

HIS

衍生集團(國際)控股有限公司

Hin Sang Group (International) Holding Co. Ltd.

Stock Code : 6893

(Incorporated in the Cayman Islands with limited liability)

2022 / 2023 Annual Report

HIS 衍生



匠心品牌 源於香港
甄選天然 草本食養



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FINANCIAL HIGHLIGHTS

	2022/2023	2021/2022	Increase/ (Decrease)	%
Operating results (HK\$'000)				
Revenue	81,460	120,546	(39,086)	(32.4)
Gross profit	38,836	69,075	(30,239)	(43.8)
Loss for the year	(49,168)	(13,105)	36,063	275.2
Profitability (%)				
Gross profit margin	47.7	57.3	(9.6)	(16.8)
Net profit margin	(60.4)	(10.9)	(49.5)	(454.1)
Return on equity	(20.5)	(4.3)	(16.2)	(376.7)
Return on total assets	(8.0)	(1.9)	(6.1)	(321.1)
Liquidity				
Current ratio (time)	0.2	0.3	(0.1)	(33.3)
Quick ratio (time)	0.1	0.2	(0.1)	(50.0)
Inventory turnover (days)	184.6	167.9	16.7	9.9
Trade receivables turnover (days)	50.1	27.4	22.7	82.8
Trade payables turnover (days)	80.4	68.8	11.6	16.9
Per share data				
Loss per share				
– Basic (HK cents)	(4.53)	(1.09)	3.44	315.6
– Diluted (HK cents)	(4.53)	(1.09)	3.44	315.6
Dividend per share				
– Interim (HK cents)	–	–	–	–
– Final (HK cents)	–	–	–	–

DEFINITIONS

In this annual report, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below.

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Brand Development and Management Segment”	the business segment in which the Group purchases primarily personal care products from the brand proprietors and manages and develops the brand of such products
“BVI”	the British Virgin Islands
“Company”	Hin Sang Group (International) Holding Co. Limited (衍生集團(國際)控股有限公司), an exempted company incorporated with limited liability in the Cayman Islands on 28 October 2010
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, in the context of the Company, means each of Mr. Pang, Mrs. Pang and Genwealth
“Director(s)”	the directors of the Company
“Fullshare”	Fullshare Holdings Limited (豐盛控股有限公司), a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on the Stock Exchange (stock code: 607)
“Fullshare Group”	Fullshare and its subsidiaries
“Genwealth”	Genwealth Group Holding Company Limited (衍富集團控股有限公司), a company incorporated with limited liability on 5 October 2010 in the BVI, the issued shares of which are owned as to 90% by Mr. Pang and 10% by Mrs. Pang, a controlling shareholder of the Company under the Listing Rules
“GMP”	“Good Manufacturing Practice” is a quality assurance approach used by drug manufacturing industry worldwide to ensure that products are consistently produced and controlled according to appropriate quality standards. Hong Kong has adopted the GMP guidelines promulgated by the World Health Organisation (WHO)
“Group”	the Company and its subsidiaries
“Healthcare Segment”	the business segment in which the Group engages in providing Chinese medical healthcare related services which targets for mothers and children in Mainland China
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing”	the listing of Shares on the Main Board

DEFINITIONS

“Listing Date”	16 October 2014, being the date on which dealings of the Shares on the main board of the Stock Exchange first commenced
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Pang”	Mr. Pang Siu Hin (彭少衍), an executive Director and a Controlling Shareholder
“Mrs. Pang”	Ms. Kwan Lai Man (關麗雯), the spouse of Mr. Pang, an executive Director and a Controlling Shareholder
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Pre-IPO Share Option Scheme”	the Pre-IPO share option scheme adopted by the Company on 25 September 2014
“Product Development Segment”	the business segment in which the Group develops own personal care products, health supplements and household products sold under its own brands, including but not limited to “Hin Sang (衍生)”, “Tai Wo Tong (太和堂)”, “Cheers Smart (千里馬)”, “Care Plus (私+呵護)” and “King’s Antiseptic (殺菌王)”
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Option Scheme”	the share option scheme adopted by the Company on 25 September 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trading of Goods Segment”	the business segment in which the Group engages in trading and distributing skin care products, personal care products and household products purchased from various authorised dealers and independent traders or directly from suppliers
“Year”	the year ended 31 March 2023

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Pang Siu Hin (*Chairman and Chief Executive Officer*)
Ms. Kwan Lai Man

Non-executive Directors

Ms. Wong Wai Ling
Ms. Tian Shanshan

Independent non-executive Directors

Mr. Lau Chi Kit
Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny

AUDIT COMMITTEE

Mr. Lee Luk Shiu (*Chairman*)
Mr. Lau Chi Kit
Dr. Tang Sing Hing, Kenny

REMUNERATION COMMITTEE

Mr. Lau Chi Kit (*Chairman*)
Ms. Kwan Lai Man
Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny

NOMINATION COMMITTEE

Dr. Tang Sing Hing, Kenny (*Chairman*)
Ms. Kwan Lai Man
Mr. Lau Chi Kit
Mr. Lee Luk Shiu

COMPANY SECRETARY

Mr. Wong Octokid (*Appointed on 1 July 2022*)
Ms. Kho Polien (*Resigned on 1 July 2022*)

AUTHORISED REPRESENTATIVES

Mr. Pang Siu Hin
Ms. Kwan Lai Man

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1213–1215, 12/F, Seapower Tower,
Concordia Plaza, 1 Science Museum Road,
Tsim Sha Tsui, Kowloon, Hong Kong

LEGAL ADVISERS

Chak & Associates

AUDITOR

HLB Hodgson Impey Cheng Limited

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking
Corporation Limited
Bank of China (Hong Kong) Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE/REGISTERED OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park,
PO Box 1350, Grand Cayman,
KY1-1108, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

COMPANY WEBSITE

www.hinsanggroup.com

STOCK CODE

Stock Exchange: 6893

ENQUIRIES

Company:

Email: contact@hinsanggroup.com

CORPORATE STRUCTURE

As at 31 March 2023



* The English name is for identification only

CHAIRMAN'S STATEMENT

THE GROUP HAS LAID A SOLID FOUNDATION FOR FUTURE BUSINESS DEVELOPMENT. WE HAVE BEEN ABLE TO MAINTAIN A SUBSTANTIAL MARKET SHARE AND STRONG POSITION IN THE CHILDREN'S HEALTHCARE MARKET BY CAPITALISING ON OUR CORE STRENGTHS AND COMPETITIVE ADVANTAGES.

Mr. Pang Siu Hin

Chairman and Chief Executive Officer



Dear Shareholders:

On behalf of the board of Directors of Hin Sang Group (International) Holding Co. Ltd. and its subsidiaries, I would like to present the annual report of the Group for the Year.

ANNUAL REVIEW

The continued and prolonged COVID-19 pandemic and other unfavourable factors have adversely affected the retail and tourism industries in Hong Kong and the Group's business performance in the past few years. However, we have been able to maintain a substantial market share and strong position in the children's healthcare market by capitalising on our core strengths and competitive advantages.

Adhering to the belief of "Pursuing Excellence and Continuous Innovation", the Group has always placed great emphasis on product quality and research and development. With vision and insight, we have built our own manufacturing plant and research and development centre, the Yunfu Health Medical Industrial Park (雲浮市健康醫藥產業園) (the "Industrial Park") in Yunfu City of the Guangdong Province, the PRC. Since June 2020, we have produced most of our products at the Industrial Park instead of depending on external suppliers. In addition to ensuring stringent control over product quality and product cost, the Industrial Park also provides the Group with sufficient production capacity for future expansion and a broad range of production capabilities.

Since our inception, we have valued corporate responsibility and giving back to society. We believe that our success is measured not only by our profits, but also by our contributions to the communities we serve. The Group has been actively involved in various charitable initiatives, especially during the COVID-19 pandemic when many people faced hardship and challenges. Through our Hin Sang Volunteer Team, we provided appropriate support to healthcare workers, frontline staff and vulnerable groups such as children and the elderly. We have also provided essential supplies to those in need. We are proud to be a socially responsible company that makes a positive difference in the society.

CHAIRMAN'S STATEMENT

The Group has laid a solid foundation for future business development. Notwithstanding the fierce competition, the Group believes that this segment is a niche market and it will generate sustainable revenue and bring value for the Group in the long term. Above all, the Group is devoted to nurturing children and firmly believes that they are the most cherished member of our society. Taking care of them is our top priority.

ANNUAL RESULTS

For the Year, the Group's total revenue amounted to approximately HK\$81.5 million, representing a decrease of approximately 32.4% from HK\$120.5 million for the last year. The Group recorded a net loss of approximately HK\$49.2 million, representing an increase of approximately 275.2% from HK\$13.1 million for the last year.

DIVIDEND

The Board does not recommend the payment of a final dividend for the Year.

PROSPECTS

The China paediatric healthcare products market is encouraged and supported by the PRC government with policies such as the National Nutrition Plan (2017-2030) (《國民營養計劃 (2017-2030年)》) and the Provisions on Administration of Food Safety Risk Monitoring (《食品安全風險監測管理規定》). The children's healthcare market is valued and in demand by Chinese families, especially in light of the impact of the COVID-19 pandemic, which has raised parents' awareness and concerns about their children's immunity and health.

The Board believes that "Hin Sang (衍生)" has a strong competitive edge in the health supplement market, despite the challenging market conditions. We are committed to meeting the growing demand for high-quality health supplements from consumers in Hong Kong and Mainland China. During the Year, we had launched a variety of new products and intensified our efforts to expand in the Mainland China market. To overcome the challenges and seize future opportunities ahead, the Group will continue to remain prudent and implement the following strategies to create value for our Shareholders:

(a) **Actively expanding the business of integrated production and industrial sightseeing tourism**

The Group is actively developing the Industrial Park into a first-class international key project that integrates the production of healthy food for women and children, healthcare and medical equipment, and industrial sightseeing tourism. Our goal is to tap into the fast-growing health preservation market and meet the diverse nutritional and healthy lifestyle needs of the Chinese people. People have always pursued health and longevity since ancient times. In Chinese history, Peng Zu (彭祖), a legendary god of longevity, lived for more than 800 years old. Peng Zu was proficient in various health regimens and was recognised by generations as the ancestor of Chinese health preservation practices. The Group will expand the Pengzu Hin Sang Pavilion, a service centre based on Pengzu TCM health preservation techniques, to provide holistic conditioning for the human body. In addition, the Group is committed to upholding Pengzu's health preservation values to develop the industrial tourism business and expand industrial park tourism as an income source. Integrated with the surrounding environment and other tourism resources, the Pengzu Hin Sang Pavilion will be developed into an industrial tourism site covering comprehensive tourism areas, such as sightseeing, leisure and Southern Medicine Science Popularisation Base (南藥科普基地). The Industrial Park was duly recognised by the Ministry of Culture and Tourism of the PRC as the first National 3A Tourist Attraction in Yunfu City in November 2021. It is not only the Group's production base and research and development centre that produces high-quality healthcare products and food that meet the Good Manufacturing Practice (GMP) requirements, but also a

CHAIRMAN'S STATEMENT

national tourist attraction that showcases the culture of health preservation and the homology of medicine and food.

(b) Developing new products for adult healthcare market

In order to diversify the product portfolio and broaden its customer base, the Group launched several new products for the adult healthcare market during the Year, including “Hin Sang Lung Relief Granules (衍生清冠靈顆粒沖劑)”, “Hin Sang Cold Relief Granules (衍生去感靈顆粒沖劑)”, “Hin Sang Heat Relief Herbal Tea Granules (衍生去熱靈顆粒沖劑)”, and “Hin Sang Dampness Expel Granules (衍生去濕靈顆粒沖劑)”. With the COVID-19 pandemic and the subsequent increase in confidence in the efficacy of health supplements, which are suitable for a wider range of people, the Group has introduced new products to meet the changing needs of a wider market. This strategy of expanding the product portfolio is expected to create a new revenue stream for the Group.

(c) Developing original equipment manufacturing (OEM) business in the Mainland China market

To fully utilise the Group's existing manufacturing capacities, the Group provides manufacturing services for healthcare products to OEM customers based on their specifications and requirements. These products are registered and sold under the OEM customers' own brand names. This generates additional revenue for the Group and increases the Group's profitability.

(d) Expanding e-commerce for own-branded products

The Group has placed a strong emphasis on developing the thriving e-commerce market as online shopping has become the new norm. The launch of a new design for the Group's official website during the Year has enhanced the overall online shopping experience. We focus not only on major e-commerce platforms but also on various social channels with strategic livestreaming initiatives and activities to drive sales, raise brand awareness and increase market penetration.

ACKNOWLEDGEMENTS

I would like to take this opportunity to express my gratitude to the members of the board of Directors, management and employees for their valuable contributions to the development of the Group, as well as our Shareholders, investors and business partners for their continued trust and support. We believe that the years ahead will be full of opportunities despite the challenges. Hin Sang Group (International) Holding Co. Ltd. will continue to make determined efforts to create greater value for our Shareholders and investors.

Yours faithfully
Pang Siu Hin
Chairman

29 June 2023

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the marketing, selling and manufacturing of healthcare products primarily targeting children, among which “Hin Sang (衍生)” is a long-established reputable brand. The Group continues to expand its e-commerce business through various popular and influential online and mobile platforms in order to keep pace with consumer trends and seize business opportunities. In addition, the Group trades in personal care products of reputable brands, to leverage existing resources to increase profits. Furthermore, the Group is developing its business in Chinese medical healthcare as well as diagnosis and treatment services projects.

For the Year, the Group’s revenue was approximately HK\$81.5 million, representing a decrease of approximately 32.4% from approximately HK\$120.5 million for the last year. The Group has four business segments which are classified according to their ownership, licensing rights and services rendered. During the Year, the Product Development Segment, which engages in the sale of the Group’s own branded products, remained the largest business segment of the Group and contributed approximately 96.5% (2022: 97.3%) of the Group’s revenue. On the other hand, the revenue contribution from the Brand Development and Management Segment increased slightly from approximately 1.1% of the total revenue for the last year to approximately 1.7% of the total revenue for the Year. The Trading of Goods Segment accounted for approximately 0.9% of total revenue for the Year (2022: 0.3%), and the Healthcare Segment accounted for approximately 0.9% (2022: 1.3%) of the Group’s total revenue for the Year.

The normal clearance of travellers between Hong Kong and mainland China resumed at the beginning of February 2023. This policy has paved the way for the recovery of tourism and retail in the territory. The Group promptly adjusted and upgraded its marketing plans, increasing advertising placements, TV programme sponsorships and outdoor and indoor advertisements. At the same time, the Group continued to spend on online advertising, which has proven to be a cost-effective approach. As a result, the Group’s sales in Hong Kong gradually picked up and initially showed an encouraging post-pandemic performance.

The Group’s business operations are based in both Hong Kong and Mainland China. Revenue generated from the Hong Kong market for the Year recorded approximately HK\$46.1 million (2022: HK\$72.4 million), representing approximately 56.5% of the total revenue for the Year (2022: 60.1%). Revenue generated from the Mainland China market for the Year was approximately HK\$35.4 million (2022: HK\$48.1 million), representing approximately 43.5% of the total revenue for the Year (2022: 39.9%). Revenue generated from sales in Hong Kong decreased mainly due to the decline in sales of COVID-19 antigen rapid testing kits during the Year as a result of the slowdown of the COVID-19 pandemic.

Product Development Segment

In the Product Development Segment, the Group develops and sells healthcare products, personal care products and household products under its own brand names, which are mainly “Hin Sang (衍生)”, “Tai Wo Tong (太和堂)”, “Cheers Smart (千里馬)”, “Care Plus (私+呵護)” and “King’s Antiseptic (殺菌王)”. The Group launched the “Hin Sang (衍生)” brand in 2004, mainly for health supplements. In 2012, the Group launched “Tai Wo Tong (太和堂)” mainly for the Group’s proprietary Chinese medicine category. With a view to further leverage its brand value and explore the opportunities of the less tapped markets, the Group launched several products during the Year, including but not limited to “Hin Sang Lung Relief Granules (衍生清冠靈顆粒沖劑)”, “Hin Sang Cold Relief Granules (衍生去感靈顆粒沖劑)”, “Hin Sang Heat Relief Herbal Tea Granules (衍生去熱靈顆粒沖劑)”, “Hin Sang Dampness Expel Granules (衍生去濕靈顆粒沖劑)”, “Hin Sang Jiao Jiao Zhu Herbal Concentrated Whey Protein Solid Beverage (衍生覺覺豬草本濃縮乳清蛋白固體飲料)”, “Hin Sang Shi De Qiao Herbal Concentrated Whey Protein Solid Beverage (衍生食得巧草本濃縮乳清蛋白固體飲料)”, “Hin Sang Ai Tong Zhi Ying Su Herbal Concentrated Whey Protein Solid Beverage (衍生愛童智營素草本濃縮乳清蛋白固體飲料)” and “Hin Sang Bei Er Qi Xing Solid Beverage (衍生蓓兒七星固體飲料)”.

MANAGEMENT DISCUSSION AND ANALYSIS

Revenue of this segment was approximately HK\$78.6 million for the Year, representing a decrease of approximately 32.9% from approximately HK\$117.3 million for the last year. The decrease was mainly due to a decline in sales of anti-epidemic products for the Year as a result of the slowdown of the COVID-19 pandemic. The segment's loss and loss margin for the Year were approximately HK\$24.7 million and 31.4% respectively, representing a turnaround from profit and profit margin of approximately HK\$0.8 million and 0.7% respectively for the last year.

Brand Development and Management Segment

Since 1999, the Group has been a trusted partner for various brand proprietors of personal care products mainly in the Hong Kong market. The Group offers one-stop solutions for marketing, sales and distribution, logistics and delivery services for their branded products under exclusive distribution agreements with each of the brand proprietors. The Group has a track record of successfully managing and developing a number of brands for its clients, who are primarily manufacturers and owners of the products.

Among the products managed and developed by the Group for the brand proprietors, the major brands are "Pahmi (芭菲)", "Enear (櫻雪)", "Vcnic (花世界)", "Zici (滋采)" and "Sunew (閃新)". The revenue of this segment was approximately HK\$1.4 million for the Year, representing a slight increase of approximately 1.7% compared to the segment revenue of approximately HK\$1.3 million for the last year. The segment's loss and loss margin for the Year were approximately HK\$56,000 and 4.1% respectively, representing a turnaround from profit and profit margin of approximately HK\$123,000 and 9.1% respectively for the last year. Despite the slight increase in revenue of this segment, the Group had always focused on the Product Development Segment during the Year in order to enhance the brand image of its own branded products.

Trading of Goods Segment

The Group has served its trade customers with high-quality products sourced from authorised dealers and overseas suppliers. The low-margin products in this segment will be phased out, and more resources will be devoted to the Product Development Segment, which is expected to yield higher profit margin.

Revenue of this segment was approximately HK\$747,000 for the Year, compared to approximately HK\$310,000 for the last year, and it accounted for approximately 0.9% (2022: 0.3%) of the Group's revenue for the Year. Despite the increase in revenue of this segment, the Group had always focused on the Product Development Segment during the Year in order to enhance the brand image of its own branded products.

Healthcare Segment

The Healthcare Segment provides various types of healthcare-related services and products in Mainland China to mothers and children. The Group has established clinics to provide medical treatment and consultation by experienced Chinese physicians specialising in Chinese medical healthcare.

Revenue of this segment was approximately HK\$695,000 (2022: HK\$1.6 million) for the Year, representing approximately 0.9% (2022: 1.3%) of the Group's revenue for the Year. The segment loss decreased by approximately 75.9% from approximately HK\$3.2 million for the last year to approximately HK\$768,000 for the Year.

SOCIAL RESPONSIBILITIES

The Group is committed to fulfilling its corporate social responsibility and creating shared value for its stakeholders. It recognises that its business performance is not only determined by the financial results, but also by social and environmental impact.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group has consistently supported various charitable causes, especially in the face of the unprecedented COVID-19 crisis that affected many lives and livelihoods. Through the Hin Sang Volunteer Team, the Group provided timely assistance to medical professionals, frontline workers and underprivileged groups, such as children and the elderly. The Group also distributed essential items to those most in need. It was honoured to be a socially conscious company that makes a positive impact in the community.

One of the Group's main areas of philanthropy is education. The Group believes that education is the foundation of a prosperous society and the key to unlocking human potential. This is why we have established the "Hin Sang Scholarship (衍生獎學金)" for students from kindergarten to university level in Hong Kong for the ninth consecutive year. The scholarship aims to encourage students with potential and diverse interests to pursue their academic and personal goals. The Group particularly values the needs and development of children: they are the future of the society and their well-being is always the Group's top priority.

HUMAN RESOURCES

The Group had a total of 253 staff as at 31 March 2023 (2022: 262). The remuneration of the employees consists of fixed salary, individual sales commission and year-end discretionary performance bonus. The Group has devised an assessment system for its employees, and the Group uses the assessment result for salary review and promotion decisions. All of the employees undergo a performance appraisal once a year. Such appraisal provides the Group with an opportunity to assess each employee's strengths and areas for improvement, and facilitate the Group to provide necessary training and career development opportunities accordingly. A Share Option Scheme was adopted in September 2014 to recognise and acknowledge those employees who have made a contribution to the Group.

PROSPECTS

The Group is confident that the Hong Kong market can continue to provide a stable platform for its business growth and expansion. The Group continues its efforts in new product development to enrich its health supplement portfolio and enhance its brand image as a health supplement specialist. The Group ensures that only those products with high sales volume potential are retained in the product portfolio. At the same time, the Group will also focus on the development of the Mainland China market, especially the children's health supplement market. The Group believes that this market will benefit greatly from the implementation of China's "Three-child" policy. To seize this opportunity, the Group will continue to expand its distribution network by recruiting additional distributors and devoting more resources to promoting its corporate image to expand its customer base.

The Group has prudently outlined the following strategies for its future business development with the aim of creating value for the Shareholders:

(a) To continue enhancing brand recognition of the Group's own brands

The Group has developed the "Hin Sang (衍生)" brand into a well-recognised brand in Hong Kong through effective, targeted and well-positioned advertising programmes that emphasise product safety and quality.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group continued to focus on and implement its brand strategies of multi-channel marketing and diverse product portfolios. The Group adopted a market-driven research and product development strategy to meet evolving customer demands and needs while achieving rapid growth. For example, The Group responded to the pressing demand for products that enhance immunity and respiratory health by introducing “Hin Sang Lung Relief Granules (衍生清冠靈顆粒沖劑)” during the Year. The new product launches aim to meet the needs and preferences of different age groups and markets by broadening the Group’s product portfolio and customer base. The Group’s new product development initiative for the coming year will focus on the development of more products in the mother and children health supplement segment in Hong Kong and Mainland China.

(b) To expand the manufacturing arm of the Group

As part of the Group’s plan to enhance the production efficiency of its own branded products and to capture future opportunities, the Group has developed a production plant for health supplements in Yunfu City of the Guangdong Province, the PRC. This facility has enabled the Group to manufacture health supplement products in-house, rather than outsourcing them to an external Original Equipment Manufacturer (“OEM”). This initiative aims to reduce production costs, increase operational efficiency and productivity, and ensure stricter quality control of the Group’s own branded healthcare products. This facility is a long-term investment that will help the Group seize future opportunities in the health supplements market.

(c) To expand e-commerce for own-brand products

The Group will continue to develop and upgrade its e-commerce platform, which focuses on online sales of products under “Hin Sang (衍生)”, enabling customers, particularly customers in Mainland China, to place orders online and enjoy home delivery services. Despite the popularity of online shopping in the Mainland China market, the economic environment and consumer sentiment have not fully recovered after the COVID-19 pandemic. Revenue from the Group’s e-commerce platforms accounted for approximately HK\$25.9 million (2022: HK\$29.3 million) of the Group’s total revenue for the Year.

Recognising the significant growth of e-commerce, the Group has implemented a marketing strategy to enhance brand influence, cultivate customer loyalty and expand its market share in the healthcare products industry. The Group has established a presence on popular e-commerce and social media platforms such as Xiaohongshu (小紅書), Douyin (抖音), Kuaishou (快手), Tmall (天貓), JD.com (京東) and Pinduoduo (拼多多). To further expand its online sales network, the Group has partnered with influential key opinion leaders (KOLs) in e-commerce livestreaming. The Group will continue to introduce high-quality health supplements on these platforms while remaining innovative in its marketing approach to keep pace with consumer trends and reach a wider audience.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The Group's revenue was approximately HK\$81.5 million for the Year as compared to HK\$120.5 million for the last year, representing a decrease of approximately 32.4%, which was mainly due to the decrease in the sales of products under the Product Development Segment.

During the Year, the revenue generated from the Product Development Segment decreased by approximately HK\$38.6 million, representing a decrease of approximately 32.9% as compared to last year. The revenue generated from the Brand Development and Management Segment slightly increased by approximately HK\$23,000, representing an increase of approximately 1.7% as compared to last year. Revenue generated from Trading of Goods Segment was approximately HK\$747,000 for the Year, compared to approximately HK\$310,000 for the last year. Revenue generated from the Healthcare Segment was approximately HK\$695,000 for the Year, compared to approximately HK\$1.6 million for the last year.

Cost of Sales

The Group's cost of sales decreased by approximately 17.2% from approximately HK\$51.5 million for the last year to approximately HK\$42.6 million for the Year. The reason for the decrease was primarily the decrease in the cost of sales under the Product Development Segment as compared to last year.

Gross Profit and Gross Profit Margin

The Group's gross profit decreased by approximately 43.8% from approximately HK\$69.1 million for the last year to approximately HK\$38.8 million for the Year. The gross profit margin for the Year decreased from 57.3% to 47.7%, which mainly resulted from the decrease in sales of higher profit margin products from the Product Development Segment.

Other Income

The Group's other income decreased from approximately HK\$7.2 million for the last year to approximately HK\$5.9 million for the Year, which was mainly due to decrease in government grants from approximately HK\$4.9 million for the last year to approximately HK\$2.7 million for the Year.

Other Gains and Losses

The Group recorded other losses of approximately HK\$4.2 million for the Year (2022: other gains of approximately HK\$10.1 million). It was mainly attributable to absence of a one-off gain on disposal of assets classified as held for sale of approximately HK\$8.2 million as recorded in the year ended 31 March 2022.

Selling and Distribution Expenses

Selling and distribution expenses decreased by approximately 21.8% from approximately HK\$6.8 million for the last year to approximately HK\$5.3 million for the Year. Such a decrease in selling and distribution expenses was attributable to the decrease in advertising expenses in Hong Kong due to the change of the Group's marketing and advertising strategy by placing more marketing and advertising online rather than through TV media in Hong Kong.

MANAGEMENT DISCUSSION AND ANALYSIS

Administrative Expenses

Administrative expenses decreased by approximately HK\$7.8 million or 9.9% from approximately HK\$78.1 million for the last year to approximately HK\$70.3 million for the Year, which was mainly attributable to the decrease in staff costs from approximately HK\$25.2 million for the last year to approximately HK\$22.2 million for the Year.

Taxation

The Group recorded an income tax credit of approximately HK\$55,000 for the Year, as compared to an income tax expense of approximately HK\$1.7 million for the last year.

Loss for the Year

The Group recorded a net loss of approximately HK\$49.2 million for the Year, as compared to a net loss of approximately HK\$13.1 million for the last year.

Other Comprehensive Expense

Other comprehensive expense increased by approximately 172.4% from approximately HK\$4.7 million for the last year to approximately HK\$12.7 million for the Year, which was mainly attributable to the exchange loss on translating foreign operations of approximately HK\$11.5 million for the Year, as compared to exchange gain on translating foreign operations of approximately HK\$5.4 million for the last year.

Financial Assets at Fair Value through Other Comprehensive Income

During the Year, the Group held certain investments for medium to long term purpose, and it represented investment in two listed equity securities and one unlisted equity security which are stated at fair value.

The first listed equity security represents 118,765,000 shares in Fullshare (stock code: 607), and there was no acquisition or disposal of the shares of Fullshare during the Year. Fullshare is principally engaged in property, tourism, investment and financial services, healthcare and education and new energy businesses. As at 31 March 2023, the carrying amount of these shares amounted to approximately HK\$13.2 million (2022: HK\$13.8 million), with the fair value loss of approximately HK\$0.6 million recognised as other comprehensive expense for the Year, and these shares represented approximately 0.4% of the issued ordinary shares of Fullshare as at 31 March 2023. The carrying amount of these shares represented approximately 2.1% of the total assets of the Group as at 31 March 2023.

The second listed equity security represents 45,411,600 shares in Nanjing Sinolife United Company Limited (“**Nanjing Sinolife**”) (stock code: 3332). There was no acquisition or disposal of this investment during the Year. Nanjing Sinolife is principally engaged in the manufacturing and sale of nutritional supplements and the trading of packaged health food products in the PRC, Australia and New Zealand. As at 31 March 2023, the carrying amount of these shares amounted to approximately HK\$5.4 million (2022: HK\$5.0 million), with the fair value gain of approximately HK\$0.4 million was recognised as other comprehensive income for the Year, and these shares represented approximately 16.7% and 4.8% of the issued H shares and the total issued ordinary shares of Nanjing Sinolife respectively as at 31 March 2023. The carrying amount of these shares represented approximately 0.9% of the total assets of the Group as at 31 March 2023.

The fair value of these securities as at the date of this report was approximately HK\$16.6 million.

MANAGEMENT DISCUSSION AND ANALYSIS

The unlisted equity security represents 10% equity interest in Hin Hong Homologous (Guangdong) Brand Management Company Limited (衍康同源(廣東)品牌管理有限公司) (“**Hin Hong**”), a company incorporated in the PRC in January 2022. Hin Hong opened chain stores in the name of “Pengzu Hin Sang Pavilion (彭祖衍生館)” (the “**Chain Stores**”) in the PRC, exclusively selling products supplied by the Group. Due to the COVID-19 pandemic, the progress of opening of the Chain Stores was adversely delayed than anticipated. Thus, a termination agreement was entered into and the 10% equity interest in Hin Hong was disposed on 3 August 2022. For details, please refer to the Company’s announcement dated 3 August 2022.

Inventories

The Group’s inventories decreased by approximately 41.8% from approximately HK\$27.3 million as at 31 March 2022 to approximately HK\$15.9 million as at 31 March 2023, which was primarily due to the decrease in finished products for distribution by approximately 52.0% from approximately HK\$21.3 million as at 31 March 2022 to approximately HK\$10.2 million as at 31 March 2023.

Financial Assets at Fair Value through Profit or Loss – Held for Trading

The Group held two listed equity securities for short term trading purpose and they are stated at fair value. They include 13,710,000 shares in Nanjing Sinolife and 200,000 shares in Mansion International Holdings Limited (stock code: 8456). As at 31 March 2023, the carrying amount of equity securities held for trading amounted to approximately HK\$1.7 million and represented approximately 0.3% of the total assets of the Group as at 31 March 2023. The fair value of these securities as at the date of this report was approximately HK\$3.2 million.

Trade Receivables

The Group’s trade receivables decreased by approximately 19.6% from approximately HK\$12.4 million as at 31 March 2022 to approximately HK\$10.0 million as at 31 March 2023.

Trade Payables

The Group’s trade payables decreased by approximately 42.2% from approximately HK\$11.9 million as at 31 March 2022 to approximately HK\$6.9 million as at 31 March 2023.

Liquidity, Gearing Ratio and Capital Structure

The Group’s bank balances and cash were mainly denominated in HKD and RMB. The bank balances decreased by approximately 25.1% from approximately HK\$14.4 million as at 31 March 2022 to approximately HK\$10.8 million as at 31 March 2023. As at 31 March 2023, the amount of Group’s outstanding bank borrowings was approximately HK\$317.1 million (2022: HK\$318.6 million); and the amount of unutilised banking facilities was approximately HK\$38.4 million (2022: HK\$48.1 million). The gearing ratio (total debts divided by total equity) as at 31 March 2023 was 1.3 (2022: 1.1). The current ratio (total current assets divided by total current liabilities) as at 31 March 2023 was 0.2 (2022: 0.3).

Contingent Liabilities

As at 31 March 2023, the Directors were not aware of any significant events that would have resulted in material contingent liabilities of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Charges on the Group's Assets

As at 31 March 2023, the carrying value of the assets of the Group that were pledged in favour of banks was approximately HK\$491.2 million (2022: HK\$530.6 million).

Capital Commitment

As at 31 March 2023, the Group did not have any capital commitment in respect of the acquisition of property, plant and equipment (2022: Nil).

Financial Management and Policy

The Group continues to adopt prudent financing and treasury policies. The Group's entire financing and treasury activities are centrally managed and controlled. Implementation of the Group's related policies is made under collective but extensive considerations on liquidity risk, financing cost and exchange rate risk. The executive Directors, with the assistance of the Group's financial controller, are responsible for identifying, reviewing, evaluating and analysing the investment opportunities of the Group. The executive Directors also regularly monitor the cash position and funding requirements of the Group.

Significant Investment Held, Major Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures

There were no significant investments held, no material acquisitions or disposals of subsidiaries, associates or joint ventures by the Group during the Year.

Future Plans for Material Investments or Capital Assets

Save as disclosed in this report, there was no specific plan for material investments or capital assets as at 31 March 2023.

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Pang Siu Hin, MH (彭少衍), aged 58, was appointed in October 2010 as an executive Director. He is the founder of the Group and has been the Chairman and the Chief Executive Officer of the Group since 1996. He is responsible for the overall strategic planning, formulation of the corporate policies and the day-to-day management of the Group. He is also a director of various subsidiaries of the Company. Mr. Pang has over 25 years of experience in the distribution, marketing and sale of healthcare products, personal care products and household products, the experience of which was gained from the operation of the Group. Mr. Pang was appointed as the director of Hong Kong Chiu Chow Chamber of Commerce since 2005, the honourable president of The Cosmetic & Perfumery Association of Hong Kong Limited (香港化粧品同業協會有限公司) in 2008, the honourable chairman of the Hong Kong Chinese Medicine Industry Association Limited (香港中藥業協會有限公司) in 2009. Mr. Pang was appointed as the vice president of Hong Kong & Kowloon Kit Yeung Clansmen General Association Limited (香港九龍揭陽同鄉總會有限公司) in 2009, the executive vice president in 2013 and became perpetual honourable president in 2017. Since 2009, Mr. Pang was appointed as the director of Chiu Chow Clansmen's Association of Yuen Long District, Limited (元朗區潮州同鄉會有限公司), the vice president in 2011 and became the chairman in 2017. In 2010, he became the life honorary chairman of Hong Kong Listed Chinese Medicine Practitioners Association (香港表列中醫協會), and titled as the advisor in 2016. In 2018, Mr. Peng was awarded as honoraries and commendations by the Medal of Honor (MH) by the Hong Kong Special Administrative Region. Mr. Pang was awarded Honorary Fellow (FPVCB (Hon)) by The Professional Validation Centre of Hong Kong Business Sector in 2019. Mr. Pang was appointed as honorary advisor by Social Enterprise Research Academy in 2020.

Mr. Pang is an active participant in the work of charities, appointed as the director of Pok Oi Hospital in Hong Kong from 2009 to 2011, the vice chairman since 2012, the chairman since 2017, and became the perpetual adviser since 2018. Mr Pang was awarded MH in 2018 for his dedicated community service, particularly his contributions to the work of Pok Oi Hospital. He worked as the honourable president of Junior Police Call (Yuen Long District) since 2010, a member of the standing committee of the Chinese People's Political Consultative Conference, Jieyang City, the PRC, a member of Yuen Long Town Area Committee under the Home Affairs Department in 2012, a member of the Committee on the Promotion of Civic Education under the Home Affairs Department in 2014, the honourable president of Yuen Long District Healthy City Association Limited in 2017, and the standing vice president of the 1st session of Friendship Association of the Political Consultative Conference (Hong Kong Provincial Committee) in Jieyang in 2018.

Moreover, Mr. Pang became the co-chairman of New Territories Walk for Millions Organizing Committee of The Community Chest of Hong Kong (香港公益金) since 2014 and appointed as the chairman in 2017. He was titled as the vice president of Shenzhen Enterprise Confederation (深圳市企業聯合會) in 2015, and the executive vice president of Tin Yan Charity Organization (天恩愛心義工隊) and the honourable president of Shen Kong Jiexi Chamber of Commerce Limited (深港揭西商會有限公司) in 2016. In 2017, Mr. Pang was appointed as the honourable advisor of Hong Kong Children, Babies, Maternity Industries Association Limited (香港孕嬰童業協會有限公司), the honourable president of the management committee in Hong Kong Love & Care Charity Foundation Limited (香港愛心慈善基金會有限公司) and the vice president of the Jiangsu Province Reflecting Health Industry Association (江蘇省反射保健行業協會) and president of its children's health preservation branch. He is also the life honorary chairman of Xuan Yuan Education Fund Association focusing on the development of education work in the PRC since 2010. Mr. Pang Siu Hin is the husband of Ms. Kwan Lai Man.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Kwan Lai Man (關麗雯), aged 51, was appointed in October 2010 as an executive Director. Ms. Kwan is a founder of the Group and has been the Managing Director of the Group since 1996. She is responsible for supervising the Group's business operations. She is also a director of various subsidiaries of the Company. She has over 30 years of experience in the distribution, marketing and sale of healthcare products, personal care products and household products, the experience of which was gained from the operation of the Group. She is also devoted in the development of education work in PRC and is the life honorary chairman of Xuan Yuan Education Fund Association since 2010. In 2017, she is appointed as the vice president of Hong Kong Children, Babies, Maternity Industries Association Limited (香港孕嬰童業協會有限公司). She is appointed as the member of Committee for Yun Fu City of the People's Political Consultative Conference in 2018 and appointed the Director of board of directors of Pok Oi Hospital in Hong Kong since 2018. Ms. Kwan Lai Man is the wife of Mr. Pang Siu Hin.

NON-EXECUTIVE DIRECTORS

Ms. Wong Wai Ling (黃慧玲), aged 62, was appointed in November 2010 as a non-executive Director. Ms. Wong has more than 35 years of experience in accounting, taxation and auditing. She received a bachelor's degree in arts from the University of Hong Kong in November 1983 and a diploma in Accounting and Finance from the London School of Economics and Political Science, University of London in the United Kingdom in July 1985. Ms. Wong was registered as a certified public accountant of Hong Kong Institute of Certified Public Accountants in June 1991 and an associate of The Association of Chartered Certified Accountants in April 1990. She has worked for more than seven years in major international accounting firms and major local accounting firms before she set up her own accounting firm, W. L. Wong & Co., in Hong Kong in 1993. Since then, she has been practising as a Certified Public Accountant. Ms. Wong is an independent non-executive director and the chairperson of the audit committee of two Hong Kong listed companies, namely, Yongsheng Advanced Materials Company Limited (stock code: 3608) and Overseas Chinese Town (Asia) Holdings Limited (stock code: 3366). Ms. Wong was an independent non-executive director of AVIC International Holdings Limited (the shares of which were listed on the Main Board of the Stock Exchange with stock code: 161 and had been voluntarily withdrawn from listing with effect from 17 April 2020). Ms. Wong was an independent non-executive director of China Ruifeng Renewable Energy Holdings Limited (stock code: 527) and resigned on 31 January 2019. She was an executive director of Tonking New Energy Group Holdings Limited (previously known as JC Group Holdings Limited) (GEM stock code: 8326) and resigned on 18 October 2016. She was also an independent non-executive director of Glory Flame Holdings Limited (GEM stock code: 8059) and resigned on 22 March 2016.

Ms. Tian Shanshan (田珊珊), aged 39, was appointed in December 2021 as a non-executive Director. Ms. Tian has over 10 years of experience in investment management and company secretarial practice. She obtained a Bachelor of Arts degree in English from the Foreign Language Institute of Southeast University in 2004, a Master of Economics degree in Industrial Economics from the School of Economics and Management of Southeast University in 2009, and a Master of Corporate Governance from Hong Kong Metropolitan University in 2022. She was registered as a certified management accountant of the Institute of Certified Management Accountants of the Institute of Management Accountants United States of America in October 2022. She is also an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries). From July 2009 to April 2011, Ms. Tian worked at Changzhou Future Land Wanbo Property Co., Ltd.* (常州新城萬博置業有限公司) for business planning. She was the investment manager of Nanjing Jiangong Industrial Group Co., Ltd.* (南京建工產業集團有限公司) from April 2011 to December 2013. She is currently a director of Nanjing Xingfang Enterprise Management Company Limited* (南京星方企業管理有限公司). Since December 2013, Ms. Tian has served as the deputy investment director and investment director and currently serves as president assistant of Fullshare Holdings Limited (Stock code: 00607), the shares of which are listed on the Main Board of the Stock Exchange. Fullshare Holdings Limited is a substantial shareholder of the Company (as defined in the Listing Rules).

DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lau Chi Kit (劉智傑), aged 78, was appointed in October 2017 as an independent non-executive Director. He retired from The Hongkong and Shanghai Banking Corporation Limited (“HSBC”) in December 2000 after more than 35 years’ of service. Among the senior positions he held in HSBC, he was the assistant general manager and head of Personal Banking Hong Kong and assistant general manager and head of strategic implementation, Asia- Pacific Region. He is a fellow of the Hong Kong Institute of Bankers (the “Institute”). He was the chairman of the Institute’s executive committee (from January 1999 to December 2000) and is currently the honorary advisor of the Institute’s executive committee. He served as a member of a number of committees appointed by the Government of Hong Kong Special Administration Region, including the Advisory Council on the Environment (from October 1998 to December 2001), the Advisory Committee on Human Resources Development in the Financial Services Sector (from June 2000 to May 2001), the Corruption Prevention Advisory Committee of the Independent Commission Against Corruption (from January 2000 to December 2003), the Environment and Conservation Fund Committee (from August 2000 to October 2006), the Innovation and Technology Fund (Environment) Projects Vetting Committee (from January 2000 to December 2004) and the Law Reform Commission’s Privacy Sub-committee (from February 1990 to March 2006). He also served as the chairman of Business Environment Council Limited (from September 1998 to December 2001). Currently, he is also an independent non-executive director of Royale Home Holdings Limited (formerly known as Royale Furniture Holdings Limited) (stock code: 1198), and Leoch International Technology Limited (stock code: 842). He also served as an independent non-executive director (from February 2012 to September 2013) and an executive director (from September 2013 to May 2023) of Chinlink International Holdings Limited (stock code: 997), and an independent non-executive director of Century Sunshine Group Holdings Limited (stock code: 509) (from April 2014 to June 2021). The shares of Royale Home Holdings Limited, Leoch International Technology Limited, Chinlink International Holdings Limited and Century Sunshine Group Holdings Limited are listed on the Main Board of the Stock Exchange.

Mr. Lee Luk Shiu (李祿兆), aged 65, was appointed in September 2014 as an independent non-executive Director. Mr. Lee has about 30 years of experience in commercial accounting and corporate finance. Mr. Lee became a member of the Hong Kong Institute of Certified Public Accountants in February 1987 and was a fellow member of The Association of Chartered Certified Accountants from April 2001 to June 2023. He obtained a diploma in business administration from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in July 1983. He has worked in the Stock Exchange for around 15 years from 1986 to 1993 and from 1997 to 2005, his duties included regulating and monitoring the Hong Kong listed companies in relation to their compliance with the Listing Rules and processing new listing applications. His last position with the Stock Exchange was an assistant vice president of the Listing Division. Mr. Lee was also a senior consultant of an investment bank for 5 years from 2007 to 2012. Mr. Lee has been an independent non-executive director of Huabao International Holdings Limited (stock code: 336) since 1 May 2006 and Yee Hop Holdings Limited (stock code: 1662) since 25 November 2015, the shares of which are listed on the Main Board of the Stock Exchange.

Dr. Tang Sing Hing, Kenny (鄧聲興), aged 54, was appointed in November 2010 as an independent non-executive Director. Dr. Tang has about 30 years of experience in the financial and securities sector. He is the Election Committee Member (Financial Services) of HKSAR. He obtained a bachelor’s degree in business, majoring in finance from Edith Cowan University, Australia in February 1993 and holds a PhD. degree in Economics from Renmin University of China in July 2007. He became a senior associate of the Australian Institute of Banking and Finance in December 1995 and was appointed as Hong Kong Chief Analyst by the Finance and Securities Institute of Renmin University of China in December 2010. Currently, he is also a non-executive director of Legendary Education Group Limited (previously known as Legendary Group Limited) (stock code: 8195), the shares of which are listed on the GEM Board of the Stock Exchange. He was a non-executive director of Edvance International Holdings Limited (stock code: 1410) (from November 2016 to May 2021), the shares of which are listed on the Main Board of the Stock Exchange. He is also the chairman of The Hong Kong Institute of Financial Analysts and Professional Commentators Limited and the executive committee member of the Hong Kong Securities Professionals Association. He is the deputy chairman of The Listed Companies Council, Hong Kong Chinese Enterprises Association and the vice chairman of the Hong Kong Girl Guides Region Association. He is a Managing Partner of Venture Smart Asia Limited since March 2021.

DIRECTORS AND SENIOR MANAGEMENT

COMPANY SECRETARY

Mr. Wong Octokid (黃銘傑), aged 37, was appointed as the Company Secretary of the Company with effect from 1 July 2022. Mr. Wong joined the Group in October 2021 as financial controller and is responsible for the overall financial and accounting functions of the Group. He has over 15 years of experience in auditing and accounting. Mr. Wong graduated from the Hong Kong Baptist University with a Bachelor degree in Business Administration – Accounting. He is a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Polien Kho resigned as the Company Secretary of the Company with effect from 1 July 2022 and Mr. Wong was appointed as the Company Secretary with effect from the same date. Please refer to the Company's announcement of 30 June 2022 for further details.

SENIOR MANAGEMENT

Mr. Cheuk Wah Kit (卓華傑), aged 40, is the Assistant Sales Director of the Group. He joined the Group in July 2005 since graduation. He is responsible for managing the daily operation of the sales department. In particular, he is responsible for managing personal care products, general food products as well as Chinese medicine products in Hong Kong and oversea markets. He graduated from The Hong Kong University of Science and Technology with a bachelor's degree in science in 2005. Since then, he has been working at the Group's sales department and made valuable contribution to the Group. Mr. Cheuk is familiar with the Group's internal operation and external sales strategies. He has accumulated 17 years of relevant experience.

Mr. Mak Wing Keung (麥永強), aged 56, is the information technology director of the Group. He joined the Group in May 2004 and is responsible for its network administration and provides information technology support. He received a certificate of an advanced diploma in computer studies and in electronic commerce in the London International College for Further and Higher Education in June and September 2001 respectively. Prior to joining the Group, he has worked as a technical support supervisor providing information technology support, network administration, hardware and software development in a firm from 2002 to 2004 and has worked as a supervisor supervising a team of technicians and servicing personnel from 1993 to 2002 and has accumulated more than 25 years of relevant experience.



ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT

1) REPORTING BOUNDARIES

This environmental, social and governance report (the "**Report**") describes the environmental, social and governance (**ESG**) performance of the Group for the year ended 31 March 2023 (the "**Year**").

The Report covered the principal business of the Group, namely the operations for marketing, selling and manufacturing of healthcare products. The scope of disclosure included the ESG performance of the following 4 locations which represented the main operating sites for the aforesaid business:

- 1) Hong Kong (Tsim Sha Tsui) - head office
- 2) Hong Kong (Yuen Long) – warehouse
- 3) Hong Kong (Shatin) - warehouse
- 4) Yunfu, Guangdong Province – manufacturing factory

The Report was prepared in accordance with the "Environmental, Social and Governance Reporting Guide" as set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as well as the actual situation of the Group.

2) REPORTING PRINCIPLE

Quantitative: Appendix 27 of the Listing Rules guides the Group to prepare measurable KPIs for performance review. Quantitative information presented in the report is accompanied by narrative, explanation and comparison wherever applicable. The frequency of publication is once a year.

Balance: The Group upholds this reporting principle to prepare ESG reports and strives to disclose both challenges and opportunities of ESG issues that the Group experienced during the Year. Pictures, charts and graphs reflect the actual performances of the Group, and with appropriate presentation formats, to avoid misleading.

Consistency: The Group adopts consistent methodologies and retrieves social and environmental KPIs from the Group's internal record system. The Group also regards Appendix 2: Reporting Guidance on Environmental KPIs and Appendix 3: Reporting guidance on Social KPIs to calculate KPIs, so as to make meaningful comparisons over the years.

Materiality: The Group communicates with different stakeholders on a regular basis in order to understand ESG-related issues that matter the most. Meanwhile, the Group concerns ESG development outside and within the industry, trying to align with available global standards as well as incorporating it into the Group strategic development planning. During the Year, the Group also conducted stakeholder surveys to identify their expectations on the Group and developed appropriate strategies to respond to their views and needs.

Same as previous years, to better understand the environmental, social and governance awareness and expectations of our stakeholders, in addition to the above stakeholder communication channels, the Group conducted survey of stakeholders on employees, suppliers and customers during the Year and proceeded the following three steps to prepare and conduct the materiality assessment:

Step 1 Identify topics on environmental, social and governance	In accordance with the Hong Kong Stock Exchange's Environmental, Social and Governance Reporting Guide as the framework for materiality assessment, and taking into account factors such as corporate development strategies, industry trends, regulatory and market requirements, the stakeholder questionnaire was developed to proceed survey on 18 sustainability topics in four categories: environmental protection, employment and labour management, operating practices and community investment.
Step 2 Identify stakeholders and set up questionnaires	The stakeholders identified as utmost important to the Group are our customers, suppliers and employees. According to their respective perceptions and expectations, specific content of the topics was formulated in their respective questionnaires. The questionnaires were then distributed to the sampled stakeholders, whose feedback was collected within the specified time frame.
Step 3 Evaluate and identify material topics	Through statistical analysis of survey feedback from external stakeholders, and review of the Group's strategies and the priorities of internal stakeholders, data of both external and internal demands was consolidated for plotting the "ESG Materiality Matrix Diagram". From the aforesaid 18 sustainability topics, the ESG material topics of the Group were identified within the red square in the upper right corner of the matrix diagram.

“Materiality Assessment” based on 18 Sustainability Topics in Four Categories

Environmental Protection	Employment and Labour Management
<ul style="list-style-type: none"> • Exhaust Gases and Carbon Emissions • Solid Waste Management • Energy Management • Water Conservation • Climatic Change 	<ul style="list-style-type: none"> • Safety • Employment and Employee Benefits • Fair Recruitment • Comprehensive Training
Operating Practices	Community Investment
<ul style="list-style-type: none"> • Quality • Customer Service • Corporate Governance • Anti-Competitive Behaviour • Procurement & Supply Chain Management • Responsible Production • Intellectual Property Right Protection • Information Security and Personal Data Protection 	<ul style="list-style-type: none"> • Caring for Community

ESG Materiality Matrix Diagram



According to the materiality assessment for the Year (FY 2022/2023), three out of the top four material topics were the same as last year (FY 2021/2022). The remaining one top ESG topic was different amongst those two years (as identified in red text in the following table): “Corporate Governance”, which indicated the increasing trend of stakeholders' concern on this topic, whereas Section 5 of this Report has depicted the relevant company's measures.

FY 2021/2022	FY 2022/2023
Quality	Quality
Safety	Safety
Information Security and Personal Data Protection	Information Security and Personal Data Protection
Customer Service	Corporate Governance

3) BOARD STATEMENT

“The Eternal Extension of Life” is the Group’s motto. It is always the Group’s core value for upholding corporate social responsibility through various means of giving back to society and caring the needy in the communities. Corporate policies have been formulated to disclose the Group’s visions to shareholders and the public on the followings:

- To devote to society through contribution and services;
- To pursue continuous improvement in the culture of governance;
- To collaborate with business partners and employees by upholding accountability, fairness, devotion and integrity;
- To dedicate to attaining sustainable development and achievement for all shareholders and stakeholders; and
- To emphasise on environmental protection.

ESG Governance Structure



Facing the post-pandemic situation and the slow global economic recovery, the Group is striving to address the adverse effects of the pandemic by capitalizing on the brand value established in the industry and manufacturing experience over years. The Board of the Group oversees the ESG matters in the context of current business strategy and ensures that business operations in continued compliance with local laws and regulations of the regions where the business is operating, thereby safeguarding the interests of the Group and stakeholders as well as enhancing the corporate brand image.

Under the shadow of the novel coronavirus (COVID-19) pandemic during the first half of the Year, the societies in Hong Kong and Mainland China were significantly impacted by strict precautionary measures against the pandemic. Consequently, citizens therein have reduced their out-of-home consumption due to the pandemic. For addressing the impacts imposed by the government’s precautionary strategies, and the Board has evaluated the increasing trend of customers’ reliance on online shopping, and hence the Group has identified the necessity of expanding e-commerce for own-branded products in order better fulfil customer needs. Therefore, the Group will continue to enhance e-commerce platform which focus on online sales of the products under “Hin Sang (衍生)”, through which customers, particularly those in the Mainland China can place orders online and enjoy home delivery services. Furthermore, the Group will continue to introduce more quality health supplements on the online platforms to expand our product portfolio and market scale.

In addition to expanding e-commerce, the Board is confident that Hong Kong market can continue to provide a stable platform for its business growth and expansion. The Group continues its effort in new product development in order to enrich health supplements portfolio and enhance its brand image as a health supplement specialist. At the same time, the Group will also focus on the development of the Mainland China market, especially the children's health supplement market. The Board believes that this market will benefit greatly from the implementation of "three-child" policy in Mainland China. To seize this opportunity, the Group will continue to expand its distribution network by recruiting additional distributors and devoting more resources to promoting its corporate image to expand its customer base.

For implementation of aforesaid strategies for future business development, the Board realized the needs of expanding the Group's manufacturing arm. As part of the Group's plan to enhance the production efficiency of own-branded products in order to capture future opportunities, the Group has developed a production plant for manufacturing health supplements in Yunfu City of the Guangdong Province in the PRC, aiming to increase efficiency and attain more stringent quality control on the Group's own-branded healthcare products.

The Board will evaluate the potential risks disclosed from the ESG information, to prioritise the management of the ESG topics with significant impacts, and formulate effective preventive and control measures in order to ensure the sustainable development of the Group, the scope may cover but not limited to:

- Enhancement in the environmental protection characteristics of the equipment and machinery along the production lines
- Collaboration with customers and business partners in the supply chain to explore green technology
- Investment in the exploration and application of renewable energy projects

During the Year, the Group has been setting up system for photovoltaic generation of electricity, of which the commissioning was unfortunately postponed by pandemic impacts on the construction progress. The system launch-out plan is now re-planned in the third quarter of year 2023.

On top of the well-recognised brand in Hong Kong "Hin Sang (衍生)" which is well-positioned on product safety and quality through an effective targeted advertising program, the Group will continue focusing on and applying brand strategies of multichannel marketing and diverse product portfolios. The Group has adopted a market-oriented research and product development strategy to meet evolving customer demands and needs, while the new product development initiative for the coming year will focus on developing more products in mother and children health supplements in Hong Kong and Mainland China. Looking ahead, the Group will keep reviewing of product development goals and brand positioning for provision of quality and reliable products to customers.

4) COMMUNITY SERVICE

By connecting with the community, the Group is striving to instill hope and provide support to the disadvantaged and contribute to society, while cultivating a sense of belonging among the Group's employees. Driven by this social responsibility, the Group took every effort to participate in community services and charity events over the past years. During the Year, it is honourable that the corporate social responsibility (CSR) of the Group has been recognized and awarded with "15 years+ Caring Company Logo" from The Hong Kong Council of Social Service (香港社會服務聯會 - 商界展關懷), which illustrated the persistent CSR achievement for over 15 years by the Group's caring for the community, employees and environment.



Board members of the Group are actively dedicated to charity events. Mr. Pang Siu Hin, the Chairman of the Group is cordially participating in public positions of social and charitable organisations, including but not limited to a permanent advisor of Pok Oi Hospital, an honorary president of Yuen Long District Junior Police Calls Honorary President Committee since 2010, an honorary president of Yuen Long District Fire Safety Ambassador Honorary Presidents' Association since 2011, and a committee member of Home Affairs Department – Yuen Long Town Area Committee. Moreover, Ms Kwan Lai Man, an executive Director of the Group is a director of Pok Oi Hospital 2018/19 Board, a life honorary chairman of Xuan Yuan Education Fund Association and an honorable member of the Rotary Club of Peninsula East since 2020.

Hin Sang Scholarship


During the Year, it was the year of 8th Hin Sang Scholarship since its establishment in 2015, with the aim to award and sponsor the talent students, especially those from low-income families. The judging activities were divided into three groups, which covered primary schools, secondary schools, and universities, from which a total of 19 students were awarded this year. Each student winner was awarded scholarship ranging from HK\$500 to HK\$1,500, gifts worth of HK\$1,000 to HK\$2,000 as well as the Certificate of Award. The scholarship theme in the Year was Adversity Self-Strengthening Programme (逆境自強計劃). It aimed to spread positive mindset through a slogan creation activity, in which each person contributed a sentence to inspire others with support and encouragement via online platforms.



The 8th Hin Sang Scholarship – Adversity Self-Strengthening Programme (逆境自強計劃)

Hin Sang Volunteering Team


The Group encourages employees to participate in volunteering work and the Group is striving to allocate resources to support different aspects of community activities. Since its inception in 2006, “Hin Sang Volunteering Team” was actively involved in various community and charitable activities, even in the past few years hindered by the government’s anti-pandemic policies against novel coronavirus (COVID-19) impacts. During the Year, the Group was in continued dedication to contributing the community, with 45 volunteers servicing a total of around 279 hours.


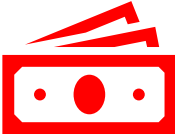

Scope	Hong Kong	Mainland China
 Volunteering Service	Around 15 hours	Around 264 hours


Hin Sang Community Involvement

In addition to volunteering services, the Group has diligently devoted resources to supporting different community needs and has been collaborating different stakeholders and community organizations to reach out the needy people. During the Year, the following 5 categories of community contribution had been delivered to the needy in Hong Kong and Mainland China:

1. Anti-pandemic event
2. Caring for the elderly
3. Charity event
4. Education sponsorship
5. Support to the Vulnerable Groups

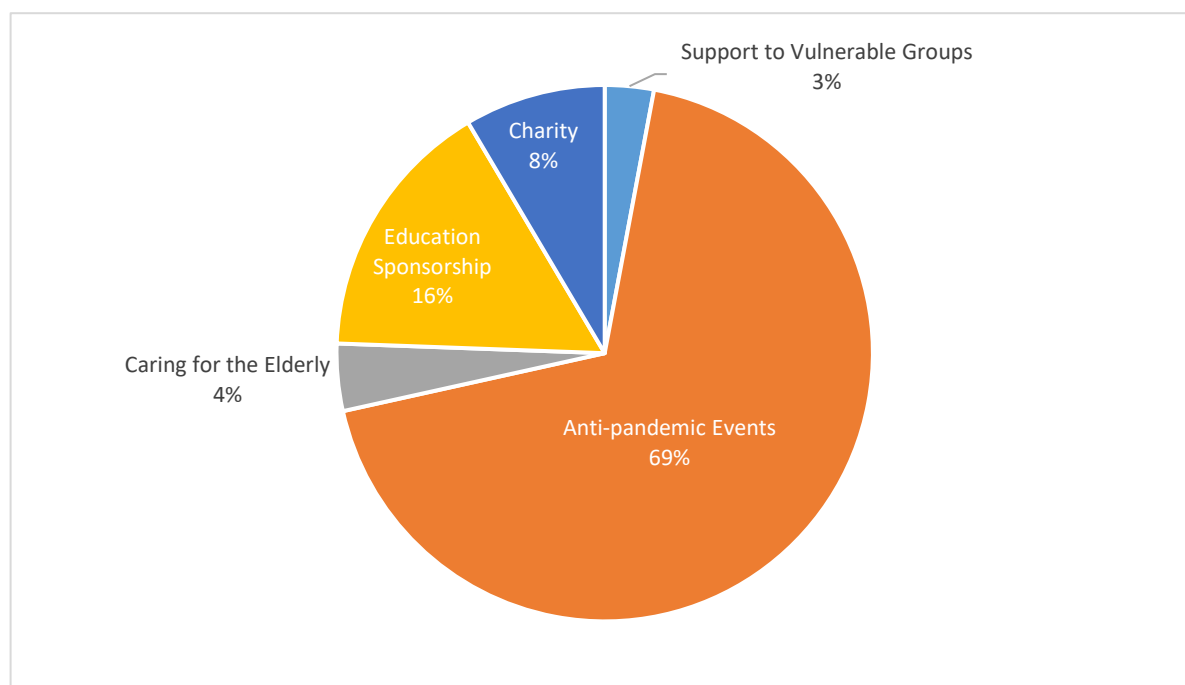
Community Contribution Categories	Hong Kong	Mainland China
 Anti-pandemic event	Donation of anti-pandemic resources worth around HKD 5.6 million to nine institutions with some examples of community organizations shown as follows: <ul style="list-style-type: none"> • Caritas Hong Kong Elderly Services (香港明愛安老服務) • YWCA of Hong Kong (香港基督教女青年會) • Hong Kong PHAB Association (香港傷健協會) • The Salvation Army Ann Wyllie Memorial School’s Parent-Teacher Association (救世軍韋理夫人紀念學校-家長教師會) • BlessVision Foundation (幸福傳聲基金) 	Donation of anti-pandemic resources worth around RMB 25,000 to sampling sites for COVID-19 testing.

Community Contribution Categories	Hong Kong	Mainland China
 <p>Caring for the elderly</p>	<p>Caring visits to the elderly centers with in-kind donation worth around HKD 290,000. The organizers are as follows:</p> <ul style="list-style-type: none"> • Kai Yip Community Affairs Association – Au Yeung Kwan Nok Community Service Centre (啟業社區協進會-歐陽均諾社區服務處) • Chuk Yuen Estate Concern Association (竹園邨互助協進會) • Chak On Estate Resident Service Centre and Evangelical Chinese Gospel Church – Chak On Branch (澤安邨居民服務中心及基督教頌主堂澤安分堂) 	<p>Caring visits to the elderly by the Group's volunteering team with in-kind donation worth around RMB 42,000</p>
 <p>Charity event</p>	<p>In-kind donation worth around HKD 410,000 for sponsorship to the events hosted by the following charity organizations:</p> <ul style="list-style-type: none"> • Love Foundation (愛基金) • Rotary Club (扶輪社) • Footprints Foundation (足印慈善基金) 	<p>In-kind donation worth around RMB 293,000 for sponsoring the following charity events hosted by the Group's volunteering team:</p> <ul style="list-style-type: none"> • Inauguration of the Pioneer Youth Education and Practice Base Charity Event by Hin Sang- Kindergarten, Primary School, and Secondary School in Hekou (衍生少先隊教育實踐基地揭牌公益活動-河口幼稚園、小學、中學) • Hin Sang's charity - Children's caring activities on June 1st Children's Day (衍生愛 愛傳遞 - 6.1 兒童節探訪兒童活動)
 <p>Education Sponsorship</p>	<p>Hosting of "The 8th Hin Sang Scholarship - Adversity Self-Strengthening Programme (第八屆衍生獎學金 - 2022 逆境自強計劃)", together with another event of in-kind donation to Chinese YMCA Primary School (中華基督教青年會小學) totally worth around HKD73,000</p>	<p>Education sponsorship on resources worth around RMB 1.25 million to schools in Yuncheng (雲城) region</p>

Community Contribution Categories	Hong Kong	Mainland China
 <p>Support to Vulnerable Groups</p>	<p>In-kind donations worth around HKD 205,000 to the following organizations which support the vulnerable groups:</p> <ul style="list-style-type: none"> • The Evangelical Lutheran Church of Hong Kong (基督教香港信義會) • PHAB Community Limited (健障互匡會) • Hong Kong Rehabilitation Power (香港復康力量) • Banyan Services Association Home for the Elderly (榕光社護老之家) 	<p>In-kind donation worth around RMB 38,000 by the Group's volunteering team to children in underprivileged families</p>
Total Contribution	Around HKD 6.60 million	RMB 1.65 million

During the Year, the Group had contributed to the needy in Hong Kong and Mainland China with both cash and in-kind donation of approximately HKD 8.5 million in total.

Overall Distribution of Community Contribution by Categories across Hong Kong and Mainland China



Caring Events for the Elderly



Elderly Caring Charity Day in **Chak On Estate**



Elderly Caring Charity Day in **Kai Yip Estate**



Elderly Caring Charity Day in **Chuk Yuen Estate**

Awards and Achievements

It was the Group's honour with recognition of achievement by different parties as illustrated from a considerable number of awards for the Year. In addition to awarding the "Caring Company" by the Hong Kong Council of Social Service for over 15 consecutive years, the Group was also awarded on the CSR performance by other recognized institutions as shown below.




“100%HK Branding Award / 2022 Award for Corporate Social Responsibility in Greater Bay Area”
- by Greater-China Association of Branding Industry



“Hong Kong Famous Brands” awarded by
Hong Kong Brand Development Council / The Chinese Manufacturers’ Association of Hong Kong

In addition to achievements and awards such as “Hi-Tech Enterprise” as illustrated in last year’s ESG report, the Group was honoured further with the following awards from other institutions which recognized the outstanding performance in the aspects of technological advancement and corporate social responsibility as demonstrated by the Yunfu manufacturing site of the Group.:

	
<p>“Professional and Innovative SMEs” awarded by Department of Industry and Information Technology of Guangdong Province 廣東省工業和信息化廳 - 廣東省專精特新中小企業</p>	<p>“Hong Kong – Guangdong Cleaner Production Partner (Manufacturer)” awarded by Department of Industry and Information Technology of Guangdong Province and HKSAR Environment and Ecology Bureau 廣東省工業與資訊化廳 與 香港特別行政區政府環境及生態局 - 粵港清潔生產夥伴（製造業）</p>
	
<p>“Guangdong Provincial Popular Science Education Base” awarded by Department / Association of Science and Technology of Guangdong Province 廣東省科學技術廳 / 協會 - 廣東省科普教育基地</p>	<p>“Yunfu Agricultural Leading Enterprise” awarded by Yunfu Agriculture and Rural Bureau 雲浮市農業農村局 - 雲浮市農業龍頭企業</p>

	<p>衍生健康医药(广东)有限公司</p> <p>广东省博士工作站</p> <p>广东省人力资源和社会保障厅 制发 二〇二二年五月</p>
<p>"Honorary Credential for Good Team in Rural Revitalization" awarded by Yuncheng Agriculture, Rural Affairs and Water Resources Bureau 雲城區農業農村和水務局-鄉村振興領域好人隊伍集體稱號</p>	<p>"Guangdong Provincial Doctoral Workstation" awarded by Department of Human Resources and Social Security of Guangdong Province 廣東省人力資源和社會保障廳-廣東省博士工作站</p>

5) CORPORATE GOVERNANCE

The Group's corporate governance policies are based on the "Corporate Governance Code and Corporate Governance Report" as required by Appendix 14 of the Listing Rules of the Stock Exchange which is committed to promoting a corporate culture of trustworthiness, professional ethics and business integrity. The Group's corporate values, missions and strategies are integrated with ethical business practices; the collaboration with customers, suppliers and employees are also based on this corporate culture. The Board and management at all levels strictly undertake these essential responsibilities at both individual and organizational level.

Code of Conduct

The Group has established a Code of Conduct for the employees. The Board also adopts the provision in the "Corporate Governance Report" and "Report of the Directors" in the annual report as the basis for the Code of Conduct.

The Code applies to both management personnel and general staff within the Group and has been clearly communicated to all employees, including the new staff. The Code of Conduct mainly covers three categories:

- Requesting for, receiving or providing benefits;
- Conflict of interest; and
- Confidentiality of information.

Anti-corruption

Rigid laws and compliances on anti-corruption bound the Group. All employees strictly follow all required to abide by local regulations, perform duties with integrity, and prohibit acceptance and offer of benefits. The anti-corruption policy has been established and included in the Code of Conduct. For reinforcing the effectiveness of the policy implementation, the Group has arranged relevant training to employees and directors. For general employees, trainings on anti-corruption practices and whistleblowing procedure were provided, with a total of 298 training hours participated by employees. In addition, the Group has arranged training to the Board's directors on the regulatory changes on the corporate governance code and related listing rules, which covered whistleblowing polices and policies / systems that promote and support anti-corruption laws and

regulations. During the Year, the Group did not identify any legal violation or complaint related to corruption.

Whistle-blowing Mechanism

The Group has established a whistle-blowing mechanism to handle misconduct under the supervision of the Group's Chairman, Managing Director and the representatives of the Audit Committee.

Employees are allowed to report and submit evidence of the suspected or confirmed misconduct to the Group's Chairman and/or Managing Director and/or an Audit Committee representative in verbal or written form (either anonymous or bearing a name), and thereafter the Group shall launch internal investigations. In case of violation of the laws, the Group shall follow procedures to file to the relevant authority.

6) EMPLOYMENT

The Group has formulated employment policies and guidelines in accordance with the local regulations. It complies with the labour laws and related rules listed in the PRC, Hong Kong and other business regions. The Group currently does not employ personnel below 18 years old and has never engaged in forced labour. The Group also assures that no employee's salary is paid lower than the legal minimum wage level as defined in the government regulations of all judicial regions.

It is always the Group's policy in prohibition of child labour. Measures are in place to prevent the employment of child labour by checking their identity cards during recruitment.

The Group formulates control procedure to prohibit all forms of forced labour. This ensures the employees to work on voluntary basis and also provides the approach for employees to file the related complaint. The Group prohibits all forms of forced labour which includes: requesting of deposits or collateral during employment, detention of personal identification document with the employer, withholding of wages, involuntary overtime work, bonded labour, and practices to force working by using violence, threat or other illegal restriction of personal liberty.

In event of occurrence of any child labour or forced labour, the Group will immediately take the required actions to eliminate such legal violations in accordance with the local laws and regulations.

During the Year, the Group did not identify any legal violation regarding the employment of child labour or forced labour and did not identify or receive any legal violation or complaint regarding discrimination or recruitment.

Recruitment, Promotion and Dismissal

The Group values fair and equal opportunity for each employee and is committed to eliminating any discrimination. Recruitment is simply based on candidates' experiences, abilities and business needs, regardless of race, gender, age, marital status, pregnancy, family status, sexual orientation, religion, disability and nationality. All talented candidates and employees can be hired and promoted, as well as eligible to attend relevant training to meet business needs and personal career development.

During recruitment, the Group checks identification documents according to the local laws to prevent child labour and forced labour. In the case of child labour and/or forced labour, the Group's shall terminate the employment immediately. The Group shall proceed in compliance with the local employment regulations in case of termination on employment. For other illegal incidents, the Group shall report the case to the local enforcement agencies.

Retirement

Despite the mandatory retirement policy in place, the Group will not refuse to consider applicants who are near retirement age but still want to continue to work after retirement. For each application of this category, the Group shall evaluate the relevant staff's situation, competence, past job performance and the Group's retirement policy, to prevent age discrimination.

Wages and Welfare

The Group's wages and welfare policy is based on local industry norms which shall be appropriately adjusted according to work performance, experience and qualification of the employee. Employee's working hours, holidays, and other benefits are based on the common practices of the local industry and reasonably adjusted based on the employee's experience and seniority. The Group adopts critical performance indicators as one of the criteria for defining the employee incentive scheme. Additionally, employee-oriented employment practices have been adopted to appreciate working mother such as lactation room.

Team Structure

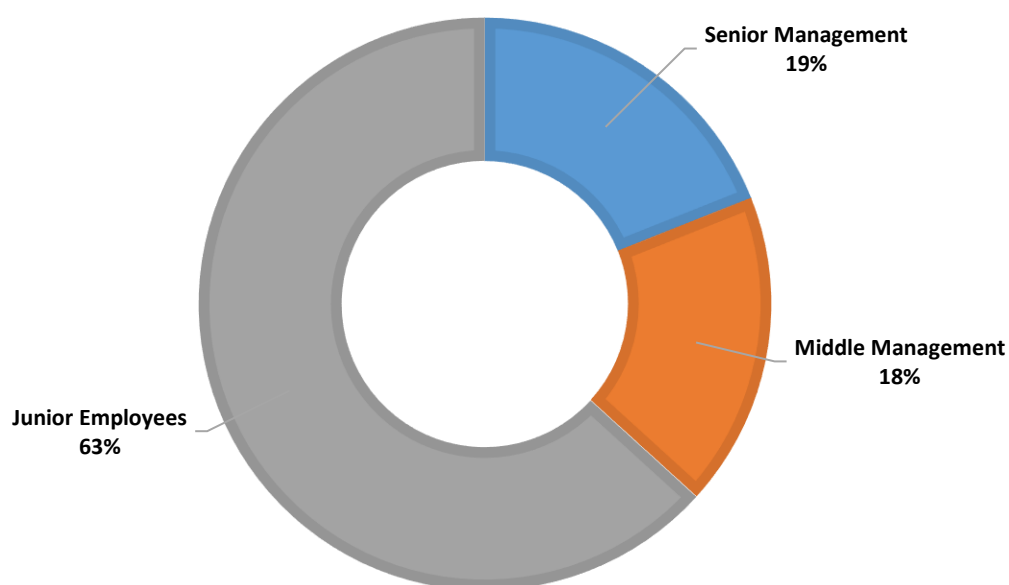
As of 31 March 2023, the Group has engaged a total of 253 employees and all of them were full-time employees, amongst which 38 employees were situated in Hong Kong and 215 employees in Mainland China.

	Monthly Average ¹ Number of Employees	Monthly Average ² Employee Turnover Rate (%)
Gender		
Male	121	8.32
Female	132	6.09
Age Group		
18-30 years old	77	8.00
31-45 years old	136	7.32
46-60 years old	37	4.89
> 60 years old	3	6.94
Working Location		
Hong Kong	34	3.46
Mainland China	219	7.75

¹ Monthly average number of employees in each specified category was calculated by summation of number of employees in that specified category in each month and then divided the total figure by 12. Monthly average total workforce was 253 employees in the Year.

² Calculation for monthly average turnover rate in each specified category = 12-month average of the monthly turnover calculation (Number of employees leaving in the specified month / Number of employees in the specified month x 100%) for that specified category.

WORKFORCE BY EMPLOYMENT CATEGORY



Employment Category	Number	% Proportion
Senior Management	48	19%
Middle Management	45	18%
Junior Employees	160	63%

7) OCCUPATIONAL HEALTH AND SAFETY (OHS)

The Group remains highly attentive to health and safety. Thereby, the Group ensures the workplace has adequate lighting and ventilation systems and is always kept clean and tidy with sufficient workspace. The Group also provides proper office equipment such as height-adjustable chairs with adjustable armrest and tilting backrest. The equipment is also kept in a safe condition and firefighting facilities, as well as fire drills, are arranged in accordance with the local laws in the Year. Security measures have been adopted to prevent unauthorised persons from entering and leaving the Group's operating areas.

Furthermore, the Group provides safety training for new employees and offers relevant OHS training based on the job nature of employees. This includes the provision of employees with information about the laws and regulations in OHS for employees' understanding of such importance. During the Year, the relevant employees were provided with a total of 8,674 training hours on occupational health & safety topics.

During the Year, the Group did not identify any violation against the regulations of operating regions pertinent to occupational health and safety and had no workdays lost resulting from work-related accidents. In the past three years (including the Year), the Group did not identify any fatality as a result of incident happened within the Group's premises.

8) EMPLOYEE TRAINING AND DEVELOPMENT

The Group believes staff quality is a critical factor for maintaining growth and improving profitability, while the level of service and product quality is closely related to employee training and development. Therefore, the Group strives to allocate resources to implement an effective training system

- Orientation training for the new employee(s);
- Regular training sessions including technical know-how and soft skills training for existing employees;
- Training sessions conducted by internal or external qualified personnel; and
- New employees are trained and assisted by experienced employees to get familiar with the working condition and procedures.

The Group arranges the employees to attend training by virtue of corresponding job duties. Training covers topics of product knowledge, sales techniques, quality control, as well as and the latest laws and regulations of proprietary Chinese medicines that may have a possible impact on business operations. This not only enables employees to acquire the newest information or skills but also enhances their self-confidence and capability to cope with the rapidly changing market. Assessment is conducted after training to evaluate the effectiveness and to follow the employees' career development.

During the Year, the relevant training figures for the Group in Hong Kong were depicted by gender and employee category as follows:

	Total number of training participants throughout the Year	Proportion of employees Trained ³	Total number of training hours throughout the Year	Average training hours per employee ⁴
Gender				
Male	865	59.57 %	10,694	7.37
Female	547	34.53 %	9,074	5.73
Employee Category				
Senior Management	9	1.56 %	171	0.30
Middle Management	140	25.93 %	2,248	4.16
Junior Employees	1,263	65.78 %	17,349	9.04
Total	1,412	46.51 %	19,768	6.51

³ The values for this column were based on monthly average calculation. Calculation for proportion of employees trained in the specified category was dividing the total training participants by 12 and then further divided by the monthly average number of employees in the specified category.

⁴ Calculation for average training hour in the specified category was dividing the total training hours by the monthly average number of employees in the specified category.

9) SUPPLY CHAIN MANAGEMENT

The Group strives for partnering with suppliers who share the same business philosophy in running the business at a fair, honest and diligent manner. When selecting suppliers, the Group also evaluates environmental, social and governance factors in addition to the financial and quality issues.

Apart from requesting the supplied products (including packaging materials) are free from any toxic substances, the Group also sets the standards of conduct in the procurement contracts to encourage suppliers to share the same vision with the Group. The scope of the standard of conduct shall include the governance aspects of environmental protection and social responsibility:

- Suppliers and their upstream entities do not force employees to work in any form of violence or threat and do not employ child labour;
- Employment is solely based on working performance and not affected by any discrimination against race, gender, age, marital status, pregnancy, family status, sexual orientation, religion, disability and nationality;
- Salary is paid in fair value and all other entitled benefits are also fulfilled;
- The safe and healthy working environment shall be provided in compliance with the local laws and regulations;
- Business decisions adhere firmly to the principle of sustainable development. Business processes shall comply with the local regulations on environmental protection; and
- Integration of the business and organization into the circumstances of the community.

Furthermore, the Group encourages suppliers to achieve management systems certification (including but not limited to the ISO 9001, ISO 14001, SA 8000, and ISO 22000). In addition, the Group shall regularly assess the performance of suppliers for room of improvement.

As of 31 March 2023, there was a total of 257 suppliers located in Mainland China. A total of 47 new suppliers has been engaged in Mainland China during the Year. All these new suppliers have satisfactorily gone through the aforesaid evaluation. Also, all the existing suppliers have been evaluated for assuring the continual compliance with the procurement requirements of the Group. The scope of evaluation included the review on the environmentally-friendly nature of the supplied materials / products and the availability of supplier's certification on environmental protection or corporate social responsibility (CSR) aspects.

Management of environmental and social risks in supply chain

The Group will prioritize the engagement with those suppliers without incurring significant hazards to the environment. They will be evaluated on their emission, pollution, or other adverse impacts to the environment. At the same time, business partners in the supply chain will also be evaluated on their operational compliance and the associated social risks, such as compliance in employment of labour, occupational safety as well as product safety. For assurance of product safety and hence protection of customers and consumers, the inspection and/or testing will be arranged after procurement on incoming materials, including ingredients such as concentrated liquid and glucose, and also packaging materials such as composite films and retail boxes. Only those materials which passed laboratory testing and complied with national food safety standards can be released for storage and be used in subsequent production stages.

Upon decision of procurement, priority is generally given to those suppliers, e.g. packaging suppliers, who have already attained certification related to environmental or social responsibility (e.g. FSC, ISO14001 / GB/T24001, SA8000). Furthermore, procurement contract signed with supplier is accompanied by a signed "Prohibition of Commercial Bribery Guarantee Agreement (禁止商業賄賂保證協定)" to safeguard the corruption and bribery risks.

To protect the environment and enhance the utilization rate of natural resources, the Group has incorporated the elements of environmental protection and sustainable development in its operations. Through supply chain management, the Group encourages suppliers to cooperate, jointly promote and adopt good environmental management measures, as well as to assess suppliers' operations for continuous monitoring and improvement of environmental performance.

Preference in Green Procurement

Under the conditions complying with the operational requirements, the Group will prioritize the use of equipment and materials possessing environmentally friendly characteristics. For example, plastic support (塑托) within the retail product pack is made of PET plastic material, which is odorless and does not produce toxic gases after incineration, and another example is use of POF thermal contraction film which is more easily degradable.

Upon selection of energy consuming equipment, priority will be given to those attained with energy saving certification or product label of high energy efficiency.

The Group is also actively implementing green office management; for example, the use of Enterprise Resources Planning (ERP) management system to promote the use of electronic files and forms. The Group fully adopts the use of Forest Stewardship Council certified paper (“**FSC paper**”) in daily operation when necessary. Adopting FSC paper reflects the Group's operation is fully supporting environmental protection in the perspective of office paper consumption.

Furthermore, the Group has formulated the local procurement policy, as one of the measures in green procurement. When encountering suppliers with the same level of quality, preference will be using products and services from those suppliers situated in the local region (Hong Kong and Mainland China), for mitigating emission of greenhouse gases during transportation along the procurement process. As illustrated in the aforesaid supplier's distribution during the Year, all suppliers of the Group's manufacturing site in Yunfu were situated in Mainland China.

10) PRODUCT RESPONSIBILITY

Since the Group launches its brands and acts as an agency of personal care and health products for international brands. As a result, the Group has strict control of product quality. The reporting scope has adopted the ISO 9001 quality management system to ensure effective procedures and processes are adopted for the production of excellent and safe products. Upon receipt of materials, the quality inspection process is clearly defined and implemented according to the relevant regulations. Each batch of products shall only be formally released after it passed the inspection. All food, Chinese medicine products must go through the testing on remained pesticides, heavy metals, and micro-organisms. All products which fall within the definition of proprietary Chinese medicines under the Chinese Medicine Ordinance are regulated and must meet the requirements in respect to safety, quality and efficacy before they can be registered. The Group regularly monitors the production and quality inspection procedures of the suppliers to verify and confirm the suppliers' capabilities in the provision of compliant and safe products to the Group.

The Group has established the crisis management team for handling emergency issues and formulating emergency instruction for remediation of any issues and potential risks incurred from product safety.

Fair Promotional Information

The Group complies in the Trade Descriptions Ordinance that prohibits unfair trade practices including false trade descriptions of services, misleading omissions, aggressive commercial practices, bait advertising, bait-and-switch and wrongly accepting payment. Therefore, all employees are required to provide true and accurate product and service information to customers

when selling the products. The Group also arranges appropriate training to ensure the personnel are equipped with proper sales technique and precise product information.

All products that are registered proprietary Chinese medicines, the labelling must comply with the statutory labelling requirements such as main ingredients, method of usage, dosage, packing specifications, place of production, etc. Labelling enables customers to understand the products' ingredients fully and then builds trust towards the products. Customer service hotline is also set up and is printed on the surface of each box of product that is easily accessible and traceable to the customers to make after-sales enquiries when necessary.

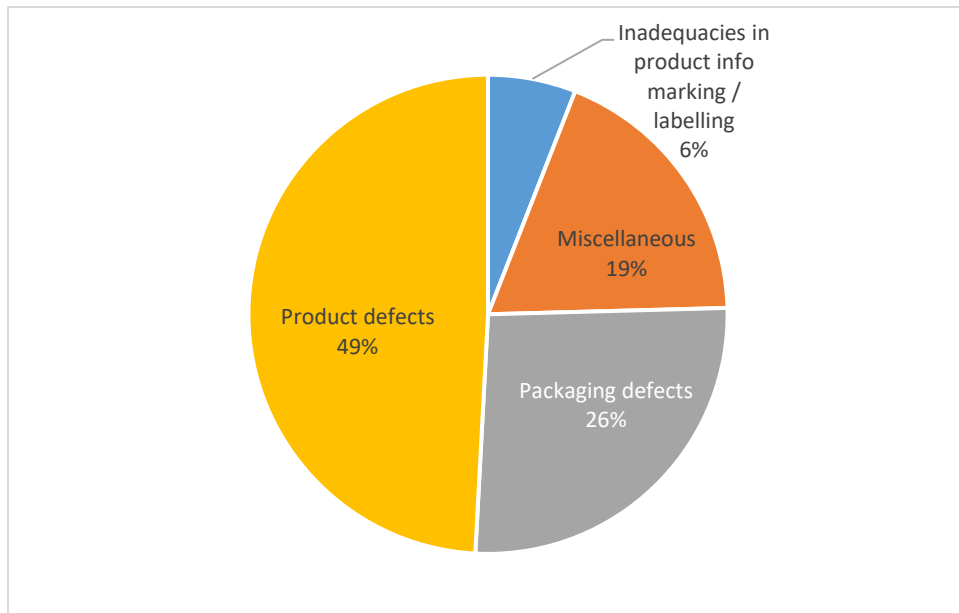
Handling of Customer Complaints

As a responsible supplier of health and personal care products, the reporting scope has handled all matters relating to product quality in accordance with the ISO 9001 procedures, including customer complaints about product quality:

- When receiving customer's complaints or requests for goods return, initial reply to the customer will be given within the time frame specified in the procedure;
- The Group's customer service representatives or sales team will resolve the complaint through phone, online or in person; and
- Serious complaints will be followed up by the crisis management team.

During the Year, the Group did not identify any violation against the regulations related to product responsibility, and 12,102 pieces of products were recalled for the reasons of safety and health concerns, which accounted for around 0.61% amongst all products sold (1,969,913 pieces). On the other hand, the Group received a total of 118 cases of customer complaints throughout the reporting year, in which 13 cases from Hong Kong and 105 cases from Mainland China. Amongst the complaints received, they were analysed and could be classified into four categories and almost half of all cases were attributed to product defects. Within the Year, all cases have been satisfactorily resolved by specific means against the respective types and causes of the complaints. The relevant corrective actions included customers' meetings with Group's management, follow-up investigation and replies by customer service teams, product exchanges and returns/refunds. Furthermore, the Group has reinforced the appropriate practices and procedures for preventing recurrence of similar cases.

Types of customer complaints identified during the Year



Management of Intellectual Property Rights

Intellectual property rights managed by the Group mainly cover its own-branded products registered in the business regions. As of 31 Mar 2023, the Group owned 747 (2022: 570) registered trademarks in Hong Kong and 1040 (2022: 939) registered trademarks in the PRC respectively. To protect the rights of the registered brands, the Group allocates resources to uphold confidential information such as product specifications. The server storing such information is equipped with a licensed firewall which restricts access from external systems. Users are required to log in with passwords and are allowed to access the authorised information only.

Apart from protecting its intellectual property rights, the Group respects the intellectual property rights of the others and will not use the third party's intellectual property without prior authorization. Any unlawful and inappropriate act is not acceptable in the Group.

Maintenance of Customer Information

Although the Group's direct customers are mainly enterprises, their information is strictly handled in the same manner as dealing with personal privacy. The Group is based on the "Personal Data Protection (Privacy) Ordinance Cap. 486 ("**Ordinance**") of Hong Kong Special Administrative Region for its Privacy Policy, which ensures all collected, stored, transmitted or used personal/corporate information are handled according to the requirements specified by the Ordinance. The Group's management and staff maintain confidentiality and properly retain all personal/corporate information collected, stored, transmitted or used by the Group. Moreover, the Group refuses to use any outdated and unauthorised software so as to prevent data leakage and improve cybersecurity.

During the Year, the Group did not identify any complaint related to the privacy issue.

11) ENVIRONMENTAL PROTECTION

The Group upholds environmental protection as corporate culture and recognises the operational impact on the environment as an indispensable element in the decision-making process. The Group is committed to complying with all applicable local environmental regulations and other related requirements for promoting sustainable development and preventing environmental pollution. The Group has engaged third-party qualified agency to conduct on-site monitoring of exhaust gases, wastewater, dust, and noise within the factory area in Yunfu, and where necessary samples are collected on-site for third-party laboratory testing. In addition, the discharge of factory's wastewater is monitored continuously by a professional government agency, and only wastewater fulfilling the tolerance limit could be allowed for discharge. During the Year, the Group did not identify any violation or complaint against the relevant environmental regulations.

The Group is committed to corporate social responsibility and protection of environment, therefore, has established the following directional targets with the aim to mitigate the adverse environmental impacts incurred from the operation:

Environmental targets	Directional statements	Measures / plan taken during the Year
Emission reduction	<ol style="list-style-type: none"> Enhancement in the filtration and treatment system for reducing exhaust gases / dust to environment. Decrease in the vehicles' consumption of diesel oil or gasoline for reducing direct greenhouse gases (GHG) emission. 	<p>Increase in the facilities for dust removal and ozone purification system for exhaust gas filtration before discharge to environment.</p> <ul style="list-style-type: none"> Change in procurement policy which consolidated purchase orders of general materials for reduction in number of material delivery and hence reduction in diesel / gasoline consumption, which eventually reduced direct GHG emission. Adoption of electric forklifts instead of diesel forklifts, consequently for reducing emission of exhaust gases and greenhouse gases generated by the engines of diesel forklift.
Waste reduction	<ol style="list-style-type: none"> Processing of herbal residues (藥渣) for other uses instead of direct disposal. Installation of appropriate machinery / equipment for minimizing waste generation. Identification of appropriate devices / tools for repeated use and minimizing waste generation. 	<p>Re-use of processed herbal residues for livestock feeding and fertilizer application.</p> <p>Procurement of automatic packaging machine for automation in external packaging process, this reduced generation of wastes incurred from manual issues.</p> <p>Replacement of plastic containers by 20 reusable stainless-steel drums for repeated use in internal carriage. While stainless steel is more durable as compared with plastic, it was estimated that plastic wastes of around 0.96 tonnes were saved per year.</p>
Waste reduction	<ol style="list-style-type: none"> Reduction in paper waste generated from the office operation 	<ul style="list-style-type: none"> Comprehensive use of electronic operation systems, e.g. DingTalk OA office system (釘釘 OA 辦公系統), Kingdee ERP financial system (金蝶 ERP 財務系統), for reduction of paper consumption in offices. Encouraging employees on maximized use of papers by printing on both sides of paper for general (non-confidential) use and scaling down multiple-page images on one-page printed side.
Energy use efficiency	Application of energy efficiency equipment	Continued use of "Air-source heat pump water heater (空氣能熱水器)" for providing hot water of around 553 cubic metres, which saved around 22,120 kWh within the Year as compared with traditional heating facilities.

Environmental targets	Directional statements	Measures / plan taken during the Year
Water use efficiency	No applicable measure for the reporting year, regarding this was not considered as material topic from the stakeholder engagement as well as internal impact assessment	Water consumption equipment in the factory was currently in adequate efficiency on utilization of water resources.

a) Control of Greenhouses Gases (GHG) and Pollutants Emission

Although industrial effluents are not applicable in the operation of the Group, the Group strives to alleviate the Group's GHG emissions and pollutants by identifying sources of GHG and defining the appropriate resolution. The primary source of GHG emission of the Group is generated from purchased electricity and vehicles transportation. In view of that, the Group is striving to reduce GHG emission sources, improve the efficiency of related processes with GHG emissions, lower the use of gasoline and increase the use of more environmentally friendly fuels, etc.

Moreover, the Group's head office is located in Tsim Sha Tsui where is a city centre, a walkable distance to mass public transit. The Group encourages the employees to make use of public transportations and can be free from private vehicles, living sustainably. Also, the Group supports the employees to use video-conferencing instead of business travel to further decrease GHG emission. The Group's current emission reduction measures include the use of the EU 5 trucks across the board; adoption of detailed inventory plan to reduce the number of shipments in procurement; maximization the use of waterway transport. In addition, advanced planning of shipping routes is adopted in order to deploy the fastest and shortest route for delivery and more importantly, to avoid peak seasons and roads with heavy traffic jams. Emission of the following pollutants from the use of vehicles were depicted as follows:

Types of Air Pollutants	Annual Emission (kilogram) ⁵
Nitrogen Oxides (NOx)	96.13
Sulphur Oxides (SOx)	0.64
Particulate Matter (PM)	8.84

⁵ Calculation for pollutant emission from use of vehicles was referenced to the emission factors issued from "Appendix 2: Reporting Guidance on Environmental KPIs" published by HKEx.

Key emission sources of the Group's Greenhouse Gases (GHG)

Resources	Electricity	Diesel Oil	Petrol	LPG	Steam ⁶
2022/2023 GHG emission volume (tonne CO₂ equivalent)	1519.94	37.22	66.92	23.29	0.40
2022/2023 GHG emission intensity (gram CO₂ equivalent / box)	900.73	22.06	39.66	13.80	0.23

GHG emission ⁷	FY 2022/2023
Scope 1 GHG emission volume ⁸ (tonne CO ₂ equivalent)	127.44
Scope 1 GHG emission intensity	75.52 (gram CO₂ equivalent / box)
Scope 2 GHG emission volume ⁹ (tonne CO ₂ equivalent)	1,520
Scope 2 GHG emission intensity	900.96 (gram CO₂ equivalent / box)
TOTAL GHG emission volume (tonne CO ₂ equivalent)	1,648
TOTAL GHG emission intensity¹⁰	976.48 (gram CO₂ equivalent / box)
Annual shipment volume (Boxes)	1,687,455

b) Waste Disposal

During product design and sales planning, the Group adopts the principle of waste reduction through innovative product design, supply chain management, and waste recycling. The Group generates hazardous wastes, mainly in the operating site in Yunfu. The Group will record and report three types of waste according to the National Hazardous Waste List. They are wasted mineral oil, exhausted fluorescent tubes, and waste generated in the chemistry and biological laboratory¹¹. In response to the latest government policy regarding the Producer Responsibility Scheme (PRS) on waste electrical and electronic

⁶ The parameter 101.6 kgce/t (kilograms of coal equivalent / tonne) of steam was used for calculation of indirect GHG emission incurred by purchased steam.

⁷ Global Warming Potential (GWP) adopted in this GHG calculation were based on the values disclosed in the Sixth Assessment Report (AR6) of Intergovernmental Panel on Climate Change (IPCC).

⁸ Scope 1 refers to "direct GHG" emission which was mainly originated from fuel combustion during petrol / diesel oil consumption by vehicles, diesel consumption by plant facilities. Method of calculation was based on "2006 IPCC Guidelines for National Greenhouse Gas Inventories".

⁹ Scope 2 refer to "energy indirect GHG" emission which was originated from consumption of electricity and steam purchased from external source. Regional grid emission factor used for calculation of emission from electrical facilities in Mainland China was referenced to the values issued by National Development and Reform Commission (NDRC) in People's Republic of China, while the emission factor used for calculation of emission from electrical facilities in Hong Kong was referenced to the sustainability report of the designated power company.

¹⁰ The base for calculation of emission intensity is the total shipment volume in term of boxes.

¹¹ Waste code was 900-249-08, 900-044-49 and 900-047-49.

equipment (WEEE), the Group also pays particular attention to the WEEE such as computers, printers, scanners as well as monitors if the disposal is needed. Merely registered suppliers / services providers will be employed to handle and dispose of WEEE legally and adequately.

Non-hazardous wastes were mainly Chinese medicine residues, together with other scraps, like metal cans, paper cartons, and plastic films, while medicine residues would be processed / recycled as chemical fertilizers and feedstock for internal farming and livestock feeding.

In regard to other recyclable wastes such as waste paper, those recycling boxes are placed at the designated locations and are handed over to the licensed recycling agencies. The Group also encourage employees to engage in double-sided photocopying and reuse single-sided used papers to reduce paper wastage. Moreover, whenever appropriate, the Group utilises mobile applications (Apps) to receive orders from customers.

	Total Weight of Wastes Generated (tonne)	Waste Emission Intensity¹² (gram per shipment unit)
Non-hazardous wastes	83.72	49.61
Hazardous wastes	0.28	0.1659

c) Energy and Water Saving

In addition to the efforts for reducing GHG emissions and waste generation, the Group has also taken appropriate measures to conserve natural resources with the aim of environmental protection. The Group's conservation measures are mainly conveyed through energy management.

The Group adopts both administrative practices and equipment installation for energy conservation over the years, for example, requesting staff to turn off the air conditioning and lighting during lunch time and non-office hours; activating the energy saving mode of office equipment; maintaining air indoor temperature at a moderate level; and placing energy saving reminders at the prominent location, as well as persistent replacement with more energy-efficient LED lighting in Yunfu factory.

The water supply system in Hong Kong and Yunfu is owned and controlled by the local government. Also, water tanks are available in Yunfu to store water for emergency use and hence there were no difficulties on sourcing water. Notwithstanding the fact, the Group is aware of the scarcity of water resources and the importance of environmental education. Therefore, the Group raises the awareness of employees on water conservation by placing reminders or slogans nearby the toilet and pantry.

¹² The base for calculation of waste emission intensity is the total shipment volume in term of boxes.

The Group's Resource Consumption and Intensity

	Electricity	Water	Diesel Oil	Petrol	LPG	Steam
	(kWh)	(cubic metre)	(litre)	(litre)	(kilogram)	(tonne)
2022/2023 Annual Total Consumption	2,712,697	35,590	13,745	28,454	7,350	1,952
2022/2023 Consumption Intensity per shipment unit¹³	1.60757	0.02109	0.00815	0.01686	0.00436	0.00116

Other than energy and water, three types of packaging materials were used for delivering products of the Group during shipment and the amount of consumption was listed as follows :

Packaging materials	Total Weight of Consumption (tonne)	Consumption Intensity (kilogram per shipment unit)
Paper	214.08	0.12687
Plastic	63.56	0.03767
Metal	71.15	0.04216

d) Environment and the Natural Resources

The Group generated only domestic sewage from operations in Hong Kong which also do not consume significant amount of water. On the other hand, the manufacturing operation in Yunfu has set up on-site wastewater treatment facilities and septic tanks for processing wastewater prior to discharge, in order to meet the emissions standards as defined by the relevant laws and regulations. Apart from effluent of Yunfu's factory, the impact of pollutants released from the manufacturing site were fully assessed, and the site has been equipped with other filtration devices like pollutants removers, odor removers, etc, for assurance of air emission in compliance with the laws and regulations.

12) CLIMATE CHANGE

The Group is convinced greenhouse gases being the main cause of climate change and we are committed to supporting the national policies on achieving the direction of carbon neutrality. The Group has implemented the following measures for preparedness and response to the climate change.

Risk assessment

In response to extreme weather and related disasters caused by climate change, the Group regularly assesses the following risks to the plant, its infrastructure and production processes:

- Whether any impact on production processes as a result of potential heat waves caused by climate change (such as: air conditioning and automatic machine operation);
- Whether climate change may interrupt individual material supply chain which affects procurement of raw materials (e.g. prices and quantities);

¹³ The base for calculation of consumption intensity is the total shipment volume in term of boxes

- Whether resource constraints caused by climate change require plans to change the composition of materials.

Preparedness plan for disaster management

For those identified emergencies (e.g. water immersion, flooding) that may be caused by extreme weather such as typhoon and rainstorms, the Group has established relevant documentation for disaster risk management strategies and measures which control the risk of flooding in the vicinity of production and warehouse facilities, and develop contingency plans to prevent damage caused by extreme weather. They include the following facilities and measures:

- Installation of gates or equivalent barriers to prevent flooding of premises during typhoon or rainstorms;
- Strengthen the exterior plant structure for enhancing its strength against super typhoons;
- Prior to super typhoons hoisted, outdoor equipment or machinery are secured (e.g. using ropes).

Other responsive measures

In addition to developing preventive measures, the Group also develops strategies to respond to climate disasters, including the purchase of insurance to divert possible losses caused by natural disasters, and the development of business continuity plans for implementation of scheduled plans to resume production and continue operations in the event of an extreme weather disruption.

Reference to ESG Reporting Guide of Hong Kong Stock Exchange	
Subject Areas / Aspects / General Disclosures and KPIs	Section in This Report
A.1 Emissions	11a. Control of Greenhouses Gases (GHG) and Pollutants Emission
A1.1 Types of emissions and respective emissions data	11a. Control of Greenhouses Gases (GHG) and Pollutants Emission
A1.2 Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	11a. Control of Greenhouses Gases (GHG) and Pollutants Emission
A1.3 Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	11b. Waste Disposal
A1.4 Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	11b. Waste Disposal
A1.5 Description of emissions target(s) set and steps taken to achieve them.	11a. Control of Greenhouses Gases (GHG) and Pollutants Emission
A1.6 Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	11b. Waste Disposal
A.2 Use of Resources	11c. Energy and Water Saving
A2.1 Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	11c. Energy and Water Saving
A2.2 Water consumption in total and intensity (e.g. per unit of production volume, per facility).	11c. Energy and Water Saving
A2.3 Description of energy use efficiency target(s) set and steps taken to achieve them.	11c. Energy and Water Saving
A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	11c. Energy and Water Saving
A2.5 Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	11c. Energy and Water Saving
A.3 Environment and Natural Resources	11d. Environment and Natural Resources
A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	11d. Environment and Natural Resources
A.4 Climate Change	12. Climate Change
A4.1 Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	12. Climate Change
B.1 Employment	6. Employment
B1.1 Total workforce by gender, employment type (for example, full- or parttime), age group and geographical region.	6. Employment
B1.2 Employee turnover rate by gender, age group and geographical region.	6. Employment
B.2 Health and Safety	7. Occupational Health & Safety
B2.1 Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	7. Occupational Health & Safety
B2.2 Lost days due to work injury.	7. Occupational Health & Safety
B2.3 Description of occupational health and safety measures adopted, how they are implemented and monitored.	7. Occupational Health & Safety
B.3 Development and Training	8. Employee Training and Development
B3.1 The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	8. Employee Training and Development
B3.2 The average training hours completed per employee by gender and employee category.	8. Employee Training and Development
B.4 Labour Standards	6. Employment
B4.1 Description of measures to review employment practices to avoid child and forced labour.	6. Employment
B4.2 Description of steps taken to eliminate such practices when discovered.	6. Employment
B.5 Supply Chain Management	9. Supply Chain Management
B5.1 Number of suppliers by geographical region.	9. Supply Chain Management
B5.2 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	9. Supply Chain Management
B5.3 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	9. Supply Chain Management
B5.4 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	9. Supply Chain Management

Reference to ESG Reporting Guide of Hong Kong Stock Exchange	
B.6 Product Responsibility	10. Product Responsibility
B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.	10. Product Responsibility
B6.2 Number of products and service related complaints received and how they are dealt with.	10. Product Responsibility
B6.3 Description of practices relating to observing and protecting intellectual property rights.	10. Product Responsibility
B6.4 Description of quality assurance process and recall procedures.	10. Product Responsibility
B6.5 Description of consumer data protection and privacy policies, how they are implemented and monitored.	10. Product Responsibility
B.7 Anti-corruption	5. Corporate Governance
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.	5. Corporate Governance
B7.2 Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	5. Corporate Governance
B7.3 Description of anti-corruption training provided to directors and staff.	5. Corporate Governance
B.8 Community Investment	4. Community Service
B8.1 Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	4. Community Service
B8.2 Resources contributed (e.g. money or time) to the focus area.	4. Community Service

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board and senior management of the Group strive to maintain a high standard of corporate governance, to formulate sound corporate governance practice for improvement of accountability and transparency in operations, and to strengthen the internal control system from time to time so as to ensure Shareholders' expectations are met.

Compliance with Corporate Governance Code

Throughout the Year, the Company has applied the principles and complied with the Corporate Governance Code ("**CG Code**") as set out in Appendix 14 to the Listing Rules except for the below deviations:

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Pang Siu Hin is both the chairman and the chief executive officer of the Company. In view of the fact that Mr. Pang is one of the co-founders of the Group and has been operating and managing the Group effectively since 1996, the Board believes that it is in the best interest of the Group to have Mr. Pang taking up both roles for effective management and business development with his profound knowledge and experience in the industry. The Board therefore considers that the deviation from code provision C.2.1 is reasonably justified under such circumstances.

Under code provision C.6.1 of the CG Code, the company secretary should be an employee of the issuer and have day-to-day knowledge of the issuer's affairs. During the period from 1 April 2022 to 1 July 2022, Ms. Kho Polien ("**Ms. Kho**"), an external provider, had been the company secretary of the Company (the "**Company Secretary**"). During such period, Ms. Kho, in performing her duties as the Company Secretary, had reported to the Board and maintained contact with the financial controller of the Company. On 1 July 2022, the Company appointed Mr. Wong Octokid, the financial controller of the Company, as the Company Secretary. The Company has been in compliance with this code provision C.6.1 since then.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors (the "**Model Code**") as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiries with all Directors and all Directors confirmed that they had complied with the standards required by the Model Code during the Year.

BOARD OF DIRECTORS

Overall Accountability

The Board is accountable to the Shareholders and reports to them at general meetings. All Directors are required to pursue excellence in the interests of the Shareholders and fulfill his/her fiduciary duties by applying the required level of skills, care and diligence to a standard in accordance with the statutory requirements.

CORPORATE GOVERNANCE REPORT

Composition of the Board

The Board currently comprises a total of seven Directors including two executive Directors, two non-executive Directors, and three independent non-executive Directors. The Board members for the Year and up to the date of this annual report were as follows:

Executive Directors

Mr. Pang Siu Hin Chairman of the Board and Chief Executive Officer
Ms. Kwan Lai Man Managing Director

Non-executive Directors

Ms. Wong Wai Ling
Ms. Tian Shanshan

Independent non-executive Directors

Mr. Lau Chi Kit
Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny

Mr. Pang Siu Hin, the Chairman, is the spouse of Ms. Kwan Lai Man. Save as disclosed, there is no other relationship (including financial, business, family or other material/relevant relationship), among the Directors.

Independence

We have strong elements of independence on the Board, providing independent and objective opinions on strategic issues and performance matters as well as extensive expertise, experience and insight of each Director to the integration of the Board. The Board follows the requirements set out in the Listing Rules to determine on the independence of Directors. The Board determines that the Directors do not have any direct or indirect material relationship with the Group. Furthermore, the Company has received an annual confirmation from each of its independent non-executive Directors of his independence pursuant to Rule 3.13 of the Listing Rules and considers all independent non-executive Directors are independent.

During the Year, the Company at all times met the requirements of Rules 3.10(1) and (2), and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board and it exceeds the parameters of the CG Code.

Independent Views and Input

The Company recognises that independence on the Board is a key element of good corporate governance. The Company has established mechanisms to ensure independent views and input are available to the Board for enhancing objective and effective decision-making. These mechanisms in place are subject to annual review by the Board, including without limitation:

- (a) the Nomination Committee will assess the independence, qualification and time commitment of a candidate who is nominated to be a new independent non-executive director before appointment and also the continued independence of the independent non-executive Directors and their time commitments annually;
- (b) the Nomination Committee will conduct performance evaluation of the independent non-executive Directors annually to assess their contributions;

CORPORATE GOVERNANCE REPORT

- (c) the independent non-executive Directors can express their views in an open, candid as well as confidential manner, should circumstances require, through formal and informal channels, including meetings with the Chairman of the Company without the presence of the other Directors to discuss any major issues and concerns, dedicated meeting sessions with the Chairman of the Company and interaction with management and other Board members including the Chairman of the Company outside the boardroom; and
- (d) Directors may, upon reasonable request to the Chairman, seek independent professional advice in appropriate circumstances, at the reasonable expense of the Company to assist them to perform their duties to the Company.

The Board has conducted an annual review of the implementation and effectiveness of these mechanisms and considered they are in place and are effective.

Board Diversity

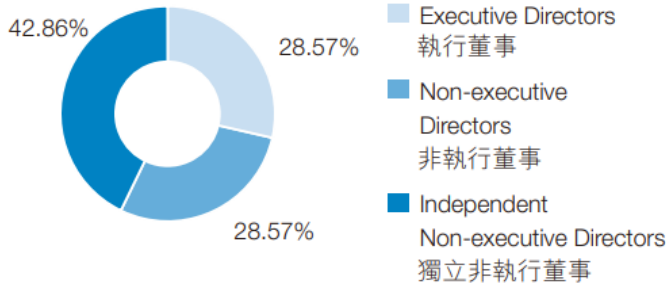
The Company has adopted a board diversity policy (the “**Board Diversity Policy**”) which sets out the approach to achieve diversity on the Board. The Company recognises the benefits of having a diverse Board and believes that increasing the Board diversity will enhance the quality of its performance by supporting the attainment of its strategic objectives and its sustainable development. Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Nomination Committee will continuously monitor the implementation of the Board Diversity Policy and the progress towards achieving the measurable objectives. It will also review the Board Diversity Policy annually to ensure its effectiveness and discuss and recommend any revisions, if required, to the Board for consideration and approval.

The Directors have diverse education backgrounds and possess a variety of professional experiences. They bring to the Board valuable experience and diverse expertise for the long-term growth of the Company. Their areas of expertise include distribution and marketing, finance and accounting, investment management and business operation.

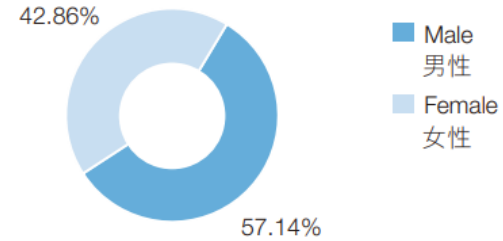
CORPORATE GOVERNANCE REPORT

The diversity profile of the Board as of the date of this report is summarised in the following charts:

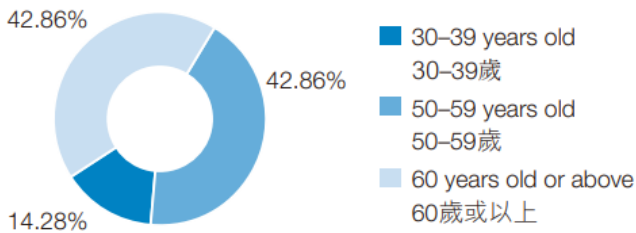
Designation 身份



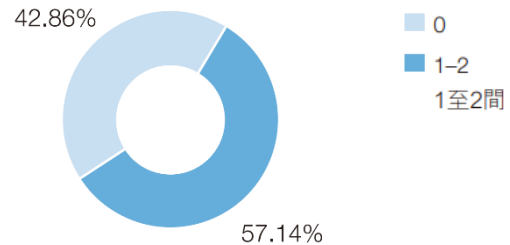
Gender 性別



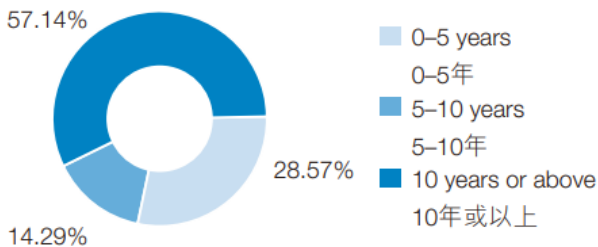
Age Group 年齡組別



Directorship with other Listed Companies (Number of Companies) 現時出任其他上市公司之董事(公司數目)



Length of Service in the Group 於本集團服務年期



In terms of gender diversity on the Board, the Board had a balanced gender ratio of approximately 43% to 57% (female to male). The Company currently targets to at least maintain the existing level of no less than 40% of female representation on the Board. The Company will continue to ensure that there is gender diversity in employee recruitment at intermediate to senior levels and implement comprehensive programmes aimed at identifying and training female employees who display leadership and potential, so as to develop a pipeline of potential successors to the Board.

CORPORATE GOVERNANCE REPORT

The Nomination Committee has reviewed the structure, composition and membership of the Board, and is of the opinion that the Board had an appropriate mix of skills, experience and diversity that are relevant to the Company's strategies, business and governance and to enable the Company to maintain a high standard of operation during the Year.

The gender ratio in the workforce of the Group, including senior management, as of 31 March 2023 is set out on page 37 of the "Environmental, Social and Governance Report" of this annual report.

Board Meetings

During the Year, the Company held 4 regular board meetings, an Annual General Meeting ("AGM") on 29 September 2022, an Audit Committee meeting, a Remuneration Committee meeting and a Nomination Committee meeting on 28 June 2022, and another Audit Committee on 29 November 2022. Details of each Director's attendance in the aforesaid meetings are set out below:

Directors	Number of meetings attended/entitled to attend				
	Regular Board meetings	Audit Committee meetings	Remuneration Committee meeting	Nomination Committee meeting	AGM
Executive Directors					
Mr. Pang Siu Hin	4/4	N/A	N/A	N/A	1/1
Ms. Kwan Lai Man	4/4	N/A	1/1	1/1	1/1
Non-executive Directors					
Ms. Wong Wai Ling	4/4	N/A	N/A	N/A	1/1
Ms. Tian Shanshan	4/4	N/A	N/A	N/A	1/1
Independent non-executive Directors					
Mr. Lau Chi Kit	4/4	2/2	1/1	1/1	1/1
Mr. Lee Luk Shiu	4/4	2/2	1/1	1/1	1/1
Dr. Tang Sing Hing, Kenny	4/4	2/2	1/1	1/1	1/1

The Board and the Management

The Board is responsible for the overall conduct of the Group, formulating Group policies and business directions, and monitoring risk management, internal controls and performance of the management. The Board delegates and gives clear directions to the Management as to their powers and circumstances in which the Management should report back or obtain prior the Board approval.

CORPORATE GOVERNANCE REPORT

Delegation by the Board

The Board undertakes responsibility for decision making in major company matters, 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 full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that board procedures and all applicable laws and regulations are followed. Each Director is able to seek independent professional advice in appropriate circumstances at the Company's expense upon making request to the Board.

Executive Directors delegate some day-to-day management, administration and operation to the senior management. Approval has to be obtained from the Board prior to significant transactions entered into by the aforesaid officers. The Board also has the full support of the executive Directors and the senior management for the discharge of its responsibilities.

Management for the purpose of this corporate governance report includes the executive Directors, senior management and departmental heads. They are responsible for the day-to-day operations, management and administration of the Group under the leadership of the executive Directors. They also execute and implement strategies and directions determined by the Board.

Members of our management are frequently invited to attend the Board meetings to report and engage in discussions with the Board in respect of strategy, budget planning, progress and performance updates to ensure that the Board has a general understanding of the Group's business and to enable them to make informed decisions for the benefit of the Group. They are required to answer any questions or challenges posed by the Board.

In addition to regular Board meetings, weekly management meetings were held to review, discuss and make decisions on financial and operational matters.

Board Meetings and Board Procedural Matters

The Board meets regularly and has formal procedures to include matters to be referred to it for consideration and decisions at the Board meetings. The formal notice and agenda of meetings are usually sent to all Directors at least 14 days before each meeting and they are consulted and given an opportunity to comment on the agenda.

Meeting materials are usually sent to Directors in advance of each meeting to ensure that the Directors have full and timely access to relevant information. With a view to becoming more environment- friendly by reducing paper consumption, meeting materials are distributed in electronic form and Directors are encouraged to read the electronic version.

Draft minutes recording substantive matters discussed and decisions resolved at the meetings are circulated to all Directors for their comments (if any) within a reasonable time (generally within seven business days) of each meeting. The final version of the minutes is approved at the subsequent meeting and a copy is sent to the Directors for their records. The final executed version is placed on record and made available for inspection.

CORPORATE GOVERNANCE REPORT

The Company generally convenes at least four regular Board meetings a year. During the Year, four regular Board meetings were convened and performed the following work:

1. reviewed and approved the 2021/22 annual report of the Company and its related results announcements and documents;
2. reviewed and approved the 2022/23 interim report of the Company and its related results announcements and documents;
3. reviewed the operational and financial reports of the Group;
4. discussed and considered recommendations made by the board committees;
5. reviewed, discussed and considered the Group's affairs, including strategic plans, financial affairs, progress and updates of business performance, and budget summary/proposals; and
6. reviewed the effectiveness of corporate governance practices, internal control and risk management.

Corporate Governance Functions

During the Year, the Board as a whole is responsible for performing the corporate governance duties including:

1. to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
2. to review and monitor the training and continuous professional development of Directors and the senior management;
3. to review and monitor the Company's policies and practices in compliance with the legal and regulatory requirements;
4. to develop, review and monitor the CG Code and compliance manual (if any) applicable to employees and Directors; and
5. to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

Directors' Continuous Training and Professional Development

All Directors have kept abreast of their responsibilities as a Director and of the conduct, business activities and development of the Company. Directors are continuously updated with the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance with and upkeep of good corporate governance practices.

Directors are encouraged to participate in professional development courses and seminars to develop and refresh their knowledge and skills. The Company has devised a training record to assist the Directors in maintaining their training record.

CORPORATE GOVERNANCE REPORT

The below chart summarises the participation of Directors in training and continuous professional development during the Year.

Name of Directors	Types of Continuous Professional Development	
	Reading Material regarding regulatory update and corporate governance matters	Attending seminars/conferences/forums
Executive Directors		
Mr. Pang Siu Hin	✓	✓
Ms. Kwan Lai Man	✓	✓
Non-executive Directors		
Ms. Wong Wai Ling	✓	✓
Ms. Tian Shanshan	✓	✓
Independent non-executive Directors		
Mr. Lau Chi Kit	✓	✓
Mr. Lee Luk Shiu	✓	✓
Dr. Tang Sing Hing, Kenny	✓	✓

Directors' and Officers' Insurance

The Company has been maintaining an adequate Directors' and officers' ("D&O") Liability Insurance, which gives appropriate cover for any legal action brought against the Directors and officers since the Company went listed. To ensure sufficient and appropriate insurance cover is in place, we review the Company's D&O insurance policy annually based on recent trends in the insurance market and other relevant factors. The Insurance Policy is available for inspection by the Directors upon request. During the Year, no claim has been made since the Insurance Policy came into effect.

Deed of Non-Competition

In order to protect the Group's interests, the deed of non-competition dated 25 September 2014 (the "Deed of Non-Competition") was executed by the Controlling Shareholders in favour of the Company. Pursuant to the terms of the Deed of Non-Competition, Mr. Pang, Mrs. Pang and the Controlling Shareholders have jointly and severally undertaken that they would not engage in any business or manufacturing any products which are in competition with those of the Group. The Company's independent non-executive Directors will review, at least on annual basis, the compliance with the Deed of Non-Competition by the Controlling Shareholders and their respective close associates on their existing or future competing business.

Conflicts of Interest

All Directors are required to comply with their common law duty to act in the best interests of the Company and Shareholders as a whole. Any perceived, potential or actual conflicts of interest between the Group and its Directors are to be avoided. The Directors are requested to disclose their interests, if any, in any transaction, arrangement or other proposal to be considered by the Board at Board meetings, and abstain from voting if any conflicts of interest arise or where they become aware of any perceived or potential

CORPORATE GOVERNANCE REPORT

conflicts of interest. All declared interests are properly recorded and made accessible by the Board members. Directors have a continuing duty to inform the Board of any changes to these conflicts.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Pang serves as the chairman and the chief executive officer of the Company. The reasons have been explained in the section headed “Compliance with Corporate Governance Code” of this annual report.

NON-EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT NON-EXECUTIVE DIRECTORS)

Non-executive Directors (“**NEDs**”) (including independent non-executive Directors (“**INEDs**”)) make a positive contribution to the development of the Group’s strategy and policies and scrutinise the Group’s performance through informed insight and independent judgement. They constructively challenge the management, which is vital to fulfill the objectives set out by the Board. In order to preserve well-balanced governance, the Board has ensured that all members of the Audit Committee are INEDs, majority of the members of the Nomination and Remuneration Committees are INEDs, and that each committee is chaired by an INED.

Appointment and Re-election of Directors

All our NEDs (including INEDs) are appointed for a term of one year and are required to offer themselves for re-election at the first AGM following their appointments. Under the Articles of Association of the Company, at least one-third of the Directors are subject to retirement by rotation at the AGM at least once every three years. Retiring Directors are eligible for re-election at the AGM at which he or she retires. We confirm that all Directors’ appointments and re-elections were conducted in compliance with the Articles of Association of the Company and the CG Code for the period under review.

BOARD COMMITTEES

As an integral part of good corporate governance and to enhance the function of the Board, the Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing specific aspects of the Company’s affairs under its defined scope of duties and terms of reference. The terms of reference of each of the Board Committees are available on the websites of the Company and the Stock Exchange. Details of the Board Committees are discussed below.

Audit Committee

The Company established the Audit Committee pursuant to a resolution of the Directors passed on 5 November 2010 with written terms of reference in compliance with the CG Code. Under its terms of reference, the Audit Committee is required, amongst other things, to review and monitor the Group’s relationship with the external auditors and the auditors’ independence; monitor the integrity of the Group’s financial information and review significant reporting judgments contained in it; oversee the Group’s financial reporting and review the effectiveness of internal controls and risk management procedures; and consider major investigation findings on internal control matters and management’s response to these findings.

As at 31 March 2023, the Audit Committee consisted of three members who are the INEDs, namely Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. The chairman of the Audit Committee is Mr. Lee Luk Shiu.

CORPORATE GOVERNANCE REPORT

During the Year, the Audit Committee convened two meetings and performed the following work:

1. reviewed the 2021/22 annual report of the Company and its related preliminary results announcements;
2. reviewed the 2022/23 interim report of the Company and its related preliminary results announcements;
3. reviewed and recommended the re-appointment of the external auditors, taking into account its independence;
4. approved terms of engagement including the remuneration of the external auditors and audit service plan;
5. assessed and evaluated the effectiveness of the Group's risk management procedures and internal control systems; and
6. reviewed and discussed the internal control review projects conducted by the Internal Audit function, including:
 - i. internal audit function and progress;
 - ii. significant internal audit findings and follow-up remediation status;
 - iii. annual internal audit planning memorandum; and
 - iv. major investigation findings on internal controls and management's response to those findings.

Remuneration Committee

The Company established the Remuneration Committee pursuant to a resolution of the Directors passed on 5 November 2010 with written terms of reference in compliance with the CG Code. Under its terms of reference, the Remuneration Committee is required, among other things, to review and determine the terms of remuneration packages, bonuses and other compensation payable to the executive Directors and senior management, and make recommendation to the Board on the remuneration of NEDs (including INEDs).

The Remuneration Committee has also taken into account a number of relevant factors such as remuneration packages offered by companies of comparable business and scale, market practices, and the financial and non-financial performance of the Group to ensure that the remuneration packages offered remain appropriate and competitive.

The Remuneration Committee ensures that no individual Director or senior management approves his or her own remuneration.

Particulars of Directors' emoluments are set out in note 13 to the consolidated financial statements and the analysis of the five highest paid employees are set out in note 14 to the consolidated financial statements.

As at 31 March 2023, the Remuneration Committee consisted of four members (one executive Director and three INEDs), namely Ms. Kwan Lai Man, Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. The chairman of the Remuneration Committee is Mr. Lau Chi Kit.

During the Year, the Remuneration Committee convened 1 meeting and performed the following work:

1. reviewed and approved the management's remuneration proposals with reference to the Board's corporate goals and objectives;

CORPORATE GOVERNANCE REPORT

2. assessed the performance of the executive Directors;
3. reviewed the remuneration of the executive Directors and senior management; and
4. make recommendation to the Board on the remuneration of NEDs and INEDs.

No matters relating to share schemes under Chapter 17 of the Listing Rules were required to be reviewed or approved by the Remuneration Committee during the Year.

Nomination Committee

The Company established the Nomination Committee pursuant to a resolution of the Directors passed on 5 November 2010 with written terms of reference in compliance with the CG Code. Under its term of reference, the Nomination Committee is, among other things, to make recommendations to the Board on the appointment or reappointment of Directors and the management of the Board succession; to make recommendations to the Board for potential Board members; to review the structure, size and composition of the Board; and to assess the independence of INEDs.

As at 31 March 2023, the Nomination Committee consisted of four members (one executive Director and three independent non- executive Directors), namely Ms. Kwan Lai Man, Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. The chairman of the Nomination Committee is Dr. Tang Sing Hing, Kenny.

During the Year, the Nomination Committee convened 1 meeting and performed the following work:

1. reviewed the structure, size and composition of the Board;
2. assessed the independence of INEDs;
3. nominated suitable and qualified individual for directorship; and
4. made recommendations to the Board on the appointment or reappointment of Directors and succession planning for the Directors.

Nomination Policy

The Board has adopted a nomination policy (the “**Nomination Policy**”) which sets out the principles on guiding the Nomination Committee to identify and evaluate a candidate for nomination to (i) the Board for appointment, or to (ii) shareholders of the Company for election. The Nomination Policy could assist the Company to achieve board diversity in the Company and enhance the effectiveness of the Board and its corporate governance standard.

The Nomination Policy sets out the criteria in evaluation, selection and recommendation of any candidate for directorship of the Company, including but not limited to, diversity in aspects under the Board Diversity Policy, commitment for responsibilities of the Board, qualifications, reputation for integrity, potential contributions to the Board, and plan(s) in place for the orderly succession of the Board, and in case of the nomination of independence non-executive Directors, meeting the independence requirements with reference to the guidelines set out in the Listing Rules.

In addition, the nomination procedures with regard to the new appointment, election or re-election of a Director are set out in the Nomination Policy. The Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder of the Company as a nominee for election to the Board and the appointment or re-appointment of Directors and succession planning for Directors is subject to the approval of the Board. The Nomination Committee may make the recommendation by submitting a proposal containing the nominating intention, the candidate’s consent to

CORPORATE GOVERNANCE REPORT

be nominated and the candidate's personal profile and other relevant information to the Board for consideration.

Each proposed new appointment, election or re-election of a Director shall be assessed and/or considered against the criteria and qualifications set out in the Nomination Policy by the Nomination Committee which shall recommend its views to the Board and/or the Shareholders for consideration and determination.

The Nomination Committee will monitor the implementation of the Nomination Policy and from time to time review the Nomination Policy to ensure its effectiveness.

INDEPENDENT AUDITORS' REMUNERATION

The Company's independent external auditors is HLB Hodgson Impey Cheng Limited. The roles and responsibilities of our external auditors are stated in the Independent Auditors' Report.

Nature of services	2023 Fee paid/ payable HK\$'000	2022 Fee paid/ payable HK\$'000
Audit services	850	850
Non-audit services - Review services	150	150
Total	1,000	1,000

Directors' Accountability and Auditing

The Directors are collectively responsible for preparing the consolidated financial statements of the Group for the year ended 31 March 2023 to reflect a true and fair view of the Group's financial position as at 31 March 2023 and of its results and cash flows for the Year.

In preparing of the consolidated financial statements for the year ended 31 March 2023, the generally accepted accounting principles in Hong Kong, the Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards are adopted, with consistent use of appropriate accounting policies, for making reasonable and prudent judgments and estimates. The consolidated financial statements for the year ended 31 March 2023 were prepared on a going concern basis.

The statement of the auditors of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditors' Report in this annual report.

Pursuant to code provision C.1.3 of the CG Code, where the directors are aware of material uncertainties relating to events or conditions that may cast significant doubt on the issuer's ability to continue as a going concern, they should be clearly and prominently disclosed and discussed at length in the Corporate Governance Report.

CORPORATE GOVERNANCE REPORT

The auditor of the Company draws attention to note 2 in the consolidated financial statements, which indicates that the Group incurred a net loss of approximately HK\$49,168,000 during the year ended 31 March 2023 and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK\$174,216,000. As stated in note 2, these events or conditions, along with other matters as set forth in note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Auditor's opinion is not modified in respect of this matter.

In view of these circumstances and the impact of COVID-19, the Group has been continuously implementing measures to improve its profitability and operating performance and to mitigate the liquidity pressure. These measures include (1) implementing business strategies to enhance the production efficiency of the Group's own brand products and aiming to reduce the product cost by self-production, (2) continuing its measures to control administrative and operating costs, and (3) looking for other sources of finance including equity financing to enhance the capital structure and reduce the overall finance costs.

With respect to the Group's bank financing, the Group maintains continuous communication with its principal banks. As at 31 March 2023, the Group had unutilised banking facilities of approximately HK\$38,385,000. The directors of the Company are not aware of any intention of the principal banks to withdraw their banking facilities or require early repayment of the bank borrowings. Taking into account the good track record and relationships with the banks and the fair value of the pledged properties, the directors believe that the Group will be able to renew the banking facilities upon maturity dates.

The directors have assessed the Group's cash flow projections cover a period of not less than twelve months from 31 March 2023. The key factors that are taken into account by management in the cash flow projections include the anticipated cash flows from the Group's operations, capital expenditures, continuous availability of banking facilities and the impact of COVID-19. The Group's ability to achieve the projected cash flows depends on management's ability to successfully implement the aforementioned improvement measures on profitability and liquidity and the continuous availability of banking facilities.

The directors are of the opinion that, taking into account the expected renewals of the bank borrowings and the unutilised banking facilities, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 March 2023. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

COMPANY SECRETARY

During the period from 1 April 2022 to 30 June 2022, the Company engaged Ms. Polien Kho, an external service provider, as the Company Secretary. On 1 July 2022, the Company appointed Mr. Wong Octokid, the financial controller of the Company, as the Company Secretary.

Company Secretary is responsible for ensuring the effective conduct of meetings and that proper procedures are followed (including organising meetings, preparing agendas and the written resolutions or minutes, collating and distributing meeting materials, and keeping records of substantive matters discussed and decisions resolved at the meetings). He/she also advises the Board on compliance and corporate governance matters (including updating the Board on any legal and regulatory changes and facilitating the induction and professional development of the Directors).

The Board has access to the advice and services of the Company Secretary at all times. Mr. Wong has confirmed that he has attended not less than 15 hours of relevant professional training during the Year.

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to Convene an Extraordinary General Meeting

Pursuant to Article 64 of the Articles of Association of the Company, an extraordinary general meeting can be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth (10%) of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 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 are no provisions in the Articles of Association of the Company or the Companies Law of the Cayman Islands for Shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph.

Procedures for Proposing a Person for Election as a Director

Pursuant to Article 113 of the Articles of Association of the Company, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office of the Company in Hong Kong or at the Hong Kong branch share registrar and transfer office of the Company no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days. The procedures for the shareholders of the Company to propose a person for election as a Director are also posted on the website of the Company.

Procedures for Raising Enquiries to the Board

Shareholders may send their enquiries and concerns together with their names and contact information to the Board by addressing them to the head office in Hong Kong at Unit 1213–1215, 12/F, Seapower Tower, Concordia Plaza, No. 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong by post or by e-mail to contact@hinsanggroup.com for the attention of the Company Secretary.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

INVESTOR RELATIONS

Constitutional Documents

During the Year, the Board obtained the approval of the Shareholders at the annual general meeting of the Company held on 29 September 2022 to amend and restate the then existing memorandum and articles of association of the Company in order to bring it up-to-date and in line with the amendments made to the Listing Rules and the applicable laws of Cayman Islands. The up-to-date version of the memorandum and articles of association of the Company is available for viewing on the websites of the Company and the Stock Exchange.

CORPORATE GOVERNANCE REPORT

Save as disclosed above, there was no other amendment made to the constitutional documents of the Company during the Year.

Communication with Shareholders

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 appropriate investment decisions.

The members of the Board, the Board committees and the external auditors will be present to answer Shareholders' questions in the annual general meetings of the Company. Circulars will be distributed to all Shareholders before the annual general meeting and any extraordinary general meetings in accordance with the timeline requirement as laid down in the Listing Rules and the Articles of Association of the Company. All the resolutions proposed to be approved at the general meetings will be taken by poll and poll voting results will be published on the websites of the Stock Exchange and the Company after the relevant general meetings.

As a channel to promote effective communication, the Group maintains a website where information on the Company's announcements, financial information and other information are posted. Shareholders and investors may write directly to the Company at its principal place of business in Hong Kong with any enquiries.

The Board has reviewed the implementation and effectiveness of the Shareholders' communication policy of the Company. The Board is of the view that the Shareholders' communication policy was adequate and effective during the Year, having considered the communication channels in place to provide the Shareholders and the investor community with information about the latest development of the Group in a timely manner, and the various communication channels established by the Company between itself and its Shareholders, investors and other stakeholders to allow the Company to receive feedback effectively.

DIVIDEND POLICY

The Board has adopted the dividend policy (the "**Dividend Policy**") which sets out the guidelines for the Board on determining any declaration of dividends and the level of the dividend to be paid to the shareholders of the Company, which allow shareholders of the Company to participate in the profits of the Group whilst retaining adequate reserves for the Group's future growth. The Board shall consider the following factors before declaring or recommending dividends:

1. the Group's actual and expected financial performance;
2. retained earnings and distributable reserves of the Group;
3. the Group's working capital requirements, capital expenditure requirements and future plans;
4. the Group's liquidity position;
5. general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
6. other factors that the Board deems relevant.

The dividend payout ratio will vary from year to year. There is no assurance that dividends will be paid in any particular amount for any given period.

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROL

Goals and Objectives

The Board is responsible for the risk management and internal control systems and reviewing their effectiveness on an ongoing basis. The Board acknowledged that the risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

Main Features of the Risk Management and Internal Control Systems

The Board places great importance on the Group's risk management and internal control systems and has ultimate responsibilities for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems. The Board is also responsible for overseeing in the design, implementation and monitoring of the risk management and internal control systems on an ongoing basis. The Board is committed to review the adequacy and effectiveness of the Group's risk management and internal control systems at least annually.

The Board, through the Audit Committee, has conducted a review of the effectiveness of the system of risk management and internal control system of the Group, including the adequacy of resources, the qualifications and experience of staff of the Company's accounting and financial reporting functions. The Audit Committee oversees the systems of risk management and internal control of the Group and continuously communicates any significant matters to the Board.

Risk Management Framework

The Group's risk management framework comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives;
- Evaluation: Analyse the likelihood and impact of risks and evaluate the risk portfolio according to such analysis; and
- Management: Consider the risk responses, ensure effective communication to the Board and ongoing monitor the residual risks.

Such framework provides a systematic approach to risk management process, which is embedded in the system of internal controls as an integral part of corporate governance. The risk management framework helps sustain business success, creates value for stakeholders and supports the Board in discharging its corporate governance responsibilities by proactively identifying, addressing and managing key risks within the Group. The Risk Management framework is aligned with the Committee of the Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework. The components of the framework are as follows:

- Control Environment: A set of standards, processes and structures that provide the basis for internal control across the Group;
- Risk Assessment: A dynamic and iterative process for identifying and analyzing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed;
- Control Activities: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out;

CORPORATE GOVERNANCE REPORT

- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls; and
- Monitoring: Ongoing and separate evaluations to ascertain whether each component of internal control is in place and functions.

The management takes direct risk management responsibilities as risk owners.

Risk Assessment

During the Year, management of the Company: 1) conducted risk assessment to identify, filter and prioritise the key risks faced by the Group; 2) established a risk register to document the Group's key risks and their respective risk levels; and 3) identified the mitigating measures for the identified key risks, and the person-in-charge to monitor and follow up the implementation progress of the mitigating measures.

Moreover, there are top eight priority risks which have been identified under four categories: 1) business and strategic risk; 2) operational risk; 3) regulatory compliance risk; and 4) financial & reporting risk.

Internal Audit Function

The Internal Audit Department ("IAD") is an independent and objective body, which performs the Group's internal audit function and directly reports to the Audit Committee and the Board at least annually. The manager of IAD has a direct access to the Chairman of the Audit Committee and the Board.

The IAD has an unlimited access to reviewing the Group's activities, internal control, risk management, and corporate governance related issues. One of the functions is to assist the Board in independently assessing the effectiveness and adequacy of the internal control systems, risk management process, and more importantly seeking continuous improvement.

To align with the Group's growth and latest business developments, the IAD will always review its adequacy and competency of knowledge and attend corresponding workshops and/or seminars whenever thinks fit.

Internal Audit Activities

The IAD has adopted a risk-management based approach in developing the annual internal audit planning memorandum, which corresponds to the risk management framework. Risk assessment, which is regarded as a major and dynamic process, is performed on a regular basis so as to identify, prioritise and scope business activities and simultaneously cover business activities with significant risks across the Group. The Audit Committee reviews and approves the annual internal audit planning memorandum. In each individual audit assignment, significant risk areas such as finance, operation, compliance and fraud risk would further be assessed in order to evaluate internal control effectiveness and the mitigation efforts made by the management.

CORPORATE GOVERNANCE REPORT

All audit findings and corresponding recommendations on control deficiencies of each audit assignment would be well communicated to the management, who needs to initiate any remedial actions to correct those control deficiencies within a reasonable period of time. Subsequent reviews are purposefully done to monitor whether those remedial actions have been performed right on time and correctly. Significant deficiencies of individual assignment are reported to and reviewed by the Audit Committee.

Through the ongoing reviewing the adequacy and effectiveness of the management's awareness of some key operational processes, the IAD discharges its duties of performing audit assignment on those areas on an ad hoc basis if necessary.

Review of Risk Management and Internal Control Effectiveness

The Board is responsible for maintaining an adequate internal control system to safeguard shareholder investments and Company's assets and with the support of the Audit Committee, reviewing the effectiveness of such system on an annual basis. The Audit Committee oversees the system of risk management and internal control of the Group and continuously communicates any significant matters to the Board. The Board considered that the Group's risk management and internal control systems were effective and adequate during the Year under review.

The Audit Committee has annually reviewed the adequacy of resources, qualifications, experience and training programs of the Group's accounting and financial reporting staff and considered that staffing is adequate. All staff has sufficient competence to carry out their roles and responsibilities.

Findings and recommendations concerning improvements to the Group's internal controls have been reviewed by the Audit Committee and the Board. The Board considered the Group's risk management system and internal control system of the Group, including the adequacy of resources, qualifications and experience of staff of the accounting, internal audit, and financial reporting function, and their training programs and budget, are effective and adequate, and have complied with provisions of the CG Code during the Year.

REPORT OF THE DIRECTORS

The Board is pleased to present to the Shareholders their annual report together with the audited financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the marketing, selling and manufacturing of healthcare products primarily targeting at children, among which “Hin Sang (衍生)” has been a long established reputable brand. To align with the consumers' trend, the Group continues to expand the e-commerce business through electronic platforms. To leverage on existing resources to increase profit, the Group also trades in personal care products of reputable brands. It is also developing its business in mother infant Chinese medical healthcare as well as diagnosis and treatment services projects. Details of principal activities of the Company's principal subsidiaries are set out in note 38 to the consolidated financial statements. There has been no significant change in the principal business of the Group during the Year. The segment information of the operations of the Group for the Year is set out in note 7 to the consolidated financial statements.

BUSINESS REVIEW

The business review of the Group for the Year including a fair review of the business and discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the year ended 31 March 2023 (if any), indication of likely future developments in the Group's business, certain financial key performance indicators which complement and supplement our financial disclosures, an account of the Company's relationships with its stakeholders, and the environmental policies and performance of the Group are set out in the sections namely “Chairman's Statement”, “Management Discussion and Analysis”, “Corporate Governance Report”, “Five Years Financial Summary”, and “Environmental, Social and Governance Report” of this Annual Report. These discussions form part of this Report of the Directors. The Group complies with the requirements under the Companies Ordinance, the Listing Rules and the Securities and Futures Ordinance (the “SFO”) for the disclosure of information and corporate governance.

REPORT OF THE DIRECTORS

USE OF PROCEEDS FROM SUBSCRIPTION

The Company completed a subscription of new shares in June 2016 (the “**Subscription**”) and the net proceeds of the Subscription were used to invest in a joint venture company (established with Fullshare in July 2016). The following table discloses proceeds from the Subscription and the Shareholder’s Loan injected or to be injected into the joint venture company during the Year:

Source of Fund (HK\$'000)	Capital Structure	Remaining to be injected as at 31 March 2022	Injected for the year ended 31 March 2023	Remaining to be injected as at 31 March 2023
Subscription of JV Shares by the Company (51%) of HK\$60,000,000	30,600	-	-	-
Subscription of JV Shares by Fullshare (49%) of HK\$60,000,000	29,400	-	-	-
Shareholder’s loan from the Company	69,400	34,910	-	34,910
Controlling Shareholder’s loan from Genwealth	58,280	58,280	-	58,280
	187,680	93,190	-	93,190

OPERATING RESULTS AND RESERVES

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 91 to 92 of this annual report. The details of the reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in equity on page 95 and note 39 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company’s reserves available for distribution to Shareholders as at 31 March 2023 were approximately HK\$571.6 million. Under the Companies Law of the Cayman Islands, subject to the provisions of memorandum of association of the Company or the articles of association (the “**Articles of Association**”), the Company’s share premium account may be applied to pay distributions or dividends to shareholders provided that immediately following the date of distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

DIVIDENDS

The Board does not recommend the payment of a final dividend for the Year.

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to its Shareholders by reason of their holding of the Company’s securities.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group are set out in note 17 to the consolidated financial statements.

REPORT OF THE DIRECTORS

INVESTMENT PROPERTIES

Details of the movement in the investment properties of the Group are set out in note 19 to the consolidated financial statements.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming AGM of the Company, the register of members of the Company will be closed from Monday, 25 September 2023 to Thursday, 28 September 2023, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 22 September 2023.

ANNUAL GENERAL MEETING

The AGM of the Company will be held on 28 September 2023 and the notice of AGM will be published and dispatched to Shareholders of the Company in due course.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 172 of this annual report.

SHARE CAPITAL

Details of the movements in share capital of the Company during the Year are set out in note 30 to the consolidated financial statements.

SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 March 2023 are set out in note 38 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

REPORT OF THE DIRECTORS

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold and redeemed any of the Shares during the Year.

CHARITABLE DONATIONS

The Group's total charitable donations for the Year amounted to approximately HK\$181,000.

MAJOR CUSTOMERS AND SUPPLIERS

The followings are the percentage of sales and purchases attributable to the major customers and suppliers of the Group for the Year:

Sales

- the largest customer 12.0%
- the five largest customers 42.0%

Purchases

- the largest supplier 10.2%
- the five largest suppliers 37.8%

During the Year, none of the Directors, or any of their close associates or any Shareholders who, to the knowledge of the Directors, hold over 5% of the issued share capital of the Company, had any beneficial interest in the major customers or suppliers of the Group noted above.

MANAGEMENT CONTRACTS

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

DIRECTORS

The Directors of the Company during the Year were as follows:

Executive Directors

Mr. Pang Siu Hin (*Chairman and Chief Executive Officer*)
Ms. Kwan Lai Man

Non-executive Directors

Ms. Wong Wai Ling
Ms. Tian Shanshan

REPORT OF THE DIRECTORS

Independent Non-executive Directors

Mr. Lau Chi Kit
Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny

Pursuant to Article 108(a) and (b) of the Articles of Association, at each AGM one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every 3 years. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. In addition, code provision A.4.2 of the CG Code also stipulates that each Director should be subject to retirement by rotation at least once every three years.

Pursuant to Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.

Mr. Pang Siu Hin, Mr. Lau Chi Kit and Dr. Tang Sing Hing, Kenny will be retired at the forthcoming AGM and, being eligible, will be available for re-election as Directors.

The Company has received annual confirmation of independence from the three independent non-executive Directors pursuant with Rule 3.13 of the Listing Rules and considers that they are independent.

BIOGRAPHIES DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group are set out on pages 18 to 21 of this annual report.

DIRECTORS' SERVICE CONTRACT

Each of the executive Directors and non-executive Directors has entered into a service agreement with the Company. Each service contract is for an initial term of three years and shall continue thereafter unless and until it is terminated by the Company or the Director giving to the other not less than three months' prior notice in writing.

Each of the independent non-executive Directors has entered into a service agreement with the Company under which each of them is appointed for a period of one year.

No Director (including the Directors proposed to be re-elected at the forthcoming annual general meeting of the Company) has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

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

As at 31 March 2023, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions of which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were required to be disclosed,

REPORT OF THE DIRECTORS

under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules were as follows:

Long Position in Shares and the Underlying Shares of the Company

Name of Director	Capacity	Number of Shares held	Number of options held	Approximate percentage of shareholding (Note 3)
Mr. Pang Siu Hin	Beneficial owner	–	8,125,000	0.74%
	Interest of spouse (Note 1)	13,608,000	5,885,000	1.79%
	Interest of a controlled corporation and family interest (Note 2)	554,242,000	–	50.76%
		567,850,000	14,010,000	53.29%
Ms. Kwan Lai Man	Beneficial owner	13,608,000	5,885,000	1.79%
	Interest of spouse (Note 1)	–	8,125,000	0.74%
	Interest of a controlled corporation and family interest (Note 2)	554,242,000	–	50.76%
		567,850,000	14,010,000	53.29%

Note 1: Mr. Pang Siu Hin and Ms. Kwan Lai Man are married couple. Each of Mr. Pang Siu Hin and Ms. Kwan Lai Man is therefore deemed to be interested in the underlying Shares held by each other under the SFO.

Note 2: Genwealth is beneficially owned as to 90% by Mr. Pang Siu Hin and 10% by Ms. Kwan Lai Man. Accordingly, Mr. Pang Siu Hin and Ms. Kwan Lai Man are deemed to be interested in the 554,242,000 Shares held by Genwealth under the SFO.

Note 3: This percentage was compiled based on the Shares in issue as at 31 March 2023 (i.e. 1,091,796,000 shares).

Long Position in Genwealth, an Associated Corporation of the Company

Name of Director	Capacity	Number of Shares held	Approximate percentage of shareholding
Mr. Pang Siu Hin	Beneficial owner	36,000	90%
Ms. Kwan Lai Man	Beneficial owner	4,000	10%

Save as disclosed above, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, 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 to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions therein that they shall be deemed to have pursuant to such provisions of the SFO), or any interests or short positions which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or any interests or short positions which have to be notified to the Company and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules.

REPORT OF THE DIRECTORS

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2023, so far as it is known to the Directors or chief executives of the Company, the following persons, not being a Director or chief executive of the Company, had, or were deemed or taken to have an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

Long Position in Shares

Name	Capacity	Number of Shares held	Approximate percentage of interest (Note 2)
Genwealth	Beneficial owner	554,242,000	50.76%
Viewforth Limited	Beneficial owner (Note 1)	250,000,000	22.90%
Fullshare Holdings Limited	Interest in a corporation (Note 1)	250,000,000	22.90%

Note 1: The 250,000,000 Shares are held by Viewforth Limited. Viewforth Limited is wholly-owned by Fullshare Holdings Limited and therefore, Fullshare Holdings Limited is deemed to be interested in the same number of Shares held by Viewforth Limited under the SFO.

Note 2: This percentage was compiled based on the Shares in issue as at 31 March 2023 (i.e. 1,091,796,000 shares).

Save as disclosed above, so far as it is known to the Directors or chief executives of the Company, there was no other person (other than a Director or chief executive of the Company) who had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective associates nor was the Company and any of its subsidiaries a party to any arrangement to enable the Directors or their respective associates to acquire such rights in any other body corporate.

EQUITY-LINKED AGREEMENTS

Save as disclosed in the section headed "Share Option Schemes" in this report, 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 or subsisted at the end of the Year.

SHARE OPTION SCHEMES

The Company adopted two share option schemes on 25 September 2014, namely the Pre-IPO Share Option Scheme and the Share Option Scheme under the written resolutions of the sole shareholder of the Company.

(1) Pre-IPO Share Option Scheme

The salient terms of the Pre-IPO Share Option Scheme are set out below. For details of the terms of the Pre-IPO Share Option Scheme, please refer to the prospectus of the Company dated 30 September 2014 (the "**Prospectus**").

The purpose of Pre-IPO Share Option Scheme is to recognise the contribution of certain employees, executives or officers of the Group made or will make to the growth of the Group and/or the listing of Shares on the Stock Exchange.

Each option gives the holder the right to subscribe for one Share. The maximum number of Shares in respect of which options may be granted under the Pre-IPO Share Option Scheme shall not exceed 24,640,000 Shares, representing 3.1% of total number of Shares in issue immediately following the completion of the Share Offer and Capitalisation Issue (as defined in the Prospectus).

No option may be granted to any eligible participant which, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of the options already granted or to be granted to such eligible participant under the Pre-IPO Share Option Scheme (including exercised, cancelled and outstanding share options) in any 12-month period up to and including the date of such grant exceeding 1% in aggregate of the Shares in issue as at the date of such grant. Any grant of further options above this limit shall be subject to the approval of the Shareholders at general meeting, with such grantee and his or her close associates or associates, as applicable, abstaining from voting.

An offer of grant of share options shall be deemed to have been accepted when the offer letter has been duly signed and a consideration of HK\$1.00 has been paid by the grantee.

The exercise price per Share under the Pre-IPO Share Option Scheme is HK\$0.826, which is equivalent to a 30% discount of the offering price per Share in the initial public offer on 16 October 2014.

No further options will be offered or granted by the Company under the Pre-IPO Share Option Scheme upon the listing of the Shares on the Stock Exchange.

As at the date of this annual report, the total number of Shares available for issue under the Pre-IPO Share Option Scheme was 8,928,000 Shares, representing approximately 0.82% of the total number of issued Shares at such date.

REPORT OF THE DIRECTORS

The following table discloses movements in the outstanding share options granted under the Pre-IPO Share Option Scheme during the Year:

Category or name of participant	Date of grant	Exercise price per share HK\$	Exercise period ^(Note)	Number of share options				outstanding as at 31 March 2023
				outstanding as at 1 April 2022	exercised during the Year	lapsed during the Year	cancelled during the Year	
Directors								
Mr. Pang Siu Hin	25/9/2014	0.826	16/10/2018–24/9/2024	2,720,000	-	-	-	2,720,000
	25/9/2014	0.826	16/10/2019–24/9/2024	2,720,000	-	-	-	2,720,000
				5,440,000	-	-	-	5,440,000
Ms. Kwan Lai Man	25/9/2014	0.826	16/10/2018–24/9/2024	1,600,000	-	-	-	1,600,000
	25/9/2014	0.826	16/10/2019–24/9/2024	1,600,000	-	-	-	1,600,000
				3,200,000	-	-	-	3,200,000
Employees								
Employees at aggregate	25/9/2014	0.826	16/10/2019–24/9/2024	288,000	-	-	-	288,000
				288,000	-	-	-	288,000
Total				8,928,000	-	-	-	8,928,000

Note:

1. The options granted on 25 September 2014 are exercisable in the following manner:

- 20% of the options shall vest on and be exercisable from the date which is the first anniversary of the Listing Date (i.e. 16 October 2015);
- 20% of the options shall vest on and be exercisable from the date which is the second anniversary of the Listing Date (i.e. 16 October 2016);
- 20% of the options shall vest on and be exercisable from the date which is the third anniversary of the Listing Date (i.e. 16 October 2017);
- 20% of the options shall vest on and be exercisable from the date which is the fourth anniversary of the Listing Date (i.e. 16 October 2018); and
- 20% of the options shall vest on and be exercisable from the date which is the fifth anniversary of the Listing Date (i.e. 16 October 2019).

During the Year, no option was exercised, lapsed or cancelled under the Pre-IPO Share Option Scheme.

(2) Share Option Scheme

The salient terms of the Share Option Scheme are set out below. For details of the terms of the Share Option Scheme, please refer to the prospectus of the Company dated 30 September 2014.

The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions that Eligible Participants (as defined below) have made or may make to the Group so as to motivate the Eligible Participants to optimise their performance and efficiency for the benefit of the Group, and attract, retain or otherwise maintain ongoing business relationship with the Eligible Participants whose contributions are, will or expected to be beneficial to the Group.

Under the Share Option Scheme, the Board may at its discretion grant options to (i) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the "**Affiliate**"); (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate (the "**Eligible Participants**").

Each option gives the holder the right to subscribe for one Share. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time.

The total number of Shares which may be issued upon exercise of all options (excluding options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme(s) of the Group) to be granted under the Share Option Scheme and any other schemes shall not, in aggregate, exceed 80,000,000 Shares (the "**Scheme Mandate Limit**"), representing 10% of the Shares in issue as at the Listing Date, unless approved by the Shareholders pursuant to the terms of the Share Option Scheme. Subject to the rules of the Share Option Scheme and the relevant requirements under the Listing Rules, the Company may seek separate Shareholders' approval in general meeting to renew the Scheme Mandate Limit, provided always that the Scheme Mandate Limit so renewed must not exceed 10% of the Shares in issue as at the date of approval of such renewal.

No option may be granted to any Eligible Participant which, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of the options already granted or to be granted to such Eligible Participant under the Share Option Scheme (including exercised, cancelled and outstanding share options) in any 12-month period up to and including the date of such grant exceeding 1% in aggregate of the Shares in issue as at the date of such grant. Any grant of further options above this limit shall be subject to the approval of the Shareholders at general meeting, with such grantee and his or her close associates or associates, as applicable, abstaining from voting.

An offer of grant of share options shall be deemed to have been accepted when the offer letter has been duly signed and a consideration of HK\$1.00 has been paid by the grantee.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof. The Share Option Scheme does not specify any minimum period for which an option must be held before it can be exercised, which is to be determined by the Board upon the grant of an option.

REPORT OF THE DIRECTORS

The exercise price of option Shares is determined by the Board and shall not be less than the highest of (i) the closing price of the Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day; (ii) an amount equivalent to the average closing price of the Share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the relevant option; and (iii) the nominal value of the Share on the date of grant.

Subject to earlier termination by the Company in general meeting or by the Directors, the Share Option Scheme shall be valid and effective for a period of ten years commencing on 16 October 2014 and will therefore expire on 15 October 2024, after which no further option will be issued.

As at 1 April 2022 and 31 March 2023, the number of share options that remained available for grant under the Share Option Scheme were 73,730,000 and 73,730,000, respectively. As at the date of this annual report, the total number of Shares available for issue under the Share Option Scheme was 80,000,000 Shares, representing approximately 7.3% of the total number of issued Shares at such date.

The following table discloses the movements in the outstanding share options granted under the Share Option Scheme during the Year:

Category or name of participant	Date of grant	Exercise price per share HK\$	Exercise period ^(Note)	Number of share options					outstanding as at 31 March 2023
				outstanding as at 1 April 2022	granted during the Year	exercised during the Year	lapsed during the Year	cancelled during the Year	
Directors									
Mr. Pang Siu Hin	28/4/2015	1.46	28/4/2017–27/4/2025	225,000	-	-	-	-	225,000
	28/4/2015	1.46	28/4/2018–27/4/2025	300,000	-	-	-	-	300,000
	3/10/2016	2.144	3/10/2017–2/10/2026	324,000	-	-	-	-	324,000
	3/10/2016	2.144	3/10/2018–2/10/2026	324,000	-	-	-	-	324,000
	3/10/2016	2.144	3/10/2019–2/10/2026	432,000	-	-	-	-	432,000
	21/12/2017	1.412	21/12/2018–20/12/2027	324,000	-	-	-	-	324,000
	21/12/2017	1.412	21/12/2019–20/12/2027	324,000	-	-	-	-	324,000
	21/12/2017	1.412	21/12/2020–20/12/2027	432,000	-	-	-	-	432,000
				2,685,000	-	-	-	-	-2,685,000
Ms. Kwan Lai Man	28/4/2015	1.46	28/4/2017–27/4/2025	225,000	-	-	-	-	225,000
	28/4/2015	1.46	28/4/2018–27/4/2025	300,000	-	-	-	-	300,000
	3/10/2016	2.144	3/10/2017–2/10/2026	324,000	-	-	-	-	324,000
	3/10/2016	2.144	3/10/2018–2/10/2026	324,000	-	-	-	-	324,000
	3/10/2016	2.144	3/10/2019–2/10/2026	432,000	-	-	-	-	432,000
	21/12/2017	1.412	21/12/2018–20/12/2027	324,000	-	-	-	-	324,000
	21/12/2017	1.412	21/12/2019–20/12/2027	324,000	-	-	-	-	324,000
	21/12/2017	1.412	21/12/2020–20/12/2027	432,000	-	-	-	-	432,000
				2,685,000	-	-	-	-	-2,685,000

REPORT OF THE DIRECTORS

Category or name of participant	Date of grant	Exercise price per share HK\$	Exercise period ^(Note)	Number of share options					outstanding as at 31 March 2023
				outstanding as at 1 April 2022	granted during the Year	exercised during the Year	lapsed during the Year	cancelled during the Year	
Employees									
Employees at aggregate	28/4/2015	1.46	28/4/2017–27/4/2025	90,000	-	-	-	-	90,000
	28/4/2015	1.46	28/4/2018–27/4/2025	120,000	-	-	-	-	120,000
	18/11/2016	2.264	18/11/2017–17/11/2026	27,000	-	-	-	-	27,000
	18/11/2016	2.264	18/11/2018–17/11/2026	27,000	-	-	-	-	27,000
	18/11/2016	2.264	18/11/2019–17/11/2026	36,000	-	-	-	-	36,000
				300,000	-	-	-	-	300,000
Consultant									
Consultant	28/4/2015	1.46	28/4/2016–27/4/2025	180,000	-	-	-	-	180,000
	28/4/2015	1.46	28/4/2017–27/4/2025	180,000	-	-	-	-	180,000
	28/4/2015	1.46	28/4/2018–27/4/2025	240,000	-	-	-	-	240,000
				600,000	-	-	-	-	600,000
Total				6,270,000	-	-	-	-	6,270,000

Note:

- The options granted on 28 April 2015 are exercisable in the following manner:
 - 30% of the options shall vest on and be exercisable from 28 April 2016;
 - 30% of the options shall vest on and be exercisable from 28 April 2017; and
 - 40% of the options shall vest on and be exercisable from 28 April 2018.
- The options granted on 3 October 2016 are exercisable in the following manner:
 - 30% of the options shall vest on and be exercisable from 3 October 2017;
 - 30% of the options shall vest on and be exercisable from 3 October 2018; and
 - 40% of the options shall vest on and be exercisable from 3 October 2019.
- The options granted on 18 November 2016 are exercisable in the following manner:
 - 30% of the options shall vest on and be exercisable from 18 November 2017;
 - 30% of the options shall vest on and be exercisable from 18 November 2018; and
 - 40% of the options shall vest on and be exercisable from 18 November 2019.

REPORT OF THE DIRECTORS

4. The options granted on 21 December 2017 are exercisable in the following manner:

- 30% of the options shall vest on and be exercisable from 21 December 2018;
- 30% of the options shall vest on and be exercisable from 21 December 2019; and
- 40% of the options shall vest on and be exercisable from 21 December 2020.

During the Year, no share option was granted, exercised, lapsed or cancelled under the Share Option Scheme.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTION, ARRANGEMENT AND CONTRACT OF SIGNIFICANCE

Other than those transactions disclosed in note 33 to the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company, its holding company or any of its subsidiaries was a party and in which any Director or Controlling Shareholder of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 March 2023, the Directors were not aware of any business or interest of the Directors and their respective associates that had competed or might compete with the business of the Group and any other conflicts of interests which any such person had or might have with the Group.

REMUNERATION FOR DIRECTORS AND SENIOR MANAGEMENT

In compliance with the CG Code, the Company has established the Remuneration Committee to formulate remuneration policies. Directors' remuneration are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties and responsibilities, the recommendations of the Remuneration Committee and the performance and results of the Group. Details of the remuneration of the Company's Directors are set out in note 13 to the consolidated financial statements.

The biographies of members of the senior management as at the date of this annual report are disclosed in the section headed "Directors and Senior Management" in this annual report. Pursuant to the code provision E.1.5 of the CG Code, the emoluments of the senior management (excluding Directors) for the year ended 31 March 2023 are within the following bands:

Remuneration band (HK\$)	Number of individuals	
	2023	2022
Nil to HK\$1,000,000	3	3

REPORT OF THE DIRECTORS

PERMITTED INDEMNITY PROVISIONS

The Articles of Association provides that the Directors, secretary or other officers of the Company shall be entitled to be indemnified out of the assets and profit of the Company from and against all actions, costs, charges, losses, damages and expenses which he or she may incur or sustain or about the execution of their duties in their respective offices. In addition, the Company has maintained appropriate directors and officers liability insurance in respect of the relevant legal actions against the Directors.

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 annual report, the Company has maintained a sufficient public float under the Listing Rules since the date of the Listing to 31 March 2023.

DEED OF NON-COMPETITION

The Controlling Shareholders, including the company wholly owned by each of them respectively, have confirmed to the Company of their compliance with the non-competition undertakings provided to the Company under the Deed of Non-Competition disclosed in the Corporate Governance Report. The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the deed of non-competition have been complied with by the Controlling Shareholders and duly enforced since the Listing Date and up to the date of this annual report.

CORPORATE GOVERNANCE

Please see the "Corporate Governance Report" set out on pages 52 to 69 of this annual report for details of its compliance with the Corporate Governance Code.

AUDITORS

HLB Hodgson Impey Cheng Limited will retire as auditors of the Company at the forthcoming annual general meeting of the Company and a resolution for its re-appointment will be proposed at the said meeting. Save as disclosed above, there was no change in auditors during the past three years.

RELATED PARTIES TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are set out in note 33 to the consolidated financial statements, and none of which falls under the definition of "connected transaction" or "continuing connected transaction" in Chapter 14A of the Listing Rules.

REPORT OF THE DIRECTORS

SPECIFIC PERFORMANCE OBLIGATIONS OF CONTROLLING SHAREHOLDERS UNDER RULE 13.18 OF THE LISTING RULES

As at 31 March 2023, the Company did not have disclosure obligations under Rule 13.18 of the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

The Board is not aware of any significant event that has occurred after 31 March 2023 and up to the date of this annual report which requires disclosure.

ANNUAL REPORT

This annual report is printed in English and Chinese and is available on the Stock Exchange's website at www.hkexnews.hk under the "Listed Company Information" and our Company's website at www.hinsanggroup.com. Printed copies in both languages are posted to Shareholders.

By Order of the Board
Pang Siu Hin
Chairman
Hong Kong, 29 June 2023

INDEPENDENT AUDITORS' REPORT

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

TO THE MEMBERS OF
HIN SANG GROUP (INTERNATIONAL) HOLDING CO. LTD.

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Hin Sang Group (International) Holding Co. Ltd. (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 91 to 171, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2023, 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.

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 Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 in the consolidated financial statements, which indicates that the Group incurred a net loss of approximately HK\$49,168,000 during the year ended 31 March 2023 and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK\$174,216,000. As stated in note 2, these events or conditions, along with other matters as set forth in note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITORS' REPORT

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter

Impairment assessment of property, plant and equipment and right-of-use assets

Refer to notes 17 and 18 in the consolidated financial statements.

As at 31 March 2023, the carrying amounts of the Group's property, plant and equipment and right-of-use assets were approximately HK\$322,230,000 and HK\$214,789,000 respectively. The Group incurred a net loss during the year ended 31 March 2023 as a result of the negative impact from the COVID-19 pandemic. Management concluded that there was impairment indication and conducted a review of the recoverable amounts of property, plant and equipment and right-of-use assets as at 31 March 2023.

How our audit addressed the key audit matter

Our procedures in relation to the impairment assessment of property, plant and equipment and right-of-use assets included:

- Evaluating the competence, capabilities and objectivity of the independent qualified professional valuers engaged by the management;
- Assessing and challenging management's impairment assessment models, which included evaluating the impairment indicators identified by management and assessing the impairment assessment methodology adopted with reference to the requirements of the prevailing accounting standards;
- Assessing management's identification of CGUs and the allocation of assets to each CGU with reference to our understanding of the Group's business and the requirements of the prevailing accounting standards;

INDEPENDENT AUDITORS' REPORT

Key audit matter

Management assessed whether there was any impairment of the carrying amounts of property, plant and equipment and right-of-use assets as at 31 March 2023 using value-in-use calculations or fair value less cost of disposal. Preparing the value-in-use calculations requires management to exercise significant judgement, particularly in relation to revenue forecasts, gross profit margin and discount rates. Preparing the fair value valuation requires management to exercise significant judgement including selection of comparable sales information available in the relevant market.

We identified impairment assessment of property, plant and equipment and right-of-use assets as a key audit matter due to the significance of the balance on the consolidated statement of financial position as at 31 March 2023 and the significant judgements and critical assumptions applied by management in the impairment assessment.

How our audit addressed the key audit matter

- Checking on a sampling basis, the mathematical accuracy of the calculations of the valuation; and
- Engaging a valuation expert in assisting us to assess the appropriateness of the methodology used and reasonableness of the key assumptions made.

INDEPENDENT AUDITORS' REPORT

Key audit matter

Impairment assessment of trade receivables

Refer to note 23 in the consolidated financial statements.

As at 31 March 2023, the gross carrying amount of the Group's trade receivables amounted to approximately HK\$12,627,000 and allowance for credit losses amounted to approximately HK\$2,658,000.

We identified impairment assessment of trade receivables as a key audit matter due to the use of judgement and estimates by management in determining the expected credit losses ("ECL") for the Group's trade receivables.

Management estimated the amount of lifetime ECL for trade receivables based on provision matrix. Estimated loss rates are based on historical observed default rates over the expected life of the debtors, the credit rating of the debtors and forward-looking information that is available without cost or effect.

How our audit addressed the key audit matter

Our procedures in relation to the impairment assessment of trade receivables included:

- Obtaining an understanding of how management assesses the ECL for trade receivables;
- Testing the integrity of information used by management to develop the provision matrix, including ageing analysis of trade receivables, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices; and
- Assessing management's basis and judgement in determining credit loss allowance on trade receivables, the reasonableness of management's grouping of the trade receivables into different categories in the provision matrix, and the basis of estimated loss rates applied in each category in the provision matrix (with reference to historical default rates, credit ratings and forward-looking information).

OTHER INFORMATION

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

INDEPENDENT AUDITORS' REPORT

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The audit committee is responsible for overseeing the Group's financial reporting process.

AUDITORS' 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 HKSAAs 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 HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

- 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.

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 auditors' 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 director on the audit resulting in this independent auditors' report is Kwok Kin Leung.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Kwok Kin Leung

Practising Certificate Number: P05769

Hong Kong, 29 June 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Revenue	6	81,460	120,546
Cost of sales		(42,624)	(51,471)
Gross profit		38,836	69,075
Other income	8	5,874	7,155
Other gains and losses, net	9	(4,215)	10,106
Selling and distribution expenses		(5,349)	(6,839)
Administrative and other operating expenses		(70,309)	(78,069)
Finance costs	10	(14,060)	(12,846)
Loss before tax		(49,223)	(11,418)
Income tax credit/(expense)	11	55	(1,687)
Loss for the year	12	(49,168)	(13,105)
Other comprehensive (expense)/ income			
<i>Item that will not be reclassified to profit or loss:</i>			
Fair value loss on financial assets at fair value through other comprehensive income		(1,216)	(10,065)
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations		(11,505)	5,395
Other comprehensive expense for the year		(12,721)	(4,670)
Total comprehensive expense for the year		(61,889)	(17,775)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Loss for the year attributable to:			
Owners of the Company		(49,491)	(11,910)
Non-controlling interests		323	(1,195)
		(49,168)	(13,105)
Total comprehensive expense for the year attributable to:			
– Owners of the Company		(62,210)	(16,684)
– Non-controlling interests		321	(1,091)
		(61,889)	(17,775)
Loss per share			
	15		
– Basic (HK cents)		(4.53)	(1.09)
– Diluted (HK cents)		(4.53)	(1.09)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 MARCH 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Non-current assets			
Property, plant and equipment	17	322,230	362,371
Right-of-use assets	18	214,789	230,204
Investment properties	19	13,679	10,243
Financial assets at fair value through profit or loss	20	6,267	6,029
Deposits for acquisition of property, plant and equipment		-	17
Financial assets at fair value through other comprehensive income	21	18,541	19,757
Deferred tax assets	29	437	389
		575,943	629,010
Current assets			
Inventories	22	15,865	27,258
Trade and other receivables	23	13,808	19,413
Financial assets at fair value through profit or loss	20	1,665	3,182
Tax refundable		221	513
Bank balances and cash	24	10,775	14,395
		42,334	64,761
Total assets		618,277	693,771
Current liabilities			
Trade and other payables	25	39,273	49,626
Contract liabilities	26	20,372	18,615
Bank borrowings	27	156,110	119,108
Lease liabilities	28	698	967
Current tax liabilities		97	2,394
		216,550	190,710
Net current liabilities		(174,216)	(125,949)
Total assets less current liabilities		401,727	503,061

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 MARCH 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Non-current liabilities			
Bank borrowings	27	160,985	199,508
Lease liabilities	28	627	1,325
Deferred tax liabilities	29	204	428
		161,816	201,261
Net assets			
		239,911	301,800
Capital and reserves			
Share capital	30	109,180	109,180
Reserves		130,204	192,414
Equity attributable to owners of the Company		239,384	301,594
Non-controlling interests		527	206
Total equity		239,911	301,800

The consolidated financial statements on pages 91 to 171 were approved and authorised for issue by the Board of Directors on 29 June 2023 and are signed on its behalf by:

Pang Siu Hin
Director

Kwan Lai Man
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2023

Attributable to owners of the Company

	Share capital HK\$'000 (Note 30)	Share premium HK\$'000	Merger reserve HK\$'000 (Note)	Revaluation reserve HK\$'000	Foreign currency translation reserve HK\$'000	Share options reserve HK\$'000	Retained Profits/ (Accumulated losses) HK\$'000	Amount recognised as other comprehensive income for assets held for sale HK\$'000	Subtotal HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
At 1 April 2021	109,180	705,890	(71,463)	(441,885)	(6,354)	8,952	13,789	169	318,278	1,297	319,575
Loss for the year	-	-	-	-	-	-	(11,910)	-	(11,910)	(1,195)	(13,105)
Other comprehensive expense for the year											
Fair value loss on financial assets at fair value through other comprehensive income	-	-	-	(10,065)	-	-	-	-	(10,065)	-	(10,065)
Exchange differences on translating foreign operations	-	-	-	-	5,291	-	-	-	5,291	104	5,395
Total comprehensive expense for the year	-	-	-	(10,065)	5,291	-	(11,910)	-	(16,684)	(1,091)	(17,775)
Transfer upon disposal of non-current assets classified as held for sale	-	-	-	-	-	-	169	(169)	-	-	-
At 31 March 2022	109,180	705,890	(71,463)	(451,950)	(1,063)	8,952	2,048	-	301,594	206	301,800
Loss for the year	-	-	-	-	-	-	(49,491)	-	(49,491)	323	(49,168)
Other comprehensive (expense)/income for the year											
Fair value loss on financial assets at fair value through other comprehensive income	-	-	-	(1,216)	-	-	-	-	(1,216)	-	(1,216)
Exchange differences on translating foreign operations	-	-	-	-	(11,503)	-	-	-	(11,503)	(2)	(11,505)
Reclassification upon disposal	-	-	-	1,042	-	-	(1,042)	-	-	-	-
Total comprehensive expense for the year	-	-	-	(174)	(11,503)	-	(50,533)	-	(62,210)	321	(61,889)
At 31 March 2023	109,180	705,890	(71,463)	(452,124)	(12,566)	8,952	(48,485)	-	239,384	527	239,911

Note: The merger reserve represents the difference between the share capital of the Company and the aggregate amount of share capital of other companies comprising the Group pursuant to the group reorganisation, after elimination of intra-group investments.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2023

	2023 HK\$'000	2022 HK\$'000
Cash flows from operating activities		
Loss before tax	(49,223)	(11,418)
Adjustments for:		
Finance costs	14,060	12,846
Interest income	(757)	(120)
Loss/(Gain) on disposal of property, plant and equipment	7	(1,251)
Gain on disposal of assets classified as held for sale	-	(8,221)
Depreciation of right-of-use assets	7,260	7,952
Depreciation of property, plant and equipment	10,850	12,437
Loss/(Gain) on fair value change of financial assets at fair value through profit or loss	1,279	(518)
Loss on fair value change of investment properties	765	719
Impairment loss recognised on trade receivables under expected credit loss model	285	113
Gain on lease termination	-	(263)
Loss on revaluation of right-of-use assets and property, plant and equipment upon the transfer from owner-occupied property to investment property	616	-
Gain on deregistration of a subsidiary	-	(16)
Gain arising from use of trademark	-	(1,042)
Operating cash flows before movements in working capital	(14,858)	11,218
Decrease in inventories	17,887	1,855
(Increase)/Decrease in trade and other receivables	4,813	(501)
Decrease in financial assets at fair value through profit or loss	-	18
Decrease in trade and other payables	(7,599)	(1,129)
Increase in contract liabilities	2,348	12,636
Cash generated from operations	2,591	24,097
Income tax refunded	298	571
Income tax paid	(2,487)	(676)
Net cash generated from operating activities	402	23,992

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2023

	2023 HK\$'000	2022 HK\$'000
Cash flows from investing activities		
Interest received	757	120
Proceeds from disposal of property, plant and equipment	-	4,667
Purchases of property, plant and equipment	(4,195)	(343)
Proceeds from disposal of assets classified as held for sale	-	12,098
Decrease/(Increase) in restricted bank balances	1,346	(1,346)
Net cash (used in)/generated from investing activities	(2,092)	15,196
Cash flows from financing activities		
Interest paid	(14,060)	(12,846)
New bank loans raised	160,749	61,184
Repayments of bank loans	(145,815)	(88,617)
Repayments of lease liabilities	(967)	(1,387)
Net cash used in financing activities	(93)	(41,666)
Net decrease in cash and cash equivalents	(1,783)	(2,478)
Cash and cash equivalents at the beginning of year	13,049	15,143
Effect of foreign exchange rates changes	(491)	384
Cash and cash equivalents at the end of year	10,775	13,049
Representing:		
Bank balances and cash	10,775	14,395
Less: restricted bank balances	-	(1,346)
	10,775	13,049

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its parent and ultimate parent is Genwealth Group Holding Company Limited, a company incorporated in the British Virgin Islands. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Group is principally engaged in developing, marketing, selling and distributing of personal care products, healthcare products and household products as well as provision of Chinese medical healthcare related services.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

The Group incurred a net loss of approximately HK\$49,168,000 during the year ended 31 March 2023 and, as of that date, the Group’s current liabilities exceeded its current assets by approximately HK\$174,216,000. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as going concern.

In view of these circumstances and the impact of the COVID-19, the Group has been continuously implementing measures to improve its profitability and operating performance and to mitigate the liquidity pressure. These measures include (1) implementing business strategies to enhance the production efficiency of the Group’s own brand products and aiming to reduce the product cost by self-production, (2) continuing its measures to control administrative and operating costs, and (3) looking for other sources of finance including equity financing to enhance the capital structure and reduce the overall finance costs.

With respect to the Group’s bank financing, the Group maintains continuous communication with its principal banks. As at 31 March 2023, the Group had unutilised banking facilities of approximately HK\$38,385,000. The Directors are not aware of any intention of the principal banks to withdraw their banking facilities or require early repayment of the bank borrowings. Taking into account the good track record and relationships with the banks and the fair value of the pledged properties, the Directors believe that the Group will be able to renew the banking facilities upon maturity dates.

The Directors have assessed the Group’s cash flow projections cover a period of not less than twelve months from 31 March 2023. The key factors that are taken into account by management in the cash flow projections include the anticipated cash flows from the Group’s operations, capital expenditures, continuous availability of banking facilities and economic recovery after COVID-19. The Group’s ability to achieve the projected cash flows depends on management’s ability to successfully implement the aforementioned improvement measures on profitability and liquidity and the continuous availability of banking facilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Directors are of the opinion that, taking into account the expected renewals of the bank borrowings and the unutilised banking facilities, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 March 2023. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Hong Kong Accounting Standard (“HKAS”) 2 Inventories or value in use in HKAS 36 Impairment of Assets.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the Group's annual period beginning on 1 April 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020
Accounting Guideline 5 (revised)	Merger Accounting for Common Control Combinations

The application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/ or on the disclosures set out in these consolidated financial statements.

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1	Non-current Liabilities with Covenants ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

1 Effective for annual periods beginning on or after 1 January 2023.

2 Effective for annual periods beginning on or after a date to be determined

3 Effective for annual periods beginning on or after 1 January 2024

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current (the “2020 Amendments”) and amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- Clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 Financial Instruments: Presentation.
- Specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period. In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group’s financial statements.

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs *(Continued)*

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies *(Continued)*

HKFRS Practice Statement 2 Making Materiality Judgements (the “**Practice Statement**”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

The directors of the Company anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

4. SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group’s accounting policies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of consolidation *(Continued)*

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 Financial Instruments ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Non-current assets held for sale

Non-current assets (and disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Non-current assets held for sale *(Continued)*

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell, except for financial assets within the scope of HKFRS 9 and investment properties which continue to be measured in accordance with the accounting policies as set out in respective sections.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

Variable consideration (Continued)

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Refund liabilities

The Group recognises a refund liability if the Group expects to refund some or all of the consideration received from customers.

Sale with a right of return/exchange

For a sale of products with a right of return/exchange for dissimilar products, the Group recognises all of the following:

- (a) revenue for the transferred products in the amount of consideration to which the Group expects to be entitled (therefore, revenue would not be recognised for the products expected to be returned/exchanged);
- (b) a refund liability/contract liability; and
- (c) an asset (and corresponding adjustment to cost of sales) for its right to recover products from customers and are presented as right to returned goods asset.

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

Incremental costs of obtaining a contract (Continued)

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Short-term leases

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property are presented within "investment properties".

Refundable rental deposits

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

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

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

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

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessor (Continued)

Classification and measurement of leases (Continued)

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model. Variable lease payments for operating leases that depend on an index or a rate are estimated and included in the total lease payments to be recognised on a straight-line basis over the lease term. Variable lease payments that do not depend on an index or a rate are recognised as income when they arise.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 Revenue from Contracts with Customers to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Foreign currencies *(Continued)*

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Share-based payments

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

Share options granted to non-employees

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation (Continued)

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

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation *(Continued)*

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land classified as right-of-use assets) at the date of transfer is recognised in other comprehensive income and accumulated in revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of assets other than properties under construction less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties also include leased properties which are being recognised as right-of-use assets and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. A leased property which is recognised as a right-of-use asset is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amounts of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment on property, plant and equipment and right-of-use assets *(Continued)*

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

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

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Classification and subsequent measurement of financial assets (Continued)

- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including trade receivables, deposits, other receivables and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

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

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor’s ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

(i) Significant increase in credit risk *(Continued)*

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, the credit rating of the debtors and forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

*Derecognition of financial assets *(Continued)**

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities at amortised cost

Financial liabilities are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability 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 recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Cash and cash equivalents in cashflow statement

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Related parties

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

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

or

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Provision of ECL for trade receivables

The Group uses practical expedient in estimating ECL on trade receivables using a provision matrix. The provision rates are based on ageing of debtors as groupings of various debtors taking into consideration the Group's historical default rates, the credit rating of the debtors and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in note 37.

Estimated impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash generating unit to which the asset belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

6. REVENUE

The following is an analysis of the Group's revenue:

	2023 HK\$'000	2022 HK\$'000
Sales of goods	80,765	118,938
Provision of healthcare services	695	1,608
	81,460	120,546

(i) Disaggregation of revenue from contracts with customers

For the year ended 31 March 2023

Segments	Product Development Segment HK\$'000	Brand Development and Management Segment HK\$'000	Trading of Goods Segment HK\$'000	Healthcare Segment HK\$'000	Total HK\$'000
Type of goods or services					
Sales of healthcare products	75,716	-	9	-	75,725
Sales of personal care products	2,924	1,374	738	-	5,036
Sales of household products	4	-	-	-	4
Healthcare service	-	-	-	695	695
Total	78,644	1,374	747	695	81,460
Geographical markets					
Hong Kong, China	43,917	1,374	747	-	46,038
Mainland China	34,727	-	-	695	35,422
Total	78,644	1,374	747	695	81,460
Timing of revenue recognition					
A point in time	78,644	1,374	747	695	81,460

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

6. REVENUE (Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

For the year ended 31 March 2022

Segments	Product Development Segment HK\$'000	Brand Development and Management Segment HK\$'000	Trading of Goods Segment HK\$'000	Healthcare Segment HK\$'000	Total HK\$'000
Type of goods or services					
Sales of healthcare products	79,622	-	158	-	79,780
Sales of personal care products	36,635	1,070	130	-	37,835
Sales of household products	1,020	281	22	-	1,323
Healthcare service	-	-	-	1,608	1,608
Total	117,277	1,351	310	1,608	120,546
Geographical markets					
Hong Kong, China	70,265	1,343	310	541	72,459
Mainland China	47,012	8	-	1,067	48,087
Total	117,277	1,351	310	1,608	120,546
Timing of revenue recognition					
A point in time	117,277	1,351	310	1,608	120,546

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

6. REVENUE *(Continued)*

(ii) Performance obligations for contracts with customers

Sales of healthcare products, personal care products and household products

The Group sells healthcare products, personal care products and household products to retailers and distributors and directly to customers both through its retail outlets and through online sales.

For sales of goods to retailers and distributors, revenue is recognised when control of the goods has transferred, being when the goods have been shipped to their specific location (delivery). Following delivery, the retailers and the distributors have full discretion over the manner of distribution and price to sell the goods, have the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 0 to 75 days upon delivery.

For sales of goods to retail customers, revenue is recognised when control of the goods has transferred, being at the point the customer purchases the goods at the retail outlet. Payment of the transaction price is due immediately at the point the customer purchases the goods.

For online sales, revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. Delivery occurs when the goods have been shipped to the customer's specific location. When the customer initially purchases the goods online, the transaction price received by the Group is recognised as a contract liability until the goods have been delivered to the customer.

Healthcare service

The Group provides mother-infant Chinese medical healthcare service. Generally, the Group charges one-off healthcare service fee based on an agreed pricing for a specific healthcare service. Revenue from providing this healthcare service is recognised at a point in time when the services are rendered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

7. SEGMENT INFORMATION

Information reported to the Board, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. Specifically, the Group's reportable and operating segments under "HKFRS 8 Operating Segments" are as follows:

1. Product Development Segment – sales of products developed by the Group under own brands
2. Brand Development and Management Segment – sales and distribution of products with exclusive distribution rights
3. Trading of Goods Segment – sales and distribution of products purchased from authorised dealers, independent traders, manufacturers or parallel importers
4. Healthcare Segment – development of mother and child related health products, medical center and related services

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

For the year ended 31 March 2023

	Product Development Segment HK\$'000	Brand Development and Management Segment HK\$'000	Trading of Goods Segment HK\$'000	Healthcare Segment HK\$'000	Total HK\$'000
Revenue					
External sales	78,644	1,374	747	695	81,460
Segment profit/(loss)	(24,723)	(56)	424	(768)	(25,123)
Interest income					757
Loss on fair value change of financial assets at fair value through profit or loss					(1,279)
Finance costs					(14,060)
Unallocated expenses					(9,518)
Loss before tax					(49,223)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

7. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2022

	Product Development Segment HK\$'000	Brand Development and Management Segment HK\$'000	Trading of Goods Segment HK\$'000	Healthcare Segment HK\$'000	Total HK\$'000
Revenue					
External sales	117,277	1,351	310	1,608	120,546
Segment profit/(loss)	786	123	(379)	(3,191)	(2,661)
Interest income					120
Gain on disposal of assets classified as held for sale					8,221
Gain on fair value change of financial assets at fair value through profit or loss					518
Gain arising from use of trademark					1,042
Finance costs					(12,846)
Unallocated expenses					(5,812)
Loss before tax					(11,418)

There were no sales transactions between operating segments.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit/loss represents the profit earned by/loss from each segment without allocation of corporate expenses, gain on disposal of assets classified as held for sale, (loss)/gain on fair value change of financial assets at fair value through profit or loss, gain arising from use of trademark, interest income and finance costs. This is the measure reported to the Board for the purposes of resource allocation and assessment of segment performance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment.

	2023 HK\$'000	2022 HK\$'000
Segment assets		
Product Development Segment	579,427	648,435
Brand Development and Management Segment	160	222
Trading of Goods Segment	142	318
Healthcare Segment	399	532
Total segment assets	580,128	649,507
Unallocated	38,149	44,264
Consolidated assets	618,277	693,771
Segment liabilities		
Product Development Segment	60,244	66,955
Brand Development and Management Segment	39	426
Trading of Goods Segment	15	140
Healthcare Segment	133	146
Total segment liabilities	60,431	67,667
Unallocated	317,935	324,304
Consolidated liabilities	378,366	391,971

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss, bank balances and cash, deferred tax assets, tax refundable and other corporate assets.
- all liabilities are allocated to operating segments other than bank borrowings, lease liabilities, deferred tax liabilities, current tax liabilities and other corporate liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

7. SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 March 2023

	Product Development Segment HK\$'000	Brand Development and Management Segment HK\$'000	Trading of Goods Segment HK\$'000	Healthcare Segment HK\$'000	Total HK\$'000
<i>Amounts included in the measure of segment profit or loss or segment assets:</i>					
Addition to non-current assets	4,212	-	-	-	4,212
Depreciation of right-of-use assets	7,251	9	-	-	7,260
Depreciation of property, plant and equipment	18,297	7	-	-	18,304
Impairment loss on trade receivables recognised in profit or loss	282	3	-	-	285
Loss on disposal of property, plant and equipment	7	-	-	-	7

For the year ended 31 March 2022

	Product Development Segment HK\$'000	Brand Development and Management Segment HK\$'000	Trading of Goods Segment HK\$'000	Healthcare Segment HK\$'000	Total HK\$'000
<i>Amounts included in the measure of segment profit or loss or segment assets:</i>					
Addition to non-current assets	10,612	-	-	36	10,648
Depreciation of right-of-use assets	7,937	15	-	-	7,952
Depreciation of property, plant and equipment	20,575	17	-	345	20,937
Impairment loss on trade receivables recognised in profit or loss	113	-	-	-	113
(Gain)/loss on disposal of property, plant and equipment	(1,682)	-	-	431	(1,251)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

7. SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations are located in Hong Kong and Mainland China.

Information about the Group's revenue from external customers is presented based on location of the operations. Information about the Group's non-current assets (excluding financial assets and deferred tax assets) is presented based on the geographical location of the assets.

	Revenue from external customers		Non-current assets	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Hong Kong, China	46,038	72,459	214,626	222,429
Mainland China	35,422	48,087	336,072	380,406
	81,460	120,546	550,698	602,835

Information about major customers

	2023 HK\$'000	2022 HK\$'000
Customer A	9,779	N/A ¹

¹ The corresponding revenue did not contribute over 10% of the Group's total revenue.

8. OTHER INCOME

	2023 HK\$'000	2022 HK\$'000
Interest income on bank deposits	757	120
Rental income	607	821
Government grants (note)	2,666	4,933
Others	1,844	1,281
	5,874	7,155

Note: The amounts include subsidies of approximately HK\$2,159,000 (2022: HK\$4,933,000) received from the PRC governments for the Group's local business developments during the year ended 31 March 2023. There were no unfulfilled conditions in the years in which they were recognised. Other than that, the Group recognised government grant of approximately HK\$507,000 (2022: nil) in respect of COVID-19 Employment Support Scheme provided by the Hong Kong government for the year ended 31 March 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

9. OTHER GAINS AND LOSSES, NET

	2023 HK\$'000	2022 HK\$'000
(Loss)/Gain on fair value change of financial assets at fair value through profit or loss	(1,279)	518
Loss on fair value change of investment properties	(765)	(719)
Loss on revaluation of right-of-use assets and property, plant and equipment upon the transfer from owner-occupied property to investment property	(616)	-
(Loss)/Gain on disposal of property, plant and equipment	(7)	1,251
Gain on disposal of assets classified as held for sale	-	8,221
Impairment loss recognised on trade receivables under expected credit loss model	(285)	(113)
Gain on lease termination	-	263
Gain on deregistration of a subsidiary	-	16
Gain arising from use of trademark	-	1,042
Net foreign exchange loss	(1,263)	(373)
	(4,215)	10,106

10. FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Interest expense on bank loans	13,971	12,689
Interest expense on lease liabilities	89	157
Total borrowing costs	14,060	12,846

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

11. INCOME TAX (CREDIT)/EXPENSE

	2023 HK\$'000	2022 HK\$'000
Current tax:		
Hong Kong Profits Tax		
– Current year	405	2,187
– Over provision in prior year	(272)	(198)
	133	1,989
PRC Enterprise Income Tax		
– Current year	46	65
– Under/(Over) provision in prior year	5	(74)
	51	(9)
Deferred tax (note 29):		
– Current year	(239)	(293)
Total income tax (credit)/expense recognised in profit or loss	(55)	1,687

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong profits tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the Law of the PRC on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

No provision for taxation has been provided for companies in the Cayman Islands and the British Virgin Islands as they are not subject to any tax during the current and prior years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

11. INCOME TAX (CREDIT)/EXPENSE (Continued)

The tax charge for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2023	2022
	HK\$'000	HK\$'000
Loss before tax	(49,223)	(11,418)
Tax at Hong Kong Profits Tax rate of 16.5%	(8,122)	(1,884)
Tax effect of expenses not deductible for tax purpose	256	56
Tax effect of income not taxable for tax purpose	(125)	(1,540)
Tax effect of tax losses not recognised	10,455	9,007
Utilisation of tax losses not previously recognised	(126)	(1,697)
Effect of different tax rates of subsidiaries operating in other jurisdictions	(2,935)	(2,577)
Over provision in prior year	(267)	(272)
Others	809	594
Tax (credit)/charge for the year	(55)	1,687

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

12. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging/(crediting):

	2023	2022
	HK\$'000	HK\$'000
Depreciation of property, plant and equipment	18,304	20,937
Depreciation of right-of-use assets	7,260	7,952
Total depreciation	25,564	28,889
Less: amounts capitalised in inventories	(7,454)	(8,500)
	18,110	20,389
Staff costs, including directors' emoluments	30,004	39,327
Less: amounts capitalised in inventories	(2,366)	(7,024)
	27,638	32,303
Cost of inventories recognised as an expense	38,194	36,246
Auditors' remuneration	850	850
Gross rental income from investment properties	(607)	(821)
Less: direct operating expenses	18	22
Net rental income from investment properties	(589)	(799)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to the directors and chief executive of the Company were as follows:

For the year ended 31 March 2023

	Other emoluments				Total HK\$'000
	Fees HK\$'000	Salaries and other benefits HK\$'000	Share-based payments HK\$'000	Contributions to retirement benefits schemes HK\$'000	
Executive directors					
Mr. Pang Siu Hin (Note (i))	-	2,557	-	18	2,575
Ms. Kwan Lai Man	-	2,016	-	18	2,034
Non-executive directors					
Ms. Wong Wai Ling	180	-	-	-	180
Ms. Tian Shanshan	180	-	-	-	180
Independent non-executive directors					
Mr. Lee Luk Shiu	240	-	-	-	240
Dr. Tang Sing Hing, Kenny	180	-	-	-	180
Mr. Lau Chi Kit	180	-	-	-	180
	960	4,573	-	36	5,569

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

For the year ended 31 March 2022

	Other emoluments				Total HK\$'000
	Fees HK\$'000	Salaries and other benefits HK\$'000	Share-based payments HK\$'000	Contributions to retirement benefits schemes HK\$'000	
Executive directors					
Mr. Pang Siu Hin (Note (i))	-	2,496	-	23	2,519
Ms. Kwan Lai Man	-	2,016	-	23	2,039
Non-executive directors					
Ms. Wong Wai Ling	180	-	-	-	180
Ms. Tian Shanshan (Note (ii))	60	-	-	-	60
Mr. Yuen Chi Ping (Note (iii))	90	-	-	-	90
Independent non-executive directors					
Mr. Lee Luk Shiu	240	-	-	-	240
Dr. Tang Sing Hing, Kenny	180	-	-	-	180
Mr. Lau Chi Kit	180	-	-	-	180
	930	4,512	-	46	5,488

Notes:

- (i) Mr. Pang Siu Hin is the chief executive officer of the Company.
- (ii) Appointed on 1 December 2021.
- (iii) Suspension of duties with effect from 16 June 2020 and retired on 29 September 2021.

The executive directors' emoluments shown above were mainly for their services in connection the management of the affairs of the Company and the Group. The non-executive directors' emoluments and the independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

None of the Company's directors waived any emoluments during the year (2022: Nil).

During the year, no emoluments were paid by the Group to any of the Company's directors as an inducement to join or upon joining the Group or as compensation for loss of office (2022: Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

14. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included two (2022: two) directors, details of whose remuneration are set out in note 13 above. Details of the remuneration for the year of the remaining three (2022: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2023 HK\$'000	2022 HK\$'000
Salaries and other benefits	1,632	1,589
Contributions to retirement benefits schemes	54	48
Total emoluments	1,686	1,637

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

	2023 (Number of employees)	2022 (Number of employees)
Nil to HK\$1,000,000	3	3

During the year, no emoluments were paid by the Group to any of the five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office (2022: Nil).

15. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	2023 HK\$'000	2022 HK\$'000
Loss		
Loss for the purpose of basic and diluted loss per share		
(Loss for the year attributable to owners of the Company)	(49,491)	(11,910)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

15. LOSS PER SHARE (Continued)

	2023 '000	2022 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	1,091,796	1,091,796

The computation of diluted loss per share for the years ended 31 March 2023 and 2022 does not assume the conversion of the Company's outstanding share options since their assumed exercise would result in a decrease in loss per share.

16. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 March 2023, nor has any dividend been proposed since the end of the reporting period (2022: Nil).

17. PROPERTY, PLANT AND EQUIPMENT

	Owned properties HK\$'000	Plant and machinery HK\$'000	Furniture and equipment HK\$'000	Motor vehicles HK\$'000	Leasehold improvements and fixtures HK\$'000	Total HK\$'000
Cost						
At 1 April 2021	57,165	298,353	31,743	9,968	17,085	414,314
Additions	611	9,035	1,002	-	-	10,648
Disposals	(1,009)	-	(782)	-	(3,060)	(4,851)
Exchange adjustments	578	12,910	1,060	74	-	14,622
At 31 March 2022	57,345	320,298	33,023	10,042	14,025	434,733
Additions	-	4,075	137	-	-	4,212
Transferred to investment properties	(1,111)	-	-	-	-	(1,111)
Disposals	-	-	(1,427)	-	-	(1,427)
Exchange adjustments	(1,718)	(23,642)	(2,595)	(137)	-	(28,092)
At 31 March 2023	54,516	300,731	29,138	9,905	14,025	408,315

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Owned properties HK\$'000	Plant and machinery HK\$'000	Furniture and equipment HK\$'000	Motor vehicles HK\$'000	Leasehold improvements and fixtures HK\$'000	Total HK\$'000
Accumulated depreciation and impairment						
At 1 April 2021	9,198	9,060	12,099	8,905	14,638	53,900
Provided for the year	1,453	12,617	4,790	604	1,473	20,937
Eliminated on disposals	(162)	-	(780)	-	(2,616)	(3,558)
Exchange adjustments	103	618	311	51	-	1,083
At 31 March 2022	10,592	22,295	16,420	9,560	13,495	72,362
Provided for the year	1,453	12,551	3,570	200	530	18,304
Transferred to investment properties	(192)	-	-	-	-	(192)
Eliminated on disposals	-	-	(1,420)	-	-	(1,420)
Exchange adjustments	(155)	(1,077)	(1,632)	(105)	-	(2,969)
At 31 March 2023	11,698	33,769	16,938	9,655	14,025	86,085
Carrying amounts						
At 31 March 2023	42,818	266,962	12,200	250	-	322,230
At 31 March 2022	46,753	298,003	16,603	482	530	362,371

The above items of property, plant and equipment, after taking into account the residual values, are depreciated on a straight-line basis at the following rates per annum:

Owned properties	Over the shorter of the term of the lease or 3%
Plant and machinery	3%–20%
Furniture and equipment	20%–50%
Motor vehicles	20%–25%
Leasehold improvements and fixtures	Over the shorter of the term of the lease or 25%

The Group has pledged owned properties and related leasehold land classified as right-of-use assets with an aggregate carrying amount of approximately HK\$236,841,000 (2022: HK\$259,074,000) and plant and its related leasehold land classified as right-of-use assets with an aggregate carrying amount of approximately HK\$243,503,000 (2022: HK\$271,574,000) to secure general banking facilities granted to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

18. RIGHT-OF-USE ASSETS

	Leasehold lands HK\$'000	Leased properties HK\$'000	Office equipment HK\$'000	Total HK\$'000
At 31 March 2023				
Carrying amounts	213,564	-	1,225	214,789
At 31 March 2022				
Carrying amounts	228,031	-	2,173	230,204
For the year ended 31 March 2023				
Depreciation charge	6,312	-	948	7,260
Transferred to investment properties	5,068	-	-	5,068
	11,380	-	948	12,328
For the year ended 31 March 2022				
Depreciation charge	6,486	518	948	7,952
	6,486	518	948	7,952

	2023 HK\$'000	2022 HK\$'000
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	46	1,241
Total cash outflow for leases	1,102	2,785
Additions to right-of-use assets	-	-

The Group leases various land, office premises and equipment for its operations. Lease contracts are entered into for fixed term of 1 to 50 years, but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns several office buildings and industrial buildings. The Group is the registered owner of these property interests, including the underlying leasehold land. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

The Group has extension option in a property lease. This is used to maximise operational flexibility in terms of managing the asset used in the Group's operations. Period covered by extension option is included in the lease term as the lease is reasonably certain to be extended.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

19. INVESTMENT PROPERTIES

	2023 HK\$'000	2022 HK\$'000
At the beginning of year	10,243	10,523
Net decrease in fair value recognised in profit or loss	(765)	(719)
Transferred from right-of use assets and property, plant and equipment	5,371	–
Exchange adjustments	(1,170)	439
At the end of year	13,679	10,243

The Group leases out office units under operating leases with rentals receivable monthly. The leases typically run for an initial period of 1 to 2 years, with unilateral rights to extend the lease beyond the initial period granted to lessees.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain a residual value guarantee or a lessee's option to purchase the property at the end of lease term.

The fair value of the Group's investment properties as at 31 March 2023 and 2022 has been arrived at on the basis of a valuation carried out on the respective dates by independent qualified professional valuers.

Details of the Group's investment properties and information about the fair value hierarchy at the end of the reporting period are as follows:

Investment properties	Fair value at 31 March		Fair value hierarchy	Valuation technique	Significant unobservable inputs
	2023 HK\$'000	2022 HK\$'000			
Office units located in Mainland China	13,679	10,243	level 3	Direct comparison approach	Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property, which ranged from HK\$26,395 to HK\$38,486 (2022: HK\$31,427 to HK\$52,480) per square meter (note)

Note: A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 HK\$'000	2022 HK\$'000
Financial assets at FVTPL:		
– Deposit and prepayments for life insurance policies (Note)	6,267	6,029
– Equity securities listed in Hong Kong	1,665	1,593
– Call option arising from an acquisition of financial asset at fair value through other comprehensive income	-	1,589
	7,932	9,211
Analysed for reporting purposes as:		
Current assets	1,665	3,182
Non-current assets	6,267	6,029
	7,932	9,211

Note: In 2013, Tai Wo Tong Pharmaceutical (Hong Kong) Company Limited (“**Tai Wo Tong Pharmaceutical**”), a wholly-owned subsidiary of the Company, entered into life insurance policies with an insurance company to insure Mr. Pang Siu Hin and Ms. Kwan Lai Man, the directors of the Company. Under the policies, Tai Wo Tong Pharmaceutical is the beneficiary and policy holder and the total insured sum is US\$2,000,000 (equivalent to approximately HK\$15,600,000). Tai Wo Tong Pharmaceutical is required to pay upfront deposits of US\$671,383 (equivalent to approximately HK\$5,237,000) including premium charges at inception of the policies amounting to US\$40,283 (equivalent to approximately HK\$314,000). Tai Wo Tong Pharmaceutical can terminate the policies at any time and receive cash back based on the cash value of the policies at the date of withdrawal, which is determined by the upfront payments of US\$671,383 plus accumulated interest earned and minus the accumulated insurance charge and policy expense charge (“**Cash Value**”). In addition, if withdrawal is made, there is a specified amount of surrender charge. The insurance company will pay Tai Wo Tong Pharmaceutical a guaranteed interest of 4.0% per annum for the first three years, followed by minimum guaranteed interest rate of 2.25% per annum or above 2.25% per annum for the following years.

The deposit and prepayments for life insurance policies are denominated in United States Dollar (“**US\$**”).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2023 HK\$'000	2022 HK\$'000
Equity securities listed in Hong Kong	18,541	18,772
Unlisted equity securities (note 40)	-	985
	18,541	19,757

The above listed and unlisted equity investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

22. INVENTORIES

	2023 HK\$'000	2022 HK\$'000
Raw materials	3,950	4,626
Work in progress	1,668	1,305
Finished products	10,247	21,327
	15,865	27,258

23. TRADE AND OTHER RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Trade receivables	12,627	14,777
Less: Allowance for credit losses	(2,658)	(2,373)
	9,969	12,404
Prepayments to suppliers	1,055	1,373
Prepayments for other expenses	2,276	1,620
Deposits	508	489
Value-added tax recoverable	-	3,527
	13,808	19,413

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

23. TRADE AND OTHER RECEIVABLES (Continued)

The following is an ageing analysis of the Group's trade receivables net of allowance for credit losses at the end of the reporting period, presented based on invoice date:

	2023 HK\$'000	2022 HK\$'000
0-30 days	5,520	9,975
31-60 days	2,135	479
61-90 days	919	315
91-365 days	357	1,635
Over 365 days	1,038	-
	9,969	12,404

The Group's sales to most customers are made on cash on delivery, whilst the Group generally allows an average credit period of 60 days (with 15 days of grace period in certain cases) to certain major trade customers with established trading records.

At 31 March 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately HK\$3,408,000 (2022: HK\$10,682,000) which are past due as at the reporting date. Out of the past due balances, approximately HK\$1,298,000 (2022: HK\$1,635,000) has been past due 90 days or more and is not considered as in default based on good repayment records for those customers and continuous business with the Group.

Details of impairment assessment of trade and other receivables are set out in note 37.

24. BANK BALANCES AND CASH

Bank balances carry interest at market rates which range from 0.01% to 0.875% (2022: 0.001% to 0.35%) per annum.

At 31 March 2023, certain of the Group's bank balances and cash with an aggregate amount of approximately HK\$7,026,000 (2022: HK\$11,222,000) were denominated in Renminbi ("RMB") which is not a freely convertible currency in the international market. The government of the PRC has implemented foreign exchange control and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the government of the PRC.

At 31 March 2022, certain of Group's bank balances with an aggregate amount of approximately HK\$1,346,000 was frozen under court order in relation to a litigation proceeding in the PRC. The above amounts were fully released in October 2022 (note 41).

	2023 HK\$'000	2022 HK\$'000
Bank balances and cash shown in the consolidated statement of financial position	10,775	14,395
Less: restricted bank balances	-	(1,346)
Cash and cash equivalents shown in the consolidated statement of cash flows	10,775	13,049

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

25. TRADE AND OTHER PAYABLES

	2023 HK\$'000	2022 HK\$'000
Trade payables	6,875	11,901
Accruals and other payables	32,398	37,725
	39,273	49,626

The following is an ageing analysis of the Group's trade payables at the end of the reporting period, presented based on invoice date:

	2023 HK\$'000	2022 HK\$'000
0–30 days	1,365	4,134
31–60 days	1,435	1,692
61–90 days	451	558
Over 90 days	3,624	5,517
	6,875	11,901

26. CONTRACT LIABILITIES

	2023 HK\$'000	2022 HK\$'000
Receipts in advance	20,372	18,615

Contract liability is recognised when the Group receives consideration from the customer before the goods are delivered to the customer.

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities.

	2023 HK\$'000	2022 HK\$'000
Revenue from sales of goods recognised that was included in the contract liabilities balance at the beginning of the year	15,644	5,111

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

27. BANK BORROWINGS

	2023 HK\$'000	2022 HK\$'000
Bank overdraft	14,947	-
Secured bank loans	302,148	318,616
	317,095	318,616
The carrying amounts of the bank borrowings are repayable*:		
Within one year	110,033	86,708
More than one year, but not more than two years	25,756	29,243
More than two years, but not more than five years	112,005	144,937
More than five years	23,224	25,328
	271,018	286,216
The carrying amounts of bank borrowings that contain a repayment on demand clause (shown under current liabilities) but repayable within one year		
	46,077	32,400
Total carrying amount of bank borrowings	317,095	318,616
Less: Amounts due within one year shown under current liabilities	(156,110)	(119,108)
Amounts shown under non-current liabilities	160,985	199,508

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

The carrying amounts of the Group's bank borrowings are denominated in the following currencies:

	2023 HK\$'000	2022 HK\$'000
HK\$	131,427	99,957
RMB	185,668	218,659
	317,095	318,616

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

27. BANK BORROWINGS (Continued)

At 31 March 2023, the Group's bank overdraft denominated in HK\$ carried interest at prime rate minus 1% (2022: nil). The Group's variable-rate bank loans denominated in HK\$ and RMB carry interest at HIBOR plus 1.3% (2022: HIBOR plus 1.2% to 1.3%) per annum and LPR to LPR plus 1.325% (2022: LPR to LPR plus 1.49%) per annum respectively. The ranges of effective interest rates on the Group's bank borrowings are 1.48% to 6.31% (2022: 1.19% to 5.29%).

At 31 March 2023, the Group's bank loans and undrawn banking facilities are secured by charge over the Group's owned properties and related leasehold land classified as right-of-use assets with aggregate carrying amounts of approximately HK\$236,841,000 (2022: HK\$259,074,000) and the Group's plant and related leasehold land classified as right-of-use assets with a carrying amount of approximately HK\$243,503,000 (2022: HK\$271,574,000).

28. LEASE LIABILITIES

	2023 HK\$'000	2022 HK\$'000
Lease liabilities payable:		
Within one year	698	967
More than one year, but not more than two years	415	698
More than two years, but not more than five years	212	627
	1,325	2,292
Less: Amount due for settlement with twelve months shown under current liabilities	(698)	(967)
Amount due for settlement after twelve months shown under non-current liabilities	627	1,325

29. DEFERRED TAX

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2023 HK\$'000	2022 HK\$'000
Deferred tax assets	437	389
Deferred tax liabilities	(204)	(428)
	233	(39)

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29. DEFERRED TAX (Continued)

The following are the major deferred tax assets/(liabilities) recognised and movements thereon during the current and prior years:

	ECL provision HK\$'000	Revaluation of properties HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1 April 2021	371	(691)	12	(308)
(Charged)/Credited to profit or loss	18	287	(12)	293
Exchange adjustments	-	(24)	-	(24)
At 31 March 2022	389	(428)	-	(39)
Credited to profit or loss	48	191	-	239
Exchange adjustments	-	33	-	33
At 31 March 2023	437	(204)	-	233

At 31 March 2023, the Group has unused tax losses of approximately HK\$173,879,000 (2022: HK\$140,757,000) available for offset against future profits. No deferred tax asset has been recognised in respect of HK\$173,879,000 (2022: HK\$140,757,000) due to the unpredictability of future profit streams. The tax losses in Hong Kong may carry forward indefinitely. The tax losses in the PRC will expire as follows:

	2023 HK\$'000	2022 HK\$'000
Tax losses expiring in		
- 2022 to 2023	-	3,915
- 2023 to 2024	13,548	15,171
- 2024 to 2025	13,350	14,425
- 2025 to 2026	26,616	28,760
- 2026 to 2027	31,094	33,598
- 2027 to 2028	34,374	-
	118,982	95,869

At 31 March 2023, the Group has deductible temporary differences of approximately HK\$805,000 (2022: HK\$1,083,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

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30. SHARE CAPITAL

	Number of shares	Share capital HK\$'000
Ordinary shares of HK\$0.10 each		
Authorised:		
At 1 April 2021, 31 March 2022 and 31 March 2023	2,000,000,000	200,000
Issued and fully paid:		
At 1 April 2021, 31 March 2022 and 31 March 2023	1,091,796,000	109,180

31. SHARE-BASED PAYMENTS

Pre-IPO Share Option Scheme

The Company's pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") was adopted pursuant to a resolution passed on 25 September 2014 to recognise the contribution of certain employees, executives or officers of the Group who have made or will make to the growth of the Group.

The maximum number of shares in respect of which options might be granted under the Pre-IPO Share Option Scheme was 23,040,000.

No further options could be granted by the Company under the Pre-IPO Share Option Scheme upon the listing of the Company's shares on the Main Board of the Stock Exchange.

At 31 March 2023, the number of shares in respect of which options had been granted and remained outstanding under the Pre-IPO Share Option Scheme was 8,928,000 (2022: 8,928,000), representing 0.82% (2022: 0.82%) of the shares of the Company in issue at that date.

Details of the share options granted under the Pre-IPO Share Option Scheme are as follows:

Tranche	Date of grant	Number of options granted	Exercise price per share	Vesting period	Exercisable period
1	25/09/2014	23,040,000	HK\$0.826	25/09/2014– 15/10/2019	16/10/2015– 24/09/2024

Note:

- (a) Tranche 1 options granted under the Pre-IPO Share Option Scheme shall vest as follows:
- (i) 20% of the options shall vest on 16 October 2015 and exercisable from 16 October 2015 to 24 September 2024;
 - (ii) 20% of the options shall vest on 16 October 2016 and exercisable from 16 October 2016 to 24 September 2024;

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31. SHARE-BASED PAYMENTS (Continued)

Pre-IPO Share Option Scheme (Continued)

(a) (Continued)

- (iii) 20% of the options shall vest on 16 October 2017 and exercisable from 16 October 2017 to 24 September 2024;
- (iv) 20% of the options shall vest on 16 October 2018 and exercisable from 16 October 2018 to 24 September 2024; and
- (v) 20% of the options shall vest on 16 October 2019 and exercisable from 16 October 2019 to 24 September 2024.

The following table discloses movements of the Company's share options under the Pre-IPO Share Option Scheme during the current year:

Category of participant	Tranche	Outstanding at 01/04/2022	Exercised during the year	Forfeited during the year	Outstanding at 31/03/2023
Directors	1	8,640,000	-	-	8,640,000
Employees	1	288,000	-	-	288,000
		8,928,000	-	-	8,928,000
Exercisable at the end of the year					8,928,000
Weighted average exercise price		HK\$0.826	-	-	HK\$0.826

The following table discloses movements of the Company's share options under the Pre-IPO Share Option Scheme during the prior year:

Category of participant	Tranche	Outstanding at 01/04/2021	Exercised during the year	Forfeited during the year	Outstanding at 31/03/2022
Directors	1	8,640,000	-	-	8,640,000
Employees	1	288,000	-	-	288,000
		8,928,000	-	-	8,928,000
Exercisable at the end of the year					8,928,000
Weighted average exercise price		HK\$0.826	-	-	HK\$0.826

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31. SHARE-BASED PAYMENTS (Continued)

Share Option Scheme

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a resolution passed on 25 September 2014. The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contribution that the eligible participants have made or may make to the Group. The Share Option Scheme will remain in force for a period of ten years commencing on the effective date of the Share Option Scheme.

Under the Share Option Scheme, the board of directors of the Company may grant options to any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company to subscribe for the shares of the Company.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not, in aggregate, exceed 30% of the shares of the Company in issue from time to time. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year shall not exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Upon acceptance of the option, the grantee shall pay HK\$1 to the Company by way of consideration for the grant. Options may be exercised in accordance with the terms of the Share Option Scheme at any time during the period as the board of directors may determine in granting the option but in any event not exceeding ten years from the date of grant.

The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

At 31 March 2023, the number of shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 6,270,000 (2022: 6,270,000), representing 0.57% (2022: 0.57%) of the shares of the Company in issue at that date.

Details of the share options granted under the Share Option Scheme are as follows:

Tranche	Date of grant	Number of options granted	Exercise price per share	Vesting period	Exercisable period
1	28/04/2015	2,400,000	HK\$1.460	28/04/2015– 27/04/2018	28/04/2016– 27/04/2025
4	03/10/2016	2,160,000	HK\$2.144	03/10/2016– 02/10/2019	03/10/2017– 02/10/2026
5	18/11/2016	90,000	HK\$2.264	18/11/2016– 17/11/2019	18/11/2017– 17/11/2026
6	21/12/2017	2,160,000	HK\$1.412	21/12/2017– 20/12/2020	21/12/2018– 20/12/2027

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31. SHARE-BASED PAYMENTS *(Continued)*

Share Option Scheme *(Continued)*

Notes:

- (a) Tranche 1 options granted under the Share Option Scheme shall vest as follows:
 - (i) 30% of the options shall vest on 28 April 2016 and exercisable from 28 April 2016 to 27 April 2025;
 - (ii) 30% of the options shall vest on 28 April 2017 and exercisable from 28 April 2017 to 27 April 2025; and
 - (iii) 40% of the options shall vest on 28 April 2018 and exercisable from 28 April 2018 to 27 April 2025.
- (b) Tranche 4 options granted under the Share Option Scheme shall vest as follows:
 - (i) 30% of the options shall vest on 3 October 2017 and exercisable from 3 October 2017 to 2 October 2026;
 - (ii) 30% of the options shall vest on 3 October 2018 and exercisable from 3 October 2018 to 2 October 2026; and
 - (iii) 40% of the options shall vest on 3 October 2019 and exercisable from 3 October 2019 to 2 October 2026.
- (c) Tranche 5 options granted under the Share Option Scheme shall vest as follows:
 - (i) 30% of the options shall vest on 18 November 2017 and exercisable from 18 November 2017 to 17 November 2026;
 - (ii) 30% of the options shall vest on 18 November 2018 and exercisable from 18 November 2018 to 17 November 2026; and
 - (iii) 40% of the options shall vest on 18 November 2019 and exercisable from 18 November 2019 to 17 November 2026.
- (d) Tranche 6 options granted under the Share Option Scheme shall vest as follows:
 - (i) 30% of the options shall vest on 21 December 2018 and exercisable from 21 December 2018 to 20 December 2027;
 - (ii) 30% of the options shall vest on 21 December 2019 and exercisable from 21 December 2019 to 20 December 2027; and
 - (iii) 40% of the options shall vest on 21 December 2020 and exercisable from 21 December 2020 to 20 December 2027.

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31. SHARE-BASED PAYMENTS (Continued)

Share Option Scheme (Continued)

The following table discloses movements of the Company's share options under the Share Option Scheme during the current year:

Category of participant	Tranche	Outstanding at 01/04/2022	Exercised during the year	Forfeited during the year	Outstanding at 31/03/2023
Directors	1	1,050,000	-	-	1,050,000
	4	2,160,000	-	-	2,160,000
	6	2,160,000	-	-	2,160,000
Employees	1	210,000	-	-	210,000
	5	90,000	-	-	90,000
Consultant	1	600,000	-	-	600,000
		6,270,000	-	-	6,270,000
Exercisable at the end of the year					6,270,000
Weighted average exercise price		HK\$1.691	-	-	HK\$1.691

The following table discloses movements of the Company's share options under the Share Option Scheme during the prior year:

Category of participant	Tranche	Outstanding at 01/04/2021	Exercised during the year	Forfeited during the year	Outstanding at 31/03/2022
Directors	1	1,050,000	-	-	1,050,000
	4	2,160,000	-	-	2,160,000
	6	2,160,000	-	-	2,160,000
Employees	1	210,000	-	-	210,000
	5	90,000	-	-	90,000
Consultant	1	600,000	-	-	600,000
		6,270,000	-	-	6,270,000
Exercisable at the end of the year					6,270,000
Weighted average exercise price		HK\$1.691	-	-	HK\$1.691

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

32. RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the plans are held separately from those of the Group in funds under the control of trustees.

The PRC employees of the Group are members of a state- managed retirement benefit scheme operated by the PRC government. The Group is required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total expenses recognised in the consolidated statement of profit or loss and other comprehensive income amount to approximately HK\$1,534,000 (2022: HK\$1,815,000) for the year and represent contributions payable to these schemes by the Group at rates specified in the rules of the schemes.

No forfeit contribution is available to reduce the contribution payable in the future years as at 31 March 2022 and 2023.

33. RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

During the year, the Group entered into the following significant transactions with related parties:

Name of related party	Nature of transaction	2023 HK\$'000	2022 HK\$'000
Mr. Pang Siu Hin and Ms. Kwan Lai Man (executive directors of the Company)	Expenses relating to short-term lease (Note (i))	-	1,120

Note:

- (i) The rental expenses for premises payable to the above related parties were based on tenancy agreements entered into between the parties involved. In the opinion of the Company's directors, these transactions have been entered into on normal commercial terms and in the ordinary and usual course of the Group's business.

(b) Compensation of key management personnel

The emoluments of the Company's directors, who are also identified as members of key management of the Group, are set out in note 13.

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34. OPERATING LEASING ARRANGEMENTS

The Group as lessor

Certain properties held for rental purposes have committed lessees for 1 to 2 years.

Undiscounted lease payments receivable on leases are as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	434	441
In the second to fifth years inclusive	168	391
	602	832

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Bank borrowings HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
At 1 April 2021	336,845	8,655	345,500
Financing cash flows	(40,122)	(1,544)	(41,666)
Lease modified	–	(54)	(54)
Lease terminated	–	(4,922)	(4,922)
Exchange adjustments	9,204	–	9,204
Interest expenses	12,689	157	12,846
At 31 March 2022	318,616	2,292	320,908
Financing cash flows	963	(1,056)	(93)
Exchange adjustments	(16,455)	–	(16,455)
Interest expenses	13,971	89	14,060
At 31 March 2023	317,095	1,325	318,420

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36. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt (which includes bank borrowings and lease liabilities) and equity attributable to owners of the Company (comprising issued share capital and reserves).

The Group monitors its capital structure on the basis of gearing ratio. The Group considers the cost of capital and the risks associated with each class of the capital, and will balance the gearing ratio through the payment of dividends and new share issues as well as the issue of new debt or the redemption of existing debt.

The gearing ratio of the Group at the end of the reporting period was as follows:

	2023 HK\$'000	2022 HK\$'000
Debt (i)	318,420	320,908
Equity (ii)	239,911	301,800
Gearing ratio	133%	106%

(i) Debt includes long-term and short-term bank borrowings and lease liabilities.

(ii) Equity includes all capital and reserves of the Group.

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37. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 HK\$'000	2022 HK\$'000
Financial assets		
Financial assets at FVTOCI	18,541	19,757
Financial assets at FVTPL		
– Held for trading	1,665	1,593
– Others	6,267	7,618
	7,932	9,211
Financial assets at amortised cost		
– Trade and other receivables	10,477	12,893
– Bank balances and cash	10,775	14,395
	21,252	27,288
Financial liabilities		
Financial liabilities at amortised cost		
– Trade and other payables	39,273	49,626
– Bank borrowings	317,095	318,616
– Lease liabilities	1,325	2,292
	357,693	370,534

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity investments, call option arising from an acquisition of financial asset at fair value through other comprehensive income, deposit and prepayments for life insurance policies, trade and other receivables, bank balances, trade and other payables, bank borrowings and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with certain of these financial instruments include market risk (including foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Foreign currency risk

The Group has certain financial assets and liabilities denominated in foreign currencies, hence risk exposure to exchange rate fluctuations arise. The Group has not entered into any forward contract to hedge against the foreign currency risk exposure. However, management will consider to hedge these balances should the need arise.

The aggregated carrying amounts of the monetary assets and monetary liabilities denominated in the currencies other than the respective functional currencies of each of group companies at the end of the reporting period are as follows:

	2023 HK\$'000	2022 HK\$'000
Monetary assets denominated in:		
– RMB	112	7
– United States dollar (“US\$”)	6,507	6,133
Monetary liabilities denominated in:		
– RMB	1,420	–

As HK\$ is pegged to US\$, the currency risk associated with US\$ and HK\$ is considered minimal. The Group is mainly exposed to the effect of fluctuation in RMB.

The following table details the Group's sensitivity to a 10% increase and decrease in HK\$ against RMB. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rate. A positive number below indicates a decrease in post-tax loss and an increase in equity where HK\$ strengthens 10% against the relevant foreign currency. For a 10% weakening of HK\$ against the relevant foreign currency, there would be an equal and opposite impact on the loss and equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Foreign currency risk (Continued)

Sensitivity analysis

	2023 HK\$'000	2022 HK\$'000
Impact of RMB		
Profit or loss	131	(1)

In the opinion of the directors of the Company, the sensitivity analysis is not necessarily representative of the inherent foreign currency risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank deposits, bank loans and lease liabilities. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank loans. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of prime rate, HIBOR and LPR arising from the Group's bank loans denominated in HK\$ and RMB. The Group aims at keeping its borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank loans at the end of the reporting period. The analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. 50 basis points increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the year would increase/decrease by approximately HK\$1,305,000 (2022: HK\$1,084,000). This is mainly attributable to the Group's exposure to interest rate risk on its variable-rate bank loans.

Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities. Management will monitor the price risk and take appropriate actions should the need arise.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the reporting date.

If the prices of the respective listed equity securities had been 5% higher/lower:

- loss for the year would decrease/increase by approximately HK\$83,000 (2022: HK\$80,000) as a result of the changes in fair value of financial assets at FVTPL; and

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FOR THE YEAR ENDED 31 MARCH 2023

37. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Other price risk (Continued)

Sensitivity analysis (Continued)

- revaluation reserve would increase/decrease by approximately HK\$927,000 (2022: HK\$939,000) for the Group as a result of the changes in fair value of financial assets at FVTOCI.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, deposits, other receivables and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Trade receivables arising from contracts with customers

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances based on provision matrix. Impairment of approximately HK\$285,000 (2022: HK\$113,000) is recognised during the year. Details of the quantitative disclosures are set out below in this note.

Deposits and other receivables

Management makes periodic individual assessment on the recoverability of deposits and other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. Management believes that there are no significant increases in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 March 2023 and 2022, the Group assessed the ECL for deposits and other receivables were insignificant and thus no loss allowance was recognised.

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit-rating agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bank balances is considered to be insignificant.

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FOR THE YEAR ENDED 31 MARCH 2023

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past due amounts	Lifetime ECL – not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle after due date	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	There have been significant increase in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

The table below details the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

	External credit rating	Internal credit rating	12m ECL or lifetime ECL	Gross carrying amount	
				2023 HK\$'000	2022 HK\$'000
Trade receivables	N/A	(Note)	Lifetime ECL (provision matrix)	12,627	14,777
Deposits and other receivables	N/A	Low risk	12m ECL	508	489
Bank balances	Baa2 to Aa3	N/A	12m ECL	10,417	14,015

Note:

For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on this item by using a provision matrix.

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers because these customers consist of a large number of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on provision matrix within lifetime ECL (not credit-impaired).

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37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Note: (Continued)

	2023		2022	
	Average loss rate	Gross carrying amount HK\$'000	Average loss rate	Gross carrying amount HK\$'000
0-30 days	1.69%	5,615	0.72%	10,047
31-60 days	0.62%	2,148	2.00%	489
61-90 days	0.09%	919	20.44%	396
91-365 days	37.19%	569	20.44%	2,055
Over 365 days	69.25%	3,376	100%	1,790
		12,627		14,777

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors, the credit rating of the debtors and forward-looking information on macroeconomic factors. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

During the year ended 31 March 2023, the Group provided approximately HK\$285,000 (2022: HK\$113,000) impairment allowance for trade receivables based on the provision matrix.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

	Lifetime ECL (not credit impaired) HK\$'000
At 1 April 2021	2,259
Reversal of impairment losses	(69)
Impairment losses recognised	183
At 31 March 2022	2,373
Reversal of impairment losses	(185)
Impairment losses recognised	470
At 31 March 2023	2,658

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of borrowings and ensures compliance with loan covenants.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other financial liabilities are based on the agreed repayment dates.

Liquidity table

Non-derivative financial liabilities	On demand or less than 1 year HK\$'000	Between 1 and 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amount HK\$'000
2023					
Trade and other payables	39,273	-	-	39,273	39,273
Bank borrowings	164,880	155,077	26,274	346,231	317,095
Lease liabilities	730	644	-	1,374	1,325
	204,883	155,721	26,274	386,878	357,693
2022					
Trade and other payables	49,626	-	-	49,626	49,626
Bank borrowings	130,656	201,326	27,067	359,049	318,616
Lease liabilities	1,030	1,374	-	2,404	2,292
	181,312	202,700	27,067	411,079	370,534

Bank loans with a repayment on demand clause are included in the "on demand or less than 1 year" time band in the above maturity analysis. Taking into account the fair value of the Group's pledged properties, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The expected cash flow information of such bank loans (based on the schedule of repayments set out in the loan agreements) are set out in the table below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

37. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Maturity analysis – Bank loans with a repayment on demand clause based on scheduled repayments

	Less than 1 year HK\$'000	Between 1 and 5 years HK\$'000	Over 5 years HK\$'000	Total undiscoun ted cash flows HK\$'000	Carrying amount HK\$'000
At 31 March 2023	48,151	-	-	48,151	46,077
At 31 March 2022	32,692	-	-	32,692	32,400

(c) Fair value measurements of financial instruments

(i) Fair value of financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets	Fair value at 31 March		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
	2023 HK\$'000	2022 HK\$'000			
Equity securities listed in Hong Kong classified as financial assets at FVTPL	1,665	1,593	Level 1	Quoted bid prices in an active market	N/A
Equity securities listed in Hong Kong classified as financial assets at FVTOCI	18,541	18,772	Level 1	Quoted bid prices in an active market	N/A

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

37. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

(i) Fair value of financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

Financial assets	Fair value at 31 March		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
	2023 HK\$'000	2022 HK\$'000			
Deposit and prepayments for life insurance policies classified as financial assets at FVTPL	6,267	6,029	Level 2	Quoted asset value provided by financial institution	N/A
Unlisted equity securities classified as FVTOCI	-	985	Level 3	Discounted cash flows	Discount rate. The higher the discount rate, the lower the fair value.
Call option arising from an acquisition of financial asset at FVTOCI	-	1,589	Level 3	Binomial model – Fair value is estimated based on time-to-maturity, fair values of underlying unlisted equity investments, conversion price, risk-free rate, expected volatility and expected dividend	Volatility. The higher the volatility, the higher the fair value. Fair value of underlying unlisted equity investment. The higher the fair value of underlying unlisted equity investment, the higher the fair value

(ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors of the Company estimate the fair value of financial assets and financial liabilities measured at amortised cost using the discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the consolidated financial statements approximate their fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

General information of subsidiaries

Details of the Group's principal subsidiaries at the end of the reporting period are set out below.

Name of subsidiary	Place of incorporation/ establishment/ operations	Class of shares held	Paid up issued/ registered capital	Proportion ownership interest held by the Company		Principal activities
				2023	2022	
Hin Sang Group Holding Limited	British Virgin Islands	Ordinary	US\$30,000	100% (direct)	100% (direct)	Investment holding
Hin Sang Hong Company Limited	Hong Kong	Ordinary	HK\$280,000	100% (indirect)	100% (indirect)	Investment holding; brand development and management; and development, sales and distribution of healthcare products, personal care products and household products
衍生控股集團(深圳)有限公司# (“Hin Sang Holding Group (Shenzhen) Company Limited”)*	PRC	Registered capital	RMB65,000,000	100% (indirect)	100% (indirect)	Investment holding; Wholesale of health care products of Hin Sang (衍生) in the PRC
衍泰藥業(深圳)有限公司^ (“Hin Tai Pharmaceutical (Shenzhen) Company Limited”)*	PRC	Registered capital	RMB1,180,000	100% (indirect)	100% (indirect)	Wholesale of healthcare products of Hin Sang (衍生) in the PRC
Hong Kong Pharmaceutical & Research Institute Co., Limited	Hong Kong	Ordinary	HK\$1	100% (indirect)	100% (indirect)	Property holding
Beautymate Hong Kong Limited	Hong Kong	Ordinary	HK\$10,000	100% (indirect)	100% (indirect)	Property holding
Tai Wo Tong Pharmaceutical (Hong Kong) Company Limited	Hong Kong	Ordinary	HK\$24,000,000	100% (indirect)	100% (indirect)	Packing of products developed and sold by the Group

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

General information of subsidiaries (Continued)

Name of subsidiary	Place of incorporation/ establishment/ operations	Class of shares held	Paid up issued/ registered capital	Proportion ownership interest held by the Company		Principal activities
				2023	2022	
衍生健康醫藥(廣東)有限公司* ("Hin Sang Health and Medical (Guangdong) Company Limited")*	PRC	Registered capital	RMB67,000,000	100% (indirect)	100% (indirect)	Manufacturing and sale of health supplements and products
Hin Fai International Holding Company Limited ("Hin Fai")	Hong Kong	Ordinary	HK\$10,000,000	100% (indirect)	100% (indirect)	Online sale of products developed by the Group
Hin Feng Group (International) Holding Company Limited	Hong Kong	Ordinary	HK\$60,000,000	51% (indirect)	51% (indirect)	Investment holding
Hin Sang Children Chinese Medical & Health Service Company Limited	Hong Kong	Ordinary	HK\$10,000,000	51% (indirect)	51% (indirect)	Provision of Chinese medical healthcare related services

A wholly foreign-owned enterprise.

^ A limited liability company.

* The English name is for identification only.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2023 HK\$'000	2022 HK\$'000
Non-current assets		
Investment in a subsidiary	71,618	71,618
Financial assets at fair value through other comprehensive income	18,541	18,772
	90,159	90,390
Current assets		
Prepayments	201	177
Financial assets at fair value through profit or loss	1,665	1,593
Amounts due from subsidiaries	149,612	211,166
Bank balances and cash	45	63
	151,523	212,999
Total assets	241,682	303,389
Current liabilities		
Accruals and other payables	476	364
Amounts due to subsidiaries	4,490	4,490
	4,966	4,854
Net current assets	146,557	208,145
Total assets less current liabilities	236,716	298,535
Capital and reserves		
Share capital	109,180	109,180
Reserves	127,536	189,355
Total equity	236,716	298,535

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 29 June 2023 and are signed on its behalf by:

Pang Siu Hin
Director

Kwan Lai Man
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Movement in the Company's reserves:

	Share premium HK\$'000	Revaluation reserve HK\$'000	Share options reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2021	705,890	(444,571)	8,952	(64,048)	206,223
Loss for the year	-	-	-	(6,860)	(6,860)
Fair value loss on financial assets at fair value through other comprehensive income	-	(10,008)	-	-	(10,008)
At 31 March 2022	705,890	(454,579)	8,952	(70,908)	189,355
Loss for the year	-	-	-	(61,588)	(61,588)
Fair value loss on financial assets at fair value through other comprehensive income	-	(231)	-	-	(231)
At 31 March 2023	705,890	(454,810)	8,952	(132,496)	127,536

40. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 March 2022, the Group entered into a cooperation agreement (the "Cooperation Agreement") with Hongli Homologous Biotechnology (Weihai) Company Limited (紅力同源生物科技(威海)有限公司) ("Hongli"), to establish a new company, Hin Hong Homologous (Guangdong) Brand Management Company Limited (衍康同源(廣東)品牌管理有限公司) ("Hin Hong"), which was incorporated in the PRC, with registered capital of RMB10,000,000. The Group injected the right to use of registered trademark of "Pengzu Hin Sang Pavilion (彭祖衍生館)" into Hin Hong as the capital contribution for 10% equity interests in Hin Hong and acquired a call option for the additional equity interests in Hin Hong.

On 3 August 2022, the Group and Hongli entered into a termination agreement to terminate the Cooperation Agreement. Pursuant to the termination agreement, the 10% equity interest in Hin Hong held by the Group would be transferred to Hongli at nil cash consideration, the right to use the registered trademark "Pengzu Hin Sang Pavilion (彭祖衍生館)" granted by the Group to Hin Hong would be ceased and the call option would also be lapsed. The transaction was completed on 6 September 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

41. LITIGATION

In August 2021, Hin Sang Health and Medical (Guangdong) Company Limited* (衍生健康醫藥(廣東)有限公司) (“**Hin Sang Guangdong**”), a wholly-owned subsidiary of the Company, initiated a legal proceeding in the PRC against Guangdong Liujian Group Co., Ltd* (廣東省六建集團有限公司) (“**Liujian**”), in respect of the failure of Liujian to complete the construction of the Group’s production plant located in Yunfu City of the Guangdong Province pursuant to a schedule as agreed by the parties, and Hin Sang Guangdong claimed for an amount of approximately HK\$12,572,000.

Liujian counterclaimed Hin Sang Guangdong for outstanding construction cost of approximately HK\$17,981,000 plus interest accrued thereon. At the trial, the court dismissed Hin Sang’s claims and Hin Sang Guangdong has to settle the outstanding construction cost and interest accrued thereon of an amount of approximately HK\$15,797,000. On 12 August 2022, Hin Sang lodged an appeal to object the court’s decision. Up to the date of approval of this consolidated financial statements, the hearing date of the appeal has not been fixed.

The Group’s bank accounts of approximately HK\$1,346,000 in the PRC previously frozen by a court order as at 31 March 2022 were subsequently fully released in October 2022.

FIVE YEARS FINANCIAL SUMMARY

OPERATING RESULTS

	For the Year Ended 31 March				
	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000
Revenue	183,977	176,209	119,441	120,546	81,460
Gross profit	127,384	118,391	68,793	69,075	38,836
Loss for the year	(11,619)	(32,253)	(36,846)	(13,105)	(49,168)

ASSETS, LIABILITIES AND EQUITY

	For the Year Ended 31 March				
	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000
Non-current assets	555,503	562,098	650,363	629,010	575,943
Current assets	109,847	72,707	61,454	64,761	42,334
Total assets	665,350	634,805	711,817	693,771	618,277
Current liabilities	158,309	107,229	164,870	190,710	216,550
Net current liabilities	(48,462)	(34,522)	(103,416)	(125,949)	(174,216)
Total assets less current liabilities	507,041	527,576	546,947	503,061	401,727
Non-current liabilities	–	190,511	227,372	201,261	161,816
Net assets	507,041	337,065	319,575	301,800	239,911
Capital and reserves					
Share capital	109,380	109,180	109,180	109,180	109,180
Reserves	370,636	223,187	208,929	192,414	130,204
Amounts recognised in other comprehensive income and accumulated in equity relating to non-current assets classified as held for sale	–	–	169	–	–
Equity attributable to owners of the Company	480,016	332,367	318,278	301,594	239,384
Non-controlling interests	27,025	4,698	1,297	206	527
Total equity	507,041	337,065	319,575	301,800	239,911