent non-executive directors of the Company are not appointed for a specific term, but they are subject to retirement and re-election by shareholders at the AGM pursuant to the Articles. Accordingly, the Board considers that such requirement is sufficient to meet the underlying objective of the said code provision A.4.1.

Training and Continuing Development for Directors

Each newly appointed director shall receive formal induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The existing directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Continuing briefings and professional development for directors are arranged whenever necessary. In addition, reading materials on new or changes to salient laws and regulations applicable to the Group are provided to directors from time to time for their studying and reference.

委任及重選董事

董事委任及罷免之程序及過程載於本公司組織章程細則(「細則」)。根據細則，當時在任的三分之一董事(倘人數並非三的倍數，則以最接近但不少於三分之一的人數為準)須於各屆股東週年大會(「股東週年大會」)上輪值退任，惟每名董事須至少每三年輪值退任一次。退任董事符合資格於有關股東週年大會重選連任。此外，任何由董事會委任以填補董事會臨時空缺的新董事任期僅至獲委任後的首屆股東大會為止，而任何由董事會委任加入現有董事會的新董事任期僅至下屆股東週年大會為止。上述董事會委任的董事符合資格於相應股東大會上重選連任。

企業管治守則的守則條文第A.4.1條規定，非執行董事的委任須有指定任期，並須接受重選。本公司所有非執行董事及獨立非執行董事的委任並無指定任期，惟須根據細則於股東週年大會上退任及接受股東重選。因此，董事會認為有關規定足以達致上述守則條文第A.4.1條的相關目標。

董事的培訓及持續發展

每名新委任的董事將於首度獲委任時接受正式入職培訓，以確保彼對本集團的業務及經營狀況有適當的了解，以及彼對於上市規則及相關監管規定下的責任及義務有充足認識。

現任董事亦不斷掌握法律及監管規定的最新發展，以及了解業務及市場變化，以便履行彼等的職責。本公司會持續於有需要時為董事安排簡報及專業發展。此外，董事不時獲提供有關適用於本集團的新頒佈主要法律及法規或主要法律及法規的變動的閱讀資料，以供彼等學習及參閱。

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The directors of the Company are required to submit to the Company details of the training they received in each financial year for the Company's maintenance of proper training records of the directors. According to the training records currently maintained by the Company, during the year ended 31 March 2021, the directors of the Company have complied with the code provision A.6.5 of the CG Code on participation in continuous professional training as follows:

本公司董事須於各財政年度向本公司提交其已接受的培訓詳情，以令本公司維持董事的適當培訓記錄。根據本公司目前維持的培訓記錄，本公司董事於截至2021年3月31日止年度已遵守企業管治守則守則條文第A.6.5條，參加的持續專業培訓如下：

| | | Type of training ^(Note 3) 培訓類型 ^(附註3) | |
|---|------------------------|---|--|
| | | Attending seminars/ conferences and/ or forums 出席研討會/ 會議及/或論壇 | Reading materials provided by the Company or external parties 閱讀由本公司或 外部機構提供的材料 |
| <i>Executive Directors:</i> | | | |
| Mr. Tang Yiu Sing | 鄧耀昇先生 | ✓ | ✓ |
| Mr. Chan Yip Keung | 陳業強先生 | ✓ | ✓ |
| Mr. Yeung Ka Wing | 楊家榮先生 | ✓ | ✓ |
| Mr. Cheng Wai Ching | 鄭維政先生 | ✓ | ✓ |
| Mr. Yim Billy Pui Kei ^(Note 1) | 嚴沛基先生 ^(附註1) | ✓ | ✓ |
| <i>Non-executive Directors:</i> | | | |
| Dr. Tang Yiu Pong | 鄧耀邦博士 | ✓ | ✓ |
| Mr. Wong Kin Chun Gilbert ^(Note 1) | 黃健俊先生 ^(附註1) | ✓ | ✓ |
| <i>Independent Non-executive Directors:</i> | | | |
| Mr. Yuen Tak Tim Anthony | 阮德添先生 | ✓ | ✓ |
| Mr. Lam Cheung Wai ^(Note 2) | 林章偉先生 ^(附註2) | ✓ | ✓ |
| Mr. Wong Kam Pui ^(Note 2) | 黃錦沛先生 ^(附註2) | ✓ | ✓ |
| Mr. Wong Kit Loong ^(Note 2) | 黃傑龍先生 ^(附註2) | ✓ | ✓ |
| Mr. Liu Kwong Sang ^(Note 1) | 廖廣生先生 ^(附註1) | ✓ | ✓ |
| Dr. Wong Ping San John ^(Note 1) | 黃平山醫生 ^(附註1) | ✓ | ✓ |
| Dr. Liu Yuk Shing ^(Note 1) | 廖育成博士 ^(附註1) | ✓ | ✓ |

Notes:

1. Resigned as directors of the Company with effect from 19 October 2020.
2. Appointed as directors of the Company with effect from 19 October 2020.
3. These seminars/conferences/materials are related to regulatory development/updates, directors' duties, corporate governance or other relevant topics.

附註：

1. 自2020年10月19日起辭任本公司董事。
2. 自2020年10月19日起獲委任為本公司董事。
3. 該等研討會/會議/材料乃關於監管發展/更新、董事職責、企業管治或其他相關主題。

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Meetings

The Board schedules regular Board meetings in advance to give directors the opportunity to participate actively, either in person or through electronic means of communication which enable them to communicate with each other simultaneously and instantaneously. Directors are consulted for their views regarding inclusion of specific matters in the agenda for regular Board meetings and the draft agenda is circulated to directors for their comments. Special Board meetings are convened as and when needed. All directors are properly briefed on issues to be discussed at Board meetings. These Board meetings, together with the Audit, Nomination and Remuneration Committees meetings, provide effective means for the Board and Board Committees to perform their work and discharge their duties.

During the year ended 31 March 2021, the Company has held 4 Board meetings, 3 Audit Committee meetings, 2 Remuneration Committee meetings, 1 Nomination Committee meeting, the 2020 AGM and 1 extraordinary general meeting (“EGM”). Details of individual directors’ attendance at these meetings are set out in the following table:

會議

董事會事先安排定期董事會會議以給予董事機會親身或透過可藉以同時及即時溝通的電子通訊方式積極參與。於將特定事項納入定期董事會會議議程時會諮詢董事的意見，議程草案亦會分發予董事供其發表意見。於有需要時，將會召開特別董事會會議。有關將於董事會會議上討論的事項的簡介將會向全體董事適當地作出。該等董事會會議，連同審核、提名及薪酬委員會會議，為董事會及董事會委員會開展工作及履行責任提供有效方法。

截至2021年3月31日止年度，本公司舉行4次董事會會議、3次審核委員會會議、2次薪酬委員會會議、1次提名委員會會議、2020年股東週年大會，以及1次股東特別大會（「股東特別大會」）。該等會議的個別董事出席詳情載於下表：

| Name of Directors | Board Meetings | Audit | Remuneration | Nomination | 2020 | |
|---|------------------------------|--------------------|--------------------|-------------------|------------------------|-------------------------------|
| | | Committee Meetings | Committee Meetings | Committee Meeting | Annual General Meeting | Extraordinary General Meeting |
| 董事 | 董事會會議 | 審核委員會會議 | 薪酬委員會會議 | 提名委員會會議 | 2020年股東週年大會 | 股東特別大會 |
| <i>Executive Directors:</i> | | <i>執行董事：</i> | | | | |
| Mr. Tang Yiu Sing | 鄧耀昇先生 | 4/4 | N/A不適用 | 2/2 | 1/1 | 1/1 |
| Mr. Chan Yip Keung | 陳業強先生 | 4/4 | N/A不適用 | N/A不適用 | N/A不適用 | 1/1 |
| Mr. Yeung Ka Wing | 楊家榮先生 | 4/4 | N/A不適用 | N/A不適用 | N/A不適用 | 1/1 |
| Mr. Cheng Wai Ching | 鄭維政先生 | 4/4 | N/A不適用 | N/A不適用 | N/A不適用 | 1/1 |
| Mr. Yim Billy Pui Kei ^(Note 1) | 嚴沛基先生 ^(附註1) | 2/2 | N/A不適用 | N/A不適用 | N/A不適用 | 1/1 |
| <i>Non-executive Directors:</i> | | <i>非執行董事：</i> | | | | |
| Dr. Tang Yiu Pong | 鄧耀邦博士 | 4/4 | N/A不適用 | N/A不適用 | N/A不適用 | 1/1 |
| Mr. Wong Kin Chun Gilbert ^(Notes 1, 3) | 黃健俊先生 ^(附註1, 3) | 1/2 | 1/1 | N/A不適用 | N/A不適用 | 0/1 |
| <i>Independent Non-executive Directors:</i> | | <i>獨立非執行董事：</i> | | | | |
| Mr. Yuen Tak Tim Anthony | 阮德添先生 | 4/4 | 3/3 | 2/2 | 1/1 | 1/1 |
| Mr. Lam Cheung Wai ^(Notes 2, 4, 5) | 林章偉先生 ^(附註2, 4, 5) | 2/2 | 2/2 | - | - | 1/1 |
| Mr. Wong Kam Pui ^(Notes 2, 4) | 黃錦沛先生 ^(附註2, 4) | 2/2 | 2/2 | N/A不適用 | N/A不適用 | 1/1 |
| Mr. Wong Kit Loong ^(Notes 2, 4) | 黃傑龍先生 ^(附註2, 4) | 2/2 | 2/2 | N/A不適用 | N/A不適用 | 1/1 |
| Mr. Liu Kwong Sang ^(Notes 1, 6) | 廖廣生先生 ^(附註1, 6) | 2/2 | 1/1 | 2/2 | 1/1 | - |
| Dr. Wong Ping San John ^(Note 1) | 黃平山醫生 ^(附註1) | 2/2 | N/A不適用 | N/A不適用 | N/A不適用 | 1/1 |
| Dr. Liu Yuk Shing ^(Note 1) | 廖育成博士 ^(附註1) | 2/2 | N/A不適用 | N/A不適用 | N/A不適用 | 1/1 |

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Notes:

- (1) Resigned as directors of the Company with effect from 19 October 2020. Prior to their resignation, 2 Board meetings and the 2020 AGM were held during the year under review.
- (2) Appointed as directors of the Company with effect from 19 October 2020. Subsequent to their appointment, 2 Board meetings and 1 EGM were held during the year under review.
- (3) Mr. Wong Kin Chun Gilbert resigned as a member of the Audit Committee of the Company with effect from 19 October 2020. Prior to his resignation, 1 Audit Committee meeting was held during the year under review.
- (4) Mr. Lam Cheung Wai, Mr. Wong Kam Pui and Mr. Wong Kit Loong were appointed as members of the Audit Committee of the Company with effect from 19 October 2020. Subsequent to their appointment, 2 Audit Committee meetings was held during the year under review.
- (5) Mr. Lam Cheung Wai was appointed as a member of each of the Remuneration Committee and Nomination Committee of the Company with effect from 19 October 2020. Subsequent to his appointment, no Remuneration Committee meeting and Nomination Committee meeting were held during the year under review.
- (6) Mr. Liu Kwong Sang resigned as a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from 19 October 2020. Prior to his resignation, 1 Audit Committee meeting, 2 Remuneration Committee meetings and 1 Nomination Committee meeting were held during the year under review.

BOARD COMMITTEES

The Board has established 3 Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference which are available on the Stock Exchange's website and the Company's website. All the Board committees should report to the Board on their decisions or recommendations made.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Remuneration Committee

The Remuneration Committee currently comprises a total of 3 members, being one executive director, namely Mr. Tang Yiu Sing, and two independent non-executive directors, namely Mr. Yuen Tak Tim Anthony (chairman of the Committee) and Mr. Lam Cheung Wai.

附註：

- (1) 自2020年10月19日起辭任本公司董事。於彼等辭任前，回顧年度內曾舉行2次董事會會議及2020年股東週年大會。
- (2) 自2020年10月19日起獲委任為本公司董事。於彼等獲委任後，回顧年度內曾舉行2次董事會會議及1次股東特別大會。
- (3) 黃健俊先生已自2020年10月19日起辭任本公司審核委員會成員。於彼辭任前，回顧年度內曾舉行1次審核委員會會議。
- (4) 林章偉先生、黃錦沛先生及黃傑龍先生已自2020年10月19日起獲委任為本公司審核委員會成員。於彼等獲委任後，回顧年度內曾舉行2次審核委員會會議。
- (5) 林章偉先生已獲委任為本公司薪酬委員會及提名委員會各自的成員，自2020年10月19日起生效。於彼獲委任後，回顧年度內並無舉行薪酬委員會及提名委員會會議。
- (6) 廖廣生先生已自2020年10月19日起辭任本公司審核委員會、薪酬委員會及提名委員會各自的成員。於彼辭任前，回顧年度內曾舉行1次審核委員會會議、2次薪酬委員會會議及1次提名委員會會議。

董事會委員會

董事會已成立三個董事會委員會，分別為薪酬委員會、提名委員會及審核委員會，藉以監督本公司事務的特定範疇。所有已設立的董事會委員會均已制定明確界定的書面職權範圍，詳情可於聯交所網站及本公司網站閱覽。所有董事會委員會均須向董事會報告彼等所作出的決策或建議。

所有董事會委員會均獲提供充分資源以履行彼等的職責，並可在合理要求下於適當情況尋求獨立專業意見，費用由本公司承擔。

薪酬委員會

薪酬委員會目前由合共三名成員組成，其中一名為執行董事，即鄧耀昇先生，及兩名為獨立非執行董事，即阮德添先生(委員會主席)及林章偉先生。

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Throughout the year ended 31 March 2021, the Company has met the Listing Rules requirements of having the majority of the Remuneration Committee members being independent non-executive directors, as well as having the Committee chaired by an independent non-executive director.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's remuneration policy and structure, and the remuneration packages of directors and members of senior management (i.e. the model described in the code provision B.1.2(c)(ii) of the CG Code is adopted). The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his associates will participate in deciding his own remuneration, which remuneration will be determined by the Board with reference to the performance of the individual and the Company as well as market practice and conditions.

During the year ended 31 March 2021, the Remuneration Committee has held 2 meetings (the attendance records of each Committee member are set out in the above paragraph headed "Meetings") and performed the following major works: (i) reviewed the existing remuneration policy and structure of the Company; (ii) reviewed the remuneration packages of directors and senior management of the Company; (iii) considered the bonus payment of executive directors and senior management of the Company; (iv) considered the remuneration of newly appointed directors; and (v) made relevant recommendations to the Board.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management by band for the year ended 31 March 2021 is set out below:

| Remuneration band (HK\$) | | Number of individual(s) |
|--------------------------|-------------------|-------------------------|
| 薪酬範圍 (港元) | | 人數 |
| 20,000–200,000 | 20,000至200,000 | 1 |
| 200,001–500,000 | 200,001至500,000 | 1 |
| 500,001–800,000 | 500,001至800,000 | 1 |
| 800,001–1,100,000 | 800,001至1,100,000 | 2 |

Details of the remuneration of each director of the Company for the year ended 31 March 2021 are set out in note 10 to the financial statements contained in this annual report.

於截至2021年3月31日止整個年度，本公司已符合上市規則規定，即薪酬委員會大部分成員為獨立非執行董事，以及由獨立非執行董事擔任委員會主席。

薪酬委員會的主要職責包括向董事會就本公司薪酬政策及架構，以及董事及高級管理層成員的薪酬待遇作出推薦建議（即採納企業管治守則守則條文第B.1.2(c)(ii)條所述的模式）。薪酬委員會亦負責就制定有關薪酬政策及架構訂立具透明度的程序，以確保概無董事或其任何聯繫人將參與決定其本身的薪酬，而薪酬將由董事會參考個別人士及本公司的表現以及市場慣例及狀況而釐定。

截至2021年3月31日止年度，薪酬委員會已舉行2次會議（各委員會成員的出席記錄載於上段「會議」內）並進行了以下主要工作：(i) 審閱了本公司的現有薪酬政策及架構；(ii) 審閱本公司董事及高級管理層的薪酬方案；(iii) 考慮向本公司執行董事及高級管理層支付花紅；(iv) 考慮新委任董事的薪酬；及(v) 向董事會作出相關推薦建議。

根據企業管治守則守則條文第B.1.5條，截至2021年3月31日止年度高級管理層成員按範圍劃分的年度薪酬載列如下：

截至2021年3月31日止年度本公司各董事的薪酬詳情載於本年報所載財務報表附註10。

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Nomination Committee

The Nomination Committee currently comprises a total of 3 members, being the Chairman of the Board, namely Mr. Tang Yiu Sing (chairman of the Committee), and two independent non-executive directors, namely Mr. Yuen Tak Tim Anthony and Mr. Lam Cheung Wai.

Throughout the year ended 31 March 2021, the Company has met the code provision A.5.1 of the CG Code of having a majority of the Committee members being independent non-executive directors, and having the Committee chaired by the Chairman of the Board.

The principal responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and diversity perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identify qualified and suitable individuals to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; assess the independence of independent non-executive directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive of the Company.

The Company has adopted the Director Nomination Policy. Such policy, devising the criteria and process of selection and performance evaluation, provides guidance to the Board on nomination and appointment of directors. The Board believes that the defined selection process is good for corporate governance in ensuring the Board continuity and appropriate leadership at Board level, and enhancing better Board effectiveness and diversity as well as in compliance with the applicable rules and regulations.

The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents. In selecting candidates for directorship of the Company, the Nomination Committee may make reference to certain criteria such as the Company's needs, the diversity on the Board, the integrity, experience, skills and professional knowledge of the candidate and the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities.

提名委員會

提名委員會現時由合共三名成員組成，包括董事會主席鄧耀昇先生(委員會主席)，及兩名獨立非執行董事，即阮德添先生及林章偉先生。

於截至2021年3月31日止整個年度，本公司已符合企業管治守則守則條文第A.5.1條，即委員會大部分成員為獨立非執行董事，以及由董事會主席擔任委員會主席。

提名委員會的主要職責包括最少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及多元化方面)，並就任何建議變動向董事會提出建議，以配合本公司的企業策略；物色具備合適資格可擔任董事會成員的人士，並挑選或提名有關人士出任董事或就此向董事會提供建議；評核獨立非執行董事的獨立性；及就董事委任或重新委任以及董事(尤其是本公司主席及行政總裁)繼任計劃有關事宜向董事會提供建議。

本公司已採納董事提名政策。該政策旨在制定選拔及績效評估的標準及流程，為董事的提名及委任向董事會提供指引。董事會認為，明確的選拔流程有利於公司管治，在董事會層面確保董事會的持續及適當領導，提高董事會的效率及多元化，並符合適用的規則及法規。

提名委員會及／或董事會可從各種不同渠道挑選候選人擔任董事，包括但不限於內部提升、調任、其他管理層成員及外部招聘代理推薦。於挑選本公司董事候選人時，提名委員會參考若干條件，例如本公司的需要、董事會多元化、候選人的誠信、經驗、技能及專業知識及該候選人對履行其職務及責任將付出的時間及努力。

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Each candidate shall be ranked by order of preference based on the needs of the Company and his/her reference check. The Nomination Committee shall report its findings and make recommendation to the Board on the appointment of appropriate candidate for directorship for decision.

The Company also recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage. The Company believes that greater diversity of Directors is good for corporate governance and is committed to attract and retain candidate(s) for Board with a combination of competencies from the widest possible pool of available talents; and to assess regularly the diversity profile of the Board and, where applicable, the senior management prepared for Board positions under the succession planning of the Company and the progress on achieving diversity objectives, if any. A Board diversity policy was adopted by the Company, pursuant to which the Board and the Nomination Committee are responsible for reviewing and assessing the Board composition under diversified perspectives (including but not limited to gender, age, cultural and educational background, or professional experience) and for ensuring that changes to the Board's composition can be managed without undue disruption. The Nomination Committee shall report its findings and make recommendation to the Board, if any. Such policy and objectives, if any, will be reviewed from time to time to ensure their appropriateness in determining the optimum composition of the Board. The Nomination Committee considered that an appropriate balance of diversity perspectives of the Board is maintained during the year ended 31 March 2021.

During the year ended 31 March 2021, the Nomination Committee has held 1 meeting (the attendance records of each Committee member are set out in the above paragraph headed "Meetings") and performed the following major works: (i) reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group; (ii) assessed the independence of all the independent non-executive directors; (iii) recommended the re-election of the retiring directors at the 2020 AGM; and (iv) made recommendation to the change of directors of the Company.

Audit Committee

The Company has met the Listing Rules requirements regarding the composition of the Audit Committee throughout the year ended 31 March 2021.

The Audit Committee currently comprises a total of 4 members, being all the independent non-executive directors, namely Mr. Yuen Tak Tim Anthony (chairman of the Committee), Mr. Lam Cheung Wai, Mr. Wong Kam Pui and Mr. Wong Kit Loong. Mr. Lam Cheung Wai possesses the appropriate professional qualification, and accounting and financial management expertise as required under Rule 3.10(2) of the Listing Rules.

每位候選人應根據本公司的需要及其參考核查按優先順序排列。提名委員會應就委任董事適當候選人向董事會報告其調查結果並向董事會提出建議。

本公司亦明白並深信董事會多元化裨益良多，並認為提升董事會多元化程度是維持本公司競爭優勢的必要元素。本公司認為，董事會成員多元化有利於公司管治，並致力於吸引及挽留董事會候選人，並盡可能結合廣泛的人才儲備能力；並定期評估董事會的多元化狀況，及(如適用)本公司繼任計劃下為董事會職務預備的高級管理層及實現多元化目標的進度(如有)。本公司已採納董事會多元化政策，據此，董事會及提名委員會負責從多元化角度(包括但不限於性別、年齡、文化及教育背景或專業經驗)檢討及評估董事會組成，並確保可在不受到不當干擾的情況下變更董事會組成。提名委員會應向董事會報告其調查結果並提出建議(如有)。有關政策及目標(如有)將不時進行檢討，以確保其在釐定符合本公司戰略及目標的董事會最佳組成時的適當性。截至2021年3月31日止年度，提名委員會認為董事會保持多元化角度的適當平衡。

截至2021年3月31日止年度，提名委員會舉行了1次會議(各委員會成員的出席記錄載於上文「會議」一段內)並進行了以下主要工作：(i) 檢討董事會的架構、人數及組成，以確保其在專業知識、技能及經驗方面達致平衡並滿足本集團的業務需要；(ii) 評核全體獨立非執行董事的獨立性；(iii) 建議於2020年股東週年大會上重選退任董事；及(iv) 對本公司董事變動作出建議。

審核委員會

本公司於截至2021年3月31日止整個年度已符合上市規則有關審核委員會組成的規定。

審核委員會目前由合共四名成員組成，即所有獨立非執行董事阮德添先生(委員會主席)、林章偉先生、黃錦沛先生及黃傑龍先生。林章偉先生擁有上市規則第3.10(2)條所規定的適當專業資格以及會計及財務管理專長。

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None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee are reviewing the financial information and reports of the Group, and considering any significant or unusual items raised by the financial officers of the Group or external auditor before submission to the Board; reviewing the relationship with and the terms of appointment of the external auditor and making relevant recommendation to the Board; and reviewing the Company's financial reporting system, internal control system and risk management system.

During the year ended 31 March 2021, the Audit Committee has held 3 meetings (the attendance records of each Committee member are set out in the above paragraph headed "Meetings") and performed the following major works: (i) reviewed and approved the audit plan of the Company's external auditor, including the nature and scope of audit, audit methodology, remuneration and terms of engagement in respect of the audit on the financial statements for the year ended 31 March 2020; (ii) considered major audit findings from the auditor; (iii) reviewed and considered the audited consolidated financial statements for the year ended 31 March 2020 and related annual results announcement and annual report; (iv) reviewed the financial reporting system, risk management and internal control systems and internal audit function of the Group; (v) reviewed the compliance of the Deed of Non-Competition by the Company's then controlling shareholders; (vi) considered the re-appointment of auditor at the 2020 AGM; (vii) reviewed the interim financial statements of the Group and related results announcement and report of the Company for the six months ended 30 September 2020; (viii) considered the change of auditors (including the remuneration and term of engagement of new auditor) for the audit on the financial statements for year ended 31 March 2021; and (ix) made relevant recommendations to the Board.

The external auditor has attended 2 of the above meetings and discussed with the Audit Committee members on the above audit planning and financial reporting matters. Besides, there is no disagreement between the Board and the Audit Committee regarding the appointment of external auditor.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 March 2021. The management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

概無審核委員會成員為本公司現任外聘核數師的前合夥人。

審核委員會的主要職責為審閱本集團的財務資料及報告，並於向董事會提呈之前，考慮本集團財務負責人或外聘核數師所提出的任何重大或不尋常事項；檢討與外聘核數師的關係及外聘核數師的委任條款並向董事會提出相關推薦建議；及檢討本公司財務報告系統、內部監控系統以及風險管理系統。

於截至2021年3月31日止年度，審核委員會舉行了3次會議（各委員會成員的出席記錄載於上文「會議」一段內），並已履行以下主要工作：(i) 審閱及批准本公司外聘核數師的核數方案，包括就審核截至2020年3月31日止年度財務報表的核數性質及範圍、核數方法、薪酬及聘用條款；(ii) 考慮核數師的重大核數發現；(iii) 審閱及考慮截至2020年3月31日止年度的經審核綜合財務報表及相關年度業績公告及年度報告；(iv) 檢討本集團財務報告系統、風險管理及內部監控系統以及內部審核職能；(v) 審閱本公司當時控股股東遵守不競爭契據的情況；(vi) 於2020年股東週年大會上考慮重新委任核數師；(vii) 審閱本集團截至2020年9月30日止六個月的中期財務報表及相關業績公告及報告；(viii) 考慮就截至2021年3月31日止年度財務報表的審核更換核數師（包括新核數師的薪酬及聘用期）；及(ix) 向董事會提出相關建議。

外聘核數師已出席上述2次會議並與審核委員會成員就上述核數方案及財務報告事宜進行討論。此外，董事會與審核委員會就委任外聘核數師方面並無意見不合。

董事就財務報表的財務報告責任

董事已確認彼等就編製本公司截至2021年3月31日止年度財務報表的責任。管理層已向董事會提供必要解說及資料，以便董事會可就供其審批的本集團財務資料及狀況作出知情評估。

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The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements. The management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

As set out in note 2.1 to the financial statements contained in this annual report, as at 31 March 2021, the Group reported consolidated net current liabilities of HK\$40.1 million, which mainly included revolving bank loan facilities and a bank loan that is not contractually due within the next twelve months from 31 March 2021 but classified as current liability due to the bank's overriding rights to demand repayment.

The directors have given careful consideration of the liquidity and performance of the Group, various investments and capital expenditure plans and the available sources of financing in assessing whether the Group has sufficient financial resources to continue as a going concern.

After taking into account of the projections of its cash flows from operations, the reasonably possible downside changes to the cash flow assumptions in the cash flow projections for the twelve months ending 31 March 2022, the expected completion of new banking facilities and the continuous availability of existing banking facilities (as detailed in note 2.1 to the financial statements), the directors considered that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the coming twelve months from 31 March 2021 and continue as going concern. Accordingly, it is appropriate to prepare the consolidated financial statements for the year ended 31 March 2021 on a going concern basis.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Group's risk management and internal control systems have been designed to protect assets from misappropriation and unauthorised transactions and to manage operational risks.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems to safeguard the interests of the Company's shareholders and the Group's assets. The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

根據上市規則及其他監管規定，董事會負責提呈平衡、清晰及易於理解之年度及中期報告、股價敏感公告及其他披露資料。管理人員向董事會提供所須解釋及資料，讓董事會就提呈予董事會批准之本公司財務資料及狀況作出知情評估。

誠如本年報所載財務報表附註2.1所載，於2021年3月31日，本集團報告的綜合流動負債淨額為40.1百萬港元，當中主要包括循環銀行貸款融資及自2021年3月31日起計未來十二個月內未按合同條文到期償還但已因銀行擁有要求還款的首要權利而獲歸類為流動負債的銀行貸款。

於評估本集團是否有足夠財務資源以持續經營時，董事已審慎考慮本集團的流動資金及表現、各項投資及資本開支計劃以及可用融資來源。

經計及經營現金流量的預測，截至2022年3月31日止十二個月的現金流量預測內的現金流量假設的合理可能下行變動、預期完成新銀行融資及可持續取得現有銀行融資（詳情見財務報表附註2.1），董事認為本集團有足夠的營運資金滿足其由2021年3月31日起計未來十二個月到期的財務責任並繼續持續經營。因此，按持續經營基準編製截至2021年3月31日止年度的綜合財務報表屬合適。

風險管理及內部監控

本集團的風險管理及內部監控系統設計旨在保障資產免受挪用及進行未經授權交易以及管理營運風險。

董事會全面負責評估及釐定本公司達成策略目標時所願意接納的風險性質及程度，並設立和維持合適而有效的風險管理及內部監控系統，以保障本公司股東權益及本集團資產。董事會承認其對風險管理及內部監控系統及檢討其有效性的責任。設計此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。

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The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems, and makes relevant recommendations.

The management, in coordination with department heads and operation teams, regularly assessed the likelihood of risk occurrence, ranked these risks according to the likelihood and the severity of the impact on the Group, provided treatment plans, and monitored the risk management progress, and reported to the Audit Committee and the Board on any findings and measures to address the variances and identified risks. During the year ended 31 March 2021, the proliferation and continuance of the COVID-19 pandemic in Hong Kong continued to pose challenges, especially in the area of infectious control in the Company's care and attention homes, in which the Company has implemented stringent preventive measures to ensure that highest standard of hygiene protection and disinfection procedures have been maintained. Such internal audit and assessment function aims to examine key issues in relation to the accounting practices and all material controls, identify deficiencies and ineffectiveness in the design and implementation of internal controls, and propose recommendations for improvement. The Audit Committee and the Board would review the business process and operations reported by internal audit/management, including action plans to address the identified control weaknesses, if any, as well as receiving status updates and monitoring the implementation of recommended process.

The Company has procedures and internal controls measures for the Company's directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited. The Company has maintained a list of the authorised personnel, including its directors, management and employees with access to inside information (the "Listing of Authorised Personnel") relating directly or indirectly to the Company. The Board has reviewed the Listing of Authorized Personnel on a regular basis to see if changes are required. Authorized personnel of the Company must take reasonable care to safeguard the confidentiality of all inside information in their possession or control. Moreover, all employees of the Company are required to sign the employment contract with confidentiality agreement to ensure that they are obliged not to divulge or disclose any inside information to any outsiders. In case of discovery of leakage of the inside information, the Board would be notified immediately, and subsequent remedial measures would be taken.

審核委員會協助董事會領導管理層並監督管理層對風險管理及內部監控系統的設計、實施及監察，並提出相關建議。

管理層與各部門領導和營運團隊相互配合，定期評估發生風險事件的可能性、根據可能性及對本集團影響的嚴重性對該等風險排序、提供應對計劃及監控風險管理程序，並就任何差異及已識別風險的發現及應對措施向審核委員會及董事會作出報告。截至2021年3月31日止年度，新型冠狀病毒疫情在香港擴散及持續的情況繼續造成挑戰，尤其是於本公司護理安老院內執行的感染控制措施方面，本公司已於護理安老院執行嚴格的預防措施，確保維持最高標準的衛生保障及消毒程序。該內部審核及評估職能旨在檢驗與會計常規及所有重大監控相關的主要事宜、識別內部監控設計及實施的缺陷及無效性，以及提出改善建議。審核委員會及董事會將審閱內部審計／管理層呈報的業務程序及營運，包括採取行動計劃以解決已查明的監控弱點(如有)，以及收取狀況更新資料及監管建議程序的執行。

本公司對本公司董事、高級職員、高級管理層及有關僱員設有處理機密資料、監控資料披露及對詢問作出回應的程序及內部監控措施。監控程序已實施以確保嚴格禁止發生未授權存取及使用內部資料的情況。本公司已備存一份獲授權人員名單，包括其董事、管理層及僱員，彼等可查閱與本公司直接或間接相關的內幕消息(「獲授權人員名單」)。董事會已定期審閱獲授權人員名單，以釐定是否需作出變更。本公司的獲授權人員必須採取合理謹慎的措施以保障其擁有或控制的所有內幕消息的機密性。此外，本公司全體僱員均須簽署僱傭合約連同保密協議，以確保彼等有責任不向外界洩露或披露任何內幕消息。如發現內幕消息遭洩露，將立即通知董事會，並採取後續補救措施。

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In addition, employee of the Company with a good faith belief that an event of price sensitive nature exists or may exist should report to his/her immediate supervisor/department head who is responsible for reporting the event to the management. Management would evaluate the situation and make recommendation to the Chairman on whether or not the issue should be escalated to the Board. The department head is responsible to ensure that all events of price sensitive nature are properly reported to management who would ensure that the event is investigated in a timely manner.

The Company also established procedures to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company to relevant working committee when appropriate. The working committee comprising the directors and senior management and head of Human Resources, is responsible for evaluating every report received and decide if a full investigation is necessary, and reporting the issue, the result of investigation and the corrective action taken to the Audit Committee to ensure the Audit Committee notices the issue.

An independent risk assessment and internal control review of the adequacy and effectiveness of the risk management and internal control systems has been performed by an external consulting firm, which performed as an internal audit function during the year. The Audit Committee and the Board would review the reports by external consulting firm of any control issues identified in the course of their work, and discussing with auditors the scope of their respective review and findings. Such risk assessment and internal control review aims to examine key issues in relation to the accounting practices and all material controls, identify deficiencies and ineffective parts in the design and implementation of internal controls, and propose recommendations for improvement.

In addition, in terms of operational risks, the Company has implemented standardised management and operational procedures across our care and attention homes, which cover areas that are required under the RCHE Code of Practice, Residential Care Homes (Elderly Persons) Ordinance (Chapter 459 of the Laws of Hong Kong) and its subsidiary legislation, the Service Quality Standards issued by the Social Welfare Department, ISO 9001 quality management system and the ISQua standards accredited by the Hong Kong Association of Gerontology.

此外，本公司僱員如真誠相信存在或可能存在價格敏感事件，應向其直屬主管／部門負責人匯報，有關直屬主管／部門負責人負責向管理層匯報有關事件。管理層將評估情況，並就是否應將事件上報董事會向主席作出建議。部門負責人負責確保所有價格敏感事件均向管理層作出妥善報告，而管理層將確保及時調查有關事件。

本公司亦設立程序以便本公司僱員可於適當時候向相關工作委員會保密提出有關本公司財務申報、內部監控或其他事宜中出現可能不正當情況的關注。工作委員會由董事、高級管理層及人力資源部主管組成，負責評估所接獲的各份報告及決定是否需要進行全面調查，並向審核委員會匯報問題、調查結果及所採取的糾正措施，以確保審核委員會知悉有關問題。

年內，外聘諮詢機構已對風險管理及內部監控系統的充足性及有效性進行獨立風險評估及內部監控檢討。審核委員會及董事會將審閱執行內部審計職能的外部顧問公司於其工作過程中所識別的任何控制問題的報告，並與核數師討論其各自審閱的範圍及結果。該風險評估及內部監控檢討旨在檢驗會計慣例及所有重大監控的相關關鍵事項，識別設計及實施內部監控中的缺失及不足之處，並提出改進的推薦建議。

此外，在營運風險方面，本公司已於旗下護理安老院實施標準化管理及營運程序，該等程序涵蓋《安老院實務守則》、《安老院條例》(香港法例第459章)及其附屬法例、社會福利署頒佈的服務質素標準、ISO 9001 質量管理體系及香港老年學會認可的ISQua標準所規定的範疇。

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The Company has established a Quality Assurance Monitoring Committee (“QAMC”) to oversee the quality of the operations of the senior care services. The composition of the QAMC includes the management team, employees, residents, families of residents and parties independent of the Company. The QAMC is responsible for conducting surprise audits and on-site inspections at our care and attention homes and subsequent to such audits, providing objective feedback and recommendation to the Company to manage relevant operational risks and improve operational processes.

The Company has participated in the accreditation program under the Residential Aged Care Accreditation Scheme of the Hong Kong Association of Gerontology. Such accreditation programme promotes best practices in the RCHE industry and conduct assessment annually. Accreditation under this scheme ensures that the Company’s care and attention homes have, among others, established effective governance; provided a safe, hygienic and comfortable environment, facilities and quality services; and established a set of planning, supervision and service improvement processes which enhance the Company’s control over operational risks.

During the year ended 31 March 2021, the Board, in conjunction with the Audit Committee, conducted an annual review of the effectiveness of the risk management and internal control systems of the Company and its subsidiaries, including the process for financial reporting and Listing Rules compliance; the adequacy of resources on internal audit, operational and compliance controls; and financial reporting function; as well as staff qualifications, experience, training programmes and related resources. The Board considered that the Group’s risk management and internal control systems for the year ended 31 March 2021 was effective and adequate, the Board also considered the resources, qualifications/experience of staff of the Group’s internal audit, accounting, financial reporting and business support functions are adequate and no significant areas of concern has been identified.

COMPANY SECRETARY

Mr. Chan Yip Keung (also an executive director of the Company), who fulfils the qualification requirements laid down in the Listing Rules, had acted as the Company Secretary of the Company during the year. Biographical details of Mr. Chan are set out in the section headed “Directors and Senior Management Profiles” of this annual report. During the year ended 31 March 2021, Mr. Chan has taken not less than 15 hours of relevant professional training.

本公司已成立優質服務監察委員會（「優質服務監察委員會」），以監察長者護理服務的優質營運。優質服務監察委員會的組成包括管理團隊、員工、院友、院友家屬及獨立於本公司的各方。優質服務監察委員會負責對護理安老院進行突擊審核及現場檢查，並於完成審核後向本公司提供客觀反饋及建議，以管理相關營運風險及改善營運流程。

本公司已參與香港老年學會的香港安老院舍評審計劃項下的評審計劃。該評審計劃推廣安老院舍行業的最佳實踐，每年進行評估。該計劃的認證確保本公司的護理安老院已（其中包括）建立有效管治：提供安全、衛生及舒適的環境、設施及優質服務；以及制定一套規劃、監督及服務改善流程，增強本公司對營運風險的控制。

截至2021年3月31日止年度，董事會連同審核委員會對本公司及其附屬公司風險管理及內部監控系統的有效性（包括財務報告程序及上市規則合規、內部審核、營運及合規控制相關資源的充足性；及財務報告職能；以及員工資格、經驗、培訓項目及相關資源）進行了年度檢討。董事會認為截至2021年3月31日止年度本集團的風險管理及內部監控系統屬有效及充分，董事會亦認為本集團內部審核、會計、財務報告及業務支援員工的資源、資歷／經驗足夠，並未發現重大關注之處。

公司秘書

於本年度內，陳業強先生（亦為本公司執行董事）擔任本公司的公司秘書，彼符合上市規則所載之資歷規定。有關陳先生的履歷詳情載於本年報「董事及高級管理層履歷」一節。截至2021年3月31日止年度，陳先生已接受不少於15小時的相關專業培訓。

CORPORATE GOVERNANCE REPORT

企業管治報告

Subsequent to the year ended 31 March 2021, on 13 April 2021, Mr. Chan resigned and Mr. Lo Sze Hung, the Company's Chief Financial Officer, was appointed as the Company Secretary of the Company. Biographical details of Mr. Lo are set out in the section headed "Directors and Senior Management Profiles" of this annual report.

EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

On 13 April 2021, Ernst & Young was removed and PricewaterhouseCoopers was appointed as the auditor of the Company. During the year, the Company's interim results for the six months ended 30 September 2020 was reviewed by Ernst & Young, the former auditor, and the amount paid in respect of the said non-audit services was around HK\$342,000. Further details of the change of auditor are set out in the Company's circular dated 24 March 2021 and announcement of the Company dated 13 April 2021.

The statement of the existing external auditor of the Company, PricewaterhouseCoopers, about their reporting responsibilities on the Company's financial statements for the year ended 31 March 2021 is set out in the section headed "Independent Auditor's Report" in this annual report.

The fees paid/payable to PricewaterhouseCoopers, the Company's existing auditor, in respect of audit services for the year ended 31 March 2021 are analyzed below:

Type of services provided by the external auditor

外聘核數師提供的服務類型

Audit service — audit fee for the year ended 31 March 2021

核數服務 — 截至2021年3月31日止年度之核數費用

Fee paid/

payable

已付／應付費用

(HK\$)

(港元)

1,150,000

於截至2021年3月31日止年度後，於2021年4月13日，陳先生已辭任及盧思鴻先生（本公司的財務總監）已獲委任為本公司的公司秘書。盧先生的履歷詳情載於本年報「董事及高級管理層履歷」一節。

外聘核數師及核數師酬金

於2021年4月13日，安永會計師事務所被罷免，而羅兵咸永道會計師事務所獲委任為本公司的核數師。年內，本公司截至2020年9月30日止六個月的中期業績已由前任核數師安永會計師事務所審閱，而就上述非審核服務支付的金額約為342,000港元。有關更換核數師之進一步詳情載於本公司日期為2021年3月24日之通函及本公司日期為2021年4月13日之公告。

本公司現任外聘核數師羅兵咸永道會計師事務所對彼等就本公司截至2021年3月31日止年度財務報表的申報責任聲明載於本年報「獨立核數師報告」一節。

就截至2021年3月31日止年度的核數服務而已付／應付本公司現時核數師羅兵咸永道會計師事務所的費用分析如下：

CORPORATE GOVERNANCE REPORT

企業管治報告

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognises the importance of transparency and timely disclosure of corporate information, which enables shareholders and investors to make the best investment decision.

The Company maintains a website at www.pinecaregroup.com as a communication platform with shareholders and investors, where information and updates on the Company's business developments and operations and other information are available for public access. Shareholders and investors may send written enquiries or requests to the Company as follows:

Address: G/F, 1 Koon Wah Lane, 68–72 Yuk Wah Street,
Tsz Wan Shan, Kowloon, Hong Kong

Email: investorrelations@pinecaregroup.com

Tel: (852) 2813 8102

Fax: (852) 3020 8779

Enquiries and requests will be dealt with by the Company in an informative and timely manner.

Besides, shareholders' meetings provide an opportunity for communication between the Board and the shareholders. Board members and senior staff will be available to answer questions raised by the shareholders at general meetings of the Company. In addition, the Company will invite representatives of the auditor to attend its annual general meeting to answer shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

與股東及投資者溝通

本公司相信，與股東的有效溝通對促進投資者關係及加深投資者對本集團業務表現及策略的了解至關重要。本集團亦明白保持公司資料的透明度及適時披露的重要性，因其有利股東及投資者作出最佳投資決策。

本公司設立網站 www.pinecaregroup.com 作為與其股東及投資者的溝通平台，網站載有本公司業務發展及營運的資料及最新資訊以及其他資料以供公眾查閱。本公司股東及投資者可透過以下方式將書面查詢或要求發送至本公司：

地址：香港九龍慈雲山
毓華街68–72號貫華里1號地下

電郵：investorrelations@pinecaregroup.com

電話：(852) 2813 8102

傳真：(852) 3020 8779

本公司將盡快處理及詳細解答查詢及要求。

此外，股東大會提供董事會與股東溝通的機會。董事會成員及高級職員會於本公司股東大會上回答股東提出的問題。此外，本公司將邀請核數師代表參與其股東週年大會，解答股東有關審計工作、編製核數師報告及其內容、會計政策及核數師的獨立性等問題。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including but not limited to the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange after each shareholders' meeting.

Pursuant to the Articles, any 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 general meetings of the Company shall have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There is no provision allowing shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

For the avoidance of doubt, shareholder(s) must provide their full names, contact details and identification, in the originally signed written requisition, notice or statement (as the case may be), in order to give effect thereto. Information of shareholder(s) may be disclosed as required by law.

With respect to the shareholders' right in proposing persons for election as directors of the Company, please refer to the procedures available on the website of the Company.

CONSTITUTIONAL DOCUMENTS

Pursuant to a special resolution of the shareholders passed on 23 January 2017, the amended and restated memorandum and articles of association of the Company was adopted with effect from 15 February 2017. During the year ended 31 March 2021, there was no change in the memorandum and articles of association of the Company.

The amended and restated memorandum and articles of association of the Company is available on the websites of the Stock Exchange and the Company.

股東權利

為保障股東利益及權利，在股東大會上會就每項重大議題（包括但不限於選舉個別董事）提呈獨立之決議案供股東考慮及表決。所有在股東大會上提呈之決議案均將根據上市規則以投票方式進行表決，投票表決之結果將於各股東大會結束後刊載於本公司及聯交所的網站。

根據細則，於遞呈要求當日持有有權在本公司股東大會投票之本公司繳足股本不少於十分之一的任何一名或多名股東，有權隨時向董事會或本公司之秘書發出書面要求，要求董事會召開股東特別大會以處理有關要求內指定之任何事務；而有關會議須於有關要求發出後兩個月內舉行。倘於有關遞呈後21日內，董事會未有召開有關會議，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生之合理開支。

開曼群島公司法或細則並無條文准許股東可在股東大會上提呈任何新決議案。有意提呈決議案之股東可按上段所載程序要求本公司召開股東大會。

為免生疑問，股東須呈交正式簽署的書面要求、通告或聲明（視情況而定）的原件，並在其上提供彼等的全名、聯絡詳情及身份證明，方為有效。股東資料可能根據法律規定而予以披露。

關於股東提名參選本公司董事之人士之權利，請參閱本公司網站所載之程序。

章程文件

根據股東於2017年1月23日通過的一項特別決議案，本公司經修訂及重訂組織章程大綱及細則已獲採納並自2017年2月15日起生效。於截至2021年3月31日止年度，本公司之組織章程大綱及細則並無變動。

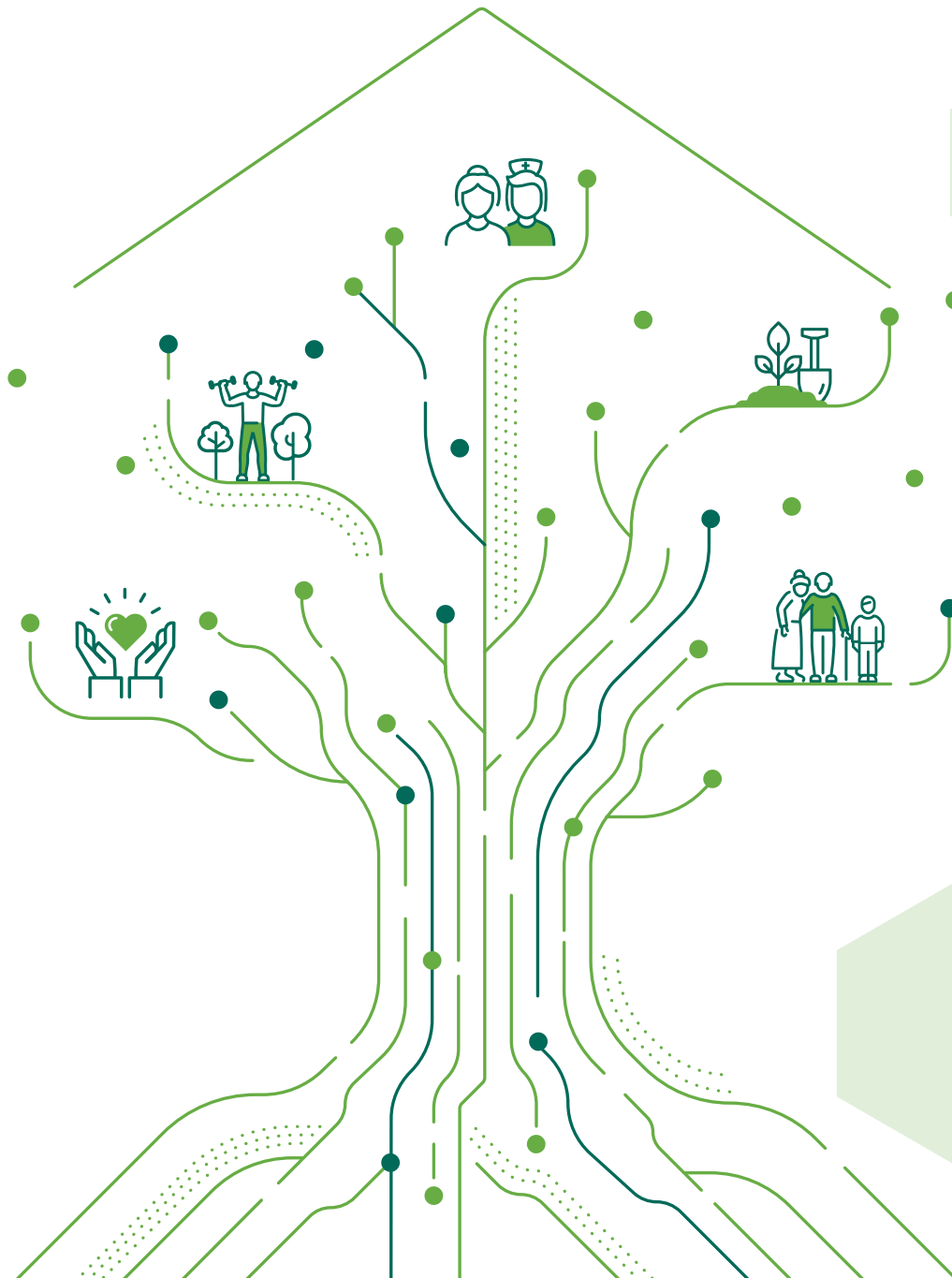
本公司經修訂及重訂組織章程大綱及細則可於聯交所及本公司網站查閱。



Environmental, Social and Governance Report 2021

2021年度環境、社會及管治報告

Pine Care Group Limited (Stock Code: 1989)
松齡護老集團有限公司 (股份代號: 1989)



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About This Report

關於本報告

Purpose 目的

The Group is here to disclose our Environmental, Social and Governance (“ESG”) Report (the “Report”). The Report aims to outline the Group’s sustainability approaches, strategies, and performance.

本集團謹此發表環境、社會及管治報告(「本報告」)，以披露本集團的可持續發展策略、方針及表現。

Reporting Scope and Period 報告範圍及期間

Unless otherwise stated, the Report covers 11 care and attention homes in Hong Kong from 1st April 2020 to 31st March 2021 (the “Reporting Period”), including:

除非另有說明，本報告涵蓋於二零二零年四月一日至二零二一年三月三十一日期間(「報告期間」)香港十一間護理安老院，包括：

| | |
|---|--|
| Pine Care (Tak Fung) Elderly Centre 松齡(德豐)護老中心 | Pine Care (Po Tak) Elderly Centre 松齡(保德)護老中心 |
| New Pine Care Centre 新松齡護老中心 | Pine Care Chun King Elderly Centre 松齡俊景護老中心 |
| Pinecrest Elderly Centre 松暉護老中心 | Pine Care Place 松齡雅苑 |
| Pine Care (Manning) Elderly Centre 松齡(萬年)護老中心 | Pine Care Point 松齡樂軒 |
| Pine Care Hong Fai Elderly Centre 松齡康輝護老中心 | Patina Wellness (includes serviced apartment and Patina Care) 蔚盈軒(包括服務式住宅及蔚盈苑) |
| Pine Care (Lee Foo) Elderly Centre 松齡(利富)護老中心 | |

Reporting Standards 報告準則

This Report has been prepared in accordance with the disclosure requirements of the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) as set out in Appendix 27 to the Rules Governing the Listing of Securities (the “Listing Rules”) issued by the Stock Exchange of Hong Kong Limited (the “HKEX”).

本報告依據香港聯合交易所(「聯交所」)上市規則附錄二十七《環境、社會及管治報告指引》(「環境、社會及管治報告指引」)披露要求編製。

Sources of Information 數據來源

The data reported in this ESG Report was prepared based on our internal statistical reports, internal policies and other internal documents. The Board hereby confirms that no false or misleading statements were made in this ESG Report.

本環境、社會及管治報告所披露的數據乃源自我們的內部數據報告、內部政策及其他內部文件。董事會確認當中並無虛假或誤導性的陳述。

Board Approval 董事會批准

The Report was reviewed and approved by the Board on 24 June 2021.

董事會於二零二一年六月二十四日檢閱並通過本報告。

Reporting Principle 報告原則

This Report is compiled by adopting the following major reporting principles according to the ESG Reporting Guide, namely materiality, quantitative, balance and consistency as set out below:

本報告依照《環境、社會及管治報告指引》所載列的主要匯報原則編製，包括重要性、量化、平衡及一致性，所述如下：

| Reporting Principle 原則 | Definition 定義 | Our Response 我們的回應 |
|---------------------------|--|--|
| Materiality 重要性 | <p>The ESG issues covered in this Report should be significantly important to stakeholders.</p> <p>報告所涵蓋的環境、社會及管治議題應為對持份者重大。</p> | <p>Through materiality assessment, we have identified ESG topics that are material to various stakeholders and the Group. For details of the assessment processes and results, please refer to the sections headed “Stakeholder Engagement” and “Materiality Analysis”.</p> <p>我們識別對持份者及本集團而言重大的環境、社會及管治議題。有關重要性分析的過程及結果，請參閱「持份者參與」及「重要性分析」章節。</p> |
| Quantitative 量化 | <p>This Report should disclose key performance indicators in a measurable way.</p> <p>報告應以可計量的方式披露關鍵績效指標。</p> | <p>As far as practicable, the Group discloses its key environmental and social performance indicators quantitatively where appropriate.</p> <p>在可行情況下，以量化方式披露本集團的環境和社會關鍵績效指標。</p> |
| Balance 平衡 | <p>This Report should fairly present the information of the Group to reflect a comprehensive picture of the sustainability performance of the Group.</p> <p>報告應公允地披露集團的信息，以反映集團整體的可持續發展表現。</p> | <p>The Group has identified and disclosed the environmental, social and governance issues with significant impact on the Group’s business, including the achievements and challenges faced by the Group, in this Report.</p> <p>本集團已識別對於其業務有重大影響的環境、社會及管治議題，當中包括其成果及所面對的挑戰，並於報告中披露。</p> |

| Reporting Principle 原則 | Definition 定義 | Our Response 我們的回應 |
|---------------------------|---|--|
| Consistency 一致性 | <p>Preparation of this Report should be based on consistent methods over time.</p> <p>集團應確認編製環境、社會及管治報告的方法與過往所用者一致。</p> | <p>The reporting scope and reporting method of this Report are substantially consistent with those of the prior year, and this Report has also disclosed year-to-year comparative information where appropriate.</p> <p>報告的報告範圍與匯報方法與去年大體一致，報告內亦已披露環境年度對比數據。</p> |

Access to this Report 報告獲取方式

This Report has been prepared in both English and Chinese. In case of discrepancy, the English version shall prevail. This Report is incorporated in the Group's Annual Report which is available on HKEX's website and the Group's website.

本報告備有中英文版本，若兩版本出現歧義，概以英文版本為準。本報告為本集團年度報告一部分，其可於香港聯交所網站及本集團網站查閱。

Feedback 意見反饋

Every opinion from our stakeholders is of the utmost important to the Group. If you have any opinions or suggestions to this Report or the Group's sustainability performance, you are welcomed to email to info@pinecaregroup.com.

每一位持份者的意見對本集團而言均至關重要。如閣下對本報告及本集團的可持續發展表現有任何意見或建議，歡迎電郵至 info@pinecaregroup.com。

About Pine Care

關於松齡

Pine Care Group was established in 1989 with the aim to be a standard setter in senior care industry in Hong Kong. With our unwavering dedication to quality and focus on innovation, Pine Care has grown from a senior care home into a market leader today as the first senior care operator listed on the main board of the Stock Exchange of Hong Kong.

As a leader in the senior care sector and a prestigious brand, we offer senior care services with caring professionals covering operations of residential care home, integrated senior wellness hub, daycare services; as well as provision of multidisciplinary services and management consultation services for wellness centre.

松齡護老集團創辦於1989年，矢志為香港的安老服務行業打造嶄新標準。憑藉我們對質量的不懈堅持和研發創新，我們由一家護理安老院舍成為現時行業的領導者，亦是香港聯交所第一間上市的安老服務提供者。

作為安老行業的領導者及具信譽的品牌，我們提供長者專業護理的服務，涵蓋安老院舍、綜合銀齡養生社區、日間護理服務，以及為健康中心提供跨專業服務和管理諮詢服務。



Our Purpose 我們的宗旨



With 30 years experience in the senior care sector, Pine Care is committed to develop caring professionals and offer pragmatic services. We have all along endeavored to:

- Stand out in the senior care sector with our unique and ever-expanding range of facilities, services and professional care offerings that fulfill the growing needs of seniors at different stage of life; and
- Engage with our stakeholders at a profound level to ensure the desired outcomes are reached at every level.

松齡護老集團擁有30年的長者護理經驗，致力於培育護理專業人才並提供務實的服務。我們一直：

- 憑藉我們獨特且不斷擴展的設施、服務和專業護理產品，滿足長者在人生各個階段的各種需求，從而在長者護理領域脫穎而出；和
- 與持份者保持緊密交流，以確保我們於各個層面均達到預期成效。

Core Value 核心價值



Priority

- Respect seniors the way we would to our families
- Put the best interests of the elderly residents above all else

Innovation

- Devote to develop the senior care sector with innovative initiatives

Nurture

- Attract the best people possible and have the best system in place to help them reach their full potentials

Evolution

- Evolve our service offerings to respond to ever-expanding range of senior care needs
- Cultivate courage to escalate the level of services of Pine Care and the senior care industry as a whole

長者為先

- 敬老如親，如待家人般尊重長者
- 將長者的最大利益置於首位

敢於創新

- 以創新理念推展樂齡業務

培育人才

- 吸引優秀人才並配合良好的管理系統，以助其充分發揮潛力

持續進化

- 持續完善我們的服務，以回應不斷變化的長者護理需求
- 致力提升松齡及整個安老行業的服務水平

Awards and Recognitions 獎項及嘉許

Hong Kong Association of Gerontology 香港老年學會

Award for Recognizing
Full Participation of Elderly Service
Organizations in Accreditation
安老院舍優質服務全面參與獎



Residential Aged Care Accreditation Scheme -
Excellent Grade and Excellent Facilities
(Pine Care (Po Tak) Elderly Centre and Pine Care Place)
香港安老院舍卓越評審級別及良好設施獎
(松齡(保德)護老中心及松齡雅苑)

Residential Aged Care Accreditation Scheme -
Good Grade and Good Facilities (8 of our care and attention homes)
香港安老院舍良好評審級別及良好設施獎 (旗下8家護老中心)

Hong Kong Association of Gerontology and The Hong Kong Jockey Club Charities Trust 香港老年學會及香港賽馬會信託慈善基金

Excellent Care Worker Election organized by Hong Kong Association of Gerontology and The Hong Kong Jockey Club Charities Trust)
Certificate of Appreciation for Elderly Senior Care Service Staff - New Pine Care Centre (Staff Individual Award)
香港老年學會及香港賽馬會信託慈善基金舉辦全港優秀護老者選舉
安老服務界從業員嘉許狀 - 新松齡護老中心 (員工個人獎項)

The Elderly Services Association of Hong Kong and Hong Kong Employment Development Service 香港安老服務協會及香港職業發展服務處

The Fifth Excellent Senior Care Staff Election -
Excellent Staff (Front-line sector)
第五屆安老服務傑出員工選舉 - 優秀員工 (前線組別)

Residential Aged Care Accreditation Scheme -
Excellent Staff (Professional sector)
第五屆安老服務傑出員工選舉 - 優秀員工 (專業組別)

Residential Aged Care Accreditation Scheme -
Excellent Participation Award (5 of our care and attention homes)
熱心參與獎 (旗下5間安老院舍)

Residential Aged Care Accreditation Scheme -
Talent Awards (New Pine Care Centre)
人才輩出獎 (新松齡護老中心)

Headline Daily 頭條日報

Headline Daily Headlines No.1 Awards
No.1 Excellent Elderly Senior Care Services
頭條日報頒發頭條NO.1大獎
NO.1 卓越護老服務



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

Caring Company
「商界展關懷」



ISO Quality Management Systems ISO 品質管理系統

ISO 9001: 2015 Quality management
ISO 9001 : 2015 品質管理系統



ISO 9001 : 2015
Certificate No.: CC 3377

The Hong Kong Jockey Club Charities Trust 香港賽馬會信託慈善基金

Jockey Club Age-friendly City Partner
賽馬會齡活城市夥伴



Signature Projects – Silverage Collection 重點項目 – 尚耆 • 賢居

Pine Care Place 松齡雅苑



Where Innovation Meets Luxury 高端院舍 創意新穎



Conveniently situated in Yoho Mall I, Yuen Long, Pine Care Place is a senior care home designed to combine a luxurious, home-like environment with our innovative approach to long-term senior care services. With an area of over 33,000 square feet, Pine Care Place offers 68 beds, averaging close to 500 sq ft per resident, making us one of the most spacious senior care homes in Hong Kong. In addition to the luxurious ambience, our service emphasizes individualized care, catering to each resident's specific needs.

地理位置優越，位於元朗 Yoho Mall I，定位為一間豪華安老院舍，打造「家」的感覺，配合創新元素，提供長期安老護理服務。松齡雅苑佔地逾33,000平方呎，提供68個宿位，人均面積約500平方呎，是香港空間最為寬敞的安老院舍之一。除了打造豪華舒適的居住環境，松齡雅苑亦著重住客的自主生活模式，解決他們的生活所需。

Enriching the Lives of the Senior 豐富長者生活

An extensive range of amenities is available to maintain the physical and mental health of their residents, including physiotherapy room and sensory therapy room. Pine Care Place also offers individualized nursing care and rehabilitation programs to help the senior to carry out appropriate training. Senior residents can enjoy their stay and form companionships with neighbors both indoors and outdoors. Among Pine Care Place's leisure facilities are a video and karaoke room, library and computer corner, games room, indoor garden, beauty salon, coffee bar, dining room, spa and meditation room.

松齡雅苑為保持長者身心健康，提供設施多元化，如物理治療室、感官治療室等，配合個人護理計劃及復康方案，有助長者進行適切的訓練。此外，院舍更設有豐富的消閒設施，包括影視室、卡拉ok、圖書館、電腦閣、麻雀房、室內花園、理髮室、咖啡吧、餐廳、按摩室、傾心閣等，長者們可按喜愛或結伴作遊苑之樂，享受安老共融生活。

Patina Wellness 蔚盈軒



A Silver Lining for the Silver Age 展現精彩銀齡生活



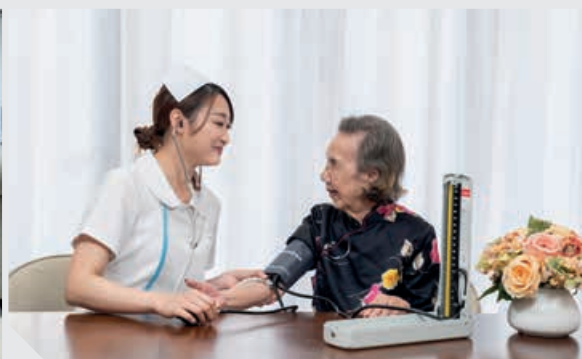
Breaking through the traditional mode of senior care service, beautifully designed, and conveniently located across 84,000 sq ft in Kowloon City, Patina Wellness offers 79 elegant serviced apartments for active seniors and their family members. Created to be a community, not just a residence, Patina Wellness takes a holistic approach to living, where both physical and emotional wellbeing are paramount.

突破傳統安老護理服務模式，蔚盈軒位處九龍城，設計富時尚美，交通便利，總面積達84,000平方呎，提供79個優雅服務式單位予活躍長者及其家人。蔚盈軒採取全方位生活建設，建構居所的同時把意念延伸至社交生活，務求提昇住客身心靈享受。

Patina Care 蔚盈苑



A New Age of Senior Care 護老新時代



Operating as a division within the Patina Wellness integrated wellness hub, Patina Care, the senior nursing care home with 32 beds, sprawls beautifully across 8,000 sq ft of space in Kowloon City. With access to a spectrum of nursing care plans, rehabilitation programs and supporting developmental services, Patina Care provides professional and individualized medical care that is formulated based on each resident's needs. Small, personal care groups of 10 to 11 in a cozy and home-like living environment gives residents a strong foundation to sustain their health and welfare.

蔚盈苑位於九龍城，是蔚盈軒綜合養生社區概念項目中的護老院舍，佔項目約8,000平方呎，提供32個宿位。蔚盈苑會按照長者的個別狀況，制定專業和個人化的醫療方案，透過護理計劃、復康方案和生活支援，為長者帶來全面安老照顧。蔚盈苑推行小區照顧概念，以10至11位長者為一個小型社區，在舒適如家般的生活環境中，期望長者能維持健康而豐盛的生活。

Pine Care Point 松齡樂軒



Residential Care Home for the Elderly Specializing in Dementia Care
認知障礙主題安老院舍



Conveniently situated in Shek Kip Mei, Pine Care Point is specifically designed to serve the special needs of senior residents suffering from dementia. With an area of over 43,000 sq ft, Pine Care Point offers 102 beds in various room configurations. While the majority of the rooms are offered as single rooms or single suites, 2-person to 4-person rooms are also available.

It provides a thematic space on each of its floors, namely Community Space, Culture and Arts Space, as well as Elderly Vitality Space. Each floor is fitted with numerous facilities, with services and activities designed to provide the appropriate care for our residents ranging from early to late cognitive impairment.

松齡樂軒位於石硤尾，是一間針對不同程度認知障礙而設計的安老院舍。松齡樂軒總面積逾43,000平方呎，提供102張床位，設有不同房型。當中大部份為單人房及單人套房，此外，亦有雙人房至四人房可供選擇。

松齡樂軒每層均有不同主題，包括模擬社區空間、文化藝術空間及長者活力空間。每個樓層設有不同的設施，配合各種服務及活動，為患有初期至後期認知障礙的長者提供適切的照顧。

Our Approach to Sustainability

我們的可持續發展方針

Guided by our core principle of “respecting the elderly as family”, our commitment to sustainable development starts with responsibly managing the operations of our care and attention homes. We are devoted to integrating ESG considerations into our business. We believe that sustainability encompasses not only our environmental performance and contribution to the wider community, but also underpins our core business practices and our relationships with residents, shareholders, employees, and suppliers.

The Group embraces sustainable development in pursuit of our mission – “creating a warm and pleasant silver age for the elderly” based on the four priority areas: (i) Pine Care Silverage; (ii) Pine Care Green; (iii) Pine Care Smart; and (iv) Pine Care Caring. We support the United Nations Sustainable Development Goals (“SDGs”), which aim to end poverty, protect the planet and ensure that all people enjoy peace and prosperity by 2030, through working on our priority areas

本著「敬老如親」的核心理念，我們承諾以負責任的方式管理我們旗下護理安老院舍的營運，以實踐可持續發展。我們致力將環境、社會及管治元素融入我們的業務。我們相信，可持續發展除了關乎我們的環保表現以及對社區的貢獻，亦是集團多方面的基礎，包括核心業務常規以及我們維持與住客、股東、員工和供應商的關係。

本著「為長者締造一個安心愉快的晚年」的宗旨，我們針對四大重點範圍：「松齡尚耆」、「松齡綠色」、「松齡智能」及「松齡關愛」推動可持續發展，同時致力實踐聯合國可持續發展目標(UNSDGs)，希望於2030年前在確保所有人能享有和平和繁榮的同時，保護地球和消除貧困。

Maintaining quality senior care services 維持高質素長者護理服務



Goal 目標

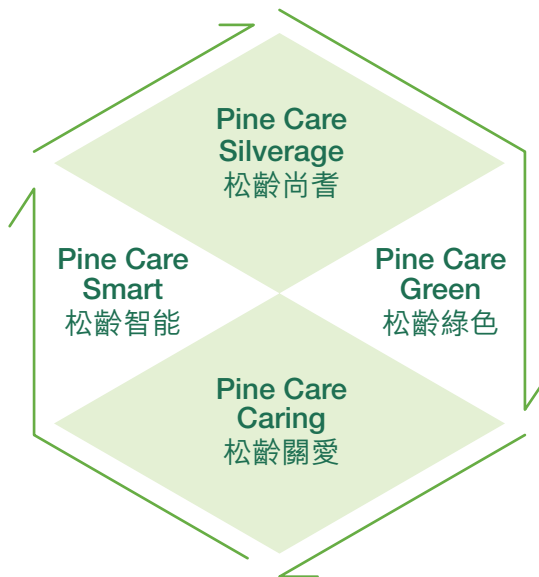
To provide high quality senior care services to create the warm feeling of home for our residents
提供高質素安老及長者護理服務，為長者帶來溫馨的家



Leveraging innovation for enhanced silver age 引領創新，提升銀齡生活

Goal 目標

To adopt smart solutions to cater to the needs of our residents in support of their physical, mental and social well-being
採用智能方案照顧住客所需，保障他們的身、心和社交安康



Embracing a greener future 擁抱綠色未來

Goal 目標

To pursue a sustainable operation pattern to combat climate change and protect our planet
致力尋求可持續營運模式，緩減氣候變化，保護地球



Fostering a caring culture for our employee and community 推動關愛文化，照顧員工、造福社群

Goal 目標

Our Employees 我們的員工：

To cultivate a corporate culture that embraces talent development, employee wellbeing and family-friendly practices
培養重視員工發展、員工安康和家庭友善的企業文化

Our Community 我們的社區：

To proactively engage in community contributions
積極投入社區貢獻

Sustainability Governance

可持續發展管治

Being accountable for the long-term stable growth of the Group, the Board retains the ultimate responsibility for the oversight of the Group's risk management activities and monitors material ESG risks. The Group considers risk management as an integral part of daily management and sound corporate governance. Risk management mechanism assists the Group to evaluate and minimize risks that may prevent or endanger the achieving of its business objectives in a dynamic business environment where economic, industry, regulatory and operating conditions continue to change. The Group assesses and determines the ESG-related risks and opportunities and considers their implications. We also formulate ESG-related controls to address significant ESG risks of which the controls are operated effectively at corresponding business levels. Coupled with sound internal controls, the process facilitates a continuous process of identifying, evaluating, prioritizing, managing, and monitoring of the risks that the Group faces in its operations. Details on our risk management approach can be found in the Corporate Governance Report section.

董事會為本集團的長遠穩定發展負責，故有責任管理本集團的風險管理活動和監管重大ESG相關風險。本集團視風險管理為日常管理和維持良好企業管治的重要一環。風險管理機制可協助本集團評估及盡量降低可能阻止或妨礙其於經濟、行業、法規及經營狀況不斷變化的動態營商環境中實現業務目標的風險。本集團評估並確定與環境、社會及管治事宜相關的風險與機遇並審查其影響。我們亦制定環境、社會及管治相關的控制措施，以應對重大環境、社會及管治風險，而該等控制措施在適用的業務級別有效運作。結合完善的內部控制，該等措施有助持續確定、評估、優化、管理及監控本集團營運過程中面臨的風險。有關我們風險管理方法的詳情，請參閱企業管治報告一節。

Stakeholder Engagement 持份者參與

Stakeholder engagement is an integral part of our sustainable development journey. We have identified customers (residents), employees, government and regulatory authorities, investors, suppliers and contractors and the community as our major stakeholder groups. Engaging with stakeholders allows us to better shape our business strategy to respond to their needs, anticipate risks and strengthen key relationships. We maintain close communication with stakeholders through various formal and informal channels in our daily operations.

The material issues of their concerns and regular communication channels are as follow:

持份者參與對我們的可持續發展進程起重要作用。我們已識別客戶(院友)、員工、政府及監管機構、投資者、供應商及承包商以及社區作為我們的主要持份者。持份者參與有助我們調整業務策略，以回應他們的需求、識別風險並加強雙方關係。我們於日常營運中透過多種正式與非正式的渠道與持份者保持緊密聯繫。

彼等的關注事項以及我們與彼等的溝通渠道如下：

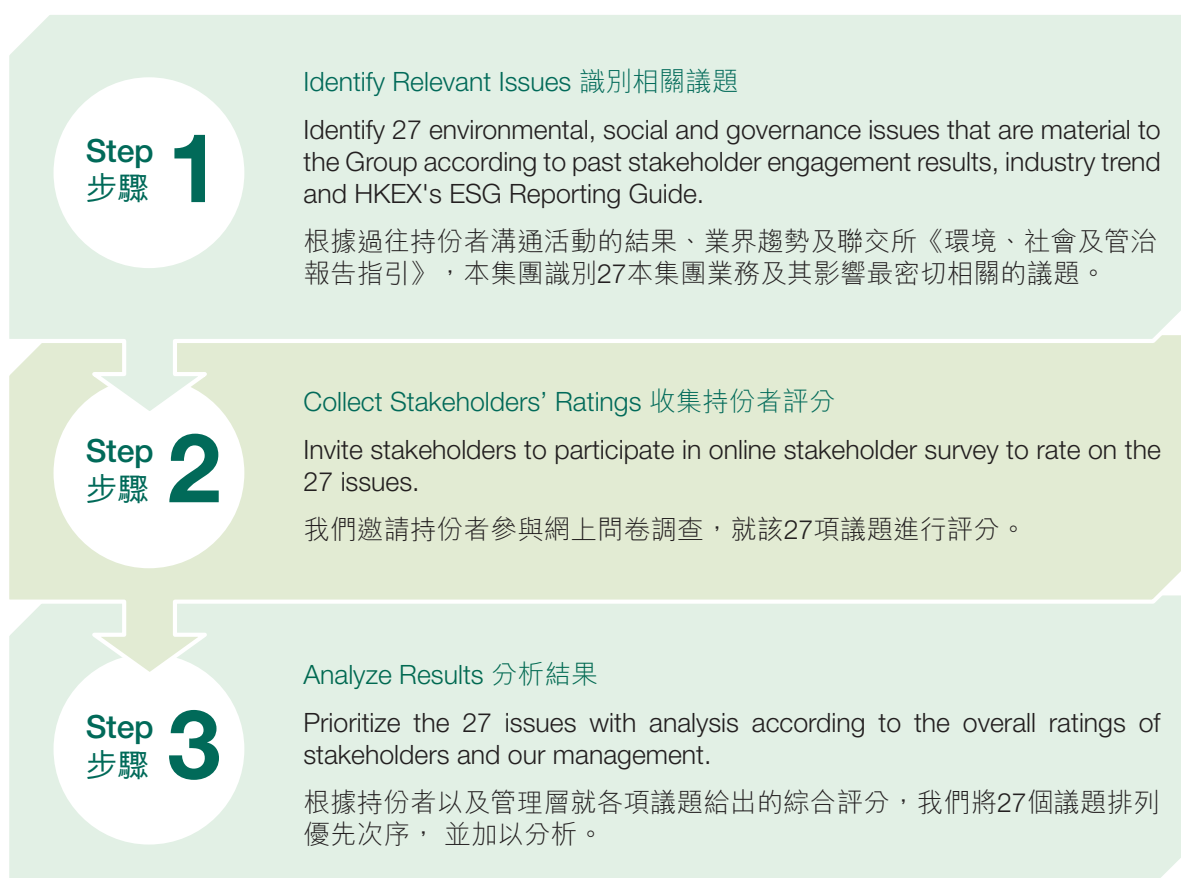
| Stakeholders 持份者 | Material Issues 重大事項 | Communication Channels 溝通渠道 |
|--|---|--|
| Customers (Residents) 客戶 (院友) | <ul style="list-style-type: none"> • Service quality and customer safety 服務質素及客戶安全 • Complaint handling 投訴處理 • Customer privacy protection 客戶私隱保障 • Customer right 客戶權利 | <ul style="list-style-type: none"> • Customer hotline 客戶熱線 • Grievance mechanism 申訴機制 • Feedback surveys 意見調查 |
| Employees 僱員 | <ul style="list-style-type: none"> • Health and safety 健康及安全 • Career development and promotion opportunities 事業發展及晉升機會 • Remuneration and benefits protection 薪酬及福利保障 | <ul style="list-style-type: none"> • Training and employee activities 培訓及僱員活動 • Grievance mechanism 申訴機制 |

| Stakeholders 持份者 | Material Issues 重大事項 | Communication Channels 溝通渠道 |
|--|---|--|
| Government and regulatory authorities 政府及監管機構 | <ul style="list-style-type: none"> • Legal compliance 遵守法律 • Senior care industry development 安老行業發展 | <ul style="list-style-type: none"> • Compliance with government policies 遵守政府政策 • Response to inquiries from government and departments 回應政府部門查詢 • Fulfilment of social responsibility 履行社會責任 |
| Investors 投資者 | <ul style="list-style-type: none"> • Performance growth and return on investment 業績增長及投資回報 • Information disclosure 資訊披露 • Business operation risks 業務營運風險 | <ul style="list-style-type: none"> • Convene of regular shareholder meetings 定期召開股東大會 • Publish of financial and ESG reports 刊發財務及ESG報告 |
| Suppliers and contractors 供應商及承包商 | <ul style="list-style-type: none"> • Responsible purchasing 負責任採購 • Integrity 誠信 | <ul style="list-style-type: none"> • Supplier comparison matrix 供應商比較矩陣 • Regular communication 定期溝通 |
| Community 社區 | <ul style="list-style-type: none"> • Support community engagement 支持社區參與 | <ul style="list-style-type: none"> • Cooperation with social enterprise 與社會企業合作 • Promote public health 推動公眾健康 |

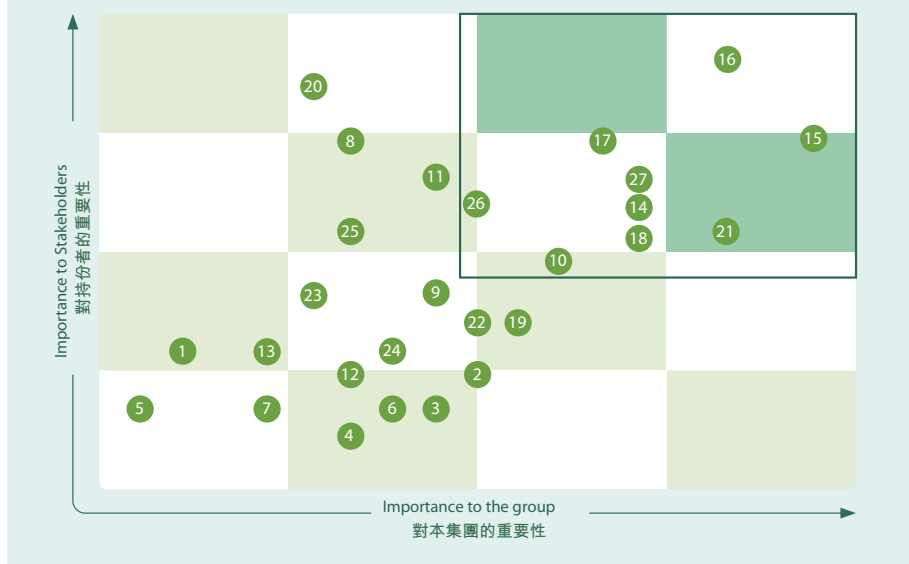
Materiality Assessment 重要性評估

During the Reporting Period, we have engaged an independent consultant to assist the Group in conducting stakeholder survey to collect opinions from stakeholders towards the Group's environmental, social and governance issues. The procedures of the materiality assessment are as follows:

於報告期間，我們委託獨立顧問協助本集團進行持份者調查，收集持份者對本集團環境、社會及管治事宜的意見。本次重要性分析的程序如下：



Materiality Matrix 重要性矩陣



During the Reporting Period, the materiality assessment results are shown in the above materiality matrix. The 9 issues on the top right-hand corner indicate the issues that our stakeholders are mostly concerned with and will be disclosed in this Report in details.

於報告期間，我們得出的重要性評估結果載於上述的重要性矩陣，當中右上角部份的9個議題為此次分析中持份者較為關注的議題，將於本報告中重點披露。

Material Issues 重大議題

- 10 Occupational health and safety
職業健康與安全
- 14 Product and service assurance and quality
產品及服務驗證及質素
- 15 Health and safety of residents
住客健康與安全
- 16 Customer rights, health and safety, complaint handling and customer privacy protection
客戶利益、健康與安全、投訴處理及客戶私隱保護
- 17 Complaint handling and customer satisfaction
投訴處理及客戶滿意度
- 18 Customer data and privacy protection
客戶資料及私隱保護
- 21 Anti-corruption
反貪污
- 26 Governance and risk management
管治及風險管理
- 27 Legal compliance
合規

Disclosed Sections 披露章節

- Caring for Employees' Wellbeing
照顧員工安康
- Maintaining Quality Senior Care Services
維持高質素長者護理服務
- Guaranteeing Senior Health and Safety
保障長者健康與安全
- Guaranteeing Senior Health and Safety
保障長者健康與安全
- Listening and Adopting Opinions
聆聽及採納意見
- Protecting Privacy
保障私隱
- Listening and Adopting Opinions
聆聽及採納意見
- Protecting Privacy
保障私隱
- Ethics and Integrity
道德誠信
- Sustainability Governance
可持續發展管治
- Corporate Governance
企業管治
- Pine Care Silverage
松齡尚耆
- Pine Care Green
松齡綠色
- Pine Care Caring
松齡關愛

Other Considered Issues 其他考慮到的議題

- | | | | |
|---|---|----|---|
| 1 | Air emissions 廢氣排放 | 11 | Staff development and training 員工發展及培訓 |
| 2 | Waste 廢棄物 | 12 | Labour practices 僱傭常規 |
| 3 | Carbon emission and energy 碳排放及能源 | 13 | Responsible sourcing 負責任採購 |
| 4 | Water consumption 水消耗 | 19 | Intellectual property rights management 知識產權管理 |
| 5 | Climate change risk 氣候變化風險 | 20 | Marketing, advertising and promotion 營銷、廣告及推廣 |
| 6 | Green procurement 廢氣排放 | 22 | Community investment 社區投資 |
| 7 | Environmental risk in supply chain 供應鏈環境風險 | 23 | Technology and innovation 技術及創新 |
| 8 | Staff welfare 員工福利 | 24 | Economic performance 經濟表現 |
| 9 | Equal opportunity, diversity, anti-discrimination 平等機會、多元化及反歧視 | 25 | Information disclosure 資料披露 |

Corporate Governance

企業管治

Ethics and Integrity 道德誠信

Upholding good business ethics and integrity is considered as the cornerstone of the Group's continuous development. As such, we are in compliance with all laws and regulations in relations to corruption, bribery, extortion, fraud, money laundering and other illegal behaviours, including but not limited to the Prevention of Bribery Ordinance of Hong Kong. We have outlined our requirements in the Employee Handbook, Employees' Code of Conduct and other policies, requiring our employees to avoid bribery and transfer of benefits, and guiding them to report conflict of interest and handle red packets properly. We have also established whistleblowing channels for employees or other related parties to report any suspected incidents to our Audit Committee or company secretary. We would follow our standardized whistleblowing system and refer the incidents to the working committee in which the Group's director, head of finance and head of Human Resources Department would look into the incidents and perform follow-up actions. They would report the details, investigation results and follow-up actions of such incidents to the Audit Committee to maintain the Group's business ethics and integrity to protect the rights of the Group and its stakeholders.

We would provide trainings related to anti-corruption to our employees from time to time to enhance their relevant knowledge. During the Reporting Period, we invited ICAC to provide anti-corruption training to share about knowledge in terms of anti-bribery and handling conflict of interest.

During the Reporting Period, the Group was not aware of any lawsuits or cases in relations to corruption, and was not aware of any material non-compliance with the relevant laws and regulations relating to bribery, extortion, corruption and money laundering.

維持良好的商業道德和誠信是本集團向前發展的重要基石。故此，我們恪守所有與貪污、賄賂、勒索、欺詐、洗黑錢及其他相關法律及規例，包括但不限於香港《防止賄賂條例》。我們已於員工手冊、職員紀律守則等政策列明有關要求，指導員工嚴禁行賄或接受賄賂、收受利益、申報利益衝突及處理利是的流程等。我們亦設有舉報渠道，如任何員工或其他相關人士有懷疑個案，可向本集團的審核委員會或公司秘書舉報。我們會按照標準的舉報處理系統，由董事、財務總監及人力資源總監所組成的工作委員會評估及跟進個案。他們亦會向審核委員會匯報個案詳情、調查結果和跟進行動，以維持本集團最高的商業道德及誠信標準，維護本集團及持份者的利益。

我們會不定期向員工安排反貪污相關培訓，提升他們的相關知識。於報告期間，我們邀請到廉政公署進行反貪污相關培訓，向員工講解防止賄賂及處理利益衝突的知識。

於報告期間，本集團概無發現或舉報任何有關貪污行為的法律案件或任何貪污個案，本集團並不知悉有任何重大違反有關賄賂、敲詐、舞弊及洗錢之相關法律及規例的情況。

Partnership 夥伴協作

Suppliers of the Group mainly provide us with medical supplies and consumables, food and nutrient products, kitchen suppliers, housewares, stationery as well as repair and maintenance services. During the Reporting Period, we worked with a lot of suppliers. We mainly work with local suppliers as we believe that we could largely reduce the carbon emissions due to transportation to help alleviate climate change problem.

Since some of the supplies including food and nutrient products, and medical supplies and consumables have a direct impact on our residents, we are highly concerned about the quality of such supplies. We have established purchasing and supplier evaluation policy to assess new and existing suppliers. Assessment criteria include quality of supplies, service quality, quality of supplies, after-sales services, qualifications etc.

Apart from focusing on suppliers' product and service quality, we are also devoted to promoting the positive development of the supply chain. We are active in incorporating sustainability principles, including environmental protection, legal compliance, labour rights and anti-corruption etc. into our supplier evaluation system, in the hope of advocating our suppliers to take up their corporate social responsibilities.

本集團的供應商主要為我們旗下院舍提供醫療用品、食品及營養補充品、廚房用品、家品、文儀用品等以及提供保養維修等服務。於報告期間，我們一共與多家供應商合作，主要為本地供應商。我們相信與本地供應商合作可大大減低因運輸過程而產生的碳排放，有助減緩氣候變化。

由於部分供應商提供的產品，包括食品、營養補充品及醫療用品等對院友有直接影響，我們對供貨品質尤為重視。我們已制定有關採購及供應商評估制度，評核候選以及現有供應商的供貨品質、服務質素、售後服務、資質等。

除了關注他們的產品及服務質素，我們亦致力推動供應鏈的正面發展。我們積極將可持續發展元素，包括環境保護、合法合規、僱傭權利、反貪污等融入供應商評核機制，務求透過本集團的影響力，推動供應商履行企業社會責任。

Pine Care Silverage

松齡尚耆

Throughout the years, Pine Care has been striving its very best to maintain the highest standards of senior care services in order to uphold our leading position in the industry in Hong Kong and promote our principle of “respecting the elderly as family” such that we could allow every of our residents to enjoy their twilight years. In the meantime, we are in stringent compliance with applicable laws and regulations and industry standards, which include but not limited to the RCHE Code of Practice, Residential Care Home (Elderly Persons), Ordinance (RCH(EP)O) and its subsidiary legislation, the Service Quality, Standards issued by the Social Welfare Department, ISQua standards accredited by the Hong Kong Association of Gerontology, the Fire Services Ordinance, the Dangerous Goods Ordinance and the Personal Data (Privacy) Ordinance etc. During the Reporting Period, the Group was not aware of any material non-compliance with the relevant laws and regulations relating to product responsibility.

松齡多年來致力維持高質素的安老護理服務，以維持本集團於香港在行業的領導地位，同時推動「敬老如親」的宗旨，讓長者得以安享晚年。我們亦致力恪守適用的法律及規例和行業標準，包括但不限於《安老院實務守則》、《安老院條例》及其附屬法例、社會福利署發出的服務質素標準、香港老年學會認可的國際醫療品質協會標準、《消防條例》、《危險品條例》及《個人資料（私隱）條例》等。於報告期間，本集團並不知悉有任何重大違反產品責任相關法律及規例的情況。

Maintaining Quality Senior Care Services 維持高質素長者護理服務

Providing quality and caring services is considered as the cornerstone of our business. Most of our care and attention homes have already obtained the ISO9001: 2015 Quality Management System Certificate. With regards to its requirement, we tailor make Individual Care Plan (“ICP”) for every of our residents. Whenever a new resident is admitted to our care and attention homes, our nurses, social workers and physiotherapists would evaluate his/her conditions, including but not limited to the medical history, fall risk, sensitivity, psychological condition etc., allowing us to have a thorough understanding of the resident’s background and needs. We are in line with various international and industry-recognized standards to formulate ICPs in a comprehensive and scientific way, ensuring that every need of our residents has been addressed. We would evaluate and update each ICP every 6 months with regards to resident’s current physical and mental condition and needs.

Throughout his/her stay, a resident will receive well-rounded care and nursing services from our internal and external professionals, including registered nurses, care workers, health workers, social workers, physiotherapists, occupational therapists, speech therapists, nutritionist, Chinese medicine practitioners and doctors. We have implemented comprehensive quality management systems within all care and attention homes for our employees and professionals to follow so as to maintain high quality services.

提供高質素和貼心的服務是我們業務的基石。本集團大部分院舍均已通過ISO9001：2015質量管理體系認證。根據其要求，我們為每一位院友度身訂造個別的個人護理計劃。當有新院友入住時，我們會安排護士、社工及物理治療師評估其狀況，包括但不限於病歷、跌倒風險、靈敏度、心理狀況等，有助我們全面了解其背景及需要。我們會根據不同的國際和行業認可標準，以全面和科學化的方式制訂院友的個人護理計劃，確保滿足他們一切需要。我們每半年會評估並調整個人護理計劃，務求計劃符合院友當下的生理和心理狀況及需要。

當院友入住時，我們會安排駐院以及外聘的專業團隊，包括註冊護士、護理員、保健員、社工、物理治療師、職業治療師、言語治療師、營養師、中醫及醫生等為院友提供全方位護理服務。我們已制定全面的質量管理體系，指導員工和其他專業人員於所有院舍提供高質素的服務。



Guaranteeing Senior Health and Safety 保障長者健康與安全

Ensuring the health and safety of every resident is undoubtedly our core responsibility and our utmost duty in our daily operations. On top of our quality management system, we have formulated a series of policies in terms of health and safety management, including but not limited to nutrition and dietary, food safety and hygiene, medication, emergency handling, environmental safety etc. The below table outlines our major measures to take care of our residents conscientiously:



保障院友的健康與安全無疑是我們於日常營運的重任和主要職責。根據我們的質量管理體系，我們制定多項有關健康和安全管理政策，包括但不限於營養及膳食、食物安全和衛生、藥物管理、應急管理、環境安全等。以下詳述我們照顧院友的重點措施：

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|--|--|
| <p>Close monitoring 貼身照料</p> | <p>According to the requirement of Social Welfare Department, each care and attention home should arrange sufficient manpower including home managers, nurses, physiotherapists, health workers, care workers and assistants that meet the minimum requirements at all times, so as to ensure every resident can be looked after closely.</p> <p>根據社會福利署的要求，每間院舍須在任何時候維持一定的人手比例，當中包括主管、護士、物理治療師、保健員、護理員和助理員，以確保所有院友均獲得貼身照顧。</p> |
| <p>Nutrition and dietary 營養及膳食</p> | <p>Each care and attention home would prepare its own meal plan on a quarterly basis. The meal plan should be reviewed and approved by our nutritionists to ensure it meets residents' dietary requirements. We would also adjust meal arrangement for residents who have special dining needs, including those who suffer from diabetes, kidney diseases and high blood pressure.</p> <p>每間院舍每季會制訂餐單，餐單需經過營養師審批，確保符合長者的營養需要。我們會為有特別用餐需要的院友，包括患有糖尿病、腎病和高血壓等調整膳食。</p> |
| <p>Food safety and hygiene 食物安全及衛生</p> | <p>Food and environmental hygiene policy has been formulated to manage the personal hygiene of kitchen staff, environmental hygiene of kitchen, purchase, storage and handling requirements of ingredients, delivery and disposal of meals, and handling of cutleries to address food safety concern.</p> <p>制訂食物及環境衛生政策，管理廚房員工的個人衛生、環境衛生、食材的採購、儲存及烹調、食物派送及棄置、食具處理等，確保院友食物的安全性。</p> |

| | |
|--|--|
| <p>Medication 藥物管理</p> | <p>A detailed medication handling system is implemented for our nurses and workers while storing, dispensing and disposing of medicine. Multi-way match will be conducted when dispensing medicine to residents to ensure it is dispensed at the right time, dose and to the right person. For medicine required to be stored in refrigerator, we would check its temperature from time to time to ensure it is functioning well. Safety inspection would be conducted regularly to guarantee medicine is handled properly.</p> <p>制訂詳細的藥物管理政策，指導護士及員工儲存、派發及棄置藥物。員工派發藥物時會進行多方核對，確保藥物派發時間、劑量及對象正確無誤。部分藥物需冷藏於雪櫃，我們會定期檢查雪櫃溫度確保運作暢順。我們亦會定期進行藥物安全審核，確保我們妥善處理藥物。</p> |
| <p>Emergency handling 應急處理</p> | <p>Guidelines on Emergency and Serious Incident Handling Procedures have been formulated to standardize the procedures on handling emergency cases such as fire, gas leakage, flooding, poisoning, theft etc. to minimize the negative impact imposed on our residents.</p> <p>制訂緊急及嚴重事故處理程序指引，指導應對緊急事故，如火警、氣體洩漏、水浸、中毒、盜竊等的程序，以減低對院友組成的影響。</p> |
| <p>Environmental safety 環境衛生</p> | <p>We would conduct environmental safety inspection in our care and attention homes on a daily basis to identify and address any safety hazards. Fire drill would also be conducted regularly.</p> <p>每日進行院舍環境安全巡查，識別和跟進所有安全隱患。我們亦會定期進行火警演習。</p> |

Enhancing Safety Measures in Care and Attention Homes for the Sake of Residents with Fall Risks

加強安全措施，照顧高跌倒風險院友



We identify fall risk and roam risk as the major risks certain residents suffering from difficulty in walking and dementia may face. We pay special attention to these residents and apply a series of measures to minimize such risks to guarantee their safety.

部分行動不便或患有認知障礙的院友會有跌倒或遊走的風險。我們特別關注該等院友，並制定一系列政策減低他們的跌倒和遊走風險，保障他們的安全。

Examples of anti-roam measures:

防遊走措施例子：

- Magnetic induction buzzer that notifies our staff once high-risk residents are sensed
磁力感應蜂鳴器，當識別高風險院友時即通知職員
- Install locks on exits
於出入口安裝密碼鎖
- Attach sensor chips on high-risk residents' clothing
於遊走院友褲腳縫入感應晶片
- Install hidden sensors at exits
於出入口設置隱藏感應器
- Install facial recognition anti-wandering system in upscale care and attention homes that can sense and locate high-risk residents' locations and notify responsible staff
於高端院舍安裝面部識別防遊走系統，系統會識別高風險院友並確定其位置，以通知相關同事



Examples of measures to lower fall risk:

減少跌倒風險措施：

- Evaluate fall risk of all residents regularly to understand their physical condition
評估所有院友的跌倒風險，了解他們的身體狀況
- Arrange daily exercise for relevant residents to enhance their muscle strength and balance
安排日常運動讓院友鍛煉肌力和平衡力
- Install infrared bed-exit detectors at beds of residents with higher fall risk which can sense their motion when they leave the bed and notify responsible staff immediately
於高跌倒風險院友的床邊安裝紅外線感應器，當該院友下床時會即時通知相關員工



Minimizing the Risk of Spread of Virus during COVID-19 減低疫情病毒傳播風險



In view of the spread of COVID-19 during the Reporting Period, we understand that our residents, especially those who suffer from chronic illnesses and require frequent follow-up visits to clinics may face a higher risk of getting infected. The Group is highly concerned about the control of the pandemic and have implemented a number of stringent measures with reference to guidelines issued by Social Welfare Department to enhance personal and environmental hygiene in care and attention homes to minimize risk of spread of virus:

新型冠狀病毒病(「新冠肺炎」)於報告期間肆虐，鑑於院友，特別是患有慢性疾病並需要覆診的院友可能會有較高的感染風險，本集團致力防範病毒傳播，並根據社會福利署發出的指引，於院舍實施多項嚴謹措施，加強個人及環境衛生，將院舍的病毒傳播風險減至最低：

- Conduct frequent sanitization
加強院舍消毒
- Maintain social distancing
維持社交距離
- Do not allow families to visit our care and attention homes according to government guidelines
依照政府指引，暫停家屬探訪
- Install plastic boards at reception areas
於接待處加裝膠板
- Arrange designated wheelchairs for outward visits to clinics and sanitize those wheelchairs with bleach upon return
安排外出覆診時使用指定輪椅，並在回院後以漂白水消毒輪椅

- Set up designated areas for residents and accompanying staff to take off protective clothing after coming back from clinics
劃分脫保護裝置區，供外出覆診院友／員工陪診後脫除保護裝置
- Arrange residents to conduct COVID-19 test and measure body temperature
安排院友進行檢測和量度體溫
- Encourage residents to eat in their rooms and avoid gatherings
引導院友盡量留在房內用餐，減少聚集
- Install smartphones for residents to have video calls with their families when they are not allowed to visit
添置智能電話讓院友和無法探訪的家屬視像通話

To ensure our quality as well as health and safety management system has been well implemented and maintained, we would set up targets for our care and attention homes and require our employees to maintain high quality care services. Criteria of such targets include accident rate, satisfaction rate of residents and families, mishandling of medicine etc. We would review the performance of each care and attention home annually to evaluate whether they have met the targets and identify rooms for improvement. During the Reporting Period, all care and attention homes have met the targets.

Besides, the Group has also set up the Quality Assurance Monitoring Committee which comprises of representatives from our management, residents, families and independent parties. They play an important role in monitoring the services of our care and attention homes, and provide valuable opinions for continuous improvement. The Committee would conduct a thorough inspection at each care and attention home to check its equipment and service quality. Due to the spread of pandemic in the Reporting Period, the inspection was suspended. We would restart the inspection once the pandemic is alleviated.

In consideration of our high quality and comprehensive care services, the Group has been accredited under the Residential Aged Care Accreditation Scheme of the Hong Kong Association of Gerontology. The Association would conduct a review on our care and attention homes to ensure they have complied with its requirements. Criteria of the review include but not limited to: overall quality management, nutrition, service attitude, risk management, food and environmental safety, handling of medication, handling of excretion, feeding, data management, infection control, communication and emotions of residents etc. to ensure we have implemented effective management system to provide a safe, hygienic and comfortable environment for our residents. Moreover, representatives from the Social Welfare Department would also pay regularly visits to our care and attention homes to ensure our senior care services have meet applicable industry standards.

為確保我們服務和健康與安全管理體系實施到位，我們會針對各間院舍訂立目標，要求各員工維持高質素的護理服務。目標涵蓋意外比率、院友及家屬滿意度、藥物事故等。我們每年會評估各間院舍的表現，確保院舍達標並評估需要改進的地方。於報告期間，所有院舍均達到目標。

除此之外，本集團亦成立了優質服務監察委員會，委員會由管理層、院友、院友家屬及獨立人士的代表所組成，就院舍的服務進行監察並提供意見以作改善。委員會會前往各間院舍進行巡查，檢查院舍的設施和服務質素。基於新冠肺炎肆虐，巡查於報告期間暫停。我們會在疫情緩和後重啟巡查。

為維持高質素和全面的護理服務，本集團通過香港老年學會的香港安老院舍評審計劃評審。學會會定期探訪院舍並進行評審，確保院舍符合其規定。評審範圍包括但不限於：整體品質管理、營養、服務態度、風險管理、食物及環境安全、藥物處理、排泄處理、餵食、資料管理、感染控制、溝通及院友情緒處理等，確保我們於院舍實施有效的管理體系，保障院舍環境的安全、衛生和舒適度。此外，社會福利署會定期派人探訪院舍，確保我們的安老護理服務符合行業標準。

Listening and Adopting Opinions 聆聽及採納意見

Being a service-centric enterprise, we always listen to and adopt opinions from residents and their families so that we could continue to improve our service and strive for excellence. The aforementioned Quality Assurance Monitoring Committee gathers representatives from residents and their families to communicate with our management team and raise opinions in terms of our daily operations and services. Their valuable opinions are crucial for us to understand residents' needs and expectations by putting ourselves into their shoes. We have also established a number of channels to gather opinions from our residents, families, employees and other parties. They include:

作為以服務為本的企業，我們時刻聆聽並採納院友及其家屬的意見，讓我們得以持續改善服務，精益求精。上述的優質服務監察委員會可讓院友和家屬代表與我們的管理團隊作出溝通並提出對日常營運和服務的意見，有助我們從院友的角度出發，了解他們的需要和期望。我們亦設立了一系列的渠道收集院友、家屬、員工等人的意見，包括：

- Residents' families consultation
院友家屬諮詢會
- Telephone/email/mail
電話／電郵／信件
- Activity evaluation
活動檢討
- Staff meetings
職員會議
- Management evaluation meetings
管理層檢討會議
- Case study meetings
個案會議
- Opinion box
意見箱
- Notice board
壁報板
- Daily communications
日常接觸

Any opinion or complaint collected from the above channels will be taken seriously and timely. In addition, we would also conduct satisfaction survey each year by inviting residents and families to rate on various aspects in terms of our senior care services. Such aspects include employees' attitude,

accommodation, nursing services, activities, meals etc. During the Reporting Period, Residents' satisfaction rate reached 92%, while families' satisfaction rate reached 90%, in which both of them have reached our service targets.



我們會及時並認真地跟進所有意見和投訴。此外，我們每年亦會邀請院友及其家屬進行滿意度調查，就各項安老護理服務的範疇進行評分，包括員工態度、住宿、護理服務、活動、膳食等。於報告期間，院友的滿意度達到92%，而家屬的滿意度亦達到90%，兩者均符合我們的服務目標。

Protecting Privacy 保障私隱

The daily operations of our care and attention homes involve a large amount of privacy data of our residents, such as their names, phone numbers, addresses, identity card numbers, photos, medical record, employment history etc. We understand that we ought to take up our responsibility to ensure the privacy of such data and prevent data leakage to protect our residents. We strictly prohibit our employees from disclosing any of residents' personal data and other confidential information to third parties without prior consent. We have set up Residents' Personal Privacy and Dignity Policy, guaranteeing that we would collect and handle their personal data in a legal and fair way. For hard-copy document recording residents' personal data, we would put them in locked cabinets with key only kept by responsible personnel and home manager. As for soft-copy document, we have set password and access right limit in the computers.

In terms of advertising and promotion, we may use photos and videos starring our residents for promotional purpose. We would ask for their consent and they are required to sign on a consent letter before we could use such materials to safeguard their rights.

Due to our business nature, intellectual property is not considered as a material issue of the Group. Product labelling is also not applicable to the Group.

院舍的日常營運會涉及大量院友的隱私資料，包括其姓名、電話、住址、身份證號碼、相片、病歷、僱傭紀錄等。我們明白本集團須肩負保護隱私資料的責任，防範相關資料遭洩漏以保障我們的院友。我們嚴禁員工在未經同意的情況下向第三方披露院友的個人資料及其他機密資料。我們已設立院友個人私隱及尊嚴政策，確保我們只會以合法和公平的方式收集和處理他們的個人資料。我們會將正本的院友個人資料文件存放於文件櫃並鎖好，鎖匙須由有關員工及院長保管，亦會將電子版的文件儲存於電腦並設置密碼及訪問權限。

針對廣告及宣傳，我們會使用有院友在內的照片及影片作宣傳之用。我們會經院友同意及簽署同意書後方才使用，以保障他們的利益。

基於我們的業務性質，知識產權並非本集團的重大議題，而產品標籤亦不適用於本集團。

Pine Care Smart

松齡智能

We understand that the senior care industry in Hong Kong is a traditional industry highly relying on physical labour. As a leader in the industry, Pine Care strives its best to promote the development of the industry and has devoted abundant resources into revolution and innovation by developing and introducing high-tech systems to improve our service quality as well as management on residents' health and safety such that our service quality can be enhanced. In the foreseeable future, we believe that more advanced technology gerontechnology will be introduced to the industry, and hence we would promote the concept of "Senior Care with Technology", leading the industry to the age of intelligence.

護老行業於香港是一個相對傳統和依靠勞動力的行業，但作為行業的表表者，松齡積極推動行業向前發展，投放了不少資源改革及創新，研發並引入多套高科技系統，優化院舍服務質素，同時加強院友健康和安全管理，讓我們的服務質素得以不斷提升。我們預期未來護老行業將會逐步融入智能化元素，因此我們將大力發展「智能護老」的概念，務求帶領行業邁向智能化年代。

Encompass Intelligent System 智能系統

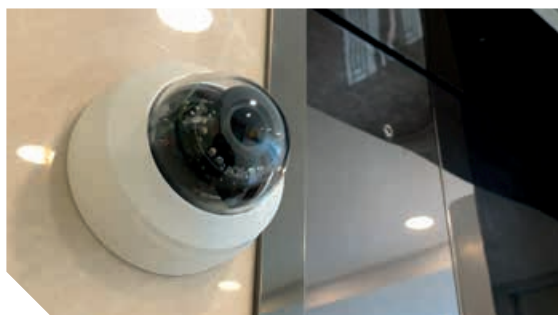
To improve the efficiency of our employees' work and management of residents' data, we have been adopting our self-developed Encompass Intelligent System that records residents' data, nursing details, check-ups, drug records, social worker follow-up cases etc., allowing us to understand their situation thoroughly and formulate a more appropriate and comprehensive care plan and treatment. Apart from that, the system can also largely significantly reduce paper consumption to protect valuable natural resources to reduce waste at source.



為提高職員的工作效率和院友資料管理，我們沿用集團自家研發的Encompass智能系統，記錄院友的資料、護理詳情、覆診、藥物記錄、社工跟進個案等，方便我們更全面地了解院友情況，制定更適合彼等的護理計劃和治療。除此之外，系統亦大大減低實體紙張使用，有助保護珍貴的天然資源，從源頭減廢。

Facial Recognition Anti-Wandering System 面容識別防遊走系統

Some of our residents are assessed with wandering risk. In order to minimize wandering risk, we have introduced an intelligent anti-wandering system in some of our care and attention homes through high-end facial recognition technology, and CCTV system to monitor all the exist exits in the care and attention homes, such that our care workers could easily locate these residents and take immediate actions to assist them. This system is capable of avoiding residents from wandering and causing accidents to ease their families' worries.



對於部分被評估為具有遊走風險的院友，為了將遊走風險減到最低，我們於部份院舍引入了智能防遊走系統，利用高端面容識別科技，配合閉路電視系統，監察院舍各個出入口，讓護理員更容易掌握長者的位置，能夠即時採取適當的行動協助長者。系統可有效避免長者擅自離開而發生意外，讓家屬更安心。

Infrared Bed-exit Detectors 廣角紅外線離床偵測器

Some of our residents have higher fall risk. We pay special attention to the physical conditions of these residents and have installed infrared bed-exit detectors at their beds. The detectors can detect residents' motions, locations and temperature, and raise the alarm for any abnormalities identified. It can notify care workers to go to the residents and provide necessary assistance so as to reduce minimize the risk of fall.



由於部分院友具有較高的跌倒風險，我們特別關注這些院友的身體狀況，於他們的床頭安裝廣角紅外線離床偵測器。偵測器可偵測長者身體的活動、位置和溫度，有異常情況便會觸發警報。當警報響起時，護理人員便能趕及支援及提供即時協助，盡量減低他們擅自行走而跌倒的風險。

Motion Sensors 動態感應器

To ensure the safety of residents who are alone in the bathroom, Pine Care Group has installed motion sensors in the bathroom of some care and attention homes. If a resident has lost his/her consciousness in the bathroom, the sensor can notify our care workers immediately to provide necessary assistance.

為確保長者獨自使用浴室時的安全，松齡特別於部份院舍的浴室內安裝動態感應器。如長者沐浴時突然失去知覺，感應器會即時通知護理員，讓他們更快速前往並提供協助。

Pine Care Green

松齡綠色

Pine Care is dedicated to pursuing a sustainable future, in the hope of bringing a greener and better environment for our next generations. Due to our business nature, we do not have material impact on the environment and natural resources, nor material emissions. Nevertheless, we are highly concerned about the emissions and use of resources in our daily operations, and have formulated a series of environmental policies and measures, guiding the employees of our care and attention homes to implement such measures at all times, striving for minimizing the carbon emissions of the Group. We are committed to complying with applicable environmental laws and regulations, including but not limited to the Waste Disposal Ordinance (Cap. 354), the Waste Disposal (Chemical Waste) (General) Regulation (Cap. 354C) and the Waste Disposal (Clinical Waste) (General) Regulation (Cap. 354O). During the Reporting Period, we were not aware of any material non-compliance with the relevant laws and regulations relating to environmental protection.

松齡致力邁向可持續發展的未來，期望為下一代帶來更綠色、更美好的環境。基於我們的業務性質，我們針對環境及天然資源並沒重大影響，亦沒有重大排放。縱然如此，我們仍十分關注日常營運所產生的排放和資源消耗情況，並制定環保政策及相關措施，指導各院舍旗下員工時刻落實環保措施，盡最大努力減低本集團的碳排放。我們致力恪守與環保相關的適用法律及規例，包括但不限於《廢物處置條例》(香港法例第354章)、《廢物處置(化學廢物)(一般)規例》(香港法例第354C章)及《廢物處置(醫療廢物)(一般)規例》(香港法例第354O章)。於報告期間，我們並不知悉在環境相關法律及規例方面涉及任何重大的違規行為。

Waste Management 廢棄物管理

Each care and attention home would generate non-hazardous and hazardous waste including other general refuse, medical waste and chemical waste in daily operations. We have set up guidelines for handling waste, guiding employees in care and attention homes to properly separate, store and handle waste to avoid improperly handled waste imposing material burden on the environment. We have appointed recognized chemical and medical waste recycler to collect and handle such waste. For drug waste, we also appoint certified waste disposal and recycling companies to handle such waste. If any infectious waste is generated, we would also handle it immediately. We have placed recycling bins in the care and attention homes to separate waste diapers from other refuse. We will place different recycling bins to separate different types of waste for recycling in the near future to reduce waste that poses a burden on the landfill.

We also strive to reduce waste at source to the largest extent. Since our care and attention homes would purchase a large amount of ingredients for meal preparation on a daily basis, responsible staff would adjust the purchase amount in view of residents' eating habits and portions to avoid wastage. Besides, as we understand that we may consume a large amount of paper in our daily operations with regards to the industry nature, we have been adopting our self-developed Encompass Operation System to record residents' details, such as medical record, nursing plan, living habits, emergency case reports etc. Such practice has largely reduced the reliance on paper consumption. Moreover, we would prefer the use of recycled paper, double-sided printing, and encourage our staff to use reusable cutleries to reduce food packaging.

各院舍於日常營運會產生一般廢棄物、醫療廢物和化學廢物等有害及無害廢棄物。我們已制定廢棄物處理指引，指導院舍職員妥善分類、儲存和處理廢棄物，以免廢棄物遭不當處理而對環境造成重大負擔。我們委託具認可的化學及醫療廢物收集商收集及處理化學及醫療廢物。對於廢棄藥物，我們亦會委託合資格的廢物棄置及回收公司處理該等廢棄物。如當中包括感染性廢物，我們會即時將其回收。我們已於院舍放置回收箱將廢棄尿片分開回收。我們將會放置不同的回收箱，以分開收集及回收不同種類的廢棄物，務求減低廢棄物對堆填區造成的負擔。

我們致力從源頭減廢。由於院舍需採購大量食材應付每日所需，相關員工會根據院友的飲食習慣和份量調整食材採購份量，以免造成浪費。此外，基於我們的業務性質，我們會在日常營運中消耗大量紙張。我們採納自家研發的Encompass智能系統記錄院友資料，如病歷、護理計劃、生活習慣、緊急事故報告等。此舉可大大減低我們對紙張的依賴。我們亦提倡使用再造紙張和雙面影印，並鼓勵員工使用可循環再用的餐具減少廢棄食物包裝。

The waste emission data for the Reporting Period and FY2020 are outlined below:
報告期間及2020財年的廢棄物排放數據如下：

| | FY2021 2021財年 | FY2020 2020財年 |
|--|---|-------------------------|
| Non-hazardous waste 無害廢棄物 | | |
| Total amount generated 總產生量 | 7.53 tonnes 公噸 | 7.16 tonnes 公噸 |
| Intensity of non-hazardous waste generated 無害廢棄物產生密度 | 0.01 tonnes/occupied RCHE places 公噸／安老院舍宿位 | N/A 不適用 |
| Total amount disposed 棄置量 | 7.53 tonnes 公噸 | N/A 不適用 |
| Other general refuse 其他一般廢物 | 7.53 tonnes 公噸 | N/A 不適用 |

| | FY2021 2021財年 | FY2020 2020財年 |
|--|--|-------------------------|
| Total amount recycled 回收量 | N/A 不適用 | 0.6 tonnes 公噸 |
| Paper 紙張 | N/A 不適用 | 0.6 tonnes 公噸 |
| Hazardous waste 有害廢棄物 | | |
| Total hazardous waste generated 總產生量 | 1.28 tonnes 公噸 | 0.78 tonnes 公噸 |
| Intensity of hazardous waste 有害廢棄物密度 | 0.001 tonnes/occupied RCHE places 公噸/安老院舍宿位 | N/A 不適用 |

Note 1: Due to optimization of data collection system in the Reporting Period, the relevant data in both years cannot be directly compared. We would adopt a more comprehensive data collection system in future years to ensure the consistency of data disclosed.

Note 2: The above environmental KPI data do not include service apartment of Patina Wellness.

註1：我們於報告期間優化數據收集系統，故兩年的數據並不能作直接比較。我們會在將來採納較全面的數據收集系統以確保數據披露的一致性。

註2：上述環境數據並不包括蔚盈軒的服務式住宅

Energy, Air and Greenhouse Gas Emissions

能源、廢氣及溫室氣體排放

The energy consumption, air and greenhouse gas (“GHG”) emissions of the Group can mainly be attributed to the purchase electricity used for supporting the operations of our care and attention homes, as well as company vehicles. The relevant data in the Reporting Period and FY 2020 can be found below:

本集團的能源消耗、廢氣及溫室氣體排放源自支持院舍營運的外購電力，以及公司用車。報告期間以及2020財年的相關數據如下：

| | FY2021 2021財年 | FY2020 2020財年 |
|--|---|---|
| Air emissions 廢氣排放 | | |
| Nitrogen oxides (NOx) 氮氧化物 | 31.00 kg 公斤 | N/A 不適用 |
| Sulphur oxides (SOx) 氮氧化物 | 0.16 kg 公斤 | N/A 不適用 |
| Particulate Matters (PM) 懸浮顆粒 | 0.00 kg 公斤 | N/A 不適用 |
| GHG emissions 溫室氣體排放 | | |
| Total GHG emissions (Scope 1 and 2) 溫室氣體排放總量(範圍1及範圍2) | 3,529.48 tonnes CO ₂ e 公噸二氧化碳當量 | N/A 不適用 |
| Intensity of GHG emissions 溫室氣體排放密度 | 3.36 tonnes CO ₂ e/occupied RCHE places 公噸二氧化碳當量 / 安老院舍宿位 | N/A 不適用 |
| Scope 1 emissions (Direct emissions) 範圍1(直接排放) | 8.59 tonnes CO ₂ e 公噸二氧化碳當量 | N/A 不適用 |
| Scope 2 emissions (Indirect emissions) 範圍2(間接排放) | 3,529.48 tonnes CO ₂ e 公噸二氧化碳當量 | 4,214 tonnes CO ₂ e 公噸二氧化碳當量 |
| Energy consumption 溫室氣體排放 | | |
| Total energy consumption 能源消耗總量 | 8,768.07 MWh 千個千瓦時 | N/A 不適用 |

| | FY2021 2021財年 | FY2020 2020財年 |
|---|---|------------------|
| Intensity of energy consumption 能源消耗密度 | 8.36 MWh/occupied RCHE places 千個千瓦時／安老院舍宿位 | N/A 不適用 |
| Purchased electricity 外購電力 | 6,615.24 MWh 千個千瓦時 | 5,084 MWh 千個千瓦時 |
| Towngas 煤氣 | 2,152.83 MWh 千個千瓦時 | N/A 不適用 |

Note 1: Due to optimization of data collection system in the Reporting Period, the relevant data in both years cannot be directly compared. We would adopt a more comprehensive data collection system in future years to ensure the consistency of data disclosed.

Note 2: The above environmental KPI data do not include service apartment of Patina Wellness.

註1：我們於報告期間優化數據收集系統，故兩年的數據並不能作直接比較。我們會在將來採納較全面的數據收集系統以確保數據披露的一致性。

註2：上述環境數據並不包括蔚盈軒的服務式住宅。

The Group strives to optimize the use of energy in order to reduce our GHG emissions and thus our carbon footprint. As a result, we have implemented a series of energy optimization measures in our care and attention homes to promote the concept of energy reduction:

本集團致力優化能源消耗以減少我們的溫室氣體排放以及碳排放。故此，我們於院舍實施一系列能源優化措施，提倡節能：

- Require staff to turn of air-conditioning if the room temperature reaches 25 degrees or above
要求員工在溫度達到25度或以上時才開啟冷氣
- Clean the air-conditioners regularly to optimize its performance to optimize energy consumption
定期清潔冷氣機，確保其運作暢順，優化能源消耗
- Prefer the use of LED lights
優先選用LED照明
- Advocate our staff to turn off the lights during afternoon nap time, turn off part of the air-conditioning at night and when residents leave the area
提倡員工在午睡時間關閉照明和在晚間和當院友離開其範圍時關閉部分冷氣
- Place notices in the care and attention homes to remind our staff to turn off electricity appliances and conserve energy
於院舍張貼告示，提升員工關閉用電設備，節約能源
- Prioritize the purchase of energy-saving electrical appliances
優先選購節能電器

We have also installed disinfection and deodorization machines and air disinfection machines, as well as encourage planting potted plants in care and attention homes to improve air quality.

我們亦在院舍放置了多部消毒除臭機和空氣清新機，並鼓勵種植盆栽，以提升空氣質素。

Participation in CLP Electrical Equipment Upgrade Scheme 參與中電節能設備升級計劃

During the Reporting Period, we have participated in Electrical Equipment Upgrade Scheme organized by China Light and Power Co., Ltd. (CLP). The scheme provides subsidies to commercial and industrial customers to upgrade their electrical equipment to more energy-efficient models, in the hope of optimizing the use of energy in a large extent.

於報告期間。我們參與了中電舉辦的節能設備升級計劃。計劃為商業及工業客戶提供資助，讓彼等將電器升級為節能電器，務求從最大程度優化能源使用。



Water Management 用水管理

The Group consumes domestic water supplied by local water supply companies to support care and attention homes' daily operations. We did not encounter any problem in terms of water sourcing. Due to our business nature, water consumption is not considered as a material issue. Nevertheless, we are still alert about our daily water consumption and strive to introduce appropriate measure to save water. For example, we have installed automatic faucets and throttles to minimize wastage of water. The water consumption data during the Reporting Period and FY2020 are detailed as below:

本集團會消耗由本地供水公司提供的生活用水作院舍日常營運之用。我們在求取適用水源想並無遇到任何問題。基於我們的業務性質，用水消耗並非重大議題，惟我們依然關注我們的日常用水，並致力實施合適措施節約用水，如安裝自動水龍頭和節流器以減少食水浪費。報告期間以及2020財年的用水消耗數據如下：

| | FY2021 2021財年 | FY2020 2020財年 |
|--|--|---------------------------|
| Total water consumption 總用水量 | 53,185.76 m ³ 立方米 | 42,746 m ³ 立方米 |
| Intensity of water consumption 用水密度 | 50.70 m ³ /occupied RCHE places 立方米／安老院舍宿位 | N/A 不適用 |

Note 1: Due to optimization of data collection system in the Reporting Period, the relevant data in both years cannot be directly compared. We would adopt a more comprehensive data collection system in future years to ensure the consistency of data disclosed.

Note 2: The above environmental KPI data do not include service apartment of Patina Wellness.

註1：我們於報告期間優化數據收集系統，故兩年的數據並不能作直接比較。我們會在將來採納較全面的數據收集系統以確保數據披露的一致性。

註2：上述環境數據並不包括蔚盈軒的服務式住宅。

Pine Care Caring

松齡關愛

Pine Care has always been a caring company and upheld the principle of “people-oriented” in the first place of our operations. We pay special attention to providing a warm and supportive work atmosphere, together with rewarding remunerations and benefits, adequate health and safety measures and career development opportunities to our employees. Besides, we are also dedicated to contributing to the community as a gratitude of their long-term support to the Group. We have initiated various community programs throughout the years, gathering our resources and manpower to support the needy in society.

During the Reporting Period, the Group was not aware of any material non-compliance with the relevant laws and regulations relating to employment, occupational health and safety as well as labor standards, including but not limited to the Employment Ordinance of Hong Kong and Mandatory Provident Fund Schemes Ordinance (Cap. 485).

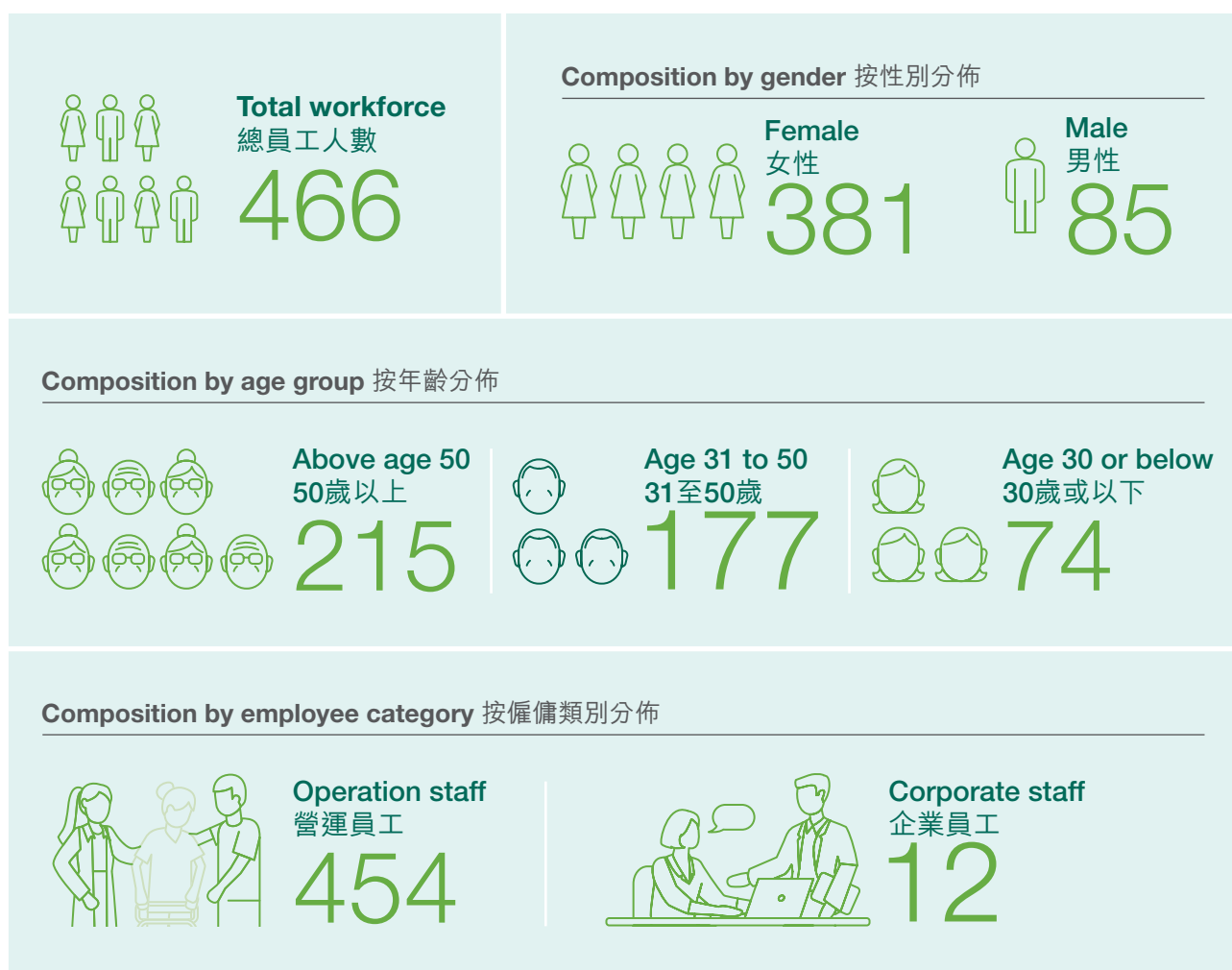
作為關愛企業，松齡一向秉持「以人為本」的理念營運。我們強調建立溫暖關懷的企業文化，為員工提供吸引的薪酬福利、足夠的健康安全措施和職業發展機會。此外，我們亦竭力回饋社區，以答謝他們對本集團長久而來的支持。我們多年來舉辦多個社區活動，透過我們的資源和人力幫助社會上有需要的人。

於報告期間，本集團並不知悉有任何重大違反僱傭、職業健康與安全以及僱傭標準相關法律及規例的情況，包括但不限於香港《僱傭條例》及第485章《強制性公積金計劃條例》。

Employee Overview 員工概覽

As of 31 March 2021, the Group had a total of 466 employees in 11 senior care and attention homes. The compositions of employees by gender, age group, employee category and corresponding turnover rate by gender and age group are as follow:

截止2021年3月31日，本集團於旗下11間院舍共有466名員工。員工按性別、年齡組別、僱傭類別及相關流失率如下：





Overall turnover rate
總流失率 **44.6%**

Turnover rate by gender 按性別員工流失率

Female
女性 **42.8%**

Male
男性 **52.9%**

Turnover rate by age group 按年齡組別員工流失率

Above age 50
50歲以上 **26.1%**

Age 31 to 50
31至50歲 **49.2%**

Age 30 or below
30歲或以下 **87.8%**

Turnover rate by employee category 按僱傭類別分佈

Operation staff
營運員工 **45.8%**

Corporate staff
企業員工 **1%**

Respecting Employees' Rights 尊重員工權益

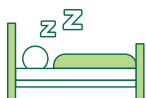
Being an equal opportunity employer, we always uphold the principle of equal opportunity, diversity and anti-discrimination during each human resources-related processes, including but not limited to recruitment, promotion, training and determination of remuneration and benefits. The Group would recruit talents mainly through internal transfer, recruitment advertisements, Labour Department and Employees Retraining Board. We welcome all suitable candidates to join our family regardless their gender, age, family status or disability etc. We would rather consider their knowledge, skills, abilities and other work-related factors. We do not allow any forms of workplace discrimination. If any discrimination or harassment is identified against our employees or even residents, we would investigate into and follow up with the case seriously. Confirmed cases will be followed by disciplinary action including reporting to police and/or termination of employment contract.

We would provide employees with competitive remuneration packages as a gratitude to their hard work. Their salaries are determined by their professional qualifications, experiences, work performance, service years, job positions and market level. Apart from basic salaries, they are also entitled with discretionary bonuses. The management will review employees' remunerations to ensure they are competitive enough. In addition, we also offer our employees with a number of welfare and benefits:

作為平等機會僱主，我們時刻秉持平等機會、多元化及反歧視的原則履行所有人力資源相關工作，包括但不限於招聘、晉升、培訓及制定薪酬及福利。本集團主要透過內部調配、招聘廣告、勞工處及僱員再培訓局招募人才。我們歡迎所有合適的人才加入我們，不論其性別、年齡、家庭狀況或殘疾狀況等。我們只會考慮其知識、技巧、能力以及其他與工作相關的範疇。我們竭力遏止一切職場歧視，如發現有任何針對員工甚至院友的歧視或騷擾，我們會認真調查並跟進，並在核實後進行紀律處分，包括報警及/或終止僱傭合約。

我們為員工提供具競爭力的薪酬作為他們對工作付出的回報。員工薪酬由他們的專業資格、經驗、工作表現、年資、職位及市場水平而制定。除了基本薪酬，我們亦會報以酌情花紅。管理層會檢討員工薪酬制度以確保具競爭力。此外，我們亦為員工提供一系列的福利：

Holidays and Leaves 假期



Rest Day
休假



Statutory and
Public Holidays
法定及公眾假期



Annual Leave
年假



Marriage Leave
婚假

Holidays and Leaves 假期



Maternal/
Paternal Leave
產假/待產假



Work Injury
Leave
工傷假



Jury Leave
陪審員假



Compassionate Leave
恩恤假

Basic Welfare 基本福利



Mandatory
Provident Fund
強積金



Insurance
保險



On-duty Meals
當值膳食

Awards and Other Benefits 嘉獎及其他福利



Staff Rewards
員工獎



Staff Support
Program
員工援助計劃



Scholarships
for Children and
Grandchildren
子孫獎學金

Apart from the above benefits and welfare, we are also highly concerned about employees' sense of belonging and affiliation. As a result, we have adopted different platforms, including meetings, suggestion box, hotline, email, staff performance appraisals and notice boards to communicate with and collect opinions from employees so that we could improve our labour practices and strive for excellence. We also organize various employee activities from time to time to gather our employees together. In view of the spread of COVID-19 during the Reporting Period, we could only suspend such activities as we put employees' health and safety as our first priority.

除了以上的福利，我們亦十分重視員工的歸屬感和聯繫。因此，我們會透過不同平台，包括會議、意見箱、熱線、電郵、員工績效評核與及通訊欄等與員工溝通並收集他們的意見，讓我們得以改善僱傭常規，不斷進步。我們亦會不定期舉辦多種員工活動，讓他們聚首一堂。鑑於新冠肺炎於報告期間肆虐，為確保員工健康及安全，我們暫停舉辦員工活動。

Caring for Employees' Wellbeing 照顧員工安康

Employees' wellbeing is always of paramount importance for us. The Group is in strict compliance with the Occupational Safety and Health Ordinance of Hong Kong and other applicable laws and regulations to provide adequate occupational health and safety measures as well as mental support to ensure employees' physical and mental wellbeing.

The Group has established a sound Occupational Health and Safety Committee together with "Code of Occupational Health and Safety" and a series of well-rounded policies and measures to oversee occupational health and safety management in a systematic way. The Committee would identify, manage and review potential occupational health and safety risks, and strive its best to introduce suitable measures to address these risks in order to minimize potential hazards imposed on our employees, especially front-line workers who may be vulnerable to work injury and other risks in view of their daily routine. During the Reporting Period, we have recorded 16 work-related injury cases being reported. We have made compensations to the front-line employees involved. We would review on and improve our existing "Code" to lower the occurrence of such work injuries in the future. In the meantime, we did not record any work fatalities nor material work injuries, and did not identify material breaches of applicable laws and regulations in relations to occupational health and safety.

我們相當重視員工安康。本集團致力恪守適用法律及規例，包括香港職業安全及健康條例，為員工提供足夠的職業健康及安全措施以及心理支援，以保障他們的身心健康。

本集團已設立有效的職業健康及安全委員會，並制訂《職業安全及健康守則》以有效管理職業健康及安全措施。委員會識別、管理及審閱潛在的職業健康及安全風險，並致力實施合適的措施，務求減低風險對員工，尤其是因工作性質而有較高工傷及其他風險的前線員工所造成的潛在傷害。於報告期間，我們錄得16宗工作相關的工傷事故。我們已向當中的員工作出賠償。我們會檢討並優化現有守則，希望在往後能減少相關工傷事故。此外，我們並沒有錄得任何因工死亡事故及嚴重的工傷事故，亦沒有任何重大違反職業健康及安全相關法律及規例的情況。

Highlights of occupational health and safety measures we have introduced in our care and attention homes can be separated into the following aspects:

我們於院舍實施的職業健康及安全措施可主要分為以下幾個範疇：

| | |
|--|---|
| <p>Environmental Safety 環境安全</p> | <ul style="list-style-type: none"> • Conduct fire drill and firefighting equipment inspection at least once a year 最少每年進行火警演習並檢查防火設備 |
| <p>Employees' Personal Safety 員工個人安全</p> | <ul style="list-style-type: none"> • Require workers to wear suitable clothing and shoes in different work areas 要求不同崗位的員工穿上合適服裝及鞋 • Require workers in kitchen to strictly follow relevant safety guide to handle equipment carefully 要求廚房工作的員工嚴格遵守相關安全指引，謹慎使用相關設備 • Implement bathroom safety guide to remind workers to keep bathroom dry and clean 制訂浴室安全指引，提醒員工保持浴室乾爽及潔淨 • Workers required for physical labour are vulnerable to work injury while taking care of residents, therefore we arrange daily exercise for them 需要體力勞動的員工在照顧院友時或要面對較高工傷風險，我們會為他們安排每日運動 • Provide lift-easy transfer belt and patient lifting device to assist workers in lifting residents with disability in walking to reduce their physical effort and risk of getting sprain 為需要扶助行動不便院友的員工提供扶抱帶和助移機以減少體力勞動，從而減低扭傷風險 |
| <p>Hygiene 衛生</p> | <ul style="list-style-type: none"> • Workers may contact residents' blood, excrement and other secretion which main contain virus and bacteria, such that they are guided to handle and dispose such substances carefully while putting on appropriate personal protective equipment 員工有時會接觸到院友的血液、排泄物及其他分泌物，當中可能含有細菌及病毒，我們要求員工謹慎處理及棄置該等分泌物，並佩戴合適個人防護裝備 |
| <p>Personal Health 個人健康</p> | <ul style="list-style-type: none"> • Appoint social workers to provide mental support to employees 安排社工為員工提供心理支援 |



Apply Stringent Pandemic Prevention Measures 實施嚴謹防疫措施

Under the pandemic, in view of our business nature, we understand that our residents and employees face a relatively higher risk of infection, and thus we have been doing our very best to establish and implement stringent and thorough pandemic prevention measures in line with the guide provided by Social Welfare Department and Department of Health so as to minimize the risk of virus spread within our care and attention homes. Such measures include:

在疫情期間，基於我們的業務性質，我們的院友及員工會面對較高的感染風險，因此我們致力根據社會福利署及衛生署的指引制訂並實施嚴謹及全面的防疫措施，務求將院舍病毒傳播風險減至最低。措施包括：

- Require employees to conduct COVID-19 test regularly
要求員工定期接受新冠肺炎病毒檢測
- Require employees to conduct body temperature check and wear masks all the time
要求員工檢查體溫並須在任何時候佩戴口罩
- Require employees to wear protective goggles while helping residents shower and adjust the shower to lower water splash
要求員工為院友洗澡時佩戴護目鏡並將花灑水量較細
- Require employees to wear personal protective equipment when accompanying residents to clinic, including masks, protective goggles, protective clothing and hats, and require them to take them off at designated area when they are back
要求員工陪同院友外出覆診時穿戴個人防護裝備，包括口罩、護目鏡、保護衣及帽，並要求他們回院時於指定區域脫除裝備



Promoting Career Development 推動職業發展

We understand that providing adequate career development and training opportunities to employees is vital to their personal development as well as the Group's development. All employees are granted with promotion opportunities in determination of their work performance, skills, potentials, abilities, work attitude, years of service, efficiency, communication skills and conduct etc. We would conduct performance appraisal on a yearly basis in which self-appraisal, peer appraisal and bottom-up appraisal will be performed to evaluate each employee in a holistic approach.

In addition to promotion, we also place great emphasis on training. Internal and external training courses are arranged from time to time to get employees well-equipped. We would also provide subsidies for advanced studies. For new-joiners especially front-line employees such as nurses, health workers, care workers, kitchen workers and cleaning workers, we provide comprehensive orientation trainings to make sure they have equipped with necessary work-related knowledge and skills before taking care of the residents. Such trainings include infection control, occupational health and safety, emergency cases handling, feeding, handling of medication, handling of wound, food safety and hygiene etc. Employees are required to take regular examinations on the above training topics to ensure they are familiar with relevant knowledge and skills.

Each year we would prepare a training calendar for better arrangement of training courses. During the Reporting Period, training topics we have offered include but not limited to:

我們明白提供足夠的職業發展及培訓機會有助員工個人和本集團發展。員工會因應其工作表現、技能、潛質、能力、工作態度、年資、效率、溝通技巧及操行等獲得晉升機會。我們每年會進行績效考核，包括個人評核、同級評核及下屬評核，以全面評核員工表現。

除了晉升，我們亦十分重視培訓。我們會安排內部及外部培訓讓員工時刻裝備自己。我們亦會提供資助讓員工進修。我們為新入職員工，尤其前線員工如護士、保健員、護理員、廚房員工及清潔工，提供全面的入職培訓，確保他們進行護理工作前具備所需工作知識及技能。此等培訓包括感染控制、職業健康及安全、應急事故處理、餵食、藥物處理、傷口處理、食物安全及衛生等。員工需要就以上內容進行考核，確保他們熟悉相關知識及技能。

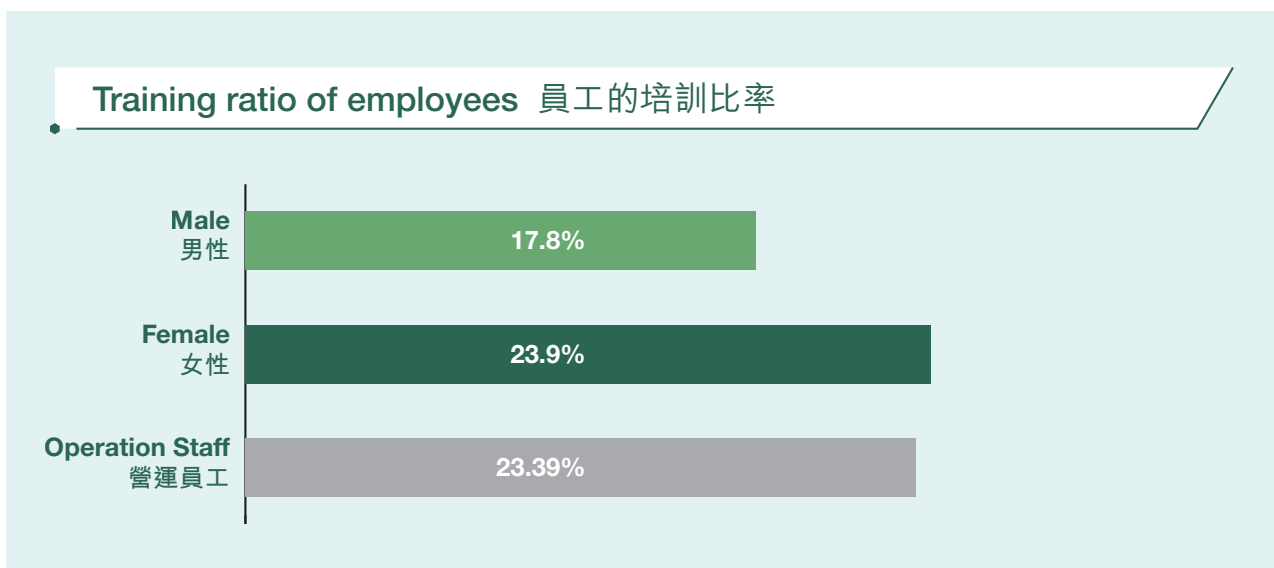
我們每年會制訂培訓日程以便安排培訓課程。於報告期間，培訓內容包括但不限於：

- Handling of medication
藥物處理
- Use of restraint items
使用約束物品
- Handling of falling
跌倒處理
- Deathbed handling
臨終處理

- Senior mental and social wellbeing
長者心理及社交健康
- Nutrition and meal handling
營養及膳食處理
- Taking care of senior with communication disorders
溝通障礙院友照顧
- Rehabilitation exercises
復康運動

During the Reporting Period, the Group has arranged over 430 hours of training courses. The training ratio by gender and employee category type are as follow:

於報告期間，本集團安排超過430小時的培訓課程。員工按性別及僱傭類別劃分的培訓比率如下：



Complying with Labour Standards 遵守僱傭標準

The Group puts a “zero” tolerance on the recruitment of child and forced labour. Our employment practices are in compliance with the relevant labour laws and regulations. During recruitment process, we would verify employees’ identity documents to ensure they have met legal working age. Moreover, we have clearly outlined necessary employment terms on the employment contract and other human resources policies, including working hours, work location, remuneration, duties, shift arrangement, leave, dismissal procedures etc. Front-line employees working in the care and attention homes would work on shift. Some of our employees are imported workers. We recruit such employees through the Supplementary Labour Scheme (“SLS”) of the Labour Department as supplementary to our workforce. We sure that they have met recruitment requirements of Hong Kong and have valid work permit to avoid occurrence of forced labour.

本集團對招聘童工及強制勞動採取「零」容忍原則。我們的僱傭慣例遵從相關的勞工規例。在招聘過程中，我們會核實員工的身份證明文件，確保他們已達到法定工作年齡。此外，我們亦於僱傭合約及其他人力資源制度列明相關僱傭條款，包括工作時數、工作地點、薪酬、工作範圍、輪班安排、假期、解僱流程等。院舍的前線員工需要輪班工作。部分員工為輸入勞工。我們通過勞工處的補充勞工計劃僱傭輸入勞工。我們確保彼等符合香港的僱傭要求並持有有效工作簽證，避免出現強制勞動。

Spreading Warmth to Community 向社區傳遞溫暖

The Group is devoted to giving back to community which is considered as one of our key stakeholders that has shown unceasing support to us throughout the years. We have initiated various community activities, gathering the Group’s resources and manpower for years, including one of our signature programs, “Your Story • My Enlightenment” Community Story Series Project to showcase our dedication in spreading warmth and love to groups in need.

During COVID-19, we were engaged were appointed by Social Welfare Department as provider of care support services, including basic nursing and healthcare services such as health checking, communicating with medical practitioners, assisting residents in using drugs safely, designing menus, assisting residents in the use of tube-feeding, assisting them in doing simple exercises etc. and necessities to residents especially senior in Decanting Centre in Cheung Muk Tau Holiday Centre for the Senior in view of our high quality senior care services renowned in the industry.

Due to spread of pandemic, the Group has brought most of our charity programs to a halt with an aim to guarantee the health and safety of our residents and employees. We would strive our best to re-embark on such programs in order to make contributions to the community once the pandemic has been alleviated.

社區作為我們的主要持份者之一，多年來均大力支持本集團，因此我們一直致力回饋社區，透過本集團的資源和人力舉辦多項社區活動，包括我們的重點計劃－「你的故事•我的啟示」社區故事系列計劃，讓我們得以向有需要的群體傳遞溫暖和愛心。

因應疫情關係，我們憑藉於行業受高度認可的高質素長者護理服務，獲得社會福利署委託，於樟木頭老人度假中心的調遷中心，為住客，特別是長者，提供護理支援服務，包括基本護理及保健服務，如健康檢查、與醫護人員溝通、協助住客正確服用藥物、設計餐單、協助住客進行管飼、協助他們進行簡單運動等。

因應疫情發展，本集團暫停了大部分公益計劃以保障院友及員工健康及安全。我們會在疫情緩和之際重啟這些計劃，繼續為社區作出貢獻。

HKEX Environmental, Social and Governance Reporting Guide Index

聯交所環境、社會及管治報告指引

| Subject areas, aspects, general disclosure and key performance indicators (“KPIs”) 主要範疇、層面、一般披露及關鍵績效指標 | Section/ Declaration 章節／聲明 | Page Number 頁碼 |
|--|----------------------------------|----------------------|
| A. Environmental 環境 | | |
| Aspect A1: Emissions 層面A1：排放物 | | |
| <p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p>一般披露</p> <p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> | Pine Care Green 松齡綠色 | P. 91–97 |
| <p>KPI 關鍵績效 指標 A1.1</p> <p>The types of emissions and respective emission data. 排放物種類及相關排放數據。</p> | | P. 92–95 |
| <p>KPI 關鍵績效 指標 A1.2</p> <p>Greenhouse gas emissions in total and intensity. 溫室氣體總排放量及密度。</p> | | P. 91–97 |
| <p>KPI 關鍵績效 指標 A1.3</p> <p>Total hazardous waste produced and intensity. 所產生有害廢棄物總量及密度。</p> | | |
| <p>KPI 關鍵績效 指標 A1.4</p> <p>Total non-hazardous waste produced and intensity. 所產生無害廢棄物總量及密度。</p> | | |
| <p>KPI 關鍵績效 指標 A1.5</p> <p>Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。</p> | | |
| <p>KPI 關鍵績效 指標 A1.6</p> <p>Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。</p> | | |

| Subject areas, aspects, general disclosure and key performance indicators (“KPIs”) 主要範疇、層面、一般披露及關鍵績效指標 | Section/ Declaration 章節／聲明 | Page Number 頁碼 | |
|---|---|---|--|
| Aspect A2: Use of Resources 層面A2：資源使用 | | | |
| General Disclosure Policies on the efficient use of resources, including energy, water and other raw materials. 一般披露 有效使用資源（包括能源、水及其他原材料）的政策。 | Pine Care Green 松齡綠色 | P. 91–97 | |
| KPI 關鍵績效 指標 A2.1 | | Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及/或間接能源總耗量及密度。 | P. 97 |
| KPI 關鍵績效 指標 A2.2 | | Water consumption in total and intensity. 總耗水量及密度。 | P. 97 |
| KPI 關鍵績效 指標 A2.3 | | Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。 | P. 91–97 |
| KPI 關鍵績效 指標 A2.4 | | Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。 | P. 91–97 |
| KPI 關鍵績效 指標 A2.5 | Total packaging material used for finished products and with reference to per unit produced. 製成品所用包裝材料的總量及每生產單位估量。 | Not applicable to the Group’s business 不適用於本集團業務 | N/A 不適用 |
| Aspect A3: Environmental and Natural Resources 層面A3：環境及天然資源 | | | |
| General Disclosure Policies on minimizing the issuer’s significant impact on the environment and natural resources. 一般披露 減低發行人對環境及天然資源造成重大影響的政策。 | Pine Care Green 松齡綠色 | P. 91–97 | |
| KPI 關鍵績效 指標 A3.1 | | | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。 |

| Subject areas, aspects, general disclosure and key performance indicators (“KPIs”) 主要範疇、層面、一般披露及關鍵績效指標 | Section/ Declaration 章節／聲明 | Page Number 頁碼 | |
|---|--|------------------------------------|---|
| B. Social 社會 | | | |
| Employment and Labour Standards 僱傭及勞工常規 | | | |
| Aspect B1: Employment 層面B1：僱傭 | | | |
| General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 一般披露 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | Pine Care Caring 松齡關愛 | P. 98–109 | |
| KPI 關鍵績效 指標 B1.1 | Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。 | Employee Overview 員工概覽 | P. 99 |
| KPI 關鍵績效 指標 B1.2 | Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。 | Not disclosed this year 本年度並不披露 | N/A 不適用 |
| Aspect B2: Health and Safety 層面B2：健康與安全 | | | |
| General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 一般披露 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | Caring for Employees’ Wellbeing 照顧員工安康 | P. 103–105 | |
| KPI 關鍵 績效 指標 B2.1 | | | Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。 |
| KPI 關鍵績效 指標 B2.2 | | | Lost days due to work injury. 因工傷損失工作日數。 |
| KPI 關鍵績效 指標 B2.3 | | | Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。 |

| Subject areas, aspects, general disclosure and key performance indicators ("KPIs") 主要範疇、層面、一般披露及關鍵績效指標 | | Section/ Declaration 章節／聲明 | Page Number 頁碼 |
|--|--|---|----------------------|
| Aspect B3: Development and Training 層面B3：發展及培訓 | | | |
| General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 一般披露 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。 | | Promoting Career Development 推動職業發展 | P. 106–107 |
| KPI 關鍵績效 指標 B3.1 | The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。 | | |
| KPI 關鍵績效 指標 B3.2 | The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。 | Not disclosed this year 本年度並不披露 | N/A 不適用 |
| Aspect B4: Labour Standards 層面B4：勞工準則 | | | |
| General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 一般披露 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | | Complying with Labour Standards 遵守僱傭標準 | P. 108 |
| KPI 關鍵績效 指標 B4.1 | Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。 | | |
| KPI 關鍵績效 指標 B4.2 | Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。 | Not disclosed this year 本年度並不披露 | N/A 不適用 |

| Subject areas, aspects, general disclosure and key performance indicators (“KPIs”) 主要範疇、層面、一般披露及關鍵績效指標 | Section/ Declaration 章節／聲明 | Page Number 頁碼 | |
|---|--|---|------------|
| Operating Practices 營運慣例 | | | |
| Aspect B5: Supply Chain Management 層面B5：供應鏈管理 | | | |
| General Disclosure Policies on managing environmental and social risks of the supply chain. 一般披露 管理供應鏈的環境及社會風險政策。 | Partnership 夥伴協作 | P. 78 | |
| KPI 關鍵績效 指標 B5.1 | Number of suppliers by geographical region. 按地區劃分的供應商數目。 | Not disclosed this year 本年度並不披露 | N/A 不適用 |
| KPI 關鍵績效 指標 B5.2 | Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。 | Not disclosed this year 本年度並不披露 | N/A 不適用 |
| Aspect B6: Product Responsibility 層面B6：產品責任 | | | |
| General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 一般披露 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | Pine Silverage 松齡尚耆 | P. 79–88 | |
| KPI 關鍵績效 指標 B6.1 | Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。 | Not applicable to the Group's business 不適用於本集團業務 | N/A 不適用 |
| KPI 關鍵績效 指標 B6.2 | Number of products and service-related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。 | Not disclosed this year 本年度並不披露 | N/A 不適用 |

| Subject areas, aspects, general disclosure and key performance indicators (“KPIs”) 主要範疇、層面、一般披露及關鍵績效指標 | | Section/ Declaration 章節／聲明 | Page Number 頁碼 |
|---|--|---|----------------------|
| KPI 關鍵績效 指標 B6.3 | Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。 | Not applicable to the Group’s business 不適用於本集團業務 | N/A |
| KPI 關鍵績效 指標 B6.4 | Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。 | Not applicable to the Group’s business 不適用於本集團業務 | N/A |
| KPI 關鍵績效 指標 B6.5 | Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。 | Protecting Privacy 私隱保護 | P. 88 |

Aspect B7: Anti-Corruption 層面B7：反貪污

| | | | |
|---|---|------------------------------|----------|
| General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 一般披露 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | | Ethics and Integrity 道德誠信 | P. 77–78 |
| KPI 關鍵績效 指標 B7.1 | Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。 | | |
| KPI 關鍵績效 指標 B7.2 | Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。 | | |

| Subject areas, aspects, general disclosure and key performance indicators (“KPIs”) 主要範疇、層面、一般披露及關鍵績效指標 | | Section/ Declaration 章節／聲明 | Page Number 頁碼 |
|---|---|---------------------------------------|----------------------|
| Community 社區 | | | |
| Aspect B8: Community Investment 層面B8：社區投資 | | | |
| General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities’ interests. 一般披露 有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。 | | Pine Care Caring 松齡關愛 | P. 108–109 |
| KPI 關鍵績效 指標 B8.1 | Focus areas of contribution. 專注貢獻範疇。 | Not disclosed this year 本年度並不披露 | N/A 不適用 |
| KPI 關鍵績效 指標 B8.2 | Resources contributed to the focus area. 在專注範疇所動用資源(如金錢或時間)。 | Not disclosed this year 本年度並不披露 | N/A 不適用 |

REPORT OF THE DIRECTORS

董事會報告

The directors of Pine Care Group Limited present their report together with the audited consolidated financial statements for the year ended 31 March 2021 (the “Consolidated Financial Statements”).

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding, whilst its major operating subsidiaries are engaged in the provision of senior care services.

The business review required under Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing by the Group, an analysis of the Group’s performance during the year under review using financial key performance indicators and an indication of likely future developments in the Group’s business, is set out in the sections headed “Chairman’s Statement” (pages 10 to 12) and “Management Discussion and Analysis” (pages 13 to 25) of this annual report, and a description of the environmental policies and performance is set out in the “Environmental, Social and Governance Report” on pages 54 to 116 of this annual report. These discussions form part of this “Report of the Directors”.

An analysis of the revenue and operating segment information during the financial year is set out in note 6 and note 7 to the Consolidated Financial Statements respectively.

PRINCIPAL SUBSIDIARIES

A list of principal subsidiaries, together with their places of incorporation and particulars of their issued ordinary share capital and principal activities, is set out in note 40 to the Consolidated Financial Statements.

FINANCIAL RESULTS

The profit of the Group for FY2021, and the consolidated statement of financial position of the Group as at 31 March 2021 are set out in the Consolidated Financial Statements on pages 146 to 149 of this annual report.

DIVIDEND POLICY

The Company attaches great importance to returns to investors and maintain the continuity and stability of its profit distribution policy. According to the dividend policy adopted by the Company, the Board would consider the profitability and capital requirements of the Company, as well as other factors the Board may consider relevant, before declaring or recommending dividends.

松齡護老集團有限公司董事提呈其報告連同截至2021年3月31日止年度之經審核綜合財務報表(「綜合財務報表」)。

主要活動及業務回顧

本公司的主要活動為投資控股，而其主要營運附屬公司則從事提供長者護理服務。

根據香港公司條例附表5要求的業務回顧，包括對本集團面對的主要風險及不明朗因素的描述、運用財務關鍵表現指標分析本集團於回顧年內的表現及本集團業務可能的未來發展的揭示，載於本年報的「主席報告」(第10至12頁)及「管理層討論與分析」(第13至25頁)，環保政策及表現的描述載於本年報第54至116頁的「環境、社會及管治報告」。該等討論均為本「董事會報告」之一部分。

於財政年度的收益及經營分部資料的分析分別載於綜合財務報表附註6及附註7。

主要附屬公司

主要附屬公司的列表，連同其註冊成立地點及已發行普通股本及主要業務的詳情，載於綜合財務報表附註40。

財務業績

本集團於2021財政年度的溢利及本集團於2021年3月31日的綜合財務狀況表，載於本年報第146至149頁的綜合財務報表。

股息政策

本公司非常重視投資者回報，並保持利潤分配政策的連續性及穩定性。根據本公司採納的股息政策，董事會於宣派或擬派股息前將考慮本公司的溢利狀況及資金需求，以及董事會可能認為相關的其他因素。

REPORT OF THE DIRECTORS

董事會報告

DIVIDEND

As the business of the Group is expected to undergo rapid expansion and development, adequate working capital is required to be reserved for its projects development. As a result, the Directors do not recommend the payment of final dividend for the FY2021 (FY2020 final dividend: HK0.68 cent per ordinary share of the Company).

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2021 annual general meeting of the Company ("2021 AGM"), the register of members of the Company will be closed from Tuesday, 24 August 2021 to Friday, 27 August 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2021 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 23 August 2021.

FINANCIAL SUMMARY

A summary of the consolidated results and the consolidated financial position of the Group for the last five financial years ended 31 March 2021 is set out on page 232 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year under review, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

RELATIONSHIP WITH KEY STAKEHOLDERS

We treasure our relationship with the key stakeholders which comprise customers, employees, bankers and suppliers, and we are able to maintain our sound relationship and obtain continuous support from the key stakeholders so as to ensure the Group's sustainable development.

股息

由於本集團的業務預期將快速擴張及發展，故需要充足的營運資金作為其項目發展的儲備。因此，董事並不建議派付2021財政年度末期股息(2020財政年度末期股息：每股本公司普通股0.68港仙)。

暫停辦理股份過戶登記手續

為釐定出席本公司2021年股東週年大會(「2021年股東週年大會」)並於會上投票的資格，本公司將於2021年8月24日(星期二)至2021年8月27日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續，期間不會進行任何股份過戶登記。為符合資格出席2021年股東週年大會並於會上投票，本公司之未登記股份持有人應確保於2021年8月23日(星期一)下午四時三十分或之前將所有股份轉讓文件連同相關股票送交至本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓，以辦理登記手續。

財務概要

本集團截至2021年3月31日止最近五個財政年度的綜合業績及綜合財務狀況之概要載於本年報第232頁。

遵守相關法例及規例

於回顧年內，本集團概無重大違反或不遵守適用之法例及規例的情況。

與主要持份者之關係

本公司珍惜與客戶、僱員、銀行家及供應商等主要持份者之關係，而我們能與之保持良好關係，並獲得主要持份者的持續支持，從而確保本集團可持續發展。

REPORT OF THE DIRECTORS

董事會報告

MAJOR SUPPLIERS AND CUSTOMERS

For FY2021, the aggregate sales attributable to the Group's five largest customers were approximately 45.8%, while the sales attributable to the Group's largest customer during the year under review were approximately 44.7%.

The aggregate purchases attributable to the Group's five largest suppliers during the year under review were approximately 45.0%, while the purchases attributable to the Group's largest supplier during the year under review were approximately 12.8%.

Save for Mr. Yim Ting Kwok, the former Chairman of the Board and executive director and existing substantial shareholder of the Company, who was beneficially interested in 6.8% of the issued shares in the Group's third largest supplier, none of the directors, their close associates or any shareholder (which to the knowledge of the directors own more than 5% of the Company's issued shares) had an interest in the Group's major suppliers or customers for FY2021.

RESERVES AND DISTRIBUTABLE RESERVES

Movements in the reserves of the Company during the year under review are set out in note 38 to the Consolidated Financial Statements. Movements in the reserves of the Group are reflected in the Consolidated Statement of Changes in Equity.

The Company's reserves available for distribution to shareholders as at 31 March 2021 amounted to approximately HK\$149.7 million (2020: HK\$155.9 million).

PRE-EMPTIVE RIGHTS

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

DONATIONS

Donations made by the Group during the year under review amounted to HK\$3,000.

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 March 2021 are set out in note 25 to the Consolidated Financial Statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year under review are set out in note 14 to the Consolidated Financial Statements.

主要供應商及客戶

於2021財政年度，本集團五大客戶佔銷售總額約45.8%，而本集團最大客戶於回顧年內佔銷售約44.7%。

本集團五大供應商於回顧年內佔採購總額約45.0%，而本集團最大供應商於回顧年內佔採購約12.8%。

於2021財政年度，除本公司前董事會主席及執行董事及現時主要股東嚴定國先生於本集團之第三大供應商的已發行股份中擁有6.8%的實益權益外，概無董事、其緊密聯繫人或任何股東（據董事所知擁有多於5%的本公司已發行股份）於本集團的主要供應商或客戶中擁有權益。

儲備及可分派儲備

本公司於回顧年內的儲備變動載於綜合財務報表附註38。本集團的儲備變動反映於綜合權益變動表。

本公司於2021年3月31日可供分派股東的儲備約149.7百萬港元（2020年：155.9百萬港元）。

優先購買權

細則或開曼群島（本公司註冊成立地點）法律中並無優先購買權的條文規定本公司須按比例向其現有股東提呈發售新股份。

捐款

本集團於回顧年內作出之捐款為3,000港元。

銀行借款

本集團於2021年3月31日的銀行借款詳情載於綜合財務報表附註25。

物業、廠房及設備

本集團於回顧年內的物業、廠房及設備之變動詳情載於綜合財務報表附註14。

REPORT OF THE DIRECTORS

董事會報告

SHARE CAPITAL

Details of movements in the Company's share capital during the year under review are set out in note 26 to the Consolidated Financial Statements.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed below, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year under review or subsisted at the end of the year.

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 23 January 2017. The purpose of the Share Option Scheme is to enable the Group to grant options to the eligible participants to recruit and retain high-caliber employees and attract human resources that are valuable to the Group.

Eligible participants of the Share Option Scheme include, but are not limited to, (i) any employee or director of any member of the Group or of any company in which the Company holds, directly or indirectly, an equity interest (the "Invested Entity") (including any full-time or part-time employee, executive director, non-executive director and independent non-executive director); (ii) any supplier of goods or services to any member of the Group or any Invested Entity; (iii) any customer of the Group or any Invested Entity; and (iv) any person or entity that provides research, development or other technological support to the Group or any Invested Entity.

The Board may, at its absolute discretion, grant an option to eligible participant(s) to subscribe for the shares of the Company at an exercise price and subject to the other terms of the Share Option Scheme. The offer of a grant of share options may be accepted within 21 days from the date of offer upon payment of a nominal consideration of HK\$1 in total by the grantee to the Company. Unless otherwise determined by the directors and stated in the offer to a grantee, a grantee is not required to hold an option for any minimum period nor achieve any performance targets before the exercise of an option granted to him/her.

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 of the Company to the grantee thereof, and in the absence of such determination, from the date of acceptance of the offer of such option to the earlier of (i) the date on which such option lapses under the relevant provisions of the Share Option Scheme; and (ii) the date falling 10 years from the offer date of that option.

股本

本集團於回顧年內的股本變動詳情載於綜合財務報表附註26。

股權掛鈎協議

除以下所披露之購股權計劃外，於回顧年內或於年度結束時，本公司並無訂立股權掛鈎協議而將會或可能會導致本公司發行股份，或要求本公司訂立任何協議而將會或可能會導致本公司發行股份。

購股權計劃

本公司於2017年1月23日採納購股權計劃。購股權計劃目的為讓本集團向合資格參與者授出購股權以招聘及留聘高質素僱員，以及吸引本集團的重要人力資源。

購股權計劃的合資格參與者包括(但不限於)(i)本集團任何成員公司或任何本公司直接或間接持有股權之任何公司(「投資實體」)的任何僱員或董事(包括任何全職或兼職僱員、執行董事、非執行董事及獨立非執行董事)；(ii)本集團任何成員公司或投資實體的任何貨物或服務供應商；(iii)本集團或任何投資實體的任何客戶；及(iv)為本集團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。

董事會可全權酌情向合資格參與者授出購股權，使其按行使價及購股權計劃其他條款認購本公司股份。承授人可於支付總名義代價1港元後並在要約日期起21日內接受授出購股權的要約。除非董事另行釐定及於向承授人的要約中指出，承授人毋須於任何最短期限持有購股權，亦毋須於授予彼的購股權行使前達至任何表現目標。

購股權可於本公司董事予以釐定及向有關承授人通知的期間內隨時根據購股權計劃的條款行使。倘若董事並無作出有關釐定，則由接納有關購股權的要約日期起至以下的較早者：(i)根據購股權計劃相關條文，該購股權失效的日期；及(ii)由該購股權的要約日期起計滿10年當日。

REPORT OF THE DIRECTORS

董事會報告

The maximum number of shares issuable under share options granted to each eligible participant in accordance with the Share Option Scheme within any 12-month period is limited to 1% of the issued share capital of the Company in issue at any time. Any further grant is subject to the shareholders' approval in general meeting with the participant and the close associates of such participant (or his/her/its associates if the participant is a connected person) abstaining from voting.

Each grant of options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the grantee of the options). Where any grant of options to a substantial shareholder or an independent non-executive director, or any of their respective associates, would result in the Company's shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in excess of 0.1% of the issued shares of the Company in aggregate and with an aggregate value (based on the closing price of the Company's shares at the date of offer) in excess of HK\$5 million, within any 12-month period, is subject to shareholders' approval in advance in general meeting.

The exercise price of share options is determined by the Board, but shall be at least the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the shares of the Company on the date of offer of the option; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer of the option; and (iii) the nominal value of a Company's share.

The Share Option Scheme will remain in force for 10 years commencing on the date on which the Share Option Scheme is adopted. The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Share Option Scheme is 86,400,000 shares, representing 10% of the Company's shares in issue on the date of listing of the Company's shares on the Stock Exchange and approximately 9.57% of the Company's shares in issue as at the date of this report. No option has been granted by the Company under the Share Option Scheme since its adoption.

Further details of the Share Option Scheme are set out in note 27 to the Consolidated Financial Statements.

於任何 12 個月期間因根據購股權計劃而向每名合資格參與者授出的購股權，其可發行的股份最高數量均受限於本公司不時之已發行股本的 1%。任何進一步的授出須經股東於股東大會上批准，而該參與者及其緊密聯繫人（或倘該參與者為關連人士，則其聯繫人）須放棄投票。

凡向本公司的董事、主要行政人員或主要股東，或任何彼等各自的聯繫人授出購股權，必須由本公司獨立非執行董事批准（任何獨立非執行董事為購股權承授人除外）。倘向主要股東或獨立非執行董事，或任何彼等各自的聯繫人授出的任何購股權，會導致於任何 12 個月期間，向該人士已授出及將授出的所有購股權（包括已行使、已註銷及尚未行使購股權）獲行使時，發行及將發行的股份合共超過本公司已發行股份 0.1% 及（根據本公司股份於要約日期的收市價計算）總值超過 5 百萬港元，則須經股東在股東大會上事先批准。

購股權的行使價由董事會決定，惟其不得少於以下最高者 (i) 於購股權要約日期，就買賣每手買賣單位一手或以上的本公司股份而言，聯交所的每日報價表載列的本公司股份收市價；(ii) 緊接購股權要約日期前五個營業日，聯交所每日報價表所列的本公司股份平均收市價；及 (iii) 本公司股份面值。

購股權計劃將自購股權計劃採納日期起維持有效 10 年。於根據購股權計劃授出及將授出的所有購股權獲行使後，發行的股份最高數目為 86,400,000 股股份，相當於本公司股份於聯交所上市日期本公司已發行股份 10% 及本公司於本報告日期已發行的股份約 9.57%。自採納購股權計劃以來，本公司概無據此授出購股權。

購股權計劃的進一步詳情載於綜合財務報表附註 27。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

The directors who held office during the year under review and up to the date of this report were:

Executive directors

Mr. Tang Yiu Sing (*Chairman*)
Mr. Chan Yip Keung (*Chief executive officer*)
Mr. Yeung Ka Wing
Mr. Cheng Wai Ching
Mr. Yim Billy Pui Kei (*resigned on 19 October 2020*)

Non-executive directors

Dr. Tang Yiu Pong
Mr. Wong Kin Chun Gilbert (*resigned on 19 October 2020*)

Independent non-executive directors

Mr. Yuen Tak Tim Anthony
Mr. Lam Cheung Wai (*appointed on 19 October 2020*)
Mr. Wong Kam Pui (*appointed on 19 October 2020*)
Mr. Wong Kit Loong (*appointed on 19 October 2020*)
Mr. Liu Kwong Sang (*resigned on 19 October 2020*)
Dr. Wong Ping San John (*resigned on 19 October 2020*)
Dr. Liu Yuk Shing (*resigned on 19 October 2020*)

Pursuant to Article 84 of the Articles, Mr. Cheng Wai Ching, Dr. Tang Yiu Pong and Mr. Yuen Tak Tim Anthony shall retire by rotation at the 2021 AGM. All of the above retiring directors are eligible for re-election at the 2021 AGM.

DIRECTORS AND SENIOR MANAGEMENT PROFILES

Brief biographical details of directors and senior management of the Company are set out on pages 26 to 34 of this annual report.

DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the 2021 AGM has a service contract with the Company that is not determinable within one year without payment of compensation (other than statutory compensation).

DIRECTORS' REMUNERATION

The Remuneration Committee considers and recommends to the Board the remuneration and other benefits paid by the Company to the directors. The remuneration of all directors is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate. Details of directors' remuneration are set out in note 10 to the Consolidated Financial Statements.

董事

於回顧年內及直至本報告日期，任職董事為：

執行董事

鄧耀昇先生(主席)
陳業強先生(行政總裁)
楊家榮先生
鄭維政先生
嚴沛基先生(於2020年10月19日辭任)

非執行董事

鄧耀邦博士
黃健俊先生(於2020年10月19日辭任)

獨立非執行董事

阮德添先生
林章偉先生(於2020年10月19日獲委任)
黃錦沛先生(於2020年10月19日獲委任)
黃傑龍先生(於2020年10月19日獲委任)
廖廣生先生(於2020年10月19日辭任)
黃平山醫生(於2020年10月19日辭任)
廖育成博士(於2020年10月19日辭任)

根據細則第84條，鄭維政先生、鄧耀邦博士及阮德添先生須於2021年股東週年大會輪值告退。以上所有退任董事均合資格於2021年股東週年大會上重選連任。

董事及高級管理層履歷

董事及高級管理層的簡單履歷詳情載於本年報第26至34頁。

董事服務合約

擬於2021年股東週年大會膺選連任之董事概無與本公司訂立不可於一年內終止而毋須補償(法定補償除外)之服務合約。

董事薪酬

薪酬委員會考慮及向董事會提議本公司支付予董事的薪酬及其他福利。所有董事的薪酬由薪酬委員會作定期監控，以確保彼等薪酬及補償維持於適當水平。董事薪酬的詳情載於綜合財務報表附註10。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the sections headed "Continuing Connected Transactions" and "Related Party Transactions" and note 36 to the Consolidated Financial Statements, no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any director or his connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

Apart from the Share Option Scheme operated by the Company as disclosed in the section headed "Share Option Scheme" above, neither at the end of nor at any time during the year there subsisted any arrangement to which the Company or any of its subsidiaries was a party and the objects of or one of the objects of such arrangement are/is to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

CONTRACT OF SIGNIFICANCE

No contract of significance (including those for provision of services to the Company or any of its subsidiaries by the controlling shareholders) has been entered into between the Company or any of its subsidiaries and the controlling shareholders or any of its subsidiaries during the year under review.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2021, the Group had the following continuing connected transactions (the "CCT"), details of which are set out below in compliance with the requirements set out in Chapter 14A of the Listing Rules:

(A) Zhejiang Tenancy Agreement

A tenancy agreement (the "Zhejiang Tenancy Agreement") was entered into between Zhejiang Pine Care Yada Elderly Services Limited ("Zhejiang Pine Care Yada", a subsidiary of the Company) as lessee and Zhejiang Yada International Rehabilitation Hospital Co., Limited ("Zhejiang Yada International") as lessor.

Date: 29 November 2017

The term of the tenancy: 1 December 2017 to 31 December 2027

Upon expiration of the term of the tenancy, Zhejiang Pine Care Yada has the first right to renew the lease.

董事於交易、安排或合約之權益

除「持續關連交易」及「關聯方交易」一節及綜合財務報表附註36所披露者外，於年度結束或年內任何時間，任何董事或其關連實體概無於本公司或其任何附屬公司所訂立對本集團業務而言屬重大的任何交易、安排或合約中直接或間接擁有重大權益。

購入股份或債券之安排

除上述「購股權計劃」一節所披露的本公司運作的購股權計劃外，於年度結束或年內任何時間，本公司或其任何附屬公司概無訂立任何以讓本公司董事藉購入本公司或任何其他法人團體股份或債券而獲益為目標(或目標之一)的安排。

重要合約

於回顧年內，本公司或任何其附屬公司和控股股東或任何其附屬公司之間概無訂立重要合約(包括控股股東向本公司或任何其附屬公司提供服務的合約)。

持續關連交易

截至2021年3月31日止年度，本集團進行下列持續關連交易(「持續關連交易」)，詳情根據上市規則第14A章所載規定載列如下：

(A) 浙江租賃協議

浙江松齡雅達養老服務有限公司(「浙江松齡雅達」，本公司一間附屬公司)(作為承租人)與浙江雅達國際康復醫院有限公司(「浙江雅達國際」)(作為出租人)訂立的租賃協議(「浙江租賃協議」)。

日期：2017年11月29日

租賃期限：2017年12月1日至2027年12月31日

租期屆滿後，浙江松齡雅達有優先續租權。

REPORT OF THE DIRECTORS

董事會報告

Premises being leased: Pursuant to the Zhejiang Tenancy Agreement, Zhejiang Yada International agreed to lease to Zhejiang Pine Care Yada the whole of Third Floors in Buildings C1 & C2 of Zhejiang Yada International Rehabilitation Hospital, Wuzhen Town, Tongxiang City, Zhejiang Province, The People's Republic of China (the "PRC"), with a total floor area of approximately 7,190 square metres (equivalent to approximately 77,400 square feet) (the "Zhejiang Premises") for setting up residential care home for elderly. The Zhejiang Premises is of great convenience to the elderly residents to obtain medical support, which is ideal for establishment of a quality elderly residential care home and enables the Group to strengthen its branding in the Mainland China.

Basis of pricing: The rentals under the Zhejiang Tenancy Agreement are determined with reference to and taking into account (i) the prevailing market rental of similar properties with similar business nature in nearby locations in Zhejiang, the PRC; (ii) the location of the Zhejiang Premises; and (iii) the expected inflation rate in future.

Rental: The rental for the Zhejiang Premises on an annual basis from years 2018 to 2021 is RMB3,019,800 (the "Annual Rental"). In order to support the development of the business of Zhejiang Pine Care Yada, Zhejiang Yada International and Zhejiang Pine Care Yada agree that:

- (i) For the period from 1 December 2017 to 31 December 2017: rent-free period, but property management fees and utilities fees shall be borne by Zhejiang Pine Care Yada;
- (ii) For the period from 1 January 2018 to 31 December 2018: 20% of the Annual Rental;
- (iii) For the period from 1 January 2019 to 31 December 2019: 50% of the Annual Rental;
- (iv) For the period from 1 January 2020 to 31 December 2020: 80% of the Annual Rental;
- (v) For the period from 1 January 2021 to 31 December 2021: Annual Rental; and
- (vi) For the period from 1 January 2022 to 31 December 2027: the rental (on annual basis) shall increase from the Annual Rental by 8% every 2 years.

The above rental does not include property management fees and utilities fees (including water, electricity, heating, gas, telephone, data, cable television charges, etc.).

出租物業：根據浙江租賃協議，浙江雅達國際同意向浙江松齡雅達出租位於中華人民共和國（「中國」）浙江省桐鄉市烏鎮的浙江雅達國際康復醫院C1及C2大樓三樓全層（總樓面面積約7,190平方米，相當於約77,400平方呎）（「浙江物業」）予浙江松齡雅達以設立安老院舍。浙江物業為長者院友獲得醫療支持帶來極大便利，是設立優質安老院舍的理想場所，利於本集團增強其於中國內地的品牌。

定價基準：浙江租賃協議項下租金經參考並計及(i)位置臨近中國浙江省業務性質相若的類似物業當前市場租金；(ii)浙江物業位置；及(iii)預期未來通脹率後釐定。

租金：浙江物業於2018年至2021年的年租金為人民幣3,019,800元（「年租金」）。為支持浙江松齡雅達的業務發展，浙江雅達國際與浙江松齡雅達協定：

- (i) 2017年12月1日至2017年12月31日期間：免租期，但物業管理費及公用事業費由浙江松齡雅達承擔；
- (ii) 2018年1月1日至2018年12月31日期間：年租金的20%；
- (iii) 2019年1月1日至2019年12月31日期間：年租金的50%；
- (iv) 2020年1月1日至2020年12月31日期間：年租金的80%；
- (v) 2021年1月1日至2021年12月31日期間：年租金；及
- (vi) 2022年1月1日至2027年12月31日期間：租金（按年）將由年租金每2年增加8%。

上述租金不包括物業管理費及公用事業費（包括水、電、供暖、燃氣、電話、數據、有線電視費等）。

REPORT OF THE DIRECTORS

董事會報告

Annual Caps: The annual caps for the transactions contemplated under the Zhejiang Tenancy Agreement, which are determined based on the rental to be received by Zhejiang Yada International in respect of the tenancy, are as follows:

For the year ended/ending 31 March

截至3月31日止年度

| | | RMB'000 人民幣千元 |
|-------------------------------|----------------------|------------------|
| 2018 (from 1 December 2017) | 2018年(自2017年12月1日起) | 160 |
| 2019 | 2019年 | 880 |
| 2020 | 2020年 | 1,830 |
| 2021 | 2021年 | 2,700 |
| 2022 | 2022年 | 3,240 |
| 2023 | 2023年 | 3,430 |
| 2024 | 2024年 | 3,500 |
| 2025 | 2025年 | 3,700 |
| 2026 | 2026年 | 3,780 |
| 2027 | 2027年 | 4,000 |
| 2028 (up to 31 December 2027) | 2028年(直至2027年12月31日) | 3,000 |

The total amount of rental payable for the year ended 31 March 2021 amounted to approximately RMB2,567,000.

Yada International (HK) Limited (“Yada HK”) is a substantial shareholder of Pine Care Yada Elderly Services Limited, which is a subsidiary of the Company. Yada HK and Yada Healthcare Industry Development Co., Limited (“Yada Health”) are fellow subsidiaries of Yada International Holdings Limited and Zhejiang Yada International is a subsidiary of Yada Health. Accordingly, Zhejiang Yada International is an associate of Yada HK and therefore a connected person of the Company at subsidiary level. The entering into of the Zhejiang Tenancy Agreement constitutes continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

Details of the transaction are set out in the announcement of the Company dated 29 November 2017.

年度上限：浙江租賃協議項下擬進行的交易年度上限乃根據浙江雅達國際就租賃將收取的租金釐定，並載列如下：

截至2021年3月31日止年度的應付租金總額約為人民幣2,567,000元。

雅達國際集團(香港)有限公司(「雅達香港」)為本公司附屬公司松齡雅達養老服務有限公司的主要股東。雅達香港及雅達健康產業發展有限公司(「雅達健康」)為雅達國際集團有限公司的同系附屬公司，而浙江雅達國際為雅達健康的附屬公司。因此，浙江雅達國際為雅達香港的聯營公司，故而為本公司於附屬公司層面的關連人士。訂立浙江租賃協議構成本公司於上市規則第14A章下的持續關連交易。

交易詳情載於本公司日期為2017年11月29日的公告。

REPORT OF THE DIRECTORS

董事會報告

(B) Patina Wellness Tenancy Agreement

A tenancy agreement (the “Patina Wellness Tenancy Agreement”) was entered into between Patina Wellness Limited (“Patina Wellness”, a subsidiary (as defined in the Listing Rules) of the Company) as lessee and Everhost Limited (“Everhost”) as lessor.

Date: 13 April 2018

The term of the tenancy: 1 April 2018 to 31 March 2028

Premises being leased: Pursuant to the Patina Wellness Tenancy Agreement, Everhost agreed to lease to Patina Wellness the building named “Patina” and situated at 18 Junction Road, Kowloon City, Hong Kong, excluding 30th Floor and the flat roof together with 2 carparks, with a total floor area of approximately 84,000 square feet (the “Patina Premises”) for setting up and operating residential care home for the elderly, clinic, service apartments, clubhouse and restaurant.

The Patina Premises will enable the Group to expand its business in Hong Kong for the operation of an upscale community for the senior with the concept of an “Integrated Senior Wellness Hub” to expand its business coverage to active seniors who require a lower level of care compared to traditional RCHE residents, while at the same time, widen the breadth of its service offerings for this emerging market segment.

Basis of pricing: The rentals payable under the Patina Wellness Tenancy Agreement are determined with reference to and taking into account (i) prevailing market rents for comparable premises in the area where the Patina Premises are situated; (ii) the location of the Patina Premises; and (iii) the expected inflation rate in the future.

Rental: Details of monthly rental for the Patina Premises (exclusive of rates and management fees and all other outgoings) are set out as follows:

- (i) From 1 April 2018 to 31 March 2022, the monthly rental shall be HK\$2,000,000 or 38% of the gross revenue of Patina Wellness for each month, whichever is higher;
- (ii) From 1 April 2022 to 31 March 2025, the monthly rental shall be HK\$2,320,000 or 38% of the gross revenue of Patina Wellness for each month, whichever is higher; and

(B) 銅瓊養生租賃協議

銅瓊養生有限公司(「銅瓊養生」, 本公司一間附屬公司(定義見上市規則))(作為承租人)與永豪有限公司(「永豪」)(作為出租人)訂立的租賃協議(「銅瓊養生租賃協議」)。

日期: 2018年4月13日

租賃期限: 2018年4月1日至2028年3月31日

出租物業: 根據銅瓊養生租賃協議, 永豪同意出租位於香港九龍城聯合道18號名為「銅瓊」的樓宇(不包括30樓及平台以及兩個車位)予銅瓊養生, 總樓面面積約為84,000平方呎(「銅瓊物業」), 用作設立及營運護理安老院舍、診所、服務式住宅、會所及餐廳。

銅瓊物業將使本集團得以擴展其於香港的業務, 營運一個具有「綜合銀齡養生社區」理念的高端長者社區, 令本集團得以將其業務覆蓋範圍拓展至所需護理水平低於傳統安老院住客的活躍長者, 同時, 拓寬其對該新興市場分部的服務供應範圍。

定價基準: 銅瓊養生租賃協議項下之應付租金乃經參考並計及(i)銅瓊物業所在地區的可資比較物業當前市場租金; (ii)銅瓊物業位置; 及(iii)預期未來通脹率後釐定。

租金: 銅瓊物業的每月租金詳情(不包括差餉及管理費以及所有其他支出)載列如下:

- (i) 2018年4月1日至2022年3月31日期間, 每月租金應為2,000,000港元或銅瓊養生每月毛收入的38%(以較高者為準);
- (ii) 2022年4月1日至2025年3月31日期間, 每月租金應為2,320,000港元或銅瓊養生每月毛收入的38%(以較高者為準); 及

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(iii) From 1 April 2025 to 31 March 2028, the monthly rental shall be HK\$2,691,200 or 38% of the gross revenue of Patina Wellness for each month, whichever is higher.

Rent-free period: Everhost shall grant to Patina Wellness a rent-free period of not more than 3 calendar months commencing from 1 April 2018 for carrying out renovation and decoration works within the Patina Premises, provided that such rent-free period in respect of the 79 service apartments on 7/F to 29/F of the Patina Premises shall cease on the date on which Patina Wellness commences business at that portion of the Patina Premises.

Annual Caps: The annual caps for the transactions contemplated under the Patina Wellness Tenancy Agreement, which are determined based on the rental to be received by Everhost in respect of the tenancy, are as follows:

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

| | | HK\$ 港元 |
|------|-------|------------|
| 2019 | 2019年 | 23,208,600 |
| 2020 | 2020年 | 24,000,000 |
| 2021 | 2021年 | 24,000,000 |
| 2022 | 2022年 | 24,000,000 |
| 2023 | 2023年 | 27,840,000 |
| 2024 | 2024年 | 27,840,000 |
| 2025 | 2025年 | 27,840,000 |
| 2026 | 2026年 | 32,294,400 |
| 2027 | 2027年 | 32,294,400 |
| 2028 | 2028年 | 32,294,400 |

The total amount of rental payable for the year ended 31 March 2021 amounted to approximately HK\$24,000,000.

(iii) 2025年4月1日至2028年3月31日期間，每月租金應為2,691,200港元或銅瓊養生每月毛收入的38%(以較高者為準)。

免租期：永豪應授予銅瓊養生自2018年4月1日起計不超過3個歷月的免租期，供其於銅瓊物業內進行翻新及裝修工作，惟銅瓊物業7樓至29樓的79間服務式住宅的免租期應於銅瓊養生開始於銅瓊物業的該部分經營業務當日終止。

年度上限：銅瓊養生租賃協議項下擬進行的交易年度上限乃根據永豪就租賃將收取的租金釐定，並載列如下：

截至2021年3月31日止年度的應付租金總額約為24,000,000港元。

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At the time when the Patina Wellness Tenancy Agreement was entered into, Mr. Tang Yiu Sing was a substantial shareholder of Patina Wellness. The late Mr. Tang Shing Bor, the father of Mr. Tang Yiu Sing, was beneficially interested in the entire issued share capital of Everhost. Accordingly, Everhost was an associate of Mr. Tang Yiu Sing and therefore a connected person of the Company at subsidiary level. The entering into of the Patina Wellness Tenancy Agreement constitutes continuing connected transaction for the Company under Chapter 14A of the Listing Rules. Details of the transaction are set out in the announcement of the Company dated 13 April 2018.

Mr. Tang Yiu Sing has become a substantial shareholder and an executive director of the Company. Based on the relations mentioned in the above paragraph, Everhost remains an associate of Mr. Tang Yiu Sing, but becomes a connected person of the Company at issuer level.

(C) Master Management Service Agreement

A Master Management Service Agreement was entered into between the Company and the Grantors in respect of the Company's provision of management services to manage and operate for the Grantors any one or more of the RCHEs, senior care facilities, serviced apartments, hotels, guest houses, restaurants, clubhouses and any other establishments (including establishments under development) owned and/or operated by any of the Grantors, either jointly or individually, from time to time (the "Establishments").

Grantors are referred to as Mr. Tang Yiu Sing, the late Mr. Tang Shing-bor, Dr. Tang Yiu Pong and any other member of the Tang family and/or any funds, fund managers, companies, joint ventures or other entities controlled, or owned as to 30% or more, by the Tang Family and/or any funds, fund managers, companies, joint ventures or other entities which the Tang Family has a material interest and/or any associates of the Tang Family, as defined under the Listing Rules. The Grantors, Mr. Tang Yiu Sing and the late Mr. Tang Shing-bor are substantial shareholders of the Company. The late Mr. Tang Shing-bor is also the father of Dr. Tang Yiu Pong and Mr. Tang Yiu Sing, both of whom are the directors of the Company. Consequently, the Grantors are regarded as connected persons of the Company within the meaning of the Listing Rules and therefore, the Master Agreement and any transactions contemplated thereunder constitute continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

Date: 24 November 2020

Term: 3 financial years from 5 March 2021

於銅瓊養生租賃協議訂立時，鄧耀昇先生為銅瓊養生的主要股東。鄧成波先生(已故)(鄧耀昇先生的父親)於永豪全部已發行股本中擁有實益權益。因此，永豪為鄧耀昇先生的聯繫人，故為本公司於附屬公司層面的關連人士。訂立銅瓊養生租賃協議構成上市規則第14A章項下本公司持續關連交易。交易詳情載於本公司日期為2018年4月13日的公告。

鄧耀昇先生已成為本公司的主要股東及執行董事。基於上一段所述的關係，永豪繼續為鄧耀昇先生的聯繫人，惟成為本公司於發行人層面的關連人士。

(C) 管理服務總協議

本公司與授予人訂立管理服務總協議，內容有關本公司提供管理服務為授予人管理及營運任何一間或多間由任何授予人不時(共同或單獨)擁有及/或營運安老院舍、護老設施、服務式公寓、酒店、招待所、餐廳、會所及任何其他機構(包括發展中的機構)(「機構」)。

授予人指鄧耀昇先生、鄧成波先生(已故)、鄧耀邦博士及鄧氏家族任何其他成員及/或鄧氏家族控制或擁有30%或以上權益的任何基金、基金經理、公司、合營企業或其他實體及/或鄧氏家族擁有重大權益的任何基金、基金經理、公司、合營企業或其他實體及/或鄧氏家族的任何聯繫人(定義見上市規則)。授予人、鄧耀昇先生及鄧成波先生(已故)為本公司的主要股東。鄧成波先生(已故)亦為本公司董事鄧耀邦博士及鄧耀昇先生的父親。因此，授予人被視為本公司的關連人士(定義見上市規則)；並根據上市規則第14A章，總協議及其項下據進行的交易構成本公司的持續關連交易。

日期: 2020年11月24日

期限: 2021年3月5日起計3個財政年度

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Subject matter: The Company may from time to time, during the term of the Master Management Service Agreement, separately enter into individual management service agreements with the Grantors on agreed terms to manage and operate the relevant operations of the Establishments for the Grantors, subject to certain conditions.

The proposed scope of services to be provided by the Company under the management service agreement includes, but not limited to, preparing annual budgets, sourcing of operational supplies, management of the respective operation staff, preparation and implementation of sales and marketing plans and promotions, overseeing the overall operations of the Establishments, maintaining the quality and standard of the respective operations and generally improving sales revenue and gross operating profits as a whole or such other related matters regarding improving sales revenue and gross operating profits that the parties therein shall agree from time to time.

Pricing: The management fees for the transactions contemplated under the respective management service agreements shall comprise of: (a) the basic management fees; (b) the marketing fees; and/or (c) the incentive management fees (only applicable if there is gross operating profits for the relevant Establishments).

The Company adopts the principle of cost plus a reasonable margin, which is expected to be not less than 8%, for the management services to be provided to both the Grantors and independent third party customers and hence, in any event the terms and prices offered by the Company to the Grantors will be no more favourable than those offered to independent third parties for the same or similar type of services. Also, the Company will take reference and benchmark of the pricing and terms of management services provided to properties of sizes and locations similar to that of the Establishments in order to assess the fairness and reasonableness of the pricing of the basic management fees charged by the Company. The Company considers that the “cost plus” basis allows the Company to recover its cost with a reasonable margin of not less than 8% which is a better benchmark than a fixed percentage of revenue. The marketing fees shall be calculated based on an one-off HK\$4,000 for each residential care place established by the Company. The standard rate of the incentive management fees (subject to adjustments, to be agreed between the Company and the Grantors, based on the different locations of the Establishments) shall be calculated based on 2% to 8% of the gross operating profits of the respective Establishments managed by the Company.

主體事宜：於管理服務總協議期限內，本公司可不時按協定條款分別與授予人訂立個別管理服務協議，為授予人管理及經營機構，惟受若干條件所限。

本公司根據管理服務協議提供的服務的建議範圍(受若干條件所限)包括但不限於編製年度預算、採購營運補給品、管理各營運員工、執行銷售及營銷計劃及宣傳、監察機構的整體營運、保持各項營運的質量及標準及逐步改善整體收益及經營毛利，或訂約方於其中不時協定有關改善銷售收益及經營毛利的其他相關事宜。

定價：各管理服務協議項下擬進行交易的管理費將包括(a)基本管理費；(b)市場推廣費用；及/或(c)獎勵管理費(僅適用於相關機構錄得經營毛利)。

就向授予人及獨立第三方客戶提供的管理服務而言，本公司採納成本加合理利潤率(預期不少於8%)的原則，因此在任何情況下，本公司向授予人提供的條款及價格將不優於就相同或類似類型服務向獨立三方所提供者。因此，本公司將參考提供予與機構的面積及位置相若的物業的管理服務的定價及條款並以此為基準，以評估本公司收取的基本管理費定價是否公平合理。本公司認為「成本加」的基準可讓本公司收回成本(連同不少8%的合理利潤率)，屬於較固定收益百分比更佳的基準。營銷費用將按照本公司建立的每間安老院舍一次性4,000港元的基準計算。獎勵管理費的標準費率(可予調整，將由本公司與授予人根據機構的不同地點協定)將按照本公司管理的各機構經營毛利的2%至8%計算。

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The Grantors may impose a separate license fee if the Establishments are or will be operated under a brand or group owned by the Grantors and/or if the Company makes use of any registered trademark or goodwill of the Establishment in its operation of the Establishment. The license fee may be based on nil to 2% of the gross operating profits.

Annual Caps: The total Management Fees under all the Management Service Agreements for each financial year shall not exceed the follow Annual Caps:

- (i) for the financial year ending on 31 March 2021: HK\$4,800,000;
- (ii) for the financial year ending on 31 March 2022: HK\$36,100,000; and
- (iii) for the financial year ending on 31 March 2023: HK\$87,300,000.

The total amount of Management Fees for the year ended 31 March 2021 amounted to nil.

Through leveraging the Group's brand and expertise to provide the aforesaid management services to Grantors will enable the Group to replicate the business for various market segments at a faster pace. The Group can also formulate similar asset light model to provide management services to different property owners in Hong Kong and the Guangdong-Hong Kong-Macao Greater Bay Area.

The transactions contemplated under the Master Management Service Agreement are of a recurrent nature and will occur on a regular and continuing basis in the ordinary and usual course of business of the Company. In order to regulate, inter alia, the relevant transactions relating to various individual agreements between the Company and the Grantors, and for the purpose of administrative convenience, the Master Management Service Agreement offers flexibility for the entering into of further individual agreement(s), if any, and/or renewal of various existing individual agreements, which is considered beneficial to both the Company and the Grantors.

Details of the Master Management Service Agreement and the transactions contemplated thereunder are set out in the announcements of the Company dated 24 November 2020 and 26 January 2021 and the circular of the Company dated 17 February 2021.

倘機構以或將以授予人擁有的品牌或集團經營及／或倘本公司於其經營機構時使用機構的任何註冊商標或商譽，則授予人可另行收取許可費。倘錄得經營毛利，則許可費可按零至2%計算。

年度上限：各財政年度所有管理服務協議項下的管理費總額不得超過下列年度上限：

- (i) 截至2021年3月31日止財政年度：4,800,000港元；
- (ii) 截至2022年3月31日止財政年度：36,100,000港元；及
- (iii) 截至2023年3月31日止財政年度：87,300,000港元。

截至2021年3月31日止年度，管理費的總金額為零。

通過運用本集團的品牌及專業知識向授予人提供上述管理服務將使本集團能夠以更快的速度在不同的市場分部複製業務。本集團亦已製成類似的輕資產模式以向香港及粵港澳大灣區不同的物業擁有人提供管理服務。

管理服務總協議項下擬進行的交易屬於經常性質，並將於本公司日常及一般業務過程中定期持續進行。為規管（其中包括）本公司與授予人訂立的多項個別協議的相關交易，以及為方便行政，管理服務總協議提供可訂立進一步獨立協議（如有）及／或重續不同的現有獨立協議的彈性，而我們認為此舉對本公司及授予人有利。

管理服務總協議及其項下擬進行交易的詳情載於本公司日期為2020年11月24日及2021年1月26日的公告，以及本公司日期為2021年2月17日的通函。

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The independent non-executive directors of the Company reviewed and confirmed that the CCT had been entered into by the Group:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) according to the agreements governing such transactions on terms that are fair and reasonable and in the interests of the shareholders and the Company as a whole.

The auditor of the Company were engaged to report on the continuing connected transactions of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued their unqualified letter containing their findings and conclusions in respect of the CCT disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor’s letter has been provided by the Company to the Stock Exchange.

本公司獨立非執行董事已審閱並確認持續關連交易乃本集團於下列情況下訂立：

- (i) 於本集團的日常業務過程中；
- (ii) 按一般商業條款；及
- (iii) 根據有關交易的協議進行，條款公平合理，並符合股東及本公司整體利益。

本公司核數師獲委聘以根據香港核證委聘準則第3000號(經修訂)「歷史財務資料審核或審閱以外之核證委聘」並參考香港會計師公會頒佈的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出報告。本公司核數師已出具無保留意見函件，當中載有根據上市規則第14A.56條其就本集團於上文披露之持續關連交易之結果及結論。本公司已向聯交所提供核數師函件之副本。

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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 of the Company in the shares, underlying shares and debentures of the Company or associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

Interest in ordinary shares of the Company (other than pursuant to equity derivatives):

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2021年3月31日，本公司董事於本公司或相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）所擁有須記入根據證券及期貨條例第352條規定存置之登記冊或根據標準守則須知會本公司及聯交所之股份、相關股份及債券的權益及淡倉如下：

於本公司普通股的權益（根據股本衍生工具除外）：

| Name of director | Capacity/nature of interest | Number of shares | Approximate percentage* of shareholding in the Company 佔本公司股權的概約百分比* |
|-----------------------------|---|-----------------------------------|---|
| 董事姓名 | 身份／權益性質 | 股份數目 | |
| Mr. Tang Yiu Sing 鄧耀昇先生 | Interest held by controlled corporations 受控法團持有的權益 | 272,496,000 (L) (Note 2) (附註2) | 30.18% |
| | Beneficial owner 實益擁有人 | 14,040,000 (L) | 1.56% |
| | | 286,536,000 (L) | 31.74% |
| Mr. Chan Yip Keung 陳業強先生 | Beneficial owner 實益擁有人 | 1,888,000 (L) | 0.21% |

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Interest in the physical settled equity derivatives of the Company:

於本公司實物結算股本衍生工具的權益：

| Name of director | Capacity/nature of interest | Number of equity derivatives | Approximate percentage* of shareholding in the Company |
|----------------------------|-----------------------------|----------------------------------|--|
| 董事姓名 | 身份／權益性質 | 股本衍生工具數目 | 佔本公司股權的概約百分比* |
| Mr. Tang Yiu Sing 鄧耀昇先生 | Beneficial owner 實益擁有人 | 31,608,000 (L) (Note 3) (附註3) | 3.50% |

Notes:

附註：

- The letter "L" represents the director's long position in the shares/equity derivatives of the Company.
- These shares were held by Starcorp Limited (for 224,176,000 shares) and Smartbase Investments Limited (for 48,320,000 shares), corporations wholly owned and controlled by Mr. Tang Yiu Sing.
- Mr. Tang Yiu Sing and Pine Active Care Limited ("Pine Active Care") entered into a call option deed, pursuant to which, among other things, call options was granted giving Mr. Tang (or his nominee(s)) the right to require Pine Active Care to transfer to him up to 31,608,000 shares.

- 字母「L」代表董事於本公司股份／股本衍生工具的好倉。
- 該等股份由鄧耀昇先生全資擁有及控制的公司 Starcorp Limited 及 Smartbase Investments Limited 分別持有 224,176,000 股股份及 48,320,000 股股份。
- 鄧耀昇先生與 Pine Active Care Limited (「Pine Active Care」) 已訂立認購期權契據，據此，(其中包括) 鄧先生(或代名人) 獲授認購期權，並獲賦予權利要求 Pine Active Care 向彼轉讓最多 31,608,000 股股份。

* The percentage represents the number of ordinary shares/equity derivatives involved divided by the number of the Company's issued shares as at 31 March 2021.

* 有關百分比指所涉及普通股／股本衍生工具數目除以本公司於 2021 年 3 月 31 日的已發行股份數目。

Save as disclosed above, as at 31 March 2021, none of the directors or chief executive of the Company had registered an interest or a short position in the shares or underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

除上文披露者外，於 2021 年 3 月 31 日，概無本公司董事或主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第 XV 部)之股份、相關股份或債券中，登記擁有須根據證券及期貨條例第 352 條規定記錄或根據標準守則須知會本公司及聯交所之權益或淡倉。

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained the prescribed minimum public float as required under the Listing Rules.

足夠之公眾持股量

根據本公司可公開獲得之資料及據董事所知，於本報告日期，本公司已維持上市規則項下規定的指定最低公眾持股量。

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2021, the following parties (other than the directors or chief executive of the Company) have interests or short positions in the shares or underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, and as the Company is aware:

主要股東於股份及相關股份之權益及淡倉

於2021年3月31日，以下各方（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有須記錄於根據證券及期貨條例第336條之規定存置之權益登記冊內或就本公司所知的權益或淡倉：

| Name of shareholder 股東姓名／名稱 | Number of shares (L) 股份數目(L) | | | | Equity derivatives (S) (Note 8) 股本 衍生工具(S) (附註8) | Total interest 權益總額 | Approximate percentage* of shareholding in the Company 佔本公司股權的 概約百分比* |
|--|---------------------------------|-------------------------------|----------------------------|-----------------------------|---|-----------------------------------|--|
| | Beneficial owner 實益擁有人 | Corporate interest 公司權益 | Family interest 家族權益 | Concert party 一致行動人士 | | | |
| Smartbase Investments Limited (Note 2) (附註2) | 48,320,000 | - | - | - | - | 48,320,000 (L) | 5.35% |
| Starcorp Limited (Note 2) (附註2) | 224,176,000 | - | - | - | - | 224,176,000 (L) | 24.83% |
| Century Fortress Limited (Note 3) (附註3) | 130,800,000 | - | - | - | - | 130,800,000 (L) | 14.49% |
| Great Canton Investments Limited (Note 3) (附註3) | 103,678,000 | - | - | - | - | 103,678,000 (L) | 11.48% |
| Tang Shing-bor (deceased) (Note 3) 鄧成波(已故)(附註3) | 9,000,000 | 234,478,000 (Note 3) (附註3) | - | - | - | 243,478,000 (L) | 26.97% |
| Pine Active Care Limited (Note 4) (附註4) | 135,304,000 | - | - | - | 31,608,000 | 135,304,000 (L) 31,608,000 (S) | 14.99% 3.50% |
| Silverage Pillar Limited | - | 135,304,000 (Note 4) (附註4) | - | - | 31,608,000 | 135,304,000 (L) 31,608,000 (S) | 14.99% 3.50% |
| Silverage Pine Care Limited | - | 135,304,000 (Note 4) (附註4) | - | - | 31,608,000 | 135,304,000 (L) 31,608,000 (S) | 14.99% 3.50% |
| Yim Ting Kwok 嚴定國 | 4,568,000 (Note 5) (附註5) | 135,304,000 (Note 4) (附註4) | - | - | 31,608,000 | 139,872,000 (L) 31,608,000 (S) | 15.49% 3.50% |
| Cho Wing Yin 曹詠妍 | - | 135,304,000 (Note 4) (附註4) | - | 4,568,000 (Note 5) (附註5) | 31,608,000 | 139,872,000 (L) 31,608,000 (S) | 15.49% 3.50% |

REPORT OF THE DIRECTORS

董事會報告

| Name of shareholder | Number of shares (L) | | | | Equity derivatives (S) (Note 8) | Total interest | Approximate percentage* of shareholding in the Company |
|--------------------------------|------------------------------|-------------------------------|-------------------------------|-----------------------------|------------------------------------|-----------------------------------|--|
| | Beneficial owner | Corporate interest | Family interest | Concert party | | | |
| 股東姓名／名稱 | 實益擁有人 | 公司權益 | 家族權益 | 一致行動人士 | 股本 衍生工具(S) (附註8) | 權益總額 | 佔本公司股權的 概約百分比* |
| Ng Kwok Fu Alex 吳國富 | - | 135,304,000 (Note 4) (附註4) | - | 4,568,000 (Note 5) (附註5) | 31,608,000 | 139,872,000 (L) 31,608,000 (S) | 15.49% 3.50% |
| Suen Mi Lai Betty 孫美麗 | - | 135,304,000 (Note 4) (附註4) | - | - | 31,608,000 | 135,304,000 (L) 31,608,000 (S) | 14.99% 3.50% |
| Yim Billy Pui Kei 嚴沛基 | 320,000 | 135,304,000 (Note 4) (附註4) | - | - | 31,608,000 | 135,624,000 (L) 31,608,000 (S) | 15.02% 3.50% |
| Yim Edwin Pui Hin 嚴沛軒 | - | 135,304,000 (Note 4) (附註4) | - | - | 31,608,000 | 135,304,000 (L) 31,608,000 (S) | 14.99% 3.50% |
| Lock Hiu Yan Crystal 駱曉茵 | - | - | 135,304,000 (Note 6) (附註6) | - | 31,608,000 (Note 6) (附註6) | 135,304,000 (L) 31,608,000 (S) | 14.99% 3.50% |
| Cheung Sui Wa Scarlett 張瑞華 | - | - | 135,624,000 (Note 7) (附註7) | - | 31,608,000 (Note 7) (附註7) | 135,624,000 (L) 31,208,000 (S) | 15.02% 3.50% |
| Chu Lai King 朱麗琼 | - | 135,304,000 (Note 4) (附註4) | - | - | 31,608,000 | 135,304,000 (L) 31,608,000 (S) | 14.99% 3.50% |
| JL Investments Capital Limited | 69,000,000 (Note 9) (附註9) | - | - | - | - | 69,000,000 (L) | 7.64% |
| Lau Chi Yuen Joseph 劉智遠 | - | 69,000,000 (Note 9) (附註9) | - | - | - | 69,000,000 (L) | 7.64% |

Notes:

- The letter "L" represents the substantial shareholder's long position in the shares of the Company, whereas letter "S" represents the substantial shareholder's short position in the equity derivatives of the Company.
- The above interests of Smartbase Investments Limited and Starcorp Limited were also disclosed as the interests of Mr. Tang Yiu Sing in the above section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures".

附註：

- 字母「L」代表主要股東於本公司股份的好倉，而字母「S」代表主要股東於本公司股本衍生工具的淡倉。
- Smartbase Investments Limited 及 Starcorp Limited 的上述權益亦於「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節中披露為鄧耀昇先生的權益。

REPORT OF THE DIRECTORS

董事會報告

3. The late Mr. Tang Shing-bor passed away on 14 May 2021. Century Fortress Limited and Great Canton Investments Limited are corporations wholly-owned and controlled by the late Mr. Tang Shing-bor. Accordingly, the late Mr. Tang Shing-bor was deemed to be interested in these shares held by Century Fortress Limited and Great Canton Investments Limited.
 4. These shares are held by Pine Active Care, which is owned as to 90% by Silverage Pine Care and 10% by Silverage Pillar. Silverage Pine Care is in turn owned as to an aggregate of 74.25% by Mr. Yim Ting Kwok, Ms. Cho Wing Yin (spouse of Mr. Yim Ting Kwok), Mr. Ng Kwok Fu Alex, Ms. Suen Mi Lai Betty (spouse of Mr. Ng Kwok Fu Alex), Mr. Yim Billy Pui Kei, Mr. Yim Edwin Pui Hin and Ms. Chu Lai King (senior management of the Company); whereas Silverage Pillar is in turn owned as to an aggregate of 93.58% by Mr. Yim Ting Kwok and Mr. Ng Kwok Fu Alex. Therefore, Silverage Pine Care, Silverage Pillar, Mr. Yim Ting Kwok, Ms. Cho Wing Yin, Mr. Ng Kwok Fu Alex, Ms. Suen Mi Lai Betty, Mr. Yim Edwin Pui Hin and Ms. Chu Lai King are deemed to be interested in the shares of the Company held by Pine Active Care pursuant to Part XV of the SFO.
 5. Mr. Yim Ting Kwok, Mr. Ng Kwok Fu Alex and Ms. Cho Wing Yin entered into the Acting In Concert Confirmation And Undertaking on 7 September 2016, pursuant to which they would vote as a group (by themselves and/or through companies controlled by them) at the shareholder and/or board levels. Accordingly, Mr. Ng Kwok Fu Alex and Ms. Cho Wing Yin are deemed to be interested in these shares held by Mr. Yim Ting Kwok, based on the said acting-in-concert relationship pursuant to Part XV of the SFO.
 6. Ms. Lock Hiu Yan Crystal is deemed to be interested in these shares/equity derivatives of the Company through the interest of her spouse, Mr. Yim Edwin Pui Hin.
 7. Ms. Cheung Sui Wa Scarlett is deemed to be interested in these shares/equity derivatives of the Company through the interest of her spouse, Mr. Yim Billy Pui Kei.
 8. Pine Active Care and Mr. Tang Yiu Sing entered into a call option deed, pursuant to which, among other things, Pine Active Care has granted to Mr. Tang Yiu Sing the call options right to require Pine Active Care to transfer to him up to 31,608,000 shares. Based on the relations set out in note 4 above, these substantial shareholders were deemed to have the short position which Pine Active Care has pursuant to Part XV of the SFO.
 9. JL Investments Capital Limited is a corporation wholly-owned and controlled by Lau Chi Yuen Joseph. Accordingly, Lau Chi Yuen Joseph was deemed to be interested in these shares held by JL Investments Capital Limited.
 - * The percentage represents the number of ordinary shares/equity derivatives involved divided by the number of the Company's issued shares as at 31 March 2021.
3. 鄧成波先生於2021年5月14日辭世。Century Fortress Limited及Great Canton Investments Limited乃由已故的鄧成波先生全資擁有及控制的公司。因此，已故的鄧成波先生被視為於Century Fortress Limited及Great Canton Investments Limited所持有的該等股份中擁有權益。
 4. 該等股份由Pine Active Care持有，而Pine Active Care由Silverage Pine Care及Silverage Pillar分別持有90%及10%股權。Silverage Pine Care由嚴定國先生、曹詠妍女士（嚴定國先生的配偶）、吳國富先生、孫美麗女士（吳國富先生的配偶）、嚴沛基先生、嚴沛軒先生及朱麗琮女士（本公司高級管理層）合共擁有74.25%股權；而Silverage Pillar由嚴定國先生及吳國富先生合共擁有93.58%股權。因此，根據證券及期貨條例第XV部，Silverage Pine Care、Silverage Pillar、嚴定國先生、曹詠妍女士、吳國富先生、孫美麗女士、嚴沛軒先生及朱麗琮女士被視為於Pine Active Care持有的該等本公司股份中擁有權益。
 5. 嚴定國先生、吳國富先生及曹詠妍女士於2016年9月7日訂立一致行動確認及承諾，據此，彼等將在股東及／或董事會層面上作為一組人士投票（由彼等本身及／或透過受彼等控制的公司）。因此，根據證券及期貨條例第XV部，基於上述一致行動關係，吳國富先生及曹詠妍女士被視為於嚴定國先生所持該等股份中擁有權益。
 6. 駱曉茵女士被視為透過其配偶嚴沛軒先生的權益於該等本公司股份／股本衍生工具中擁有權益。
 7. 張瑞華女士被視為透過其配偶嚴沛基先生的權益於該等本公司股份／股本衍生工具中擁有權益。
 8. Pine Active Care與鄧耀昇先生已訂立認購期權契據，據此，（其中包括）Pine Active Care已向鄧耀昇先生授出認購期權，賦予其權利要求Pine Active Care向其轉讓最多31,608,000股股份。基於上文附註4所載的關係，根據證券及期貨條例第XV部，該等主要股東被視為擁有Pine Active Care所擁有之淡倉。
 9. JL Investments Capital Limited 為一間由劉智遠先生全資擁有及控制的公司。因此，劉智遠先生被視為於JL Investments Capital Limited持有的股份中擁有權益。
 - * 有關百分比指所涉及普通股／股本衍生工具數目除以本公司於2021年3月31日的已發行股份數目。

REPORT OF THE DIRECTORS

董事會報告

Save as disclosed above, as at 31 March 2021, no person, other than the directors whose interests are set out in the section headed “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures” above, had registered an interest or a short position in the shares or underlying shares of the Company as recorded in the register of interests required to be kept pursuant to Section 336 of the SFO.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the usual course of business are set out in note 36 to the Consolidated Financial Statements. These related party transactions constitute *de minimis* continuing connected transactions of the Company that are exempt from the reporting, annual review, announcement and independent shareholders’ approval requirements pursuant to Rule 14A.76(1) of the Listing Rules.

DIRECTORS’ INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this annual report, none of directors was interested in any business apart from the Group’s business, which competes or is likely to compete, either directly or indirectly, with the Group’s business which is required to be disclosed pursuant to the Listing Rules.

SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDER

On 28 October 2019, Pine Care Elderly Home Development Limited (“Pine Care EHD”, an indirect wholly owned subsidiary of the Company) and certain subsidiaries of the Company as borrowers entered into a facilities agreement (the “Facilities Agreement”) with Hang Seng Bank Limited as lender, pursuant to which certain loan facilities, comprising a term loan in an aggregate amount of HK\$350,000,000 have been granted to Pine Care EHD (in which approximately 97.2% and 2.8% of the loan amount will be matured on 28 January 2025 and 28 February 2025, respectively).

The Facilities Agreement together with a revising banking facility letter issued by the lender in June 2020 has, among other things, imposed a specific performance covenant on Mr. Tang Yiu Sing to maintain as the largest single shareholder of the Group as well as maintain control over the management and business of the Group. Failure to comply with the aforesaid covenant by Mr. Tang Yiu Sing will constitute an event of default, and the lender shall have the right to declare the term loan has become immediately due and payable, and any undrawn balance of the term loan shall automatically be cancelled and no longer be available to Pine Care EHD to be cancelled and/or all or part of outstanding amounts under this term loan, together with accrued interest and all other sums payable to be immediately due and payable.

除上文披露者外，於2021年3月31日，除董事（其權益載於上文「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節）外，概無任何人士於本公司之股份或相關股份中擁有須根據證券及期貨條例第336條規定記錄之權益或淡倉。

關聯方交易

於一般業務過程中訂立之重大關聯方交易，詳情載於綜合財務報表附註36。該等關聯方交易構成符合最低豁免水平的本公司持續關連交易，根據上市規則第14A.76(1)條，獲豁免遵守申報、年度審閱、公告及獨立股東批准規定。

董事於競爭業務之權益

於本年度及直至本年度報告日期，概無董事於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中，擁有須根據上市規則作出披露的權益。

控股股東的特定履約

於2019年10月28日，松齡護老院發展有限公司（「松齡護老院」，本公司的間接全資附屬公司）及本公司若干附屬公司（作為借款人）與恒生銀行有限公司（作為貸款人）訂立融資協議（「融資協議」），據此，若干貸款融資，其中包括總金額為350,000,000港元的定期貸款已授予松齡護老院（當中分別約97.2%及2.8%的貸款金額將分別於2025年1月28日及2025年2月28日到期）。

融資協議，連同貸款人於2020年6月發行的修訂銀行融資函件已（其中包括）對鄧耀昇先生施加特定履約契諾，以維持作為本集團最大單一股東的地位，以及保持對本集團管理及業務的控制。倘鄧耀昇先生未能履行上述契諾將構成違約事件，而貸款人有權宣佈定期貸款即時到期並成為應付款項，任何未提取的定期貸款餘額將自動取消，不再供松齡護老院使用及／或此定期貸款下的全部或部分未償還款項，連同累計利息及所有其他應付金額將即時到期並成為應付款項。

REPORT OF THE DIRECTORS

董事會報告

MANAGEMENT CONTRACTS

No contract for the management and administration of the whole or any substantial part of the business of the Company was entered into or in existence during the year under review.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2021.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance) for the benefit of the directors of the Company and its associated companies is currently in force and was in force throughout the year under review.

AUDIT COMMITTEE

The audit committee (consisting of the four independent non-executive directors of the Company) has reviewed with management of the Company the principal accounting policies adopted by the Group and discussed risk management, internal controls and financial reporting matters including a review of the consolidated financial statements for the year ended 31 March 2021.

AUDITOR

Ernst & Young had acted as the auditor of the Company for FY2020. At the EGM on 13 April 2021, the Company has passed a special resolution in removing Ernst & Young and an ordinary resolution in appointing PricewaterhouseCoopers as auditor of the Company.

The consolidated financial statements of the Company for FY2021 were audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment at the 2021 AGM. A resolution will be submitted to the 2021 AGM to seek shareholders' approval on the re-appointment of PricewaterhouseCoopers as the Company's auditor until the conclusion of the next annual general meeting.

On behalf of the Board

Pine Care Group Limited

Tang Yiu Sing

Chairman and Executive Director

Hong Kong, 24 June 2021

管理層合約

於回顧年內，概無與本公司全部或任何主要業務部分的管理層及行政人員訂立或存在合約。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於截至2021年3月31日止年度內概無購買、出售或贖回本公司的任何上市證券。

獲准彌償條文

為本公司及其聯繫公司的董事利益制定之獲准彌償條文(定義見香港公司條例)當前具有效力且於全回顧年內均具有效力。

審核委員會

審核委員會(由四名本公司獨立非執行董事組成)與本公司管理層審閱本集團所採納的主要會計政策及討論風險管理、內部監控及財務申報事宜，包括審閱於截至2021年3月31日止年度的綜合財務報表。

核數師

安永會計師事務所擔任本公司2020財政年度的核數師。於2021年4月13日舉行的股東特別大會上，本公司已通過一項特別決議案罷免安永會計師事務所，並通過一項普通決議案委任羅兵咸永道會計師事務所為本公司之核數師。

本公司2021財政年度的綜合財務報表經已由羅兵咸永道會計師事務所審核，而羅兵咸永道會計師事務所將於2021年股東週年大會上告退及符合資格給予其接受續聘的機會。一項有關續聘羅兵咸永道會計師事務所為本公司核數師直至下屆股東週年大會之決議案將於2021年股東週年大會上提呈，以尋求股東批准。

代表董事會

松齡護老集團有限公司

鄧耀昇

主席及執行董事

香港，2021年6月24日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the Shareholders of Pine Care Group Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Pine Care Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 146 to 231, which comprise:

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

Our opinion

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

致松齡護老集團有限公司的股東
(於開曼群島註冊成立的有限公司)

意見

我們已審計的內容

松齡護老集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第146至231頁的綜合財務報表，包括：

- 於2021年3月31日的綜合財務狀況表；
- 截至該日止年度的綜合損益表；
- 截至該日止年度的綜合全面收入表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於2021年3月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

BASIS FOR OPINION

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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

KEY AUDIT MATTERS

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

Key audit matter identified in our audit is summarised as follows:

- Impairment assessment of goodwill

Key Audit Matter

關鍵審計事項

Impairment assessment of goodwill

商譽減值評估

Refer to notes 4 and 20 to the consolidated financial statements
請參閱綜合財務報表附註4及20

As at 31 March 2021, the carrying value of the Group’s goodwill amounted to HK\$33.8 million in the consolidated statement of financial position, which arose from the acquisition of companies principally engaged in the provision of elderly home care services. 於2021年3月31日，貴集團於綜合財務狀況表中的商譽賬面值為33,800,000港元，乃產生自收購主要從事提供安老院舍服務的公司。

意見的基礎

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

我們相信，我們所獲得的審核憑證能充足及適當地為我們的意見提供基礎。

獨立性

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供獨立的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 商譽減值評估

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our audit procedures in relation to the impairment assessment of goodwill included:

我們有關商譽減值評估的審計程序包括：

- Assess the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in management’s impairment assessment of goodwill;
透過考慮估計不確定性的程度及管理層對商譽減值評估涉及的判斷，評估重大錯誤陳述的固有風險；
- Understand and evaluate management’s internal controls and processes in determining the assumptions adopted in the goodwill impairment assessment;
了解及評估管理層釐定商譽減值評估所採用假設的內部控制及程序；

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment assessment of goodwill (Continued)

商譽減值評估(續)

Management is required to perform a goodwill impairment assessment at least on an annual basis. For the purpose of performing impairment assessment, goodwill is allocated to the cash generating units ("CGUs"). The recoverable amount of the CGUs is the higher of value-in-use calculations which are based on discounted future cash flows and fair value less costs of disposal calculations relating to the CGU with reference to the external valuation performed by a third party property valuer ("Valuer") on the underlying properties of the CGU. Management concluded that no impairment provision was required on the Group's goodwill at 31 March 2021.

管理層須至少每年進行商譽減值評估。就進行減值評估而言，商譽乃分配至現金產生單位(「現金產生單位」)。現金產生單位的可收回金額為使用價值及公平值減出售成本的較高者，而使用價值計算乃基於貼現未來現金流量，而現金產生單位有關的公允值減出售成本計算則參考第三方物業估值師(「估值師」)對現金產生單位的相關物業進行的外部估值。管理層認為，於2021年3月31日毋須就貴集團的商譽計提減值撥備。

We focused on this area as the goodwill impairment assessment made by management involved significant estimates and judgements, including revenue growth rates, discount rates and the fair value of the underlying properties in determining the recoverable amount of the CGUs.

我們集中於此範疇，乃由於管理層作出的商譽減值評估涉及重大估計及判斷，包括於釐定現金產生單位的可收回金額時的收益增長率、貼現率及相關物業的公允值。

- Obtain from management the goodwill impairment assessment and test the mathematical accuracy of the calculations;
從管理層獲得商譽減值評估，並測試計算的數學準確性；
- Involve our internal valuation experts in the evaluation of the appropriateness of the methodology and the reasonableness of the key assumptions used including revenue growth rates, discount rates and fair value of the underlying properties with reference to historical trend and market data;
我們和內部估值專家參考過往趨勢及市場數據，評估所用方法的適當性及關鍵假設(包括收益增長率、貼現率及相關物業的公允值)的合理性；
- Evaluate the competence, capabilities and objectivity of the Valuer;
評估估值師的資歷、能力及客觀性；
- Evaluate the sensitivity of a reasonably possible change in the revenue growth rates, the discount rates and the fair value of the underlying properties on the recoverable amount of the CGUs; and
評估收益增長率、貼現率及相關物業公允值的合理可能變動對現金產生單位可收回金額的敏感度；及
- Assess the disclosures on the impairment assessment of goodwill, specifically the key assumptions that had the most significant effect on the determination of the recoverable amount of the CGUs.
評估商譽減值評估的披露，尤其是對釐定現金產生單位的可收回金額有最重大影響的關鍵假設。

Based on the procedures performed, we found the key assumptions used in the goodwill impairment assessment were supportable in light of available evidence.

根據所執行的程序，我們發現商譽減值評估中使用的關鍵假設有可得證據支持。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他信息

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

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

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

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

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgment and maintain professional scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在的總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別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，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

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

(Continued)

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

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

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

核數師就審計綜合財務報表承擔的責任(續)

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

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

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

(Continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Tsang Nga Kwan.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 24 June 2021

核數師就審計綜合財務報表承擔的責任(續)

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

出具本獨立核數師報告的審計項目合夥人為曾雅君。

羅兵咸永道會計師事務所
執業會計師

香港，2021年6月24日

(If there is any inconsistency between English and Chinese versions of this independent auditor's report, the English version shall prevail.)

(本獨立核數師報告中英文版本如有任何歧義，概以英文版本為準。)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

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

| | | Note | 2021 | 2020 |
|--|--------------|------|---------------|----------------|
| | | 附註 | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| REVENUE | 收益 | 6 | 245,706 | 217,363 |
| Other income and gains | 其他收入及收益 | 6 | 477 | 476 |
| Amortisation | 攤銷 | 16 | (3,092) | (3,093) |
| Depreciation | 折舊 | 14 | (56,841) | (33,689) |
| Staff costs | 員工成本 | | (88,328) | (99,524) |
| Property rental and related expenses | 物業租金及相關開支 | | (6,906) | (6,620) |
| Food and beverage costs | 食品及飲品成本 | | (9,561) | (8,471) |
| Utility expenses | 公用事業開支 | | (6,893) | (7,095) |
| Supplies and consumables | 供應及消耗品 | | (7,565) | (6,724) |
| Repair and maintenance | 維修及保養 | | (3,151) | (2,732) |
| Multidisciplinary fees and related expenses | 會診費用及相關開支 | | (10,189) | (12,223) |
| Hygienic and cleaning expenses | 衛生及清潔開支 | | (1,270) | (1,235) |
| Other operating expenses | 其他經營開支 | | (11,324) | (14,224) |
| OPERATING PROFIT | 經營溢利 | | 41,063 | 22,209 |
| Finance costs | 財務成本 | 12 | (14,543) | (4,764) |
| Share of loss of a joint venture | 分佔一間合營企業虧損 | 17 | (15,838) | (323) |
| PROFIT BEFORE TAX | 除稅前溢利 | 8 | 10,682 | 17,122 |
| Income tax expenses | 所得稅開支 | 9 | (7,468) | (3,546) |
| PROFIT FOR THE YEAR | 年度溢利 | | 3,214 | 13,576 |
| Attributable to: | 以下各方應佔： | | | |
| Owners of the parent | 母公司擁有人 | | 5,860 | 13,584 |
| Non-controlling interests | 非控股權益 | | (2,646) | (8) |
| | | | 3,214 | 13,576 |
| EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENTS | 母公司擁有人應佔每股盈利 | 13 | | |
| Basic and diluted | 基本及攤薄 | | HK0.6 cent 港仙 | HK1.5 cents 港仙 |

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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

| | | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|--|----------------------------|-------------------------|-------------------------|
| PROFIT FOR THE YEAR | 年度溢利 | 3,214 | 13,576 |
| OTHER COMPREHENSIVE INCOME | 其他全面收入 | | |
| Other comprehensive income that will not be reclassified to profit or loss in subsequent periods: | 將不會於其後期間重新分類至損益的其他全面收入： | | |
| Exchange differences on translation of foreign operations attributable to non-controlling interests and others | 非控股權益應佔換算海外業務產生的匯兌差額及其他 | 226 | 841 |
| Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods: | 將於其後期間重新分類至損益的其他全面收入／(虧損)： | | |
| Exchange differences on translation of foreign operations | 換算海外業務產生的匯兌差額 | 236 | (763) |
| OTHER COMPREHENSIVE INCOME FOR THE YEAR | 年度其他全面收入 | 462 | 78 |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | 年度全面收入總額 | 3,676 | 13,654 |
| Attributable to: | 以下各方應佔： | | |
| Owners of the parent | 母公司擁有人 | 6,096 | 14,129 |
| Non-controlling interests | 非控股權益 | (2,420) | (475) |
| | | 3,676 | 13,654 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2021 於2021年3月31日

| | | Note | 2021 | 2020 |
|--|-----------------|------|-----------------|-----------|
| | | 附註 | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 14 | 772,663 | 819,278 |
| Intangible assets | 無形資產 | 16 | 3,093 | 6,185 |
| Investment in a joint venture | 於一間合營企業的投資 | 17 | 5,565 | 21,403 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 19 | 6,899 | 6,808 |
| Goodwill | 商譽 | 20 | 33,833 | 33,833 |
| Investment in insurance contract | 於保險合約的投資 | 21 | 3,261 | 3,143 |
| Deferred tax assets | 遞延稅項資產 | 29 | 6,222 | 6,200 |
| Total non-current assets | 非流動資產總額 | | 831,536 | 896,850 |
| CURRENT ASSETS | 流動資產 | | | |
| Due from a joint venture | 應收一間合營企業款項 | 17 | 21,976 | 8,921 |
| Trade receivables | 貿易應收款項 | 18 | 6,708 | 5,521 |
| Tax recoverable | 可收回稅項 | | 1,226 | 1,389 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 19 | 15,901 | 2,930 |
| Cash and cash equivalents | 現金及現金等價物 | 22 | 49,687 | 27,767 |
| Total current assets | 流動資產總額 | | 95,498 | 46,528 |
| CURRENT LIABILITIES | 流動負債 | | | |
| Trade payables | 貿易應付款項 | 23 | 2,426 | 2,029 |
| Other payables and accruals | 其他應付款項及應計費用 | 24 | 15,592 | 18,977 |
| Interest-bearing bank borrowings | 計息銀行借款 | 25 | 84,648 | 408,574 |
| Lease liabilities | 租賃負債 | 15 | 25,837 | 20,877 |
| Tax payable | 應付稅項 | | 7,130 | 5,521 |
| Total current liabilities | 流動負債總額 | | 135,633 | 455,978 |
| NET CURRENT LIABILITIES | 流動負債淨額 | | (40,135) | (409,450) |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 總資產減流動負債 | | 791,401 | 487,400 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況表(續)

As at 31 March 2021 於2021年3月31日

| | | Note | 2021 | 2020 |
|--|-------------------|------|----------------|----------|
| | | 附註 | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| NON-CURRENT LIABILITIES | 非流動負債 | | | |
| Interest-bearing bank borrowings | 計息銀行借款 | 25 | 518,287 | 190,677 |
| Lease liabilities | 租賃負債 | 15 | 50,243 | 70,817 |
| Other payables and accruals | 其他應付款項及應計費用 | 24 | 5,444 | 5,044 |
| Deferred tax liabilities | 遞延稅項負債 | 29 | 13,240 | 14,211 |
| Total non-current liabilities | 非流動負債總額 | | 587,214 | 280,749 |
| Net assets | 資產淨額 | | 204,187 | 206,651 |
| EQUITY | 權益 | | | |
| Equity attributable to owners of the parent | 母公司擁有人應佔權益 | | | |
| Issued capital | 已發行股本 | 26 | 9,029 | 9,029 |
| Reserves | 儲備 | 28 | 191,180 | 191,224 |
| | | | 200,209 | 200,253 |
| Non-controlling interests | 非控股權益 | | 3,978 | 6,398 |
| Total equity | 權益總額 | | 204,187 | 206,651 |

Tang Yiu Sing
鄧耀昇
Director
董事

Chan Yip Keung
陳業強
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

| | | Attributable to owners of the parent 母公司擁有人應佔 | | | | | | | | |
|--|-------------------|--|------------------------------------|--|---------------------------|--|-----------------------------|-----------------|---|-------------------------|
| | | Share Issued capital 已發行 股本 | Share premium account 溢價賬 | Merger reserve 合併儲備 | Other reserves 其他儲備 | Exchange fluctuation reserve 匯率波 動儲備 | Retained profits 保留溢利 | Total | Non- controlling interests 非控股 權益 | Total equity 權益總額 |
| | | HK\$'000 千港元 (Note 26) (附註26) | HK\$'000 千港元 | HK\$'000 千港元 (Note 28) (附註28) | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 April 2020 | 於2020年4月1日 | 9,029 | 148,770 | 33,798 | 2,432 | (486) | 6,710 | 200,253 | 6,398 | 206,651 |
| Profit/(loss) for the year | 年度溢利/(虧損) | - | - | - | - | - | 5,860 | 5,860 | (2,646) | 3,214 |
| Other comprehensive income/ (loss) for the year | 年度其他全面 收入/(虧損) | - | - | - | - | 236 | - | 236 | 226 | 462 |
| Total comprehensive income/ (loss) for the year | 年度全面收入/ (虧損)總額 | - | - | - | - | 236 | 5,860 | 6,096 | (2,420) | 3,676 |
| Final dividend | 末期股息 | - | - | - | - | - | (6,140) | (6,140) | - | (6,140) |
| At 31 March 2021 | 於2021年3月31日 | 9,029 | 148,770 | 33,798 | 2,432 | (250) | 6,430 | 200,209 | 3,978 | 204,187 |

Note
附註

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

綜合權益變動表(續)

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

| | | Attributable to owners of the parent 母公司擁有人應佔 | | | | | | | | |
|------------|--|--|---------------------------|--|---------------------------|--|-----------------------------|-----------------|---|-------------------------|
| | | Share Issued capital 已發行 股本 | premium account 溢價賬 | Merger reserve 合併儲備 | Other reserves 其他儲備 | Exchange fluctuation reserve 匯率波 動儲備 | Retained profits 保留溢利 | Total | Non- controlling interests 非控股 權益 | Total equity 權益總額 |
| Note 附註 | | HK\$'000 千港元 (Note 26) (附註26) | HK\$'000 千港元 | HK\$'000 千港元 (Note 28) (附註28) | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| | At 1 April 2019 | 9,029 | 148,770 | 33,798 | 1,591 | (190) | 7,210 | 200,208 | 6,873 | 207,081 |
| | Profit/(loss) for the year | - | - | - | - | - | 13,584 | 13,584 | (8) | 13,576 |
| | Other comprehensive income/ (loss) for the year | - | - | - | 841 | (296) | - | 545 | (467) | 78 |
| | Total comprehensive income/ (loss) for the year | - | - | - | 841 | (296) | 13,584 | 14,129 | (475) | 13,654 |
| | Interim dividend | 30 | - | - | - | - | (7,042) | (7,042) | - | (7,042) |
| | Final dividend | 30 | - | - | - | - | (7,042) | (7,042) | - | (7,042) |
| | At 31 March 2020 | 9,029 | 148,770 | 33,798 | 2,432 | (486) | 6,710 | 200,253 | 6,398 | 206,651 |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

| | | | 2021 | 2020 |
|--|------------------------|------|-----------------|----------|
| | | Note | HK\$'000 | HK\$'000 |
| | | 附註 | 千港元 | 千港元 |
| Cash flows from operating activities | 經營活動所得現金流量 | | | |
| Profit before tax | 除稅前溢利 | | 10,682 | 17,122 |
| Adjustments for: | 就下列各項作出調整： | | | |
| Finance costs | 財務成本 | 12 | 14,543 | 4,764 |
| Interest income | 利息收入 | 6 | (1) | (1) |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 8 | 15,285 | 8,449 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 8 | 41,556 | 25,240 |
| Amortisation | 攤銷 | 8 | 3,092 | 3,093 |
| Change in cash surrender value of insurance contract | 保險合約的退保現金價值變動 | 6 | (118) | (60) |
| Provision for long service payments, net | 長期服務付款撥備淨額 | | 400 | 1,444 |
| Share of loss of a joint venture | 分佔一間合營企業虧損 | 17 | 15,838 | 323 |
| | | | 101,277 | 60,374 |
| Increase in trade receivables | 貿易應收款項增加 | | (1,187) | (3,270) |
| (Increase)/decrease in prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 (增加)/減少 | | (12,812) | 423 |
| Increase in trade payables | 貿易應付款項增加 | | 397 | 37 |
| (Decrease)/increase in other payables and accruals | 其他應付款項及應計費用 (減少)/增加 | | (3,385) | 5,221 |
| Cash generated from operations | 經營所得現金 | | 84,290 | 62,785 |
| Hong Kong profits tax paid | 已付香港利得稅 | | (6,689) | (4,903) |
| Interest received | 已收利息 | | 1 | 1 |
| Interest on interest-bearing bank borrowings paid | 計息銀行借款已付利息 | | (12,150) | (19,322) |
| Interest elements of lease payments | 租賃付款的利息部分 | | (2,393) | (2,650) |
| Net cash from operating activities | 經營活動所得現金淨額 | | 63,059 | 35,911 |
| Cash flows from investing activities | 投資活動所得現金流量 | | | |
| Purchases of items of property, plant and equipment | 購買物業、廠房及設備項目 | | (6,870) | (22,932) |
| Increase in an amount due from a joint venture | 應收一間合營企業款項增加 | | (13,055) | (8,818) |
| Net cash used in investing activities | 投資活動所用現金淨額 | | (19,925) | (31,750) |

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

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

| | | 2021 | 2020 |
|---|--------------------------|---------------|-----------------|
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Cash flows from financing activities | 融資活動所得現金流量 | | |
| New bank loans | 新銀行貸款 | 20,000 | 64,000 |
| Repayment of bank loans | 償還銀行貸款 | (16,316) | (58,265) |
| Dividends paid | 已付股息 | (6,140) | (14,084) |
| Principal portion of lease payments | 租賃付款本金部分 | (18,120) | (19,024) |
| | | (20,576) | (27,373) |
| Net cash used in financing activities | 融資活動所用現金淨額 | | |
| | | (20,576) | (27,373) |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等價物增加/(減少)淨額 | 22,558 | (23,212) |
| Cash and cash equivalents at beginning of year | 年初現金及現金等價物 | 27,767 | 50,879 |
| Effect of foreign exchange rate changes | 匯率變動的影響 | (638) | 100 |
| | | 49,687 | 27,767 |
| Cash and cash equivalents at end of year | 年末現金及現金等價物 | 49,687 | 27,767 |
| | | 49,687 | 27,767 |
| Analysis of balances of cash and cash equivalents | 現金及現金等價物結餘分析 | | |
| Cash and bank balances | 現金及銀行結餘 | 49,687 | 27,767 |

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2021 2021年3月31日

1. CORPORATE AND GROUP INFORMATION

Pine Care Group Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is G/F, 1 Koon Wah Lane, 68-72 Yuk Wah Street, Tsz Wan Shan, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively the “Group”) are principally engaged in the provision of senior care services.

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

2.1 BASIS OF PREPARATION

As at 31 March 2020, the Group’s current liabilities exceeded its current assets by HK\$409.4 million primarily due to the classification of a term loan of HK\$346.5 million (“Term Loan”) as current liability resulting from the breach of a loan covenant (“First Covenant”) following the change of the controlling shareholder of the Company during February 2020. Subsequently in April 2020, the Group failed to comply with a second covenant (“Second Covenant”) of the Term Loan following the suspension of the trading of the Company’s shares due to insufficient public float for more than 14 consecutive trading days. The lending bank of the Term Loan subsequently revised the Term Loan facility letter in June 2020 which replaced the First Covenant with a new covenant that Mr. Tang Yiu Sing, Chairman of the Company, shall remain as the largest single shareholder of the Group as well as to maintain control over the management and business of the Group. On 12 October 2020, with the resumption of trading in the shares of the Company, both First and Second Covenant breaches were remediated and the Term Loan has been reclassified to non-current liability according to its contractual maturity.

As at 31 March 2021, the Group’s current liabilities exceeded its current assets by HK\$40.1 million. Included in its current liabilities were mainly lease liabilities of HK\$25.8 million and interest-bearing borrowings of HK\$84.6 million which included revolving bank loan facilities of HK\$39.95 million and a bank loan of HK\$9.6 million which is not contractually due within the next twelve months from 31 March 2021 but classified as current liability due to the bank’s overriding rights to demand repayment.

1. 公司及集團資料

松齡護老集團有限公司(「本公司」)為一間於開曼群島註冊成立的有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點為香港九龍慈雲山毓華街68-72號貫華里1號地下。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事提供安老院舍及長者護理服務。

本公司於香港聯合交易所有限公司(「聯交所」)主板上市。

2.1 編製基準

於2020年3月31日，本集團的流動負債超過流動資產409,400,000港元，主要由於將定期貸款346,500,000港元(「定期貸款」)分類為流動負債所致，因2020年2月本公司控股股東變動後違反貸款契諾(「第一項契諾」)。其後於2020年4月，由於公眾持股量不足，本公司股份暫停買賣連續14日以上，故本集團未能遵守定期貸款的第二項契諾(「第二項契諾」)。定期貸款的放貸銀行其後於2020年6月修改定期貸款的融資函件，用新的契諾更替第一項契諾：本公司主席鄧耀昇先生須保持作為本集團最大單一股東的地位，以及對本集團的管理及業務保持控制權。於2020年10月12日，隨著本公司股份恢復買賣，第一項及第二項契諾的違約情況經已糾正，而定期貸款已根據其合約到期情況重新分類為非流動負債。

於2021年3月31日，本集團的流動負債超出其流動資產40,100,000港元。計入流動負債的金額主要包括租賃負債25,800,000港元及計息借款84,600,000港元，包括循環銀行貸款融資39,950,000港元及銀行貸款9,600,000港元(該款項並非根據合約條款由2021年3月31日起計未來12個月內到期，但由於銀行有凌駕權可要求還款，故分類為流動負債)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

2.1 BASIS OF PREPARATION (Continued)

In preparing the consolidated financial statements, the Directors have given careful consideration of the liquidity and performance of the Group, various investments and capital expenditure plans and the available sources of financing in assessing whether the Group has sufficient financial resources to continue as a going concern. The Directors have reviewed the Group's cash flow projections prepared by management which covers a period of twelve months to 31 March 2022. The Directors have taken into account of the following considerations in assessing the sufficiency of working capital requirements for the next twelve months:

1. the cash flows generated from its operations;
2. the expected roll over of revolving bank loan facilities of HK\$39.95 million with similar terms and the loan of HK\$9.6 million will be paid according to the contractual repayment schedule; and
3. the availability of new banking facilities and unutilised credit facilities of the Group.

Based on the cash flow projections and taking into account reasonably possible downside changes to the cash flow assumptions in the cash flow projections for the twelve months ending 31 March 2022, the expected completion of new banking facilities and the continuous availability of existing banking facilities, the Directors consider that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the coming twelve months from 31 March 2021. Accordingly, the Directors of the Company consider it is appropriate to prepare the consolidated financial statements on a going concern basis.

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment in insurance contract which has been measured at cash surrender value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

2.1 編製基準(續)

於編製綜合財務報表時，於評估本集團是否有足夠的財務資源持續經營時，董事已審慎考慮本集團的流動資金及表現、若干投資及資本開支計劃，以及是否有可供取用的融資來源。董事已審閱管理層編製涵蓋至2022年3月31日12個月期間的本集團現金流量預測。董事於評估未來十二個月營運資金要求的充足程度時已計及以下考慮因素：

1. 其經營所得現金流量；
2. 預期以類似條款續期循環銀行貸款融資39,950,000港元，以及9,600,000港元之貸款將根據合約還款時間表支付；及
3. 本集團可供取用的新銀行融資及未動用信貸融資。

根據現金流量預測及計及截至2022年3月31日止十二個月的現金流量預測內的現金流量假設的合理可能下行變動、預期完成新銀行融資及可持續取得現有銀行融資，董事認為本集團有足夠的營運資金滿足其由2021年3月31日起計未來十二個月到期的財務責任。因此，本公司董事認為按持續經營基準編製綜合財務報表屬合適。

此等財務報表乃根據香港會計師公會（「香港會計師公會」）所頒佈之香港財務報告準則（「香港財務報告準則」）（當中包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定而編製。此等財務報表乃根據歷史成本法編製，惟按退保現金價值計量之保險合約投資除外。除另有註明外，此等財務報表乃以港元（「港元」）呈列，而所有金額均調整至最接近之千元。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

(a) Amendments to standards effective in the current accounting period

| | |
|---|--|
| HKAS 1 and HKAS 8 (Amendments) | Definition of Material |
| HKAS 39, HKFRS 7 and HKFRS 9 (Amendments) | Interest Rate Benchmark Reform — Phase 1 |
| HKFRS 3 (Amendments) | Definition of a Business |
| Conceptual Framework for Financial Reporting 2018 | Revised Conceptual Framework for Financial Reporting |

The adoption of these amendments to standards does not have any significant change to the accounting policies or any significant effect on the results and financial position of the Group.

2.2 會計政策之變動及披露

(a) 於本會計期間生效的準則修訂

| | |
|---|---------------|
| 香港會計準則第1號及香港會計準則第8號(修訂本) | 重大的定義 |
| 香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號(修訂本) | 利率基準改革 — 第1階段 |
| 香港財務報告準則第3號(修訂本) | 業務的定義 |
| 2018年財務報告概念框架 | 財務報告之經修訂概念框架 |

採納該等準則修訂並無對會計政策造成任何重大變動或對本集團的業績及財務狀況造成任何重大影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) Early adoption of amendment to standards

The Group has early adopted Amendment to HKFRS 16 “COVID-19 Related Rent Concessions” from 1 April 2020. The amendment provides an optional practical expedient allowing lessees to elect not to assess whether a rent concession related to COVID-19 is a lease modification. Lessees adopting this election may account for qualifying rent concessions in the same way as they would if they were not lease modifications. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

The early adoption of the amendment does not have any effect on the results and financial position of the Group.

2.2 會計政策之變動及披露(續)

(b) 提早採納準則的修訂

本集團已自2020年4月1日起提早採納香港財務報告準則第16號(修訂本)「新型冠狀病毒相關租金減免」。修訂提供可選用的可行權宜方法，在與新型冠狀病毒相關租金優惠是否屬租賃修訂上，准許承租人選擇不對此進行評估。選用此選項的承租人可按合資格租金優惠不屬租賃修訂的相同方式，將合資格租金優惠入賬。此可行權宜方法僅在滿足以下所有條件的情況下，才能應用於因新型冠狀病毒疫情之直接影響而產生之租金優惠：

- 租賃付款之變動導致租賃之代價修改，與緊接變動前之租賃代價大致相同或低於該代價；
- 租賃付款之任何減少僅影響原於2022年6月30日或之前到期之付款；及
- 租賃的其他條款及條件並無實質性變動。

提早採納修訂對本集團的業績及財務狀況並無任何影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(c) New standard, amendments to standards and interpretation not yet effective and have not been early adopted by the Group

The following new standard, amendments to standards and interpretation have been published which are mandatory for the Group's accounting periods beginning on or after 1 April 2021 and have not been early adopted by the Group:

| | |
|--|--|
| HKFRS 17 | Insurance Contracts ⁽³⁾ |
| HKFRS 3 (Amendments) | Reference to the Conceptual Framework ⁽⁶⁾ |
| HKFRS 10 and HKAS 28 (Amendments) | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁽⁴⁾ |
| HKAS 1 (Amendments) | Classification of Liabilities as Current or Non-Current ⁽³⁾ |
| HKAS 16 (Amendments) | Property, Plant and Equipment — Proceeds before Intended Use ⁽²⁾ |
| HKAS 37 (Amendments) | Onerous Contract — Cost of Fulfilling a Contract ⁽²⁾ |
| HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16 (Amendments) | Interest Rate Benchmark Reform Phase 2 ⁽¹⁾ |
| Annual Improvements | Annual Improvement to HKFRSs 2018–2020 Cycle ⁽²⁾ |
| Accounting Guideline 5 (Revised) | Merger Accounting for Common Control Combinations ⁽²⁾ |
| Hong Kong Interpretation 5 (2020) | Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ⁽³⁾ |

⁽¹⁾ Effective for annual periods beginning on or after 1 January 2021

⁽²⁾ Effective for annual periods beginning on or after 1 January 2022

⁽³⁾ Effective for annual periods beginning on or after 1 January 2023

⁽⁴⁾ Effective date is to be determined

⁽⁵⁾ Effective for business combination for which the acquisition date is on or after the beginning of the first accounting periods beginning on or after 1 January 2022

2.2 會計政策之變動及披露(續)

(c) 尚未生效且本集團尚未提早採納的新準則、準則的修訂及詮釋

以下新準則、準則的修訂及詮釋經已頒佈，於2021年4月1日或之後開始的本集團會計期間強制生效，而本集團並未提早採納：

| | |
|--|---|
| 香港財務報告準則第17號 | 保險合約 ⁽³⁾ |
| 香港財務報告準則第3號(修訂本) | 對概念框架的提述 ⁽⁶⁾ |
| 香港財務報告準則第10號及香港會計準則第28號(修訂本) | 投資者及其聯營公司或合營企業之間的銷售或資產貢獻 ⁽⁴⁾ |
| 香港會計準則第1號(修訂本) | 負債分類為流動或非流動 ⁽³⁾ |
| 香港會計準則第16號(修訂本) | 物業、廠房及設備：擬定用途前的所得款項 ⁽²⁾ |
| 香港會計準則第37號(修訂本) | 虧損性合約 — 履行合約的成本 ⁽²⁾ |
| 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2階段 ⁽¹⁾ |
| 年度改進 | 香港財務報告準則2018年至2020年週期的年度改進 ⁽²⁾ |
| 會計指引第5號(經修訂) | 共同控制合併的合併會計處理 ⁽²⁾ |
| 香港詮釋第5號(2020年) | 財務報表之呈列 — 借款人對載有按要償還條文之定期貸款之分類 ⁽³⁾ |

⁽¹⁾ 於2021年1月1日或之後開始的年度期間生效

⁽²⁾ 於2022年1月1日或之後開始的年度期間生效

⁽³⁾ 於2023年1月1日或之後開始的年度期間生效

⁽⁴⁾ 生效日期待定

⁽⁵⁾ 適用於收購日期為2022年1月1日或之後開始的首個會計期間開始當日或之後進行的業務合併

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(c) **New standard, amendments to standards and interpretation not yet effective and have not been early adopted by the Group (Continued)**

The Group has already commenced an assessment of the impact of these new standard, amendments to standards and interpretation and does not expect that they would have any significant impact on its results and financial position.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted for the preparation of these consolidated financial statements, which have been consistently applied to all the years presented, unless otherwise stated, are set out below:

(a) **Consolidation**

The consolidated financial statements incorporate the financial statements of the Company and all of its subsidiaries made up to 31 March.

(i) **Subsidiaries**

Subsidiaries are all entities (including structured entities) controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which controls is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to note 3(b)).

Intra-group balances, transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements of the Group. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2.2 會計政策之變動及披露(續)

(c) 尚未生效且本集團尚未提早採納的新準則、準則的修訂及詮釋(續)

本集團已開始評估該等新準則、準則的修訂及詮釋的影響，並預期不會對其業績及財務狀況有任何重大影響。

3 主要會計政策概要

除另有指明外，編製該等綜合財務報表的主要會計政策(已貫徹應用於所有呈報年度)，載列如下：

(a) **綜合入賬**

綜合財務報表包括本公司及其所有附屬公司截至3月31日止編製的財務報表。

(i) **附屬公司**

附屬公司(包括結構性實體)是指受本集團控制的所有實體。當本集團從參與實體業務而承擔取得其可變回報的風險或享有可變回報的權利，並有能力透過其對實體活動的主導權影響該等回報時，則本集團控制該實體。附屬公司於控制權轉移至本集團當日起全面綜合入賬，並於終止控制權當日起終止綜合入賬。

本集團採用購買會計法將業務合併入賬(見附註3(b))。

集團內部往來的結餘、交易，以及集團內部交易所產生的任何未變現收益，均會在編製本集團綜合財務報表時全數抵銷。集團內部交易所引致未變現虧損的抵銷方法與未變現收益相同，但抵銷額只限於沒有證據顯示已出現減值的部份。附屬公司的會計政策已在有需要時作出調整，以確保與本集團所採納有關政策一致。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

(i) Subsidiaries (Continued)

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

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

In the Company's statement of financial position, the investment in a subsidiary is stated at cost less impairment losses (see Note 3(n)(iii)).

(ii) Joint venture

Investments in joint arrangements are classified either as joint operations or joint ventures, depending on the contractual rights and obligations each investor has rather than the legal structure of the joint arrangement. The Group has assessed the nature of its joint arrangement and determined them to be a joint venture. Joint venture is accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in consolidated statement of profit or loss.

3 主要會計政策概要(續)

(a) 綜合入賬(續)

(i) 附屬公司(續)

本集團於附屬公司的權益變動，如不構成失去控制權，這些變動入賬為權益交易，於綜合權益的控股權益及非控股權益將會被調整，以反映相關權益變動，但不會於損益內確認收益或虧損。

如本集團失去附屬公司控制權，其該將被入賬為出售該附屬公司之全部權益，所得收益或虧損於損益表中確認。任何在喪失控股權當日仍保留於該前附屬公司的權益按公允值確認，而此金額被視為金融資產於初始確認時的公允值，或(如適用)於一間聯營公司或合營企業的投資於初始確認時的成本。

本公司財務狀況表所示於附屬公司的投資，是按成本減去減值虧損後列賬(見附註3(n)(iii))。

(ii) 合營企業

在合營安排的投資分類為共同經營或合營企業，視乎每個投資者的合同權益和義務(而非共同安排的法定架構)而定。本集團已評估其合營安排的性質並釐定為合營企業。合營企業按權益法入賬。

根據權益法，於合營企業的權益初始以成本確認，並於其後進行調整，以於綜合損益表確認本集團應佔的收購後損益及變動。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

(ii) Joint venture (Continued)

When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investments in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. For equity accounting purpose, accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

(b) Business combinations

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

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

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

3 主要會計政策概要(續)

(a) 綜合入賬(續)

(ii) 合營企業(續)

當本集團享有某一合營企業的虧損相等於或超過在該合營企業的權益(包括任何實質上構成本集團在該合營企業淨投資的長期權益),則本集團不會進一步確認虧損,除非本集團已產生義務或已代合營企業付款。

本集團與其合營企業之間的未變現交易收益乃按本集團在該等合營企業的權益予以對銷。未變現虧損也予以對銷,除非交易提供證據證明所轉讓的資產出現減值。就權益會計而言,合營企業的會計政策已按需要作出改變,以確保與本集團所採納的政策符合一致。

(b) 業務合併

所有業務合併均採用收購會計法入賬,而不論當中是否已收購權益工具或其他資產。就收購一間附屬公司轉讓的代價包括:

- 所轉讓資產的公允值
- 對被收購業務前擁有人產生的負債
- 本集團發行的股權
- 或然代價安排產生的任何資產或負債的公允值,及
- 於附屬公司的任何已存在股權的公允值。

於業務合併時所收購的可識別資產及所承擔的負債及或然負債,初步按收購日期的公允值計量(少數例外情況除外)。本集團以逐項收購基準,按公允值或非控股權益所佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Business combinations (Continued)

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

3 主要會計政策概要(續)

(b) 業務合併(續)

收購相關成本於產生時列為開支。

以下各項：

- 所轉讓代價，
- 於被收購實體的任何非控股權益金額，及
- 任何先前於被收購實體的任何股權於收購日期的公允值

超出所收購可識別資產淨值的公允值時，其差額以商譽列賬。倘該等款項低於所收購業務的可識別資產淨值的公允值，則差額將直接於損益中確認為議價購買。

倘現金代價任何部分的結算被延遲，則未來的應付金額將按交換日期的現值貼現。所用貼現率為實體的增量借款利率，即可比較條款及條件下從獨立融資方可獲得類似借款的利率。或然代價分為權益或金融負債。分類為金融負債的金額其後將按公允值重新計量，而公允值變動於損益中確認。

倘業務合併分階段進行，則收購方先前持有的被收購方股權於收購日期的賬面值於收購日期重新計量至公允值。有關重新計量產生的任何收益或虧損於損益中確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 3(n)(iii)). The cost of self-constructed items of property, plant and equipment includes the cost of materials, labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see Note 3(j)).

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

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

| | |
|---|--|
| Land and buildings, including right-of-use assets | Over the lease term |
| Furniture, fixtures, other equipment | 14%–30% |
| Motor vehicles | 20%–33% |
| Leasehold improvements | Over the shorter of lease term and 10%–20% |

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

Construction in progress represents buildings and renovation under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and available for intended use.

3 主要會計政策概要(續)

(c) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損(見附註3(n)(iii))後列賬。自行建造之物業、廠房及設備成本包括材料成本、人工、有關在原先評估之拆卸及移除項目與還原舊址之成本和適當比例之生產運作費用以及借貸成本(見附註3(j))。

報廢或出售物業、廠房及設備項目所產生的收益或虧損按出售所得款項淨額與項目賬面值之間的差額釐定，並於報廢或出售日期在綜合損益表內確認。

折舊以每項物業、廠房及設備之成本金額(包括使用權資產)扣減其估計剩餘價值(如有)後，按其估計可使用年限以直線法計算年率如下：

| | |
|---------------|--------------------|
| 土地及樓宇，包括使用權資產 | 按租賃期 |
| 傢俱、裝置及其他設備 | 14%–30% |
| 汽車 | 20%–33% |
| 租賃物業裝修 | 按租賃期及10%至20%兩者中較短者 |

倘物業、廠房及設備項目各部分的可使用年期有所不同，該項目的成本將於各部分間作合理分配，而各部分會分開折舊。資產的使用年期及剩餘價值(如有)每年會進行檢討。

在建工程指興建中之樓宇及裝修，按成本減任何減值虧損入賬且不算折舊。成本包括直接興建成本及於興建期內所支付有關借貸資金之資本化借款成本。在建工程於竣工及可作擬定用途時重新分類至物業、廠房及設備的適當類別。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. The Group determines the incremental borrowing rate by using recent third-party financing received with adjustments specific to the term of the leases.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

3 主要會計政策概要(續)

(d) 租賃

租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認相應負債。

租賃產生的資產及負債初始按現值基準計量。租賃負債包括固定付款(包括實質性的固定付款)的現值淨額，減任何應收租賃優惠。根據合理確定續期選擇權作出的租賃付款亦計入負債的計量中。

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率，則一般就本集團租賃而言，會使用承租人的增量借款利率，即個別承租人在類似條款、抵押及條件的類似經濟環境中借入獲得類似使用權資產價值資產所需資金所必須支付的利率。本集團使用最近收到就租賃條款作出的特定調整的第三方融資釐定增量借款利率。

租賃付款在本金和融資費用之間分配。融資費用在租賃期內從損益中扣除，以就每個期間的負債餘額產生固定的定期利率。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初始計量金額；
- 於開始日期或之前所作的任何租賃付款，減任何應收租賃優惠；
- 任何初始直接成本；及
- 修復成本。

使用權資產一般按資產使用年期及租期(以較短者為準)以直線法折舊。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Lease income from operating leases where the Group is a lessor is recognised in the consolidated statement of profit or loss on a straight-line basis over the lease term. The respective leased assets are included in the consolidated statement of financial position based on their nature.

(e) Intangible assets

(i) Goodwill

Goodwill is measured as described in note 20. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (note 7).

Goodwill impairment is described in note 3(n)(ii).

(ii) Licences

Purchased licences are stated at cost less any impairment losses and amortised on the straight-line basis over their estimated useful lives of 5 years.

3 主要會計政策概要(續)

(d) 租賃(續)

短期租賃及低價值資產的租賃的相關付款以直線法於損益中開銷。短期租賃指租賃期為十二個月或以下的租賃。

本集團作為出租人而產生的經營租賃的租金收入在租賃期內按直線法於綜合損益表中確認。各租賃資產根據其性質計入綜合財務狀況表中。

(e) 無形資產

(i) 商譽

商譽按附註20所述計量。商譽不予攤銷，惟每年進行減值測試，或當有事件或情況變化顯示資產可能減值時更頻繁地進行減值測試，並按成本減累計減值虧損列賬。出售實體產生的收益及虧損包括與所出售實體相關的商譽的賬面值。

就減值測試而言，商譽獲分配至現金產生單位。商譽獲分配至預期可自產生商譽的業務合併中獲益的現金產生單位或現金產生單位組別。現金產生單位或現金產生單位組別乃就內部管理目的而於監察商譽的最低級別(即經營分部(附註7))確認。

商譽減值於附註3(n)(ii)說明。

(ii) 牌照

購入牌照乃按成本值扣除任何減值虧損列賬，並以直線法按其五年估計可使用年期攤銷。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments

(i) Recognition and initial measurement

The Group initially recognises trade and other receivables, trade and other payables, deposits and borrowings on the date on which they are originated. All other financial instruments are recognised on the trade date, which is the date on which the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability (unless it is trade and other receivables without a significant financing component) is measured initially at fair value plus, in the case of an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. Transaction costs of financial assets or liabilities carried at FVTPL are expensed in profit or loss. Trade and other receivables without a significant financing component are initially measured at transaction price.

If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade payable and accruals are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

(ii) Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at: amortised cost, fair value through other comprehensive income ("FVOCI") or FVTPL. 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.

3 主要會計政策概要(續)

(f) 金融工具

(i) 確認及初始計量

本集團在貿易應收款項及其他應收款項、貿易應付款項及其他應付款項、按金及借款產生當日初始確認相關項目。所有其他金融工具會於交易日期(即本集團成為相關工具合約條款訂約方之日)確認。

金融資產或金融負債(除非是不含重大融資部分的貿易應收款項及其他應收款項)按公允值及(如相關項目並非按公允值計入損益(「按公允值計入損益」)因收購或發行相關項目直接應佔的交易成本初始確認。按公允值計入損益之金融資產或負債的交易成本在損益中列為開支。不含重大融資部分的貿易應收款項及其他應收款項會按交易價初始確認。

倘貿易應收款項及其他應收款項預計將在一年或一年以內收回(或就較長時間而言,在正常之業務營運週期內),則歸類為流動資產。否則,在非流動資產中列報。

倘貿易應付款項及應計費用將在一年或一年以內到期支付(或就較長時間而言,在正常之業務營運週期內),則歸類為流動負債。否則,在非流動負債中列報。

(ii) 分類及其後計量

於最初確認時,金融資產會分別按攤銷成本、按公允值計入其他全面收益(「按公允值計入其他全面收益」)或按公允值計入損益列賬。除了在本集團因管理金融資產而改變業務模式的期間外,均不會在最初確認金融資產後進行重新分類。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

(ii) Classification and subsequent measurement (Continued)

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.

Trade and other receivables, including balances due from group companies are classified as financial assets at amortised cost. All other financial assets are classified and measured at fair values.

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. Financial assets at fair value through profit or loss ("FVTPL") and FVOCI are subsequently measured at fair values. Changes in fair values of financial assets at FVTPL are recognised in the consolidated statement of profit or loss.

Financial liabilities are classified as measured at amortised cost or FVTPL. Financial liabilities at amortised cost are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. Trade and other payables, including balances due to group companies, interest-bearing borrowings and convertible bonds are classified as financial liabilities at amortised cost. The Group does not have financial liability measured at FVTPL.

3 主要會計政策概要(續)

(f) 金融工具(續)

(ii) 分類及其後計量(續)

當金融資產同時符合以下情況，而且沒有被指派按公允值計入損益時，便會按攤銷成本計量：

- 相關資產由一個旨在通過持有資產收回訂約現金流的業務模式所持有；及
- 相關金融資產的訂約條款在指定日期可產生現金流，而該現金流純粹為就未償還本金額支付的本金和利息。

貿易應收款項及其他應收款項(包括應收集團成員公司餘額)會分類為按攤銷成本列賬的金融資產。所有其他金融資產均按公允值分類和計量。

按攤銷成本列賬的金融資產其後利用實際利率法按攤銷成本計量。有關攤銷成本扣減減值虧損。利息收入、外匯損益及減值會在損益中確認。因取消確認產生的任何損益會於損益中確認。按公允值計入損益及按公允值計入其他全面收益(「按公允值計入其他全面收益」)的金融資產其後按公允值計量。按公允值計入損益的金融資產之公允值變動於綜合損益表中確認。

金融負債分類為按攤銷成本計量或按公允值計入損益。按攤銷成本計量的金融負債其後會利用實際利率法按攤銷成本計量。利息支出及匯兌損益會在損益中確認。因取消確認產生的任何損益亦會於損益中確認。貿易應付款及其他應付款項(包括應付集團成員公司結餘、計息貸款及可換股債券)獲分類為按攤銷成本列賬的金融負債。本集團並無按公允值計入損益的金融負債。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

(iii) Derecognition

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. The Group enters into transactions whereby it transfers assets recognised on its consolidated statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In such cases, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously. Income and expenses are presented on a net basis only when permitted under HKFRSs, or for gains and losses arising from a group of similar transactions such as in the Group's trading activity.

3 主要會計政策概要(續)

(f) 金融工具(續)

(iii) 取消確認

金融資產

當金融資產現金流的合約權利屆滿，或當本集團轉讓某宗交易中收取合約現金流的權利，而金融資產的絕大部分擁有權風險和回報已獲轉讓，或本集團既無轉讓也無保留絕大部分的擁有權風險和回報，而且並無持有金融資產的控制權時，本集團便會取消確認金融資產。倘本集團進行在綜合財務狀況表中確認的資產轉讓的交易，但保留已轉讓資產的所有或絕大部分的風險和報酬，於這些情況下，不會取消確認已轉讓的資產。

金融負債

當合約責任獲解除、註銷或屆滿時，本集團會取消確認金融負債。當金融負債的條款經過修訂，而已修訂負債的現金流大致上不同時，本集團會取消確認金融負債。在這種情況下，包含已修訂條款的新金融負債會以公允價值確認。金融負債的賬面價值之間的差額已消失，而包含已修訂條款的新金融負債會於損益中確認。

(iv) 抵銷

金融資產和金融負債會互相抵銷，並會於及只會於本集團目前具有可依法強制執行的權利抵銷金額，而且計劃按淨額清償金額，或同時將資產變現和將負債清償時，才會在綜合財務狀況表呈列淨額。只會於《香港財務報告準則》允許的情況下，或就一組類似交易(例如本集團的交易活動)產生損益時，才會按淨額呈報收支。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, demand deposits with banks, and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows of the Group.

(h) Revenue recognition

The Group recognises different types of revenue, as follows:

- (i) Revenue from the rendering of senior care services and provision of health care services is recognised when the services are rendered over the scheduled period on a straight-line basis because of customer simultaneously receive and consume the benefits provided by the Group.
- (ii) Revenue from the sale of senior care related goods is recognised at a point in time when the control of the goods was transferred to the customers.

The period between the transfer of promised goods and services to the customers and payments by customers usually is within one year, as a result, there is no financing component which requires adjustment of the transaction prices for the time value of money.

- (iii) Interest income is recognised as it accrues using the effective interest method.

If the payments by customers exceed the services rendered, a contract liability is recognised as receipts in advance on the consolidated statement of financial position. If the services rendered exceed the payments by customers and unconditional rights to contract consideration to date, a contract asset is recognised on the consolidated statement of financial position.

3 主要會計政策概要(續)

(g) 現金及現金等價物

現金及現金等價物包括銀行結存及現金、銀行之活期存款，及短期而高流動性的投資，即於購入時三個月內到期而沒有涉及重大價值轉變的風險下可以隨時轉換為已預知金額的投資。本集團綜合現金流量表中的現金及現金等價物亦包括按要求償還，並構成本集團現金管理一部分的銀行透支。

(h) 確認收益

本集團確認不同類型的收益，如下：

- (i) 提供安老院舍及長者護理服務及提供醫療保健服務的收益於服務在預定期間提供時按直線基準確認，因客戶同時收取及使用本集團提供的利益。
- (ii) 銷售樂齡相關貨品的收益於貨品控制權轉讓予客戶的時間點確認。

向客戶轉讓承諾貨品及服務與客戶付款之間的期限通常為一年內，因此，概無融資部分須就貨幣時間價值調整交易價格。

- (iii) 利息收入於產生時使用實際利率法確認。

倘客戶付款超出所提供服務，則合約負債於綜合財務狀況表確認為預收款項。倘提供的服務超出客戶付款及迄今收取合約代價的無條件權利，則合約資產於綜合財務狀況表確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(j) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale or complete.

3 主要會計政策概要(續)

(i) 借貸

借貸最初按公允值扣除所產生的交易成本確認。其後借貸按攤銷成本計量。所得款項(扣除交易成本後)與贖回金額之間的任何差額於借貸期內採用實際利率法在損益中確認。設立貸款融資支付的費用，於有可能提取部分或全部融資時確認為貸款的交易成本。在此情況下，該費用會遞延至提取融資為止。倘若並無任何證據顯示將會提取部分或全部融資，則有關費用將資本化作為流動資金服務的預付款項，並在融資相關期間攤銷。

當合約內訂明的責任獲解除、取消或過期時，借貸從綜合財務狀況表中剔除。已終止或轉讓予另一方的金融負債的賬面值與已付代價之差額(包括任何已轉讓的非現金資產或承擔的負債)在損益中確認為其他收入或融資費用。

除非本集團有權將債務結算日期無條件遞延至報告期後至少十二個月，否則借貸將歸類為流動負債。

(j) 借貸成本

因購置、建造或生產一項須長時間方可投入擬定用途或售賣的資產而直接產生之借貸成本，則資本化為資產成本。其他借貸成本乃在其發生期間列為支出。

借貸成本在資產產生開支、借貸成本產生和使資產投入擬定用途或銷售所必須的準備工作進行期間開始資本化為合資格資產成本的一部分。在使合資格資產投入擬定用途或銷售所必須的絕大部分準備工作完成時，借貸成本便會暫停或停止資本化。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

3 主要會計政策概要(續)

(k) 所得稅

本年度之所得稅包括當期稅項及遞延稅項資產及負債之變動。當期稅項及遞延稅項資產及負債之變動在損益表確認，惟與於其他全面收入或直接於權益內確認之項目有關者除外，在此情況下，相關稅項金額分別於其他全面收入或直接於權益內確認。當期稅項是指預期就該年應課稅入息，按報告期末已頒佈或實質上已頒佈的稅率計算的應付稅項，以及對過往年度應付稅項的調整。

遞延稅項資產及負債是指由財務報告之賬面值及其課稅基礎值兩者間的差異而產生的暫時性可扣稅或應課稅差額。遞延稅項資產還包括尚未使用的稅務虧損及稅收抵免。

遞延所得稅採用負債法就資產及負債的稅基與其在綜合財務報表中的賬面值之間產生的暫時性差額計提全額撥備。遞延稅項資產僅在很可能有未來應課稅金額用於抵銷該等暫時性差額及虧損時確認。可能支持確認因可扣稅暫時性差額而引起的遞延稅項資產的未來應課稅盈利包括來自現有應課稅暫時性差額撥回產生的應課稅盈利，惟有關的差額須關乎同一稅務機關向同一企業開徵，並且預期與可扣稅暫時性差額於同期撥回，或與因遞延稅項資產而引致稅務虧損可撥回或結轉的期間撥回。在釐定現有的應課稅暫時性差額是否支持確認因尚未使用的稅務虧損及抵免而引致的遞延稅項資產時，會採用相同的準則，即若應課稅差額乃關乎同一稅務機關向同一企業開徵，並且預期於可使稅務虧損或抵免的一個期間或多個期間撥回，則會計入有關差額。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted. The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit of part or all of that deferred tax asset to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available. Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

3 主要會計政策概要(續)

(k) 所得稅(續)

遞延稅項資產及負債確認之有限例外情況包括不影響會計或應課稅溢利(如屬業務合併之一部分則除外)之資產或負債之初始確認產生之暫時性差額,以及與於附屬公司之投資相關之暫時性差額(如屬應課稅差額,只限於本集團可以控制撥回之時間,而且在可預見之將來不大可能撥回之差額;或如屬可予扣減之差額,則除非可在可預見將來撥回及有應課稅溢利用於抵銷暫時性差額)。

遞延稅項的數額是按資產及負債預期可能兌現或結算的形式,使用於報告期末已頒佈或實質上已頒佈的稅率計算,遞延稅項資產及負債不會貼現。於報告期末審閱遞延稅項資產的賬面值,並在預期未能取得足夠應課稅盈利以使用部分或全部遞延稅項資產之相關稅務利益之情況下作出減值調整。當預期能取得足夠應課稅盈利作扣減時,減值會被撥回。當確認派付相關股息之責任時,派息產生的額外所得稅會被確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the entity has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met: (i) In the case of current tax assets and liabilities, the entity intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or (ii) In the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

- (1) the same taxable entity; or
- (2) different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(l) Translation of foreign currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollar. The Company's functional currency is Hong Kong dollar.

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

3 主要會計政策概要(續)

(k) 所得稅(續)

當期稅項餘額及遞延稅項餘額，以及其變動，均分別呈列，並不互相抵銷。倘實體有合法可強制執行權利以即期稅項資產抵銷即期稅項負債，並且符合以下附帶條件，則即期稅項資產可抵銷即期稅項負債，及遞延稅項資產可抵銷遞延稅項負債：(i) 就即期稅項資產及負債而言，實體擬按淨額基準結算或同時變現資產及清償負債；或(ii) 就遞延稅項資產及負債而言，倘與同一稅務機關就以下其中一項徵收的所得稅有關：

- (1) 同一應課稅實體；或
- (2) 不同的應課稅實體。該等實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時變現該資產及清償該負債。

(l) 外幣換算

本集團各實體財務報表內各項目乃根據相關實體營運所在主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列。本公司之功能貨幣為港元。

年內以外幣結算之交易乃按交易當日的匯率換算。以外幣結算之貨幣資產及負債乃按報告期末的匯率換算。兌換損益均計入損益表中。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Translation of foreign currency (Continued)

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair values are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(m) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

- (1) has control or joint control over the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or the Group's parent.

3 主要會計政策概要(續)

(l) 外幣換算(續)

以外幣為單位而以歷史成本列賬的非貨幣性資產及負債按交易日的匯率換算。以外幣結算而以公允值列賬的非貨幣性資產及負債按計算其公允值日的匯率換算。

海外業務的業績以接近交易當日匯率的匯率換算為港元。財務狀況表項目則按報告期末的匯率換算為港元。換算時產生的差額於其他全面收益確認並於外匯儲備之權益內分開累計。

如出售海外業務，於確認出售之盈利或虧損時，與該海外業務相關之累計兌換差額乃由權益重新分類至損益表中。

(m) 有關連人士

(i) 該名人士須符合以下條件時，該名人士或其關係密切的家族成員與本集團方有關連：

- (1) 對本集團擁有控制權或共同控制權；
- (2) 對本集團擁有重大影響；或
- (3) 為本集團或本集團的母公司之主要管理人員。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Related parties (Continued)

(ii) An entity is related to the Group if any of the following conditions applies:

- (1) 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).
- (2) 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).
- (3) Both entities are joint ventures of the same third party.
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third parties.
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (6) The entity is controlled or jointly controlled by a person identified in (i).
- (7) A person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3 主要會計政策概要(續)

(m) 有關連人士(續)

(ii) 實體於以下任何條件適用時，與本集團方有關連：

- (1) 實體與本集團為同一集團成員，即母公司、附屬公司及同母系附屬公司各自彼此相互關連。
- (2) 某一實體為另一實體之聯營公司或合營公司，或為另一實體所屬集團成員之聯營公司或合營公司。
- (3) 實體均為同一第三方之合營公司。
- (4) 實體為第三實體之合營公司，而另一實體為第三方之聯營公司。
- (5) 實體為本集團或與本集團有關之實體之員工福利的退休福利計劃。
- (6) 實體受(i)所界定人士控制或聯合控制。
- (7) (i)(1)所識別人士對實體擁有重大影響或為實體(或該名實體母公司)之主要管理人員。
- (8) 實體或任何本集團成員為本集團或本集團的母公司提供主要管理人員服務。

關係密切的家族成員為可能預期會影響與實體交易之該名人士或受其影響之家族成員。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of assets

(i) Impairment of financial assets

The Group recognises loss allowances for lifetime expected credit loss ("ECL") on trade receivables. For bank balances, and deposits and other receivables for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, the loss allowances are measured as 12-month ECL. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

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.

3 主要會計政策概要(續)

(n) 資產減值

(i) 金融資產的減值

本集團就貿易應收款的全期預期信貸虧損(「預期信貸虧損」)確認虧損撥備。關於自初始確認以來信貸風險(即金融工具預計年期出現違約風險)並無顯著提升的銀行結餘,以及按金及其他應收款項,相關虧損撥備會按十二個月的預期信用損失計量。全期預期信用損失是指金融工具預期年期的所有可能違約事件產生的預期信用損失。十二個月的預期信用損失是指報告日後十二個月(或如金融工具的預期年期少於十二個月,則為較短期間)內可能發生的違約事件產生的預期信用損失部分。在所有情況下,估計預期信用損失時的最長期限是以本集團面對信貸風險的合約期上限為準。

在釐定金融資產的信貸風險自初始確認以來是否顯著提升及估計預期信用損失時,本集團會考慮相關和可用的合理和支持信息,而不會產生不恰當的成本或工序。這包括根據本集團的歷史經驗和所知道的信貸評估作出的定量和定性信息和分析,包括前瞻性的信息。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of assets (Continued)

(i) Impairment of financial assets (Continued)

Measurement of ECLs and presentation of ECLs in the consolidated statement of financial position

ECLs are a probability-weighted estimate of credit losses.

They are measured as follows:

- financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive);
- financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows;
- undrawn loan commitments: as the present value of the difference between the contractual cash flows that are due to the Group if the commitment is drawn down and the cash flows that the Group expects to receive; and
- financial guarantee contracts: the expected payments to reimburse the holder less any amounts that the Group expects to recover.

3 主要會計政策概要(續)

(n) 資產減值(續)

(i) 金融資產的減值(續)

預期信用損失的計量和其於綜合財務狀況表的呈報

預期信用損失是以概率加權估計的信貸虧損，並按以下方式計量：

- 於報告日並無出現信貸減值的金融資產：按照所有現金缺額的現值(即根據合約應付本集團的現金流和本集團預計會收取的現金流之間的差額)計量；
- 於報告日出現信貸減值的金融資產：按照估計未來現金流的賬面總值和現值之間的差額計量；
- 未提取的貸款承諾：按照應付本集團的合約現金流(如果貸款承諾已被提取)和本集團預計會收取的現金流之間的差額現值計量；及
- 財務擔保合約：按照償還持有人的預期付款，再扣除本集團預計收回的任何金額計量。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of assets (Continued)

(i) Impairment of financial assets (Continued)

Measurement of ECLs and presentation of ECLs in the consolidated statement of financial position (Continued)

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no reasonable expectations of recovering the financial asset. 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.

(ii) Impairment of goodwill

Goodwill are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Impairment losses on goodwill are not reversed. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use calculation. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

3 主要會計政策概要(續)

(n) 資產減值(續)

(i) 金融資產的減值(續)

預期信用損失的計量和其於綜合財務狀況表的呈報(續)

按攤銷成本計量的金融資產虧損撥備會自相關資產的賬面總值中扣除。按公允值計入其他全面收益的債務證券方面，相關虧損撥備會於損益扣除。

撤銷

金融資產賬面總值的其中一部分或全部會被撤銷，但以合理預期不會收回的金融資產金額為限。當本集團釐定債權人並無資產或收入來源，以產生足夠的現金流來償還須予撤銷的金額時，便會出現這種常見情況。不過，已撤銷的金融資產可能仍須受強制執行活動所限，以遵守本集團收回欠款的程序。

(ii) 商譽減值

商譽毋須攤銷，每年進行減值測試，或於事件或情況變化表明其可能發生減值時進行更頻繁的測試。減值虧損按資產賬面值超出其可收回金額之金額確認。商譽減值虧損不會撥回。可收回金額為資產公允值減出售成本及使用價值計算的較高者。就評估減值而言，資產按很大程度上獨立於來自其他資產或資產組別之現金流入的獨立可識別現金流入(現金產生單位)的最低水平歸類。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of assets (Continued)

(iii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- other intangible assets;
- investment in a joint venture; and
- investment in a subsidiary in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use calculation. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

3 主要會計政策概要(續)

(n) 資產減值(續)

(iii) 其他資產減值

於各報告期末審閱內部及外部資料來源，以分辨出下列資產有否出現減值，或已經確認的減值虧損不再存在或可能減少的跡象：

- 物業、廠房及設備；
- 使用權資產；
- 其他無形資產；
- 於合營企業的投資；及
- 於本公司財務狀況表的一間附屬公司的投資。

如有此等跡象存在，須估計該資產的可收回金額。此外，對於尚未可用之無形資產和無預計可使用年限之無形資產而言，須每年估計可收回金額，以確定有否出現減值的情況。

- 可收回金額的計算
各項資產的可收回金額為其公允值減去出售成本及使用價值計算兩者中的較高者。使用價值按估計未來的現金流量以稅前之貼現率貼現現值評估。貼現率應能反映當前由市場評估的金錢時間值及該項資產的特有風險。當一項資產不能獨立於其他資產產生現金流量時，應以能獨立產生現金流量的最小一組資產(即現金產生單位)為單位釐定可收回金額。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of assets (Continued)

(iii) Impairment of other assets (Continued)

- Recognition of impairment losses
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).
- Reversals of impairment losses
In respect of assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(o) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker (the "CODM"), who are the executive directors of the Company for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3 主要會計政策概要(續)

(n) 資產減值(續)

(iii) 其他資產減值(續)

- 確認減值虧損
當一項資產(或其屬於的現金產生單位)的賬面金額高於其可收回金額時,便會在損益表中確認減值虧損。就現金產生單位確認的減值虧損會作出分配,然後按比例減少該單位(或該組單位)內資產的賬面金額;但資產的賬面值不得減少至低於其個別公允值減去出售成本後所得數額(如可計量)或其使用價值(如能釐定)。
- 減值虧損的撥回
當用作決定可收回金額的估計出現正面變動時,資產減值虧損會被撥回。

減值虧損的撥回以於以往年度未有確認減值虧損時的資產賬面值為限。減值虧損的撥回會計入確認並撥回的當年損益表內。

(o) 分部報告

綜合財務報表中之營運分部及分部項目之金額乃自財務資料中確認,並定期向本集團主要營運決策人(「主要營運決策人,即本公司執行董事」)提供以分配資源及評估本集團各業務之表現及地域位置。

就財務報告而言,除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境之性質相似,否則各個重大營運分部不會進行合算。個別非重大之營運分部的上述大部分標準,如果相同則可進行合算。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made.

Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(q) Employee benefits

(i) Employee leave entitlements

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

(ii) Bonus plan

The expected cost of bonus payments are recognised as a liability when the Company has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

3 主要會計政策概要(續)

(p) 撥備及或然負債

倘本集團須就過往事件承擔法律或推定責任，而履行該責任預期會導致經濟利益流出，並可作出可靠的估計，便會就該時間或數額不定的其他負債計提撥備。

倘貨幣時間價值重大，則按預計履行責任所需開支的現值計提撥備。倘經濟利益流出的可能性較低，或無法對有關金額作出可靠估計，則會將該責任披露為或然負債，惟經濟利益流出的可能性極低則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否的潛在責任，亦會披露為或然負債，惟經濟利益流出的可能性極低則除外。

(q) 僱員福利

(i) 僱員應享假期

僱員享有的年假於應計予僱員時確認。截至報告期末，已就僱員因提供服務而產生的年假的估計負債作出撥備。

(ii) 花紅計劃

當本公司因僱員提供服務而產生現有法律或推定責任，且責任金額能可靠估計時，支付花紅的預期成本確認為負債。

花紅計劃的負債預期於12個月內結算，並按結算時預期支付的金額計量。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Employee benefits (Continued)

(iii) Pension plans

Pension plans are classified into defined benefit and defined contribution plans.

Pension costs for defined benefit plans are assessed using the projected unit credit method. Under this method, the cost of providing pensions is charged to the statement of comprehensive income so as to spread the regular cost over the future service lives of employees in accordance with the advice of the actuaries who carry out a valuation of the plans. The pension obligation is measured at the present value of the estimated future cash outflows using the interest rates determined by reference to market yields at the end of reporting period based on high quality corporate bonds with currency and term similar to the estimated term of benefit obligations. All actuarial gains and losses are recognised in full in the period in which they occur, in other comprehensive income.

The Group's contributions to the defined contribution plans are charged to the consolidated statement of profit or loss in the year incurred.

Pension costs are charged against the consolidated statement of profit or loss within staff costs.

The pension plans are generally funded by the relevant group companies by payments from employees for contributory plans.

(r) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants are deducted in reporting the related expenses, when appropriate.

3 主要會計政策概要(續)

(q) 僱員福利(續)

(iii) 退休金計劃

退休金計劃分為界定福利計劃及界定供款計劃。

界定福利計劃的退休金成本使用預期單位記賬法進行評估。根據此方法，提供退休金的成本按對計劃作出估值的精算師意見，將常規成本攤分至僱員的未來服務年期及於全面收益表內扣除。退休金責任以與福利責任估計年期的條款及貨幣相若的高質素公司債券為基礎，參考報告期末市場收益率確定的利率，按估計未來現金流出數額的現值計量。所有精算收益及虧損於發生期間內在其它全面收入全數確認。

本集團向定額供款計劃作出的供款於產生年度自綜合損益表扣除。

退休金成本於綜合損益表的員工成本內支銷。

退休金計劃一般由有關集團公司就供款計劃作出的僱員付款提供資金。

(r) 政府補助

政府補助乃按公允值，於合理確定將收到補助及本集團將遵守全部附帶條件時，予以確認。與成本相關的政府補助作出遞延，及在所需期間於損益確認，以符合原定彌補的成本。政府補助於呈報相關開支時扣減(倘適用)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(t) Investment in insurance contract

The Group invests in a key management insurance contract, which contain both investment and insurance elements. The life insurance contracts are initially recognised at the amount of premium paid, and subsequently measured at each reporting date at its cash surrender value. Changes to the cash surrender value at each reporting date will be recognised in profit or loss as "other income and gains". In the event of death of the insured person, the surrender of the policies, or the policies mature, the investment will be derecognised and any resulting gains/losses will be recognised in profit or loss.

4 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

Estimates and judgments used in preparing the consolidated financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The estimates and assumptions that may have a significant effect on the carrying values of assets and liabilities are discussed below:

(a) Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. For the purpose of performing impairment assessment, goodwill is allocated to the cash generating units. The recoverable amount of the cash generating units is the higher of value-in-use calculations which are based on discounted future cash flows and fair value less costs of disposal calculations relating to the cash generating units with reference to the external valuation performed by a third party property valuer on the underlying properties of the cash generating units. The Group is required to make estimates and judgements on revenue growth rates, discount rates and the fair value of the underlying properties in determining the recoverable amount of the cash generating units. Further details are given in note 20 to the financial statements.

3 主要會計政策概要(續)

(s) 股息分派

就於報告期末或之前已宣派但於報告期末尚未分派的任何股息金額(已經適當授權及不再由實體酌情決定)作出撥備。

(t) 於保險合約的投資

本集團投資於主要管理人員保險合約，當中包括投資及保險元素。人壽保險合約初步按已付保費金額確認，其後於各報告日期按其退保現金價值計量。於各報告日期的退保現金價值變動將於損益中確認為「其他收入及收益」。倘受保人身故、退保或保單到期，則投資將終止確認，而所產生的任何收益／虧損將於損益確認。

4 重大會計判斷及估計

本集團根據以往經驗及其他因素(包括對未來事件所作出在有關情況下相信屬合理之預期)，不斷對編製綜合財務報告所使用之估計及判斷作出評估。本集團對未來作出估計及假設。以下為對資產及負債賬面值可能有重大影響之估計及假設之論述：

(a) 商譽減值

本集團至少每年一次釐定商譽減值與否。就進行減值評估而言，商譽乃分配至現金產生單位。現金產生單位的可收回金額為使用價值計算的較高者，而使用價值計算乃基於貼現未來現金流量及與現金產生單位有關的公允值減出售成本計算，並參考第三方物業估值師對現金產生單位的相關物業進行的外部估值。本集團於釐定現金產生單位的可收回金額時須對相關物業的收益增長率、貼現率及公允值作出估計及判斷。進一步詳情載於財務報表附註20。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

4 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

(b) Impairment of non-financial assets (other than goodwill)

The Group assesses at the end of each reporting period whether there is an indication that an asset (including the right-of-use assets) may be impaired. If such an indication exists, the Group makes an estimate of the asset's recoverable amount. The recoverable amount of an asset is the higher of its fair value less costs of disposal and its value in use. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

5 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's businesses. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade receivables, deposits and other receivables, amount due from a joint venture, and cash and cash equivalents. Management has a defined credit policy in place with general credit terms ranging from 0 to 30 days in respect of goods and services provided. The exposure to credit risks is monitored on an ongoing basis. The Group has no significant concentrations of credit risk from customers receivables as the customers' bases are widely dispersed, except for a single external customer which accounts for approximately 87.4% (2020: 85.4%) of the total trade receivables.

Expected credit loss allowance for trade receivables was determined using the simplified approach based on individual assessment of each customer. Expected credit loss allowance was estimated based on the assessment of probability of default, recovery rate, exposure at default, the historical credit loss experience, historical payment pattern and adjusted for forward-looking information on macroeconomic factors.

4 重大會計判斷及估計(續)

(b) 非金融資產減值(商譽除外)

本集團於各報告期末評估是否存在顯示資產(包括使用權資產)可能出現減值的跡象。倘存在任何有關跡象,本集團則會對資產的可收回金額作出估計。資產的可收回數額是以其公允值減出售成本及其使用價值兩者中的較高數額為準。估計使用價值時,本集團須估計來自現金產生單位的預期未來現金流量,並選擇適當的貼現率以計算該等現金流量的現值。

5 財務風險管理及金融工具的公允值

本集團於日常業務過程中面臨信貸、流動資金、利率及貨幣風險。本集團面臨的該等風險及本集團用以管理該等風險的財務風險管理政策及慣例載述如下。

(a) 信貸風險

本集團的信貸風險主要來自貿易應收款項、按金及其他應收款項、應收一間合營企業款項以及現金及現金等價物。管理層已就所提供的貨品及服務制定明確的信貸政策,一般信貸期介乎0至30日。本集團持續監察信貸風險。本集團並無來自應收客戶款項的重大集中信貸風險,原因為客戶基礎廣泛分佈,惟一名單一外部客戶佔貿易應收款項總額約87.4%(2020年:85.4%)。

貿易應收款項的預期信貸虧損撥備使用基於各客戶的個別評估的簡化方法釐定。預期信貸虧損撥備根據違約或然率、收回率、違約風險、過往信貸虧損記錄、過往付款模式,並就宏觀經濟因素的前瞻性資料作調整後估計。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

5 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

The Group also assessed the loss allowance on deposits and other receivables by individual assessment on 12 months' expected loss basis as there had been no significant increase in credit risk since initial recognition. These assets are continuously monitored by assessing the credit quality of the counterparties, taking into account past experiences, forward-looking information on macroeconomic factors and other factors. As at 31 March 2021 and 2020, the loss allowance for deposits and other receivables was immaterial.

Amount due from a joint venture are in the "Performing" category with investment grade ratings. This asset is continuously monitored by assessing the credit quality of the counter party, taking into account past experiences, forward-looking information on macroeconomic factors and other factors. As at 31 March 2021 and 2020, the expected credit loss rate of amount due from a joint venture was assessed to be close to zero, the loss allowance for amount due from a joint venture was immaterial.

Cash and cash equivalents are mainly placed with good credit quality financial institutions so the credit risk is considered to be low. No loss allowance had been provided under general ECL assessment. The exposure to credit risks is closely monitored on an ongoing basis. The Group carries out regular review to minimise exposure to credit risk.

The maximum exposure to credit risk is represented by the carrying amount of the trade receivables, deposits and other receivables in the consolidated statement of financial position.

5 財務風險管理及金融工具的公允價值(續)

(a) 信貸風險(續)

本集團亦透過個別評估，按12個月預期虧損基準評估按金及其他應收款項的虧損撥備，此乃由於自初始確認以來信貸風險並無顯著增加。該等資產透過評估對手方的信貸質素，並考慮過往經驗、宏觀經濟因素的前瞻性資料及其他因素進行持續監察。於2021年及2020年3月31日，按金及其他應收款項的虧損撥備並不重大。

應收一間合營企業款項屬「履約」類別，具有投資級別評級。該等資產透過評估對手方的信貸質素，並考慮過往經驗、宏觀經濟因素的前瞻性資料及其他因素進行持續監察。於2021年及2020年3月31日，應收一間合營企業款項的預期信貸虧損率評估為接近零，應收一間合營企業款項的虧損撥備並不重大。

現金及現金等價物主要存放於信貸質素良好的金融機構，故信貸風險被視為較低。概無根據一般預期信貸虧損評估計提虧損撥備。本集團持續密切監察信貸風險。本集團進行定期檢討以盡量減低信貸風險。

最高信貸風險指綜合財務狀況表內貿易應收款項、按金及其他應收款項的賬面值。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

5 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and its compliance with lending covenants. The Group's objective is to maintain a balance between the continuity of funding and the flexibility through use of interest bearing borrowings. As disclosed in note 2.1, certain measures have been taken by the Directors to mitigate the liquidity pressures faced by the Group. As at 31 March 2021, the Group has available unutilised borrowing facilities of approximately HK\$12,238,000 (2020: HK\$20,000,000). Details of bank borrowings are set out in note 25. The following table shows the remaining contractual maturities of the Group's non-derivative financial liabilities at the end of the reporting period, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

5 財務風險管理及金融工具的公允價值(續)

(b) 流動資金風險

審慎的流動資金風險管理指維持充足的現金、透過充足的已承諾信貸融資額度獲得資金及其遵守貸款契諾的情況。本集團的目標為透過使用計息借款維持資金持續性與靈活性之間的平衡。誠如附註2.1所披露，董事已採取若干措施以減輕本集團所面臨的流動資金壓力。於2021年3月31日，本集團有未動用借款融資約為12,238,000港元(2020年：20,000,000港元)。銀行借款詳情載於附註25。下表列示本集團的非衍生金融負債於報告期末的餘下合約到期情況，乃根據合約未貼現現金流量(包括使用合約利率或(如屬浮息)根據報告期末的即期利率計算的利息付款)及本集團可能須付款的最早日期得出：

| | | At 31 March 2021 於2021年3月31日 | | | | Carrying amount in | |
|----------------------------------|-------------|----------------------------------|--------------------------|--------------------------|-----------------|--|--------------------------|
| | | On demand or within 1 year | Between 1 and 2 years | Between 2 and 5 years | Over 5 years | Total contractual undiscounted cash flows | of financial position |
| | | 按 要求償還或 一年內 | 一至二年 | 二至五年 | 超過五年 | 合約未貼現 現金流量總額 | 於財務狀況表 中的賬面金額 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Trade payables | 貿易應付款項 | 2,426 | - | - | - | 2,426 | 2,426 |
| Lease liabilities | 租賃負債 | 24,631 | 20,362 | 25,072 | 7,898 | 77,963 | 76,080 |
| Other payables and accruals | 其他應付款項及應計費用 | 14,640 | - | - | - | 14,640 | 14,640 |
| Interest-bearing bank borrowings | 計息銀行借款 | 80,704 | 89,887 | 413,903 | 57,131 | 641,625 | 602,935 |
| | | 122,401 | 110,249 | 438,975 | 65,029 | 736,654 | 696,081 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

5 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk (Continued)

| | | At 31 March 2020 於2020年3月31日 | | | | Carrying amount in Total contractual undiscounted cash flows contracts 於財務狀況表 中的賬面金額 |
|----------------------------------|-------------|---|----------------------------------|----------------------------------|-------------------------|--|
| | | On demand or within 1 year 按要求償還或 一年內 | Between 1 and 2 years 一至二年 | Between 2 and 5 years 二至五年 | Over 5 years 超過五年 | HK\$'000 千港元 |
| Trade payables | 貿易應付款項 | 2,029 | - | - | - | 2,029 |
| Lease liabilities | 租賃負債 | 23,238 | 24,014 | 36,779 | 14,674 | 98,705 |
| Other payables and accruals | 其他應付款項及應計費用 | 18,340 | - | - | - | 18,340 |
| Interest-bearing bank borrowings | 計息銀行借款 | 416,947 | 141,060 | 53,682 | 5,621 | 617,310 |
| | | 460,554 | 165,074 | 90,461 | 20,295 | 736,384 |
| | | | | | | 711,314 |

(c) Interest rate risk

The Group's exposure to interest rate risk principally relates to the Group's bank loans which are based on the Hong Kong Interbank Offered Rate or the best lending rate. The Group mitigates the risk by monitoring closely the movements in interest rates and reviewing its banking facilities regularly. The Group has not used any interest rate swap to hedge its exposure to interest rate risk.

Apart from the foregoing, the Group has no other significant income-generating financial assets or interest-bearing financial liabilities. The Group's revenue, expenses and cash flows are substantially independent of changes in market interest rates.

5 財務風險管理及金融工具的公允價值(續)

(b) 流動資金風險(續)

At 31 March 2020
於2020年3月31日

(c) 利率風險

本集團所承擔之利率風險主要與本集團按香港銀行同業拆息或最優惠貸款利率計息的銀行貸款有關。本集團透過定期密切關注利率的變動及審閱其銀行融資以降低風險。本集團並無使用任何利率掉期以對沖利率風險。

除上述者外，本集團並無其他產生收入的重金融資產或計息金融負債。本集團的收入、開支及現金流量大致上不受市場利率變動影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

5 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Interest rate risk (Continued)

Effective interest rates analysis

In respect of income-earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rates at the end of the reporting period:

| Interest rate risk | 利率風險 | Total 總額 | | Effective interest rate 實際利率 | |
|-----------------------------|----------|-------------------------|-------------------------|---------------------------------|-----------|
| | | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 | 2021 % | 2020 % |
| Floating rates: | 浮動利率： | | | | |
| Cash at banks | 存放於銀行的現金 | 49,687 | 27,767 | 0.00 | 0.00 |
| Interest-bearing borrowings | 計息借款 | 602,935 | 599,251 | 0.90-2.75 | 2.00-4.05 |

As at 31 March 2021, if the interest rates on borrowings had been 25 basis point higher/lower, which was considered reasonably possible by the management, with all other variables held constant, the profit after tax for the year would decrease/increase by HK\$1.3 million (2020: HK\$0.5 million) as a result of higher/lower interest expenses on bank borrowings.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after taxation and retained profits that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after taxation and retained profits is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2020.

5 財務風險管理及金融工具的公允價值(續)

(c) 利率風險(續)

實際利率分析

就賺取收入的金融資產及計息金融負債而言，下表顯示其於報告期末的實際利率：

於2021年3月31日，倘借款利率按管理層認為可能合理地增加／減少25個基點，而所有其他變數維持不變，則年內除稅後溢利因銀行借款利息開支增加／減少而減少／增加1.3百萬港元(2020年：0.5百萬港元)。

上述敏感度分析顯示假設利率變動已於報告期末發生，並已用於重新計量本集團所持有並於報告期末使本集團面臨利率風險的金融工具，對本集團的除稅後溢利及保留溢利產生的即時變動。就本集團於報告期末持有的浮動利率非衍生工具所產生的現金流量利率風險而言，對本集團的除稅後溢利及保留溢利的影響估計為有關利率變動對利息開支或收入的年度影響。該分析按與2020年相同的基準進行。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

5 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Currency risk

The Group's operations are mainly conducted in Hong Kong. Therefore, the Group has no significant exposure to foreign currency risk, and hence the Group does not have a foreign currency hedging policy.

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders of the Company and benefits for other stakeholders of the Group, and to support the Group's stability and growth, by pricing products and services commensurately with the level of risk.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders return, taking into consideration the future of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or new debt financing. The Group made no changes to its capital management objectives, policies or processes during the years ended 31 March 2021 and 2020.

There has been no change in the capital structure of the Group during the year. The capital of the Group comprises equity and borrowings in consolidated statement of financial position.

5 財務風險管理及金融工具的公允價值(續)

(d) 外幣風險

本集團的業務主要於香港進行。因此，本集團並無重大外幣風險，故本集團並無外幣對沖政策。

(e) 資金管理

本集團管理資本的主要目標為保障本集團持續經營的能力，從而透過因應風險水平為產品及服務定價，繼續為本公司股東帶來回報及為本集團其他持份者帶來利益，並支持本集團的穩定及增長。

本集團積極及定期檢討及管理其資本架構，以確保最佳資本架構及股東回報，當中會考慮本集團的未來及資本效率、現行及預測盈利能力、預測經營現金流量、預測資本開支及預測策略投資機會。

本集團因應經濟情況變動管理並調整其資本結構。為了維持或調整資本結構，本集團可調整派予股東的股息、向股東退還資本、發行新股或新的債務融資。截至2021年及2020年3月31日止年度，本集團並無對其資本管理目標、政策或流程作出任何更改。

年內，本集團的資本結構並無變動。本集團的資本包括綜合財務狀況表內的權益及借款。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

5 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(e) Capital management (Continued)

The gearing ratios as at the end of the reporting periods were as follows:

| | |
|--|--------------|
| Interest-bearing bank borrowings (note 25) | 計息銀行借款(附註25) |
| Less: Cash and cash equivalents | 減：現金及現金等價物 |
| Net debts | 淨負債 |
| Total assets | 資產總額 |
| Gearing ratio | 資產負債比率 |

5 財務風險管理及金融工具的公允價值(續)

(e) 資金管理(續)

於報告期末的資產負債比率如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 602,935 | 599,251 |
| (49,687) | (27,767) |
| 553,248 | 571,484 |
| 927,034 | 943,378 |
| 59.7% | 60.6% |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

6 REVENUE, OTHER INCOME AND GAINS

An analysis of the Group's revenue is as follows:

| Revenue from contracts with customers | 客戶合約收益 |
|---------------------------------------|---------------|
| Rendering of senior care services | 提供安老院舍及長者護理服務 |
| Sale of senior care related goods | 銷售樂齡相關貨品 |
| Provision of health care services | 提供醫療保健服務 |

Revenue from contracts with customers

(i) Disaggregated revenue information

| Timing of revenue recognition: | 收益確認的時間： |
|---|-----------|
| Goods transferred at a point in time | 貨品於某一時間轉移 |
| Services transferred over time | 服務隨時間轉移 |
| Total revenue from contracts with customers | 客戶合約總收益 |

6 收益、其他收入及收益

本集團收益分析如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 206,458 | 182,962 |
| 26,972 | 23,878 |
| 12,276 | 10,523 |
| 245,706 | 217,363 |

客戶合約收益

(i) 分拆收益資料

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 26,972 | 21,878 |
| 218,734 | 195,485 |
| 245,706 | 217,363 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

6 REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Rendering of senior care services

The performance obligation is satisfied over time as services are rendered in which the customers simultaneously receive and consume the benefits provided by the Group.

Sale of senior care related goods

The performance obligation is satisfied when the Group delivers the goods to the customers and the control of the goods is transferred to the customers.

Provision of health care services

The performance obligation is satisfied over time as services are rendered in which the customers simultaneously receive and consume the benefits provided by the Group.

The amounts of transaction prices allocated to the remaining performance obligations that are unsatisfied or partially unsatisfied (excluding those related to the contracts with an original expected duration of one year or less) as at 31 March are as follows:

| | |
|--|---------------------------|
| Amounts expected to be recognised as revenue of rendering of senior care services: | 預期將確認為提供安老院舍及長者護理服務收益的金額： |
| Within one year | 一年內 |
| After one year | 一年後 |

As permitted under HKFRS 15, the transaction price allocated to those unsatisfied contracts which have an original expected duration of one year or less is not disclosed.

6 收益、其他收入及收益(續)

客戶合約收益(續)

(ii) 履約責任

有關本集團履約責任的資料概述如下：

提供安老院舍及長者護理服務

履約責任於提供服務時隨時間履行，其時客戶同時收取及使用本集團提供的利益。

銷售樂齡相關貨品

履約責任在本集團向客戶交付貨品時及當貨物控制權轉移予客戶時履行。

提供醫療保健服務

履約責任於提供服務時隨時間履行，其時客戶同時收取及使用本集團提供的利益。

於3月31日，分配至剩餘履約責任(未履約或部份未履約)的交易價格金額如下(不包括與原預期期間為一年或以下的合約相關者)：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 110,687 | 105,417 |
| 110,688 | 210,835 |
| 221,375 | 316,252 |

如香港財務報告準則第15號所允許，未有披露分配至原預期期間為一年或以下的未履約合約的交易金額。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

6 REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations (Continued)

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year related to senior care services, of which the performance obligations are to be satisfied within three years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration.

Other income and gains

Other income

Bank interest income
Rental income

其他收入
銀行利息收入
租金收入

Gains

Change in cash surrender value of
insurance contract
Others

收益
保險合約的退保現金價值變動
其他

6 收益、其他收入及收益(續)

客戶合約收益(續)

(ii) 履約責任(續)

預期將於一年後確認為收益之分配至剩餘履約責任的交易價格金額與安老院舍及長者護理服務有關，其履約責任將於三年內履行。分配至剩餘履約責任的所有其他交易價格金額預期將於一年內確認為收益。披露之金額不包括可變代價。

其他收入及收益

| | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|--|-------------------------|-------------------------|
| | 1 | 1 |
| | 358 | 389 |
| | 359 | 390 |
| | 118 | 60 |
| | - | 26 |
| | 118 | 86 |
| | 477 | 476 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

7 OPERATING SEGMENT INFORMATION

For management purposes, the Group has only one reportable operating segment, which is the provision of senior care services. Since this is the only operating segment of the Group, no further operating segment analysis thereof is presented.

The Group's revenue was derived primarily from its operations in Hong Kong during the year and the non-current assets of the Group were mainly located in Hong Kong as at 31 March 2021 and 2020.

Information about a major customer

Revenue of HK\$109,747,000 (2020: HK\$100,152,000) was derived from the Hong Kong Government under the Enhanced Bought Place Scheme of HK\$107,915,000 (2020: HK\$100,152,000), and the provision of care support services and necessities to persons in decanting centre of HK\$1,832,000 (2020: Nil), which amounted to more than 10% of the Group's revenue.

7 經營分部資料

就管理而言，本集團僅有一個可呈報經營分部，即提供安老院舍及長者護理服務。由於此為本集團唯一經營分部，概無呈列進一步經營分部分析。

年內，本集團的收益主要來自其於香港的經營，而於2021年及2020年3月31日本集團的非流動資產主要位於香港。

有關一名主要客戶的資料

109,747,000港元(2020年：100,152,000港元)的收益中，107,915,000港元(2020年：100,152,000港元)的收益乃自香港政府的改善質位計劃產生及1,832,000港元(2020年：零)的收益乃來自向暫托中心人士提供護理支援服務及必需品產生，佔本集團收益逾10%。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

8 PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

8 除稅前溢利

本集團除稅前溢利乃經扣除/(計入)以下各項後達致：

| | | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|---|-------------------|-------------------------|-------------------------|
| Cost of goods and consumables sold | 已售貨品及消耗品成本 | 17,126 | 15,195 |
| Depreciation on owned assets | 自有資產折舊 | 15,285 | 8,449 |
| Depreciation on right-of-use assets — land | 使用權資產 — 土地的折舊 | 18,644 | 18,644 |
| Depreciation on right-of-use assets — buildings | 使用權資產 — 樓宇的折舊 | 22,912 | 21,729 |
| | | 56,841 | 48,822 |
| Amortisation | 攤銷 | 3,092 | 3,093 |
| Less: Amount capitalised | 減：已資本化金額 | — | (15,133) |
| | | 59,933 | 36,782 |
| Auditor's remuneration | 核數師薪酬 | | |
| — Audit service | — 審核服務 | 1,150 | 1,390 |
| — Non-audit service | — 非審核服務 | 334 | 330 |
| Staff costs: | 員工成本： | | |
| Wages and salaries | 工資及薪金 | 110,871 | 104,049 |
| Pension scheme contributions | 退休金計劃供款 | 4,147 | 3,667 |
| Provision for long service payments | 長期服務付款撥備 | 400 | 1,444 |
| Directors' remuneration | 董事薪酬 | 1,082 | 1,588 |
| | | 116,500 | 110,748 |
| Net of: | 經扣除： | | |
| Government grants [#] | 政府補助 [#] | (28,172) | (11,224) |
| | | 88,328 | 99,524 |
| Lease payments not included in the measurement of lease liabilities | 不計入租賃負債計量的租賃付款 | — | 241 |
| Change in cash surrender value of insurance contract | 保險合約的退保現金價值變動 | (118) | (60) |

[#] Various government grants have been received for the welfare of the elderly in the Group's elderly home care centres and Employment Support Scheme under the Anti-epidemic Fund. There are no unfulfilled conditions or contingencies relating to these grants.

[#] 已就本集團安老院舍長者福利及防疫抗疫基金下的「保就業」計劃收取多項政府補助。概無有關該等補助的未滿足條件或或有事項。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

9 INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2020: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2019/2020. The first HK\$2,000,000 (2020: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

9 所得稅

香港利得稅已按年內於香港產生之估計應課稅溢利以16.5%(2020年:16.5%)的稅率計提撥備,惟本集團一間附屬公司除外,該公司為合資格應用於2019/2020課稅年度生效的利得稅兩級制的實體。該附屬公司首2,000,000港元(2020年:2,000,000港元)的應課稅溢利按8.25%的稅率繳稅,餘下應課稅溢利則按16.5%的稅率繳稅。

| | | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------------|----------|-------------------------|-------------------------|
| Current — Hong Kong | 即期 — 香港 | | |
| Charge for the year | 年內開支 | 8,384 | 5,214 |
| Underprovision in prior years | 過往年度撥備不足 | 77 | 40 |
| Deferred (note 29) | 遞延(附註29) | (993) | (1,708) |
| | | 7,468 | 3,546 |
| Total tax charge for the year | 年內稅項開支總額 | | |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

9 INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rate to the effective tax rates, are as follows:

| | | 2021 | | 2020 | |
|--|-----------------|---------------|--------|----------|-------|
| | | HK\$'000 | % | HK\$'000 | % |
| | | 千港元 | | 千港元 | |
| Profit before taxation | 除稅前溢利 | 10,682 | | 17,122 | |
| Share of loss of a joint venture | 分佔一間合營企業虧損 | 15,838 | | 323 | |
| | | 26,520 | | 17,445 | |
| Tax at the applicable tax rates | 按適用稅率計算的稅項 | 3,935 | 14.8 | 2,878 | 16.5 |
| Income not subject to tax | 毋須課稅收入 | (2,775) | (10.5) | (10) | (0.1) |
| Expenses not deductible for tax | 不可扣稅開支 | 5,215 | 19.7 | 1,438 | 8.2 |
| Tax loss not recognised | 未確認之稅務虧損 | 1,334 | 5.0 | - | 0.0 |
| Tax loss utilised from previous periods | 過往期間之已動用稅務虧損 | - | 0.0 | (295) | (1.7) |
| Adjustments in respect of current tax of previous period | 就過往期間之即期稅項作調整 | 77 | 0.3 | 40 | 0.2 |
| Tax effect of two-tiered profits tax regime | 利得稅兩級制之稅務影響 | (165) | (0.6) | (165) | (0.9) |
| Tax reduction | 減稅 | (153) | (0.6) | (340) | (1.9) |
| Tax charge at the Group's effective rate | 按本集團實際稅率計算的稅項開支 | 7,468 | 28.2 | 3,546 | 20.3 |

The Group did not recognise deferred tax assets of HK\$1,334,000 (2020: nil) in respect of losses amounting to HK\$5,410,000 (2020: nil) to carry forward against future taxable income due to uncertainty in utilising the unused tax losses, of which, HK\$5,191,000 (2020: nil) will expire up to and including 2026 (2020: N/A).

9 所得稅(續)

按本公司及其大部分附屬公司位處的司法管轄權區的法定稅率計算適用於除稅前溢利的稅項開支，與按實際稅率計算的稅項開支的對賬，及適用稅率與實際稅率的對賬載列如下：

| | | 2021 | | 2020 | |
|--|-----------------|---------------|--------|----------|-------|
| | | HK\$'000 | % | HK\$'000 | % |
| | | 千港元 | | 千港元 | |
| Profit before taxation | 除稅前溢利 | 10,682 | | 17,122 | |
| Share of loss of a joint venture | 分佔一間合營企業虧損 | 15,838 | | 323 | |
| | | 26,520 | | 17,445 | |
| Tax at the applicable tax rates | 按適用稅率計算的稅項 | 3,935 | 14.8 | 2,878 | 16.5 |
| Income not subject to tax | 毋須課稅收入 | (2,775) | (10.5) | (10) | (0.1) |
| Expenses not deductible for tax | 不可扣稅開支 | 5,215 | 19.7 | 1,438 | 8.2 |
| Tax loss not recognised | 未確認之稅務虧損 | 1,334 | 5.0 | - | 0.0 |
| Tax loss utilised from previous periods | 過往期間之已動用稅務虧損 | - | 0.0 | (295) | (1.7) |
| Adjustments in respect of current tax of previous period | 就過往期間之即期稅項作調整 | 77 | 0.3 | 40 | 0.2 |
| Tax effect of two-tiered profits tax regime | 利得稅兩級制之稅務影響 | (165) | (0.6) | (165) | (0.9) |
| Tax reduction | 減稅 | (153) | (0.6) | (340) | (1.9) |
| Tax charge at the Group's effective rate | 按本集團實際稅率計算的稅項開支 | 7,468 | 28.2 | 3,546 | 20.3 |

由於使用未動用稅務虧損的不確定性，本集團並無就1,334,000港元(2020年：零)的虧損確認遞延稅務資產，其中5,191,000港元(2020年：零)將於直至2026年(包括當年)(2020年：不適用)期間到期。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

10 DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

| | |
|---|------------|
| Fees | 袍金 |
| Other emoluments: | 其他酬金： |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 |
| Pension scheme contributions | 退休金計劃供款 |

(a) Independent non-executive directors

The fees and pension scheme contributions paid to independent non-executive directors during the year were as follows:

| | |
|---|------------------------|
| Mr. Liu Kwong Sang ^{&} | 廖廣生先生 ^{&} |
| Dr. Wong Ping San John ^{&} | 黃平山醫生 ^{&} |
| Dr. Liu Yuk Shing ^{&} | 廖育成博士 ^{&} |
| Mr. Yuen Tak Tim Anthony ^{&} | 阮德添先生 ^{&} |
| Mr. Lam Cheung Wai [^] | 林章偉先生 [^] |
| Mr. Wong Kam Pui [^] | 黃錦沛先生 [^] |
| Mr. Wong Kit Loong [^] | 黃傑龍先生 [^] |

There were no other emoluments payable to the independent non-executive directors during the year (2020: Nil).

10 董事及主要行政人員薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露之年內董事及主要行政人員薪酬如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 344 | 481 |
| 720 | 1,074 |
| 18 | 33 |
| 856 | 1,107 |
| 1,082 | 1,588 |

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金及退休金計劃供款如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 44 | 84 |
| 44 | 80 |
| 44 | 84 |
| 80 | 2 |
| 36 | — |
| 36 | — |
| 36 | — |
| 320 | 250 |

年內概無應付予獨立非執行董事的其他薪酬(2020年：零)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

10 DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors and the chief executive

10 董事及主要行政人員薪酬(續)

(b) 執行董事、非執行董事及主要行政人員

| | Salaries, allowances and benefits | | Pension scheme | Total |
|---|-----------------------------------|---------------------|----------------|------------|
| | Fees | in kind | contributions | |
| | 薪金、津貼及袍金 | 實物福利 | 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 |
| 2021 | | 2021 年 | | |
| Executive directors: | | 執行董事： | | |
| Mr. Tang Yiu Sing [§] | - | 鄧耀昇先生 [§] | - | - |
| Mr. Chan Yip Keung [#] | - | 陳業強先生 [#] | 18 | 738 |
| Mr. Yeung Ka Wing [§] | - | 楊家榮先生 [§] | - | - |
| Mr. Cheng Wai Ching [§] | - | 鄭維政先生 [§] | - | - |
| Mr. Yim Billy Pui Kei* | 24 | 嚴沛基先生* | - | 24 |
| | 24 | 720 | 18 | 762 |
| Non-executive directors: | | 非執行董事： | | |
| Dr. Tang Yiu Pong [§] | - | 鄧耀邦博士 [§] | - | - |
| Mr. Wong Kin Chun Gilbert ^{§§} | - | 黃健俊先生 ^{§§} | - | - |
| | - | | - | - |
| | 24 | 720 | 18 | 762 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

10 DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors and the chief executive (Continued)

10 董事及主要行政人員薪酬(續)

(b) 執行董事、非執行董事及主要行政人員(續)

| | | Salaries, allowances and benefits | Pension scheme contributions | Total |
|--|--------------------|---|------------------------------------|----------|
| | Fees | in kind | | |
| | 袍金 | 薪金、津貼及 實物福利 | 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 |
| 2020 | | | | |
| Executive directors: | 執行董事： | | | |
| Mr. Yim Ting Kwok [®] | 嚴定國先生 [®] | 48 | – | 48 |
| Mr. Yim Billy Pui Kei* | 嚴沛基先生* | 48 | 162 | 212 |
| Mr. Yim Edwin Pui Hin [®] | 嚴沛軒先生 [®] | 48 | – | 50 |
| Mr. Chan Yip Keung | 陳業強先生 | – | 720 | 738 |
| Mr. Tang Yiu Sing [§] | 鄧耀昇先生 [§] | – | – | – |
| Mr. Yeung Ka Wing [§] | 楊家榮先生 [§] | – | – | – |
| Mr. Cheng Wai Ching [§] | 鄭維政先生 [§] | – | – | – |
| | | 144 | 882 | 1,048 |
| Non-executive directors: | 非執行董事： | | | |
| Mr. Ng Kwok Fu Alex [®] | 吳國富先生 [®] | 48 | 192 | 240 |
| Mr. Lam Yat Hon [®] | 林逸漢先生 [®] | 48 | – | 50 |
| Mr. Tang Yiu Pong [§] | 鄧耀邦先生 [§] | – | – | – |
| Mr. Wong Kin Chun Gilbert [§] | 黃健俊先生 [§] | – | – | – |
| | | 96 | 192 | 290 |
| | | 240 | 1,074 | 1,338 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

10 DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors and the chief executive (Continued)

- # Mr. Chan Yip Keung was appointed as the chief executive officer of the Company with effect from 19 October 2020.
- * Mr. Yim Billy Pui Kei is the former chief executive officer of the Company. Mr. Yim resigned as director and the chief executive officer of the Company with effect from 19 October 2020.
- ⊙ Mr. Yim Ting Kwok, Mr. Yim Edwin Pui Hin, Mr. Ng Kwok Fu Alex and Mr. Lam Yat Hon resigned as directors of the Company with effect from 23 March 2020.
- § Mr. Yuen Tak Tim Anthony, Mr. Tang Yiu Sing, Mr. Yeung Ka Wing, Mr. Cheng Wai Ching, Dr. Tang Yiu Pong and Mr. Wong Kin Chun Gilbert were appointed as directors of the Company with effect from 23 March 2020.
- ^ Mr. Lam Cheung Wai, Mr. Wong Kam Pui and Mr. Wong Kit Loong were appointed as directors of the Company with effect from 19 October 2020.
- & Mr. Wong Kin Chun Gilbert, Mr. Liu Kwong Sang, Dr. Wong Ping San John, Dr. Liu Yuk Shing, resigned as directors of the Company with effect from 19 October 2020.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

10 董事及主要行政人員薪酬(續)

(b) 執行董事、非執行董事及主要行政人員(續)

- # 陳業強先生自2020年10月19日起獲委任為本公司行政總裁。
- * 嚴沛基先生為本公司前行政總裁。嚴先生自2020年10月19日起辭任本公司董事及行政總裁。
- ⊙ 嚴定國先生、嚴沛軒先生、吳國富先生及林逸漢先生自2020年3月23日起辭任本公司董事。
- § 阮德添先生、鄧耀昇先生、楊家榮先生、鄭維政先生、鄧耀邦博士及黃健俊先生自2020年3月23日起獲委任為本公司董事。
- ^ 林章偉先生、黃錦沛先生及黃傑龍先生自2020年10月19日起獲委任為本公司董事。
- & 黃健俊先生、廖廣生先生、黃平山醫生、廖育成博士自2020年10月19日起辭任本公司董事。

年內，並無董事或主要行政人員放棄或同意放棄任何薪酬的安排。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

11 FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year include one director (2020: one director), details of whose remuneration are set out in note 10 above. Details of the remuneration for the year of the non-director, highest paid employees are as follows:

| | |
|---|------------|
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 |
| Pension scheme contributions | 退休金計劃供款 |

The number of the non-director, highest paid employees whose remuneration fell within the following bands is as follows:

| | |
|--------------------------------|-------------------------|
| Nil to HK\$1,000,000 | 零至1,000,000港元 |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 |

During the year, no emoluments were paid by the Group to the directors or any of the non-director, highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office nor has any director waived or agreed to waive any emoluments.

11 五名最高薪酬僱員

年內五名最高薪酬僱員包括一名董事(2020年：一名董事)，其薪酬詳情載於上文附註10。年內，非董事的最高薪酬僱員的薪酬詳情如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 3,300 | 3,279 |
| 72 | 72 |
| 3,372 | 3,351 |

薪酬屬於下列範圍之非董事最高薪僱員人數如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 3 | 3 |
| 1 | 1 |
| 4 | 4 |

年內，本集團概無向董事或任何非董事最高薪酬僱員支付酬金作為吸引加入本集團或於加入後的獎勵或作為離職補償，亦無任何董事放棄或同意放棄任何酬金。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

12 FINANCE COSTS

An analysis of finance costs is as follows:

| | |
|--|-----------|
| Interest on interest-bearing bank borrowings | 計息銀行借款利息 |
| Interest elements of lease payments | 租賃付款的利息部分 |
| Total interest expense | 利息開支總額 |
| Less: Interest capitalised | 減：已資本化利息 |

12 財務成本

財務成本分析如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 12,150 | 19,322 |
| 2,393 | 2,650 |
| 14,543 | 21,972 |
| - | (17,208) |
| 14,543 | 4,764 |

13 EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to the ordinary equity holders of the Company of HK\$5,860,000 (2020: HK\$13,584,000), and the weighted average number of ordinary shares of 902,880,000 (2020: 902,880,000) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 March 2021 and 2020 as the Group had no potentially dilutive ordinary shares in issue during these years.

13 本公司普通權益持有人應佔每股盈利

每股基本盈利金額乃按本公司普通權益持有人應佔年度溢利5,860,000港元(2020年：13,584,000港元)及年內已發行普通股加權平均數902,880,000股(2020年：902,880,000股)計算。

由於本集團於截至2021年及2020年3月31日止年度並無已發行潛在攤薄普通股，故並無對所呈列的每股基本盈利金額作出調整。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

| | | Right-of-use asset 使用權資產 | | | Owned asset 自置資產 | | | | | | |
|---|------------------------|-----------------------------|-----------------|-----------------|---------------------|-----------------------------------|--|-------------------------|-------------------------------------|-----------------|-------------|
| | | Land 土地 | Buildings 樓宇 | Sub-total 小計 | Buildings 樓宇 | Leasehold improvements 租賃裝修 | Furniture, fixtures and other equipment 傢俬、裝置及 其他設備 | Motor vehicles 汽車 | Construction in progress 在建工程 | Sub-total 小計 | Total 總計 |
| | | | | | | | | | | | |
| 31 March 2021 | 2021年3月31日 | | | | | | | | | | |
| At 1 April 2020: | 於2020年4月1日: | | | | | | | | | | |
| Cost | 成本 | 598,810 | 105,734 | 704,544 | 148,968 | 87,149 | 48,021 | 667 | 19,331 | 304,136 | 1,008,680 |
| Accumulated depreciation | 累計折舊 | (76,530) | (21,729) | (98,259) | (1,370) | (51,124) | (38,328) | (321) | - | (91,143) | (189,402) |
| Net carrying amount | 賬面淨值 | 522,280 | 84,005 | 606,285 | 147,598 | 36,025 | 9,693 | 346 | 19,331 | 212,993 | 819,278 |
| Additions | 添置 | - | 409 | 409 | - | 16 | 265 | 1,290 | 5,299 | 6,870 | 7,279 |
| Depreciation provided during the year | 年內折舊撥備 | (18,644) | (22,912) | (41,556) | (4,996) | (8,164) | (1,745) | (380) | - | (15,285) | (56,841) |
| Transfer | 轉撥 | - | - | - | - | 19,331 | - | - | (19,331) | - | - |
| Exchange realignment | 匯兌調整 | - | 1,595 | 1,595 | - | 1,352 | - | - | - | 1,352 | 2,947 |
| At 31 March 2021, net of accumulated depreciation | 於2021年3月31日· 扣除累計折舊 | 503,636 | 63,097 | 566,733 | 142,602 | 48,560 | 8,213 | 1,256 | 5,299 | 205,930 | 772,663 |
| At 31 March 2021: | 於2021年3月31日: | | | | | | | | | | |
| Cost | 成本 | 598,810 | 107,738 | 706,548 | 148,968 | 107,848 | 48,286 | 1,957 | 5,298 | 312,358 | 1,018,906 |
| Accumulated depreciation | 累計折舊 | (95,174) | (44,641) | (139,815) | (6,366) | (59,288) | (40,073) | (701) | - | (106,428) | (246,243) |
| Net carrying amount | 賬面淨值 | 503,636 | 63,097 | 566,733 | 142,602 | 48,560 | 8,213 | 1,256 | 5,299 | 205,930 | 772,663 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

14 PROPERTY, PLANT AND EQUIPMENT (Continued)

14 物業、廠房及設備(續)

| | Right-of-use asset 使用權資產 | | | Owned asset 自置資產 | | | | | | |
|--|--|---|------------------------------------|------------------------------------|--|---|--|--|------------------------------------|--------------------------------|
| | Land 土地 HK\$'000 千港元 (note 15) (附註15) | Buildings 樓宇 HK\$'000 千港元 (note 15) (附註15) | Sub-total 小計 HK\$'000 千港元 | Buildings 樓宇 HK\$'000 千港元 | Leasehold improvements 租賃裝修 HK\$'000 千港元 | Furniture, fixtures and other equipment 傢俬、裝置及 其他設備 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Construction in progress 在建工程 HK\$'000 千港元 | Sub-total 小計 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| 31 March 2020 | 2020年3月31日 | | | | | | | | | |
| At 1 April 2019: | 於2019年4月1日: | | | | | | | | | |
| Cost | - | - | - | 251,112 | 85,743 | 47,844 | 667 | 86,672 | 472,038 | 472,038 |
| Accumulated depreciation | - | - | - | (58,142) | (45,826) | (36,462) | (188) | - | (140,618) | (140,618) |
| Net carrying amount | - | - | - | 192,970 | 39,917 | 11,382 | 479 | 86,672 | 331,420 | 331,420 |
| At 31 March 2019, net of accumulated depreciation | - | - | - | 192,970 | 39,917 | 11,382 | 479 | 86,672 | 331,420 | 331,420 |
| Effect of adoption of HKFRS 16 | 540,924 | 105,117 | 646,041 | (164,177) | - | - | - | - | (164,177) | 481,864 |
| At 1 April 2019 (restated) | 540,924 | 105,117 | 646,041 | 28,793 | 39,917 | 11,382 | 479 | 86,672 | 167,243 | 813,284 |
| Additions | - | 2,209 | 2,209 | - | 1,406 | 177 | - | 53,690 | 55,273 | 57,482 |
| Depreciation provided during the year | (18,644) | (21,729) | (40,373) | (1,152) | (5,298) | (1,866) | (133) | - | (8,449) | (48,822) |
| Transfer | - | - | - | 119,957 | - | - | - | (119,957) | - | - |
| Exchange realignment | - | (1,592) | (1,592) | - | - | - | - | (1,074) | (1,074) | (2,666) |
| At 31 March 2020, net of accumulated depreciation | 522,280 | 84,005 | 606,285 | 147,598 | 36,025 | 9,693 | 346 | 19,331 | 212,993 | 819,278 |
| At 31 March 2020: | 於2020年3月31日: | | | | | | | | | |
| Cost | 598,810 | 105,734 | 704,544 | 148,968 | 87,149 | 48,021 | 667 | 19,331 | 304,136 | 1,008,680 |
| Accumulated depreciation | (76,530) | (21,729) | (98,259) | (1,370) | (51,124) | (38,328) | (321) | - | (91,143) | (189,402) |
| Net carrying amount | 522,280 | 84,005 | 606,285 | 147,598 | 36,025 | 9,693 | 346 | 19,331 | 212,993 | 819,278 |

At 31 March 2021, the Group's land and buildings with a total carrying amount of HK\$633,969,000 (2020: HK\$657,133,000) was pledged to secure general banking facilities granted to the Group (note 25(b)).

於2021年3月31日，本集團賬面總值為633,969,000港元(2020年：657,133,000港元)之土地及樓宇已予抵押，以獲取授予本集團的一般銀行信貸(附註25(b))。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

15 LEASES

The Group as a lessee

The Group has lease contracts for various items of land and buildings used in its operations. Leases of land and buildings generally have lease terms between two and fifty-five years, except for some with lease terms of 12 months or less and/or are individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets, including buildings, outside the Group. Extension and termination options are included in a number of building leases across the Group. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

(a) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

| | |
|-------------------------------------|-----------------|
| Carrying amount at 1 April 2020 | 於2020年4月1日的賬面值 |
| New leases | 新租賃 |
| Interest elements of lease payments | 租賃付款的利息部分 |
| Payments | 付款 |
| Exchange realignment | 匯兌調整 |
| Carrying amount at 31 March 2021 | 於2021年3月31日的賬面值 |
| Analysed into: | 分析為： |
| Current portion | 即期部分 |
| Non-current portion | 非即期部分 |

The maturity analysis of lease liabilities is disclosed in note 5(b) to the financial statements.

15 租賃

本集團作為承租人

本集團就其業務營運所用之多個土地及樓宇項目擁有租賃合約。土地及樓宇的租賃期一般介乎二至五十五年，惟租賃期為12個月或以下及／或單獨低價值之若干租賃除外。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產(包括樓宇)。本集團多項樓宇租賃包含延期及終止選擇權。持有的大部分延期及終止選擇權僅可由本集團(而非各出租人)行使。

(a) 租賃負債

租賃負債的賬面值及年內變動如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 91,694 | 110,312 |
| 409 | 2,209 |
| 2,393 | 2,650 |
| (20,513) | (21,674) |
| 2,097 | (1,803) |
| 76,080 | 91,694 |
| 25,837 | 20,877 |
| 50,243 | 70,817 |

租賃負債的到期分析於財務報表附註5(b)披露。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

15 LEASES (Continued)

The Group as a lessee (Continued)

(b) The amounts recognised in profit or loss in relation to leases are as follows:

| | |
|--|-------------------------------|
| Interest elements of lease payments (included in finance costs) | 租賃付款的利息部分 (計入融資成本) |
| Depreciation charge on right-of-use assets | 使用權資產折舊支出 |
| Less: Amount capitalised | 減：資本化金額 |
| Expense relating to short-term leases with remaining lease terms ended on or before 31 March | 餘下租賃期於3月31日或 之前屆滿的短期租賃相關開支 |
| Total amount recognised in profit or loss | 於損益內確認的總額 |

The total cash outflow for leases in the year is HK\$20,513,000 (2020: HK\$21,915,000).

15 租賃(續)

本集團作為承租人(續)

(b) 於損益內確認有關租賃的金額如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 2,393 | 2,650 |
| 41,556 | 40,373 |
| - | (15,873) |
| - | 241 |
| 43,949 | 27,391 |

年內租賃的現金流出總額為20,513,000港元(2020年：21,915,000港元)。

16 INTANGIBLE ASSETS

16 無形資產

31 March 2021

At 31 March 2020 and 1 April 2020:

Cost
Accumulated amortisation

Net carrying amount

Cost at 1 April 2020, net of accumulated amortisation
Amortisation provided during the year

Cost at 31 March 2021, net of accumulated amortisation

At 31 March 2021:

Cost
Accumulated amortisation

Net carrying amount

2021年3月31日

於2020年3月31日及2020年4月1日：

成本
累計攤銷

賬面淨值

於2020年4月1日的成本，扣除累計攤銷
年內攤銷撥備

於2021年3月31日的成本，扣除累計攤銷

於2021年3月31日：

成本
累計攤銷

賬面淨值

Licences
牌照
HK\$'000
千港元

15,464

(9,279)

6,185

6,185

(3,092)

3,093

15,464

(12,371)

3,093

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

16 INTANGIBLE ASSETS (Continued)

16 無形資產(續)

| | | Licences 牌照 HK\$'000 千港元 |
|--|------------------------|-----------------------------------|
| 31 March 2020 | 2020年3月31日 | |
| At 31 March 2019 and 1 April 2019: | 於2019年3月31日及2019年4月1日： | |
| Cost | 成本 | 15,464 |
| Accumulated amortisation | 累計攤銷 | <u>(6,186)</u> |
| Net carrying amount | 賬面淨值 | <u>9,278</u> |
| Cost at 1 April 2019, net of accumulated amortisation | 於2019年4月1日的成本，扣除累計攤銷 | 9,278 |
| Amortisation provided during the year | 年內攤銷撥備 | <u>(3,093)</u> |
| Cost at 31 March 2020, net of accumulated amortisation | 於2020年3月31日的成本，扣除累計攤銷 | <u>6,185</u> |
| At 31 March 2020: | 於2020年3月31日： | |
| Cost | 成本 | 15,464 |
| Accumulated amortisation | 累計攤銷 | <u>(9,279)</u> |
| Net carrying amount | 賬面淨值 | <u>6,185</u> |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

17 INVESTMENT IN A JOINT VENTURE/DUE FROM A JOINT VENTURE

(a) Investment in a joint venture

17 於一間合營企業投資／應收一間合營企業款項

(a) 於一間合營企業投資

| | | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|---------------------------------------|-------------|-------------------------|-------------------------|
| Cost of investment in a joint venture | 於一間合營企業投資成本 | 21,726 | 21,726 |
| Share of losses | 分佔虧損 | (16,161) | (323) |
| | | 5,565 | 21,403 |

Particulars of the Group's joint venture are as follows:

本集團合營企業詳情如下：

| Company name | Particulars of issued shares held | Place of registration and business | Nature of relationship | Measurement method | Ownership interest | Percentage of Voting power | Profit sharing | Principal activities |
|-------------------------|-----------------------------------|------------------------------------|------------------------|--------------------|--------------------|----------------------------|----------------|----------------------|
| 公司名稱 | 持有已發行股份詳情 | 註冊及營業地點 | 關係性質 | 計量方法 | 擁有權權益 | 投票權百分比 | 分佔溢利 | 主要業務 |
| Patina Wellness Limited | HK\$42,600,000 | Hong Kong | Joint venture | Equity method | 51% | 50% | 51% | Investment holding |
| 銅瓊養生有限公司 | 42,600,000 港元 | 香港 | 合營企業 | 權益法 | | | | 投資控股 |

The above investment in a joint venture is indirectly held by the Company.

上述於一間合營企業投資由本公司間接持有。

Summarised statement of financial position

財務狀況表摘要

| | | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|---------------------|-------------|-------------------------|-------------------------|
| Assets | 資產 | | |
| Non-current assets | 非流動資產 | 257,378 | 285,909 |
| Current assets | 流動資產 | 11,939 | 3,095 |
| Total assets | 總資產 | 269,317 | 289,004 |
| Liabilities | 負債 | | |
| Current liabilities | 流動負債 | (92,993) | (62,613) |
| Total liabilities | 總負債 | (258,405) | (247,037) |
| Net assets | 資產淨值 | 10,912 | 41,967 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

17 INVESTMENT IN A JOINT VENTURE/DUE FROM A JOINT VENTURE (Continued)

(a) Investment in a joint venture (Continued)

Reconciliations of the summarised financial information presented to the carrying amounts of the investment in the joint venture are as follows:

| | |
|-------------------------------------|----------|
| Net assets at beginning of the year | 年初的資產淨值 |
| Loss for the year | 年度虧損 |
| Net assets at end of the year | 年末的資產淨值 |
| Shared by the Group | 本集團分佔 |
| Interests in a joint venture | 於合營企業的權益 |

Summarised statements of comprehensive income

| | |
|--|------------------|
| Loss before taxation | 除稅前虧損 |
| Taxation | 稅項 |
| Loss and total comprehensive loss for the year | 年度虧損及全面虧損總額 |
| Share by the Group of loss and total comprehensive loss for the year | 本集團分佔年度虧損及全面虧損總額 |

The information above reflects the amounts presented in the financial statements of the joint venture, adjusted for differences in accounting policies between the Group and the joint venture.

17 於一間合營企業投資／應收一間合營企業款項(續)

(a) 於一間合營企業投資(續)

經呈列財務資料摘要與於合營企業投資賬面金額的對賬如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 41,967 | 42,600 |
| (31,055) | (633) |
| 10,912 | 41,967 |
| 51% | 51% |
| 5,565 | 21,403 |

綜合收益表摘要

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| (31,055) | (633) |
| - | - |
| (31,055) | (633) |
| (15,838) | (323) |

上述資料反映合營企業財務報表所呈列的金額，並就本集團與合營企業之間的會計政策差異作出調整。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

17 INVESTMENT IN A JOINT VENTURE/DUE FROM A JOINT VENTURE (Continued)

(b) Due from a joint venture

The amount due from a joint venture of HK\$21,976,000 (2020: HK\$8,921,000) included in the Group's current assets is unsecured, interest-free and repayable on demand. The financial impact of expected credit losses on the amount due from a joint venture under HKFRS 9 is insignificant for the years ended 31 March 2021 and 2020.

18 TRADE RECEIVABLES

Trade receivables

貿易應收款項

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

| | |
|---------------------|-------|
| Within one month | 一個月內 |
| One to two months | 一至兩個月 |
| Two to three months | 兩至三個月 |
| Over three months | 超過三個月 |

The financial impact of expected credit losses for trade receivables under HKFRS 9 is insignificant for the years ended 31 March 2021 and 2020.

The carrying amounts of trade receivables are mainly denominated in HK\$ and approximately their fair value.

17 於一間合營企業投資／應收一間合營企業款項(續)

(b) 應收合營企業款項

計入本集團流動資產的應收一間合營企業款項21,976,000港元(2020年: 8,921,000港元)為無抵押、免息及須按要求償還。截至2021年及2020年3月31日止年度,根據香港財務報告準則第9號,應收一間合營公司款項的預期信貸虧損的財務影響並不重大。

18 貿易應收款項

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 6,708 | 5,521 |

於報告期末,貿易應收款項按發票日期及扣除虧損撥備的賬齡分析如下:

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 3,062 | 2,792 |
| 2,770 | 2,337 |
| 266 | 290 |
| 610 | 102 |
| 6,708 | 5,521 |

截至2021年及2020年3月31日止年度,香港財務報告準則第9號對貿易應收款項的預期信貸虧損的財務影響並不重大。

貿易應收款項的賬面值主要以港元計值,與其公允值相若。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

19 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

| | |
|---|--------------------------|
| Prepayments (Note) | 預付款項(附註) |
| Deposits | 按金 |
| Other receivables | 其他應收款項 |
| Current portion included in prepayments, other receivables and other assets | 即期部分(計入預付款項、其他應收款項及其他資產) |
| Non-current portion | 非即期部分 |

Note:

The balance includes an amount of approximately HK\$5,813,000 (2020: nil) prepaid for an acquisition of an equity investment.

The financial impact of expected credit losses on financial assets included in the above balances is insignificant for the years ended 31 March 2021 and 2020.

Financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 March 2021 and 2020, the loss allowance was assessed to be minimal.

The carrying amounts of deposits and other receivables are mainly denominated in HK\$ and approximate their fair value.

19 預付款項、按金及其他應收款項

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 10,045 | 1,232 |
| 11,774 | 8,052 |
| 981 | 454 |
| 22,800 | 9,738 |
| (15,901) | (2,930) |
| 6,899 | 6,808 |

附註：

結餘包括一項股權投資收購事項的預付款項約5,813,000港元(2020年：零)。

截至2021年及2020年3月31日止年度，計入上述結餘的金融資產的預期信貸虧損的財務影響並不重大。

上述結餘所載金融資產與並無近期違約記錄的應收款項及逾期款項有關。於2021年及2020年3月31日，虧損撥備經評估為極低。

按金及其他應收款項的賬面值主要以港元計值，與其公允值相若。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

20 GOODWILL

| | |
|------------------------|------|
| Cost | 成本 |
| Accumulated impairment | 累計減值 |
| Net carrying amount | 賬面淨值 |

Impairment testing of goodwill

For the purpose of impairment testing, goodwill acquired through business combinations is allocated to the cash-generating unit of senior care services operated by Gericare Centre and Ruby International with a carrying amount of goodwill of HK\$31,300,000 and to the cash-generating unit of senior care services operated by Hinta Enterprises with a carrying amount of goodwill of HK\$2,533,000 as at 31 March 2021 and 31 March 2020.

The recoverable amount of the cash-generating unit of Gericare Centre and Ruby International has been determined based on a fair value less cost of disposal calculation whereas, the recoverable amount of the cash-generating unit of Hinta Enterprises has been determined based on value-in-use calculation covering a five-year period approved by senior management. The pre-tax discount rates applied to the cash flow projections of the cash-generating unit in the value-in-use calculation of Hinta Enterprises is 11.7% (2020: 12.6%).

The cash flows of the cash-generating unit of Hinta Enterprises are projected using revenue growth rate of 3.0% (2020: 3.0%), during the five-year period. The cash flows of the cash-generating unit beyond the five-year period are extrapolated using a growth rate of 1.8% (2020: 1.8%).

20 商譽

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 33,833 | 33,833 |
| - | - |
| 33,833 | 33,833 |

商譽減值測試

就減值測試而言，於2021年3月31日及2020年3月31日，透過業務合併所獲得之商譽分配至保德護老中心及紅寶石國際所經營安老院舍及長者護理服務商譽賬面值為31,300,000港元的現金產生單位，以及鴻大企業所經營安老院舍及長者護理服務商譽賬面值為2,533,000港元的現金產生單位，以進行減值測試。

保德護老中心及紅寶石國際的現金產生單位的可收回金額乃根據公允值減出售成本計算釐定，而鴻大企業的現金產生單位的可收回金額乃根據高級管理層批准的五年期使用價值計算釐定。在計算鴻大企業的使用價值時，現金產生單位的現金流量預測所採用的稅前貼現率為11.7% (2020年：12.6%)。

於五年期間，鴻大企業的現金產生單位的現金流量採用3.0% (2020年：3.0%) 的收益增長率預測。現金產生單位於五年期間後的現金流量乃使用1.8% (2020年：1.8%) 的增長率推算。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 March 2021 2021年3月31日

20 GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Up to the date of this report there were no reasonably possible changes in any of the key assumptions mentioned above that would have caused the recoverable amount of the cash-generating unit of Hinta Enterprises to be less than its carrying value.

For the cash-generating unit of Gericare Centre and Ruby International, the management has determined the recoverable amount of the cash-generating unit based on the fair value less cost of disposal calculation relating to the cash-generating unit with reference to the external valuation report issued by Jones Lang LaSalle Limited on the underlying properties of the cash-generating unit.

Detailed parameters of the underlying properties in the cash-generating unit of Gericare Centre and Ruby International are as follows:

Gericare Centre and
Ruby International
— Residential care
home for the elderly

保德護老中心及
紅寶石國際
— 安老院舍

| Fair value of the underlying properties 相關物業之 公允值 HK\$'000 千港元 | Valuation Techniques 估值技巧 | 2021 | |
|--|---------------------------------|--|--|
| | | Unobservable inputs 不可觀察 輸入數據 Unit price 單位價格 | Relationship of unobservable inputs to fair value 不可觀察輸入數據 與公允值的關係 |
| 327,400 | Direct comparison 直接比較 | HK\$12,500 psf to HK\$38,800 psf 每平方呎 12,500 港元 至每平方呎 38,800 港元 | The higher the unit price, the higher the fair value 單位價格越高， 公允值越高 |

Based on management's assessment, the recoverable amount of the cash-generating units exceeded the respective carrying amounts.

20 商譽(續)

商譽減值測試(續)

直至本報告日期，上述任何主要假設概無合理可能變動，致使鴻大企業的現金產單位的可收回金額低於其賬面值。

就保德護老中心及紅寶石國際的現金產生單位而言，管理層已參考仲量聯行有限公司就現金產生單位的相關物業發出的外部估值報告，根據現金產生單位的公允值減出售成本計算釐定現金產生單位的可收回金額。

保德護老中心及紅寶石國際現金產生單位的相關物業的詳細參數如下：

根據管理層的評估，現金產生單位的可收回金額超過各自的賬面值。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

21 INVESTMENT IN INSURANCE CONTRACT

| | |
|--|---------------|
| Insurance asset | 保險資產 |
| At 1 April | 於4月1日 |
| Change in cash surrender value of insurance contract | 保險合約的退保現金價值變動 |
| At 31 March | 於3月31日 |

Notes:

- (a) The Group entered into a life insurance policy with an insurance company to insure an executive director. Under the policy, the Group is the beneficiary and the policy holder. The carrying value of the life insurance contract represented the cash surrender value of the insurance contract. This insurance contract is denominated in United States Dollars.
- (b) The Group's investment in insurance contract with a carrying amount of HK\$3,261,000 (2020: HK\$3,143,000) was pledged as security for the Group's bank loans as at 31 March 2021, as further detailed in note 25(c) to the financial statements.

22 CASH AND CASH EQUIVALENTS

| | |
|------------------------|---------|
| Cash and bank balances | 現金及銀行結餘 |
|------------------------|---------|

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

The carrying amounts of cash and cash equivalents are mainly denominated in HK\$ and approximate their fair value.

21 於保險合約的投資

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 3,143 | 3,083 |
| 118 | 60 |
| 3,261 | 3,143 |

附註：

- (a) 本集團與一間保險公司訂立壽險保單，以保障一名執行董事。根據該保單，本集團為受益人兼保單持有人。人壽保險合約的賬面值指保險合約的退保現金價值。該保險合約以美元計值。
- (b) 於2021年3月31日，本集團賬面值為3,261,000港元(2020年：3,143,000港元)的保險合約投資已抵押作為本集團銀行貸款的擔保，進一步詳情載於財務報表附註25(c)。

22 現金及現金等價物

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 49,687 | 27,767 |

存放於銀行的現金按每日銀行存款利率的浮動利率賺取利息。銀行結餘存放於信譽良好且近期無違約記錄的銀行。

現金及現金等價物的賬面值主要以港元計值，並與其公允值相若。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

23 TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

Within one month 一個月內

The trade payables are non-interest-bearing and generally have payment terms of 30 days.

The carrying amounts of trade payables are mainly denominated in HK\$ and approximate their fair value.

24 OTHER PAYABLES AND ACCRUALS

Other payables 其他應付款項
Accruals 應計費用
Contract liabilities (note) 合約負債(附註)
Long service payment 長期服務金

Portion classified as current liabilities 分類為流動負債的部分

Non-current portion 非流動部分

Other payables are non-interest-bearing and have average payment terms of one to three months.

The carrying amounts of other payables and accruals are mainly denominated in HK\$ and approximate their fair value.

Note: Revenue recognised that was included in the contract liabilities balance as at beginning of the year is HK\$637,000 (2020:Nil).

23 貿易應付款項

於報告期末，貿易應付款項按發票日期計算的賬齡分析如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 2,426 | 2,029 |

貿易應付款項不計利息，且付款期一般為30日。

貿易應付款項的賬面值主要以港元計值，並與其公允值相若。

24 其他應付款項及應計費用

| 31 March 2021 2021年 3月31日 HK\$'000 千港元 | 31 March 2020 2020年 3月31日 HK\$'000 千港元 |
|---|---|
| 7,716 | 8,329 |
| 6,924 | 10,011 |
| 952 | 637 |
| 5,444 | 5,044 |
| 21,036 | 24,021 |
| (15,592) | (18,977) |
| 5,444 | 5,044 |

其他應付款項不計利息，平均付款期為一至三個月。

其他應付款項及應計費用的賬面值主要以港元計值，並與其公允值相若。

附註：計入年初合約負債結餘的已確認收益為637,000港元(2020年：零)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

25 INTEREST-BEARING BANK BORROWINGS

25 計息銀行借款

| | | 2021 | | | 2020 | | |
|---------------------------|------------|--|--------------------------------------|-----------------|--|--------------------------------------|-----------------|
| | | Effective interest rate (%) 實際利率(%) | On demand/ maturity 按要求/ 到期 | HK\$'000 千港元 | Effective interest rate (%) 實際利率(%) | On demand/ maturity 按要求/ 到期 | HK\$'000 千港元 |
| Current | 流動 | | | | | | |
| Bank borrowings — secured | 銀行借款 — 有抵押 | 0.9–2.75 | 2021 | 84,648 | 2.00–4.05 | 2020 | 408,574 |
| Non-current | 非流動 | | | | | | |
| Bank borrowings — secured | 銀行借款 — 有抵押 | 0.9–2.75 | 2022–2036 | 518,287 | 2.00–3.80 | 2021–2035 | 190,677 |
| | | | | 602,935 | | | 599,251 |

Notes:

- (a) The Group's bank borrowings are denominated in Hong Kong dollars.
- (b) The Group's bank borrowings are secured by a mortgage over certain of the Group's land and buildings, which had an aggregate carrying amount as at 31 March 2021 of approximately HK\$633,969,000 (2020: HK\$657,133,000) (note 14).
- (c) Certain of the Group's bank borrowings are secured by a pledge over the Group's investment in insurance contract with a carrying amount as at 31 March 2021 of HK\$3,261,000 (2020: HK\$3,143,000) (note 21).
- (d) Certain of the Group's bank borrowings are jointly guaranteed by certain subsidiaries of the Company.

附註：

- (a) 本集團的銀行借款以港元計值。
- (b) 本集團的銀行借款以賬面總值於2021年3月31日約為633,969,000港元(2020年：657,133,000港元)之本集團若干土地及樓宇作抵押(附註14)。
- (c) 本集團的若干銀行借款以賬面值於2021年3月31日為3,261,000港元(2020年：3,143,000港元)之本集團保險合約投資作抵押(附註21)。
- (d) 本集團的若干銀行借款由本公司的若干附屬公司共同擔保。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

25 INTEREST-BEARING BANK BORROWINGS

(Continued)

Notes: (Continued)

(e) The amounts payable of the bank borrowings are analysed as follows:

| | |
|--|---------------|
| Bank borrowings: | 銀行借款： |
| Within one year or on demand | 一年內或按要求償還 |
| In the second year | 第二年 |
| In the third to fifth years, inclusive | 第三至五年(包括首尾兩年) |
| Beyond five years | 超過五年 |

25 計息銀行借款(續)

附註：(續)

(e) 銀行借款的應付款項分析如下：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 84,648 | 408,574 |
| 143,200 | 138,244 |
| 372,539 | 48,373 |
| 2,548 | 4,060 |
| 602,935 | 599,251 |

26 SHARE CAPITAL

Authorised:
5,000,000,000 ordinary shares of
HK\$0.01 each

Issued and fully paid:
902,880,000 ordinary shares of
HK\$0.01 each

法定：
5,000,000,000股每股面值
0.01港元的普通股

已發行及繳足：
902,880,000股每股面值
0.01港元的普通股

26 股本

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 50,000 | 50,000 |
| 9,029 | 9,029 |

There were no movements in the Company's share capital during the current and prior years.

本公司股本於本年度及過往年度並無變動。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

27 SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of motivating eligible participants to optimise their performance efficiency for the benefit of the Group and to attract and retain or otherwise maintain an on-going business relationship with such eligible participants whose contributions are or will be beneficial to the long-term growth of the Group. Eligible participants of the Scheme include the directors, including independent non-executive directors, executives or officers of the Group, full-time or part-time employees of the Group, and advisers, consultants, suppliers, customers, distributors and such other persons who, in the sole opinion of the directors, will contribute or have contributed to the Group. The Scheme became effective on 23 January 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares in respect of which options may be granted under the Scheme must not in aggregate exceed 10% of the total number of shares in issue of the Company immediately following completion of the Company's initial public offering, i.e. 86,400,000 shares. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme shall not exceed 30% of the Company's issued shares from time to time. The maximum number of shares issuable under the share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue as at the date of grant. Any further grant of options in excess of this 1% limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options.

27 購股權計劃

本公司設有購股權計劃(「計劃」)，旨在鼓勵合資格參與者為本集團利益提升個人表現及效率，藉以吸引及留聘現時或將會為本集團長遠增長作出貢獻的該等合資格參與者或以其他方式與彼等維持持續的業務關係。計劃的合資格參與者包括董事(包括獨立非執行董事)、本集團行政人員或高級職員、本集團全職或兼職僱員及顧問、諮詢人、供應商、客戶、分銷商及董事全權認為將會或曾對本集團作出貢獻的有關其他人士。計劃自2017年1月23日起生效，除非另行註銷或修訂，否則自當日起維持有效十年。

根據計劃可能授出的購股權所涉及的股份數目上限合共不得超過緊隨本公司首次公開發售完成後的本公司已發行股份總數的10%，即86,400,000股股份。因行使根據計劃授出但尚未行使之所有未行使購股權而可能予以發行的股份數目上限不應超過本公司不時已發行股份的30%。於任何十二個月期內，根據計劃內購股權可向每位合資格參與者發行的股份數目上限為於授出當日本公司已發行股份的1%。任何超出此1%上限的購股權的進一步授出，須於股東大會經股東批准。

向董事、本公司主要行政人員或主要股東或其任何聯繫人授出購股權，須預先經獨立非執行董事批准。此外，若任何向本公司主要股東或獨立非執行董事或其任何聯繫人授出的購股權，於任何十二個月期內超過本公司不時已發行股份的0.1%或其總值(按授出當日本公司股份價格計算)高於5百萬港元，須於股東大會事先經股東批准。

於承授人支付合共1港元之象徵式代價後，授出購股權的要約可於自提呈當日起計21日內接納。授出的購股權行使期由董事釐定，並於若干歸屬期後開始，且最遲於購股權要約日期起計十年之日屆滿。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

27 SHARE OPTION SCHEME (Continued)

The exercise price of share options is determinable by the Directors, but must be at least the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

As at the date of approval of these financial statements, no options have been granted since the adoption of the Scheme.

28 RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

(b) Merger reserve

The merger reserve represents the reserve arising from the reorganisation of the Group in the prior years.

29 DEFERRED TAX

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

| | |
|---|-------------------|
| Deferred tax assets recognised in the consolidated statement of financial position | 於綜合財務狀況表確認的遞延稅項資產 |
| Deferred tax liabilities recognised in the consolidated statement of financial position | 於綜合財務狀況表確認的遞延稅項負債 |

27 購股權計劃(續)

董事可釐定購股權行使價，惟其不得低於下列較高者(i)本公司股份於購股權要約日期之聯交所收市價；(ii)本公司股份於緊接要約日期之前五個交易日之聯交所平均收市價；及(iii)本公司股份的面值。

購股權並無授予持有人可獲取股息或於股東大會上投票的權利。

於該等財務報表獲批日期，概無自採納計劃以來授出任何購股權。

28 儲備

(a) 本集團

本集團於目前及過往年度的儲備金額及其變動於財務報表的綜合權益變動表中呈列。

(b) 合併儲備

合併儲備指本集團於過往年度重組時產生之儲備。

29 遞延稅項

本公司向其股東派付股息並無附帶任何所得稅影響。

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 6,222 | 6,200 |
| (13,240) | (14,211) |
| (7,018) | (8,011) |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

29 DEFERRED TAX (Continued)

The movements in deferred tax assets and liabilities during the year are as follows:

| | | Tax losses | Depreciation allowance in excess of related depreciation | Total |
|---|------------------------|-------------------|---|--------------|
| | | 稅項虧損 | 超過相關折舊 | 合計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| At 31 March 2019 and 1 April 2019 | 於2019年3月31日及於2019年4月1日 | 2,769 | (12,488) | (9,719) |
| Deferred tax credited to the consolidated statement of profit or loss during the year | 年內計入綜合損益表的遞延稅項 | 1,103 | 605 | 1,708 |
| At 31 March 2020 and 1 April 2020 | 於2020年3月31日及2020年4月1日 | 3,872 | (11,883) | (8,011) |
| Deferred tax credited to the consolidated statement of profit or loss during the year | 年內計入綜合損益表的遞延稅項 | 356 | 637 | 993 |
| At 31 March 2021 | 於2021年3月31日 | 4,228 | (11,246) | (7,018) |

29 遞延稅項(續)

於年內，遞延稅項資產及負債的變動如下：

30 DIVIDEND

| | |
|--|--|
| Final dividend for the year ended 31 March 2020 of HK0.68 cents (2019: HK0.78 cents) per fully paid ordinary share | 截至2020年3月31日止年度之末期股息每股繳足普通股0.68港仙(2019年: 0.78港仙) |
| Interim dividend for the year ended 31 March 2021 of nil (2020: HK0.78 cents) per fully paid ordinary share | 截至2021年3月31日止年度之中期股息每股繳足普通股為零(2020年: 0.78港仙) |
| Total dividend paid | 已付股息總額 |

30 股息

| 2021 | 2020 |
|--------------|----------|
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| 6,140 | 7,042 |
| - | 7,042 |
| 6,140 | 14,084 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$409,000 and HK\$409,000, respectively, in respect of lease arrangements for land and buildings (2020: HK\$2,209,000 and HK\$2,209,000, respectively).

(b) Reconciliation of liabilities arising from financing activities

31 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團就土地及樓宇的租賃安排之使用權資產及租賃負債的非現金增加分別為409,000港元及409,000港元(2020年：2,209,000港元及2,209,000港元)。

(b) 融資活動產生的負債的對賬

| | | Lease liabilities | Bank borrowings | Dividend payable |
|-------------------------------------|-------------|--------------------------|------------------------|-------------------------|
| | | 租賃負債 | 銀行借款 | 應付股息 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| At 1 April 2019 | 於2019年4月1日 | 110,312 | 593,516 | - |
| Changes from financing cash flows | 融資現金流量變動 | (19,024) | 5,735 | (14,084) |
| Other changes: | 其他變動： | | | |
| New leases | 新租賃 | 2,209 | - | - |
| Interest expense | 利息開支 | 2,650 | - | - |
| Exchange realignment | 匯兌調整 | (1,803) | - | - |
| Final dividend | 末期股息 | - | - | 7,042 |
| Interim dividend | 中期股息 | - | - | 7,042 |
| Interest elements of lease payments | 租賃付款的利息部份 | (2,650) | - | - |
| At 31 March 2020 | 於2020年3月31日 | 91,694 | 599,251 | - |
| Changes from financing cash flows | 融資現金流量變動 | (18,120) | 3,684 | (6,140) |
| Other changes: | 其他變動： | | | |
| New leases | 新租賃 | 409 | - | - |
| Interest expense | 利息開支 | 2,393 | - | - |
| Exchange realignment | 匯兌調整 | 2,097 | - | - |
| Final dividend | 末期股息 | - | - | 6,140 |
| Interest elements of lease payments | 租賃付款的利息部份 | (2,393) | - | - |
| At 31 March 2021 | 於2021年3月31日 | 76,080 | 602,935 | - |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

32 CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at the end of the reporting period.

33 PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's interest-bearing bank borrowings are included in note 25 to the financial statements.

34 COMMITMENTS

The Group had the following capital and other commitments as at the end of the reporting period:

Contracted, but not provided for:
Unlisted Investment

已訂約但尚未撥備：
非上市投資

32 或然負債

本集團於報告期末並無重大或然負債。

33 資產抵押

已抵押以獲取本集團的計息銀行借款之本集團資產的詳情載於財務報表附註25。

34 承擔

於報告期末，本集團擁有下列資本及其他承擔：

| 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|-------------------------|-------------------------|
| 9,688 | - |

35 FINANCIAL INSTRUMENTS

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

35 金融工具

報告期末各類別金融工具的賬面值如下：

| | | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|---|---------------------|-------------------------|-------------------------|
| Financial assets at amortised cost | 按攤銷成本列值的金融工具 | | |
| — Trade receivables | — 貿易應收款項 | 6,708 | 5,521 |
| — Financial assets included in deposits and other receivables | — 計入按金及其他應收款項的金融資產 | 18,568 | 8,506 |
| — Due from a joint venture | — 應收一間合營企業款項 | 21,976 | 8,921 |
| — Cash and cash equivalents | — 現金及現金等價物 | 49,687 | 27,767 |
| | | 96,939 | 50,715 |
| Investment in insurance contract | 於保險合約的投資 | 3,261 | 3,143 |
| | | 100,200 | 53,858 |
| Financial liabilities at amortised cost | 按攤銷成本列值的金融工具 | | |
| Trade payables | 貿易應付款項 | 2,426 | 2,029 |
| Financial liabilities included in other payables and accruals | 計入其他應付款項及應計費用的金融負債 | 14,640 | 18,340 |
| Interest-bearing bank borrowings | 計息銀行借款 | 602,935 | 599,251 |
| | | 620,001 | 619,620 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

36 RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties:

| | |
|---|--------------------|
| Rental income from a company controlled by controlling shareholders | 來自控股股東所控制之公司之租金收入 |
| Rental payment to a company controlled by controlling shareholders | 向控股股東所控制之公司支付之租金付款 |

Note:

- (i) The rentals were determined at rates mutually agreed by the relevant parties.
- (b) The compensation of key management personnel of the Group for the year represented the directors' emoluments as disclosed in note 10 to the financial statements.

36 關聯方交易

- (a) 除財務報表其他部分所詳述的交易外，本集團與關聯方進行以下交易：

| Note 附註 | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|------------|-------------------------|-------------------------|
| | - | 324 |
| (i) | 83 | - |

附註：

- (i) 租金按相關方互相協定的比率釐定。
- (b) 本集團主要管理人員於年內的薪酬指財務報表附註 10 所披露之董事酬金。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

37 EVENTS AFTER THE END OF THE REPORTING PERIOD

On 10 May 2021, Pine Care Titanium Limited (“Titanium”), a wholly owned subsidiary of the Company, entered into the subscription agreement with ETS Group Limited (“ETS”), a related company of the Group principally engaged in the business of providing comprehensive multi-media contact centre services, contact centre system and financial services, to subscribe for the zero coupon convertible bonds (“CB”) of ETS for the principal amount of HK\$9.5 million due two years from the date of issue. Upon full conversion of the CB at the conversion price of HK\$0.608, a total of 15,625,000 shares of ETS will be allotted and issued to Titanium, representing approximately 5.29% of the issued share capital of ETS as enlarged by the issue of the shares. For details, please refer to the announcement of the Company dated 10 May 2021.

On 21 May 2021, Elegant Dear Limited (an indirectly wholly-owned subsidiary of the Company) entered into a lease agreement with a third party in respect of the leasing of the lobby on ground floor and the front (or southern) portion of the first, second and third floors of No. 1 Leighton Road, Causeway Bay, Hong Kong for use as the operation of care and attention home for the elderly or other related lawful commercial uses by the Group commencing from 7 August 2021 and expiring on 6 August 2025 (both days inclusive) at the rent of HK\$1.7 million per month with certain renewal options upon the expiry of the four years fixed term.

37 報告期末後事件

於2021年5月10日，本公司的全資附屬公司松齡優鈦有限公司(「優鈦」)與本集團的關連公司易通訊集團有限公司(「易通訊」)，主要從事提供全方位多媒體聯絡中心服務、聯絡中心系統及財務服務業務)訂立認購協議，以認購易通訊本金額為9,500,000港元，由發行日期起計兩年到期的零息可換股債券(「可換股債券」)。按換股價0.608港元悉數轉換可換股債券後，將向優鈦配發及發行合共15,625,000股易通訊股份，佔經發行股份擴大的易通訊已發行股本約5.29%。有關詳情，請參閱本公司日期為2021年5月10日的公告。

於2021年5月21日，雅登有限公司(本公司的間接全資附屬公司)與一名第三方就租賃香港銅鑼灣禮頓道1號地面大堂，以及1樓、2樓及3樓前排(或南面)部份用作由經營護理安老院或由本集團用作其他相關合法商業用途訂立租賃協議，由2021年8月7日開始，直至2025年8月6日屆滿(包括首尾兩天)，每月租金為1,700,000港元，且於四年固定期限屆滿後享有若干續租選擇權。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

38 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

38 本公司財務狀況表

本公司於報告期末的財務狀況表資料如下：

| | | 2021 HK\$'000 千港元 | 2020 HK\$'000 千港元 |
|----------------------------|--------------|-------------------------|-------------------------|
| Non-current asset | 非流動資產 | | |
| Investment in a subsidiary | 於一間附屬公司的投資 | —* | —* |
| Total non-current asset | 非流動資產總額 | —* | —* |
| Current assets | 流動資產 | | |
| Cash and cash equivalents | 現金及現金等價物 | 12 | 12 |
| Due from a subsidiary | 應收一間附屬公司款項 | 158,762 | 164,903 |
| Total current assets | 流動資產總額 | 158,774 | 164,915 |
| Net assets | 資產淨額 | 158,774 | 164,915 |
| Equity | 權益 | | |
| Issued capital | 已發行股本 | 9,029 | 9,029 |
| Reserves (note) | 儲備(附註) | 149,745 | 155,886 |
| Total equity | 權益總額 | 158,774 | 164,915 |

* Less than HK\$1,000

* 少於1,000港元

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

38 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

38 本公司財務狀況表(續)

附註：

本公司的儲備概要如下：

| | | Share premium account | Retained profits | Total |
|--|---------------------------|----------------------------------|-----------------------------|--------------|
| | | 股份溢價賬 | 保留溢利 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| At 1 April 2019 | 於2019年4月1日 | 148,770 | - | 148,770 |
| Profit and total comprehensive income for the year | 年度溢利及全面收入總額 | - | 21,200 | 21,200 |
| Interim dividend | 中期股息 | - | (7,042) | (7,042) |
| Final dividend | 末期股息 | - | (7,042) | (7,042) |
| At 31 March 2020 and 1 April 2020 | 於2020年3月31日及 2020年4月1日 | 148,770 | 7,116 | 155,886 |
| Profit and total comprehensive income for the year | 年度溢利及全面收入總額 | - | - | - |
| Final dividend | 末期股息 | - | (6,140) | (6,140) |
| At 31 March 2021 | 於2021年3月31日 | 148,770 | 976 | 149,746 |

39 APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 24 June 2021.

39 批准財務報表

本財務報表於2021年6月24日獲董事會批准及授權刊發。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

40 INFORMATION ABOUT SUBSIDIARIES

Particulars of the Company's principal subsidiaries are as follows:

40 有關附屬公司的資料

本公司主要附屬公司的詳情如下：

| Company name 公司名稱 | Place of incorporation/ business 註冊成立/ 營業地點 | Issued ordinary share capital 已發行 普通股本 | Percentage of equity attributable to the Company 本公司應佔 權益百分比 | | Principal activities 主要業務 |
|--|--|--|---|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| Pine Care Health Initiative Limited | British Virgin Islands (the "BVI") 英屬處女群島 (「英屬處女群島」) | US\$1 1 美元 | 100 | – | Investment holding 投資控股 |
| Prime Health Holdings Limited 康保控股有限公司 | Hong Kong 香港 | HK\$98,418,468 98,418,468 港元 | – | 100 | Investment holding 投資控股 |
| Pine Care Elderly Home Development Limited 松齡護老院發展有限公司 | Hong Kong 香港 | HK\$40,000,000 40,000,000 港元 | – | 100 | Investment holding and provision of management services 投資控股及提供 管理服務 |
| Pacific First Limited 太平洋有限公司 | Hong Kong 香港 | HK\$1,070 1,070 港元 | – | 100 | Provision of senior care services 提供安老院舍及 長者護理服務 |
| Besting Holdings Limited 百興集團有限公司 | Hong Kong 香港 | HK\$120,000 120,000 港元 | – | 100 | Provision of senior care services 提供安老院舍及 長者護理服務 |
| Hinta Enterprises Limited ("Hinta Enterprises") 鴻大企業有限公司 (「鴻大企業」) | Hong Kong 香港 | HK\$10,000 10,000 港元 | – | 100 | Provision of senior care services 提供安老院舍及 長者護理服務 |
| Fitbest Corporation Limited 適雅有限公司 | Hong Kong 香港 | HK\$500,000 500,000 港元 | – | 100 | Provision of senior care services 提供安老院舍及 長者護理服務 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

40 INFORMATION ABOUT SUBSIDIARIES (Continued)

40 有關附屬公司的資料(續)

| Company name 公司名稱 | Place of incorporation/ business 註冊成立/ 營業地點 | Issued ordinary share capital 已發行 普通股本 | Percentage of equity attributable to the Company 本公司應佔 權益百分比 | | Principal activities 主要業務 |
|---|--|--|---|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| Masswell Development Limited 萬事佳發展有限公司 | Hong Kong 香港 | HK\$10,000 10,000 港元 | – | 100 | Provision of senior care services 提供安老院舍及長者護理服務 |
| Gericare Centre Limited ("Gericare Centre") 保德護老中心有限公司 (「保德護老中心」) | Hong Kong 香港 | HK\$100 100 港元 | – | 100 | Provision of senior care services 提供安老院舍及長者護理服務 |
| Fitgarden Limited 威家達有限公司 | Hong Kong 香港 | HK\$2,500,000 2,500,000 港元 | – | 100 | Property investment 物業投資 |
| Mainfield Limited 懋輝有限公司 | Hong Kong 香港 | HK\$2 2 港元 | – | 100 | Property investment 物業投資 |
| Chun Fai Development Limited 俊輝發展有限公司 | Hong Kong 香港 | HK\$100,000 100,000 港元 | – | 100 | Property investment 物業投資 |
| Grant Smart Development Limited 建日發展有限公司 | Hong Kong 香港 | HK\$10,000 10,000 港元 | – | 100 | Property investment 物業投資 |
| Wellfield Properties Development 田康地產發展有限公司 | Hong Kong 香港 | HK\$10,000 10,000 港元 | – | 100 | Property investment 物業投資 |
| Ruby International Investment Limited ("Ruby International") 紅寶石國際投資有限公司 (「紅寶石國際」) | Hong Kong 香港 | HK\$5 5 港元 | – | 100 | Property investment 物業投資 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

40 INFORMATION ABOUT SUBSIDIARIES (Continued)

40 有關附屬公司的資料(續)

| Company name 公司名稱 | Place of incorporation/ business 註冊成立/ 營業地點 | Issued ordinary share capital 已發行 普通股本 | Percentage of equity attributable to the Company 本公司應佔 權益百分比 | | Principal activities 主要業務 |
|--|--|--|---|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| Manchester Rehabilitation Services Limited 曼徹斯特復康服務有限公司 | Hong Kong 香港 | HK\$1 1 港元 | - | 100 | Provision of rehabilitation and physiotherapy services 提供復康及物理治療服務 |
| Witmart Design & Construction Co. Limited 威馬設計裝修工程有限公司 | Hong Kong 香港 | HK\$2 2 港元 | - | 100 | Provision of repair and maintenance services 提供維修及保養服務 |
| Fully Trend Limited 滿來有限公司 | Hong Kong 香港 | HK\$10,000 10,000 港元 | - | 100 | Property investment 物業投資 |
| Pine Care Elite Limited 松齡俊匯有限公司 | Hong Kong 香港 | HK\$10,000 10,000 港元 | - | 100 | Provision of senior care services 提供安老院舍及長者護理服務 |
| Pine Care Elegance Limited 松齡雅匯有限公司 | Hong Kong 香港 | HK\$10,000 10,000 港元 | - | 100 | Investment holding 投資控股 |
| Grand Prosper Holdings (BVI) Limited | BVI 英屬處女群島 | US\$3 3 美元 | - | 100 | Investment holding 投資控股 |
| One Affinity Limited | BVI 英屬處女群島 | US\$1 1 美元 | - | 100 | Investment holding 投資控股 |
| Lorient Holdings Ltd. | BVI 英屬處女群島 | US\$1 1 美元 | - | 100 | Property investment 物業投資 |
| Tsuen Wan Elderly Care Services Limited 荃灣護老服務有限公司 | Hong Kong 香港 | HK\$10,000 10,000 港元 | - | 100 | Provision of senior care services 提供安老院舍及長者護理服務 |

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

40 INFORMATION ABOUT SUBSIDIARIES (Continued)

40 有關附屬公司的資料(續)

| Company name 公司名稱 | Place of incorporation/ business 註冊成立/ 營業地點 | Issued ordinary share capital 已發行 普通股本 | Percentage of equity attributable to the Company 本公司應佔 權益百分比 | | Principal activities 主要業務 |
|---|---|--|---|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| Pine Care Point Limited 松齡雅軒有限公司 | Hong Kong 香港 | HK\$100 100港元 | – | 100 | Provision of senior care services 提供安老院舍及長者護理服務 |
| Pine Care Yada Elderly Services Limited 松齡雅達護老服務有限公司 | Hong Kong 香港 | HK\$14,000,000 14,000,000港元 | – | 51 | Investment holding 投資控股 |
| Zhejiang Pine Care Yada Elderly Services Limited# 浙江松齡雅達養老服務有限公司# | the People's Republic of China (the "PRC")/ Mainland China 中華人民共和國(「中國」)/ 中國大陸 | HK\$12,000,000 12,000,000港元 | – | 51 | Provision of senior care services 提供安老院舍及長者護理服務 |
| Giant Success International Holdings Limited ("Giant Success") 宏倡國際集團有限公司 (「宏倡」) | Hong Kong 香港 | HK\$1,000 1,000港元 | – | 100 | Property investment 物業投資 |

Registered as wholly-foreign owned enterprises under the PRC law.

根據中國法律註冊為外商獨資企業。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表列示董事認為對年內業績產生重大影響或構成本集團資產淨值重要組成部分的附屬公司。董事認為，若詳述其他附屬公司將導致提供的資料過於冗長。

FINANCIAL SUMMARY

財務概要

CONSOLIDATED RESULTS

綜合業績

| | | Year ended 31 March 截至3月31日止年度 | | | | |
|--|----------------|-----------------------------------|----------|----------|----------|----------|
| | | 2021 | 2020 | 2019 | 2018 | 2017 |
| | | 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 |
| Revenue | 收益 | 245,706 | 217,363 | 186,782 | 170,688 | 177,286 |
| Profit before tax from continuing operations | 來自持續經營業務的除稅前溢利 | 10,682 | 17,122 | 15,150 | 18,915 | 17,387 |
| Income tax expense | 所得稅開支 | (7,468) | (3,546) | (1,690) | (2,509) | (4,956) |
| Profit for the year from continuing operations | 來自持續經營業務的年度溢利 | 3,214 | 13,576 | 13,460 | 16,406 | 12,431 |
| Profit for the year | 年度溢利 | 3,214 | 13,576 | 13,460 | 16,406 | 12,409 |
| Attributable to: | 應佔： | | | | | |
| Equity holders of the Company | 本公司權益持有人 | 5,860 | 13,584 | 13,435 | 16,418 | 12,409 |
| Non-controlling interests | 非控股權益 | (2,646) | (8) | 25 | (12) | - |

CONSOLIDATED FINANCIAL POSITION

綜合財務狀況

| | | As at 31 March 於3月31日 | | | | |
|--|--------------|--------------------------|----------|----------|----------|----------|
| | | 2021 | 2020 | 2019 | 2018 | 2017 |
| | | 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 |
| Non-current assets | 非流動資產 | 831,536 | 896,850 | 787,906 | 697,554 | 240,988 |
| Current assets | 流動資產 | 95,498 | 46,528 | 56,840 | 82,241 | 184,308 |
| Current liabilities | 流動負債 | 135,633 | 455,978 | 76,061 | 38,011 | 52,128 |
| Total assets less current liabilities | 總資產減流動負債 | 791,401 | 487,400 | 768,685 | 741,784 | 373,168 |
| Non-current liabilities | 非流動負債 | 587,214 | 280,749 | 561,604 | 533,665 | 164,959 |
| Equity attributable to equity holders of the Company | 本公司權益持有人應佔權益 | 200,209 | 200,253 | 200,208 | 203,231 | 208,209 |
| Non-controlling interests | 非控股權益 | 3,978 | 6,398 | 6,873 | 4,888 | - |
| Total equity | 權益總額 | 204,187 | 206,651 | 207,081 | 208,119 | 208,209 |
| Net debt | 淨債務 | 553,248 | 571,484 | 542,637 | 459,826 | 2,585 |
| Gearing ratio | 資產負債比率 | 60% | 61% | 64% | 59% | 1% |

Note: Gearing ratio is measured by the net debt (representing interest-bearing bank borrowings net of cash and cash equivalents) over total assets (representing current assets and non-current assets).

附註：資產負債比率乃按淨債務（指計息銀行借款扣除現金及現金等價物）除以總資產（指流動資產及非流動資產）計量。



Pine Care Group Limited
松齡護老集團有限公司

