

ANNUAL REPORT
2021



ASIA COMMERCIAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 104)

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Eav Feng Ming, Jonathan
Eav Xin Qi Rosanna

Independent non-executive Directors

Lai Si Ming
Lee Tat Cheung, Vincent
Kee Wah Sze (appointed on 10th August 2020)

AUDIT COMMITTEE

Lai Si Ming (*Committee Chairman*)
Lee Tat Cheung, Vincent
Kee Wah Sze (appointed on 10th August 2020)

REMUNERATION COMMITTEE

Lee Tat Cheung, Vincent (*Committee Chairman*)
Lai Si Ming
Kee Wah Sze (appointed on 10th August 2020)

NOMINATION COMMITTEE

Lai Si Ming
Lee Tat Cheung, Vincent
Kee Wah Sze (appointed on 10th August 2020)

AUTHORISED REPRESENTATIVES

Eav Xin Qi Rosanna
Cheng Ka Chung

COMPANY SECRETARY

Cheng Ka Chung

AUDITOR

Crowe (HK) CPA Limited
Certified Public Accountants
9/F, Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

董事

執行董事

楊峰銘
楊薪綺

獨立非執行董事

賴思明
李達祥
紀華士 (於二零二零年八月十日獲委任)

審核委員會

賴思明 (*委員會主席*)
李達祥
紀華士 (於二零二零年八月十日獲委任)

薪酬委員會

李達祥 (*委員會主席*)
賴思明
紀華士 (於二零二零年八月十日獲委任)

提名委員會

賴思明
李達祥
紀華士 (於二零二零年八月十日獲委任)

授權代表

楊薪綺
鄭嘉聰

公司秘書

鄭嘉聰

核數師

國富浩華(香港)會計師事務所有限公司
執業會計師
香港
銅鑼灣
禮頓道77號
禮頓中心9樓

CORPORATE INFORMATION

公司資料

PRINCIPAL REGISTRAR

MUFG Fund Services (Bermuda) Limited
4th floor North
Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

BRANCH REGISTRAR

Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

3901, 39th Floor,
The Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

BANKERS

United Overseas Bank Limited

COMPANY'S WEBSITE

www.asiacommercialholdings.com

STOCK CODE

Stock Exchange of Hong Kong: 104

股份過戶及登記處

MUFG Fund Services (Bermuda) Limited
4th floor North
Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

股份過戶及登記分處

卓佳秘書商務有限公司
香港
灣仔皇后大道東183號
合和中心54樓

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

香港主要營業地點

香港
灣仔皇后大道東183號
合和中心
39樓3901室

銀行

大華銀行有限公司

公司網址

www.asiacommercialholdings.com

股份代號

香港聯合交易所：104

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員簡介

BOARD OF DIRECTORS

Executive Directors

Mr. Eav Feng Ming, Jonathan (former name was Mr. Eav Ming Keong, Kinson), aged 46, holds a Bachelor of Arts degree in Interior Design and Technology and a Master of Arts degree in Art, Design and Visual Culture from the London Guildhall University. After graduation, he practiced in an architecture firm in London for 2 years. He was appointed as an Executive Director of the Company on 22nd November 2006 and acted as a director of a number of subsidiaries of the Company before his resignation from the Board of Directors on 21st August 2015 as he wanted to devote more time for his personal business at that time. Mr. Eav has remained as a consultant of the Company and its subsidiaries since 21st August 2015. He was appointed as a director of three subsidiaries of the Company in February, April and May 2018, respectively and he was appointed as an Executive Director of the Company on 11th October 2018. Mr. Eav is the brother of Ms. Eav Xin Qi Rosanna, who is an Executive Director of the Company and the son of Ms. Lam Kim Phung who is a controlling shareholder of the Company.

Ms. Eav Xin Qi Rosanna (former name was Eav Guech Rosanna), aged 51, holds a Bachelor of Business Administration Degree in Marketing from Adelphi University in the U.S.A. She is currently the chief executive officer of Time City (Hong Kong) Limited, a subsidiary of the Company. Before joining the Group in 1993, she worked in a major international US Bank specializing in local corporate companies. Ms. Eav is the sister of Mr. Eav Feng Ming, Jonathan, who is an Executive Director of the Company and the daughter of Ms. Lam Kim Phung who is a controlling shareholder of the Company. She was appointed as an Executive Director of the Company on 21st August 2015.

Independent non-executive Directors

Mr. Lai Si Ming, aged 63, is a fellow member of the Hong Kong Institute of Surveyors and an associate member of the Royal Institution of Chartered Surveyors. He was appointed as an independent non-executive Director of the Company on 8th August 1998. He is also the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company. Mr. Lai was elected as the Vice Chairman, General Practice Division of the Hong Kong Institute of Surveyors during the years from 2001 to 2003. Mr. Lai has been practicing as a professional surveyor since 1983 and has considerable experience in the property field. Mr. Lai is an existing independent non-executive director of Guorui Properties Limited which was listed in the Stock Exchange of Hong Kong Limited on 7th July 2014. Mr. Lai holds a Master Degree of Business Administration from Chinese University of Hong Kong.

董事會

執行董事

楊峰銘先生 (原名楊明強)，現年四十六歲，持有倫敦吉爾德霍爾大學室內設計與技術文學學士學位，以及藝術、設計與視覺文化文學碩士學位。畢業後，彼於倫敦一家建築公司工作了兩年。彼於二零零六年十一月二十二日獲委任為本公司執行董事，並於二零一五年八月二十一日辭任董事會成員前擔任本公司若干附屬公司之董事，彼辭任董事會成員是希望投入更多時間於其個人業務之上。楊先生自二零一五年八月二十一日開始仍保留擔任本公司及其附屬公司之顧問。彼於二零一八年二月、四月及五月分別獲委任為本公司三間附屬公司之董事，並於二零一八年十月十一日獲委任為本公司執行董事。楊先生為本公司執行董事楊薪綺女士之胞弟及本公司控股股東林金鳳女士之兒子。

楊薪綺女士 (原名楊訪梅)，現年五十一歲，持有美國艾德菲大學市場營銷工商管理學位，彼目前為本公司附屬公司冠亞名表城(香港)有限公司之首席執行官。一九九三年加入本集團之前，彼曾於一家國際性美國大銀行專注於當地企業公司的服務。楊女士為本公司執行董事楊峰銘先生之胞姊及本公司控股股東林金鳳女士之女兒。於二零一五年八月二十一日，彼獲任命為本公司執行董事。

獨立非執行董事

賴思明先生，現年六十三歲，為香港測量師學會資深會員及英國皇家特許測量師學會之會員，於一九九八年八月八日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席及提名委員會及薪酬委員會委員。賴先生於二零零一年至二零零三年期間被選為香港測量師學會之產業測量組之副主席。賴先生自一九八三年起開始以專業測量師之身份執業，並在地產界具豐富經驗。賴先生為國瑞置業有限公司現任之獨立非執行董事(其股份於二零一四年七月七日在香港聯合交易所有限公司上市)。賴先生持有香港中文大學之工商管理碩士學位。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員簡介

Mr. Lee Tat Cheung, Vincent, aged 51, has around 30 years' experience in accounting and auditing and is the sole proprietor of a firm of Certified Public Accountants practicing in Hong Kong. Mr. Lee is a fellow member of The Institute of Chartered Accountants in England and Wales, a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. He holds a Master Degree in Corporate Finance from the Hong Kong Polytechnic University. He was appointed as an independent non-executive Director of the Company on 16th December 2006. He is the chairman of the remuneration committee and also a member of the audit committee and the nomination committee of the Company.

Mr. Kee Wah Sze, aged 73, is a partner of Messrs. Michael Cheuk, Wong & Kee and is a practicing solicitor in Hong Kong for over 39 years specialized in both commercial and conveyancing fields. He is a Notary Public of Hong Kong, a China Appointed Attesting Officer and holder of Master Degree in Chinese and Comparative Law of City University of Hong Kong and Master Degree in Law of the People's University of the PRC. He was an independent non-executive director of Shougang Fushan Resources Group Limited (Stock Code: 639), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited, from April 1997 to June 2021.

Mr. Kee was appointed as an independent non-executive director of the Company on 10th August 2020. He is also a member of the nomination committee, the audit committee and the remuneration committee of the Company.

SENIOR MANAGEMENT

Mr. Cheng Ka Chung, aged 53, joined the Group in 2010. Mr. Cheng has more than 20 years experience in finance and accounting. He holds a Bachelor of Arts degree in Accountancy and a Master of Science degree in Accountancy from the Hong Kong Polytechnic University. Mr. Cheng is the Finance Director and Company Secretary of the Company.

李達祥先生，現年五十一歲，於會計及審計方面擁有約三十年經驗，並為香港一間執業會計師行的獨資經營者。李先生為英格蘭及威爾斯特許會計師公會、香港會計師公會及英國特許公認會計師公會資深會員。彼持有香港理工大學企業金融碩士學位。二零零六年十二月十六日，彼獲委任為本公司獨立非執行董事，彼為薪酬委員會主席及同時亦為本公司審核委員會及提名委員會成員。

紀華士先生，現年七十三歲，為卓黃紀律師事務所合夥人，並在香港從事執業律師超過39年，專門從事商業及產權轉讓事務。彼為香港公證人，中國委任公證人及持有香港城市大學中文及比較法碩士學位，以及中國人民大學法學碩士學位。於一九九七年四月至二零二一年六月期間，他曾出任首鋼福山資源集團有限公司（股票代號：639）獨立非執行董事，該公司股份為香港聯合交易所有限公司主板上市。

紀先生於二零二零年八月十日獲委任為本公司獨立非執行董事。彼亦為本公司提名委員會、審核委員會及薪酬委員會成員。

高層管理人員

鄭嘉聰先生，五十三歲，二零一零年加入本集團。鄭先生在財務及會計方面擁有超過二十年的經驗。彼持有香港理工大學會計學文學士學位及碩士學位。鄭先生為本公司之財務總監及公司秘書。



冠亞名表城
上海 南京西路
**勞力士、帝舵
專賣店**

Timecity
Shanghai
Nanjing Road West
Rolex / Tudor Boutique

冠亞名表城
上海 南京西路
寶璣 專賣店

Timecity
Shanghai
Nanjing Road West
Breguet Boutique



冠亞名表城
上海 南京西路
帕瑪強尼 專賣店

Timecity
Shanghai
Nanjing Road West
Parmigiani Boutique



冠亞名表城
上海 新世界城
**勞力士、帝舵
專賣店**

Timecity
Shanghai
New World
Rolex / Tudor Boutique



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL HIGHLIGHTS

財務摘要

		2021 二零二一年 HK\$ million 百萬港元	2020 二零二零年 HK\$ million 百萬港元	Change 變動 %
Operations				
	經營			
Revenue	營業收入	1,165	800	46
Profit/(loss) attributable to owners of the Company	歸屬於本公司持有人之溢利/(虧損)	59	(146)	140
Earnings/(loss) per share – Basic	每股盈利/(虧損) – 基本	7.84 HK cents 7.84港仙	(19.56) HK cents (19.56)港仙	140
Interim dividend declared and paid	已宣佈及派發之中期股息	–	–	–
Final dividend proposed after the end of the reporting period	報告期末後建議派發之末期股息	–	–	–
Special dividend proposed after the end of the reporting period	報告期末後建議派發之特別股息	–	–	–
		2021 二零二一年 HK\$ million 百萬港元	2020 二零二零年 HK\$ million 百萬港元	Change 變動 %
Financial position				
	財務狀況			
Total assets	總資產	815	807	1
Equity attributable to owners of the Company	歸屬於本公司持有人權益	414	343	21



冠亞名表城
北京 僑福芳草地
卡地亞 專賣店

Timecity
Beijing Parkview Green
Cartier Boutique

冠亞名表城
北京 東方廣場
積家 專賣店

Timecity
Beijing Oriental Plaza
Jaeger-LeCoultre
Boutique



冠亞名表城
南通 八百伴
萬國錶 專賣店

Timecity
NanTong Yaohan Store
IWC Boutique

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group's revenue for the year amounted to HK\$1,165 million which was 46% higher than HK\$800 million in last year. The "Sale of watches" segment continued to play a key role this year and increased its revenue by 45% from HK\$787 million to HK\$1,143 million this year due to the good performance in the retail stores in China. On the other hand, the business in the "Properties leasing" segment derived a revenue of HK\$13 million this year, an increase of 63% as compared with last year of HK\$8 million due to the full year effect of a material tenancy.

The total number of stores is as below:

		As at 31st March 2021 於二零二一年 三月三十一日	As at 31st March 2020 於二零二零年 三月三十一日
Beijing	北京	2	2
Shanghai	上海	3	3
Xiamen	廈門	1	1
Nantong	南通	1	1
Hong Kong	香港	0	1
		7	8

Financial Review

Results review

For the year ended 31st March 2021, the Group's revenue amounted to HK\$1,165 million, representing an increase of 46% as compared with HK\$800 million in last year. Increase in revenue was mainly due to the good performance of the retail stores in China. Gross profit margin decreased by 5% to 20% as compared with last year was due to intense competition during the year.

Distribution costs this year amounted to HK\$119 million which was 26% lower than HK\$161 million in last year. Such decrease was due to the decrease in amortization charges for right-of-use assets as a core right-of-use asset had been fully impaired in the second half of last year.

Administrative expenses decreased by 19% to HK\$38 million as compared with HK\$47 million in last year which was mainly due to the decrease in bank charges, consultancy fee and director's remuneration.

Valuation gains on investment properties amounted to HK\$3 million in this year as compared with valuation losses of HK\$17 million in last year as the property market in London in particular performed better as compared with last year.

管理層討論及分析

業務回顧

本年度本集團之營業收入為1,165,000,000港元，較去年同期的800,000,000港元增加46%。「鐘錶銷售」分部於本年度繼續發揮重要角色，收入由上年度787,000,000港元增加45%至本年度1,143,000,000港元，乃因為中國零售店舖表現亮麗。另一方面，「租賃物業」分部業務於本年度帶來13,000,000港元之營業收入，較去年的8,000,000港元增加63%，乃由於一項重大租約之全年影響。

店舖總數如下：

	As at 31st March 2021 於二零二一年 三月三十一日	As at 31st March 2020 於二零二零年 三月三十一日
Beijing	2	2
Shanghai	3	3
Xiamen	1	1
Nantong	1	1
Hong Kong	0	1
	7	8

財務回顧

業績回顧

截至二零二一年三月三十一日止年度，本集團之營業收入為1,165,000,000港元，相較上年度的800,000,000港元增加46%。錄得增幅主要由於中國零售店舖表現亮麗。由於年內競爭激烈，相比上年度，毛利率下跌5%至20%。

本年度分銷成本為119,000,000港元，與上年度161,000,000港元相比下跌26%，此乃由於一項核心使用權資產於去年下半年全面減值，令年內之使用權資產攤銷費用減少。

行政費用與上年度47,000,000港元比較，則減少19%至38,000,000港元，主要由於銀行費用、顧問費及董事酬金減少所致。

本年度投資物業之估值收益為3,000,000港元，上年度則為估值虧損17,000,000港元，乃由於物業市場（尤其是倫敦）之表現較去年更佳所致。



冠亞名表城
廈門 萬象城
萬國錶 專賣店

Timecity
Xiamen The Mixc
IWC Boutique

冠亞名表城
廈門 萬象城
沛納海 專賣店

Timecity
Xiamen The Mixc
Panerai Boutique



冠亞名表城
廈門 萬象城
勞力士 專賣店

Timecity
Xiamen The Mixc
Rolex Boutique



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Finance costs amounted to HK\$9 million in this year which was much lower than that of last year amounting to HK\$14 million was due to decrease in the interest on lease liabilities.

Other net gains amounting to HK\$15 million during this year as compared with that of last year of HK\$6 million. The amount this year mainly comprised an one-off gain of HK\$20 million due to the reassessment of the lease liability upon rental reduction for some stores. The amount in last year represented the gain from the disposal of the unlisted equity investment.

Liquidity, financial resources and capital structure

As at 31st March 2021, the Group's total cash balance amounted to HK\$131 million (31st March 2020: HK\$69 million).

Gearing ratio of the Group, expressed as a ratio of total borrowings over total equity, was 40% as at 31st March 2021 (31st March 2020: 47%).

Foreign exchange risks

The Group views its main currencies as Hong Kong dollars, Renminbi and Swiss Francs.

The Group monitors its exposure to foreign exchange risks and, when it considers necessary and appropriate, will hedge its foreign exchange risks by using financial instruments.

Prospect

Continued with the momentum brought from the first half of the year, the Group achieved a net profit of HK\$59 million as compared with a net loss of HK\$146 million in last year was due to the good performance in the retail sales in this year and an one-off impairment loss on right-of-use asset amounting to HK\$97 million in last year.

The Group operates 7 stores in China. The Group remained focus on its core stores and has streamlined their operating costs during the year and will continue to do so with a view to further enhance the cost efficiency of each store. The overall sentiment in the luxury retail business in China was good. Looking ahead, the Group believes that the sentiment will improve as the pandemic is under control.

Apart from the "Sale of watches" segment which continues to be the core business of the Group, the Group is also developing its business in the "Properties leasing" segment and acquired two residential properties in London in previous years in addition to the key investment properties located in Hong Kong.

The Group is determined to rebuild its financial strength and confidence to improve its business and take a cautious approach in its future expansion.

On behalf of the Group, we sincerely thank for the kind and positive support of our shareholders, customers, suppliers and associates.

本年度財務成本為9,000,000港元，遠低於去年的14,000,000港元，乃由於租賃負債利息減少所致。

本年度的其他收益淨額為15,000,000港元，而去年則為6,000,000港元。本年度金額主要包括部份店舖租金下調後重新評估租賃負債之一次性收益20,000,000港元。去年金額指出售非上市股權投資之收益。

流動資金、財務資源及資本結構

於二零二一年三月三十一日，本集團之現金結餘總額為131,000,000港元（二零二零年三月三十一日：69,000,000港元）。

本集團之借貸比率（以借貸總額除以總權益表示）於二零二一年三月三十一日為40%（二零二零年三月三十一日：47%）。

外匯風險

本集團認為，其主要貨幣為港元、人民幣及瑞士法郎。

本集團對外匯風險實行監控，會在必要及適當時運用金融工具對沖其外匯風險。

展望

延續上半年的勢頭，本集團錄得純利59,000,000港元，而去年則為淨虧損146,000,000港元，乃由於本年度之零售銷售表現良好及去年使用權資產之一次性減值虧損97,000,000港元。

本集團在中國經營7間店舖。本集團年內仍將重點放在核心商店，並已精簡營運成本，且會持續此一做法，旨在進一步提升每家商店的成本效益。中國奢侈品零售業務的整體氣氛良好。展望將來，本集團相信，由於疫情正受到控制，故市場氣氛將得以改善。

除繼續作為本集團核心業務之「鐘錶銷售」分部外，本集團亦正在發展其「租賃物業」分部之業務，除其位於香港之主要投資物業外，亦於過往年度曾在倫敦購置兩個住宅物業。

本集團決心重建其財務實力及有信心改善其業務表現，並在未來的擴展中採取審慎態度。

謹代表本集團，對各股東、客戶、供應商及聯繫人給予本集團的積極支持，致以由衷謝意。

DIRECTORS' REPORT

董事會報告

The Directors have pleasure in submitting their report together with the audited financial statements for the year ended 31st March 2021.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in Note 18 to the financial statements.

The analysis of the principal activities and geographical locations of the operations of the Company and its subsidiaries ("the Group") during the financial year are set out in Note 18 to the financial statements.

FINANCIAL STATEMENTS

The profit of the Group for the year ended 31st March 2021 and the state of the Company and the Group's affairs as at that date are set out in the financial statements on pages 44 to 46.

BUSINESS REVIEW

The business review of the Group for the year ended 31st March 2021 is set out in the section headed "Management Discussion and Analysis" on pages 7 to 11.

Description of possible risks and uncertainties that the Group may be facing can be found in the section headed "Management Discussion and Analysis" on pages 7 to 11 of this annual report and Note 33 to the financial statements. An analysis of the Group's performance during the year using financial key performance indicators is set out in section headed "Management Discussion and Analysis" on pages 7 to 11 of this annual report.

SHARE CAPITAL

Particulars of the share capital of the Company during the year are set out in Note 30 to the financial statements.

DIVIDENDS

Details of the dividends are set out in Note 12 to the financial statements.

PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries of the Company are set out in Note 18 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment are set out in Note 14 to the financial statements.

INVESTMENT PROPERTIES

Details of the movements in investment properties during the year are set out in Note 15 to the financial statements.

董事會欣然提呈截至二零二一年三月三十一日止年度之報告及經審核財務報表。

主要業務

本公司之主要業務為投資控股及其附屬公司之主要業務載於財務報表附註18。

本公司及其附屬公司(「本集團」)於本財政年度內之主要業務及經營地點分析載於財務報表附註18。

財務報表

本集團截至二零二一年三月三十一日止年度之溢利以及本公司及本集團於該日之財務狀況載於財務報表第44頁至第46頁。

業務回顧

本集團於截至二零二一年三月三十一日止年度業務回顧載於第7至11頁「管理層討論及分析」一節。

描述本集團或會面對的可能性風險及不確定性可參閱本年報第7至11頁標題為「管理層討論及分析」段落及財務報表附註33。於年內本集團的業績表現分析所使用的財務主要績效指標載於本年報第7至11頁標題為「管理層討論及分析」段落。

股本

本公司於年內之股本詳情載於財務報表附註30。

股息

股息之詳情載於財務報表附註12。

主要附屬公司

本公司主要附屬公司之詳情載於財務報表附註18。

物業、機器及設備

物業、機器及設備之變動詳情載於財務報表附註14。

投資物業

本年度投資物業之變動詳情載於財務報表附註15。

RESERVES

Details of reserves available for distribution to shareholders and movements in the reserves of the Company and the Group during the year are set out in Note 32 to the financial statements and the consolidated statement of changes in equity respectively.

BORROWING

Details of the bank borrowings are set out in Note 27 to the financial statements.

MAJOR SUPPLIERS AND CUSTOMERS

For the year ended 31st March 2021, the Group's largest supplier contributed approximately 85% of the total purchases for the year and the aggregate amount of purchases attributable to the Group's top five suppliers represented approximately 99% of the Group's total purchases.

Since the customer base of the Group is very wide, the aggregate sales attributable to the Group's five largest customers are approximately 32% of total sales during the year.

None of the Directors, their close associates or any shareholders (which to the knowledge of the Directors owning more than 5% of the Company's issued share capital) had interest in the Group's five largest suppliers.

FINANCIAL SUMMARY

A financial summary of the Group for the past five financial years is set out on page 152.

MANAGEMENT CONTRACTS

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

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's bye-laws, subject to the statutes, every Director shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of his/her office. The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against Directors of the Group.

儲備

本公司及本集團年內可供分派儲備予股東詳情以及儲備變動詳情分別載於財務報表附註32及綜合權益變動表。

借貸

銀行借貸之詳情載於財務報表附註27。

主要供應商及客戶

截至二零二一年三月三十一日止年度，本集團最大供應商佔本年度總採購額約85%；而本集團五大供應商之總採購額佔本集團採購總額約99%。

由於本集團之客戶基礎龐大，年內本集團五大客戶之總銷售額約佔本集團銷售總額32%。

各董事、其緊密聯繫人或就董事所知擁有本公司5%以上已發行股本之任何股東概無在本集團五大供應商中擁有任何權益。

財務摘要

本集團於過去五個財政年度之財務摘要載於第152頁。

管理合約

本公司並無就有關管理或行政工作的整體業務或任何業務重大部分於本年度內或年末訂立或存有任何合約。

允許賠償條款

根據本公司的章程細則，視情況而定，每名董事就他/她之職務所作出任何行為、同意或忽略或有關執行其職務而可能產生或蒙受之所有訴訟、費用、收費、損失、損害及開支，均可從本公司之資產獲得彌償，並確保免就此受任何損害。本公司已就集團之董事可能面對任何訴訟時產生的責任和相關費用購買保險。

DIRECTORS' REPORT

董事會報告

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Mr. Eav Yin (former Chairman, passed away on 4th September 2020)
Mr. Eav Feng Ming, Jonathan
Ms. Eav Xin Qi Rosanna

Independent non-executive Directors:

Mr. Lai Si Ming
Ms. Wong Wing Yue, Rosaline (resigned on 20th July 2020)
Mr. Lee Tat Cheung, Vincent
Mr. Kee Wah Sze (appointed on 10th August 2020)

Pursuant to Bye-law 99 of the Bye-law of the Company, Mr. Eav Feng Ming, Jonathan and Mr. Lee Tat Cheung, Vincent shall retire by rotation from office at the Annual General Meeting and shall be eligible and offer themselves for re-election.

The independent non-executive Directors are subject to retirement by rotation in accordance with the Company's Bye-Laws.

None of the Directors proposed for re-election has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事及董事之服務合約

年內及截至本報告日止，本公司董事為：

執行董事：

楊仁先生(前主席，於二零二零年九月四日離世)
楊峰銘先生
楊薪綺女士

獨立非執行董事：

賴思明先生
王穎好女士(於二零二零年七月二十日辭任)
李達祥先生
紀華士先生(於二零二零年八月十日獲委任)

根據本公司細則之公司細則第99條，楊峰銘先生及李達祥先生須於應屆股東週年大會上輪席告退，惟彼等符合資格及願意膺選連任。

根據本公司細則，獨立非執行董事須輪值退任。

各位獲提名膺選連任之董事與本公司或其附屬公司均無訂立任何本集團若於一年內將之終止即須作出賠償(法定賠償除外)之服務合約。

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

As at 31st March 2021, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("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 and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

Long positions in shares and underlying shares of the Company

Name of Directors 董事姓名	Nature of interest 權益性質	Number of ordinary shares of HK\$0.2 each/ underlying shares held 持有每股 0.2港元普通股/ 相關股份數目	Approximate percentage of aggregate interests to total issued share capital 總權益佔已發行股本總額 概約百分比 %
Ms. Eav Xin Qi Rosanna	Personal 個人	2,087,472 [△]	0.28
Mr. Eav Feng Ming, Jonathan	Personal 個人	707,400*	0.09

[△] All the 2,087,472 shares are personal interest of Ms. Eav Xin Qi Rosanna.

* All the 707,400 shares are personal interest of Mr. Eav Feng Ming, Jonathan.

Save as disclosed herein, as at 31st March 2021, 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 and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register kept by the Company under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code. In addition, save as disclosed above, none of the Directors or chief executive of the Company nor their spouses or children under 18 years of age had been granted or had exercised any rights to subscribe for any equity or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

董事及主要行政人員於股份、相關股份及債券中之權益

於二零二一年三月三十一日，本公司董事及主要行政人員在本公司或其任何相聯法團（定義見《證券及期貨條例》（「證券及期貨條例」）第XV部）的股份、相關股份或債券證中擁有，而根據證券及期貨條例第XV部第7及第8分部須通知本公司及聯交所的權益及淡倉（包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條規定須列入而已列入須予備存之登記冊或依據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須通知本公司及聯交所的權益及淡倉如下：

於本公司股份及其相關股份之好倉

Name of Directors 董事姓名	Nature of interest 權益性質	Number of ordinary shares of HK\$0.2 each/ underlying shares held 持有每股 0.2港元普通股/ 相關股份數目	Approximate percentage of aggregate interests to total issued share capital 總權益佔已發行股本總額 概約百分比 %
Ms. Eav Xin Qi Rosanna	Personal 個人	2,087,472 [△]	0.28
Mr. Eav Feng Ming, Jonathan	Personal 個人	707,400*	0.09

[△] 所有2,087,472股股份均屬楊薪綺女士個人權益。

* 所有707,400股股份均屬楊峰銘先生個人權益。

除上文所披露者外，於二零二一年三月三十一日，本公司各董事或主要行政人員概無在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券證中擁有，而根據證券及期貨條例第XV部第7及第8分部須通知本公司及聯交所的權益及淡倉（包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須登記於備存的登記冊內或根據標準守則須通知本公司及聯交所的權益及淡倉。此外，除上文所披露者外，本公司各董事或主要行政人員或彼等之配偶或未滿18歲之子女概無獲授予或行使認購本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股本或債務證券之任何權利。

DIRECTORS' REPORT

董事會報告

CONTINUING CONNECTED TRANSACTIONS Sub-Tenancy Agreement

On 15th November 2019, the Company as a principal tenant entered into the Sub-Tenancy Agreement I with Honour Rich International Limited ("Honour Rich") (a connected person) as a sub-tenant, under which the Company agreed to grant a tenancy of 3901-02, 39/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong ("Hopewell property") to Honour Rich for a term of 26.5 months at a monthly rental of HK\$359,706. Details are set out in the Company's announcement dated 18th November 2019.

The Hopewell property will be rented by the Company and leased to Honour Rich for the use as office.

Honour Rich is a company owned by Mdm. Lam Kim Phung, who is the controlling shareholder of the Company, the wife of Mr. Eav Yin (the Chairman and executive director of the Company who has passed away on 4th September 2020) and the mother of Ms. Eav Xin Qi Rosanna (an executive director of the Company) and Mr. Eav Feng Ming, Jonathan (an executive director of the Company), and hence are connected persons of the Company under the Listing Rules. Accordingly, the tenancy under the Sub-Tenancy Agreement I constitutes connected transaction or continuing connected transaction for the Company under Chapter 14A.

Save for the information disclosed above, during the year, the Company did not enter into any other transactions which constituted connected transactions or continuing connected transactions that were subject to reporting requirements under Chapter 14A of the Listing Rules.

The continuing connected transactions have been reviewed by the independent non-executive Directors. The independent non-executive Directors have confirmed that the continuing connected transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or on terms no less favourable to the Group than terms available to or from (as the case may be) independent third parties; and
- (c) on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

持續關連交易 分租協議

於二零一九年十一月十五日，本公司（作為主租戶）與一名關連人士誠富國際有限公司（「誠富」）（作為分租戶）訂立分租協議I。據此，本公司同意向誠富授出香港灣仔皇后大道東183號合和中心39樓3901-02室（「合和物業」）的租約，為期26.5個月，每月租金為359,706港元。有關詳情載於本公司日期為二零一九年十一月十八日的公告。

合和物業將由本公司租用並出租予誠富用作辦公室。

誠富為楊仁先生（本公司之主席兼執行董事，已於二零二零年九月四日離世）之妻子暨楊薪綺女士（本公司之執行董事）及楊峰銘先生（本公司之執行董事）之母親即本公司控股股東林金鳳女士擁有的公司，並因此根據上市規則為本公司的關連人士。因此，根據第14A章，分租協議I項下的租賃構成本公司的關連交易或持續關連交易。

除上文所披露的資料外，於本年度內，本公司並無訂立任何其他構成關連交易或持續關連交易而須根據《上市規則》第十四A章規定申報的交易。

獨立非執行董事已審閱持續關連交易。獨立非執行董事已確認經已訂立之持續關連交易：

- (a) 本集團之日常及一般業務；
- (b) 按正常商業條款，或條款不遜於獨立第三方提供予本集團或從本集團獲得的條款（視情況而定）；及
- (c) 條款屬公平合理，並符合股東之整體利益。

For the purpose of Rule 14A.56 of the Listing Rules, auditors of the Company, has confirmed to the Company regarding the continuing connected transactions disclosed above that nothing has come to the auditor's attention that causes them to believe that:

1. the disclosed continuing connected transactions have not been approved by the Company's board of directors;
2. the transactions were not entered into, in all material respects, in accordance with the terms governing such transactions; and
3. have exceeded the cap.

The Company confirmed that it has disclosed the continuing connected transactions and the details of the continuing connected transactions mentioned above pursuant to the disclosure requirements of Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

Material related party transactions entered into by the Group during the year ended 31st March 2021, which may also constitute connected transactions under the Listing Rules, are disclosed in Note 35 to the financial statements.

For those related party transactions that constituted connected transactions or continuing connected transactions (as the case may be) under the Listing Rules but are not disclosed in the section headed "Continuing Connected Transactions", they are exempt from reporting, annual review and independent shareholder's approval requirements under Chapter 14A of the Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed herein the section headed "RELATED PARTY TRANSACTIONS", no transactions, arrangements or contracts of significance to which the Company, its parent company, its subsidiaries or fellow subsidiaries were a party and in which a Director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SHARE OPTION SCHEME

On 20th September 2002, the shareholders of the Company approved the adoption of a share option scheme (the "2002 Share Option Scheme").

對於上市規則第14A.56條而言，本公司核數師確認，本公司就上文所披露有關持續關連交易，並無任何值得核數師關注並導致他們相信：

1. 所披露的持續關連交易尚未獲得本公司董事會批准；
2. 交易並無（在所有重大方面）根據規管該等交易的條款進行；及
3. 超逾上限。

本公司確認，上文所述之已披露持續關連交易及持續關連交易的細節，已根據上市規則第14A章之披露規定。

關連人士交易

於截至二零二一年三月三十一日止年度期間，由本集團訂立的重大關連交易其中可能根據上市規則視為關連交易，於財務報表附註35中披露。

就根據上市規則構成關連交易或持續關連交易（視情況而定）之關聯人士交易（但未於「持續關連交易」一節所披露者）而言，該等交易根據上市規則第14A章獲豁免遵守報告、年度審核及獨立股東批准之規定。

董事於交易、安排或合約之權益

除上文「關連人士交易」一節所披露者外，並無在年末或在年內任何時間仍然繼續存在之重大交易、安排或合約，而其中本公司、其母公司或其附屬公司或同系附屬公司為一方當事人，以及當中本公司董事或其關連實體直接或間接擁有重大權益。

購股權計劃

於二零零二年九月二十日，本公司股東批准採納購股權計劃（「二零零二年購股權計劃」）。

DIRECTORS' REPORT

董事會報告

The 2002 Share Option Scheme has been expired on 20th September 2012 and no new share option scheme has been adopted thereafter.

The Company issued 146,800,000 and 34,170,000 share options to the qualifying grantees to subscribe for ordinary shares of HK\$0.02 each in the share capital of the Company under the 2002 Share Option Scheme on 31st March 2011 and 26th October 2011 of which the exercise prices were HK\$0.394 per share and HK\$0.263 per share respectively. Upon the completion of the share consolidation and rights issue in January 2013 and February 2013, the original numbers of issued share options were adjusted from 146,800,000 and 34,170,000 to 43,056,440 and 10,022,061 respectively. In addition, both the exercise prices and the numbers of share options have been adjusted according to the 2002 Share Option Scheme. After the completion of the further share consolidation in July 2018, both the exercise price and the numbers of the outstanding share options had been adjusted according to the terms of the Share Option Scheme. As of 31st March 2021, there were no outstanding share options as they were all lapsed on 30th March 2021.

二零零二年購股權計劃已於二零一二年九月二十日屆滿及並無新購股權計劃隨後採納。

於二零一一年三月三十一日及二零一一年十月二十六日，本公司根據二零零二年購股權計劃，向合資格獲授者發行146,800,000份及34,170,000份可認購本公司股本中每股0.02港元之普通股之購股權，其行使價分別為每股0.394港元及0.263港元。二零一三年一月及二零一三年二月之股份合併及供股完成後，原已發行購股權數目分別由146,800,000份及34,170,000份變為43,056,440份及10,022,061份。此外，根據二零零二年購股權計劃，購股權的行使價及數目經已作出調整。於二零一八年七月完成進一步股份合併後，未行使購股權之行使價及數目均已按照購股權計劃之條款調整。於二零二一年三月三十一日，由於所有購股權已於二零二一年三月三十日失效，因此並無尚未行使之購股權。

Grantees	No. of share options outstanding at the beginning of the year	No. of share options granted during the year	No. of share options lapsed during the year	No. of shares acquired on exercise of share options during the year	No. of share options outstanding at year end	Date of grant	Period during which share options are vested	Period during which share options are exercisable	Exercise price per share
承授人	年初尚未行使之購股權數目	年內授出之購股權數目	年內失效之購股權數目	年內行使購股權獲得之股份數目	年末尚未行使之購股權數目	授出日期	已歸屬購股權之期限	可行使購股權之期限	每股行使價
Directors									
董事									
Mr. Eav Feng Ming, Jonathan 楊偉銘先生	1,099,875	-	(1,099,875)	-	-	31st March 2011 二零一一年三月三十一日	30th March 2012 to 30th March 2016 二零一二年三月三十日至二零一六年三月三十日	30th March 2012 to 30th March 2021 二零一二年三月三十日至二零二一年三月三十日	HK\$2.688 2.688港元
Mr. Lai Si Ming 賴思明先生	183,312	-	(183,312)	-	-	31st March 2011 二零一一年三月三十一日	30th March 2012 to 30th March 2016 二零一二年三月三十日至二零一六年三月三十日	30th March 2012 to 30th March 2021 二零一二年三月三十日至二零二一年三月三十日	HK\$2.688 2.688港元
Mr. Lee Tat Cheung, Vincent 李達祥先生	183,312	-	(183,312)	-	-	31st March 2011 二零一一年三月三十一日	30th March 2012 to 30th March 2016 二零一二年三月三十日至二零一六年三月三十日	30th March 2012 to 30th March 2021 二零一二年三月三十日至二零二一年三月三十日	HK\$2.688 2.688港元
	1,466,499	-	(1,466,499)	-	-				
Employees									
員工									
Mdm. Lam Kim Phung (administrator/executor of the estate of Mr. Eav Yin) 林金鳳女士(楊仁先生遺產之遺產管理人/遺囑執行人)	1,466,500	-	(1,466,500)	-	-	31st March 2011 二零一一年三月三十一日	30th March 2012 to 30th March 2016 二零一二年三月三十日至二零一六年三月三十日	30th March 2012 to 30th March 2021 二零一二年三月三十日至二零二一年三月三十日	HK\$2.688 2.688港元
Ms. Wong Wing Yue, Rosaline (former director) 王穎好女士(前董事)	183,312	-	(183,312)	-	-	31st March 2011 二零一一年三月三十一日	30th March 2012 to 30th March 2016 二零一二年三月三十日至二零一六年三月三十日	30th March 2012 to 30th March 2021 二零一二年三月三十日至二零二一年三月三十日	HK\$2.688 2.688港元
Total	5,975,983	-	(5,975,983)	-	-				

The share options granted to the Directors are registered under the names of the Directors who are also the beneficial owners. The closing prices of the Company's shares immediately before the date of grant of the share options on 31st March 2011 and 26th October 2011 were HK\$0.39 and HK\$0.26 respectively.

During the year, 5,975,983 share options were forfeited under the 2002 Share Option Scheme.

EQUITY-LINKED AGREEMENTS

Save as disclosed in the sections headed "Share Option Scheme" and "Convertible Securities, Options, Warrants or Similar Rights", no equity-linked agreements were entered into during the year or subsisted at the end of the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed herein, at no time during the year, was the Company or any of its associated corporations a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors or their spouses or children under 18 years of age was granted any right to subscribe for any shares in, or debentures of, the Company or any of its associated corporations.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this report, no Director is considered to have interests in the businesses which compete or are likely to compete with the businesses of the Group pursuant to the Listing Rules.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

In addition to the share options granted under the 2002 Share Option Scheme as disclosed herein, on 13th September 2010, the shareholders of the Company approved the adoption of a share award plan (the "Share Award Plan 2010"). The Share Award Plan 2010 is a ten-year discretionary share award and ownership plan. It is primarily for encouraging or facilitating the holding of shares by those selected employees of the Group who, as determined by the Board, are eligible to participate in the plan and to whom new shares are or will be awarded. The Directors will make use of the plan to award new shares to those selected employees of the Group on suitable terms as incentives and rewards for their contribution to the Group.

No award was granted, exercised, cancelled or lapsed during the year. Save as disclosed herein, the Company had no other outstanding convertible securities, options, warrants or similar rights as at 31st March 2021 and there was no issue or exercise of any such other convertible securities, options, warrants or similar rights during the year.

The Share Award Plan 2010 has been expired on 13th September 2020 already.

授予各董事之購股權均以各董事之名義登記註冊，其亦為實益擁有人。於二零一一年三月三十一日及二零一一年十月二十六日，本公司之股份收市價緊接授出購股權日期前分別為0.39港元及0.26港元。

年內，根據二零零二年購股權計劃，5,975,983份購股權已經被沒收。

股票掛鉤協議

除上文「購股權計劃」及「可換股證券、購股權、認股權證或類似權利」章節所披露外，本年度內，本公司並無訂立或存有任何股票掛鉤協議。

董事購買股份或債券之權利

除上文所述者外，本公司或其任何相聯法團於年度內概無訂立任何安排，致使董事可藉著購買本公司或任何其他法人團體之股份或債券而獲取利益，且並無任何董事或其配偶或其年齡在十八歲以下之子女獲授予任何權利以認購本公司或其任何相聯法團之任何股份或債券。

董事於競爭的業務之權益

於本年度內及至本報告日止，並無董事被認為根據上市規則與本集團之業務競爭或有機會構成競爭之業務擁有權益。

可換股證券、購股權、認股權證或類似權利

除本文所披露根據二零零二年購股權計劃授出之購股權外，於二零一零年九月十三日，本公司股東批准採納股份獎勵計劃（「股份獎勵計劃（二零一零年）」）。股份獎勵計劃（二零一零年）乃十年期酌情股份獎勵及擁有權計劃，旨在鼓勵或便利該等由董事會釐定為合資格參與該計劃之本集團獲選僱員持有股份，並向其頒授新股份。董事將善用該計劃，以合適的條款作為對有關僱員為本集團作出貢獻之獎勵與回饋。

年內無購股權被授出、行使、註銷或失效。除文內披露外，於二零一一年三月三十一日本公司並無未行使可換股證券、購股權、認股權證或類似權利，以及於年內並無發行或行使任何該等及其他可換股證券、購股權、認股權證或類似權利。

股份獎勵計劃（二零一零年）已於二零二零年九月十三日屆滿。

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SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31st March 2021, so far as is known to any Directors and chief executive of the Company, the following persons (other than the Directors or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of the Part XV of the SFO, or which were recorded in the register kept by the Company or required to be notified under Section 336 of the SFO:

主要股東之權益

於二零二一年三月三十一日，據任何本公司董事及主要行政人員所知，下列人士（本公司董事或主要行政人員除外）於本公司之股份及相關股份中擁有本公司已發行股本5%或更多，按照證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或記錄於本公司所存置之登記冊或按照證券及期貨條例第336條須予知會之權益或淡倉：

Name of shareholder		Capacity (Notes)	Notes	Number of ordinary shares and underlying shares (if any) of HK\$0.2 each held	Approximate percentage of issued share capital
股東名稱		身份 (附註)	附註	持有每股0.2港元之普通股及其相關股份 (如有) 之權益	佔已發行股本概約百分比 %
Mdm. Lam Kim Phung	林金鳳女士	6	1	441,459,400	59.09
Century Hero International Limited	世雄國際有限公司	7	2	291,210,668	38.98
Chanchhaya Trustee Holding Corporation	Chanchhaya Trustee Holding Corporation	7	3	59,176,800	7.92
Goodideal Industrial Limited	Goodideal Industrial Limited	7	4	51,133,864	6.84
Covenhills Limited	Covenhills Limited	7	5	64,255,243	8.60

Notes:

- 7,379,600 shares are held by Mdm. Lam Kim Phung and 434,079,800 shares represent the interest held by Mdm. Lam Kim Phung, as the administrator/executor of the estate of Mr. Eav Yin. Among the 434,079,800 shares, (a) 30,202,800 shares are interest of the administrator/executor of the estate of Mr. Eav Yin, (b) 291,210,668 shares by Century Hero International Limited, (c) 932,400 shares by Debonair Company Limited, (d) 51,133,864 shares by Goodideal Industrial Limited, (e) 1,423,268 shares by Goodness Management Limited and (f) 59,176,800 shares by Chanchhaya Trustee Holding Corporation (as a trustee of Eav An Unit Trust). Century Hero International Limited, Debonair Company Limited and Goodness Management Limited are wholly owned and Goodideal Industrial Limited is 87% owned by Mdm. Lam Kim Phung who is the administrator/executor of the estate of Mr. Eav Yin. Eav An Unit Trust is a discretionary trust of which Mr. Eav Yin is the founder, the beneficiaries include Mdm. Lam Kim Phung who is the administrator/executor of the estate of Mr. Eav Yin and her children.
- Century Hero International Limited is wholly owned by Mdm. Lam Kim Phung who is the administrator/executor of the estate of Mr. Eav Yin.
- Chanchhaya Trustee Holding Corporation is the trustee of Eav An Unit Trust, a discretionary trust, the beneficiaries of which include Mdm. Lam Kim Phung who is the administrator/executor of the estate of Mr. Eav Yin and her children.
- Goodideal Industrial Limited is 87% owned by Mdm. Lam Kim Phung who is the administrator/executor of the estate of Mr. Eav Yin.
- Covenhills Limited is owned equally by the estate beneficiary of late Mr. Leong Lou Teck, Mr. Leong Lum Thye, Miss Leong Yoke Kheng and Mr. Leong Siew Khuen.
- Beneficial owner; Administrator/Executor.
- Beneficial owner.

附註：

- 7,379,600股股份由林金鳳女士所持有及434,079,800股股份指由林金鳳女士為楊仁先生遺產之遺產管理人／遺囑執行人持有之權益。434,079,800股股份中，(a) 30,202,800股股份屬楊仁先生之遺產管理人／遺囑執行人之權益；(b) 291,210,668股股份由世雄國際有限公司持有；(c) 932,400股股份由Debonair Company Limited持有；(d) 51,133,864股股份由Goodideal Industrial Limited持有；(e) 1,423,268股股份由Goodness Management Limited持有及(f) 59,176,800股股份由Chanchhaya Trustee Holding Corporation (作為Eav An Unit Trust之受託人) 持有。世雄國際有限公司、Debonair Company Limited及Goodness Management Limited均由楊仁先生之遺產管理人／遺囑執行人林金鳳女士全資擁有，而Goodideal Industrial Limited由楊仁先生之遺產管理人／遺囑執行人林金鳳女士擁有87%。Eav An Unit Trust為全權信託，楊仁先生為該信託之創立人，受益人包括楊仁先生之遺產管理人／遺囑執行人林金鳳女士及彼之子女。
- 世雄國際有限公司由楊仁先生之遺產管理人／遺囑執行人林金鳳女士全資擁有。
- Chanchhaya Trustee Holding Corporation為全權信託Eav An Unit Trust之受託人，該信託之受益人包括楊仁先生之遺產管理人／遺囑執行人林金鳳女士及彼之子女。
- Goodideal Industrial Limited由楊仁先生之遺產管理人／遺囑執行人林金鳳女士擁有87%。
- Covenhills Limited由已故梁留德先生之遺產受益人Leong Lum Thye先生、Leong Yoke Kheng小姐及Leong Siew Khuen先生均等擁有。
- 實益擁有人；遺產管理人／遺囑執行人。
- 實益擁有人。

Save as disclosed above, as at 31st March 2021, there were no other person (other than the Directors or chief executive of the Company) who was recorded in the register of the Company as having an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provision 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.

PRE-EMPTIVE RIGHTS

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

EMPLOYEES AND REMUNERATION POLICY

There were 144 employees in the Group as at 31st March 2021. The Group offers competitive remuneration packages to employees in line with market trends. Incentives such as discretionary bonuses and shares under share award plan are offered to motivate employees.

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

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 the prescribed public float under the Listing Rules.

Environmental policies

The Group puts great emphasis on environmental protection and sustainable development. The conscientious use of resources and the adoption of best practices across the Group's businesses underlie its commitment to safeguarding the environment. The Group encourages environmental protection, complies with environmental legislations and promotes awareness towards environmental protection to its employees. Several measures have been implemented by the Group in order to promote environmental protection, including, among others:

- (i) promoting energy saving by encouraging its staff to switch off all air-conditioners and lightings before leaving the office, and to utilise the timer-control function of all air-conditioning systems;
- (ii) reducing energy consumption by using energy-saving light bulbs in the corridors and the reception area of its offices;

除上文所披露者外，於二零二一年三月三十一日，概無其他被列入本公司登記冊之人士（本公司董事或主要行政人員除外）於本公司股份及相關股份中擁有，而根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉，或須根據證券及期貨條例第336條規定列入本公司須予備存之登記冊內之權益或淡倉。

優先購買權

本公司之公司細則並無有關優先購買權之規定，而百慕達法例亦無對該項權利施加限制。

僱員及薪酬政策

於二零二一年三月三十一日，本集團共聘用144名僱員。本集團按市場趨勢向僱員提供具競爭力之薪酬組合，並提供獎勵（如酌情花紅及股份獎勵計劃下之股份）激勵僱員。

本集團僱員之薪酬政策乃由薪酬委員會設立，根據僱員之能力、資格及專長釐定薪酬。

本公司董事之酬金由薪酬委員會經考慮本公司經營業績、個人表現及可比較市場統計數據釐定。

公眾持股量

根據本公司可從公開途徑取得的資料及就董事所知，於本年報日，本公司已根據上市規則維持規定之公眾持股量。

環境保護政策

本集團高度重視環境保護及可持續發展。本集團承諾保護環境，並於業務過程中謹慎使用資源及採取最佳實踐。本集團鼓勵環境保護及遵守環境法例，努力提高僱員的環境保護意識。本集團採取若干環境保護措施，包括但不限於：

- (i) 透過鼓勵員工離開辦公室前關閉所有空調及照明工具以及使用空調系統定時功能促進節能；
- (ii) 透過於走廊及辦公室接待區域使用節能燈減少能源消耗；

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- (iii) promoting recycling by placing recycle bins next to printers for collecting used papers for reusing and recycling purposes, and by encouraging two-sided printing and/or the use of scratch papers;
- (iv) reducing the use of disposable products by, for example, cancelling the distribution of plastic bags in office; and
- (v) reducing water consumption by replacing all water taps by automatic faucets in offices.

The environmental, social and governance report will be uploaded within three months after the publication of the annual report of the Company to the websites of both The Stock Exchange of Hong Kong Limited and the Company.

RELATIONSHIPS WITH STAKEHOLDERS

The Group recognises employees as one of the valuable assets of the Group and the Group strictly complies with the labour laws and regulations in Hong Kong and regularly reviews the existing staff benefits for improvement. The Group provides good quality services to the customers and maintains a good relationship with them. The Group is able to establish trusting and long-standing business relationships with the major customers. The Group also maintains effective communication and develops long-term and stable relationships with its suppliers. During the year, there was no material dispute or disagreement between the Group and its customers or suppliers.

Compliance with laws and regulations

During the year ended 31st March 2021 and up to the date of this report, the Group has complied with all the relevant laws and regulations in the mainland China, Switzerland and Hong Kong that have a significant impact on the Group.

Donations

During the year, the Group did not make any charitable donations.

Dividend Policy

Under the Companies Act 1981 of Bermuda and the Memorandum of Association and New Bye-Laws of the Company, dividends may be paid out of the profits of the Company, or subject to solvency of the Company, out of sums standing to the credit of the share premium account of the Company. However, no dividend shall exceed the amount recommended by Directors of the Company.

- (iii) 透過在打印機旁邊放置回收桶收集使用後紙張用於再利用及資源回收以及鼓勵雙面打印及／或使用便簽促進循環利用；
- (iv) 減少使用一次性產品，如取消在辦公室派發塑料袋；及
- (v) 透過安裝感應水龍頭減少用水量。

環境、社會及管治報告將於本公司年報刊發後三個月內上載至香港聯合交易所有限公司及本公司網站。

與持份者的關係

本集團視僱員為本集團其中一項寶貴資產。本集團嚴格遵守香港的勞動法例及法規，並定期審閱並完善現有員工福利。本集團為客戶提供優質服務，並與彼等維持良好關係。本集團能夠與主要客戶建立互信並維持長遠業務關係。本集團亦與供應商維持有效溝通，並建立長期穩定關係。本年度，本集團與客戶或供應商之間並無重大糾紛或意見分歧。

遵守法律及法規

於截至二零二一年三月三十一日止年度及截至本年報公佈日，本集團已遵守其對本集團有重大影響的中國大陸、瑞士及香港的所有相關法律及法規。

捐贈

年內，集團沒有作出慈善捐款。

股息政策

根據一九八一年百慕達公司法及本公司組織章程大綱及新細則，股息可從本公司的溢利中支付，或（視乎本公司的償付能力）從本公司股份溢價賬之貸方金額中支付。然而，任何股息均不得超過本公司董事建議的金額。

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

AUDITOR

The consolidated financial statements for the year ended 31st March 2021 have been audited by Crowe (HK) CPA Limited, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

EXPRESSION OF GRATITUDE

The Board would like to take this opportunity to express its gratitude to all staff members, shareholders, bankers, customers, suppliers and professional advisors for the sincere support to the Group.

By Order of the Board

Eav Xin Qi Rosanna
Director

Hong Kong, 28th June 2021

核數師

截至二零二一年三月三十一日止年度之綜合財務報表乃由國富浩華(香港)會計師事務所有限公司進行審核，其將於本公司應屆股東週年大會上退任，惟合資格並願意膺選連任。

致謝

董事會謹借此機會就所有員工、股東、往來銀行、客戶、供應商及專業顧問一直以來對本集團之親切支持致以深切之感謝。

承董事會命

楊薪綺
董事

香港，二零二一年六月二十八日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain a high standard of corporate governance practices by emphasising a quality board of directors, sound internal control, transparency and accountability to all the shareholders of the Company.

The Company has complied with all the code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited throughout the year ended 31st March 2021 except for the deviation from the code provisions A.2.1, A.4.1, A.5.1, D.1.4 and those discussed below:

In respect of Code Provision A.2.1 of the Code, since the deceased of Mr. Eav Yin as the Chairman on 4th September 2020, the position of the Chairman has been vacant and has not been filled up as at the date of this report while the function of the chief executive officer is divided between the remaining executive directors. The Board of the Company as a whole and the executive directors have discharged the duties of the Chairman. The Board and the Nomination Committee of the Company will continuously review and discuss the adjustment to the composition of the Board.

The Company was incorporated in Bermuda and enacted by private act, the Asia Commercial Holdings Limited Company Act, 1989 of Bermuda (the “1989 Act”). Pursuant to section 3(e) of the 1989 Act, director holding office as executive chairman or managing director shall not be subject to retirement by rotation at each annual general meeting as provided in the Bye-Laws.

As the Company is bound by the provision of the 1989 Act, at this time, the Bye-Laws cannot be amended to fully reflect the requirements of the Code. As such, a special resolution was passed at the special general meeting held on 28th March 2007 to amend the Bye-Laws of the Company so that, inter alia, (i) every director (save for a director holding office as Chairman or Managing Director) of the Company shall be subject to retirement by rotation at least once every three years; (ii) a director may be removed by an ordinary resolution in general meeting instead of a special resolution; (iii) any director appointed by the Board to fill a casual vacancy or as an additional director shall hold office until the next following general meeting, instead of the next annual general meeting.

To enhance good corporate governance practices, the Chairman of the Board will voluntarily retire from his directorship at annual general meeting of the Company at least once every three years in order for the Company to comply with the Code, provided that being eligible for re-election, he may offer himself for re-election at the annual general meeting.

Code provision A.4.1 of the Code provides that non-executive director should be appointed for a specific term, subject to re-election.

During the year, except for the newly appointment of Mr. Kee Wah Sze as independent non-executive director of the Company for a term of 3 years commencing on 10th August 2021, the other non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation at least once every three years and re-election at the annual general meeting in accordance with the Company’s Bye-Laws. As such, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are not less exacting than those in the Code.

企業管治常規

本公司致力透過高質素的董事會、有效的內部監控對本公司全體股東之透明度及問責性維持高水平之企業管治常規。

於截至二零二一年三月三十一日止年度內，本公司已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四企業管治守則（「守則」）所載的所有守則條文，惟下文所述對守則條文A.2.1條、A.4.1條、A.5.1條、D.1.4條之偏離者除外：

就守則之守則條文第A.2.1條而言，自主席楊仁先生於二零二零年九月四日離世後，主席職位一直懸空及至本報告日期仍未填補，而行政總裁之職能則由餘下之執行董事分擔。本公司董事會整體及執行董事已履行主席的職責。本公司董事會及提名委員會將不斷審議及討論有關董事會組成的調整。

本公司於百慕達註冊成立及實施冠亞商業集團有限公司之私人法案，百慕達一九八九年公司法案（「一九八九年法案」）。根據一九八九年法案第3(e)條，擔任執行主席或董事總經理的董事毋須根據公司細則在每次股東週年大會上輪值退任。

由於本公司受一九八九年法案之條文約束，現時無法修訂公司細則，以完全反映守則之規定。故此，本公司於二零零七年三月二十八日舉行之股東特別大會上通過一項特別決議案修訂本公司之公司細則，從而令（其中包括），(i)每名本公司董事（不包括擔任主席或董事總經理之董事）最少每三年輪值退任一次；(ii)可於股東大會上藉普通決議案而非特別決議案罷免董事；(iii)獲董事會委任填補臨時空缺或作為董事會新增成員的董事，任期將直至下一屆股東大會為止，而非下一屆股東週年大會。

為提升良好企業管治常規，董事會主席將自願最少每三年一次於本公司之股東週年大會上按照守則之規定退任董事職務，惟倘符合資格，彼可於股東週年大會上膺選連任。

守則之守則條文第A.4.1條規定，非執行董事應有指定任期，並須膺選連任。

年內，除本公司新委任獨立非執行董事紀華士先生之任期為三年（自二零二零年八月十日起）外，本公司之其他非執行董事並無指定任期，但須根據本公司之公司細則最少每三年輪值退任一次及須於股東週年大會上重選。因此，本公司認為已採取充足措施以確保本公司之企業管治常規並不比守則所定者寬鬆。

CORPORATE GOVERNANCE REPORT

企業管治報告

Code provision A.5.1 of the Code provides that the nomination committee should be chaired by the chairman of the board or an independent non-executive director. Since the deceased of Mr. Eav Yin on 4th September 2020, the chairman of the nomination committee has been vacant and has not been filled up as at the date of this announcement. The Board will appoint the chairman of the nomination committee as soon as practicable for filling such vacancy.

Code provision D.1.4 stipulates that directors should clearly understand delegation arrangements in place. The Company should have formal letters of appointment for directors setting out the key terms and conditions of their appointments.

Except for the newly appointment of Mr. Kee Wah Sze as independent non-executive director of the Company in August 2020, the Company has not entered into any written letters of appointment with its Directors. However, the Board recognises that (i) the Directors have already been subject to the laws and regulations applicable to directors of a company listed on The Stock Exchange of Hong Kong Limited, including the Listing Rules as well as the fiduciary duties to act in the best interests of the Company and its shareholders; (ii) all of them are well established in their professions and (iii) the current arrangement has been adopted by the Company for several years and has proven to be effective. Therefore, the Board considers that the Directors are able to carry out their duties in a responsible and effective manner under the current arrangement.

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

Compliance of the Model Code for Securities Transaction by Directors of Listed Issuers

All Directors have confirmed that they complied with the required standards set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules throughout the year under review.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code for securities transactions by Directors of the Company (the "Code of Conduct") on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Having made specific enquiry with all the Directors of the Company, all of them confirmed that they have complied with the required standard set out in the Model Code and the Code of Conduct during the year ended 31st March 2021.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and oversees the Group's business, strategic decisions and financial performance. The management of the Group is responsible for the day-to-day management and operation of the respective individual business unit.

守則之守則條文第A.5.1條規定，提名委員會主席應由董事會主席或獨立非執行董事擔任。自楊仁先生於二零二零年九月四日離世後，提名委員會主席職位一直懸空及至本公告日期仍未填補。董事會將於切實可行之情況下盡快委任提名委員會主席以填補有關空缺。

守則條文第D.1.4條規定，董事應清楚地認識到適當委託安排。公司應該有正式的董事委任函件載列其委任之主要條款及條件。

除於二零二零年八月新任紀華士先生為本公司獨立非執行董事外，本公司與其董事並無訂立任何書面委任信函。然而，董事會確認：(i)各董事已受到適用於香港聯合交易所有限公司上市公司董事的法律和法規（包括上市規則，以及受託責任）規管，以本公司及其股東之最佳利益行事；(ii)彼等在其專業中均信譽卓著及(iii)採納本公司目前之安排已有數年及已證明有效。因此，董事會認為各董事在目前的安排下，可以負責任地及有效地履行自己的職責。

董事會將持續檢討及改善本公司之企業管治常規及標準，以確保業務經營及決策過程受到適當及審慎的規管。

遵照上市發行人董事進行證券交易的標準守則

於回顧年度，所有董事確認彼等已遵守刊於上市規則附錄十所載之上市發行人董事進行證券交易的標準守則之要求準則。

董事之證券交易

本公司已採納有關本公司董事進行證券交易之守則（「操守準則」），該準則之條款之嚴格程序不遜於上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）之規定準則。

本公司全體董事經諮詢後，確認彼等於截至二零二一年三月三十一日止年度已遵守標準守則及操守準則所載之準則。

董事會

董事會負責領導及控制本公司以及監察本集團業務、策略性決策及財務表現。本集團管理層負責各業務部門日常管理及營運。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board currently comprises two Executive Directors and three independent non-executive Directors. The biographical details of the Directors are set out on pages 4 and 5 of this annual report.

The Board possesses a balance of skills and experience which are appropriate for the requirements of the business of the Company. The opinions raised by the independent non-executive Directors of the Company in the Board meetings facilitate the maintenance of good corporate governance practices. One of the independent non-executive Directors has the appropriate professional accounting experience and expertise as required by Rule 3.10(2) of the Listing Rules. A balanced composition of Executive and non-executive Directors also generates a strong independent element on the Board, which allows independent and objective decision making process for the best interests of the Company.

The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all of them to be independent.

The Board meets regularly to review the financial and operating performance of the Group. During the year, 5 Board meetings (including 4 regular board meetings) were held. Moreover, 2 Audit Committee meetings, 1 Remuneration Committee meetings and 2 Nomination Committee meetings were held during the year. The individual attendance of Directors in these meetings was set out below:

Name of Director 董事姓名		Board meetings 董事會會議	Audit Committee meetings 審核委員會會議	Remuneration Committee meetings 薪酬委員會會議	Nomination Committee meetings 提名委員會會議
Executive Directors 執行董事					
Mr. Eav Yin (deceased on 4th September 2020)	楊仁先生(於二零二零年 九月四日離世)	3/3	N/A不適用	N/A不適用	2/2
Mr. Eav Feng Ming, Jonathan	楊峰銘先生	3/5	N/A不適用	N/A不適用	N/A不適用
Ms. Eav Xin Qi Rosanna	楊薪綺女士	5/5	N/A不適用	N/A不適用	N/A不適用
Independent non-executive Directors 獨立非執行董事					
Mr. Lai Si Ming	賴思明先生	5/5	2/2	1/1	2/2
Ms. Wong Wing Yue, Rosaline (resigned on 20th July 2020)	王穎妍女士 (於二零二零年七月二十日辭任)	1/1	1/1	N/A不適用	1/1
Mr. Lee Tat Cheung, Vincent	李達祥先生	5/5	2/2	1/1	2/2
Mr. Kee Wah Sze (appointed on 10th August 2020)	紀華士先生(於二零二零年八月 十日獲委任)	2/2	1/1	1/1	N/A不適用

Mr. Eav Yin (deceased), the Chairman of the Company, is the father of Ms. Eav Xin Qi Rosanna and Mr. Eav Feng Ming, Jonathan who are both Executive Directors of the Company. Save as disclosed herein, there is no financial, business, family or other material or relevant relationship among members of the Board or between the Chairman and the chief executive officer.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Since the deceased of Mr. Eav Yin as the Chairman on 4th September 2020, the position of Chairman has been vacant while the function of the chief executive officer is divided between the remaining Executive Directors.

董事會現時由兩名執行董事及三名獨立非執行董事所組成。董事履歷載於本年報第4及5頁。

董事會成員具備經營本公司業務所需之各種技能及經驗。本公司之獨立非執行董事於董事會會議上提出之意見有助維持良好之企業管治常規。其中一名獨立非執行董事擁有上市規則第3.10(2)條訂明之適當專業會計經驗及相關專業知識。執行董事及非執行董事之均衡組成比例亦大大提升董事會之獨立性，可有效發揮獨立判斷及客觀地為本公司之最佳利益制訂決策。

本公司已接獲每名獨立非執行董事根據上市規則第3.13條就其獨立身份而發出之年度確認聲明，而本公司認為所有獨立非執行董事均屬獨立人士。

董事會定期開會，以檢討本集團之財務及業務表現。本年度，董事會舉行五次會議(包括四次定期董事會會議)。此外，本年度已舉行兩次審核委員會會議、一次薪酬委員會會議及兩次提名委員會會議，各董事於該等會議之出席紀錄刊載如下：

本公司主席楊仁先生(已故)為楊薪綺女士及楊峰銘先生(彼等均為本公司執行董事)之父親。除本文所披露者外，董事會成員之間或主席與行政總裁之間並無財務、業務、家庭或其他重大或相關關係。

主席及行政總裁

由於主席楊仁先生於二零二零年九月四日離世，主席職位一直懸空，而行政總裁之功能由餘下之執行董事分擔。

NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the Code provides that non-executive director should be appointed for a specific term, subject to re-election.

During the year, except for the newly appointment of Mr. Kee Wah Sze as independent executive director of the Company for a term of 3 years, the other non-executive Directors of the Company are not appointed for a specific term but are subject to retirement by rotation at least once every three years and re-election at annual general meeting in accordance with the Company's Bye-Laws. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are not less exacting than those in the Code.

NOMINATION COMMITTEE

The Board has set up a nomination committee on 1st April 2012. The principle duties of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, assessing the independence of independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive.

The Nomination Committee comprises three independent non-executive Directors, namely Mr. Lai Si Ming, Mr. Kee Wah Sze and Mr. Lee Tat Cheung, Vincent. The Chairman of the Nomination Committee is vacant at the moment upon the death of Mr. Eav Yin as the Chairman on 4th September 2020.

During the year, the Nomination Committee held 2 meetings to review the structure, size and composition of the Board and to assess the independence of independent non-executive directors, appoint of new executive director and make recommendations to the Board on the re-appointment of directors.

NOMINATION POLICY

1. OBJECTIVE

This policy was approved and adopted by the board of directors of the Company ("the Board") by resolution passed on 23rd November 2018. It sets out the criteria and procedures to be adopted when considering candidates to be appointed or re-elected as directors of the Company.

非執行董事

守則條文A.4.1條規定，非執行董事應有指定任期，並須輪值退任。

於本年度，除本公司新委任獨立非執行董事紀華士先生之任期為三年外，本公司之其他非執行董事並無指定任期，但須根據本公司之公司細則最少每三年輪值退任一次及須於股東週年大會上重選。因此，本公司認為已採取充足措施以確保本公司之企業管治常規並不比守則所定者寬鬆。

提名委員會

董事會於二零一二年四月一日成立提名委員會。提名委員會的主要職責包括至少每年一次檢討董事會的架構，規模及組成（包括技能，知識和經驗），並在董事會任何建議之變動提供意見以配合本公司之企業策略，識別有資格成為董事會成員的合適人選，及對董事提名人選之選擇向董事會作出選擇或提供意見，評估獨立非執行董事的獨立性及就委任或重新委任董事及董事的繼任人選計劃，尤其是主席及行政總裁向董事會提供意見。

提名委員會包括三名獨立非執行董事，即賴思明先生、紀華士先生及李達祥先生。提名委員會主席職位於主席楊仁先生於二零二零年九月四日離世後一直懸空。

年內，提名委員會召開了兩次會議，以檢討董事會的架構、人數及組成，並評估獨立非執行董事的獨立性，委任新執行董事以及向董事會提出重新委任董事之建議。

提名政策

1. 目的

此政策藉著於二零一八年十一月二十三日通過決議案，獲本公司董事會（「董事會」）批准及採納，當中載列本公司考慮委任或重選董事人選時之準則及程序。

CORPORATE GOVERNANCE REPORT

企業管治報告

2. NOMINATION CRITERIA

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

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

3. NOMINATION PROCESS

3.1. Nomination by the Nomination Committee

- 3.1.1 The Nomination Committee reviews the structure, size and composition (including the skills, knowledge and experience) of the Board periodically and make recommendation on any proposed changes to the Board to complement the Company's corporate strategy;
- 3.1.2 When it is necessary to fill a causal vacancy or appoint an additional director, the Nomination Committee identifies or selects candidates as recommended to the Committee, with or without assistance from external agencies or the Company, pursuant to the criteria set out in section 2;
- 3.1.3 If the process yields one or more desirable candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);

2. 提名準則

提名委員會在評估及甄選董事候選人時應考慮以下準則：

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

3. 提名程序

3.1. 由提名委員會提名

- 3.1.1 提名委員會定期檢討董事會的架構、人數及組成（包括技能、知識及經驗）並就任何建議變動向董事會作出推薦建議以配合本公司之企業策略；
- 3.1.2 如需填補臨時空缺或新增董事，提名委員會根據第2節所載之提名準則自行或在外部機構或本公司的協助下物色候選人，或對推薦予委員會的候選人加以篩選；
- 3.1.3 如此過程產生一位或多位合適的候選人，提名委員會將根據本公司需要及對每位候選人作出的背景調查（如適用）排列優先次序；

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3.1.4 The Nomination Committee makes recommendation to the Board including the terms and conditions of the appointment;

3.1.4 提名委員會向董事會作出推薦建議，包括委任條款及條件；

3.1.5 The Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee.

3.1.5 董事會根據提名委員會的推薦建議仔細考慮並決定委任。

3.2. Re-election of Director at Annual General Meeting

3.2. 於股東週年大會上重選董事

3.2.1 In accordance with the Company's New Bye-Laws, every director shall be subject to retirement by rotation at least once every three years and shall be eligible for re-election at each annual general meeting;

3.2.1 根據本公司之新細則，每名董事須至少每三年輪值告退一次及合資格於每屆股東週年大會上重選；

3.2.2 The Nomination Committee shall review the overall contribution and service to the Company of the retiring director. The Nomination Committee shall also review the expertise and professional qualifications of the retiring director, who offered himself/herself for re-election at the annual general meeting, to determine whether such director continues to meet the criteria as set out in section 2;

3.2.2 提名委員會將檢討退任董事對本公司作出的總體貢獻及提供的服務。提名委員會亦將檢討願意於股東週年大會上重選的退任董事的專長及專業資格以決定有關董事是否繼續符合第2節所載之提名準則；

3.2.3 Based on the review made by Nomination Committee, the Board shall make recommendations to shareholders on candidates standing for re-election at the annual general meeting of the Company, and provide the available biographical information of the retiring director in accordance with the Listing Rules to enable shareholders to make the informed decision on the re-election of such candidates at annual general meeting of the Company.

3.2.3 根據提名委員會作出的檢討，董事會就於本公司股東週年大會上重選的董事人選向股東作出推薦建議，並根據上市規則提供退任董事的履歷資料，以使股東能就於本公司股東週年大會上重選該等候選人作出知情決定。

3.3. Nomination by shareholders

3.3. 由股東提名

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

根據本公司之組織章程大綱及新細則以及適用法律，本公司股東可提名某人參選董事，詳情載於本公司之「股東提名某人參選本公司董事的程序」。

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy (the "Policy") which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board. Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, culture and education background, ethnicity, professional experience, skills, knowledge and length of service.

董事會成員多元化政策

本公司已採納董事會成員多元化政策（「政策」），當中載列為達致及保持董事會成員多元化以提升董事會之有效性之方針。根據該政策，本公司為尋求達致董事會成員多元化考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。

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The Board will review the Policy from time to time to ensure its continued effectiveness. At present, the Board has not set measurable objectives to implement the Policy.

REMUNERATION COMMITTEE

The Board set up the Remuneration Committee on 15th July 2005 with specific written terms of reference which clearly deal with its authority and duties. The terms of reference have been updated during the year in line with the revised Corporate Governance Code requirement effective from 1st April 2012. The Remuneration Committee's role is to make recommendation to the Board on the remuneration policy and structure for Directors and senior management and to ensure that they are fairly rewarded for their individual contribution to the Group's overall performance, having regard to the interests of shareholders. The principal duties of the Remuneration Committee include determining the specific remuneration packages of all Directors and senior management as well as reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee comprises three independent non-executive Directors, namely Mr. Lai Si Ming, Mr. Kee Wah Sze and Mr. Lee Tat Cheung, Vincent. The Remuneration Committee is chaired by Mr. Lee Tat Cheung, Vincent.

During the year, the Remuneration Committee held 1 meeting to advise the Board on the Group's overall remuneration policy and structure of the remuneration of the Directors and senior management and assess the performance of the executive directors and senior management. No Director or any of his/her associates may be involved in any decisions as to his/her own remuneration. Based on the review and discussion at the meeting, the Remuneration Committee recommended to the Board to approve the Group's overall policy and structure of the remuneration of the Directors and senior management.

The remuneration of the members of the senior management by band for the year ended 31st March 2021 is set out below:

Remuneration bands	Number of individuals
HK\$1,000,001 – HK\$1,500,000	1

Further particulars regarding the Directors' remuneration and the five highest paid individuals as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in Note 10 to the financial statements.

AUDITORS' REMUNERATION

For the year ended 31st March 2021, the total remuneration of the auditors of the Group for statutory audit services and other services is HK\$1,200,000 (2020: HK\$1,270,000) and HK\$380,000 (2020: HK\$380,000) respectively.

董事會將不時檢討政策，以確保政策，以確保該政策行之有效。目前，董事會並無制定任何可計量目標。

薪酬委員會

董事會於二零零五年七月十五日成立薪酬委員會，書面職權範圍已闡明其授權與職責。為配合自二零一二年四月一日起生效的經修訂企業管治守則要求，職權範圍已於年內更新。薪酬委員會之角色為就董事及高層管理人員之酬金政策及架構向董事會提出建議，以及已考慮到股東利益之情況下，確保彼等已按各自對本集團之整體貢獻得到公平回報。薪酬委員會之主要職責包括釐定全體執行董事及高層管理人員之酬金待遇，以及參考董事會不時議決之企業目標及宗旨，審閱及批准按表現訂定之酬金。

薪酬委員會由三位獨立非執行董事賴思明先生、紀華士先生及李達祥先生組成。李達祥先生為薪酬委員會之主席。

年內，薪酬委員會召開過一次會議，就集團的整體薪酬政策及董事及高層管理人員的薪酬結構作出建議，並評估執行董事及高級管理層之表現。並無董事或其任何聯繫人士涉及其個人薪酬之任何決定。薪酬委員會根據會議所檢討及商議，向董事會提出建議通過本集團董事及高層管理人員之整體薪酬政策及架構。

截至二零二一年三月三十一日止年度，高級管理層成員之薪酬範圍載列如下：

薪酬範圍	人數
1,000,001港元至1,500,000港元	1

根據上市規則附錄16規定須披露的董事薪酬及五名最高薪酬人士的進一步詳情載於財務報表附註10。

核數師酬金

截至二零二一年三月三十一日止年度，本集團核數師的法定核數服務及其他服務的酬金總額分別為1,200,000港元(二零二零年：1,270,000港元)及380,000港元(二零二零年：380,000港元)。

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AUDIT COMMITTEE

The Board set up the Audit Committee on 1st January 1999 with specific written terms of reference which clearly deal with its authority and duties. The Audit Committee's role is to review the Group's financial reporting, internal controls and corporate governance issues and to make relevant recommendations to the Board.

The Audit Committee currently comprises three independent non-executive Directors namely Mr. Lai Si Ming, Mr. Kee Wah Sze and Mr. Lee Tat Cheung, Vincent. The Audit Committee is chaired by Mr. Lai Si Ming.

Under its terms of reference, which were prepared and adopted with reference to the Code and "A Guide for the Formation of an Audit Committee" published by the Hong Kong Institute of Certified Public Accountants, the Audit Committee is required, among other things, to oversee the relationship with the external auditors, to review the Group's interim and annual results, to review the scope, extent and effectiveness of internal control of the Group, to review accounting policies and practices adopted by the Group, to engage independent legal or other advisors as it determines is necessary and to perform investigations.

The Audit Committee held 2 meetings during the year to review, among other things, the interim and annual financial statements. Based on the review and discussion at the meetings, the Audit Committee recommended to the Board, among other things, to approve the interim and annual financial statements of the Group and to review the risk management and internal control systems of the Company.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out below which had been attended during the year:

1. develop and review the Company's policies and practices on corporate governance and make recommendations;
2. review and monitor the training and continuous professional development of directors and senior management;
3. review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
5. review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report under Appendix 14 to the Listing Rules.

COMPANY SECRETARY

The Company secretary is Mr. Cheng Ka Chung, a full time employee of the Company, is responsible for advising the Board on governance matters. During the year, the Company Secretary has complied with the professional training requirements under the Listing Rules.

審核委員會

董事會於一九九九年一月一日成立審核委員會，書面職權範圍已闡明其授權與職責。審核委員會負責審閱本集團之財務報告、內部監控及企業管治事宜，並向董事會提出相關建議。

審核委員會現時由三名獨立非執行董事賴思明先生、紀華士先生及李達祥先生組成。賴思明先生為審核委員會之主席。

根據參考守則及香港會計師公會發出之「成立審核委員會之指引」而編製和採納的職權範圍，審核委員會的要求（其中包括），包括監察與外聘核數師的關係、審閱集團的中期業績與年度業績、檢討集團內部控制的範疇、程度和有效性，審閱集團所採用的會計政策及常規，在認為有需要時委聘獨立的法律或其他顧問，以及進行調查。

審核委員會於年內曾舉行兩次會議，以檢討（其中包括）中期及年度財務報表。根據於會上所進行之審閱及討論，審核委員會建議（其中包括）董事會批准本集團之中期及全年業績，以及審核本公司的風險管理以及內部監控系統。

企業管治職能

董事會於年內已出席其負責履行以下所列企業管治職責：

1. 制定及檢討本公司之企業管治政策及守則，並提出建議；
2. 檢討及監察董事及高級管理人員之培訓及持續專業發展；
3. 檢討及監察本公司有關遵從法律及監管規定之政策與守則；
4. 制定、檢討及監督適用於僱員及董事之行為守則及合規手冊（如有）；及
5. 檢討本公司遵守企業管治守則及根據上市規則附錄14企業管治報告進行之披露。

公司秘書

鄭嘉聰先生，本公司的公司秘書，為本公司全職僱員，負責就管治事宜向董事會提出建議。於年內，公司秘書已遵守上市規則有關專業培訓之規定。

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TRAININGS OF DIRECTORS AND COMPANY SECRETARY

During the year, the Company has arranged training for all the Directors with a view to refresh their knowledge and skills. During the year, the Company Secretary of the Company has complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

The Company continuously provides updates to the Directors with the latest developments and changes to the Listing Rules and other applicable regulatory requirements and provides training to improve the Directors' knowledge and skills.

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has prepared a training record in order to assist the Directors to record the training that have undertaken.

Below is a summary of the training the Directors had received during the year under review:

Name of Director	Type of Continuing Professional Development (Note)
董事姓名	持續專業發展類型 (附註)
Mr. Eav Yin (deceased on 4th September 2020)	楊仁先生 (於二零二零年九月四日離世)
Ms. Eav Xin Qi Rosanna	楊薪綺女士
Mr. Eav Feng Ming, Jonathan	楊峰銘先生
Mr. Lai Si Ming	賴思明先生
Mr. Lee Tat Cheung, Vincent	李達祥先生
Mr. Kee Wah Sze	紀華士先生
Ms. Wong Wing Yue, Rosaline (resigned on 20th July 2020)	王穎妤女士 (於二零二零年七月二十日辭任)

Note :

1 Reading journals and updates relating to the economy, media business or director's duties and responsibilities, etc.

董事及公司秘書培訓

年內，本公司已安排全體董事培訓，以期更新其知識和技能。年內，本公司之公司秘書根據上市規則第3.29條，一直遵守相關的培訓需求。

董事持續專業發展

本公司持續向董事提供有關上市規則和其他適用監管規定之最新發展概況變更，並提供培訓以增進董事的知識和技能。

本公司鼓勵董事參加持續專業發展，以發展並更新董事的知識和技能。本公司已備有培訓記錄，以協助董事記錄所接受的培訓。

於回顧年度內，董事所接受的培訓概述如下：

Type of Continuing Professional Development (Note)
持續專業發展類型 (附註)
1
1
1
1
1
1
1

附註：

1 閱讀有關經濟、媒體業務或董事職責等內容之刊物及最新資訊。

CONSTITUTIONAL DOCUMENTS

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

章程文件

回顧年內，本公司之章程文件沒有任何改變。

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FINANCIAL REPORTING

The Board acknowledges its responsibilities for preparing the financial statements where were prepared in accordance with statutory requirements and applicable accounting standards. A statement by the auditor about their reporting responsibilities is set out on pages 37 to 43 of this annual report. As far as the Board is aware, there are no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board has overall responsibility for overseeing the Group's risk management and internal control systems to ensure that their effectiveness.

The Company has established a risk management policy set out the process of identification, evaluation and management of the principal risks affecting the business. The Company has also established a whistle-blowing policy and system for employees of the Group to raise concerns about possible improprieties in financial reporting, internal control and other matters.

As an ongoing process, the management has regular meetings with the team to assess and handle the risk being identified in the daily operation of the business. Significant risk will be reported to the Board on a timely basis. The Board will review and assess the risk management and internal control systems at least once a year.

During the year, the Board, with the establishment of internal audit department to carry out the internal audit function of the Group, it had reviewed the effectiveness of the system of internal control of the Group including material controls over financial, operational and compliance controls and risk management functions. After the review, the Board considered the risk management and internal control systems are effective and adequate.

In addition, the Board has considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

DISSEMINATION OF INSIDE INFORMATION

The Company is committed to a consistent practice of timely, accurate and sufficiently detailed disclosure of material information about the Group. The Company has adopted a Policy on Disclosure of Inside Information which sets out the obligations, guidelines and procedures for handling and dissemination of inside information. With those guidelines and procedures, the Group has management controls in place to ensure that potential inside information can be promptly identified, assessed and escalated for the attention of the Board to decide about the need for disclosure.

財務報告

董事會明白其編製財務報表之責任，財務報表乃根據法定要求及適用之會計準則編製。核數師就其報告責任作出之聲明載於本年報第37頁至第43頁。就董事會所知，並無任何涉及可能會對本公司持續經營的能力構成疑問之事件或狀況之重大不明朗因素。

風險管理及內部監控系統

董事會有全面監控本集團的風險管理及內部監控制度的責任，確保其有效性。

公司制定風險管理政策，列出識別風險過程，評估和管理影響業務的主要風險。公司還為本集團員工制定了舉報政策及制度，對財務報告、內部監控等事宜可能造成的不正當行為提出關注。

由於是一個持續的過程，管理層會定期與團隊舉行會議，以評估和處理業務日常運作中發現的風險。重大風險將及時向董事會報告。董事會每年至少審查及評估風險管理和內部監控制度一次。

年內，董事會已設立一個內部審核部門，執行集團的審核職能，對本集團之內部監控系統（包括對財務、營運及合規控制及風險管理職能的重大控制）的成效作出檢討。審核之後，董事會考慮管理的風險及內部監控系統是否有效及足夠。

此外，董事會已考慮本公司員工之會計及財務申報職能之資源充足量、資歷及經驗，以及其培訓課程及預算。

內部信息披露

本公司致力於及時、準確、充分詳細披露有關本集團重大資料的一貫做法。公司採用內部信息披露政策，其中規定了處理和披露內部信息之責任、準則及程序。透過該等指引和程序，本集團實施了管理控制措施，以確保內部信息可以及時被確定、評估和提升至董事會關注，以決定披露的必要性。

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SHAREHOLDER COMMUNICATION

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include general meetings, interim and annual reports, announcements and circulars. Procedure for voting by poll has been read out by the chairman at the general meetings.

At the annual general meeting held on 17th September 2020 respectively, all directors (except Mr. Eav Feng Ming, Jonathan) were present to answer questions raised by shareholders and a separate resolution was proposed by the chairman in respect of each separate issue, including re-election of Directors, and voted by way of poll. The Company announced the results of the poll in the manner prescribed under the Listing Rules.

SHAREHOLDERS' RIGHTS

Procedures for special general meetings requisitioned by the shareholders

Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company ("Requisitionists") shall have the right to require a special general meeting to be called and propose any matter to be considered at the general meeting of the Company. The Requisitionists may deposit the written requisition for special general meeting (which shall specify the full name of the Requisitionists, the business and proposal to be considered at the general meeting of the Company, and shall be signed by the Requisitionists) to the principal place of business of the Company for the attention of the Board. If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting in specified days as provided by the bye-laws of the Company and the Listing Rules, the Requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.

與股東聯繫

與股東聯繫之目標乃為本公司股東提供有關本公司之詳細資料，讓股東可於知情之情況下行使其股東權利。

本公司採用多種溝通途徑，確保其股東知悉重要業務發展，該等途徑包括股東大會、中期報告及年報、公告及通函。投票表決之程序，已由主席於舉行之股東大會上宣讀。

於分別在二零二零年九月十七日舉行的股東週年大會上，所有董事（楊峰銘先生除外）均出席回答股東提問，及主席就每項獨立事項提呈獨立決議案，包括重選董事，及以選舉投票方式進行。本公司根據上市規則規定之方法宣佈投票結果。

股東之權利

股東要求召開股東特別大會之程序

持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分之一的股東（「提呈人」）可要求召開股東特別大會及提呈於本公司股東大會上考慮的事宜。有關提呈人可將召開股東特別大會的書面要求（當中須列明有關提呈人之全名、當中述明於本公司股東大會上將予考慮之事項及提案，並須由提呈人簽署。）遞交至本公司主要營業地點，抬頭註明本公司董事會收啟。倘董事會並無於發出書面要求之日起計二十一日內召開將根據公司細則及遵守上市規則規定之相關日數內舉行股東特別大會，有關提呈人，可跟據不時修訂之百慕達一九八一年公司法第74(3)條舉行。

Procedures for shareholders to propose a person for election as a director

Bye-law 103 of the Bye-laws of the Company provides that 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 or at the Registration Office at least seven days before the date of the general meeting. The period for lodgment of the notices required under this Bye-law will commence 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.

Accordingly, if a shareholder of the Company (the “Shareholder”) wishes to propose a person other than a director of the Company for election as a director of the Company at the general meeting (the “Proposal”), he/she should lodge at the principal place of business in Hong Kong of the Company at 3901, 39th Floor, The Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (i) a written notice setting out the Proposal; and (ii) a written notice signed by the person to be proposed of his willingness to be elected.

In order for the Company to inform all Shareholders of the Proposal, the written notice must state the full name of the person proposed for election as a director of the Company, include the person’s biographical details as required under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and such other information (e.g. contact details, including residential address, telephone number, and HKID card/passport number, etc.), and be signed by the Shareholder concerned.

The period for lodgment of above written notices shall commence not earlier than the day after the dispatch of the notice of general meeting and end no later than seven (7) days prior to the date of the general meeting. The Company is required under rule 13.70 of the Listing Rules to provide the information about the Proposal in a supplementary circular or by way of an announcement not later than 10 business days before the general meeting. If the above written notices are received by the Company less than 21 days prior to the general meeting, the Company may need to consider the adjournment of the general meeting.

股東提名某人選舉為董事之程序

本公司細則第103條規定，除非獲選舉委員會推薦參選，否則除會上退任董事外，概無任何人士有資格於任何股東大會上參選董事，除非以書面形式通知有意提名該人士選舉為董事，及由該人書面通知其參選意願，並須於指定進行股東大會日期起計至少七日前呈交往總辦事處或過戶登記處。遞交通知期限須根據本公司細則，將不早於指定進行有關選舉之股東大會通告寄發翌日，及不遲於該股東大會舉行日期前七天。

因此，如果本公司股東（「股東」）擬提名本公司董事以外之人士於股東大會上選舉作為本公司董事（「議案」），彼等應遞交(i)書面通知列明議案；及(ii)提名人簽署願意參選的書面通知遞交本公司於香港灣仔皇后大道東183號合和中心39樓3901室之主要營業地點。

本公司就議案通知全體股東，書面通知必須列明提名競選作為本公司董事之人士全名，包括根據香港聯合交易所有限公司上市規則第13.51(2)條（「上市規則」）規定的個人詳細履歷及其他資料（例如聯絡詳情，包括住址、電話號碼及香港身份證／護照號碼等），及有關股東簽署。

遞交上述書面通知的期限將不早於有關選舉之股東大會通告寄發翌日，及不遲於該股東大會舉行日期前七(7)天。本公司須根據上市規則第13.70條以補充通函或於股東大會前不超過十個工作日以公告方式提供有關議案的資料。若本公司召開的股東大會少於二十一日收到上述書面通知，本公司可能需要考慮股東大會續會。

CORPORATE GOVERNANCE REPORT

企業管治報告

Procedures for shareholders to put forward proposals at general meetings

Pursuant to the Bermuda Companies Act, either any number of the registered shareholders holding not less than one-twentieth (5%) of the paid up capital of the Company carrying the right of voting at general meetings of the Company (“Requisitionists”), or not less than 100 of such registered shareholders can request the Company in writing to: (a) give to shareholders of the Company entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The requisition signed by all the Requisitionists may consist of several documents in like form, each signed by one or more of the Requisitionists; and it must be deposited at the principal place of business of the Company with a sum reasonably sufficient to meet the Company’s relevant expenses, not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition. Provided that an annual general meeting is called for a date six weeks or less after the requisition has been deposited, the requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

For any enquiry to the Board, shareholders may put forward a written enquiry to the Company setting out details of contact (including address and fax number etc.) by the following means:

Address: 3901, 39th Floor, The Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
Fax No.: 852-28179043

CHANGE IN INFORMATION OF DIRECTOR

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in information of the Director since the date of the Company’s 2020 interim report is as follows:

Mr. Kee Wah Sze, an independent non-executive Director of the Company, retired as an independent non-executive of Shougang Fushan Resources Group Limited (Stock code: 639), the shares of which are listed on the Main Board of the Stock Exchange of Hong Kong Limited, with effect from 30th June 2021.

股東於股東大會提交議案之程序

根據百慕達公司法，持有本公司已繳足股本不少於二十分之一(5%)之登記股東(「提呈人」)可於本公司股東大會投票，或不少於100名有關登記股東，可向本公司提交書面要求：(a)向有權接收下一次股東大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之股東傳閱不超過一千字之任何陳述，以告知於該大會上提呈之決議案所述事宜或將處理之事項。

由所有呈請人簽署之呈請可由若干相同格式之文件組成，各自須經一名或以上呈請人簽署；且呈請須在不少於(倘為要求通知決議案之呈請)大會舉行前六週或(倘為任何其他呈請)大會舉行前一週，遞交至本公司主要營業地點，並須支付足以彌補本公司相關開支之款項。惟倘在遞交呈請後六週或較短時間內之某一日召開股東週年大會，則該呈請雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

如欲向董事會作出任何查詢，股東可從以下途徑向本公司提交載有聯絡詳情(包括地址及傳真號碼等)的書面查詢：

地址：香港灣仔皇后大道東183號合和中心39樓3901室
傳真號碼：852-28179043

董事資料變動

根據《上市規則》第13.51B(1)條，自本公司二零二零年中期報告日期起，董事資料變動如下：

本公司獨立非執行董事紀華士先生自二零二一年六月三十日起退任首鋼福山資源集團有限公司(股份代號：639)之獨立非執行董事，該公司股份於香港聯合交易所有限公司主板上市。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



國富浩華（香港）會計師事務所有限公司
Crowe (HK) CPA Limited
香港 銅鑼灣 禮頓道77號 禮頓中心9樓
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

**TO THE SHAREHOLDERS OF
ASIA COMMERCIAL HOLDINGS LIMITED**
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Asia Commercial Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 44 to 151, which comprise the consolidated statement of financial position as at 31st March 2021, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We 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.

致冠亞商業集團有限公司股東

(於百慕達註冊成立之有限公司)

意見

本核數師（「我們」）已審核載於第44頁至第151頁冠亞商業集團有限公司（「貴公司」）及其附屬公司（「貴集團」）之綜合財務報表，包括二零二一年三月三十一日之綜合財務狀況報表及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》（「香港審計準則」）進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》（「道德守則」），我們獨立於貴集團，並已履行道德守則中的其他專業道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Valuation of inventories

We identified the valuation of inventories as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant degree of judgement made by the management associated with determining the net realisable value ("NRV").

As disclosed in Note 2(k) to the consolidated financial statements, NRV represents the estimated selling prices for inventories less all estimated costs of completion and costs necessary to make the sale. The management's estimation of the NRV is primarily based on the condition of the inventories, market conditions and latest available sales information and other factors as detailed in Note 4(b) to the consolidated financial statements. These estimations are subject to uncertainty as a result of change of market trends, customer preferences and competitor actions. As at 31st March 2021, the carrying amount of the inventories (net of write-down) was HK\$111,332,000.

How our audit addressed the key audit matter

Our procedures in relation to assessing the appropriateness of the valuation of the inventories included:

- Obtaining an understanding of the Group's policy for making allowance for watches and management's process in identifying slow-moving watches and determining the write-down for watches;
- Testing, on a sample basis, the accuracy of the inventory aging report;
- Assessing whether the provision for inventories at the end of the reporting period was consistent with the Group's inventory provision policy by recalculating, on a sample basis, the provision for inventories based on the Group's inventory provision policy;
- Testing, on a sample basis, the NRV of selected inventory items by comparing the selling price subsequent to the year end against their carrying values.

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時處理，我們不會對這些事項個別提供意見。

存貨估值

我們把存貨估值視為關鍵審核事項，乃因為餘額對綜合財務報表的整體性至關重要，加上管理層判斷的重要程度與及確定可變現淨值（「可變現淨值」）有關。

誠如綜合財務報表附註2(k)所披露，可變現淨值指存貨的估計售價減去預期生產成本及必要銷售成本。管理層對可變現淨值之估計乃主要根據庫存情況、市場狀況及最新銷售資訊及其他因素如綜合財務報表附註4(b)所示。該等估計之不確定性視乎市場趨勢變化、客戶偏好及競爭對手的行為而定。於二零二一年三月三十一日，存貨賬面金額（扣除撇減）為111,332,000港元。

本核數師如何處理關鍵審核事項

我們有關評估存貨估值的適用性之程序包括：

- 了解集團對手錶進行撥備的政策及管理層識別滯銷手錶過程及決定手錶撇減；
- 以抽樣基準對庫存老化報告的準確性進行測試；
- 根據集團存貨撥備政策以抽樣基準重新計算存貨撥備，以評估報告期末的存貨撥備是否符合集團之存貨撥備政策；
- 以抽樣基準測試選定存貨項目之可變現淨值，方法為將選定存貨項目於年末後的售價與其賬面值作一比較。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Valuation of investment properties

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with significant degree of judgment associated with determining the fair value. As at 31st March 2021, the fair value of the investment properties was HK\$342,014,000.

As disclosed in Notes 2(f) and 15 to the consolidated financial statements, these investment properties are stated at fair value based on valuation performed by the independent professional property valuers. In determining the fair value of investment properties, the independent professional property valuers adopted market comparison approach and income capitalisation approach. The valuation is dependent on certain key inputs that involve the management and independent professional property valuers' judgement. The key inputs used in valuing the investment properties by the independent property valuers include recent prices achieved by similar properties, current market conditions, market rental and market yield as adopted in the valuations.

How our audit addressed the key audit matter

Our procedures in relation to assessing the appropriateness of the valuation of investment properties included:

- Evaluating the competence, capability and objectivity of the independent professional property valuers;
- Obtaining an understanding from the independent professional property valuers about the valuation methodology, the performance of the property markets, significant assumptions adopted, critical judgement on key inputs and data used in the valuations;
- Assessing whether the properties were valued on a consistent basis using a consistent methodology by inquiring of management and independent professional property valuers; and
- Assessing the reasonableness of source data used in the valuations by benchmarking the assumptions to relevant market information on sales prices and rentals achieved by the similar properties in the neighbourhood.

關鍵審核事項 (續)

投資物業估值

我們將投資物業估值識別為關鍵審核事項，乃由於其結餘以及與釐定公允值有關判斷的重要程度，對綜合財務報表之整體相當重要。於二零二一年三月三十一日，投資物業公允值為342,014,000港元。

如綜合財務報表附註2(f)及15所披露，該等投資物業按照獨立專業物業估值師的公允值估值列報。於釐定投資物業之公允值時，獨立專業物業估值師採用市場比較方法及收益資本化方法。估值取決於若干關鍵性輸入，涉及管理層和獨立專業物業估值師的判斷。獨立物業估值師於估值中用於評估投資物業的關鍵性輸入包括類似物業近期價格、當前市況、市場租金及市場收益。

本核數師如何處理關鍵審核事項

我們就有關評估投資物業估值的適用性之程序包括：

- 評估獨立專業物業估值師的資歷、能力及客觀性；
- 從專業物業估值師得悉有關估值的方法、房地產市場狀況、所採用的重大假設，對估值中使用的主要輸入及數據的關鍵判斷；
- 透過諮詢管理層及獨立專業物業估值師，評估物業是否在一致的基礎上使用一致的方法進行評估；及
- 透過將鄰近市場其他類似物業銷售價格和租金相關市場信息的假設標準化，以評估估值中使用的源數據的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Impairment assessment of property, plant and equipment

We identified impairment assessment of property, plant and equipment as a key audit matter due to the significance of the carrying amounts and significant judgements and estimates were involved by management to identify whether any impairment indicators exist and to determine the recoverable amounts of the cash generating units to which the assets are allocated, including, amongst others, expected future cash flows and sales growth rate.

As at 31st March 2021, the Group has property, plant and equipment of approximately HK\$81,069,000.

Impairment assessment was performed by management annually or when there are indicators of impairment by comparing the carrying amount and the recoverable amount of the asset or the cash generating unit to which the asset relates. During the year ended 31st March 2021, impairment loss of property, plant and equipment of approximately HK\$2,922,000 was recognised.

How our audit addressed the key audit matter

Our procedures with respect to the management's impairment assessment included:

- Obtaining the cash flow forecasts prepared by management and discussing with management on the major assumptions adopted in the cash flow forecasts for each cash-generating unit and checking arithmetic accuracy of the forecast calculation;
- Evaluating and challenging the reasonableness of the management cash flow forecasts by comparing the assumptions made to internal and external data and testing these assumptions with reference to third party documentation where available and performing sensitivity analysis around key drivers, such as growth rates, operating costs; and
- Obtaining evidence to assess adequate historical accuracy in management's forecasting process.

關鍵審核事項 (續)

物業、機器及設備之減值評估

我們已識別物業、機器及設備之減值評估為關鍵審核事項，因為賬面金額重大及管理層於釐定是否存在任何減值跡象及資產所分配之現金產生單位之可收回金額時涉及重大判斷及估計，包括(其中包括)預期未來現金流量及銷售增長率。

於二零二一年三月三十一日，貴集團之物業、機器及設備約為81,069,000港元。

管理層每年或於減值跡象出現時透過比較資產或資產所屬現金產生單位的賬面金額與可收回金額進行減值評估。於截至二零二一年三月三十一日止年度期間，物業、機器及設備之減值虧損確認為2,922,000港元。

本核數師如何處理關鍵審核事項

我們有關管理層減值評估之程序包括：

- 取得管理層所編製之現金流量預測，並與管理層討論各現金產生單位之現金流量預測所採用之主要假設，並檢查預測計算之算術準確性；
- 透過將所作假設與內部及外部數據作比較，從而評價並質疑管理層現金流預測的合理性，並參考可得的第三方文件以對該等假設進行測試，以及對主要因素(如增長率及經營成本)進行敏感度分析；及
- 取得憑證以評估管理層過往預測過程是否充份準確。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

除綜合財務報表及核數師報告以外的資料

董事須對其他資料負責。其他資料包括年報內的所有資料，不包括綜合財務報表及我們的核數師報告。

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

關於我們對綜合財務報表的審核，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作。

如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。這方面我們沒有任何需要報告的事項。

董事就綜合財務報表須承擔的責任

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

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

董事由審核委員會協助履行責任，監察貴集團之財務申報程序。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具載有我們意見的核數師報告。根據百慕達公司法第90條，本報告僅向閣下（作為整體）作出，除此之外本報告別無其他目的。本核數師並不會就本報告內容對任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審核的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當作出有保留意見。我們的結論是基於核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- Evaluate the 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, action taken to eliminate threats or safeguard 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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong, 28th June 2021

Sze Chor Chun, Yvonne
Practising Certificate Number P05049

核數師就審核綜合財務報表承擔的責任 (續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審核範圍、時間安排、重大審核發現等，包括我們在審核中識別出內部控制的任何重大缺陷。

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

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

國富浩華(香港)會計師事務所有限公司
執業會計師
香港，二零二一年六月二十八日

史楚珍
執業證書編號P05049

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

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

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	營業收入	5	1,164,981	800,051
Cost of sales	銷售成本		(932,809)	(601,270)
Gross profit	毛利		232,172	198,781
Valuation gains/(loss) on investment properties, net	投資物業之估值收益/(虧損)淨額		3,130	(17,400)
Other revenue	其他收益	6	9,611	15,599
Other net gains	其他收益淨額	7	15,431	6,234
Impairment loss on goodwill	商譽之減值虧損		-	(19,895)
Impairment loss on right-of-use asset	使用權資產之減值虧損		(661)	(96,894)
Impairment loss on property, plant and equipment	物業、機器及設備之減值虧損		(2,261)	(6,028)
Distribution costs	分銷成本		(118,652)	(161,334)
Administrative expenses	行政費用		(37,912)	(47,093)
Finance costs	財務成本	9(a)	(9,389)	(14,240)
Profit/(loss) before taxation	除稅前溢利/(虧損)	9	91,469	(142,270)
Income tax	所得稅	11	(35,710)	(6,452)
Profit/(loss) for the year attributable to the owners of the Company	本年度歸屬於本公司持有人之溢利/(虧損)		55,759	(148,722)
Attributable to:	歸屬於：			
Owners of the Company	本公司持有人		58,542	(146,174)
Non-controlling interest	非控股權益		(2,783)	(2,548)
			55,759	(148,722)
Earnings/(loss) per share	每股盈利/(虧損)	13		
Basic (HK cents)	基本(港仙)		7.84	(19.56)
Diluted (HK cents)	攤薄(港仙)		7.84	(19.56)

The notes on pages 51 to 151 form part of these financial statements.

第51頁至第151頁之附註構成此財務報表之整體部份。

Details of dividends payable to owners of the Company attributable to profit for the year are set out in Note 12.

歸屬於本年度溢利之股息付予本公司持有人之詳情列載於附註12。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit/(loss) for the year	本年度溢利／(虧損)	55,759	(148,722)
Other comprehensive income/(loss) for the year	本年度其他全面收益／(虧損)		
Items that may be reclassified subsequently to profit or loss:	隨後將可能被重新分類至損益之項目：		
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	11,574	(6,200)
Release of fair value reserve on disposal of equity instrument at fair value through other comprehensive income	出售按公允值計入其他全面收益之股權工具後撥回公允值儲備	-	(8,113)
Total other comprehensive income/(loss) for the year, net of nil tax	本年度其他總全面收益／(虧損)，扣除零稅項	11,574	(14,313)
Total comprehensive income/(loss) for the year	本年度總全面收益／(虧損)	67,333	(163,035)
Attributable to:	歸屬於：		
Owners of the Company	本公司持有人	70,116	(160,487)
Non-controlling interest	非控股權益	(2,783)	(2,548)
		67,333	(163,035)

The notes on pages 51 to 151 form part of these financial statements.

第51頁至第151頁之附註構成此財務報表之整體部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31st March 2021 於二零二一年三月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	14	81,069	106,319
Investment properties	投資物業	15	342,014	343,772
Deposits and prepayments	按金及預付款項	21	9,306	18,410
Goodwill	商譽	17	-	-
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	19	7,773	14,133
Equity instrument at fair value through other comprehensive income	按公允價值計入其他全面收益之股權工具	19	2,333	-
Deferred tax assets	遞延稅項資產	29(a)	2,418	2,418
Intangible assets	無形資產	16	-	276
			444,913	485,328
Current assets	流動資產			
Inventories	存貨	20	111,332	195,992
Trade and other receivables	貿易及其他應收賬款	21	115,291	46,942
Trading securities	證券買賣	22	510	382
Income tax recoverable	可收回所得稅		12,021	9,016
Cash and cash equivalents	現金及現金等值物	23	130,663	69,121
			369,817	321,453
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	24	99,917	98,587
Contract liabilities	合約負債	25	2,441	1,224
Bank loans	銀行貸款	27	164,090	161,403
Current income tax payable	即期應繳所得稅		14,362	4,875
Lease liabilities	租賃負債	26	68,556	77,425
			349,366	343,514
Net current assets/(liabilities)	流動資產/(負債)淨額		20,451	(22,061)
Total assets less current liabilities	總資產減流動負債		465,364	463,267
Non-current liabilities	非流動負債			
Rental deposits received and receipt in advance	已收及預收之租賃按金		2,546	2,355
Deferred tax liabilities	遞延稅項負債	29(a)	26,387	23,657
Lease liabilities	租賃負債	26	27,689	95,846
			56,622	121,858
Net assets	資產淨額		408,742	341,409
Capital and reserves	股本及儲備			
Share capital	股本	30	149,424	149,424
Reserves	儲備		264,176	194,060
Equity attributable to owners of the Company	歸屬於本公司持有人之權益		413,600	343,484
Non-controlling interests	非控股權益		(4,858)	(2,075)
Total equity	權益總額		408,742	341,409

Approved and authorised for issue by the Board of Directors on 28th June 2021 and signed on its behalf by:

於二零二一年六月二十八日獲董事會通過及授權刊發，並由下列董事代表簽署：

Eav Feng Ming, Jonathan
楊峰銘
Director
董事

Eav Xin Qi Rosanna
楊新綺
Director
董事

The notes on pages 51 to 151 form part of these financial statements.

第51頁至第151頁之附註構成此財務報表之整體部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the Company 歸屬於本公司持有人											
		Share capital	Revaluation reserve	Exchange reserve	Capital reserve	Capital redemption reserve	Contributed surplus	Share option reserve	Fair value reserve (non-recycling)	Accumulated losses	Sub-total	Non-controlling interests	Total equity
		股本	重估儲備	匯兌儲備	股本儲備	資本贖回儲備	撥入盈餘	購股權儲備	公允價值儲備(不回收)	累計虧損	小計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st April 2020	於二零二零年四月一日	149,424	61,371	29,509	252,381	7,263	10,734	9,906	-	(177,104)	194,060	(2,075)	341,409
Profit/(loss) for the year	本年溢利/(虧損)	-	-	-	-	-	-	-	-	58,542	58,542	(2,783)	55,759
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	11,574	-	-	-	-	-	-	11,574	-	11,574
Total comprehensive income/(loss) for the year	本年綜合全面收益/(虧損)	-	-	11,574	-	-	-	-	-	58,542	70,116	(2,783)	67,333
Transfer to accumulated losses upon forfeiture of share options	於購股權沒收·撥至累計虧損	-	-	-	-	-	-	(9,906)	-	9,906	-	-	-
Transfer of revaluation reserve due to disposal of investment properties	因出售投資物業而撥至重估儲備	-	(1,857)	-	-	-	-	-	-	1,857	-	-	-
At 31st March 2021	於二零二一年三月三十一日	149,424	59,514	41,083	252,381	7,263	10,734	-	-	(106,799)	284,176	(4,858)	408,742

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the Company 歸屬於本公司持有人											
		Share capital	Revaluation reserve	Exchange reserve	Capital reserve	Capital redemption reserve	Contributed surplus	Share option reserve	Fair value reserve (non-recycling)	Accumulated losses	Sub-total	Non-controlling interests	Total equity
		股本	重估儲備	匯兌儲備	股本儲備	資本贖回儲備	繳入盈餘	購股權儲備	公允價值儲備(不回收)	累計虧損	小計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	At 1st April 2019	149,424	61,371	35,709	252,381	7,263	10,734	11,300	8,113	(13,828)	373,673	-	523,097
	於二零一九年四月一日	149,424	61,371	35,709	252,381	7,263	10,734	11,300	8,113	(13,828)	373,673	-	523,097
	Loss for the year	-	-	-	-	-	-	-	-	(146,174)	(146,174)	(2,546)	(148,722)
	本年虧損	-	-	-	-	-	-	-	-	(146,174)	(146,174)	(2,546)	(148,722)
	Other comprehensive income/(loss)	-	-	-	-	-	-	-	-	-	-	-	-
	其他全面收益/(虧損)	-	-	-	-	-	-	-	-	-	-	-	-
	Exchange differences on translation of foreign operations	-	-	(6,200)	-	-	-	-	-	-	(6,200)	-	(6,200)
	換算海外業務產生之匯兌差額	-	-	(6,200)	-	-	-	-	-	-	(6,200)	-	(6,200)
	Release of fair value reserve upon disposal of equity instruments at fair value through other comprehensive income	-	-	-	-	-	-	-	(8,113)	-	(8,113)	-	(8,113)
	出售按公允價值計入其他全面權益之破權工具後撥回公允價值儲備	-	-	-	-	-	-	-	(8,113)	-	(8,113)	-	(8,113)
	Total comprehensive income for the year	-	-	(6,200)	-	-	-	-	(8,113)	(146,174)	(160,487)	(2,546)	(163,035)
	本年綜合全面收益	-	-	(6,200)	-	-	-	-	(8,113)	(146,174)	(160,487)	(2,546)	(163,035)
	Final dividend (Note 12(b))	-	-	-	-	-	-	-	-	(19,126)	(19,126)	-	(19,126)
	末期股息(附註12(b))	-	-	-	-	-	-	-	-	(19,126)	(19,126)	-	(19,126)
	Acquisition through business combination (Note 34)	-	-	-	-	-	-	-	-	-	-	473	473
	透過業務合併收購(附註34)	-	-	-	-	-	-	-	-	-	-	473	473
	Transfer to accumulated losses upon forfeiture of share options	-	-	-	-	-	-	(2,024)	-	2,024	-	-	-
	於購股權沒收，撥至累計虧損	-	-	-	-	-	-	(2,024)	-	2,024	-	-	-
	At 31st March 2020	149,424	61,371	29,509	252,381	7,263	10,734	9,306	-	(177,104)	194,060	(2,075)	341,409
	於二零二零年三月三十一日	149,424	61,371	29,509	252,381	7,263	10,734	9,306	-	(177,104)	194,060	(2,075)	341,409

The notes on pages 51 to 151 form part of these financial statements.

第51頁至第151頁之附註構成此財務報表之整體部份。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

As at 31st March 2021 於二零二一年三月三十一日

	Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit/(loss) before taxation	除稅前溢利/(虧損)	91,469	(142,270)
Adjustments for:	調整:		
Valuation (gains)/losses on investment properties, net	投資物業之估值(收益)/虧損淨額	15 (3,130)	17,400
Net realised and unrealised gain/(losses) on trading securities	證券買賣實現及未實現之(收益)/虧損淨額	7 (128)	216
Loss on disposals of property, plant and equipment	出售物業、機器及設備之虧損	7 562	8
Gain on disposal of equity investment	出售股權投資之收益	-	(6,050)
Gain on lease modification	租賃修訂之收益	(19,590)	(1,256)
(Reversal of write-down)/write-down of inventories, net	存貨之(撥回撇減)/撇減淨額	20 (4,694)	4,176
Impairment loss on goodwill	商譽之減值虧損	17 -	19,895
Reversal of impairment loss on other receivables	其他應收款項之減值虧損撥回	-	(154)
Impairment loss on trade receivables	貿易應收賬款減值虧損	7 1,503	-
Impairment loss on property, plant and equipment	物業、機器及設備之減值虧損	14 2,261	6,028
Impairment loss on right-of-use assets	使用權資產之減值虧損	14 661	96,894
Impairment loss on intangible assets	無形資產之減值虧損	16 242	-
Amortisation of intangible assets	攤銷無形資產	16 34	-
Net gain on disposal of investment properties	出售投資物業之淨收益	7 (3,184)	-
Fair value loss on financial assets at fair value through profit or loss	按公允值計入損益之金融資產之公允值虧損	6,360	964
Bank interest income	銀行利息收入	6 (564)	(1,035)
Dividend income	股息收入	6 -	(1)
Interest expenses	利息開支	9(a) 9,389	14,240
Depreciation	折舊	14 37,403	79,302
COVID-19-related rent concession	COVID-19相關租金寬減	14 (1,415)	-
Write-off of other receivable	撇銷其他應收款項	7 2,485	-
Written back of long outstanding payables	撥回長期未付款項	7 (68)	-
Exchange differences	滙兌差額	5,528	991
		125,124	89,348
CHANGES IN WORKING CAPITAL	營運資金變動		
Decrease/(increase) in inventories	存貨減少/(增加)	95,539	(4,622)
(Increase)/decrease in trade and other receivables	貿易及其他應收賬款(增加)/減少	(55,789)	11,019
Decrease in trade and other payables	貿易及其他應付賬款減少	(1,744)	(19,696)
Increase/(decrease) in rental deposits received and receipt in advance	已收及預收之租賃按金增加/(減少)	191	(756)
Increase/(decrease) in contract liabilities	合約負債增加/(減少)	1,389	(87)
CASH GENERATED FROM OPERATIONS	產生於營運之現金	164,710	75,206
PRC Corporate Income Tax paid	已繳之中國企業所得稅	(24,777)	(3,749)
Hong Kong Income Tax paid	已付香港所得稅	(3,005)	(9,016)
NET CASH GENERATED FROM OPERATING ACTIVITIES	產生於經營業務之現金淨額	136,928	62,441

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

As at 31st March 2021 於二零二一年三月三十一日

		Notes	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	附註			
INVESTING ACTIVITIES	投資業務			
Payment for purchase of property, plant and equipment	支付添置物業、機器及設備		(3,295)	(14,077)
Proceeds from disposal of investment properties	出售投資物業所得款項		11,903	-
Payment for purchase of intangible assets	支付添置無形資產		-	(9)
Proceeds from equity instruments at fair value through other comprehensive income	按公允值計入其他全面收益之股權工具之所得款項		-	7,000
Payment for financial assets at fair value through other comprehensive income	支付按公允值計入其他全面收益之金融資產		(2,333)	-
Deposit paid	支付按金		(7,551)	-
Decrease in structured deposit	結構性存款減少		-	31,568
Dividend income	股息收入		-	1
Payment for acquisition of subsidiaries	支付收購附屬公司		-	(12,685)
Bank interest income received	已收銀行利息收入		564	1,035
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES	(已用於)／產生於投資業務之現金淨額		(712)	12,833
FINANCING ACTIVITIES	融資業務			
Proceeds from new bank loans	銀行新借貸所得款項		102,286	236,056
Repayment of bank loans	償還銀行借貸		(99,603)	(205,170)
Interest paid on bank loans	銀行借貸之已付利息		(4,218)	(4,604)
Interest paid on director loans	董事貸款之已付利息		-	(184)
Capital element of lease rentals paid	已付租賃租金之資本部份		(68,424)	(70,645)
Interest element of lease rentals paid	已付租賃租金之利息部份		(5,775)	(9,334)
Proceeds from new director loans	新董事貸款之所得款項	28	-	5,000
Repayment of loans from a director	償還董事之貸款	28	-	(5,000)
Dividend paid	已付股息	12(b)	-	(19,126)
NET CASH USED IN FINANCING ACTIVITIES	已用於融資活動之現金淨額		(75,734)	(73,007)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加淨額		60,482	2,267
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初現金及現金等值物		69,121	69,990
EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET	匯率變動之影響，淨額		1,060	(3,136)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	年終現金及現金等值物		130,663	69,121
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘分析			
Cash at bank and on hand	銀行存款及手頭現金	23	130,663	69,121

The notes on pages 51 to 151 form part of these financial statements.

第51頁至第151頁之附註構成此財務報表之整體部份。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1. GENERAL

Asia Commercial Holdings Limited (the “Company”) is an investment holding company. Its subsidiaries are principally engaged in sales of watches (retail and wholesale) and property leasing.

The Company is a limited company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda and Room 3901, 39th Floor, The Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong respectively. As at 31st March 2021, the directors of the Company consider that the immediate and ultimate holding company is Century Hero International Limited (“Century Hero”), a company which is incorporated in the British Virgin Islands. Century Hero does not produce financial statements available for public use.

These financial statements are presented in thousand of units of Hong Kong dollars (HK\$’000), unless otherwise stated. These financial statements have been approved for issue by the Board of Directors on 28th June 2021.

The consolidated financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

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

1. 一般事項

冠亞商業集團有限公司(「本公司」)為一間投資控股公司。其附屬公司主要從事鐘錶銷售(零售及批發)及物業租賃。

本公司為一間在百慕達註冊成立之股份有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處及主要營業地點分別為Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda及香港灣仔皇后大道東183號合和中心39樓3901室。於二零二一年三月三十一日，本公司董事認為直接及最終控股公司為世雄國際有限公司(「世雄」)(一間於英屬處女群島註冊成立之公司)。世雄並無編製適用的財務報表供公眾參閱。

除非另外說明，否則本財務報表乃以千港元(千港元)呈列。本財務報表已於二零二一年六月二十八日由董事會批准發佈。

本綜合財務報表乃以港元呈列，港元亦是本公司的功能貨幣。

2. 主要會計政策

(a) 合規聲明

該等財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」)，此統稱包括由香港會計師公會(「香港會計師公會」)頒佈的所有適用的個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋、香港一般公認會計原則及香港公司條例規定之披露要求而編製。該等財務報表亦符合香港聯合交易所有限公司證券上市規則適用之披露規定。本集團採納之主要會計政策於下文披露。

香港會計師公會已頒佈若干香港財務報告準則之修訂本，該等準則於本集團當前會計期間首次生效或可供提早採納。有關因於該等財務報表所示當前及過往會計期間初次應用該等與本集團有關之準則而導致之任何會計政策變動之資料載於附註3。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31st March 2021 comprise the Company and its subsidiaries (together referred to as the “Group”).

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value as explained in the accounting policies set out below:

- investment property, including interests in leasehold land and buildings held as investment property where the Group is the registered owner of the property interest; and
- investments in equity securities

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amount of assets and liabilities not readily apparent from other sources. 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 4.

2. 主要會計政策(續)

(b) 編製財務報表基準

截至二零二一年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司(統稱「本集團」)。

在編製財務報表時所使用的計量基準為歷史成本基準，以下按其公允值呈列之資產如下文所載之會計政策所解釋除外：

- 物業投資，包括本集團為物業權益登記持有人之持作投資物業之租賃土地及樓宇之權益；及
- 投資股權工具

編製符合香港財務報告準則之財務報表需要管理層作出影響政策應用及所呈報資產、負債、收入及費用之數額之判斷、估計及假設。估計及相關假設乃根據過往經驗及在該等情況下乃屬合理之各種其他因素而作出，其結果構成對無法從其他來源中容易得出之資產及負債之賬面金額作出判斷之基準。實際結果可能與於該等估計有所不同。

管理層按持續經營基準檢討估計及相關假設。倘修訂會計估計僅影響修訂之期間，則該修訂於該期間內確認，或倘修訂影響本期間及未來期間，則修訂於本期間及未來期間內確認。

管理層於應用香港財務報告準則所作出對財務報表有重大影響的判斷及估計不確定因素的主要來源於附註4討論。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements (Continued)

Going concern basis

The directors of the Company have given consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. To sustain the Group as a going concern and to monitor the Group's liquidity and cash flows, the Group is implementing the following measures:

- negotiating with banks for renewal and obtaining new banking facilities;
- the directors of the Company have been taking various cost control measures to tighten the costs of operations; and
- the Group has been implementing various strategies to enhance the Group's turnover.

The directors have reviewed the Group's cash flow forecast prepared by management which covers a period of twelve months from the end of the reporting period. The directors are of the opinion that the Group will be able to generate sufficient working capital to finance its operations and meet its financial obligations when they fall due in the foreseeable future. Accordingly, the consolidated financial statements of the Group have been prepared on a going concern basis.

The validity of the going concern assumption on which the consolidated financial statements are prepared is dependent on the successful and favourable outcomes of the steps being taken by the directors as described above.

Should the Group be unable to continue as a going concern, adjustments would have to be made to restate the values of the assets to their recoverable amounts, to provide for any further liabilities which might arise and to classify non-current assets and liabilities as current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these consolidated financial statements.

2. 主要會計政策(續)

(b) 編製財務報表基準(續)

持續經營基準

本公司董事在評估本集團是否有足夠財務資源以持續經營基準繼續經營時已考慮到本集團的未來流動資金及表現及其可用資金來源。為了維持本集團之持續經營並監控集團之流動資金及現金流量，本集團正在實施以下措施：

- 與銀行商討續約，並獲得新的銀行信貸；
- 本公司董事已採取多項成本控制措施以緊縮經營成本；及
- 本集團已實施各種策略，以提升本集團之營業額。

董事已審閱管理層所編製本集團之現金流量預測，其涵蓋報告期末起計十二個月期間。董事認為本集團將可產生充裕營運資金應付經營所需及在可預見未來到期的財務承擔。因此，本集團之綜合財務報表已按持續經營基準編製。

編製綜合財務報表所依據之持續經營假設是否有效取決於上述董事所採取措施是否取得良好成果。

倘本集團無法繼續持續經營，則須進行調整，將資產價值重列至可收回金額，並就可能產生之任何額外負債作出撥備，以及將非流動資產及負債分別重新分類為流動資產及負債。該等綜合財務報表尚未反映這些潛在調整之影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

2. 主要會計政策(續)

(c) 附屬公司及非控股股東權益

附屬公司指本集團控制之實體。當本集團從參與某實體之業務獲得或有權獲得不同的回報，及有能力藉對實體行使其權力而影響其回報，則本集團控制該實體。當評估本集團是否有權力時，只考慮實質的權利(由本集團及其他人士持有)。

於附屬公司的投資由控制開始當日至控制終止當日綜合計入綜合財務報表。集團內公司間的交易結餘及交易以及現金流，與任何因集團內公司間交易而產生的未變現溢利均在編製綜合財務報表時全數對銷。集團內公司間交易所產生的未變現虧損以處理未變現收益的同樣方式對銷，惟僅會在無減值跡象的情況下進行。

非控股股東權益指並非由本公司直接或間接佔有之附屬公司權益，及有關本集團並未同意與該等權益持有人之任何附加條款，其將導致本集團整體上就有關符合金融負債定義之該等權益負上合約義務。

非控股股東權益呈列於綜合財務狀況表內之權益，與歸屬於本公司持有人之權益分開。非控股股東權益於本集團業績中在綜合損益表及綜合損益及其他全面收益表一欄內呈列，及綜合全面收益表為本年內利潤或虧損總額及全面收益總額在非控股股東權益及本公司持有人之間的分配。來自非控股股東權益持有人的貸款及對該等持有人的合約責任於綜合財務狀況表作為金融負債呈列。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Subsidiaries and non-controlling interests (Continued)

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, investment in subsidiaries are stated at cost less impairment losses (see Note 2(j)), unless the investments are classified as held for sale (or included in a disposed group that is classified as held for sale).

(d)(i) Business combinations

Acquisitions of businesses, other than business combination under common control are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Incomes Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date;

2. 主要會計政策(續)

(c) 附屬公司及非控股股東權益(續)

本集團於附屬公司之權益轉變而不會導致失去控制權會以權益交易入賬，據此在綜合權益中控股和非控股股東權益之金額會作出調整，以反映相對權益之轉變，但商譽並無作出調整及並無收益或虧損確認。

當本集團失去一間附屬公司之控制權，則以出售該附屬公司之全部權益入賬，而產生的收益或虧損於損益中確認。在該前附屬公司失去控制權當日保留之任何權益則按公允價值確認，及此金額被視為金融資產初始確認之公允價值或，於聯營公司或合資企業投資初步確認之成本(如適用)。

於本公司之財務狀況表，附屬公司之投資以成本扣除減值虧損呈列(見附註2(j))，惟投資歸類為持作出售(或包括在被分類為持作出售之出售組別)的情況除外。

(d)(i) 業務合併

收購業務(共同控制下業務合併除外)乃以收購法入賬。於業務合併時轉撥之代價按公允價值計量，公允價值乃按本集團所轉撥之資產、本集團對被收購方前擁有人產生之負債及本集團就交換被收購方之控制權所發行之股本權益於收購日期之公允價值之總和計算。與收購事項有關之成本一般於產生時在損益確認。

已收購可識別資產及所承擔負債按其於收購日期之公允價值予以確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「員工福利」確認及計量；
- 涉及被收購方之以股代款交易之負債或有關股權工具，或以本集團之以股代款交易取代被收購方之以股代款交易，乃根據香港財務報告準則第2號「股份付款」於收購日期計算；

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d)(i) Business combinations (Continued)

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

Where the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

2. 主要會計政策(續)

(d)(i) 業務合併(續)

- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」而分類為持作出售之資產(或出售組合)乃根據該項準則計量;及
- 租賃負債按餘下租賃付款(定義見香港財務報告準則第16號)之現值確認及計量, 猶如已收購租賃於收購日期已成為新租賃((a)租期於收購日期起計12個月內結束;或(b)相關資產為低價值之租賃則除外)。使用權資產按與為反映相較市場條款有利或不利之租賃條款而調整之相關租賃負債相同之金額確認及計量。

所轉撥之代價、被收購方之任何非控股股東權益之數額及收購方先前持有被收購方之股本權益(如有)之公允值之總和, 超過於所收購可識別資產及所承擔負債之淨額的部分乃確認為商譽。經重估後, 倘已收購可識別資產及所承擔負債於收購日期之淨額, 超過已轉撥代價、被收購方之任何非控股股東權益之數額及收購方先前持有被收購方權益(如有)之公允值之總和, 則超出部分乃即時於損益中確認為議價購買收益。

屬現時擁有權益且於清盤時賦予其持有人按比例分佔有關附屬公司資產淨值之非控股權益初步按非控股權益應佔被收購公司之可識別資產淨值之已確認金額比例或按公允值計量。計量基準之選擇乃按每次交易為基礎。

倘本集團於業務合併中轉讓之代價包括或然代價安排, 則或然代價按其收購日期公允值計量並構成業務合併轉讓代價之一部分。合資格作為計量期間調整之或然代價公允值變動予以追溯調整。計量期間調整為於「計量期間」(不得超過收購日期起計一年)就於收購日期存在之事實及情況獲得之額外資料所產生之調整。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d)(i) Business combinations (Continued)

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

(d)(ii) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

2. 主要會計政策(續)

(d)(i) 業務合併(續)

或然代價之其後入賬如不合資格作為計量期間調整，則取決於或然代價之分類。分類為權益之或然代價不會於其後申報日期重新計量，而代價之其後結算於權益內入賬。分類為資產或負債之或然代價於其後申報日期按公允值重新計量，而相應盈虧於損益確認。

於分階段達成業務合併時，本集團先前所持收購對象股權於收購日期(即本集團取得控制權當日)重新計量至公允值，所產生盈虧(如有)於損益或其他全面收入(視適當情況而定)確認。於收購日期前已於其他全面收入確認並按香港財務報告準則第9號計量之收購對象權益所產生金額將按猶如本集團直接出售先前所持股權之相同基準入賬。

倘業務合併之初步會計處理於合併發生之報告期間結算日尚未完成，則本集團報告未完成會計處理項目之臨時數額。該等臨時數額將於計量期間(見上文)追溯調整，並確認額外資產或負債以反映就於收購日期已存在而可能影響當日已確認數額之事實與情況(如知悉)所取得之新資料。

(d)(ii) 商譽

收購業務所產生商譽按於收購業務當日確立之成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽會被分配至預期受惠於合併之協同效益之本集團現金產生單位(或多組現金產生單位)，即就內部管理目的監控商譽之最低水平且不超過經營分部。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d)(ii) Goodwill (Continued)

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

(e) Investments and other financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2. 主要會計政策(續)

(d)(ii) 商譽(續)

獲分配商譽之現金產生單位(或多組現金產生單位)每年至少一次或當有跡象顯示該單位可能出現減值時更頻密地檢測減值。就於任何報告期間因收購產生之商譽而言，獲分配商譽之現金產生單位(或多組現金產生單位)於該報告期間結算日前檢測減值。倘現金產生單位之可收回金額低於其賬面值，則減值虧損會首先用作減低任何商譽賬面值，其後則按該單位(或多組現金產生單位)內各項資產賬面值之比例分配至其他資產。

於出售相關現金產生單位或一組現金產生單位中任何現金產生單位時，於釐定出售之損益金額時計入商譽之應佔金額。當本集團出售現金產生單位(或一組現金產生單位中的現金產生單位)內業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或一組現金產生單位)部分之相對價值計量。

(e) 投資及其他金融資產

分類

本集團將金融資產分類為以下計量類別：

- 其後按公允值計量(計入其他全面收益或計入損益)的金融資產；及
- 按攤銷成本計量的金融資產。

分類視乎集團管理金融資產的業務模式及現金流量合約條款而定。

就按公允值計量的資產而言，收益及虧損將計入損益或其他綜合收益。並非持作買賣的股權工具投資的計量取決於初始確認時本集團有否不可撤回地選擇將權益投資按公允值計入其他全面收益。

本集團僅當管理該等資產之業務模式變動時重新分類債務投資。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Investments and other financial assets (Continued)

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

2. 主要會計政策(續)

(e) 投資及其他金融資產(續)

計量

初始確認時，本集團按公允值加（倘屬並非按公允值計入損益之金融資產）收購金融資產直接應佔交易成本計量金融資產。按公允值計入損益之金融資產的交易成本於損益內支銷。

確定具有嵌入衍生工具之金融資產的現金流量是否僅為支付本金和利息時，應整體考慮該等金融資產。

債務工具

債務工具的后續計量視乎本集團管理資產之業務模式及該資產之現金流量特徵而定。本集團將債務工具分類為三個計量類別：

- **攤銷成本：**倘為收回合約現金流量而持有的資產的現金流量僅為支付本金及利息，則該等資產按攤銷成本計量。該等金融資產的利息收入按實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於損益確認，並連同匯兌收益及虧損於其他收益／（虧損）呈列。減值虧損於損益表以單獨條目呈列。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Investments and other financial assets (Continued)

Debt instruments (Continued)

- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

2. 主要會計政策(續)

(e) 投資及其他金融資產(續)

債務工具(續)

- 按公允值計入其他全面收益：倘為收回合約現金流量及出售金融資產而持有之資產之現金流量僅為支付本金及利息，則該等資產按公允值計入其他全面收益計量。賬面值變動計入其他全面收益，惟於損益確認的減值收益或虧損、利息收入及匯兌收益及虧損的確認除外。終止確認金融資產時，先前於其他全面收益確認的累計收益或虧損由權益重新分類至損益並於其他收益／(虧損)內確認。該等金融資產的利息收入按實際利率法計入財務收入。匯兌收益及虧損於其他收益／(虧損)呈列，而減值開支於損益表以單獨條目呈列。
- 按公允值計入損益：未達攤銷成本或按公允值計入其他全面收益標準的資產按公允值計入損益計量。後續按公允值計入損益的債務投資的收益或虧損於損益確認，並於產生期間在其他收益／(虧損)列報淨額。

股權工具

本集團後續按公允值計量所有股權投資。倘本集團管理層選擇於其他全面收益呈列股權投資公允值收益及虧損，終止確認投資後不會將公允值收益及虧損重新分類至損益。當本集團確立收取股息款項的權利時，該等投資的股息繼續於損益確認為其他收入。

按公允值計入損益之金融資產之公允值變動於損益表的其他收益／(虧損)確認。按公允值計入其他全面收益計量的股權投資的減值虧損(及減值虧損撥回)，並不與其他公允值變動分開列報。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Investments and other financial assets (Continued)

Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(f) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note 2(i)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in Note 2(t).

The investment property is transferred to property, plant and equipment at fair value when there is change in use evidenced by commencement of own-occupation.

2. 主要會計政策(續)

(e) 投資及其他金融資產(續)

減值

本集團按前瞻基準評估與其按攤銷成本及按公允值計入其他全面收益列賬的債務工具有關的預期信貸虧損。所用減值方法視乎信貸風險有否大幅增加而定。

就貿易應收賬款而言，本集團應用香港財務報告準則第9號允許的簡易方法，其規定於首次確認應收款項時確認預期有效期內虧損。

(f) 投資物業

投資物業乃擁有或以租賃權益(見附註2(i))持有作為賺取租金收入及/或資本增值之土地及/或樓宇。此等包括現時尚未確定將來用途之土地以及正在興建或為未來發展作為投資物業用途的物業。

投資物業按公允值呈列，除非其於報告期末仍在建造或開發過程中，及其公允值當時不能可靠地計量。任何因公允值變動或因報廢或出售某項投資物業所產生之收益或虧損均於損益內確認。投資物業的租金收入按附註2(t)所述入賬。

當有證明開始改變為自用時，投資物業以公允值轉撥至物業、機器及設備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Property, plant and equipment

The following items of property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses (see Note 2(j)):

- interests in leasehold land and buildings where the Group is the registered owner of the property interest (see Note 2(i));
- right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see Note 2(i)).

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 property (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 asset, the relevant revaluation reserve will be transferred directly to retained profits.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the revaluation reserve to retained profits and is not reclassified to profit or loss.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives.

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

2. 主要會計政策(續)

(g) 物業、機器及設備

以下物業、機器及設備項目(在建項目除外)按成本減累計折舊及減值虧損(請參閱附註2(j))列賬:

- 本集團為物業權益註冊擁有人的租賃土地及樓宇的權益(見附註2(i));
- 本集團並非物業權益註冊擁有人的租賃物業的租賃產生的使用權資產;及
- 機器及設備項目(包括相關機器及設備的租賃產生的使用權資產)(見附註2(i))。

倘一項物業因使用狀況有變(即不再由業主自用)而列為投資物業,則該物業(包括分類為使用權資產之相關租賃土地)賬面值與於轉讓日期之公允值之差額於其他全面收益及累計重估儲備中確認。其後當該資產出售或停用時,有關重估儲備將直接轉撥至保留溢利。

自行興建之物業、機器及設備項目之成本,包括材料成本、直接勞工成本,及如適用,初步估計拆卸及搬遷項目以及恢復項目所在地原貌的成本,以及適當比例的其他生產成本和借貸成本。

報廢或出售物業、機器及設備項目所產生之盈虧,以出售所得款項淨額與項目之賬面金額之間差額釐定,並於報廢或出售日在損益表內確認。任何相關重估盈餘自重估儲備轉撥至保留溢利,且不會重新分類計入損益。

物業、機器及設備項目於預計可用年期內以直線法撇銷成本或估值減其剩餘可使用價值(如有)以計算折舊。

當物業、機器及設備項目之不同部分有不同使用年期時,項目之成本或估值在不同部分之間按合理基準分配,每個部分分開計算折舊。資產之可使用年期及其剩餘價值(如有)須每年檢討。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Intangible assets (other than goodwill)

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

– trademarks 10 years

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(i) Leased assets

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

2. 主要會計政策(續)

(h) 無形資產(商譽除外)

單獨收購之無形資產

單獨收購的具有有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損入賬。具有有限可使用年期的無形資產的攤銷按直線基準於其估計可使用年期確認。估計可使用年期及攤銷法於各報告期末檢討，估計的任何變動的影響按前瞻基準入賬。單獨收購的具有無限可使用年期的無形資產按成本減後續任何累計減值虧損列賬。

以下有限可使用年期的無形資產自可供使用日期起進行攤銷，而其估計可使用年期如下：

– 商標 十年

於業務合併中收購之無形資產

於業務合併中收購的無形資產與商譽分開確認並初始按其於收購日期的公允值(視作其成本)確認。

於業務合併中收購的具有有限可使用年期的無形資產在初步確認後按成本減累計攤銷及累計減值虧損呈列，所依據之基準與單獨收購的無形資產相同。於業務合併中收購的具有無限可使用年期的無形資產按成本減後續任何累計減值虧損入賬。

無形資產於出售或預期使用或出售該資產將不會產生未來經濟利益時終止確認。終止確認無形資產所產生之收益及虧損按出售所得款項淨額及該資產的賬面值間之差額計量，並於該資產終止確認時於損益確認。

(i) 租賃資產

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取幾乎所有的經濟收益，則表示控制權已轉讓。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Leased assets (Continued)

(i) As a lessee

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

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

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

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 2(g) and 2(j)), except for the following types of right-of-use asset:

2. 主要會計政策(續)

(i) 租賃資產(續)

(i) 作為承租人

當合約包含租賃組成部分及非租賃組成部分時，本集團選擇不分拆非租賃組成部分，並就所有租賃將各租賃組成部分及任何相關非租賃組成部分計算為單一租賃組成部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或以下或低價值資產之租賃除外。當本集團就低價值資產訂立租賃時，本集團決定是否按個別租賃基準將租賃資本化。與該等不作資本化租賃相關的租金在租賃期內按系統基準確認為開支。

當將租賃資本化時，租賃負債初步按租賃期內應付租金的現值確認，並使用租賃中隱含的利率或(倘該利率不可直接釐定)使用相關的遞增借款利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於某一指數或比率的可變租金不包括在租賃負債的計量，因此於其產生的會計期間於損益中支銷。

於租賃資本化時確認的使用權資產初步按成本計量，包括租賃負債的初始金額加上在開始日期或之前支付的任何租金，以及產生的任何初步直接成本。在適用情況下，使用權資產的成本亦包括拆除及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，該成本須貼現至其現值並扣除任何收取的租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬(見附註2(g)及2(j))，惟以下類型的使用權資產除外：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Leased assets (Continued)

(i) As a lessee (Continued)

- right-of-use assets that meet the definition of investment property are carried at fair value in accordance with Note 2(f); and
- right-of-use assets related to leasehold land and buildings where the Group is the registered owner of the leasehold interest are carried at cost in accordance with Note 2(g).

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

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

2. 主要會計政策(續)

(i) 租賃資產(續)

(i) 作為承租人(續)

- 符合投資物業定義的使用權資產根據附註2(f)以公允值列賬；及
- 與租賃土地及樓宇有關的使用權資產(本集團為租賃權益的註冊擁有人)根據附註2(g)以公允值列賬。

當未來租金因某一指數或比率變動而變更，或當本集團預期根據殘值擔保估計預期應付的金額有變，或因重新評估本集團是否合理地確定將行使購買、續租或終止選擇權而產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產的賬面值將作相應調整，或倘使用權資產的賬面值已減至零，則於損益內列賬。

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「租賃修改」)，且未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在該等情況，租賃負債根據經修訂的租賃付款和租賃期限，使用經修訂的貼現率在修改生效日重新計量。唯一的例外是因COVID-19疫情而直接產生的任何租金減免，且符合香港財務報告準則第16號租賃第46B段所載的條件。在該等情況，本集團利用香港財務報告準則第16號第46A段所載的實際權宜方法，確認代價變動，猶如其並非租賃修改。

於綜合財務狀況表內，長期租賃負債的即期部分釐定為應於報告期結束後十二月內結算的合約付款的現值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Leased assets (Continued)

(ii) As a lessor

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

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with Note 2(t)(ii).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in Note 2(i)(i), then the Group classifies the sub-lease as an operating lease.

(j) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents and trade and other receivables)

Other financial assets measured at fair value, including equity securities measured at FVPL and equity securities designated at FVOCI (non-recycling), are not subject to the ECL assessment.

2. 主要會計政策(續)

(i) 租賃資產(續)

(ii) 作為出租人

倘本集團作為出租人，其於租賃開始時釐定各租賃為融資租賃或經營租賃。倘租賃轉移相關資產所有權附帶之絕大部分風險及回報至承租人，則租賃分類為融資租賃。否則，租賃分類為經營租賃。

倘合約包含租賃及非租賃部分，本集團按相關單獨售價基準將合約代價分配至各部分。經營租賃所得租金收入根據附註2(t)(ii)確認。

倘本集團為中介出租人，分租乃參考原租約產生的使用權資產，分類為融資租賃或經營租賃。倘原租約乃短期租賃而本集團應用附註2(i)(i)所述豁免，則本集團將分租部分分類為經營租賃。

(j) 信貸損失及資產減值

(i) 來自金融工具之信貸損失

本集團確認下列項目預期信貸虧損之虧損撥備：

- 按攤銷成本計量之金融資產(包括現金及現金等值物以及貿易及其他應收賬款)

其他金融資產按公允值計量，包括按公允值計入損益計量之股本證券及指定為按公允值計入其他全面收益之股本證券(不可劃轉)，不受預期信貸虧損約束。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;

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

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

2. 主要會計政策(續)

(j) 信貸損失及資產減值(續)

(i) 來自金融工具之信貸損失(續)

計量預期信貸虧損

預期信貸虧損為信貸損失之可能性加權估計。信貸損失按所有預期現金不足額之現值(即按照合約應付本集團之現金流與本集團預期收取之現金流之差額)計量。

倘貼現影響重大，則預期現金不足額乃採用以下貼現率貼現：

- 定息金融資產、貿易及其他應收賬款：於初始確認時釐定之實際利率或其近似值；
- 浮息金融資產：即期實際利率；

估計預期信貸虧損時考慮之最長期間為本集團面臨信貸風險之最長合約期間。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本或工序下即可獲得之合理而具理據支持的資料，包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Measurement of ECLs (Continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

2. 主要會計政策(續)

(j) 信貸損失及資產減值(續)

(i) 來自金融工具之信貸損失(續)

計量預期信貸虧損(續)

預期信貸虧損採用以下基準計量：

- 12個月預期信貸虧損：指預期因報告日期後12個月內可能發生之違約事件而導致之損失；及
- 全期預期信貸虧損：指因應用預期信貸虧損模型之項目之預期年內所有可能違約事件而導致之損失。

貿易應收賬款按相等於全期預期信貸虧損之金額計量虧損撥備。該等金融資產之預期信貸虧損使用基於本集團過往的信貸損失經驗得出之撥備矩陣進行估算，並根據債務人的特定因素及於報告日對當前及預期一般經濟狀況的評估予以調整。

就所有其他金融工具而言，本集團確認等同於12個月預期信貸虧損之虧損撥備，除非金融資產之信貸風險自初始確認以來大幅上升，在此情況下，損失撥備按等同於全期預期信貸虧損之金額計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 180 days past due. 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 since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

2. 主要會計政策(續)

(j) 信貸損失及資產減值(續)

(i) 來自金融工具之信貸損失(續)

信貸風險大幅上升

評估金融工具之信貸風險自初始確認以來有否大幅上升時，本集團會比較於報告日期及於初始確認日期評估之金融工具發生違約之風險。作出重新評估時，本集團認為，當(i)借款人不大可能在本集團採取變現抵押(如持有)等行動之情況下向本集團悉數支付其信貸債務(無追索權)；或(ii)金融資產已逾期180天時，即構成違約事件。本集團會考慮合理且具理據支持的定量及定性資料，包括過往經驗及在無需付出過多成本或工序下即可獲得之前瞻性資料。

具體而言，評估信貸風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日支付本金或利息；
- 金融工具外部或內部信貸評級(如有)之實際或預期顯著倒退；
- 債務人經營業績之實際或預期顯著倒退；及
- 科技、市場、經濟或法律環境之現時或預測變動對債務人履行其對本集團責任之能力構成重大不利影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Significant increases in credit risk (Continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Basis of calculation of interest income

Interest income recognised in accordance with Note 2(t)(iv) 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 the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

2. 主要會計政策(續)

(j) 信貸損失及資產減值(續)

(i) 來自金融工具之信貸損失(續)

信貸風險大幅上升(續)

視乎金融工具之性質，對信貸風險大幅上升之評估乃按個別基準或共同基準進行。當按共同基準進行評估時，金融工具乃按共同信貸風險特徵(如逾期狀況及信貸風險評級)分組。

本集團於各報告日期重新計量預期信貸虧損，以反映金融工具自初始確認以來之信貸風險變動。預期信貸虧損金額之任何變動乃於損益確認為減值收益或損失。本集團就所有金融工具確認減值收益或損失，並通過損失撥備賬相應調整該等工具之賬面值。

計算利息收入之基準

根據附註2(t)(iv)確認之利息收入乃基於金融資產之總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入乃基於金融資產之攤銷成本(即總賬面值減損失撥備)計算。

於各報告日期，本集團會評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金構成不利影響之事件時，金融資產即出現信貸減值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Basis of calculation of interest income (Continued)

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

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

2. 主要會計政策(續)

(j) 信貸損失及資產減值(續)

(i) 來自金融工具之信貸損失(續)

計算利息收入之基準(續)

金融資產出現信貸減值之證據包括以下可觀察事件：

- 債務人之重大財政困難；
- 違約，如拖欠或逾期事件；
- 債務人有可能破產或進行財務重組；
- 技術、市場、經濟或法律環境之重大變動對債務人產生不利影響；或
- 證券因發行人出現財務困難而失去活躍市場。

撤銷政策

金融資產之總賬面值以並無實際收回前景為限撤銷(部分或全數)，一般情況為本集團斷定債務人並無可產生足夠現金流償還須撤銷金額之資產或收入來源之時。

其後收回過往已撤銷資產之金額於發生收回之期間在損益確認為減值撥回。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised within “trade and other payables” at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in “trade and other payables” in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in Note 2(j)(i) apply.

2. 主要會計政策(續)

(j) 信貸損失及資產減值(續)

(ii) 已作出財務擔保之信貸損失

財務擔保為要求發行人(即擔保人)支付特定款項以補償擔保受益人(「持有人」)由於有關債務人未能按照債務工具的條款繳付到期款項所招致損失的合約。

已發出的財務擔保初步於「貿易及其他應付賬項」中按公允值確認，而該等公允值乃經比較貸方於有擔保下收取的實際利率與於如並無擔保下貸方應收取的估計利率(倘關資料可作出可靠估計)後，參考類似服務的公允交易中所收取的費用(於可獲得該等資料時)或利率差異而釐定。倘於發出該擔保時收取或可收取代價，該代價則根據本集團適用於該類資產的政策而予以確認。倘有關代價尚未收取或應予收取，即時開支於損益中確認。

本集團監察特定債務人違約的風險，並當財務擔保之預期信貸虧損確定為高於擔保的「貿易及其他應付賬項」中的金額(即初始確認金額減累計攤銷)時確認撥備。

為釐定預期信貸虧損，本集團會考慮指定債務人自發出擔保以來的違約風險變動，並會計量12個月之預期信貸虧損，惟在指定債務人自發出擔保以來之違約風險大幅增加之情況下除外，在此情況下，則會計量整個存續期之預期信貸虧損。附註2(j)(i)所述的相同違約定義及信貸風險大幅增加之相同評估標準適用於此。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(ii) Credit losses from financial guarantees issued (Continued)

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

(iii) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- intangible assets;
- goodwill;
- deposits and prepayments; and
- investments in subsidiaries in the Company's statement of financial position.

2. 主要會計政策(續)

(j) 信貸損失及資產減值(續)

(ii) 已作出財務擔保之信貸損失(續)

由於本集團僅須於根據獲擔保工具的條款指定債務人違約時作出付款，故預期信貸虧損乃按預期就補償持有人產生的信貸損失而作出的付款，減本集團預期從擔保持有人(指定債務人或任何其他人士)收取的任何款項估計。有關金額其後將使用現時的無風險利率貼現，並就現金流量的特定風險作出調整。

(iii) 非金融資產減值

於每個報告期末均對內部及外間資訊進行檢討，以識別下列資產是否已出現減值虧損或之前已確認之(商譽除外)，或過往確認之減值虧損是否已不存在或減少：

- 物業、機器及設備，包括使用權資產；
- 無形資產；
- 商譽；
- 按金及預付款項；及
- 本公司財務狀況表項下於附屬公司之投資。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(iii) Impairment of non-financial assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

– Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

2. 主要會計政策(續)

(j) 信貸損失及資產減值(續)

(iii) 非金融資產減值(續)

倘出現任何減值虧損跡象，則須估計有關資產之可收回金額。此外，就商譽、未可使用之無形資產及可使用年期為無限之無形資產而言，不論是否存在任何減值跡象，均會每年估計其可收回金額。

– 計算可收回金額

資產的可收回金額為其公允值減去處置費用及其使用價值兩者中之較高者。評估使用價值時是以除稅前之折扣率計算預計未來之現金流量的現值，而該折扣率反映當時市場對金錢價值之評估及該項資產的特有風險。如某類資產產生之現金流入不能獨立於其他資產所產生之現金量，可收回金額按最細資產組合（即現金產生單位）所產生之獨立現金流量計算。

– 確認減值虧損

倘某項資產或其所屬之現金產生單位之賬面值超過其可收回金額，便於收益內確認減值虧損。以現金產生單位確認之減值虧損，首先減少已分類至該現金產生單位（或該組單位）之任何商譽之賬面值，然後按比例減少其他單位（或該組單位）內資產之賬面值，惟資產之賬面值不得減少至低於其個別公允值減去處置費用（倘可計量的），或使用價值（倘可釐定）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Credit losses and impairment of assets (Continued)

(iii) Impairment of non-financial assets (Continued)

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iv) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim Financial Reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Notes 2(j)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

(k) Inventories

Inventories are assets which are held for sale in the ordinary conversing business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value. Cost is calculated on a first-in, first-out basis and comprises all costs of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2. 主要會計政策(續)

(j) 信貸損失及資產減值(續)

(iii) 非金融資產減值(續)

– 撥回減值虧損

就商譽以外之資產而言，倘用以釐定可收回金額的估計出現有利變動，有關減值虧損將予撥回；但商譽的減值虧損不會撥回。

撥回之減值虧損以假設並無於過往年度確認減值虧損而應已釐定之資產賬面值為限。撥回之減值虧損於確認撥回之年度內計入損益。

(iv) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須遵照香港會計準則第34號「中期財務報告」編製有關財政年度首六個月之中期財務報告。於中期期末，本集團採用等同本財政年度末之減值測試、確認、及撥回標準(見附註2(j)(i)及(ii))。

中期期間就商譽確認的減值虧損不會於往後期間撥回。假設在中期相關的財政年度結算時才評估減值，此時即使不用確認虧損或確認較少虧損時，亦不會撥回減值虧損。

(k) 存貨

存貨為持作於正常業務過程出售、在有關銷售的生產過程中或以材料或供應品的形式在生產過程中或提供服務時消耗的資產。

存貨以成本及可變現淨值之較低者列賬。成本以先進先出法計算及包括所有採購成本、兌換成本及在運送存貨往其目前之地點及環境所引致之其他成本。

可變現淨值指正常業務過程中估計售價減估計完成成本及估計銷售成本。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Inventories (Continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(l) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 2(t)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2(m)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 2(t)(iv)).

(m) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see Note 2(j)(i)).

(n) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing cost (see Note 2(v)).

2. 主要會計政策(續)

(k) 存貨(續)

於出售存貨時，此等存貨之賬面值即於相關收入確認之期間確認為開支。任何存貨撇減至可變現淨值及所有存貨虧損均將於撇減或虧損產生期間確認為開支。由於可變現淨值增加導致存貨撇減之任何撥回之金額乃於產生期間撥回並在存貨確認之開支金額內確認為一項扣減。

(l) 合約負債

在本集團確認相關收益前，於客戶支付不退还代價時確認合約負債(見附註2(t))。在本集團確認相關收益前，倘本集團享有收取不退还代價之無條件權利，亦將確認合約負債。在此情況下，亦將確認相應應收款項(見附註2(m))。

就與客戶之單一合約而言，呈列合約資產淨值或合約負債淨額。就多份合約而言，不相關合約之合約資產及合約負債不會按淨額基準呈列。

倘合約包含重大融資部分，合約結餘包括按實際利息法計算的應計利息(見附註2(t)(iv))。

(m) 貿易及其他應收賬款

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。如收益在本集團有無條件權利收取代價前已經確認，則金額呈列為合約資產。

應收款項利用實際利率法按攤銷成本減信貸損失撥備列賬(見附註2(j)(i))。

(n) 附息借款

附息借款按公允值減應佔交易成本初始計量。初始確認後，附息借款以實際利率法按攤銷成本列賬。利息開支乃按照本集團有關借款成本之會計政策予以確認(見附註2(v))。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with Note 2(j)(ii), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for expected credit losses (ECLs) in accordance with the policy set out in Note 2(j)(i).

(q) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

2. 主要會計政策(續)

(o) 貿易及其他應付賬項

貿易及其他應付賬項初步按公允價值確認。除財務擔保負債根據附註2(j)(ii)外，貿易及其他應付賬項其後則按攤銷成本列賬，惟在貼現並無重大影響之情況下，則會按成本列賬。

(p) 現金及現金等值物

現金及現金等值物包括存於銀行及手頭之現金、銀行及其他財務機構之即期存款，及短期而高流動性之投資，即於購入時三個月內到期而在沒有涉及重大價值轉變之風險下可以隨時轉換為已預知金額現金之投資。按要求償還之銀行透支為本集團之現金管理不可或缺的一部份，亦包括於綜合現金流量表中現金及現金等值物之組合部份。現金及現金等值物乃根據附註2(j)(i)所載之政策評估預期信貸虧損。

(q) 僱員福利

(i) 短期員工福利及界定供款退休計劃之供款

薪金、年終花紅、有薪年假、對定額供款退休計劃之供款及非金錢福利費用於僱員提供相關服務的年度計提。倘遞延付款或結算，且影響重大，則按現值將該等款項入賬。

(ii) 以股份為基礎之付款

授予僱員之購股權公允價值於股本中之購股權儲備相應增加而確認為僱員成本。公允價值於授出日使用二項式點陣法模式計算，並考慮授出購股權時之條款及條件。如僱員於無條件獲授購股權前須先符合歸屬條件，則計入購股權歸屬之可能性後，估計之購股權公允價值總額按歸屬期計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Employee benefits (Continued)

(ii) Share-based payments (Continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year under review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2. 主要會計政策(續)

(q) 僱員福利(續)

(ii) 以股份為基礎之付款(續)

於歸屬期內，將檢討預期歸屬之購股權數目。對過往年度確認的累計公允值所導致之任何調整將於檢討年度列支／計入損益內，相應之調整會於購股權儲備反映，惟初始僱員開支合資格於資產中確認除外。在歸屬日，確認為支出之數額將作出調整，以反映歸屬的實際購股權數目(相應之調整將於購股權儲備反映)，惟只有因本公司之股份市價致使歸屬情況未能達到而引致作廢除外。權益金額於購股權儲備內確認，直至購股權被行使(在此情況下將轉至股份溢價內)或購股權屆滿(在此情況下將直接撥回保留溢利內)。

(iii) 終止福利

終止福利須於本集團不得再撤銷提供該等福利，及本集團確認涉及支付終止福利之重組之成本時(以較早者為準)確認。

(r) 所得稅

本年度所得稅包括即期稅項和遞延稅項資產及負債的變動。即期稅項和遞延稅項資產及負債的變動均在損益中確認，惟倘與其他全面收益或直接或間接於權益中確認的項目相關，則其相關稅項金額分別在其他全面收益或直接在權益中確認。

即期稅項是按本年度應課稅收入，根據在報告期末已生效或實質上已生效的稅率計算的預期應付稅項，另加就以往年度應付稅項作出的任何調整。

遞延稅項資產及負債分別由可抵扣及應課稅暫時性差額產生。暫時性差額是指資產及負債在就財務申報而言的賬面值與彼等的稅基的差額。遞延稅項資產亦可以由未動用稅項虧損和未利用稅項抵減產生。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in Note 2(f), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

2. 主要會計政策(續)

(r) 所得稅(續)

除了某些有限的例外情況外，所有遞延稅項負債和所有遞延稅項資產(只限於很可能獲得能利用該遞延稅項資產來抵扣的未來應課稅溢利)均會確認。支持確認由可抵扣暫時性差額所產生遞延稅項資產的未來應課稅溢利包括因撥回目前存在的應課稅暫時性差額而產生的數額；但所撥回的差額必須與同一稅務機關和同一應課稅實體有關，並預期在可抵扣暫時性差額預計撥回的同一年間或遞延稅項資產所產生稅項虧損可向後期或向前期結轉的期間內撥回。在決定目前存在的應課稅暫時性差額是否足以支持確認由未動用稅項虧損和抵減所產生的遞延稅項資產時，亦會採用同一準則，即差額是否與同一稅務機關和同一應課稅實體有關，以及是否預期在能夠使用未利用稅項虧損或抵減撥回的同一年間內撥回。

確認遞延稅項資產和負債之暫時性差額之有限例外情況為因不可扣稅之商譽而產生之該等暫時性差額；初步確認既不影響會計亦不影響應課稅溢利之資產或負債(惟屬業務合併之一部分則除外)；及與於附屬公司之投資有關之暫時性差額(惟如屬應課稅差額，只限於本集團可以控制撥回之時間，且在可預見將來不大可能轉回之暫時性差額；或如屬可扣稅差額，則只限於很可能在將來撥回之差額)。

當投資物業根據附註2(f)所載會計政策按公允值列賬確認遞延稅項的金額按該物業於報告日期假設以賬面值出售該等資產的稅率計算，除非該物業須予折舊及以一項商業模式持有，而其目的是要透過在一段時間內使用而並非出售該物業以獲取該物業所隱含之重大經濟利益。在其他情況下，遞延稅額按照資產與負債賬面值的預期實現或結算方式，根據在報告期末已生效或實質上已生效的稅率計量。遞延稅項資產與負債均不予折現。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Income tax (Continued)

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2. 主要會計政策(續)

(r) 所得稅(續)

本集團會在每個報告期末審閱遞延稅項資產的賬面值，並於不再可能獲得足夠的應課稅溢利以動用相關的稅務利益時調低賬面值。惟倘若日後有可能獲得足夠的應課稅溢利，有關減額便會撥回。

來自分派股息的額外所得稅於確認派付有關股息之責任時予以確認。

即期稅項結餘和遞延稅項結餘及其變動會分開列示，並且不予抵銷。即期稅項資產和遞延稅項資產會在本公司或本集團有法定行使權以即期稅項資產抵銷即期稅項負債，並且符合以下附帶條件的情況下可以分別抵銷即期稅項負債和遞延稅項負債：

- 即期稅項資產與負債：本公司或本集團計劃按淨額基準結算，或同時變現該資產和結算該負債；或
- 遞延稅項資產與負債：此等資產與負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一應課稅實體；或
 - 不同的應課稅實體，而此等實體計劃在日後每個預計有大額遞延稅項負債需要結算或大額遞延稅項資產可以收回的期間內，按淨額基準變現即期稅項資產和結算即期稅項負債，或同時變現該等資產和結算該等負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Provisions, contingent liabilities and onerous contracts

(i) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(ii) Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

(iii) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with Note 2(s)(i). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with Note 2(s)(i).

2. 主要會計政策(續)

(s) 撥備、或然負債及有償合約

(i) 撥備和或然負債

倘本集團須就已發生事件承擔法律或推定責任，因而預期會導致含有經濟效益之資源外流，於可作出可靠估計時，本集團便會計提準備。倘貨幣時間價值重大，則按預計所需支出之現值計提撥備。

倘含有經濟效益的資源外流之可能性較低，或無法對有關數額作出可靠估計，便則將該責任披露為或有負債，但資源外流可能性極低者則除外。倘本集團之責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，亦會披露為或有負債，但資源外流可能性極低者則除外。

(ii) 有償合約

根據有償合約產生的現時責任確認和計量為撥備。有償合約被視為存在當本集團擁有一份合約，根據合約符合責任之不可避免成本超過該合約預計將收到的經濟效益。有償合約撥備按終止合約的預期成本及繼續合約的成本淨額兩者之較低者之現值計量。

(iii) 於業務合併中承擔的或然負債

於業務合併中所承擔於收購日期為現有責任的或然負債初步按公允值確認，惟以公允值能可靠計量為前提。於按公允值初步確認後，該或然負債乃按初步確認金額（於適當時扣除累計攤銷）與根據附註2(s)(i)釐定之金額兩者之較高者確認。於業務合併中所承擔不能可靠公平估值或並非收購日期現有責任的或然負債，根據附註2(s)(i)披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of watches

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

2. 主要會計政策(續)

(t) 收益及其他收入

本集團將其日常業務過程中源自銷售貨品、提供服務或租賃項下讓渡本集團資產使用權的收入分類為收入。

當產品或服務之控制權按本集團預期有權獲取的承諾代價數額(不包括代表第三方收取的金額)轉移至客戶或承租人有權動用資產時,收益予以確認。收益不包括增值稅或其他銷售稅及扣除任何貿易折扣後。

倘合約包含融資組成部分,為客戶提供重大融資利益超過12個月,則收入按以與客戶進行之個別融資交易所反映貼現率貼現之應收金額現值計量,而利息收入則按實際利率法獨立累計。倘合約包含融資組成部分,為本集團提供重大融資利益,則根據該合約確認之收入包括按實際利率法計算合約負債產生之利息開支。本集團運用《香港財務報告準則》第15號第63段之實際合宜方法,當融資期限為12個月或以下時,則不會就重大融資組成部分之任何影響調整代價。

有關本集團收益及其他收入確認政策之進一步詳情載列如下:

(i) 鐘錶銷售

倘客戶管有並接納產品時確認收益。倘該等產品為部分履行涵蓋其他產品及/或服務的合約,則確認收益的金額為合約項下交易總額的合適比例,按照相對獨立售價基準根據合約協定的所有貨品及服務之間分配。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Revenue and other income (Continued)

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(iii) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established. Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(iv) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 2(i)(i)).

(v) Gourmet income

Revenue from sale of food products is recognised at the point in time when control of the goods has been transferred when the products are accepted by the customers. Revenue from restaurant operation is recognised at the point in time when catering services have been provided to customers.

(vi) Service income

Service income is recognised at the point in time when the services are fully rendered and accepted by customers.

2. 主要會計政策(續)

(t) 收益及其他收入(續)

(ii) 經營租賃之租金收入

經營租賃之應收租金收入是根據租期所涵蓋的期間以等額於損益內確認，但如有其他基準對於來自使用該租賃資產所得利益之模式，能更具有代表性則例外。租賃優惠在損益內確認為一個應收租賃總額不可分割的一部分。不取決於指數或利率的可變租賃付款於其賺取的會計期間確認為收入。

(iii) 股息

來自非上市投資之股息收入於股東收取付款的權利確定時已確認。上市投資之股息收入在投資之股價除息時確認。

(iv) 利息收入

利息收入使用實際利率法，針對金融資產的賬面總額應用對金融資產預計壽命內估計未來現金流量進行折現的折現率進行計算。就並無信貸減值並按攤銷成本或按公允值計入其他全面收益計量(不可劃轉)之金融資產，實際利率適用於該資產之賬面總值。就已有信貸減值之金融資產，實際利率適用於該資料之攤銷成本(即賬面總值減減值虧損)(見附註2(i)(i))。

(v) 美食收入

來自銷售食品的收益於貨品控制權轉移(即顧客接受產品)時確認。來自餐廳業務的收益於向顧客提供餐飲服務時確認。

(vi) 服務收入

服務收入於完成提供服務且獲客戶接納的時間點確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Revenue and other income (Continued)

(vii) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

(u) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On the disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

2. 主要會計政策(續)

(t) 收益及其他收入(續)

(vii) 政府補助金

倘可合理保證將收取政府補助金且本集團將符合其附帶條件，則政府補助金會初步於財務狀況表確認。補償本集團所產生的開支的補助金於相關開支產生的相同期間有系統地於損益確認為收入。

(u) 外幣換算

年內之外幣交易均按交易日之適用匯率換算。於報告期末，以外幣為單位之貨幣資產及負債均按報告期末之適用匯率換算。匯兌盈虧均於損益內確認。

按歷史成本計值之外幣非貨幣資產及負債乃以交易日適用之匯率換算。交易日期為本公司初始確認有關非貨幣資產或負債的日期。按公允值計值之外幣非貨幣資產及負債乃以公允值獲計量日之適用匯率換算。

海外業務之業績按於交易日與外幣匯率相若之匯率換算為港元。財務狀況報表項目則按報告期末之外幣匯率換算為港元。所產生之匯兌差異於其他全面收益確認，並獨立累計於匯兌儲備之權益中。

於出售海外業務，有關該海外業務的匯兌差額之累計金額於權益中重新分類至損益，當出售之損益已獲確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(w) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent;
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (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).

2. 主要會計政策(續)

(v) 借貸成本

凡直接與購置、興建或生產某項須經頗長時間籌備以作預定用途或出售資產有關之借貸成本，均資本化為該資產之部份成本。其他借款成本均於產生期間扣除。

借貸成本資本化作為合資格資產成本一部分，始於當該資產產生開支，借貸成本正在產生，及準備該資產擬定用途或銷售之活動正在進行。當準備該資產擬定用途或銷售之活動受到干擾或完成，借貸成本資本化會暫停或停止。

(w) 關連人士

- (a) 一名人士或為該人士之直系家屬，與本集團有關，而該人士：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司之主要管理層成員；
- (b) 倘符合下列任何條件，一個實體與本集團有關：
- (i) 該實體與本集團屬同一集團之成員公司（即意指每一母公司，附屬公司及同系聯屬公司均互相關連）；
 - (ii) 一間實體為另一實體之聯營公司或合營企業（或集團成員公司之聯營公司或合營企業，其中其他實體為成員公司）；
 - (iii) 兩個實體均為相同第三方的合營企業；
 - (iv) 一間實體為第三方實體之合營企業，而另一實體則為該第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
 - (vi) 受上述(a)所識別之人士控制或共同控制之實體；
 - (vii) 於(a)(i)所識別之人士對該實體有重大影響力或屬該實體（或該實體之母公司）之主要管理層成員。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies: (Continued)

(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 Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(x) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the board of directors of the Company, the Group's most senior executive management, for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2. 主要會計政策(續)

(w) 關連人士(續)

(b) 倘符合下列任何條件，一個實體與本集團有關：(續)

(viii) 一間實體，或本集團任何成員公司其為一個組織，提供予本集團或本集團之母公司主要管理人員服務。

某人士之直系家屬為預期可以影響該人士與實體之交易或於交易時受該人士影響之有關家屬成員。

(x) 分部報告

經營分部及財務報表所呈報之各分部項目金額，乃根據就分配資源予本集團各項業務及地區分部及評估其表現而定期提供予本公司董事會(即集團最高級管理人員)之財務資料而確定。

就財務呈報而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務的方法及監管環境的性質方面相似，否則各個重大經營分部不會進行合算。個別非重大的經營分部，如果符合上述大部分標準，則可進行合算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3. CHANGES IN ACCOUNTING POLICIES

The Group has applied the following amendments issued by the HKICPA to these financial statements for the current accounting period of the Group:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendment to HKFRS 16	COVID-19-Related Rent Concessions
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

Other than the Amendment to HKFRS 16, none of these developments have had a material effect on how the Group's results and financial position for the current and prior years have been prepared on presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

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

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

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

3. 會計政策之變動

本集團已於集團之本會計期間對該等財務報表應用下列由香港會計師公會頒佈之修訂本：

香港會計準則第1號及香港會計準則第8號之修訂本	重大之定義
香港財務報告準則第3號之修訂本	業務之定義
香港財務報告準則第16號之修訂本	COVID-19相關租金寬減
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本	利率基準改革

除香港財務報告準則第16號之修訂本外，該等發展概無對本集團於本年度及過往年度之業績及財務狀況之編製及呈列方法造成重大影響。本集團於本會計期間並無應用任何尚未生效之新準則或詮釋。

香港財務報告準則第16號之修訂本，COVID-19相關租金寬減

修訂本提供可行權宜方法允許承租人豁免無需評估直接由COVID-19疫情產生之若干合資格租金寬減（「COVID-19相關租金寬減」）是否屬租賃修訂，而將該等租金寬減視作非租賃修訂入賬。

本集團已選擇提早採納該等修訂本並於年內對授予本集團之所有合資格COVID-19相關租金寬減應用可行權宜方法。因此，已收租金寬減已於觸發有關付款之事件或條件發生之期間於損益確認為可變租賃付款負數入賬。對二零二零年四月一日之期初權益結餘並無影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the process of applying of the Group's accounting policies, which are described in Note 2, the directors of the Company are 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 associated 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 assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Valuation of investment properties

Investment properties are stated at fair value based on the valuations performed by independent qualified professional valuers. In determining the fair values, the valuers have based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss. As at 31st March 2021, the fair value of the investment properties was HK\$342,014,000 (2020: HK\$343,772,000).

4. 關鍵會計估計及判斷

於採用附註2所述的本集團會計政策時，本公司董事須對尚無法從其他渠道確認的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃基於過往經驗、未來預計及其他視作相關的因素作出。實際結果或會有別於該等估計。

本公司會持續檢討該等估計及相關假設。倘就會計估計的修訂只影響修訂估計的期間，則有關修訂會在該期間確認；倘有關修訂影響即期及未來期間，則有關修訂會在修訂期間及未來期間確認。

以下為於報告期末所作出有關未來的主要假設及估計不確定因素的其他主要來源，並具有相當風險而可能導致須於下個財政年度就資產及負債的賬面值作出重大調整。

(a) 投資物業估值

投資物業根據獨立合資格專業估值師進行的估值按公允值列賬。釐定公允值時，估值師以涉及若干市況估計的估值法為基準計算。於依賴估值報告時，本公司董事已自行作出判斷，並信納估值所用假設能反映現時市況。該等假設的任何變動均會改變本集團投資物業的公允值，並須對綜合損益表所報損益金額作出相應調整。於二零二一年三月三十一日，投資物業之公允值為342,014,000港元（二零二零年：343,772,000港元）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Write-down of inventories

Inventories are stated at the lower of cost and net realisable value. The management of the Group carries out regular review on the inventory write-down policy and estimates the net realisable value of the watches based primarily on condition of the inventories, current market conditions, historical and latest sales information and sales plan as well as the aging of inventories to identify slow-moving items. The Group carries out an inventory review at the end of the reporting period and inventories are written down to estimated net realisable value. The identification of write-down requires the use of estimates. When the expectation of the net realisable value is less than the original estimate, further write-down may arise. As at 31st March 2021, the carrying amount of the inventories (net of write-down) was HK\$111,332,000 (2020: HK\$195,992,000).

(c) Provision of ECL for trade receivables

Trade receivables with significant balances and credit-impaired are assessed for ECL individually. In addition, the Group uses provision matrix to calculate ECL for the trade receivables which are individually insignificant. The provision rates are based on groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration 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. In addition, trade receivables with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Notes 33 and 21 respectively.

4. 關鍵會計估計及判斷(續)

(b) 撇減存貨

存貨乃按成本值或可變現淨值兩者之較低值入賬。本集團管理層對庫存撇減政策進行定期檢討並估計手錶的可變現淨值，主要根據庫存情況、當時市況、過往和最新銷售資訊、銷售計劃以及庫存的老化情況，以確定滯銷貨品項目。本集團於報告期末盤點存貨，及存貨撇減至估計可變現淨值。識別撇減需運用估計，當可變現淨值的預期值小於原估計值時，可能會出現進一步撇減。於二零二一年三月三十一日，存貨賬面值(扣除撇減)為111,332,000港元(二零二零年：195,992,000港元)。

(c) 貿易應收賬款之預期信貸虧損撥備

有重大結餘及出現信貸減值的貿易應收賬款以個別評估預期信貸虧損。此外，本集團使用撥備矩陣計算個別重大的貿易應收賬款的預期信貸虧損。撥備率基於具有類似虧損模式之各種債務人之分組。撥備矩陣基於本集團的歷史違約率(考慮到無須過多成本或努力即可獲得合理及有依據前瞻性資料)計算。在各報告日期，本集團會重新評估過往可觀察違約率並考慮前瞻性資料之變化。此外，對具有重大結餘及信貸減值的貿易應收賬款乃進行個別預期信貸虧損評估。

預期信貸虧損撥備容易受到估計變動之影響。有關預期信貸虧損及本集團貿易應收賬款的資料分別於附註33及21披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(d) Income tax and deferred taxation

The Group estimates its income tax provision in accordance with the prevailing tax rules and regulations, taking into account any special approvals obtained from relevant tax authorities and any preferential tax treatment to which it is entitled in each location or jurisdiction in which the Group operates. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provisions in the period in which such determination is made.

The Group believes it has recorded adequate current tax provision based on the prevailing tax rules and regulations and its current best estimates and assumptions. In the event that future tax rules and regulations or related circumstances change, adjustments to current taxation may be necessary which would impact the Group's results or financial position. As at 31st March 2021, the carrying amount of current income tax payable is HK\$14,362,000 (2020: HK\$4,875,000).

Deferred income tax assets relating to certain temporary differences and tax losses are recognised as the directors consider it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and tax expenses or other comprehensive income in the periods in which such estimate is changed. As at 31st March 2021, the carrying amount of deferred tax assets and deferred tax liabilities amounted to HK\$2,418,000 and HK\$26,387,000 respectively (2020: HK\$2,418,000 and HK\$23,657,000).

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. The Group has not recognised any deferred tax on changes in fair value of investment properties as the Group is not subject to any income taxes on the fair value changes of the investment properties on disposal.

4. 關鍵會計估計及判斷(續)

(d) 所得稅及遞延稅項

本集團評估其所得稅撥備乃根據可適用之稅務條例及規則，並考慮任何相關稅務機構獲得之批准，以及本集團營運之每一地點獲得授予之任何優先稅務處理或裁判權。於日常業務運作中，有許多交易及計算其最終之稅項決定並不確定，本集團因預計稅務審查事件而評估將可能支付之額外稅項確認為負債。此等事件之最終稅務結果若和最初記錄之稅務金額不同，其差異在該決定期間，將會對所得稅及遞延稅撥備產生影響。

本集團相信在可適用之稅務條例及規則之基礎下，已對現時之稅項作出充足撥備，其亦為現時之最佳評估及假設。在未來稅務條例及規則或有關環境轉變情況下，現時之稅項將可能需要作出適當調整，或會影響對本集團之業績或財務狀況。於二零二一年三月三十一日，目前應付所得稅之賬面金額為14,362,000港元(二零二零年：4,875,000港元)。

在董事認為可能將有未來應課稅溢利以供抵銷可供利用之暫時差額或稅項虧損之情況下，與遞延所得稅資產相關的若干暫時差異及稅項虧損予以確認。倘預期金額與原定估計有異，該差異將影響有關估計變動期間確認之遞延稅項資產及稅項開支或其他全面收益。於二零二一年三月三十一日，遞延稅項資產及遞延稅項負債之賬面值分別為2,418,000港元及26,387,000港元(二零二零年：2,418,000港元及23,657,000港元)。

就計量採用公允值模式計量之投資物業所產生之遞延稅項而言，本公司董事已檢討本集團之投資物業組合，並斷定本集團之投資物業並非以旨在隨時間消耗其所包含之絕大部分經濟利益之商業模式持有。因此，於計量投資物業之遞延稅項時，本公司董事釐定，按公允值模式計量之投資物業賬面值可透過銷售而全數收回之假設並無被推翻。本集團並未就投資物業之公允值變動確認任何遞延稅項，此乃由於本集團毋須於出售投資物業時就其公允值變動繳納任何所得稅。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(e) Determining the lease term

As explained in the above accounting policies, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

(f) Principal vs agent consideration

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent). The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer. The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

The Group follows the accounting guidance for principal-agent considerations to assess whether the Group controls the specified service before it is transferred to the customer, the indicators of which including but not limited to (a) whether the entity is primarily responsible for fulfilling the promise to provide the specified service; (b) whether the entity has inventory risk before the specified service has been transferred to a customer; and (c) whether the entity has discretion in establishing the prices for the specified goods or service. The management considers the above factors in totality, as none of the factors individually are considered presumptive or determinative, and applies judgment when assessing the indicators depending on each different circumstances.

4. 關鍵會計估計及判斷(續)

(e) 釐定期限

誠如上述會計政策所闡述，租賃負債以租期內應付租賃款項之現值進行初步確認。於租賃開始日期釐定包含本集團可行使之續租權的租期時，本集團會評估行使續租權之可能性，並考慮到所有能形成經濟誘因促使本集團行使續租權之相關事實及情況(包括有利條款、已作出之租賃裝修及該相關資產對本集團經營之重要性)。倘發生重大事件或出現本集團可控制之重大變動情況，則將重新評估租期。任何租期之延長或縮短均會影響未來年度確認之租賃負債及使用權資產金額。

(f) 主事人與代理人考量

當另一方從事向客戶提供商品或服務，本集團釐定其承諾之性質是否為提供特定商品或服務本身之履約責任(即本集團為主事人)或安排由另一方提供該等商品或服務(即本集團為代理人)。倘本集團在向客戶轉讓商品或服務之前控制特定商品或服務，則本集團為主事人。倘本集團之履行義務為安排另一方提供特定商品或服務，則本集團為代理人。在此情況下，在將商品或服務轉讓予客戶前，本集團並不控制另一方提供之特定商品或服務。當本集團為代理人時，應就為換取安排另一方提供之特定商品或服務而預期有權取得之任何費用或佣金金額確認收益。

本集團遵循有關主事人與代理人考量之會計指引，以評估本集團於特定服務轉讓予客戶前是否擁有控制權。其指標包括但不限於(a)該實體是否主要負責履行承諾以提供特定服務；(b)於特定服務轉讓予客戶前，該實體是否存在庫存風險；及(c)該實體是否能酌情設定特定商品或服務之價格。管理層一併考慮上述因素，此乃由於並無任何因素可被單獨視為推定或決定性因素，並當須根據各種不同情況評估指標時作出判斷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5. REVENUE

The principal activities of the Group are sales of watches (retail and wholesale) property leasing and gourmet business.

Revenue represents (i) the gross proceeds received and receivable derived from the sale of watches, less the value added tax, other sales taxes and trade discounts, (ii) rental income from property leasing and (iii) gourmet income.

(i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	香港財務報告準則第15號範疇內 來自客戶合約之收益
Revenue from contracts with customers within the scope of HKFRS 15	
– Sales of watches	– 鐘錶銷售
– Service income	– 服務收入
– Gourmet income	– 美食收入
Revenue from other sources	來自其他來源之收益
– Rental income from investment properties	– 來自投資物業之租金收入

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in Note 8.

5. 營業收入

本集團之主要業務為鐘錶銷售(零售及批發)以及物業租賃及美食業務。

營業收入即(i)來自鐘錶銷售毛收入及應收款項，扣減增值稅、其他銷售稅及貿易折扣後所得款項，及(ii)來自物業租賃的租金收入及(iii)美食收入。

(i) 營業收入劃分

按主要產品或服務線劃分之來自客戶合約之營業收入如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15		
– Sales of watches	1,143,034	784,897
– Service income	946	–
– Gourmet income	7,912	5,048
Revenue from other sources		
– Rental income from investment properties	13,089	10,106
	1,164,981	800,051

按確認收入時間及按地區市場劃分來自客戶合約的收益分析於附註8披露。

6. OTHER REVENUE

Interest income on financial assets measured at amortised cost	以攤銷成本計算之金融資產 利息收入
Dividend income	股息收入
Advertising income	廣告收入
Customer services income and others	顧客服務收入及其他

6. 其他收益

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest income on financial assets measured at amortised cost	564	1,035
Dividend income	–	1
Advertising income	4,098	3,143
Customer services income and others	4,949	11,420
	9,611	15,599

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財務報表附註

7. OTHER NET GAINS

7. 其他收益淨額

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net realised and unrealised gain/(loss) on trading securities	證券買賣實現及未實現之收益／(虧損)淨額	128	(216)
Net gain on disposal of investment properties	出售投資物業之收益淨額	3,184	-
Profit on disposal of equity investment	出售股權投資之溢利	-	6,050
Impairment loss on trademark	商標之減值虧損	(242)	-
Impairment loss on trade receivables	貿易應收賬款之減值虧損	(1,503)	-
Write off of other receivable	撇銷其他應收賬款	(2,485)	-
Fair value loss on financial assets at fair value through profit or loss ("FVPL")	按公允值計入損益(「按公允值計入損益」)之金融資產之公允值虧損	(6,360)	(964)
Loss on disposals of property, plant and equipment	出售物業、機器及設備之虧損	(562)	(8)
Written back of long outstanding payables	撥回長期末付款項	68	-
Gain on lease modification	租賃修訂之收益	19,590	1,256
Government subsidy	政府補助	3,742	-
Others	其他	(129)	116
		15,431	6,234

(i) In 2020, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong SAR Government. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

(i) 於二零二零年，本集團成功向香港特區政府成立的防疫抗疫基金項下的保就業計劃申請資金援助。基金目的是為企業提供財政支持，以保留原本會被遣散的員工。根據補助金條款，本集團在資助期內不得裁員，並應將所有資金用於支付僱員工資。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8. SEGMENT REPORTING

The Group manages its business by divisions. In a manner consistent with the way in which information is reported internally to the board of directors of the Company, being the chief operating decision makers (“CODM”) for the purposes of resource allocations and performance assessments. The Group has presented two reportable segments: (i) sales of watches (retail and wholesale) and (ii) properties leasing. No operating segments have been aggregated to form these two reportable segments.

For the purposes of assessing segment performance and allocating resources between segments, the CODM monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

The accounting policies of the reportable segments are the same as the Group’s accounting policies described in notes to the financial statements. Segment profit/(loss) represents the profit earned by/(loss) from each segment without allocation of central administration costs and corporate costs which cannot be meaningfully allocated to individual segment. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation and amortisation of assets attributable to those segments.

The revenue from external parties reported to the CODM is measured in a manner consistent with that in the consolidated statement of profit or loss.

All assets are allocated to reportable segments other than deferred tax assets and other corporate assets.

All liabilities are allocated to reportable segments other than current income tax payable, deferred tax liabilities and borrowings not attributable to individual segments and other corporate liabilities.

8. 分部報告

本集團按部門劃分管理其業務。資料以內部呈報方式一致之方式向本公司董事會（為主要營運決策者）報告，目的為資源分配及表現評估。本集團呈報以下兩個可報告分部：(i) 鐘錶銷售（零售及分銷）及(ii) 租賃物業。並無將任何經營分部合計以構成此等兩個可報告分部。

為評估分部表現及分部間資源分配，主要營運決策者按以下基礎監控各可報告分部之業績、資產及負債：

可報告分部之會計政策與本集團詳述於財務報表附註之會計政策相同。分部溢利／（虧損）指各分部所賺取溢利／（虧損），並未分配中央行政成本及企業成本，其不能夠有意義地分配至獨立分部。此乃就分配資源至各分部及評估其表現向主要營運決策者報告之計量。

收益及開支乃經參考該等分部產生之營業收入及開支或該等分部應佔之折舊及攤銷資產所產生之開支分配予可報告分部。

向主要營運決策者報告的外部收入的計量基準與綜合損益表所採用者一致。

所有資產均分配至遞延稅項資產及其他企業資產以外之可報告分部。

所有負債均已分配至可報告分部，除即期應納所得稅、遞延稅項負債及借貸，不能歸屬於獨立分部及其他企業負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8. SEGMENT REPORTING (Continued)

The following is an analysis of the Group's revenue, results, assets and liabilities by operating segment:

8. 分部報告(續)

以下為本集團經營分部之營業收入、業績、資產及負債之分析：

		2021 二零二一年				
		Sales of watches 鐘錶銷售 HK\$'000 千港元	Property leasing 租賃物業 HK\$'000 千港元	Segmental total 分部總計 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Disaggregated by the time of revenue recognition	按確認收益之時間分析					
Point in time	於某時間點上	1,143,034	-	1,143,034	7,912	1,150,946
Over time	於一段時間內	-	13,089	13,089	946	14,035
External revenue (Note)	對外收益(附註)	1,143,034	13,089	1,156,123	8,858	1,164,981
Operating profit/(loss)	經營溢利/(虧損)	102,898	(1,584)	101,314	(16,659)	84,655
Valuation gain on investments properties, net	投資物業之估值收益·淨額	-	3,130	3,130	-	3,130
Impairment loss on property, plant and equipment	物業、機器及設備之減值虧損	-	(717)	(717)	(2,205)	(2,922)
Interest income	利息收入	564	-	564	-	564
Other net gains/(losses)	其他收益/(虧損)淨額	15,733	3,284	19,017	(3,586)	15,431
Finance costs	財務成本	(9,185)	-	(9,185)	(204)	(9,389)
Segmental results	分部業績	110,010	4,113	114,123	(22,654)	91,469
Income tax	所得稅					(35,710)
Profit for the year	本年度溢利					55,759
Reversal of write-down of inventories, net	撥回撇減存貨·淨額	4,694	-	4,694	-	4,694
Net realised and unrealised loss on trading securities	證券買賣實現及未實現之虧損淨額	-	-	-	128	128
Impairment loss on trade receivables	貿易應收賬款之減值虧損	(1,503)	-	(1,503)	-	(1,503)
Gain on disposal of investment properties	出售投資物業之收益	-	3,184	3,184	-	3,184
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	-	-	-	(562)	(562)
Write off of other receivables	撇銷其他應收賬款	(2,485)	-	(2,485)	-	(2,485)
Depreciation and amortisation	折舊及攤銷	(34,571)	(791)	(35,362)	(2,075)	(37,437)
Income tax expenses	所得稅費用	(32,980)	-	(32,980)	-	(32,980)
Deferred tax	遞延稅項	(2,730)	-	(2,730)	-	(2,730)
Segment assets	分部資產	430,124	354,066	784,190	20,349	804,539
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產					7,773
Deferred tax assets	遞延稅項資產					2,418
Total assets	總資產					814,730
Additions to non-current segment assets during the reporting period	報告期內非流動分部資產之增加	11,500	8,696	20,196	2,638	22,834
Segment liabilities	分部負債	326,576	22,337	348,913	16,326	365,239
Current income tax payable	即期應納所得稅					14,362
Deferred tax liabilities	遞延稅項負債					26,387
Total liabilities	總負債					405,988

Note: There were no inter-segment sales during the year ended 31st March 2021.

附註：於截至二零二一年三月三十一日止年度期間並無分部間銷售。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8. SEGMENT REPORTING (Continued)

8. 分部報告 (續)

		2020 二零二零年				
		Sales of watches 鐘錶銷售 HK\$'000 千港元	Properties leasing 租賃物業 HK\$'000 千港元	Segmental total 分部總計 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Disaggregated by timing of revenue recognition	按確認收益之時間分析					
Point in time	於某時間點上	786,516	-	786,516	5,048	791,564
Over time	於一段時間內	-	8,487	8,487	-	8,487
External revenue (Note)	對外收益(附註)	786,516	8,487	795,003	5,048	800,051
Operating profit/(loss)	經營溢利/(虧損)	27,129	(1,225)	25,904	(20,986)	4,918
Valuation loss on investment properties	投資物業之估值虧損	-	(17,400)	(17,400)	-	(17,400)
Impairment loss on goodwill	商譽之減值虧損	-	-	-	(19,895)	(19,895)
Impairment loss on right-of-use assets	使用權資產之減值虧損	(96,894)	-	(96,894)	-	(96,894)
Impairment loss on property, plant and equipment	物業、機器及設備之減值虧損	(6,028)	-	(6,028)	-	(6,028)
Interest income	利息收入	1,035	-	1,035	-	1,035
Other net gains/(losses)	其他收益/(虧損)淨額	1,227	(2)	1,225	5,009	6,234
Finance costs	財務成本	(14,162)	-	(14,162)	(78)	(14,240)
Segment results	分部業績	(87,693)	(18,627)	(106,320)	(35,950)	(142,270)
Income tax expense	所得稅費用					(6,452)
Loss for the year	本年度虧損					(148,722)
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	(8)	-	(8)	-	(8)
Write-down of inventories	撇減存貨	(4,176)	-	(4,176)	-	(4,176)
Reversal of impairment loss of other receivable	撥回其他應收款項之減值虧損	154	-	154	-	154
Net realised and unrealised loss on trading securities	證券買賣實現及未實現之虧損淨額	-	-	-	(215)	(215)
Depreciation and amortisation	折舊及攤銷	(76,659)	(762)	(77,421)	(1,881)	(79,302)
Income tax expense	所得稅費用	(4,004)	-	(4,004)	-	(4,004)
Deferred tax	遞延稅項	(2,448)	-	(2,448)	-	(2,448)
Segment assets	分部資產	428,738	327,136	755,874	34,356	790,230
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產					14,133
Deferred tax assets	遞延稅項資產					2,418
Total assets	總資產					806,781
Additions to non-current segment assets during the reporting period	本報告期間非流動分部資產之增加	247,631	209	247,840	26,489	274,329
Segment liabilities	分部負債	415,111	8,822	423,933	12,907	436,840
Current income tax payable	即期應納所得稅					4,875
Deferred tax liabilities	遞延稅項負債					23,657
Total liabilities	總負債					465,372

Note: There were no inter-segment sales during the year ended 31st March 2020.

附註：於截至二零二零年三月三十一日止年度期間並無分部間銷售。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8. SEGMENT REPORTING (Continued)

Geographic information

The following is an analysis of geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, investment properties, intangible assets and deposits and prepayments. The geographical location of customers is referred to the location at which the services were provided or the goods delivered. The geographical locations of specific non-current assets are based on the physical location of the assets.

8. 分部報告(續)

經營地區資料

以下為(i)本集團來自外部客戶之收益及(ii)本集團之物業、機器及設備、投資物業、無形資產以及按金及預付款項之經營地區分析。客戶經營地區參考自提供服務或貨物遞送之地點。特定非流動資產之經營地區是基於資產之實際地點作考慮。

		Revenues from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
The People's Republic of China, excluding Hong Kong	中華人民共和國， 香港除外	1,034,134	340,541	85,755	107,864
Hong Kong (place of domicile)	香港(原居地)	129,317	458,560	249,985	278,516
Switzerland	瑞士	1,530	950	17,550	16,409
United Kingdom	英國	-	-	79,099	65,988
		1,164,981	800,051	423,389	468,777

Information about major customers

For the year ended 31st March 2021, revenue of approximately HK\$333,075,000 (2020: HK\$109,818,000) was derived from a single external customer who contributed more than 10% of total revenue of the Group. This revenue was attributable to the sales of watches segment.

關於主要客戶資料

於截至二零二一年三月三十一日止年度，約333,075,000港元(二零二零年：109,818,000港元)的營業收入來自單一外部客戶，其貢獻佔集團總收益10%以上。該等營業收入來自鐘錶銷售分部的貢獻。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

9. PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation is arrived at after charging/(crediting):

(a) Finance costs

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest on bank borrowings	銀行借貸利息	3,614	4,882
Interest on lease liabilities	租賃負債利息	5,775	9,334
Interest on loans from a director	董事之貸款利息	-	24
Total interest expenses on financial liabilities not at fair value through profit or loss	並非按公允值計入損益的金融負債所產生的利息支出總額	9,389	14,240

(b) Staff costs

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries, wages and other benefits (including directors' fee and emoluments)	薪金、工資及其他福利 (包括董事袍金及酬金)	59,921	57,184
Retirement benefits scheme contribution	退休福利計劃供款	1,968	2,939
		61,889	60,123

9. 除稅前溢利／(虧損)

除稅前溢利／(虧損)已扣除／(計入)以下各項：

(a) 財務成本

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
銀行借貸利息	3,614	4,882
租賃負債利息	5,775	9,334
董事之貸款利息	-	24
並非按公允值計入損益的金融負債所產生的利息支出總額	9,389	14,240

(b) 員工成本

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
薪金、工資及其他福利 (包括董事袍金及酬金)	59,921	57,184
退休福利計劃供款	1,968	2,939
	61,889	60,123

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

9. PROFIT/(LOSS) BEFORE TAXATION (Continued)

Profit/(loss) before taxation is arrived at after charging/(crediting):
(Continued)

(c) Other items

9. 除稅前溢利／(虧損) (續)

除稅前溢利／(虧損)已扣除／(計入)以下各項：
(續)

(c) 其他項目

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Rental receivable from investment properties less direct outgoings of HK\$212,000 (2020: HK\$566,000)	投資物業應收租金扣除直接支出212,000港元 (二零二零年：566,000港元)	(12,877)	(9,540)
Net exchange gain	匯兌收益淨額	(184)	(452)
Auditors' remuneration	核數師酬金		
– Audit services	– 核數服務	1,200	1,270
– Other services	– 其他服務	380	380
Amortisation of intangible assets	無形資產之攤銷	34	–
Depreciation change	折舊費用		
– Owned property, plant and equipment	– 自置物業、機器及設備	7,450	7,684
– right-of-use assets	– 使用權資產	29,953	71,618
		37,403	79,302
(Reversal of write-down)/write-down of inventories, net	(撥回撇減)／撇減存貨淨額	(4,694)	4,176
Impairment loss on goodwill	商譽之減值虧損	–	19,895
Impairment loss on right-of-use assets	使用權資產之減值虧損	661	96,894
Impairment loss on property, plant and equipment	物業、機器及設備之減值虧損	2,261	6,028
Impairment loss on trade receivable	貿易應收賬款之減值虧損	1,503	–
Write off of other receivables	撇銷其他應收賬款	2,485	–
Written back of long outstanding payables	撥回長期未付款項	(68)	–
Variable lease payments not included in the measurement of lease liabilities	於計量租賃負債時未計及之可變租賃付款	9,502	1,222
Cost of inventories recognised as expenses	確認為開支之存貨成本	932,809	601,270

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10. DIRECTORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

(a) Directors' emoluments

The emoluments of each director for the years ended 31st March 2021 and 2020 are set out below:

10. 董事酬金及最高酬金人士

(a) 董事酬金

於截至二零二一年及二零二零年三月三十一日止年度每位董事之酬金載列如下：

		2021 二零二一年					
		Directors' fees	Basic salaries	Discretionary bonus	Allowances and other benefits	Employer's contribution to retirement benefit scheme	Total
		董事袍金 HK\$'000 千港元	基本薪金 HK\$'000 千港元	不定額花紅 HK\$'000 千港元	津貼及 其他福利 HK\$'000 千港元	退休福利 計劃僱主供款 HK\$'000 千港元	總計 HK\$'000 千港元
Executive Directors	執行董事						
Eav Yin (Note (i))	楊仁 (附註(i))	102	2,136	252	616	-	3,106
Eav Xin Qi Rosanna	楊薪綺	-	798	3	-	-	801
Eav Feng Ming, Jonathan	楊峰銘	238	3,606	254	-	18	4,116
		340	6,540	509	616	18	8,023
Independent Non-executive Directors	獨立非執行董事						
Lai Si Ming	賴思明	238	-	-	-	-	238
Wong Wing Yue, Rosaline (Note (iii))	王穎嫻 (附註(iii))	72	-	-	-	-	72
Lee Tat Cheung, Vincent	李達祥	238	-	-	-	-	238
Kee Wah Sze (Note (ii))	紀華士 (附註(ii))	153	-	-	-	-	153
		701	-	-	-	-	701
		1,041	6,540	509	616	18	8,724

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10. DIRECTORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

10. 董事酬金及最高酬金人士(續)

(a) Directors' emoluments (Continued)

(a) 董事酬金(續)

		2020 二零二零年					
		Directors' fees	Basic salaries	Discretionary bonus	Allowances and other benefits	Employer's contribution to retirement benefit scheme	Total
		董事袍金 HK\$'000	基本薪金 HK\$'000	不定額花紅 HK\$'000	津貼及 其他福利 HK\$'000	退休福利 計劃僱主供款 HK\$'000	總計 HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive Directors	執行董事						
Eav Yin	楊仁	238	4,822	894	1,440	-	7,394
Eav Xin Qi Rosanna	楊薪綺	-	840	201	-	-	1,041
Eav Feng Ming, Jonathan	楊峰銘	238	3,502	839	-	16	4,595
		476	9,164	1,934	1,440	16	13,030
Independent Non-executive Directors	獨立非執行董事						
Lai Si Ming	賴思明	238	-	-	-	-	238
Wong Wing Yue, Rosaline	王穎好	238	-	-	-	-	238
Lee Tat Cheung, Vincent	李達祥	238	-	-	-	-	238
		714	-	-	-	-	714
		1,190	9,164	1,934	1,440	16	13,744

Notes:

附註:

- | | |
|--|---|
| <p>(i) Mr. Eav Yin, former Chairman, passed away on 4th September 2020. Mdm. Lam Kim Phung, is the administrator/executor of the estate of Mr. Eav Yin.</p> <p>(ii) Mr. Kee Wah Sze is appointed as an independent non-executive director on 10th August 2020.</p> <p>(iii) Ms. Wong Wing Yue, Rosaline, resigned as an independent non-executive director on 20th July 2020.</p> <p>(iv) There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31st March 2021 and 2020.</p> <p>(v) No emolument was paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office for the years ended 31st March 2021 and 2020.</p> <p>(vi) As at 31st March 2021 and 2020, the directors held share options under the Company's share option scheme. The details of the share options are disclosed under the paragraph "share option scheme" in the report of the directors and Note 31(a).</p> <p>(vii) The Company has not appointed Chief Executive, and the role and function of the Chief Executive has been performed by the executive directors.</p> | <p>(i) 前主席楊仁先生於二零二零年九月四日離世。林金鳳女士為楊仁先生遺產之遺產管理人/遺囑執行人。</p> <p>(ii) 紀華士先生於二零二零年八月十日獲委任為獨立非執行董事。</p> <p>(iii) 王穎好女士於二零二零年七月二十日辭任獨立非執行董事。</p> <p>(iv) 截至二零二一年及二零二零年三月三十一日止年度期間，並無董事放棄或同意放棄任何酬金之安排。</p> <p>(v) 於截至二零二一年及二零二零年三月三十一日止之年度，本集團並無支付予董事作為吸引其加入或於加入本集團後，或作為離職補償之酬金。</p> <p>(vi) 於二零二一年及二零二零年三月三十一日，董事根據本公司購股權計劃持有購股權。購股權詳情於董事會報告之「購股權計劃」一段及附註31(a)中披露。</p> <p>(vii) 本公司並無委聘行政總裁及行政總裁的角色及職能已由執行董事履行。</p> |
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NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10. DIRECTORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

10. 董事酬金及最高酬金人士(續)

(b) Individuals with highest emoluments

Of the five individuals with the highest emoluments, two (2020: two) are directors whose emoluments are disclosed in Note 10(i). The aggregate of the emoluments in respect of the other three (2020: three) individuals is as follows:

(b) 最高酬金人士

五位最高薪人士中，兩位(二零二零年：兩位)董事之酬金於附註10(i)披露。其他三位(二零二零年：三位)人士之酬金總額如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Basic salaries, allowances and other emoluments	基本薪金、津貼及其他福利	4,887	3,850
Performance related incentive payments	表現獎勵款項	831	739
Employer's contribution to retirement benefit scheme	退休福利計劃僱主供款	36	135
		5,754	4,724

The emoluments of the remaining three (2020: three) individuals with the highest emoluments are within the following bands:

餘下三位(二零二零年：三位)最高酬金人士介乎下列範圍：

		Number of individuals 人數	
		2021 二零二一年	2020 二零二零年
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	2	2
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元	–	–
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元	–	1
HK\$3,000,000 – HK\$3,500,000	3,000,000港元 – 3,500,000港元	1	–
		3	3

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

11. 綜合損益表內之所得稅

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current tax	即期稅項		
PRC Corporate Income Tax	中國企業所得稅		
– Charge for the year	– 本年度所得稅	32,980	4,004
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時性差額之產生及撥回	2,730	2,448
Income tax expense	所得稅開支	35,710	6,452

The subsidiaries in Hong Kong are subject to Hong Kong Profits Tax at the rate of 16.5% (2020: 16.5%). No Hong Kong Profits Tax has been provided for in the financial statements for the years ended 31st March 2021 and 2020 either because the Hong Kong subsidiaries have accumulated tax losses brought forward which exceeded the estimated assessable profits or the Hong Kong subsidiaries sustained losses for taxation purpose.

香港附屬公司的香港利得稅率為16.5% (二零二零年：16.5%)。截至二零二一年及二零二零年三月三十一日止年度的財務報表中，並無就香港利得稅作出撥備，概因香港附屬公司承前累計稅項虧損超逾本年度估計應課稅溢利或香港附屬公司錄得的稅務虧損。

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.

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司於兩個年度的稅率均為25%。

The subsidiary in Switzerland is subject to Switzerland Profits Tax at the rate of 16% (2020: 16%). No Switzerland Profits Tax has been provided for the years ended 31st March 2021 and 2020 as the Group has no estimated assessable profits in Switzerland.

於瑞士之附屬公司的瑞士利得稅率為16% (二零二零年：16%)。於截至二零二一年及二零二零年三月三十一日止年度，由於本集團並無瑞士之任何估計應課稅溢利，故沒有瑞士利得稅撥備。

Pursuant to the rules and regulations of Bermuda and the British Virgin Islands, the Group is not subject to any income tax in these jurisdictions.

根據百慕達及英屬處女群島規則及條例規定，本集團在這些司法管轄區不受到任何所得稅管制。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

11. 綜合損益表內之所得稅 (續)

Reconciliation between tax expenses and accounting profit/(loss) at applicable tax rates:

稅項開支與會計溢利／(虧損)按適用稅率計算之對賬：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit/(loss) before taxation	除稅前溢利／(虧損)	91,468	(142,270)
Notional tax on profit/(loss) before taxation, calculated at the tax rates applicable to profit/(losses) in the countries concerned	按所在國家的有關溢利／(虧損)的適用稅率計算的除稅前溢利之名義稅項	26,264	(22,130)
Tax effect of non-deductible expenses	在稅務上不能扣減之支出之稅務影響	13,830	26,613
Tax effect of non-taxable items	在稅務上不需課稅之項目之稅務影響	(18,454)	(1,458)
Tax effect of utilisation of unused tax losses	使用未曾使用之稅務虧損之稅務影響	(3,271)	(3,178)
Tax effect of previously unrecognised and unused tax losses and deductible temporary differences now recognised as deferred tax assets	過往未被確認及未曾使用之稅項虧損以及現確認為遞延稅項資產之可扣減暫時差異之稅務影響	-	(252)
Tax effect of tax losses not recognised	未被確認之稅項虧損之稅務影響	12,556	4,647
Tax effect of temporary difference not recognised	未被確認之暫時差異之稅務影響	(358)	(490)
Withholding tax on undistributed profit of PRC subsidiaries	中國附屬公司之未分派溢利之預扣稅	3,100	2,700
Withholding tax on dividend income from PRC subsidiaries	來自中國附屬公司股息收入之預扣稅	2,413	-
Deferred tax on disposal of investment properties	出售投資物業之遞延稅項	(370)	-
Actual tax expense	實際稅項支出	35,710	6,452

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12. DIVIDENDS

(a) The directors of the Company do not recommend the payment or declaration of any dividends in respect of the years ended 31st March 2021 and 2020.

(b) Dividends payable to owners of the Company attributable to the previous financial year, approved and paid during the year

12. 股息

(a) 本公司董事不建議派付或宣派截至二零二一年及二零二零年三月三十一日止年度之任何股息。

(b) 過往財政年度應佔(並已於年內批准及支付)之應付本公司持有人股息

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Final dividend in respect of the previous financial year, approved and paid during the year of HK\$Nil (2020: HK\$0.0256) per share	有關過往財政年度並已於年內批准及支付之末期股息每股零港元(二零二零年: 0.0256港元)	-	19,126

13. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of basic earnings per share for the year ended 31st March 2021 has been based on earnings attributable to owners of the Company of HK\$58,542,000 and the weighted average number of 747,123,000 ordinary shares in issue during the year.

The calculation of basic loss per share for the year ended 31st March 2020 is based on loss attributable to the owners of the Company of HK\$146,174,000 and the weighted average number of 747,123,000 ordinary shares in issue during the year.

(b) Diluted earnings/(loss) per share

Diluted earnings/(loss) per share is equal to the basic earnings/(loss) per share for the years ended 31st March 2021 and 2020.

The Company's share options have no dilutive effect for the years ended 31st March 2021 and 2020 because the exercise price of the Company's share options was higher than the average market price of the Company's shares for both years.

13. 每股盈利/(虧損)

(a) 每股基本盈利/(虧損)

於截至二零二一年三月三十一日止年度每股基本盈利已根據歸屬於本公司持有人應佔盈利58,542,000港元，以及於年內發行的加權平均普通股747,123,000股計算。

於截至二零二零年三月三十一日止年度每股基本虧損乃根據歸屬於本公司持有人應佔虧損146,174,000港元，以及年內發行的加權平均普通股747,123,000股計算。

(b) 每股攤薄盈利/(虧損)

於截至二零二一年及二零二零年三月三十一日止年度每股攤薄盈利/(虧損)相等於每股基本盈利/(虧損)。

於截至二零二一年及二零二零年三月三十一日止年度，本公司購股權並無攤薄效應，概因過去兩年間，本公司購股權行使價均高於本公司股份平均市價。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、機器及設備

	Ownership interests in leasehold land and buildings held for own use carried at cost 按成本列賬持作自用之租賃土地及樓宇之擁有權權益 HK\$'000 千港元	Other properties leased for own use carried at cost 按成本列賬持作自用之其他租賃物業 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Furniture, fixtures and fittings 傢具、設備及裝置 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總額 HK\$'000 千港元
31st March 2020	二零二零年三月三十一日								
At 31st March 2019, net of accumulated depreciation and impairment 於二零一九年三月三十一日，扣除累計折舊及減值	-	-	16,353	31	3,570	632	2,905	2,048	25,539
Impact on initial application of HKFRS 16 - right-of-use assets 初始應用香港財務準則第16號之影響 - 使用權資產	-	219,784	-	-	-	-	-	-	219,784
Restated opening net book amount at 1st April 2019 重列二零一九年四月一日之期初賬面淨值	-	219,784	16,353	31	3,570	632	2,905	2,048	245,323
Translation differences 換算差額	(1,118)	(4,187)	-	-	(91)	(4)	-	(135)	(5,535)
Additions 添置	-	13,389	-	918	9,660	2,018	-	4,135	30,120
Acquisition through business combination (Note 34) 透過業務合併收購(附註34)	-	3,032	-	35	467	23	-	-	3,557
Transfer from prepaid lease payment 轉撥自租賃預付款項	16,203	-	-	-	-	-	-	-	16,203
Reassessment 重估	-	(1,117)	-	-	-	-	-	-	(1,117)
Transfer 轉撥	16,353	-	(16,353)	-	5,994	54	-	(6,048)	-
Disposal 出售	-	-	-	-	(8)	-	-	-	(8)
Impairment 減值	-	(96,894)	-	(411)	(4,530)	(115)	(972)	-	(102,922)
Depreciation charges 折舊費用	(809)	(70,809)	-	(177)	(6,065)	(665)	(777)	-	(79,302)
At 31st March 2020, net of accumulated depreciation and impairment 於二零二零年三月三十一日，扣除累計折舊及減值	30,629	63,198	-	396	8,997	1,943	1,156	-	106,319
At 31st March 2020 Cost 於二零二零年三月三十一日 成本	38,224	230,446	-	1,453	32,969	20,907	4,724	-	328,723
Accumulated depreciation and impairment 累計折舊及減值	(7,595)	(167,248)	-	(1,057)	(23,972)	(18,964)	(3,568)	-	(222,404)
Net carrying amount 賬面淨值	30,629	63,198	-	396	8,997	1,943	1,156	-	106,319
31st March 2021	二零二一年三月三十一日								
At 31st March 2020, net of accumulated depreciation and impairment 於二零二零年三月三十一日，扣除累計折舊及減值	30,629	63,198	-	396	8,997	1,943	1,156	-	106,319
Translation differences 換算差額	1,410	3,314	-	-	376	59	-	-	5,159
Additions 添置	-	8,799	-	895	618	1,644	-	-	11,956
Transfer to investment property 轉撥至投資物業	(1,478)	-	-	-	-	-	-	-	(1,478)
Transfer 轉撥	-	-	-	(31)	-	31	-	-	-
Disposal 出售	-	-	-	-	(562)	-	-	-	(562)
Impairment 減值	-	(661)	-	(1,132)	(1,061)	(68)	-	-	(2,922)
Depreciation charges 折舊費用	(817)	(29,136)	-	(110)	(6,171)	(670)	(499)	-	(37,403)
At 31st March 2021, net of accumulated depreciation and impairment 於二零二一年三月三十一日，扣除累計折舊及減值	29,744	45,514	-	18	2,197	2,939	657	-	81,069
At 31st March 2021 Cost 於二零二一年三月三十一日 成本	38,287	244,717	-	2,309	34,309	21,683	4,724	-	346,029
Accumulated depreciation and impairment 累計折舊及減值	(8,543)	(199,203)	-	(2,291)	(32,112)	(18,744)	(4,067)	-	(264,960)
Net carrying amount 賬面淨值	29,744	45,514	-	18	2,197	2,939	657	-	81,069

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (a) Property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Freehold land is not depreciated

Leasehold land	2% or over the remaining terms of the leases, if shorter
Buildings	2 – 4% or over the remaining lease period, if shorter
Furniture, fixtures and fittings	15 – 20%
Leasehold improvements	5 – 50% or over the remaining lease period, if shorter
Machinery and equipment	20 – 50%
Motor vehicles	20%

- (b) At 31st March 2021, land and buildings of HK\$11,266,000 (2020: HK\$11,478,000) were pledged as securities for bank loans as detailed in Note 27.

- (c) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

14. 物業、機器及設備 (續)

附註：

- (a) 物業、機器及設備以直線法按下列年率計算折舊：

永久業權土地不計提折舊

租賃土地	2%或按租約餘下年期(以較短者為準)
樓宇	2 – 4%或按租約餘下年期(以較短者為準)
傢具、設備及裝置	15 – 20%
租賃物業裝修	5 – 50%或按租約餘下年期(以較短者為準)
機器及設備	20 – 50%
汽車	20%

- (b) 於二零二一年三月三十一日，11,266,000港元之土地及樓宇(二零二零年：11,478,000港元)已作為銀行貸款之抵押，詳情載於附註27。

- (c) 使用權資產

使用權資產按相關資產類別劃分之賬面淨值分析載列如下：

		31st March 2021 二零二一年 三月三十一日 HK\$'000 千港元	31st March 2020 二零二零年 三月三十一日 HK\$'000 千港元
	Note 附註		
Ownership interests in leasehold land and buildings held for own use, carried at fair value in Hong Kong, with remaining lease term of:	於香港按公允值列賬持作自用租賃土地及樓宇之擁有權權益，剩餘租期如下：		
– 50 years or more	(i)	18,478	11,478
– between 10 and 50 years		11,266	19,151
Other properties leased for own use, carried at depreciated cost	按折舊成本列賬持作自用之其他租賃物業	45,514	63,198
		75,258	93,827

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes: (Continued)

(c) Right-of-use assets (Continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2021 二零二一年 HK'000 千港元	2020 二零二零年 HK'000 千港元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分之使用權資產折舊費用：		
Ownership interests in leasehold land and buildings	租賃土地及樓宇之擁有權權益	817	809
Other properties leased for own use	持作自用之其他租賃物業	29,136	70,809
		29,953	71,618
Interest on lease liabilities (Note 9)	租賃負債之利息（附註9）	5,775	9,334
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31st March 2020	短期租賃及剩餘租期於二零二零年三月三十一日或之前結束之其他租賃相關之開支	-	5,119
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	低價值資產租賃相關開支，不包括低價值資產之短期租賃	685	91
Variable lease payments not included in the measurement of lease liabilities	於計量租賃負債時未計及之可變租賃付款	9,502	1,222
COVID-19-related rent concession	COVID-19相關租金寬減	(1,415)	-

Notes:

During the year, additions to right-of-use assets were approximately HK\$8,799,000 (2020: HK\$13,389,000). This amount primarily related to the capitalised lease payments payable under new tenancy agreements.

The maturity analysis of lease liabilities is set out in Note 26.

As disclosed in Note 3, the Group has early adopted the Amendment to HKFRS 16, Leases, COVID-19-Related Rent Concessions, and applies the practical expedient introduced by the Amendment to all eligible rent concessions received by the Group during the period.

14. 物業、機器及設備（續）

附註：（續）

(c) 使用權資產（續）

於損益確認之租賃開支項目之分析載列如下：

		2021 二零二一年 HK'000 千港元	2020 二零二零年 HK'000 千港元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分之使用權資產折舊費用：		
Ownership interests in leasehold land and buildings	租賃土地及樓宇之擁有權權益	817	809
Other properties leased for own use	持作自用之其他租賃物業	29,136	70,809
		29,953	71,618
Interest on lease liabilities (Note 9)	租賃負債之利息（附註9）	5,775	9,334
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31st March 2020	短期租賃及剩餘租期於二零二零年三月三十一日或之前結束之其他租賃相關之開支	-	5,119
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	低價值資產租賃相關開支，不包括低價值資產之短期租賃	685	91
Variable lease payments not included in the measurement of lease liabilities	於計量租賃負債時未計及之可變租賃付款	9,502	1,222
COVID-19-related rent concession	COVID-19相關租金寬減	(1,415)	-

附註：

年內，添置使用權資產約為8,799,000港元（二零二零年：13,389,000港元）。該金額主要與根據新租賃協議應付之資本化租賃付款有關。

租賃負債之到期日分析載於附註26。

誠如附註3所披露，本集團已提早採納香港財務報告準則第16號「租賃」之修訂本，COVID-19相關租金寬減，並對於期內本集團所有合資格已收租金寬減應用該修訂本所引入之可行權宜方法。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes: (Continued)

(c) Right-of-use assets (Continued)

- (i) Ownership interests in leasehold land and buildings held for own use

The Group holds several buildings for its trading of watches business, where its facilities are primarily located. The Group is the registered owner of these property interests, including the whole or part of undivided share in the underlying land. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

- (ii) Other properties leased for own use

The Group has obtained the right to use other properties as its warehouses and retail stores through tenancy agreements. The leases typically run for an initial period of two to five years. Lease payments are usually increased every one years to reflect market rentals.

- (d) During the year ended 31st March 2020 and as announced by the Company on 19th March 2020, the Group was informed by a major supplier that it will no longer supply its timepieces to the Group's Hong Kong authorised retail store (the "Hong Kong store") after mid-August 2020. Upon further negotiation by the management of the Group, the supply was extended to mid-February 2021.

Due to such termination of supply, the management of the Group expected a significant drop in revenue and therefore had performed an impairment review of the recoverable amount on the property, plant and equipment and right-of-use assets related to the Hong Kong store. For the purpose of impairment testing, the property, plant and equipment and right-of-use assets of the Hong Kong store was allocated to one cash generating unit ("CGU") within the sale of watches segment.

The recoverable amount of the relevant CGU was determined on the basis of value in use calculations. Value in use calculations was based on cash flow projections prepared from financial forecasts approved by the management. Other key assumptions for the value in use calculation related to the estimation of cash flows which included budgeted sales and expected gross margins during the budget period which had been determined based on past performance and management's expectations for the market development.

During the year ended 31st March 2020, the Group recognised full impairment losses of approximately HK\$102,922,000 related to the property, plant and equipment within the sale of watches segment.

14. 物業、機器及設備(續)

附註：(續)

(c) 使用權資產(續)

- (i) 持作自用租賃土地及樓宇之擁有權權益

本集團持有多項樓宇進行買賣鐘錶業務，為其設備之主要所有地。本集團為該等物業權益(包括相關土地全部或部分不可分割份額)的註冊擁有人。本集團向前註冊擁有人預付全款以收購物業權益，根據土地租約的條款毋須持續支付款項，惟有關政府部門規定的應課差餉租值付款除外。有關付款可能不時變動，並應付予有關政府部門。

- (ii) 持作自用之其他租賃物業

透過租賃協議，本集團已獲取使用其他物業作為其倉庫及零售店的權利。該等物業之初步租賃期限一般為二至五年。租賃付款通常每年增加以反映市場租金。

- (d) 於截至二零二零年三月三十一日止年度及誠如本公司於二零二零年三月十九日所公佈，本集團接獲一名主要供應商告知，其於二零二零年八月後將不再向本集團之香港特許零售店(「香港店舖」)供應其鐘錶。經本集團管理層進一步磋商後，供應已延長至二零二一年二月中。

由於供應中斷，本集團管理層預期營業收入將大幅下跌，因此對香港店相關物業、機器及設備以及使用權資產之可收回金額進行減值審查。為進行減值測試，香港店舖的物業、機器及設備以及使用權資產已分配至鐘錶銷售分部中之一個現金產生單位(「現金產生單位」)。

相關現金產生單位的可收回金額乃根據使用價值的計算而釐定。使用價值計算建基於經管理層批准的財務預測所編製的現金流量估計。使用價值計算的其他主要假設與現金流的估計有關，其中包括根據過去表現及管理層對市場發展的預期所釐定的預算期內的預算銷售額及預期毛利率。

截至二零二零年三月三十一日止年度期間，本集團於鐘錶銷售分部就物業、機器及設備確認全數減值虧損約102,922,000港元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15. INVESTMENT PROPERTIES

15. 投資物業

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At valuation	估值列值		
At the beginning of the year	於年初	343,772	362,776
Disposal	出售	(8,719)	-
Fair value gains/(losses)	公允值收益/(虧損)	3,130	(17,400)
Transfer from property, plant and equipment	轉撥自物業、機器及設備	1,478	-
Translation difference	換算差額	2,353	(1,604)
At the end of the year	於年末	342,014	343,772

The Group's property interests held to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

本集團持有以賺取租金的物業權益乃採用公允值模式計量，並分類及以投資物業入賬。

The Group leases out investment properties under operating leases. The leases typically run for an initial period of two to seven years, with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases includes variable lease payments.

本集團以經營租賃出租投資物業。租約一般初步為期兩年至七年，並有權選擇於約滿後續約，屆時所有租賃條款均重新協議。租賃合約並不包括可變租賃付款。

Note:

附註：

(a) Fair value measurement of investment properties

(a) 投資物業的公允值計量

(i) Fair value hierarchy

(i) 公允值層級

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

下表呈列本集團於報告期末按經常基準所計量的投資物業公允值。該等物業已歸入《香港財務報告準則》第13號—「公允值計量」所界定的三個公允值層級。本集團參照以下估值方法所採用的輸入值的可觀察程度和重要性，從而釐定公允值計量數值所應歸屬的層級：

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

- 第一級估值：公允值計量只使用第一級數據，即於計量日根據相同資產或負債於活躍市場之未經調整報價。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15. INVESTMENT PROPERTIES (Continued)

(a) Fair value measurement of investment properties (Continued)

(i) Fair value hierarchy (Continued)

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

15. 投資物業(續)

(a) 投資物業的公允值計量(續)

(i) 公允值層級(續)

- 第二級估值：公允值計量使用第二級數據，即可觀察數據未能達到第一級，及並未使用重大不可觀察之數據。不可觀察之數據為其市場數據並不適用之數據。
- 第三級估值：公允值計量使用重大不可觀察之數據。

		Fair value measurements as at 31st March 2021 categorised into 於二零二一年三月三十一日之 公允值計量分類			
		Fair value at 31st March 2021 於二零二一年 三月三十一日 之公允值 HK\$'000 千港元	Level 1 第1層級 HK\$'000 千港元	Level 2 第2層級 HK\$'000 千港元	Level 3 第3層級 HK\$'000 千港元
Recurring fair value measurement	經常性公允值 計量				
Investment properties:	投資物業：				
- Hong Kong	- 香港	231,580	-	-	231,580
- Mainland China	- 中國大陸	25,311	-	-	25,311
- Switzerland	- 瑞士	13,575	-	-	13,575
- United Kingdom	- 英國	71,548	-	-	71,548
		342,014	-	-	342,014

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15. INVESTMENT PROPERTIES (Continued)

(a) Fair value measurement of investment properties (Continued)

(i) Fair value hierarchy (Continued)

Recurring fair value measurement	經常性公允值計量	Fair value at 31st March 2020	Level 1	Level 2	Level 3
		於二零二零年三月三十一日之公允值 HK\$'000 千港元	第1層級 HK\$'000 千港元	第2層級 HK\$'000 千港元	第3層級 HK\$'000 千港元
Investment properties:	投資物業：				
- Hong Kong	- 香港	232,380	-	-	232,380
- Mainland China	- 中國大陸	33,326	-	-	33,326
- Switzerland	- 瑞士	12,124	-	-	12,124
- United Kingdom	- 英國	65,942	-	-	65,942
		343,772	-	-	343,772

During the years ended 31st March 2021 and 2020, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

All of the Group's investment properties were revalued as at 31st March 2021 and 2020. The valuations of investment properties located in (i) Hong Kong and the PRC; (ii) Switzerland and (iii) United Kingdom as at 31st March 2021 and 2020 were carried out by Cushman & Wakefield Limited, Bolliger Immobilier and Capital Chartered Surveyors respectively, the firm of independent professional qualified valuers with recent experience in the location and category of properties being valued. The Group's finance manager and the chief financial officer have discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

15. 投資物業(續)

(a) 投資物業的公允值計量(續)

(i) 公允值層級(續)

Fair value measurements as at 31st March 2020 categorised into 於二零二零年三月三十一日之公允值計量分類

於截至二零二一年及二零二零年三月三十一日止年度，在第一與第二層級之間並無出現任何公允值轉移，亦無任何公允值轉入第三層級或自第三層級轉出。本集團的政策是在公允值層級之間出現轉移的報告期末確認有關變動。

本集團的所有投資物業已於二零二一年及二零二零年三月三十一日進行重估。於二零二一年及二零二零年三月三十一日，位於(i)香港及中國；(ii)瑞士；及(iii)英國之投資物業估值工作分別由獨立專業合資格估值師高緯環球有限公司、Bolliger Immobilier及Capital Chartered Surveyors進行，該等測量師行在重估物業的所在地點和類別均具近期經驗。本集團之財務管理人及財務總監已與測量師討論在各中期及年度報告日進行估值的假設和結果。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15. INVESTMENT PROPERTIES (Continued)

15. 投資物業(續)

(a) Fair value measurement of investment properties (Continued)

(a) 投資物業的公允值計量(續)

(ii) Information about Level 3 fair value measurements

(ii) 第三層級公允值計量資料

	Valuation techniques 估值技術	Key unobservable inputs 主要不可觀察之數據	Range or weighted average 範圍或加權平均	Relationship of unobservable inputs to fair value 不可觀察數據與公允值關係
Investment properties located in the PRC 位於中國之投資物業	Market comparison approach 市場比較法	Premium/(discount) to transaction price (to reflect location, age and maintenance) 交易價格之溢價/(折讓) (以反映地點、樓齡及保養)	(13)%–(4)% (2020: (34)%–(1)%) (二零二零年: (34)%–(1)%)	The higher the adjusted transaction price, the higher the fair value 經調整交易價格愈高, 公允值愈高
Investment properties located in Hong Kong 位於香港之投資物業	Market comparison approach 市場比較法	Premium/(discount) to transaction price (to reflect location, age and maintenance) 交易價格之溢價/(折讓) (以反映地點、樓齡及保養)	(41)%–4% (2020: (27)%–(15)%) (二零二零年: (27)%–(15)%)	The higher the adjusted transaction price, the higher the fair value 經調整交易價格愈高, 公允值愈高
Investment properties located in Switzerland 位於瑞士之投資物業	Income capitalisation approach 收入資本化法	Capitalisation rate (derived from monthly market rent) 資本化比率(由每月市場租金衍生)	9% (2020: 9%) (二零二零年: 9%)	The higher the capitalisation rate, the lower the fair value 資本化比率愈高, 公允值愈低
		Market monthly rent rate 市場每月租金率	SFr12 (2020: SFr10) per square metre 每平方米 12瑞士法郎 (二零二零年: 10瑞士法郎)	The higher the monthly market rent rate, the higher the fair value 每月市場租金率愈高, 公允值愈高
Investment properties located in United Kingdom 位於英國之投資物業	Market comparison approach 市場比較法	Premium/(discount) to transaction price (to reflect location, age and maintenance) 交易價格之溢價/(折讓) (以反映地點、樓齡及保養)	GBP1,791-2,852 (2020: GBP1,421-1,579) per square feet 每平方呎 1,791-2,852英鎊 (二零二零年: 1,421-1,579英鎊)	The higher the adjusted transaction price, the higher the fair value 經調整交易價格愈高, 公允值愈高

The fair value of investment properties located in Hong Kong, the PRC and the United Kingdom is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square feet or meter basis, adjusted for a premium or discount specific to the quality of the Group's properties compared to the recent sales. Higher premium for higher quality properties will result in a higher fair value measurement.

位於香港、中國及英國之投資物業之公允值乃使用市場比較法釐定, 其經參考可供比較物業按每平方呎或平方米價格基準計算之近期售價, 且已就本集團物業質量之特定溢價或折讓(與近期銷售交易比較所得)作出調整。倘物業質量較佳溢價亦會較高, 將導致計量所得之公允值亦較高。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15. INVESTMENT PROPERTIES (Continued)

(a) Fair value measurement of investment properties (Continued)

(ii) Information about Level 3 fair value measurements (Continued)

The fair value of investment properties located in Switzerland is determined using income capitalisation approach by reference to the market rentals of all lettable units of the properties and assessed by reference to the rental achieved in the lettable units. The capitalisation rate adopted is made by reference to the yield rate observed by the valuer for the similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties.

There has been no change from the valuation techniques used in the prior year.

The valuation gains on investment properties amounting to HK\$3,130,000 (2020: valuation loss of HK\$17,400,000) are recognised in the consolidated statement of profit or loss.

(b) At 31st March 2021, certain investment properties of HK\$318,939,000 (2020: HK\$222,080,000) were pledged as securities for bank loans as detailed in Note 27.

(c) At 31st March 2020, the Group's investment properties outside Hong Kong with carrying amount of HK\$5,459,000 are registered under the name of other persons in trust for the Group.

15. 投資物業(續)

(a) 投資物業的公允值計量(續)

(ii) 第三層級公允值計量資料(續)

位於瑞士的投資物業的公允值採用收入資本化法參照物業所有可出租單位的市場租賃價格，並評估可出租單位實現的租金後釐定。所採用的資本化比率乃參照經由估值師觀測當地類似物業之收益率，並根據估值師特定對有關物業因素的知識進行調整。

上年度使用的估值方法目前並無變更。

投資物業之估值收益金額為3,130,000港元(二零二零年：估值虧損為17,400,000港元)於綜合損益表內確認。

(b) 於二零二一年三月三十一日，價值318,939,000港元(二零二零年：222,080,000港元)的若干投資物業用作銀行貸款抵押，詳情載於附註27。

(c) 於二零二零年三月三十一日，本集團位於香港以外地區賬面金額為5,459,000港元之投資物業乃由出任本集團信託人之其他人士名義登記。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16. INTANGIBLE ASSETS

16. 無形資產

		Trademarks 商標	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cost:	成本：		
At 1st April	於四月一日	276	-
Acquisition through business combination (note 34)	透過業務合併收購(附註34)	-	267
Addition	增加	-	9
At 31st March	於三月三十一日	276	276
Accumulated amortisation and impairment:	累計攤銷及減值：		
At 1st April	於四月一日	-	-
Charge for the year	年度費用	34	-
Impairment	減值	242	-
At 31st March	於三月三十一日	276	-
Carrying amounts:	賬面值：		
At 31st March	於三月三十一日	-	276

The amortisation charge for the year is included in "Administrative expenses" in the consolidated statement of profit or loss.

於年內之攤銷費用已計入綜合損益表之「行政費用」中。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17. GOODWILL

17. 商譽

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cost:	成本：		
At 1st April	於四月一日	-	-
Acquisition through business combination (Note 34)	透過業務合併收購(附註34)	-	19,895
At 31st March	於三月三十一日	-	19,895
Accumulated impairment losses:	累計減值虧損：		
At 1st April	於四月一日	-	-
Impairment loss	減值虧損	-	19,895
At 31st March	於三月三十一日	-	19,895
Carrying amount:	賬面值：		
At 31st March	於三月三十一日	-	-

Impairment tests for cash-generating units containing goodwill

The carrying amount of goodwill has been allocated to a CGU as follows:

包含商譽之現金產生單位之減值測試

商譽之賬面值已分配至現金產生單位，載列如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Gourmet business	美食業務		
- Hong Kong	- 香港	-	-

The recoverable amount of the CGU is determined based on value-in-use calculations which require the use of assumptions. The calculations use in cash flow projections based on financial budgets approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which the CGU operates.

現金產生單位之可收回金額乃基於使用價值計算釐定，當中需要運用假設。有關計算使用根據管理層批准涵蓋五年期間之財政預算作出之現金流量預測而釐定。

五年期間後之現金流量乃採用下文所述之估計增長率推算。該等增長率與行業報告中對各現金產生單位所在行業特有的預測一致。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17. GOODWILL (Continued)

The following table sets out the key assumptions for the CGU:

		2021 二零二一年 %	2020 二零二零年 %
- Budgeted gross margin	-預算毛利率	N/A 不適用	62.3-63.5
- Long term growth rate	-長期增長率	N/A 不適用	3.0
- Pre-tax discount rate	-除稅前貼現率	N/A 不適用	16.4

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development. Long-term growth rate is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rate is consistent with forecasts included in industry reports. The discount rates used are before tax and reflect specific risks relating to the relevant unit.

At 31st March 2020, the recoverable amount of the CGU was as follows.

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Recoverable amount	可收回金額	N/A 不適用	-

During the year ended 31st March 2020, due to the unforeseen business environment for the gourmet business and the short-fall of recoverable amount and net liabilities position, impairment loss of approximately HK\$19,895,000 on goodwill was recognised.

17. 商譽 (續)

下表載列現金產生單位的主要假設：

用於釐定指定予預算毛利率之價值的基準為緊接預算年度前所取得之平均毛利率、預期效益改善而增加及預期市場發展。長期增長率乃用於推斷預算期以外現金流量的加權平均增長率。比率與行業報告中的預測一致。所採用之貼現率為稅前，並反映與有關單位之特定風險。

於二零二零年三月三十一日，現金產生單位之可收回金額載於下文。

截至二零二零年三月三十一日止年度，由於美食業務之不可預見營商環境、可收回金額不足及淨負債狀況，已確認商譽減值虧損約19,895,000港元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18. SUBSIDIARIES

The following is a list of the principal subsidiaries at 31st March 2021:

18. 附屬公司

以下表列於二零二一年三月三十一日主要附屬公司詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment or registration/ business 註冊成立或成立或登記地點/經營地點	Paid up issued ordinary share capital/ registered capital 實繳已發行普通股股本/註冊資本	Proportion of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本之比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
AC (Overseas) Limited	British Virgin Islands 英屬處女群島	HK\$10,000 10,000港元	100% 100%	- -	Investment holding 投資控股
Juvenia Montres S.A.	Switzerland 瑞士	SFr.1,875,000 1,875,000瑞士法郎	- -	100% 100%	Assembling and marketing of gold and jewellery watches 裝配及經銷金錶及寶石錶
冠亞名表城(上海)貿易有限公司	The People's Republic of China* 中華人民共和國*	RMB128,403,300 128,403,300元人民幣	- -	100% 100%	Watch trading 鐘錶貿易
冠亞貿易(北京)有限公司	The People's Republic of China* 中華人民共和國*	RMB9,715,200 9,715,200元人民幣	- -	100% 100%	Watch trading 鐘錶貿易
Time City (Hong Kong) Limited 冠亞名表城(香港)有限公司	Hong Kong 香港	3,000,000 shares 3,000,000股	- -	100% 100%	Watch trading 鐘錶貿易
Juvenia (Hong Kong) Company Limited 尊皇(香港)有限公司	Hong Kong 香港	5,000,000 shares 5,000,000股	- -	100% 100%	Brand development and watch trading 品牌發展及鐘錶貿易
Accord Watch & Jewellery (International) Limited 艾卓鐘錶珠寶(國際)有限公司	Hong Kong 香港	3,500,100 shares 3,500,100股	- -	100% 100%	Brand development and watch trading 品牌發展及鐘錶貿易
Wakmann Watch (International) Company Limited 威克曼國際有限公司	Hong Kong 香港	20,000,000 shares 20,000,000股	- -	100% 100%	Brand development and watch trading 品牌發展及鐘錶貿易
Wakmann Watch (Shanghai) Trading Limited 威刻(上海)鐘錶貿易有限公司	The People's Republic of China* 中華人民共和國*	RMB4,000,000 4,000,000元人民幣	- -	100% 100%	Watch trading 鐘錶貿易
Asia Commercial Property Holdings Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 1美元	100% 100%	- -	Property holding and investment 物業持有及投資
The Eav's Group Limited 意富仕集團有限公司	Hong Kong 香港	HK\$2 2港元	100% 100%	- -	Investment holding 投資控股
The Eav's Development Limited 意富仕發展有限公司	Hong Kong 香港	HK\$2 2港元	- -	100% 100%	Property development 物業發展
The Eav's Group (Gourmet) Limited 意富仕集團(美食)有限公司	Hong Kong 香港	HK\$2 2港元	100% 100%	- -	Investment holding 投資控股

* Registered under the laws of The People's Republic of China as a wholly foreign-owned enterprise.

* 根據中華人民共和國法律註冊為外商獨資企業。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

19. 按公允值計入其他全面收益之股權工具／按公允值計入損益之金融資產

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unlisted equity securities, at fair value	非上市股本證券，按公允值	10,106	14,133
Classified as:	分類為：		
Financial assets at fair value through profit or loss – Non-current (Note (i))	按公允值計入損益之金融資產 – 非流動 (附註(i))	7,773	14,133
Equity instruments at fair value through other comprehensive income (Note (ii))	按公允值計入其他全面收益之股權工具 (附註(ii))	2,333	–
		10,106	14,133

Note:

- (i) The fair value of club debentures in Hong Kong has been determined by reference to the bid price quoted in the second hand market.
- (ii) Unlisted equity securities in the United States represented investments that were strategic in nature and was therefore classified as financial assets at fair value through other comprehensive income.

附註：

- (i) 香港會所債券之公允值乃參照二手市場上之買價而釐定。
- (ii) 美國非上市權益證券指具策略性質的投資，故分類為按公允值計入其他全面收益之金融資產。

20. INVENTORIES

20. 存貨

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Watches	鐘錶		
Raw materials	原材料	37,168	53,991
Work in progress	半製成品	400	427
Finished goods	製成品	73,764	141,574
		111,332	195,992

At 31st March 2021, certain inventories of HK\$Nil (2020: HK\$62,135,000) were pledged as securities for bank loans as detailed in Note 27.

於二零二一年三月三十一日，若干存貨零港元 (二零二零年：62,135,000港元) 已抵押作為銀行貸款的擔保，詳情載於附註27。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

20. INVENTORIES (Continued)

The analysis of the amount of inventories recognised as an expense and included in the consolidated statement of profit or loss is as follows:

20. 存貨 (續)

確認為開支並列入綜合損益表之存貨金額的分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Carrying amount of inventories sold	出售存貨之賬面值	937,503	597,094
Write-down of inventories	存貨撇減	3,989	11,730
Reversal of write-down of inventories	存貨撇減撥回	(8,683)	(7,554)
		932,809	601,270

The reversal of write down of inventories were made due to an increase in the estimated net realisable value as a result of change in consumer preferences.

由於消費者偏好的變化導致估計可變現淨值增加，因此作出存貨撇減撥回。

21. TRADE AND OTHER RECEIVABLES

21. 貿易及其他應收賬款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables, net of loss allowance	貿易應收賬款，扣除虧損撥備		
– Third parties	– 第三方	68,756	24,519
– Related parties	– 關連公司	6,996	6,705
		75,752	31,224
Other receivables	其他應收賬款		
– Third parties	– 第三方	12,732	4,533
– Related parties	– 關連公司	2,189	1,037
		14,921	5,570
Financial assets measured at amortised costs	以攤銷成本計算之金融資產	90,673	36,794
Deposits and prepayments	按金及預付款項	33,924	28,558
		124,597	65,352
Analysed as:	分析為：		
Non-current	非流動	9,306	18,410
Current	流動	115,291	46,942
		124,597	65,352

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21. TRADE AND OTHER RECEIVABLES (Continued)

(a) Aging analysis

The Group allows credit period of up to 180 days to its customers. The aging analysis of the trade receivables at the end of the reporting period based on invoice date and net of loss allowance, is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Up to 90 days	即期至90日	67,846	13,561
91 to 180 days	91至180日	485	8,214
181 to 365 days	181至365日	1,081	1,987
Over 365 days	365日以上	6,340	7,462
		75,752	31,224

21. 貿易及其他應收賬款(續)

(a) 賬齡分析

本集團給予顧客由即期至180日之信貸期。於報告期末，根據發票日期及扣除虧損撥備之貿易應收賬款之賬齡分析如下：

22. TRADING SECURITIES

Listed equity securities at fair value

上市權益證券，按公允值

The fair value of listed equity securities is based on their closing bid price at the end of the reporting period.

22. 證券買賣

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Listed equity securities at fair value	510	382

上市權益證券之公允值以報告期末其收市之買入價為基礎。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

23. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cash at bank and on hand	銀行及手頭現金	130,663	69,121
Cash and cash equivalents in the consolidated statement of financial position and the consolidated statement of cash flows	於綜合財務狀況表及綜合現金流量表列示的現金及現金等值物	130,663	69,121

The Group's cash and cash equivalents include cash at bank and in hand of approximately HK\$116,805,000 (equivalent to approximately RMB98,759,000) held in the PRC as at 31st March 2021 (2020: HK\$45,580,000 (equivalent to approximately RMB41,742,000)). The conversion of RMB denominated balance into foreign currencies and the remittance of such foreign-currency denominated bank balances and cash out of the PRC are subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

During the year, cash at banks carry interest at market rates which range from 0.001% to 0.25% (2020: 0.001% to 0.35%) per annum. The bank balances are deposited with creditworthy banks with no recent history of default.

23. 現金及現金等值物及其他現金流量資料

(a) 現金及現金等值物包括：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
銀行及手頭現金	130,663	69,121
於綜合財務狀況表及綜合現金流量表列示的現金及現金等值物	130,663	69,121

於二零二一年三月三十一日本集團在中國之現金及現金等值物包括銀行及手頭現金約為116,805,000港元(相等於約98,759,000元人民幣)(二零二零年：45,580,000港元(相等於約41,742,000元人民幣))。人民幣計價結餘轉換至外幣及該等外幣計價的銀行匯款結餘及中國之套現，受到中國政府頒佈的外匯管理條例及有關規則規管。

年內，於銀行之現金按市場利率計息，範圍介乎於年息0.001%至0.25%之間(二零二零年：0.001%至0.35%)。銀行結餘存放於最近並無違約紀錄之信譽昭著的銀行。

24. TRADE AND OTHER PAYABLES

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade payables	貿易應付賬款		
- Third parties	- 第三方	6,542	8,672
- Related parties	- 關連公司	13	-
		6,555	8,672
Other payables and accrued charges	其他應付賬款及應計費用	33,286	36,274
Financial liabilities measured at amortised cost	以攤銷成本計算之金融負債	39,841	44,946
Rental received in advance	預收租金	75	94
Deposits received	已收按金	3,046	3,344
Other tax payable	其他應付稅項	56,955	50,203
		99,917	98,587

24. 貿易及其他應付賬款

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

24. TRADE AND OTHER PAYABLES (Continued)

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

The aging analysis of trade payables based on date of receipt of goods as at the end of the reporting period is as follows:

24. 貿易及其他應付賬款(續)

所有貿易及其他應付賬款預計於一年內結算或確認為收入，或按要求償還。

於報告期末，根據收到貨品之日期之貿易應付賬款之賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Up to 90 days	即期至90日	2,707	5,321
91 to 180 days	91至180日	294	127
181 to 365 days	181至365日	-	-
Over 365 days	365日以上	3,554	3,224
		6,555	8,672

25. CONTRACT LIABILITIES

Contract liabilities
- Deposits from customers

25. 合約負債

合約負債
- 客戶按金

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
2,441	1,224

26. LEASE LIABILITIES

At 31st March 2021, the lease liabilities were repayable as follows:

26. 租賃負債

於二零二一年三月三十一日，應償還租賃負債載列如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within 1 year	一年內	68,556	77,425
After 1 year but within 2 years	一年後但兩年內	18,445	75,024
After 2 years but within 5 years	兩年後但五年內	9,244	20,822
		27,689	95,846
		96,245	173,271

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27. BANK LOANS

27. 銀行貸款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank loans, secured	銀行貸款，有抵押	164,090	161,403

As at 31st March 2021 and 2020, the bank loans were due for repayment within one year or on demand.

於二零二一年及二零二零年三月三十一日，銀行借貸於一年內到期或按要求償還。

During the years ended 31st March 2021 and 2020 and as at 31st March 2021 and 2020, the Group was able to meet all the financial covenants imposed by the banks.

截至二零二一年及二零二零年三月三十一日止年度期間及於二零二一年及二零二零年三月三十一日，本集團能夠滿足銀行提出的所有財務契諾。

The bank loans are carried at amortised cost.

銀行貸款按攤銷成本列賬。

The effective interest rates (which are also equal to contractual interest rates) on the Group's bank loans ranged from 1.32% to 2.57% (2020: 2.35% to 3.42%) per annum.

本集團之銀行貸款實際利率（亦等於合約利率）範圍介乎於年息1.32%至2.57%（二零二零年：2.35%至3.42%）不等。

As at 31st March 2021 and 2020, the secured bank loans were secured by (i) pledged of assets as disclosed in Note 36, (ii) corporate guarantees given by the Company, (iii) subordination of the payables to the group companies owed by Time City (Hong Kong) Limited and (iv) assignment of rental income from certain investment properties.

於二零二一年及二零二零年三月三十一日，有抵押銀行貸款乃由(i)附註36所披露的資產抵押，(ii)由本公司提供之公司擔保，(iii)由冠亞名表城（香港）有限公司欠集團公司之次級應付款項及(iv)由若干投資物業租金收入的分配作為抵押。

28. LOANS FROM A DIRECTOR

28. 董事之貸款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At beginning of the year	於年初	-	-
Addition during the year	年內增加	-	5,000
Repayment during the year	年內償還	-	(5,000)
At end of the year	於年末	-	-

The loans were unsecured, bearing interest at the Hong Kong dollar prime rate as quoted by the Hong Kong and Shanghai Banking Corporation Limited ("HSBC") plus 1% per annum and repayable on demand.

該貸款並無抵押，以香港上海滙豐銀行有限公司（「滙豐銀行」）報價之港元最優惠利率加年息1%計息及按要求償還。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29. DEFERRED TAX

29. 遞延稅項

(a) Deferred tax assets and liabilities recognised:

(a) 已確認之遞延稅項資產及負債：

(i) Movement of each component of deferred tax assets and liabilities

(i) 遞延稅項資產之負債之各組成部份之變動

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

年內於綜合財務狀況表中已確認遞延稅項資產／(負債)之組成部份及其變動如下：

Deferred tax arising from:	以下各項產生之遞延稅項：	Revaluation of properties 物業重新估值 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Undistributed profits of PRC subsidiaries 中國附屬公司未分派溢利 HK\$'000 千港元	Write-down of inventories 撇減存貨 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st April 2019 (Charged)/credited to profit or loss	於二零一九年四月一日 (扣除)/計入損益	(13,309)	57	(7,900)	2,361	(18,791)
		-	252	(2,700)	-	(2,448)
At 31st March 2020	於二零二零年三月三十一日	(13,309)	309	(10,600)	2,361	(21,239)
At 1st April 2020 (Charged)/credited to profit or loss	於二零二零年四月一日 (扣除)/計入損益	(13,309)	309	(10,600)	2,361	(21,239)
		370	-	(3,100)	-	(2,730)
At 31st March 2021	於二零二一年三月三十一日	(12,939)	309	(13,700)	2,361	(23,969)

(ii) Reconciliation to the consolidated statement of financial position

(ii) 綜合財務狀況表對賬

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net deferred tax asset recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產淨值	2,418	2,418
Net deferred tax liability recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項負債淨值	(26,387)	(23,657)
		(23,969)	(21,239)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29. DEFERRED TAX (Continued)

(b) Deferred tax assets and liabilities not recognised

The Group has allowable tax losses arising in Hong Kong of approximately HK\$502,246,099 (2020: HK\$427,500,000) which are mainly arisen prior to the capital restructuring in 1997, that are available for offsetting against future taxable profits of the companies in which the losses arose. None of tax losses of was recognised as deferred tax assets. Deferred tax assets have not been recognised in respect of the tax losses due to the unpredictability of future profit streams. The tax losses do not expire under the current tax legislation.

Tax losses of approximately HK\$5,073,000 (2020: HK\$16,384,000) attributable to the continuing operations in the PRC are available for offsetting against future profits that may be carried forward for five years for the PRC Corporate Income Tax purpose. Tax losses of approximately HK\$39,265,000 (2020: HK\$39,265,000) attributable to the continuing operations in Switzerland are available for offsetting against future profits that may be carried forward for seven years for Switzerland Profits Tax purposes. No deferred tax assets were recognised in respect of these tax losses due to the unpredictability of future profit streams.

(c) Withholding tax

Pursuant to the PRC Corporate Income Tax Law which took effect from 1st January 2008, a 5% or 10% withholding tax was levied on dividends declared to foreign enterprise investors from the PRC effective from 1st January 2008. A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and the jurisdiction of the foreign enterprise investors. On 22nd February 2008, Caishui (2008) No. 1 was promulgated by the PRC tax authorities to specify that dividends declared and remitted out of the PRC from the retained earnings as at 31st December 2007 determined based on the relevant PRC tax laws and regulations are exempted from the withholding tax. As at 31st March 2021, temporary differences relating to the undistributed profits of the subsidiaries amounted to approximately HK\$152,718,000 (2020: HK\$118,185,000) has been recognised as the Company controls the dividend policy of the subsidiaries of the Group in the PRC and it has been determined that it is probable that the profits earned by the Group's subsidiaries in the PRC will not be distributed in the foreseeable future. In the view of the improvement of the financial performance and market condition, the directors of the Company considered that the deferred tax liabilities of approximately HK\$13,700,000 (2020: HK\$10,600,000) in respect of the undistributed profits of the PRC subsidiaries should be recognised as at 31st March 2020.

29. 遞延稅項 (續)

(b) 未確認之遞延稅項資產及負債

本集團自香港產生之可獲寬免稅務虧損約為502,246,099港元(二零二零年: 427,500,000港元), 主要於一九九七年股本重組前產生, 可用於抵銷虧損產生的公司未來應課稅溢利。概無稅務虧損被確認為遞延稅項資產。由於未來溢利不能作出預測, 故並無就稅務虧損確認遞延稅項資產。根據現行稅務法例, 稅項虧損不會逾期。

就中國企業所得稅而言, 持續經營業務應佔於中國之稅務虧損約5,073,000港元(二零二零年: 16,384,000港元), 可用作抵銷未來溢利, 並結轉五年。歸屬於瑞士持續經營業務的稅務虧損約39,265,000港元(二零二零年: 39,265,000港元), 可用於抵銷未來利潤(可結轉七年瑞士利得稅)。由於未來溢利流乃不可預計, 此等稅務虧損概無確認為遞延稅項資產。

(c) 預扣稅

根據自二零零八年一月一日起生效的中國企業所得稅法, 就向外資企業投資者宣派來自中國的股息徵收5%或10%預扣稅, 自二零零八年一月一日起生效。倘中國與外資企業投資者所屬司法權區之間定有稅務優惠安排則可按較低預扣稅率繳稅。於二零零八年二月二十二日, 中國稅務機關頒佈財稅(2008)1號, 規定自二零零七年十二月三十一日的保留溢利宣派及匯出中國境外之股息根據相關中國稅務法律法規的釐定可獲豁免預扣稅。於二零二一年三月三十一日, 由於本公司控制本集團於中國附屬公司的股息政策, 並已確定有可能由本集團附屬公司在中國賺取的利潤在可預見的未來不會分派, 故有關附屬公司未分派溢利之暫時性差異約152,718,000港元(二零二零年: 118,185,000港元)已予確認。有鑒於財務業績及市況有所改善, 本公司董事認為, 於二零二零年三月三十一日應就有關中國附屬公司之未分派溢利確認約13,700,000港元(二零二零年: 10,600,000港元)遞延稅務負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30. SHARE CAPITAL

30. 股本

		Nominal value per share 每股面值 HK\$ 港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
At 31st March 2020, 1st April 2020 and 31st March 2021	於二零二零年三月三十一日、 二零二零年四月一日及 二零二一年三月三十一日	0.2	2,500,000	500,000
Issued and fully paid: At 31st March 2020, 1st April 2020 and 31st March 2021	已發行及繳足： 於二零二零年三月三十一日、 二零二零年四月一日及 二零二一年三月三十一日	0.2	747,123	149,424

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31. EQUITY COMPENSATION BENEFITS

(a) Share Option Scheme

On 20th September 2002, the shareholders of the Company approved the adoption of a new share option scheme (the "2002 Share Option Scheme"). The purpose of the 2002 Share Option Scheme is to encourage qualifying grantees to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. Qualifying grantees of the 2002 Share Option Scheme mean (i) any employee or any business-related consultant, agent, representative or advisor of the Company or any subsidiary or any affiliate; or (ii) any supplier, agent or consultant who provide goods or services to the Company or any subsidiary or any affiliate; or (iii) any customer of the Company or any subsidiary or any affiliate; or (iv) any business ally or joint venture partner of the Company or any affiliate.

(i) The terms and conditions of the grants are as follows:

Category of eligible persons 合資格人士之分類	No. of share options granted 授出的購股權數目	Date of grant 授出日期	Vesting conditions 歸屬條件	Period during which share options are exercisable 購股權的期限	Exercise price per share 每股行使價	Contractual life of options 購股權之合約期
Directors 董事	8,139,075	31st March 2011 二零一一年三月三十一日	1 year from the date of grant (20%) 由授出日期起一年(20%) 2 years from the date of grant (20%) 由授出日期起兩年(20%) 3 years from the date of grant (20%) 由授出日期起三年(20%) 4 years from the date of grant (20%) 由授出日期起四年(20%) 5 years from the date of grant (20%) 由授出日期起五年(20%)	30th March 2012 to 30th March 2021 二零一二年三月三十日至二零二一年三月三十日	HK\$1.344 1.344港元	10 years 十年

31. 股權補償福利

(a) 購股權計劃

於二零零二年九月二十日，本公司股東批准採納新購股權計劃（「二零零二年購股權計劃」）。二零零二年購股權計劃之目的乃鼓勵合資格承授人致力為本公司及其股東整體之利益提升本公司及其股份之價值。二零零二年購股權計劃的合資格承授人指(i)本公司或任何附屬公司或任何聯屬公司的任何僱員或任何與業務有關之顧問、代理人、代表或顧問；或(ii)向本公司或任何附屬公司或任何聯屬公司提供貨物或服務之任何供應商、代理商或顧問；或(iii)本公司或任何附屬公司或任何聯屬公司之任何客戶；或(iv)本公司或任何聯屬公司之業務盟友或合資企業夥伴。

(i) 授出之條款及條件如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31. EQUITY COMPENSATION BENEFITS (Continued)

(a) Share Option Scheme (Continued)

- (i) The terms and conditions of the grants are as follows:
(Continued)

Category of eligible persons 合資格人士之分類	No. of share options granted 授出的購股權數目	Date of grant 授出日期	Vesting conditions 歸屬條件	Period during which share options are exercisable 可行使購股權的期限	Exercise price per share 每股行使價	Contractual life of options 購股權之合約期
Employees 員工	34,917,365	31st March 2011 二零一一年三月三十一日	1 year from the date at grant (20%) 由授出日期起一年(20%) 2 years from the date of grant (20%) 由授出日期起兩年(20%) 3 years from the date of grant (20%) 由授出日期起三年(20%) 4 years from the date of grant (20%) 由授出日期起四年(20%) 5 years from the date of grant (20%) 由授出日期起五年(20%)	30th March 2012 to 30th March 2021 二零一二年三月三十日至二零一一年三月三十日	HK\$1.344 1.344港元	10 years 十年
Director 董事	10,022,061	26th October 2011 二零一一年十月二十六日	1 year from the date at grant (20%) 由授出日期起一年(20%) 2 years from the date of grant (20%) 由授出日期起兩年(20%) 3 years from the date of grant (20%) 由授出日期起三年(20%) 4 years from the date of grant (20%) 由授出日期起四年(20%) 5 years from the date of grant (20%) 由授出日期起五年(20%)	25th October 2012 to 25th October 2021 二零一二年十月二十五日至二零一一年十月二十五日	HK\$0.897 0.897港元	10 years 十年

31. 股權補償福利 (續)

(a) 購股權計劃 (續)

- (i) 授出之條款及條件如下：(續)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31. EQUITY COMPENSATION BENEFITS (Continued)

(a) Share Option Scheme (Continued)

- (ii) The number and weighted average exercise prices of share options are as follows:

		2021 二零二一年		2020 二零二零年	
		Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of options 購股權數目
Outstanding at the beginning of the year	年初尚未行使	2.688	5,975,983	2.688	7,229,838
Forfeited during the year	年內沒收	2.688	(5,975,983)	2.688	(1,253,855)
Outstanding at the end of the year	年末尚未行使	-	-	2.688	5,975,983
Exercisable at the end of the year	年末可行使	-	-	2.688	5,975,983

The options outstanding at 31st March 2020 had exercise prices of HK\$2.688 and a weighted average remaining contractual lives of 1 year.

於二零二零年三月三十一日，尚未行使購股權之行使價為2.688港元及加權平均剩餘合約年期為1年。

(b) Share Award Plan 2010

On 13th September 2010, the shareholders of the Company approved the adoption of a share award plan (the "Share Award Plan 2010").

The Share Award Plan 2010 is a ten-year discretionary share award and ownership plan. It is primarily for encouraging or facilitating the holding of shares by those selected employees of the Group who, as determined by the Board, are eligible to participate in the plan and to whom new shares are or will be awarded. The Directors will make use of the plan to award new shares to those selected employees of the Group on suitable terms as incentives and rewards for their contribution to the Group.

No award was granted, exercised, cancelled or lapsed during the years ended 31st March 2021 and 2020 and as at 31st March 2021 and 2020, there was no outstanding award granted under the Share Award Plan 2011.

31. 股權補償福利(續)

(a) 購股權計劃(續)

- (ii) 購股權之數目及加權平均行使價如下：

		2021 二零二一年		2020 二零二零年	
		Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of options 購股權數目
Outstanding at the beginning of the year	年初尚未行使	2.688	5,975,983	2.688	7,229,838
Forfeited during the year	年內沒收	2.688	(5,975,983)	2.688	(1,253,855)
Outstanding at the end of the year	年末尚未行使	-	-	2.688	5,975,983
Exercisable at the end of the year	年末可行使	-	-	2.688	5,975,983

The options outstanding at 31st March 2020 had exercise prices of HK\$2.688 and a weighted average remaining contractual lives of 1 year.

於二零二零年三月三十一日，尚未行使購股權之行使價為2.688港元及加權平均剩餘合約年期為1年。

(b) 股份獎勵計劃(二零一零年)

於二零一零年九月十三日，本公司之股東已批准採用股份獎勵計劃(「股份獎勵計劃(二零一零年)」)。

股份獎勵計劃(二零一零年)乃為期十年之酌情股份獎勵及擁有權計劃，主要為鼓勵或有利於經董事局決定之有資格參與計劃及會或將會獲得新股份獎勵之本集團獲選僱員持有股份。董事將按適用條款使用計劃獎勵新股份予該等獲選之本集團僱員作為該等員工對本集團之貢獻之鼓勵或獎勵。

截至二零二一年及二零二零年三月三十一日止年度期間並無已授出、已行使、已註銷或已失效之獎勵及於二零二一年及二零二零年三月三十一日，並無股份獎勵計劃(二零一零年)下已授出但未行使之獎勵。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

32. 本公司財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司財務狀況表

	Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產		
Interests in subsidiaries	於附屬公司之權益	278,817	281,654
Current assets	流動資產		
Other receivables	其他應收賬款	232	319
Cash and cash equivalents	現金及現金等值物	347	941
		579	1,260
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	13,978	13,982
Other payables	其他應付賬款	3,692	3,430
		17,670	17,412
Net current liabilities	流動負債淨額	(17,091)	(16,152)
Total assets less current liabilities	總資產減流動負債	261,726	265,502
Net assets	資產淨額	261,726	265,502
Capital and reserves	資本及儲備		
Share capital	股本	30	149,424
Reserves	儲備	32(b)	112,302
Total equity attributable to owners of the Company	歸屬於本公司持有人之總權益	261,726	265,502

Approved and authorised for issue by the Board of Directors on 28th June 2021 and signed on its behalf by:
於二零二一年六月二十八日獲董事會通過及授權刊發，並由下列董事代表簽署：

Eav Feng Ming, Jonathan
楊峰銘
Director
董事

Eav Xin Qi Rosanna
楊薪綺
Director
董事

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

(b) Movement of reserves of the Company

The change in the reserves of the Company during the years ended 31st March 2021 and 2020 are as follows:

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Retained profits/ (accumulated losses) 保留溢利/ (累計虧損) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st April 2019	於二零一九年四月一日	-	11,930	7,263	10,734	58,202	88,129
Profit for the year	本年度溢利	-	-	-	-	47,075	47,075
Other comprehensive income	其他全面收益	-	-	-	-	-	-
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	47,075	47,075
Transaction with owners	與持有人之交易						
Transfer to accumulated losses upon forfeiture of share options	於購股權沒收時轉入累計虧損	-	(2,024)	-	-	2,024	-
Dividend declared	宣派股息	-	-	-	-	(19,126)	(19,126)
At 31st March 2020	於二零二零年三月三十一日	-	9,906	7,263	10,734	88,175	116,078
At 1st April 2020	於二零二零年四月一日	-	9,906	7,263	10,734	88,175	116,078
Loss for the year	本年度虧損	-	-	-	-	(3,776)	(3,776)
Other comprehensive income	其他全面收益	-	-	-	-	-	-
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	(3,776)	(3,776)
Transaction with owners	與持有人之交易						
Transfer to accumulated losses upon forfeiture of share options	於購股權沒收時轉入累計虧損	-	(9,906)	-	-	9,906	-
At 31st March 2021	於二零二一年三月三十一日	-	-	7,263	10,734	94,305	112,302

32. 本公司財務狀況表及儲備變動 (續)

(b) 本公司儲備變動

於截至二零二一年及二零二零年三月三十一日止年度期間之本公司儲備變動如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

Notes:

(a) Share premium

The application of the share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda (as amended) (the "Companies Act").

(b) Revaluation reserve

The revaluation reserve has been set up and is dealt with the revaluation on properties reclassified to investment properties in accordance with the accounting policies adopted for leasehold land and buildings in Note 2(g).

(c) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 2(u).

(d) Capital reserve

The capital reserve was set up upon debt restructuring which will be used for the purpose of repurchase of issued and fully paid ordinary share capital.

(e) Contributed surplus

The contributed surplus of the Group represents the amount transferred from the capital account due to the capital reduction effective on 28th March 2007. The balance of contributed surplus account may be utilised in the future in accordance with the Bye-Laws and the Companies Act, including distribution to the shareholders subject to compliance with the relevant statutory requirements on making distributions in the Companies Act.

(f) Share option reserve

The share option reserve relates to share options granted to employees under the Company's employee share option plan. Further information about share option is set out in Note 31.

(g) Fair value reserve

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated as FVOCI under HKFRS 9 that are held at the end of the reporting period (see Note 2(e)).

(h) Distributability of reserves

In accordance with Section 40 of the Companies Act, the share premium account of the Company is distributable to the shareholders of the Company in the form of fully paid bonus shares.

At 31st March 2021, the aggregate amount of reserves available for distribution to owners of the Company was HK\$Nil (2020: HK\$Nil) subject to the restriction on the share premium account as stated above.

32. 本公司財務狀況表及儲備變動 (續)

附註：

(a) 股份溢價

股份溢價賬須根據一九八一年百慕達公司法第40條(經修訂)(「公司法」)應用。

(b) 重估儲備

重估儲備是為重新分類至投資物業的物業重新估值所產生，並根據附註2(g)所載有關租賃土地及樓宇的會計政策處理。

(c) 匯兌儲備

匯兌儲備包括換算海外業務財務報表所產生的所有匯兌差額。該儲備根據附註2(u)所載的會計政策處理。

(d) 股本儲備

股本儲備於債務重組後設立，將用於購回已發行及繳足普通股本。

(e) 繳入盈餘

本集團之繳入盈餘代表因削減股本於二零零七年三月二十八日生效而轉撥自股本賬之金額。繳入盈餘賬之結餘可於日後根據公司細則及公司法動用，包括向股東作出分派，惟於任何情況下須遵守公司法有關分派的法定規定。

(f) 購股權儲備

購股權儲備為有關根據本公司之員工購股權計劃授予員工之購股權。有關購股權之進一步資料載於附註31。

(g) 公允值儲備

公允值儲備(不回收)包括於報告期末持有根據香港財務報告準則第9號指定為按公允值計入其他全面收益的權益投資公允值累計淨變動(見附註2(e))。

(h) 可供分配儲備

根據百慕達公司法第40條，本公司之股份溢價賬可以繳足紅利股份形式分配予本公司股東。

於二零二一年三月三十一日，受上文所列之股份溢價賬所限，可供分配予本公司持有之儲備總額為零港元(二零二零年：零港元)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign currency risk and interest rate risk). The Group is also exposed to equity price risk arising from its equity investments in other entities. These risks are limited by the Group's financial management policies and practices described below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and the Group's credit risk primarily arises from deposits at banks and trade and other receivables.

Cash at banks are placed with licensed financial institutions with high credit ratings. The Group monitors the exposure to each single financial institution.

For trade and other receivables, credit checks are part of the normal operating process and stringent monitoring procedures are in place to deal with overdue debts. In addition, the Group reviews the recoverable amounts of trade and other receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group has no significant concentration of credit risk with exposure spread over a number of counterparties and customers. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

33. 財務風險管理

(a) 財務風險因素

本集團之業務面對不同之財務風險包括信貸風險、流動資金風險及市場風險(包括外匯風險及利率風險)。本集團亦承受來自其他實體股權投資之股票價格風險。該等風險受下文所述之本集團財務管理政策及慣例所規限。管理層監察及管理該等風險以確保適時及有效地實施適當之措施。

(i) 信貸風險

信貸風險乃本集團的客戶或金融工具之交易對手未能履行其合約責任，而承受財務虧損之風險，而本集團之信貸風險主要涉及銀行存款及貿易及其他應收賬款。

銀行現金存放於高信貸評級之持牌金融機構。本集團會監察各單一財務機構之風險。

就貿易及其他應收賬款而言，信貸檢查乃正常營運過程之一部份，且有適當之嚴格檢查程序處理逾期債項。此外，本集團於每個報告期末評估貿易及其他應收賬款之可收回金額，以確保就無法收回之款項作出足夠減值虧損。

本集團於報告期末審閱各個個別債務的可收回金額，以確保就不可收回的金額作出足夠的減值虧損。

本集團並無任何重大之集中信貸風險，而風險分散於大量之對手及客戶。最高之信貸風險為財務狀況表中各項金融資產之賬面值扣除任何減值撥備。通常情況下，本集團並無從客戶取得抵押品。

本集團採用相當於全期預期信貸虧損(其使用撥備矩陣計算)的金額計量貿易應收賬款的虧損撥備。由於本集團的過往信貸虧損經驗表明不同客戶群之虧損模式並無顯着差異，因此基於逾期情況釐定的虧損撥備於本集團不同客戶群之間並無顯着不同。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Credit risk (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2021 二零二一年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0%	67,777	-
Less than 90 days past due	逾期少於90天	0%	417	-
91-180 days past due	逾期91至180天	0%	1,081	-
Over 180 days past due	逾期超過180天	29.89%	9,238	2,761
			78,513	2,761
		2020 二零二零年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0%	19,742	-
Less than 90 days past due	逾期少於90天	0%	1,300	-
91-180 days past due	逾期91至180天	0%	2,385	-
Over 180 days past due	逾期超過180天	13.89%	9,055	1,258
			32,482	1,258

Expected loss rates are based on actual loss experience over the past three years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

33. 財務風險管理(續)

(a) 財務風險因素(續)

(i) 信貸風險(續)

下表載列有關本集團面臨的信貸風險及貿易應收賬款的預期信貸虧損資料：

		2021 二零二一年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0%	67,777	-
Less than 90 days past due	逾期少於90天	0%	417	-
91-180 days past due	逾期91至180天	0%	1,081	-
Over 180 days past due	逾期超過180天	29.89%	9,238	2,761
			78,513	2,761
		2020 二零二零年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0%	19,742	-
Less than 90 days past due	逾期少於90天	0%	1,300	-
91-180 days past due	逾期91至180天	0%	2,385	-
Over 180 days past due	逾期超過180天	13.89%	9,055	1,258
			32,482	1,258

預期虧損率乃基於過去三年的實際虧損經驗得出。對該等利率進行調整以反映收集歷史數據期間的經濟狀況、現況及本集團對應收款項預期可使用年期期間之經濟狀況的看法之間的差異。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Credit risk (Continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Balance at 1st April	於四月一日之結餘	1,258	1,258
Amounts written off during the year	年內撇銷金額	-	-
Impairment losses recognised during the year	年內確認減值虧損	1,503	-
Balance at 31st March	於三月三十一日之結餘	2,761	1,258

Other receivables

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL. For the year ended 31st March 2021 and 2020, the Group assessed the ECL for other receivables and deposits were insignificant and thus no loss allowance was recognised.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy is to regularly monitor its current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

33. 財務風險管理 (續)

(a) 財務風險因素 (續)

(i) 信貸風險 (續)

年內有關貿易應收賬款之虧損撥備賬變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Balance at 1st April	於四月一日之結餘	1,258	1,258
Amounts written off during the year	年內撇銷金額	-	-
Impairment losses recognised during the year	年內確認減值虧損	1,503	-
Balance at 31st March	於三月三十一日之結餘	2,761	1,258

其他應收賬款

就其他應收賬款及按金而言，本公司董事根據過往結算記錄、過往經驗、以及屬合理且有根據的前瞻性資料的定量及定性資料對其他應收賬款及按金之可收回程度作出定期個別評估。本公司董事認為，自初始確認以來，該等款項的信貸風險並無顯著增加，並且本集團根據12個月預期信貸虧損計提減值撥備。截至二零二一年及二零二零年三月三十一日止年度，本集團評估其他應收賬款及按金的預期信貸虧損並不重大，故並無確認任何虧損撥備。

(ii) 流動資金風險

流動資金風險為本集團將無法履行到期之財務責任之風險。本集團之政策為定期監察其現時及預期流動資金需求及遵守放貸契約之情況，以確保其維持足夠現金儲備及獲主要金融機構承諾提供足夠之資金，以應付其短期及較長期之流動資金需求。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Liquidity risk (Continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

Specifically, for loans which contain a repayment on demand clause which can be exercised at the creditor's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, i.e. if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

33. 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 流動資金風險 (續)

下表為本集團詳述金融負債於報告期末之餘下合約到期日，按合約未貼現現金流計算(包括以合約利率計算，或如浮動，則按於報告期末之現行利率計算之利息付款)及本集團可能需要支付之最早日期計算。

尤其是，就包含可按債權人全權酌情行使之按要求償還條款之貸款而言，分析顯示基於實體可被要求付款(即倘放債人援引彼等之無條件權利要求即時償還貸款)之最早期間之現金流出。

		2021 二零二一年				
		Carrying amount	Total contractual undiscounted cash flows	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
		賬面值	合約未折現現金流量總額	於一年內或按要求	多於一年但少於兩年	多於兩年但少於五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Trade and other payables	貿易及其他應付賬款	39,841	39,841	39,841	-	-
Bank loans	銀行借貸	164,090	164,090	164,090	-	-
Other lease liabilities	其他租賃負債	96,245	100,660	70,936	19,352	10,372
		300,176	304,591	274,867	19,352	10,372

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Liquidity risk (Continued)

		2020 二零二零年				
		Carrying amount	Total contractual undiscounted cash flows	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
		賬面值	合約未折現現金流量總額	於一年內或按要求	多於一年但少於兩年	多於兩年但少於五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Trade and other payables	貿易及其他應付賬款	44,946	44,946	44,946	-	-
Bank loans	銀行借貸	161,403	161,403	161,403	-	-
Other lease liabilities	其他租賃負債	173,271	182,806	83,692	77,429	21,685
		379,620	389,155	290,041	77,429	21,685

(iii) Foreign currency risk

Currency risk arises on financial instruments that are denominated in a currency other than the functional currency of the entity to which they relate.

The Group's exposure to currency risk is insignificant.

(iv) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of the changes in market interest rate.

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank loans (Note 27).

The Group's policy is to manage its interest rate risk to ensure there are no more exposures to significant interest rate movements and rates are relatively fixed. The Group does not account for any fixed rate financial liabilities at fair value through profit or loss, and the Group does not use derivative financial instruments to hedge its debt obligations.

33. 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 流動資金風險 (續)

		2020 二零二零年				
		Carrying amount	Total contractual undiscounted cash flows	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
		賬面值	合約未折現現金流量總額	於一年內或按要求	多於一年但少於兩年	多於兩年但少於五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Trade and other payables	貿易及其他應付賬款	44,946	44,946	44,946	-	-
Bank loans	銀行借貸	161,403	161,403	161,403	-	-
Other lease liabilities	其他租賃負債	173,271	182,806	83,692	77,429	21,685
		379,620	389,155	290,041	77,429	21,685

(iii) 外匯風險

貨幣風險來自金融工具，其以所相關之實體之功能貨幣以外之貨幣列值。

本集團之貨幣風險微不足道。

(iv) 利率風險

利率風險為一項金融工具的公允值或未來現金流量將因市場利率改變而波動所帶來的風險。

本集團面對有關可變動利率銀行貸款(附註27)之現金流利率風險。

本集團之政策是管理其利率風險以確保沒有重大利率變動之風險承擔及利率相對穩定。本集團並無任何固定利率金融負債按公允值計入損益，及本集團並無使用衍生金融工具對沖其債務。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. FINANCIAL RISK MANAGEMENT (Continued)

33. 財務風險管理 (續)

(a) Financial risk factors (Continued)

(a) 財務風險因素 (續)

(iv) Interest rate risk (Continued)

(iv) 利率風險 (續)

(i) Interest rate profile

(i) 利率概況

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

下表詳述本集團之借貸於報告期末之利率概況：

		2021 二零二一年		2020 二零二零年	
		Effective interest rates 實際利率 %	HK\$'000 千港元	Effective interest rates 實際利率 %	HK\$'000 千港元
Fixed rate borrowings:	定息借貸：				
Lease liabilities	租賃負債	4.26-5.46	96,245	4.26-5.46	173,271
Variable rate borrowings:	浮息借貸：				
Bank loans	銀行貸款	1.32-2.57	164,090	2.35-3.42	161,403
Total borrowings	總借貸		260,335		334,674
Fixed rate borrowings as a percentage of total borrowings	定息借貸佔總借貸 之百分比		36.97%		51.77%

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Interest rate risk (Continued)

(ii) Sensitivity analysis

At 31st March 2021, it is estimated that a general increase/decrease of 100 basis points in interest rate, with all other variables held constant, would decrease/increase the Group's profit before taxation for the year and increase/decrease accumulated losses by approximately HK\$1,641,000 (2020: HK\$1,614,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings. Other components of consolidated equity would not change in response to the change in interest rates.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the beginning of the reporting period and had been applied to the exposure to interest rate risk for variable rate interest bearing financial instruments in existence at that date. The 100 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date. The sensitivity analysis included in the financial statements for the year ended 31st March 2020 has been prepared on the same basis.

Sensitivity analysis on bank balances is not presented as the management of the Group considers that the Group's exposure to interest rate fluctuation is insignificant.

33. 財務風險管理 (續)

(a) 財務風險因素 (續)

(iv) 利率風險 (續)

(ii) 敏感度分析

於二零二一年三月三十一日，估計利率變動普遍加／減100個基點，而所有其他變數保持之情況下，將導致本集團年內的稅前溢利減少／增加及累計虧損增加／減少約1,614,000港元（二零二零年：1,614,000港元）。此乃主要由於本集團就其浮息借貸面臨利率風險。綜合權益之其他成分對利率變動之反應概無影響。

上述敏感度分析之釐定乃假設利率波動已於報告期初發生，並已將該變動運用於當日已經存在以浮動利率計息之金融工具之利率風險。該100個基點之增加或減少乃管理層評估直至下一年度報告期之期間利率合理可能之變動。包括在截至二零二零年三月三十一日止年度財務報表之敏感度分析已按相同基準編製。

由於本集團管理層認為本集團所面對之利率波動風險並不重大，故並無就銀行結餘呈列敏感度分析。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. FINANCIAL RISK MANAGEMENT (Continued)

(b) Capital management

The Group's objectives when managing capital are to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt as it sees fit and appropriate.

The Group monitors capital using gearing ratio, which is net debt divided by the total equity. Net debt is calculated as bank loans and loans from a director less bank deposits with maturity over three months, structured deposit and cash and cash equivalents as shown in the consolidated statement of financial position. Total equity comprises all components of equity. The Group aims to maintain the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting period were as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank loans (Note 27)	銀行貸款(附註27)	164,090	161,403
Lease liabilities (Note 26)	租賃負債(附註26)	96,245	173,271
		260,335	334,674
Less: Cash and cash equivalents (Note 23)	扣減：現金及現金等值物(附註23)	(130,663)	(69,121)
Net debt	債務淨額	129,672	265,553
Total equity	權益總額	408,742	341,409
Gearing ratio	資產負債比率	31.7%	77.8%

(c) Equity price risk

The Group is exposed to equity price risk arising from trading of listed securities classified as trading securities in the consolidated statement of financial position. The sensitivity analysis has been determined based on the exposure to equity price risk.

At 31st March 2021, if the quoted market prices of the trading securities had been 20% higher or lower while all other variables were held constant, the Group's profit before taxation would increase or decrease by HK\$102,000 (2020: HK\$76,000).

33. 財務風險管理(續)

(b) 資本管理

本集團管理資本之目標為確保集團內之實體將可以繼續持續經營，透過優化債項及股本餘額盡量提高給予持有人之回報。透過考慮資金成本及與每類資本有關之風險，管理層審閱資本結構。有鑒於此，本集團將以其認為合適及適當之情況，透過支付股息、發行新股及發行新債務或贖回現有債項，以平衡其整體資本結構。

本集團以資產負債比率(其為淨負債除以總股本權益)監控資金運用。債務淨額計算為銀行貸款及董事貸款減到期日逾三個月之銀行存款、結構性存款和現金及現金等值物如綜合財務狀況表所示。總權益包括所有權益部分。本集團旨在保持在一個合理的資產負債比率水平。於報告期末之資產負債比率如下：

(c) 股票價格風險

本集團須承受來自上市證券買賣所產生之股票價格風險(於綜合財務狀況表中被分類為證券買賣)。敏感性分析乃根據所承擔之股票價格風險而決定。

於二零二一年三月三十一日，倘買賣之證券市場報價上升或下跌20%而其他所有變數維持不變，本集團之除稅前溢利將增加或減少102,000港元(二零二零年：76,000港元)。

NOTES TO THE FINANCIAL STATEMENTS

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33. FINANCIAL RISK MANAGEMENT (Continued)

(d) Fair value measurements recognised in the statement of financial position

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The Group has a team headed by the finance manager performing valuations for the financial instruments, which are categorised into Level 2 of the fair value hierarchy, and trading securities which are categorised into Level 1 of the fair value hierarchy. The team reports directly to the chief financial officer and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the chief financial officer. Discussion of the valuation process and results with the chief financial officer and the audit committee is held twice a year, to coincide with the reporting dates.

33. 財務風險管理 (續)

(d) 於財務狀況表確認之公允值計量

公允值架構

下表呈列本集團金融工具之公允值，該等工具於報告期末按經常性基準計量，並分類為香港財務報告準則第13號，公允值計量所界定之三個層級之公允值架構。將公允值計量分類之層級乃參考以下估值方法所用輸入數據之可觀察性及重要性而釐定：

- 第一級估值：公允值計量只使用第一級數據，即於計量日根據相同資產或負債於活躍市場之未經調整報價。
- 第二級估值：公允值計量使用第二級數據，即可觀察數據未能達到第一級，及並未使用重大不可觀察之數據。不可觀察之數據為其市場數據並不適用之數據。
- 第三級估值：公允值計量使用重大不可觀察之數據。

就公允值層級被分為第二級之金融工具以及公允值層級被分為第一級之買賣證券而言，本集團擁有由財務管理人領導之團隊對其進行估值。該團隊直接向財務總監和審核委員會報告。每年的中期和年度報告日期，該團隊會編寫有關公允值計量變動分析的估值報告，並由財務總監審核和批准。財務總監和審核委員會對估值的過程和結果每年進行兩次討論，與財務報告日期一致。

	2021 二零二一年				2020 二零二零年			
	Quoted prices in active markets (Level 1) 於活躍市場之報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察輸入數據 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第三級) HK\$'000 千港元	Total 總額 HK\$'000 千港元	Quoted prices in active markets (Level 1) 於活躍市場之報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察輸入數據 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第三級) HK\$'000 千港元	Total 總額 HK\$'000 千港元
Recurring fair value measurements								
Assets								
Unlisted equity instruments of fair value through other comprehensive income	-	2,333	-	2,333	-	-	-	-
Financial assets at fair value through profit or loss	-	7,773	-	7,773	-	14,133	-	14,133
Trading securities	510	-	-	510	382	-	-	382
Total	510	10,106	-	10,616	382	14,133	-	14,515

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. FINANCIAL RISK MANAGEMENT (Continued)

(d) Fair value measurements recognised in the statement of financial position (Continued)

During the years ended 31st March 2021 and 2020, there were no transfers between in Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The carrying amount of the Group's financial instruments carried at cost or amortised cost such as bank deposit with maturity over three months, cash and cash equivalents, trade and other receivables, trade and other payables and bank and other borrowings are not materially different from their fair values as at 31st March 2021 and 2020 because of the immediate or short term maturity of these financial instruments.

(e) Estimation of fair values

The following summarises the major methods and assumptions used in estimating the fair values financial instruments.

(i) Trading securities

Fair value is based on closing bid price quoted in an active market at the end of the reporting period without any deduction for transaction costs.

(ii) Equity instruments

Fair value is determined by reference to the bid price quoted in the second hand market or closing bid price quoted in an active market of the end of the reporting period without any deduction for transaction costs.

(iii) Unlisted equity securities

Fair value is determined by reference to 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.

33. 財務風險管理 (續)

(d) 於財務狀況表確認之公允值計量 (續)

於截至二零二一年及二零二零年三月三十一日止年度期間，並無第一級及第二級之間的轉移，或轉入或轉出第三級。本集團之政策為於報告期末發生期間，識別公允值層級之間的轉移。

本集團之金融工具之賬面值乃按成本或攤銷成本入賬，如到期日逾三個月之銀行存款、現金和現金等值物、貿易及其他應收賬款、貿易及其他應付賬款及銀行及其他借貸，其公允值於二零二一年及二零二零年三月三十一日並無重大不同，概因該等金融工具即時或短期內到期。

(e) 公允值的估計

以下概述用於評估金融工具公允值之主要方法和假設。

(i) 證券買賣

公允值乃根據活躍市場之收市買入價於報告期末不扣除任何交易成本之市場報價。

(ii) 股權工具

公允值乃參考在二手市場不扣除任何交易成本的買入價報價或在活躍市場之收市買入價於報告期末不扣除任何交易成本之市場報價而釐定。

(iii) 非上市權益證券

公允值乃參考於計量日期市場參與者之間的有序交易中出售資產所收取或轉移負債所支付之價格而釐定。

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34. BUSINESS COMBINATION

On 5th August 2019, the Group acquired 70% of the issued share capital of Reign Abalone Limited, company engaged in gourmet business. Reign Abalone Limited held 100% equity interests in Reign Premium Limited and 51% equity interests in Reign Gourmet Limited (together, the "Reign Abalone Group").

Since the acquisition, Reign Abalone Group contributed approximately HK\$5,048,000 to the Group's revenue and loss of approximately HK\$8,478,000 to the consolidated loss for the year ended 31st March 2020.

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the loss of the Group for the year would have been approximately HK\$801,809,000 and approximately HK\$150,304,000, respectively.

The assets and liabilities recognised as a result of the acquisition are as follows:

		Fair value 公允值 HK\$'000 千港元
Other property, plant and equipment	其他物業、機器及設備	525
Right-of-use asset	使用權資產	3,032
Intangible asset	無形資產	267
Inventory	存貨	3,263
Trade and other receivables	貿易及其他應收賬款	1,925
Cash and cash equivalents	現金及現金等值物	315
Trade and other payables	貿易及其他應付賬款	(4,599)
Lease liabilities	租賃負債	(3,150)
Non-controlling interest	非控股權益	(473)
Total identifiable net assets at fair value	按公允值計算之可識別淨資產總值	1,105
Goodwill on acquisition	收購之商譽	19,895
Consideration, satisfied by cash	代價，以現金支付	21,000
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：	
Cash consideration	現金代價	21,000
Less: Deposit paid in previous years	減：過往年度已付之訂金	(8,000)
Less: Cash and cash equivalent balances acquired	減：所收購之現金及現金等值物結餘	(315)
		12,685

Acquisition-related costs (included in other operating expenses) amounted to approximately HK\$121,417,000.

The goodwill is attributable to future prospect of the business and the strong customers' database owned by the business. It will not be deductible for tax purposes.

The trade receivables comprise gross contractual amounts due of approximately HK\$1,066,000, of which HK\$nil was expected to be uncollectable at the date of acquisition.

34. 業務合併

於二零一九年八月五日，本集團收購尚鮑有限公司已發行股本之70%權益，該公司從事美食業務。尚鮑有限公司持有Reign Premium Limited之100%股權及Reign Gourmet Limited之51%股權（統稱「尚鮑集團」）。

自收購以來，尚鮑集團為本集團之營業收入帶來約5,048,000港元及截至二零二零年三月三十一日止年度之綜合虧損產生虧損約8,478,000港元。

倘合併於年初進行，則本集團於本年度之持續經營業務之營業收入及虧損將分別為約801,809,000港元及約150,304,000港元。

因收購而已確認之資產及負債載列如下：

		Fair value 公允值 HK\$'000 千港元
Other property, plant and equipment	其他物業、機器及設備	525
Right-of-use asset	使用權資產	3,032
Intangible asset	無形資產	267
Inventory	存貨	3,263
Trade and other receivables	貿易及其他應收賬款	1,925
Cash and cash equivalents	現金及現金等值物	315
Trade and other payables	貿易及其他應付賬款	(4,599)
Lease liabilities	租賃負債	(3,150)
Non-controlling interest	非控股權益	(473)
Total identifiable net assets at fair value	按公允值計算之可識別淨資產總值	1,105
Goodwill on acquisition	收購之商譽	19,895
Consideration, satisfied by cash	代價，以現金支付	21,000
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：	
Cash consideration	現金代價	21,000
Less: Deposit paid in previous years	減：過往年度已付之訂金	(8,000)
Less: Cash and cash equivalent balances acquired	減：所收購之現金及現金等值物結餘	(315)
		12,685

收購相關成本（計入其他經營開支內）約為121,417,000港元。

商譽來自業務之未來前景及業務所擁有之強勁客戶數據庫。其將不可作扣稅用途。

貿易應收賬款包括到期合約總額約1,066,000港元，其中零港元於收購日期預期不可收回。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35. MATERIAL RELATED PARTY TRANSACTIONS

During the year, the Group had the following transactions with its related parties:

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of highest paid individuals as disclosed in Note 10, is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	10,353	15,583
Post-employment benefits	退休後福利	54	52
		10,407	15,635

Total remuneration is included in "staff costs" (see Note 9(b)).

35. 重大有關連人士交易

年內，本集團與其有關連人士有以下之交易：

(a) 主要管理人員薪酬

本集團主要管理人員薪酬，包括支付予本公司董事及若干最高薪人士（如附註10所披露）之金額如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Short-term employee benefits	10,353	15,583
Post-employment benefits	54	52
	10,407	15,635

酬金總額已計入「員工成本」(見附註9(b))。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

35. 重大有關連人士交易(續)

(b) Other transactions

(b) 其他交易

	Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Sales of watch movements to a related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin	銷售手錶機芯予楊仁先生妻子最終擁有及楊仁先生控制之一間關連公司	417	570
Leasing of offices and warehouses to three (2020: four) related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin	租賃辦公室及倉庫予楊仁先生妻子最終擁有及楊仁先生控制之三間(二零二零年: 四間)關連公司	(i) 6,214	3,852
Leasing of office and warehouse from one (2020: one) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin	向由楊仁先生妻子最終擁有及楊仁先生控制之一間(二零二零年: 一間)關連公司租賃辦公室及倉庫	950	377
Purchase of products from two (2020: three) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin	向楊仁先生妻子最終擁有及楊仁先生控制之兩間(二零二零年: 三間)關連公司採購產品	(ii) 73	2,556
Consultancy fee paid to one (2020: one) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin	支付顧問費予楊仁先生妻子最終擁有及楊仁先生控制之一間(二零二零年: 一間)關連公司	505	714
Event rebate income from a related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin	來自楊仁先生妻子最終擁有及楊仁先生控制之一間關連公司的活動回扣收入	-	71
Sales of gourmet products to three (2020: two) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin	向楊仁先生妻子最終擁有及楊仁先生控制之三間(二零二零年: 兩間)關連公司銷售美食產品	36	10
Sales of gourmet products to a daughter of Mr. Eav Yin	向楊仁先生一名女兒銷售美食產品	21	-
Present value of lease liabilities by leasing of office and warehouse from one (2020: one) related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin	向楊仁先生之妻子最終擁有及楊仁先生控制之一間(二零二零年: 一間)關連公司租賃辦公室及倉庫之租賃負債之現值	751	960
- Not later than one year	- 於一年內	751	960
- Later than one year and not later than five years	- 超過一年及不超過五年	-	751
		751	1,711

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Other transactions (Continued)

Notes:

(i) Leasing of offices and warehouses

During the years ended 31st March 2021, the Group leased an office and warehouse space to three (2020: four) related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin.

As at 31st March 2021, commitments under operating leases receivable from the companies over which ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin were as follows:

Not later than one year	於一年內
Later than one year and not later than five year	超過一年及不超過五年

Leases for properties are negotiated for terms ranging from 0.25 to 5.08 years (2020: 0.25 to 6.08 years) and related commitments are included in Note 38.

(ii) Purchase of products

The Group purchased of products from the related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin during the years ended 31st March 2021 and 2020 which represented watches, watch spare parts and components (including watch movements), watch accessories and packaging. The Group also outsourced watch assembly, processing and after-sales services such as maintenance and repairs to these related parties. The purchase of products includes the fees and charges for these services.

35. 重大有關連人士交易(續)

(b) 其他交易(續)

附註：

(i) 租賃辦公室及倉庫

於截至二零二一年三月三十一日止年度期間，本集團租賃辦公室及倉庫用地予楊仁先生妻子最終擁有及楊仁先生控制的三間(二零二零年：四間)關連公司。

於二零二一年三月三十一日，根據經營租賃合約應收公司(由楊仁先生妻子最終擁有及由楊仁先生控制之公司)賬款的承諾如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Not later than one year	4,586	5,807
Later than one year and not later than five year	-	4,295
	4,586	10,102

物業租賃之經磋商期限介乎0.25年至5.08年(二零二零年：0.25年至6.08年)及相關承諾載於附註38。

(ii) 採購產品

於二零二一年及二零二零年三月三十一日止年度期間，本集團向楊仁先生妻子最終擁有及楊仁先生控制的關連公司採購產品，包括手錶、手錶備用零部件及組件(包括手錶機芯)、鐘錶配件及包裝。本集團亦外包手錶組裝、加工及售後服務，例如提供予該等關連人士保養及維修。採購產品包括該等服務的費用及收費。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties

Trade and other receivables due from three (2020: three) related companies ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin

應收楊仁先生妻子最終擁有及楊仁先生控制之三間(二零二零年:三間)關連公司貿易及其他賬款

Trade payables due to a related company ultimately owned by the wife of Mr. Eav Yin and controlled by Mr. Eav Yin

應付楊仁先生妻子最終擁有及楊仁先生控制之一間關連公司貿易賬款

(d) During the year ended 31st March 2020, loan from a director of HK\$5,000,000 was fully settled as at 31st March 2020. Details of the loans were disclosed in Note 28 to the financial statements.

35. 重大有關連人士交易(續)

(c) 關連人士結餘

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
----------------------------------	----------------------------------

9,185

7,742

13

-

(d) 截至二零二零年三月三十一日止年度，董事貸款5,000,000港元已於二零二零年三月三十一日全數清償。有關貸款詳情於財務報表附註28披露。

36. PLEDGE OF ASSETS

The assets pledged for certain banking facilities of the Group were as follows:

Land and buildings
Investment properties
Inventories

土地及樓宇
投資物業
存貨

36. 資產抵押

本集團若干銀行信貸抵押資產如下：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
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11,266

11,478

318,939

222,080

-

62,135

330,205

295,693

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37. DEFINED CONTRIBUTION RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund (“MPF”) scheme for all Hong Kong eligible employees. The assets of the MPF scheme are held separately from those of the Group in funds under the control of trustees.

The retirement benefit cost for MPF scheme charged to the consolidated statement of profit or loss represents contributions payable to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

Employees employed in the PRC are members of the state-sponsored pension scheme operated by the PRC government. The Group is required to contribute a certain percentage of their payroll to the pension scheme to fund the benefits. The only obligation of the Group with respect to the pension scheme is to make the required contribution under the scheme.

38. OPERATING LEASE COMMITMENTS

As lessor

Undiscounted lease payments receivable on leases are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Not later than one year	不超過一年	12,043	12,618
Later than one year and not later than five years	超過一年及不超過五年	23,554	30,758
Over five years	超過五年	329	4,259
		35,926	47,635

37. 界定退休福利計劃供款

本集團為所有香港合資格員工設立一項強制性公積金（「強積金」）計劃。該強積金計劃之資產與本集團之資產分開持有，由受托人以基金方式監管。

從綜合損益表中扣除強積金計劃的退休福利成本，相當於本集團按強積金計劃規則訂明的供款率支付強積金計劃的供款。

在中國受僱之員工乃國家推行之退休計劃成員，該退休金計劃由中國政府管理。本集團須按員工薪金之若干比例，就退休計劃作出供款。本集團在該退休計劃中之責任，僅為按計劃之規定作出供款。

38. 經營租賃承擔

作為出租者

有關租賃之應收未貼現租金付款載列如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	12,043	12,618
	23,554	30,758
	329	4,259
	35,926	47,635

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

39. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

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 statements of cash flows as cash flows from financing activities.

39. 綜合現金流量表附註

因融資活動產生的負債之對賬

下表詳列本集團因融資活動產生的負債之變動，包括現金及非現金變動。因融資活動產生的負債乃現金流量已經或未來現金流量將會在本集團綜合現金流量表內分類為來自融資活動之現金流量之負債。

		Bank loans	Loans from a director	Interest payable for bank loans	Interest payable for loans from a director	Dividend payables	Lease liabilities	Total
		銀行貸款 HK\$'000 千港元	董事之貸款 HK\$'000 千港元	應付銀行 貸款利息 HK\$'000 千港元	應付董事 貸款利息 HK\$'000 千港元	應付股息 HK\$'000 千港元	租賃負債 HK\$'000 千港元	總計 HK\$'000 千港元
At 1st April 2019	於二零一九年四月一日	130,741	-	536	160	-	234,171	365,608
<i>Changes in financing cash flow</i>	<i>融資現金流量變動</i>							
Proceeds from new bank loan	銀行新貸款所得款項	236,056	-	-	-	-	-	236,056
Repayment of bank loans	償還銀行貸款	(205,170)	-	-	-	-	-	(205,170)
Proceeds from new director loan	新董事貸款所得款項	-	5,000	-	-	-	-	5,000
Repayment of director loan	償還董事貸款	-	(5,000)	-	-	-	-	(5,000)
Interest paid	已付利息	-	-	(4,604)	(184)	-	-	(4,788)
Dividends paid	已付股息	-	-	-	-	(19,126)	-	(19,126)
Capital element of lease rentals paid	已付租賃租金之資本部分	-	-	-	-	-	(70,645)	(70,645)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	-	-	-	-	(9,334)	(9,334)
<i>Non-cash changes</i>	<i>非現金變動</i>							
Increased in lease liabilities from entering into new leases during the year	年內訂立新租賃之租賃負債增加	-	-	-	-	-	13,389	13,389
Increased in lease liabilities from acquisition of subsidiary	收購附屬公司之租賃負債增加	-	-	-	-	-	3,150	3,150
Lease modification	租賃修改	-	-	-	-	-	(2,373)	(2,373)
Exchange adjustments	匯兌調整	(224)	-	(2)	-	-	(4,421)	(4,647)
Dividends	股息	-	-	-	-	19,126	-	19,126
Interest expenses	利息開支	-	-	4,882	24	-	9,334	14,240
At 31st March 2020	於二零二零年三月三十一日	161,403	-	812	-	-	173,271	335,486
At 1st April 2020	於二零二零年四月一日	161,403	-	812	-	-	173,271	335,486
<i>Changes in financing cash flow</i>	<i>融資現金流量變動</i>							
Proceeds from new bank loan	銀行新借貸所得款項	102,286	-	-	-	-	-	102,286
Repayment of bank loans	償還銀行借貸	(99,603)	-	-	-	-	-	(99,603)
Interest paid	已付利息	-	-	(4,218)	-	-	-	(4,218)
Capital element of lease rentals paid	已付租賃租金之資本部分	-	-	-	-	-	(68,424)	(68,424)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	-	-	-	-	(5,775)	(5,775)
<i>Non-cash changes</i>	<i>非現金變動</i>							
Increased in lease liabilities from entering into new leases during the year	年內訂立新租賃之租賃負債增加	-	-	-	-	-	8,799	8,799
Lease modification	租賃修改	-	-	-	-	-	(19,590)	(19,590)
Exchange adjustments	匯兌調整	4	-	1	-	-	3,604	3,609
Interest expenses	利息開支	-	-	3,614	-	-	5,775	9,389
COVID-19-related rent concessions	COVID-19相關租金寬減	-	-	-	-	-	(1,415)	(1,415)
At 31st March 2021	於二零二一年三月三十一日	164,090	-	209	-	-	96,245	260,544

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

40. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31ST MARCH 2021

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard which are not yet effective for the year ended 31st March 2021 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

HKFRS 17	Insurance Contracts and the related Amendments ¹
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform - Phase 2 ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30th June 2021 ⁵
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
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 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 ²

- ¹ Effective for annual periods beginning on or after 1st January 2023
² Effective for annual periods beginning on or after 1st January 2022
³ Effective for annual periods beginning on or after a date to be determined
⁴ Effective for annual periods beginning on or after 1st January 2021
⁵ Effective for annual periods beginning on or after 1st April 2021

The directors 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.

40. 截至二零二一年三月三十一日止年度已頒佈但未生效之修訂本、新訂準則及詮釋可能產生的影響

截至該等財務報表的刊發日期，香港會計師公會已頒佈多項於截至二零二一年三月三十一日止年度尚未生效，且並未於財務報表中採納的修訂及一項新準則。該等修訂包括以下可能與本集團有關者。

香港財務報告準則第17號	保險合約及有關修訂 ¹
香港財務報告準則第3號之修訂本	概念框架之提述 ²
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂本	利率基準改革－第2階段 ⁴
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港財務報告準則第16號之修訂本	二零二一年六月三十日後之COVID-19相關租金寬減 ⁵
香港會計準則第1號之修訂本	將負債分類為流動或非流動以及香港詮釋第5號(二零二零年)的有關修訂本 ¹
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂本	會計政策披露 ¹
香港會計準則第8號之修訂本	會計估計之定義 ¹
香港會計準則第16號之修訂本	物業、機器及設備－擬定用途前的所得款項 ²
香港會計準則第37號之修訂本	有價合約－履行一份合約的成本 ²
香港財務報告準則之修訂	香港財務報告準則二零一八年至二零二零年週期的年度改進 ²

- ¹ 於二零二三年一月一日或之後開始的年度期間生效
² 於二零二二年一月一日或之後開始的年度期間生效
³ 於待定日期或之後開始的年度期間生效
⁴ 於二零二一年一月一日或之後開始的年度期間生效
⁵ 於二零二一年四月一日或之後開始的年度期間生效

董事預期應用所有新訂香港財務報告準則及修訂本於可見將來不會對綜合財務報表造成重大影響。

FIVE-YEAR FINANCIAL SUMMARY

五年財務摘要

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

RESULTS

業績

		Year ended 31st March 截至三月三十一日止年度				
		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	營業收入	850,218	991,429	934,520	800,051	1,164,981
Profit/(loss) before taxation	除稅前溢利／(虧損)	31,104	53,003	87,332	(142,270)	91,469
Income tax	所得稅	-	9,935	(16,870)	(6,452)	(35,710)
Profit/(loss) for the year	年度溢利／(虧損)	31,104	62,938	70,462	(148,722)	55,759
Equity attributable to owners of the Company	歸屬於本公司持有人	31,104	62,938	70,462	(146,174)	58,542
Non-controlling interests	非控股權益	-	-	-	(2,548)	(2,783)
		31,104	62,938	70,462	(148,722)	55,759
			(Restated) (經重列)			
Basic earnings/(loss) per share	每股基本盈利／(虧損)	1.99¢	8.03¢	9.03¢	(19,56)¢	7.84¢

ASSETS AND LIABILITIES

資產與負債

		As at 31st March 於三月三十一日				
		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	687,746	656,705	816,225	806,781	814,730
Total liabilities	總負債	257,914	153,932	293,128	465,372	405,988
Net assets	資產淨額	429,832	502,773	523,097	341,409	408,742
Equity attributable to owners of the Company	歸屬於本公司持有人之權益	429,832	502,773	523,097	343,484	413,600
Non-controlling interests	非控股權益	-	-	-	(2,075)	(4,858)
Total equity	總權益額	429,832	502,773	523,097	341,409	408,742