



SUGA INTERNATIONAL HOLDINGS LIMITED

信佳國際集團有限公司

(Incorporated in Bermuda with limited liability)(於百慕達註冊成立之有限公司)
Stock Code 股份代號 : 912



ANNUAL REPORT
年報
2019/2020

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MISSION STATEMENT 企業使命

We contribute to the advancement of society by providing people with quality products and employing advanced technology, with protecting the environment always in mind. We hire and nurture professionals and, together, we march towards our goals in pace with time. Putting customers first, we provide them with the best products and services, assuring win-win results.

創新科技 倡導環保 培育英才
共創理想 以客為本 互惠雙贏

CORPORATE OBJECTIVE 企業目標

To become a technologically advanced and innovative company in Asia and the preferred partner by providing comprehensive electronics solutions and building a pet health ecosystem.

致力提供全面電子解決方案及建構寵物健康生態系統，以成為亞洲先進及創新的公司及最備受信賴的商務夥伴為目標。

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Dr. Ng Chi Ho (*Chairman*)

Mr. Ma Fung On (*Deputy Chairman*)

Dr. Ng Man Cheuk

Non-Executive Directors

Mr. Lee Kam Hung

Prof. Luk Wing Ching

Independent Non-Executive Directors

Mr. Leung Yu Ming, Steven

Mr. Chan Kit Wang

Dr. Cheung Nim Kwan

COMPANY SECRETARY

Ms. Zeng Zhi

AUDIT COMMITTEE

Mr. Leung Yu Ming, Steven

Mr. Chan Kit Wang

Dr. Cheung Nim Kwan

AUDITOR

PricewaterhouseCoopers

Certified Public Accountants and Registered PIE Auditor

LEGAL ADVISERS

Mallesons Stephen Jaques

MinterEllison LLP

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

Citibank, N.A.

DBS Bank (Hong Kong) Limited

MUFG Bank, Ltd.

Standard Chartered Bank (Hong Kong) Limited

The Hongkong and Shanghai Banking Corporation Limited

董事會

執行董事

吳自豪博士 (主席)

馬逢安先生 (副主席)

吳民卓博士

非執行董事

李錦雄先生

陸永青教授

獨立非執行董事

梁宇銘先生

陳杰宏先生

張念坤博士

公司秘書

曾智女士

審核委員會

梁宇銘先生

陳杰宏先生

張念坤博士

核數師

羅兵咸永道會計師事務所

執業會計師及註冊公眾利益實體核數師

法律顧問

萬盛國際律師事務所

銘德有限法律責任合夥律師事務所

主要銀行

中國銀行(香港)有限公司

花旗銀行

星展銀行(香港)有限公司

三菱UFJ銀行

渣打銀行(香港)有限公司

香港上海滙豐銀行有限公司

REGISTERED OFFICE

Clarendon House 2
Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

22nd Floor, Tower B, Billion Centre
1 Wang Kwong Road, Kowloon Bay
Kowloon, Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR

MUFG Fund Service (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PUBLIC RELATIONS CONSULTANT

Strategic Financial Relations Limited
2401-02
Admiralty Centre I
18 Harcourt Road
Hong Kong

CONTACTS

Telephone: (852) 2953 0383
Facsimile: (852) 2953 1523
Website: www.suga.com.hk
Stock code: 912

註冊辦事處

Clarendon House 2
Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港九龍
九龍灣宏光道一號
億京中心B座22樓

百慕達主要股份登記處

MUFG Fund Service (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

香港股份過戶登記分處

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

公共關係顧問

縱橫財經公關顧問有限公司
香港
夏慤道18號
海富中心第一期
2401-02

聯絡資料

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傳真：(852) 2953 1523
網址：www.suga.com.hk
股份代號：912

FINANCIAL HIGHLIGHTS

財務摘要

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
OPERATING RESULTS	經營業績		
For the year ended 31 March	截至三月三十一日止年度		
Revenue	收益	1,615,183	1,681,862
Gross profit	毛利	206,343	226,983
Operating profit	經營溢利	34,534	65,524
Profit attributable to owners of the Company	本公司擁有人應佔溢利	27,705	55,557
Earnings per share – Basic (HK cents)	每股盈利 – 基本 (港仙)	9.77	19.64
Interim dividend, paid, per ordinary share (HK cents)	每股普通股已付中期股息 (港仙)	6.0	6.0
Final dividend, proposed, per ordinary share (HK cents)	每股普通股擬派末期股息 (港仙)	2.0	6.0
FINANCIAL POSITION	財務狀況		
As at 31 March	於三月三十一日		
Total equity	權益總額	704,841	724,650
Net current assets	流動資產淨值	343,233	358,695
Net cash	現金淨額	60,709	58,289
Capital expenditure	資本開支	24,379	18,437
Net assets value per share	每股資產淨值	2.486	2.556
FINANCIAL RATIOS	財務比率		
Current ratio	流動比率	2.19	2.13
Debt to equity ratio	負債權益比率	9.6%	9.6%
Inventory turnover days	存貨周轉日數	71	70
Debtors turnover days	應收賬款周轉日數	45	46
Return on average equity	平均股本回報率	3.9%	7.6%

REVENUE BY PRODUCT TYPE

收益按產品類別分析

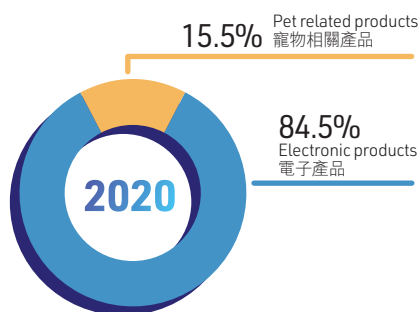
		For the year ended 31 March 截至三月三十一日止年度	
		2020	2019
		HK\$'000	HK\$'000
		二零二零年	二零一九年
		千港元	千港元
Electronic products	電子產品	1,364,415	1,395,599
Pet related products	寵物相關產品	250,768	286,263
Total	總計	1,615,183	1,681,862

REVENUE BY GEOGRAPHICAL SEGMENT

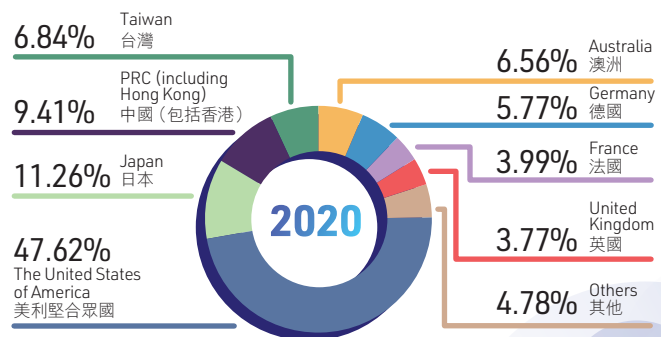
收益按地區分類分析

		For the year ended 31 March 截至三月三十一日止年度	
		2020	2019
		HK\$'000	HK\$'000
		二零二零年	二零一九年
		千港元	千港元
The United States of America (the "USA")	美利堅合眾國(「美國」)	769,079	832,952
Japan	日本	181,948	214,264
The People's Republic of China (the "PRC", including Hong Kong)	中華人民共和國(「中國」, 包括香港)	151,967	178,725
Taiwan	台灣	110,516	130,510
Australia	澳洲	105,914	90,294
Germany	德國	93,169	81,504
France	法國	64,406	64,376
United Kingdom	英國	60,835	12,543
Others	其他	77,349	76,694
Total	總計	1,615,183	1,681,862

Revenue by Product Type
收益按產品類別分析



Revenue by Geographical Segment
收益按地區分析





信佳國際集團有限公司
Suga International Holdings Limited

Suga International Limited
Suga Electronics Limited
Suga Technology (Hong Kong) Limited
Suga Technology (Mainland China) Limited
Suga Digital Technology Limited
Precision Computer Printing Co., Limited
De Willeke Limited
Wu-Hai International Holdings Company
Epperson International Company
KPI Technology Limited

Headquarter in Hong Kong

香港總部

13,000 sq. ft. 平方呎



Factory in Vietnam
越南廠房
114,000 sq. ft. 平方呎



Factory in Dong Guan
東莞廠房
775,000 sq. ft. 平方呎





SYSTEMATIC MANAGEMENT

注重系統管理

On behalf of the Board of Directors, I hereby present the annual results of Suga International Holdings Limited (the "Company") and its subsidiaries ("SUGA" or the "Group") for the financial year ended 31 March 2020.

FINANCIAL PERFORMANCE

During the year, the tension between the PRC and the US was slightly alleviated following the signing of the first-phase trade agreement between the two countries in early 2020. However, the COVID-19 outbreak soon after that has brought an unprecedented impact on the global economy, and the Group's performance in the last quarter was inevitably affected. Our production was interrupted by prevention measures such as lockdowns during the early stages of the COVID-19 outbreak. In March 2020, when COVID-19 turned into a pandemic, some of the European and US customers postponed delivery of their orders. The Group strived its utmost to minimise the impact, including strictly following the hygiene and virus infection prevention requirements issued by related authorities. It has gradually resumed production with the safety of staff as the top priority, maintained close communications with its business partners and flexibly deployed production resources in the PRC and Vietnam, all of which helped the Group to navigate the challenges together with its business partners.

The Group's turnover was HK\$1.6 billion during the year (FY2018/19: HK\$1.7 billion), representing a year-on-year mild decrease of 4.0%. Gross profit amounted to approximately HK\$206.3 million and gross profit margin was 12.8% (FY2018/19: HK\$227.0 million and 13.5%). The year-on-year decrease in gross profit was mainly attributable to decrease in revenue and increase in cost of production due to the further expansion of production facilities of the Group's Vietnam factory, which was partially offset by the decrease in labour costs and manufacturing overheads benefited from depreciation of Renminbi against United States dollars. Profit attributable to shareholders was HK\$27.7 million and net profit margin was 1.7% (FY2018/19: HK\$55.6 million and 3.3%). Basic earnings per share were HK9.77 cents (FY2018/19: HK19.64 cents).

本人謹代表董事會，提呈信佳國際集團有限公司（「本公司」）及其附屬公司（合稱「信佳」或「本集團」）截至二零二零年三月三十一日止財政年度的全年業績報告。

業績表現

回顧年內，中美貿易的緊張局勢隨著兩國於二零二零年初簽署首階段貿易協議而稍為緩和，但隨即爆發的2019冠狀病毒病（「新冠肺炎」）為全球經濟帶來始料未及的衝擊，本集團最後一季的表現亦無可避免受到波及。由疫症爆發初期，我們的生產受封城等措施影響，到疫情於二零二零年三月在全球大流行，部分歐美客戶延後訂單的出貨時間。我們竭盡所能將影響降到最低，包括嚴格遵從當局的衛生及防疫要求，在保障員工安全的情況下逐步恢復生產，並與業務夥伴保持緊密溝通，靈活調配中越兩地的生產資源，與業務夥伴共度時艱。

年內營業額為16億港元（二零一八／一九年財政年度：17億港元），較去年輕微下跌4.0%。毛利約206,300,000港元，毛利率為12.8%（二零一八／一九年財政年度：227,000,000港元及13.5%）。毛利較去年下降，主要由於收入減少及進一步擴大本集團越南廠房的生產設施導致生產成本增加，部份被受惠於人民幣兌美元貶值而減少的勞工成本及製造費用所抵銷。股東應佔溢利為27,700,000港元，純利率為1.7%（二零一八／一九年財政年度：55,600,000港元及3.3%）。每股基本盈利為9.77港仙（二零一八／一九年財政年度：19.64港仙）。

CHAIRMAN'S STATEMENT

主席報告

DIVIDENDS

The Directors proposed to pay a final dividend of HK2.0 cents per share (FY2018/19: HK6.0 cents per share) to shareholders whose names appear on the Register of Shareholders of the Company as at 14 August 2020. Together with the interim dividend of HK6.0 cents per share already paid, the total dividend for the year would be HK8.0 cents per share (FY2018/19: HK12.0 cents per share). Subject to approval by shareholders at the 2020 Annual General Meeting, the proposed final dividend will be paid on or before 25 August 2020.

BUSINESS REVIEW

Electronic Products

The electronic products business remained as the Group's main revenue source, contributing revenue of HK\$1,364.4 million (FY2018/19: HK\$1,395.6 million), representing a year-on-year decrease of 2.2% and accounting for 84.5% of total sales. Telephones for the hearing-impaired and electronic payment products recorded revenue growth, but other products have been affected by the market environment, in particular some business partners postponing their orders in the last quarter of the review year. However, no orders have been cancelled by these partners. SUGA has been actively exploring new opportunities and achieved many advances during the year, including the "Cordless Hair Straightener" produced for a leading brand of personal care appliances in the US. This Cordless Hair Straightener is the Group's first product in its new smart personal care business. Delivery of the product has started during the year and received an initial positive market response. We are currently in discussion with the business partner on applying the patented technology to a wider range of products, hoping to offer more innovative and quality smart personal care products to consumers.

Another advance for the Group was its investment in Mobilogix, Inc. ("Mobilogix"), a Software-as-a-Service ("SaaS") provider and original design manufacturer ("ODM") in the US. Mobilogix is not only SUGA's customer, but also one of the startup investment projects in which the Group has been actively engaged during recent years. The Group has been developing an asset tracker with Internet of Things ("IoT") technology application for Mobilogix since the previous financial year. It also entered into an agreement with Mobilogix and invested approximately US\$2.0 million (equivalent to approximately HK\$15.6 million), which as a result, the Group currently holds approximately 22% of the shares of Mobilogix. The cooperation with Mobilogix not only enhances the strengths of both companies, but also enables SUGA to attract more quality customers.

股息

董事建議派付末期股息每股2.0港仙(二零一八/一九年財政年度:每股6.0港仙)予二零二零年八月十四日名列本公司股東名冊的股東。連同早前派發的中期股息每股6.0港仙,全年股息為每股8.0港仙(二零一八/一九年財政年度:每股12.0港仙)。待股東於二零二零年股東週年大會批准後,建議的末期股息將於二零二零年八月二十五日或之前派付。

業務回顧

電子產品

電子產品業務仍為本集團的主要收益來源,貢獻1,364,400,000港元(二零一八/一九年財政年度:1,395,600,000港元),按年減少2.2%,佔總銷售額84.5%。聽障電話及電子支付產品錄得收入增長,然而其他產品受市場環境拖累下跌,尤其是業務夥伴在回顧年內最後一季暫緩訂單,但要強調的是並無訂單被取消。信佳一直積極發掘新機遇,年內取得多項突破,包括為美國最大個人護理電器品牌之一生產之無線直髮器。該款無線直髮器是我們於智能個人護理新業務的首個產品,已於年內開始出貨,初步反應不俗。我們正與該名業務夥伴研究將專利技術應用至更廣泛的產品上,期望為消費者提供更多創新優質的智能個人護理產品。

另一突破是投資美國軟件即服務(SaaS)供應商及原始設計製造商(ODM) Mobilogix, Inc. (「Mobilogix」)。Mobilogix既是信佳之客戶,亦是近年積極參與投資的初創企業項目之一。本集團自上一個財政年度起為Mobilogix開發應用物聯網(IoT)技術的資產追蹤器,並與Mobilogix訂立協議,投資約2,000,000美元(相當於約15,600,000港元),現時約佔Mobilogix股份約22%。與Mobilogix的合作加強雙方實力,並有助信佳吸引更多優質客戶。

Apart from new business development, we also achieved a breakthrough in the expansion of production capacity. Our highly automated factory in Vietnam commenced operation in the first half of the year. We have received enquiries from some customers and this has reflected the competitive advantage of our Vietnam factory. To meet the strong demand of our affected US business partners and other existing and new customers for Vietnamese production, on top of our existing factory covering more than 4,100 sq.m., we have rented over 6,000 sq.m. of additional space. We have also expanded our production lines to sixteen, in order to meet the needs of our business partners.

Pet Business

The pet business recorded sales of HK\$250.8 million during the year (FY2018/2019: HK\$286.3 million), representing a year-on-year decrease of 12.4% and accounting for 15.5% of total sales.

With the end of the avian influenza outbreak in Belgium, the import of the Group's own brand Brabanconne pet food, which is made in Belgium, into China has resumed at the end of 2019. However, the subsequent outbreak of COVID-19 and its rapid spread worldwide has slowed the recovery.

Nonetheless, after the occurrence of avian influenza in Belgium, the management was determined to stabilise the source of our product raw materials and diversify the risks of supply. Hence, the Group concluded the cooperation with a quality pet food manufacturer in China during the year. This has proven to be a good decision after the outbreak of COVID-19. Owing to high nutritional content and quality raw materials, as well as strict safety and quality inspection procedures, our new brand, which mainly targets the mid-range market, has enjoyed a positive response at the Pet Fair Asia held in August 2019. Our new brand will be launched across China during the middle of this year to capture enormous business opportunities in the pet food and product market of China.

AWARDS

During the year, SUGA's excellent capability in technological innovation was widely recognised. With outstanding cordless performance and the most advanced patented Micro Heater Matrix technology, our "Cordless Hair Straightener" produced for one of the leading brands of personal care appliances in the US has won the Gold Prize in the Personal Electronics category and was a winner in the Components category at the Electronic Industries Awards 2019.

除了新業務發展，我們在擴充產能方面亦有突破。以自動化工序為主的越南廠房於本年度上半年開始營運，並接獲不少客戶查詢，反映越南廠房的競爭優勢。為滿足受影響美國業務夥伴、以及其他現有和新客戶對越南產能的殷切需求，我們在原有逾4,100平方米的廠房外，另租用了6,000多平方米的空間，生產線增至十六條，更能配合業務夥伴需要。

寵物業務

寵物業務年內的銷售額為250,800,000港元（二零一八／一九年財政年度：286,300,000港元），按年減少12.4%，佔總銷售額15.5%。

隨著比利時禽流感疫情告一段落，本集團產自當地的自家寵物糧食品牌「Brabanconne爸媽寵」已於二零一九底恢復進口中國，惟新冠肺炎疫情隨即爆發並迅速蔓延全球，拖慢了恢復進度。

然而，在比利時出現禽流感後，管理層已銳意穩定貨源及分散供應風險，因此於年內落實與中國優質寵糧生產商合作推出國產寵糧品牌，而新冠肺炎疫情的爆發更印證有關決定是正確的。憑藉高營養密度和優質原料，以及嚴格監管安全與質量，主攻中端市場的新品牌於二零一九年八月的亞洲寵物展上好評如潮，並將於今年中正式發行全國，以把握中國寵物食品市場的龐大商機。

獎項

年內，信佳卓越的科技創新能力備受肯定。我們為美國最大個人護理電器品牌之一生產之無線直髮器，憑藉出色的無線表現，結合最先進的專利加熱技術Micro Heater Matrix，於「電子業獎二零一九」上，囊括個人電子產品組別金獎及組件組別優勝獎。

CHAIRMAN'S STATEMENT

主席報告

PROSPECTS

The spread of the COVID-19 pandemic around the world has impacted global economic development. Despite the short-term economic shock and more uncertainties brought about by the outbreak, there has been no apparent changes in the long-term positive fundamentals of the economy. We are looking forward to the rapid recovery of all sectors after the outbreak, thereby creating favourable conditions for the next round of growth. SUGA has consistently expanded its business after economic cycles and market changes. Its commitment to innovation and moving forward has underpinned the Group to overcome one challenge after another in the past. Although the COVID-19 pandemic has caused dramatic changes in daily life in society, we strongly believe that there are still opportunities and challenges ahead. SUGA believes that the demand for technology products will be increasing in the market, which can present tremendous business opportunities in the future. The Group will continue to explore more opportunities for new business development.

Currently, some clients have postponed their orders, so it is believed that the business will be back to normal when the pandemic recedes. Our production facilities in Dongguan, China have fully resumed production, so the Group is well prepared to handle rising order volume from our business partners in the future. Regarding new business, SUGA and our customer of smart personal care products plan to launch a series of new products. The first generation high performance cordless hair straightener has gained wide recognition in the industry, so we and our business partner will investigate how to use the patented heating technology to more products with the hope to develop a series of innovative products.

As for the pet business, after SUGA's own brand Brabanconne pet food produced in Belgium resumed imports into China at the end of 2019 and the pet food produced in the PRC will be officially introduced domestically, the Group will flexibly arrange online and offline marketing activities suitable for pet lovers to strengthen the reputation of our own pet food brands and boost related business performance. Besides, we will continue exploring cooperation with a producer from New Zealand, with the aim to diversify the risk of supply.

展望

新冠肺炎疫情全球擴散衝擊環球經濟發展，雖然疫情對經濟造成短期震盪，並帶來更多不確定性，但經濟長期向好的基本面沒有明顯變化，期待疫情過後，各行各業能迅速反彈，為下一輪增長創造有利條件。信佳經歷多個經濟週期及市場變化仍能將業務規模不斷擴大，透過堅持創新勇往直前，使本集團能跨越一個又一個挑戰。雖然新冠肺炎為日常社會運作帶來劇變，但我們深信機遇與挑戰並存。信佳相信市場對科技產品需求將會拾級而上，未來或能衍生龐大商機，本集團會繼續發掘新機遇，開拓新業務。

現時部份客戶將訂單推遲，相信疫情進一步穩定時有助推動業務回復正常發展。信佳旗下位於中國東莞的生產設施已完全恢復生產，本集團已準備就緒，迎接業務夥伴未來的訂單需求。新業務方面，我們與智能個人護理產品客戶已有計劃推出新產品。第一代高性能無線攜帶式直髮夾獲得業界認可，我們會與業務夥伴繼續研究將專利加熱技術應用至更多產品上，期望能發展成一系列創新產品。

寵物業務方面，隨著產自比利時的自家寵物糧食品牌「Brabanconne爸媽寵」在二零一九年年底恢復進口中國，加上國產寵糧亦即將發行全國，本集團會靈活安排市場推廣活動，為一眾愛寵人士推出切合市況之線上、線下活動，可提高本集團自家寵物糧食品牌知名度之餘，同時提升寵物糧食業務表現。另一方面，我們仍繼續探索與紐西蘭生產商的合作，務求分散供應風險。

Our factory in Bac Ninh Province, Vietnam commenced operation at the beginning of 2019. More and more new and old customers alike have expressed interest in finding suppliers with production capacity outside of China. To satisfy the strong demand from our business partners for production in Vietnam, the Group has just commenced the rent of over 6,000 sq.m. of space next to our factory occupying more than 4,100 sq.m., in order to expand its scale of production. At the end of April 2020, the Group signed an agreement with a third party to sublease the land from the industrial park at Que Vo III Industrial Zone at Que Tan Commune, Que Vo District, Bac Ninh Province, Vietnam for a term of 39 years for a total consideration of approximately VND79,696,000,000 (equivalent to approximately HK\$26,300,000). The consideration is to be funded by the Group's internal resources. The land parcel is 40,251.5 sq.m., and is also located in Bac Ninh Province, same as our factory in Vietnam.

We have received order inquiries from several new customers about production at the factory of Bac Ninh Province, which is particularly valuable to us during the pandemic, and fully demonstrates the competitive advantage of this factory. As we expect the demand for production in Vietnam will strengthen, we plan to use this land to construct another factory for our own use in order to meet this demand. In the future, we will maintain close communication with our business partners, to appropriately allocate production resources between Dongguan and Vietnam, and create an all-win situation.

Regarding our land parcel in Huizhou, the application for switching into commercial and residential use has been approved. In September 2019, the Company and Guangdong Fuchuan Investment Co., Ltd. (富川投資有限公司) which has rich experience in property development in Mainland China signed a cooperation agreement to undertake the development project together. We believe the cooperation can increase the chance of success and mitigate the risk of this project, and, ultimately, generate long-term benefits for the Group. We will adhere to a sound development strategy, lead SUGA to establish new business milestones, and create value for customers and shareholders in the long run.

APPRECIATION

On behalf of the Group, I would like to thank our business partners and shareholders for their support, and wish to express my heartfelt appreciation to our staff for their contributions in the past year. Looking ahead, we will rise up to meet all challenges and persevere and overcome such difficult times by working together.

NG Chi Ho
Chairman

Hong Kong
26 June 2020

本集團於越南北寧省的廠房於二零一九年初開始營運，越來越多新舊客戶表示有意尋找擁有中國以外生產能力的供應商。為滿足業務夥伴對越南產能的殷切需求，本集團早前已在現有逾4,100平方米的廠房旁邊，另租用了額外6,000多平方米的空間，以擴充廠房規模。今年四月底，本集團與第三方簽訂協議，轉租其位於越南北寧省桂武三工業區工業園內的土地，為期39年，總代價約為79,696,000,000越南盾（相當於約2,630萬港元），將以本集團的內部資源支付。該轉租土地面積為40,251.5平方米，與本集團的越南廠房同處北寧省。

我們已接獲若干新客戶就北寧省工廠生產的訂單查詢，這在現時疫情蔓延全球下尤為不易，充分反映越南廠房的競爭優勢。鑒於我們預期客戶對越南生產的需求將持續增加，為滿足未來營運需求，我們計劃動用該土地以建設一間額外廠房自用。我們將與業務夥伴保持緊密溝通，適當分配東莞及越南的生產資源，共創多贏局面。

惠州地皮方面，申請改作商住用途的文件已獲批。本公司已於二零一九年九月訂立合作協議，夥拍於中國房地產開發擁有豐富經驗的廣東富川投資有限公司共同承接開發項目，我們相信有關合作將提高開發項目的成功率及減低風險，最終為本集團帶來長遠收益。我們會堅持穩健發展策略，帶領信佳開拓業務新里程，為客戶及股東締造長遠價值。

致謝

本人謹代表本集團感謝業務夥伴及股東一直以來的支持，並由衷感謝全體員工過去一年的貢獻。未來，我們將與各方迎難而上，共度時艱。

主席
吳自豪

香港
二零二零年六月二十六日



UNDERSTANDING OF CUSTOMERS' REQUIREMENTS

深明客戶需求

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Group's revenue for the year ended 31 March 2020 decreased by 4.0% to HK\$1,615.2 million (FY2018/2019: HK\$1,681.9 million) compared with previous financial year. The decrease in revenue was mainly due to the COVID-19 outbreak which has caused disruption in our production plants in the last quarter of this fiscal year.

Geographically, for the year ended 31 March 2020, revenue generated from the top 3 countries, the United States of America, Japan and The People's Republic of China accounted for 68.3% of the Group's total sales (FY2018/2019: 72.9%).

Gross profit for the financial year ended 31 March 2020 was HK\$206.3 million, representing a decrease of HK\$20.7 million or 9.1% compared to the HK\$227.0 million recorded in the previous financial year. Gross profit margin for the year decrease from 13.5% to 12.8%, it was mainly attributable to decrease in revenue and increase in cost of production due to the further expansion of production facilities of the Group's Vietnam factory, which lowered the gross profit margin. Although direct labour costs, manufacturing overheads incurred in our Dongguan plant benefited from depreciation of Renminbi against United States dollars.

Operating profit for the year ended 31 March 2020 was HK\$34.5 million, a decrease of HK\$31.0 million or 47.3% compared to the previous financial year. The decrease was mainly due to decrease in gross profit and gross profit margin and increase of operating expenses. Total operating expenses were HK\$174.2 million (FY2018/19: HK\$166.6 million), an increase of HK\$7.6 million as compared to last fiscal year. Distribution and selling expenses decreased from HK\$58.0 million to HK\$57.4 million compared to the same period last year. It was mainly attributable to the decrease in commission and consultancy fee paid as a result of slight decrease in revenue. General and administrative expenses increased from HK\$108.6 million to HK\$116.7 million compare to the same period last year. It was mainly attributable to setting up of SUGA research laboratory for Sustainable Urban Green agriculture in Poly U.

For the year ended 31 March 2020, the Group has recorded a net finance costs of HK\$3.5 million (FY2018/2019: HK\$1.9 million). The increase of net finance costs was due to less interest income received from bank deposits and customers, and the recognition of interest on lease liabilities upon the adoption of HKFRS 16, Leases, on 1 April 2019, details of the finance costs for the year ended 31 March 2020 and 2019 are set out in Note 31 to the consolidated financial statements.

財務回顧

本集團截至二零二零年三月三十一日止年度之收益較上一個財政年度減少4.0%至1,615,200,000港元(二零一八/二零一九年財政年度: 1,681,900,000港元)。收益減少乃主要由於新冠肺炎疫情的爆發於本財政年度最後一季對我們生產廠房造成影響所致。

就地區而言,截至二零二零年三月三十一日止年度,來自三大國家分別為美利堅合眾國、日本及中華人民共和國之收益佔本集團總銷售額之68.3%(二零一八/二零一九年財政年度: 72.9%)。

截至二零二零年三月三十一日止財政年度之毛利為206,300,000港元,較上一個財政年度錄得之227,000,000港元減少20,700,000港元或9.1%。年內毛利率由13.5%減少至12.8%,主要由於收入減少及進一步擴大本集團越南廠房之生產設施令生產成本上升導致毛利率下跌所致。儘管於東莞廠房產生之直接勞工成本及製造費用因人民幣對美元貶值而受惠。

截至二零二零年三月三十一日止年度的經營溢利為34,500,000港元,較上一個財政年度減少31,000,000港元或47.3%。減少乃主要由於毛利及毛利率下降及經營開支增加所致。經營開支總額為174,200,000港元(二零一八/一九年財政年度: 166,600,000港元),較上一個財政年度增加7,600,000港元。與去年同期比較,分銷及銷售費用由58,000,000港元減少至57,400,000港元。此乃主要由於收益輕微減少導致所支付之佣金及顧問費增加所致。與去年同期比較,一般及行政管理費用由108,600,000港元增加至116,700,000港元。此乃主要由於在理大建立信佳可持續城市綠色農業研究實驗室。

截至二零二零年三月三十一日止年度,本集團錄得融資成本淨額3,500,000港元(二零一八/二零一九年財政年度: 1,900,000港元)。融資成本淨額增加乃由於自銀行存款及客戶收取之利息收入減少以及於二零一九年四月一日採納香港財務報告準則第16號租賃時確認租賃負債之利息所致,截至二零二零年及二零一九年三月三十一日止年度的融資成本詳情載於綜合財務報表附註31。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Profit attributable to the owners of the Company was HK\$27.7 million (2019: HK\$55.6 million), representing a decrease of HK\$27.9 million or 50.1% comparing to last fiscal year. Basic earnings per share for the year ended 31 March 2020 were HK 9.77 cents as compared to HK19.64 cents in the previous financial year.

BUSINESS REVIEW

The chief operation decision-maker has been identified as the Executive Directors (collectively referred to as the “CODM”) that make strategic decisions. The CODM reviews the internal reporting of the Group in order to assess performance and allocate resources and makes relevant decisions based on the entity-wide financial information.

There are two reportable segments of the Group:

Electronic products – Develop, manufacture and sales of electronic products

Pet-related products – Manufacture and distribution of pet-related products

Electronic products

Revenue from electronic products segment recorded approximately HK\$1,364.4 million (FY2018/2019: HK\$1,395.6 million), representing 84.5% of the Group’s total revenue. Revenue from this segment was decreased by 2.2% as compared to last year. Among all products, telephones for the hearing-impaired and electronic payment products recorded revenue growth, but other products have been affected by the market environment, in particular some business partners postponing their orders in the last quarter of the review year which was affect by the COVID-19 pandemic.

Major products of this segment are: i) professional audio equipment; ii) asset tracker with IoT technology; iii) telephones for hearing impaired; iv) telecommunication products; v) general household consumer appliances; and vi) electronic payment products.

本公司擁有人應佔溢利為27,700,000港元（二零一九年：55,600,000港元），較上一個財政年度減少27,900,000港元或50.1%。截至二零二零年三月三十一日止年度之每股基本盈利為9.77港仙，而上一個財政年度為19.64港仙。

業務回顧

主要營運決策人被認定為作出策略決策的執行董事（統稱「主要營運決策人」）。主要營運決策人審視本集團內部報告以評估表現和分配資源，並根據實體財務資料作出相關決策。

本集團有兩個可呈報分類：

電子產品 – 開發、製造及銷售電子產品

寵物相關產品 – 製造及分銷寵物相關產品

電子產品

來自電子產品分類的收益錄得約1,364,400,000港元（二零一八／二零一九年財政年度：1,395,600,000港元），佔本集團總收益84.5%。來自該分類的收益較去年減少2.2%。在芸芸產品中，聽障電話及電子支付產品錄得收益增長，惟其他產品均受市場環境所影響，尤其是若干業務夥伴於回顧年度最後季度因受新冠肺炎大流行影響而推遲訂單。

此分類的主要產品為：i)專業音響器材；ii)採用IoT科技的資產追蹤器；iii)聽障電話；iv)通訊產品；v)一般家庭消費電器；及vi)電子支付產品。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Pet related products

Revenue from pet related products segment recorded approximately HK\$250.8 million (FY2018/2019: HK\$286.3 million), representing 15.5% of the Group's total revenue and a decrease of HK\$35.5 million or 12.4% as compared to previous financial year. The decrease was mainly due to the postponing delivery of pet training devices after the outbreak of COVID-19 in the last quarter of the review year.

The other products of this segment are the Group's own "Brabanconne" pet food brand and PETBLE®, Suga's proprietary smart pet products. With the end of the avian influenza outbreak in Belgium, the import of the Group's own brand Brabanconne pet food, which is made in Belgium, into China has resumed at the end of 2019. However, the subsequent outbreak of COVID-19 and its rapid spread worldwide has slowed the recovery.

Nonetheless, after the occurrence of avian influenza in Belgium, the management was determined to stabilise the source of our product raw materials and diversify the risks of supply. Hence, the Group concluded the cooperation with a quality pet food manufacturer in China during the year. This has proven to be a good decision after the outbreak of COVID-19. Owing to high nutritional content and quality raw materials, as well as strict safety and quality inspection procedures, our new brand, which mainly targets the mid-range market, has enjoyed a positive response at the Pet Fair Asia held in August 2019. Our new brand will be launched across China during the middle of this year to capture enormous business opportunities in the pet food and product market of China.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2020, the current assets and current liabilities of the Group were approximately HK\$630.8 million (31 March 2019: HK\$676.4 million) and approximately HK\$287.6 million (31 March 2019: HK\$317.7 million) respectively. The liquidity ratio, which is calculated as current assets over current liabilities, was 2.19 times as at 31 March 2020, as compared to that of 2.13 times as at 31 March 2019.

寵物相關產品

來自寵物相關產品分類的收益錄得約250,800,000港元(二零一八/二零一九年財政年度:286,300,000港元),佔本集團總收益15.5%,較上一個財政年度減少35,500,000港元或12.4%。減少乃主要由於回顧年度最後季度爆發新冠肺炎疫情後推遲交付寵物培訓器材所致。

此分類其他產品為本集團自家寵物糧食品牌「Brabanconne爸媽寵」及信佳專有智能寵物產品PETBLE®。隨著比利時爆發之禽流感疫情結束,於比利時製造的本集團自家寵物糧食品牌「Brabanconne爸媽寵」已於二零一九年年底恢復進口中國。然而,隨後爆發的新冠肺炎疫情及其在全球的迅速傳播已令復甦步伐放緩。

然而,於比利時發生禽流感後,管理層已決定穩定我們產品原材料的來源並分散供應風險。因此,本集團於年內決定與中國一間優質寵物食品製造商合作。在新冠肺炎疫情爆發後,此舉證實為明智決定。由於營養成分高及原材料質素優良,加上嚴格的安全及質量檢查程序,我們的新品牌(主要目標為中檔市場)於二零一九年八月舉行的亞洲寵物博覽會上受到好評。我們的新品牌將於本年度年中於中國推出,以把握中國寵物食品及產品市場的龐大商機。

流動資金及財務資源

於二零二零年三月三十一日,本集團流動資產及流動負債分別約為630,800,000港元(二零一九年三月三十一日:676,400,000港元)及約為287,600,000港元(二零一九年三月三十一日:317,700,000港元)。於二零二零年三月三十一日的流動資金比率(按流動資產除以流動負債計算)為2.19倍,而於二零一九年三月三十一日為2.13倍。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group generally finances its operations by internally generated resources and banking facilities provided by its principal bankers in Hong Kong. Banking facilities used by the Group include revolving loans, overdrafts and term loans, which are primarily on floating interest rates basis. As at 31 March 2020, the Group maintained cash and bank balances at approximately HK\$128.5 million (31 March 2019: 127.8 million), similar to that of previous financial year. The Group's bank borrowings were HK\$67.8 million as at 31 March 2020 (31 March 2019: HK\$69.5 million). Gearing ratio, expressed as a percentage of total bank borrowings over total equity, was 9.6% (31 March 2019: 9.6%). The Group was able to maintain a net cash balance, which is calculated by total cash and bank balances less total bank borrowings, of HK\$60.7 million as at 31 March 2020 (31 March 2019: HK\$58.3 million).

The Group's total assets and total liabilities as at 31 March 2020 amounted to approximately HK\$998.0 million (31 March 2019: HK\$1,042.7 million) and HK\$293.1 million (31 March 2019: HK\$318.0 million) respectively. The debt ratio, which is calculated based on total liabilities over total assets, was approximately 0.29 times as at 31 March 2020, as compared to that of approximately 0.31 times as at 31 March 2019.

The net asset value of the Group decreased from HK\$724.7 million as at 31 March 2019 to HK\$704.8 million as at 31 March 2020, the decrease is mainly due to comprehensive loss from exchange difference arising on translation of foreign subsidiaries and dividends paid.

As at 31 March 2020, the Group had aggregate banking facilities of approximately HK\$785.8 million (31 March 2019: HK\$694.8 million) from its principal bankers for overdrafts, loans and trade financing, with unused facilities of HK\$693.8 million (31 March 2019: HK\$575.6 million).

CAPITAL EXPENDITURES

The Group's total capital expenditures for the year under review were HK\$24.4 million. The capital expenditures were mainly for the additions of machineries and equipment for PRC and Vietnam production plants.

本集團一般以內部產生資源及其香港主要往來銀行提供之銀行信貸為業務經營提供資金。本集團所動用銀行信貸包括循環貸款、透支及定期貸款，主要按浮動利率計息。於二零二零年三月三十一日，本集團維持現金及銀行結餘於約128,500,000港元（二零一九年三月三十一日：127,800,000港元），與上一個財政年度相若。於二零二零年三月三十一日，本集團銀行借貸為67,800,000港元（二零一九年三月三十一日：69,500,000港元）。資產負債比率（按銀行借貸總額除以總權益之百分比表示）為9.6%（二零一九年三月三十一日：9.6%）。於二零二零年三月三十一日，本集團能夠維持現金結餘淨額（按現金及銀行結餘總額減銀行借貸總額計算）60,700,000港元（二零一九年三月三十一日：58,300,000港元）。

於二零二零年三月三十一日，本集團的資產總值及負債總額分別為約998,000,000港元（二零一九年三月三十一日：1,042,700,000港元）及293,100,000港元（二零一九年三月三十一日：318,000,000港元）。於二零二零年三月三十一日，負債比率（按負債總額除以資產總值計算）為約0.29倍，而於二零一九年三月三十一日則為約0.31倍。

本集團資產淨值由二零一九年三月三十一日的724,700,000港元減少至二零二零年三月三十一日的704,800,000港元，減少主要是由於換算海外附屬公司所產生匯兌差額的全面虧損及已付股息。

於二零二零年三月三十一日，本集團就透支、貸款及貿易融資向其主要往來銀行取得銀行信貸總額約785,800,000港元（二零一九年三月三十一日：694,800,000港元），而未動用的信貸額則為693,800,000港元（二零一九年三月三十一日：575,600,000港元）。

資本開支

於回顧年度內，本集團之資本開支總額為24,400,000港元。資本開支主要為中國及越南生產廠房添置機器及設備。

FOREIGN EXCHANGE EXPOSURE

The Group is not subject to material foreign currency exposure since its operations are mainly denominated in Renminbi, Hong Kong dollars, United States dollars and Vietnamese Dong. As Hong Kong dollars is pegged against United States dollars, the Group mainly exposed to foreign currency risk with respect to Renminbi and Vietnamese Dong. The Group monitors foreign currency exchange exposure and will use forward foreign exchange contracts as appropriate to hedge the foreign exchange risk in the ordinary course of business.

As at 31 March 2020, the Group has not used any financial instruments to hedge against foreign currency risk. It is the Group's policy not to enter into derivative transactions for speculative purposes.

PLEDGE OF ASSETS

The Group has no pledge of assets as at 31 March 2020. The Group pledged its office premise located at 22nd floor, tower B, Billion Centre, Kowloon Bay together with 4 car parking spaces to secure a bank mortgage loan of HK\$3.8 million as at 31 March 2019. Other than the said mortgage loan, the Group did not pledge any of its assets as securities for the banking facilities granted to the Group.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2020, the Group had a capital commitment of HK\$5.7 million for property, plant and equipment (31 March 2019: HK\$4.1 million).

Corporate guarantees given to banks to secure the borrowings granted to subsidiaries as at 31 March 2020 amounted to HK\$67.8 million (31 March 2019: HK\$69.5 million) and the Group did not have any significant contingent liability.

HUMAN RESOURCES

As at 31 March 2020, the Group has approximately 2,136 employees, of which 86 were based in Hong Kong and Macao while the rest were mainly in Mainland China and Vietnam. Remuneration policy was reviewed regularly, making reference to current legislation, market condition and both the individual and company performance. In addition to salaries and other usual benefits like annual leave, medical insurance and various mandatory pension schemes, the Group also provides educational sponsorship subsidies, discretionary performance bonus and share options. A new share option scheme was adopted on 6 August 2012 which is valid and effective for a period of 10 years from the adoption date, detailed of which are specified in the section "Share Option Scheme" on page 222 of this annual report.

外匯風險

由於本集團之業務主要以人民幣、港元、美元及越南盾計值，故本集團並無面對重大外幣風險。由於港元與美元掛鈎，本集團主要就人民幣及越南盾面臨外幣風險。本集團監察外幣風險，並將適時使用遠期外匯合約以對沖日常業務中的外匯風險。

於二零二零年三月三十一日，本集團並無使用任何金融工具以對沖外幣風險。本集團之政策為不作投機性的衍生工具交易。

資產抵押

於二零二零年三月三十一日，本集團並無資產抵押。於二零一九年三月三十一日，本集團已抵押其位於九龍灣億京中心B座22樓之辦公室單位，連同四個車位，以取得銀行按揭貸款3,800,000港元。除上述按揭貸款外，本集團並無抵押其任何資產，作為本集團獲授銀行信貸之抵押。

資本承擔及或然負債

於二零二零年三月三十一日，本集團就物業、廠房及設備有資本承擔5,700,000港元（二零一九年三月三十一日：4,100,000港元）。

於二零二零年三月三十一日，向銀行作出以取得授予附屬公司的借款的公司擔保為67,800,000港元（二零一九年三月三十一日：69,500,000港元），而本集團並無任何重大或然負債。

人力資源

於二零二零年三月三十一日，本集團有約2,136名僱員，其中86名長駐香港及澳門，其餘主要長駐中國內地及越南。薪酬政策參考現行法例、市況及個人與公司表現定期作出檢討。除薪金及其他一般福利（如年假、醫療保險及各類強制性退休金計劃）外，本集團亦提供教育資助津貼、酌情表現花紅及購股權。本集團於二零一二年八月六日採納一項新購股權計劃，自採納日期起計十年期間有效。有關詳情載於本年報第222頁「購股權計劃」一節。



GOOD QUALITY
追求卓越品質

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

EXECUTIVE DIRECTOR

Dr. NG Chi Ho, aged 70 is the founder, chairman and managing director and chairman of the corporate governance committee of the Group. He is responsible for the formulation of corporate strategy, strategic planning and development, and overall management of the Group. Dr. NG has over 43 years of management experience in the electronics industry and had been teaching electronic engineering at the Hong Kong Polytechnic University for 4 years. Dr. NG holds a bachelor degree in science from the Chinese University of Hong Kong, a master of philosophy degree in computer engineering from the University of Hong Kong, and an honorary doctor of engineering degree from Lincoln University, USA. Dr. NG is a chartered engineer, a fellow of the Institution of Engineering and Technology, UK, a fellow of the Hong Kong Institute of Directors and an university fellow of the Hong Kong Polytechnic University.

In addition, Dr. NG is a partner of Hong Kong-Shenzhen United Investment Foundation, an advisor of the Technology Development Committee of Federation of Hong Kong Industries, an expert of the Electronics Expert Panel of Hong Kong Science and Technology Park, he is chairman of Hong Kong Electronic Industries Association and honorary chairman of Hong Kong Electronics Industries Council. Dr. NG is a member of the Advisory Committee on Electronic Engineering of the Chinese University of Hong Kong. He is also the Assessment Panel Member under the Innovation and Technology Fund, Innovation and Technology Commission, HKSAR Government.

On community services, Dr. NG is chairman of Sir Cecil Clementi Scholarship Foundation under Education Bureau, HKSAR Government, and a director of Hok Hoi Library.

Dr. NG is the recipient of the Outstanding Entrepreneurship Award by Enterprise Asia in 2013, and the Hong Kong Electronic Industry Outstanding Achievement Award by Hong Kong Electronics Industries Council in 2018.

Dr. NG is the father of Dr. NG Man Cheuk, Alfred, the executive director of the Group and Mr. NG Man Chun, Anthony, the CEO of Wepet group.

執行董事

吳自豪博士，七十歲，本集團創辦人、主席兼董事總經理及企業管治委員會主席。彼負責制定公司策略、本集團之策略規劃及發展以及整體管理。吳博士擁有超過四十三年電子業管理經驗，曾於香港理工大學任電子工程任教四年。吳博士持有香港中文大學之理學士學位、香港大學之電機及電子工程哲學碩士學位以及美國林肯大學之工程學榮譽博士學位。吳博士亦為英國特許工程師及英國電機工程技術學會以及香港董事學會之資深會員以及香港理工大學大學院士榮銜。

另外，吳博士為深港聯合投資基金會的合夥人、香港工業總會技術發展委員會之顧問、香港科學園電子專家小組之專家，彼為香港電子業商會會長及香港電子業總會榮譽會長。吳博士為香港中文大學電子工程學系諮詢委員會委員。彼亦為香港特別行政區政府創新科技署創新及科技基金的評審委員會成員。

就社區服務而言，吳博士為香港特別行政區政府教育局金文泰爵士獎學金基金會主席及學海書樓董事。

吳博士於二零一三年獲亞洲企業商會頒發卓越企業家獎，並於二零一八年獲香港電子業總會頒發香港電子業傑出成就獎。

吳博士為本集團執行董事吳民卓博士及佳龍集團行政總裁吳民進先生之父親。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Mr. MA Fung On, aged 62, is the deputy chairman and a member of the corporate governance committee of the Group. Mr. MA is responsible for the formulation of the Group's overall strategic planning and policies, as well as overseeing the personnel, administration and logistics of the Group. Mr. MA has worked with the Group for more than 27 years and has over 38 years of experience in the electronics industry. He graduated from the Hong Kong Polytechnic University with a higher diploma in electronic engineering and was conferred as a Fellowship of Social Enterprise Research Academy. Mr. Ma is vice chairman of The Hong Kong Enterprise Association of Dongguan Qingxi and vice chairman of Dongguan Photoelectric Communication Industry Association.

Dr. NG Man Cheuk, Alfred, aged 39, is the executive director of the Group, chief technology officer of the Group and chief executive officer of electronics manufacturing services (EMS). He is responsible for exploring new business opportunities, overseeing Research and Development (R&D) of the Group, as well as making major corporate decisions and managing the overall operations and resources of EMS. Dr. NG joined the Group in 2014 and Dr. Ng holds Bachelor of Engineering (1st Hon.) degree in Computing from Imperial College London, Master of Science (S.M.) and Doctor of Philosophy (Ph. D.) degrees in Electrical Engineering and Computer Science from Massachusetts Institute of Technology (MIT). He is an Adjunct Professor at City University of Hong Kong. Prior to joining the Group, Dr. NG has worked at Qualcomm's New Jersey Research Center. Dr. NG is a member of 87th Hong Kong Trade Development Council Electronics/Electrical Appliances Industries Advisory Committee. He is also a member of City University of Hong Kong's Electronic Engineering Departmental Advisory Committee, Expert Review Panel (ERP) member and Steering Committee member of Logistics and Supply Chain MultiTech R&D Centre (LSCM).

He is the son of Dr. NG Chi Ho, the chairman and managing director of the Group and the brother of Mr. NG Man Chun, Anthony, the CEO of WePet group.

馬逢安先生，六十二歲，本集團副主席及企業管治委員會成員。馬先生負責制定本集團之整體策略規劃及政策以及監督本集團之人事、行政及物流工作。馬先生已於本集團服務超過二十七年，並於電子業擁有超過三十八年之經驗。彼畢業於香港理工大學，取得電子工程高級文憑及社會企業研究院院士。馬先生是東莞市清溪港商企業協會副會長及東莞市光電通訊行業協會副會長。

吳民卓博士，三十九歲，本集團執行董事、本集團技術總監及電子製造服務(EMS)行政總裁。彼負責拓展本集團新業務商機、監督本集團之研發(R&D)工作，以及作出電子製造服務的主要企業決策及管理其整體營運及資源。吳博士於二零一四年加入本集團。吳博士擁有英國倫敦帝國學院計算機工程學士(一級榮譽)、美國麻省理工學院電子工程及計算機科學碩士和哲學博士學位。彼為香港城市大學客座教授。在加入本集團前，吳博士曾在高通公司新澤西研發中心工作。吳博士為第87屆香港貿易發展局電子／電器工業諮詢委員會的成員。彼亦為香港城市大學電子工程學系諮詢委員會委員、物流及供應鏈多元技術研發中心之專家評審小組成員及督導委員會成員。

彼為本集團主席兼董事總經理吳自豪博士之兒子及佳龍集團行政總裁吳民進先生之兄長。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

NON-EXECUTIVE DIRECTOR

Ir. LEE Kam Hung, Arthur, aged 62, is a non-executive director of the Group. He holds a Master degree of Science in Engineering Business Management (Co-organized by The Hong Kong Polytechnic University and The University of Warwick UK).

Mr. LEE is the founder, CEO of Kolinker Group of companies since its inception in 1983. Besides, he is a committee member of Election of Deputies to the Thirteenth National People's Congress from the Hong Kong Special Administrative Region of the People's Republic of China, member of The Hong Kong Polytechnic University Council, director of board of ITC Nano and Advanced Materials Institute Limited (NAMI), member of Enterprise Support Scheme, Innovation & Technology Fund (ESS) Assessment Panel and member of ITC Designated Local Research Institution (DLRI) Expert Panel.

In addition, Mr. LEE is the general committee member of The Chinese Manufacturers' Association of Hong Kong (CMA), fellow member of The Hong Kong Institution of Engineers, vice president (2003 Awardee) of Hong Kong Young Industrialists Council Foundation Limited.

He is also a chairman of Department of Applied Physics of The Hong Kong Polytechnic University, advisory member of Departmental Advisory Committee of Electronic and Information Engineering Department of The Hong Kong Polytechnic University (EIE), member of The Governing Committee of the PolyU Foundation and life member of Outstanding PolyU Alumni Association(OPAA).

Furthermore, he is an honorary president of the Fire Safety Ambassador Honorary Presidents' Association and honorary advisor of the Kowloon City District Senior Police Call Honorary Presidents Council (SPC).

非執行董事

李錦雄工程師，六十二歲，本集團非執行董事。彼持有香港理工大學與英國華威大學合辦的「綜合深造工程商業管理碩士學位」。

李先生為科研集團公司之創辦人，自該集團於一九八三年成立以來一直擔任行政總裁。此外，彼為中華人民共和國香港特別行政區第十三屆全國人民代表大會代表選舉會議成員、香港理工大學校董會成員、納米及先進材料研發院有限公司(NAMI)董事、創新科技基金企業支援計劃(ESS)評審委員會委員及創新科技署指定本地研究機構(DLRI)專家小組委員。

此外，李先生為香港中華廠商會聯合會(CMA)會董、香港工程師學會資深會員及香港青年工業家協會基金會有限公司副會長(二零零三年度獲獎會員)。

彼亦為香港理工大學應用物理學系主席、香港理工大學電子及資訊工程學系(EIE)顧問委員會顧問委員、理大基金管治委員會成員及傑出理大校友協會(OPAA)終身會員。

另外，彼為消防安全大使名譽會長會名譽會長及九龍城耆樂警訊會長會(SPC)名譽顧問。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Prof. LUK Wing Ching, Wayne, aged 58, is a non-executive director of the Group. He is Professor of Computer Engineering at Imperial College London. He was a Visiting Professor at Stanford University and the founding editor-in-chief of the Association for Computing Machinery Transactions on Reconfigurable Technology and Systems (ACM TRETs). Prof. LUK's research covers custom computing, field programmable technology and design automation. He has received awards from various conferences such as those covering application-specific systems and field-programmable technology, and a Research Excellence Award from Imperial College London. Prof. LUK is a Fellow of the Royal Academy of Engineering, a Fellow of the Institute of Electrical and Electronics Engineers (IEEE) and a Fellow of the British Computer Society (BCS). He holds Master of Arts, Master of Science and Doctor of Philosophy degrees from the University of Oxford.

陸永青教授，五十八歲，本集團非執行董事。彼為倫敦帝國學院計算機工程教授。陸教授曾任斯坦福大學客座教授，及美國計算機協會可重構技術與系統期刊的創刊主編。陸教授的研究包括定制計算、現場可編程技術及設計自動化方法。其研究成果曾獲特定應用系統及現場可編程技術等國際會議的獎項，以及倫敦帝國學院的卓越研究獎。陸教授是英國皇家工程院院士、美國電機電子工程師學會院士及英國計算機學會院士，並擁有牛津大學的文學碩士、理學碩士及哲學博士學位。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LEUNG Yu Ming, Steven, aged 61, is an independent non-executive Director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Mr. LEUNG holds a master degree in accounting from Charles Sturt University in Australia and a bachelor degree in social science from the Chinese University of Hong Kong. Mr. LEUNG is an associate member of The Institute of Chartered Accountants in England and Wales, a practising certified accountant of CPA Australia and a fellow member of The Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong respectively. Mr. LEUNG is also a practising certified public accountant in Hong Kong. Mr. LEUNG previously worked in Nomura International (Hong Kong) Limited as an assistant vice president in the International Finance and Corporate Finance Department. He commenced public practice in auditing and taxation since 1990. He is now the senior partner of a certified public accountants firm. Mr. LEUNG has over 35 years of experience in assurance, accounting, taxation, financial management and corporate finance. Mr. LEUNG is also an independent non-executive director of C C Land Holdings Limited, The Cross Harbour (Holdings) Limited and Y.T. Realty Group Limited, all of which are companies listed on the Hong Kong Stock Exchange.

Mr. CHAN Kit Wang, Edmond, aged 67, is an independent non-executive director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Mr. CHAN graduated from the Hong Kong Polytechnic University in 1977 with a higher diploma in accountancy. Mr. CHAN is a fellow member of The Association of Chartered Certified Accountants, associate member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales. He is now a senior partner of a certified public accountants firm. Mr. CHAN has over 43 years of working experience in accounting, auditing and taxation.

獨立非執行董事

梁宇銘先生，六十一歲，本集團獨立非執行董事兼本集團審核委員會、薪酬委員會及提名委員會成員。梁先生持有澳洲查爾斯特大學會計學碩士學位及香港中文大學社會科學學士學位。梁先生為英格蘭及威爾斯特許會計師公會會員及澳洲執業會計師公會執業會計師，並分別為英國特許公認會計師公會、香港會計師公會及香港稅務學會資深會員。梁先生亦為香港執業會計師。梁先生曾就職於野村國際（香港）有限公司，擔任國際金融及企業融資部之助理副總裁。彼於一九九零年起從事審核及稅務行業，現為一間執業會計師行之高級合夥人。梁先生在審計、會計、稅務、財務管理及企業融資方面積逾三十五年經驗。梁先生亦為香港聯交所上市公司中渝置地控股有限公司、港通控股有限公司及渝太地產集團有限公司之獨立非執行董事。

陳杰宏先生，六十七歲，本集團獨立非執行董事兼本集團審核委員會、薪酬委員會及提名委員會成員。陳先生於一九七七年畢業於香港理工大學，取得會計高級文憑。陳先生為英國特許公認會計師公會資深會員、香港會計師公會及英格蘭及威爾斯特許會計師公會會員。彼現任一間執業會計師事務所高級合夥人。陳先生於會計、審核及稅務方面擁有逾四十三年之豐富工作經驗。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Dr. CHEUNG Nim Kwan, aged 72, is an independent non-executive director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Dr. Cheung is managing director of a start-up company in Hong Kong Science Park. He was Chief Executive Officer of the Hong Kong Applied Science and Technology Research Institute (ASTRI), a 500-member R&D organization in the information and communications area established by the Hong Kong SAR Government. He has founded and served as the inaugural director of the National Engineering Research Centre for Application Specific Integrated Circuit Systems, the first National Engineering Centre established in Hong Kong. Prior to joining ASTRI, Dr. CHEUNG has held different research and senior management positions at AT&T Bell Labs, Bellcore, and Telcordia Technologies. He is a Telcordia Fellow and a Fellow of IEEE. Dr. CHEUNG served as the 18th President of the IEEE Communications Society, a global professional organization with 45,000 members in 180 chapters around the world. He was Editor-in-Chief of the IEEE Communications Magazine, and was appointed Chairman of the IEEE Fellow Committee in 2012-13, where he presided over the selection of all new IEEE Fellows worldwide. Dr. CHEUNG is an Honorary Professor of the Chinese University of Hong Kong and has served as Consulting Professor at Stanford University and in Research Grants Council in Hong Kong. Dr. CHEUNG received his B.Sc. degree from the University of Hong Kong, and M.S. and Ph.D. degrees from the California Institute of Technology.

張念坤博士，七十二歲，為本集團獨立非執行董事以及本集團審核委員會、薪酬委員會及提名委員會之成員。張博士現任香港科學園一間初創公司之董事總經理。彼曾為香港應用科技研究院（應科院）之行政總裁，應科院由香港特別行政區政府成立，為資訊及通訊領域之研發機構，擁有500名成員。彼創辦並出任於香港成立之首個國家工程中心國家專用集成電路系統工程技術研究中心之首任主任。於加入應科院之前，張博士曾於AT&T Bell Labs、Bellcore及Telcordia Technologies擔任不同研究及高級管理職務。彼為Telcordia資深會員及電子和電氣工程師協會(IEEE)資深會員。張博士曾出任於全球擁有180個分會45,000名會員之全球性專業組織IEEE Communications Society第18任會長。彼曾為IEEE Communications Magazine之主編，並獲委任為IEEE Fellow Committee於二零一二至一三年之主席，而彼於任期內主管全球所有新IEEE資深會員之遴選工作。張博士為香港中文大學之名譽教授，並曾經擔任斯坦福大學之顧問教授及香港研究資助局成員。張博士取得香港大學理學士學位及取得加州理工學院碩士及博士學位。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

SENIOR MANAGEMENT

Mr. CHOW Sze Shek, Riley, aged 48, is the chief financial officer of the Group. Mr. CHOW is responsible for overseeing the corporate and financial matters of the Group. Mr. CHOW is a qualified accountant and a fellow member of CPA Australia. Mr. CHOW joined the Group in September 2001 and has over 26 years of experience in corporate finance, accounting and auditing. He graduated from the University of Queensland, Australia with a Bachelor of Commerce degree in accounting.

Mr. TENG Boon Han, Eric, aged 42, is the chief operation officer of EMS, he is responsible for the overall operations in SUGA Hi-Tech Industrial Park. Mr. TENG holds a bachelor degree of Business Administration in Finance and Economics from University of New Brunswick, Canada. He joined the Group in 2007. Prior to joining the Group, Mr. TENG worked for global IT and telecommunication companies. He has had international working exposure in the USA, Malaysia, Indonesia and Thailand within those companies.

Mr. FUNG Chi Leung, Mark, aged 56, is the chief marketing officer of EMS. He holds a Bachelor of Science degree from the University of Toronto in Canada. Mr. FUNG joined the Group in 2010 and has over 34 years of working experience in electronics sales and marketing.

Mr. NG Man Chun, Anthony, aged 37, is the chief executive officer of WePet group. Since joining the Group in 2010, Mr. NG has been responsible for developing the pet business and managing the wholesale and the retail pet business in Hong Kong and mainland China. Mr. NG has also been involving in the development of the smart pet products for the Group. Mr. NG holds Bachelor of Science degree in Robotics from The Staffordshire University, Postgraduate Diploma in Computer Science from The University of Birmingham and Master of Business Administration from The University of Wales, Newport. Mr. NG has accumulated experience on pet business in last 10 years.

Mr. NG is the son of Dr. NG Chi Ho, the chairman and managing director of the Group and the brother of Dr. NG Man Cheuk, Alfred, the executive director of the Group.

高級管理人員

周思碩先生，四十八歲，本集團首席財務總監。周先生負責監督本集團的企業及財務事宜。周先生為合資格會計師及澳洲特許會計師公會資深會員。周先生於二零零一年九月加入本集團，在企業融資、會計及審計方面擁有逾二十六年經驗。彼畢業於澳洲昆士蘭大學，獲商業會計學學士學位。

湯文罕先生，四十二歲，電子製造服務首席營運總監，負責監督信佳高科技產業園之整體運作。湯先生持有加拿大新紐伯倫瑞克大學(University of New Brunswick)工商管理學士學位。彼於二零零七年加入本集團。於加入本集團前，湯先生於多間國際資訊科技及電訊公司任職。彼於該等公司累積了於美國、馬來西亞、印尼及泰國之跨國工作經驗。

馮志良先生，五十六歲，電子製造服務首席市場總監。彼持有加拿大多倫多大學理學士學位。馮先生於二零一零年加入本集團，並於電子銷售及市場推廣方面累積逾三十四年工作經驗。

吳民進先生，三十七歲，佳寵集團行政總裁。吳先生自二零一零年加入本集團以來，負責發展寵物業務以及於香港及中國內地管理批發及零售寵物業務。吳先生同時亦參與研發本集團之智能寵物用品。吳先生持有英國史丹福郡大學機器人理學士、英國伯明翰大學計算機科學深造文憑及威爾斯紐波特大學工商管理碩士。吳先生從事寵物業務累積了十年經驗。

吳先生為本集團主席兼董事總經理吳自豪博士之兒子及本集團執行董事吳民卓博士之弟。



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CORPORATE GOVERNANCE REPORT

企業管治報告

The Board of Directors (the “Board”) and management of Suga International Holdings Limited (the “Company”) are committed to attain and uphold a high standard of corporate governance that properly protect and promote the interests of its shareholders and other stakeholders including customers, suppliers, employees and the general public.

Throughout the financial year ended 31 March 2020, the Company has complied with the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except for CG Code A.2.1.

CG Code A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Up to the date of this report, the Group does not have a separate Chairman and Chief Executive Officer and Dr. Ng Chi Ho currently holds both positions. The Board believes that vesting the roles of Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership in the development and execution of long-term business strategies. Going forward, the Group will periodically review the effectiveness of this arrangement and considers appointing an individual as Chief Executive Officer when it thinks appropriate.

Save as the above-mentioned deviation, none of the directors of the Company is aware of information that would reasonably indicate the Company is not or was not in compliance with the CG Code for the year under review.

BOARD OF DIRECTORS

The Group’s overall management is vested in its board of directors, which now comprises eight members, coming from diverse businesses and professional backgrounds. The Board consisted of three executive directors, Dr. Ng Chi Ho (Chairman and Managing Director), Mr. Ma Fung On (Deputy Chairman) and Dr. Ng Man Cheuk, two non-executive directors, Mr. Lee Kam Hung and Prof. Luk Wing Ching and three independent non-executive directors (‘INED’), Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan (collectively the ‘Directors’).

信佳國際集團有限公司(「本公司」)董事會(「董事會」)及管理層致力達致及維持高水準之企業管治，妥善保障及促進其股東及其他持份者(包括客戶、供應商、僱員及公眾人士)的權益。

於截至二零二零年三月三十一日止整個財政年度內，本公司一直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14所載企業管治守則(「企業管治守則」)，惟企業管治守則第A.2.1條除外。

企業管治守則第A.2.1條訂明須區分主席與行政總裁之角色，並不應由同一人擔任。截至本報告日期，本集團並無區分主席及行政總裁職務，現時由吳自豪博士身兼兩職。董事會相信，由同一人兼任主席及行政總裁，可貫徹本集團之強勢及一貫領導，發展及執行長遠業務策略。本集團將於日後定期檢討此安排是否有效，並於認為適當時委任個別人士為行政總裁。

除上述偏離外，本公司董事概不知悉有任何資料合理顯示本公司目前或曾經於回顧年度內不遵守企業管治守則。

董事會

本集團之整體管理由董事會負責，董事會現由八名來自不同行業及專業背景的人士組成。董事會成員包括三名執行董事吳自豪博士(主席及董事總經理)、馬逢安先生(副主席)及吳民卓博士、兩名非執行董事李錦雄先生及陸永青教授及三名獨立非執行董事(「獨立非執行董事」)梁宇銘先生、陳杰宏先生及張念坤博士(統稱「董事」)。

CORPORATE GOVERNANCE REPORT

企業管治報告

The principal functions of the Board are to supervise the Group's business and affairs; to review the Group's financial performance; to review the Group's systems of risk management and internal control; to approve the strategic plans, investment and funding decision. For the financial reporting accountability, the Board has the ultimate responsibility for preparing the financial statements. The day-to-day management is conducted by senior management and employees of the Group, under the direction and supervision of the Directors. When the Directors are aware of any events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern, such events or conditions will be clearly set out and discussed in this Corporate Governance Report.

The Company has complied with Rules 3.10 (1) and (2) of the Listing Rules relating to the appointment of at least three INEDs among whom one has to have appropriate professional qualifications, or accounting or related finance management expertise. The role of INED is to bring an independent and objective view to the Board's deliberations and decisions. The Company has received from each INED an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

All non-executive directors (including INEDs) have been appointed for a term of one year and are subject to retirement by rotation and re-election in accordance with the bye-laws of the Company and Listing Rules at each annual general meeting. Save as disclosed in the biographical details of each director, there is no other relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

董事會之主要職能為監督本集團業務及事務；檢討本集團之財務表現；檢討本集團之風險管理及內部監控制度；批准策略計劃、投資及資金決策。於財務申報問責方面，董事會須承擔編製財務報表之最終責任。本集團高級管理層及僱員於董事指引及監督下處理日常管理事務。倘董事知悉有任何可能對本集團繼續以持續方式經營之能力構成重大疑問之事件或情況，該等事件或情況將清楚載於本企業管治報告並於當中討論。

本公司已遵守上市規則第3.10 (1)及(2)條之規定，委任最少三名獨立非執行董事，其中一名具備合適專業資格或擁有會計或相關財務管理專業知識。獨立非執行董事之角色為就董事會之商議及決策提供獨立客觀意見。根據上市規則第3.13條，本公司已收到各獨立非執行董事就其獨立身份發出之年度確認。本公司認為全體獨立非執行董事均為獨立人士。

全部非執行董事（包括獨立非執行董事）均獲委任一年之任期，並須根據本公司之公司細則及上市規則於各股東週年大會上輪值告退及重選。除各董事之履歷詳情所披露者外，董事會成員間概無其他關係（包括財務、業務、家族或其他重大／相關關係）。

ROLE OF THE BOARD

The Board meets at least four times annually to review business development and overall strategic policies. The Board is supplied with relevant information by the senior management pertaining to matters to be brought before the Board for decision as well as reports relating to operational and financial performance of the Group before each regular board meeting. At least 14 days' notice of a regular board meeting is given to all directors to give them the opportunity to attend. Board papers are dispatched to the directors at least three days before the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting.

The Board is responsible for the risk management and internal control systems of the Company and its subsidiaries, setting appropriate policies and reviewing the effectiveness of such controls. Risk management and internal control are defined as a process effected by the Board, management and other personnel, designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, not absolute assurance of the following:

- effectiveness and efficiency operations
- reliability of financial reporting
- compliance with applicable laws and regulations
- effectiveness of risk management functions

The Board conducted a review of the risk management and internal control systems of the Company and its subsidiaries for the year ended 31 March 2020 including the consideration of the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function and their training programmes and budget. The Board assessed the effectiveness of risk management and internal control systems by considering reviews performed by the Audit Committee, executive management and the independent auditors' management letters, if any, and is satisfied that the risk management and internal control systems of the Group is functioning properly.

董事會角色

董事會每年最少舉行四次會議，檢討業務發展及整體策略政策。於舉行各例行董事會會議前，董事會獲高級管理人員提供有關將提呈董事會決策事宜之資料以及有關本集團業務及財務表現之報告。全體董事均獲發最少14日例行董事會會議通知，以便彼等安排出席會議。董事會文件將至少於舉行會議三日前送交董事，以確保彼等有足夠時間審閱文件及於會議舉行前作充足準備。

董事會負責監察本公司及其附屬公司風險管理及內部監控制度，制定合適政策及檢討監控成效。風險管理及內部監控界定為由董事會、管理層及其他人士落實之程序，旨在管理而非杜絕未能達標之風險，並僅可提供以下範疇之合理而非絕對保證：

- 營運效益及效率
- 財務申報之可靠性
- 遵守適用法律及規例
- 風險管理職能之成效

董事會已審閱截至二零二零年三月三十一日止年度本公司及其附屬公司之風險管理及內部監控制度，包括考慮本公司在會計及財務申報職能方面之員工資源、資歷及經驗以及彼等之培訓課程及預算是否足夠。董事會考慮審核委員會和行政管理人員之檢討以及獨立核數師之管理函件（如有）以評估風險管理及內部監控制度之有效性，並信納本集團之風險管理及內部監控制度行之有效。

CORPORATE GOVERNANCE REPORT

企業管治報告

Four regular meetings of the Board and one Annual General Meeting were held during the year. The attendance of each director at the meeting is set out as follows:–

年內，共舉行四次例行董事會會議及一次股東週年大會。各董事出席會議之次數載列如下：–

Name of directors 董事姓名		Board meeting 董事會會議	AGM 股東週年大會
Executive Directors			
Dr. Ng Chi Ho (<i>Chairman</i>)	執行董事 吳自豪博士 (主席)	4/4	1/1
Mr. Ma Fung On (<i>Deputy Chairman</i>)	馬逢安先生 (副主席)	4/4	1/1
Dr. Ng Man Cheuk	吳民卓博士	4/4	1/1
Non-Executive directors			
Mr. Lee Kam Hung	非執行董事 李錦雄先生	4/4	1/1
Prof. Luk Wing Ching	陸永青教授	4/4	1/1
Independent Non-Executive Directors			
Mr. Leung Yu Ming, Steven	獨立非執行董事 梁宇銘先生	4/4	1/1
Mr. Chan Kit Wang	陳杰宏先生	4/4	1/1
Dr. Cheung Nim Kwan	張念坤博士	4/4	1/1

DIRECTORS' TRAINING

Based on the training records provided to the Company by the directors, the directors have participated in the following training during the year:

董事培訓

根據董事向本公司提供之培訓記錄，年內，董事曾參與以下培訓：

Directors 董事		Attended training courses, seminars, workshops, in-house briefs 出席培訓課程、研討會、 工作坊、內部簡報會
Executive Directors		
Dr. Ng Chi Ho (<i>Chairman</i>)	執行董事 吳自豪博士 (主席)	✓
Mr. Ma Fung On (<i>Deputy Chairman</i>)	馬逢安先生 (副主席)	✓
Dr. Ng Man Cheuk	吳民卓博士	✓
Non-Executive Directors		
Mr. Lee Kam Hung	非執行董事 李錦雄先生	✓
Prof. Luk Wing Ching	陸永青教授	✓
Independent Non-Executive Directors		
Mr. Leung Yu Ming, Steven	獨立非執行董事 梁宇銘先生	✓
Mr. Chan Kit Wang	陳杰宏先生	✓
Dr. Cheung Nim Kwan	張念坤博士	✓

DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE AND INDEMNITY

To indemnify Directors and officers of the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution of and discharge of their duties or in relation thereto, the Company has arranged insurance cover for this purpose.

BOARD COMMITTEES

The board has established four committees and has delegated various responsibilities to the committees including the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") and the corporate governance committee (the "Corporate Governance Committee"). All the Board Committees perform their distinct roles in accordance with their respective terms of reference. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

AUDIT COMMITTEE

The Audit Committee comprises three INEDs who are Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The Chairman of the Audit Committee is Mr. Leung Yu Ming, Steven.

The Audit Committee meetings are held not less than twice a year to review and discuss the risk management and internal control systems of the Group, to review the Group's interim and annual financial statements, and also monitor the appointment and function of the Group's independent auditors. Additional meetings may also be held by the Committee from time to time to discuss special projects or other issues of which the Audit Committee considers necessary. The Committee's authority and duties are set out in written terms of reference and are posted on the websites of the Company and the Hong Kong Stock Exchange.

董事及高級職員之責任保險及彌償

為彌償本公司董事及高級職員因執行及履行其職責或與之有關所產生之所有費用、收費、損失、開支及債務，本公司已就此投購保險作出保障。

董事會委員會

董事會轄下已成立四個委員會，並將各種職責分派至各委員會，包括審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及企業管治委員會（「企業管治委員會」）。所有董事會委員會均按其各自的職權範圍履行其特定職責。董事會委員會有充足資源以履行其職責，且在合理要求下，可在適合情況下尋求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會由三名獨立非執行董事梁宇銘先生、陳杰宏先生及張念坤博士組成。審核委員會之組成及成員符合上市規則第3.21條項下之規定。審核委員會主席為梁宇銘先生。

審核委員會每年舉行不少於兩次會議，以檢討及討論本集團之風險管理及內部監控制度、審閱本集團中期及年度財務報表，以及監督本集團獨立核數師的委任及職能。委員會亦可能不時舉行額外會議，以討論特別項目或審核委員會認為需要討論之其他事宜。委員會之權力及職責載於書面職權範圍內，並登載於本公司及香港聯交所之網站。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, two Audit Committee meetings were held and the individual attendance of each member is set out below:—

年內共舉行兩次審核委員會會議，各成員之個別出席次數載列如下：—

Member of Audit Committee		Meeting attended
審核委員會成員		出席會議次數
Mr. Leung Yu Ming, Steven	梁宇銘先生	2/2
Mr. Chan Kit Wang	陳杰宏先生	2/2
Dr. Cheung Nim Kwan	張念坤博士	2/2

During the year, the Audit Committee reviewed the fiscal year 2018/2019 annual report and fiscal year 2019/2020 interim report, including the accounting principles and practices adopted by the Group, reviewed and discussed the financial results and risk management and internal control systems of the Group, conducted discussions with the independent auditors on financial reporting, compliance, and reported all relevant matters to the Board.

年內，審核委員會已審閱二零一八／二零一九年財政年度年報及二零一九／二零二零年財政年度中期報告，包括檢討本集團所採納之會計原則及常規、審閱及討論本集團之財務業績以及風險管理及內部監控制度、與獨立核數師討論財務申報及合規事宜，並向董事會匯報所有相關事宜。

The Audit Committee has also reviewed the fiscal year 2019/2020 annual report in a meeting held on 22 June 2020.

審核委員會亦已於二零二零年六月二十二日舉行之會議上審閱二零一九／二零二零年財政年度年報。

REMUNERATION COMMITTEE

The Remuneration Committee comprises three INEDs and is currently chaired by Mr. Leung Yu Ming, Steven. No director or senior executive will be involved in any discussion in connection with his own remuneration. The meeting of the Remuneration Committee shall normally be held not less than once a year.

薪酬委員會

薪酬委員會由三名獨立非執行董事組成，主席現為梁宇銘先生。董事或高級行政人員將不會參與討論彼等本身之薪酬。薪酬委員會一般每年舉行不少於一次會議。

The Company has adopted a model where the Remuneration Committee performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration of executive directors and senior management.

本公司已採納由薪酬委員會作為董事會顧問之運作模式，董事會有最終權力審批執行董事及高級管理層之薪酬。

The Committee's principal responsibilities are to make recommendation to the Board on the remuneration packages of individual executive directors and senior management, make recommendations to the Board on the remuneration of non-executive directors and make recommendations to the Board on the remuneration structure. It also reviews and guides the formulation of the Group's performance related pay schemes. Term of reference which described the authorities and duties of the Remuneration Committee are publicly available on the websites of the Company and the Hong Kong Stock Exchange, the contents of which are in compliance with the CG Code.

委員會之主要職責為就個別執行董事及高級管理人員之薪酬待遇向董事會提供建議；就非執行董事之薪酬向董事會提供建議及就有關薪酬架構向董事會提供建議。委員會亦檢討本集團與表現掛鈎之薪酬方案並提供制訂指引。闡述薪酬委員會權責之職權範圍可於本公司及香港聯交所網站公開查閱，有關內容乃遵守企業管治守則之規定。

During the year, two Remuneration Committee meetings were held and the individual attendance of each member is set out below:—

年內共舉行兩次薪酬委員會會議，各成員之個別出席次數載列如下：—

Member of the Remuneration Committee 薪酬委員會成員		Meeting attended 出席會議次數
Mr. Leung Yu Ming, Steven	梁宇銘先生	2/2
Mr. Chan Kit Wang	陳杰宏先生	2/2
Dr. Cheung Nim Kwan	張念坤博士	2/2

During the year, the Remuneration Committee reviewed and made recommendations to the Board on the remuneration packages of individual executive directors, non-executive directors, the INEDs, and senior management; and reviewed the bonus to senior management.

年內，薪酬委員會已審閱及就個別執行董事、非執行董事、獨立非執行董事及高級管理層之薪酬待遇向董事會提出建議；並已審閱高級管理層之花紅。

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層之薪酬

For the year ended 31 March, 2020, the remuneration of the members of the senior management by band is set out below:—

截至二零二零年三月三十一日止年度，高級管理人員按範圍劃分之薪酬載列如下：—

Remuneration bands (HK\$) 薪酬範圍 (港元)		Number of persons 人數
\$0 to \$2,000,000	0港元至2,000,000港元	2
\$2,000,001 to \$3,000,000	2,000,001港元至3,000,000港元	2

Further particulars regarding director' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 35 & 36 to the consolidated financial statements.

根據上市規則附錄16須予以披露有關董事薪酬及五名最高薪僱員之進一步詳情載於綜合財務報表附註35及36。

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NOMINATION COMMITTEE

The Nomination Committee comprises three INEDs who are Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan. The Nomination Committee is currently chaired by Mr. Leung Yu Ming, Steven.

The meeting of the Nomination Committee shall normally be held not less than once a year. The Committee will identify qualified candidates to fill the Board membership whenever such vacancy arises. It will nominate such candidates for the Board to consider, and regularly review the composition of the Board as well as make suggestions as to any change that may be required. The Committee's authority and duties are set out in written terms of reference and are posted on the websites of the Company and the Hong Kong Stock Exchange.

The Nomination Committee held two meetings during the year. Details of individual attendance of its members are set out in the table below:–

Member of the Nomination Committee 提名委員會成員	Meeting attended 出席會議次數
Mr. Leung Yu Ming, Steven 梁宇銘先生	2/2
Mr. Chan Kit Wang 陳杰宏先生	2/2
Dr. Cheung Nim Kwan 張念坤博士	2/2

During the year, the Nomination Committee reviewed the structure, size, diversity, gender and composition of the Board; make recommendations to the Board on appointment of directors after considering their qualifications and experience in relevant industries and re-election of the directors subject to retirement by rotation under the bye-laws at the 2019 annual general meeting and assess the independence of the independent non-executive directors according to the independence requirements set out in Rule 3.13 of the Listing Rules.

Pursuant to code provision A.4.3 of the CG Code, (a) having served the Company for more than nine years could be relevant to the determination of an INED's independence; and (b) if an INED has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

提名委員會

提名委員會由三名獨立非執行董事梁宇銘先生、陳杰宏先生及張念坤博士組成。提名委員會主席現為梁宇銘先生。

提名委員會一般每年舉行不少於一次會議。委員會將於董事會成員出現空缺時物色合資格人選填補，並將提名有關人選供董事會考慮，以及定期檢討董事會組成及就任何可能所需變動作出建議。委員會之權力及職責載於書面職權範圍內，並登載於本公司及香港聯交所之網站。

年內，提名委員會共舉行兩次會議。各成員之個別出席次數載列於下表：–

年內，提名委員會檢討董事會之架構、人數、多元化、性別及組成；就委任董事（經考慮彼等的資格及在相關行業的經驗）及重選董事（根據公司細則須於二零一九年股東週年大會上輪值告退）向董事會提出建議，以及根據上市規則第3.13條所載的獨立性規定，評估獨立非執行董事之獨立性。

根據企業管治守則之守則條文第A.4.3條，(a)在釐定獨立非執行董事之獨立性時，於本公司服務超過九年足以作為一個考慮界線；及(b)倘獨立非執行董事在任已超過九年，則其是否獲續任須經股東以獨立決議案方式批准。

Notwithstanding that Mr. Leung Yu Ming, Steven has served as an INED for more than nine years since 27 September 2004, the Board is of the view that his independence is not affected by his long service with the Company. Mr. Leung Yu Ming, Steven meets the independence guideline set out in Rule 3.13 of the Listing Rules. He is independent of the management and free from any business or other relationship or circumstances which would materially interfere with the exercise of his independent judgment. Hence, the Board considered Mr. Leung Yu Ming, Steven as independent and recommended the re-election of Mr. Leung Yu Ming, Steven as an independent non-executive Director at the AGM.

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee of the Company was established on 21 February, 2012. As at the date of this annual report, the Corporate Governance Committee comprised of two executive directors, namely Dr. Ng Chi Ho (Chairman) and Mr. Ma Fung On.

The role and main function of the Corporate Governance Committee is to assist the Board in developing and reviewing the policies and practices on corporate governance which are applicable to the Group and making recommendations to the Board.

The terms of reference of the Corporate Governance Committee include the duties set out in Code Provision D.3.1. (a) to (e) for the time being in force. The terms of reference of the Corporate Governance Committee are available on the website of the Company.

The Corporate Governance Committee held one meeting during the year. The attendance at this meeting is as follows:–

Member of the Corporate Governance Committee 企業管治委員會成員

Meeting attended 出席會議次數

Dr. Ng Chi Ho	吳自豪博士	1/1
Mr. Ma Fung On	馬逢安先生	1/1

During the year, the Corporate Governance Committee reviewed and discussed the new requirements of the Corporate Governance Code of the Listing Rules and reviewed and monitored the training and continuous professional development of directors and senior management.

儘管梁宇銘先生自二零零四年九月二十七日起已任職獨立非執行董事，在任九年有餘，董事會認為彼於本公司的長期服務並不影響彼之獨立性。梁宇銘先生符合上市規則第3.13條載列的獨立指引。彼獨立於管理層，並不受任何會對彼行使獨立判斷構成重大干擾的業務或其他關係或情形所影響。因此，董事會認為梁宇銘先生實屬獨立，並推薦於股東週年大會重選梁宇銘先生為獨立非執行董事。

企業管治委員會

本公司企業管治委員會於二零一二年二月二十一日成立。於本年報日期，企業管治委員會由兩名執行董事吳自豪博士（主席）及馬逢安先生組成。

企業管治委員會之角色及主要職能為協助董事會制定及檢討適用於本集團之企業管治政策及常規，並向董事會提出建議。

企業管治委員會之職權範圍包括現時生效之守則條文第D.3.1. (a)至(e)條所載之職責。企業管治委員會之職權範圍可於本公司網站查閱。

年內，企業管治委員會共舉行一次會議。該會議之出席詳情如下：–

年內，企業管治委員會已審閱及討論上市規則企業管治守則之新規定，並審閱及監察董事及高級管理層之培訓及持續專業發展。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD DIVERSITY POLICY

The Board adopted the board diversity policy in August 2013. The policy sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Board developed measurable objectives to implement the board diversity policy, where selection of candidates will be based on the range of diversity perspectives as set out above, and the ultimate decision will be based on merit and contribution that the selected candidate will bring to the Board.

DIVIDEND POLICY

The Board adopted a dividend policy in November 2018 (“Dividend Policy”). Under the Companies Act of Bermuda, dividends may be paid subject to the solvency test is duly passed and satisfied and that:

- (a) the Company is not or would not after payment of the said final dividend be unable to pay its liabilities as they become due; and
- (b) the realizable value of the Company’s assets would not thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

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.

董事會成員多元化政策

董事會已於二零一三年八月採納董事會成員多元化政策。該政策載有為達致且維持董事會多元化而採取之方針，以提高董事會之效用。

本公司會從多個方面考慮董事會成員多元化，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。董事會所有委任均以用人唯才原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

董事會制定可計量目標以實行董事會成員多元化政策，甄選人選將按上述一系列多元化規範基準，最終決定將按人選的長處及可為董事會作出之貢獻而決定。

股息政策

董事會已於二零一八年十一月採納股息政策（「股息政策」）。根據百慕達公司法，待償付能力測試獲正式通過及信納後，股息可於下列情況下派付：

- (a) 本公司於派付上述末期股息後不會或將不會無力償還到期負債；及
- (b) 本公司資產之可變現價值不會因此低於其負債及其已發行股本及股份溢價賬之總和。

宣派及建議派付本公司股息須由本公司董事批准，並取決於經營業績、營運資金、財務狀況、未來前景及資本需求，以及本公司董事可能不時認為相關的任何其他因素。任何未來宣派、建議派發及派付本公司股息未必會反映過往宣派及派付之股息，並將由本公司董事全權酌情決定。本公司並無任何預設之派息率。

In addition to cash, dividends may be distributed in the form of Shares. Any distribution of Shares, however, must be approved by a resolution of the shareholders.

The Board will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The audit committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

NOMINATION POLICY

The Board adopted a nomination policy in November 2018 (“Nomination Policy”), which sets out the criteria and procedures when considering candidates to be appointed or re-elected as directors of the Company.

Nomination Criteria

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

1. Character and integrity;
2. Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
3. Willingness to devote adequate time to discharge duties as a member of the Board;
4. Board Diversity Policy and any measurable objectives adopted for achieving diversity on the Board;
5. 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;
6. Such other perspectives appropriate to the Company’s business or as suggested by the Board.

除現金外，股息亦可以股份形式分派。然而，任何股份分派均須經股東以決議案方式批准。

董事會將於適當時檢討本政策以確保本政策行之有效。審核委員會將討論任何必要修改，並提呈予董事會審批。

提名政策

董事會已於二零一八年十一月採納提名政策（「提名政策」），當中載列當考慮將獲委任或重選為本公司董事的人選時的準則及程序。

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：

1. 品格及誠信；
2. 與本公司業務及公司策略相關的資質（包括專業資格、技能、知識及經驗）；
3. 投入充分時間履行董事會成員職責之意願；
4. 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；
5. 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；
6. 適用於本公司業務或董事會建議的相關其他觀點。

Nomination Procedures

1. *Nomination by the Nomination Committee*

- 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;
- 1.2 When it is necessary to fill a casual 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 nomination criteria;
- 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);
- 1.4 The Nomination Committee makes recommendation to the Board including the terms and conditions of the appointment;
- 1.5 The Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee;

提名程序

1. *提名委員會提名*

- 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公司策略；
- 1.2 如需填補臨時空缺或新增董事，提名委員會根據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；
- 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；
- 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；
- 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；

2. Re-election of Director at Annual General Meeting

- 2.1 In accordance with the Company's articles of association, 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;
- 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 nomination criteria;
- 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. Nomination by shareholders

The shareholders of the Company may propose a person for election as a director in accordance with the 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 adopted in February 2012.

The Board will review this Nomination Policy, as appropriate, to ensure its effectiveness from time to time. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

2. 於股東週年大會上重選董事

- 2.1 根據本公司組織章程細則，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；
- 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提名準則；
- 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. 股東提名

根據本公司之公司細則及適用法律，本公司股東可提名某人參選董事，詳情載於本公司於二零一二年二月採納之「股東提名某人參選本公司董事的程序」。

董事會將於適當時檢討本提名政策以不時確保其行之有效。提名委員會將討論任何必要修改，並提呈予董事會審批。

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MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. The Company made specific enquiry of all directors as to whether they complied with the required standard set out in the Model Code regarding their securities transactions. It was confirmed that there was full compliance. The relevant employee who, because of their office in the Group, are likely to be in possession of inside information, have been requested to comply with the provisions of the Model Code.

DIRECTORS’ RESPONSIBILITY FOR PREPARING THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibilities in preparing the consolidated financial statements. The finance department of the Company is taken charge by the Chief Financial Officer of the Company. With the assistance of the finance department, the Directors ensure that the consolidated financial statements of the Group have been properly prepared in accordance with relevant regulations and applicable accounting principles.

INDEPENDENT AUDITORS

The Group’s independent auditor is PricewaterhouseCoopers (“PwC”). The financial reporting responsibilities of the independent auditors are set out on page 103 to 105 of this annual report.

During the year, remuneration of approximately HK\$3.3 million was payable to PwC for the provision of audit services. In addition, approximately HK\$0.3 million was payable to PwC for other non-audit services. The non-audit services mainly consist of tax compliance and other services.

進行證券交易之標準守則

本公司已採納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」）作為其本身有關董事進行證券交易之行為守則。本公司已就董事進行證券交易時是否已遵守標準守則所載規定標準，向全體董事作出具體查詢，並已確認彼等已全面遵守有關規定。可能因於本集團之職位而知悉內幕消息之有關僱員已被要求遵守標準守則之規定。

董事就編製綜合財務報表之責任

董事承認編製綜合財務報表為彼等之責任。本公司財務部門由本公司之首席財務總監管理。於財務部門之協助下，董事確保，本集團已根據有關法規及適用會計原則妥善編製綜合財務報表。

獨立核數師

羅兵咸永道會計師事務所（「羅兵咸永道會計師事務所」）為本集團之獨立核數師。獨立核數師就財務申報須承擔之責任載於本年報第103至105頁。

年內，羅兵咸永道會計師事務所就提供核數服務應獲支付酬金約為3,300,000港元。此外，羅兵咸永道會計師事務所就其他非核數服務應獲支付約300,000港元。非核數服務主要包括稅項遵規及其他服務。

COMPANY SECRETARY

Ms. Zeng Zhi is responsible to the Board for ensuring the Board procedures are followed and the Board activities are efficiently and effectively conducted. She is also responsible for ensuring that the Board is briefed on relevant legislative, regulatory and corporate governance developments. During the year, Ms. Zeng have duly complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

CONSTITUTIONAL DOCUMENTS

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

RISK MANAGEMENT AND INTERNAL CONTROL

Responsibility

The Board acknowledges that it has overall responsibility in establishing an appropriate risk management and internal control systems, and reviewing their effectiveness regularly. The systems include a defined management structure with limits of authority to safeguard its assets against unauthorized use or disposition; to ensure the maintenance of proper accounting records for the provision of reliable financial information for management use or for publication and to ensure compliance with relevant laws and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives.

Management is responsible in the design and implementation of the risk management and internal control systems. A Risk Management Committee was established to monitor the operations of risk management and internal control systems and provide confirmation to the Audit Committee on the effectiveness of the systems regularly.

公司秘書

曾智女士向董事會負責確保董事會程序得到依循及董事會活動以高效及具效益方式進行。彼亦負責確保董事會得到在有關法律、監管及企業管治事務的簡報。年內，曾女士已妥為遵守上市規則第3.29條所載之有關培訓規定。

憲章文件

於回顧年度內，本公司之憲章文件並無任何變動。

風險管理及內部監控

責任

董事會確認其整體上有責任設立適當之風險管理及內部監控制度，並定期檢討其有效性。該制度包括設有權限之清晰管理架構、防止集團資產被挪用或竊取、確保會計記錄妥為存置，以提供可靠財務資料供管理層使用或公佈之用，以及確保遵循有關法律及法規。該制度旨在合理（但非絕對）保證不會出現重大之錯誤陳述或損失，並管理本集團之營運系統及本集團達成目標之失誤風險。

管理層負責設計及實施風險管理及內部監控制度。風險管理委員會已告成立以監察風險管理及內部監控制度之運作，並定期向審核委員會確認制度之有效性。

Risk Management

The purpose of risk management is to ensure that the risks to the Group are identified, analyzed, and managed at an acceptable level. In order to provide a sound and effective risk management system, a Risk Management Manual is established to specify the Risk Management Framework and Risk Management Processes.

The Risk Management Framework outlines the responsibilities of the Board, the senior management, the Audit Committee, the Internal Audit and the Risk Management Committee. The Board, through its risk oversight role, ensures that the senior management establishes risk management policies to identify and evaluate risks. Each subsidiary/division implements such policies and processes in the daily operations and reports significant risks identified to the senior management promptly and regularly. The senior management and Risk Management Committee will communicate the risk management findings to the Audit Committee and the Board for their assessment of the effectiveness of the relevant risk management and internal control systems of the Group.

The Risk Management Processes including the followings:

1. Risk Identification – each subsidiary or division to identify its own risks.
2. Risk Analysis – analyze the identified risks for potential impact and likelihood of occurrence.
3. Risk Register – the likelihood of occurrence and impacts of identified risks are defined. The top risks are identified according to the rating obtained from risk assessment and documented in a risk register. Each operating subsidiary/division records the risk events occurred in the risk register and the action taken to reduce the impact of the risk to the Group.
4. Risk Mitigation – identify the existing controls over the relevant risks to avoid, reduce or transfer the risks, or to accept the identified risks with low impact or likelihood.
5. Risk Confirmation – the process of confirmation to the Risk Management Committee, Audit Committee and the Board by the management of the completion of the risk monitoring process and report the risks occurred, if any, during the review period that have significant impact to the Group.

風險管理

風險管理之目的是確保本集團風險得到識別、分析及管理於可接受水平。為了提供穩健及有效之風險管理制度，風險管理手冊已告制定以具體指明風險管理框架及風險管理過程。

風險管理框架簡介董事會、高級管理層、審核委員會、內部審核及風險管理委員會之責任。董事會透過其風險監督角色，確保高級管理層制定風險管理政策以識別及評價風險。各附屬公司／分部於日常營運執行該等政策及過程，並即時及定期向高級管理層報告所識別之重大風險。高級管理層及風險管理委員會將風險管理發現通知審核委員會及董事會，以供彼等評估本集團之有關風險管理及內部監控制度之效能。

風險管理過程包括以下各項：

1. 風險識別—各附屬公司或分部識別其自有風險。
2. 風險分析—分析所識別風險，了解潛在影響及發生可能性。
3. 風險登記—界定所識別風險之發生可能性及影響。最高風險乃根據風險評估所取得評級識別及於風險登記冊記錄。各營運附屬公司／分部於風險登記冊記錄所發生風險事件及所採取行動以減少風險對本集團帶來之影響。
4. 風險緩減—識別對有關風險之現有監控，以避免、減少或轉移風險，或接受影響較少或可能性較低之所識別風險。
5. 風險確認—管理層向風險管理委員會、審核委員會及董事會完成風險監察過程及於檢討期間報告所發生對本集團有重大影響之風險（如有）之確認過程。

Internal Control and Internal Audit

The Group has established systems of internal control to ensure the effectiveness and efficiency of operations, reliabilities of financial and management reporting, compliances of laws and regulations and safeguarding of assets. The system of internal control provides reasonable but not absolute assurance against material errors, losses or frauds.

Suga has an Internal Audit function. Internal Audit reviews material internal control aspects of the Group, including financial, operational and compliance controls as well as risk management.

Internal Audit carries out audit in accordance with audit plan that is reviewed and approved by the Audit Committee. In addition to the approved internal audit schedule, Internal Audit may conduct other review and investigation for the Group's business on an ad hoc basis as and when necessary.

During the financial year ended 31 March 2020, the Group Internal Audit Department conducted audits and issued internal audit reports to management covering various operational and finance functions of the Group. The half-yearly internal audit reports and its findings were reported to the Audit Committee and the Board on a half-yearly basis. Relevant findings and recommendations reported by the Internal Audit were communicated with the management and actions were taken to resolve defects as and when identified. There is no material internal control defects identified during the year.

Review of Risk Management and Internal Control effectiveness

The Board has conducted review of the effectiveness and adequacy of the risk management and internal control systems by reviewing the work performed by the Audit Committee, Risk Management Committee and the Internal Audit Department for the financial year ended 31 March 2020. The review covered all material controls, including operational, financial and compliance control, and risk management functions. The scope and the quality of ongoing monitoring of risks and internal control systems have been assessed.

內部監控及內部審核

本集團已設立內部監控制度以確保營運之高效及具效益、財務及管理報告之可靠性、遵守法律及法規以及保護資產。內部監控制度提供合理但並非絕對保證免除重大錯誤、損失或欺詐。

信佳設有內部審核部職能。內部審核部檢討本集團之重大內部監控層面，包括財務、營運及合規監控以及風險管理。

內部審核部根據由審核委員會審閱及批准之審核計劃進行審核。除經審批之內部審核時間表外，內部審核部可於有需要時就本集團之業務特別進行其他審閱及調查。

於截至二零二零年三月三十一日止財政年度內，本集團內部審核部門進行多項審核及向管理層發表內部審核報告，涵蓋本集團之不同營運及財務職能。半年度內部審核報告及其發現乃每半年報告予審核委員會及董事會。由內部審核部報告之相關發現及推薦建議乃通知管理層及已採取行動以解決所識別不足之處。年內並無識別重大內部監控不足之處。

風險管理及內部監控效能之審閱

董事會已透過審閱審核委員會、風險管理委員會及內部審核部門於截至二零二零年三月三十一日止財政年度進行之工作，對風險管理及內部監控制度之效能及足夠程度進行審閱。審閱涵蓋所有重大監控，包括營運、財務及合規監控，以及風險管理職能。持續監察風險及內部監控制度之範圍及質量已予以評估。

CORPORATE GOVERNANCE REPORT

企業管治報告

Dissemination of inside information

The Company conducts its business affairs according to the “Guidelines on Disclosure of Inside Information” issued by the Securities and Future Commission. The Company strictly prohibits the unauthorised use of confidential or inside information by Directors, employees and other relevant persons (such as external service providers and project working team members).

The Board is responsible for the handling and dissemination of inside information. In order to ensure the market, shareholders and stakeholders are fully and promptly informed about the material developments in the Company’s business, the Board has adopted continuous disclosure policy and procedures to handle proper information disclosure. Release of inside information is subject to the approval of the Board. All staff of the Company shall not communicate inside information to any external parties unless with approval from the Board. As such, staff shall not respond to market speculation and rumours unless authorised. In addition, all external presentation materials or publications must be pre-vetted before released.

The Board considered that the risk management and internal control systems are functioning effectively and adequately.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Board recognises the importance of maintaining effective communications with shareholders. In order to develop and maintain continuing relationship with the shareholders of the Company, the Company established various channels to facilitate and enhance communication:

- (i) the annual general meeting provides a useful forum for the shareholders of the Company to raise comments and exchange views with the Board;
- (ii) publication of announcements and circulars on the websites of the Stock Exchange and the Company;

發佈內幕消息

本公司根據證券及期貨事務監察委員會頒佈的「內幕消息披露指引」進行其業務事務。本公司嚴禁董事、僱員或其他相關人士（例如外部服務供應商及項目工作團隊成員）未授權使用機密或內幕消息。

董事會負責處理及發佈內幕消息。為確保市場、股東及持份者充分迅速獲告知本公司業務的重大發展，董事會已採納持續披露政策及程序，處理適當的信息披露。發佈內幕消息須獲董事會批准。除非獲董事會批准，所有本公司員工不得與任何外部人士交流內幕消息。因此，除非已獲授權，員工不得回應市場猜測及傳言。此外，所有外部呈列資料或出版物於發佈前必須經事前審核。

董事會認為風險管理及內部監控制度現以有效及足夠程度運作。

與股東之溝通及投資者關係

董事會了解與股東維持有效溝通之重要性。為與本公司股東建立及維持持續關係，本公司已設立各種渠道，促進及提升溝通：

- (i) 股東週年大會作為本公司股東提出意見及與董事會交流見解之有效平台；
- (ii) 於聯交所及本公司網站刊發公佈及通函；

CORPORATE GOVERNANCE REPORT 企業管治報告

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| (iii) publication of financial statements containing a summary of the financial information and affairs of the Group for the interim and full financial year via the websites of the Stock Exchange and the Company; | (iii) 於聯交所及本公司網站刊發中期及整個財政年度之財務報表，當中載有本集團財務資料及事務之概要； |
| (iv) interim reports, annual reports and circulars that are sent to all shareholders; | (iv) 寄發中期報告、年報及通函予所有股東； |
| (v) notices of and explanatory notes for general meetings; and | (v) 股東大會通告及說明附註；及 |
| (vi) the management of the Group continually conducts meetings with investors, analysts and the media, and provides them with up-to-date and comprehensive information regarding the Company's development and answers to their queries. | (vi) 本集團管理層持續與投資者、分析員及媒體會面，並向彼等提供有關本公司發展之最新及最全面資料並解答提問。 |

The Company also maintains a website at www.suga.com.hk, where updates on the Company's business developments and operations, financial information and news can always be found.

本公司亦設立網站www.suga.com.hk，經常更新有關本公司業務發展及營運、財務資料及資訊之最新進展。

Shareholders and investors may at any time send their enquiries and concerns to the Board in writing through the contact details as follows:—

股東及投資者可隨時以書面形式向董事會提出查詢及關注，聯絡資料如下：—

Address: 22nd Floor, Tower B, Billion Centre,
1 Wang Kwong Road, Kowloon Bay,
Kowloon, Hong Kong

地址：香港九龍
九龍灣宏光道一號
億京中心B座22樓

Fax: 2953 1523

傳真號碼：2953 1523

Email: investorrelations@suga.com.hk

電郵地址：investorrelations@suga.com.hk

CORPORATE GOVERNANCE REPORT

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SHAREHOLDERS' RIGHTS

Shareholders are entitled to requisition a special general meeting and put forward proposals at general meeting. The procedures are as follows:

(a) PROCEDURES FOR REQUISITIONING A SPECIAL GENERAL MEETING

In accordance with Bermuda Companies Act 1981, the shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall have the right to convene a special general meeting of the Company. If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists representing more than one half of the total voting rights may themselves convene a meeting.

The written requisition for the special general meeting can be lodged at the Company's principal office in Hong Kong at 22nd Floor, Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong.

(b) PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETING

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 shareholders may, at their expense, provide a written request to the attention of the Company Secretary signed and deposited in accordance with the Bermuda Companies Act 1981.

The procedures for the shareholders to propose a person for election of a director at an annual general meeting is available for viewing at the Company's website at www.suga.com.hk.

The above procedures are subject to the bye-laws of the Company and applicable legislation and regulation.

Besides, the updated memorandum of association and bye-laws of the Company has been posted on the website of the Company at www.suga.com.hk and the designated website of the Stock Exchange at www.hkexnews.hk.

股東之權利

股東有權請求召開股東特別大會及於股東大會上提呈建議。有關程序如下：

(a) 請求召開股東特別大會之程序

根據百慕達一九八一年公司法，於遞呈請求當日持有不少於十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之本公司股東有權召開本公司之股東特別大會。倘董事於遞呈要求日期起計二十一日內未有召開有關大會，則擁有總表決權半數以上之請求人可自行召開股東特別大會。

召開股東特別大會之書面要求可提交至本公司之香港主要辦事處，地址為香港九龍九龍灣宏光道一號億京中心B座22樓。

(b) 於股東大會提呈建議之程序

持有不少於二十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東或不少於100名股東可根據百慕達一九八一年公司法向公司秘書遞交經簽署之書面要求，費用由彼等自行承擔。

有關股東提名某人於股東週年大會上參選董事之程序載於本公司網站www.suga.com.hk。

上述程序受本公司之公司細則及適用法律及法規所規限。

此外，本公司之經更新組織章程大綱及公司細則已載於本公司網站www.suga.com.hk及聯交所指定網站www.hkexnews.hk內。

The Directors are pleased to present to the shareholders their report and the audited financial statements of the Company and its subsidiaries (together, “the Group”) for the year ended 31 March 2020.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its principal subsidiaries are engaged in the research and development, manufacture and sale of electronic and other products and sale of pet food and pet related products. Details of the principal activities of the Group’s subsidiaries are set out in note 11 to the consolidated financial statements.

An analysis of the Group’s performance for the year by reporting and geographical segment is set out in note 5 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year and discussion on the Group’s prospects, as well as discussion and analysis of the Group’s performance during the year ended 31 March 2020 and the material factors underlying its financial performance are set out in the “Chairman’s Statement” on pages 9 to 13, “Management Discussion and Analysis” on pages 15 to 19 and Environmental, Social and Governance Report on pages 69 to 96 of this annual report.

A description of the principal risks and uncertainties that the Group is facing is provided in the section of Risk Management and Internal Control Systems in “Corporate Governance Report” on pages 29 to 48. Additionally, the financial risk management objectives and policies of the Company can be found in note 3 to the consolidated financial statements.

Save as disclosed in this annual report, there is no important event affecting the Group that have occurred since the end of the financial year ended 31 March 2020.

董事欣然向股東提呈本公司及其附屬公司（統稱「本集團」）截至二零二零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

本公司乃一間投資控股公司。其主要附屬公司從事研發、製造及銷售電子及其他產品以及銷售寵物糧食及寵物相關產品。本集團附屬公司之主要業務詳情載於綜合財務報表附註11。

本集團本年度按呈報及地區分類之表現分析載於綜合財務報表附註5。

業務回顧

本集團年內業務回顧以及本集團前景之討論及本集團截至二零二零年三月三十一日止年度表現之討論及分析以及相關財務表現之重大因素載列於本年報第9至13頁「主席報告」、第15至19頁「管理層討論及分析」以及第69至96頁「環境、社會及管治報告」。

本集團面對之主要風險及不明朗因素於第29至48頁的「企業管治報告」內風險管理及內部監控制度一節內闡述。此外，本公司之財務風險管理目標及政策載於綜合財務報表附註3。

除本年報所披露者外，自截至二零二零年三月三十一日止財政年度結束以來並無發生影響本集團之重要事件。

REPORT OF THE DIRECTORS

董事會報告

ENVIRONMENTAL POLICY AND PERFORMANCE

SUGA's commitment to excellence extends to the Group conducting its business in a manner that respects the environment. The strive for cleaner production has led SUGA to adopt energy conservation practices that can reduce environmental risks and liabilities as well as improve competitiveness. Details of environment policy and performance are set out in "Environmental, Social and Governance Report" on pages 69 to 96 of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has established procedures to ensure its operations comply with applicable laws, rules and regulations. The Board of Directors is responsible for monitoring the Group's policies and practices making sure they agree with relevant legal and regulatory requirements, and that those policies and practices are regularly reviewed for adequacy. Any changes in the applicable laws, rules and regulations are brought as necessary to the attention of relevant employees and operating units.

During the year ended 31 March 2020, as far as it is aware, the Group has complied with the relevant laws and regulations of PRC and Hong Kong that have a significant impact on its business and operations.

KEY RELATIONSHIPS WITH STAKEHOLDERS

Discussions on the Group's relationships with its employees, customers and suppliers are set out in "Environmental, Social and Governance Report" on pages 69 to 96 of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2020 are set out in the consolidated income statement on page 108 of this annual report.

An interim dividend of HK6.0 cents per ordinary share were paid during the financial year. The Directors have proposed the payment of a final dividend of HK2.0 cents per ordinary share for the year ended 31 March 2020. Total dividend for the year ended 31 March 2020 amounted to HK8.0 cents per ordinary share.

環境政策及表現

信佳對卓越之承諾更擴展至本集團以尊重環境之方式經營其業務。致力實現更潔淨生產以引領信佳採用能夠減少環境風險及責任以及提升競爭能力之節能模式。有關環境政策及表現之詳情載於本年報第69至96頁「環境、社會及管治報告」。

遵守法律及法規

本集團已制定程序以確保其營運遵守適用法律、規則及法規。董事會負責監察本集團之政策及常規，確保其符合有關法律及法規規定，而該等政策及常規經定期檢討後證實足夠。任何適用法律、規則及法規之變動須通知有關僱員及營運單位。

於截至二零二零年三月三十一日止年度，就本集團所知，已遵守對其業務及營運有重大影響之中國及香港之有關法律及法規。

與持份者之主要關係

就本集團與其僱員、客戶及供應商關係之論述載於本年報第69至96頁「環境、社會及管治報告」。

業績及分派

本集團截至二零二零年三月三十一日止年度之業績載於本年報第108頁之綜合收益表。

本財政年度內已派發中期股息每股普通股6.0港仙。董事建議派付截至二零二零年三月三十一日止年度之末期股息每股普通股2.0港仙。截至二零二零年三月三十一日止年度之股息總額為每股普通股8.0港仙。

RESULTS AND APPROPRIATIONS (CONTINUED)

The proposed final dividend, if approved at the forthcoming Annual General Meeting of the Company to be held on 10 August 2020 is expected to be paid on or before 25 August 2020 to shareholders of the Company whose names appear on the Register of Shareholders of the Company on 14 August 2020.

The register of Shareholders of the Company will be closed for the following periods:

- (i) The Register of Shareholders of the Company will be closed from 5 August 2020 to 10 August 2020 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining the identity of the shareholders entitled to attend and vote at 2020 Annual General Meeting. In order to qualify to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 4 August 2020.
- (ii) The Register of Shareholders of the Company will be closed on 14 August 2020 during which day no transfer of shares in the Company will be registered, for the purpose of determining the entitlement of the shareholders to receive the proposed final dividend. Subject to approval of the shareholders at the 2020 Annual General Meeting, the proposed final dividend will be payable to the shareholders whose names appear on the Register of Shareholders of the Company on 14 August 2020. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 13 August 2020.

業績及分派 (續)

建議之末期股息 (倘於將在二零二零年八月十日舉行之本公司應屆股東週年大會獲批准) 預期於二零二零年八月二十五日或之前派付予於二零二零年八月十四日名列本公司股東名冊之本公司股東。

本公司將於以下期間暫停辦理股份過戶登記手續：

- (i) 本公司將於二零二零年八月五日至二零二零年八月十日 (包括首尾兩日) 期間暫停辦理股份過戶登記手續，期間將不會辦理本公司任何股份過戶登記事宜，以確定有權出席二零二零年股東週年大會並於會上表決的股東身份。為符合資格出席大會並於會上表決，所有股份過戶文件連同有關股票及過戶表格最遲須於二零二零年八月四日下午四時三十分前，送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。
- (ii) 本公司將於二零二零年八月十四日暫停辦理股份過戶登記手續，於該日將不會辦理本公司任何股份過戶登記事宜，以確定股東收取建議末期股息之資格。待股東於二零二零年股東週年大會上批准後，建議末期股息將派發予於二零二零年八月十四日名列本公司股東名冊之股東。為符合資格獲派建議末期股息，所有股份過戶文件連同有關股票及過戶表格最遲須於二零二零年八月十三日下午四時三十分前，送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。

REPORT OF THE DIRECTORS

董事會報告

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the note 26 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital and share options of the Company during the year are set out in notes 24 and 25 to the consolidated financial statements respectively.

EQUITY LINKED AGREEMENTS – SHARE OPTIONS GRANTED TO DIRECTORS AND SELECTED EMPLOYEES

Details of the share options granted in prior years and current year is set out in note 25 of the financial statements and “Share options Scheme” section contained in this Directors Report.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 March 2020 calculated under Companies Act of Bermuda amounted to HK\$113,450,000 (2019: HK\$144,249,000).

PRE-EMPTIVE RIGHTS

There is no provision for the pre-emptive rights under the Company's Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year under review, there were no transactions, which need to be disclosed as connected transactions and continuing connected transactions in accordance with the requirements of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed in this annual report, none of the related party transactions as disclosed in note 40 to the consolidated financial statements contained in this annual report is a connected transaction.

儲備

年內，本集團及本公司之儲備變動詳情載於綜合財務報表附註26。

股本及購股權

年內，本公司之股本及購股權變動詳情分別載於綜合財務報表附註24及25。

股票掛鈎協議－授予董事及選定僱員之購股權

於過往年度及本年度授出購股權之詳情載於財務報表附註25及本董事會報告所載「購股權計劃」一節。

可供分派儲備

於二零二零年三月三十一日，本公司根據百慕達公司法計算之可供分派儲備為113,450,000港元（二零一九年：144,249,000港元）。

優先權

本公司之公司細則或百慕達法例並無有關優先權之規定，以規定本公司必須按比例向現有股東提呈發售新股份。

關連交易及持續關連交易

於回顧年度內，概無交易須根據上市規則之規定披露為關連交易及持續關連交易。

就董事於作出一切合理查詢後所知、盡悉及確信，除本年報所披露者外，於本年報所載綜合財務報表附註40披露之有關連人士交易並非關連交易。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$6,156,000.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group is set out in note 7 to the consolidated financial statements.

BANK BORROWINGS

Particular of bank borrowings as at 31 March 2020 are set out in note 21 to the consolidated financial statements.

RETIREMENT SCHEMES

Particulars of retirement schemes are set out in note 39 to the consolidated financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 248 of this annual report.

購買、出售或贖回上市證券

本公司於年內並無贖回其任何股份。本公司或其任何附屬公司於年內概無購買、贖回或出售本公司任何股份。

捐款

年內，本集團之慈善及其他捐款為6,156,000港元。

物業、廠房及設備

本集團之物業、廠房及設備變動詳情載於綜合財務報表附註7。

銀行借貸

於二零二零年三月三十一日之銀行借貸詳情載於綜合財務報表附註21。

退休計劃

退休計劃詳情載於綜合財務報表附註39。

五年財務概要

本集團過去五個財政年度之業績與資產及負債概要（摘錄自經審核財務報表及重新分類（如適用））載於本年報第248頁。

REPORT OF THE DIRECTORS

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

Dr. Ng Chi Ho (*Chairman*)

Mr. Ma Fung On (*Deputy Chairman*)

Dr. Ng Man Cheuk

Non-executive Directors

Mr. Lee Kam Hung

Prof. Luk Wing Ching

Independent Non-executive Directors

Mr. Leung Yu Ming, Steven

Mr. Chan Kit Wang

Dr. Cheung Nim Kwan

At the forthcoming annual general meeting, Dr. Ng Chi Ho, Mr. Lee Kam Hung and Mr. Leung Yu Ming, Steven will retire by rotation in accordance with Bye-law 111 of the Company's Bye-laws. All the retiring Directors are being eligible, offer themselves for re-election.

Each of Non-executive Directors and Independent Non-executive Directors is appointed for a term of one year.

Dr. Ng Chi Ho, being Executive Director of the Company has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 September 2002 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Ma Fung On, being Executive Director, has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 April 2004 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Dr. Ng Man Cheuk, being Executive Director, has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 May 2015 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Save as disclosed above, none of the Directors proposed for re-election has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事及董事服務合約

於本年度及截至本報告日期本公司之董事如下：

執行董事

吳自豪博士（主席）

馬逢安先生（副主席）

吳民卓博士

非執行董事

李錦雄先生

陸永青教授

獨立非執行董事

梁宇銘先生

陳杰宏先生

張念坤博士

根據本公司之公司細則第111條，吳自豪博士、李錦雄先生及梁宇銘先生將於應屆股東週年大會輪值告退。全體退任董事合資格並願意重選連任。

各非執行董事及獨立非執行董事之委任任期為一年。

本公司執行董事吳自豪博士與本公司訂立服務合約，自二零零二年九月一日起計初步固定任期為三年，其後將一直生效，直至任何一方向對方發出不少於三個月之書面通知終止為止。執行董事馬逢安先生與本公司訂立服務合約，自二零零四年四月一日起計初步固定任期為三年，其後將一直生效，直至任何一方向對方發出不少於三個月之書面通知終止為止。執行董事吳民卓博士與本公司訂立服務合約，自二零一五年五月一日起計初步固定任期為三年，其後將一直生效，直至任何一方向對方發出不少於三個月之書面通知終止為止。除上文所披露者外，概無擬重選連任的董事與本公司訂有任何若本公司未有支付賠償（法定賠償除外）則不得於一年內終止之服務合約。

SHARE OPTION SCHEME

The Directors consider the share option scheme, with its broadened basis of participation, will enable the Group to reward the employees, Directors and other selected participants for their contributions to the Group and will also assist the Group in its recruitment and retention of high caliber professional's executives and employees who are instrumental to the growth of the Group.

Pursuant to an ordinary resolution passed on 6 August 2012, the Company's share option scheme adopted on 17 September 2002 (the "Old Share Option Scheme") was terminated and ceased to have any further effect except that the Old Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof. A new share option scheme (the "New Share Option Scheme") was adopted which will remain in force for a period of 10 years from adoption of the New Share Option Scheme and will expire on 5 August 2022.

For details of the principal terms of the New Share Option Scheme, please refer to the circular of the Company dated 5 July 2012.

Principal terms of the New Share Option Scheme are as follows:-

1. Purpose of the New Share Option Scheme

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

The Directors consider the New Share Option Scheme will enable the Group to reward its employees, Directors and other selected participants for their contributions to the Group and will also assist the Group in its recruitment and retention of high calibre professionals, executives and employees who are instrumental to the growth of the Group.

購股權計劃

董事認為，購股權計劃之參與基準放寬，可使本集團就僱員、董事及其他選定參與者對本集團之貢獻作出獎賞，並將有助本集團招聘及留用協助本集團增長之高質素專業人員、行政人員及僱員。

根據二零一二年八月六日獲通過之普通決議案，本公司於二零一二年九月十七日採納之購股權計劃（「舊購股權計劃」）予以終止並不再產生任何進一步影響，惟於舊購股權計劃終止前，根據該計劃已授出之購股權仍可在所需範圍內予以行使。一項新購股權計劃（「新購股權計劃」）獲採納，其有效期為自新購股權計劃獲採納日期起計十年及將於二零二二年八月五日屆滿。

有關新購股權計劃之主要條款之詳情，敬請參閱本公司日期為二零一二年七月五日之通函。

新購股權計劃之主要條款如下：—

1. 新購股權計劃之目的

本集團藉著新購股權計劃向選定參與人士授出購股權，作為表彰該等人士為本集團所作貢獻之獎勵或酬勞。

董事認為，新購股權計劃將有助於本集團獎勵為本集團作出貢獻之僱員、董事及其他選定參與人士，並有助於本集團招攬或挽留對本集團發展有幫助之高質素專業人員、行政人員及僱員。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (CONTINUED)

2. Who may join

The Directors (which expression shall include a duly authorized committee thereof) may, at their absolute discretion subject to the Listing Rules, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

- (a) any employee (whether full time or part time including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangements to the development and growth of the Group.

購股權計劃 (續)

2. 可參與人士

在上市規則的規限下，董事（該詞彙包括其妥為授權之委員會）可全權酌情決定邀請屬以下任何類別之參與人士之任何人士接受可認購股份之購股權：

- (a) 本公司、其任何附屬公司或任何投資實體之任何僱員（全職或兼職，包括任何執行董事，但不包括任何非執行董事）；
- (b) 本公司、其任何附屬公司或任何投資實體之任何非執行董事（包括獨立非執行董事）；
- (c) 向本集團任何成員公司或任何投資實體提供產品或服務之任何供應商；
- (d) 本集團任何成員公司或任何投資實體之任何客戶；
- (e) 向本集團任何成員公司或任何投資實體提供研究、開發或其他技術支援之任何人士或實體；
- (f) 本集團任何成員公司或任何投資實體之任何股東，或本集團任何成員公司或任何投資實體發行之任何證券之任何持有人；
- (g) 有關本集團任何成員公司或任何投資實體任何業務或業務發展之任何顧問（專業或其他身份）；及
- (h) 已經或可能以合資企業、業務聯盟或其他業務安排之形式對本集團之發展及成長作出貢獻或可能作出貢獻之任何其他組別或類別的參與人士。

SHARE OPTION SCHEME (CONTINUED)

2. Who may join (Continued)

For the purposes of the New Share Option Scheme, the Options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of participants. For the avoidance of doubt, the grant of any Options by the Company for the subscription of Shares or other securities of the Group to any person who fall within any of the above classes of participants shall not, by itself, unless the Directors otherwise determined, be construed as a grant of Option under the New Share Option Scheme.

The basis of eligibility of any of the above class of participants to the grant of any Options shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his contribution to the development and growth of the Group.

3. Maximum number of Shares available for subscription

The maximum number of shares in respect of which options may be granted under the New Share Option Scheme must not exceed 10% of the issue share capital of the Company.

As at the date of this annual report, the total number of shares available for issue under the New Share Option Scheme was 22,943,000 shares (including 11,050,000 shares subject to options that have been granted but not yet lapsed or exercised), which represented approximately 8.09% of the issued share capital of the Company.

購股權計劃 (續)

2. 可參與人士 (續)

就新購股權計劃而言，購股權可授予由屬於上述任何類別參與人士之一名或多名人士全資擁有之任何公司。為免存疑，除非董事另有決定，本公司授予屬於上述任何類別參與人士之任何人士用以認購股份或本集團其他證券之任何購股權就其本身而言不應理解為根據新購股權計劃授出購股權。

上述可獲授予任何購股權之任何類別參與人士之資格由董事不時根據董事對有關人士對本集團發展及成長的貢獻的看法而決定。

3. 可供認購之股份數目上限

根據新購股權計劃可能授出之購股權所涉及之股份數目上限不得超過本公司已發行股本之10%。

於本年報日期，根據新購股權計劃可供發行之股份總數為22,943,000股股份（包括受已授出但尚未失效或獲行使之購股權所規限之11,050,000股股份），相當於本公司已發行股本之約8.09%。

SHARE OPTION SCHEME (CONTINUED)

4. Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option scheme of the Group (including both exercised, cancelled or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being ("Individual Limit"). Any further grant of Options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to the Shareholders and the Shareholders' approval in general meeting of the Company with such participant and his associates abstaining from voting. The number and terms (including the exercise price) of the Options to be granted to such participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

5. Basis of determining the subscription price

The subscription price for Shares under the New Share Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations on the date of the offer of grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an Option.

6. Exercise period of an option

An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day upon which the offer for the grant of Options is made but shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof.

購股權計劃 (續)

4. 各參與者獲授購股權之上限

於任何十二個月期間，各參與者因行使根據新購股權計劃及本集團任何其他購股權計劃所授出購股權（包括已行使、註銷或尚未行使之購股權）獲發行及可能將獲發行之股份總數，不得超過當時本公司已發行股本之1%（「個人限額」）。於截至授出額外購股權當日（包括該日）止任何十二個月期間，批授超出個人限額之額外購股權必須經由向股東寄發通函及獲股東於股東大會上批准，而有關參與者及彼之聯繫人士須放棄表決。將授予有關參與者之購股權之數目及條款（包括行使價）須於股東批准前釐定，而根據上市規則第17.03(9)條附註(1)計算行使價而言，提呈有關進一步授出購股權之董事會會議之日期應被視為授出日期。

5. 釐定認購價之基準

新購股權計劃項下股份之認購價將由董事釐定，惟不得低於以下最高者：(i)於提呈授出日期（必須為營業日）股份於聯交所每日報價表所報收市價；(ii)緊接提呈授出日期前五個交易日股份於聯交所每日報價表所報平均收市價；及(iii)股份面值。於接納授出購股權時應支付1.00港元之象徵式代價。

6. 購股權之行使期

購股權可根據新購股權計劃之條款於董事釐定及知會各承授人之期間內隨時行使，有關期間可於作出提呈授出購股權日期開始，惟無論如何最遲須於授出購股權日期起計十年屆滿，可根據其規定提前終止。

SHARE OPTION SCHEME (CONTINUED)

7. Time and payment on acceptance

An offer of the grant of the Option may be accepted by a participant within 21 days from the date of the offer of grant of the Option and the Option in respect of the number of Shares in respect of which the offer was so accepted will be deemed to have been granted on the date of grant of the Options.

8. Minimum period and performance targets

Unless the Directors otherwise determined and stated in the offer of the grant of Options to a grantee, a grantee is not required to hold an Option for any minimum period nor achieve any performance targets before any Options granted under the New Share Option Scheme can be exercised.

9. Remaining life of the New Share Option Scheme

Subject to earlier termination by the Company in general meeting, the New Share Option Scheme shall be valid and effective till 5 August 2022. After the expiry of such valid period, no further options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect.

Details of the share option movements during the period from 1 April 2019 to 31 March 2020 under the Old Share Option Scheme and the New Share Option Scheme are as follows:–

購股權計劃 (續)

7. 接納時限及付款

參與者可於提呈授出購股權之日起21日內接受提呈授出購股權。有關如此獲接納的要約所涉及股份數目的購股權將被視為已於購股權授出日期授出。

8. 最短期間及表現目標

除董事另行決定及於向承授人提呈授出購股權中列明外，承授人於根據新購股權計劃獲授任何購股權可獲行使前毋須按任何最短期間持有購股權或達成任何表現目標。

9. 新購股權計劃之剩餘年期

新購股權計劃將於截至二零二二年八月五日前有效及生效，惟經由本公司於股東大會提前終止則作別論。於有關有效期間屆滿後，將不會提呈或授出額外購股權，惟新購股權計劃之規定在所有其他方面均繼續全面有效及生效。

由二零一九年四月一日至二零二零年三月三十一日期間內，舊購股權計劃及新購股權計劃項下之購股權變動詳情如下：–

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (CONTINUED)

9. Remaining life of the New Share Option Scheme (Continued)

	Number of share options 購股權數目				Outstanding at 31 March 2020 於二零二零年 三月三十一日 尚未行使	Exercise price 行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期
	Outstanding at 1 April 2019 於二零一九年 四月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed or expired during the period 期內失效 或屆滿				
Dr. Ng Chi Ho 吳自豪博士	2,200,000	-	-	2,200,000	-	2.158	19 January 2015 二零一五年一月十九日	19 January 2015-18 January 2020 二零一五年一月十九日至二零二零年一月十八日
Mr. Ma Fung On 馬逢安先生	1,000,000	-	-	-	1,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016-29 June 2021 二零一六年六月三十日至二零二一年六月二十九日
Dr. Ng Man Cheuk 吳民卓博士	2,000,000	-	-	-	2,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016-29 June 2021 二零一六年六月三十日至二零二一年六月二十九日
	800,000	-	-	-	800,000	2.090	30 August 2018 二零一八年八月三十日	30 August 2018-29 August 2023 二零一八年八月三十日至二零二三年八月二十九日
Dr. Cheung Nim Kwan 張念坤博士	300,000	-	-	-	300,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016-29 June 2021 二零一六年六月三十日至二零二一年六月二十九日
Continuous Contract Employees 持續合約僱員	1,300,000	-	-	1,300,000	-	2.158	19 January 2015 二零一五年一月十九日	19 January 2015-18 January 2020 二零一五年一月十九日至二零二零年一月十八日
Continuous Contract Employees 持續合約僱員	1,700,000	-	-	-	1,700,000	2.260	10 July 2015 二零一五年七月十日	10 July 2015-9 July 2020 二零一五年七月十日日至二零二零年七月九日
Continuous Contract Employees 持續合約僱員	10,000,000	-	-	10,000,000	-	2.800	16 July 2015 二零一五年七月十六日	16 July 2015-15 July 2019 二零一五年七月十六日至二零一九年七月十五日
Continuous Contract Employees 持續合約僱員	900,000	-	-	250,000	650,000	2.142	7 January 2016 二零一六年一月七日	7 January 2017-6 January 2021 二零一七年一月七日至二零二一年一月六日
Continuous Contract Employees 持續合約僱員	3,300,000	-	-	-	3,300,000	2.090	30 August 2018 二零一八年八月三十日	30 August 2018-29 August 2023 二零一八年八月三十日至二零二三年八月二十九日
Continuous Contract Employees 持續合約僱員	-	1,300,000 (Note 1) (附註1)	-	-	1,300,000	1.810	10 July 2019 二零一九年七月十日	10 July 2019-9 July 2024 二零一九年七月十日日至二零二四年七月九日
	23,500,000	1,300,000	-	13,750,000	11,050,000			

Note:

- The closing price of the Company's share immediately before the date (10 July 2019) on which the share options were granted was HK\$1.847.

附註：

- 本公司股份於緊接購股權獲授出當日（二零一九年七月十日）前之收市價為1.847港元。

購股權計劃（續）

9. 新購股權計劃之剩餘年期（續）

SHARE OPTION SCHEME (CONTINUED)

9. Remaining life of the New Share Option Scheme (Continued)

Details of the share option movements during the period from 1 April 2020 to 26 June 2020 under the Scheme Option Scheme are as follows: –

	Number of share options 購股權數目				Outstanding at 26 June 2020 於二零二零年 六月二十六日 尚未行使	Exercise price 行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期
	Outstanding at 1 April 2020 於二零二零年 四月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed or expired during the period 期內失效 或屆滿				
Mr. Ma Fung On 馬逢安先生	1,000,000	-	-	-	1,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016-29 June 2021 二零一六年六月三十日至二零二一年六月二十九日
Dr. Ng Man Cheuk 吳民卓博士	2,000,000	-	-	-	2,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016-29 June 2021 二零一六年六月三十日至二零二一年六月二十九日
	800,000	-	-	-	800,000	2.090	30 August 2018 二零一八年八月三十日	30 August 2018-29 August 2023 二零一八年八月三十日至二零二三年八月二十九日
Dr. Cheung Nim Kwan 張念坤博士	300,000	-	-	-	300,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016-29 June 2021 二零一六年六月三十日至二零二一年六月二十九日
Continuous Contract Employees 持續合約僱員	1,700,000	-	-	-	1,700,000	2.260	10 July 2015 二零一五年七月十日	10 July 2015-9 July 2020 二零一五年七月十日日至二零二零年七月九日
Continuous Contract Employees 持續合約僱員	650,000	-	-	-	650,000	2.142	7 January 2016 二零一六年一月七日	7 January 2017-6 January 2021 二零一七年一月七日日至二零二一年一月六日
Continuous Contract Employees 持續合約僱員	3,300,000	-	-	-	3,300,000	2.090	30 August 2018 二零一八年八月三十日	30 August 2018-29 August 2023 二零一八年八月三十日至二零二三年八月二十九日
Continuous Contract Employees 持續合約僱員	1,300,000	-	-	-	1,300,000	1.810	10 July 2019 二零一九年七月十日	10 July 2019-9 July 2024 二零一九年七月十日日至二零二四年七月九日
	11,050,000	-	-	-	11,050,000			

購股權計劃 (續)

9. 新購股權計劃之剩餘年期 (續)

由二零二零年四月一日至二零二零年六月二十六日期間內，購股權計劃項下之購股權變動詳情如下：—

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN SHARES

As at 31 March 2020, the interests and the short positions of the directors of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of the Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such positions of the SFO) or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed issuers (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:—

Interests in shares and underlying shares of the Company and its associated corporation.

董事於股份之權益

於二零二零年三月三十一日，本公司董事於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部規定須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益及淡倉），或須記入根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：—

於本公司及其相聯法團之股份及相關股份之權益。

DIRECTORS' INTERESTS IN SHARES (CONTINUED) 董事於股份之權益 (續)
(a) Interests in shares of the Company (a) 於本公司股份之權益

Name of Director	Capacity	Number of shares	Total interests	Percentage of issued ordinary shares	Number of underlying shares held under equity derivatives (Note 1) 股本衍生工具項下所持相關股份數目 (附註1)
董事姓名	身份	股份數目	權益總額	佔已發行普通股百分比	(附註1)
Dr. Ng Chi Ho 吳自豪博士	Beneficial owner 實益擁有人	6,930,000(L)	170,528,000(L)	60.15%(L)	-
	Interests of controlled corporation 受控法團權益	53,598,000(L) (Note 2) (附註2)	-	-	-
	Founder of a discretionary trust 全權信託創辦者	110,000,000(L) (Note 3) (附註3)	-	-	-
Mr. Ma Fung On 馬逢安先生	Beneficial owner 實益擁有人	4,323,000(L)	14,223,000(L)	5.02%(L)	1,000,000
	Interests of controlled corporation 受控法團權益	9,900,000(L) (Note 4) (附註4)	-	-	-
Dr. Ng Man Cheuk 吳民卓博士	Beneficial owner 實益擁有人	1,000,000(L)	111,000,000(L)	39.15%(L)	2,800,000
	Beneficiary of a discretionary trust 全權信託受益人	110,000,000(L) (Note 3) (附註3)	-	-	-
Mr. Lee Kam Hung 李錦雄先生	Beneficial owner 實益擁有人	200,000(L)	1,257,800(L)	0.44%(L)	-
	Interests of controlled corporation 受控法團權益	1,057,800(L) (Note 5) (附註5)	-	-	-
Mr. Leung Yu Ming, Steven 梁宇銘先生	Beneficial owner 實益擁有人	530,000(L)	530,000(L)	0.19%(L)	-
Mr. Chan Kit Wang 陳杰宏先生	Beneficial owner 實益擁有人	200,000(L)	200,000(L)	0.07%(L)	-
Dr. Cheung Nim Kwan 張念坤博士	Beneficial owner 實益擁有人	-	-	-	300,000

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN SHARES (CONTINUED)

(a) Interests in shares of the Company (Continued)

Notes:

- These represent the interests in underlying shares in respect of the share options granted by the Company, the details of which are set out in the sub-section "Share Option Scheme".
- 53,598,000 shares are held by Billion Linkage Limited, the entire issued shares of which is held by Dr. Ng Chi Ho and his spouse in equal share.
- 110,000,000 Shares are held by Superior View Inc., the entire issued shares of which is ultimately held by Fidelitycorp Limited as the trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho.
- 9,900,000 Shares are held by Global Class Enterprises Limited, the entire issued shares of which is held by Mr. Ma Fung On.
- 1,057,800 shares are held by Quick Fit Enterprises Ltd, the ultimate shareholder is Mr. Lee Kam Hung.
- (L) – Long Position

(b) Interests in shares of the Company's associated corporation

Non-voting deferred shares of HK\$1.00 each in Suga Electronics Limited, a wholly owned subsidiary of the Company:

董事於股份之權益 (續)

(a) 於本公司股份之權益 (續)

附註：

- 有關股份指本公司所授出購股權涉及之相關股份權益，有關詳情載於「購股權計劃」分節。
- 該等53,598,000股股份由Billion Linkage Limited持有，而該公司全部已發行股份則由吳自豪博士與其配偶各持一半。
- 該等110,000,000股股份由Superior View Inc.持有，而該公司全部已發行股份由作為C.H.家族信託受託人之Fidelitycorp Limited最終持有，該信託之受益人為吳自豪博士之家屬。
- 該等9,900,000股股份由Global Class Enterprises Limited持有，而該公司全部已發行股份則由馬逢安先生持有。
- 該等1,057,800股股份由Quick Fit Enterprises Ltd持有，李錦雄先生為該公司最終股東。
- (L) – 好倉

(b) 於本公司相聯法團股份之權益

於本公司全資附屬公司信佳電子有限公司每股面值1.00港元之無投票權遞延股份：

Name of Director	Capacity	Number of Non-voting deferred shares 無投票權遞延股份數目 (Note 1) (附註1)	Percentage of issued shares 佔已發行股份百分比
董事姓名	身份		
Dr. Ng Chi Ho 吳自豪博士	Interests of controlled corporation 受控法團權益	3,680,000 (Note 2) (附註2)	92%
Mr. Ma Fung On 馬逢安先生	Interests of controlled corporation 受控法團權益	240,000 (Note 2) (附註2)	6%

DIRECTORS' INTERESTS IN SHARES (CONTINUED)

(b) Interests in shares of the Company's associated corporation (Continued)

Notes:

1. These non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to any distributions upon winding up unless a sum of HK\$10,000,000,000 per ordinary shares has been distributed to the holders of ordinary shares.
2. The 4,000,000 non-voting deferred shares in Suga Electronics Limited are held as to 80% by Essential Mix Enterprises Limited and 20% by Broadway Business Limited. Dr. Ng Chi Ho and Mr. Ma Fung On hold 92% and 6% interests in each of Essential Mix Enterprises Limited and Broadway Business Limited respectively.

Save as disclosed above and under the "Share Option Scheme", none of the Directors of the Company have any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations as defined in the SFO as at 31 March 2020.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURE

Save as disclosed in above section, at no time during the year was the Company, its parent company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire benefits by means of the acquisition of shares in, or debenture of, the Company or any body corporate.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACTS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, its parent company, or its subsidiaries or fellow subsidiaries was a party and in which a director of the Company, his connected entities were materially interested, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於股份之權益 (續)

(b) 於本公司相聯法團股份之權益 (續)

附註：

1. 該等無投票權遞延股份無權投票或收取股息，清盤時，只有普通股持有人已獲分派每股普通股10,000,000,000港元後，該等無投票權遞延股份持有人方可獲分派。
2. 4,000,000股信佳電子有限公司無投票權遞延股份分別由Essential Mix Enterprises Limited及Broadway Business Limited持有80%及20%。吳自豪博士及馬逢安先生各自分別於Essential Mix Enterprises Limited及Broadway Business Limited持有92%及6%權益。

除上文及「購股權計劃」項下披露者外，於二零二零年三月三十一日，本公司董事概無於本公司及其相聯法團（定義見證券及期貨條例）之股份、相關股份及債券中擁有任何權益及淡倉。

董事購買股份或債券之權利

除上一節所披露者外，本公司、其母公司或其任何附屬公司或同系附屬公司於年內任何時間並無訂立購買本公司或任何法人團體的股份或債券以允許董事獲得利益的任何安排。

董事於交易、安排及合約之權益

於年末或年內任何時間，本公司、其母公司或其附屬公司或同系附屬公司概無訂立與本集團業務有關之任何重大交易、安排或合約，且本公司董事及其關連實體概無直接或間接於該等交易、安排或合約中擁有任何重大權益。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' PERMITTED INDEMNITY PROVISIONS

According to the Bye-laws of the Company, every director of the Company shall be entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Company.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

In the opinion of the Directors, there is no such competing business as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2020, the following persons (not being a Director or chief executive of the Company) had interests or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and which have been recorded in the register kept by the Company pursuant to the section 336 of the SFO.

董事之准許彌償條文

根據本公司公司細則，本公司各董事有權就履行其職務或在履行其職務方面或在其他有關方面可能蒙受或招致之所有損失或責任從本公司之資產及溢利中獲取彌償。本公司已為其董事及高級職員投購合適的董事及高級職員責任保險。

董事於競爭業務之權益

董事認為，並無任何香港聯合交易所有限公司證券上市規則（「上市規則」）界定之競爭業務。

主要股東

於二零二零年三月三十一日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士（並非本公司董事或主要行政人員）於本公司之股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司披露之權益或淡倉。

Name	Capacity	Number of shares	Percentage of issued shares
姓名／名稱	身份	股份數目	佔已發行股份百分比
Superior View Inc. (Note 1) Superior View Inc. (附註1)	Beneficial owner 實益擁有人	110,000,000(L)	38.80%(L)
Billion Linkage Limited (Note 2) Billion Linkage Limited (附註2)	Beneficial owner 實益擁有人	53,598,000(L)	18.91%(L)
Lee Wai Fun (Note 3) 李惠芬 (附註3)	Interest of spouse 配偶權益	116,930,000(L)	41.25%(L)
	Interest of controlled corporation 受控法團權益	53,598,000(L)	18.91%(L)

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

Notes:

1. The entire issued share capital of Superior View Inc. is ultimately held by Fidelitycorp Limited as trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho.
2. The entire issued share capital of Billion Linkage Limited is held by Dr. Ng Chi Ho and his spouse in equal shares and, as such, Dr. Ng Chi Ho is deemed to be interested in all the shares held by Billion Linkage Limited under the SFO.
3. Madam Lee Wai Fun is deemed to be interested in 116,930,000 shares held by her spouse, Dr. Ng Chi Ho, a director of the Company.
4. (L) – Long Position

Save as disclosed above, as far as is known to the Directors, there is no person, other than the Directors and chief executives of the Company, who has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision 2 and 3 of Part XV of the SFO as at 31 March 2020.

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest customer for the year accounted for approximately 13.9% of the Group's total revenue and the five largest customers accounted for approximately 42.0% of the Group's total revenue. In addition, the largest supplier of the Group accounted for approximately 16.4% of the Group's purchases while the five largest suppliers of the Group accounted for approximately 28.7% of the Group's total purchases.

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

主要股東 (續)

附註：

1. Superior View Inc.全部已發行股本由作為C.H.家族信託受託人之Fidelitycorp Limited最終持有，該信託之受益人為吳自豪博士之家屬。
2. Billion Linkage Limited全部已發行股本由吳自豪博士與其配偶各佔一半，故根據證券及期貨條例，吳自豪博士被視為擁有Billion Linkage Limited所持有全部股份之權益。
3. 李惠芬女士被視為於其配偶本公司董事吳自豪博士持有的116,930,000股股份中擁有權益。
4. (L) – 好倉

除上文披露者外，於二零二零年三月三十一日，董事並不知悉除董事及本公司主要行政人員外，有任何人士於本公司股份及相關股份中，擁有任何根據證券及期貨條例第XV部第2及3分部規定須向本公司披露之權益或淡倉。

管理合約

年內，本公司概無訂立或訂有有關本公司全部或任何部分重要業務之管理及行政合約。

主要客戶及供應商

年內，本集團向最大客戶作出之銷售額佔本集團總收益約13.9%，而向五大客戶作出之銷售額則佔本集團總收益約42.0%。此外，本集團向最大供應商作出之購買額佔本集團總購買額約16.4%，向五大供應商作出之購買額則佔本集團總購買額約28.7%。

董事、彼等之聯繫人或就董事所知任何擁有本公司股本5%以上之股東，概無於上述主要供應商或客戶中擁有任何權益。

REPORT OF THE DIRECTORS

董事會報告

MATERIAL LEGAL PROCEEDINGS

As at 31 March 2020, the Company was not involved in any material litigation or arbitration and no material litigation or arbitration were pending or threatened or made against the Company so far the Company is aware.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the "Corporate Governance Report" on pages 29 to 48.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

INDEPENDENT AUDITOR

The financial statements for the year have been audited by PricewaterhouseCoopers who retire and, being eligible, offered themselves for re-appointment.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

The Company has a serious commitment to ESG matters. A report on the environmental, social and governance commitment can be found on pages 69 to 96.

On behalf of the Board

Suga International Holdings Limited

NG Chi Ho

Chairman

Hong Kong, 26 June 2020

重大法律訴訟

於二零二零年三月三十一日，本公司並無涉及任何重大訴訟或仲裁，而據本公司所知，亦無任何尚未了結或可能面臨威脅或對本公司作出之重大法律訴訟或仲裁。

企業管治

本公司致力維持高水準之企業管治常規。本公司採納之企業管治常規資料載於第29至48頁之「企業管治報告」內。

公眾持股量

根據本公司公開取得之資料及就董事所知，於本報告日期，本公司不少於25%已發行股份已按上市規則規定由公眾人士持有。

獨立核數師

本年度之財務報表已由羅兵咸永道會計師事務所審核，該核數師即將任滿告退，惟合資格並願意獲續聘。

環境、社會及管治（「環境、社會及管治」）

本公司嚴肅正視環境、社會及管治的問題。有關環境、社會及管治承諾的報告載於第69至96頁。

代表董事會

信佳國際集團有限公司

主席

吳自豪

香港，二零二零年六月二十六日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

FORWARD

This Environmental, Social and Governance (ESG) Report is prepared in accordance with the ESG Reporting Guide as set out in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited for Suga International Holdings Limited and its subsidiaries (referred to in this report as “the Group” or “SUGA”) for the financial year ended 31 March 2020.

This report presents SUGA’s compliance with the “Comply or Explain” provision of the ESG Reporting Guide, also within Appendix 27.

As a leading electronics total solutions provider in Hong Kong, SUGA has a mission to contribute to the progress of society by providing people with quality products and employing advanced technology, with protecting the environment and serving the community always in mind.

DIRECTORS’ ROLES IN ESG AFFAIRS

The Board acknowledges its responsibility in the Group’s ESG affairs. It is committed to making continuous contributions to sustainable development in environmental aspects and fulfilling its corporate social responsibilities. Towards that end, the Board sets the ESG management approach, strategy and objectives as well as processes used to evaluate, prioritise and manage ESG issues. The Board regularly assesses the environmental, social and governance risks, formulates the environmental, social and governance strategy, ensure the establishment and maintenance of effective internal control procedures on the environmental, social and governance aspects of its business and operations. At the same time, it performs regular analysis and independent assessment on the adequacy and effectiveness of these efforts through an internal audit function.

To ensure its sustainability efforts in ESG are executed, the Group has established an ESG Committee that reports to the Board, comprising an Executive Director and various department heads. The Board has assigned authority to this ESG Committee to carry out various tasks including internal (relevant for management and employees) and external (relevant to stakeholders) materiality assessments, the scope of ESG work, and the costs to and commitment of resources from the Group. To facilitate better internal control in fulfilling its ESG commitment, SUGA has also established an “Environmental, Social Governance Policy” to regulate and monitor ESG activities.

前言

本環境、社會及管治報告乃根據香港聯合交易所有限公司證券上市規則附錄二十七的《環境、社會及管治報告指引》就信佳國際集團有限公司及其附屬公司（於本報告簡稱「本集團」或「信佳」）截至二零二零年三月三十一日止財政年度而編製。

本報告呈列信佳如何遵守亦載於附錄二十七的《環境、社會及管治報告指引》的「不遵守就解釋」規定。

作為香港其中一間領先的全方位電子解決方案供應商，信佳一直以透過提供優質產品及採用先進技術以為社會發展作出貢獻為己任，並時刻謹記保護環境及服務社區的責任。

董事於環境、社會及管治事務之角色

董事會承擔其於本集團環境、社會及管治事務的責任。其致力為環境層面的可持續發展持續作出貢獻以及達成其企業社會責任。就此，董事會制定環境、社會及管治管理方法、策略及目標，以及用於評估、確定優先次序及管理環境、社會及管治問題的程序。董事會定期評估環境、社會及管治風險、制定環境、社會及管治策略、確保成立及維持就其業務及營運的環境、社會及管治層面的有效內部監控程序。同時，董事會透過內部審計職能就該等工作是否足夠及有效定期進行分析及獨立評估。

為確保履行於環境、社會及管治方面的可持續發展努力，本集團成立由執行董事及各部門主管組成的環境、社會及管治委員會，以向董事會匯報。董事會已授權該環境、社會及管治委員會進行不同任務，包括內部（與管理層及僱員有關）及外部（與持份者有關）的實質性評估、環境、社會及管治範圍的工作以及本集團的成本及資源應用。為促進完善內部監控以實踐環境、社會及管治承諾，信佳亦已制定「環境、社會及管治政策」，管理及監控環境、社會及管治活動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REPORT SCOPE

This report covers the operations of SUGA's core business in Hong Kong and its plant in Dongguan, People's Republic of China (PRC) highlighting SUGA's sustainable efforts in Environmental Aspects (Aspect A) and Social Aspects (Aspect B) and the material issues in these two general categories are summarized in the following section.

報告範圍

本報告涵蓋信佳的香港核心業務及其於中華人民共和國（中國）東莞廠房的營運，重點介紹信佳為環境層面（層面A）及社會層面（層面B）的可持續發展作出的貢獻，而該兩大分類的重大事宜於下文一節概述。

SUMMARY OF MATERIAL ISSUES DISCLOSED IN THIS REPORT

於本報告披露的重大事宜概要

Material Issues 重大事宜	Location of Disclosure 披露層面
Environmental – Emissions and Waste 環境 – 排放物及廢料	Aspect A1 層面A1
Environmental – Use of Resources 環境 – 資源使用	Aspect A2 層面A2
Environmental – Environmental and Natural Resources 環境 – 環境及天然資源	Aspect A3 層面A3
Social – Employment 社會 – 僱傭	Aspect B1 層面B1
Social – Health and Safety 社會 – 健康與安全	Aspect B2 層面B2
Social – Development and Training 社會 – 發展及培訓	Aspect B3 層面B3
Social – Labor Standards 社會 – 勞工準則	Aspect B4 層面B4
Social – Supply Chain Management 社會 – 供應鏈管理	Aspect B5 層面B5
Social – Product Responsibility 社會 – 產品責任	Aspect B6 層面B6
Social – Anti-corruption 社會 – 反貪污	Aspect B7 層面B7
Social – Community Investment 社會 – 社區投資	Aspect B8 層面B8

There is no change in the material issues in this report when compared with the ESG Report issued in the Group's 2018/2019 Annual Report.

與本集團於二零一八／二零一九年年報發佈的環境、社會及管治報告相比，本報告的重大事宜並無任何變動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

MATERIALITY ASSESSMENT

SUGA values internal and external stakeholders' views in all ESG aspects, and therefore we conduct regular reviews in identifying and understanding the main concerns and material interest of internal and external stakeholders for the ESG report. The communications channels for the review are as follows:

- Employee training and seminars
- Employee recreational and volunteer activities
- Intranet and emails
- Customer satisfaction survey
- Newsletters and notice board
- Corporate website
- Annual General Meeting and other shareholders' meetings
- Annual Reports, Interim Reports and Announcements
- Community service programs
- Investor Relation programs

實質性評估

就所有環境、社會及管治層面而言，信佳重視內部及外部持份者的意見，因此，我們就識別及了解就環境、社會及管治報告而言內部及外部持份者的主要關注事宜及重大權益進行定期審閱。進行審閱的溝通渠道如下：

- 僱員培訓及研討會
- 僱員康樂及義工活動
- 內聯網及電郵
- 客戶滿意度調查
- 通信及告示板
- 公司網站
- 股東週年大會及其他股東大會
- 年報、中期報告及公告
- 社會服務計劃
- 投資者關係計劃

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

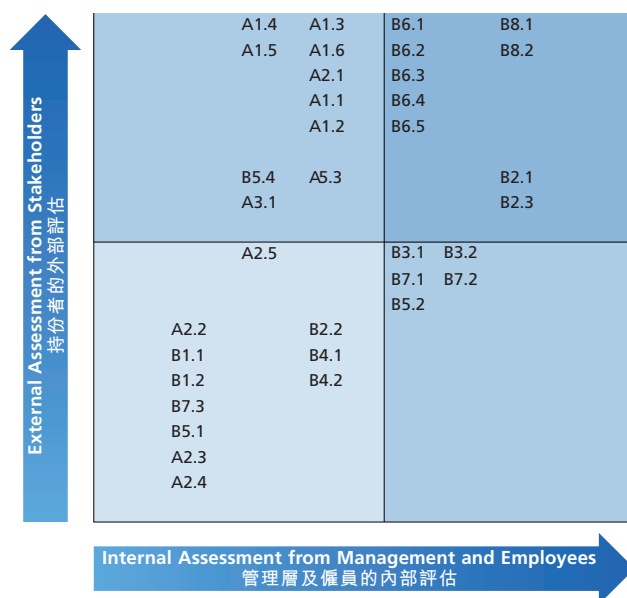
環境、社會及管治報告

MATERIALITY MATRIX

The Materiality Matrix after external and internal assessment is summarized as follows.

實質性矩陣

於進行外部及內部評估後的實質性矩陣概述如下。



Notes:

- A1.1 = Types of Emissions and Respective Emissions Data
- A1.2 = Direct (Scope 1) and Indirect Energy (Scope 2) Greenhouse Gas Emissions
- A1.3 = Total Hazardous Waste Produced (in tons)
- A1.4 = Total Non-hazardous Waste Produced (in tons)
- A1.5 = Emissions Target(s) Set and Steps Taken to Achieve Them
- A1.6 = Waste Management for Hazardous and Non-hazardous Substances
- A2.1 = Direct and Indirect Energy Consumption
- A2.2 = Water Consumption
- A2.3 = Description of Energy Use efficiency Target(s) Set and Steps Taken to Achieve Them
- A2.4 = Description of Water efficiency Target(s) Set and Steps Taken to Achieve Them
- A2.5 = Total Packing Material Used for Finished Products (in tons)
- A3.1 = Description of Significant Impact of Activities on the Environment and Natural Resources
- B1.1 = Total Workforce by Gender, Employment Type, Age Group and Geographical Region
- B1.2 = Employee Turnover Rate by Gender, Age Group and Geographical Region
- B2.1 = Number and Rate of Work-related Fatalities for the Past 3 Years Including the Reporting Year
- B2.2 = Lost Days Due to Work-related Injury
- B2.3 = Description of Occupational Health and Safety Measures Adopted, Implemented and Monitored
- B3.1 = Percentage of Employees Trained by Gender and Employee Category
- B3.2 = Average Training Hours Completed per Employee by Gender and Employee Category
- B4.1 = Measures to Review Employment Practices to Avoid Child and Forced Labor
- B4.2 = Steps to Eliminate Child and Forced Labor When Discovered
- B5.1 = Number of Suppliers by Geographical Region
- B5.2 = Practices to Engage Suppliers, Numbers of Suppliers Where the Practices Are Implemented
- B5.3 = Practices to Identify Environmental and Social Risk in Supply Chain and Implementation
- B5.4 = Practices to Promote Environmentally Preferable Products When selecting suppliers
- B6.1 = Percentage of Total Products Sold Subject to Recalls for Safety and Health Reasons
- B6.2 = Number of Product-related Complaints Received and How They Are Dealt with
- B6.3 = Practices Related to Observing and Protecting Intellectual Property Rights
- B6.4 = Quality Assurance Process and Recall Procedures
- B6.5 = Consumer Data Protection and Privacy Policies
- B7.1 = Number of Concluded Legal Cases Regarding Corrupt Practices Against the Group or Employees
- B7.2 = Implementation and Monitoring of Preventive Measures and Whistle-blowing Procedures
- B7.3 = Anti-corruption Training Provided to Directors and Staff
- B8.1 = Focus Areas of Contribution
- B8.2 = Resources Contributed to the Focus Areas

附註：

- A1.1 = 排放類別及相關排放數據
- A1.2 = 直接(範圍1)及能源間接(範圍2)排放溫室氣體排放量
- A1.3 = 有害廢料產生總量(以噸計算)
- A1.4 = 無害廢料產生總量(以噸計算)
- A1.5 = 所訂立的排放目標及為達到這些目標所採取的步驟
- A1.6 = 有害及無害物質的廢料管理
- A2.1 = 直接及間接能源消耗
- A2.2 = 耗水量
- A2.3 = 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟
- A2.4 = 描述所訂立的省水效率目標及為達到這些目標所採取的步驟
- A2.5 = 製成品消耗的包裝物料總量(以噸計算)
- A3.1 = 描述業務活動對環境及天然資源的重大影響
- B1.1 = 按性別、僱傭類型、年齡組別及地區劃分的僱員總數
- B1.2 = 按性別、年齡組別及地區劃分的僱員流失率
- B2.1 = 過去三年(包括匯報年度)工作相關死亡人數及比率
- B2.2 = 因工傷損失的工作日數
- B2.3 = 所採納、執行及監察的職業健康與安全措施的描述
- B3.1 = 按性別及僱員類別劃分的受訓僱員百分比
- B3.2 = 按性別及僱員類別劃分,每名僱員完成受訓的平均時數
- B4.1 = 檢討招聘慣例的措施以避免童工及強制勞工
- B4.2 = 在發現童工及強制勞工時消除有關情況的步驟
- B5.1 = 按地區劃分的供應商數目
- B5.2 = 聘用供應商的慣例,向其執行有關慣例的供應商數目
- B5.3 = 辨識供應商的環境及社會風險的慣例,以及執行方法
- B5.4 = 揀選供應商時促進多用環保產品的慣例
- B6.1 = 已售產品總數中因安全與健康理由而須回收的百分比
- B6.2 = 接獲關於產品的投訴數目以及應對方法
- B6.3 = 描述與維護及保障知識產權有關的慣例
- B6.4 = 質量檢定過程及產品回收程序
- B6.5 = 消費者資料保障及私隱政策
- B7.1 = 對本集團或僱員提出並已審結的貪污訴訟案件的數目
- B7.2 = 執行及監察防範措施及舉報程序
- B7.3 = 向董事及員工提供的反貪污培訓
- B8.1 = 專注貢獻範疇
- B8.2 = 在專注範疇所動用資源

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

FEEDBACK

SUGA values feedback from our stakeholders. If you have any questions or suggestions on the content or the form of reporting of this ESG Report, you are welcome to contact us via the following:

Address: 22/F., Tower B, Billion Centre,
1 Wang Kwong Road, Kowloon Bay,
Kowloon, Hong Kong
Email: investorrelations@suga.com.hk
Telephone: 852-2953 0383
Fax: 852-2953 1523

REPORTING ON ENVIRONMENTAL ASPECTS

Environmental Sustainability

SUGA recognizes the importance of environmental sustainability and is committed to protecting the environment. We incorporate environmental considerations into business processes and maintain an ongoing commitment to environment protection in line with laws and regulations within Hong Kong and Mainland China. SUGA has implemented various measures to achieve the following priority objectives in environmental aspects:

- Reducing emissions of greenhouse gases and other pollutants
- Achieving savings in energy
- Reducing waste generation

In supporting the Group to develop an all-round corporate social responsibility and green culture, we have incorporated the internationally-certified environmental management systems and processes of ISO14001 and QC080000 in our operations and have professionally informed employees through setting environmental protection guidelines.

During this financial year, we have participated in various green activities and garnered the following awards, certificates and recognition for our efforts here.

回饋建議

信佳重視持份者的回饋建議。倘閣下對本報告的內容或報告形式有任何疑問或意見，歡迎透過以下方式與我們聯絡：

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九龍灣宏光道一號
億京中心B座22樓
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環境層面報告

環境可持續性

信佳深明環境可持續發展的重要性，並承諾保護環境。我們將環境考慮因素融入業務流程，遵守香港與中國內地的法律及法規，致力保護環境。信佳已落實多項措施以達成以下環保優先目標：

- 減少溫室氣體及其他污染物排放
- 實現節省能源
- 減少廢物產生

我們已將國際認可的ISO14001及QC080000環境管理系統及流程加入我們的營運中，並已透過制訂環境保護指引讓僱員獲得專業資訊，以推動本集團發展全方位企業社會責任及環保文化。

於本財政年度，我們曾參與多項環保活動，並獲得以下獎項、認證和嘉許。

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Awards and Certification		
Organizer	Awards and Certificates	
獎項及認證主辦單位	獎項及認證	
China Quality Certification Centre 中國質量認證中心	Accreditation of ISO 14001:2015 ISO 14001: 2015認證	 <p>中国质量认证中心 CHINA QUALITY CERTIFICATION CENTRE</p>
SGS United Kingdom Limited	Accreditation of QC080000:2017 Accreditation of ISO 9001:2015 QC080000:2017認證 ISO 9001:2015認證	
BSI Assurance UK Limited	Accreditation of ISO 13485:2016 ISO 13485:2016認證	
Environmental Campaign Committee 環境運動委員會	Hong Kong Green Organisation 香港綠色機構	
Bank of China Hong Kong 中銀香港	2019 Corporate Environmental Leadership Award – Eco Partner Certificate 2019企業環保領先大獎 – 環保傑出夥伴證書	
Hong Kong Q-Mark Council Federation 香港優質標誌局	HK Green Mark Certification Scheme 香港「Q 嘜」環保管理計劃	

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Awards and Certification

Organizer

獎項及認證主辦單位

Awards and Certificates

獎項及認證

PRC Guangdong Province Science
Technology Bureau
中國廣東省科學技術廳

High & New Technology Enterprises
Certificate
高新技術企業證書



Green Activities

環保活動

World Wide Fund for Nature
Hong Kong
世界自然(香港)基金會

Walk for Nature @Mai Po 2019
2019米埔「步走大自然」步行籌款



Green Council
環保促進會

Hong Kong Green Day
香港綠色日



Green Council
環保促進會

International Coastal Cleanup
2019 Hong Kong
2019香港國際海岸清潔運動



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ASPECT A1: EMISSIONS AND WASTE REDUCTION

SUGA is committed to protecting the environment by reducing emissions of greenhouse gases as well as by reducing discharge of harmful substances into water and land alike, and generation of less hazardous and non-hazardous waste. We fully comply with the relevant laws and regulations related to gas emissions and waste management. Our emissions KPIs are within a normal range when compared with companies of the same business nature. Our goal is to reduce emissions, waste, use of energy and water by using new environmental technologies and environmentally-friendly raw materials.

Aspects A1.1 & A1.2 Reduce Emissions from Fuel Consumption and Greenhouse Gases Emissions

SUGA's main sources of greenhouse gases and other polluting emissions are our electricity usage and vehicle fleet. We have managed to reduce such emissions by measures such as monitoring electricity consumption, implementing energy-saving measures and curtailing use of our vehicle fleet as stated in Aspect A1.5 "Measures to Mitigate Emissions". The amount of gas emissions is calculated according to HKEX "How to Prepare an ESG Report? Appendix 2: Reporting Guidance on Environmental KPIs" issued in March 2020.

A1.1 Emissions from Gaseous Fuel		
Consumption for the Year:	2019/2020	2018/2019
NO _x Emissions	565.05 Kg	493.01 Kg
SO _x Emissions	1.01 Kg	1.09 Kg
Particulate Matter Emissions	48.68 Kg	40.70 Kg
Total Emissions of Pollutants	614.74 Kg	534.80 Kg

Total Emissions of Pollutants increased mainly due to change of International Commercial Terms which provide better service to customers and increase use of our fleet.

層面A1：減少排放物及廢料

信佳致力透過減少溫室氣體排放，降低水中及陸地有害物質的排放，以及產生較少有害及無害廢料以保護環境。我們全面遵守有關氣體排放及廢料管理的相關法律及法規。與同類業務公司相比，我們的排放關鍵績效指標屬於正常範圍。我們的目標為透過使用新環保技術及環保原材料而減少排放、廢棄物以及能源及水消耗量。

層面A1.1及A1.2減少燃料消耗排放及溫室氣體排放

信佳的溫室氣體及其他污染物排放的主要來源為用電及車隊。我們以層面A1.5「減少排放物措施」一節所述監察耗電量、制訂節能措施及減少使用車隊等措施，以減少有關排放物。氣體排放量按聯交所於二零二零年三月刊發的「如何準備環境、社會及管治報告？附錄二：環境關鍵績效指標匯報指引」計算。

A1.1年內氣體燃料消耗排放：	二零一九／二零二零年	二零一八／二零一九年
氮氧化物排放	565.05 千克	493.01 千克
硫氧化物排放	1.01 千克	1.09 千克
懸浮粒子排放	48.68 千克	40.70 千克
污染物總排放	614.74 千克	534.80 千克

污染物總排放增加主要由於更改國際商業條款以向客戶提供更佳服務，以及增加我們車隊的使用量。

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A1.2 Greenhouse Gas Emissions for the Year:	2019/2020	2018/2019
Scope 1 – Direct Emissions	171.9 Tons	190.0 Tons
Scope 2 – Indirect Emissions	5,691.9 Tons	5,818.5 Tons
Total Emissions of Greenhouse Gases	5,863.8 Tons	6,008.5 Tons

Scope 2 – Indirect Greenhouse Gas Emissions decrease was mainly due to decrease in electricity consumption.

Aspects A1.3 & A1.4 Reduce Generation of Hazardous & Non-hazardous Waste

SUGA did not generate any hazardous waste materials during our production. Nevertheless, we have hired specialist contractors to handle hazardous waste materials as a by-product from Raw Material Incoming Quality Assurance (IQA) operations at the Dongguan Plant in the PRC. In addition, only vendors that comply with Restriction of Hazardous Substance (RoHS) and Registration, Evaluation, Authorization and Restriction of Chemicals (REACH) codes are included in our “Approved Vendors List”. And in order to ensure that our products are environmentally-friendly, only approved vendors are permitted to supply raw materials to us.

SUGA’s main source of non-hazardous waste is the rubbish generated from business operations, and the Dongguan Plant Central Canteen and Dormitory. We have managed to reduce generation of hazardous and non-hazardous waste by measures stated in Aspect A1.6 “Waste Management for Hazardous and Non-hazardous Substances”.

A1.3 Total Hazardous Waste for the Year:	2019/2020	2018/2019
	0 Kg	0 Kg

A1.2年內溫室氣體排放：	二零一九／二零二零年	二零一八／二零一九年
範疇1—直接排放	171.9噸	190.0噸
範疇2—間接排放	5,691.9噸	5,818.5噸
溫室氣體總排放	5,863.8噸	6,008.5噸

範疇2—間接溫室氣體排放減少主要由於耗電量減少。

層面A1.3及A1.4減少產生有害及無害廢料

信佳生產過程中並無產生任何有害廢料。儘管如此，我們已聘用專門的承包商處理於中國東莞廠房的原材料引進質量保證(Raw Material Incoming Quality Assurance) (IQA)業務所產生的附屬有害廢料。此外，只有符合有害物質限制指令(RoHS)及化學品註冊、評估、授權和限制(REACH)守則的供應商才會列入我們的「核准供應商名單」，而只有核准供應商才可向我們提供原料以確保我們的產品符合環保規定。

信佳的無害廢料主要源於業務營運及東莞廠房中央飯堂及宿舍所產生的廢料。我們以層面A1.6「有害及無害物質的廢料管理」所載措施以減少有害及無害廢料的產生

A1.3年內有害廢料總量：	二零一九／二零二零年	二零一八／二零一九年
	0千克	0千克

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A1.4 Total Non-hazardous Waste for the Year:	2019/2020	2018/2019
Industrial Waste	245,000 Kg	239,068 Kg
Plastic	16,615 Kg	19,768 Kg
Garbage	193,096 Kg	196,247 Kg
Food Residue	18,929 Kg	19,198 Kg
Total Non-hazardous Waste	473,640 Kg	474,281 Kg

Total Non-hazardous Waste decreased mainly due to sales volume and employee headcount decreased in 2019/2020.

Aspect A1.5 Measures to Mitigate Emissions

SUGA has implemented a wide range of measures to reduce greenhouse gases and emissions of other pollutants highlighted below:

- Implementing a Solar Panel Energy System at the Dongguan Plant which can provide around 950,000 KWH of electricity per annum
- Using LED lighting in all areas of the Hong Kong Office and the Dongguan Plant in the PRC to save energy
- Monitoring electricity consumption by measuring monthly electricity usage
- Deploying a frequency converter in production lines and the air-conditioning system in the Dongguan Plant to save energy in production
- Reducing use of our fleet by careful implementation of transportation plans
- Installing various types of sensors for electricity switches in the Dongguan Plant to reduce electricity consumption
- Installing smoke filters and electric ovens in the Central Kitchen of the PRC Dongguan Plant to reduce smoke pollution
- Implementing guidelines and creating slogans and posters to educate employees about energy-saving and environmentally-friendly concepts and encouraging them to live a green life

A1.4年內無害廢料 總量：	二零一九/ 二零二零年	二零一八/ 二零一九年
工業廢料	245,000 千克	239,068 千克
塑膠	16,615 千克	19,768 千克
垃圾	193,096 千克	196,247 千克
食物殘渣	18,929 千克	19,198 千克
無害廢料總量	473,640 千克	474,281 千克

無害廢料總量減少主要由於二零一九／二零二零年銷售量及僱員人數減少。

層面A1.5減少排放物措施

信佳已實施一系列措施以減少溫室氣體及其他污染物排放，摘要如下：

- 在東莞廠房啟用太陽能板能源系統，可每年提供約950,000千瓦時的電力
- 在香港辦事處及中國東莞廠房所有範圍使用LED照明以節省能源
- 透過計算每月用電量以監察耗電量
- 於東莞廠房的生產線及空調系統配置頻率轉換器以於生產過程節省能源
- 透過謹慎實施運輸計劃以減少使用我們的車隊
- 於東莞廠房為電力開關安裝不同類型的感應器以減少耗電量
- 在中國東莞廠房的中央廚房安裝煙霧過濾器及電焗爐以減少煙霧污染
- 制訂指引、創作標語及海報以向僱員灌輸節省能源及環保觀念，並鼓勵他們選擇環保生活

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Aspect A1.6 Waste Management for Hazardous and Non-hazardous Substances

Our waste management strategy is in line with the key 4R principles – Reduce, Reuse, Recycle and Replace.

We have undertaken the following measures to mitigate waste generation:

- Hazardous waste is not a major issue in our operations, nevertheless we have a team and lab to monitor hazardous waste created during the IQA process
- Implementing and adhering to policies to recycle packing pallets and carton boxes and reuse transit carton boxes (周轉箱) to reduce packing material usage
- Implementing recycling programs to reduce paper-based waste
- Implementing and adhering to policies to use environmentally-friendly raw materials at the product design stage

ASPECT A2: USE OF RESOURCES

We have adopted a variety of practices and guidelines to continually improve our energy efficiency in our production operations. Meanwhile, we remain committed to finding new ways to reduce energy consumption by improving the performance of machinery and use of infrastructure.

SUGA's main usage of energy is for electricity at our facilities and fuel consumption by our vehicle fleet. We manage direct and/or indirect energy consumption by monitoring monthly energy consumption, and educate employees about energy-saving and environmentally-friendly concepts and practices. Water consumption is not a materially important area for SUGA. Much of our water consumption is for cleaning and sanitation at the Dongguan Plant Dormitory, as well as use at the Dongguan Plant Central Canteen. Nevertheless, we have implemented practices and guidelines to manage water consumption at a reasonable level.

Our efforts in this direction include:

- Implementing a Solar Panel System at the Dongguan Plant to generate renewable energy and reduce electricity consumption

層面A1.6有害及無害物質的廢料管理

我們的廢料管理策略符合主要的4R原則—減少、重用、循環再用及取代。

我們已採用下列措施以減少廢料產生：

- 有害廢料並非我們營運中需要面對的主要問題，但我們已設有團隊及實驗室用以監察在進料品質檢查過程中產生的有害廢料
- 實施及遵從政策以循環使用包裝卡板及包裝紙箱以及循環使用周轉箱以減少包裝材料用量
- 實施循環使用計劃以減少紙類廢料
- 實施及遵從政策以於產品設計階段使用環保原材料

層面A2：資源使用

我們已採取多種常規及指引持續改善我們的生產營運。與此同時，我們仍然致力尋找新方法透過提升機械表現及基建設施使用以減少能源消耗。

信佳的主要能源用量是我們的設施用電及我們車隊的燃料消耗。我們透過監察每月能源消耗、教育僱員有關節省能源以及環保觀念及做法，以管理直接及／或間接能源消耗。信佳的耗水量並不顯著。我們的大部分用水主要是用於東莞廠房宿舍的清潔及衛生，以及用於東莞廠房的中央飯堂。然而，我們已實施多項常規及指引以將耗水量控制在合理水平。

我們在此方面的措施包括：

- 在東莞廠房裝設太陽能板系統以產生再生能源及減少耗電量

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- Modernizing our air-conditioning system and production machinery to save energy
- Implementing guidelines and creating slogans and posters to educate employees about energy-saving and environmentally-friendly concepts
- Installing sensors on water taps in the Dongguan Plant to reduce water usage
- Implementing paperless e-procurement and e-production and material planning systems to reduce paper consumption
- Implementing a paperless office system for business operation to reduce paper consumption
- Initiating a policy to reduce usage of packing materials for finished goods at the product design stage
- Implementing procedures to reduce packing materials in the production process
- Rubbish separation for recycling resources
- 將我們的空調系統及生產機器自動化以節省能源
- 制訂指引、創作標語及海報以向僱員灌輸節省能源及環保觀念
- 於東莞廠房安裝自來水感應器以減少用水量
- 採用無紙化電子採購、電子生產及物料規劃系統以減少耗紙量
- 於業務營運中採用無紙化辦公室系統以減少耗紙量
- 於產品設計階段訂立減少製成品包裝物料使用量政策
- 制訂程序以於生產過程減少包裝物料
- 廢物分類以便資源循環再用

Aspect A2.1 Direct and/or Indirect Energy Consumption

Resources Consumption for the Year:	2019/2020	2018/2019
1. Electricity (excluding 831,040 KWh (2018/2019: 818,720 KWh) solar panel electricity)	8,818,500 KWh	9,011,500 KWh
2. Diesel	42,380 Liters	36,581 Liters
3. Petrol	21,987 Liters	34,194 Liters

Electricity consumption decrease was mainly due to sales volume decreasing in 2019/2020.

層面A2.1直接及／或間接能源消耗

年內資源消耗:	二零一九/ 二零二零年	二零一八/ 二零一九年
1. 電力(不包括831,040千瓦時 (二零一八/二零一九年: 818,720千瓦時)的太陽能板 電力)	8,818,500千瓦時	9,011,500千瓦時
2. 柴油	42,380升	36,581升
3. 石油	21,987升	34,194升

耗電量減少主要由於二零一九／二零二零年的銷售量減少。

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Aspect A2.2 Water Consumption

<i>Water Consumption for the Year:</i>	2019/2020	2018/2019
Water consumed	145,293 m ³	134,613 m ³

Water consumption increase was mainly due to increase of 300 temporary contracted workers for the period from October 2019 to January 2020.

Aspect A2.5 Packing Material Consumption

<i>Packing Material Consumption for the Year:</i>	2019/2020	2018/2019
Packing Material consumed	917,535 Kg	1,079,644 Kg
	568Kg/HK\$M	641Kg/HK\$M
Intensity	Sales	Sales

Packing Material consumption intensity decreased mainly due to reducing packing material for our finished goods.

ASPECT A3: IMPACT ON ENVIRONMENTAL AND NATURAL RESOURCES

The nature of our industry does not have a serious impact on environmental and natural resources. SUGA has established ESG Policies which include stringent measures in place to reduce greenhouse gases and control emissions of pollutants. We have also implemented measures to reduce production of hazardous and non-hazardous waste.

Moreover, to promote environmental awareness among our employees, SUGA has created guidelines, slogans and posters to educate employees about energy-saving and environmentally-friendly concepts. We encourage our employees to live a green lifestyle.

SUGA's activities and operations have had no significant adverse impact on the environment and natural resources during the financial year ended 31 Mar 2020.

層面A2.2耗水量

	二零一九/ 二零二零年	二零一八/ 二零一九年
年內耗水：		
用水	145,293立方米	134,613立方米

耗水量增加主要由於於二零一九年十月至二零二零年一月期間增加300名臨時合約員工。

層面A2.5包裝物料消耗

	二零一九/ 二零二零年	二零一八/ 二零一九年
年內包裝物料消耗：		
已耗包裝物料	917,535千克	1,079,644千克
密度	568千克/ 百萬港元銷售額	641千克/ 百萬港元銷售額

包裝物料消耗密度減少主要由於製成品的包裝物料減少。

層面A3：對環境及天然資源的影響

我們的行業性質對環境及天然資源並不會造成嚴重影響。信佳已設立環境、社會及管治政策，包括採取嚴格措施以減少溫室氣體及控制污染物排放。我們亦已採取多項措施以減少產生有害及無害廢料。

此外，為了促進我們僱員的環保意識，信佳訂立指引、創作標語及海報以向僱員灌輸節能及環保觀念。我們鼓勵僱員選擇環保生活方式。

於截至二零二零年三月三十一日止財政年度，信佳的活動及營運對環境及天然資源概無造成重大不利影響。

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REPORTING ON SOCIAL ASPECTS

Corporate Social Responsibility

As one of Hong Kong's leading providers of total electronics solutions, fulfilling our corporate social responsibility is one of our objectives. SUGA is committed to operating in a manner that is economically, socially and environmentally sustainable. We have put in place policies, practices, procedures, guidelines and measures to achieve our corporate social responsibility objectives in environmental and social aspects.

SUGA also has a mission of benefiting society through participating in community activities and donations. SUGA's corporate social responsibility has a core value to benefit society and protect the environment. To fulfill that responsibility, we are committed to conducting business in a manner that respects society and the environment. Our environmental and social responsibility practices positively contribute to the community and protect the environment through donations, volunteer works and environmentally-friendly practices. For cleaner production, SUGA has adopted energy conservation measures to reduce environmental risks and liabilities. We also work to raise awareness and involvement in environmental protection among our employees at all levels and always encourage them to engage in green activities with their families. In the future, SUGA intends to continue ongoing efforts to fulfil our commitment to environmental protection as well as support sustainable development at the local and global level. We believe that through our efforts in environmental protection and community activities we can make our world a better place to live.

社會層面報告

企業社會責任

作為香港其中一間領先的全方位電子解決方案供應商，實現企業社會責任是我們的其中一個目標。信佳致力以符合經濟、社會及環境可持續性的方式營運。我們已制訂政策、常規、程序、指引及措施以實現我們在環境及社會層面的企業社會責任目標。

此外，信佳以透過參與社區活動及捐款惠及社會為己任。惠及社會及保護環境是信佳的企業社會責任核心價值。為履行該責任，我們致力以尊重社會及環境的方式經營業務。我們透過捐款、義工工作及環保常規為社會作出積極貢獻及保護環境，實踐對環境及社會負責任的常規。為了實現在生產過程中減少污染，信佳已採用多項節能措施以減少環境風險及責任。我們亦致力提升各級僱員的環保意識及推動他們參與環保事務，更經常鼓勵僱員與其家人參與環保活動。展望將來，信佳計劃繼續致力實現我們對環保的承諾，以及於本地及全球層面支持可持續發展。我們相信，透過我們於環保及社區活動方面的努力，我們能令我們的世界變得更美好。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ASPECT B1: EMPLOYMENT

SUGA has around 1,650 employees in Hong Kong and the PRC. We are committed to providing a rewarding work environment for our employees that encourages collaboration and offers them opportunities to learn, grow and succeed at work. The commitment has been incorporated into our Human Resources policies and practices and the Employee Handbook.

SUGA is in compliance with the following laws and regulations of the PRC and Hong Kong (HK) concerning employment.

1. Labor Law of the PRC (中華人民共和國勞動法)
2. Law of the PRC on Employment Contracts (中華人民共和國勞動合同法)
3. Minority Protection Law of the PRC (中華人民共和國未成年人保護法)
4. PRC Provision on the Prohibition of Child Labor (中國禁止使用童工規定)
5. Hong Kong Employment Ordinance (香港僱傭條例)
6. Hong Kong Employment of Children Regulation (香港僱用兒童規例)
7. Hong Kong Minimum Wage Ordinance (香港最低工資條例)
8. Hong Kong Mandatory Provident Fund Scheme Ordinance (香港強制性公積金條例)
9. Hong Kong Employee's Compensation Ordinance (香港僱員補償條例)

Recruiting and retaining competent and professional employees is vital to our success and we aim to attract, motivate and retain the best people for our business operations. To achieve this, we provide a competitive employment package consisting of monetary and non-monetary rewards for our employees. Our comprehensive reward system offers a discretionary incentive bonus, sales commissions, share options, group medical insurance protection, and retirement protection. Our employer contribution for the Mandatory Provident Fund (MPF) exceeds the legal requirement and we offer additional holidays to promote the well-being of employees.

層面B1：僱傭

信佳在香港和中國有約1,650名僱員。我們承諾為我們的僱員提供理想的工作環境、鼓勵他們互相合作及為他們提供學習、成長及於工作上成功的機會。有關承諾已納入我們的人力資源政策和常規及僱員手冊。

信佳遵守以下中國及香港的僱傭相關法律及法規。

1. 中華人民共和國勞動法
2. 中華人民共和國勞動合同法
3. 中華人民共和國未成年人保護法
4. 中國禁止使用童工規定
5. 香港僱傭條例
6. 香港僱用兒童規例
7. 香港最低工資條例
8. 香港強制性公積金條例
9. 香港僱員補償條例

招聘及挽留勝任及專業的僱員對我們的成功至為重要，我們致力於為業務營運招攬、鼓勵及挽留最優秀人才。為實現此目標，我們提供具競爭力的僱傭薪酬方案，包括為我們的僱員提供金錢及非金錢獎勵。我們的全面獎勵制度提供酌情獎勵花紅、銷售佣金、購股權、團體醫療保險及退休保障。我們的強積金僱主供款水平較法定水平更高，而我們更會為促進僱員的優質生活提供額外休假。

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At the same time, we help our employees pursue a work-life balance and live a healthy and fulfilling life. Our Human Resources Department organizes a range of social, sports and recreation activities, including local tours, barbecues, dinner gatherings and sports competitions to enrich our employees' lives. In this fiscal year, we have organized three new campaigns to promote employees' awareness for health and a green lifestyle. The three new campaigns are "Walk for Health", "Green Office" and "Mai Po Walk for Nature Photo and Drawing Contest".

We treat all employees and job applicants fairly and equally regardless of their gender, sexual orientation, marital status, race, color, nationality, religion, age or disability. We have zero tolerance of harassment and discrimination in any form.

Employee Communication

Promoting a corporate culture of open communication is one of the keys to sustaining our success. We encourage employees at all levels to express their views and make suggestions through a variety of channels, including face-to-face meetings, gatherings with management, a quarterly employee satisfaction survey and more. Our intranet and notice board keep employees up-to-date on company news across the Group. In addition, we have provided a suggestion box for employees to submit advice or inform the management about problems.

SUGA complies with all relevant Hong Kong and PRC laws and regulations related to working hours, rest periods and overtime pay. We provide workers overtime pay for working time beyond regular working hours. In addition, we strive to amicably resolve any labor-related matters through dialogue and negotiations with relevant employees.

Employee Welfare and Working Conditions

We operate a canteen and a dormitory at our Dongguan Plant, which provides employees with reasonably-priced meals and lodging. Also we operate a Clubhouse and other recreational facilities at the Dongguan Plant, including a gym, Karaoke and a cinema theater for employees' entertainment during their leisure time.

Our service excellence awards and long service awards recognize the outstanding contributions, commitment and loyalty of our employees.

與此同時，我們協助我們的僱員追求工作與生活的平衡，活出健康豐盛人生。我們的人力資源部門舉辦多種社交、體育及康樂活動，包括本地觀光、燒烤、晚宴聚餐及體育競賽，以豐富我們僱員的生活。於本財政年度，我們已舉辦三項新活動，以提高員工的健康意識及提倡綠色生活方式。該三項新活動為「為健康步行」、「綠色辦公室」及「米埔攝影及繪畫比賽」。

我們公平及平等地對待所有僱員及求職者，無分性別、性取向、婚姻狀況、種族、膚色、國籍、宗教、年齡或傷健。我們對任何形式的騷擾及歧視採取零容忍態度。

僱員溝通

鼓勵開放溝通的企業文化是令我們賴以持續成功的要素之一。我們鼓勵各級僱員透過不同渠道表達意見及提出建議，包括面談、與管理層會面、季度僱員滿意度調查等。我們的內聯網及告示板令僱員得悉本集團的最新消息。此外，我們已為僱員提供意見箱，以便他們就一些問題向管理層提供意見或知會管理層。

信佳遵守香港和中國所有有關工作時間、休息時間及超時工資的相關法律及法規。我們對工人於正常工作時間以外超時工作提供工資。此外，我們致力透過與相關僱員對話和磋商友好地解決任何勞工事宜。

僱員福利及工作環境

我們在東莞廠房設有飯堂及宿舍，為僱員提供價格合理的膳食及住宿。此外，我們在東莞廠房設有會所及其他康樂設施，包括健身器材、卡拉OK設備及影院，為僱員在閒暇時間提供娛樂。

我們設有卓越服務獎及長期服務獎以表揚我們僱員的優秀貢獻、承擔及忠誠表現。

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During the reporting period, we were not aware of any incident of non-compliance with laws and regulations that have significantly affected the Group related to employment, occupational health or labor standards.

於報告期內，本集團概無發現與僱傭、職業安全或勞工準則有關而對其有重大影響的任何違反法律及法規情況。

B1.1 Total Employees Headcount

	As at 31 Mar 2020	As at 31 Mar 2019
By Gender	Headcount	Headcount
Female	730	988
Male	921	1,105
Total	1,651	2,093
By Geographical Region	Headcount	Headcount
Hong Kong	86	86
Mainland China	1,565	2,007
Total	1,651	2,093
By Rank	Headcount	Headcount
Senior	98	104
Staff	369	432
Worker	1,184	1,557
Total	1,651	2,093

B1.1 僱員總人數

	於二零二零年 三月三十一日	於二零一九年 三月三十一日
按性別	人數	人數
女性	730	988
男性	921	1,105
總數	1,651	2,093
按地區	人數	人數
香港	86	86
中國內地	1,565	2,007
總數	1,651	2,093
按職級	人數	人數
高層	98	104
員工	369	432
工人	1,184	1,557
總數	1,651	2,093

Remark: The decrease in headcount was due to restructuring of the Dongguan Plant to improve efficiency.

附註： 員工人數減少乃由於重組東莞廠房以提高效率。

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B1.2 Employee Average Turnover Rate

	As at 31 Mar 2020	As at 31 Mar 2019
By Gender		
Female	7.49%	5.83%
Male	8.51%	7.61%
By Rank		
Senior	1.26%	2.10%
Staff	2.53%	2.91%
Worker	9.98%	8.08%

B1.2 僱員平均流失率

	於二零二零年 三月三十一日	於二零一九年 三月三十一日
按性別		
女性	7.49%	5.83%
男性	8.51%	7.61%
按職級		
高層	1.26%	2.10%
員工	2.53%	2.91%
工人	9.98%	8.08%

ASPECT B2: HEALTH AND SAFETY

As a company caring for our employees, we are committed to maintaining a healthy and safe work environment in compliance with all relevant Hong Kong and PRC laws and regulations. We have included related guidelines in the Dongguan Plant Employee Handbook and posted Hong Kong Labour Department Occupational Health and Safety Guidelines on the Hong Kong Notice Board to educate employees about Occupational Safety and Health concepts. In addition, we have employed an Occupational Safety and Health (OSH) Officer in the Dongguan Plant to handle safety issues measures, aiming to reduce industrial accidents and injuries. During the year, there were no serious work-related injuries throughout the Group's operations.

層面B2：健康與安全

作為關懷僱員的公司，我們承諾營造一個符合香港和中國的所有相關法律及法規的健康和安全的工作環境。我們已在東莞廠房僱員手冊加入相關指引，並將香港勞工處的職業安全及健康指引張貼於香港告示板以向僱員灌輸職業安全及健康觀念。此外，我們已於東莞廠房僱用一名專責處理安全事項措施的職業安全及健康主任，以減少工業意外及傷亡。於年內，本集團整體營運上概無嚴重工作相關傷亡。

	2019/2020	2018/2019
B2.1 Number of work-related fatalities	0 person	0 person
Number of work-related injuries	4 incidents	1 incidents
B2.2 Lost days due to work injuries	249 days	3 days

	二零一九/ 二零二零年	二零一八/ 二零一九年
B2.1 工作相關死亡人數	0人	0人
工作相關受傷人數	4宗事故	1宗事故
B2.2 因工傷損失的工作日數	249日	3日

Remark: The work-related injuries have been handled and related issues were resolved. The increase in work-related injury was mainly related to slip-and-fall accidents.

附註： 工傷已獲處理及相關事宜已解決。工傷增加乃主要與滑倒事故有關。

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ASPECT B3: DEVELOPMENT AND TRAINING

We consider the professional growth of our employees to be one of the keys to sustainable business growth. We continue to promote a culture conducive to learning and offer career development and training programs to all levels of employees to ensure they are well-prepared to perform their duties through paying for or subsidizing their attendance at seminars, forums or exhibitions. In addition, we have a Company Training Sponsorship Scheme to encourage our employees to enroll in further education courses to support their career development. With prior approval from the Group, courses and examination fees for further education may be organized or reimbursed upon attainment of successful academic qualifications.

As for newly recruited employees, we have a training program in place, including orientation and on-the-job training, to ensure they can properly perform their duties in line with the Group's expectations.

B3.1 Percentage of Employees Trained

	2019/2020	2018/2019
By Gender		
Female	94%	93%
Male	92%	94%

B3.2 Average Training Hours by Gender

	2019/2020		2018/2019	
	Total Hours	Average Hours per Head per Annum	Total Hours	Average Hours per Head per Annum
By Gender				
Male	34,273 Hours	32.37 Hours	30,087 Hours	29.10 Hours
Female	21,480 Hours	24.70 Hours	30,479 Hours	28.30 Hours
Total	55,753 Hours		60,566 Hours	

層面B3：發展及培訓

我們視僱員的專業成長為業務可持續發展的關鍵因素。我們向各級僱員提倡促進學習的文化及提供事業發展及培訓計劃，透過資助或補貼僱員出席研討會、論壇或展覽，以確保僱員擁有足夠知識及技能履行其職責。此外，我們設有公司培訓資助計劃，以鼓勵僱員深造以支持其事業發展。在得到本集團事先批准的情況下，在成功取得學術資格後，僱員可安排報讀持續進修課程及考試，並就有關費用報銷。

對於新招聘僱員，我們已制訂培訓計劃，包括入職及在職培訓，以確保僱員能夠適當地履行職責以符合本集團的預期。

B3.1 受訓僱員百分比

	二零一九／二零二零年	二零一八／二零一九年
按性別		
女性	94%	93%
男性	92%	94%

B3.2 按性別劃分之平均培訓時數

	二零一九／二零二零年		二零一八／二零一九年	
	總時數	每年人均時數	總時數	每年人均時數
按性別				
男性	34,273 小時	32.37 小時	30,087 小時	29.10 小時
女性	21,480 小時	24.70 小時	30,479 小時	28.30 小時
總數	55,753 小時		60,566 小時	

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B3.2 b Average Training Hours by Employment

	2019/2020		2018/2019	
	Total Hours	Average Hours per Head per Annum	Total Hours	Average Hours per Head per Annum
Worker	50,167 Hours	34.68 Hours	51,620 Hours	33.05 Hours
Staff	4,920 Hours	12.86 Hours	7,519 Hours	16.72 Hours
Senior	666 Hours	6.69 Hours	1,427 Hours	14.39 Hours
Total	55,753 Hours		60,566 Hours	

Remark: The total training hours decreased in this fiscal year as some of scheduled seminars or trainings cancelled due to COVID-19 outbreak.

ASPECT B4: LABOR STANDARDS

We are committed to protecting human rights and comply with all relevant Hong Kong and PRC laws and regulations concerning human rights. We have a zero-tolerance policy towards the use of forced labor and child labor in our business operations and require our vendors to accept and observe our Supplier Code of Conduct, which forbids forced and child labor. We will immediately terminate a vendor if it is found to be employing forced or child laborers. SUGA complies with the PRC and HK laws and regulations concerning labor standards as stated in Aspect B1 above.

ASPECT B5: POLICIES ON MANAGING ENVIRONMENTAL AND SOCIAL RISK IN OUR SUPPLY CHAIN

We have business relationships with suppliers all around the globe that provide us with a wide variety of raw materials, equipment and services. The Group has set up policies and procedures to manage its supply chain in fulfillment of its corporate social responsibilities and to provide good quality products to customers. It also has in place a comprehensive supplier quality management mechanism to control quality accreditation and carry out inspection and factory supervision of products.

B3.2b 按僱傭類別劃分之平均培訓時數

	二零一九／二零二零年		二零一八／二零一九年	
	總時數	每年人均時數	總時數	每年人均時數
工人	50,167 小時	34.68 小時	51,620 小時	33.05 小時
員工	4,920 小時	12.86 小時	7,519 小時	16.72 小時
高層	666 小時	6.69 小時	1,427 小時	14.39 小時
總數	55,753 小時		60,566 小時	

附註：由於爆發新冠肺炎疫情而取消若干預定研討會或培訓，故本財政年度之培訓總時數有所減少。

層面B4：勞工準則

我們承諾保障人權及遵守所有香港和中國有關人權的法律及法規。我們對業務營運中使用強制勞工及童工採取零容忍政策，並要求供應商接受及遵守我們的供應商操守守則，其中嚴禁強制勞工及童工。假如供應商被發現僱用強制勞工或童工，我們將即時終止與該供應商之業務往來。信佳遵守中國及香港的勞工準則相關法律及法規（見上文層面B1所載）。

層面B5：管理供應鏈的環境及社會風險政策

我們與來自全球各地為我們提供各種原材料、設備及服務的供應商維持業務往來。本集團已就為履行自身企業社會責任及為客戶提供優質產品以管理其供應鏈制訂政策及程序。我們亦已就監控質量認證、履行查驗及工廠監督產品制訂全面的供應商質量管理機制。

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In order to manage environmental and social risk, the Group's Dongguan Plant has incorporated the ISO 9001:2015, ISO 14001:2015, QC 080000:2017 and ISO13485:2016 accredited procedures in the management of its supply chain. The supply chain policy has specific supplier requirements on business ethics, quality standards and public responsibilities for the process of supplier approval, evaluation, strategic supplier development and materials procurement.

Moreover, the Group has achieved RoHS and Waste Electrical and Electronic Equipment compliance certifications and complies with REACH standards for our products. Furthermore, we conduct RoHS testing for incoming raw materials to ensure they are free of hazardous substances.

In the future, SUGA will continue to fulfill its commitment to environmental protection and also support sustainable development at both the local and global level.

Supply Chain Management Practices

SUGA has well-established procedures for supplier selection and evaluation. New suppliers are required to undergo an evaluation process which considers their technical capabilities, quality and sustainability performance and only suppliers thus qualified can be included in our Approved Vendor List. For existing suppliers, periodic verification processes and site audits are conducted to ensure their continued compliance with the Group's Supply Chain Policy. A vendor unable to comply with our supply chain requirements is deleted from our Approved Vendors List and is subsequently not permitted to provide us with raw materials or services.

ASPECT B6: PRODUCT RESPONSIBILITY

The Group has established policies and practices to ensure its operations comply with applicable laws and regulations. The management is responsible for monitoring the Group's policies and practices ensuring they are in line with relevant legal and regulatory requirements, and that those policies and practices are regularly reviewed for adequacy. Any changes in the applicable laws, rules and regulations are brought as necessary to the attention of the relevant employees and operating units. In addition, we have implemented practices to fulfill product safety requirements at the product design stage. The Group has also established a policy to obtain any certification required to ensure that finished goods are environmentally friendly, healthy and safe. In addition, the Group is committed to ensuring that our products comply with relevant laws and regulations of the countries where these products are sold.

為管理環境及社會風險，本集團的東莞廠房已在供應鏈管理中加入ISO 9001:2015、ISO 14001:2015、QC 080000:2017及ISO 13485:2016認證程序。供應鏈政策對供應商的審批、評估、策略供應商發展及物料採購的過程中的商業道德、質量水平及公眾責任有特定規定。

此外，本集團已就產品實現RoHS及廢舊電器及電子產品遵例認證及遵守REACH準則。此外，我們就引進的原材料進行RoHS測試，以確保其不會附帶有害物質。

展望將來，信佳將繼續履行其環保承諾，以及在本地及全球層面支持可持續發展。

供應鏈管理常規

信佳已就供應商遴選及評估制訂全面程序。新供應商須接受技術實力、質量及可持續發展等方面的評估，而只有合資格供應商可列入我們的核准供應商名單。現有供應商須接受定期核實程序及實地審核，以確保他們一直遵守本集團的供應鏈政策。未能遵守我們的供應鏈規定的供應商將從我們的核准供應商名單中剔除，及往後不得向我們提供原材料或服務。

層面B6：產品責任

本集團已制訂政策及常規確保其營運遵守適用法律及法規。管理層負責監察本集團的政策及常規，確保其符合相關法律及法規規定，並定期檢討以確保該等政策及常規足夠。如相關法律、規則及法規有任何更改，本集團將指令有關僱員及營運單位跟進。此外，我們已於產品設計階段制訂產品安全規定。本集團亦已制訂政策以取得所有確保製成品為環保、健康及安全所需的認證。此外，本集團承諾確保我們的產品遵守於出售產品國家的相關法律及法規。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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We have established Manufacturing Execution Systems (MES) to enhance the product quality management and product traceability/tracking.

During the reporting period, the Group was not aware of any incident of non-compliance with laws and regulations that has had a significant impact related to its product responsibilities.

Customer Complaint Policy

The Group has established a Customer Complaint Policy to ensure that customer complaints are promptly and efficiently handled. The policy includes a provision for the concerned parties to work together to find the reasons for any defects and responsibilities and then re-work the rejected finished goods. At the same time, we regularly communicate with customers to collect their feedback and opinions.

B6.1 Percentage of Total Products Sold or Shipped Subject to Recall for Safety and Health Reasons

No products have been sold or shipped which were subject to recall for safety and health reasons during this financial year.

B6.2 Number of Complaints Received Related to Products and Services

No complaints have been received for the products sold and services rendered during this financial year.

Aspects B6.3 & B6.5 Intellectual Property Policy and Customer Data Protection and Privacy Policies

The Group has a strict policy in place to sign a formal Non-Disclosure Agreement to protect customers' intellectual property (IP). Also, the Group has applied for intellectual property rights certification for its own products and designs, thus its standard practice is not to infringe on the IP rights of other parties.

Aspect B6.4 Quality Assurance Procedures and Recall Procedures

The Group has established quality assurance procedures to ensure that incoming raw materials, work-in-progress and finished goods meet the products' quality specifications and comply with environmentally-friendly, health and safety requirements. At the same time, the Group has established recall procedures to handle recalled or defective products.

我們已制定製造執行系統(MES)以加強產品質量管理及產品追蹤／監察能力。

於報告期內，本集團概無發現對其產品責任有重大影響的任何違反法律及法規的事件。

客戶投訴政策

本集團已制訂客戶投訴政策，以確保客戶投訴會得到迅速而有效處理。政策的其中一項條文規定，相關人士須合作查找任何缺陷及責任的原因，以及重新研製遭退貨的製成品。與此同時，我們將定期與客戶溝通以收集回饋建議及意見。

B6.1因安全及健康理由須回收之已銷售或已付運產品佔總數的百分比

於本財政年度內，概無因安全及健康理由須回收之已銷售或已付運產品。

B6.2因產品及服務而收到的投訴數目

於本財政年度內，概無因所售產品及提供服務而收到投訴。

層面B6.3及B6.5知識產權政策及客戶資料保障和私隱政策

本集團已制訂簽署正式不披露協議的嚴謹政策來保障客戶的知識產權。此外，本集團已為其產品及設計申請知識產權認證，以令其標準常規不會侵犯其他人士的知識產權。

層面B6.4質量保證程序及回收程序

本集團已制訂質量保證程序，以確保引進的原材料、在製品及製成品符合產品質量規格，以及遵守環保、健康及安全規定。與此同時，本集團已制訂處理回收或有缺陷產品的程序。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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ASPECT B7: ANTI-CORRUPTION

SUGA is committed to maintaining a high standard of corporate governance. We have a zero-tolerance policy regarding bribery and corruption in any form or at any level in association with any aspect of the Group's activities. Our Employee Code of Conduct is specified in the SUGA Employee Handbook which clearly states that the Group shall not tolerate any illegal or unethical acts. Any employee in violation of the Code of Conduct would be appropriately disciplined, including termination of employment in serious cases.

Our Code of Conduct includes the terms for compliance with the Prevention of Bribery Ordinance, as well as provisions for Soliciting Advantages, Accepting Advantages, Offering Advantages, Accepting Entertainment, Use of Proprietary Information, Confidentiality, Handling of Conflict of Interest, Misuse of the Group's Assets and Resources, Loans and Outside Employment which are also in compliance with the Hong Kong Anti-Corruption Ordinance. Our employees are regularly advised of relevant policies and guidelines, including any updates or revisions. In addition, we regularly arrange for the Hong Kong Independent Commission Against Corruption to hold seminars to educate our employees about anti-corruption laws and concepts.

The Group was not aware of any breach of laws and regulations related to bribery that have had a significant impact on its business.

Aspect B7.1 Number of Concluded Corruption-Related Legal Cases

	2019/2020	2018/2019
Number of concluded legal cases related to corruption	0	0

Aspect B7.2 Whistle-blowing Procedures

SUGA has established whistle-blowing procedures and a channel through which employees can confidentially report unethical and illegal behavior. All reported unethical and illegal behavior will be investigated and the reporter of such an act would be informed about the investigation result within seven working days. If required, the unethical and illegal behavior will be reported to management for follow-up action.

層面B7：反貪污

信佳承諾維持高水準的企業管治。本集團所有活動無論任何形式或層面上都採取了賄賂及貪污零容忍政策。我們於信佳僱員手冊中註明的僱員操守守則清楚指出本集團不會容忍任何非法或不道德行為。任何僱員如違反操守守則將會接受適當的紀律處分，包括於嚴重情況下遭解僱。

我們的操守守則加入遵守防止賄賂條例的條款，而有關索取利益、接受利益、提供利益、接受酬酢、使用專屬資料、保密規定、處理利益衝突、濫用本集團資產及資源、貸款及外部僱用的條文謹遵香港防止貪污條例。我們的僱員獲定期告知相關政策及指引，包括任何更新或修訂。此外，我們定期安排香港廉政專員公署舉辦研討會以教育我們的僱員有關防貪法律及概念。

本集團概無發現對其業務有重大影響的任何違反賄賂法律及法規情況。

層面B7.1已審結的貪污相關法律案件數目

	二零一九／ 二零二零年	二零一八／ 二零一九年
已審結的貪污相關法律案件數目	0	0

層面B7.2舉報程序

信佳已制定舉報程序及渠道，而僱員可透過有關程序及渠道以保密方式舉報不道德及非法行為。我們將對所有舉報的不道德及非法行為進行調查，並於七個工作日內將調查結果告知有關舉報人。如有需要，將向管理層匯報不道德及非法行為，以採取跟進行動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ASPECT B8: COMMUNITY INVESTMENT

SUGA is committed to participating in volunteer activities and making charitable donations in order to benefit society. Our major focus areas are education, community and green activities. Our employees have participated in various community activities and made donations during this financial year. SUGA remains committed to participating in volunteer works and continuously contributing donations in the future. In addition to activities aimed at better society, SUGA has extended its efforts to worthwhile humane causes by donating pet foods to selected PRC private shelters for stray cats and dogs.

The total volunteer hours decreased in this fiscal year. The reason was that SUGA could not participate in some community activities as the organizers cancelled their activities due to the COVID-19 outbreak.

B8.1 Resources Contributed

	2019/2020 HK\$	2018/2019 HK\$
Education (Note)	6,080,000	130,000
Community	33,970	215,950
Green Activities	43,400	26,450
Total	6,157,370	372,400

Note: The Hong Kong Polytechnic University and SUGA share the common goal of advancing research and development for the betterment of mankind. Therefore SUGA has donated HK\$6 million to The Hong Kong Polytechnic University for the establishment of the Suga Research Laboratory for Sustainable Urban Green Agriculture (included in "Education" above).

層面B8：社區投資

信佳為貢獻社會致力參與義工活動及作出慈善捐款。我們的主要專注領域為教育、社區及綠色活動。我們的僱員於本財政年度內參與不同的社區活動及捐款。信佳承諾日後繼續參與義工工作及作出捐款。除參與旨在令社會更美好的活動外，信佳透過捐助寵物糧食予中國私營動物庇護站，更進一步參與值得支持的人道工作。

於本財政年度之義工工作總時數有所減少。原因為由於舉辦者因爆發新冠肺炎疫情而取消其活動，使信佳無法參加若干社區活動。

B8.2 貢獻資源

	二零一九/ 二零二零年 港元	二零一八/ 二零一九 港元
教育（附註）	6,080,000	130,000
社區	33,970	215,950
綠色活動	43,400	26,450
總計	6,157,370	372,400

附註：香港理工大學與信佳均有共同的目標，即推動研究及開發以造福人群。因此，信佳已向香港理工大學捐贈6,000,000港元，用於建立信佳可持續城市綠色農業研究實驗室（計入上文「教育」內）。



Suga Research Laboratory for Sustainable Urban Green Agriculture Opening Ceremony on 20 Aug 2019
二零一九年八月二十日信佳城市綠色耕種研究實驗室開幕儀式



Guests inside Suga Research Laboratory Urban Green Agriculture on 20 Aug 2019
二零一九年八月二十日賓客參觀信佳城市綠色耕種研究實驗室

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

We have participated in the following community activities and have garnered awards and been accredited certifications during this financial year.

我們曾於本財政年度內參與以下社區活動及獲頒授獎項及認證。

Awards and Certifications

獎項及認證

The Hong Kong Council of Social Service 5 Years+ Caring Company Logo
香港社會服務聯會 5年Plus「商界展關懷」標誌



Hong Kong Productivity Council (HKPC) The 10th Hong Kong Outstanding Corporate Citizenship Logo
香港生產力促進局 第10屆香港傑出企業公民嘉許標誌
Enterprise Category
企業組別



Promoting Happiness Index Foundation Happiness-at-Work Promotional Scheme
香港提升快樂指數基金 「開心工作間」推廣計劃
Hong Kong Productivity Council (HKPC) Happy Company 2019 Label
香港生產力促進局 2019「開心企業」標誌



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Activities

活動

Community
社區

Agency for Volunteer
Service
義務工作發展局

2019 Dragon Boat Festival
Activity
2019「端陽暖萬心」



Community
社區

Agency for Volunteer
Service
義務工作發展局

AVS Charity Walk and Run
for Volunteering 2019
AVS義跑義行「義」2019



Internal
Activity
內部活動

Walk for Health
Campaign
健康步行比賽

Encourage employees to
walk 6,000 or above paces
every day for better health
鼓勵僱員為了健康，
日行6,000步或以上



Internal
Activity
內部活動

Green Day, Green
Office Campaign
綠色日·綠色辦公室
種植比賽

Encourage employees to
make a green office by
planting in the office
鼓勵僱員在辦公室種植，
以營造一個綠色辦公室



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Activities 活動		
Internal Activity 內部活動	Mai Po photography & Painting competition 米埔攝影及繪畫比賽	Encourage “Mai Po Walk for Nature” participants to show the charm of nature by photography & painting. 鼓勵「米埔步走大自然」參加者通過攝影及繪畫展現大自然的魅力。



Other Activities 其他活動		
Community 社區	The Community Chest of Hong Kong 香港公益金	Mooncakes for Charity 公益月餅
Community 社區	The Community Chest of Hong Kong 香港公益金	Love Teeth Day 2019/2020 公益愛牙日2019/2020

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Donation & Sponsorship

捐款及贊助

Donation 捐款	The Hong Kong Polytechnic University 香港理工大學	Establishment of the Suga Research Laboratory for Sustainable Urban Green Agriculture in Polytechnic University 在理工大學設立信佳城市綠色耕種研究實驗室
Donation 捐款	City University of Hong Kong 香港城市大學	Donation 捐款
Sponsorship 贊助	World Vision Hong Kong 香港世界宣明會	Child Sponsorship 助養兒童計劃
Sponsorship 贊助	The Chinese University of Hong Kong 香港中文大學	Suga International Holding Limited Scholarships 信佳集團獎學金
Sponsorship 贊助	Vocational Training Council 職業訓練局	VTC Scholarship 職業訓練局獎學金
Sponsorship 贊助	Green Power 綠色力量	Green Power Hike 環島行慈善行山比賽
Sponsorship 贊助	Outward Bound Hong Kong 香港外展訓練學校	Outward Bound Corporate Challenge 外展衝勁樂



羅兵咸永道

To the Shareholders of Suga International Holdings Limited
(incorporated in Bermuda with limited liability)

致信佳國際集團有限公司股東
(於百慕達註冊成立的有限公司)

OPINION

意見

What we have audited

我們已審計的內容

The consolidated financial statements of Suga International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 106 to 247, which comprise:

信佳國際集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第106至247頁的綜合財務報表,包括:

- the consolidated balance sheet as at 31 March 2020;
 - the consolidated income statement for the year then ended;
 - the consolidated statement of comprehensive income for the year then ended;
 - the consolidated statement of changes in equity for the year then ended;
 - the consolidated cash flow statement for the year then ended; and
 - the notes to the consolidated financial statements, which include a summary of significant accounting policies.
- 於二零二零年三月三十一日的綜合資產負債表;
 - 截至該日止年度的綜合收益表;
 - 截至該日止年度的綜合全面收入表;
 - 截至該日止年度的綜合權益變動表;
 - 截至該日止年度的綜合現金流量表;及
 - 綜合財務報表附註,包括主要會計政策概要。

Our opinion

我們的意見

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零二零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》的披露規定妥為擬備。

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INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

Key audit matters are those 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.

Key audit matters identified in our audit are summarised as follows:

- Impairment assessment of inventories
- Impairment assessment of interest in an associate

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的該等事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨的意見。

我們於審計時識別的關鍵審計事項概述如下：

- 存貨減值評估
- 一間聯營公司權益之減值評估

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment assessment of inventories

存貨減值評估

Refer to note 16 "Inventories" and note 4 "Critical accounting estimates and judgements" to the consolidated financial statements

請參閱綜合財務報表附註16「存貨」及附註4「重要會計估計及判斷」

As at 31 March 2020, the Group held net inventories amounting to HK\$259,708,000. Inventories are stated at the lower of cost and net realisable value ("NRV") in the consolidated financial statements. The cost of inventories may not be fully recoverable if they are aged and damaged, or become obsolete, or if their selling prices have declined.

貴集團於二零二零年三月三十一日持有存貨259,708,000港元。存貨乃按成本與可變現淨值之較低者列賬。倘存貨已經陳舊、損壞、過時或售價下跌，則可能無法全數收回存貨成本。

Management determined the lower of cost and NRV of inventories by considering the ageing profile, status and estimated selling price of individual inventory items.

管理層釐定存貨成本及可變現淨值之較低者時，會考慮個別存貨項目的庫齡、狀況和估計售價。

Management calculated the NRV at period end based on the estimated selling price less selling expenses, taking into account historical experience of selling products of similar nature and expectation of future sales based on current market condition.

管理層以其預測售價減去出售開支來計算期末的可變現淨值，包括考慮以往出售類似性質產品的經驗以及按現有市況對未來銷售作出之預測。

We understood and validated the control procedures performed by management, including its procedures in estimating the NRV of the inventories and conducting periodic review on inventory obsolescence.

我們了解和驗證管理層執行的監控程式，包括其估計存貨可變現淨值及定期覆核存貨過時的程序。

We observed management's inventory counts to identify whether there was any damaged or obsolete inventories.

我們對存貨進行監盤，以識別出有否有任何損壞或過時存貨。

We tested, on a sample basis, the accuracy of the ageing profile of individual inventory item by checking to the underlying procurement correspondences and invoices.

透過檢查相關採購資料及發票，我們以抽樣方式測試個別存貨項目庫齡之準確性。

We tested, on a sample basis, the subsequent usage or sales of selected inventory items obtained through the usage or sales reports subsequent to the year end as a basis to identify inventory obsolescence. Where there are no subsequent usage or sales of the respective items after year end, we discussed with management their assessment on estimated future utilisation, corroborating explanations with the inventory ageing, sales orders and marketability of the relevant finished goods by using our industry knowledge.

我們以抽樣方式測試選定存貨於年終後之使用或銷售情況，透過取得年終後的使用或銷售報告，識別出過時存貨。倘相關存貨於年終後並無用量或銷售，我們與管理層討論其對估計存貨未來使用率作出之評估，透過我們對行業的認識，佐證有關存貨庫齡、銷售訂單及相關製成品營銷能力的解釋。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

Management applied a provisioning methodology for slow moving inventories based on inventory ageing and made specific provision for long aged inventories. It also conducted periodic review on inventory obsolescence, including performance of periodic inventory counts and review of holding period for individual inventory items.

管理層按存貨年期對滯銷存貨應用撥備方法，並就長期陳舊存貨作出特定撥備。管理層亦會就存貨是否過時進行定期審查，包括定期進行存貨盤點及審閱個別存貨項目的持有期。

We focused on this area due to the magnitude of the balance to the financial position of the Group, and the significant judgement and estimates involved in determining the provision for impairment of inventories.

我們關注此範疇是鑒於存貨對集團財務狀況的結餘屬重大，以及對存貨的撥備估計涉及重大判斷及評估。

Impairment assessment of interest in an associate

一間聯營公司權益之減值評估

Refer to note 12 "Interests in associates" and note 4 "Critical accounting estimates and judgements" to the consolidated financial statements

請參閱綜合財務報表附註12「於聯營公司之權益」及附註4「重要會計估計及判斷」

As at 31 March 2020, the Group held interest in an associate, Mobilogix, Inc. ("Mobilogix"), with carrying value of HK\$22,689,000.

於二零二零年三月三十一日，貴集團於一間聯營公司 Mobilogix, Inc. (「Mobilogix」) 中持有權益，賬面值為22,689,000港元。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We also tested, on a sample basis, the NRV of selected inventory items by comparing the selling price subsequent to the year end against the carrying values of individual finished goods. Where there are no subsequent sales of the respective finished goods after the year end, we discussed with management as to the realisable value of the products, corroborating explanations with the inventory ageing, sales orders, historical margins, and current market conditions by using our industry knowledge and external market analysis, as appropriate.

我們亦以抽樣方式測試選定存貨項目之可變現淨值，在測試中將個別製成品於年終後的售價與其賬面值作一比較。對於年終後並無出售的相關製成品，我們與管理層討論該產品的可變現值，並透過我們對行業的認識及外部市場分析（如適用），佐證有關存貨年期、銷售訂單、過往毛利率及現行市況的解釋。

We consider the provision for impairment of inventories as at 31 March 2020 was supportable by available evidence.

我們認為，於二零二零年三月三十一日的陳舊或滯銷存貨的撥備有可得的證據支持。

We obtained an understanding of the Group's policies and procedures in identifying impairment indicators of interests in associates.

我們已了解貴集團識別於聯營公司權益之減值指標之政策及程序。

We evaluated the internal sources and external sources of information to identify impairment indications, if any.

我們已評估內部及外部資料來源，以識別減值指標（如有）。

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Management performed assessment at the end of each reporting period whether there is any indication that the Group's interests in associates may be impaired. Should indication of impairment exists, an impairment assessment will be performed accordingly. 管理層於各報告期末評估是否有任何指標表示貴集團於聯營公司之權益可能出現減值。倘存在減值指標，會相應進行減值評估。

The recoverable amount of the Group's interest in Mobilogix is assessed by value-in-use calculations which are based on future discounted cash flows of the associate.

貴集團於Mobilogix之權益之可收回金額乃透過使用價值計算進行評估，其乃根據該聯營公司之未來已貼現現金流量計算。

Key parameters and assumptions adopted in the assessment include the expected growth rate of revenue of Mobilogix and the discount rate adopted. 評估採用的主要參數及假設包括Mobilogix之預期收入增長率及所採用之貼現率。

Management has concluded that there was no impairment in respect of the Group's interest in Mobilogix as at 31 March 2020.

管理層得出結論，於二零二零年三月三十一日，貴集團於Mobilogix之權益並無減值。

We focused on this area due to the significant judgement and estimates involved in the impairment assessment.

我們關注此範疇是鑒於減值評估涉及重大判斷及估計。

We discussed with management of Mobilogix regarding their overall future business plan. Based on the explanations and supporting evidence provided by Mobilogix's management and our knowledge of its business and industry, we assessed the reasonableness of the bases and key assumptions adopted by management in the expected cash flows projection.

我們已與Mobilogix的管理層討論其整體未來業務計劃。根據Mobilogix管理層提供的解釋及支持憑證以及我們對其業務及行業的了解，我們評估管理層於預期現金流量預測中採納的基準及主要假設的合理性。

We involved our internal valuation specialist in our discussion with management to understand the rationale of the chosen value-in-use calculation model, based on which we assessed the appropriateness of the methodology, reasonableness of the key assumptions as well as the parameters used in preparation of the model.

我們的內部估值專家參與了我們與管理層的討論，以了解其所選使用價值計算模型的理由，我們據此評估所用方法的恰當性以及於編製該模型時所採用的主要假設及參數的合理性。

We also reviewed sensitivity analysis prepared by management in consideration of the potential impact of reasonably possible changes in certain key inputs and parameters on the recoverable amount of the Group's interest in Mobilogix.

我們亦已審閱管理層編製之敏感度分析，考慮若干主要輸入數據及參數的合理可能變動對貴集團於Mobilogix權益的可收回金額的潛在影響。

We consider the carrying value of the Group's interest in Mobilogix as at 31 March 2020 was supportable by available evidence.

我們認為貴集團於Mobilogix之權益於二零二零年三月三十一日的賬面值有可得憑證支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，惟綜合財務報表及我們的核數師報告除外。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

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

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適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。

審核委員會須負責監督貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
 - 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
 - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
 - 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

核數師就審計綜合財務報表承擔的責任 (續)

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Leung Po Wah, Pauline.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 26 June 2020

核數師就審計綜合財務報表承擔的責任 (續)

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

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，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綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是梁寶華。

羅兵咸永道會計師事務所
執業會計師

香港，二零二零年六月二十六日

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2020 於二零二零年三月三十一日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Land use rights	土地使用權	6	–	48,849
Property, plant and equipment	物業、廠房及設備	7	225,266	261,580
Right-of-use assets	使用權資產	8	76,458	–
Intangible assets	無形資產	9	–	2,681
Goodwill	商譽	10	3,949	3,949
Interests in associates	於聯營公司之權益	12	25,311	–
Interest in a joint venture	於一間合資企業之權益	13	6,919	–
Financial assets at fair value through other comprehensive income	按公平值記入其他全面收入之 財務資產	15	5,266	6,910
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	18	–	25,576
Loans receivable	貸款應收款項	19	266	1,063
Amount due from an associate	應收一間聯營公司之款項	12	8,500	–
Deferred income tax assets	遞延所得稅資產	22	1,314	2,330
Non-current prepayments, deposit and other receivables	非流動預付款項、按金及 其他應收款項	17	13,897	13,374
			367,146	366,312
Current assets	流動資產			
Inventories	存貨	16	259,708	288,622
Trade and other receivables	應收貿易賬款及其他應收款項	17	240,221	252,052
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	18	43	1,531
Loans receivable	貸款應收款項	19	1,800	1,125
Amounts due from associates	應收聯營公司款項	12	585	5,085
Pledged bank deposits	已抵押銀行存款	20	–	115
Cash and cash equivalents	現金及現金等價物	20	128,459	127,826
			630,816	676,356
Total assets	資產總值		997,962	1,042,668
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	8	5,112	–
Deferred income tax liabilities	遞延所得稅負債	22	426	357
			5,538	357

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2020 於二零二零年三月三十一日

		Notes	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		附註		
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及其他應付款項	23	186,779	212,688
Contract liabilities	合約負債	23	19,360	27,622
Income tax payable	應付所得稅		7,889	7,814
Lease liabilities	租賃負債	8	5,805	-
Bank borrowings	銀行借貸	21	67,750	69,537
			287,583	317,661
Total liabilities	負債總額		293,121	318,018
EQUITY	權益			
Equity attributable to owners of the Company	歸屬於本公司擁有人之權益			
Share capital	股本	24	28,349	28,349
Other reserves	其他儲備	26	84,810	100,174
Retained earnings	保留盈利	26	590,830	595,108
			703,989	723,631
Non-controlling interests	非控制性權益		852	1,019
Total equity	權益總額		704,841	724,650
Total equity and liabilities	權益及負債總額		997,962	1,042,668

The consolidated financial statements on pages 106 to 247 were approved by the Board of Directors on 26 June 2020 and were signed on its behalf.

第106至247頁的綜合財務報表已於二零二零年六月二十六日獲董事會批准，並由下列董事代表簽署：

Ng Chi Ho
吳自豪
Director
董事

Ma Fung On
馬逢安
Director
董事

The notes on pages 113 to 247 are an integral part of these consolidated financial statements.

第113至247頁之附註為綜合財務報表一部分。

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	27	1,615,183	1,681,862
Cost of sales	銷售成本	28	(1,408,840)	(1,454,879)
Gross profit	毛利		206,343	226,983
Other income	其他收入	29	1,593	1,910
Other gains – net	其他收益 – 淨額	30	1,843	8,581
Distribution and selling expenses	分銷及銷售費用	28	(57,396)	(57,982)
General and administrative expenses	一般及行政管理費用	28	(116,735)	(108,585)
Net impairment losses on financial assets	財務資產減值虧損淨額		(1,114)	(5,383)
Operating profit	經營溢利		34,534	65,524
Finance income	融資收入	31	2,034	3,148
Finance costs	融資成本	31	(5,562)	(5,038)
Finance costs – net	融資成本 – 淨額	31	(3,528)	(1,890)
Impairment loss on interest in an associate	於一間聯營公司權益之 減值虧損	12	–	(1,972)
Share of losses of associates	應佔聯營公司虧損	12	(1,882)	(1,651)
			(1,882)	(3,623)
Profit before income tax	除所得稅前溢利		29,124	60,011
Income tax expense	所得稅開支	32	(1,586)	(4,900)
Profit for the year	年內溢利		27,538	55,111
Profit attributable to: Owners of the Company	溢利歸屬於: 本公司擁有人		27,705	55,557
Non-controlling interests	非控制性權益		(167)	(446)
			27,538	55,111
Earnings per share for profit attributable to owners of the Company during the year	年內歸屬本公司擁有人應佔溢 利的每股盈利			
– Basic (HK cents)	– 基本 (港仙)	33	9.77	19.64
– Diluted (HK cents)	– 攤薄 (港仙)	33	9.77	19.63

The notes on pages 113 to 247 are an integral part of these consolidated financial statements.

第113至247頁之附註為綜合財務報表一部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit for the year	年內溢利		27,538	55,111
Other comprehensive loss:	其他全面虧損：			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>			
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額		(12,214)	(24,982)
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>其後將不會重新分類至損益之項目：</i>			
Fair value losses on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入之股權投資之公平值虧損	15	(1,237)	(882)
Other comprehensive loss for the year	年內其他全面虧損		(13,451)	(25,864)
Total comprehensive income for the year	年內全面收入總額		14,087	29,247
Total comprehensive income/(loss) attributable to:	全面收入／(虧損)總額歸屬於：			
Owners of the Company	本公司擁有人		14,254	29,693
Non-controlling interests	非控制性權益		(167)	(446)
			14,087	29,247

The notes on pages 113 to 247 are an integral part of these consolidated financial statements.

第113至247頁之附註為綜合財務報表一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔				
		Share capital	Other reserves	Retained earnings	Non-controlling interests	Total
		股本 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	非控制性 權益 HK\$'000 千港元	總額 HK\$'000 千港元
Balance as at 1 April 2018	於二零一八年四月一日之結餘	28,214	122,940	578,986	1,465	731,605
Profit/(loss) for the year	年內溢利/(虧損)	-	-	55,557	(446)	55,111
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	-	(24,982)	-	-	(24,982)
Fair value losses on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入之股權投資之公平值虧損	-	(882)	-	-	(882)
Total comprehensive (loss)/income	全面(虧損)/收入總額	-	(25,864)	55,557	(446)	29,247
Transactions with owners:	與擁有人之間的交易:					
Employee share option scheme:	僱員購股權計劃:					
Valuation of employee services	僱員服務之價值	-	743	-	-	743
Proceeds from shares issued upon exercise of options	於行使購股權時已發行股份之所得款項	135	2,508	-	-	2,643
Options lapsed and expired	失效及屆滿之購股權	-	(153)	153	-	-
Dividends paid	已付股息	-	-	(39,588)	-	(39,588)
Balance as at 31 March 2019	於二零一九年三月三十一日之結餘	28,349	100,174	595,108	1,019	724,650
Balance as at 1 April 2019	於二零一九年四月一日之結餘	28,349	100,174	595,108	1,019	724,650
Impact of the adoption of HKFRS 16 (Note 2.2)	採納香港財務報告準則第16號之影響(附註2.2)	-	-	(45)	-	(45)
Restated total equity as at 1 April 2019	於二零一九年四月一日經重列之權益總額	28,349	100,174	595,063	1,019	724,605
Profit/(loss) for the year	年內溢利/(虧損)	-	-	27,705	(167)	27,538
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	-	(12,214)	-	-	(12,214)
Fair value losses on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入之股權投資之公平值虧損	-	(1,237)	-	-	(1,237)
Total comprehensive (loss)/income	全面(虧損)/收入總額	-	(13,451)	27,705	(167)	14,087
Transfer of accumulated losses on disposal of equity investments at fair value through other comprehensive income to retained earnings	於出售按公平值記入其他全面收入之股權投資時將累計虧損轉入保留盈利	-	1,353	(1,353)	-	-
Transactions with owners:	與擁有人之間的交易:					
Employee share option scheme:	僱員購股權計劃:					
Valuation of employee services	僱員服務之價值	-	167	-	-	167
Options lapsed and expired	失效及屆滿之購股權	-	(3,433)	3,433	-	-
Dividends paid	已付股息	-	-	(34,018)	-	(34,018)
Balance as at 31 March 2020	於二零二零年三月三十一日之結餘	28,349	84,810	590,830	852	704,841

The notes on pages 113 to 247 are an integral part of these consolidated financial statements. 第113至247頁之附註為綜合財務報表一部分。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Notes 附註		
Cash flows from operating activities	經營業務之現金流量			
Cash generated from operations	經營業務產生之現金	37(a)	77,925	40,282
Interest paid	已付利息		(5,562)	(5,038)
Hong Kong profits tax paid, net	已付香港利得稅，淨額		(933)	(2,927)
Net cash generated from operating activities	經營業務產生之現金淨額		71,430	32,317
Cash flows from investing activities	投資活動之現金流量			
Purchase of property, plant and equipment	購買物業、廠房及設備		(18,386)	(18,437)
Prepayments for property, plant and equipment	物業、廠房及設備之預付款項		(6,516)	(10,300)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	37(b)	49	-
Additions of intangible assets	添置無形資產		-	(600)
Increase in interest in an associate	於一間聯營公司之權益增加	12	(1,305)	-
Increase in amounts due from associates	應收聯營公司款項增加	12	(4,360)	(4,504)
Increase in interest in a joint venture	於一間合營企業之權益增加	13	(990)	-
Advance of shareholder's loan to a joint venture	向一間合營企業墊付股東貸款	13	(51,129)	-
Repayment of shareholder's loan from a joint venture	一間合營企業償還股東貸款	13	51,129	-
Advance of a loan to a third party	向一名第三方墊付貸款	19	-	(500)
Repayments of loans receivable	償還貸款應收款項	19	481	3,130
Interest received	已收利息		2,034	3,148
Increase in financial assets at fair value through other comprehensive income	按公平值記入其他全面收入之財務資產增加	15	-	(1,550)
Proceeds from disposal of financial assets at fair value through other comprehensive income	出售按公平值記入其他全面收入之財務資產所得款項	15	407	-
Increase in financial assets at fair value through profit or loss	按公平值記入損益之財務資產增加		-	(15,600)
Decrease in time deposits over three months	超過三個月之定期存款減少		-	15,500
Decrease/(increase) in pledged bank deposits	已抵押銀行存款減少／(增加)		115	(115)
Net cash used in investing activities	投資活動所用之現金淨額		(28,471)	(29,828)
Cash flows from financing activities	融資活動所得現金流量			
Proceeds from bank borrowings	銀行借貸所得款項		346,000	284,000
Repayment of bank borrowings	償還銀行借貸		(347,787)	(283,377)
Proceeds from shares issued upon exercise of options	行使購股權時已發行股份之所得款項		-	2,643
Principal elements of lease payments	租賃付款之本金部分		(3,784)	-
Dividends paid	已付股息		(34,018)	(39,588)
Net cash used in financing activities	融資活動所用現金淨額	37(c)	(39,589)	(36,322)

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Notes 附註		
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	3,370	(33,833)
Effect of changes in foreign exchange rates	匯率變動影響	(2,737)	(3,446)
Cash and cash equivalents, beginning of the year	現金及現金等價物·年初	127,826	165,105
Cash and cash equivalents, end of the year	現金及現金等價物·年終	128,459	127,826

The notes on pages 113 to 247 are an integral part of these consolidated financial statements.

第113至247頁之附註為綜合財務報表一部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION

Suga International Holdings Limited (the “Company”) and its subsidiaries (together “the Group”) are principally engaged in the research and development, manufacturing and sales of electronic products, pet food and other pet-related products. The Group has operations mainly in Hong Kong, Mainland China, Macao and Vietnam.

The Company was incorporated as an exempted company with limited liability in Bermuda on 28 September 2001. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 18 September 2002.

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of the Company and its subsidiaries.

2.1 Basis of preparation

(a) Compliance with HKFRSs and HKCO

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) and disclosure requirements of the Hong Kong Companies Ordinance (“HKCO”) Cap. 622.

(b) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss which are carried at fair value.

1 一般資料

信佳國際集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事電子產品、寵物食品及其他寵物相關產品研究及開發、製造及銷售業務。本集團業務主要位於香港、中國內地、澳門及越南。

本公司於二零零一年九月二十八日在百慕達註冊成立為獲豁免有限公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司股份自二零零二年九月十八日在香港聯合交易所有限公司(「聯交所」)主板上市。

除另有註明外，該等財務報表以港元(「港元」)為單位呈列。

2 重要會計政策概要

本附註提供編製此等綜合財務報表所採納之主要會計政策清單。除另有註明者外，此等政策於所有呈報年度均貫徹應用。本集團財務報表包括本公司及其附屬公司。

2.1 編製基準

(a) 遵守香港財務報告準則及香港公司條例

本集團的綜合財務報表乃根據所有適用的香港財務報告準則(「香港財務報告準則」)及香港公司條例(「香港公司條例」)第622章的披露規定編製。

(b) 歷史成本常規法

綜合財務報表按照歷史成本常規法編製，惟按公平值記入其他全面收入之財務資產及按公平值記入損益之財務資產除外，該等財務資產乃按公平值入賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(c) *New and amended standards and interpretation adopted by the Group*

The following new standards, amendments to standards and interpretation are mandatory for the Group's financial year beginning on or after 1 April 2019 and have been adopted in the preparation of the consolidated financial statements.

Amendments to Annual Improvements Project

年度改進項目(修訂本)

Amendments to HKFRS 9

香港財務報告準則第9號(修訂本)

Amendments to HKAS 19

香港會計準則第19號(修訂本)

Amendments to HKAS 28

香港會計準則第28號(修訂本)

HKFRS 16

香港財務報告準則第16號

HK(IFRIC)-Int 23

香港(國際財務報告詮釋委員會)

— 詮釋第23號

The Group changed its accounting policies and made certain adjustments following the adoption of HKFRS 16 "Leases" ("HKFRS 16") as disclosed in Note 2.2. All other amendments to standards and interpretation listed above did not have a material impact on the Group's accounting policies.

2 重要會計政策概要(續)

2.1 編製基準(續)

(c) *本集團採納之新訂及經修訂準則及詮釋*

以下新訂準則、準則之修訂本及詮釋於本集團於二零一九年四月一日或之後開始之財政年度強制生效及已於編製綜合財務報表時獲採納。

Annual improvements 2015-2017 cycle

二零一五年至二零一七年週期之年度改進

Prepayment features with negative compensation

具有負補償的提前還款特性

Plan amendment, curtailment or settlement

計劃修訂、縮減或結清

Long-term interests in associates and joint ventures

於聯營公司及合資企業之長期權益

Leases

租賃

Uncertainty over income tax treatments

所得稅處理之不確定性

誠如附註2.2所披露，於採納香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)後，本集團變更其會計政策及作出若干調整。上文所列之所有其他準則之修訂本及詮釋並無對本集團之會計政策產生重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(d) *New and amended standards not yet adopted*

The following new accounting standards and amendments to standards have been issued but are not effective for the financial year beginning on 1 April 2019 and have not been early adopted by the Group:

		Effective for annual periods beginning on or after 於下列日期或之後開 始之年度期間生效
Amendments to HKFRS 3 香港財務報告準則第3號(修訂本)	Definition of a business 業務之定義	1 January 2020 二零二零年一月一日
Conceptual framework for Financial Reporting 2018 二零一八年財務報告概念框架	Revised conceptual framework for financial reporting 財務報告之經修訂概念框架	1 January 2020 二零二零年一月一日
Amendments to HKAS 1 and HKAS 8 香港會計準則第1號及香港會計準則第8號(修訂本)	Definition of material 重大之定義	1 January 2020 二零二零年一月一日
Amendments to HKAS 39, HKFRS 7 and HKFRS 9 香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號(修訂本)	Hedge accounting 對沖會計	1 January 2020 二零二零年一月一日
HKFRS 17 香港財務報告準則第17號	Insurance contracts 保險合約	1 January 2021 二零二一年一月一日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號(修訂本)	Sale or contribution of assets between an investor, and its associate or joint venture 投資者與其聯營公司或合資企業之間的資產銷售或注入	To be determined 待定

None of the above new standards and amendments to standards is expected to have a significant effect on the consolidated financial statements of the Group in the current or future reporting periods and on foreseeable future transactions.

預期上述新訂準則及準則修訂本概不會對本集團於當前或未來報告期間之綜合財務報表及可見未來交易造成重大影響。

2 重要會計政策概要(續)

2.1 編製基準(續)

(d) *尚未採納之新訂及經修訂準則*

以下新訂會計準則及準則之修訂本已頒佈但於二零一九年四月一日開始之財政年度尚未生效，且本集團並無提早採納：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies

This note explains the impact of the adoption of HKFRS 16 “Leases” on the Group’s consolidated financial statements.

The Group elected to adopt HKFRS 16 without restating comparatives as permitted under specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 April 2019. The new accounting policies are disclosed in Note 2.26.

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as “operating leases” under the principles of HKAS 17 “Leases”. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 April 2019. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 5.96%.

(i) *Practical expedients applied*

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics;
- relying on previous assessments on whether leases are onerous;
- accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases;

2 重要會計政策概要 (續)

2.2 會計政策變動

此附註解釋採納香港財務報告準則第16號「租賃」對本集團綜合財務報表的影響。

本集團根據香港財務報告準則第16號中之具體過渡性條文所允許採納該準則，而並不會重列比較資料。因此，新租賃規則產生之重新分類及調整於二零一九年四月一日之年初資產負債表中確認。新會計政策披露於附註2.26。

於採納香港財務報告準則第16號時，本集團就以往根據香港會計準則第17號「租賃」之原則分類為「經營租賃」之租賃確認租賃負債。該等負債按餘下租賃付款之現值計量，並按二零一九年四月一日承租人之遞增借款利率計算折現。於二零一九年四月一日適用於該等租賃負債之加權平均承租人遞增借款利率為5.96%。

(i) *所應用之實際權宜措施*

於首次應用香港財務報告準則第16號時，本集團已應用以下準則所允許之實際權宜措施：

- 對特徵合理地相似之租賃組合應用單一折現率；
- 對於租賃是否繁重依賴過往評估；
- 將於二零一九年四月一日餘下租賃期少於12個月之經營租賃入賬列作短期租賃；

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies (Continued)

(i) Practical expedients applied (Continued)

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard (Continued):

- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and HK(IFRIC) –4 “Determining whether an Arrangement contains a Lease”.

2 重要會計政策概要 (續)

2.2 會計政策變動 (續)

(i) 所應用之實際權宜措施 (續)

於首次應用香港財務報告準則第16號時，本集團已應用以下準則所允許之實際權宜措施 (續)：

- 於初次應用日期計量使用權資產時撇除初始直接成本；及
- 倘合約含有延長或終止租賃的選擇權，在確認租賃期限時採用事後確認法。

本集團亦已選擇不會於初次應用日期重新評估合約是否屬於或包含租賃。相反，對於過渡日期前訂立之合約，本集團依賴應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號「釐定安排是否包含租賃」作出之評估。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies (Continued)

(ii) Measurement of lease liabilities

		HK\$'000 千港元
Operating lease commitments disclosed as at 31 March 2019	於二零一九年三月三十一日所披露之經營租賃承擔	9,937
Discounted at the date of initial application	於首次應用日期貼現	9,601
Less:	減：	
Exemption for short-term leases	短期租賃豁免	(5,526)
Lease liabilities recognised as at 1 April 2019	於二零一九年四月一日確認之租賃負債	4,075
Current lease liabilities	流動租賃負債	1,816
Non-current lease liabilities	非流動租賃負債	2,259
		4,075

(iii) Measurement of right-of-use assets

The associated right-of-use assets were measured at the amount equal to the lease liabilities as at the date at which lease assets are available for use by the Group. Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis from date of recognition and lease liabilities are measured at the net present values of the remaining lease payments. Any prepaid or accrued lease payments relating to these leases recognised in the consolidated balance sheet were adjusted to the retained earnings as at 31 March 2019.

2 重要會計政策概要 (續)

2.2 會計政策變動 (續)

(ii) 計量租賃負債

(iii) 計量使用權資產

相關使用權資產按相等於租賃資產可供本集團使用當日之租賃負債金額計量。使用權資產通常自確認日期起於資產使用年期與租賃期的較短者內以直線法計提折舊，而租賃負債按餘下租賃付款額之淨現值計量。與於綜合資產負債表確認之該等租賃有關之任何預付或應計租賃付款調整至於二零一九年三月三十一日之保留盈利。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies (Continued)

(iii) Measurement of right-of-use assets (Continued)

There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

Upon the adoption of HKFRS 16, land use rights previously presented as a separate item on the consolidated balance sheet is grouped as part of right-of-use assets with effect from 1 April 2019. The Group also reclassified leasehold land under operating leases from property, plant and equipment to right-of-use assets for presentation purpose.

The recognised right-of-use assets relate to the following types of assets:

2 重要會計政策概要 (續)

2.2 會計政策變動 (續)

(iii) 計量使用權資產 (續)

於首次應用日期，概不存在任何繁重之租賃合約致使須對使用權資產作出調整。

於採納香港財務報告準則第16號後，先前於綜合資產負債表以獨立項目呈列之土地使用權，乃由二零一九年四月一日起歸類為使用權資產之一部分。就呈報目的而言，本集團亦將經營租賃項下之租賃土地由物業、廠房及設備重新分類至使用權資產。

已確認之使用權資產與以下類別資產有關：

		1 April 2019 於二零一九年 四月一日 HK\$'000 千港元
Properties	物業	4,030
Leasehold land	租賃土地	20,771
Land use rights	土地使用權	48,849
		<hr/>
		73,650

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies (Continued)

(iv) Adjustments recognised on the adoption of HKFRS 16

Changes in accounting policies affected the following items in the consolidated balance sheet on 1 April 2019:

Consolidated balance sheet (extract)	31 March 2019	Effects of the adoption of HKFRS 16		1 April 2019
		採納香港財務 報告準則 第16號之影響	於二零一九年 三月三十一日	
綜合資產負債表(摘錄)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-current assets				
Land use rights	48,849	(48,849)		–
Property, plant and equipment	261,580	(20,771)		240,809
Right-of-use assets	–	73,650		73,650
Current liabilities				
Lease liabilities	–	1,816		1,816
Non-current liabilities				
Lease liabilities	–	2,259		2,259
Equity				
Retained earnings	595,108	(45)		595,063

2 重要會計政策概要(續)

2.2 會計政策變動(續)

(iv) 採納香港財務報告準則第16號所確認之調整

會計政策變動對於二零一九年四月一日之綜合資產負債表中以下項目造成影響：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Principles of consolidated and equity accounting

(a) Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

2 重要會計政策概要 (續)

2.3 綜合及權益法原則

(a) 附屬公司

附屬公司指本集團擁有控制權之實體(包括結構性實體)。當本集團承受或享有參與實體所得之可變回報,且有能力透過其對實體之權力影響該等回報時,則本集團控制該實體。附屬公司在控制權轉移至本集團之日合併入賬。附屬公司在控制權終止之日起停止合併入賬。

本集團應用收購法將業務合併入賬。收購附屬公司所轉撥之代價乃所轉讓資產、對被收購方前擁有人所產生負債及本集團所發行股權之公平值。所轉撥之代價包括因或有代價安排所致之任何資產或負債之公平值。與收購相關之成本於產生時支銷。業務合併時可識別之所收購資產及所承擔負債及或然負債初步按收購日期之公平值計量。

本集團按個別收購基準,確認在被收購方的任何非控制性權益。被收購方的非控制性權益為現時的擁有權權益,並賦予持有人一旦清盤時按比例應佔實體的淨資產,可按公平值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控制性權益的所有其他組成部分按收購日期的公平值計量,除非香港財務報告準則規定必須以其他計量基準計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Principles of consolidated and equity accounting (Continued)

(a) Subsidiaries (Continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKFRS 9 Financial Instruments ("HKFRS 9") in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net asset acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Inter-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

2 重要會計政策概要 (續)

2.3 綜合及權益法原則 (續)

(a) 附屬公司 (續)

倘業務合併分階段進行，則收購方先前持有之被收購方之股權於收購日期之賬面值會重新計量為於收購日期之公平值；有關重新計量所產生之任何收益或虧損於損益確認。

本集團將轉讓的任何或有代價按收購日期的公平值確認。被視為資產或負債的或有代價公平值的其後變動，根據香港財務報告準則第9號金融工具（「香港財務報告準則第9號」）的規定，在損益中確認。分類為權益的或有代價不重新計量，其之後的結算在權益中入賬。

所轉讓代價，於收購被收購方的任何非控制性權益金額及任何先前於被收購方的股本權益於收購日期的公平值高於所收購可識別資產淨值的公平值時，其差額以商譽列賬。就議價購買而言，如轉讓代價、已確認非控制性權益及先前持有的權益總額低於所收購附屬公司資產淨值的公平值，其差額直接在綜合收益表中確認。

集團間交易、集團公司間交易之結餘及未變現收益已對銷。除非交易提供證據證明所轉讓的資產出現減值，未變現虧損亦會對銷。於必要時，附屬公司所呈報之金額已經作出調整，以符合本集團之會計政策。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Principles of consolidated and equity accounting (Continued)

(a) Subsidiaries (Continued)

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

(b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (d) below), after initially being recognised at cost.

(c) Joint arrangements

Under HKFRS 11 Joint Arrangements (“HKFRS 11”), investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has a joint venture which is accounted for using the equity method (see (d) below), after initially being recognised at cost in the consolidated balance sheet.

(d) Equity method

Under the equity method of accounting, the investments are initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor’s share of the profit or loss of the investee after the date of acquisition. The Group’s investments in associates and a joint venture include goodwill identified on acquisition. Upon the acquisition of the ownership interests in associates and a joint venture, any difference between the cost of the associates or a joint venture and the Group’s share of the net fair value of associates’ or a joint venture’s identifiable assets and liabilities is accounted for as goodwill.

2 重要會計政策概要 (續)

2.3 綜合及權益法原則 (續)

(a) 附屬公司 (續)

附屬公司的業績及權益中的非控股權益分別於綜合收益表、全面收入表、權益變動表及資產負債表中單獨列示。

(b) 聯營公司

聯營公司為本集團對其有重大影響力而無控制權或共同控制權的所有實體。該情況通常為本集團持有20%至50%投票權。於聯營公司之投資於初始按成本確認後以權益法入賬(見下文附註(d))。

(c) 合營安排

根據香港財務報告準則第11號合營安排(「香港財務報告準則第11號」)，合營安排投資分類為共同經營或合營企業。分類視乎各投資者的合約權利及義務而定，而非合營安排的法律結構。本集團擁有一間合營企業，其於初始按成本於綜合資產負債表中確認後，以權益法入賬(見下文(d))。

(d) 權益法

根據權益會計法，投資初始按成本確認，而賬面值被增加或減少以確認投資者應佔被投資方在收購日期後的損益。本集團於聯營公司及合營企業的投資包括購買時已識別的商譽。在收購聯營公司及合營企業擁有權益時，聯營公司或合營企業成本與本集團應佔聯營公司或合營企業可識別資產及負債的公平值淨額的任何差額確認為商譽。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Principles of consolidated and equity accounting (Continued)

(d) Equity method (Continued)

If the ownership interests in associates and a joint venture are reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in associates and a joint venture equal or exceed its interest in associates and a joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of associates and a joint venture.

The Group determines at each reporting date whether there is any objective evidence that the investments in associates and a joint venture are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of associates and a joint venture and its carrying value and recognises the amount adjacent to "share of losses of associates" in the consolidated income statement.

2 重要會計政策概要 (續)

2.3 綜合及權益法原則 (續)

(d) 權益法 (續)

如於聯營公司及合營企業的擁有權權益被削減但仍保留重大影響力，只有按比例將之前在其他全面收入中確認的數額重新分類至損益（如適當）。

本集團應佔收購後溢利或虧損於綜合收益表內確認，而其應佔於其他全面收入的收購後變動則於其他全面收入內確認，並相應調整投資之賬面值。如本集團應佔一間聯營公司及合營企業的虧損等於或超過其在該聯營公司及合營企業的權益，包括任何其他無抵押應收款項，本集團不會確認進一步虧損，除非本集團對聯營公司及合營企業已產生法律或推定責任或已代聯營公司及合營企業作出付款。

本集團在每個報告日期釐定是否有客觀證據證明於聯營公司及合營企業之投資已減值。如事實如此，則本集團會計算減值，數額為聯營公司及合營企業可收回金額與其賬面值的差額，並在綜合收益表中確認於「應佔聯營公司虧損」旁。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Principles of consolidated and equity accounting (Continued)

(d) Equity method (Continued)

Profits and losses resulting from upstream and downstream transactions between the Group and its associates and joint venture are recognised in the Group's financial statements only to the extent of unrelated investor's interests in associates and a joint venture. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gains and losses on dilution of equity interests in associates and a joint venture are recognised in the consolidated income statement.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.10.

(e) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

2 重要會計政策概要 (續)

2.3 綜合及權益法原則 (續)

(d) 權益法 (續)

本集團與其聯營公司及合營企業之間的上流和下流交易的溢利及虧損，在本集團的財務報表中確認，但僅限於無關連投資者在聯營公司及合營企業權益的數額。未變現虧損亦予以對銷，除非交易有證據顯示所轉讓資產已減值。以權益會計法入賬之被投資方的原計政策已按需要作出改變，以確保與本集團所採納的政策一致。

攤薄於聯營公司及合營企業之權益時產生之收益及虧損於綜合收益表確認。

以權益會計法入賬之投資之賬面值根據附註2.10所述之政策進行減值測試。

(e) 擁有權權益之變動

本集團將不會引致失去控制權的非控股權益交易視為與本集團權益持有人的交易。擁有權益變動導致控股權益與非控股權益賬面值之間之調整以反映彼等於附屬公司之相對權益。非控股權益調整數額與任何已付或已收代價間之任何差額於本公司權益持有人應佔權益中之單獨儲備項目內確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Principles of consolidated and equity accounting (Continued)

(e) Changes in ownership interests (Continued)

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

2 重要會計政策概要 (續)

2.3 綜合及權益法原則 (續)

(e) 擁有權權益之變動 (續)

倘本集團因喪失控制權、共同控制權或重大影響力而終止就投資合併入賬或按權益入賬，其於該實體之任何保留權益按其公允值重新計量，而賬面值變動則於損益內確認。就隨後入賬列作於聯營公司、合營企業或金融資產之保留權益而言，公允值成為初步賬面值。此外，先前於其他綜合收益內確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能代表先前在其他綜合收益內確認之金額重新分類至損益或轉入適用香港財務報告準則所指／准許之另一權益類別。

倘於一間合營企業或聯營公司的擁有權權益減少但保留共同控制權或重大影響力，則先前於其他全面收入確認的金額僅有一定比例份額重新分類至損益（如適用）。

2.4 獨立財務報表

於附屬公司之投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Separate financial statements (Continued)

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors collectively who make strategic decisions.

2.6 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

2 重要會計政策概要 (續)

2.4 獨立財務報表 (續)

如股息超過宣派股息期內附屬公司的全面收入總額，或如在獨立財務報表的投資賬面值超過綜合財務報表中被投資方淨資產（包括商譽）的賬面值，則必須對於附屬公司之投資作減值測試。

2.5 分類報告

經營分類按與向主要營運決策人（「主要營運決策人」）所提供內部報告貫徹一致之方式報告。主要營運決策人負責就經營分類分配資源及評估表現，已被認為共同作出策略決定之執行董事。

2.6 外幣換算

(a) 功能和呈報貨幣

本集團旗下各實體之財務報表所列項目均採用有關實體營業所在主要經濟環境通用之貨幣（「功能貨幣」）為計算單位。綜合財務報表以本公司之功能貨幣及本集團之呈報貨幣港元呈列。

(b) 交易及結餘

外幣交易按交易當日適用之匯率或重新計量項目之估值換算為功能貨幣。因結算交易及按年結日匯率換算以外幣計值貨幣資產和負債產生之匯兌損益，均於綜合收益表確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Foreign currency translation (Continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement and statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2 重要會計政策概要 (續)

2.6 外幣換算 (續)

(c) 集團旗下公司

集團旗下所有功能貨幣與呈報貨幣不同之實體(全部均非高通脹經濟之貨幣)之業績及財務狀況,按以下方式換算為呈報貨幣:

- (i) 各資產負債表所呈列資產及負債,按有關資產負債表結算日之收市匯率換算;
- (ii) 各收益表及全面收入表之收入及支出,按平均匯率換算,惟此平均值並非該等交易日期通行匯率累積效果之合理約數除外。在此情況下,收入及支出將於交易日期換算;及
- (iii) 所有產生之貨幣換算差額將於其他全面收入確認。

收購海外實體產生之商譽及公平值調整,列作海外實體之資產及負債處理,並按結算日之匯率換算。所產生的貨幣匯兌差額於其他全面收入內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Foreign currency translation (Continued)

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are reattributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or a joint venture that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

2.7 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

2 重要會計政策概要 (續)

2.6 外幣換算 (續)

(d) 出售海外業務及部分出售

於出售海外業務 (即出售本集團於海外業務之全部權益或涉及失去對一間附屬公司 (包括海外業務) 之控制權之出售、涉及失去對合資企業 (包括海外業務) 之共同控制權之出售, 或涉及失去對一間聯營公司 (包括海外業務) 之重大影響力之出售時, 就本公司擁有人應佔該業務而於權益內確認之所有匯兌差額重新分類至損益。

對於並不導致本集團失去對附屬公司 (包括海外業務) 之控制權之部分出售, 累計匯兌差額之應佔比例部分重新列入非控制性權益及不會於損益確認。就所有其他之部分出售 (即本集團在聯營公司或合資企業中的擁有權權益的減少並不導致本集團失去重大影響力或共同控制權), 該累計匯兌差額之應佔比例則須重新分類至損益。

2.7 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及累計減值虧損入賬。歷史成本包括收購有關項目直接應佔開支。

當與項目有關之未來經濟利益可能流入本集團, 以及項目成本能夠可靠計算時, 其後成本才會記入資產之賬面值或確認為獨立資產 (視適用情況而定)。被替代部分之賬面值乃取消確認。所有其他維修及保養成本於產生之財政期間內於綜合收益表扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Property, plant and equipment (Continued)

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs less their residual values over their estimated useful lives, as follows:

Buildings	35 – 48 years (over the land lease terms)
Leasehold improvements	5 – 10 years
Plant and machinery	5 years
Furniture and equipment	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing proceeds with carrying amounts and are recognised within "other gains – net" in the consolidated income statement.

Construction in progress is stated at cost less accumulated impairment losses. Cost includes all attributable costs of bringing the asset to working condition for its intended use. This includes direct costs of construction as well as interest expense capitalised during the period of construction and installation. Capitalisation of these costs will cease and the construction in progress is transferred to appropriate categories within property, plant and equipment when the construction activities necessary to prepare the assets for their intended use are completed. No depreciation is provided in respect of construction in progress.

2 重要會計政策概要 (續)

2.7 物業、廠房及設備 (續)

物業、廠房及設備折舊於下列估計可使用年期內以直線法分配其成本減餘值：

樓宇	35至48年 (土地租賃年期)
租賃物業裝修	5至10年
廠房及機器	5年
傢俬及設備	5年

資產之剩餘價值及可用年期會於各結算日審閱及調整(倘適用)。

倘資產之賬面值超過其估計可收回金額，則其賬面值即時撇減至可收回金額(附註2.10)。

出售之損益按比較所得款項與賬面值釐定，於綜合收益表內「其他收益，淨額」確認。

在建工程乃以成本扣除累計虧損列賬。成本包括所有將資產轉為其擬定用途狀態之應佔成本。此包括興建之直接成本及於興建安裝期間撥充資本之利息支出。當完成所需興建活動以將資產轉為其擬定用途時，該等成本之資本化將會終止，並將在在建工程轉為物業、廠房及設備之適當類別。在建工程毋須計提折舊。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Intangible assets

(a) Customer relationship

Contractual customer relationship acquired in a business combination is recognised at fair value at the acquisition date. The contractual customer relationship has a finite useful life and is subsequently carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship of five years.

(b) Product development

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique products controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the product and use or sell it;
- There is an ability to use or sell the product;
- It can be demonstrated how the product will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the product are available; and
- The expenditure attributable to the product during its development can be reliably measured.

2 重要會計政策概要 (續)

2.8 無形資產

(a) 客戶關係

於業務合併中收購之合約客戶關係乃於收購日期按公平值確認。合約客戶關係具有固定可使用年期及其後按成本減累計攤銷列賬。攤銷乃按客戶關係之預計年期五年採用直線法計算。

(b) 產品開發

與維護軟件程序相關的成本於產生時確認為開支。設計及測試本集團所控制的可識別獨特產品時直接應佔的開發成本在符合以下條件時確認為無形資產：

- 完成軟件產品在技術上可行，並可供使用；
- 管理層擬完成產品並使用或出售產品；
- 能夠使用或出售產品；
- 能夠論證產品將如何產生可能的未來經濟利益；
- 具備足夠的技術、財務及其他資源完成開發及使用或出售產品；及
- 產品開發期間應佔的開支能可靠地計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Intangible assets (Continued)

(b) Product development (Continued)

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads. Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Development costs recognised as assets are amortised over their estimated useful lives of three years.

(c) Patents and trademarks

Separately acquired patents and trademarks are shown at historical cost. Patents and trademarks acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method over their expected useful lives of five years.

2.9 Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that are expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

2 重要會計政策概要 (續)

2.8 無形資產 (續)

(b) 產品開發 (續)

直接應佔成本資本化為部分軟件產品，包括軟件開發、僱員成本及相關間接成本的適當部分。不符合上述條件的其他開發支出於產生時確認為開支。先前確認為開支的開發成本不會於往後期間確認為資產。

確認為資產的開發成本於其估計可使用年期三年內攤銷。

(c) 專利及商標

分開收購的專利及商標按歷史成本列賬。業務合併中收購的專利及商標於收購日期按公平值確認。兩者均有限定的可使用年期，其後按成本減累計攤銷及減值虧損列賬。攤銷利用直線法按其五年之預期可使用年期計算。

2.9 商譽

收購附屬公司產生商譽及指已轉讓代價、於被收購方之任何非控制性權益金額及於被收購方之任何先前股權之收購日期公平值超出所收購之已識別資產淨值之公平值之金額。

就減值測試而言，業務合併所獲得之商譽乃分配至預期將受益於合併協同效應之各現金產生單位（「現金產生單位」）或現金產生單位組別。獲分配商譽之各單位或單位組別指實體內就內部管理目的監察商譽之最低層級。商譽乃於經營分類層級進行監察。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Goodwill (Continued)

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

2.10 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised immediately as an expense for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.11 Financial assets

(a) 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 entity's business model for managing the financial assets and the contractual terms of the cash flows.

2 重要會計政策概要 (續)

2.9 商譽 (續)

商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額作比較，可收回金額為使用價值與公平值減出售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

2.10 非財務資產的減值

商譽及並無指定可用期限之無形資產毋須攤銷，但須最少每年測試有否出現減值，或發生事件或情況變化顯示其有可能減值時更頻密進行減值測試。倘發生顯示可能無法收回賬面值之任何事件或情況變化，則會對其他資產進行減值測試。倘資產賬面值超越其可收回金額，則即時確認減值虧損為開支。可收回金額為資產公平值減出售成本後之價值與其使用價值之較高者。為評估減值，資產按個別可識別現金流入之最低水平分類（其大致上獨立於其他資產或資產組別（現金產生單位）之現金流量）。出現減值之商譽以外之非財務資產會於各報告期末審閱撥回減值之可能性。

2.11 財務資產

(a) 分類

本集團將其財務資產分為以下計量類別：

- 其後將按公平值（記入其他全面收入或記入損益）計量的財務資產；及
- 按攤銷成本計量的財務資產。

該分類取決於實體管理財務資產的業務模式及現金流量的合約條款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Financial assets (Continued)

(a) Classification (Continued)

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investment in equity instruments that is 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.

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

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

(c) 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, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

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:

2 重要會計政策概要 (續)

2.11 財務資產 (續)

(a) 分類 (續)

就按公平值計量的資產而言，收益及虧損將計入損益或其他全面收入。就並非持作買賣之權益工具投資而言，其將取決於本集團是否於初步確認時不可撤回地選擇將其作為按公平值記入其他全面收入之權益投資入賬。

本集團於及僅於其管理資產的業務模式變更時將債務工具重新分類。

(b) 確認及終止確認

財務資產的定期購入及出售，均於交易日（即本集團承諾購入或出售該資產當日）確認。當本集團從該等投資收取現金流量的權利已到期或已被轉讓，及本集團已將擁有權帶來的絕大部分風險和回報轉移，則會終止確認該等財務資產。

(c) 計量

初始確認時，本集團的財務資產按公平值計量，倘屬並非按公平值記入損益之財務資產，則另加收購該財務資產直接可歸屬之交易成本。按公平值記入損益之財務資產之交易成本於損益支銷。

債務工具

債務工具的後續計量取決於本集團管理該資產的業務模式以及該資產的現金流量特徵。本集團將債務工具分為以下三種計量類別：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- Financial assets at 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 – net” together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.

- Financial assets at fair value through other comprehensive income

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 fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income 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 – net”. 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 – net” and impairment expenses are presented as separate line item in profit or loss.

2 重要會計政策概要 (續)

2.11 財務資產 (續)

(c) 計量 (續)

債務工具 (續)

- 按攤銷成本列賬之財務資產

就持有以收取合約現金流量的資產而言，如該等現金流量僅代表對本金和利息的支付，則該資產以攤銷成本計量。該等財務資產的利息收入以實際利率法計算後計入財務收入。終止確認時產生的任何收益或虧損直接於損益確認，並與匯兌收益及虧損一同以「其他收益－淨額」呈列，而減值虧損則於綜合收益表中單獨呈列。

- 按公平值記入其他全面收入之財務資產

為收取合約現金流量並為出售財務資產而持有的資產，並且資產的現金流量僅代表對本金和利息的支付，該等資產按公平值記入其他全面收入計量。賬面值的變動計入其他全面收入，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之確認除外。當財務資產終止確認時，之前於其他全面收入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－淨額」確認。該等財務資產的利息收入使用實際利率法計入融資收入內。匯兌收益及虧損以「其他收益－淨額」呈列，而減值開支於損益單獨呈列。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- Financial assets at fair value through profit or loss

Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within “other gains – net” 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 transfer 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 fair value through profit or loss are recognised in “other gains – net” in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income are not reported separately from other changes in fair value.

2 重要會計政策概要 (續)

2.11 財務資產 (續)

(c) 計量 (續)

債務工具 (續)

- 按公平值記入損益之財務資產

不符合以攤銷成本或按公平值記入其他全面收入標準的資產將按公平值記入損益計量。其後按公平值記入損益計量的債務投資的收益或虧損於損益確認，並於產生之期間以淨值呈列於「其他收益－淨額」。

權益工具

本集團其後按公平值計量所有權益投資。倘本集團管理層選擇於其他全面收入呈列權益投資之公平值收益及虧損，則於投資終止確認後不會將公平值收益及虧損隨後轉撥至損益。來自有關投資之股息會於本集團之收款權利獲確立時繼續於損益中確認為其他收入。

按公平值記入損益之財務資產的公平值變動於綜合收益表中的「其他收益－淨額」中確認（如適用）。按公平值記入其他全面收入計量之權益投資之減值虧損（及減值虧損撥回）不會與公平值的其他變動分開呈報。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Financial assets (Continued)

(d) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. 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. See Note 3.1(iii)(c) and Note 17 for further details.

(e) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated balance sheet where the Group has a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2 重要會計政策概要 (續)

2.11 財務資產 (續)

(d) 減值

本集團按預期基準評估按攤銷成本列賬的債務工具相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。

就應收貿易賬款而言，本集團應用香港財務報告準則第9號所允許的簡化方法，該方法規定預期使用年期虧損將自初步確認應收款項起確認。進一步詳情請參閱附註3.1(iii)(c)及附註17。

(e) 抵銷金融工具

當本集團有法定可執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產和結算負債時，財務資產與負債可互相抵銷，並在綜合資產負債表報告其淨額。法定可執行權利不得以未來事件為條件，且必須可於正常業務過程中及公司或對手方違約、無力償債或破產的情況下執行。

2.12 存貨

存貨按成本與可變現淨值中之較低者入賬。成本按先入先出法計算。製成品及在製品之成本包括原材料、直接勞工、其他直接成本及相關生產雜費（按正常營運能力計算），但不包括借貸成本。可變現淨值為於日常業務中估計售價減適用不定額出售費用。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 3.1(iii)(c) for further information about the Group's accounting for trade and other receivables and a description of the Group's impairment policies.

2.14 Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash on hand and deposits held at call with banks which have a maturity of less than three months.

2.15 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.16 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 重要會計政策概要 (續)

2.13 應收貿易賬款及其他應收款項

應收貿易賬款為在日常業務過程中出售商品或提供服務之應收客戶款項。倘預期應收貿易賬款可於一年或之內(或一般營運業務週期內(如較長))收回,則列作流動資產,否則,將列作非流動資產。

應收貿易賬款及其他應收款項初步按無條件代價金額確認,除非當中包含重大融資部分,則按公平值確認。本集團持有應收貿易賬款及其他應收款項的目的為收取合約現金流量,因此其後以實際利率法按攤銷成本計量。有關本集團應收貿易賬款及其他應收款項之會計處理的進一步資料,請參閱附註3.1(iii)(c),以及有關本集團減值政策的說明。

2.14 現金及現金等價物

於綜合現金流量表,現金及現金等價物包括手頭現金及銀行活期存款,均於三個月內到期。

2.15 股本

普通股分類為權益。發行新股或購股權直接應佔之遞增成本,於扣除稅項後於權益列賬為所得款項減少。

2.16 應付貿易賬款及其他應付款項

應付貿易賬款為在日常業務過程中向供應商購買商品或服務之付款責任。如須於一年或以內(或一般營運業務週期內(如較長)),應付貿易賬款及其他應付款項會分類為流動負債,否則,將列作非流動負債。

應付貿易賬款及其他應付款項初步以公平值確認,其後利用實際利率法按攤銷成本計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.18 Borrowing costs

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

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

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

2 重要會計政策概要 (續)

2.17 借貸

借貸初步以公平值減所產生交易成本確認。借貸其後以攤銷成本列賬；扣除交易成本後所得款項與贖回價值間差額，乃以實際利率法於借貸期間在綜合收益表確認。

在融資很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無跡象顯示該融資很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

除非本集團擁有無條件權利遞延結算負債至結算日起計最少12個月，否則借貸分類為流動負債。

2.18 借貸成本

直接歸屬於收購、興建或生產合資格資產（指必須經一段長時間以作其擬定用途或銷售之資產）之一般及特定借貸成本乃加入該等資產之成本內，直至資產大致上備妥供其擬定用途或銷售之有關時間為止。

就特定借貸於等待合資格資產支出時之臨時投資賺取之投資收入，自合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生期內之損益中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company, its subsidiaries and its associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2 重要會計政策概要 (續)

2.19 即期及遞延所得稅

期間稅項開支包括即期及遞延稅項。稅項於綜合收益表確認，惟倘與其他全面收入確認或直接於權益確認之項目有關，則稅項亦分別於其他全面收入或直接於權益確認。

(a) 即期所得稅

即期所得稅開支以本公司、其附屬公司及其聯營公司營運及產生應課稅收入所在國家於結算日已頒佈或實質頒佈之稅法為基準計算。管理層定期就適用稅務規例須作出詮釋之情況評估報稅單。其於適當情況下按預期支付予稅務機關之數額計提撥備。

(b) 遞延所得稅

遞延所得稅以負債法，就資產及負債之稅基與其於綜合財務報表所載賬面值之間之暫時性差額全數撥備。然而，倘延稅項負債從初步確認商譽產生，則不會予以確認。倘遞延所得稅乃因初步確認進行交易（業務合併除外）時不影響會計或應課稅損益之資產或負債產生，則亦不會計入遞延所得稅。遞延所得稅以報告期末實施或實質上實施之稅率（及法律）釐定，且該等稅率（及法律）預期將於相關遞延所得稅資產變現或遞延所得稅負債清償時應用。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 重要會計政策概要 (續)

2.19 即期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

有關按公平值計量投資物業之遞延稅項負債乃假設物業將透過銷售完全收回而釐定。

僅於可能有未來應課稅金額以動用該等暫時差額及虧損的情況下，方會確認遞延稅項資產。

倘本集團可控制暫時差額撥回的時間且有關差額很可能不會於可見未來撥回，則不會就海外業務投資的賬面值與稅基的暫時差額確認遞延稅項負債及資產。

當有合法可執行權利抵銷流動稅項資產及負債及當遞延稅項結餘與同一稅務機關有關，遞延稅項資產與負債可予抵銷。倘實體擁有合法可執行權利抵銷及擬按淨額基準結算或同時變現資產及結算負債，則流動稅項資產及稅項負債可予抵銷。

除與於其他全面收入或直接於權益確認的項目相關外，即期及遞延稅項於綜合收益表內確認。於此情況下，稅項亦分別於其他全面收入或直接於權益中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Employee benefits

(a) Pension obligations

The Group participates in various defined contribution pension schemes. A defined contribution plan is a retirement benefit scheme under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The schemes are generally funded through payments to state/trustee-administered funds. The Group pays contributions to publicly or privately administered funds on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Share-based compensation

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- (i) including any market performance conditions (for example, an entity's share price);

2 重要會計政策概要 (續)

2.20 僱員福利

(a) 退休金責任

本集團參與多項定額供款退休金計劃。定額供款計劃為一項退休福利計劃，據此，本集團向獨立實體作出固定供款。倘基金並未持有足夠資產向所有僱員支付涉及僱員於本期間及過往期間提供服務之福利，本集團並無法定或推定責任支付進一步供款。

該等計劃一般透過向國家／受託人管理基金付款而獲取資金。本集團按強制、合約或自願基準向公眾或私人管理基金支付供款。本集團一經支付供款，則並無進一步付款責任。供款於到期時確認為僱員福利開支。預付供款確認為資產，惟以可取得現金退款或扣減未來付款者為限。

(b) 股份付款報酬

本集團設有以權益結算、以股份為基礎的報酬計劃，根據該等計劃，實體收取僱員的服務以作為本集團權益工具（期權）的代價。僱員為換取獲授予期權而提供服務的公平值確認為開支。將支銷的總金額參考授予期權的公平值釐定：

- (i) 包括任何市場表現條件（例如實體的股價）；

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Employee benefits (Continued)

(b) Share-based compensation (Continued)

- (ii) excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- (iii) including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

2 重要會計政策概要 (續)

2.20 僱員福利 (續)

(b) 股份付款報酬 (續)

- (ii) 不包括任何服務和非市場表現歸屬條件 (例如盈利能力、銷售增長目標和僱員在某特定時期內留任實體) 的影響；及
- (iii) 包括任何非歸屬條件 (例如規定僱員儲蓄) 的影響。

非市場表現和服務條件包括在有關預期歸屬的期權數目的假設中。開支總額在歸屬期間內確認，歸屬期間指將符合所有特定歸屬條件的期間。此外，在某些情況下，僱員可能在授出日期之前提供服務，因此授出日期的公平值就確認服務開始期與授出日期之間內的開支作出估計。

在每個報告期末，本集團依據非市場表現和服務條件修訂其對預期歸屬的期權數目的估計。其在收益表確認對原估算修訂 (如有) 的影響，並對權益作出相應調整。

在期權行使時，本公司發行新股。收取的所得款項扣除任何直接歸屬交易成本撥入股本 (面值) 和股份溢價。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Employee benefits (Continued)

(b) Share-based compensation (Continued)

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investments in subsidiaries undertakings, with a corresponding credit to equity.

(c) Employee leave entitlements

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

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

(d) Other benefits

Other directors' and employees' obligations are recorded as a liability and charged to the consolidated income statement when the Group is contractually obliged or when there is a past practice that has created a constructive obligation.

2 重要會計政策概要 (續)

2.20 僱員福利 (續)

(b) 股份付款報酬 (續)

本公司向本集團附屬公司僱員授出有關股本工具之購股權被視為注資。所獲僱員服務之公平值乃參考授出日期之公平值計量，於歸屬期間確認為於附屬公司投資增加，並相應記入權益。

(c) 僱員應享假期

僱員應享年假及長期服務假期於有關假期應計予僱員時確認。本集團已為僱員於截至結算日止提供服務估計所享有年假及長期服務假期之預計負債作出撥備。

僱員應得之病假及產假於休假時始予確認。

(d) 其他福利

當本集團有合約責任或過往做法導致產生推定責任時，其他董事及僱員債務會列賬為負債並於綜合收益表扣除。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations is small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.22 Contingent liability

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

2 重要會計政策概要 (續)

2.21 撥備

當本集團因過往事件承擔現有法律或推定責任，而解除責任很有可能導致資源流出，且金額能夠可靠計算之情況下，方會確認撥備。本集團不會就日後經營虧損確認撥備。

倘本集團承擔若干類似責任，於釐定履行責任是否需要流出資源時，將按整類責任予以考慮。即使同類責任當中任何一個項目有導致資源流出可能性甚低，亦會確認撥備。

撥備按預期結清承擔所須開支之現值，以反映現行市場對承擔之現金及風險時間價值評估之稅前利率計算。隨時間增加之撥備會確認為利息開支。

2.22 或然負債

或然負債指由於過往事件而可能產生之責任，此等責任最終會否形成乃取決於一項或多項日後或會或不會發生且並非本集團可完全控制之不確定事件，方能確定。或然負債亦可能因過往事件而引致之現有責任，但由於可能不需要流出經濟資源，或責任金額未能可靠地計量而未有確認。

或然負債不予確認，惟於綜合財務報表附註中披露。當流出之可能性有所變化而很可能流出時，或然負債便會確認為撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sales of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns and discounts and after eliminating sales within the Group.

The Group manufactures and sells a range of electronic products, pet food and other pet-related products in the wholesale market. Sales are recognised when control of the products have transferred, being when the goods are delivered to the customers, the customers have full discretion over the goods and there is no unfulfilled obligation that could affect the customers' acceptance of the goods. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to customers, and either customers have accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts (if any). Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made with credit terms that are consistent with market practice. The Group's obligation to provide a refund for faulty products under the standard warranty terms is recognised as a provision.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

2 重要會計政策概要 (續)

2.23 收益確認

收益為本集團日常業務中銷售貨物及服務已收或應收代價之公平值。收益按扣除增值稅、退貨及折扣列示，並已抵銷本集團內公司間交易。

本集團製造及在批發市場銷售各種電子產品、寵物食品及其他寵物相關產品。當產品的控制權轉移時（即貨品已交付予客戶，客戶對貨品有絕對酌情權，且概無可影響客戶接納貨品的未履行責任時），則確認銷售。當產品運送到指定地點時交付即告完成。當客戶按照銷售合約接納產品，或接納條款已失效，或本集團有客觀證據證明所有接納標準均已達成時，產品陳舊過時及遺失之風險轉由客戶承擔。

該等銷售的收入乃基於合約規定的價格，經扣除估計量折扣（如有）後確認。本公司利用累積的經驗採用預計估值法估計及提供折扣，且收入僅於重大撥回極大可能不會產生時確認。直至報告期末，當預期向客戶應付有關銷售量的折扣時確認退款負債。由於銷售之信貸期符合市場慣例，故並不存在融資因素。本集團於質保期內為瑕疵產品提供退款的責任被確認為撥備。

當貨品已及時交付，且代價成為無條件時，應收款項方可獲得確認，原因是須經一段時間後有關款項方會到期。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.24 Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2.25 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.26 Leases as a lessee

As explained in Note 2.2 above, the Group has changed its accounting policy for leases where the Group is the lessee. The new policy is described below and the impact of the change is disclosed in Note 2.2.

Until 31 March 2019, leases in which a significant portion of the risks and rewards of ownership were not transferred to the Group as lessee were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 April 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

2 重要會計政策概要 (續)

2.24 利息收入

利息收入乃對一項財務資產賬面總值應用實際利率予以計算，惟其後出現信用減值之財務資產除外。就出現信用減值之財務資產而言，利息收入乃對其賬面淨值（扣除虧損撥備）應用實際利率予以計算。

2.25 股息收入

股息收入於確立收款權利時確認。

2.26 作為承租人之租賃

誠如上文附註2.2所闡述，本集團已更改與其作為承租人之租賃有關之會計政策。新政策於下文描述，而更改之影響於附註2.2內披露。

直至二零一九年三月三十一日，凡擁有權大部分風險及回報並無轉移予本集團（作為承租人）的租賃分類為經營租賃。根據經營租賃作出之付款（扣除自出租人收取之任何優惠），按租期以直線法於損益扣除。

自二零一九年四月一日起，租賃於租賃資產可供本集團使用當日確認為使用權資產及相應負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.26 Leases as a lessee (Continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable (if any).

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability; and
- any lease payments made at or before the commencement date less any lease incentives received (if any).

2 重要會計政策概要 (續)

2.26 作為承租人之租賃 (續)

自租賃產生的資產及負債初步按現值計量。租賃負債包括固定付款(包括實質固定付款)減任何應收租賃優惠(如有)之淨現值。

根據合理確定延長選擇權作出的租賃付款亦計入負債的計量。

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率(本集團的租賃一般屬此類情況),則使用承租人之增量借款利率,即個別承租人在類似經濟環境中按類似條款、抵押及條件借入取得與使用權資產價值類似的資產所需資金須予支付的利率。

租賃付款於本金及融資成本之間作出分配。融資成本在租賃期間於損益扣除,藉以令各期間的負債餘額的期間利率一致。

使用權資產按成本計量,包括以下各項:

- 初始計量租賃負債的金額;及
- 在開始日期或之前作出的任何租賃付款減任何已收租賃優惠(如有)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.26 Leases as a lessee (Continued)

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

2.27 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are deferred and credited to the profit or loss on a straight-line basis over the expected lives of the related assets.

2 重要會計政策概要 (續)

2.26 作為承租人之租賃 (續)

使用權資產一般按直線法於資產可使用年期或租期(以較短者為準)內予以折舊。倘本集團合理確定行使購買選擇權,則使用權資產於相關資產的可使用年內予以折舊。

與短期租賃及低價值資產租賃相關的所有付款按直線法於損益確認為開支。

2.27 政府補助

倘能夠合理保證政府補助可以收取且本集團將符合所有附帶條件,補助將按其公平值確認。

與成本有關的政府補助被遞延,並按擬補償的成本配合所需期間於損益確認。

與物業、廠房及設備有關的政府補助被遞延,並於相關資產的預期年限內按直線基準記入損益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.28 Financial guarantees

A financial guarantee (a kind of insurance contract) is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the original or modified terms of a debt instrument. The Group does not recognise liabilities for financial guarantee at inception, but performs a liability adequacy test at each reporting date by comparing its net liability regarding the financial guarantee with the amount that would be required if the financial guarantee would result in a present legal or constructive obligation.

If the liability is less than its present legal or constructive obligation amount, the entire difference is recognised in the consolidated income statement immediately.

2.29 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders in case of final dividend and the Company's directors in case of interim dividend.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, cash flow and fair value interest rate risk, credit risk, and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's performance.

2 重要會計政策概要 (續)

2.28 財務擔保

財務擔保(一種保險合約)為要求發出人須對持有者就特定欠債人未能履行債務工具之原有或經修改條款在付款期限前作出付款時承諾補償持有者之損失之合約。本集團不會於財務擔保開始時確認負債,但於每個報告日,就其財務擔保之負債淨額之賬面值與倘財務擔保導致出現現行法定或推定責任其所須償付之數額,進行負債撥備恰當測試。

倘負債低於其現行法定或推定責任之數額,相差之數額將即時全數於綜合收益表中確認。

2.29 派付股息

向本公司股東派付之股息,於本公司股東就末期股息及本公司董事就中期股息批准派付股息之期間,在本集團財務報表確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團業務承受多種財務風險:外匯風險、現金流量及公平值利率風險、信貸風險及流動資金風險。本集團整體風險管理計劃集中於無法預測之金融市場,並盡量減低對本集團業績之潛在不利影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(i) Foreign currency risk

The Group mainly operates in Hong Kong, Mainland China, Macao and Vietnam and its business transactions, assets and liabilities are principally denominated in HK\$, United States dollars ("US\$"), Renminbi ("RMB"), and Vietnamese Dong ("VND"). Foreign currency risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not an entity's functional currency. Management monitors foreign currency exchange exposure and will take measures to minimise the currency translation risk. As at 31 March 2020 and 2019, the Group has not used any financial instruments to hedge against foreign currency risk.

As HK\$ is pegged against US\$ and foreign currency risk on financial assets and liabilities denominated in VND is insignificant to the Group as at 31 March 2020 (2019: same), management considers that the Group is mainly exposed to foreign currency risk with respect to RMB as a result of the movements of HK\$ and US\$.

As at 31 March 2020 and 2019, if both HK\$ and US\$ had strengthened/weakened by 5% against RMB with all other variables held constant, the post-tax profit for each year would have changed mainly as a result of foreign exchange losses/gains on translation of monetary assets and liabilities denominated in foreign currencies of the relevant group companies, as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Post-tax profit (decrease)/increase	除稅後溢利(減少)/增加		
– Strengthen 5%	– 升值5%	(9,555)	(10,850)
– Weakened 5%	– 貶值5%	9,555	10,850

3 財務風險管理(續)

3.1 財務風險因素(續)

(i) 外匯風險

本集團主要在香港、中國內地、澳門及越南經營，而其業務交易、資產及負債主要以港元、美元(「美元」)、人民幣(「人民幣」)及越南盾(「越南盾」)結算。於未來之商業交易或已確認資產及負債並非以實體之功能貨幣結算時，將會產生外匯風險。管理層監察外匯風險並將採取措施，將匯兌風險降至最低。於二零二零年及二零一九年三月三十一日，本集團概無使用任何金融工具以對沖外匯風險。

由於港元與美元掛鈎，而於二零二零年三月三十一日，以越南盾計值之財務資產及負債之外幣風險對本集團並不重大(二零一九年：相同)，故管理層認為，本集團主要面臨港元及美元變動就人民幣產生之外幣風險。

於二零二零年及二零一九年三月三十一日，倘港元及美元兌人民幣已升值/貶值5%，而所有其他因素不變，各年度之除稅後溢利則會有所變動，主要因換算以相關集團公司外幣結算之貨幣資產及負債產生匯兌虧損/收益如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(ii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets except for the loans receivable and cash and cash equivalents, details of which are disclosed in Notes 19 and 20 respectively.

The Group's interest rate risk primarily relates to its bank borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk. The Group currently does not hedge its interest rate risk. However, management monitors the related interest rate risk exposure closely and will consider hedging significant interest rate risk exposure should the need arise. The interest rates and terms of repayment of borrowings are disclosed in Note 21.

The Group has no fixed interest rate borrowings. Therefore it does not have any fair value interest rate risk.

As at 31 March 2020 and 2019, if the interest rates on bank borrowings had been 50 basis points higher/lower than the prevailing interest rate, with all other variables held constant, post-tax profit for the year would have been HK\$283,000 (2019: HK\$290,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate bank borrowings.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(ii) 現金流量及公平值利率風險

本集團之收入及經營現金流量大致上不受市場利率變動影響，原因為除貸款應收款項以及現金及現金等價物外，本集團並無重大計息資產，有關詳情分別於附註19及20披露。

本集團之利率風險主要與銀行借貸有關。浮息借貸令本集團面對現金流量利率風險。本集團現時並無對沖其利率風險。然而，管理層密切監察有關利率風險，並於需要時考慮對沖重大利率風險。借貸利率及還款條款於附註21披露。

本集團並無定息借貸，故並無面對任何公平值利率風險。

於二零二零年及二零一九年三月三十一日，倘銀行借貸之利率較現行利率高／低50個基點，而所有其他因素不變，年內除稅後溢利則應減少／增加283,000港元（二零一九年：290,000港元），主要因浮息銀行借貸之利息開支較高／較低產生。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk

(a) Risk management

The Group is exposed to credit risk in relation to its cash and bank balances, loans receivable, amounts due from associates and trade and other receivables (except for prepayments). The Group's maximum exposure to credit risk is the carrying amounts of these financial assets.

The Group's credit risk is concentrated on a number of major and long established customers. Trade receivables from the top five customers accounted for approximately 24% (2019: 31%) of the Group's total trade receivables. The Group has policies in place to ensure that sales are made to customers with appropriate credit histories and to limit the amount of credit exposure to any individual customer. The Group reviews the recoverable amount of each individual trade receivable at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. The Group's past experience in collection of trade receivables falls within the recorded allowances. In order to minimise credit risk to the Group, the Group has certain non-recourse factoring arrangements with banks to cover the credit risk.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 信貸風險

(a) 風險管理

本集團就其現金及銀行結餘、貸款應收款項、應收聯營公司款項以及應收貿易賬款及其他應收款項 (不包括預付款項) 承受信貸風險。本集團承受之最高信貸風險為該等財務資產賬面值之信貸風險。

本集團之信貸風險主要集中於多個主要及長期客戶。來自五大客戶之應收貿易賬款佔本集團應收貿易賬款總額約24% (二零一九年: 31%)。本集團已制定政策, 確保向信貸記錄良好之客戶銷售, 並限制對任何個別客戶之信貸額。本集團於各個結算日檢討各項個別應收貿易賬款之可收回金額, 以確保就不可收回金額作出足夠減值虧損。本集團過往收回之應收貿易賬款屬已提撥準備範圍內。為減低本集團之信貸風險, 本集團與銀行訂立若干無追溯權代理收賬安排, 就信貸風險提供保障。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(a) Risk management (Continued)

The credit risk for cash at banks are limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Transactions in relation to equity fund investments are only carried out with financial institutions of high reputation. The Group has policies that limit the amount of credit exposure to any one financial institution.

For loans receivable and amounts due from associates, the Group regularly monitors the financial positions of these companies/ counterparties to assess their recoverability. As at 31 March 2020, loss allowances of HK\$1,250,000 (2019: HK\$1,250,000) and HK\$202,000 (2019: HK\$202,000) have been provided for amounts due from associates and other receivables, respectively. Other than that, management does not expect any losses from non-performance by these counterparties.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 信貸風險 (續)

(a) 風險管理 (續)

由於交易對手均為國際信貸評級機構給予高信貸評級之銀行，故銀行現金之信貸風險有限。有關股本基金投資之交易僅與良好信譽金融機構有關。本集團已制定政策限制任何一間財務機構之信貸風險金額。

就貸款及應收聯營公司款項而言，本集團定期監察該等公司／交易對手之財務狀況，以評估其還款能力。於二零二零年三月三十一日，本集團已就應收聯營公司款項及其他應收款項計提虧損撥備分別1,250,000港元（二零一九年：1,250,000港元）及202,000港元（二零一九年：202,000港元）。除此以外，管理層預期不會因該等交易對手不履行付款責任而產生任何虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(b) Security

For certain trade receivables the Group may obtain security in the form of letters of credit which can be called upon if the counterparty is in default.

For the Group's amounts due from associates and loans receivable, there are certain personal guarantee and equity instruments pledged as securities. See Notes 12 and 19, respectively, for further details.

(c) Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model:

- Trade receivables
- Other financial assets at amortised costs

While cash and bank balances are also subject to the impairment requirements of HKFRS 9, the identified impairment loss is immaterial.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 信貸風險 (續)

(b) 抵押品

就若干應收貿易賬款而言，本集團可以信用證形式取得抵押品，可於交易對手違約時要求付款。

就本集團應收聯營公司款項及貸款應收款項而言，若干個人擔保及權益工具乃質押作為抵押品。進一步詳情請分別參閱附註12及19。

(c) 財務資產減值

本集團有兩類財務資產須受預期信貸虧損模型所規限：

- 應收貿易賬款
- 按攤銷成本列賬之其他財務資產

儘管現金及銀行結餘亦須遵守香港財務報告準則第9號之減值規定，但已識別之減值虧損並不重大。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(c) Impairment of financial assets (Continued)

Trade receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables, except for those individually significant trade receivables or trade receivables at default which are tested individually.

Measurement of expected credit loss on individual basis

Trade receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance. As at 31 March 2020, the balances of such individually assessed trade receivables and the loss allowance in respect of these receivables are HK\$2,295,000 (2019: HK\$3,552,000) and HK\$2,295,000 (2019: HK\$3,552,000), respectively.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 信貸風險 (續)

(c) 財務資產減值 (續)

應收貿易賬款

本集團應用香港財務報告準則第9號的簡化方法計量預期信貸虧損，該方法就所有應收貿易賬款使用存續期預期虧損撥備，惟單項金額重大的應收貿易賬款或單獨測試的已違約應收貿易賬款除外。

單獨計量預期信貸虧損

與已知出現財務困難或高度懷疑無法收取應收款項的客戶有關的應收款項單獨評估計提減值撥備。於二零二零年三月三十一日，單獨評估的應收貿易賬款結餘以及就該等應收款項計提的虧損撥備分別為2,295,000港元（二零一九年：3,552,000港元）及2,295,000港元（二零一九年：3,552,000港元）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(c) Impairment of financial assets (Continued)

Trade receivables (Continued)

Measurement of expected credit loss on collective basis

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of 12 months before 31 March 2019 and 2018, respectively, and the corresponding historical credit losses experienced within this period. The historical loss rates are further adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables, including but not limited to the impact of the COVID-19 pandemic on the global economic growth.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 信貸風險 (續)

(c) 財務資產減值 (續)

應收貿易賬款 (續)

共同計量預期信貸虧損

為計量預期信貸虧損，本集團已根據共有的信貸風險特徵及逾期日數對應收貿易賬款進行分組。預期虧損率乃基於分別於二零一九年及二零一八年三月三十一日前12個月期間的銷售額付款情況以及該期間內發生的相應歷史信貸虧損。歷史虧損率已進一步作出調整，以反映影響客戶結算應收款項能力的當前及前瞻性宏觀經濟因素，包括但不限於新冠肺炎疫情對全球經濟增長之影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(c) Impairment of financial assets (Continued)

Trade receivables (Continued)

Measurement of expected credit loss on collective basis (Continued)

As at 31 March 2020, the balance of loss allowance in respect of these collectively assessed trade receivable balances is HK\$6,437,000 (2019: HK\$4,066,000) based on an average expected loss rate of approximately 3.4% (2019: 1.8%) applied on different groupings.

Trade receivables are written off when there is no reasonable expectation of recovery. Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Other financial assets at amortised cost

Other financial assets at amortised cost include loans receivable, amounts due from associates and other receivables (except for prepayments). Management assesses the credit quality of the counterparties, taking into account the historical risk of default and capacity to meet its contractual cash flow obligations in the near term.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 信貸風險 (續)

(c) 財務資產減值 (續)

應收貿易賬款 (續)

共同計量預期信貸虧損 (續)

於二零二零年三月三十一日，就該等共同評估的應收貿易賬款結餘計提的虧損撥備結餘為6,437,000港元（二零一九年：4,066,000港元），該金額乃基於對不同組別應用約3.4%（二零一九年：1.8%）的平均預期信貸虧損率而計算。

當無合理收回預期時撇銷應收貿易賬款。應收貿易賬款的減值虧損於經營溢利內呈列為減值虧損淨額。先前已撇銷之金額其後收回則計入相同條目內。

其他按攤銷成本列賬之財 務資產

其他按攤銷成本列賬之財務資產包括應收貸款、應收聯營公司款項及其他應收款項（不包括預付款項）。管理層經考慮歷史違約風險及近期內滿足合約現金流量責任的能力評估交易對手的信貸質素。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

(c) Impairment of financial assets (Continued)

Other financial assets at amortised cost (Continued)

These financial assets at amortised cost, except for amounts due from associates and other receivables for which impairment losses have been provided for (Notes 12 and 17), are considered to be of low credit risk primarily because historically they had no history of default and the debtors had strong capacity to meet their contractual cash flow obligations in the near term. No impairment losses are provided for such financial assets as at 31 March 2020 and 2019.

(iv) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash balances and the availability of funding through committed credit facilities and takes into account all available information on future business environment including among others, the economic impact of the unprecedented COVID-19 on the economies of the countries in which the Group and its customers and suppliers operate. The Group manages its liquidity risk by controlling the level of inventories, closely monitoring the turnover days of receivables, monitoring its working capital requirements and keeping credit lines available. Management monitors rolling forecasts of the Group's bank facilities and cash and cash equivalents on the basis of expected cash flows.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 信貸風險 (續)

(c) 財務資產減值 (續)

其他按攤銷成本列賬之財 務資產 (續)

其他按攤銷成本列賬之財務資產(不包括已計提撥備之應收聯營公司款項及其他應收款項(附註12及17))被視為低信貸風險,主要由於其過往其無違約記錄,且債務人擁有強勁實力滿足其於近期之合約現金流量責任。概無於二零二零年及二零一九年三月三十一日就該等財務資產之減值虧損計提撥備。

(iv) 流動資金風險

本集團通過審視所有對未來商業環境之可得資料,包括(其中包括)前所未見的新冠肺炎疫情對本集團、其客戶及供應商經營所在國家之經濟影響,審慎管理流動資金風險,包括備有充足現金結餘,並透過已獲承諾之信貸融資維持充足資金。本集團透過控制其存貨水平、密切監察應收款項周轉日、監察營運資金需要及維持信貸融資,管理其流動資金風險。管理層按預期現金流量為基準,監察本集團銀行融資以及現金及現金等價物之滾存預測。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		On demand	Less than 1 year	Between 1 and 2 years	Total
		按要求	少於一年	一至兩年	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 31 March 2020	於二零二零年 三月三十一日				
Trade payables	應付貿易賬款	–	154,346	–	154,346
Other payables and accruals	其他應付款項及 應計費用	–	20,018	–	20,018
Borrowings	借貸	67,750	–	–	67,750
Lease liabilities	租賃負債	–	6,203	5,279	11,482
		67,750	180,567	5,279	253,596
As at 31 March 2019	於二零一九年 三月三十一日				
Trade payables	應付貿易賬款	–	179,539	–	179,539
Other payables and accruals	其他應付款項及 應計費用	–	17,855	–	17,855
Borrowings	借貸	65,723	3,837	–	69,560
		65,723	201,231	–	266,954

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iv) 流動資金風險 (續)

下表顯示本集團之財務負債分析，按於結算日至合約到期日期餘下期間劃分為有關到期類別。表內所披露金額為合約未貼現現金流量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

The table below summarises the maturity analysis of the loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts included interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the "on demand" time band in the maturity analysis contained above. Taking into account the Group's financial position, the directors do not consider that it is probable that the banks will exercise their discretions to demand immediate repayment. The directors believe that such loans will be repaid in accordance with the scheduled repayment date set out in the loan agreements.

Maturity Analysis – Bank borrowings subject to a repayment on demand clause based on scheduled repayments:

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
31 March 2020	二零二零年三月三十一日	69,840	-	-	69,840
31 March 2019	二零一九年三月三十一日	61,040	3,732	3,006	67,778

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debts.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iv) 流動資金風險 (續)

下表概列帶有按要求償還條款的銀行借款根據貸款協議所載之協定還款時間表作出之到期日分析。有關金額包括運用合約利率計算之利息付款。因此，此等金額高於上述到期日分析中「按要求」時間範圍中披露之金額。計及本集團之財務狀況，董事會認為銀行將行使酌情權要求即時還款的可能性不大。董事相信該等貸款將根據貸款協議所訂預定還款期償還。

到期日分析—具有於要求時償還條文的銀行貸款，根據預定還款期：

3.2 資本風險管理

本集團管理資本之目標為保障本集團能夠持續經營，從而為股東帶來回報及其他持份者帶來利益，以及維持良好資本結構，以減低資本成本。

為維持或調整資本結構，本集團或會調整向股東派付之股息金額、發行新股份或出售資產，以減低債務。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management (Continued)

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity as shown in the consolidated balance sheet.

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Total bank borrowings	銀行借貸總額	67,750	69,537
Total equity	權益總額	704,841	724,650
Gearing ratio	資產負債比率	9.6%	9.6%

3.3 Fair value estimation

The table below analyses the Group's financial assets and liabilities carried at fair value as at 31 March 2020 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 財務風險管理 (續)

3.2 資本風險管理 (續)

本集團按資產負債比率監察資本。此比率以借貸總額除綜合資產負債表所示總權益計算。

3.3 公平值估計

下表為本集團於二零二零年三月三十一日按公平值入賬之財務資產及負債按計量公平值所用之估值方法之輸入值層級作出之分析。該等輸入值於公平值層級架構中分為以下三個層級：

- 同類資產或負債於活躍市場之報價（未經調整）（第一級）。
- 報價以外之輸入值，包括第一級之可直接（即按其價格）或間接（即自其價格得出）測定之資產或負債（第二級）。
- 並非以可測定市場數據（即不可測定之輸入值）為基準之資產或負債輸入值（第三級）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

The following table presents the Group's financial assets and liabilities that are measured at fair value as at 31 March 2020:

		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Assets	資產				
Financial assets at fair value through other comprehensive income	按公平值記入其他全面收入之財務資產	-	-	5,266	5,266
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	43	-	-	43
		43	-	5,266	5,309

The following table presents the Group's financial assets and liabilities that are measured at fair value as at 31 March 2019:

		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Assets	資產				
Financial assets at fair value through other comprehensive income	按公平值記入其他全面收入之財務資產	-	-	6,910	6,910
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	244	-	26,863	27,107
		244	-	33,773	34,017

There are no transfers between levels 1, 2 and 3 during the year.

3 財務風險管理 (續)

3.3 公平值估計 (續)

下表呈列本集團於二零二零年三月三十一日按公平值計量之財務資產及負債：

下表呈列本集團於二零一九年三月三十一日按公平值計量之財務資產及負債：

於年內，第一、二及三級之間並無任何轉撥。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(a) Financial instruments in level 1

The fair values of financial instruments traded in active markets are based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for the listed equity instruments held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 classified as trading securities comprise primarily equity investments listed on the National Association of Securities Dealers Automated Quotations (the "NASDAQ").

(b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to assess the fair value of an instrument are observable, the instrument is included in level 2. The Group does not have level 2 financial instruments.

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 第一級金融工具

於活躍市場買賣之金融工具公平值按於結算日之市場報價計量。倘可以輕易地定期自交易所、交易商、經紀、業界團體、定價服務或監管機構取得報價，而有關報價反映實際定期進行之公平市場交易，則該市場被視為活躍市場。本集團所持上市權益工具所用之市場報價為當時買入價。而該等工具則屬於第一級。分類為買賣證券之記入第一級之工具主要包括於美國全國證券交易商協會自動報價系統（「NASDAQ」）上市之股票投資。

(b) 第二級金融工具

並非於活躍市場買賣之金融工具公平值以估值技術釐定。該等估值技術盡量應用觀察可得現有市場數據，並盡量避免依賴個別實體之估算。倘評估工具的公平值所用全部主要輸入值均為觀察可得，則該工具屬於第二級。本集團並無第二級金融工具。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. As at 31 March 2020, the Group's financial assets measured at fair value through other comprehensive income are level 3 financial assets.

The fair values of the Group's financial assets at fair value through other comprehensive income are determined based on the net asset values of the funds calculated with reference to the quoted prices in active markets of the underlying investments of the funds.

The following table presents the changes in level 3 instruments for the year ended 31 March 2020:

		Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Total
		按公平值 記入損益之 財務資產 HK\$'000 千港元	按公平值 記入其他 全面收入之 財務資產 HK\$'000 千港元	總計 HK\$'000 千港元
As at 1 April	於四月一日	26,863	6,910	33,773
Disposal	出售	-	(407)	(407)
Net fair value loss charged to equity	於權益扣除之公平值虧損淨額	-	(1,237)	(1,237)
Net fair value loss charged to profit or loss	於損益扣除之公平值虧損淨額	(975)	-	(975)
Transfers to interests in associates	轉撥至於聯營公司權益	(25,888)	-	(25,888)
As at 31 March	於三月三十一日	-	5,266	5,266

3 財務風險管理 (續)

3.3 公平值估計 (續)

(c) 第三級金融工具

倘一項或多項主要輸入值並非以觀察可得市場數據為基準，則該工具屬於第三級。於二零二零年三月三十一日，本集團按公平值記入其他全面收入計量之財務資產屬於第三級財務資產。

本集團按公平值記入其他全面收入之財務資產乃參考基金之相關投資於活躍市場之報價計算之基金資產淨值釐定。

下表顯示第三級工具於截至二零二零年三月三十一日止年度之變動：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3 (Continued)

The following table presents the changes in level 3 instruments for the year ended 31 March 2019:

		Financial assets at fair value through profit or loss	Available-for-sale financial assets	Financial assets at fair value through other comprehensive income	Total
		按公平值 記入損益之 財務資產	可供出售 財務資產	按公平值 記入其他 全面收入之 財務資產	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 April	於四月一日	3,757	6,242	–	9,999
Reclassify investments from available-for-sale financial assets to financial assets at fair value through other comprehensive income	將投資由可供出售財務資產重新分類至按公平值記入其他全面收入之財務資產	–	(6,242)	6,242	–
Additions	添置	15,600	–	1,550	17,150
Disposal	出售	(307)	–	–	(307)
Net fair value loss charged to equity	於權益扣除之公平值虧損淨額	–	–	(882)	(882)
Net fair value gain charged to profit or loss	於損益扣除之公平值收益淨額	7,813	–	–	7,813
As at 31 March	於三月三十一日	26,863	–	6,910	33,773

3 財務風險管理 (續)

3.3 公平值估計 (續)

(c) 第三級金融工具 (續)

下表顯示第三級工具於截至二零一九年三月三十一日止年度之變動：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Estimated write-downs of inventories to net realisable value

The Group writes down inventories to net realisable value based on an assessment of the realisability of inventories. Write-downs of inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. These estimates are based on the market condition and the historical experience of selling prices of similar nature. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the period in which such estimate has been changed.

4 重要會計估計及判斷

編製符合香港財務報告準則之財務報表須運用若干關鍵會計估計。管理層於應用本集團會計政策時亦須行使判斷。

估計及判斷不斷按過往經驗及其他因素評核並以此為基準，包括於有關情況相信屬合理的日後事件預期。

本集團就未來作出估計及假設，所得出會計估計顧名思義極少與相關實際結果對等。有重大風險於下個財政年度導致資產及負債賬面值出現重大調整之估計及假設於下文討論。

(a) 存貨撇減至可變現淨值之估計

本集團根據存貨之可變現情況評估將存貨撇減至可變現淨值。當有事件或情況轉變顯示結餘未必能變現時，即記錄存貨撇減值。識別撇減值須運用判斷及估計。該等估計乃按市況及同類性質售價之過往經驗為基準。當預期與原來估計有出入時，該差異將影響存貨之賬面值，故會撇減該估計變動期內之存貨。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Impairment of interests in associates

Management regularly reviews the recoverability of the Group's interests in associates, in particular when they consider objective evidence of impairment exists, such as significant adverse changes in the market environment, including, among others, the economic impact of the unprecedented COVID-19 on the associates and the countries in which they operate. The sources utilised to identify indications of impairment are often subjective in nature and the Group is required to use judgement in applying such information to its business. The Group's interpretation of this information has a direct impact on whether an impairment assessment is performed as at any given reporting date.

If an indication of impairment is identified, such information is further subject to an exercise that requires the Group to estimate the recoverable amount, representing the asset's value in use. The Group is required to make certain assumptions to make such assessment, including the projected business performance and future cash flows of the associates and appropriate discount rates. Changes in any of these assumptions could result in a material change to future estimates of the recoverable amount of such associates. An impairment loss is recognised in the consolidated statement of comprehensive income whenever the carrying amount of an asset exceeds its recoverable amount.

4 重要會計估計及判斷 (續)

(b) 聯營公司權益減值

管理層定期檢討本集團於聯營公司權益的可收回性，尤其是當彼等認為存在減值客觀證據（例如市場環境的重大不利變動，包括（其中包括）前所未見的新冠肺炎疫情對聯營公司及其經營所在國家之經濟影響）時進行檢討。用於辨識減值跡象之來源通常屬主觀性質，而本集團須於對其業務應用有關資料時使用判斷。本集團對此資料之詮釋對是否於任何已有報告日期進行減值評估具有直接影響。

倘辨識到減值跡象，則有關資料將須本集團須一步估計可收回金額（即資產的使用價值）。本集團須就進行有關評估作出若干假設，包括聯營公司的預測業務表現及未來現金流量以及合適折現率。該等估計有任何變動可能對該等聯營公司的可收回金額未來估計造成重大變動。每當一項資產之賬面值超出其可收回金額，則於綜合收益表確認減值虧損。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(c) Estimated useful lives and impairment of property, plant and equipment, right-of-use assets and intangible assets (other than goodwill)

The Group's property, plant and equipment are depreciated based on their estimated useful lives and estimated residual values. The Group's right-of-use assets are depreciated over the shorter of the assets' useful lives and the lease terms on a straight-line basis. Management has reviewed the estimated useful lives and considers they are appropriate. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment and right-of-use assets of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to market conditions.

Management will increase the depreciation charges where useful lives are less than previously estimated and will dispose of technically obsolete or non-strategic assets that have been abandoned. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation expense in future periods.

The Group amortises its intangible assets with finite useful lives on a straight-line basis over their estimated useful lives. The estimated useful lives reflect the management's estimates of the periods that the Group intends to derive future economic benefits from the use of these intangible assets. Intangible assets are amortised on a straight line basis over a period of two to five years.

4 重要會計估計及判斷 (續)

(c) 物業、廠房及設備、使用權資產及無形資產(商譽除外)之估計可使用年期及減值

本集團之物業、廠房及設備乃根據其估計可使用年期及估計剩餘價值進行折舊。本集團之使用權資產按直線法於資產可使用年期及租期(以較短者為準)內予以折舊。管理層已審閱估計可使用年期並認為彼等屬適當。此估計乃根據類似性質及功能之物業、廠房及設備及使用權資產之實際可使用年期之過往經驗作出。其可能會因技術創新及競爭者回應市況之行動而發生重大改變。

倘可使用年期少於先前估計之年期，管理層將增加折舊開支，並將出售已被放棄之技術陳舊或非策略資產。實際經濟年期可能有別於估計可使用年期。定期審閱可能導致折舊年期發生改變，以致改變未來期間之折舊開支。

本集團將其具有限使用年期之無形資產按其估計可使用年期以直線基準攤銷。估計可使用年期反映管理層對本集團擬自使用該等無形資產取得未來經濟利益之期間估計。無形資產乃按兩至五年期以直線基準攤銷。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(c) Estimated useful lives and impairment of property, plant and equipment, right-of-use assets and intangible assets (other than goodwill) (Continued)

Property, plant and equipment, right-of-use assets and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, including, among others, the economic impact of the unprecedented COVID-19 pandemic on the operations of the Group and the countries in which it operates. Impairment loss on such assets is recognised as the amount by which the carrying amount exceeds its recoverable amount in accordance with the accounting policy stated in Note 2.10. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use, which are based on the best information available to reflect the amount obtainable at each reporting date, from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal. These require the use of estimates.

(d) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.9. The recoverable amounts of cash generating units have been determined based on value-in-use calculations prepared on the basis of management's assumptions and estimates (Note 2.10). These calculations require the use of estimates.

(e) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's historical and existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 3.1.

4 重要會計估計及判斷 (續)

(c) 物業、廠房及設備、使用權資產及無形資產(商譽除外)之估計可使用年期及減值(續)

倘發生任何顯示可能無法收回賬面值之事件或情況變化(包括(其中包括)前所未見的新冠肺炎大流行對本集團的營運及其經營所在國家之經濟影響),則會檢討物業、廠房及設備、使用權資產及無形資產的減值情況。根據附註2.10所載之會計政策,該等資產之減值虧損按賬面金額超出其可收回金額之差額確認。可收回金額為資產扣除出售成本後之公平值與使用價值間兩者之較高者,乃根據可得之最佳資料計算,以反映於各報告日期從知情及自願買賣雙方進行之公平交易中出售資產,經扣除出售成本後所獲取之金額。此等計算須採用估計。

(d) 估計商譽減值

本集團根據附註2.9所述會計政策,每年檢測商譽有否出現任何減值。現金產生單位可收回金額按以管理層假設及估計(附註2.10)為基準編製之使用價值計算法釐定。此等計算須作出估計。

(e) 財務資產減值

財務資產之虧損撥備乃根據對違約風險及預期損失率之假設作出。本集團於作出該等假設及選定計算減值之輸入值時,會根據本集團於各報告期末之過往及當前市況,以及前瞻性估計作出判斷。主要假設及所使用之輸入值詳情於附註3.1披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(f) Income taxes

The Group is subject to various taxes in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax charges in the period in which such estimate is changed.

(g) Fair values of financial assets

The fair values of financial assets that are traded in an active market are determined by the quoted market prices.

For the fair values of financial assets not traded in an active market, the Group would use the valuation techniques with the assistance of independent professional valuers to estimate the fair values. The methodologies, models, assumptions and parameters used in valuing these financial instruments require judgement by management at each balance sheet date. For further details refer to Note 3.3 above.

4 重要會計估計及判斷 (續)

(f) 所得稅

本集團須繳納多個司法權區之稅項，決定所得稅撥備時須作出重大評估。有關多項交易及計算之最終稅項未能於日常業務中確定。倘最終稅務結果與初步記錄款額有別，差額將影響決定期間即期所得稅及遞延所得稅撥備。

於管理層認為很可能有日後應課稅溢利以動用暫時差額或稅項虧損時，確認有關若干暫時差額之遞延稅項資產。倘預期情況與原先估計有別，有關差額將影響估計變動期間確認之遞延稅項資產及所得稅開支。

(g) 財務資產之公平值

在活躍市場買賣之財務資產之公平值按市場報價釐定。

就並無在活躍市場買賣之財務資產之公平值而言，本集團在獨立專業估值師之協助下利用估值技巧估計公平值。該等財務工具之估值方法、模型、假設及參數需要管理層於每個結算日作出判斷。進一步詳情請參照上文附註3.3。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION

The CODM has been identified as the Executive Directors of the Group, who make strategic decisions and review the internal reporting of the Group in order to assess performance and allocate resources.

There are two reportable segments for the Group:

- Electronic products – Develop, manufacture and sale of electronic products
- Pet-related products – Manufacture and distribution of pet-related products

The CODM assesses the performance of the operating segments based on a measure of the results of reportable segments. Finance income and costs, corporate income and expenses, fair value gains or losses of financial assets, impairment loss on interest in an associate and share of results of associates are not included in the results for each operating segment that are reviewed by the CODM. Other information provided to the CODM is measured in a manner consistent with that in the consolidated financial statements.

Revenue from external customers is shown after elimination of inter-segment revenue. Sales between segments, which mainly consist of sale of electronic components and products among subsidiaries, are carried out at mutually agreed terms. Revenue from external parties is measured in a manner consistent with that in the consolidated income statement.

Assets of reportable segments exclude current and deferred income tax assets, financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss, loans receivable, interests in and amount due from associates, interest in a joint venture and corporate assets, all of which are managed on a central basis. Liabilities of reportable segments exclude current and deferred income tax liabilities and corporate liabilities. These are part of the reconciliation to total balance sheet assets and liabilities.

5 分類資料

主要營運決策人被認定為本集團執行董事，其作出策略決定及審視本集團內部報告以評估表現和分配資源。

本集團有兩個可呈報分類：

- 電子產品 – 開發、製造及銷售電子產品
- 寵物相關產品 – 製造及分銷寵物相關產品

主要營運決策人根據可呈報分類業績計量來評估經營分類之表現。融資收入及成本、公司收入及開支、財務資產公平值收益或虧損、於一間聯營公司權益之減值虧損以及應佔聯營公司之業績概不計入主要營運決策人審閱之各經營分類業績。向主要營運決策人提供之其他資料按與綜合財務報表一致之方式計量。

外來客戶收益於對銷分類間收益後呈列。分類間之銷售（主要包括附屬公司之間銷售電子零件及產品）乃按雙方協定之條款進行。外部人士收益乃按與綜合收益表一致之方式計量。

呈報分類資產不包括按統一基準管理之流動及遞延所得稅資產、按公平值記入其他全面收入之財務資產、按公平值記入損益之財務資產、貸款應收款項、於聯營公司之權益及應收聯營公司款項、於合資企業之權益及公司資產。呈報分類負債不包括流動及遞延所得稅負債及公司負債。該等資產及負債為資產負債表總資產和負債之對賬部分。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments for the years ended 31 March 2020 and 2019 is as follows:

5 分類資料 (續)

就截至二零二零年及二零一九年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：

		2020 二零二零年			
		Electronic products 電子產品 HK\$'000 千港元	Pet related products 寵物 相關產品 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue	收益				
Revenue from external customers	外來客戶收益	1,364,415	250,768	-	1,615,183
Inter-segment revenue	分類間收益	101,613	75,466	(177,079)	-
		1,466,028	326,234	(177,079)	1,615,183
Segment results	分類業績	54,040	16,434		70,474
A reconciliation of segment results to profit for the year is as follows:	分類業績與年內溢利之對賬如下：				
Segment results	分類業績				70,474
Unallocated expenses – net	未分配開支 – 淨額				(39,376)
Other income	其他收入				1,593
Other gains – net	其他收益 – 淨額				1,843
Operating profit	經營溢利				34,534
Finance income	融資收入				2,034
Finance costs	融資成本				(5,562)
Share of losses of associates	應佔聯營公司虧損				(1,882)
Profit before income tax	除所得稅前溢利				29,124
Income tax expense	所得稅開支				(1,586)
Profit for the year	年內溢利				27,538

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財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments for the years ended 31 March 2020 and 2019 is as follows: (Continued)

5 分類資料 (續)

就截至二零二零年及二零一九年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：(續)

		Electronic products	Pet related products	Unallocated	Total
		電子產品	寵物 相關產品	未分配	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Other segment information	其他分類資料				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	28,530	332	2,496	31,358
Depreciation of right-of-use assets	使用權資產折舊	2,759	521	2,316	5,596
Amortisation of intangible assets	無形資產攤銷	–	–	1,226	1,226
Impairment loss of intangible assets	無形資產減值虧損	–	–	1,455	1,455
Additions to non-current assets (other than interests in associates and a joint venture, financial assets and deferred tax assets)	添置非流動資產 (於聯營公司及一間合營企業之權益、財務資產及遞延稅項資產除外)	32,965	1,965	4,252	39,182

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments for the years ended 31 March 2020 and 2019 is as follows: (Continued)

5 分類資料 (續)

就截至二零二零年及二零一九年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：(續)

		2019 二零一九年			
		Electronic products	Pet related products 寵物	Elimination 對銷	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收益				
Revenue from external customers	外來客戶收益	1,395,599	286,263	-	1,681,862
Inter-segment revenue	分類間收益	131,845	98,958	(230,803)	-
		<u>1,527,444</u>	<u>385,221</u>	<u>(230,803)</u>	<u>1,681,862</u>
Segment results	分類業績	<u>73,352</u>	<u>17,933</u>		<u>91,285</u>
A reconciliation of segment results to profit for the year is as follows:	分類業績與年內溢利之對賬如下：				
Segment results	分類業績				91,285
Unallocated expenses – net	未分配開支 – 淨額				(36,252)
Other income	其他收入				1,910
Other gains – net	其他收益 – 淨額				<u>8,581</u>
Operating profit	經營溢利				65,524
Finance income	融資收入				3,148
Finance costs	融資成本				(5,038)
Impairment loss on interest in an associate	於一間聯營公司權益之減值虧損				(1,972)
Share of losses of associates	應佔聯營公司虧損				<u>(1,651)</u>
Profit before income tax	除所得稅前溢利				60,011
Income tax expense	所得稅開支				<u>(4,900)</u>
Profit for the year	年內溢利				<u>55,111</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments for the years ended 31 March 2020 and 2019 is as follows: (Continued)

5 分類資料 (續)

就截至二零二零年及二零一九年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：(續)

	Electronic products	Pet related products	Unallocated	Total
	電子產品	寵物 相關產品	未分配	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Other segment information	其他分類資料			
Depreciation of property, plant and equipment	物業、廠房及設備折舊			
	31,908	371	2,100	34,379
Amortisation of intangible assets	無形資產攤銷			
	-	-	1,238	1,238
Amortisation of land use rights	土地使用權攤銷			
	1,075	-	53	1,128
Additions to non-current assets (other than interests in associates, financial assets and deferred tax assets)	添置非流動資產 (於聯營公司之權益、財務資產及遞延稅項資產除外)			
	28,145	248	814	29,207

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment assets and segment liabilities as at 31 March 2020 and 2019 and the reconciliation to the total assets and total liabilities are as follows:

5 分類資料 (續)

於二零二零年及二零一九年三月三十一日的分類資產及分類負債以及與資產總值及負債總額的對賬如下：

		2020 二零二零年		
		Electronic products	Pet related products	Total
		電子產品	寵物 相關產品	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Segment assets	分類資產	808,629	30,695	839,324
Unallocated:	未分配：			
Property, plant and equipment	物業、廠房及設備			25,945
Right-of-use assets	使用權資產			47,825
Interests in associates	於聯營公司之權益			25,311
Interest in a joint venture	於一間合營企業之權益			6,919
Deferred income tax assets	遞延所得稅資產			1,314
Amounts due from associates	應收聯營公司款項			9,085
Loans receivable	貸款應收款項			2,066
Income tax recoverable	可收回所得稅			620
Other investments	其他投資			5,309
Cash and cash equivalents	現金及現金等價物			24,319
Other unallocated assets	其他未分配資產			9,925
Total assets per consolidated balance sheet	綜合資產負債表 所示資產總值			997,962
Segment liabilities	分類負債	161,231	2,794	164,025
Unallocated:	未分配：			
Bank borrowings	銀行借貸			67,750
Lease liabilities	租賃負債			2,314
Deferred income tax liabilities	遞延所得稅負債			426
Trade payables	應付貿易賬款			31,603
Income tax payable	應付所得稅			7,889
Other unallocated liabilities	其他未分配負債			19,114
Total liabilities per consolidated balance sheet	綜合資產負債表所示負 債總額			293,121

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

The segment assets and segment liabilities as at 31 March 2020 and 2019 and the reconciliation to the total assets and total liabilities are as follows: (Continued)

5 分類資料 (續)

於二零二零年及二零一九年三月三十一日的分類資產及分類負債以及與資產總值及負債總額的對賬如下：(續)

		2019 二零一九年		
		Electronic products	Pet related products	Total
		電子產品	寵物 相關產品	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Segment assets	分類資產	825,290	57,562	882,852
Unallocated:	未分配：			
Property, plant and equipment	物業、廠房及設備			48,273
Deferred income tax assets	遞延所得稅資產			2,330
Amounts due from associates	應收聯營公司款項			5,085
Loans receivable	貸款應收款項			2,188
Income tax recoverable	可收回所得稅			147
Other investments	其他投資			34,017
Cash and cash equivalents	現金及現金等價物			53,316
Other unallocated assets	其他未分配資產			14,460
Total assets per consolidated balance sheet	綜合資產負債表所示資 產總值			1,042,668
Segment liabilities	分類負債	181,855	2,161	184,016
Unallocated:	未分配：			
Bank borrowings	銀行借貸			69,537
Deferred income tax liabilities	遞延所得稅負債			357
Trade payables	應付貿易賬款			44,267
Income tax payable	應付所得稅			7,814
Other unallocated liabilities	其他未分配負債			12,027
Total liabilities per consolidated balance sheet	綜合資產負債表所示 負債總額			318,018

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

An analysis of the Group's revenue from external customers by country/region of destination for the years ended 31 March 2020 and 2019 is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The United States of America (the "USA")	美利堅合眾國(「美國」)	769,079	832,952
Japan	日本	181,948	214,264
The People's Republic of China (the "PRC", including Hong Kong)	中華人民共和國(「中國」， 包括香港)	151,967	178,725
France	法國	110,516	64,376
Taiwan	台灣	105,914	130,510
Australia	澳洲	93,169	90,294
United Kingdom	英國	64,406	12,543
Germany	德國	60,835	81,504
Others	其他	77,349	76,694
		1,615,183	1,681,862

An analysis of the Group's non-current assets, excluding deferred income tax assets, interests in and amount due from associates and interest in a joint venture, by geographical locations is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong	香港	67,539	80,318
Mainland China	中國內地	242,649	283,663
Vietnam	越南	14,803	-
Others	其他	111	1
		325,102	363,982

5 分類資料 (續)

本集團截至二零二零年及二零一九年三月三十一日止年度按目的地國家/地區劃分之外來客戶收益分析如下：

本集團按地區劃分之非流動資產(不包括遞延所得稅資產以及於聯營公司之權益及應收聯營公司款項及於一間合營企業之權益)分析如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

For the year ended 31 March 2020, external revenue of approximately HK\$224,489,000 (2019: HK\$258,450,000) was generated from one (2019: one) major customer, who accounted for more than 10% (2019: 10%) of the Group's revenue.

No other customer individually accounted for more than 10% of the Group's revenue for the years ended 31 March 2020 and 2019.

6 LAND USE RIGHTS

The Group's interests in land use rights represented prepaid operating lease payments in Mainland China and their movements and net book value are analysed as follows:

5 分類資料 (續)

截至二零二零年三月三十一日止年度，外部收益約224,489,000港元(二零一九年：258,450,000港元)源自一名(二零一九年：一名)主要客戶，佔本集團收益10%(二零一九年：10%)以上。

截至二零二零年及二零一九年三月三十一日止年度，概無其他客戶個別佔本集團收益10%以上。

6 土地使用權

本集團的土地使用權之權益為於中國內地的經營租賃預付款項，有關變動及賬面淨值之分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Opening net book amount as at 1 April	於四月一日之年初賬面淨值	48,849	51,994
Reclassification to right-of-use assets (Note 2.2)	重新分類至使用權資產 (附註2.2)	(48,849)	-
Restated net book amount as at 1 April	於四月一日之 經重列賬面淨值	-	51,994
Amortisation	攤銷	-	(1,128)
Exchange differences	匯兌差額	-	(2,017)
Closing net book amount as at 31 March	於三月三十一日之 年終賬面淨值	-	48,849

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT

7 物業、廠房及設備

		Buildings (2019: Land and buildings) 樓宇 (二零一九年： 土地及樓宇) HK'000 千港元	Leasehold improvement 租賃物業裝修 HK'000 千港元	Plant and machinery 廠房及機器 HK'000 千港元	Furniture and equipment 傢俬及設備 HK'000 千港元	Total 合計 HK'000 千港元
As at 1 April 2018	於二零一八年四月一日					
Cost	成本	199,892	82,803	112,541	38,640	433,876
Accumulated depreciation and impairment	累積折舊及減值	(20,744)	(27,104)	(60,937)	(27,913)	(136,698)
Net book amount	賬面淨值	179,148	55,699	51,604	10,727	297,178
Year ended 31 March 2019	截至二零一九年三月三十一日 止年度					
Opening net book amount	年初賬面淨值	179,148	55,699	51,604	10,727	297,178
Additions	添置	-	665	12,016	5,756	18,437
Disposals	出售	-	(102)	(26)	(9)	(137)
Depreciation	折舊	(4,100)	(7,952)	(16,878)	(5,449)	(34,379)
Exchange differences	匯兌差額	(10,476)	(4,283)	(3,975)	(785)	(19,519)
Closing net book amount	年終賬面淨值	164,572	44,027	42,741	10,240	261,580
As at 31 March 2019	於二零一九年三月三十一日					
Cost	成本	188,592	77,028	116,303	42,187	424,110
Accumulated depreciation and impairment	累積折舊及減值	(24,020)	(33,001)	(73,562)	(31,947)	(162,530)
Net book amount	賬面淨值	164,572	44,027	42,741	10,240	261,580
Year ended 31 March 2020	截至二零二零年三月三十一日 止年度					
Opening net book amount	年初賬面淨值	164,572	44,027	42,741	10,240	261,580
Reclassification to right-of-use assets (Note 2.2)	重新分類至使用權資產(附註2.2)	(20,771)	-	-	-	(20,771)
Restated net book amount	經重列賬面淨值	143,801	44,027	42,741	10,240	240,809
Additions	添置	-	5,288	9,271	9,820	24,379
Disposals	出售	-	(42)	(83)	(75)	(200)
Depreciation	折舊	(3,655)	(7,994)	(14,381)	(5,328)	(31,358)
Exchange differences	匯兌差額	(5,113)	(1,839)	(963)	(449)	(8,364)
Closing net book amount	年終賬面淨值	135,033	39,440	36,585	14,208	225,266
As at 31 March 2020	於二零二零年三月三十一日					
Cost	成本	156,134	79,112	116,620	50,361	402,227
Accumulated depreciation and impairment	累積折舊及減值	(21,101)	(39,672)	(80,035)	(36,153)	(176,961)
Net book amount	賬面淨值	135,033	39,440	36,585	14,208	225,266

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Depreciation of HK\$13,674,000 (2019: HK\$16,878,000) and HK\$17,684,000 (2019: HK\$17,501,000) has been charged to cost of sales and general and administrative expenses, respectively, in the consolidated income statement for the year ended 31 March 2020.

As at 31 March 2020, the Group had no pledge of assets.

As at 31 March 2019, land and buildings with carrying value of HK\$45,819,000 were pledged as securities for the Group's bank borrowings (Note 21).

8 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(a) Balances recognised in the consolidated balance sheet

		31 March 2020 二零二零年 三月三十一日 HK\$'000 千港元	1 April 2019 二零一九年 四月一日 HK\$'000 千港元
Right-of-use assets	使用權資產		
Properties	物業	10,742	4,030
Leasehold land	租賃土地	20,061	20,771
Land use rights	土地使用權	45,655	48,849
		76,458	73,650
Lease liabilities	租賃負債		
Current portion	流動部分	5,805	1,816
Non-current portion	非流動部分	5,112	2,259
		10,917	4,075

Additions to the right-of-use assets during the year ended 31 March 2020 were approximately HK\$10,626,000. Disposal of a right-of-use asset, being the industrial land use right was approximately HK\$1,144,000 during the current year (Note 13(a)).

截至二零二零年三月三十一日止年度添置使用權資產約10,626,000港元。本年度出售一項使用權資產（即工業土地使用權）約1,144,000港元（附註13(a)）。

7 物業、廠房及設備（續）

截至二零二零年三月三十一日止年度，折舊13,674,000港元（二零一九年：16,878,000港元）及17,684,000港元（二零一九年：17,501,000港元）已分別於綜合收益表內銷售成本及一般及行政管理費用內扣除。

於二零二零年三月三十一日，本集團並無質押資產。

於二零一九年三月三十一日，賬面值為45,819,000港元之土地及樓宇已質押為本集團銀行借貸之抵押（附註21）。

8 使用權資產及租賃負債

(a) 於綜合資產負債表確認之結餘

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(b) Amounts recognised in the consolidated income statement

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Depreciation of right-of-use assets	使用權資產折舊		
Properties	物業	3,807	-
Leasehold land	租賃土地	710	-
Land use rights	土地使用權	1,079	-
		5,596	-
Interests on lease liabilities	租賃負債利息	377	-
Expenses relating to short-term leases	與短期租賃有關之開支	3,976	-

The total cash outflow for leases during the year ended 31 March 2020 was approximately HK\$8,137,000.

Depreciation of HK\$2,609,000 and HK\$2,987,000 has been charged to cost of sales and general and administrative expenses, respectively, in the consolidated income statement for the year ended 31 March 2020.

(c) The Group's leasing activities and how these are accounted for

The Group leases various office premises, warehouses and factories. Rental contracts are typically made for fixed periods of 1 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease arrangements do not impose any covenants.

The Group also has land lease arrangements with the PRC government and leasehold land in Hong Kong.

8 使用權資產及租賃負債 (續)

(b) 於綜合收益表確認之金額

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Depreciation of right-of-use assets	使用權資產折舊		
Properties	物業	3,807	-
Leasehold land	租賃土地	710	-
Land use rights	土地使用權	1,079	-
		5,596	-
Interests on lease liabilities	租賃負債利息	377	-
Expenses relating to short-term leases	與短期租賃有關之開支	3,976	-

截至二零二零年三月三十一日止年度，租賃的現金流出總額約為8,137,000港元。

截至二零二零年三月三十一日止年度，2,609,000港元及2,987,000港元的折舊已分別於綜合收益表銷售成本及一般及行政管理費用內扣除。

(c) 本集團的租賃活動及其會計處理

本集團租賃多項辦公室物業、倉庫及廠房。租賃合約的固定期限一般為1至3年。每份合約的租賃條款均獨立磋商，且包含各種不同的條款及條件。租賃安排並無施加任何契諾。

本集團亦與中國政府訂立及土地租賃安排及於香港擁有租賃土地。

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財務報表附註

9 INTANGIBLE ASSETS

9 無形資產

		Customer relationship 客戶關係 HK\$'000 千港元	Product development 產品開發 HK\$'000 千港元	Patents and trademarks 專利及商標 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2018	於二零一八年四月一日				
Cost	成本	5,584	4,986	-	10,570
Accumulated amortisation and impairment	累積攤銷及減值	(5,584)	(1,667)	-	(7,251)
Net book amount	賬面淨值	-	3,319	-	3,319
Year ended 31 March 2019	截至二零一九年三月三十一日				
	止年度				
Opening net book amount	年初賬面淨值	-	3,319	-	3,319
Additions	添置	-	-	600	600
Amortisation	攤銷	-	(1,178)	(60)	(1,238)
Closing net book amount	年終賬面淨值	-	2,141	540	2,681
As at 31 March 2019	於二零一九年三月三十一日				
Cost	成本	5,584	4,986	600	11,170
Accumulated amortisation and impairment	累積攤銷及減值	(5,584)	(2,845)	(60)	(8,489)
Net book amount	賬面淨值	-	2,141	540	2,681
Year ended 31 March 2020	截至二零二零年三月三十一日				
	止年度				
Opening net book amount	年初賬面淨值	-	2,141	540	2,681
Amortisation	攤銷	-	(1,106)	(120)	(1,226)
Impairment	減值	-	(1,035)	(420)	(1,455)
Closing net book amount	年終賬面淨值	-	-	-	-
As at 31 March 2020	於二零二零年三月三十一日				
Cost	成本	5,584	4,986	600	11,170
Accumulated amortisation and impairment	累積攤銷及減值	(5,584)	(4,986)	(600)	(11,170)
Net book amount	賬面淨值	-	-	-	-

Amortisation of HK\$1,226,000 (2019: HK\$1,238,000) has been charged to general and administrative expenses in the consolidated income statement for the year ended 31 March 2020.

In accordance with the Group's accounting policy on assets impairment, intangible assets with a definite life are tested if there are indicators of potential impairment. During the year, the Group tested all product development costs, patents and trademarks for impairment. The results of the review and testing by using the higher of value-of-use and fair value less cost of sales indicated that it was necessary to impair such intangible assets by HK\$1,455,000 as at 31 March 2020, which has been charged in "other gains – net" in the consolidated income statement for the year ended 31 March 2020.

截至二零二零年三月三十一日止年度，攤銷1,226,000港元（二零一九年：1,238,000港元）乃於綜合收益表內一般及行政管理費用項下扣除。

根據本集團有關資產減值之會計政策，倘出現潛在減值指標，則對具有有限年期之無形資產進行測試。年內，本集團對所有產品開發成本、專利及商標進行減值測試。透過採用使用價值與公平值減出售成本之較高者之檢討及測試結果顯示，有必要對於二零二零年三月三十一日之有關無形資產作出減值1,455,000港元，其已於截至二零二零年三月三十一日止年度之綜合收益表內「其他收益－淨額」扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 GOODWILL

10 商譽

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Beginning and end of the year	於年初及年終	3,949	3,949

The Group's goodwill is related to the acquisitions of 50% equity interest of Suga Technology Limited and 15% equity interest of Suga Technology Hong Kong Limited, both of which are wholly owned subsidiaries principally engaged in trading of electronic products.

本集團的商譽乃與收購信佳技術有限公司50%股本權益及信佳技術香港有限公司15%股本權益有關，兩者均為全資附屬公司，主要從事買賣電子產品。

Impairment test for goodwill

The Group combined the operation of the two entities as one and therefore, management considered these two entities as one cash generating unit ("CGU"). The recoverable amounts of the CGU are determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period which incorporate the following key assumptions.

商譽減值測試

本集團將兩間實體之業務合併為一，因此，管理層認為該等兩間實體為一個現金產生單位（「現金產生單位」）。現金產生單位之可收回金額乃按使用價值計算法釐定。有關計算乃根據經管理層批核涵蓋五年期間之財政預算作出之現金流量預測進行，其包括下列主要假設。

		2020 二零二零年	2019 二零一九年
Terminal growth rate	終端增長率	3.0%	3.0%
Discount rate	貼現率	12.0%	12.0%

Management determined budgeted revenue growth rate based on past performance and their expectations for market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments. Cash flows beyond the period covered in approved budgets are extrapolated using a growth rate that do not exceed the long term average growth rate for the businesses in which the CGU operates.

管理層根據過往表現及對市場發展之預期釐定預算收益增長率。所採用之貼現率為稅前利率，可反映相關分類之指定風險。超過獲批預算涵蓋期間之現金流量乃使用並不超逾現金產生單位經營之業務之長期平均增長率之增長率推測。

Based on the discounted cash flow forecast prepared by management, the directors are of the view that there is no impairment of goodwill as at 31 March 2020.

根據管理層編製之已貼現現金流量預測，董事認為商譽於二零二零年三月三十一日並無減值。

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財務報表附註

11 SUBSIDIARIES

Details of the principal subsidiaries of the Company as at 31 March 2020 and 2019 are as follows:

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行股本／ 繳入股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及營業地點
			2020 二零二零年	2019 二零一九年	
Suga International Limited (i)	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Ordinary shares US\$700 普通股700美元	100%	100%	Investment holding 投資控股
Suga Electronics (Hong Kong) Limited 信至有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Electronics Limited (ii)	Hong Kong, limited liability company	Ordinary shares HK\$2; Non-voting deferred shares HK\$4,000,000 (ii)	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
信佳電子有限公司(ii)	香港，有限公司	普通股2港元；無投票權 遞延股份4,000,000港 元(ii)			
Suga Beauty Technology Limited 信佳美容科技有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Precise Computer Tooling Co., Limited 精工電腦制模有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$500,000 普通股500,000港元	100%	100%	Trading of moulds and plastic products in Hong Kong 於香港買賣模具及塑膠產品
On Million Limited 弘溢有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Property holding in Hong Kong 於香港持有物業

11 附屬公司

本公司於二零二零年及二零一九年三月三十一日之主要附屬公司詳情如下：

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財務報表附註

11 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2020 and 2019 are as follows: (Continued)

11 附屬公司 (續)

本公司於二零二零年及二零一九年三月三十一日之主要附屬公司詳情如下：
(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行股本/ 繳入股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及營業地點
			2020 二零二零年	2019 二零一九年	
Suga Technology Limited 信佳技術有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Time Lucky Enterprises Limited 曉時企業有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$10 普通股10港元	90%	90%	Investment holding in Hong Kong 於香港從事投資控股
Suga Global Innovation Limited (formerly known as SGI Venture Limited) ("SGI") 信佳環球創新有限公司 (前稱為信佳世科動力 有限公司) (「信佳環球 創新」)	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$4,000,000 普通股4,000,000港元	100%	100%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Suga Technology Hong Kong Limited 信佳技術香港有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$100,000 普通股100,000港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Macao Commercial Offshore Limited ("SMCO") 信佳澳門離岸商業服務有限公司 (「信佳澳門離岸商業服務」)	Macao, limited liability company 澳門, 有限公司	Ordinary shares MOP100,000 普通股100,000澳門幣	100%	100%	Trading of electronic products and pet products in Macao 於澳門買賣電子產品及寵物 產品
United Fountain Investment Ltd. 匯泉投資有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$1 普通股1港元	100%	100%	Pet food distribution in Hong Kong 於香港分銷寵物食品

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財務報表附註

11 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2020 and 2019 are as follows: (Continued)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行股本／ 繳入股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及營業地點
			2020 二零二零年	2019 二零一九年	
Suga Electronics (Dongguan) Co. Limited ("SEDG") (iii), (xiv) 信佳電子(東莞)有限公司 (「信佳電子東莞」)(iii)·(xiv)	Mainland China, limited liability company 中國內地·有限公司	US\$5,000,000 5,000,000美元	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地製造電子產品
Long Join (Hong Kong) Electronics Co., Limited 龍健(香港)電子有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Nodic-Matsumoto Tooling and Plastic Injection (Huizhou) Co., Limited ("Nodic") (iv), (xiv) 腦力一松本模具注塑(惠州) 有限公司(「腦力」)(iv)·(xiv)	Mainland China, limited liability company 中國內地·有限公司	US\$6,000,000 6,000,000美元	100%	100%	Investment holding in Mainland China 於中國內地從事投資控股
Suga Technology (Dongguan) Co., Ltd. ("STDG") (v), (xiv) 東莞町強機電有限公司 (「東莞町強」)(v)·(xiv)	Mainland China, limited liability company 中國內地·有限公司	US\$12,000,000 12,000,000美元	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地生產電子產品
Suga USA Inc. 美國·有限公司	U.S.A., limited liability company 美國·有限公司	Ordinary shares US\$10 普通股10美元	100%	100%	Investment holding in U.S.A 於美國從事投資控股

11 附屬公司(續)

本公司於二零二零年及二零一九年三月三十一日之主要附屬公司詳情如下：
(續)

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財務報表附註

11 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2020 and 2019 are as follows: (Continued)

11 附屬公司 (續)

本公司於二零二零年及二零一九年三月三十一日之主要附屬公司詳情如下：
(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行股本／ 繳入股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及營業地點
			2020 二零二零年	2019 二零一九年	
Suga Networks Equipment (Shenzhen) Co. Ltd. ("SNESSL") (vi), (xiv) 信佳網絡器材(深圳)有限公司 (「信佳網絡器材」)(vi)·(xiv)	Mainland China, limited liability company 中國內地·有限公司	HK\$17,500,000 17,500,000港元	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地生產電子產品
Chummily Trading (Shenzhen) Limited ("CTL") (vii), (xiv) 志文貿易(深圳)有限公司 (「志文貿易」)(vii)·(xiv)	Mainland China, limited liability company 中國內地·有限公司	HK\$1,000,000 1,000,000港元	100%	100%	Trading of pet products in Mainland China 於中國內地買賣寵物產品
Espetsso Limited	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$1 普通股1港元	100%	100%	Distribution of pet products in Hong Kong 於香港分銷寵物產品
Chummily Technology (Tianjin) Co., Ltd ("CTLTJ") (viii), (xiv) 天津志文科技有限公司 (「天津志文」)(viii)·(xiv)	Mainland China, limited liability company 中國內地·有限公司	RMB10,000,000 人民幣10,000,000元	100%	100%	Distribution of pet products in Mainland China 於中國內地分銷寵物產品
Chummily International Trading (Guangzhou) Co., Ltd ("CTLGZ") (ix), (xiv) 廣州志泉國際貿易有限公司 (「廣州志泉」)(ix)·(xiv)	Mainland China, limited liability company 中國內地·有限公司	RMB1,000,000 人民幣1,000,000元	100%	100%	Distribution of pet products in Mainland China 於中國內地分銷寵物產品
Happypaws International Limited 開心寶國際有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$10 普通股10港元	100%	100%	Distribution of pet food in Asia 於亞洲分銷寵物食品

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財務報表附註

11 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2020 and 2019 are as follows: (Continued)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行股本／ 繳入股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及營業地點
			2020 二零二零年	2019 二零一九年	
Chongmi Investment & Consultation (Shenzhen) Co., Ltd ("CMIC") (x), (xiv) 深圳前海龍米投資諮詢有限公司 (「龍米投資」) (x) · (xiv)	Mainland China, limited liability company 中國內地，有限公司	RMB20,000,000 人民幣20,000,000元	90%	90%	Consulting services in Mainland China 於中國內地提供顧問服務
Suga Smart Tech Limited 信佳新科技有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$100 普通股100港元	51%	51%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Suga Japan Co., Ltd Suga Japan株式会社	Japan, limited liability company 日本，有限公司	Japanese Yen 2,000,000 2,000,000日圓	100%	100%	Design and trading of electronic products in Japan 於日本設計及買賣電子產品
Wepet Technology Ltd 佳寵科技有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Trading of pet products in Hong Kong 於香港買賣寵物產品
Dongguan Suga Idea Electronics Company Limited ("DSIE") (xi), (xiv) 東莞信意電子有限公司 (「東莞信意電子」) (xi) · (xiv)	Mainland China, limited liability company 中國內地，有限公司	US\$1,000,000 1,000,000美元	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地生產電子產品
Suga Bac Ninh Company Limited ("SVN"), (xii) 越南，有限公司	Vietnam, limited liability company 越南，有限公司	US\$800,000 800,000美元	100%	100%	Manufacturing of electronic products in Vietnam 於越南生產電子產品

11 附屬公司 (續)

本公司於二零二零年及二零一九年三月三十一日之主要附屬公司詳情如下：
(續)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2020 and 2019 are as follows: (Continued)

Notes:

- (i) The shares of Suga International Limited are held directly by the Company. The shares of the other subsidiaries are held indirectly.
- (ii) The non-voting deferred shares of Suga Electronics Limited are held by Essential Mix Enterprises Limited and Broadway Business Limited, which are owned by Dr. Ng Chi Ho and Mr. Ma Fung On, directors and beneficial shareholders of the Company. These non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to any distributions upon winding up unless a sum of HK\$10,000,000,000 per ordinary share has been distributed to the holders of the ordinary shares.
- (iii) SEDG is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until December 2033 under PRC law.
- (iv) Nodic is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until September 2020 under PRC law.
- (v) STDG is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until April 2027 under PRC law.
- (vi) SNE SL is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until October 2022 under PRC law.
- (vii) CTL is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until April 2041 under PRC law.
- (viii) CTLTJ is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until December 2045 under PRC law.
- (ix) CTLGZ is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until December 2045 under PRC law.
- (x) CMIC is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until December 2033 under PRC law.

11 附屬公司 (續)

本公司於二零二零年及二零一九年三月三十一日之主要附屬公司詳情如下：(續)

附註：

- (i) Suga International Limited之股份由本公司直接持有。其他附屬公司之股份則由本公司間接持有。
- (ii) 信佳電子有限公司之無投票權遞延股份由 Essential Mix Enterprises Limited及Broadway Business Limited持有，而該等公司則由本公司董事兼實益股東吳自豪博士及馬達安先生擁有。該等無投票權遞延股份無權投票或收取股息，清盤時，只有普通股持有人已獲分派每股普通股10,000,000,000港元後，該等無投票權遞延股份持有人方可獲分派。
- (iii) 信佳電子東莞為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零三三年十二月止，為期20年。
- (iv) 腦力為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零二零年九月止，為期30年。
- (v) 東莞町強為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零二七年四月止，為期20年。
- (vi) 信佳網絡器材為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零二二年十月止，為期20年。
- (vii) 志文為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零四一年四月止，為期30年。
- (viii) 天津志文為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零四五年十二月止，為期30年。
- (ix) 廣州志泉為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零四五年十二月止，為期30年。
- (x) 龍米投資為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零三三年十二月止，為期20年。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 SUBSIDIARIES (CONTINUED)

Details of the principal subsidiaries of the Company as at 31 March 2020 and 2019 are as follows: (Continued)

Notes: (Continued)

- (xi) DSIE is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until June 2038 under PRC law.
- (xii) SVN is a wholly foreign owned enterprise established in Vietnam in December 2018.
- (xiii) None of the subsidiaries had any loan capital in issue at any time during the year ended 31 March 2020.
- (xiv) All subsidiaries established in Mainland China have financial accounting year end date on 31 December in accordance with the local statutory requirements, which is not coterminous with the Group. The consolidated financial statements of the Group being presented were prepared based on the management accounts of these subsidiaries for the twelve months ended 31 March 2020 and 31 March 2019.

11 附屬公司 (續)

本公司於二零二零年及二零一九年三月三十一日之主要附屬公司詳情如下：
(續)

附註：(續)

- (xi) 東莞信意電子為根據中國法律在中國內地成立之全外資企業，獲核准之營業期限直至二零三八年六月止，為期20年。
- (xii) SVN為於二零一八年十二月在越南成立之外商獨資企業。
- (xiii) 於截至二零二零年三月三十一日止年度任何時間，概無附屬公司有任何已發行借貸資本。
- (xiv) 根據當地法規，所有於中國內地成立之附屬公司之財政會計年度年結日須為十二月三十一日，與本集團之年結日不同。所呈列之本集團綜合財務報表乃按該等附屬公司截至二零二零年三月三十一日及二零一九年三月三十一日止十二個月之管理賬目編製。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES

12 於聯營公司之權益

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Share of net assets	應佔資產淨值	25,311	-
Amounts due from associates	應收聯營公司款項		
– Non-current portion	– 非流動部分	8,500	-
– Current portion	– 流動部分	585	5,085
		9,085	5,085

(a) Interests in associates

(a) 於聯營公司之權益

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Beginning of the year	於年初	-	3,623
Additions	添置	27,193	-
Impairment loss on interest in an associate	於一間聯營公司之 權益減值虧損	-	(1,972)
Share of losses of associates	應佔聯營公司虧損	(1,882)	(1,651)
Share of net assets	應佔資產淨值	25,311	-

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interests in associates (Continued)

The particulars of the Group's principal associates as at 31 March 2020 are as follows:

Name 名稱	Particulars of issued/paid-in capital 已發行／繳足股份詳情	Country of incorporation and type of legal entity 註冊成立國家及 法人實體類別	Equity interest held 持有權益	
			2020 二零二零年	2019 二零一九年
Concept Infinity Limited ("CIL")	Ordinary shares HK\$8,510,000 (2019: HK\$7,010,000)	Hong Kong, limited liability company	24.38%	25%
Concept Infinity Limited (「夢想創意」)	普通股8,510,000港元 (二零一九年： 7,010,000港元)	香港·有限公司		
Growgreen Limited ("Growgreen")	Ordinary shares HK\$4,000,000 (2019: HK\$4,000,000)	Hong Kong, limited liability company	44.44%	44.44%
青萌有限公司(「青萌」)	普通股4,000,000港元 (二零一九年： 4,000,000港元)	香港·有限公司		
Infinity Network Limited ("INL")	Ordinary shares US\$50,000 (2019: US\$50,000)	British Virgin Islands, limited liability company	50%	50%
Infinity Network Limited (「INL」)	普通股50,000美元 (二零一九年： 50,000美元)	英屬處女群島·有限公司		
Dott Limited ("Dott", Note (i))	Ordinary shares HK\$8,507,951 (2019: Not applicable)	Hong Kong, limited liability company	33.25%	Not applicable
Dott Limited (「Dott」·附註(i))	普通股8,507,951港元 (二零一九年：不適用)	香港·有限公司		不適用
Mobilogix, Inc. ("Mobilogix", Note (ii))	Ordinary shares US\$2,813,346 (2019: Not applicable)	United States, limited liability company	22%	Not applicable
Mobilogix, Inc. (「Mobilogix」· 附註(ii))	普通股2,813,346美元 (二零一九年：不適用)	美國·有限公司		不適用

12 於聯營公司之權益 (續)

(a) 於聯營公司之權益 (續)

本集團於二零二零年三月三十一日之
主要聯營公司之詳情如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interests in associates (Continued)

Note (i): Dott is principally engaged in development and distribution of pet related mobile applications and electronic devices. In July and September 2019, the Group acquired 29% and 10% of equity interest in Dott, respectively, at a consideration of HK\$1,305,000 by cash and through conversion of future equity interests with carrying amount of HK\$1,287,000 (Note 18). The Group's 39% equity interest in Dott has been partially diluted subsequent to Dott's issuance of new shares to investors in September 2019. Upon completion of the above-mentioned transactions, the Group held approximately 33.25% of the entire issued share of Dott.

Note (ii): Mobilogix is principally engaged in provision of turnkey solutions and engineering services for the internet of things. It is also a customer of the Group. In October 2019, the Group acquired a 22% equity interest in Mobilogix through exercising both the conversion right and warrants with carrying value of HK\$24,601,000 pursuant to the convertible promissory note and warrant agreement with Mobilogix (Note 18). Upon completion of such transaction, Mobilogix allotted and issued a total of 127,150 common stocks to the Group, representing approximately 22% of the equity interest of Mobilogix.

The summary of financial information of the Group's associates in aggregate is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Total assets	資產總值	104,263	8,845
Total liabilities	負債總額	62,891	15,184
Revenue*	收益*	70,135	3,107
Loss for the year*	年內虧損*	(5,351)	(10,023)

* The amounts presented above for Dott and Mobilogix represented the financial information after they became associates of the Group.

As at 31 March 2020 and 2019, there are no significant contingent liabilities and capital commitment relating to the Group's interests in associates.

12 於聯營公司之權益 (續)

(a) 於聯營公司之權益 (續)

附註(i): Dott主要從事開發及分銷寵物相關流動應用程式及電子設備。於二零一九年七月九月,本集團分別收購Dott的29%及10%股權,代價為1,305,000港元,方式為現金及透過轉換賬面值為1,287,000港元之遠期股本權益(附註18)。於Dott於二零一九年九月向投資者發行新股份後,本集團於Dott的39%股權已被部分攤薄。於上述交易完成後,本集團持有Dott全部已發行股份約33.25%。

附註(ii): Mobilogix主要從事為物聯網提供統包解決方案及工程服務業務。其亦為本集團的客戶。於二零一九年十月,本集團透過根據可換股承兌票據及與Mobilogix訂立的認股權證協議行使換股權及賬面值為24,601,000港元之認股權證,收購Mobilogix之22%股權(附註18)。於該交易完成後, Mobilogix向本集團配發及發行合共127,150股普通股,相當於Mobilogix之約22%股權。

本集團之聯營公司之合計財務資料概要如下:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Total assets	資產總值	104,263	8,845
Total liabilities	負債總額	62,891	15,184
Revenue*	收益*	70,135	3,107
Loss for the year*	年內虧損*	(5,351)	(10,023)

* 上表所呈列之有關Dott及Mobilogix之金額為該等公司成為本集團聯營公司後之財務資料。

於二零二零年及二零一九年三月三十一日,概無有關本集團於聯營公司之權益之重大或然負債及資本承擔。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(b) Interests in Mobilogix

Set out below is the summarised financial information of Mobilogix (since it became an associate of the Group), which the directors consider as a significant associate:

		2020 二零二零年 HK\$'000 千港元
Summarised balance sheet		
Non-current assets	資產負債表概要 非流動資產	2,296
Trade and other receivables	應收貿易賬款及其他應收款項	41,006
Cash and cash equivalents	現金及現金等價物	53,566
Other current assets	其他流動資產	1,922
Trade and other payables	應付貿易賬款及其他應付款項	(42,371)
Other liabilities	其他負債	(904)
Net assets as at 31 March	於三月三十一日之資產淨值	55,515
Summarised income statement		
Revenue	收益表概要 收益	64,167
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	(386)

The information above reflects the amounts presented in the associate's financial information as at and for the period ended 31 March 2020 and without considering any fair value adjustment upon acquisition by the Group.

12 於聯營公司之權益 (續)

(b) 於Mobilogix之權益

Mobilogix (董事認為屬重大之聯營公司)之財務資料概要載列如下(自其成為本集團之聯營公司後):

以上資料反映聯營公司於二零二零年三月三十一日及截至該日止期間之財務資料所呈列金額，而並無考慮本集團收購後之任何公平值調整。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(b) Interests in Mobilogix (Continued)

Reconciliation of the summarised financial information of Mobilogix presented to the carrying value of the Group's interest in Mobilogix:

12 於聯營公司之權益 (續)

(b) 於Mobilogix之權益 (續)

所呈列之Mobilogix之財務資料概要與本集團於Mobilogix之權益賬面值之對賬：

		HK\$'000 千港元
Opening assets as at acquisition date	於收購日期之年初資產	55,901
Proportion of the Group's ownership interest in the associate	本集團於聯營公司之擁有權權益比例	22%
Net assets attributable to the Group as at acquisition date	本集團於收購日期應佔之資產淨值	12,298
Goodwill	商譽	8,057
Fair value adjustments upon acquisition	於收購後之公平值調整	4,246
Carrying value as at acquisition date	於收購日期之賬面值	24,601
Share of loss for the period	分佔期內虧損	(1,912)
Carrying value as at 31 March 2020	於二零二零年三月三十一日之賬面值	22,689

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(b) Interests in Mobilogix (Continued)

The Group has performed an impairment assessment for its interest in Mobilogix as at 31 March 2020 based on value-in-use calculations using a five year cash flow projection. The unprecedented economic impact of COVID-19 has significantly reduced the nearterm industry forecasts for Mobilogix. As a result, its revenue is expected to decline in the coming financial year before returning to its pre-COVID-19 level in the third year, with estimated annual revenue growth rate of 12% and 5% thereafter until the fifth year, and 3% in perpetuity. Other key assumption adopted in the impairment assessment is the discount rate of 22%.

Management determined budgeted revenue growth rate based on past performance and their expectations for market development. The discount rates used are post-tax and reflect specific risks relating to the relevant markets and industry. Cash flows beyond the period covered in approved budgets are extrapolated using a growth rate that do not exceed the long term average growth rate for the businesses in which the associate operates.

The results of the assessment indicated that no impairment charge was necessary as at 31 March 2020. However, the headroom would be eliminated should the revenue growth for the forecast period decrease by 20% in the second and third year or the discount rate increase by 3%.

12 於聯營公司之權益 (續)

(b) 於Mobilogix之權益 (續)

本集團已根據使用五年現金流量預測的使用價值計算對其於二零二零年三月三十一日於Mobilogix之權益進行減值評估。新冠肺炎之前所未見經濟影響已大幅降低Mobilogix之近期行業預測。因此，預計其收益將於下一個財政年度下跌，然後於第三年恢復至新冠肺炎前之水平，而其後直至第五年之估計收入年增長率分別為12%及5%，永久性增長為3%。減值評估採納的其他主要假設為貼現率22%。

管理層根據過往表現及其對市場發展的預測釐定預算收益增長率。所使用之貼現率為除稅後，並反映與相關市場及行業有關的特定風險。超出經批准預算涵蓋期間的現金流量使用不超過該聯營公司所經營業務的長期平均增長率的增長率推斷。

評估結果顯示，並無必要於截至二零二零年三月三十一日計提減值開支。然而，倘預測期間之第二及第三年之收益增長減少20%或貼現率增加3%，則空間將被消除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(c) Set out below is the Group's share of results of other associates that are not individually material to the Group during the year ended 31 March 2020:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit/(loss) and total comprehensive income/(loss) for the year	年內溢利／（虧損）及 全面收入／（虧損）總額	30	(1,651)

(d) Amounts due from associates

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Growgreen (Note (i))	青萌 (附註(i))	8,500	4,500
CIL (Note (ii))	夢想創意 (附註(ii))	1,250	1,250
INL (Note (iii))	INL (附註(iii))	585	585
		10,335	6,335
Less: Loss allowances for CIL (Note (ii))	減：夢想創意之虧損撥備 (附註(ii))	(1,250)	(1,250)
Amounts due from associates, net	應收聯營公司款項淨額	9,085	5,085
Representing:	即：		
– Non-current portion	– 非流動部分	8,500	–
– Current portion	– 流動部分	585	5,085
		9,085	5,085

12 於聯營公司之權益 (續)

(c) 以下載列截至二零二零年三月三十一日止年度之本集團應佔其他聯營公司之業績，其個別對本集團並不重大：

(d) 應收聯營公司款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Growgreen (Note (i))	青萌 (附註(i))	8,500	4,500
CIL (Note (ii))	夢想創意 (附註(ii))	1,250	1,250
INL (Note (iii))	INL (附註(iii))	585	585
		10,335	6,335
Less: Loss allowances for CIL (Note (ii))	減：夢想創意之虧損撥備 (附註(ii))	(1,250)	(1,250)
Amounts due from associates, net	應收聯營公司款項淨額	9,085	5,085
Representing:	即：		
– Non-current portion	– 非流動部分	8,500	–
– Current portion	– 流動部分	585	5,085
		9,085	5,085

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(d) Amounts due from associates (Continued)

Notes:

- (i) As at 31 March 2019, amount due from Growgreen of HK\$3,000,000 was interest bearing at 3% per annum, secured by Growgreen's intelligent property rights and repayable on demand. Such balance remained outstanding as at 31 March 2020.

The remaining loan balance of HK\$1,500,000 as at 31 March 2019 was interest bearing at 5% per annum and repayable by 31 December 2019. 50% of such loan was secured by personal guarantee given by a substantial shareholder of Growgreen while the remaining 50% of the balance is unsecured. During the current year, a further advance of HK\$3,500,000 was granted to Growgreen under the same terms. In January 2020, both parties agreed to lower the interest rate of such loan from 5% to 3.5% and extend the repayment date to 30 June 2020.

The Group also granted an advance of HK\$500,000 to Growgreen during the current year, which is interest free, unsecured and repayable on demand.

As at 31 March 2020, management is of the view that the Group would not demand for repayment of such advance within 12 months after 31 March 2020. As a result, such balance was classified as a non-current asset in the consolidated balance sheet.

- (ii) As at 31 March 2019, amounts due from CIL of HK\$1,250,000 were fully impaired.

During the year ended 31 March 2020, the Group further granted shareholder's loan of HK\$360,000 to CIL which is interest bearing at 6% per annum, repayable by 1 January 2020 and secured by personal guarantee given by the major shareholder of CIL (the "Guarantor") and trade receivables of a company owned by the Guarantor. The Guarantor undertook the balance due to the Group by CIL when it became overdue on 1 January 2020. The Group then transferred such balance of HK\$360,000 from "amounts due from associates" to "loans receivable" (Note 19) on 1 January 2020.

- (iii) As at 31 March 2020 and 2019, amount due from INL is non-interest bearing, unsecured and repayable on demand.

12 於聯營公司之權益 (續)

(d) 應收聯營公司款項 (續)

附註:

- (i) 於二零一九年三月三十一日，應收青萌款項3,000,000港元按年利率3%計息，由青萌之知識產權作抵押，並須按要求償還。該結餘於二零二零年三月三十一日仍未償還。

於二零一九年三月三十一日之餘下貸款結餘1,500,000港元按年利率5%計息，並須於二零一九年十二月三十一日前償還。該貸款之50%由青萌的主要股東作出之個人擔保作抵押，而餘下50%結餘則為無抵押。於本年度，根據相同條款向青萌授出進一步墊款3,500,000港元。於二零二零年一月，雙方同意將該貸款的利率由5%降低至3.5%，並將償款日期延長至二零二零年六月三十日。

於本年度，本集團亦向青萌授出墊款500,000港元，該墊款為免息、無抵押及須按要求償還。

於二零二零年三月三十一日，管理層認為，本集團將不會於二零二零年三月三十一日後12個月內要求償還有關墊款。因此，有關餘額於綜合資產負債表內分類為非流動資產。

- (ii) 於二零一九年三月三十一日，應收夢想創意款項1,250,000港元已悉數減值。

截至二零二零年三月三十一日止年度，本集團進一步向夢想創意授出360,000港元之股東貸款，按年利率6%計息，須於二零二零年一月一日之前償還，並由夢想創意之主要股東（「擔保人」）作出之個人擔保及由該擔保人所擁有一間公司之應收貿易賬款作抵押。擔保人於夢想創意結欠本集團的餘額於二零二零年一月一日逾期時承擔該餘額。本集團其後於二零二零年一月一日將該餘額360,000港元由「應收聯營公司款項」轉入「應收貸款」（附註19）。

- (iii) 於二零二零年及二零一九年三月三十一日，應收INL項為免息、無抵押及須按要求償還。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 INTEREST IN A JOINT VENTURE

13 於一間合營企業之權益

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Share of net assets	分佔資產淨值	6,919	-

(a) Interest in a joint venture

(a) 於一間合營企業之權益

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Beginning of the year	年初	-	-
Additions	添置	9,790	-
Elimination of gain from downstream transaction	對銷下游交易的收益	(2,871)	-
Share of net assets	分佔資產淨值	6,919	-

The additions during the current year represented the Group's investment made in Huizhou Jiayifu Real Estate Development Co., Ltd ("Huizhou Jiayifu"), a limited liability company incorporated in the PRC, which is a former 90% owned subsidiary of the Group.

本年度添置指本集團於惠州佳宜富房地產開發有限公司（「惠州佳宜富」）作出之投資，該公司為一間於中國註冊成立之有限公司，並為本集團先前擁有90%權益之附屬公司。

The Group relocated its manufacturing plants from Huizhou to Dongguan in previous years and planned to re-develop the land on which its former Huizhou plants located (the "Land") into a commercial property project. The Group was in continuous discussions with local government regarding change of use of the Land from industrial to commercial since previous years. The Group also cooperated with Guangdong Fuchuan Investment Co., Ltd ("Guangdong Fuchuan" or the "Joint Venture Partner"), a limited liability company incorporated in the PRC, to set up Huizhou Jiayifu as the vehicle to re-develop the Land.

本集團於過往年度將其製造廠房由惠州搬遷至東莞，並計劃將原惠州廠房所在的土地（「土地」）重新發展為商業物業項目。自過往年度起，本集團就將土地用途由工業更改為商業與當地政府持續進行討論。本集團亦與廣東富川投資有限公司（「廣東富川」或「合資夥伴」，一間於中國註冊成立之有限公司）合作成立惠州佳宜富作為重新開發土地的工具。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 INTEREST IN A JOINT VENTURE (CONTINUED)

(a) Interest in a joint venture (Continued)

As at 31 March 2019, the change of land use was still in progress and Huizhou Jiayifu remained inactive, being 90% owned by the Group and 10% owned by Guangdong Fuchuan.

In September 2019, upon receipt of the notification from local government that the change of land use has been approved, the Group entered into various agreements with Guangdong Fuchuan pursuant to which the two parties transformed Huizhou Jiayifu into a joint venture which is 50% owned by the Group and 40% owned by Guangdong Fuchuan. The Group and Guangdong Fuchuan invested an aggregate capital of RMB1,800,000 (equivalent to HK\$1,980,000) in Huizhou Jiayifu and the Group disposed of a right-of-use asset, being the right for industrial use of the Land, with carrying amount of HK\$1,144,000 to Huizhou Jiayifu at a consideration of HK\$8,800,000. On the same date, the Group and Guangdong Fuchuan also provided an aggregate shareholders' loans of HK\$102,256,000 to Huizhou Jiayifu, which have been fully repaid by Huizhou Jiayifu to the shareholders in January 2020.

As a result of the above mentioned transactions, the Group recognised gain on disposal of the land use right of HK\$4,785,000 (Note 30) as "other gains – net" in the consolidated income statement for the year ended 31 March 2020, after elimination of the Group's share of gain of HK\$2,871,000. Upon completion of such transactions, Huizhou Jiayifu becomes a company that principally engages in property development in Huizhou.

As at 31 March 2020, there are no significant contingent liabilities and capital commitment relating to the Group's interest in a joint venture.

In the opinion of the directors, the recoverable amount from the joint venture is not less than the carrying value of the Group's investment in such joint venture.

13 於一間合營企業之權益 (續)

(a) 於一間合營企業之權益 (續)

於二零一九年三月三十一日，更改土地用途仍在進行中，惠州佳宜富仍暫無業務，並由本集團及廣東富川分別擁有90%及10%權益。

於二零一九年九月，於接獲地方政府有關更改土地用途已獲批准的通知後，本集團與廣東富川訂立多項協議，據此，雙方將惠州佳宜富轉變為本集團擁有50%權益及廣東富川擁有40%權益的合營企業。本集團及廣東富川於惠州佳宜富投資資本總額人民幣1,800,000元（相當於1,980,000港元），而本集團向惠州佳宜富出售賬面值為1,144,000港元的使用權資產（即土地的工業使用權），代價為8,800,000港元。於同日，本集團及廣東富川亦向惠州佳宜富提供股東貸款合共102,256,000港元，而惠州佳宜富已於二零二零年一月向股東悉數償還該股東貸款。

由於上述交易，截至二零二零年三月三十一日止年度，經對銷本集團分佔收益2,871,000港元後，本集團確認出售土地使用權收益4,785,000港元（附註30）為綜合收益表之「其他收益-淨額」。於該等交易完成後，惠州佳宜富成為一間主要在惠州從事物業發展的公司。

於二零二零年三月三十一日，概無有關本集團於一間合營企業之權益之重大或然負債及資本承擔。

董事認為，合營企業之可收回金額不少於本集團於該合營企業之投資之賬面值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

13 INTEREST IN A JOINT VENTURE (CONTINUED)

(b) The particulars of the Group's joint venture as at 31 March 2020 are as follows:

Name 名稱	Particulars of issued/ paid-in capital 已發行／繳入股本詳情	Country of incorporation and type of legal entity 註冊成立國家及 法人實體類別	Equity interest held 持有股權	
			2020 二零二零年	2019 二零一九年
Huizhou Jiayifu	RMB1,800,000 (2019: Not applicable)	Mainland China, limited liability company	50%	Not applicable
惠州佳宜富	人民幣1,800,000元 (二零一九年：不適用)	中國內地·有限公司	50%	不適用

13 於一間合營企業之權益 (續)

(b) 本集團於二零二零年三月三十一日的合資企業的詳情如下：

(c) Set out below is the summarised financial information of Huizhou Jiayifu:

(c) 惠州佳宜富之財務資料概要載列如下：

		2020 二零二零年 HK\$'000 千港元
Summarised balance sheet	資產負債表概要	
Non-current assets	非流動資產	19
Inventories	存貨	115,335
Cash and cash equivalents	現金及現金等價物	250
Bank borrowings	銀行借貸	(85,800)
Other liabilities	其他負債	(27,824)
Net assets as at 31 March	於三月三十一日之資產淨值	1,980

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 INTEREST IN A JOINT VENTURE (CONTINUED)

(d) Reconciliation of the summarised financial information of Huizhou Jiayifu presented to the carrying value of the Group's interest in Huizhou Jiayifu:

		2020 二零二零年 HK\$'000 千港元
Net assets as at 31 March	於三月三十一日之資產淨值	1,980
Proportion of the Group's ownership interest in Huizhou Jiayifu	本集團於惠州佳宜富之擁有權權益比例	50%
Net assets attributable to the Group as at 31 March	本集團於三月三十一日應佔之資產淨值	990
Proceeds receivable on disposal of a land use right	出售土地使用權之應收所得款項	8,800
Elimination of gain from downstream transaction	對銷下游交易的收益	(2,871)
Carrying value as at 31 March	於三月三十一日之賬面值	6,919

13 於一間合營企業之權益 (續)

(d) 所呈列之惠州佳宜富之財務資料概要與本集團於惠州佳宜富之權益之賬面值對賬：

14 FINANCIAL ASSETS AND LIABILITIES BY CATEGORY

14 按類別劃分之財務資產及負債

		Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
		按公平值 記入損益之 財務資產 HK\$'000 千港元	按公平值 記入其他 全面收入之 財務資產 HK\$'000 千港元	按攤銷 成本列賬 之財務資產 HK\$'000 千港元	合計 HK\$'000 千港元
Assets	資產				
As at 31 March 2020	於二零二零年三月三十一日				
Financial assets at fair value through other comprehensive income (Note 15)	按公平值記入其他全面收入之財務資產 (附註15)	-	5,266	-	5,266
Trade and other receivables	應收貿易賬款及其他應收款項	-	-	195,442	195,442
Financial assets at fair value through profit or loss (Note 18)	按公平值記入損益之財務資產 (附註18)	43	-	-	43
Loans receivable (Note 19)	貸款應收款項 (附註19)	-	-	2,066	2,066
Amounts due from associates (Note 12(d))	應收聯營公司款項 (附註12(d))	-	-	9,085	9,085
Cash and cash equivalents (Note 20)	現金及現金等價物 (附註20)	-	-	128,459	12,459
		43	5,266	335,052	340,361

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14 FINANCIAL ASSETS AND LIABILITIES BY CATEGORY (CONTINUED)

14 按類別劃分之財務資產及負債 (續)

		Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
		按公平值 記入損益之 財務資產 HK\$'000 千港元	按公平值 記入其他 全面收入之 財務資產 HK\$'000 千港元	按攤銷 成本列賬 之財務資產 HK\$'000 千港元	合計 HK\$'000 千港元
As at 31 March 2019	於二零一九年三月三十一日				
Financial assets at fair value through other comprehensive income (Note 15)	按公平值記入其他全面收入之財務資產 (附註15)	-	6,910	-	6,910
Trade and other receivables	應收貿易賬款及 其他應收款項	-	-	226,718	226,718
Financial assets at fair value through profit or loss (Note 18)	按公平值記入損益之財務資產 (附註18)	27,107	-	-	27,107
Loans receivable (Note 19)	貸款應收款項 (附註19)	-	-	2,188	2,188
Amounts due from associates (Note 12(d))	應收聯營公司款項 (附註12(d))	-	-	5,085	5,085
Pledged bank deposits (Note 20)	已抵押銀行存款 (附註20)	-	-	115	115
Cash and cash equivalents (Note 20)	現金及現金等價物 (附註20)	-	-	127,826	127,826
		27,107	6,910	361,932	395,949

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Liabilities	負債		
Other financial liabilities at amortised cost	按攤銷成本列賬的 其他財務負債		
Trade and other payables	應付貿易賬款及其他應付款項	174,239	198,348
Bank borrowings (Note 21)	銀行借貸 (附註21)	67,750	69,537
Lease liabilities (Note 8)	租賃負債 (附註8)	10,917	-
		252,906	267,885

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

15 按公平值記入其他全面收入之財務資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unlisted equity funds	非上市股本基金	5,266	6,910

Movements of the Group's financial assets at fair value through other comprehensive income during the year are as follows:

年內，本集團按公平值記入其他全面收入之財務資產變動如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Beginning of the year	於年初	6,910	6,242
Additions	添置	-	1,550
Disposals	出售	(407)	-
Net fair value loss charged to equity	於權益扣除之公平值虧損淨額	(1,237)	(882)
End of the year	於年終	5,266	6,910

As at 31 March 2020, the Group's financial assets at fair value through other comprehensive income comprised 700 (2019: 3,988) non-voting and redeemable shares in the unlisted equity funds. These equity funds are denominated in US\$, with fair values being determined based on the carrying value of the fund calculated with reference to the quoted market prices of the underlying investments.

於二零二零年三月三十一日，本集團按公平值記入其他全面收入之財務資產包括非上市股本基金中700股（二零一九年：3,988股）無表決權可贖回股份。該等股本基金以美元計值，其公平值乃根據參照相關投資的市場報價計算的基金賬面值而釐定。

The fair values of such financial assets are within level 3 of the fair value hierarchy (Note 3.3).

該等財務資產之公平值屬於公平值層級中的第三級（附註3.3）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

16 INVENTORIES

16 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Raw materials	原材料	212,715	240,778
Work-in-progress	在建工程	27,870	22,643
Finished goods	製成品	22,513	28,806
		263,098	292,227
Less: Provision for impairment	減：減值撥備	(3,390)	(3,605)
		259,708	288,622

The cost of inventories recognised as expense and included in cost of sales amounted to HK\$1,209,990,000 (2019: HK\$1,256,953,000).

為數1,209,990,000港元(二零一九年：1,256,953,000港元)之存貨成本確認為開支，並計入銷售成本。

17 TRADE AND OTHER RECEIVABLES

17 應收貿易賬款及其他應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	應收貿易賬款	192,005	222,739
Less: Loss allowance	減：虧損撥備	(8,698)	(7,618)
Trade receivables, net	應收貿易賬款·淨額	183,307	215,121
Prepayments to vendors	預付賣方款項	38,262	21,080
Prepayments for plant and equipment	預付廠房及設備款項	4,177	10,170
Other prepayments	其他預付款項	4,869	3,653
Deposit for right-of-use assets	使用權資產按金	6,970	-
Rental and other deposits	租金及其他按金	3,042	2,181
Value added tax receivables	應收增值稅	3,778	3,658
Income tax recoverable	可收回所得稅	620	147
Other receivables	其他應收款項	9,093	9,416
		254,118	265,426
Less: Non-current prepayments, deposit and other receivables	減：非流動預付款項、按金及其他應收款項	(13,897)	(13,374)
Current portion of trade and other receivables	應收貿易賬款及其他應收款項之流動部分	240,221	252,052

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17 TRADE AND OTHER RECEIVABLES (CONTINUED)

The Group recognised loss allowance for trade and other receivables as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss allowance	虧損撥備		
– Trade receivables	– 應收貿易賬款	1,114	3,931
– Other receivables	– 其他應收款項	–	202
Net impairment losses on trade and other receivables	應收貿易賬款及其他應收款項減值虧損淨額	1,114	4,133

The above impairment losses have been separately disclosed as “net impairment losses on financial assets” in the consolidated income statement.

The carrying values of the Group’s trade and other receivables approximate their fair values.

As at 31 March 2020, the ageing analysis of trade receivables based on invoice date is as follows:

17 應收貿易賬款及其他應收款項 (續)

本集團就應收貿易賬款及其他應收款項確認之虧損撥備如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss allowance	虧損撥備		
– Trade receivables	– 應收貿易賬款	1,114	3,931
– Other receivables	– 其他應收款項	–	202
Net impairment losses on trade and other receivables	應收貿易賬款及其他應收款項減值虧損淨額	1,114	4,133

上述減值虧損已另行披露於綜合收益表之「財務資產減值虧損淨額」。

本集團應收貿易賬款及其他應收款項之賬面值與其公平值相若。

於二零二零年三月三十一日，應收貿易賬款按發票日期之賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0 to 30 days	0至30日	146,921	202,186
31 to 60 days	31至60日	24,193	11,498
61 to 90 days	61至90日	8,849	900
91 to 180 days	91至180日	6,463	2,451
Over 180 days	180日以上	5,579	5,704
Less: Loss allowance	減：虧損撥備	(8,698)	(7,618)
Trade receivables, net	應收貿易賬款淨額	183,307	215,121

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

17 TRADE AND OTHER RECEIVABLES (CONTINUED)

All trade receivables are either repayable within one year or on demand. The Group generally grants credit terms of 30 to 60 days to its customers.

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Movements of loss allowance for trade receivables are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Beginning of the year	於年初	7,618	3,748
Increase in loss allowance recognised in profit and loss during the year	年內於損益確認之虧損撥備增加	2,371	3,931
Reversal of loss allowance recognised in prior year	撥回於過年度確認之虧損撥備	(1,257)	-
Exchange differences	匯兌差額	(34)	(61)
End of the year	於年終	8,698	7,618

As at 31 March 2020, trade receivables from five customers accounted for approximately 24% (2019: 31%) of the total trade receivables. The Group's credit risk management is disclosed in Note 3.1 to the consolidated financial statements.

17 應收貿易賬款及其他應收款項 (續)

所有應收貿易賬款須於一年內或須按要求的償還。本集團一般給予其客戶30至60日之信貸期。

本集團應用香港財務報告準則第9號的簡化方法計量預期信貸虧損，該方法就所有應收貿易賬款使用存續期預期虧損撥備。應收貿易賬款虧損撥備變動如下：

於二零二零年三月三十一日，來自五名客戶之應收貿易賬款佔應收貿易賬款總額約24%（二零一九年：31%）。本集團之信貸風險管理於綜合財務報表附註3.1披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17 TRADE AND OTHER RECEIVABLES (CONTINUED)

The carrying amounts of trade receivables are denominated in the following currencies:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$	港元	3,680	4,017
US\$	美元	181,866	215,165
RMB	人民幣	6,448	3,557
VND	越南盾	11	-
		192,005	222,739

As at 31 March 2020, the Group is not aware of any other credit risk on deposits, value added tax receivables and other receivables as their counterparties are either banks, government, corporation or individual with good credit ratings. The majorities of these financial assets are neither past due nor impaired and there is no history of default. The carrying amount of deposits, value added tax receivables and other receivables are denominated in the following currencies:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$	港元	2,196	2,085
RMB	人民幣	12,758	10,708
US\$	美元	7,191	2,236
VND	越南盾	594	70
Others	其他	144	156
		22,883	15,255

The maximum exposure to credit risk at each reporting date is the fair value of each class of receivables as mentioned above. The Group does not hold any collateral as security.

17 應收貿易賬款及其他應收款項 (續)

應收貿易賬款之賬面值按以下貨幣計值：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
港元		3,680	4,017
美元		181,866	215,165
人民幣		6,448	3,557
越南盾		11	-
		192,005	222,739

於二零二零年三月三十一日，本集團並不知悉其按金、應收增值稅及其他應收款項有任何其他信貸風險，原因為交易對方均為銀行、政府或具有良好信貸評級之公司或個人。該等財務資產大部分均未到期或減值，且並無拖欠記錄。按金、應收增值稅及其他應收款項之賬面值按以下貨幣計值：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
港元		2,196	2,085
人民幣		12,758	10,708
美元		7,191	2,236
越南盾		594	70
其他		144	156
		22,883	15,255

於各報告日期之最高信貸風險為上述各類應收款項之公平值。本集團並無持有任何抵押品作抵押。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

18 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 18 按公平值記入損益之財務資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unlisted equity instruments (Note 12)	非上市權益工具 (附註12)	–	1,287
Listed equity instruments (Note)	上市權益工具 (附註)	43	244
Unlisted convertible promissory notes and warrants (Note 12)	非上市可換股承兌票據及認股權證 (附註12)	–	25,576
		43	27,107
Less: Non-current portion financial assets at fair value through profit or loss	減：按公平值記入損益之財務資產非流動部分	–	(25,576)
Current portion financial assets at fair value through profit or loss	按公平值記入損益之財務資產流動部分	43	1,531

Note: As at 31 March 2020, the Group's listed equity instruments represented 9,774 (2019: 9,774) common stocks of Boxlight Corporation, a company incorporated in the United States, whose shares are listed on NASDAQ.

As at 31 March 2020 and 2019, the fair value of such listed equity instrument is determined based on its current bid price. The fair value is within level 1 of the fair value hierarchy (Note 3.3).

附註： 於二零二零年三月三十一日，本集團的上市權益工具指Boxlight Corporation（一間於美國註冊成立的公司，其股份於NASDAQ上市）的9,774股普通股（二零一九年：9,774股）。

於二零二零年及二零一九年三月三十一日，該上市權益工具之公平值乃根據其當時買入價釐定。公平值屬於公平值層級中的第一級（附註3.3）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19 LOANS RECEIVABLE

Loans receivable	貸款應收款項
– Non-current portion	– 非流動部分
– Current portion	– 流動部分

As at 31 March 2020, loan balance of HK\$1,219,000 (2019: HK\$1,688,000) represented loans receivable from the Guarantor which is unsecured, interest bearing at 6% per annum and repayable by thirteen (2019: eighteen) monthly instalments of HK\$93,750.

As at 31 March 2020, loan balance of HK\$500,000 (2019: HK\$500,000) represented loans granted to the Guarantor in September 2018, which is unsecured, interest bearing at 6% per annum and repayable by five monthly instalments of HK\$100,000 commencing from October 2020.

The remaining loan balance of HK\$347,500 as at 31 March 2020 represented the loan principal of HK\$360,000 transferred from “amounts due from associates” (Note 12(d)) to “loans receivable” upon overdue on 1 January 2020. Such loan is interest bearing at 6% per annum and repayable by fifteen monthly instalments of HK\$6,250, two monthly instalments of HK\$100,000 and one monthly instalment of HK\$66,250 commencing from January 2020.

The directors concluded that no impairment provision is necessary against such balances as at 31 March 2020.

19 貸款應收款項

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loans receivable		
– Non-current portion	266	1,063
– Current portion	1,800	1,125
	2,066	2,188

於二零二零年三月三十一日，貸款結餘1,219,000港元（二零一九年：1,688,000港元）指來自擔保人之貸款應收款項，相關貸款應收款項為無抵押、按年利率6%計息及須按十三筆（二零一九年：十八筆）每月分期付款93,750港元償還。

於二零二零年三月三十一日，貸款結餘500,000港元（二零一九年：500,000港元）指於二零一八年九月授予擔保人之貸款，該貸款無抵押、按年利率6%計息及須二零二零年十月起，按五筆每月分期付款100,000港元償還。

於二零二零年三月三十一日之餘下貸款結餘347,500港元指於二零二零年一月一日逾期時由「應收聯營公司款項」（附註12(d)）轉入「貸款應收款項」之貸款本金額360,000港元。該貸款按年利率6%計息，並須二零二零年一月起，按十五筆每月分期付款6,250港元、兩筆每月分期付款100,000港元及一筆每月分期付款66,250港元償還。

董事認為，於二零二零年三月三十一日，該等結餘無需進行減值撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

20 PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

20 已抵押銀行存款及現金及現金等價物

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	128,459	127,826
Pledged bank deposits	已抵押銀行存款	-	115
		128,459	127,941

Pledged bank deposits and cash and cash equivalents are denominated in the following currencies:

已抵押銀行存款及現金及現金等價物按以下貨幣計值：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$	港元	11,611	11,752
US\$	美元	51,648	80,241
RMB (Note (b))	人民幣 (附註(b))	64,368	34,625
VND	越南盾	471	655
Others	其他	361	668
		128,459	127,941

Notes:

- (a) For the year ended 31 March 2020, the effective interest rate on the Group's bank deposits is 0.3% (2019: 0.7%) per annum. The bank deposits of the Group have an average maturity of 20 days (2019: 25 days).
- (b) The conversion of bank balances and cash of the Group denominated in RMB into foreign currencies and remittance of RMB funds out of Mainland China are subject to the rules and regulations of foreign exchange control promulgated by the Mainland Chinese Government.

附註:

- (a) 截至二零二零年三月三十一日止年度，本集團銀行存款之實際年利率為0.3%（二零一九年：0.7%）。本集團之銀行存款之平均到期日為20天（二零一九年：25天）。
- (b) 本集團以人民幣計值之銀行結餘及現金兌換為外幣及將人民幣匯出中國內地，須受中國內地政府頒佈之外匯管制規例及規定所限制。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21 BANK BORROWINGS

Current
Bank borrowings

流動
銀行借貸

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
67,750	69,537

As at 31 March 2020 and 2019, the Group's borrowings are repayable on demand.

The Group has aggregate banking facilities of approximately HK\$785,800,000 (2019: HK\$694,837,000) for overdrafts, loans and trade financing.

Unused facilities at the same date amounted to approximately HK\$693,811,045 (2019: HK\$575,589,000), which are secured by corporate guarantees provided by the Company and certain of its subsidiaries (2019: same).

As at 31 March 2019, certain of the Group's land and buildings with carrying values of HK\$45,819,000 were pledged as security for the Group's bank borrowings.

21 銀行借貸

於二零二零年及二零一九年三月三十一日，本集團之借款須按要求償還。

本集團就透支、貸款及貿易融資有銀行信貸總額約785,800,000港元（二零一九年：694,837,000港元）。

於同日之未動用融資約為693,811,045港元（二零一九年：575,589,000港元），由本公司及其若干附屬公司提供之公司擔保作抵押（二零一九年：相同）。

於二零一九年三月三十一日，本集團質押賬面值為45,819,000港元之若干土地及樓宇以作為本集團銀行借貸之抵押。

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財務報表附註

21 BANK BORROWINGS (CONTINUED)

In addition to the above, the Group is required to comply with certain restrictive financial covenants imposed by the banks.

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
6 months or less	六個月或以下	67,750	69,537

The effective interest rates at the balance sheet date were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank borrowings	銀行借貸	3.09%	3.10%

As all the bank borrowings were at floating interest rates, the carrying amounts of the borrowings approximate their fair values and all balances are denominated in HK\$.

21 銀行借貸 (續)

除上述者外，本集團須遵守銀行施加之若干限制財務契諾。

本集團借貸面對之利率變動風險及合約重新定價日期如下：

於結算日之實際利率如下：

由於全部銀行借貸按浮息計息，借貸賬面值與其公平值相若，而全部結餘均按港元計值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

22 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deferred income tax assets:	遞延所得稅資產：		
– Deferred income tax assets to be recovered after more than 12 months	– 逾十二個月後收回之遞延所得稅資產	(1,314)	(2,330)
Deferred income tax liabilities:	遞延所得稅負債：		
– Deferred income tax liabilities to be settled after more than 12 months	– 逾十二個月後償還之遞延所得稅負債	426	357

Movements of the net deferred income tax (assets)/liabilities account are as follows:

22 遞延所得稅

遞延稅項資產及遞延稅項負債分析如下：

有關遞延所得稅(資產)/負債淨額賬之變動如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Beginning of the year	於年初	(1,973)	(1,278)
Charged/(credited) to consolidated income statement (Note 32)	於綜合收益表扣除/(計入) (附註32)	1,052	(755)
Exchange differences	匯兌差額	33	60
End of the year	於年終	(888)	(1,973)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

22 DEFERRED INCOME TAX (CONTINUED)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets –

		Decelerated tax depreciation		Tax losses		Others		Total	
		減速稅項折舊		稅項虧損		其他		總計	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
As at 1 April	於四月一日	(738)	(805)	-	(48)	(1,592)	(929)	(2,330)	(1,782)
Charged/(credited) to consolidated income statement	於綜合收益表扣除/(計入)	4	7	-	48	979	(663)	983	(608)
Exchange differences	匯兌差額	33	60	-	-	-	-	33	60
As at 31 March	於三月三十一日	(701)	(738)	-	-	(613)	(1,592)	(1,314)	(2,330)

Deferred income tax liabilities –

遞延所得稅負債 –

		Accelerated tax depreciation	
		加速稅項折舊	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
As at 1 April	於四月一日	357	504
Charged/(credited) to consolidated income statement	於綜合收益表扣除/(計入)	69	(147)
As at 31 March	於三月三十一日	426	357

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財務報表附註

22 DEFERRED INCOME TAX (CONTINUED)

As at 31 March 2020, the Group has unrecognised tax losses of HK\$57,223,000 (2019: HK\$41,885,000) for Hong Kong profits tax purposes, which have no expiry, and unrecognised tax losses of HK\$62,047,000 (2019: HK\$56,588,000) for PRC corporate income tax purposes which will expire during year 2020 to year 2024 (2019: 2019 to year 2023). No deferred tax assets have been recognised for these tax losses as the directors consider that it is not probable that the temporary difference will be reversed in the foreseeable future.

As at 31 March 2020, deferred income tax liabilities of HK\$2,587,000 (2019: HK\$2,074,000) has not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries as the Company controls the dividend policies of these subsidiaries and it is not probable that these subsidiaries would distribute earnings in the foreseeable future. Unremitted earnings totalled HK\$51,744,000 as at 31 March 2020 (2019: HK\$41,481,000).

23 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES

Trade payables	應付貿易賬款	154,346	179,539
Salaries and staff welfare payable	應付薪金及員工福利	12,540	14,340
Accrued expenses	應計費用	5,071	4,876
Contract liabilities	合約負債	19,360	27,622
Others	其他	14,822	13,933
Total trade and other payables	應付貿易賬款及其他應付款項總額	206,139	240,310

22 遞延所得稅 (續)

於二零二零年三月三十一日，就香港利得稅而言，本集團有未經確認稅項虧損57,223,000港元（二零一九年：41,885,000港元）（而其為無屆滿期），就中國企業所得稅而言，未經確認稅項虧損為62,047,000港元（二零一九年：56,588,000港元），並將於二零二零年年度至二零二四年年度（二零一九年：二零一九年至二零二三年年度）到期。由於董事認為暫時差額有可能不會於可見將來撥回，故概無就該等稅項虧損確認遞延稅項資產。

於二零二零年三月三十一日，遞延所得稅負債2,587,000港元（二零一九年：2,074,000港元）並未就若干附屬公司之未匯出盈利確認預扣稅及其他稅項，原因為本公司控制該等附屬公司之股息政策，而該等附屬公司將不可能於可見將來分派盈利。於二零二零年三月三十一日之未匯出盈利合共為51,744,000港元（二零一九年：41,481,000港元）。

23 應付貿易賬款及其他應付款項及合約負債

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables	應付貿易賬款	154,346	179,539
Salaries and staff welfare payable	應付薪金及員工福利	12,540	14,340
Accrued expenses	應計費用	5,071	4,876
Contract liabilities	合約負債	19,360	27,622
Others	其他	14,822	13,933
Total trade and other payables	應付貿易賬款及其他應付款項總額	206,139	240,310

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

23 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES (CONTINUED)

The ageing analysis of trade payables based on invoice date is as follows:

0 to 30 days	0至30日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

23 應付貿易賬款及其他應付款項及合約負債(續)

應付貿易賬款按發票日期之賬齡分析如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
105,280	166,436
28,330	3,176
11,520	2,354
7,423	2,113
1,793	5,460
154,346	179,539

The fair values of the Group's trade and other payables approximate their carrying values.

本集團應付貿易賬款及其他應付款項之公平值與其賬面值相若。

The carrying amounts of trade payables are denominated in the following currencies:

應付貿易賬款之賬面值按以下貨幣計值：

HK\$	港元
US\$	美元
RMB	人民幣
Others	其他

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
13,791	15,239
110,001	117,157
30,486	47,143
68	-
154,346	179,539

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23 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES (CONTINUED)

The carrying amounts of other payables and contract liabilities are denominated in the following currencies:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$	港元	11,660	9,018
US\$	美元	16,145	27,440
RMB	人民幣	22,882	24,225
VND	越南盾	1,080	-
Others	其他	26	88
		51,793	60,771

The contract liabilities represent the advance payments received from counterparties for goods that have not yet been transferred to customers. The following table shows the amount of revenue recognised in the years ended 31 March 2020 and 2019 relating to carried-forward contract liabilities:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘的已確認收益	27,622	27,282

The Group expects their performance obligations under the contracts with customers to be satisfied over a period of no more than 1 year.

23 應付貿易賬款及其他應付款項及合約負債(續)

其他應付款項及合約負債之賬面值按以下貨幣計值：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$	港元	11,660	9,018
US\$	美元	16,145	27,440
RMB	人民幣	22,882	24,225
VND	越南盾	1,080	-
Others	其他	26	88
		51,793	60,771

合約負債指就尚未轉讓予客戶的貨物自交易對方收取的預付款。下表載列截至二零二零年及二零一九年三月三十一日止年度就結轉合約負債而確認的收益金額：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘的已確認收益	27,622	27,282

本集團預期彼等於客戶合約項下的履約責任將於不超過1年的期間內完成。

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24 SHARE CAPITAL

24 股本

		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised – ordinary shares of HK\$0.1 each	法定—每股面值0.1港元 之普通股	2,000,000	200,000
Issued and fully paid – ordinary shares of HK\$0.1 each	已發行及繳足—每股 面值0.1港元之普通股		
As at 1 April 2018	於二零一八年四月一日	282,140	28,214
Proceeds from shares issued upon exercise of options	於行使購股權時已發行 股份之所得款項	1,350	135
As at 31 March 2019	於二零一九年三月三十一日	283,490	28,349
As at 1 April 2019 and 31 March 2020	於二零一九年四月一日及 二零二零年三月三十一日	283,490	28,349

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財務報表附註

25 SHARE OPTIONS

The Company adopted a share option scheme (the "Share Option Scheme") on 6 August 2012. Pursuant to the Share Option Scheme, the Company may grant share options to certain grantees (including directors and employees) of the Group to subscribe for shares of the Company. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under this Share Option Scheme and any other share option schemes adopted by the Group shall not exceed 30 per cent of the share capital of the Company in issue from time to time. The subscription price will be determined by the directors, and will not be less than the highest of the nominal value of the shares, the closing price of the shares quoted on the Stock Exchange on the trading day of granting the options and the average of the closing prices of the shares quoted on the Stock Exchange for the five trading days immediately preceding the date of granting the options.

Movements in the number of share options outstanding during the year are as follows:

25 購股權

本公司於二零一二年八月六日採納購股權計劃（「購股權計劃」）。根據購股權計劃，本公司可向本集團若干承授人（包括董事及僱員）批授購股權以認購本公司股份。根據購股權計劃及本集團採納之任何其他購股權計劃授出及尚未行使其所有發行在外購股權獲行使時可能發行之最高股份數目，不得超過本公司不時已發行股本30%。認購價將由董事釐定，金額將不少於股份面值、批授購股權之交易日當日股份在聯交所所報收市價及緊接購股權批授日期前五個交易日股份在聯交所所報平均收市價（以最高者為準）。

年內尚未行使購股權數目之變動如下：

		2020 二零二零年		2019 二零一九年	
		Average exercise price in HK\$ per share 每股之平均 港元行使價	Number of options 購股權數目 '000 千份	Average exercise price in HK\$ per share 每股之平均 港元行使價	Number of options 購股權數目 '000 千份
Beginning of the year	於年初	2.431	23,500	2.456	21,270
Granted during the year	年內已授出	1.810	1,300	2.090	4,100
Exercised	已行使	Not applicable 不適用	–	1.958	(1,350)
Lapsed	已失效	2.784	(10,250)	2.142	(320)
Expired	已到期	2.158	(3,500)	1.780	(200)
End of the year	於年終		11,050		23,500

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25 SHARE OPTIONS (CONTINUED)

As at 31 March 2020 and 2019, all of the outstanding options are fully vested and exercisable.

During the year ended 31 March 2019, 1,350,000 share options were exercised resulting in 1,350,000 shares being issued at a weighted average price of HK\$1.958 each. The related weighted average share price at the time of exercise was HK\$2.050 per share. No share options were exercised during the current year.

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

25 購股權 (續)

於二零二零年及二零一九年三月三十一日，所有尚未行使之購股權已悉數歸屬及可予行使。

截至二零一九年三月三十一日止年度，1,350,000份購股權已獲行使，導致按加權平均價格每股1.958港元發行1,350,000股股份。行使時之相關加權平均股價為每股2.050港元。本年度概無購股權獲行使。

於年終未行使購股權之到期日及行使價如下：

Expiry date 到期日	Exercise price 行使價	Number of options 購股權數目		Vested percentages 歸屬百分比	
		2020 二零二零年 '000 千份	2019 二零一九年 '000 千份	2020 二零二零年	2019 二零一九年
Directors	董事				
18 January 2020	二零二零年一月十八日	–	2,200	100%	100%
29 June 2021	二零二一年六月二十九日	3,300	3,300	100%	100%
29 August 2023	二零二三年八月二十九日	800	800	100%	100%
Employees	僱員				
15 July 2019	二零一九年七月十五日	–	10,000	100%	100%
18 January 2020	二零二零年一月十八日	–	1,300	100%	100%
9 July 2020	二零二零年七月九日	1,700	1,700	100%	100%
6 January 2021	二零二一年一月六日	650	900	100%	100%
29 August 2023	二零二三年八月二十九日	3,300	3,300	100%	100%
9 July 2024	二零二四年七月九日	1,300	–	100%	–
		11,050	23,500		

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財務報表附註

25 SHARE OPTIONS (CONTINUED)

The weighted average fair value of the options granted during the year ended 31 March 2020 determined using the binomial option pricing model was approximately HK\$0.13 (2019: HK\$0.18) per share. The significant inputs into the model were share prices of HK\$1.810 (2019: HK\$2.090) as at the grant date, exercise price as shown above, volatility of 21.35% (2019: 22.63%), expected life of options of five years (2019: five years), expected dividend yield of 6.84% (2019: 6.92%) and annual risk-free interest rate of 1.42% (2019: 2.18%). The volatility measured at the standard deviation of expected share price return is based on the historical volatility of the Company's share price over a period of five years before the date when the options were granted.

26 RESERVES

25 購股權 (續)

截至二零二零年三月三十一日止年度授出的購股權加權平均公平值採用二項式購股權定價模式釐定，約為每股0.13港元（二零一九年：0.18港元）。該模式的重要輸入值分別為於授出日期的股價1.810港元（二零一九年：2.090港元）、上文所示行使價、波幅21.35%（二零一九年：22.63%）、購股權預期年期五年（二零一九年：五年）、預期股息收益率6.84%（二零一九年：6.92%）及無風險年利率1.42%（二零一九年：2.18%）。按照預期股價回報率之標準偏差計量之波幅乃根據本公司於授出購股權日期前五年期間的股價歷史波幅計算。

26 儲備

		Share premium	Capital reserve	Share-based compensation reserve	Property revaluation reserve	Available-for-sale financial asset reserve	Financial assets at fair value through other comprehensive income fair value reserve	Exchange reserve	Other reserve	Retained earnings	Total
		股份溢價	資本儲備 (Note) (附註)	股份付款 報酬儲備	物業重估儲備	可供出售 財務資產儲備	按公平值 記入其他 全面收入之 財務資產 公平值儲備	匯兌儲備	其他儲備	保留盈利	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 April 2018	於二零一八年四月一日	85,825	10,591	5,635	6,790	605	-	16,993	(3,499)	578,986	701,926
Reclassification on the adoption of HKFRS 9	採納香港財務報告準則第9號時重新分類	-	-	-	-	(605)	605	-	-	-	-
Restated total reserves as at 1 April 2018	於二零一八年四月一日經重列之儲備總額	85,825	10,591	5,635	6,790	-	605	16,993	(3,499)	578,986	701,926
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	-	-	-	-	-	-	(24,982)	-	-	(24,982)
Fair value losses on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入之股權投資之公平值虧損	-	-	-	-	-	(882)	-	-	-	(882)
Employee share option scheme:	僱員購股權計劃:										
Valuation of employee services	僱員服務之價值	-	-	743	-	-	-	-	-	-	743
Proceeds from shares issued upon exercise of options	於行使購股權時已發行股份之所得款項	2,508	-	-	-	-	-	-	-	-	2,508
Transfer of reserve upon exercise of options	於行使購股權時轉撥儲備	508	-	(508)	-	-	-	-	-	-	-
Options lapsed and expired	已失效及到期之購股權	-	-	(153)	-	-	-	-	-	153	-
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	55,557	55,557
Dividends paid	已付股息	-	-	-	-	-	-	-	-	(39,588)	(39,588)
As at 31 March 2019	於二零一九年三月三十一日	88,841	10,591	5,717	6,790	-	(277)	(7,989)	(3,499)	595,108	695,282

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26 RESERVES (CONTINUED)

26 儲備 (續)

		Share premium	Capital reserve	Share-based compensation reserve	Property revaluation reserve	Financial assets at fair value through other comprehensive income fair value reserve	Exchange reserve	Other reserve	Retained earnings	Total
		股份溢價	資本儲備	股份付款報酬儲備	物業重估儲備	按公平值記入其他全面收入之財務資產公平值儲備	匯兌儲備	其他儲備	保留盈利	總計
		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
As at 1 April 2019	於二零一九年四月一日	88,841	10,591	5,717	6,790	(277)	(7,989)	(3,499)	595,108	695,282
Impact of the adoption of HKFRS 16 (Note 2.2) (附註2.2)	採納香港財務報告準則第16號之影響	-	-	-	-	-	-	-	(45)	(45)
Restated total reserves as at 1 April 2019	於二零一九年四月一日經重列之儲備總額	88,841	10,591	5,717	6,790	(277)	(7,989)	(3,499)	595,063	695,237
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	-	-	-	-	-	(12,214)	-	-	(12,214)
Fair value losses on equity investments at fair value through other comprehensive income	按公平值記入其他全面收入之股權投資之公平值虧損	-	-	-	-	(1,237)	-	-	-	(1,237)
Transfer of accumulated losses on disposal of equity investments at fair value through other comprehensive income to retained earnings	於出售按公平值記入其他全面收入之股權投資時將累計虧損轉入保留盈利	-	-	-	-	1,353	-	-	(1,353)	-
Employee share option scheme:	僱員購股權計劃:									
Valuation of employee services	僱員服務之價值	-	-	167	-	-	-	-	-	167
Options lapsed and expired	已失效及到期之購股權	-	-	(3,433)	-	-	-	-	3,433	-
Profit for the year	年內溢利	-	-	-	-	-	-	-	27,705	27,705
Dividends paid	已付股息	-	-	-	-	-	-	-	(34,018)	(34,018)
As at 31 March 2020	於二零二零年三月三十一日	88,841	10,591	2,451	6,790	(161)	(20,203)	(3,499)	590,830	675,640

Note:

The capital reserve of the Group includes the difference between the nominal value of the ordinary shares issued by the Company and the aggregate amount of the share capital and share premium of subsidiaries acquired through an exchange of shares pursuant to the Group's reorganisation in September 2002.

附註:

本集團資本儲備包括於二零二零年九月根據本集團重組透過股份交換本公司所發行普通股面值與所收購附屬公司之股本及股份溢價總額間之差額。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 REVENUE

The Group is principally engaged in the research and development, manufacture and sales of electronic products, pet food and other pet-related products. Revenue from sales of goods recognised during the year are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Sales of goods	貨物銷售額	1,615,183	1,681,862

28 EXPENSES BY NATURE

Expenses included in cost of sales, distribution and selling expenses and general and administrative expenses are analysed as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost of inventories	存貨成本	1,209,990	1,256,953
Depreciation of property, plant and equipment (Note 7)	物業、廠房及設備折舊 (附註7)	31,358	34,379
Depreciation of right-of-use assets (Note 8)	使用權資產折舊 (附註8)	5,596	-
Amortisation of land use rights (Note 6)	土地使用權攤銷 (附註6)	-	1,128
Amortisation of intangible assets (Note 9)	無形資產攤銷 (附註9)	1,226	1,238
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	151	137
Operating lease rental of premises	物業之經營租約租金	-	6,397
Operating lease rental for short-term leases	短期租賃之經營租約租金	3,976	-
Employee benefit expense (including directors' emoluments) (Note 35)	員工福利開支 (包括董事酬金) (附註35)	212,266	217,490
Auditor's remuneration	核數師酬金		
- Audit services	- 核數服務	3,250	2,860
- Non-audit services	- 非核數服務	300	294
Commission expense	佣金開支	13,392	13,666
Donations	捐款	6,516	953
Other expenses	其他開支	94,950	85,951
Total cost of sales, distribution and selling expenses and general and administrative expenses	銷售成本、分銷及銷售費用以及 一般及行政管理費用總額	1,582,971	1,621,446

27 收益

本集團主要從事電子產品、寵物食品及其他寵物相關產品研究及開發、製造與銷售業務。年內確認貨物銷售額之收益如下：

28 按性質劃分之開支

計入銷售成本、分銷及銷售費用以及一般及行政管理費用之開支分析如下：

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29 OTHER INCOME

29 其他收入

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Government grants	政府補助	1,256	1,282
Scrap sales	廢料銷售	292	433
Others	其他	45	195
		1,593	1,910

30 OTHER GAINS – NET

30 其他收益，淨額

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net foreign currency exchange (loss)/gain	匯兌(虧損)/收益淨額	(311)	831
Gain on disposal of a land use right to a joint venture (Note 13)	向一間合營企業出售土地使用權之收益(附註13)	4,785	–
Gain on disposal of financial asset at fair value through profit or loss	出售按公平值記入損益之財務資產收益	–	426
Impairment loss of intangible assets	無形資產減值虧損	(1,455)	–
Net fair value (losses)/gains on financial assets at fair value through profit or loss	按公平值記入損益之財務資產公平值(虧損)/收益淨額	(1,176)	7,324
		1,843	8,581

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31 FINANCE COSTS – NET

31 融資成本－淨額

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest income from:	來自下列各項之利息收入：		
– bank deposits	– 銀行存款	410	1,062
– overdue interests received from customers	– 自客戶收取逾期利息	1,314	2,008
– others	– 其他	310	78
Finance income	融資收入	2,034	3,148
Interest expense on:	來自下列各項之利息開支：		
– bank borrowings	– 銀行借貸	(5,185)	(5,038)
– lease liabilities	– 租賃負債	(377)	–
Finance costs	融資成本	(5,562)	(5,038)
Finance costs – net	融資成本－淨額	(3,528)	(1,890)

32 INCOME TAX EXPENSE

32 所得稅開支

(a) Bermuda and British Virgin Islands income tax

The Company is exempted from taxation in Bermuda until 2035. The Company's subsidiaries in the British Virgin Islands are incorporated under the International Business Acts of the British Virgin Islands and, accordingly, are exempted from the British Virgin Islands income taxes.

(a) 百慕達及英屬處女群島所得稅

本公司直至二零三五年前免繳百慕達稅項。本公司於英屬處女群島之附屬公司乃根據英屬處女群島國際商業法註冊成立，因此免繳英屬處女群島所得稅。

(b) Hong Kong profits tax

Hong Kong profits tax has been provided for at 16.5% (2019: 16.5%) on the estimated assessable profit for the year ended 31 March 2020.

(b) 香港利得稅

截至二零二零年三月三十一日止年度，香港利得稅以稅率16.5%（二零一九年：16.5%）就估計應課稅溢利作出撥備。

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32 INCOME TAX EXPENSE (CONTINUED)

(c) PRC corporate income tax

The Group's subsidiaries in Mainland China are subject to corporate income tax at 25% (2019: 25%) effective from 1 January 2008.

(d) Macao taxation

SMCO is a subsidiary established in Macao and is exempted from Macao Complementary Tax.

(e) Vietnam taxation

The Group's subsidiary incorporated in Vietnam is entitled to tax holiday under which its profits would be fully exempted from Vietnam enterprise income tax ("EIT") for two years starting from its first year of profitable operations after offsetting prior year tax losses, followed by 50% reduction in EIT in next four years. During the current year, there are no assessable profits being generated by SVN (2019: Nil).

(f) The amount of income tax charged to the consolidated income statement represents:

32 所得稅開支(續)

(c) 中國企業所得稅

本集團於中國內地之附屬公司須按 25% (二零一九年: 25%) 繳納企業所得稅, 自二零零八年一月一日起生效。

(d) 澳門稅項

信佳澳門離岸商業服務為於澳門成立之附屬公司, 免繳澳門所得補充稅。

(e) 越南稅項

本集團於越南註冊成立之附屬公司有權享受免稅期, 在此期間, 其溢利將在抵銷上一年度稅項虧損後自首個盈利年度開始兩年內完全獲豁免繳納越南企業所得稅(「企業所得稅」), 並於其後四年獲減免一半企業所得稅。於本年度, SVN並無產生應課稅溢利(二零一九年: 無)。

(f) 自綜合收益表扣除之所得稅金額指:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current income tax:	當期所得稅:		
– Hong Kong profits tax	– 香港利得稅	2,219	5,395
– (Over)/under-provision in prior years	– 過往年度(超額)/ 低額撥備	(1,685)	260
Deferred income tax charge/(credit) (Note 22)	遞延所得稅開支/(抵免) (附註22)	1,052	(755)
Total income tax expense	所得稅開支總額	1,586	4,900

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32 INCOME TAX EXPENSE (CONTINUED)

(g) The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the taxation rate in Hong Kong as follows:

32 所得稅開支(續)

(g) 本集團除所得稅前溢利之所得稅與以香港稅率計算之理論金額有所不同，詳情如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	29,124	60,011
Calculated at a taxation rate of 16.5% (2019: 16.5%)	按16.5% (二零一九年：16.5%) 稅率計算	4,805	9,902
Effect of different income tax rates on income arising outside Hong Kong	香港境外所產生收入採用不同所得稅率之影響	(2,146)	(3,903)
Tax losses not recognised	未確認稅項虧損	8,651	10,236
Expenses not deductible for income tax purpose	不可扣所得稅之開支	4,071	3,414
Income not subject to income tax	毋須繳納所得稅之收入	(6,521)	(10,089)
Tax concession and incentives	稅項優惠及激勵	(3,713)	(4,913)
(Over)/under-provision in prior years	過往年度(超額)/低額撥備	(1,685)	260
Utilisation of previously unrecognised tax losses	動用過往未確認稅項虧損	(1,876)	(7)
Income tax expense	所得稅支出	1,586	4,900

There is no tax charge relating to components of other comprehensive income.

概無稅項支出與其他全面收入項目有關。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2020 二零二零年	2019 二零一九年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	27,705	55,557
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均股數 (千股)	283,490	282,917
Basic earnings per share (HK cents)	每股基本盈利(港仙)	9.77	19.64

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares which is the share options granted to directors and employees. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

33 每股盈利

(a) 基本

每股基本盈利乃按本公司擁有人應佔溢利除以年內已發行普通股之加權平均股數計算。

(b) 攤薄

每股攤薄盈利乃於假設所有潛在攤薄普通股已轉換的情況下調整發行在外普通股加權平均股數作出計算。本公司有一類潛在攤薄普通股，即向董事及僱員授出之購股權。就購股權而言，有關計算乃按附帶未行使購股權之認購權之貨幣價值作出，釐定可按公平值（釐定為本公司股份平均市價）購入之股份數目。以上述方法計算之股份數目與假設購股權獲行使而已經發行的股份數目比較。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33 EARNINGS PER SHARE (CONTINUED)

(b) Diluted (Continued)

		2020 二零二零年	2019 二零一九年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	27,705	55,557
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均股數 (千股)	283,490	282,917
Adjustments for share options ('000)	購股權調整 (千份)	-	118
Weighted average number of ordinary shares for diluted earnings per share ('000)	每股攤薄盈利之普通股加權平均股數 (千股)	283,490	283,035
Diluted earnings per share (HK cents)	每股攤薄盈利 (港仙)	9.77	19.63

33 每股盈利 (續)

(b) 攤薄 (續)

34 DIVIDENDS

Dividends paid during the period ended 30 September 2019 and the year ended 31 March 2019 were HK\$17,009,000 (HK6.0 cents per share) and HK\$17,009,000 (HK6.0 cents per share), respectively. A dividend in respect of the year ended 31 March 2020 of HK2.0 cents per share, totalling HK\$5,670,000, is to be proposed at the annual general meeting on 10 August 2020. These financial statements do not reflect this dividend payable.

34 股息

截至二零一九年九月三十日止期間及截至二零一九年三月三十一日止年度已付股息分別為17,009,000港元 (每股6.0港仙) 及17,009,000港元 (每股6.0港仙)。將於二零二零年八月十日的股東週年大會上建議宣派截至二零二零年三月三十一日止年度的股息每股2.0港仙，合共為5,670,000港元。該等財務報表並無反映該應付股息。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interim dividend, paid, of HK6.0 cents (2019: HK6.0 cents) per ordinary share	已派中期股息每股普通股6.0港仙 (二零一九年: 6.0港仙)	17,009	16,973
Final dividend, proposed, of HK2.0 cents (2019: HK6.0 cents) per ordinary share	擬派末期股息每股普通股2.0港仙 (二零一九年: 6.0港仙)	5,670	17,009
		22,679	33,982

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

35 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

35 員工福利開支（包括董事酬金）

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Wages and salaries	工資及薪金	186,548	189,427
Bonus	花紅	8,196	9,029
Staff welfare	員工福利	6,996	6,214
Share-based compensation expenses	股份付款報酬開支	167	743
Unutilised annual leave	未提取年假	163	326
Pension costs – defined contribution plans	退休金成本—定額供款計劃	10,196	11,751
		212,266	217,490

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included three (2019: three) directors whose emoluments are reflected in Note 36. The emoluments payable to the remaining two (2019: two) individuals during the year are as follows:

(a) 五名最高薪酬人士

於本年度，本集團五名最高薪酬人士包括三名（二零一九年：三名）董事，彼等之酬金已於附註36反映。年內應付其餘兩名（二零一九年：兩名）人士之酬金如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,955	3,626
Retirement benefits scheme contributions	退休福利計劃供款	90	82
		5,045	3,708

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

35 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

(a) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

		Number of individuals 人數	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Emolument bands	酬金範圍		
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 至2,000,000港元	–	2
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 至2,500,000港元	1	–
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 至3,000,000港元	1	–
		2	2

(b) Senior management's emoluments by band

The senior management's emoluments (excluding the five highest paid individuals) fell within the following bands:

		Number of individuals 人數	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Emolument bands	酬金範圍		
HK\$1,000,001 – HK\$2,000,000	1,000,001港元 至2,000,000港元	2	3

35 員工福利開支 (包括董事酬金) (續)

(a) 五名最高薪酬人士 (續)

酬金介乎以下範圍：

(b) 按範圍劃分的高級管理人員酬金

介乎以下範圍的高級管理人員 (不包括五名最高薪酬人士) 之酬金：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors and chief executive's emoluments

The emoluments of every director and the chief executive is set out below:

36 董事利益及權益

(a) 董事及主要行政人員酬金

各董事及主要行政人員之酬金載列如下：

		Fees	Salaries and allowance	Share-based compensation	Discretionary bonuses	Employer's contribution to retirement benefit scheme	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	股份付款報酬 HK\$'000 千港元	酌情花紅 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
For the year ended	截至二零二零年						
31 March 2020:	三月三十一日止年度:						
Executive directors:	執行董事:						
Dr. Ng Chi Ho (<i>Chairman, Chief Executive Officer</i>)	吳自豪博士 (主席、行政總裁)	-	5,213	-	750	521	6,484
Mr. Ma Fung On (<i>Deputy Chairman</i>)	馬逢安先生 (副主席)	-	2,279	-	250	114	2,643
Dr Ng Man Cheuk	吳民卓博士	-	1,614	-	350	81	2,045
Non-executive directors:	非執行董事:						
Mr. Lee Kam Hung	李錦雄先生	180	-	-	-	-	180
Mr. Luk Wing Ching	陸永青先生	180	-	-	-	-	180
Independent non-executive directors:	獨立非執行董事:						
Mr. Leung Yu Ming, Steven	梁宇銘先生	240	-	-	-	-	240
Mr. Chan Kit Wang	陳杰宏先生	216	-	-	-	-	216
Dr. Cheung Nim Kwan	張念坤博士	216	-	-	-	-	216
For the year ended	截至二零一九年						
31 March 2019:	三月三十一日止年度:						
Executive directors:	執行董事:						
Dr. Ng Chi Ho (<i>Chairman, Chief Executive Officer</i>)	吳自豪博士 (主席、行政總裁)	-	4,946	-	2,400	494	7,840
Mr. Ma Fung On (<i>Deputy Chairman</i>)	馬逢安先生 (副主席)	-	2,189	-	450	109	2,748
Dr Ng Man Cheuk	吳民卓博士	-	1,466	144	750	73	2,433
Non-executive directors:	非執行董事:						
Mr. Lee Kam Hung	李錦雄先生	180	-	-	-	-	180
Mr. Luk Wing Ching	陸永青先生	105	-	-	-	-	105
Independent non-executive directors:	獨立非執行董事:						
Mr. Leung Yu Ming, Steven	梁宇銘先生	240	-	-	-	-	240
Mr. Chan Kit Wang	陳杰宏先生	216	-	-	-	-	216
Dr. Cheung Nim Kwan	張念坤博士	216	-	-	-	-	216

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

(b) Directors' retirement benefits and termination benefits

None of the retirement benefits was paid or receivable by directors during the year (2019: Nil).

None of the termination benefits was paid by or receivable from the Company, the subsidiary undertaking nor the controlling shareholders to the directors during the year (2019: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2020, the Company does not pay consideration to any third parties for making available directors' services (2019: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 March 2020, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2019: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2019: Nil).

36 董事利益及權益 (續)

(b) 董事退休福利及離職福利

年內，概無董事已付或已收退休福利 (二零一九年：零)。

年內，概無本公司、附屬公司或控股股東向董事承諾已付或已收終止福利 (二零一九年：零)。

(c) 向第三方支付提供董事服務之代價

截至二零二零年三月三十一日止年度，本公司並無向任何第三方支付提供董事服務之代價 (二零一九年：零)。

(d) 有關以董事、由董事控制的受控制法人團體及與董事有關連之關連實體為受益人之貸款、準貸款及其他交易之資料

於二零二零年三月三十一日，概無以有關董事、由有關董事控制的受控制法人團體及與有關董事有關連之關連實體為受益人之貸款、準貸款及其他交易安排資料 (二零一九年：無)。

(e) 董事於交易、安排或合約之重大權益

於年終或年內任何時間，概無存續本公司作為訂約方且本公司董事於當中擁有重大權益 (不論直接或間接) 的與本公司業務有關之重大交易、安排或合約 (二零一九年：無)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

37 綜合現金流量表附註

(a) Reconciliation of profit for the year to cash generated from operations as follows:

(a) 年內溢利與經營業務所產生現金對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit for the year	年內溢利	27,538	55,111
Adjustments for:	調整：		
– Income tax expense	– 所得稅開支	1,586	4,900
– Finance income	– 融資收入	(2,034)	(3,148)
– Finance cost	– 融資成本	5,562	5,038
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊	31,358	34,379
– Depreciation of right-of-use assets	– 使用權資產折舊	5,596	–
– Amortisation of land use rights	– 土地使用權攤銷	–	1,128
– Amortisation of intangible assets	– 無形資產攤銷	1,226	1,238
– Loss on disposals of property, plant and equipment	– 出售物業、廠房及設備之虧損	151	137
– Gain on disposal of a land use right	– 出售土地使用權之收益	(4,785)	–
– Net fair value losses/(gains) on financial assets at fair value through profit or loss	– 按公平值記入損益之財務資產公平值虧損／(收益)淨額	1,176	(7,324)
– Share-based compensation expenses	– 股份付款報酬開支	167	743
– Impairment loss on interest in an associate	– 於一間聯營公司之權益減值虧損	–	1,972
– Net impairment losses on financial assets	– 財務資產之減值虧損淨額	1,114	5,383
– Impairment loss on intangible assets	– 無形資產減值虧損	1,455	
– Share of losses of associates	– 應佔聯營公司虧損	1,882	1,651
– Gain on disposal of a financial asset at fair value through profit or loss	– 出售按公平值記入損益之財務資產收益	–	(426)
		71,992	100,782
Changes in working capital:	營運資金變動：		
– Inventories	– 存貨	28,914	(19,880)
– Trade and other receivables	– 應收貿易賬款及其他應收款項	11,190	(22,837)
– Trade and other payables and contract liabilities	– 應付貿易賬款及其他應付款項及合約負債	(34,171)	(17,783)
Cash generated from operations	經營業務產生之現金	77,925	40,282

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Proceeds from disposals of property, plant and equipment and a land use right comprise:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net book value of property, plant and equipment (Note 7)	物業、廠房及設備賬面淨值 (附註7)	200	137
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	(151)	(137)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	49	–

(c) Net cash reconciliation

This section sets out an analysis of net cash and the movements in net cash for each of the years presented.

37 綜合現金流量表附註(續)

(b) 出售物業、廠房及設備及土地使用權之所得款項包括：

(c) 淨現金對賬

本節載列於各所示年度的淨現金分析及淨現金變動。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	128,459	127,826
Bank borrowings	銀行借貸		
– repayable within one year	– 須於一年內償還	(67,750)	(69,537)
Lease liabilities	租賃負債	(10,917)	–
Net cash	淨現金	49,792	58,289
Cash and cash equivalents	現金及現金等價物	128,459	127,826
Gross debt – variable interest rates	總債務–浮動利率	(67,750)	(69,537)
Gross debt – fixed interest rates	總債務–固定利率	(10,917)	–
Net cash	淨現金	49,792	58,289

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(c) Net cash reconciliation (Continued)

37 綜合現金流量表附註(續)

(c) 淨現金對賬(續)

		Other assets 其他資產	Liabilities from financing activities 融資活動的負債				
		Cash and cash equivalents 現金及現金等價物	Dividends 股息	Bank borrowings due within one year 於一年內到期的銀行借貸	Bank borrowings due after one year 於一年後到期的銀行借貸	Lease liabilities 租賃負債	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Net cash as at 1 April 2019	於二零一九年四月一日的淨現金	127,826	-	(69,537)	-	-	58,289
Adjustments for changes in accounting policies (Note 2.2)	會計政策變動之調整 (附註2.2)	-	-	-	-	(4,075)	(4,075)
Restated net cash as at 1 April 2019	於二零一九年四月一日之經重列淨現金	127,826	-	(69,537)	-	(4,075)	54,214
Non cash – dividend declared	非現金—已宣派股息	-	34,018	-	-	-	34,018
Cash flows	現金流量	3,370	(34,018)	1,787	-	3,784	(25,077)
Acquisition – leases	收購—租賃	-	-	-	-	(10,626)	(10,626)
Foreign exchange adjustments	外匯調整	(2,737)	-	-	-	-	(2,737)
Net cash as at 31 March 2020	於二零二零年三月三十一日的淨現金	128,459	-	(67,750)	-	(10,917)	49,792
Net cash as at 1 April 2018	於二零一八年四月一日的淨現金	165,105	-	(65,155)	(3,759)	-	96,191
Non cash – dividend declared	非現金—已宣派股息	-	39,588	-	-	-	39,588
Cash flows	現金流量	(33,833)	(39,588)	(4,382)	3,759	-	(74,044)
Foreign exchange adjustments	外匯調整	(3,446)	-	-	-	-	(3,446)
Net cash as at 31 March 2019	於二零一九年三月三十一日的淨現金	127,826	-	(69,537)	-	-	58,289

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(d) Major non-cash transactions

During the years ended 31 March 2020 and 2019, the Group underwent the following major non-cash transactions:

- (i) During the year ended 31 March 2020, financial assets at fair value through profit or loss of HK\$1,287,000 and HK\$24,601,000, representing the Group's investments in future equity of interests of Dott and promissory notes of Mobilogix, respectively, were transferred to investments in associates (Note 12(a)).
- (ii) Proceeds on disposal of the industrial use right of the Land to Huizhou Jiayifu of HK\$8,800,000 have not yet been received as at 31 March 2020 and such balance was included in "interest in a joint venture" as at 31 March 2020 (Note 13).
- (iii) During the year ended 31 March 2020, amount due from an associate of HK\$360,000 (2019: HK\$2,318,000) was transferred to loans receivable from the Guarantor.

37 綜合現金流量表附註(續)

(d) 主要非現金交易

截至二零二零年及二零一九年三月三十一日，本集團已進行以下主要非現金交易：

- (i) 截至二零二零年三月三十一日止年度，按公平值記入損益之財務資產1,287,000港元及24,601,000港元，指本集團對Dott遠期股本權益之投資及Mobilogix承兌票據，已分別轉入於聯營公司之投資(附註12(a))。
- (ii) 於二零二零年三月三十一日尚未收到向惠州佳宜富出售土地之工業使用權之所得款項8,800,000港元，而有關結餘已計入於二零二零年三月三十一日之「於一間合營企業之權益」(附註13)。
- (iii) 截至二零二零年三月三十一日止年度，應收一間聯營公司之款項360,000港元(二零一九年：2,318,000港元)已轉入應收擔保人之貸款應收款項。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

38 COMMITMENTS

(a) Capital commitments

As at 31 March 2020 and 2019, the Group had the following capital commitments:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted but not provided for:	已訂約但未撥備：		
– Property, plant and equipment	– 物業、廠房及設備	1,159	4,053
– Investment in Huizhou Jiayifu	– 於惠州佳宜富之投資	4,510	–
		5,669	4,053
Authorised but not contracted for:	已授權但未訂約：		
– Right-of-use assets	– 使用權資產	19,330	–

(b) Operating lease commitment as lessee

From 1 April 2019, the Group has recognised right-of-use assets for non-cancellable operating lease where the Group is a lessee, except for short-term leases. The future aggregate minimum lease payments under non-cancellable operating leases not recognised in the consolidated financial statements are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Land and buildings	土地及樓宇		
– No later than 1 year	– 不遲於1年	205	4,455
– Later than 1 year and no later than 5 years	– 遲於1年但不遲於5年	–	4,315
– Later than 5 years	– 遲於5年	–	1,167
Total	總計	205	9,937

38 承擔

(a) 資本承擔

於二零二零年及二零一九年三月三十一日，本集團有下列資本承擔：

(b) 作為承租人的經營租賃承擔

由二零一九年四月一日起，本集團已就本集團為承租人之不可撤銷經營租約確認使用權資產，惟短期租賃除外。並無於綜合財務報表確認之根據不可撤銷經營租約未來應付之最低租金總額如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

39 EMPLOYEE RETIREMENT BENEFITS

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme is a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% to 10% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The Group has no further payment obligations once the contributions have been paid.

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes approximately 7% to 12% of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

As stipulated by rules and regulations in Macao, the Group has arranged its Macao employees to join the government provident fund scheme (the "Macao Scheme"). The Group and its employees makes monthly contributions of MOP30 and MOP15, respectively, per month to each employee to the Macao Scheme, and had no further obligations for the actual payment of pensions or post-retirement benefits beyond the monthly contributions.

For employees in Vietnam, the Group contributes to state-sponsored employees' social insurance scheme at 17.5% of the basic salaries of the subsidiary's employees, subject to a cap. The state-sponsored social insurance scheme is responsible for the pension obligations payable to retired employees if the social insurance have been fully contributed for 20 years or more.

For the year ended 31 March 2020, the aggregate amount of the Group's contributions to the aforementioned pension schemes were approximately HK\$10,196,000 (2019: HK\$11,751,000).

39 僱員退休福利

本集團已為其香港僱員安排參與強制性公積金計劃（「強積金計劃」）。強積金計劃乃定額供款計劃，由獨立信託人管理。根據強積金計劃，本集團與其僱員分別依照強制性公積金法例每月向該計劃供款，金額為僱員收入之5%至10%。一經支付供款，本集團即概無進一步付款責任。

本集團按照中國內地規則及法例之規定，為其在中國內地之僱員向國家資助退休計劃供款。本集團按其僱員基本工資約7%至12%供款，除年度供款外，並無實際支付退休金或退休後福利之其他責任。國家資助退休計劃負責向退休僱員支付應付之全部退休金。

按照澳門之規則及規例，本集團已安排其澳門僱員參加政府公積金計劃（「澳門計劃」）。本集團及其僱員每月就每名僱員分別向澳門計劃供款30澳門幣及15澳門幣，除每月供款外，並無實際支付退休金或退休後福利之其他責任。

就越南的僱員而言，本集團按越南附屬公司僱員基本薪金之17.5%向由國家資助的僱員社會保險計劃供款，惟受上限所規限。倘社會保險已獲全額供款20年或以上，該社會保險計劃負責付予退休僱員之養老金。

截至二零二零年三月三十一日止年度，本集團向上述退休金計劃作出之供款總額約為10,196,000港元（二零一九年：11,751,000港元）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

40 RELATED PARTY TRANSACTIONS

As at 31 March 2020, 38.99% (2019: 38.99%) of the total issued shares of the Company is owned by Superior View Inc., a company incorporated in the British Virgin Islands, and 15.42% (2019: 15.42%) of the total issued shares of the Company is owned by Billion Linkage Limited, a company incorporated in the British Virgin Islands. The ultimate controlling parties of the Group are Dr. Ng Chi Ho, a director of the Company, and Ms. Lee Wai Fun, wife of Dr. Ng Chi Ho, respectively.

(a) Transactions with an associate

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Sales of goods to Mobilogix*	向Mobilogix銷售貨品*	19,862	Not applicable 不適用

* Amount represented the Group's sale of goods to Mobilogix after it became an associate of the Group.

Goods are sold at prices mutually agreed by the Group and its related parties in the ordinary course of business.

40 有關連人士交易

於二零二零年三月三十一日，本公司已發行股份總額之38.99%（二零一九年：38.99%）乃由在英屬處女群島註冊成立之公司Superior View Inc.擁有，而本公司已發行股份總額之15.42%（二零一九年：15.42%）乃由在英屬處女群島註冊成立之公司Billion Linkage Limited擁有。本集團最終控股人士分別為本公司董事吳自豪博士及李惠芬女士（吳自豪博士之妻子）。

(a) 與聯營公司之交易

* 所呈列之金額指本集團於Mobilogix成為本集團聯營公司後向Mobilogix銷售貨品。

於日常業務過程中，貨品以本集團及其有關連人士相互協定之價格出售。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

40 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Key management compensation

The aggregate remuneration of key personnel management, including amounts paid to the Company's directors and certain of the highest paid employees, as disclosed in Notes 35 and 36, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	17,963	19,662
Post-employment benefits	離職後福利	916	933
		18,879	20,595

(c) Year-end balances with related parties

Amounts due from associates	應收聯營公司款項	9,085	5,085
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The terms of balances with related parties are disclosed in Notes 12.

40 有關連人士交易 (續)

(b) 主要管理層報酬

主要管理層人員之薪酬總額包括已付本公司董事及若干最高薪僱員之款項 (於附註35及36披露), 載列如下:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	17,963	19,662
Post-employment benefits	離職後福利	916	933
		18,879	20,595

(c) 與有關連人士之年終結餘

Amounts due from associates	應收聯營公司款項	9,085	5,085
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與有關連人士的結餘年期於附註12披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

41 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

41 本公司之資產負債表及儲備變動

本公司之資產負債表

		31 March 2020 二零二零年 三月三十一日 HK\$'000 千港元	31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
	Note 附註		
Non-current assets	非流動資產		
Interests in subsidiaries	於附屬公司之權益	68,166	68,166
Deferred tax assets	遞延稅項資產	404	943
		68,570	69,109
Current assets	流動資產		
Trade and other receivables	應收貿易賬款及其他應收款項	1,210	837
Amounts due from subsidiaries	應收附屬公司款項	167,323	198,448
Cash and cash equivalents	現金及現金等價物	1,334	2,944
		169,867	202,229
Total assets	資產總值	238,437	271,338
Current liabilities	流動負債		
Trade and other payables	應付貿易賬款及其他應付款項	5,346	4,182
Total liabilities	負債總額	5,346	4,182
Equity	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	28,349	28,349
Other reserves	其他儲備	(a) 156,164	159,430
Retained earnings	保留盈利	(a) 48,578	79,377
Total equity	權益總額	233,091	267,156
Total equity and liabilities	權益及負債總額	238,437	271,338

The balance sheet of the Company was approved by the Board of Directors on 26 June 2020 and was signed on its behalf.

本公司資產負債表已於二零二零年六月二十六日獲董事會批准，並由下列董事代表簽署。

Ng Chi Ho
吳自豪
Director
董事

Ma Fung On
馬逢安
Director
董事

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

41 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

Note (a) reserve movement of the Company

		Share premium	Contributed surplus	Share-based compensation reserve	Retained earnings	Total
		股份溢價	繳入盈餘	股份付款 報酬儲備	保留盈利	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
As at 1 April 2018	於二零一八年四月一日	85,825	64,872	5,635	119,638	275,970
Employee share option scheme:	僱員購股權計劃:					
Valuation of employee services	僱員服務之價值	-	-	743	-	743
Proceeds from shares issued upon exercise of options	於行使購股權時已發行股份之所得款項	2,508	-	-	-	2,508
Transfer of reserve upon exercise of options	於行使購股權時轉撥儲備	508	-	(508)	-	-
Options lapsed	已失效購股權	-	-	(153)	153	-
Loss for the year	年內虧損	-	-	-	(826)	(826)
Dividends paid	已付股息	-	-	-	(39,588)	(39,588)
As at 31 March 2019	於二零一九年三月三十一日	88,841	64,872	5,717	79,377	238,807
As at 1 April 2019	於二零一九年四月一日	88,841	64,872	5,717	79,377	238,807
Employee share option scheme:	僱員購股權計劃:					
Valuation of employee services	僱員服務之價值	-	-	167	-	167
Options lapsed and expired	已失效及到期購股權	-	-	(3,433)	3,433	-
Loss for the year	年內虧損	-	-	-	(214)	(214)
Dividends paid	已付股息	-	-	-	(34,018)	(34,018)
As at 31 March 2020	於二零二零年三月三十一日	88,841	64,872	2,451	48,578	204,742

Note:

Contributed surplus represents the difference between the nominal amount of shares issued and the book value of the underlying net assets of subsidiaries acquired in return.

Under the Companies Act 1981 of Bermuda, the contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

41 本公司之資產負債表及儲備變動 (續)

附註(a)本公司儲備變動

		Share premium	Contributed surplus	Share-based compensation reserve	Retained earnings	Total
		股份溢價	繳入盈餘	股份付款 報酬儲備	保留盈利	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
As at 1 April 2018	於二零一八年四月一日	85,825	64,872	5,635	119,638	275,970
Employee share option scheme:	僱員購股權計劃:					
Valuation of employee services	僱員服務之價值	-	-	743	-	743
Proceeds from shares issued upon exercise of options	於行使購股權時已發行股份之所得款項	2,508	-	-	-	2,508
Transfer of reserve upon exercise of options	於行使購股權時轉撥儲備	508	-	(508)	-	-
Options lapsed	已失效購股權	-	-	(153)	153	-
Loss for the year	年內虧損	-	-	-	(826)	(826)
Dividends paid	已付股息	-	-	-	(39,588)	(39,588)
As at 31 March 2019	於二零一九年三月三十一日	88,841	64,872	5,717	79,377	238,807
As at 1 April 2019	於二零一九年四月一日	88,841	64,872	5,717	79,377	238,807
Employee share option scheme:	僱員購股權計劃:					
Valuation of employee services	僱員服務之價值	-	-	167	-	167
Options lapsed and expired	已失效及到期購股權	-	-	(3,433)	3,433	-
Loss for the year	年內虧損	-	-	-	(214)	(214)
Dividends paid	已付股息	-	-	-	(34,018)	(34,018)
As at 31 March 2020	於二零二零年三月三十一日	88,841	64,872	2,451	48,578	204,742

附註:

繳入盈餘指作為交換所發行股份之面值與所收購附屬公司相關淨資產賬面值之差額。

根據百慕達一九八一年公司法，繳入盈餘可分派予股東，惟須受以下條件所限，即倘自繳入盈餘宣派或派付股息或作出分派，而(i)本公司目前或於作出分派後無法償還其到期負債；或(ii)其資產之可變現值低於其負債、其已發行股本及股份溢價之總和，則不得作出有關分派。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

42 EVENT OCCURRING AFTER THE REPORTING PERIOD

In April 2020, the Group set up Suga International (Vietnam) Company Limited (“SIV”), a wholly owned subsidiary, in Vietnam.

On 28 April 2020, SIV entered into an agreement with Eco Industrial Park Company Limited (“Eco Industrial Park”), a company incorporated in Vietnam, pursuant to which SIV agreed to sublease a piece of land from Eco Industrial Park for a term of 39 years at a consideration of approximately VND79,696,000,000 (equivalent to approximately HK\$26,300,000) for setting up a new manufacturing plant in Vietnam. Accordingly, a right-of-use asset and lease liability are expected to be recognised by the Group in its consolidated financial statements for the year ending 31 March 2021.

42 報告期後發生之事項

於二零二零年四月，本集團於越南成立一間全資附屬公司Suga International (Vietnam) Company Limited (「SIV」)。

於二零二零年四月二十八日，SIV與Eco Industrial Park Company Limited (「Eco Industrial Park」，一間於越南註冊成立之公司)訂立協議，據此，SIV同意轉租Eco Industrial Park的一幅土地，為期39年，總代價約為79,696,000,000越南盾(相當於約26,300,000港元)，以於越南設立新廠房。因此，本集團預期將於截至二零二一年三月三十一日止年度之綜合財務報表內確認使用權資產及租賃負債。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

A summary of the consolidated results and of the consolidated assets and liabilities of the Group for the last five financial years is set out below:

本集團過往五個財政年度之綜合業績以及綜合資產及負債概要載列如下：

		For the year ended 31 March 截至三月三十一日止年度				
		2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Consolidated results	綜合業績					
Revenue	收益	1,368,100	1,414,103	1,510,504	1,681,862	1,615,183
Operating profit	經營溢利	88,654	61,672	82,934	65,524	34,534
Profit before income tax	除所得稅前溢利	87,907	63,615	79,584	60,011	29,124
Income tax expense	所得稅開支	(8,596)	(3,572)	(6,047)	(4,900)	(1,586)
Profit attributable to the owners of the Company	本公司擁有人應佔溢利	80,038	61,745	74,111	55,557	27,705
		As at 31 March 於三月三十一日				
		2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Consolidated assets and liabilities	綜合資產及負債					
Land use rights	土地使用權	53,291	50,484	51,994	48,849	-
Property, plant and equipment	物業、廠房及設備	263,236	276,081	297,178	261,580	225,266
Right-of-use assets	使用權資產	-	-	-	-	76,458
Investment property	投資物業	10,000	10,200	-	-	-
Intangible assets	無形資產	7,251	986	3,319	2,681	-
Goodwill	商譽	3,949	3,949	3,949	3,949	3,949
Interests in associates	於聯營公司之權益	3,876	3,804	3,623	-	25,311
Interest in a joint venture	於一間合營企業之權益	-	-	-	-	6,919
Deferred income tax assets	遞延所得稅資產	323	1,086	1,782	2,330	1,314
Available-for-sale financial asset	可供出售財務資產	16,678	16,439	6,242	-	-
Bonds investments – long term	債券投資 – 長期	7,711	7,711	-	-	-
Financial assets at fair value through other comprehensive income	按公平值記入其他全面收入之財務資產	-	-	-	6,910	5,266
Financial assets at fair value through profit or loss – long term	按公平值記入損益之財務資產 – 長期	-	4,838	3,757	25,576	-
Loans receivable	貸款應收款項	-	-	-	1,063	266
Amount due from an associate	應收一間聯營公司款項	-	-	-	-	8,500
Non-current prepayments, deposit and other receivables	非流動預付款項、按金及其他應收款項	4,118	-	3,074	13,374	13,897
Current assets	流動資產	610,815	662,137	690,294	676,356	630,816
Current liabilities	流動負債	(301,542)	(360,112)	(329,344)	(317,661)	(287,583)
Net current assets	流動資產淨值	309,273	302,025	360,950	358,695	343,233
Total assets less current liabilities	資產總值減流動負債	679,706	677,603	735,868	725,007	710,379
Long term borrowings	長期借貸	(10,932)	(6,678)	(3,759)	-	-
Lease liabilities	租賃負債	-	-	-	-	(5,112)
Deferred income tax liabilities	遞延所得稅負債	(1,443)	(453)	(504)	(357)	(426)
Total equity	權益總額	667,331	670,472	731,605	724,650	704,841



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