



Allan International Holdings Limited

(亞倫國際集團有限公司)

(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 : 684)

ANNUAL REPORT 2019/2020 年報

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Board of Directors

Executive Directors

Ms. Cheung Lai Chun, Maggie (*Chairman*)
Mr. Cheung Shu Wan (*Managing Director*)
Ms. Cheung Lai See, Sophie
Dr. Cheung Shu Sang, William

Non-Executive Director

Mr. Cheung Lun (*Honorary Chairman*)
(*passed away on 16 February 2020*)

Independent Non-Executive Directors

Ms. Choy Wai Sheun, Susan
Mr. Lai Ah Ming, Leon
Professor Lo Chung Mau

Company Secretary

Ms. Wong Lai Yung

Qualified Accountant

Ms. Wong Lai Yung

Audit Committee

Ms. Choy Wai Sheun, Susan*
Mr. Lai Ah Ming, Leon
Professor Lo Chung Mau

Remuneration Committee

Mr. Lai Ah Ming, Leon*
Ms. Cheung Lai See, Sophie
Ms. Choy Wai Sheun, Susan

Auditor

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

董事會

執行董事

張麗珍女士(主席)
張樹穩先生(董事總經理)
張麗斯女士
張樹生博士

非執行董事

張倫先生(榮譽主席)
(於2020年2月16日逝世)

獨立非執行董事

蔡慧璇女士
黎雅明先生
盧寵茂教授

公司秘書

黃麗蓉女士

合資格會計師

黃麗蓉女士

審核委員會

蔡慧璇女士*
黎雅明先生
盧寵茂教授

薪酬委員會

黎雅明先生*
張麗斯女士
蔡慧璇女士

核數師

德勤•關黃陳方會計師行
註冊公眾利益實體核數師

* *Chairman of the relevant Board Committees*

* *有關委員會的主席*

Corporate Information

Legal Advisers on Bermuda Law

Conyers, Dill and Pearman
2901 One Exchange Square
8 Connaught Place
Central
Hong Kong

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited

Share Registrars and Transfer Office

Estera Management (Bermuda) Limited
Victoria Place, 5th Floor,
31 Victoria Street
Hamilton HM 10
Bermuda

Hong Kong Branch Registrars and Transfer Office

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

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business

Flat B, 23/F., Chaiwan Industrial Centre
20 Lee Chung Street, Chai Wan
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Website: www.allan.com.hk

Stock Code

684

公司資料

百慕達法律之法律顧問

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香港
中環
康樂廣場8號
交易廣場第一座2901室

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司

股份過戶登記處

Estera Management (Bermuda) Limited
Victoria Place, 5th Floor,
31 Victoria Street
Hamilton HM 10
Bermuda

股份過戶登記處香港分處

卓佳標準有限公司
香港
灣仔
皇后大道東183號
合和中心54樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
柴灣利眾街20號
柴灣中心工業大廈23樓B室
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股份代號

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Financial Highlights

財務摘要

		For the year ended 31 March 截至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	Change 變更 %
Revenue	營業額	982,835	1,209,200	-18.7%
Gross Profit	毛利	143,802	95,082	51.2%
Gross Profit%	毛利率	14.6%	7.9%	
Net (Loss) Profit	(淨虧損)純利	(18,164)	28,119	-164.6%
Net (Loss) Profit%	(淨虧損率)純利率	-1.8%	2.3%	
		HK cents 港仙	HK cents 港仙	%
(Loss) Earnings per share	每股(虧損)盈利	(5.4)	8.4	-164.3%
Dividend Per Share — Interim	每股股息 — 中期	2	1	
Dividend Per Share — Final	每股股息 — 末期	7	3	
Dividend Per Share — Total	每股股息 — 總額	9	4	125.0%

		As at 31 March 於三月三十一日			
		2020 二零二零年 Days 天	2019 二零一九年 Days 天	Change 變更	
Inventory Turnover Days	存貨周轉天數	*1	29	29	0
Trade Receivables Turnover Days	應收貿易賬款周轉天數	*2	50	76	-26
Trade Payables Turnover Days	應付貿易賬款周轉天數	*3	40	46	-6
Gearing Ratio	資產負債比率	*4	2.7%	3.2%	-0.5
Return on Equity	股東權益回報率	*5	-1.6%	2.5%	-4.1

- *1. Inventory turnover days is equal to the average of the opening and closing inventory divided by the cost of sales and multiplied by the number of days for the year
- *2. Trade receivables turnover days is equal to trade receivables divided by the revenue and multiplied by the number of days for the year
- *3. Trade Payable turnover days is equal to trade payables divided by the cost of sales and multiplied by the number of days for the year
- *4. Gearing ratio is equal to the total borrowings divided by the equity
- *5. Return on Equity is equal to the net (loss) profit after tax for the year divided by the average of opening and closing equity

- *1. 存貨周轉天數相等於期初及期末存貨平均數除以銷售成本再乘以全年天數
- *2. 應收貿易賬款周轉天數相等於貿易應收賬款除以營業額再乘以全年天數
- *3. 應付貿易賬款周轉天數相等於應付貿易賬款除以銷售成本再乘以全年天數
- *4. 資產負債比率乃根據借貸總額除以股東權益
- *5. 股東權益回報率相等於本年度(淨虧損)純利除以期初及期末股東權益平均數

Letter to Shareholders

致股東函件

Management Discussion and Analysis

管理層討論與分析

Business Review

業務回顧

The Group is engaged in design, manufacturing and trading of a wide range of household electrical appliances.

本集團從事設計、製造及銷售多種家庭電器。

For the year ended 31 March 2020, global business environment continued to be difficult and competitive. Political and economic uncertainties due to continuing Sino-US trade war and the recent COVID-19 pandemic has resulted in weakened customer demands and deteriorated business environment.

截至二零二零年三月三十一日止年度，環球營商環境仍然艱難及競爭激烈。由於持續的中美貿易戰和最近的COVID-19大流行造成的政治和經濟不確定性，導致客戶需求減弱和商業環境惡化。

Our manufacturing facilities are all located in mainland China. After the Chinese New Year holidays in late January 2020, all factories were ordered shutdown by the China government to combat the COVID-19 outbreak. Strict safety measures and travel tracking for all employees and visitors were implemented as our factories resumed operations in phases starting late February 2020. A lot of our suppliers in mainland China were also affected by the shutdown orders. Furthermore the shutdown and traffic restriction of some cities in mainland China has caused disruption to our material supply. On the demand side, following the resumption of our manufacturing facilities came the impact of the shutdown of European and US markets due to the COVID-19 pandemic. This has resulted in order cancellations and delays in shipment of products in the first quarter of year 2020.

我們的製造工廠全部位於中國大陸。於二零二零年一月下旬的農曆新年假期後，中國政府下令關閉所有工廠，以應對COVID-19疫情。自二零二零年二月下旬開始分階段恢復運營以來，我們對所有員工和訪客實施了嚴格的安全措施和旅程追蹤。我們在中國大陸的許多供應商也受到停工的影響。此外，中國大陸一些城市的關閉和交通限制導致我們的材料供應中斷。在需求方面，由於COVID-19大流行，繼恢復生產設施之後，歐洲和美國市場關閉也帶來了影響。這導致訂單取消，並在二零二零年第一季度延遲了產品發貨。

During the year under review, sales turnover decreased by 19% to HK\$982.8 million. Sales turnover decreased across all markets. Sales turnover to Europe decreased by 17% to HK\$461.6 million representing 47% of the Group's sales turnover. Sales turnover to Asia decreased by 39% to HK\$169.8 million representing 17% of the Group's sales turnover. Sales turnover to America decreased by 6% to HK\$309.9 million representing 32% of the Group's sales turnover. Sales turnover to other markets decreased by 9% to HK\$41.5 million representing 4% of the Group's sales turnover.

於回顧年度，銷售營業額下跌19%至9億8,280萬港元。所有市場的銷售營業額均下降。歐洲銷售營業額下跌17%至4億6,160萬港元，佔本集團銷售營業額47%。亞洲銷售營業額下跌39%至1億6,980萬港元，佔本集團銷售營業額17%。美洲銷售營業額下跌6%至3億990萬港元，佔本集團銷售營業額32%。其他市場銷售營業額下跌9%至4,150萬港元，佔本集團銷售營業額4%。

Letter to Shareholders

致股東函件

Gross profit for the year ended 31 March 2020 increased by 51% to HK\$143.8 million. Gross profit margin increased from 8% to 15%. The improvement in gross profit margin was mainly due to change in customer mix and product mix, relatively stable raw material costs, tight cost control measures and depreciation in RMB currency.

The Group continued to apply stringent control on all costs and expenses. Selling and distribution expenses decreased by 23% to HK\$18.4 million. As a percentage to sales turnover, selling and distribution expenses decreased from 2.0% to 1.9% compared to last year. Administration expenses increased by 1% to HK\$104.0 million. As a percentage to sales turnover, administration expenses increased from 8.5% to 10.6% compared to last year.

During the year ended 31 March 2019, the Group decided to optimise and consolidate the existing manufacturing facilities. At the time, our factories were located in two separate locations in Huizhou, at Lilin and Hui Nan Hi-Tech Industrial Park. It was decided that the operation of 2 factories located in Hui Nan Hi-Tech Industrial Park would be relocated to Lilin. The reason for the move was to better utilize resources and cut down cost. The relocation procedures commenced in early April 2019. As such a one-time provision of HK\$18.6 million was made as at 31 March 2019. The relocation process is now completed.

The site at Hui Nam Hi-Tech Industrial Park including the three factory blocks with carrying value of RMB101,313,000 (equivalent to HK\$118,537,000) was reclassified as investment properties. This was revaluated at 1 April 2019 at RMB199,100,000 (equivalent to HK\$232,947,000), resulting in a revaluation gain of HK\$114,410,000 and a deferred tax of HKD28,603,000 in other comprehensive income and accumulated in property revaluation reserve. At 31 March 2020, this investment properties was revaluated at RMB200,500,000 (equivalent to HK\$218,545,000) resulting in an increase in fair value of HK\$116,000 and a translation loss of HK\$15,943,000. Currently, one factory block has been leased out since April 2019 to an independent third party.

截至二零二零年三月三十一日止年度之毛利上升51%至1億4,380萬港元。毛利率由8%上升至15%。毛利率的改善主要是由於客戶結構和產品結構的變化，原材料成本相對穩定，嚴格的成本控制措施以及人民幣貶值。

本集團繼續對所有成本及開支實施嚴格的控制。銷售及分銷開支減少23%至1,840萬港元，佔銷售營業額之百分比由去年2.0%減少至1.9%。行政開支增加1%至1億400萬港元，佔銷售營業額之百分比由去年之8.5%增加至10.6%。

截至二零一九年三月三十一日止年度，本集團決定優化及整合現有製造設施。當時，我們的工廠位於惠州的兩個不同地點，瀝林和惠南高新技術產業園區。我們決定將位於惠南高新技術產業園區的兩家工廠搬遷至瀝林。此舉的原因是為了更好地利用資源並降低成本。搬遷程序於二零一九年四月初開始。因此，截至二零一九年三月三十一日，作出一次性撥備1,860萬港元。遷移過程現已完成。

惠南高新技術產業園區的土地及三棟廠房賬面值為1億131萬3千元人民幣（約1億1,853萬7千港元），被重新分類為投資物業。該價值於二零一九年四月一日被重估為1億9,910萬元人民幣（約2億3,294萬7千港元），產生1億1,441萬港元之重估收益及遞延稅項2,860萬3千港元於其他全面收益，並累計在物業重估儲備。於二零二零年三月三十一日，此投資物業重估為2億50萬元人民幣（約2億1,854萬5千港元），導致公平值增加11萬6千港元及匯兌虧損1,594萬3千港元。目前，已經將一棟廠房於二零一九年四月出租予一個獨立第三方。

Letter to Shareholders

The sale and leaseback arrangement of the Group's previous main office at 12/F, Zung Fu Industrial Building, 1067 King's Road, Hong Kong resulted in an amortization of deferred income HK\$17.6 million for the year ended 31 March 2019. The lease was early terminated at end of September 2018, and no such deferred income was recorded for the year ended 31 March 2020.

The investment property located in Wanchai, Hong Kong was revaluated at HK\$275.0 million at 31 March 2020 (2019: HK\$327.4 million) resulting in a decrease in fair value of HK\$52.4 million in the income statement.

Net loss for the year was HK\$18.2 million (2019: profit HK\$28.1 million). Net profit/(loss) margin decreased from 2.3% to -1.8% compared to last year. If the change in fair value of investment properties and the amortization of deferred income for both years were segregated, the net profit for operations for the year ended 31 March 2020 would be HK\$34.1 million as compared to a net loss of HK\$35.9 million in the previous year. The turn around in the net profit for operations was mainly due to the improvement in gross margin and tight cost control measures and depreciation in RMB currency.

Prospects

The COVID-19 pandemic is unprecedented and the entire impact has yet to be determined. The entire world has been affected with different countries still in various stages of lockdown currently. The outlook for the year remains highly uncertain. Customers are being extremely cautious in their order placement. We expect a decrease in the sales turnover for the current financial year.

During this difficult and challenging period, we will stay vigilant and versatile in our manufacturing capacity and resources planning in response to fluctuations in market demands. We would strive to stay slim with stringent cost and expense control, and productivity efficiency improvements. Meanwhile, persistence in quality products and engineering and R&D capabilities would continue to be our focus. We will seek growth opportunities through new customers and new product categories as well as the mainland China market and online sales channels. We will also look for business opportunities to create higher value to our shareholders.

致股東函件

本集團於香港英皇道1067號仁孚工業大廈12樓的前主要辦事處就售後回租的安排，為本集團於截至二零一九年三月三十一日止年度帶來遞延收入攤銷1,760萬港元。租約於二零一八年九月底提早終止。截至二零二零年三月三十一日止年度未記錄此類遞延收入。

位於香港灣仔的投資物業於二零二零年三月三十一日重估為2億7,500萬港元(二零一九年：3億2,740萬港元)，導致收益表內的公平值減少5,240萬港元。

本年度虧損淨額為1,820萬港元(二零一九年：純利2,810萬港元)。純利/(虧損)率由去年之2.3%下降至-1.8%。倘將兩個年度的投資物業公平值變動及遞延收益攤銷分開計算，截至二零二零年三月三十一日止年度的經營溢利淨額將為3,410萬港元，相對去年的虧損淨額則為3,590萬港元。營業淨利潤的回升主要是由於毛利率的提高和嚴格的成本控制措施以及人民幣貶值。

展望

COVID-19大流行是史無前例的，整個影響尚待確定。全世界都受到了影響，不同國家目前仍處於不同程度的封鎖階段。今年的前景仍然高度不確定。客戶在下訂單時非常謹慎。我們預計本財政年度的銷售收入將會減少。

在這個艱難而充滿挑戰的時期，我們將在製造能力和資源規劃方面保持警惕和多樣化，以應對市場需求的波動。我們將努力通過嚴格的成本和支出控制及提高生產效率，保持節約。同時，堅持優質產品，工程設計和研發能力將繼續是我們關注的重點。我們將通過新客戶和新產品類別以及中國大陸市場和在線銷售渠道尋求增長機會。我們亦會致力尋找商機，為股東創造更高的價值。

Letter to Shareholders

致股東函件

With our prudent and pragmatic business approach, financial strength and commitment to excel, we will strive on and tread cautiously to ride through the current and coming difficulties and challenges.

憑藉本集團審慎務實的商業策略、強健的資金以及對卓越的執著追求，本集團將努力及謹慎而行，跨越當前的難關及面對未來的困難及挑戰。

Liquidity and Financial Resources

As at 31 March 2020, the Group had total assets of HK\$1,474.8 million (2019: HK\$1,496.8 million) which was financed by current liabilities of HK\$245.6 million (2019: HK\$324.5 million), long-term liabilities and taxation of HK\$62.8 million (2019: HK\$38.4 million) and shareholders' equity of HK\$1,166.4 million (2019: HK\$1,133.9 million).

The Group continued to maintain a strong balance sheet and a healthy liquidity position. As at 31 March 2020, the Group held HK\$656.8 million (2019: HK\$558.6 million) in cash and bank deposits. They were mainly placed in Renminbi and US dollar short term deposits, except for temporary balances held in other currencies as required pending specific payments. For the year ended 31 March 2020, the Group generated net cash inflow from operating activities of HK\$117.9 million (2019: outflow HK\$602,000). As at the same date, total borrowings were HK\$31.2 million (2019: HK\$36.3 million) and the gearing ratio (ratio of total borrowings to shareholders' equity) was 2.7% (2019: 3.2%).

We continue to apply stringent control over the working capital cycle. The inventory balance as at 31 March 2020 decreased from HK\$76.2 million to HK\$56.3 million. Inventory turnover maintained at 29 days for both year. The trade receivables balance as at 31 March 2020 decreased from HK\$250.5 million to HK\$133.7 million. Trade receivables turnover decreased from 76 days to 50 days compared to last year. The trade payables balance as at 31 March 2020 decreased from HK\$140.8 million to HK\$92.0 million. Trade payables turnover decreased from 46 days to 40 days compared to last year.

流動資金及財務資源

於二零二零年三月三十一日，本集團之總資產為14億7,480萬港元（二零一九年：14億9,680萬港元），資金來源包括流動負債2億4,560萬港元（二零一九年：3億2,450萬港元）、長期負債及稅項6,280萬港元（二零一九年：3,840萬港元）及股東權益11億6,640萬港元（二零一九年：11億3,390萬港元）。

本集團持續保持雄厚財務狀況，流動資金狀況亦相當穩健。於二零二零年三月三十一日，本集團持有現金及銀行存款6億5,680萬港元（二零一九年：5億5,860萬港元）。除為支付特定付款而須持有之臨時其他貨幣外，大部分存入人民幣及美元短期存款戶口。截至二零二零年三月三十一日止年度，本集團來自經營業務之現金流入淨額為1億1,790萬港元（二零一九年：流出60萬2千港元）。同日，借貸總額為3,120萬港元（二零一九年：3,630萬港元），而資產負債比率（即借貸總額除以股東權益）為2.7%（二零一九年：3.2%）。

本集團繼續對營運資金周期實施嚴格監控。於二零二零年三月三十一日，存貨結餘由7,620萬港元減少至5,630萬港元。存貨周轉率這兩年維持在29天水平。於二零二零年三月三十一日，應收貿易賬款結餘由2億5,050萬港元減少至1億3,370萬港元。與去年相比，應收貿易賬款周轉率由76天減少至50天。於二零二零年三月三十一日，應付貿易賬款結餘由1億4,080萬港元減少至9,200萬港元。與去年相比，應付貿易賬款周轉率由46天減少至40天。

Letter to Shareholders

Funding for day-to-day operational working capital and capital expenditures are to be serviced by internal cash flow and available banking facilities. For the year ended 31 March 2020, the group invested HK\$11.7 million (2019: HK\$24.0 million) in plant and machinery, moulds and tools, equipment, computer systems and other tangible assets for expansion and upgrade to our manufacturing facilities. The Group's capital expenditures were funded by internal resources and bank loans. With a healthy financial position and available banking facilities, the Group is able to provide sufficient financial resources for our current commitments, working capital requirements, further expansions of the Group's business operations and future investment opportunities, as and when required.

The majority of the Group's assets and liabilities and business transactions were denominated in Hong Kong dollars, US dollars, Renminbi. Currently the Group does not implement hedging activity to hedge against foreign currency exposure. However, we will closely monitor foreign currency exposure and consider hedging significant foreign currency exposure should the need arise.

Contingent Liabilities

As at 31 March 2020, the Group did not have any significant contingent liabilities.

Employee and Remuneration Policies

As at 31 March 2020, the Group employed approximately 2,500 employees (2019: 3,200). The majority of our employees work in the PRC. The Group remunerated our employees based on their performances, experiences and prevailing market rates while performance bonuses are granted on a discretionary basis. Share options may also be granted to employees based on individual performance and attainment of certain set targets.

致股東函件

就日常營運所需之營運資金及資本開支而言，資金來源為內部流動現金及備用銀行信貸。截至二零二零年三月三十一日止年度，本集團投資約1,170萬港元（二零一九年：2,400萬港元）於廠房及機器、模具及工具、設備、電腦系統及其他有形資產，用於擴大及提升現有製造設施。本集團資本開支之資金來源為內部資源及銀行貸款。本集團之財政狀況穩健，連同備用銀行信貸，定能提供充裕財務資源，應付現有承擔、營運資金需要，並於有需要時，供本集團進一步擴展業務及掌握未來投資商機。

本集團之大部分資產及負債以及業務交易均以港元、美元及人民幣計價。現時，本集團並無使用對沖業務以對沖外幣風險。然而，本集團會嚴密監察外幣風險，及於需要時考慮對沖重大外幣風險。

或然負債

於二零二零年三月三十一日，本集團並無任何重大或然負債。

僱員及薪酬政策

於二零二零年三月三十一日，本集團聘用約2,500名僱員（二零一九年：3,200名）。大部分僱員於中國工作。本集團按照僱員之表現、經驗及當前市場水平釐定僱員薪酬，績效花紅則由本集團酌情授出。本集團亦會於達致若干指定目標而視乎個人表現向僱員授予購股權。

Letter to Shareholders

致股東函件

Tribute

Mr. Cheung Lun passed away during the year under review. Mr. Cheung was the founder of the Group. He had been the Chairman and Executive Director of the Company since listed in 1992, and was re-designated as Non-Executive Director and appointed as Honorary Chairman in 2017. It was due to his exceptional entrepreneurship, forward thinking, diligence and longterm commitment to employees, customers and suppliers that the Group is where it is today. The Board deeply regrets his passing and sincerely appreciates and treasures his invaluable contributions to the Group.

Appreciation

On behalf of the Board, I would like to take this opportunity to express our sincere appreciation to our employees, shareholders and business associates for their continual contribution and support throughout the year.

Cheung Lai Chun, Maggie
Chairman

Hong Kong
29 June 2020

悼念

本集團的創辦人張倫先生於回顧年度內去世。自一九九二年上市以來，他一直擔任公司主席及執行董事，並於二零一七年被調任為非執行董事及獲委任為榮譽主席。藉着他出眾的企業家精神、前瞻的思想、勤奮和對員工、客戶及供應商的長期承擔，集團方能發展到今日的規模。董事會對他的逝世深表遺憾，並真誠地感謝及珍惜他為本集團所作的寶貴貢獻。

致謝

本人謹藉此機會代表董事會衷心感謝各員工、股東及業務夥伴年內之持續貢獻及支持。

張麗珍
主席

香港
二零二零年六月二十九日

Directors and Senior Management

董事及高級管理人員

Executive Directors

Cheung Lai Chun, Maggie, aged 62, was appointed as Chairman of the Group on 17 March 2017 and joined the Group in 1984. She obtained a degree in Bachelor of Science from Kingston University London, England. She is responsible for formulating the Group's overall strategic planning and development.

Ms. Cheung Lai Chun, Maggie is the daughter of late Mr. Cheung Lun, the former Honorary Chairman of the Group; sister of Mr. Cheung Shu Wan, the Managing Director, Ms. Cheung Lai See, Sophie, an Executive Director, Dr. Cheung Shu Sang, William, an Executive Director and Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation.

Ms. Cheung is a Director of all subsidiaries of the Company. She is also a Director of Unison Associates Limited and Allan Investment Company Limited, controlling shareholders of the Company. As at 31 March 2020, according to the register maintained by the Company pursuant to section 352 of the Securities and Futures Ordinance ("SFO"), Ms. Cheung had personal interest in 600,000 shares and The Cheung Lun Family Trust (the beneficiaries of which include Ms. Cheung and other family members other than spouse) directly and indirectly had interest in 156,349,960 shares. Details of her interests are set out in the "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" of this report.

Cheung Shu Wan, aged 59, is the Managing Director of the Group and joined the Group in 1983. He obtained a degree in Bachelor of Science from the University of London, England. He is responsible for the sales & marketing functions and the overall manufacturing operations of the Group. He also assists the Chairman in corporate strategic planning and development.

Mr. Cheung Shu Wan is the son of late Mr. Cheung Lun, the former Honorary Chairman of the Group; brother of Ms. Cheung Lai Chun, Maggie, the Chairman, Ms. Cheung Lai See, Sophie, an Executive Director, Dr. Cheung Shu Sang, William, an Executive Director and Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation.

執行董事

張麗珍，現年六十二歲，於二零一七年三月十七日獲委任為集團主席。彼於一九八四年加入本集團，持有英國金斯頓大學理學士學位。彼專責制定本集團之整體策略規劃及發展路向。

張麗珍女士為已故前集團榮譽主席張倫先生之千金，董事總經理張樹穩先生、執行董事張麗斯女士、執行董事張樹生博士及成本創新總監張樹春先生之姊姊。

張女士為本公司所有附屬公司之董事，彼亦為本公司之控股公司，Unison Associates Limited及亞倫投資有限公司之董事。於二零二零年三月三十一日，根據證券及期貨條例第352條須記入該條例所述登記冊，張女士個人及The Cheung Lun Family Trust (其受益人包括張女士及家族其他成員(配偶除外))直接和間接分別持有本公司600,000股股份及156,349,960股股份。其權益已詳載於本年報「董事及主要行政人員於股份、相關股份、債權證之權益及淡倉」一節內。

張樹穩，現年五十九歲，為本集團董事總經理。彼於一九八三年加入本集團，持有英國倫敦大學理學士學位。彼負責本集團之營業及市場推廣業務及整體生產業務，亦協助主席制定本集團策略規劃及發展路向。

張樹穩先生為已故前集團榮譽主席張倫先生之公子、主席張麗珍女士、執行董事張麗斯女士、執行董事張樹生博士及成本創新總監張樹春先生的兄弟。

Executive Directors *(Continued)*

Mr. Cheung is a Director of all subsidiaries of the Company. He is also a Director of Unison Associates Limited and Allan Investment Company Limited, controlling shareholders of the Company. As at 31 March 2020, according to the register maintained by the Company pursuant to section 352 of the SFO, Mr. Cheung had personal interest in 49,695,335 shares and The Cheung Lun Family Trust (the beneficiaries of which include Mr. Cheung and other family members other than spouse) directly and indirectly had interest in 156,349,960 shares. Details of his interests are set out in the “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures” of this report.

Cheung Lai See, Sophie, aged 57, is an Executive Director of the Group and joined the Group in 1995. She obtained a degree in Bachelor of Science from the University of London, England and a master degree in Business Management from the City University, England. She is responsible for the financial and administration functions of the Group.

Ms. Cheung Lai See, Sophie is the daughter of late Mr. Cheung Lun, the former Honorary Chairman of the Group; sister of Ms. Cheung Lai Chun, Maggie, the Chairman, Mr. Cheung Shu Wan, the Managing Director, Dr. Cheung Shu Sang, William, an Executive Director and Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation.

Ms. Cheung is a Director of all subsidiaries of the Company. She is also a Director of Unison Associates Limited and Allan Investment Company Limited, controlling shareholders of the Company. As at 31 March 2020, according to the register maintained by the Company pursuant to section 352 of the SFO, Ms. Cheung had personal interest in 1,258,000 shares and The Cheung Lun Family Trust (the beneficiaries of which include Ms. Cheung and other family members other than spouse) directly and indirectly had interest in 156,349,960 shares of the Company. Details of her interests are set out in the “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures” of this report.

執行董事 *(續)*

張先生為本公司所有附屬公司之董事，彼亦為本公司之控股公司，Unison Associates Limited及亞倫投資有限公司之董事。於二零二零年三月三十一日，根據證券及期貨條例第352條須記入該條例所述登記冊，張先生個人及The Cheung Lun Family Trust（其受益人包括張先生及家族其他成員（配偶除外））直接和間接分別持有本公司49,695,335股股份及156,349,960股股份。其權益已詳載於本年報「董事及主要行政人員於股份、相關股份、債權證之權益及淡倉」一節內。

張麗斯，現年五十七歲，為本集團執行董事。彼於一九九五年加入本集團，持有英國倫敦大學理學士學位及英國城市大學工商管理碩士學位。彼負責本集團之財務及行政事宜。

張麗斯女士為已故前集團榮譽主席張倫先生之千金，主席張麗珍女士、董事總經理張樹穩先生、執行董事張樹生博士及成本創新總監張樹春先生之姊妹。

張女士為本公司所有附屬公司之董事，彼亦為本公司之控股公司，Unison Associates Limited及亞倫投資有限公司之董事。於二零二零年三月三十一日，根據證券及期貨條例第352條須記入該條例所述登記冊，張女士個人及The Cheung Lun Family Trust（其受益人包括張女士及家族其他成員（配偶除外））直接和間接分別持有本公司1,258,000股股份及156,349,960股股份。其權益已詳載於本年報「董事及主要行政人員於股份、相關股份、債權證之權益及淡倉」一節內。

Directors and Senior Management

董事及高級管理人員

Executive Directors *(Continued)*

Cheung Shu Sang, William, aged 55, is an Executive Director and joined the Group in 1994. He holds a BSc degree in Computing Science and a MSc degree in Management Science, both at Imperial College London. He also holds a PhD degree in Automation from the University of Bristol, and is a member of The Hong Kong Institution of Engineers. He is in charge of engineering, research and development functions, and also management of intellectual property/patent application.

Dr. Cheung Shu Sang, William is the son of late Mr. Cheung Lun, the former Honorary Chairman of the Group; brother of Ms. Cheung Lai Chun, Maggie, the Chairman, Mr. Cheung Shu Wan, the Managing Director, Ms. Cheung Lai See, Sophie, an Executive Director and Mr. Cheung Shu Chun, Simon, the Director of Cost Innovation.

Dr. Cheung is a Director of Allan Trading (HK) Company Limited and Total Profits Limited, all being subsidiaries of the Company. He is also a director of Allan Investment Co. Ltd., a controlling shareholder of the Company (as defined in the Listing Rules). As at 31 March 2020, according to the register maintained by the Company pursuant to section 352 of the SFO, Dr. Cheung has personal interest in 900,000 shares and The Cheung Lun Family Trust (the beneficiaries of which include Dr. Cheung and other family members other than spouse) directly and indirectly has interest in 156,349,960 shares. Details of his interests are set out in the "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" of this report.

Independent Non-Executive Directors

Choy Wai Sheun, Susan, aged 56, was appointed as an Independent Non-Executive Director on 29 August 2019. She obtained her bachelor's degree of accounting and financial analysis from University of Newcastle Upon Tyne (UK) in 1985 and a postgraduate diploma from University of New England (Australia) in 1988. She is qualified as a member of both CPA Australia and Hong Kong Institute of CPAs.

Lai Ah Ming, Leon, aged 63, was appointed as an Independent Non-Executive Director in December 1995. He is a solicitor majoring in commercial and property works.

執行董事 *(續)*

張樹生，現年五十五歲，為本集團執行董事，於一九九四年加入本集團。彼持有英國倫敦帝國學院理學士學位及管理科學碩士學位，以及布里斯托大學自動機械博士學位及為香港工程師學會會員。彼主管本集團之工程、研究及開發業務，以及管理有關申請知識產權及專利註冊的事務。

張樹生博士為已故前集團榮譽主席張倫先生之公子，主席張麗珍女士、董事總經理張樹穩先生、執行董事張麗斯女士及成本創新總監張樹春先生之弟弟。

張博士為亞倫貿易(香港)有限公司及Total Profits Limited (全屬本公司附屬公司)之董事。彼亦為本公司控股股東亞倫投資有限公司之董事(定義見上市規則)。於二零二零年三月三十一日，根據證券及期貨條例第352條須記入該條例所述登記冊，張博士個人及The Cheung Lun Family Trust (其受益人包括張博士及家族其他成員(配偶除外)直接和間接分別持有本公司900,000股股份及156,349,960股股份。其權益已詳載於本年報「董事及主要行政人員於股份、相關股份、債權證之權益及淡倉」一節內。

獨立非執行董事

蔡慧璇，現年五十六歲，於二零一九年八月二十九日獲委任為本公司獨立非執行董事。彼於一九八五年持有紐卡素大學(英國)會計及財務分析學士學位，及於一九八八年持有新英格蘭大學(澳洲)研究生文憑。她為澳洲會計師公會和香港會計師公會合資格會員。

黎雅明，現年六十三歲，於一九九五年十二月獲委任為獨立非執行董事。彼為專注商業及物業事務之律師。

Independent Non-Executive Directors

(Continued)

Lo Chung Mau, aged 59, was appointed as an Independent Non-Executive Director in November 1997. Professor Lo is a surgeon and is currently Hospital Chief Executive of the University of Hong Kong-Shenzhen Hospital, and the Chin Lan Hong Professor and Chair of Hepatobiliary and Pancreatic Surgery of the University of Hong Kong.

Senior Management

Cheung Shu Chun, Simon, aged 60, is the Director of Cost Innovation and joined the Group in 1983. He obtained a degree in Bachelor of Science from the University of Wales, England. He is responsible for the purchasing and sourcing functions of the Group.

Mr. Cheung Shu Chun, Simon is the son of late Mr. Cheung Lun, the former Honorary Chairman of the Group; brother of Ms. Cheung Lai Chun, Maggie, the Chairman, Mr. Cheung Shu Wan, the Managing Director, Ms. Cheung Lai See, Sophie, an Executive Director and Dr. Cheung Shu Sang, William, an Executive Director.

Mr. Cheung is a director of Allan Electric Mfg. Limited, Allan International Limited, Allan Plastic Mfg. Limited, Allan Trading (HK) Company Limited, Artreal Manufactory Limited, Ever Sources Investment Limited, Ngai Shing (Far East) Plastic & Metalwares Factory Ltd., Warran Electric Manufacturing Limited, all being subsidiaries of the Company. He is also a director of Allan Investment Co. Ltd., a controlling shareholder of the Company (as defined in the Listing Rules). Mr. Cheung is one of the beneficiaries of The Cheung Lun Family Trust (the beneficiaries of which include Mr. Cheung and other family members other than spouse) which indirectly has interest in 156,349,960 shares of the Company.

Chung Chi Yin, aged 57, is the Director of Engineering and joined the Group in 1990. He obtained a degree in Bachelor of Science in Product Design and Technology from The Open University of Hong Kong. He is responsible for the product development of the Group.

獨立非執行董事 (續)

盧寵茂，現年五十九歲，於一九九七年十一月獲委任為獨立非執行董事。盧教授為外科醫生，現為香港大學深圳醫院院長及香港大學秦蘭鳳基金教授(肝膽胰外科)講座教授。

高級管理人員

張樹春，現年六十歲，為成本創新總監，於一九八三年加入本集團。彼持有英國威爾斯大學理學士學位。彼主要負責本集團之採購及開發供應商業務。

張樹春先生為已故前集團榮譽主席張倫先生之公子，主席張麗珍女士、董事總經理張樹穩先生、執行董事張麗斯女士、執行董事張樹生博士之兄弟。

張先生為亞倫電業製造有限公司、Allan International Limited、亞倫塑膠廠有限公司、亞倫貿易(香港)有限公司、雅美工業有限公司、卓茂投資有限公司、藝成(遠東)塑膠五金廠有限公司、華倫電業製造有限公司(全屬本公司附屬公司)之董事。彼亦為本公司控股股東亞倫投資有限公司之董事(定義見上市規則)。張先生是The Cheung Lun Family Trust其中一位受益人(其受益人包括張先生及家族其他成員(配偶除外)，間接持有本公司156,349,960股股份。

鍾子賢，現年五十七歲，為工程總監，於一九九零年加入本集團。鍾先生持有香港公開大學的產品設計及科技理學士學位。彼負責本集團之產品發展。

Directors and Senior Management

董事及高級管理人員

Senior Management *(Continued)*

Kwok Ka Lee, Carrie, aged 52, is the Director of Manufacturing and joined the Group in 1990. She obtained a degree in Bachelor of Business (Transport and Logistics Management) from Royal Melbourne Institute of Technology. She is responsible for the manufacturing management and control function of the Group.

Li Wai Ho, aged 56, is the Director of Sales and Marketing and joined the Group in 2012. He obtained a master degree in management from Hong Kong Polytechnic University and a bachelor degree in engineering from Manchester University in United Kingdom. He has over 17 years of experience in various functions in multinational corporation. He is responsible for sales and marketing function of the Group.

Li Wing Kong, aged 60, is the Director of Quality Assurance and joined the Group in 2013. He obtained a Higher Diploma of Electrical Engineering from Hong Kong Polytechnic. He is responsible for the Quality Assurance function of the Group.

Tsang Wing Tong, Michelle, aged 53, is the Director of Manufacturing and joined the Group in 1987. She is responsible for the manufacturing management and control function of the Group.

Wong Lai Yung, aged 58, is the Company Secretary and Finance and Account Manager of the Group and joined the Group in 2006. She holds a master degree in Business Administration and a master degree in Corporate Governance from The Open University of Hong Kong. She also obtained her master degree in Economics from Jinan University, PRC. Ms. Wong is currently a fellow member of The Association of Chartered Certified Accountants, Hong Kong Institute of Certified Public Accountants and the Certified Tax Adviser of The Taxation Institute of Hong Kong. She is responsible for the Company's secretarial duties and financial and accounting aspects of the Group.

Wong Mei Lin, aged 57, is the Director of Administration and Personnel and joined the Group in 2000. She obtained a Higher Certificate in Company Secretaryship and Administration from Hong Kong Polytechnic University. She is responsible for the human resources and administration management of the Group.

高級管理人員 *(續)*

郭嘉莉，現年五十二歲，為製造總監，於一九九零年加入本集團。彼持有皇家墨爾本理工大學(運輸及物流管理)工商學位。彼主要負責管理及監控製造業務。

李偉浩，現年五十六歲，為銷售及市場總監，於二零一二年加入本集團。彼持有香港理工大學管理碩士學位及英國曼徹斯特大學工程學士學位。彼於跨國企業內多種職能具逾十七年多的經驗。彼主管本集團之營業及市場推廣業務。

李永江，現年六十歲，為質量保證總監，於二零一三年加入本集團。彼持有香港理工學院電機工程高級文憑。彼主管本集團之質量保證部。

曾詠棠，現年五十三歲，為製造總監，於一九八七年加入本集團。彼主要負責管理及監控製造業務。

黃麗蓉，現年五十八歲，為本公司之公司秘書及本集團之財務及會計經理，於二零零六年加入本集團。彼持有香港公開大學的工商管理碩士學位及企業管治碩士學位，以及中國暨南大學經濟學碩士學位。黃女士現時為英國特許公認會計師公會資深會員、香港會計師公會資深會員及香港稅務學會註冊稅務師資深會員。彼主管本公司之公司秘書職務及本集團所有財務及會計事宜。

黃美蓮，現年五十七歲，為行政及人事總監，於二零零零年加入本集團。彼持有香港理工大學公司秘書及行政學高級證書。彼主管本集團人力資源及行政管理。

Directors' Report

The directors present their annual report and the audited consolidated financial statements for the year ended 31 March 2020.

Principal Activities

The Company acts as an investment holding company and provides corporate management services. The activities of its subsidiaries are set out in Note 36 to the consolidated financial statements.

Business Review

A review of the Group's business during the year, including an analysis using financial key performance indicators, the principal risks and uncertainties faced by the Group, important events affecting the Group and an indication of likely future development of the Group's business can be found in "Financial Highlights" set out on page 4, "Letter to Shareholders" set out on Pages 5 to 10 and "Financial Risk Management objectives and policies" (Note 29b) set out on pages 126 to 137 of this annual report.

Relationship with Stakeholders

The success of the Group depends on the support from key stakeholders which comprise customers, suppliers, employees and shareholders.

Customers

The Group's major customers are companies selling household electrical appliances under well-known brand names. The Group maintains long-term and good relationship with its customers. The Group strives to provide excellent service and quality products to our customers.

Suppliers

Supply chain is a critical aspect of our operations. The Group maintains long-term and good relationship with its suppliers. The Group selects its suppliers based on assessment criteria including, among others, cost, quality, experience, capability, capacity, sustainability and ethical behavior. The Group requires all suppliers to comply with relevant manufacturing and safety standards. The Group has communicated to all the suppliers of the Group's strict compliance to anti-bribery which is also required to be observed by all suppliers.

董事會報告

董事會提呈本公司截至二零二零年三月三十一日止年度之年報及經審核綜合財務報告書。

主要業務

本公司乃一間投資控股公司，並提供公司管理服務。其附屬公司之業務詳見綜合財務報告書附註36。

業務回顧

本集團於年內的業務回顧包括財務關鍵表現指標分析、本集團所面對的主要風險及不明朗因素、發生對本集團造成影響的重大事件以及本集團業務很可能出現的未來發展的預示，已列示於本年報第4頁的「財務摘要」、第5至10頁的「致股東函件」及第126至第137頁的「財務風險管理目標及政策」(附註29b)。

與利益相關者的關係

本集團的成功有賴於與主要的利益相關者包括客戶、供應商、員工和股東的支持。

顧客

本集團的主要客戶為家庭電器知名品牌客戶。本集團長期與客戶保持良好的關係。本集團致力提供優良的服務和優質的產品給我們的客戶。

供應商

供應鏈是我們運作的一個重要環節。本集團長期保持與供應商的良好合作關係。本集團揀選供應商基於一套評估標準，當中包括成本、質量、經驗、能力、產能、可持續發展和道德行為。集團要求所有供應商遵守相關的製造和安全標準。本集團已傳達給所有供應商有關本集團嚴格遵守反賄賂條例，及要求所有供應商留意遵守。

Directors' Report

董事會報告

Relationship with Stakeholders *(Continued)*

Employees

Employees are one of the most valuable assets of the Group. The Group provides competitive remuneration package together with safe and harmonious workplace. In-house and external trainings and seminars are provided to employee for their business and personal development. Recreational activities are organized periodically and employees are encouraged to participate in volunteer work. The Group has been nominated and awarded Caring Company since 2007.

Shareholders

The Group endeavors to maximize the return to its shareholders. The Group strives to achieve profit growth and stable dividend payouts taking into account the business development needs and financial health of the Group.

Environmental Policies

The Group recognizes the importance of achieving environmental sustainability. The Group is committed to comply with the relevant environmental standards and policies related to its business operations in the PRC and Hong Kong. The manufacturing sites in the PRC and our head office in Hong Kong are certified with the ISO 14001:2004 standard for environmental management system. The Group incorporates the Reduce, Reuse and Recycle principle and implements environmental-friendly measures in operations and workplaces to achieve efficient use of resources, waste reduction and energy saving.

In accordance with Rule 13.91 and the Environmental, Social and Governance Reporting Guide contained in Appendix 27 of the Listing Rules, the Company's Environmental, Social and Governance Report will be available on our website within three months from the publication of this annual report.

Compliance with laws and regulations

For the year ended 31 March 2020, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

與利益相關者的關係 *(續)*

僱員

員工是集團最寶貴的資產之一。本集團提供具競爭性的薪酬、安全及和諧的工作環境。我們提供企業內部和外部的培訓和研討會，讓員工在業務和個人得以發展。亦會定期舉辦休閒活動，並鼓勵員工參與義工工作。自2007年以來，本集團一直被提名並榮獲商界展關懷。

股東

本集團致力為股東帶來最大的回報。集團基於業務發展需要及財務狀況考慮下，努力實現利潤增長和支付穩定的股息。

環境政策

本集團確認實現環境可持續性的重要性。集團承諾遵守有關在中國和香港的業務營運相關的環境標準和政策。位於中國的生產基地和香港的總公司已取得ISO 14001:2004標準環境管理體系認證。本集團以減低、再用和再循環的原則，實現業務和工作場所的環保措施，以達到資源的有效利用，減少廢物和節約能源。

根據上市規則第13.91條及附27錄所載之環境、社會及管治報告指引，本公司之環境、社會及管治報告將於刊發本年報後三個月內於本公司網站公佈。

遵守法例及規例

於二零二零年三月三十一日止年度，就適用的法律和法規，本集團並無重大違反或不遵守而對本集團的業務及操作有重大影響。

Directors' Interests in Competing Business

During the year, none of the Directors was interested in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group.

Results and Dividends

The results of the Group for the year ended 31 March 2020 and the Group's financial position at that date are set out in the Group's consolidated financial statements on pages 49 to 51.

An interim dividend of HK2 cent per ordinary share amounting to HK\$6,709,000 in aggregate was paid to the ordinary shareholders during the year. The directors now recommend the payment of a final dividend of HK7 cents per ordinary share in respect of the current year to the ordinary shareholders on the register of members on 4 September 2020, amounting to HK\$23,480,000 in aggregate.

Major Customers and Suppliers

The percentage of purchases and sales attributable to the Group's largest suppliers and customers are as follows:

Purchases	購貨額	
- the largest supplier	- 最大供應商	9%
- five largest suppliers combined	- 五大供應商合計	28%
Sales	銷售額	
- the largest customer	- 最大顧客	32%
- five largest customers combined	- 五大顧客合計	89%

At no time during the year did a director, an associate of a director or a shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) has an interest in any of the Group's five largest suppliers or customers.

董事於競爭業務的利益

於年內，董事概無與本集團業務直接或間接構成競爭業務或有可能競爭之任何業務中持有利益。

業績及股息

本集團截至二零二零年三月三十一日止年度之業績及集團於當日之財務狀況見第49至51頁集團之綜合財務報告書。

年內，普通股股東獲派付中期股息每股普通股2港仙，用於派息之款額合共670萬9千港元。董事會謹此建議派付末期股息每股普通股7港仙予二零二零年九月四日名列股東名冊上之股東，即合共2,348萬港元。

主要客戶及供應商

本集團最大供應商及客戶之購貨額及銷售額所佔百分比如下：

各董事、彼等之聯繫人士或股東(指就董事會所知持有本公司逾5%股本之股東)於年內任何時間概無擁有以上供應商或客戶之任何權益。

Directors' Report

董事會報告

Five Year Financial Summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 152 of the annual report.

Share Capital

Details of movements in the share capital of the Company during the year are set out in Note 27 to the consolidated financial statements.

Purchase, Redemption or Sale of Listed Securities of the Company

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Distributable Reserves of the Company

In addition to the retained profits, under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

In the opinion of the directors, the Company's reserves available for distribution to shareholders as at 31 March 2020 comprised the retained profit of HK\$329,107,000 (2019: HK\$263,176,000).

五年財務概要

有關本集團最近的五個財政年度之業績、資產及負債概要載於本年報的第152頁。

股本

有關本公司本年度之股本變動詳情載於綜合財務報告書附註27。

購買、贖回及出售本公司上市證券

於年內，本公司及其附屬公司概無購買、出售或贖回本公司任何上市證券。

本公司可供分派儲備

除保留溢利外，根據百慕達一九八一年公司法（修訂本），繳入盈餘亦可供分派。惟本公司不可宣派或派付股息或分派自繳入盈餘，倘：

- (a) 於作出分派後無法償還其到期負債；或
- (b) 其可變現資產值將因此少於其負債以及其已發行股本及股份溢價賬之總和。

董事認為本公司於二零二零年三月三十一日可供分派予股東之儲備含保留溢利為3億2,910萬7千港元（二零一九年：2億6,317萬6千港元）。

Investment Properties

As at 31 March 2020, principal properties held for investment purposes are as follows:

(a) Investment Properties in Hong Kong

Address:

- 9th Floor, Capital Centre, No. 151 Gloucester Road, Hong Kong
- Car Parking Space No. 303 on 3rd Floor, Capital Centre, No. 151 Gloucester Road, Hong Kong
- Car Parking Space No. 304 on 3rd Floor, Capital Centre, No. 151 Gloucester Road, Hong Kong

Lot No.:

- The Remaining Portion of Section A of the Inland Lot No. 2755
- The Remaining Portion of Inland Lot No. 2755

Existing Use: Office rental

Lease Term: Long term

(b) Investment Properties in the PRC

Address:

No. 6, Jin Da Road, Hui Nan Hi-Tech Industrial Park, HuiAo Highway, Huizhou, Guangdong, The PRC

Lot No.: Not applicable

Existing Use: Factory rental

Lease Term: Long term

Details of the movement in investment properties of the Group during the year are set out in Note 14 to the consolidated financial statements.

投資物業

於二零二零年三月三十一日，持作投資之主要物業如下：

(a) 位於香港的投資物業

地址：

- 香港告士打道151號資本中心9樓
- 香港告士打道151號資本中心3樓泊車位303號
- 香港告士打道151號資本中心3樓泊車位304號

地段編號：

- 內地地段第2755號A節餘段
- 內地地段第2755號餘段

現有用途：寫字樓出租

租約年期：長期

(b) 位於中國的投資物業

地址：

中國廣東省惠州市惠澳大道
惠南高新科技產業園金達路6號

地段編號：不適用

現有用途：廠廈出租

租約年期：長期

本集團本年度之投資物業變動詳情載於綜合財務報告書附註14。

Directors' Report

董事會報告

Property, Plant and Equipment

During the year, the Group spent approximately HK\$11.7 million on the acquisition of property, plant and equipment principally to expand and upgrade its manufacturing facilities. Details of these and other movements during the year in the property, plant and equipment of the Group are set out in Note 15 to the consolidated financial statements.

Directors and Directors' Service Contracts

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

Executive Directors

Ms. Cheung Lai Chun, Maggie (*Chairman*)

Mr. Cheung Shu Wan (*Managing Director*)

Ms. Cheung Lai See, Sophie

Dr. Cheung Shu Sang, William

Non-Executive Director

Mr. Cheung Lun (*Honorary Chairman*)
(*passed away on 16 February 2020*)

Independent Non-Executive Directors

Dr. Chan How Chun, Rita (*resigned on 6/8/2019*)

Ms. Choy Wai Sheun, Susan (*appointed on 29/8/2019*)

Mr. Lai Ah Ming, Leon

Professor Lo Chung Mau

According to bye-law 87(1) and 86(2) of the Company's Bye-laws, Ms. Cheung Lai See, Sophie and Ms. Choy Wai Sheun, Susan shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

The term of office of each director (except for the Chairman of the Board and/or the Managing Director) is the period up to his/her retirement by rotation in accordance with the Company's Bye-laws.

None of the directors of the Company proposed for re-election at the forthcoming Annual General Meeting has any service contract with the Company or any of its subsidiaries not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

物業、廠房及設備

年內，本集團動用約1,170萬港元添置物業、廠房及設備以擴充及提高其生產設施。本集團及本公司之物業、廠房及設備之此等變動及其他變動之情況載於綜合財務報告書附註15。

董事及董事服務合約

於年內至本報告發表當日本公司之董事如下：

執行董事

張麗珍女士(*主席*)

張樹穩先生(*董事總經理*)

張麗斯女士

張樹生博士

非執行董事

張倫先生(*榮譽主席*)
(*於2020年2月16日逝世*)

獨立非執行董事

陳孝春博士(*於2019年8月6日辭任*)

蔡慧璇女士(*於2019年8月29日獲委任*)

黎雅明先生

盧寵茂教授

根據本公司細則第87(1)及86(2)條，張麗斯女士及蔡慧璇女士將於應屆股東周年大會上告退，且符合資格並願膺選連任。

根據本公司之公司細則，各董事(除董事會主席及／或董事總經理)之任期直至須輪值告退為止。

應屆股東周年大會候選連任之本公司董事概無與本公司或其任何附屬公司訂立不可於一年內終止而毋須作出補償(法定賠償除外)之服務合約。

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

At 31 March 2020, the interests and short positions of the directors and the chief executives and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

董事及主要行政人員於股份、相關股份、債權證之權益及淡倉

於二零二零年三月三十一日，本公司董事及主要行政人員及其聯繫人士於本公司及其聯營公司的股份、相關股份及債權證中擁有權益或淡倉記載於本公司按證券及期貨條例第352條須置存之登記冊內的權益或淡倉，或根據上市發行人董事進行證券交易標準守則之規定須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益或淡倉如下：

Ordinary shares of HK\$0.10 each of the Company

本公司每股面值0.10港元之普通股

Name	Capacity	Number of ordinary shares held 所持普通股數目			Approximate% of the issued share capital of the Company 佔公司已發行 股份之概約 百分比
		Personal interest	Other interest	Total	
姓名	身份	個人權益	其他權益	總數	
Mr. Cheung Lun (Note 2) 張倫先生(附註2)	Founder of discretionary trust 全權信託之成立人	-	156,349,960	156,349,960	46.61%
Mr. Cheung Shu Wan 張樹穩先生	Beneficial Owner 實益擁有人 Beneficiary of trust 信託受益人	49,695,335	156,349,960 (Note 1) (附註1)	206,045,295	61.43%
Ms. Cheung Lai Chun, Maggie 張麗珍女士	Beneficial Owner 實益擁有人 Beneficiary of trust 信託受益人	600,000	156,349,960 (Note 1) (附註1)	156,949,960	46.79%
Ms. Cheung Lai See, Sophie 張麗斯女士	Beneficial Owner 實益擁有人 Beneficiary of trust 信託受益人	1,258,000	156,349,960 (Note 1) (附註1)	157,607,960	46.99%
Dr. Cheung Shu Sang, William 張樹生博士	Beneficial Owner 實益擁有人 Beneficiary of trust 信託受益人	900,000	156,349,960 (Note 1) (附註1)	157,249,960	46.88%

Directors' Report

董事會報告

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

(Continued)

Ordinary shares of HK\$0.10 each of the Company (Continued)

Note:

- (1) The references to 156,349,960 shares relate to the same block of shares in the Company, of which 134,821,960 shares are held by Allan Investment Co. Limited ("AICL"), 14,958,000 shares are held by Commence Investment Limited ("CIL") and 6,570,000 shares are held by Unison Associates Limited ("UAL"). AICL and CIL are owned as to 89% and 100% respectively by UAL. The late Mr. Cheung Lun is the settlor of The Cheung Lun Family Trust ("Trust"). Credit Suisse Trust Limited as trustee of the Trust holds 100% of the shareholding of UAL and the discretionary beneficiaries of the Trust are, among others, Mr. Cheung Shu Wan, Ms. Cheung Lai Chun, Maggie, Ms. Cheung Lai See, Sophie and Dr. Cheung Shu Sang, William.

- (2) Mr. Cheung Lun passed away on 16 February 2020.

Save as disclosed above, none of the directors or chief executives, nor their associates, of the Company had, as at 31 March 2020, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及主要行政人員於股份、相關股份、債權證之權益及淡倉(續)

本公司每股面值0.10港元之普通股(續)

附註：

- (1) 上述所提及之156,349,960股本公司股份，實指同一股份權益。其中134,821,960股股份由亞倫投資有限公司(「亞倫投資」)持有，14,958,000股股份由啟卓投資有限公司(「啟卓投資」)持有及6,570,000股股份由Unison Associates Limited (「UAL」)持有。亞倫投資之89%權益及啟卓投資之100%權益由UAL擁有。已故張倫先生是The Cheung Lun Family Trust (「Trust」)之財產授予人。Credit Suisse Trust Limited以Trust之信託人身份持有100%之UAL股權，Trust之可能受益人(為其他人中)有張樹穩先生、張麗珍女士、張麗斯女士及張樹生博士。

- (2) 張倫先生於二零二零年二月十六日逝世。

除以上所披露外，本公司之董事及主要行政人員或其聯繫人士，於二零二零年三月三十一日，沒有於本公司或其聯營公司(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及第8分部須通知本公司及聯交所，或根據證券及期貨條例第352條須記入該條例所述登記冊，或根據標準守則之規定須通知本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例之該等條文被假設或視為擁有之權益或淡倉)。

Share Option Scheme

Particulars of the Company's share option scheme are set out in Note 30 to the consolidated financial statements.

No options have been granted since the adoption of the scheme.

Arrangement to Purchase Shares or Debentures

Other than the share option scheme set out in Note 30 to the consolidated financial statements, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Appointment of Independent Non-Executive Directors

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange. The Company considers all of the independent non-executive directors are independent.

Directors' Interests in Transactions, Arrangement and Contracts of Significance

Allan International Holdings Limited ("AIHL"), entered into a tenancy agreement with Ardent Investment Limited ("Ardent"), a subsidiary of a substantial shareholder of the Company, pursuant to which Ardent granted to AIHL a tenancy in respect of certain premises on Unit B, 23rd Floor, Chaiwan Industrial Centre, 20 Lee Chung Street, Chai Wan, Hong Kong at a monthly rent of HK\$123,800. The tenancy agreement was for a term of one year commenced from 1 September 2019. The total amount of rent paid for the year by the Group in respect of this agreement was HK\$1,485,600.

購股權計劃

本公司之購股權計劃詳情載於綜合財務報告書附註30。

自該計劃採納以來概無任何購股權授出。

購買股份或債券之安排

除載於綜合財務報告書附註30之購股權計劃外，本公司或其任何附屬公司於年內概無參與任何安排，使本公司董事可藉購入本公司或其他公司之股份或債券而獲益。

獨立非執行董事之委任

本公司已接獲各獨立非執行董事各自發出之確認書，表示其符合聯交所證券上市規則（「上市規則」）第3.13條規定之獨立性。本公司認為，全體獨立非執行董事均為獨立人士。

董事於重大交易、安排及合約之權益

亞倫國際集團有限公司（「亞倫」）與本公司主要股東的附屬公司雅隆投資有限公司（「雅隆」）訂立一項租約，根據該租約，雅隆將位於香港柴灣利眾街20號柴灣中心工業大廈23樓B單位的物業租予亞倫，月租123,800港元。該租約由二零一九年九月一日開始，為期一年。本集團就該租約於本年內所付之租金總額為1,485,600港元。

Directors' Interests in Transactions, Arrangement and Contracts of Significance *(Continued)*

AIHL, entered into a tenancy agreement with Ardent, pursuant to which Ardent granted to AIHL a tenancy in respect of car park No. 35, Chaiwan Industrial Centre, 20 Lee Chung Street, Chai Wan, Hong Kong at a monthly rent of HK\$3,500. The tenancy agreement was a term of one year commenced from 1 November 2019. The total amount of rent paid for the year by the Group in respect of this agreement was HK\$42,000.

AIHL, entered into a tenancy agreement with Ardent, pursuant to which Ardent granted to AIHL a tenancy in respect of car park No. 33, Chaiwan Industrial Centre, 20 Lee Chung Street, Chai Wan, Hong Kong at a monthly rent of HK\$3,500. The tenancy agreement was a term of one year commenced from 1 November 2019. The total amount of rent paid for the year by the Group in respect of this agreement was HK\$17,500.

Conan Electric Manufacturing Limited ("Conan"), a wholly owned subsidiary of the Company, entered into a tenancy agreement with Fair Pacific Limited, a wholly-owned subsidiary of AICL, a substantial shareholder of the Company, pursuant to which Fair Pacific Limited granted to Conan a tenancy in respect of certain land in Lilin, Zhongkai Hi-Tech Industrial Development Zone, Huizhou City, Guangdong, the PRC at a monthly rent of HK\$82,000. The tenancy agreement was for a term of one year commenced from 1 April 2019. The total amount of rent paid for the year by the Group in respect of this agreement was HK\$984,000.

Allan Plastics Mfg., Limited ("APML"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement with Income Village Limited, a wholly-owned subsidiary of AICL, pursuant to which Income Village Limited granted to APML a tenancy in respect of certain premises in Lilin, Zhongkai Hi-Tech Industrial Development Zone, Huizhou City, Guangdong, the PRC at a monthly rent of HK\$17,000. The tenancy agreement was for a term of three years commenced from 1 April 2017. The total amount of rent paid for the year by the Group in respect of this agreement was HK\$204,000.

董事於重大交易、安排及合約之權益 *(續)*

亞倫與雅隆訂立一項租約，根據該租約，雅隆將位於香港柴灣利眾街20號柴灣中心工業大廈的35號車位租予亞倫，每月租金3,500港元。該租約由二零一九年十一月一日開始，為期一年。本集團就該租約於本年內所付之租金總額為42,000港元。

亞倫與雅隆訂立一項租約，根據該租約，雅隆將位於香港柴灣利眾街20號柴灣中心工業大廈的33號車位租予亞倫，每月租金3,500港元。該租約由二零一九年十一月一日開始，為期一年。本集團就該租約於本年內所付之租金總額為17,500港元。

康倫電業製造有限公司(「康倫」)，本公司之全資擁有附屬公司，與海暉有限公司訂立一項租約。海暉有限公司為亞倫投資(本公司之主要股東)全資擁有附屬公司，根據該租約，海暉有限公司將位於中國廣東省惠州市仲愷高新技術產業開發區瀝林鎮之部份土地租予康倫，月租82,000港元。該租約由二零一九年四月一日開始，為期一年。本集團就該租約於本年內所付之租金總額為984,000港元。

亞倫塑膠製造有限公司(「亞倫塑膠」)，本公司之全資擁有附屬公司，與儲鎮有限公司訂立一項租約。儲鎮有限公司為亞倫投資全資擁有附屬公司，根據該租約，儲鎮有限公司將位於中國廣東省惠州市仲愷高新技術產業開發區瀝林鎮之部份物業租予亞倫塑膠，月租17,000港元。該租約於二零一七年四月一日開始，為期三年。本集團就該租約於本年度內所付之租金總額為204,000港元。

Directors' Interests in Transactions, Arrangement and Contracts of Significance *(Continued)*

Karan Electric Manufacturing Limited ("Karan"), a wholly owned subsidiary of the Company, entered into a tenancy agreement with AICL, pursuant to which AICL granted to Karan a tenancy in respect of certain premises in Lilin, Zhongkai Hi-Tech Industrial Development Zone, Huizhou City, Guangdong, the PRC at a monthly rent of HK\$75,000. The tenancy agreement was for a term of three years commenced from 1 April 2017. The total amount of rent paid for the year by the Group in respect of this agreement was HK\$900,000.

The above transactions were approved by the independent non-executive directors and were conducted on normal commercial terms in the ordinary course of business of the Group and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Other than disclosed above, no transactions, arrangement and contracts of significance, to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a director or a connected entity of 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.

Emolument Policy

Salary package for employees are structured by reference to market conditions, staff's experience and individual performance. Other benefits offered by the Group included medical insurance, mandatory provident fund scheme, training subsidies, share option scheme and discretionary bonus.

The emoluments of the directors and senior management are recommended by the remuneration committee of the Company and decided by the Board, with reference to the market rates, commitment, contribution and their duties, and responsibilities with the Group. Details of directors' remuneration are set out in details in Note 9 to the financial statements.

董事於重大交易、安排及合約之權益 *(續)*

嘉倫電業製造有限公司(「嘉倫」)，本公司之全資擁有附屬公司，與亞倫投資訂立一項租約。根據該租約，亞倫投資將位於中國廣東省惠州市仲愷高新技術產業開發區瀝林鎮之部份物業租予嘉倫，月租75,000港元。該租約於二零一七年四月一日開始，續約三年。本集團就該租約於本年內所付之租金總額為900,000港元。

本公司之獨立非執行董事已批准以上交易，並認為該些關連交易乃於本公司日常及一般業務過程中按一般商業條款訂立，及以規管交易之有關協議為根據，其條款屬公平合理並符合本公司股東之整體利益。

除上文所披露者外，於年終或年內任何時間概無其他由本公司、其控股公司、同系附屬公司或其任何附屬公司訂立與本公司董事及有關聯人士直接或間接擁有重大權益之重要交易、安排及合約。

薪酬政策

僱員之薪酬福利乃參考市場情況、僱員經驗及個人表現而釐定。本集團提供之其他福利包括醫療保險、強制性公積金計劃、培訓補貼、購股權計劃及酌情花紅。

董事及高級管理層酬金乃由本公司薪酬委員會建議並由董事會參考市場價格、承擔、貢獻及彼等於本集團之職務及責任而釐定。董事酬金之詳情載於財務報告書附註9。

Directors' Report

董事會報告

Emolument Policy *(Continued)*

The Company has adopted a share option scheme as an incentive to the directors and eligible employees. Details of the scheme are set out in Note 30 to the financial statements.

Substantial Shareholders

As at 31 March 2020, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors and chief executive, the following shareholders had notified the Company of relevant interests and long/short positions in the issued share capital of the Company.

Long positions of substantial shareholders in the shares of the Company

薪酬政策 *(續)*

本公司已採納一項購股權計劃作為給予董事及合資格僱員之獎勵。計劃之詳情載於財務報告書附註30。

主要股東

於二零二零年三月三十一日，除上文披露若干董事的權益外，遵照證券及期貨條例第336條存置本公司主要股東的登記冊所示，以下股東及主要行政人員已知會本公司彼等在本公司已發行股份中擁有的相關權益及好倉／淡倉。

主要股東於本公司股份之好倉

Name of shareholder	Capacity	Number of ordinary shares	Approximate % of shareholding
股東名稱	身份	普通股股份	佔股權之概約百分比
Mr. Cheung Lun (deceased) 張倫先生(已故)	Founder of discretionary trust 全權信託之成立人	156,349,960	46.61%
Credit Suisse Trust Limited	Trustee 信託人	156,349,960	46.61%
UAL	Held by controlled corporation 所控制之公司持有	149,779,960	44.65%
	Beneficial Owner 實益擁有人	6,570,000	1.96%
AICL 亞倫投資	Beneficial Owner 實益擁有人	134,821,960	40.19%
Webb, David Michael	Beneficial Owner 實益擁有人	10,777,000	3.21%
	Held by controlled corporation 所控制之公司持有	26,007,000 <i>(Note)</i> <i>(附註)</i>	7.75%
Preferable Situation Assets Limited	Beneficial Owner 實益擁有人	26,007,000 <i>(Note)</i> <i>(附註)</i>	7.75%

Substantial Shareholders (Continued)

Long positions of substantial shareholders in the shares of the Company (Continued)

Note:

The reference to 26,007,000 shares above are held by Preferable Situation Assets Limited, a company 100% controlled by Mr. Webb, David Michael.

Save as disclosed above, as at 31 March 2020, the Company has not been notified by any persons (other than directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Donations

During the year, the Group made charitable and other donations amounting to approximately HK\$72,000.

Corporate Governance

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices of the Company is set out in the "Corporate Governance Report" on pages 30 to 41.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's bye-laws/articles of association, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

主要股東(續)

主要股東於本公司股份之好倉(續)

附註:

上述所提及的26,007,000股股份由Webb, David Michael先生全權控制之Preferable Situation Assets Limited持有。

除上文所披露者外，於二零二零年三月三十一日，概無任何人士(本公司董事或主要行政人員除外)曾知會本公司擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露或記載於本公司按證券及期貨條例第336條置存之登記冊內的本公司股份或相關股份之權益或淡倉。

捐款

年內，本集團給予慈善及其他機構之捐款約為7萬2千港元。

企業管治

本公司致力維持高水平之企業管治常規，有關本公司之企業管治常規之資料，載於第30至41頁之「企業管治報告」內。

優先購買權

本公司之公司細則／公司章程，及百慕達法例概無載列有關優先購買權之規定，本公司無須按此規定而按現有股東之持股比例發行新股。

Directors' Report

董事會報告

Sufficiency of Public Float

The Company has maintained a sufficient public float throughout the year ended 31 March 2020.

Auditor

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Cheung Lai Chun, Maggie
Chairman

Hong Kong
29 June 2020

足夠公眾持股量

本公司於截至二零二零年三月三十一日止年內一直維持上市規則所規定之公眾持股量。

核數師

於應屆股東周年大會上，將會提出一項決議案，繼續委任德勤•關黃陳方會計師行為本公司核數師。

承董事會命

張麗珍
主席

香港
二零二零年六月二十九日

The Company recognizes that good corporate governance is vital to the success of the Group and the sustained development of the Group. The Company aims at complying with, where appropriate, all code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Company’s corporate governance practices are based on the principles and the code provisions as set out in the CG Code. The Company has, throughout the year ended 31 March 2020, applied and complied with most of the code provisions save for certain deviations from the code provisions in respect of code provisions A.4.1, A.4.2, A.5.1, and A.6.7, details of which are explained below.

Directors’ Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiry to all directors regarding any non-compliance with the Model Code during the year under review and they have all confirmed that they had fully complied with the required standard set out in the Model Code.

Board of Directors

The Board comprises of four Executive Directors, being Ms. Cheung Lai Chun, Maggie (Chairman), Mr. Cheung Shu Wan (Managing Director), Ms. Cheung Lai See, Sophie and Dr. Cheung Shu Sang, William; and three Independent Non-Executive Directors, being Ms. Choy Wai Sheun, Susan, Mr. Lai Ah Ming, Leon and Professor Lo Chung Mau. Biographical details, which include relationships among members of the Board, are provided in the “Directors and Senior Management” section of this Annual Report.

本公司深明良好企業管治對本集團之成功及持續發展十分重要。本公司致力遵守(在適當情況下)香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載之「企業管治守則」(「企管守則」)中所有守則條文。

本公司之企業管治常規乃根據企管守則所載附的原則和守則條文而釐訂。於截至二零二零年三月三十一日止年度內，本公司已遵守大部份守則條文，除了下文所述有關守則條文第A.4.1、A.4.2、A.5.1及A.6.7條本公司有若干偏離守則條文之外。

董事進行證券交易

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)。本公司已特地就董事於回顧年內有否任何未有遵守標準守則之行為作出查詢，全體董事均確認彼等已完全遵從標準守則所規定之標準。

董事會

董事會成員包括四名執行董事，張麗珍女士(主席)、張樹穩先生(董事總經理)、張麗斯女士及張樹生博士；及三名獨立非執行董事，蔡慧璇女士、黎雅明先生及盧寵茂教授。履歷詳情(包括董事會成員間之關係)載於本年報「董事及高級管理人員」一節內。

Board of Directors *(Continued)*

There is a clear division of responsibilities between the Board and the management. The Board is responsible for providing high-level guidance and effective oversight of the management while day-to-day management of the Group is delegated to the management team of each respective subsidiary. Generally speaking, the Board is responsible for:

- Formulating the Group's long term strategy and monitoring the implementation thereof
- Approval of interim and year end dividend
- Reviewing and approving the annual and interim reports
- Ensuring good corporate governance and compliance
- Monitoring the performance of the management
- Reviewing and approving any material acquisition and assets disposal

The Board authorises the management to carry out the strategies that have been approved.

The Board meets regularly at least four times a year and additional meetings or telephone conferences are convened as and when the Board considers necessary. During the year, four board meetings were held. Details of the Directors' attendance record in the year are as follows:

Executive Directors	Attendance/ No. of meeting	執行董事	出席/ 會議次數
Ms. Cheung Lai Chun, Maggie	4/4	張麗珍女士	4/4
Mr. Cheung Shu Wan	4/4	張樹穩先生	4/4
Ms. Cheung Lai See, Sophie	4/4	張麗斯女士	4/4
Dr. Cheung Shu Sang, William	4/4	張樹生博士	4/4
Non-Executive Director		非執行董事	
Mr. Cheung Lun <i>(deceased on 16/2/2020)</i>	0/4	張倫先生 <i>(於2020年2月16日逝世)</i>	0/4

董事會 *(續)*

董事會與管理層之間有清晰分工。董事會負責為管理層提供高層次之領導與有效之監察，而集團業務之日常管理則委派予各附屬公司之管理層負責。一般而言，董事會之職責包括：

- 制訂本集團長遠之策略及對策略執行作監控
- 通過中期及年末股息
- 檢討及批准全年及中期業績報告
- 確保良好企業管治及遵守有關守則
- 監控管理層的表现
- 檢討及批准任何重大之收購及資產出售

董事會已授權管理層執行已獲批准的策略。

董事會定期舉行會議，並一年最少舉行四次董事會議，在董事會認為有需要情況下會舉行額外的董事會議或電話會議。於年內，已舉行了四次董事會，下述為董事於年內之出席記錄：

Board of Directors (Continued)

Independent Non-Executive Directors	Attendance/ No. of meeting
Dr. Chan How Chun, Rita (resigned on 6/8/2019)	1/4
Ms. Choy Wai Sheun, Susan (appointed on 29/8/2019)	3/4
Mr. Lai Ah Ming, Leon	4/4
Professor Lo Chung Mau	4/4

The Company has complied with the Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three Independent Non-Executive Directors and one of the Independent Non-Executive Directors has appropriate professional qualifications or accounting or related financial management expertise. Each of the Independent Non-Executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-Executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

Permitted Indemnity Provision

The Company has arranged for directors and officers liability insurance to indemnify its directors against liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

Chairman and Chief Executive

The Board considered that the duties of the Managing Director, Mr. Cheung Shu Wan ("MD") were no different from that required of a chief executive stipulated under the code provision A.2.1 of the CG Code. The management would regard that the term MD will have the same meaning as the chief executive of the Company.

Ms. Cheung Lai Chun, Maggie, the Chairman of the Board, is an Executive Director who is responsible for the leadership and effective running of the Board, and ensuring that all significant and key issues are discussed and where required, resolved by the Board timely and constructively.

董事會(續)

獨立非執行董事	出席/ 會議次數
陳孝春博士 (於2019年8月6日辭任)	1/4
蔡慧璇女士 (於2019年8月29日委任)	3/4
黎雅明先生	4/4
盧寵茂教授	4/4

本公司已遵守上市規則第3.10(1)、3.10(2)及3.10A條有關最少委任三位獨立非執行董事，及其中一位獨立非執行董事須具備適當之專業資格或會計或相關財務管理專長之規定。每位獨立非執行董事已根據上市規則第3.13條之規定，就其獨立性作出年度確認。本公司認為所有獨立非執行董事均符合上市規則第3.13條所載之獨立性指引。

獲准許的彌償條文

本公司已為董事會成員購買董事及高級職員責任保險，為董事依法履職過程中可能產生的賠償責任提供保障。該責任保險會按年檢討。

主席及行政總裁

董事會認為，董事總經理張樹穩先生之職責與企業守則之守則條文第A.2.1條內訂明要求行政總裁之職責並無差別，管理層視「董事總經理」一詞之涵義等同本公司行政總裁。

董事會主席張麗珍女士為執行董事，彼負責領導董事會並確保其有效運作，以及確保董事會能及時積極地討論並在需要時解決所有重大及關鍵事項。

Chairman and Chief Executive *(Continued)*

The MD of the Board is delegated with the authority and responsibility to run the Group's business and day-to-day operation, and implement the Group's strategy with respect to the achievement of its business objectives with the assistance of the executive directors and senior management.

Appointment and Re-election of Directors

Code provision A.4.1 stipulates that Non-Executive Directors should be appointed for a specific term, subject to re-election.

Currently, neither the Non-Executive Director nor three Independent Non-Executive Directors of the Company is appointed for a specific term. This constitutes a deviation from the CG Code. In accordance with the provisions of the Bye-laws of the Company, any director appointed by the Board during the year shall retire and submit themselves for re-election at the first general meeting immediately following his/her appointment. Further, at each annual general meeting, one-third of the directors for the time being, or if their number is not three or multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. The directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are similar to those in the CG Code.

Code provision A.4.2 stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment, and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

主席及行政總裁 *(續)*

董事會董事總經理獲授予權限及責任，管理本集團業務之營運及日常運作，並在執行董事和高級管理層協助下，執行本集團為達致其業務目標所訂之策略。

董事之委任及重選

守則條文第A.4.1條規定非執行董事的委任應有指定任期，並需接受重新選舉。

現時，非執行董事及三名獨立非執行董事並無指定任期，構成與企管守則有所偏差。根據本公司細則之條文，董事會年內獲委任之任何董事須於緊隨其獲委任後首次股東大會上輪值告退及膺選連任。此外，於每屆股東周年大會上，當時三分之一董事（或倘人數並非三或三之倍數時，則為最接近者，但不得多於三分之一的人數）應輪值告退。輪值告退之董事須為自上次獲重選或委任以來任期最長之董事。因此，本公司認為已採取足夠措施，確保本公司之企業管治常規與企管守則內所載者相若。

守則條文第A.4.2條規定所有因填補臨時空缺而獲委任之董事應於獲委任後之首次股東大會接受股東選舉，每名董事（包括指定任期獲委任之董事）應輪值告退，至少每三年一次。

Appointment and Re-election of Directors *(Continued)*

Ms. Choy Wai Sheun, Susan was appointed as Independent Non-Executive Director on 7 August 2019 and shall only hold office until the next following annual general meeting of the Company after her appointment. Due to the oversight of the board of directors of the Company, a resolution was not proposed at the annual general meeting of the Company held on 28 August 2019 to re-elect Ms. Choy as an Independent Non-Executive Director. As a result, Ms. Choy has ceased to be an Independent Non-Executive Director upon the conclusion of the AGM. Ms. Choy was re-appointed as Independent Non-Executive Director on 29 August 2019.

According to the Bye-laws of the Company, the chairman and/or the managing director is not subject to retirement by rotation or taken into account in determining the number of directors to retire. This constitutes a deviation from the CG Code. As continuation is a key factor to the successful implementation of any long term business plans, the Board believes that, the present arrangement is most beneficial to the Company and the shareholders as a whole.

Directors' Training

All Directors participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. All directors participate in appropriate continuous professional development activities by ways of attending training or reading material relevant to the Company's business or to the directors' duties and responsibilities. During the year ended 31 March 2020, the Company has provided an update on the latest development and changes of the Listing Rules, applicable laws, rules and regulations relating to directors' duties and responsibilities to each of Ms. Cheung Lai Chun, Maggie, Mr. Cheung Shu Wan, Ms. Cheung Lai See, Sophie, Dr. Cheung Shu Sang, William, Ms. Choy Wai Sheun, Susan, Mr. Lai Ah Ming, Leon and Professor Lo Chung Mau to keep themselves update on the roles, functions and duties of a listed company director. The Company has received the records of training from all directors.

董事之委任及重選 *(續)*

蔡慧璇女士於二零一九年八月七日獲委任為獨立非執行董事，並任職至本公司任命後的下一屆股東周年大會為止。由於本公司董事的疏忽，於二零一九年八月二十八日舉行的本公司股東周年大會（「股東周年大會」）上並無提呈決議案，重選蔡女士為獨立非執行董事。因此，蔡女士於股東周年大會結束後不再擔任獨立非執行董事。蔡女士於二零一九年八月二十九日重獲委任為獨立非執行董事。

根據本公司之公司細則，本公司之主席及／或董事總經理均無須輪值告退，於釐定董事退任人數時亦無須計算在內，構成與企管守則有所偏差。由於持續性是成功執行任何長遠業務計劃的主要因素，董事會相信，現有的安排對於本公司以至股東的整體利益最為有利。

董事培訓

所有董事均參加持續專業培訓，以增進及重溫彼等的知識及技能。此舉乃為確保彼等具備充份認識而對董事會作出相關貢獻。全體董事透過參加培訓或閱讀與本公司業務或董事職務及責任相關資料，致力作出持續專業發展。截至二零二零年三月三十一日止年度，本公司分別向張麗珍女士、張樹穩先生、張麗斯女士、張樹生博士、蔡慧璇女士、黎雅明先生及盧寵茂教授每一位提供有關上市規則最新發展及變動、有關董事職務及職責的適用法律、規則及法規的最新資料，以確保彼等掌握有關上市公司董事的角色、職能及責任的最新資訊。本公司已收到所有董事的培訓紀錄。

Audit Committee

The Audit Committee was established in 1999 and comprises three Board members, all of whom are independent non-executive directors. The Audit Committee has adopted the same terms of reference, which describe the authority and duties of the Committee, as quoted under code provision C.3.3 of the CG Code.

The Audit Committee will meet at least twice each year. During the year, the Audit Committee met twice considering the annual results of the Group for the financial year ended 31 March 2020 and the interim results of the Group for the 6 months ended 30 September 2019, assessing any changes in accounting policies and practices, major judgmental areas and compliance with applicable legal and accounting requirements and standards, discussing with the auditor of the Company on the risk management and internal control systems.

Details of Committee members and their attendance records are listed as below:

Committee member	Attendance/ No. of meeting
Ms. Choy Wai Sheun, Susan (<i>Chairman</i>)	2/2
Dr. Chan How Chun, Rita (<i>resigned on 6/8/2019</i>)	0/2
Mr. Lai Ah Ming, Leon	2/2
Professor Lo Chung Mau	2/2

Remuneration Committee

The Remuneration Committee was established in 2012 with written terms of reference as stated in Code B.1.2 of the CG Code. The Remuneration Committee consists of three members, majority of which are Independent Non-Executive Directors. Mr. Lai Ah Ming, Leon, being an Independent Non-Executive Director, acts as the chairman. Dr. Chan How Chun, Rita (resigned on 6 August 2019), an Independent Non-Executive Director, Ms. Choy Wai Sheun, Susan, and Independent Non-Executive Director and Ms. Cheung Lai See, Sophie, an Executive Director, are the Committee Members

審核委員會

審核委員會於一九九九年成立，由三名董事會成員組成，全部均為獨立非執行董事。審核委員會已採納企管守則之守則條文第C.3.3條引用的審核委員會之職責與權力為委員會相同職權範圍。

審核委員會每年至少召開會議兩次。年內，審核委員會舉行了兩次會議，以考慮本集團截至二零二零年三月三十一日止財務年度之全年業績及截至二零一九年九月三十日止六個月之中期業績、評估會計政策及慣例之任何變動、主要判斷範疇及是否遵守適用法律及會計規定及準則，以及與本公司核數師就風險管理及內部監控制度進行討論。

下述為委員會成員及其出席記錄詳情：

委員會成員	出席/ 會議次數
蔡慧璇女士(主席)	2/2
陳孝春博士 (於2019年8月6日辭任)	0/2
黎雅明先生	2/2
盧寵茂教授	2/2

薪酬委員會

本公司薪酬委員會於二零一二年成立，並訂有企管守則之守則條文第B.1.2條所載之書面職權範圍。薪酬委員會由三名成員組成，大部份為獨立非執行董事。獨立非執行董事黎雅明先生為薪酬委員會主席，獨立非執行董事陳孝春博士(於2019年8月6日辭任)，獨立非執行董事蔡慧璇女士及執行董事張麗斯女士為委員會成員。

Remuneration Committee *(Continued)*

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and overseeing the remuneration packages of all directors and senior management. The Remuneration Committee makes recommendation to the Board for the determination of the remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board for the directors' fee of non-executive directors. It takes into account factors such as salaries paid by comparable companies with similar size and trade, education background and qualification of each director and senior management, time commitment and responsibilities of directors and senior management.

During the year, the Remuneration Committee has held one meeting. Attendance of each individual member was as follows:

Committee member	Attendance/ No. of meeting
Mr. Lai Ah Ming, Leon <i>(Chairman)</i>	1/1
Dr. Chan How Chun, Rita <i>(resigned on 6/8/2019)</i>	0/1
Ms. Cheung Lai See, Sophie	1/1
Ms. Choy Wai Sheun, Susan	1/1

Details on the emolument payable to the directors and the Company's share option scheme are disclosed in Notes 9 and 30 to the consolidated financial statements respectively.

薪酬委員會 *(續)*

薪酬委員會負責確保規範及透明之薪酬政策制訂程序以及監督所有董事及高級管理層之薪酬待遇。薪酬委員會向董事會就所有執行董事及高層管理人員的薪酬待遇之最終決定作建議，其中包括金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)，及就非執行董事的董事袍金提出建議。釐定薪酬時將考慮同樣規模及業務之可比較公司支付之薪金水平、各董事及高級管理層之教育背景及資格，以及彼等所投入之時間及職責等因素。

於年內，薪酬委員會舉行了一次會議。下列為每一成員之出席記錄：

委員會成員	出席/ 會議次數
黎雅明先生(主席)	1/1
陳孝春博士 <i>(於2019年8月6日辭任)</i>	0/1
張麗斯女士	1/1
蔡慧璇女士	1/1

應付董事之薪酬及本公司購股權計劃詳情分別於綜合財務報告書附註9及30披露。

Nomination of Directors

Code provision A.5.1 stipulates that the Company should establish a nomination committee. Currently, the Company does not have a nomination committee. The Board will identify individuals suitably qualified to become board members when necessary. The Board will give due consideration to the suitability of a candidate for directorship after taking into account of his/her experience, qualification and other relevant factors. All candidates must also meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

Corporate Governance Functions

The Board is responsible to develop and review the Company's policies and practices on corporate governance; review and monitor the training and continuous professional development of directors and senior management; review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; review and monitor the code of conduct applicable to employees and directors; and review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

Company Secretary

Ms. Wong Lai Yung joined the Company since 2006 and was appointed as the Company Secretary in 2012. Ms. Wong is responsible to update and provide advice to the Board in relation to directors' obligations under the Listing Rules, applicable laws and regulations, and corporate governance matters. Ms. Wong has provided her training records to the Company indicating her compliance with the training requirement under Rule 3.29 of the Listing Rules. Ms. Wong's biographical details are provided in the "Directors and Senior Management" section of this Annual Report.

Constitutional Documents

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

董事之提名

守則條文第A.5.1條規定，公司應設立提名委員會。現時，本公司並無提名委員會，董事會將於有需要時物色合適之合資格人士出任董事會成員。董事會將謹慎考慮候選人之經驗、資格及其他相關因素以決定其是否適合擔任董事職務。所有候選人亦必須符合上市規則第3.08及3.09條所載之標準。將獲委任為獨立非執行董事之候選人亦須符合上市規則第3.13條所載之獨立準則。

企業管治職能

董事會負責制定及檢討本公司的企業管治政策及常規；檢討及監察董事及高層管理人員的培訓及持續專業發展；檢討及監察本公司在遵守法律及監管規定方面的政策及常規；檢討及監察僱員及董事的操守準則；以及檢討本公司遵守企管守則的情況及在企業管治報告內的披露。

公司秘書

黃麗蓉女士於二零零六年加入本公司，並於二零一二年獲委任為公司秘書。黃女士負責提升及就根據上市規則及適用法律法規及企業管治事宜向董事會提供意見。黃女士已向本公司提供培訓記錄以示已遵守上市規則第3.29條之培訓規定。黃女士之履歷詳情已載於本年報「董事及高級管理人員」一節內。

組織章程文件

於年內，本公司的組織章程文件並無重大變動。

Directors' Responsibilities for the Financial Statement

The Board acknowledges that it is their responsibility for (i) overseeing the preparation of the financial statements of the Group with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Group and (ii) selecting suitable accounting policies and applying the selected accounting policies consistently with the support of reasonable and prudent judgement and estimates.

A statement by the independent auditor about their reporting responsibilities is set out on pages 42 to 48 of this Annual Report.

Auditor's Remuneration

During the year under review, the remuneration payable to the Company's independent auditor, Deloitte Touche Tohmatsu, is set out as follows:

Services rendered	Fees payable HK\$'000
Audit services	2,228
Non-audit services	
Review of interim results	323
Taxation services	606
Audit of occupational retirement scheme	24

董事對財務報表之責任

董事會確認彼等之責任為(i)確保本集團財務報告書的編製真實反映本集團之財務狀況及(ii)選取適合之會計政策，並且貫徹應用該等會計政策，以作出審慎及合理之判斷及估計。

獨立核數師就彼等之呈報責任所作聲明載於本年報第42至48頁內。

核數師酬金

於回顧年度，應支付本公司獨立核數師德勤•關黃陳方會計師行之酬金如下：

提供服務	應付費用 千港元
核數服務	2,228
非核數服務	
審閱中期業績	323
稅務服務	606
職業退休計劃之審核	24

Risk Management and Internal Controls

The Board acknowledges that it is its duty to monitor the risk management and internal control systems of the Group on an ongoing basis and review their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board, through the Audit Committee, conducted an annual review of both design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues to the Board.

In light of the size, nature and complexity of the business of the Group, the Directors are of the view that it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. The Group does not have an internal audit department and will continue to review the need for an internal audit function.

During the year, the Group appointed KLC Transactions Limited ("KLC") as an external independent professional to:

- assist in identifying and assessing the risks of the Group through a series of interviews; and
- independently perform internal control reviews and assess effectiveness of the Group's risk management and internal control systems.

風險管理及內部監控

董事會確認，其有責任持續監察本集團之風險管理及內部監控系統，並檢討其有效性。有關系統旨在管理而非消除未能達成業務目標的風險，並僅可就重大的失實陳述或損失作出合理而非絕對保證。

董事會透過審核委員會，每年檢討本集團風險管理及內部監控系統的設計及實施成效，涵蓋所有重大監控措施，包括財務、營運及合規控制，以確保本集團的會計、內部審核及財務報告職能均具備充足的資源、員工資歷及經驗、培訓項目及預算。在此方面，審核委員會向董事會通報任何重大事項。

考慮本集團業務之規模、性質及結構而言，董事認為聘用外部獨立專業人士為本集團進行內部審核工作以滿足需求，更具成本效益。本集團目前並無內部審計部門，會持續審視設立內部審計部門之需要。

年內，本集團委任禮恒企業財務服務有限公司（「禮恒企業財務服務」）擔任外部獨立專業人士以：

- 透過一系列訪談，協助識別及評估本集團的風險；及
- 獨立進行內部監控審核並評估本集團的風險管理及內部監控系統之有效性。

Risk Management and Internal Controls

(Continued)

The results of the independent review and assessment were reported to the Audit Committee and the Board. Moreover, improvements in internal control and risk management measures as recommended by KLC to enhance the risk management and internal control systems of the Group and mitigate risks of the Group were adopted by the Board. Based on the findings and recommendations of KLC as well as the comments of the Audit Committee, the Board considered the internal control and risk management systems effective and adequate.

The Group has established internal control procedures for the handling and dissemination of inside information in order to comply with Chapter 13 of the Listing Rules as well as Part XIVA of the SFO. The internal control mechanism includes information flow and reporting processes, confidentiality arrangements, disclosure procedures, and staff training arrangements, etc.

The Company will continue to engage external independent professionals to review the Group's system of internal controls and risk management and further enhance the Group's internal control and risk management systems as appropriate.

Shareholders' Rights

On the requisition of shareholders of the Company holding not less than one-tenth of the paid-up capital of the Company, the Board may convene a special general meeting to address specific issues of the Company within 21 days from the date of deposit of written notice to the registered office of the Company. The requisition must state the purposes of the meeting, and must be signed by the requisitioner(s).

Shareholders holding not less than one-twentieth of the total voting rights of all the shareholders or not less than 100 shareholders may propose any resolution at the annual general meeting and circulate to other shareholders written statement with respect to the matter to be dealt with at the annual general meeting.

風險管理及內部監控(續)

獨立審核及評估結果已呈報予審核委員會及董事會。此外，禮恒企業財務服務所建議為提高本集團風險管理及內部監控系統及減低本集團風險的內部監控及風險管理措施的改進工作已獲董事會採納。根據禮恒企業財務服務之調查結果及推薦意見以及審核委員會之意見，董事會認為內部監控及風險管理系統屬有效及充分。

本集團已就處理及發佈內幕消息制訂內部監控程序，以遵守上市規則第13章及證券及期貨條例第XIVA部。內部監控機制包括消息流向與申報流程、保密安排、披露程序及員工培訓安排等。

本公司將繼續委聘外部獨立專業人士檢討本集團的內部監控及風險管理系統，並於適當時候進一步提升本集團的內部監控及風險管理系統。

股東權利

在持有不少於本公司繳足股本十分之一的股東要求下，董事會可於向本公司的註冊辦事處發出書面通知的二十一日內召開股東特別大會處理本公司的特定議題。該要求必須列明會議目的，及經該要求人士簽署。

持有所有股東總表決權不少於二十分之一之股東或不少於100名股東，可於任何股東周年大會上提呈任何決議案及向其他股東傳閱有關於股東周年大會上動議之陳述書。

Shareholders' Rights *(Continued)*

Shareholders may send their enquiries requiring the Board's attention to the Company Secretary at the Company's principal office address at Flat B, 23/F., Chaiwan Industrial Centre, 20 Lee Chung Street, Chai Wan, Hong Kong.

Communication with Shareholders

The Company regards its Annual General Meeting as an opportunity for direct communication between the Board and its shareholders. All Directors and external auditor make an effort to attend the Annual General Meeting to address shareholders' queries. The Company also responds to requests for information and queries from the shareholders and investors and welcomes the views of shareholders on matter affecting the Group and encourages them to attend shareholders' meeting to communicate any concerns they might have with the Board.

Code provision A.6.7 stipulates that, independent non-executive directors and other non-executive directors shall attend general meetings and develop a balanced understanding of the views of shareholders.

An independent non-executive director and a non-executive director did not attend the Annual General Meeting of the Company held on 28 August 2019 due to other business engagements and personal matters.

股東權利 *(續)*

股東可將彼等提請董事會關注之事宜，送交本公司主要辦事處地址，地址為香港柴灣利眾街20號柴灣中心工業大廈23樓B室，並註明公司秘書收。

與股東之溝通

公司視股東周年大會為提供董事會與股東直接溝通之機會。全體董事及外聘核數師均盡力出席股東周年大會，以回應股東提問。公司亦回應股東與投資者索取資料之要求和提問，歡迎股東對影響集團之事宜提意見，亦鼓勵股東出席股東大會，讓股東直接向董事會表達所關注之事宜。

守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事應出席股東大會，對本公司股東的意見有公正的了解。

一位獨立非執行董事及一位非執行董事因有其他公務及私人理由，並未出席本公司於二零一九年八月二十八日舉行之股東周年大會。



TO THE SHAREHOLDERS OF ALLAN INTERNATIONAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

致亞倫國際集團有限公司股東

(於百慕達註冊成立的有限公司)

Opinion

We have audited the consolidated financial statements of Allan International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as “the Group”) set out on pages 49 to 151, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師(以下簡稱「我們」)已審計列載於第49至151頁的亞倫國際集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零二零年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表及綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會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》的披露要求妥為擬備。

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。根據香港會計師公會職業道德準則理事會頒佈的《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。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。

Key Audit Matters

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

Key audit matter

關鍵審計事項

Valuation of investment properties

投資物業的估值

We identified the valuation of investment properties as a key audit matter due to the significant assumptions and judgements involved in determining their fair value.

我們確認投資物業的估值作為關鍵的審計事項，是由於在決定其公平值估值中涉及重大假設和判斷。

The Group's investment properties amounted to HK\$493,545,000 as at 31 March 2020 and a loss from changes in fair value of investment properties of HK\$52,284,000 was recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended.

於二零二零年三月三十一日，集團投資物業合共為4億9,354萬5千港元及投資物業的公平值變動之虧損淨額5,228萬4千港元已於本年度綜合損益及其他全面收益表中確認。

關鍵審計事項

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

How our audit addressed the key audit matter

我們的審計如何對關鍵審計事項進行處理

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

我們就有關評估投資物業的程序包括：

- Evaluating the competence, capabilities and objectivity of the Surveyors;
- 評估獨立合資格測量師的評價能力、功能和客觀性。
- Obtaining an understanding from the Surveyors about the valuation technique, the performance of the market, significant assumptions adopted and key inputs used in the valuations;
- 從測量師那裡理解關於估值技術，市場表現，所採用的重大假設和估值中使用的關鍵輸入數據。
- Checking the accuracy and integrity of tenancy information provided by management to the Surveyors with the underlying source documents;
- 查閱管理層提供給測量師的租賃信息的準確性和完整性以及相關的原有文件。

Key Audit Matters *(Continued)*

Key audit matter

關鍵審計事項

As disclosed in Note 14 to the consolidated financial statements, all of the Group's investment properties were stated at fair value based on a valuation performed by a firm of independent qualified professional surveyors ("Surveyors"). The fair value of the Group's investment properties in Hong Kong was determined by adopting the direct comparison method. The valuation is sensitive to the market unit rate of comparable properties and adjustment factors for size, view and floor level of property and timing of the comparable transactions. The fair value of the Group's investment properties in the People's Republic of China (the "PRC") was determined by adopting the term and reversion analysis of investment approach. The valuation is sensitive to market rents with key inputs including rental in reversionary period, vacancy rate and yield.

於綜合財務報告書附註14中披露，集團所有投資物業的公平值是根據一家公司的獨立專業合資格測量師（「測量師」）而定。集團於香港投資物業的公平值是採用直接比較方法釐定。估值時可比較的市場單位價格敏感，物業的尺寸、景觀、樓層及類似的交易時間作為調整的因素。本集團在中華人民共和國（「中國」）的投資物業的公平值採用投資期限和回歸分析法確定。關鍵輸入數據的估值對市場租金敏感，包括復歸租金、空置率及回報率。

關鍵審計事項 *(續)*

How our audit addressed the key audit matter

我們的審計如何對關鍵審計事項進行處理

- Assessing the reasonableness of the key inputs used by the Surveyors in the valuation of investment properties at year end, including the rental in reversionary period, vacancy rate, yield, market rents, market unit rate of individual unit and adjustment factors for size, view and floor level of property and timing of comparable transactions against current market data and entity specific information on a sample basis; and
- 評估測量師在評估模型中使用的關鍵輸入數據的合理性，包括市場租金、空置率、回報、個別單位的市場單位價格和物業的尺寸、景觀和樓層，以及可比交易的時間與當前市場數據和實體具體信息的調整因素，以樣本為基礎；及
- With the assistance of our internal valuation specialist, assessing the appropriateness of valuation methodology and the reasonableness of the valuation inputs used by the Surveyors in valuation of properties and leasehold lands which transferred to investment properties on transfer date.
- 於內部估值專家的協助下，評估測量師使用的估值方法的適當性以及及在轉移投資物業之日估值輸入的合理性。

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 the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of Directors and Those Charged with Governance 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資訊

貴公司董事需對其他資訊負責。其他資訊包括刊載於年報內的資訊，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資訊存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及管治層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》及香港《公司條例》的披露要求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因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。

管治層須負責監督 貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

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，並按照我們商定的業務約定條款／《百慕達公司法》第90條的規定僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本行報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，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，設計及執行審計程式以應對這些風險，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。
- 瞭解與審計相關的內部控制，以設計適當的審計程式，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。

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

(Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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 those charged with governance 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.

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以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。

除其他事項外，我們與管治層溝通了計畫的審計範圍、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。

我們還向管治層提交聲明，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。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

(Continued)

From the matters communicated with those charged with governance, 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 the independent auditor's report is Sunnie Sy.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
29 June 2020

核數師就審計綜合財務報表承擔的責任(續)

從與管治層溝通的事項中，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專案合夥人是施安迪。

德勤•關黃陳方會計師行
執業會計師
香港
二零二零年六月二十九日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2020

綜合損益及其他全面收益表

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	營業額	5	982,835	1,209,200
Cost of sales	銷售成本		(839,033)	(1,114,118)
Gross profit	毛利		143,802	95,082
Other income	其他收益	6	26,177	30,513
Other gains and losses	其他盈利及虧損	7	(7,471)	8,160
Selling and distribution expenses	銷售及分銷成本		(18,384)	(23,850)
Administrative expenses	行政成本		(103,975)	(102,571)
Provision for factory relocation expenses	廠房搬遷費用撥備	8	—	(18,594)
(Loss) gain from changes in fair value of investment properties	投資物業之公平值變動所產生的(虧損)盈利	14	(52,284)	46,400
Reversal of impairment loss (impairment loss) on financial assets, net	財務資產的減值虧損撥回(減值虧損)淨額		373	(294)
Finance costs on bank loan	銀行貸款之財務成本		(1,025)	(994)
(Loss) profit before tax	除稅前(虧損)溢利		(12,787)	33,852
Income tax expense	所得稅開支	10	(5,377)	(5,733)
(Loss) profit for the year attributable to owners of the Company	本年度可分配給公司擁有人之(虧損)溢利	11	(18,164)	28,119
Other comprehensive income (expense):	其他全面收益(開支):			
Items that will not be reclassified to profit or loss:	將不會重新分類至損益的項目:			
Gain on revaluation of manufactory plants and right-of-use assets transferred to investment properties	生產廠房及使用權資產轉至投資物業重估所得盈利	14	114,410	—
Deferred taxation on gain on revaluation of manufactory plants and right-of-use assets transferred to investment properties	生產廠房及使用權資產轉至投資物業重估所得盈利之遞延稅項	14	(28,603)	—
			85,807	—
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目:			
Exchange differences arising on translation of foreign operations	換算海外業務所產生之滙兌差額		(18,427)	(8,113)
Net fair value gain on debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具的公平值盈利淨額		40	365
Reclassified to profit or loss upon disposal of debt instruments at fair value through other comprehensive income	出售按公平值計入其他全面收益之債務工具重新分類至損益		5	(16)
			(18,382)	(7,764)
Other comprehensive income (expense) for the year	本期間其他全面收益(開支)		67,425	(7,764)
Total comprehensive income for the year attributable to owners of the Company	本公司可分配給公司擁有人之年度全面收益總額		49,261	20,355
(Loss) earnings per share	每股(虧損)盈利			
Basic	基本	13	HK(5.4 cents)港仙	HK8.4 cents港仙

Consolidated Statement of Financial Position

At 31 March 2020

綜合財務狀況表

於二零二零年三月三十一日

			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		
Non-current assets	非流動資產			
Investment properties	投資物業	14	493,545	327,400
Property, plant and equipment	物業、廠房及設備	15	44,037	154,654
Right-of-use assets	使用權資產	16	4,314	—
Prepaid lease payments	預付租賃款項	17	—	19,221
Club debentures	會籍債券	18	11,018	13,176
Deposits paid for acquisition of property, plant and equipment	已付購買物業、廠房及設備訂金		1,878	1,174
			554,792	515,625
Current assets	流動資產			
Inventories	存貨	19	56,307	76,180
Trade receivables	應收貿易賬款	20	133,718	250,535
Other receivables	其他應收賬款	20	16,788	16,967
Mould deposits paid	已付模具訂金		7,317	11,179
Prepaid lease payments	預付租賃款項	17	—	608
Financial assets at fair value through profit or loss ("FVTPL")	透過損益按公平值計算之財務資產	21	23,278	35,156
Debt instruments at fair value through other comprehensive income ("FVTOCI")	按公平值計入其他全面收益之債務工具	22	25,664	31,108
Tax recoverable	應退稅項		93	810
Short-term deposits	短期存款	23	237,423	160,641
Bank balances and cash	銀行結存及現金	23	419,392	397,949
			919,980	981,133
Current liabilities	流動負債			
Trade payables	應付貿易賬款	24	91,994	140,835
Other payables and accruals	其他應付賬款及應付未付		92,086	110,627
Mould deposits received	已收模具訂金		20,443	31,148
Tax liabilities	稅項負債		35,947	36,740
Secured bank loan	有抵押銀行貸款	25	5,124	5,124
			245,594	324,474
Net current assets	流動資產淨值		674,386	656,659
Total assets less current liabilities	總資產減流動負債		1,229,178	1,172,284

Consolidated Statement of Financial Position

At 31 March 2020

綜合財務狀況表

於二零二零年三月三十一日

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	26	36,782	7,253
Secured bank loan	有抵押銀行貸款	25	26,037	31,161
			62,819	38,414
Net assets	資產淨值		1,166,359	1,133,870
Capital and reserves	資本及儲備			
Share capital	股本	27	33,543	33,543
Reserves	儲備		1,132,816	1,100,327
			1,166,359	1,133,870

The consolidated financial statements on pages 49 to 151 were approved and authorised for issue by the Board of Directors on 29 June 2020 and are signed on its behalf by:

載於第49至151頁之綜合財務報告書已於二零二零年六月二十九日獲董事會批准及授權刊發，並由下列董事代表簽署：

CHEUNG LAI CHUN, MAGGIE

張麗珍
DIRECTOR
董事

CHEUNG LAI SEE, SOPHIE

張麗斯
DIRECTOR
董事

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

		Share capital	Share premium	Capital redemption reserve	Property revaluation reserve	Investment revaluation reserve	Translation reserve	Retained profits	Total
		股本	股份溢價	股本贖回儲備	物業重估儲備	投資重估儲備	匯兌儲備	保留溢利	總額
		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
At 31 March 2018	於二零一八年三月三十一日	33,543	109,884	793	—	631	31,408	961,755	1,138,014
Adjustment	調整	—	—	—	—	(981)	—	(38)	(1,019)
At 1 April 2018	於二零一八年四月一日	33,543	109,884	793	—	(350)	31,408	961,717	1,136,995
(restated)	(重列)								
Profit for the year	本年度溢利	—	—	—	—	—	—	28,119	28,119
Exchange difference arising on translation of foreign operations	海外業務換算所產生之滙兌差額	—	—	—	—	—	(8,113)	—	(8,113)
Net fair value gain on debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益的債務工具的公平值盈利淨額	—	—	—	—	365	—	—	365
Cumulative gain reclassified to profit or loss on disposal of debt instruments at fair value through other comprehensive income	出售按公平值計入其他全面收益的債務工具所累計盈利重新分類到損益	—	—	—	—	(16)	—	—	(16)
Other comprehensive income (expense) for the year	本年度其他全面收益(支出)	—	—	—	—	349	(8,113)	—	(7,764)
Total comprehensive income (expense) for the year	本年度全面收益(支出)總額	—	—	—	—	349	(8,113)	28,119	20,355
Dividends recognised as distribution (Note 12)	確認作分派之股息(附註12)	—	—	—	—	—	—	(23,480)	(23,480)
At 1 April 2019	於二零一九年四月一日	33,543	109,884	793	—	(1)	23,295	966,356	1,133,870
Loss for the year	本年度虧損	—	—	—	—	—	—	(18,164)	(18,164)
Exchange difference arising on translation of foreign operations	海外業務換算所產生之滙兌差額	—	—	—	—	—	(18,427)	—	(18,427)
Net fair value gain on debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益的債務工具的公平值盈利淨額	—	—	—	—	40	—	—	40
Cumulative loss reclassified to profit or loss on disposal of debt instruments at fair value through other comprehensive income	出售按公平值計入其他全面收益的債務工具所累計虧損重新分類到損益	—	—	—	—	5	—	—	5
Gain on revaluation of manufactory plants and right-of-use assets transferred to investment properties (Note 14)	生產廠房及使用權資產轉至投資物業所產生的重估盈利(附註14)	—	—	—	114,410	—	—	—	114,410
Deferred taxation on gain on revaluation of manufactory plants and right-of-use assets transferred to investment properties (Note 14)	生產廠房及使用權資產轉至投資物業重估所得盈利之遞延稅項(附註14)	—	—	—	(28,603)	—	—	—	(28,603)
Other comprehensive income (expense) for the year	本年度其他全面收益(支出)	—	—	—	85,807	45	(18,427)	—	67,425
Total comprehensive income (expense) for the year	本年度全面收益(支出)總額	—	—	—	85,807	45	(18,427)	(18,164)	49,261
Dividends recognised as distribution (Note 12)	確認作分派之股息(附註12)	—	—	—	—	—	—	(16,772)	(16,772)
At 31 March 2020	於二零二零年三月三十一日	33,543	109,884	793	85,807	44	4,868	931,420	1,166,359

Consolidated Statement of Cash Flows

For the year ended 31 March 2020

綜合現金流量表

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
OPERATING ACTIVITIES	經營活動		
(Loss) profit before tax	除稅前(虧損)溢利	(12,787)	33,852
Adjustments for:	調整:		
Release of prepaid lease payments	解除預付租賃款項	—	608
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	15,884	26,762
Depreciation of right-of-use assets	使用權資產之折舊	183	—
Loss (gain) from changes in fair value of investment properties	投資物業公平值變動所產生之虧損(盈利)	52,284	(46,400)
Finance costs on bank loan	銀行貸款之財務成本	1,025	994
Interest income	利息收入	(6,591)	(3,863)
Cumulative loss (gain) reclassified to profit or loss on:	累計虧損(盈利)重新分類至損益賬:		
Disposal of debt instruments at FVTOCI	出售按公平值計入其他全面收益的債務工具	5	(16)
Net loss (gain) on fair value changes of financial assets at FVTPL	透過損益按公平值計算之金融資產的公平值變動所產生的虧損(盈利)淨額	1,124	(725)
Amortisation of deferred income	遞延收入之攤銷	—	(17,649)
Gain on disposal of property, plant and equipment and land use rights located in the People's Republic of China (the "PRC")	出售位於中華人民共和國(「中國」)之物業、廠房、設備及土地使用權之盈利	(379)	(5,242)
Loss on disposal of a club debenture	出售會所債券之虧損	978	—
Write-off of property, plant and equipment (Reversal of impairment loss) impairment loss on trade receivables, net	撇除物業、廠房及設備應收貿易賬款之(減值虧損撥回)減值虧損淨額	(373)	294
Provision for factory relocation expenses	廠房搬遷費用撥備	—	18,594
Operating cash flows before movements in working capital	營運資本變動前之經營現金流量	52,282	8,762
Decrease in inventories	存貨減少	15,296	16,450
Decrease in trade receivables	應收貿易賬款減少	117,178	36,850
(Increase) decrease in other receivables	其他應收賬款(增加)減少	(412)	16,132
Decrease (increase) in mould deposits paid	已付模具按金減少(增加)	3,862	(7,064)
Decrease in trade payables	應付貿易賬款減少	(42,244)	(43,559)
Decrease in other payables and accruals	其他應付賬款及應付未付減少	(12,808)	(30,038)
(Decrease) increase in mould deposits received	已收模具按金(減少)增加	(10,705)	5,588
Cash generated from operations	經營業務所產生之現金	122,449	3,121
Hong Kong Profits Tax refund	香港利得稅退款	349	2,035
PRC Enterprise Income Tax paid	已付中國企業所得稅	(4,876)	(5,758)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營活動所產生(所耗)之現金淨額	117,922	(602)

Consolidated Statement of Cash Flows

For the year ended 31 March 2020

綜合現金流量表

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
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	7,206	4,547
Proceeds from	所得款項由：		
— disposal of financial assets at FVTPL	— 出售透過損益按公平 值計算之金融資產	11,734	8,848
— disposal of debt instruments at FVTOCI	— 出售按公平值計入其他 全面收益的債務工具	5,484	5,598
Net proceeds on disposal of property, plant and equipment and land use rights located in the PRC	出售位於中國的物業、廠房 及設備及土地使用權的 所得款項淨額	597	18,509
Net proceeds on disposal of a club debenture	出售會所債券所得款項	1,180	—
Purchases of property, plant and equipment	購買物業、廠房及設備	(10,552)	(23,562)
Purchases of investment properties	購買投資物業	(1,425)	—
Purchases of	購買：		
— financial assets at FVTPL	— 透過損益按公平值 計算之金融資產	(1,595)	(10,274)
— debt instruments at FVTOCI	— 按公平值計入其他全面 收益的債務工具	—	(8,613)
Deposits paid for acquisition of property, plant and equipment	已付購買物業、廠房及 設備訂金	(1,952)	(1,174)
Withdrawal of short-term deposits	提取短期存款	373,812	697,050
Placement of short-term deposits	存放於短期存款	(454,632)	(730,288)
NET CASH USED IN INVESTING ACTIVITIES	投資活動所耗現金淨額	(70,143)	(39,359)
FINANCING ACTIVITIES	融資活動		
Dividend paid	已付股息	(16,772)	(23,480)
Repayment of bank loan	償還銀行貸款	(5,124)	(5,124)
Interest paid	已付利息	(1,025)	(994)
CASH USED IN FINANCING ACTIVITIES	融資活動所耗現金	(22,921)	(29,598)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值增加(減少) 淨額	24,858	(69,559)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	於年初之現金及現金等值	397,949	469,572
Effect of foreign exchange rate changes	外幣匯率變動之影響	(3,415)	(2,064)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	於年結之現金及現金等值， 相當於銀行結存及現金	419,392	397,949

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

1. General

Allan International Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company is Allan Investment Company Limited, a private company incorporated in Hong Kong; and its ultimate holding company is Credit Suisse Trust Limited, who is a trustee of The Cheung Lun Family Trust (“Trust”), the discretionary beneficiaries of which are, among other family members, the directors of the Company, Mr. Cheung Shu Wan, Ms. Cheung Lai Chun, Maggie, Ms. Cheung Lai See, Sophie and Dr. Cheung Shu Sang, William. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The Company acts as an investment holding company and provides corporate management services to its subsidiaries. The principal activities of its subsidiaries are manufacturing and trading of household electrical appliances.

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

1. 總論

亞倫國際集團有限公司(「本公司」)於百慕達註冊成立為受豁免有限責任公司，其股份在香港聯合交易所有限公司上市(「聯交所」)。直接控股公司為亞倫投資有限公司，於香港註冊成立的私人公司；其最終控股公司為Credit Suisse Trust Limited，為The Cheung Lun Family Trust(「Trust」)之信託人。Trust之可能受益人中(為家族其他成員內)有本公司之董事張樹穩先生、張麗珍女士、張麗斯女士及張樹生博士。本公司註冊辦事處之地址及主要營業地點於本年報「公司資料」部份中披露。

本公司乃投資控股公司及提供企業管理服務給附屬公司，其附屬公司的主要業務為製造及銷售家庭電器。

綜合財務報告書乃以港元列示，亦為公司之功能貨幣。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKFRS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效之香港財務報告準則之新訂及修訂本

本集團已於本年度首次應用由香港會計師公會所頒佈之以下新訂及經修訂之香港財務報告準則：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理方法不確定性
香港財務報告準則第9號之修訂本	具有負補償的提前償付特性
香港財務報告準則第19號之修訂本	計劃修訂、縮減或清償
香港會計準則第28號之修訂本	於聯營公司及合營企業的長期權益
香港財務報告準則之修訂本	2015年至2017年週期香港財務報告準則的年度改進

除下文所述者外，於本年度應用新訂及經修訂香港財務報告準則對本集團於本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露並無重大影響。

香港財務報告準則第16號租賃

本集團於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) – Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 April 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019.

As at 1 April 2019, the Group recognised right-of-use assets at amounts adjusted by any prepaid or accrued lease payments by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

於本年度強制生效之香港財務報告準則之新訂及修訂本 (續)

香港財務報告準則第16號租賃 (續)

租賃的定義

就之前根據香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號識別為租賃之合約而認定為租賃，本集團選擇可行權宜方法應用香港財務報告準則第16號豁免先前識別為非租賃之合約。因此，本集團並未重新評估在首次應用日之前已經存在的合同。

對於於二零一九年四月一日或之後訂立或修改的合同，本集團根據香港財務報告準則第16號的要求採用租賃的定義，評估合同是否包含租賃。

作為承租人

本集團已追溯應用香港財務報告準則第16號，其累積影響於首次應用日，即二零一九年四月一日確認。

於二零一九年四月一日，本集團確認使用權資產金額並通過應用香港財務報告準則第16號C8(b)(ii)過渡條文以任何預付或應付租賃款項調整。於首次應用日如有任何差額均於期初保留溢利中確認，而比較資料未有重列。

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For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

All the operating lease commitments as at 1 April 2019 of HK\$2,906,000 were exempted from recognition of right-of-use assets as related to the leases with remaining lease term ends within 12 months of the date of initial application or leases of low-value assets.

The carrying amount of right-of-use assets for own use as at 1 April 2019 comprises the following:

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之香港財務報告準則之新訂及修訂本(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

在過渡時根據香港財務報告準則第16號採用經修訂追溯方法時，本集團根據與各個租賃合同有關的範圍，將以下可行權宜方法適用於先前根據《香港會計準則》第17號歸類為經營租賃的租賃：

- i. 選擇不確認租賃期限自首次應用日起12個月內屆滿的使用權資產和租賃負債；及
- ii. 撇除於首次應用日計量使用權資產之初始直接成本。

於二零一九年四月一日的所有經營租賃承擔290萬6千港元獲豁免確認使用權資產，因為所有相關剩餘租賃期於首次應用日起12個月內結束或為低價值資產租賃。

截至二零一九年四月一日自用使用權資產的賬面價值包括以下內容：

		Notes 附註	Right-of-use assets 使用權資產 HK\$'000 千港元
Reclassified from property, plant and equipment	物業、廠房及設備重新分類	(a)	120
Reclassified from prepaid lease payments	預付租賃款項重新分類	(b)	19,829
			19,949

The following adjustments were made to the amounts recognised in the consolidated statement of financial position as at 1 April 2019. Line items that were not affected by the changes have not been included.

對於二零一九年四月一日在綜合務狀況表中確認的金額進行了以下調整。不受更改影響的排列項目未包括在內。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之香港財務報告準則之新訂及修訂本(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

			Carrying amounts previously reported at 31 March 2019	Adjustments	Carrying amounts under HKFRS 16 at 1 April 2019
			先前於二零一九年三月三十一日呈報之賬面值	調整	於二零一九年四月一日按香港財務報告準則第16號呈報之賬面值
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產				
Right-of-use assets	使用權資產		—	19,949	19,949
Property, plant and equipment	物業、廠房及設備	(a)	154,654	(120)	154,534
Prepaid lease payments	預付租賃款項	(b)	19,221	(19,221)	—
Current asset	流動資產				
Prepaid lease payments	預付租賃款項	(b)	608	(608)	—

Notes:

- (a) In relation to assets previously under finance leases, the Group recategorised the carrying amounts of the relevant assets which were still under lease as at 1 April 2019 amounting to HK\$120,000 as right-of-use assets.
- (b) Upfront payments for leasehold lands in the People's Republic of China (the “PRC”) for own used properties were classified as prepaid lease payments as at 31 March 2019. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to HK\$608,000 and HK\$19,221,000 respectively, were reclassified to right-of-use assets.

附註:

- (a) 就先前根據融資租賃的資產，本集團將截至二零一九年四月一日仍在租賃內的相關資產之賬面值12萬港元重新分類為使用權資產。
- (b) 於二零一九年三月三十一日，於中華人民共和國(「中國」)提前支付的自用租賃土地款項已分類為預付租賃款項。應用香港財務報告準則第16號後，流動及非流動部分的預付租賃款項分別為60萬8千港元及1,922萬1千港元，重新分類至使用權資產。

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

- (a) Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied under trade and other payables. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. No adjustments were made to refundable rental deposits received and advance lease payments as the directors of the Company determined the impact was immaterial to the consolidated financial statements of the Group for the current period.
- (b) Effective on 1 April 2019, the Group has applied HKFRS 15 Revenue from Contracts with Customers (“HKFRS 15”) to allocate consideration in the contract to each lease and non-lease components. The change in allocation basis has had no material impact on the consolidated financial statements of the Group for the current year.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之香港財務報告準則之新訂及修訂本(續)

香港財務報告準則第16號租賃(續)

作為出租人

根據香港財務報告準則第16號的過渡條文，本集團毋須就本集團為出租人的租賃而對過渡作出任何調整，但自首次應用日起根據香港財務報告準則第16號入賬，比較資料沒有重列。

- (a) 在應用香港財務報告準則第16號之前，已收取的可退還租賃按金於香港會計準則第17號的貿易及其他應付款項被視為所適用的租賃的權利和義務。根據香港財務報告準則第16號的租賃付款的定義，此類按金不是與使用權資產有關的付款，並進行調整以反映過渡時的折現效應。對於預付款項收取及可退還租賃按金，集團並未進行調整，因本公司董事確定對集團本期綜合財務報表沒有重大影響。
- (b) 自二零一九年四月一日起，本集團已應用香港財務報告準則第15號與客戶合約的收入(「香港財務報告準則第15號」)將合同中的作價分配給每個租賃和非租賃組成部分。分配基準的變化對本集團本年度綜合財務報表沒有重大影響。

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For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts ¹
Amendment to HKFRS 16	Covid-19-Related Rent Concessions ⁶
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 3	Reference to the Conceptual Framework ⁵
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ⁵
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ⁵
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴
Amendments to HKFRSs	Annual improvements to HKFRSs 2018-2020 ⁵

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的香港財務報告準則之新訂及經修訂本

本集團並無提早應用以下已頒佈但尚未生效的香港財務報告準則之新訂及經修訂本：

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第16號之修訂本	與Covid-19相關的租金減免 ⁶
香港財務報告準則第3號修訂本	業務之定義 ²
香港財務報告準則第3號修訂本	參考概念框架 ⁵
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間之資產出售或注資 ³
香港會計準則第1號及香港會計準則第8號之修訂本	重大性之定義 ⁴
香港會計準則第16號之修訂本	物業、廠房及設備 – 預期用途之前的收益 ⁵
香港會計準則第37號之修訂本	繁重的合同 – 履行合同的成本 ⁵
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本	利率基準改革 ⁴
香港財務報告準則修訂本	香港財務報告準則的年度改進項目(二零一八年至二零二零年週期) ⁵

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2021.
- ² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- ³ Effective for annual periods beginning on or after a date to be determined.
- ⁴ Effective for annual periods beginning on or after 1 January 2020.
- ⁵ Effective for annual periods beginning on or after 1 January 2022.
- ⁶ Effective for annual periods beginning on or after 1 June 2020.

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, *the Amendments to References to the Conceptual Framework in HKFRS Standards*, will be effective for annual periods beginning on or after 1 January 2020.

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

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的香港財務報告準則之新訂及經修訂本(續)

- ¹ 於二零二一年一月一日或其後開始的年度期間生效。
- ² 於收購日期為二零二零年一月一日或之後開始的首個年度期初或之後的業務合併及資產收購生效。
- ³ 於待定日期或其後開始的年度期間生效。
- ⁴ 於二零二零年一月一日或其後開始的年度期間生效。
- ⁵ 於二零二二年一月一日或其後開始的年度期間發生。
- ⁶ 於二零二零年六月一日或其後開始的年度期間生效。

除上述新訂及經修訂香港財務報告準則外，二零一八年亦發佈經修訂之財務報告概念框架。其隨之而來的修訂本提述香港財務報告準則概念框架之修訂本將於二零二零年一月一日或之後開始之年度期間生效。

除下文所述之經修訂香港財務報告準則及經修訂概念框架外，本公司董事預期應用所有其他新訂及經修訂香港財務報告準則於可見未來不會對綜合財務報表造成重大影響。

香港會計準則第1號及香港會計準則第8號之修訂本重大的定義

該等修訂透過載入作出重大判斷時的額外指引及解釋，對重大的定義進行修訂。尤其是有關修訂：

- 包含「掩蓋」重大資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重要性的範圍以「可合理預期影響」取代「可影響」；及

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For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 and HKAS 8 Definition of Material (Continued)

- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 April 2021. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的香港財務報告準則之新訂及經修訂本(續)

香港會計準則第1號及香港會計準則第8號之修訂本重大的定義(續)

- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定財務報表披露何等資料時，該用語被視為過於廣義。

該等修訂亦與所有香港財務報告準則的定義一致，並將在本集團於二零二一年四月一日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。

二零一八年財務報告概念框架(「新框架」)及提述香港財務報告準則概念框架之修訂本

新框架：

- 重新引入管理及審慎此等術語；
- 引入著重權利的新資產定義以及範圍可能比所取代定義更廣的新負債定義，惟不會改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為特定資產或負債選擇計量基準提供額外指引；

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards (Continued)

- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for the Group’s annual period beginning on or after 1 April 2020. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的香港財務報告準則之新訂及經修訂本(續)

二零一八年財務報告概念框架(「新框架」)及提述香港財務報告準則概念框架之修訂本(續)

- 指出財務表現主要計量標準為損益，且於特殊情況下方會使用其他全面收益，且僅用於資產或負債現值變動產生的收入或開支；及
- 討論不確定因素、終止確認、會計單位、報告實體及合併財務報表。

相應修訂已作出，致使若干香港財務報告準則中的提述已更新至符合新框架，惟部分香港財務報告準則仍參考該框架的先前版本。該等修訂於二零二零年四月一日或之後開始的年度期間生效。除仍參考該框架先前版本的特定準則外，本集團將於其生效日期按新框架決定會計政策，尤其是會計準則未有處理的交易、事件或情況。

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截至二零二零年三月三十一日止年度

3. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 April 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

3. 主要會計政策

綜合財務報告書乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報告書包括根據香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例之規定作出適當披露。

綜合財務報告書乃根據歷史成本基準編製，惟投資物業及若干金融工具則於報告期末按公平值計算，其會計政策闡述如下。

歷史成本一般按交換貨品及服務之代價以公平值計算。

公平值為市場參與者於計量日期按有序交易出售資產所收取或轉讓負債所支付的價格，不論該價格是否可直接觀察或使用其他估值技術估算得出。倘市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特徵，則本集團在估計資產或負債的公平值時亦會考慮該等特徵。綜合財務報表內用於計量及／或披露的公平值按上述基準釐定，惟香港財務報告準則第2號（以股份為基礎的支付）範圍內的以股付款交易、根據香港財務報告準則第16號（自二零一九年四月一日起）或屬於香港會計準則第17號（於應用香港財務報告準則第16號前）與公平值部分相似但並非公平值（如香港會計準則第2號（存貨）內的可變現淨值或香港會計準則第36號（資產減值）內的使用價值）的計量除外。

非金融資產之公平值計量是透過一位市場參與者以最高及最佳效用使用該資產而獲得之經濟效益或將該資產售予另一位會以最高及最佳效用使用該資產之市場參與者而獲得之經濟效益進行計算。

3. Significant Accounting Policies

(Continued)

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

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

The principal accounting policies are set out below.

Basis of consolidation

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

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

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

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

3. 主要會計政策 (續)

此外，就財務報告目的而言，公平值計量按照公平值計量輸入數據的可觀察程度及公平值計量輸入數據的整體重要程度分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據為實體於計量日期可以於活躍市場取得的識別資產或負債的報價(未經調整)；
- 第二級輸入數據為有關資產或負債的直接或間接可觀察輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據為有關資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

綜合賬目基準

綜合財務報表包括本公司、由本公司控制的實體及其附屬公司的財務報表。本公司在下列情況下被視為取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔或有權獲得不同回報；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

附屬公司之綜合入賬於本集團取得附屬公司之控制權時開始，並於本集團失去附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制相關附屬公司當日為止。

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截至二零二零年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Basis of consolidation (Continued)

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

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

Revenue from contracts with customers

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

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

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

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

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

3. 主要會計政策(續)

綜合賬目基準(續)

於必要時，將對附屬公司之財務報表作出調整，以令彼等之會計政策與本集團之會計政策一致。

有關集團內所有資產及負債、權益、收入、開支及現金流量與本集團成員公司之間的交易於綜合賬目時悉數對消。

來自客戶合約之收益

當(或於)滿足履約義務時，本集團確認收入，即於特定履約義務的相關商品或服務的「控制權」轉讓予客戶時確認。

履約義務指明確的商品或服務(或一組商品或服務)或一系列大致相同的明確商品或服務。

控制權隨時間轉移，而倘滿足以下其中一項標準，則收入乃參照完全滿足相關履約義務的進展情況而隨時間確認：

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 隨本集團履約而創建或改良了客戶於本集團履約時控制的資產；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約之款項具有可執行之權利。

否則，收入於客戶獲得商品或服務控制權的時間點確認。

3. Significant Accounting Policies

(Continued)

Revenue from contracts with customers (Continued)

Revenue from sales of household electrical appliance are recognised at a point in time, when control of the good is transferred to the customer, i.e. when goods are delivered to the customer's designated location. The normal credit term is 30 to 90 days upon delivery. Customers does not have the option to purchase a warranty separately and warranty is provided to customers for the assuring that the product complies with agreed-upon specifications (i.e. assurance-type warranties). The Group accounts for such warranty in accordance with HKAS 37 *Provision, Contingent Liabilities and Contingent Assets*.

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in Note 2)

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

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

Short-term leases and leases of low-value assets

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

3. 主要會計政策 (續)

來自客戶合約之收益 (續)

來自家用電器銷售的收入在將商品的控制權轉移給顧客時，即當商品被運送到顧客的指定地點時確認。正常信用期限為付運後30至90天。客戶無權單獨購買保修。向客戶提供的保修，為確保產品符合商定的規格(即保證類型保修)。本集團根據香港會計準則第37號的規定負責該項保證，或然負債和或然資產。

租賃

租賃的定義(根據附註2的過渡性應用香港財務報告準則第16號後)

倘合約賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合約為租賃或包含租賃。

對於首次應用日或之後訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始、修訂或收購日期(如適用)評估合約是否是一項租賃或包含一項租賃。除非合約條款及條件在後續發生變更，否則不會對此類合約進行重新評估。

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於自租賃開始日期起租期為12個月或以下之員工宿舍及辦公室租賃及並不包含購買選擇權。還應用於對低價值資產的租賃適用確認豁免。短期租賃及低價值資產租賃的租金以直線法或另一系統化基準確認為開支。

3. Significant Accounting Policies

(Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 2)

Right-of-use assets

The cost of right-of-use asset includes:

- any lease payments made at or before the commencement date; and
- any initial direct costs incurred by the Group.

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

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

The Group as lessee (prior to 1 April 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

When a sale and leaseback transaction results in an operating lease, and the sale price is above fair value, the excess over fair value shall be deferred and amortised over the period for which the asset is expected to be used.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (根據附註2之過渡條文應用香港財務報告準則第16號後)

使用權資產

使用權資產之成本包括：

- 於開始日期或之前作出之任何租賃付款；及
- 本集團產生之任何初始直接成本。

使用權資產按成本減任何累計折舊及減值虧損計量，但分類為投資性房地產並按公平價值模式計量的資產除外。

使用權資產按直線基準於估計可使用年期與租期之間之較短者計提折舊。

本集團將不符合投資物業定義的使用權資產於綜合財務狀況表列為獨立項目。符合投資性房地產定義的使用權資產列為「投資物業」。

本集團作為承租人 (於二零一九年四月一日前)

凡將擁有資產之所有報酬及風險絕大部份轉移至承租方均列為融資租賃。所有其他租賃則分類為營運租賃。

根據融資租賃持有的資產在租賃開始時按其公平值或最低租賃付款額的現值 (如較低) 確認為本集團的資產。出租人的相應負債於合併財務狀況表包含為融資租賃義務。

營運租賃付款，包括營運租賃項下收購土地的成本以直線法於租期內確認為開支。

當物業出售及售後回租所產生的營運租賃，及出售價格高於公平值時，超出了的公平值將會遞延和按該資產的預計使用期攤銷。

3. Significant Accounting Policies

(Continued)

Leases (Continued)

The Group as lessor

Classification and measurement of leases

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

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Allocation of consideration to components of a contract

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

Refundable rental deposits

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

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人

租賃的分類及計算

本集團為出租人的租賃分類為融資或營運租賃。凡將擁有資產之所有報酬及風險絕大部份轉移至承租方均列為融資租賃。所有其他租賃則分類為營運租賃。

營運租賃之租金收入乃按相關租約年期以直線法於損益中確認。除以公平值模式計量的投資物業外，協商和安排經營租賃時發生的初始直接費用，計入租賃資產的賬面價值中，該成本在租賃期內按直線法確認為費用。

代價分配給合同的組成部分

當合同同時包含租賃和非租賃組成部分時，本集團應用香港財務報告準則第15號在合同中將代價分配給租賃和非租賃組成部分。非租賃部分根據其相對獨立的銷售價格與租賃部分分開。

可退還租金按金

所收取的可退還租金按金根據香港財務報告準則第9號入賬，並初步按公平值計量。初始確認時對公平值的調整被視為承租人的額外租賃付款。

3. Significant Accounting Policies

(Continued)

Foreign currencies

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

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rate fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

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

3. 主要會計政策 (續)

外幣

在編製各個別集團公司的財務報告書時，以該公司的功能貨幣以外的貨幣(外幣)計價之交易按交易日期之適用匯率確認。在報告期結束時，以外幣為單位之貨幣性項目均按該日之匯率再換算。以公平值並以外幣計價的非貨幣性項目會按確定公平值日期的匯率再換算。以歷史成本計量並以外幣計價的非貨幣性項目不會再換算。

因結算貨幣項目及重新換算貨幣項目而產生之匯兌差額於產生期間在損益中確認。

就呈列綜合財務報表而言，本集團之海外業務資產及負債按各報告期末的現行匯率換算為本集團的呈列貨幣(即港元)。除該期間的匯率有顯著波動，則使用交易當日的匯率外，收入及開支項目按該期間的平均匯率換算。所產生之匯兌差額(如有)乃於其他全面收益確認並於匯兌儲備項下之權益累計。

出售海外業務(即出售本集團於海外業務的全部權益或出售涉及喪失對包括海外業務的附屬公司的控制權或部分出售於包括海外業務的合營安排或聯營公司的權益，其保留的權益成為金融資產)時，就本公司擁有人應佔的該營運的權益內累計的所有匯兌差額重新分類至損益。

3. Significant Accounting Policies

(Continued)

Borrowing costs

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

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

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

Government grants

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

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

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

3. 主要會計政策 (續)

借款成本

收購、建造或生產合資格資產(其為有必要花費大量時間準備以作擬定用途或銷售之資產)的借款成本直接加入該等資產之成本，直至該等資產大部份已準備就緒作擬定用途或銷售為止。

於有關資產已可作擬定用途或銷售後仍未到期的任何特定借貸計入一般借貸組合，以計算一般借貸的資本化率。有待用於合資格資產而作臨時投資之特定借貸，其所賺取之投資收入會由可撥充資本之借貸成本內扣除。

所有其他借款成本均於所產生之期間確認於損益內。

政府補助

在合理地保證本集團會遵守政府補助的附帶條件以及將會得到補助後，政府補助方會予以確認。

政府補助有系統地確認為損益，確認之期間須為補助擬補償的成本被確認為開支之期間。

用以補償已招致開支或虧損或給予本集團即時財政支援而並無未來相關成本的應收政府補助，在可收取的期間於損益確認。

3. Significant Accounting Policies

(Continued)

Retirement benefit costs and termination benefits

Payments to state-managed retirement benefit schemes, the Occupational Retirement Schemes Ordinance (“ORSO Scheme”) and a Mandatory Provident Fund Scheme established under the Mandatory Provident Fund Schemes Ordinance (“MPF Scheme”) in December 2000, all being defined contribution schemes, are recognised as an expense when employees have rendered service entitling them to the contributions.

A liability for a termination benefit is recognised at the earlier of when the Group can no longer withdraw the offer of the termination benefit and when it recognises any related restricting cost.

Short-term employee benefits

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

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

Taxation

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

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

3. 主要會計政策 (續)

退休福利成本及終止福利

界定國家管理之養老金計劃、職業退休計劃有關條例(「公積金」)及已於二零零零年十二月成立的強制性公積金條例之強制性公積金計劃(「強積金」)，所有都是定額供款計劃，於顧員提供服務後而應得供款時被確認為開支。

於本集團不可撤回終止福利要約或於確認任何相關限制成本時(以較早者為準)，終止福利被確認為負債。

短期僱員福利

短期僱員福利是在僱員提供服務時預期支付福利之未折現金額。所有短期僱員福利均被確認為開支，除非另有香港財務報告準則要求或允許將福利計入資產成本。

經扣除任何已付金額後，僱員應得的福利(如工資及薪金、年假及病假)確認為負債。

稅項

所得稅開支指本年度應付稅項及遞延稅項之總額。

現行應繳稅項根據本年度之應課稅溢利計算。應課稅溢利有別於除稅前溢利/虧損，原因是其並無計入其他年度之應課稅或可扣減收支項目，亦無計入毋須課稅及不獲扣減之項目所致。本集團之即期稅項負債乃以報告期末前已實施或大致上已實施之稅率計算。

3. Significant Accounting Policies

(Continued)

Taxation (Continued)

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

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

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

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項按綜合財務報表內的資產及負債賬面值與用以計算應課稅溢利之稅基之間的暫時性差額確認。所有應課稅暫時性差額一般會確認遞延稅項負債。在有可能獲得可動用可扣減暫時性差額抵扣的應課稅溢利時，一般對所有可扣減暫時性差額確認遞延稅項資產。倘暫時性差額源自初步確認一項交易(業務合併除外)中的資產及負債，且不影響應課稅溢利或會計溢利，則不確認遞延稅項資產及負債。

遞延稅項負債須就於附屬公司之投資相關的應課稅臨時差異以確認，除非本集團可控制臨時差異的回撥時間，而此臨時差異在可預見的將來很可能不會回撥。與該等投資相關之可扣減臨時差異所產生的遞延稅項資產，僅於應課稅溢利有很大機會足以利用該等臨時差異並預期於可見將來出現的情況下，才予以確認。

遞延稅項資產之賬面值於各報告期結束時均作檢討，並在不大有可能再有足夠應課稅溢利收回全部或部份資產時減少。

遞延稅項資產及負債乃按預期於負債清償或資產實現之期間適用之稅率計算，而該等稅率乃基於報告期結束時已頒佈或大致頒佈之稅率(及稅法)。

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For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Taxation (Continued)

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

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Property, plant and equipment

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項負債及資產之計量反映按本集團預期於報告期結束時收回或結算其資產及負債之賬面值之方式計算所得之稅務結果。

就計量使用公平值模式計量之投資物業之遞延稅項負債或遞延稅項資產而言，乃假設完全透過出售收回有關物業之賬面值，除非假設被駁回。倘投資物業可折舊及目的為於一段時間內使用該物業所包含之絕大部分經濟利益(而非透過出售)之業務模式所持有，則駁回此假設。

當有可合法執行權利許可將即期稅項資產與即期稅項負債抵銷，並涉及與同一稅務機關對同一應課稅實體徵收之所得稅有關時，則遞延稅項資產及負債可互相對銷。

本年度及遞延稅項於損益確認，惟就有關項目於其他全面收益或直接於權益確認則除外，就此情況下，本年度及遞延稅項亦會分別於其他全面收益或直接於權益確認。

物業、廠房及設備

物業、廠房及設備為包括持作生產或供應貨品或服務之用或作行政用途之有形資產(下文所述在建工程除外)乃按成本值減日後累積折舊及累積減值虧損(如有)，於綜合財務狀況表內顯示。

3. Significant Accounting Policies

(Continued)

Property, plant and equipment (Continued)

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

Ownership interests in leasehold land and building

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

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" (upon application of HKFRS 16) or "prepaid lease payments" (before application of HKFRS 16) in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3. 主要會計政策 (續)

物業、廠房及設備 (續)

在建的物業以供生產、供應或行政用途以成本減確認減值虧損列帳。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本，及就合資格資產而言，根據本集團會計政策資本化的借貸成本。該等資產按與其他物業資產相同的基準，於該等資產可投入作擬定用途時開始計提折舊。

於租賃土地及樓宇的擁有權權益

當本集團就於物業的擁有權權益(包括租賃土地及樓宇成分)付款時，全部代價於租賃土地及樓宇成分之間按初始確認時的相對公平值的比例分配。

除按公平值模式分類而入賬為投資物業外，倘有關付款能可靠作出分配，於租賃土地之權益在綜合財務狀況表內呈報為「使用權資產」(於應用香港財務報告準則第16號後)或「預付租賃款項」(於應用香港財務報告準則第16號之前)當代價無法在相關租賃土地的非租賃樓宇成分及未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

3. Significant Accounting Policies

(Continued)

Property, plant and equipment (Continued)

Transfer from owner-occupied property to investment property carried at fair value

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land under HKFRS 16 or prepaid lease payments under HKAS 17) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

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

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

3. 主要會計政策 (續)

物業、廠房及設備 (續)

擁有物業轉為以公平價值計算的投資物業

如果某物業由於其用途已發生變化而變為投資物業(自所有者終止之日起證明)，則該賬面價值與該項目的公平值之間的任何差額(包括根據香港財務報告準則第16號的相關租賃土地或根據香港會計準則第17號的預付租賃款項)在轉讓之日確認為其他全面收益，並累計在財產重估儲備中。在財產的後續出售或報廢時，相關的重估儲備將直接轉入未分配利潤。

資產的成本(在建物業除外)於估計可使用年期內以直線法撇銷成本減其剩餘價值以確認折舊。估計可使用年期、剩餘價值及折舊方法會於各報告期結束時予以檢討，並將任何估計變動按預期入賬。

一項物業、廠房及設備項目於出售後或當預期持續使用該資產不再帶來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生之任何盈利或虧損按出售所得款項與資產賬面值之間的差額算，並於損益內確認。

3. Significant Accounting Policies

(Continued)

Investment properties

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

Effective 1 April 2019, investment properties also include leased properties which are being recognised as right-of-use assets upon application of HKFRS 16.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income.

Gains and losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible assets

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

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

3. 主要會計政策 (續)

投資物業

持有投資物業為獲得租金及／或資本增值。

自二零一九年四月一日起，投資物業亦包括該等租賃物業於應用香港財務報表準則第16號時確認為使用權資產。

投資物業初步按成本(包括任何直接應佔開支)計量。初步確認後，投資物業按它們的公平值計量，並進行調整以排除任何預付或應計的經營租賃收入。

投資物業公平值變動產生之盈利或虧損計入產生期間之損益內。

於投資物業出售或永久停止使用及預計不會從出售該物業中獲得未來經濟收益時，投資物業會終止確認。終止確認物業所產生任何收益或虧損(按出售所得款項淨額與該資產賬面值之差額計算)於物業終止確認之期間計入損益。

無形資產

獨立收購無確定使用期限之無形資產按成本減任何累計減值虧損列賬。

無形資產於出售或當預期使用或出售時再無日後經濟利益時終止確認。於終止確認無形資產而產生之盈利或虧損，乃按出售所得款項淨額，與該項資產賬面值之間之差額計量，並於有關資產不再認時於損益內確認。

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For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

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

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策 (續)

物業、廠房及設備、使用權資產以及無形資產(商譽除外)之減值

於報告期末，本集團將審閱其物業、廠房及設備、使用權資產賬面值，以釐定該等資產是否出現任何減值虧損跡象。若存在任何該等跡象，本集團會估計相關資產之可收回金額，以釐定減值虧損(若有)程度。並無限定使用年期之無形資產會最少每年進行減值測試，並會於有跡象顯示該等資產可能減值時進行減值測試。

物業、廠房及設備、使用權資產以及無形資產的可收回金額乃個別估計，倘不能個別估計可收回金額，本集團會估計該項資產所屬現金產生單位之可收回金額。

測試現金產生單位之減值，倘可建立合理及一致的分配基準時，企業資產會獲分配至有關現金產生單位，否則該等資產將分配至可建立合理及一致分配基準的最小現金產生單位。就企業資產所屬的現金產生單位或現金產生單位組別釐定可收回金額，並與相關現金產生單位或現金產生單位組別的賬面值作比較。

可收回金額為公平值減出售成本及使用價值之較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值，該貼現率反映當前市場所評估之貨幣時間值及資產特定風險(或現金產生單位)(未來現金流量估計尚未就此作出調整)。

3. Significant Accounting Policies

(Continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

(Continued)

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

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

3. 主要會計政策 (續)

物業、廠房及設備、使用權資產以及無形資產(商譽除外)之減值(續)

倘資產(或現金產生單位)之可收回金額估計低於其賬面值，則將該資產(或現金產生單位)之賬面值扣減至可收回金額。就不能按合理及一致基準將企業資產或部分企業資產分配予現金產生單位時，本集團將現金產生單位組別的賬面值(包括分配予該現金產生單位組別的企業資產或部分企業資產的賬面值)與其可收回金額進行比較。於分配減值虧損時，所分配的減值虧損首先沖減商譽賬面值(如適用)，然後根據該單位各資產之賬面值按比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、使用價值(如可釐定)及零中之最高者。本應分配至資產之減值虧損金額按比例分配至該單位或現金產生單位組別之其他資產。減值虧損即時於損益確認。

倘減值虧損於其後撥回，則將該資產(或現金產生單位或現金產生單位組別)之賬面值增至經修訂的可收回金額估計值，惟增加後的賬面值不得超過該資產(或現金產生單位或現金產生單位組別)往年未確認減值虧損情況下所應釐定之賬面值。撥回的減值虧損即時於損益確認。

3. Significant Accounting Policies

(Continued)

Inventories

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

Provisions

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

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

A restructuring provision is recognised when the Group has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

3. 主要會計政策 (續)

存貨

存貨按其成本及可變現淨值較低者列示。存貨成本採用先進先出法計算。可變現淨值乃按存貨的估計銷售價格減估計完成成本及銷售所需之成本。

撥備

倘本集團因過往事件而須承擔現時之法定或推定義務，本集團可能須履行該義務，且能夠可靠估計該義務金額，則確認撥備。

已確認為撥備之金額，為對呈報期末履行現時義務所需代價之最佳估計，並已考慮與義務有關的風險及不明朗因素。倘撥備採用履行現時義務所需的估計現金流量計量，則其賬面值為現金流量之現值(倘貨幣時間值之影響重大)。

當集團制定正式詳細的重組計劃，並通過開始實施計劃對受影響的人員提出有效期望或向受其影響的人宣布其主要特點時，則確認重組撥備。重組撥備的計量僅包括重組產生的直接支出，這些支出既是重組所必需的，亦與實體正在進行的活動無關。

3. Significant Accounting Policies

(Continued)

Financial instruments

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

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

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

3. 主要會計政策 (續)

金融工具

倘集團實體成為金融工具合約訂約方時，金融資產及金融負債須確認。所有日常買賣之金融資產於交易日確認及終止確認。日常買賣指須根據市場規則或慣例訂立之時間內交收資產之金融資產賣。

金融資產及金融負債初步按公平值計量，惟客戶合約產生的應收貿易賬款除外，根據香港財務報告準則第15號初步計量。收購或發行金融資產及金融負債直接應佔的交易成本(按公平值計入損益的金融資產及金融負債除外)於初步確認時加入金融資產或金融負債(如適用)公平值或自公平值減除。收購按公平值計入損益的金融資產或金融負債的直接應佔交易成本即時於損益賬確認。

實際利率法是計算金融資產或金融負債攤銷成本及在有關期間分配利息收入及利息開支的方法。實際利率是將金融資產或金融負債於其預期年期或(如適用)較短期間所得的估計未來現金收入及付款(包括構成實際利率組成部分的所有已付或已收費用、交易成本及其他溢價或折讓)準確貼現至初始確認時的賬面值的利率。

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截至二零二零年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

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

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

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

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

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

3. 主要會計政策 (續)

金融工具 (續)

金融資產

金融資產之分類及後續計量

符合下列條件的金融資產其後按攤銷成本計量：

- 於一個商業模式內持有金融資產，而其目的是為了收取合約現金流量；及
- 合約條款引致於指定日期之現金流量僅為支付本金和未償還之本金利息。

符合下列條件之金融資產其後以按公平值透過其他全面收益列賬的方式計量：

- 金融資產乃於目的為出售及收取合約現金流量之業務模式內持有；及
- 合約條款於指定日期產生的現金流量僅用於支付本金及未償還本金之利息。

所有其他金融資產其後以按公平值計入損益計量，惟於初步應用香港財務報告準則第9號日期／金融資產的初步確認日期，倘股本投資既非持作出售，亦非香港財務報告準則第3號「業務合併」所適用業務合併的收購方所確認的或然代價，則本集團可不可撤銷地選擇將股本投資公平值的其後變動列入其他全面收益（「其他全面收益」）。

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截至二零二零年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之分類及後續計量 (續)

下列情況下金融資產乃歸類為持作買賣：

- 其主要為於不久將來出售而購買；或
- 在初步確認時，其為本集團所集中管理，並擁有短期獲利之近期實際模式之已識別金融工具組合的一部分；或
- 其為並非指定及有效作對沖工具的衍生工具。

此外，本集團可以不可撤回地指定符合按攤銷成本計量或按公平值計入其他全面收益的規定的金融資產為按公平值計入損益，前提是有關指定可消除或大幅減少會計錯配發生。

- (i) 攤銷成本及利息收入
- 對於隨後以攤銷成本計量的金融資產及隨後按公平值計入其他全面收益的債務工具，利息收入乃使用實際利率法確認。利息收入乃根據對金融資產的總賬面值應用實際利率計算，惟隨後出現信貸減值的金融資產除外(參見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具之信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method, and foreign exchange gains and losses are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to other comprehensive income without reducing the carrying amounts of these debt instruments. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

(iii) Financial assets at FVTPL

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之分類及後續計量 (續)

(ii) 分類為按公平值計入其他全面收益之債務工具

因按實際利率法計算的利息收入及匯兌損益引致分類為按公平值計入其他全面收益之債務工具的隨後賬面值變動，在損益確認。該等債務工具賬面值的所有其他變動均於其他全面收益中確認，並於投資重估儲備項下累計。減值準備於損益確認，並在不減少該等債務工具賬面值的情況下對其他全面收益作出相應調整。當取消確認該等債務工具時，先前於其他全面收益確認的累計盈利或虧損將重新分類至損益。

(iii) 按公平值計入損益的金融資產
不符合按攤銷成本或按公平值計入其他全面收益計量或指定為按公平值計入其他全面收益的金融資產乃按公平值計入損益計量。

按公平值計入損益之金融資產於各報告期末按公平值計量，而任何公平值收益或虧損均於損益內確認。於損益內確認的淨收益或虧損並包括就金融資產賺取的任何股息或利息並包含在「其他收益及虧損」項目中。

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

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

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

The Group always recognises lifetime ECL for trade receivables. The ECL on trade receivables are assessed individually for debtors.

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值

本集團根據預期信貸虧損模式對就根據香港財務報告準則第9號須受減值規限金融資產(包括應收貿易賬款、其他應收款、按公平值計入其他全面收益之債務工具、短期存款及銀行結餘)進行減值評估。預期信貸虧損款項於各報告日期更新，以反映自初始確認以來的信貸風險變動。

全期預期信貸虧損指將於有關工具的預期可使用年期內因所有可能違約事件而產生的預期信貸虧損。相反，12個月預期信貸虧損指預期因報告日期後12個月內可能發生的違約事件而產生的全期預期信貸虧損其中部分。評估乃根據本集團過往信貸虧損經驗作出，並就個別應收貿易賬款、整體經濟狀況及對於報告日期的當前狀況及未來狀況預測的評估適用的因素作出調整。

本集團一向對應收貿易賬款確認全期預期信貸虧損，並就債務人的應收貿易賬款的預期信貸虧損作出單獨評估。

就所有其他工具而言，本集團按相當於12個月預期信貸虧損的金額計量虧損撥備，惟倘自初步確認以來信貸風險顯著增加，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損的依據為，自初步確認以來發生違約的可能性或風險顯著增加。

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截至二零二零年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

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

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險顯著增加

在評估自初步確認以來信貸風險是否顯著增加時，本集團對比金融工具在呈報日期發生違約的風險與在初步確認日期發生違約的風險。在評估過程中，本集團同時考慮可作為依據的合理定量及定性資料，包括過往經驗以及在無需付出不必要的費用或工作的情況下可獲得的前瞻性資料。

尤其是，在評估信貸風險是否顯著增加時將考慮以下信息：

- 金融工具的外部(如有)或內部信貸評級實際已發生或預期會發生顯著惡化；
- 外部市場信貸風險指標嚴重惡化，如信貸息差、債務人信貸違約掉期價格顯著上升；
- 業務、財務或經濟狀況的現有或估計不利變動，預期將嚴重削弱債務人的償債能力；
- 債務人的經營業績實際已發生或預期會發生嚴重惡化；
- 債務人的監管、經濟或技術環境實際已發生或預期會發生重大不利變動，導致債務人的償債能力嚴重削弱。

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risks (Continued)

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險顯著增加 (續)

不論上述評估結果如何，倘合約付款逾期超過30日，本集團將假設自初步確認以來信貸風險已顯著增加，除非本集團掌握可作為依據的合理資料，證明情況並非如此。

儘管如此，倘債務工具於報告期釐定為低信貸風險，則本集團假設自初次確認後，債務工具的信貸風險並未顯著增加。倘i)違約風險低；ii)借貸人具有強大的能力履行其於短期內合約現金流量任；及iii)長遠而言，經濟及商業條件的不利變化可能但不一定會降低借貸人履行其合約現金流量責任的能力，則債務工具釐定為具低信貸風險。根據全球理解的定義，本集團認為內部或外部信貸評級為「投資級別」時，則債務工具的信貸風險低。

本集團定期監察以識別信貸風險是否顯著增加準則的有效性，並酌情對其進行修訂，以確保該準則能夠在金額到期前確定信貸風險的顯著增加。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

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

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(ii) 違約的定義

就內部信貸風險管理而言，倘內部產生或自外部來源取得的資料顯示債務人不大可能向其債權人(包括本集團)全額還款(並未計算本集團所持抵押品)，本集團將視為發生違約事件。

倘金融工具逾期超過90日，本集團將視為已發生違約，除非本集團掌握可作為依據的合理資料，證明將違約指標後延較為適當。

(iii) 信貸減值金融資產

倘發生一項或多項對金融資產的估計未來現金流量產生不利影響的違約事件，則該金融資產發生信貸減值。金融資產發生信貸減值的憑證包括有關以下事件的可觀察數據：

- (a) 發行人或借款人陷入嚴重財務困境；
- (b) 違反合約，如違約或逾期未付事件；
- (c) 借款人的貸款方出於與借款人的財務困境相關的經濟或合約原因，向借款人作出其原本不會考慮的讓步；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 財務困境導致該金融資產失去活躍市場。

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iv) 撇銷政策

倘有資料顯示對手方陷入嚴重財務困境且已不大可能收回款項，如倘對手方已被責令清盤或已進入破產程序，或若為應收貿易賬款已逾期超過一年（以較早發生者為準），則本集團撇銷金融資產。已撇銷的金融資產仍可由本集團在考慮適當的法律意見後根據追討程序採取強制執行活動。撇銷構成取消確認事件。其後收回的款項於損益賬確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損根據違約可能性、違約損失率（即發生違約時的損失程度）以及違約敞口計量。違約可能性及違約損失率根據過往數據評估，並按照前瞻性資料調整。對預期信貸虧損的估計反映將發生相關違約風險作為權重而釐定的無偏概率加權數值。

一般而言，預期信貸虧損按根據合約應付本集團之所有合約現金流量與本集團將收取之所有現金流量之間之差額估計，並按初步確認時釐定之實際利率貼現。

利息收入乃基於金融資產之賬面值總額計算，惟倘金融資產已出現信貸減值，利息收入會按金融資產之攤銷成本計算。

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve without reducing the carrying amounts of these debt instruments. Such amounts represents the changes in the investment revaluation reserves in relation to accumulated loss allowance.

Derecognition of financial assets

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 預期信貸虧損的計量及確認 (續)

除以透過按公平值計入其他全面收益的債務工具投資外，本集團通過調整金融工具的賬面值於損益內確認所有金融工具的減值收益或虧損，惟應收貿易賬款的相應調整通過虧損準備賬確認。對於透過按公平值計入其他全面收益的債務工具投資，虧損準備在其他全面收益中確認並累計在其他全面收益按公平值的儲備中，而不會減少這些債務工具的賬面值。該金額代表投資重估準備金相對於累計虧損準備金的變動。

取消確認金融資產

僅當自資產收取現金流量之合約權利屆滿或其將金融資產及資產擁有權之絕大部分的風險及回報轉移至另一實體，本集團方會取消確認金融資產。倘本集團並未轉移亦未保留擁有權之絕大部分風險及回報，並繼續控制已轉移資產，則本集團繼續確認其於該資產之保留權益以及其或須支付金額之相關負債。倘本集團保留已轉讓金融資產擁有權之絕大部分風險及回報，則本集團繼續確認金融資產，亦就所收取之款項確認為已抵押借貸。

於取消確認按攤銷成本計量的金融資產時，該資產賬面值與已收及應收代價總和之差額於損益賬內確認。

3. Significant Accounting Policies

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets (Continued)

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities including secured bank loan, trade payables and other payables are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

取消確認金融資產 (續)

於取消確認分類為按公平值計入損益的債務工具投資時，先前按公平值計入投資重估儲備中累計的收益或虧損將重新分類至損益賬。

金融負債和股本工具

分類為債務或股本

債務及股本工具視乎合約安排內容、金融負債及股本工具的定義，分類為金融負債或股本工具。

股本工具

股本工具乃證明一個實體於扣減所有負債後之資產中擁有剩餘權益之合同。本公司發行之股本工具乃按已收所得款項扣除直接發行成本確認。

按攤銷成本計算的金融負債

金融負債(包括有抵押銀行貸款，應付貿易賬款及其他應付賬款)其後以實際利率法按攤銷成本計量。

取消確認金融負債

本集團僅於本集團之責任獲解除、註銷或屆滿時方取消確認金融負債。被取消確認之金融負債之賬面值與已付及應付代價間之差額於損益賬確認。

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgement in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

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

4. 重要會計判斷及估計不明朗因素的主要來源

本集團於應用載於附註3的會計政策時，本公司董事須對未能依循其他途徑取得的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他視為相關的因素作出。實際業績可能有別於該等估計。

本集團以持續性為基礎檢討所作出的估計及相關假設。倘修訂會計估計僅影響某一期間，則於修訂有關估計的期間內確認修訂；倘修訂影響本期間及未來期間，則於作出修訂的期間及未來期間確認有關修訂。

應用會計政策的重要判斷

以下為本公司董事於應用本集團會計政策過程中所作出而對於綜合財務報告書確認的金額具有最重大影響的重要判斷，涉及估計除外(見下文)。

於投資物業之遞延稅項

就計算以公平值模式計量的投資物業產生之遞延稅項而言，本公司董事已審閱本集團位於香港及中國之投資物業組合，總結為本集團位於香港之該等物業並非以通過時間消耗該投資物業所含絕大部分經濟利益為目標之商業模式持有。因此，於計算本集團於香港投資物業之遞延稅項時，本公司董事釐定，使用公平值模式計量之投資物業賬面值乃全部透過出售予以收回之假設並沒有被推翻。本集團並無就位於香港投資物業之公平值變動確認任何遞延稅項，因為本集團毋須就出售其投資物業之公平值變動繳付任何所得稅。

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Critical judgement in applying accounting policies (Continued)

Deferred taxation on investment properties (Continued)

The directors of the Company concluded that the Group's investment properties in the PRC are held under a business model whose objective is to earn rental which consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in measuring the Group's deferred taxation on investment properties in the PRC, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. The Group has recognised deferred taxes on changes in fair value of investment properties in the PRC as the Group is subject to income tax rate of 25% on the fair value changes of the investment properties.

Key sources of estimation uncertainty

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

Valuation of investment properties

At the end of the reporting period, the Group's investment properties are stated at fair value of HK\$493,545,000 (2019: HK\$327,400,000) based on the valuation performed by a firm of independent qualified professional surveyors.

4. 重要會計判斷及估計不明朗因素的主要來源(續)

應用會計政策的重要判斷(續)

於投資物業之遞延稅項(續)

本公司董事作出結論，本集團在中國的投資物業以一種商業模式持有，其目的是賺取租金，隨著時間的流逝，這些租金基本上消耗了所有的經濟利益。因此，在計算本集團對中國投資性房地產的遞延稅項時，公司董事已確定以公平價值模式計算的投資性房地產的賬面價值全部通過出售予以收回的假設被駁回。本集團已就中國投資物業之公平值變動確認遞延稅項，因為本集團須就投資物業之公平值變動繳納所得稅稅率為25%。

估計不明朗因素的主要來源

下文為涉及日後之主要假設及於報告期結束時估計不明朗因素之其他主要來源，均具有導致下一個財政年度之資產及負債賬面值出現大幅調整之重大風險。

投資物業估值

於報告期結束時，本集團的投資物業公平值為港幣4億9,354萬5千港元(二零一九年：3億2,740萬港元)，乃由一家獨立具專業資格測量行估值。

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty *(Continued)*

Key sources of estimation uncertainty *(Continued)*

Valuation of investment properties *(Continued)*

In determining the fair value of investment properties located in Hong Kong, surveyors have used the direct comparison method which involves estimation of market unit rate of comparable properties and adjustment factors for size, view and floor level of properties and timing of the comparable transactions. Fair value of investment properties located in the PRC was determined based on term and reversion analysis of investment method by capitalising rental income on a fully leased basis having regard to the current passing rental income from existing tenancy and the potential reversionary rental income at market level, with key inputs including rental in reversionary period, vacancy rate and yield.

In relying on the valuation reports, the directors of the Company have exercised their judgement and are satisfied that the method of valuations are reflective of the current market conditions. Note 14 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of investment properties.

5. Revenue and Segment Information

The principal activities of the Group are manufacturing and trading of household electrical appliance. Revenue of the Group is sales of household electrical appliance.

As at 31 March 2020, all received purchase orders are expected to be completed within 1 year.

Information reported to the Company's executive directors (the chief operating decision maker) for the purposes of resource allocation and assessment of segment performance focuses on geographical regions.

4. 重要會計判斷及估計不明朗因素的主要來源 *(續)*

估計不明朗因素的主要來源 *(續)*

投資物業估值 *(續)*

在釐定位於香港投資物業公平值時，測量師已使用直接比較方法，該方法涉及對相似物業的市場單位價值作出評估，並就物業的尺寸、景觀、樓層及類似交易的時間等因素調整。中國投資物業的公平值是根據投資期限和復歸分析方法，在考慮到現有租約的當期租金收入和市場水平的潛在復歸租金收入的基礎上，通過全額租賃將租金收入資本化及關鍵輸入數據(包括復歸租金、空置率及回報率)而確定的。

本公司董事信賴估值報告，並已行使彼等之判斷，信納估值方法可反映現時市場狀況。用於釐定投資物業之公平值估值技術，輸入數據及主要假設之詳細資料已於附註14披露。

5. 營業額及分部資料

集團主要業務為製造及銷售家庭電器。本集團之營業額來自銷售家庭電器。

於二零二零年三月三十一日，所有收到的採購訂單預計將在1年內完成。

業務資料會呈報給本公司之執行董事(主要營運決策人士)就地理區域分類以集中分配資源及評核分部表現。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

5. Revenue and Segment Information

(Continued)

The Group is currently organised into four operating divisions – Europe sales, Asia sales, America sales and other regions sales. The information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of performance is based on these operating divisions.

Segment Revenues and Results

The following is an analysis of the Group's revenues and results for each of the reportable and operating segments.

Year ended 31 March 2020

5. 營業額及分部資料(續)

本集團現劃分成4個主要地區分部：歐洲、亞洲、美洲及其他地區銷售。業務資料會呈報給集團主要營運決策人士以集中在該等營運分部之資源分配及評核分部表現。

分部營業額及業績

以下乃來自本集團按可呈報及營運分部地區業務之營業額及業績作出之分析：

截至二零二零年三月三十一日止年度

		Europe	Asia	America	Other regions	Consolidated
		歐洲	亞洲	美洲	其他地區	綜合
		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
					(Note a)	
					(附註a)	
Segment revenue (Note a)	分部營業額(附註a)	461,584	169,828	309,867	41,556	982,835
Segment profit	分部溢利	26,919	9,904	18,072	2,424	57,319
Other gains and losses (except net foreign exchange loss)	其他盈利及虧損 (外匯虧損淨額除外)					(2,674)
Depreciation (except moulds and right-of-use assets)	折舊(模具及使用權資產除外)					(14,353)
Loss from changes in fair value of investment properties	投資物業之公平值變動所產生的虧損					(52,284)
Finance costs on bank loan	銀行貸款財務費用					(1,025)
Reversal of impairment loss on financial assets, net	金融資產減值虧損撥回淨額					373
Unallocated income and expenses, net (Note b)	未分配收入及開支淨額 (附註b)					(143)
Loss before tax	除稅前虧損					(12,787)

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

5. Revenue and Segment Information

(Continued)

Segment Revenues and Results (Continued)

Year ended 31 March 2019

5. 營業額及分部資料(續)

分部營業額及業績(續)

截至二零一九年三月三十一日止年度

		Europe 歐洲 HK\$'000 千港元	Asia 亞洲 HK\$'000 千港元	America 美洲 HK\$'000 千港元	Other regions 其他地區 HK\$'000 千港元 (Note a) (附註a)	Consolidated 綜合 HK\$'000 千港元
Segment revenue (Note a)	分部營業額(附註a)	557,386	277,752	328,282	45,780	1,209,200
Segment profit	分部溢利	5,905	2,942	3,478	485	12,810
Other gains and losses (except net foreign exchange gain)	其他盈利及虧損(外匯 盈利淨額除外)					4,415
Depreciation (except moulds)	折舊(模具除外)					(24,367)
Gain from changes in fair value of investment properties	投資物業之公平值變動 所產生的盈利					46,400
Finance costs on bank loan	銀行貸款財務費用					(994)
Provision for factory relocation expenses	廠房搬遷費用撥備					(18,594)
Impairment loss on financial assets, net	金融資產減值虧損撥備 淨額					(294)
Unallocated income and expenses, net (Note b)	未分配收入及開支淨額 (附註b)					14,476
Profit before tax	除稅前溢利					33,852

Note a: The allocation of segment revenue is determined based on destinations of shipment of products.

附註a: 分部營業額的分配是基於產品的船運目的地而確定。

Note b: Unallocated income and expenses mainly represented certain other income, central administration costs and directors' salaries.

附註b: 未分配收入及開支主要來自某些其他收入、中央行政費用及董事薪金。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

5. Revenue and Segment Information

(Continued)

Segment Revenues and Results (Continued)

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in Note 3. Segment profit represents the profit earned by each segment without allocation of other income, central administration cost and directors' salaries, other gains and losses (except net foreign exchange loss/gain), depreciation (except moulds and right-of-use assets), (loss) gain from changes in fair value of investment properties, finance costs on bank loan, provision for factory relocation expenses and reversal of impairment loss (impairment loss) of financial assets, net. This is the measure reported to the Group's chief operating decision maker for the purposes of resource allocation and performance assessment. Revenue reported above represents revenue generated from external customers. There were no inter-segment sales in both years.

Segment Assets and Liabilities

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

Segment Assets

Europe	歐洲
Asia	亞洲
America	美洲
Other regions	其他地區
Segment assets	分部資產
Unallocated assets	未分配資產
Financial assets as FVTPL	透過損益按公平值計算之財務資產
Debt instruments at FVTOCI	按公平值計入其他全面收益之債務工具
Short-term deposits	短期存款
Bank balances and cash	銀行結存及現金
Investment properties	投資物業
Plant, equipment and machinery (except moulds)	廠房、設備及機器(模具除外)
Club debentures	會籍債券
Other receivables	其他應收賬款
Tax recoverable	應退稅項
Other unallocated assets (Note)	其他未分配資產(附註)
Consolidated assets	綜合資產

5. 營業額及分部資料(續)

分部營業額及業績(續)

可呈報及營運分部之會計政策與附註3的集團會計政策一致。分部溢利代表由每一分部所賺取的溢利，並未分配的其他收入、中央行政費用及董事薪金、其他盈利及虧損(外匯虧損/盈利淨額除外)、折舊(模具及使用權資產除外)、投資物業之公平值變動所產生的(虧損)盈利、銀行貸款財務費用、廠房搬遷費用撥備及財務資產減值虧損撥回(減值虧損)淨額。以此計量向集團主要營運決策人士匯報，藉此作資源分配及評核表現。上述所報告之營業額乃由外部客戶所產生的。這兩年內並未有聯營分部銷售。

分部資產及負債

以下乃本集團按可呈報及營運分部分析資產及負債資料：

分部資產

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
97,480	160,053
36,732	80,757
56,327	85,814
9,309	13,470
199,848	340,094
23,278	35,156
25,664	31,108
237,423	160,641
419,392	397,949
493,545	327,400
41,531	152,454
11,018	13,176
16,788	16,967
93	810
6,192	21,003
1,474,772	1,496,758

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綜合財務報告書附註

截至二零二零年三月三十一日止年度

5. Revenue and Segment Information

(Continued)

Segment Assets and Liabilities (Continued)

Segment Assets (Continued)

Note: Other unallocated assets comprised right-of-use assets (2019: prepaid lease payments) and deposits paid for acquisition of property, plant and equipment.

Segment Liabilities

Europe	歐洲	
Asia	亞洲	
America	美洲	
Other regions	其他地區	
Segment liabilities (Note)	分部負債(附註)	
Unallocated liabilities	未分配負債	
Trade payables	應付貿易賬款	
Other payables and accruals	其他應付賬款及應付未付	
Secured bank loan	有抵押銀行貸款	
Tax liabilities	稅項負債	
Deferred tax liabilities	遞延稅項負債	
Consolidated liabilities	綜合負債	

Note: Segment liabilities represented mould deposits received by each segment.

5. 營業額及分部資料(續)

分部資產及負債(續)

分部資產(續)

附註：其他未分配資產包括使用權資產(2019：預付租賃款項)及已付購買物業、廠房及設備之訂金。

分部負債

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	8,107	12,517
	2,626	5,348
	9,200	12,450
	510	833
	20,443	31,148
	91,994	140,835
	92,086	110,627
	31,161	36,285
	35,947	36,740
	36,782	7,253
	308,413	362,888

附註：分部負債指每一分部已收模具訂金。

Notes to the Consolidated Financial Statements

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綜合財務報告書附註

截至二零二零年三月三十一日止年度

5. Revenue and Segment Information

(Continued)

Information about Major Customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

Customer A (Europe, Asia, America and Other regions)	客戶A (歐洲、亞洲、美洲及其他地區)
Customer B (Europe, Asia, America and Other regions)	客戶B (歐洲、亞洲、美洲及其他地區)
Customer C (Europe, Asia, America and Other regions)	客戶C (歐洲、亞洲、美洲及其他地區)

Geographical Information

The Group's operations are located in Hong Kong and the PRC.

Information about the Group's non-current assets is presented based on the geographical location of the assets.

Hong Kong	香港
The PRC	中國

5. 營業額及分部資料(續)

主要客戶的資料

本集團與同期超過總營業額10%或以上的客戶營業額如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
313,993	398,621
208,800	228,438
141,171	304,801

地區資料

本集團之營運地點為香港及中華人民共和國(「中國」)。

有關本集團之非流動資產是基於資產所在地區而呈列。

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
293,199	350,390
261,593	165,235
554,792	515,625

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綜合財務報告書附註

截至二零二零年三月三十一日止年度

5. Revenue and Segment Information

(Continued)

Other Segment Information

Year ended 31 March 2020

5. 營業額及分部資料(續)

其他分部資料

截至二零二零年三月三十一日止年度

Europe 歐洲	Asia 亞洲	America 美洲	Other 其他地區	Total 分部總額	Unallocated 未分配	Consolidated 綜合
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

Amounts included in the measure of segment profit or loss or segment assets:

此數額已包含於計量分部溢利或虧損或分部資產：

Additions to non-current assets	非流動資產增加	683	208	910	35	1,836	11,315	13,151
Depreciation of property, plant and equipment and right-of-use assets	物業、廠房及設備及 使用權資產折舊	705	236	724	49	1,714	14,353	16,067

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:

此數額定期提供給主要營運決策人士，但不包含於計量分部溢利或虧損或分部資產：

Interest income on bank deposits	銀行存款之利息收入	—	—	—	—	—	5,744	5,744
Interest income on debt instruments	債務工具之利息收入	—	—	—	—	—	847	847
Rental income	租金收入	—	—	—	—	—	8,811	8,811

Year ended 31 March 2019

截至二零一九年三月三十一日止年度

Europe 歐洲	Asia 亞洲	America 美洲	Other 其他地區	Total 分部總額	Unallocated 未分配	Consolidated 綜合
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

Amounts included in the measure of segment profit or loss or segment assets:

此數額已包含於計量分部溢利或虧損或分部資產：

Additions to non-current assets	非流動資產增加	486	179	658	26	1,349	22,694	24,043
Depreciation of property, plant and equipment	物業、廠房及設備折舊	940	390	1,005	60	2,395	24,367	26,762

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:

此數額定期提供給主要營運決策人士，但不包含於計量分部溢利或虧損或分部資產：

Interest income on bank deposits	銀行存款之利息收入	—	—	—	—	—	2,968	2,968
Interest income on debt instruments	債務工具之利息收入	—	—	—	—	—	895	895
Rental income	租金收入	—	—	—	—	—	6,642	6,642

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For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

6. Other Income

Rental income	租金收入
Interest income	利息收入
Amortisation of deferred income	遞延收入之攤銷
Building management fee income	樓宇管理費收入
Scrap sales	銷售廢品
Government grants (Note)	政府補助金(附註)
Others	其他

6. 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
8,811	6,642
6,591	3,863
—	17,649
3,294	940
508	721
6,893	—
80	698
26,177	30,513

Note: Government grants were received by certain subsidiaries of the Company in the PRC as compensation for expenses already incurred. There are no unfulfilled conditions or contingencies in relation to the grants.

附註：本公司在中國的某些子公司已收到政府補助，作為已發生費用的補償。補助金不存在未滿足的條件或或有事項。

7. Other Gains and Losses

Net foreign exchange (loss) gain	外匯(虧損)盈利淨額
Gain on disposal of property, plant and equipment and land use rights located in the PRC	出售物業、廠房及設備及位於中國的土地使用權之盈利
Loss on disposal of a club debenture	出售會籍債券之虧損
Write-off of property, plant and equipment	物業、廠房及設備撇除
Cumulative (loss) gain reclassified from other comprehensive income to profit or loss on disposal of debt instruments at FVTOCI	出售按公平值計入其他全面收益之債務工具之累計(虧損)盈利由其他全面收益被重新分類至損益內
Net (loss) gain on fair value changes of financial assets at FVTPL	透過損益按公平值計算之財務資產公平值變動所產生之(虧損)盈利淨額
Others	其他

7. 其他盈利及虧損

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(4,797)	3,745
379	5,242
(978)	—
(929)	(1,553)
(5)	16
(1,124)	725
(17)	(15)
(7,471)	8,160

8. Provision for Factory Relocation Expenses

During the year ended 31 March 2019, in order to enhance the efficiency of cost control, and earn rental income, the directors of the Company decided to relocate the operation of one of the manufactory plants of the Group. The factory buildings of this production plant would be leased out to earn rentals. As at 31 March 2019, provision of RMB15,892,000 (equivalent to HK\$18,594,000), which is mainly severance payment for labours in this plant, was made. The plant and equipment were either transferred to other factories or written off.

On 1 April 2019, the manufactory plants were transferred into investment properties. Details regarding the transfer is set out in Note 14.

8. 廠房搬遷費用撥備

截至二零一九年三月三十一日止年度，為提高成本控制效率及產生租金收入，本公司董事決定搬遷本集團其中一間製造廠的營運。該生產廠房將出租以賺取租金。於二零一九年三月三十一日，1,589萬2千元人民幣之撥備（約1,859萬4千港元），主要為該工廠的勞工支付遣散費。廠房和設備將轉移到其餘廠區或撤除。

於二零一九年四月一日，製造廠房轉為投資物業。有關轉移的詳情載於附註14。

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For the year ended 31 March 2020

綜合財務報告書附註

截至二零二零年三月三十一日止年度

9. Directors', Chief Executive's and Employees' Emoluments

(a) Directors' emoluments

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and the Hong Kong Companies Ordinance, is as follows:

For the year ended 31 March 2020

9. 董事、主要行政人員及僱員酬金

(a) 董事酬金

年內根據可適用的上市規則及香港公司條例披露的董事及主要行政人員的酬金如下：

截至二零二零年三月三十一日止年度

	Fee	Salaries and other benefits	Bonus	Retirement benefit scheme contribution	Total	
	袍金	薪金及其他福利	花紅	退休福利計劃供款	總額	
	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	
			(Note 1)			
			(附註1)			
EXECUTIVE DIRECTORS	執行董事					
Mr. Cheung Shu Wan (Note 2)	張樹穩先生(附註2)	—	2,938	1,665	282	4,885
Ms. Cheung Lai Chun, Maggie	張麗珍女士	—	2,056	321	206	2,583
Ms. Cheung Lai See, Sophie	張麗斯女士	—	1,775	298	177	2,250
Dr. Cheung Shu Sang, William	張樹生博士	—	1,528	278	153	1,959
NON-EXECUTIVE DIRECTOR	非執行董事					
Mr. Cheung Lun (Note 4)	張倫先生(附註4)	1,250	—	—	—	1,250
INDEPENDENT NON-EXECUTIVE DIRECTORS	獨立非執行董事					
Mr. Lai Ah Ming, Leon	黎雅明先生	120	—	—	—	120
Professor Lo Chung Mau	盧寵茂教授	—	—	—	—	—
Dr. Chan How Chun (Note 5)	陳孝春博士(附註5)	—	—	—	—	—
Ms. Choy Wai Sheun, Susan (Note 6)	蔡慧璇女士(附註6)	120	—	—	—	120
Total	總額	1,490	8,297	2,562	818	13,167

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綜合財務報告書附註

截至二零二零年三月三十一日止年度

9. Directors', Chief Executive's and Employees' Emoluments (Continued)

(a) Directors' emoluments (Continued)

For the year ended 31 March 2019

9. 董事、主要行政人員及僱員酬金 (續)

(a) 董事酬金 (續)

截至二零一九年三月三十一日止年度

		Fee	Salaries and other benefits	Bonus	Retirement benefit scheme contribution	Total
		袍金	薪金及其他福利	花紅	退休福利計劃供款	總額
		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
				(Note 1)		
				(附註1)		
EXECUTIVE DIRECTORS	執行董事					
Mr. Cheung Shu Wan (Note 2)	張樹穩先生(附註2)	—	2,156	235	282	2,673
Ms. Cheung Lai Chun, Maggie	張麗珍女士	—	1,893	172	206	2,271
Ms. Cheung Lai See, Sophie	張麗斯女士	—	1,611	148	177	1,936
Mr. Cheung Pui (Note 3)	張培先生(附註3)	—	1,149	—	128	1,277
Dr. Cheung Shu Sang, William	張樹生博士	—	1,439	128	153	1,720
NON-EXECUTIVE DIRECTOR	非執行董事					
Mr. Cheung Lun	張倫先生	1,500	—	—	—	1,500
INDEPENDENT NON-EXECUTIVE DIRECTORS	獨立非執行董事					
Mr. Lai Ah Ming, Leon	黎雅明先生	120	—	—	—	120
Professor Lo Chung Mau	盧龍茂教授	—	—	—	—	—
Dr. Chan How Chun	陳孝春博士	—	—	—	—	—
Total	總額	1,620	8,248	683	946	11,497

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9. Directors', Chief Executive's and Employees' Emoluments (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (1) The bonus is determined with reference to the performance of the individual and the Group.
- (2) Mr. Cheung Shu Wan is the managing director of the Company and his emoluments disclosed above include those for services rendered by him as the managing director. The Board considered that the duties of the managing director were no different from that required of a chief executive stipulated. The management of the Company would regard that the term of managing director of the Company will have the same meaning as the chief executive of the Company.
- (3) Mr. Cheung Pui passed away on 4 February 2019.
- (4) Mr. Cheung Lun passed away on 16 February 2020.
- (5) Dr. Chan How Chun resigned as an independent non-executive director on 6 August 2019.
- (6) Ms. Choy Wai Sheun, Susan was appointed as an independent non-executive director on 29 August 2019.
- (7) The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The non-executive director's emoluments shown above was for his service as director of the Company or its subsidiaries. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Professor Lo Chung Mau waived his fees of HK\$120,000 (2019: HK\$120,000) for the year ended 31 March 2020. Dr. Chan How Chun waived her fees of nil (2019: HK\$120,000) for the year ended 31 March 2020.

9. 董事、主要行政人員及僱員酬金(續)

(a) 董事酬金(續)

附註：

- (1) 花紅乃根據個別人士及集團表現決定。
- (2) 張樹穩先生亦為本公司之董事總經理，其上述披露之酬金乃包括他作為提供董事總經理服務之費用。董事會認為，董事總經理的職責與行政總裁規定的職責沒有什麼不同。本公司管理層將認為本公司董事總經理的條款與本公司行政總裁的含義相同。
- (3) 張培先生於二零一九年二月四日逝世。
- (4) 張倫先生於二零二零年二月十六日逝世。
- (5) 陳孝春博士於二零一九年八月六日辭任獨立非執行董事。
- (6) 蔡慧璇女士於二零一九年八月二十九日獲委任為獨立非執行董事。
- (7) 上列執行董事酬金為彼等有關管理本公司及本集團事務的服務。上列非執行董事酬金為彼有關服務本公司及其附屬公司事務。上列獨立非執行董事酬金為彼等作為董事為本公司提供服務之費用。

盧寵茂教授於截至二零二零年三月三十一日止年度放棄其袍金12萬港元(二零一九年：12萬港元)。陳孝春博士於截至二零二零年三月三十一日止年度放棄其袍金零港元(二零一九年：12萬港元)。

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9. Directors', Chief Executive's and Employees' Emoluments (Continued)

(b) Employees' emoluments

The five highest paid employees of the Group for the year ended 31 March 2020 included four directors (2019: four directors), details of whose remuneration are set out above.

For the years ended 31 March 2020 and 2019, the remuneration of the one highest paid employee who are neither a director nor chief executive of the Company is as below:

Salaries and other allowances	薪金及其他津貼
Discretionary bonus	績效花紅
Retirement benefit scheme contribution	退休福利計劃供款

For the years ended 31 March 2020 and 2019, the remuneration of the remaining one highest paid employee was within the following band:

HK\$1,500,001 to HK\$2,000,000	1,500,001港幣至 2,000,000港幣
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During the years ended 31 March 2020 and 2019, no emoluments were paid by the Group to the directors and five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

9. 董事、主要行政人員及僱員酬金(續)

(b) 僱員酬金

截至二零二零年三月三十一日止年度，本集團五位最高薪金僱員包括4名董事(二零一九年：4名董事)，其酬金詳情載於上文。

截至二零二零年及二零一九年三月三十一日止年度，並非本公司董事或行政總裁的最高薪僱員的薪酬如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
1,392	1,339
116	116
139	139
1,647	1,594

截至二零二零年及二零一九年三月三十一日止年度，其餘一名最高薪金的僱員在以下範圍內：

2020 二零二零年 No. of employees 僱員數目	2019 二零一九年 No. of employees 僱員數目
1	1

截至二零二零年及二零一九年三月三十一日止年度，本集團概無向董事及五名薪金最高的僱員支付酬金，以鼓勵其加入本集團或加入本集團或作為離職補償。

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10. Income Tax Expense

10. 所得稅開支

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current tax:	本年度稅項：		
Hong Kong	香港	1,270	797
PRC Enterprise Income Tax	中國企業所得稅	4,421	4,991
		5,691	5,788
(Over)underprovision in prior years:	過往年度(過度)撥備不足：		
Hong Kong	香港	(1,354)	(210)
PRC Enterprise Income Tax	中國企業所得稅	114	107
		(1,240)	(103)
Deferred taxation (Note 26)	遞延稅項(附註26)	926	48
		5,377	5,733

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

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of PRC subsidiaries is 25% for both years.

香港立法會於二零一八年三月二十一日通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入兩級制利得稅率制度。該法案於二零一八年三月二十八日簽署成為法律，並於隨日在憲報上刊登。在兩級制利得稅率制度下，合資格集團實體的首200萬港元利潤將按8.25%的稅率徵稅，而200萬港元以上的利潤將按16.5%的稅率徵稅。實體不符合兩級制利得稅率制度，利潤將繼續按16.5%的統一稅率徵稅。

根據中國企業所得稅稅法(「企業所得稅稅法」)及實施稅法細則，附屬公司兩個年度之法定企業所得稅為25%。

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10. Income Tax Expense (Continued)

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

10. 所得稅開支(續)

本年度之稅項扣減可對應綜合損益及其他全面(支出)收益表內之除稅前(虧損)溢利如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(Loss) profit before tax	除稅前(虧損)溢利	(12,787)	33,852
Tax at the Hong Kong Profits Tax rate of 16.5%	按香港利得稅稅率16.5%	(2,110)	5,586
Tax effect of expenses not deductible for tax purpose	不可扣減之開支 對稅項影響	3,404	5,354
Tax effect of income not taxable for tax purpose	無須繳稅之收入 對稅項影響	(1,343)	(10,879)
Effect of different tax rates in the PRC	於中國經營不同稅率之影響	5,017	1,151
Overprovision in respect of prior years	過往年度過度撥備	(1,240)	(103)
Tax effect of tax losses not recognised	未確認稅項虧損之影響	1,405	4,115
Utilisation of tax losses previously not recognised	之前未確認稅項虧損之使用	(284)	(133)
Withholding tax on distributable profit of subsidiaries in the PRC	中國境內附屬公司可分配 溢利之預扣稅	632	740
Others	其他	(104)	(98)
Tax charge for the year	本年度稅項支出	5,377	5,733

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11. (Loss) Profit for The Year

11. 本年度(虧損)溢利

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(Loss) profit for the year has been arrived at after charging:	本年度(虧損)溢利已扣除下列各項：		
Staff salaries and allowances	員工薪酬及津貼	223,863	267,811
Contributions to retirement benefits schemes	退休福利計劃供款	16,096	21,735
Total staff costs, including directors' emoluments	總員工成本(包括董事酬金)	239,959	289,546
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15,884	26,762
Depreciation of right-of-use assets	資產使用權折舊	183	—
Direct outgoings in relation to rental income	有關租金收入的直接支出	907	849
Release of prepaid lease payments	解除預付租賃款項	—	608
Auditor's remuneration	核數師酬金	2,286	2,274
Cost of inventories recognised as expenses	存貨成本被確認為開支	839,033	1,114,118

12. Dividends

12. 股息

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Dividends for ordinary shareholders of the Company recognised as distribution during the year	年內已確認派發予本公司之普通股股東之股息		
2020 interim dividend of HK2 cents (2019: 2019 interim dividend of HK1 cent) per share	二零二零年中期股息每股2港仙(二零一九年：二零一九年中期股息1港仙)	6,709	3,354
2019 final dividend of HK3 cents (2019: 2018 final dividend of HK6 cents) per share	二零一九年末期股息每股3港仙(二零一九年：二零一八年末期股息6港仙)	10,063	20,126
		16,772	23,480

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12. Dividends (Continued)

Subsequent to the end of the reporting period, a final dividend of HK7 cents per share in respect of the year ended 31 March 2020 (2019: final dividend of HK3 cents per share), in aggregate amount of HK\$23,480,000 (2019: HK\$10,063,000) has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming general meeting. The final dividend expects to be paid on 28 September 2020 to shareholders whose names appear on the Register of Members of the Company on 4 September 2020.

13. (Loss) Earnings per Share

The calculation of the basic (loss) earnings per share attributable to the owners of the Company is based on the following data:

(Loss) earnings for the purpose of basic (loss) earnings per share ((Loss) profit for the year attributable to owners of the Company)	就每股基本(虧損)盈利而言之(虧損)盈利(本年度可分配給本公司擁有人之(虧損)溢利)
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Number of ordinary shares for the purpose of basic (loss) earnings per share	就每股基本(虧損)盈利而言之普通股股份數目
--	-----------------------

No diluted (loss) earnings per share has been presented for both years as there were no potential dilutive ordinary shares in issue.

12. 股息(續)

於報告期結束後，本公司之董事建議派發截至二零二零年三月三十一日止年度末期股息每股7港仙(二零一九：末期股息每股3港仙)，總金額為2,348萬港元(二零一九年：1,006萬3千港元)。此建議派發之末期股息須取得股東於即將舉行之股東大會上批准。末期股息預期將於二零二零年九月二十八日派發予於二零二零年九月四日名列在本公司股東名冊上之股東。

13. 每股(虧損)盈利

每股可分配給公司擁有人的基本(虧損)盈利之計算乃根據以下資料：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(18,164)	28,119

Number of shares 股份數量	
2020 二零二零年 '000 千股	2019 二零一九年 '000 千股
335,433	335,433

這兩年度未有發行潛在攤薄之普通股，故此並沒有列出每股攤薄(虧損)盈利。

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14. Investment Properties

14. 投資物業

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Fair value	公平值		
Balance at beginning of year	年初結餘	327,400	281,000
Transfer from property, plant and equipment and right-of-use assets	轉移自物業、廠房及機器及使用權資產	118,537	—
Gain from change in fair value upon transfer to investment properties	轉移至投資物業時的公平值變動盈利	114,410	—
Addition	添置	1,425	—
(Loss) gain from changes in fair values recognised in profit or loss	公平值變動所產生的(虧損)盈利於損益確認	(52,284)	46,400
Exchange adjustments	匯兌調整	(15,943)	—
Balance at end of year	年末結餘	493,545	327,400
Unrealised (loss) gain on property revaluation included in profit or loss	已包含損益內之未實現物業重估(虧損)盈利	(52,284)	46,400

The Group leases out various offices, car parks and manufacturing plant under operating leases with rentals payable monthly. The leases typically run for a fixed period of 1 to 3 years and the lease payments are fixed over the lease term.

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

本集團以經營租賃的方式出租多個辦公室、車位及製造廠房，每月支付租金。租賃通常為期1到3年，租賃付款在租賃期內為固定。

由於所有租賃均以集團實體各自的功能貨幣計價，故本集團不會因租賃安排而承受外幣風險。租賃合同不包含殘值擔保和/或承租人在租賃期末購買該物業的選擇權。

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14. Investment Properties (Continued)

Manufactory plants with carrying values of HK\$103,085,000 and the related right-of-use assets with carrying value of HK\$15,452,000 were transferred to investment properties on 1 April 2019 and measured using the fair value model. The fair value of the property and the right-of-use assets on the date of transfer was HK\$232,947,000 in aggregate, resulting in a revaluation gain of HK\$114,410,000 and a deferred tax of HK\$28,603,000 recognised in other comprehensive income and accumulated in property revaluation reserve. On 10 April 2019, the Group has leased a portion of the manufactory plants to an independent third party.

Other than transfer from property, plant and equipment and right-of-use assets mentioned above, during the current year, the Group acquired factory facilities located in the PRC for a consideration of approximately HK\$1,425,000 (2019: nil).

The Group's property interests held under operating leases to earn rentals are measured using fair value model and are classified and accounted for as investment properties. These investment properties are manufacturing plants, office units and car park spacing.

The fair value of the Group's investment properties as at 31 March 2020 and 31 March 2019 has been arrived at on the basis of a valuation carried out on the respective dates by RHL Appraisal Ltd., a firm of independent qualified professional surveyor not connected to the Group.

In determining the fair value of the relevant properties, the directors of the Company works closely with qualified professional surveyor to establish the appropriate valuation techniques and inputs to the model.

The valuation of the investment properties in Hong Kong, which falls under level 3 of the fair value hierarchy, has been arrived at by using direct comparison method by reference to market evidence of transaction prices for similar properties in the same locations and conditions. The valuation of the investment properties in the PRC, which falls under level 3 of the fair value hierarchy, has been arrived at by using term and reversion analysis of investment method by capitalising rental income on a fully leased basis and the potential reversionary rental income at market level.

14. 投資物業(續)

賬面值1億308萬5千港元的工廠廠房及賬面值1,545萬2千港元的相關使用權資產已於二零一九年四月一日轉移至投資物業，並採用公平價值模型計量。該物業及使用權資產於轉讓日期之公平值合共為2億3,294萬7千港元，導致其他全面收益重估盈利1億1,441萬港元及遞延稅項2,860萬3千港元，並已累計於物業重估儲備內。於二零一九年四月十日，本集團已將部分廠房租賃給獨立第三方。

除上述提及的物業、廠房及機器轉移外，於本年度，本集團於中國的投資物業增加廠房設施約142萬5千港元(截至二零一九年：無)。

本集團經營租賃以賺取租金的物業權益乃採用公平價值模型計量，並分類為投資性房地產。這些投資物業包括製造廠房、寫字樓和車位。

本集團投資物業於二零二零年三月三十一日及二零一九年三月三十一日的公平值乃根據永利行評值顧問有限公司(一間獨立並與本集團沒有關連的專業合資格估值師)於各自日期進行的估值得出。

在確定相關物業的公平值時，本公司董事與合資格的專業測量師緊密合作，以建立適當的估值技巧和計量輸入。

香港投資物業的估值屬於公平價值層次第3級，已採用直接比較法，並參考相同地點和條件下類似物業的交易價格的市場證據得出。對於中國投資物業的估值(屬於公平價值層次第3級)，已通過對投資期限和復歸分析方法，在市場水平的潛在復歸租金收入的基礎上，通過全額租賃將租金收入資本化。

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14. Investment Properties (Continued)

In estimating the fair value of the property, the highest and best use of the property is their current use.

14. 投資物業(續)

估計物業的公平值時，物業的最高和最佳用途是其當前用途。

	Valuation technique(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	估值技巧	重大不可觀察之輸入參數	不可觀察之輸入參數與公平值之關係
Office units in Hong Kong 2020: HK\$270,000,000 2019: HK\$322,000,000	Direct comparison	The weighted average market unit rate, adjusted by the size, view and floor level of property and timing of comparable transactions, of HK\$22,881 per square foot (2019: HK\$27,288 per square foot)	A significant decrease in the weighted average market unit rate used would result in a significant decrease in fair value, and vice versa.
位於香港的寫字樓 二零二零年：2億7,000萬港元 二零一九年：3億2,200萬港元	直接比較	加權平均市場價格，由資產的面積、景觀和樓層水平以及可比較交易的時間安排調整。所採用的加權平均市場單位價格為每平方呎22,881港元(二零一九年：每平方呎27,288港元)	使用的市場價格的顯著下降將導致公平值的顯著下降，反之亦然。
Car park spacing in Hong Kong 2020: HK\$5,000,000 2019: HK\$5,400,000	Direct comparison	The weighted average market unit rate, adjusted by timing of the comparable transaction and accessibility of the car park spacing, of HK\$2,500,000 each (2019: HK\$2,700,000 each)	A significant decrease in the weighted average market unit rate used would result in a significant decrease in fair value, and vice versa.
位於香港的車位 二零二零年：500萬港元 二零一九年：540萬港元	直接比較	加權平均市場價格，由可比較的交易時間和停車場間的可達性調整，每個為250萬港元(二零一九年：每個270萬港元)	使用的市場價格的顯著下降將導致公平值的顯著下降，反之亦然。
Manufacturing plants in the PRC 2020: HK\$218,545,000 2019: nil	Term and reversion analysis of investment approach	The weighted average monthly market rent, adjusted by rental in reversionary period, vacancy rate and yield, of RMB15.06 per square meter (approximately HK\$16.42 per square meter)	A significant decrease in the weighted average monthly market rent used would result in a significant decrease in fair value, and vice versa.
位於中國的製造廠房 二零二零年：2億1,854萬5千港元 二零一九年：無	投資期限和復歸分析	加權每月市場租金，由在市場水平上潛在的歸還租金收入、空置率及回報調整。所採用的加權平均每月市場租金為每平方米15.06元人民幣(每平方米約16.42港元)	使用的每月市場租金的顯著下降將導致公平值的顯著下降，反之亦然。

There were no transfers into or out of level 3 during the year.

於年內第三級並沒有轉入或轉出。

The Group's investment properties in Hong Kong were pledged to secure banking facilities granted to the Group at the end of both years in Note 25.

本集團在香港的投資物業已作抵押，以確保於本年度結束時在附註25中授予本集團的銀行融資。

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15. Property, Plant and Equipment

15. 物業、廠房及設備

		Leasehold land	Office buildings	Factory buildings	Plant and machinery	Furniture, fixtures and equipment	Moulds and tools	Motor vehicles	Construction in progress	Total
		租賃土地	商業樓宇	工廠物業	及機器	及設備	模具及工具	汽車	在建工程	合計
		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
		(Note)	(Note)							
		(附註)	(附註)							
COST	成本值									
At 1 April 2018	於二零一八年四月一日	125	1,019	191,568	398,552	191,982	47,011	10,063	37,941	878,261
Exchange adjustments	外匯調整	—	—	(8,583)	(26,389)	(9,730)	(188)	(318)	(2,719)	(47,927)
Transfer	轉移	—	—	43,505	—	—	—	—	(43,505)	—
Additions	添置	—	—	—	2,069	11,252	1,361	1,078	8,283	24,043
Disposals/write-off	出售/撇除	—	—	(14,000)	(75,899)	(111,721)	(29,581)	(778)	—	(231,979)
At 31 March 2019	於二零一九年三月三十一日	125	1,019	212,490	298,333	81,783	18,603	10,045	—	622,398
Adjustments upon application of HKFRS 16	應用香港財務報告第16號的調整	(125)	—	—	—	—	—	—	—	(125)
At 1 April 2019 (restated)	於二零一九年四月一日(重列)	—	1,019	212,490	298,333	81,783	18,603	10,045	—	622,273
Exchange adjustments	外匯調整	—	—	(2,939)	(16,059)	(3,335)	(88)	(615)	—	(23,036)
Transfer to investment properties (Note 14)	轉移至投資物業(附註14)	—	—	(135,164)	—	—	—	—	—	(135,164)
Additions	添置	—	—	—	2,902	6,930	1,894	—	—	11,726
Disposals/write-off	出售/撇除	—	—	—	(21,888)	(8,750)	(5)	(1,795)	—	(32,438)
At 31 March 2020	於二零二零年三月三十一日	—	1,019	74,387	263,288	76,628	20,404	7,635	—	443,361
DEPRECIATION	折舊									
At 1 April 2018	於二零一八年四月一日	5	1,019	90,123	374,128	183,429	43,075	6,997	—	698,776
Exchange adjustments	外匯調整	—	—	(3,204)	(25,094)	(9,231)	(168)	(264)	—	(37,961)
Provided for the year	本年度撥備	—	—	6,825	10,659	5,494	2,463	1,321	—	26,762
Eliminated on disposals/write-off	出售/撇除時抵銷	—	—	(3,778)	(75,562)	(110,975)	(29,085)	(433)	—	(219,833)
At 31 March 2019	於二零一九年三月三十一日	5	1,019	89,966	284,131	68,717	16,285	7,621	—	467,744
Adjustment upon application of HKFRS 16	應用香港財務報告第16號的調整	(5)	—	—	—	—	—	—	—	(5)
At 1 April 2019 (restated)	於二零一九年四月一日(重列)	—	1,019	89,966	284,131	68,717	16,285	7,621	—	467,739
Exchange adjustments	外匯調整	—	—	(2,244)	(15,200)	(2,817)	(80)	(588)	—	(20,929)
Transfer to investment properties (Note 14)	轉移至投資物業(附註14)	—	—	(32,079)	—	—	—	—	—	(32,079)
Provided for the year	本年度撥備	—	—	2,691	5,195	5,416	1,594	988	—	15,884
Eliminated on disposals/write-off	出售/撇除時抵銷	—	—	—	(21,080)	(8,628)	(5)	(1,578)	—	(31,291)
At 31 March 2020	於二零二零年三月三十一日	—	1,019	58,334	253,046	62,688	17,794	6,443	—	399,324
CARRYING VALUES	賬面值									
At 31 March 2020	於二零二零年三月三十一日	—	—	16,053	10,242	13,940	2,610	1,192	—	44,037
At 31 March 2019	於二零一九年三月三十一日	120	—	122,524	14,202	13,066	2,318	2,424	—	154,654

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15. Property, Plant and Equipment

(Continued)

Note: The buildings situated in the leasehold land had been fully depreciated but still in use by the Group. The leasehold land is situated in Hong Kong.

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis at the following rates per annum:

Leasehold land	租賃土地	Over the lease terms of 912 years 租賃期912年
Office buildings and factory buildings	商業樓宇及工廠物業	4% or over the lease term, if shorter 4%或於租賃期內(如較短)
Plant and machinery	廠房設備及機器	15%
Furniture, fixtures and equipment	傢具、裝置及設備	20-33 $\frac{1}{3}$ %
Moulds and tools	模具及工具	20-33 $\frac{1}{3}$ %
Motor vehicles	汽車	20%

16. Right-of-use Assets

15. 物業、廠房及設備(續)

附註：位於租賃土地的樓宇已完全折舊，但仍被本集團使用。租賃土地是位於香港。

上述各項物業、廠房及設備(在建工程除外)之折舊乃按下列年率直線法計算：

16. 使用權資產

		Leasehold lands 租賃土地 HK\$'000 千港元
CARRYING VALUES	賬面值	
As at 1 April 2019	於二零一九年四月一日	19,949
Transfer to investment properties (Note 14)	轉移至投資物業(附註14)	(15,452)
Depreciation provided for the year	本年度折舊撥備	(183)
As at 31 March 2020	於二零二零年三月三十一日	4,314
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	於初始應用香港財務報告準則第16號起12個月內到期的短期租賃及其他租期的有關開支	3,633
Expense relating to leases of low-value assets, excluding short-term leases of low value assets	低價值資產租賃有關的費用，不包括低價值資產的短期租賃	18
Total cash outflow for leases	租賃的現金流出總額	3,651

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16. Right-of-use Assets (Continued)

For both years, the Group leases several industrial buildings for its operations. Lease contracts are entered into for fixed terms of 1 year to 912 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group owns several industrial buildings where its manufacturing plants and warehouses are primarily located. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests.

The Group regularly entered into short-term leases for office premises. As at 31 March 2020, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

17. Prepaid Lease Payments

The Group's prepaid lease payments represent land use rights located in the PRC.

16. 使用權資產(續)

於兩個年度，本集團租賃數個工業樓宇作營運。租賃合約之固定期限為1年到912年。租賃條款根據個別情況磋商確定，其中包含各種不同之條款及條件。本集團於釐定租賃期限及評估不可撤銷之期限時，採用合約之定義並確定合約可強制執行之期限。

本集團擁有多幢工業樓宇，主要為生產製造廠房及貨倉。本集團為此等物業權益(包括相關租賃土地)之註冊擁有人。已提前作出一次性付款以收購此等物業權益。

本集團定期為辦公場所訂立短期租賃。於二零二零年三月三十一日，短期租賃組合與上述於短期租賃支出披露的短期租賃組合相似。

17. 預付租賃款項

本集團之預付租賃款項代表位於中國之土地使用權。

		2019 二零一九年 HK\$'000 千港元
Analysed for reporting purposes as:	作匯報用途之分析:	
Non-current assets	非流動資產	19,221
Current assets	流動資產	608
		<hr/> 19,829

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18. Club Debentures

18. 會所債券

		<i>HK\$'000</i> 千港元
CARRYING VALUE	賬面值	
At 1 April 2018, 31 March 2019	於二零一八年四月一日， 二零一九年三月三十一日	13,176
Disposal	出售	(2,158)
At 31 March 2020	於二零二零年三月三十一日	11,018

The club debentures with indefinite useful lives are tested for impairment annually and whenever there is an indication that they may be impaired. The directors of the Company are of the opinion that no impairment indication was identified with reference to market value.

無期限的會所債券於每年會作減值測試及當有跡象顯示減值會作減值。本公司董事根據參考市場價值，認為沒有減值跡象。

19. Inventories

19. 存貨

		2020 二零二零年 <i>HK\$'000</i> 千港元	2019 二零一九年 <i>HK\$'000</i> 千港元
Raw materials	原材料	20,733	27,902
Work in progress	在製品	12,208	13,632
Finished goods	製成品	23,366	34,646
		56,307	76,180

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20. Trade Receivables/Other Receivables

20. 應收貿易賬款／其他應收賬款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables — sales of goods	應收貿易賬款—貨品銷售	134,658	251,848
Less: Allowance for credit loss	減：信貸虧損撥備	(940)	(1,313)
		133,718	250,535
Other receivables (Note)	其他應收賬款(附註)	16,788	16,967
Total trade and other receivables	應收貿易賬款及其他應收賬款總額	150,506	267,502

Note: As at 31 March 2020, the Group's other receivables mainly include value added tax recoverable of HK\$7,802,000 (2019: HK\$10,355,000), which will be recovered within one year.

附註：於二零二零年三月三十一日，本集團的其他應收賬款主要包括780萬2千港元(二零一九年：1,035萬5千港元)之可收回增值稅款，將可於一年內收回。

Under the application of HKFRS 15, the amount of trade receivables as at 1 April 2018 is HK\$287,948,000.

根據香港財務報告準則第15號的應用，於二零一八年四月一日的貿易應收賬款金額為2億8,794萬8千港元。

The following is an aged analysis of trade receivables, presented based on the invoice date which approximated the respective revenue recognition dates:

以下為應收貿易賬款於報告日以發票日期為基礎之賬齡分析，大約為該營業額確認日期。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-90 days	0-90日	114,599	198,339
91-120 days	91-120日	18,585	51,909
121-180 days	121-180日	1,474	1,600
		134,658	251,848

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20. Trade Receivables/Other Receivables

(Continued)

As at 31 March 2020, included in the Group's trade receivables balance are debtors with aggregated carrying amount of approximately HK\$27,229,000 (2019: HK\$56,321,000) which are past due at the reporting date. Out of the past due balances, HK\$9,000 (2019: HK\$66,000) has been past due 90 days or more and is not considered as in default because there had not been significant change in credit quality of the relevant debtors and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade and other receivables are set out in Note 29.

21. Financial Assets at Fair Value Through Profit or Loss

Financial assets mandatorily measured at FVTPL:

Unit-linked funds	單位連結式基金
Debt instruments	債務工具

Investment in unit-linked funds represent pool investments, comprising equity and debts securities in various markets.

20. 應收貿易賬款／其他應收賬款(續)

於二零二零年三月三十一日，本集團應收貿易賬款包括賬面值合共2,722萬9千港元(二零一九年：5,632萬1千港元)之已逾期應收賬款。在逾期結餘中，有9千港元(2019年：6萬6千港元)已逾期90天或更長時間，由於相關債務人的信用質量沒有重大變化且仍被視為可收回，因此不被視為違約。本集團並無就該等結餘持有任何抵押品。

貿易及其他應收賬款的減值評估詳情載於附註29。

21. 透過損益按公平值計算之金融資產

金融資產強制地透過損益按公平值計量：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unit-linked funds	11,815	18,698
Debt instruments	11,463	16,458
	23,278	35,156

投資於單位連結式基金，是指投資組合，包括各類市場的股票及債務證券。

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22. Debt Instruments at Fair Value Through Other Comprehensive Income

Investment in listed debt instruments with fixed interest rate from 1.64% to 4.25% (2019: 1.43% to 4.50%)

固定利息為1.64%至4.25%
內之上市債務工具投資
(二零一九年：1.43%至
4.50%)

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
25,664	31,108

Details of impairment assessment are set out in Note 29.

減值評估詳情載於附註29。

23. Short-Term Deposits/Bank Balances and Cash

(a) Short-term deposits

Short-term deposits are deposits placed with banks or financial institution for investment purpose. The short-term deposits carry fixed interest rates with effective interest rates ranging from 0.10% to 2.66% (2019: 0.10% to 5.75%) per annum.

(b) Bank balances and cash

Bank balances carry interest at market rates which range from 0% to 1.3% (2019: 0% to 0.5%) per annum.

23. 短期存款／銀行與現金結存

(a) 短期存款

短期存款是存於銀行或金融機構為投資目的。短期存款按固定息率以實際利率法計算，年息為0.10%至2.66% (二零一九年：0.10%至5.75%)。

(b) 銀行結存和現金

銀行結存按市場利息率計息，年息約0%至1.3% (二零一九年：0%至0.5%)。

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24. Trade Payables

The following is an aged analysis of trade payables presented based on the invoice date.

0-90 days	0-90日
91-120 days	91-120日
>120 days	超過120日

The credit period on purchase of goods is 30 to 90 days.

24. 應付貿易賬款

根據發票日期呈列之應付貿易賬款之賬齡分析如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
72,915	130,535
16,719	8,505
2,360	1,795
91,994	140,835

採購商品獲授30日至90日之信貸期。

25. Secured Bank Loan

Secured bank loan, with carrying amount repayable (Note):

Within one year	一年內
Within a period of more than one year but not exceeding two years	多於一年，但不超過兩年期間內
Within a period of more than two years but not exceeding five years	多於兩年，但不超過五年期間內
Within a period of more than five years	五年以上期間內

Less: Amounts due within one year shown under current liabilities

Amounts shown under non-current liabilities

Note: The amounts due are based on scheduled repayment dates set out in the loan agreements.

25. 有抵押銀行貸款

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
5,124	5,124
5,124	5,124
15,372	15,372
5,541	10,665
31,161	36,285
(5,124)	(5,124)
26,037	31,161

附註：到期還款金額是基於貸款協定所載之還款日期。

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25. Secured Bank Loan (Continued)

The bank loan is variable-rate borrowing which carry interest at 1-month Hong Kong Interbank Offered Rate (“HIBOR”) plus 0.8% (2019: 1-month HIBOR plus 0.8% per annum). As at 31 March 2020, the effective interest rate on the Group’s borrowing is 1.91% per annum (2019: 2.15% per annum).

As at 31 March 2020, banks loan of HK\$31,161,000 (2019: HK\$36,285,000) is secured by the Group’s investment properties with a fair value approximately HK\$275,000,000 (2019: HK\$327,400,000) (Note 14).

26. Deferred Taxation

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		Accelerated tax depreciation	Withholding tax on distributable profit of subsidiaries in the PRC 中國附屬公司	Fair value change on investment properties	Total
		加速稅項 折舊 HK\$'000 千港元	可分配溢利 之預扣稅 HK\$'000 千港元	投資物業的 公平值變動 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	(4,949)	(2,256)	—	(7,205)
Credit (charge) to profit or loss	於損益賬回撥(扣減)	692	(740)	—	(48)
At 31 March 2019 and 1 April 2019	於二零一九年 三月三十一日及 二零一九年四月一日	(4,257)	(2,996)	—	(7,253)
Charge to profit or loss	於損益賬扣減	(294)	(632)	—	(926)
Charge to other comprehensive income	其他綜合收益扣減	—	—	(28,603)	(28,603)
At 31 March 2020	於二零二零年 三月三十一日	(4,551)	(3,628)	(28,603)	(36,782)

25. 有抵押銀行貸款(續)

銀行貸款為浮動利率之借貸，年息率為香港銀行同業拆息(一個月)加0.8% (二零一九年：香港銀行同業拆息(一個月)加0.8%)。於二零二零年三月三十一日，本集團實際借貸年利率為1.91% (二零一九年：實際借貸年利率為2.15%)。

於二零二零年三月三十一日，銀行貸款3,116萬1千港元(二零一九年：3,628萬5千港元)由集團投資物業以公平值約為2億7,500萬港元(二零一九年：3億2,740萬港元)作擔保(附註14)。

26. 遞延稅項

就綜合財務狀況表之呈列而言，若干遞延稅項資產及負債已抵銷。以下為用於財務呈報目的之遞延稅項結餘分析：

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26. Deferred Taxation (Continued)

At the end of the reporting period, the Group has unused tax losses of HK\$59,034,000 (2019: HK\$65,619,000) available for offset against future profits. No deferred tax assets has been recognised in respect of these tax losses due to the unpredictability of future project streams.

Included in unrecognized tax losses of HK\$54,844,000 (2019: HK\$59,912,000) that will be expired in various dates through 2024 (2019: 2023). Other losses may be carried forward indefinitely.

Under the EIT Law in the PRC and implementation regulations issued by the State Council, withholding tax at 5% rate is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has been fully provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of PRC subsidiaries.

27. Share Capital

26. 遞延稅項(續)

於本報告期末，本集團有未動用的稅項虧損5,903萬4千港元(二零一九年：6,561萬9千港元)可用以抵銷未來溢利。因難以確定未來溢利來源，故未就該稅項虧損確認遞延稅項資產。

包括未確認之稅項虧損5,484萬4千港元(二零一九年：5,991萬2千港元)將於不同日期到期，直至二零二四年(二零一九年：二零二三年)。其他虧損可能無限期結轉。

根據中國企業所得稅法例，及由國務院發布的實施條例，從二零零八年一月一日開始，由中國附屬公司所得的利潤而派發之股息，以5%的預扣稅稅率徵收。有關中國附屬公司保留溢利的暫時性差異所得的遞延稅項已於綜合財務報表內充分提供。

27. 股本

		2020 & 2019 二零二零年及 二零一九年	2020 & 2019 二零二零年及 二零一九年
		Number of shares 股份數量	HK\$'000 千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
Authorised:	法定：		
At beginning and end of the year	於年初及年結時	600,000,000	60,000
Issued and fully paid:	已發行及繳足：		
At beginning and end of the year	於年初及年結時	335,432,520	33,543

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28. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes secured bank loan disclosed in Note 25, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure on a quarterly basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends and new share issues as well as the issue of new debt or the redemption of existing debt.

28. 資本風險管理

本集團管理資本，旨在確保本集團實體可按持續基準經營，並透過優化債務及權益平衡為股東帶來最大回報。本集團之整體策略自去年以來一直維持不變。

本集團之資本架構包括債項淨額，含有抵押銀行貸款(於附註25披露)，淨現金及現金等值及本公司擁有人應佔權益，當中包括已發行股本、其他儲備及保留溢利。

本公司董事按季度檢討資本架構。董事考慮資本成本及各類資本相關風險作為審閱之一部分。根據本公司董事的建議，本集團將透過支付股息、發行新股、發行新債券或贖回現有債項，以平衡其整體資本架構。

29. Financial Instruments

29a. Categories of financial instruments

Financial assets	金融資產
Financial assets at amortised cost	按攤銷成本列賬之 金融資產
Financial assets at FVTPL	透過損益按公平值計算之 金融資產
Debt instruments at FVTOCI	按公平值計入其他全面 收益之債務工具
Financial liabilities	金融負債
Financial liabilities at amortised cost	按攤銷成本列賬之 金融負債

29. 金融工具

29a. 金融工具類別

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
792,754	809,771
23,278	35,156
25,664	31,108
127,457	177,438

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29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies

The Group's major financial instruments include debt instruments at FVTOCI, financial assets at FVTPL, trade receivables, other receivables, short-term deposits, bank balances and cash, trade payables, other payables and secured bank loan. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, which exposes the Group to foreign currency risk. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Liabilities 負債		Assets 資產	
	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
United States dollar ("USD") 美元	7,929	4,047	558,917	619,630
Renminbi ("RMB") 人民幣	—	—	19,523	20,659
HK\$ 港元	—	—	487,001	485,859

29. 金融工具(續)

29b. 財務風險管理目標及政策

本集團之主要金融工具包括債務工具按公平值計入其他全面收益、透過損益按公平值計算之金融資產、應收貿易賬款、其他應收賬款、短期存款、銀行結餘及現金、應付貿易賬款、其他應付賬款及有抵押銀行貸款。該等金融工具詳情於各附註披露。該等金融工具相關風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。下文為如何降低該等風險之政策。管理層管理及監控該等風險以確保及時和有效地採取適當之措施。

市場風險

貨幣風險

本公司有數間附屬公司以外幣進行買賣，使集團承受外幣風險。於報告期結束日，本集團以外幣計算之貨幣資產及貨幣負債之賬面值如下：

29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies (Continued)

Market risk (Continued)**Currency risk** (Continued)

Sensitivity analysis

The Group is mainly exposed to exchange rate fluctuations of USD, HK\$ and RMB against the functional currency of respective group entities, which is either HK\$ or RMB. As the HK\$ is pegged to USD, the management of the Company are of the opinion that the Group's exposure to USD relative to HK\$ is minimal and accordingly, no foreign currency sensitivity analysis on USD is presented.

The following table details the Group's sensitivity to a 3% (2019: 3%) increase and decrease in functional currency of respective group entities against the relevant foreign currencies. These percentages are the rates used when reporting foreign currency risk internally to key management personnel and represent management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 3% (2019: 3%) change in foreign currency rates. A positive number below indicates a decrease in post-tax loss or an increase in post-tax profit where the functional currencies of respective group entities weaken 3% against the foreign currencies. A 3% (2019: 3%) strengthening of the functional currencies of respective group entities against the relevant currencies, there would be an equal and opposite impact on the profit.

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

市場風險(續)**貨幣風險**(續)

敏感度分析

本集團主要承受美元、港元及人民幣滙兌各集團實體功能貨幣，即港元或人民幣之匯率波動風險。由於港元與美元掛鈎，本公司管理層認為本集團美元風險相對於港元很低，故此沒有為美元作外幣敏感度分析。

下表詳列因應本集團對於各集團實體功能貨幣滙兌相關外幣匯率上下波動3%的敏感度(二零一九年: 3%)。該等百分比為向內部主要管理人員匯報外幣風險所用之敏感率，並為管理層對匯率可能合理變動之評估。敏感度分析僅包括以外幣計算之尚結存的貨幣項目，並於年終調整其換算3%(二零一九年: 3%)以反映外幣匯率之變動。下列正數表示減少稅後虧稅或稅後溢利增加，其中各集團實體功能貨幣滙兌相關外幣轉弱3%。倘各集團實體功能貨幣滙兌相關外幣或假如外幣轉強3%(二零一九年: 3%)，將會對溢利造成相等及相反之影響。

		Impact of HK\$ 港元沖擊		Impact of RMB 人民幣沖擊	
		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
(Loss) profit for the year	本年(虧損)溢利	10,958	10,932	489	518

29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis (Continued)

The above is mainly attributable to the exposure to short-term deposits, outstanding receivables and payables at the year end.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate short-term deposits, debt instruments at FVTPL and debt instruments at FVTOCI.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate debt instruments at FVTPL, secured bank loan (see Note 25 for details of the loan) and bank balances.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate secured bank loan at the end of the reporting period. The analysis is prepared assuming the secured bank loan outstanding at the end of the reporting period were outstanding for the whole year. A 10 basis point (2019: 10 basis point) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. Variable-rate debt instruments at FVTPL and bank balances are excluded from sensitivity analysis as the directors of the Company consider that the exposure of cash flow interest rate risk arising from variable-rate is insignificant. The management also considers the exposure of the fair value interest rate risk of fixed-rate short-term deposits, debt instruments at FVTPL and FVTOCI is insignificant.

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

敏感度分析(續)

上述主要來自年度末期所面對的短期存款，應收賬款及應付賬款的風險。

利率風險

本集團的定息短期存款、透過損益按公平值計算之財務工具及按公平值計入其他全面收益之債務工具承受公平值利率風險。

本集團的透過損益按公平值計算的浮息債務工具、有抵押貸款(此貸款詳情見附註25)及銀行結餘亦承受現金流量利率風險。

敏感度分析

下述的敏感度分析根據於報告期末有抵押貸款所承受浮動利息利率風險釐定。分析乃假設於報告期末仍未償還之有抵押銀行貸款為全年未償還貸款而製定。向內部主要管理人員匯報利率風險時用增或減10基點(二零一九年：10基點)，並代表管理層對利率可能合理變動之評估。透過損益按公平值計算的浮息債務工具、按公平值計入其他全面收益的定息債務工具及銀行結餘被排除在敏感度分析之外，因為本公司董事認為浮動利率帶來的現金流量利率風險較小。管理層亦考慮到定息短期存款、透過損益按公平值計算之債務工具及按公平值計入其他全面收益的債務工具承受公平值利率的風險較少。

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29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk (Continued)

Sensitivity analysis (Continued)

If interest rates had been 10 basis point (2019: 10 basis point) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 March 2020 would increase/decrease by HK\$26,000 (2019: post-tax profit decrease/increase by HK\$30,000). This is attributable to the Group's exposure to interest rates on its secured bank loans.

Other price risk

The Group is exposed to price risk through its investments in unit-linked funds and other listed debt instruments. The management considers these risks are insignificant and therefore no sensitivity analysis on such risks has been prepared. However, the management will closely monitor such exposures and consider hedging such exposures should the need arise.

Credit risk and impairment assessment

Trade receivables

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 March 2020 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

市場風險(續)

利率風險(續)

敏感度分析(續)

倘利率高/低10基點(二零一九年:10基點)及所有其他可變動因素維持不變,則本集團截至二零二零年三月三十一日止年度之除稅後虧損將增加/減少2萬6千港元(二零一九年:除稅後溢利減少/增加3萬港元)。此乃來自本集團有抵押貸款所承受的利率風險。

其他價格風險

本集團因投資單位連結式基金及其他上市債務工具而面臨價格風險。管理層考慮到此等風險並不嚴重,因此,沒有對此等風險作敏感度分析。然而,管理層會密切監察此等風險和在有需要時會考慮對沖此等風險。

信貸風險及減值評估

應收貿易賬款

倘交易方於二零二零年三月三十一日未能履行彼等就各類已確認金融資產之承擔,則本集團須承受之最高信貸風險為於綜合財務狀況表所載該資產之賬面金額。本集團並無持有任何抵押品或其他信貸增強措施以彌補其金融資產相關的信貸風險。

29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The Group's credit risk is primarily attributable to its trade receivables and the Group has been largely dependent on a small number of customers for a substantial portion of its business. The top three customers represent over 70% (2019: 83%) of the trade receivables as at 31 March 2020. The failure of these customers to make required payment could have a substantial negative impact on the Group's profits and liquidity.

In order to minimise the credit risk, the management of the Group has credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade balances individually. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

As part of the Group's credit risk management, the Group applies internal credit rating for its trade debtors. The following table provides information about the exposure to credit risk for trade debtors, which are assessed individually for debtors.

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收貿易賬款(續)

本集團主要的信貸風險為其貿易應收賬款，本集團大部份之業務乃依靠少數的客戶。於二零二零年三月三十一日，最大三個客戶所佔的應收貿易款項超過70% (二零一九年：83%)。此等客戶如未能付款，將對集團的溢利和流動資金有重大的負面影響。

為將信貸風險降至最低，本集團管理層已有信貸審批及其他監控程序，以確保採取跟進措施收回逾期末付之債項。此外，本集團根據香港財務報告準則第9號就貿易結餘應用預期信貸虧損模式進行個別減值評估。就此而言，本公司董事認為，本集團之信貸風險已大幅降低。

作為本集團信貸風險管理的一部分，本集團對其貿易債務人採用內部信用評級。下表提供了有關貿易債務人暴露於信貸風險的資料，這些資料是對債務人個別評估的。

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29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收貿易賬款(續)

Internal credit rating	內部信用評級	2020 二零二零年		2019 二零一九年	
		Average loss rates 平均損失率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Average loss rates 平均損失率 %	Gross carrying amount 賬面總值 HK\$'000 千港元
Grade 1: Low risk	低風險	0.11	95,369	0.10	200,252
Grade 2: Normal risk	普通風險	2.10	39,143	—	—
Grade 3: Watch list	觀察名單	6.23	128	2.15	51,596
Grade 4: Doubtful	懷疑	21.02	18	—	—
			134,658		251,848

Low risk: Reputable counterparty with low probability of default, long and stable business relationship and well established repayment pattern

低風險：信譽良好的交易對手保持長期穩定的業務關係和完善的還款模式，違約概率較低

Normal risk: The counterparty sometimes repays after due dates but settle in full

普通風險：交易對手有時會在到期日後還款，並全數償還

Watch list: The counterparty has lower default risk and usually settle after due date

觀察名單：交易對手的違約風險較低並且通常會於到期日後償還

Doubtful: There have been significant increases in credit risk since initial recognition through information developed internally or external resources

懷疑：透過內部或外部資料信息獲知信用風險較初始確認顯著增加

29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies
(Continued)**Credit risk and impairment assessment** (Continued)
Trade receivables (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)
應收貿易賬款(續)

下表顯示已用簡單方法確認應收貿易賬款的全期預期信貸虧損變動：

		Lifetime ECL (not credit impaired) 全期預期 信貸虧損 (非信貸減值) HK\$'000 千港元
At at 31 March 2018 under HKAS 39	於二零一八年三月三十一日 (根據香港會計準則第39號)	—
Adjustment upon application of HKFRS 9	應用香港財務報告準則第9號後之調整	1,019
As at 1 April 2018 — As restated	於二零一八年四月一日(重列)	1,019
Changes due to financial instruments recognised as at 1 April 2018:	於二零一八年四月一日已確認之 金融工具變動：	
— Impairment losses reversed	— 撥回減值虧損	(1,019)
New financial assets originated or purchased	產生或購買的新金融資產	1,313
As at 31 March 2019	於二零一九年三月三十一日	1,313
Changes due to financial instruments recognised as at 1 April 2019:	於二零一九年四月一日已確認之 金融工具變動：	
— Impairment losses reversed	— 撥回減值虧損	(1,313)
New financial assets originated or purchased	產生或購買的新金融資產	940
As at 31 March 2020	於二零二零年三月三十一日	940

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29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

Changes in the loss allowance for trade receivables are mainly due to:

New trade receivable with gross carrying amount of HK\$134,658,000 (2019: HK\$251,848,000)	新增應收貿易賬款結餘總賬面值為1億3,465萬8千港元(二零一九年：2億5,184萬8千港元)
Reversal from settlement in full of trade receivables with a gross carrying amount of HK\$251,848,000 (2019: HK\$288,967,000)	撥回悉數結算總賬面值為2億5,184萬8千港元(二零一九年：2億8,896萬7千港元)的應收貿易賬款

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收貿易賬款(續)

應收貿易賬款的虧損撥備變動主要是由於：

2020 二零二零年 Increase (decrease) in lifetime ECL 全期預期信貸 虧損增加(減少) Not credit- impaired 非信貸減值 HK\$'000 千港元	2019 二零一九年 Increase (decrease) in lifetime ECL 全期預期信貸 虧損增加(減少) Not credit- impaired 非信貸減值 HK\$'000 千港元
940	1,313
(1,313)	(1,019)

29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued) *Other receivables*

For other receivables, the directors of the Company make periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 March 2020 and 2019, the Group assessed the ECL for other receivables were insignificant and thus no loss allowance was recognised.

Bank balances and short-term deposits

The credit risk on bank balances and short term deposits are limited because the counterparties are reputable banks in Hong Kong or financial institutions with high credit ratings assigned by international credit-rating agencies. The ECL of bank balances and short-term deposits was assessed to be immaterial.

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續) *其他應收款*

本公司董事根據歷史結算記錄，以往經驗以及合理的定量和定性信息及具有支持性的前瞻性信息，對其他應收款的可收回性進行定期評估。公司董事認為，自初始確認以來，這些金額的信貸風險沒有顯著增加，而且本集團根據12個月預期信貸虧損計作了減值準備。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年度，本集團評估了其他應收款金額並無重大的預期信貸虧損，因此未確認損失準備。

銀行結餘及短期存款

銀行結餘及短期存款存在之信貸風險是有限的，因為交易方為經國際信用評級機構評定為有高信用評級之香港有信譽銀行或財務機構。銀行結餘及短期存款的預期信貸虧損被評估為不重要。

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29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued) *Debt instruments at FVTOCI*

The Group only invests in debt securities with low credit risk. The Group's debt instruments at FVTOCI mainly comprise listed bonds and notes that are graded in the top investment grade as per globally understood definitions and therefore are considered to be low credit risk investment. The ECL of debt instruments at FVTOCI was assessed to be immaterial.

Other than concentration of credit risk on trade receivables set out above, bank balances and short-term deposits which are deposited with several banks or financial institutions with high credit ratings, the Group does not have any other significant concentration of credit risk.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings.

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

按公平值計入其他全面收益的債務工具

本集團僅投資低信貸風險的債務證券。本集團按公平值計入其他全面收益的債務工具主要包括根據全球理解定義在最高投資評級的上市債券及票據，因此被視為低信貸風險投資。按公平值計入其他全面收益的債務工具的預期信貸虧損被評估為不重要。

除上述信貸風險集中於應收貿易賬款，銀行結餘及存於若干銀行或信貸評級較高的金融機構的短期存款外，本集團並無任何其他重大信貸集中風險。

流動資金風險

在管理流動資金風險時，本集團監控及維持現金及現金等值於管理層認為足夠之水平，為本集團的業務營運提供資金並減輕現金流量波動的影響。管理層監控銀行借貸之使用情況。

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29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

Liquidity tables

2020	二零二零年
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債
Trade payables	應付貿易賬款
Other payables	其他應付賬款
Secured bank loan	有抵押銀行貸款
— variable rate	— 浮息

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

流動資金風險(續)

下表詳列本集團非衍生金融負債之餘下合約到期日。此表乃根據本集團於可被要求償還金融負債之最早日期之未折現值現金流量編製。此表包括利息及本金現金流量。利息流量為浮動利率，就此而言，未折現值金額按報告期末時之利率計算。

流動資金表

Weighted average interest rate	Less than 3 months	3 months to 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at
							31 March 2020
							二零二零年三月三十一日
加權平均利率	少於三個月	三個月至一年	一年至二年	二年至五年	五年以上	未折現值現金流量總額	之賬面值
%	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
—	83,726	8,268	—	—	—	91,994	91,994
—	4,302	—	—	—	—	4,302	4,302
1.91	1,465	4,396	5,577	16,143	5,603	33,184	31,161
	89,493	12,664	5,577	16,143	5,603	129,480	127,457

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29. Financial Instruments (Continued)

29b. Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

	Weighted average interest rate	Less than 3 months	3 months to 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at
								31 March 2019
2019	加權平均利率 %	少於三個月	三個月至一年	一年至二年	二年至五年	五年以上	未折現值現金流量總額	二零一九年三月三十一日之賬面值
		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
Financial liabilities at amortised cost								
Trade payables	—	140,396	439	—	—	—	140,835	140,835
Other payables	—	318	—	—	—	—	318	318
Secured bank loans								
— variable rate	2.15	1,478	4,384	5,744	16,571	10,914	39,091	36,285
		142,192	4,823	5,744	16,571	10,914	180,244	177,438

The amounts included above for variable interest rate bank loan are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.

倘浮息與該等於報告期末釐定之估計利率出現差異，計入上述銀行貸款之浮息工具之金額將會變動。

29. 金融工具(續)

29b. 財務風險管理目標及政策(續)

流動資金風險(續)

流動資金表(續)

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29. Financial Instruments (Continued)

29c. Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

(i) **Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial assets 金融資產	Fair value as at 公平值		Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值技術及關鍵輸入數據
	31 March 2020 於二零二零年三月三十一日 HK\$'000 千港元	31 March 2019 於二零一九年三月三十一日 HK\$'000 千港元		
Unit-linked funds 單位連結式基金			Level 2 第二級	Redemption value quoted by the relevant investment funds with reference to the underlying assets of the funds 有關基金投資的贖回價值乃根據基金的相關資產
— classified as financial assets at FVTPL — 分類為透過損益按公平值計算之金融資產	11,815	18,698		
Listed debt securities 上市債務證券			Level 1 第一級	Quoted bid prices in an active market 於活躍市場所報買賣價
— classified as debt instruments measured at FVTOCI — 分類為按公平值計入其他全面收益的債務工具	25,664	31,108		
— classified as financial assets at FVTPL — 分類為透過損益按公平值計算之金融資產	11,463	16,458		

29. 金融工具(續)

29c. 按公平值計量之金融工具

此附註提供本集團如何釐定各種金融資產的公平值之資料。

(i) **本集團的金融資產及金融負債公平值根據經常性基準按公平值計量**

於各報告期末，本集團部分金融資產乃按公平值計量。下表提供如何釐定該等金融資產公平值的資料(特別是所用估值技術)，以及按公平值計量輸入數據的可觀察程度，將公平值計量分為公平值等級第1級至第3級。

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29. Financial Instruments (Continued)

29c. Fair value measurements of financial instruments

(Continued)

(ii) **Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis**

The fair value of financial assets and financial liabilities, carried at amortised cost, are determined in accordance with generally accepted pricing models which is based on discounted cash flows analysis using the relevant prevailing market rates as input.

The directors of the Company consider that the carrying amounts of the financial assets and financial liabilities recognised at amortised cost in the consolidated financial statements approximate their fair values.

30. Share Option Scheme

Pursuant to the Company's share option scheme (the "Scheme") adopted on 8 August 2012 for the primary purpose of providing incentives to directors of the Company and eligible employees, the directors and employees of the Company may, at the discretion of the directors of the Company, be granted options (the "Options") to subscribe for shares in the Company (the "Shares") at a price determined by its directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares.

Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, and the number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

29. 金融工具(續)

29c. 按公平值計量之金融工具(續)

(ii) **本集團並非根據經常性基準按公平值計量的金融資產及金融負債之公平值**

金融資產及金融負債之公平值，按攤銷成本列賬，乃根據通用定價模式，按折現現金流量分析以目前市場交易價格作為投入數據計算。

本公司董事認為，於綜合財務報表內按攤銷成本確認之金融資產及金融負債之賬面值與其公平值相若。

30. 購股權計劃

根據本公司於二零一二年八月八日採納之購股權計劃(「購股權計劃」)主要目的為向本公司董事及合資格僱員提供獎勵，本公司董事可酌情授出購股權予本公司之董事及僱員以認購本公司之股份，認購價由董事釐定，惟不得低於下列三者中之最高者：(i)股份於要約授出購股權當日(須為交易日)之收市價(以聯交所日報表所載者為準)；(ii)股份於緊接要約授出購股權當日前五個交易日之平均收市價(以聯交所日報表所載者為準)；及(iii)股份面值。

如沒有本公司股東預先批准，行使根據購股權計劃發行之股份總數不得超過本公司於任何期間已發行股份之10%，及於任何一年發行股份總數予個別人士，不得超過本公司於任何期間已發行股份之1%。

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30. Share Option Scheme (Continued)

The Scheme will remain in force for a period of ten years from the date of its adoption. Options granted must be taken up not later than 28 days after the date of grant. A consideration of HK\$1 is payable on acceptance of the offer of grant of an option. An option is exercisable on the date when 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 options.

No options have been granted under the Scheme since its adoption.

30. 購股權計劃(續)

購股權計劃的維持有效期為自有關購股權生效當日起計10年。已授予之購股權必須於授予後28天內認購，須付1港元作接受此購股權之代價。在該期間內可隨時行使，從授出購股權要約當日起計，惟在任何情況下不得遲於授出購股權日期起計10年。

購股權計劃於兩個年度內並無授予認購股權。

31. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

31. 融資活動產生之負債對賬

下表詳列本集團因融資活動而產生的負債變動，包括現金及非現金變動。融資活動產生的負債為該等現金流曾經或未來現金流將於本集團之綜合現金流量表中分類為融資活動所得現金流之負債。

		Interest payable	Dividend payable	Secured bank loan	Total
		應付利息	應付股息	有抵押 銀行貸款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2018	於二零一八年四月一日	—	—	41,409	41,409
Financing cash flows	融資現金流	(994)	(23,480)	(5,124)	(29,598)
Dividend declared	已宣派股息	—	23,480	—	23,480
Finance cost on bank loan	銀行貸款之財務成本	994	—	—	994
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	—	—	36,285	36,285
Financing cash flows	融資現金流	(1,025)	(16,772)	(5,124)	(22,921)
Dividend declared	已宣派股息	—	16,772	—	16,772
Finance cost on bank loan	銀行貸款之財務成本	1,025	—	—	1,025
At 31 March 2020	於二零二零年三月三十一日	—	—	31,161	31,161

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32. Related Party Disclosures

Expense relating to short-term or low value leases (2019: operating lease expenses) paid or payable by the Group to its related parties 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
Immediate holding company	直接控股公司		
Allan Investment Company Limited	亞倫投資有限公司	900	900
Fellow subsidiaries	同系附屬公司		
Income Village Limited	儲鎮有限公司	204	204
Fair Pacific Limited	海暉有限公司	984	984
Ardent Investment Limited	雅隆投資有限公司	1,545	884

As at 31 March 2019, the Group had commitments for future minimum lease payments under non-cancellable operating leases with immediate holding company and fellow subsidiaries which are included in Note 33 and fall due as follows:

		2019 二零一九年 HK\$'000 千港元
Immediate holding company	直接控股公司	
Within one year	一年內	900
Fellow subsidiaries	同系附屬公司	
Within one year	一年內	1,832

Certain directors of the Company have controls in Allan Investment Company Limited, Income Village Limited, Fair Pacific Limited and Ardent Investment Limited.

本集團已付或應付的短期或低值租賃費用(二零一九年:經營租賃費用)予有關連人士如下:

於二零一九年三月三十一日,本集團與直接控股公司及同系附屬公司不可撤回的營運租賃(已包括在附註33)而要支付來年最低租賃款項承擔如下:

部份公司董事於亞倫投資有限公司、儲鎮有限公司、海暉有限公司及雅隆投資有限公司有控制權。

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32. Related Party Disclosures (Continued)

The compensation of key management personnel consists of director's remuneration as set out in Note 9.

The remuneration of directors of the Company is recommended by the remuneration committee having regard to the performance of individuals, market trends and conditions with a view to retain and motivate executives.

33. Operating Leases

The Group as lessee

Minimum lease payments paid during the year under operating leases in respect of rented premises	本年度就營運租賃出租物業支付最低租賃款項	4,507
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The Group had commitments for future minimum lease payments under non-cancellable operating leases, including operating leases with related parties, which fall due as follows:

Within one year	一年內	2,906
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32. 關連人士披露 (續)

主要管理人員之補償包括附註9所列之董事酬金。

本公司董事之酬金乃按個別人士的表現、市場趨勢及情況，由薪酬委員會提交建議，務求挽留及推動行政人員繼續為集團效力。

33. 營運租賃

本集團作為承租人

2019
二零一九年
HK\$'000
千港元

本集團按不可撤回營運租賃，包括與有關連人士之營運租賃，而需支付來年最低租賃款項承擔如下：

2019
二零一九年
HK\$'000
千港元

2,906

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33. Operating Leases (Continued)

The Group as lessor

Property rental income earned during the year was HK\$8,811,000 (2019: HK\$6,642,000). The property held has committed tenants for the next three years (2019: two years).

Minimum lease payments receivable on leases are as follows:

Within one year	一年內
In the second year	第二年
In the third year	第三年

The Group had contracted with tenants for the following future minimum lease payments:

Within one year	一年內	4,779
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	4,063

8,842

33. 營運租賃(續)

本集團作為出租人

年內物業租金收入為881萬1千港元(二零一九年: 664萬2千港元)。持有的物業與租戶們已承諾未來三年租約(二零一九年: 兩年)。

租賃應收的最低租賃付款如下:

2020
二零二零年
HK\$'000
千港元

10,280

8,471

2,239

20,990

本集團已與承租人簽定了以下未來最低租賃付款額:

2019
二零一九年
HK\$'000
千港元

4,779

4,063

8,842

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34. Capital Commitments

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:

- acquisition of property, plant and equipment

已簽訂之資本承擔但並未於綜合財務報告書內撥備：

- 購買物業、廠房及設備

34. 資本承擔

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
974	876

35. Retirement Benefits Schemes

The subsidiaries operating in Hong Kong participates in both an “ORSO Scheme” and a “MPF Scheme”. The assets of the schemes are held separately from those of the Group, in funds under the control of independent trustees.

The ORSO Scheme is funded by contributions from employees of 5% of their salaries. The employers will contribute based on the monthly salaries of employees according to the following schedule:

35. 退休福利計劃

香港附屬公司參與兩項定額供款計劃：公積金計劃及強積金計劃。該等計劃資產與本集團資產為分開持有，有關資產由各託管人所控制之獨立基金持有。

參加公積金計劃之僱員，每月供款為入息之5%。僱主將根據以下基制來訂定每月替僱員供款之供款額：

Number of completed years of service	完成服務年期	Rate of contribution	供款率
Not more than 5 years	少於五年	5%	
More than 5 years but not more than 10 years	多於五年但不多於十年	7.5%	
More than 10 years	多於十年	10%	

35. Retirement Benefits Schemes (Continued)

The employees are entitled to the full benefit of the subsidiaries' contributions and accrued returns after participating in the ORSO Scheme for 10 years or more, or at an increased scale of 30% to 90% after participating in the ORSO Scheme from 3 to 9 years respectively. Where an employee leaves the employment prior to becoming fully entitled to the employer's contributions, the excess contributions are forfeited and the employer may utilise the forfeited contributions to reduce its future contributions. As at 31 March 2019 and 2020, the Group had no material unutilised forfeited contributions in the ORSO Scheme which may be used to reduce the Group's future contributions.

The MPF Scheme is available to all employees aged 18 to 65 and with at least 59 days of service under the employment in Hong Kong. The Group contributes at the lower of 5% of relevant payroll costs monthly to the MPF Scheme, subject to a maximum amount of HK\$1,500 per month for each employee, which contribution is matched by employees.

The employees of the subsidiaries operating in the PRC are required to participate in a central pension scheme operated by the local municipal government. The contributions for the scheme in the PRC are made based on a percentage of the average salary as advised by the relevant authority in the PRC. The contributions are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the central pension scheme. The subsidiaries operating in the PRC also contributed to a local municipal government retirement scheme for all qualified employees in the PRC. The employer and its employees are each required to make contributions to the scheme at the rates specified in the rules.

The only obligation of the Group with respect to the retirement schemes in the PRC is to make the retired contributions under the schemes. No forfeited contribution is available to reduce the contribution payable in the future years.

35. 退休福利計劃(續)

參加公積金計劃滿十年之僱員，可全部享有附屬公司為僱員供之供款額及其供款利息，若參加年數為3至9年，僱員將享有30%至90%僱主之供款額。倘僱員於未能領取全部僱主供款前離職，則多出供款將予沒收，而僱主可運用所沒收之供款扣減日後應付之供款。於二零一九年及二零二零年三月三十一日，本集團沒有重大沒收供款可作扣減日後應付供款運用。

強積金計劃可供所有18至65歲受僱於香港最少59日之僱員參加。本集團每月均按強積金計畫之最低5%相關工資成本供款，而每名員工每月最高可達1,500港元，該供款與員工供款數額相同。

中國附屬公司之僱員需要參加由地方政府運作之中央退休福利計劃。於中國之供款計劃乃根據中國有關當局所建議之平均工資百份比計算供款。供款已在綜合損益及其他全面收益表內扣除，根據中央退休金計劃之條例，此款項為應付。中國附屬公司提供地區政府退休福利計劃給所有合資格國內員工。僱主及僱員均須按特定條例的比率向該計劃供款。

此為本集團於國內唯一需要承擔之退休供款。沒有沒收之供款可作減低將來應付供款。

36. Particulars of Subsidiaries

Particulars of the Company's subsidiaries as at 31 March 2020 and 2019, all of which are wholly-owned subsidiaries of the Company, are as follows:

36. 附屬公司詳情

於二零二零年及二零一九年三月三十一日，本公司之附屬公司，全部均為本公司之全資附屬公司，詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment operations 註冊或成立／營業地點	Issued and fully paid share capital or registered capital 已發行及繳足股本或註冊資本	Principal activities 主要業務
Allan Electric Mfg., Limited 亞倫電業製造有限公司	Hong Kong 香港	100 ordinary shares and 50,000 non-voting deferred shares 100股普通股及50,000股無投票權遞延股份	Investment holding 投資控股
Allan International Limited*	British Virgin Islands/ Hong Kong 英屬處女群島／香港	55,000 ordinary shares of HK\$1 each 55,000股每股面值1港元之普通股	Investment holding 投資控股
Allan Mould Manufacturing Limited 亞倫工模製造有限公司	Hong Kong/the PRC 香港／中國	100 ordinary shares 100股普通股	Manufacturing of plastic injection moulds 生產塑膠注塑模具
Allan Plastic Mfg., Limited 亞倫塑膠廠有限公司	Hong Kong 香港	3,005 ordinary shares 3,005股普通股	Property holding and trading of household electrical appliances 持有物業及銷售家庭電器
Allan Trading (HK) Company Limited 亞倫貿易(香港)有限公司	Hong Kong 香港	270,000 ordinary shares 270,000股普通股	Investment holding 投資控股
亞倫工業科技(惠州)有限公司	The PRC [#] 中國	Registered capital of USD49,600,000 註冊資本49,600,000美元	Manufacturing of household electrical appliances and plastic parts 生產家庭電器及塑膠零件
雅美工業(惠陽)有限公司	The PRC [#] 中國	Registered capital of HK\$75,000,000 註冊資本75,000,000港元	Manufacturing of household electrical appliances and plastic parts 生產家庭電器及塑膠零件
惠州市富進貿易有限公司 (Note a) 惠州市富進貿易有限公司(附註a)	The PRC [#] 中國	Registered capital of RMB30,000 註冊資本人民幣30,000元	Trading of household electrical appliances 銷售家庭電器
Artreal Manufactory Limited 雅美工業有限公司	Hong Kong 香港	2 ordinary shares 2股普通股	Trading of household electrical appliances 銷售家庭電器

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36. Particulars of Subsidiaries (Continued)

36. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment operations 註冊或成立／營業地點	Issued and fully paid share capital or registered capital 已發行及繳足股本或註冊資本	Principal activities 主要業務
Conan Electric Manufacturing Limited 康倫電業製造有限公司	Hong Kong 香港	2 ordinary shares 2股普通股	Trading of household electrical appliances 銷售家庭電器
Electrical Investments Limited	British Virgin Islands/ Hong Kong 英屬處女群島／香港	1 ordinary share of USD1 1股面值1美元之普通股	Inactive 暫無業務
Ever Sources Investment Limited 卓茂投資有限公司	Hong Kong 香港	100 ordinary shares 100股普通股	Inactive 暫無業務
Global Express (HK) Limited (Note b) 協進(香港)有限公司(附註b)	Hong Kong 香港	2 ordinary shares 2股普通股	Inactive 暫無業務
Good Eagle Investment Limited 佳鷹投資有限公司	Hong Kong 香港	1 ordinary share 1股普通股	Investment holding 投資控股
Great Yield Limited 長怡有限公司	Hong Kong 香港	1 ordinary share 1股普通股	Trading of household electrical appliances 銷售家庭電器
惠陽亞倫塑膠電器實業有限公司	The PRC# 中國	Registered capital of HK\$100,000,000 註冊資本100,000,000港元	Manufacturing of household electrical appliances and plastic parts 生產家庭電器及 塑膠零件
雅進工業科技(惠州)有限公司	The PRC# 中國	Registered capital of USD3,500,000 註冊資本3,500,000美元	Manufacturing and trading of household electrical appliances and plastic parts 生產及銷售家庭電器及 塑膠零件
Karan Electric Manufacturing Limited 嘉倫電業製造有限公司	Hong Kong 香港	100 ordinary shares 100股普通股	Trading of household electrical appliances 銷售家庭電器
New Prestige Investments Limited*	Hong Kong 香港	1 ordinary share 1股普通股	Property investment 投資物業

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36. Particulars of Subsidiaries (Continued)

36. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment operations 註冊或成立／營業地點	Issued and fully paid share capital or registered capital 已發行及繳足股本或註冊資本	Principal activities 主要業務
Ngai Shing (Far East) Plastic & Metalwares Factory Limited 藝成(遠東)塑膠五金廠有限公司	Hong Kong 香港	100 ordinary shares and 54,000 non-voting deferred shares 100股普通股及54,000股無投票 權遞延股份	Property holding 持有物業
Progress Associates Limited*	British Virgin Islands/ Hong Kong 英屬處女群島／香港	1 ordinary share of USD1 1股面值1美元之普通股	Investment in securities 證券投資
Total Profits Limited	British Virgin Islands/ Hong Kong 英屬處女群島／香港	2 ordinary shares of USD1 each 2股面值1美元之普通股	Investment holding 投資控股
Warran Electric Manufacturing Limited 華倫電業製造有限公司	Hong Kong 香港	100 ordinary shares 100股普通股	Inactive 暫無業務
Well Sincere Investment Limited* 有誠投資有限公司*	Hong Kong 香港	2 ordinary shares 2股普通股	Investment holding 投資控股

* Direct subsidiaries

Wholly foreign-owned enterprises

Notes:

(a) The subsidiary is established on 25 November 2019.

(b) The subsidiary was deregistered on 16 August 2019.

None of the subsidiaries had issued any debt securities at the end of the year.

* 直接附屬公司

全資外商獨資企業

附註：

(a) 該子公司於二零一九年十一月二十五日成立。

(b) 該子公司於二零一九年八月十六日註銷註冊。

於年終，附屬公司概無發行任何債務證券。

37. Events After the Reporting Period

The outbreak of coronavirus disease (“COVID-19”) and the subsequent quarantine measures as well as the travel restrictions imposed by many countries have had a severe negative impact on the operations of the Group, as most of the Group’s operations are located in Huizhou in Mainland China. The Group had to stop its manufacturing activities since January 2020 due to mandatory government quarantine measures in an effort to contain the spread of the epidemic.

Even though the Group had resumed its manufacturing activities since 19 February 2020, they are still not operating at normal capacity due to the delay of logistic arrangement from its supplier in the PRC and social distancing of its employees.

In addition, the outbreak of COVID-19 is expected to have negative/adverse effect to its customers in different aspects, which in turn, may affect the recoverability of Group’s trade receivables and other financial assets that are subject to ECL assessment.

Given the dynamic nature of these circumstances and unpredictability of future development, the directors of the Company consider that the financial effects on the Group’s consolidated financial statements cannot be reasonably estimated as at the date these consolidated financial statements are authorised for issue, but affect the consolidated results for the financial year ending 31 March 2021 and beyond.

37. 報告期後事項

冠狀病毒(「COVID-19」)的爆發以及隨後的隔離措施以及許多國家/地區施加的旅遊限制對本集團的運營造成了嚴重的負面影響，因為本集團的大部分營運都位於中國大陸惠州。由於政府採取了強制性檢疫措施，該集團不得不自二零二零年一月起停止製造活動，以遏制該病的蔓延。

儘管本集團自二零二零年二月十九日起恢復生產活動，但由於中國供應商的物流安排延遲以及員工的社交距離，它們仍未能恢復正常產能。

此外，COVID-19的爆發預計將在不同方面對客戶產生負面/不利影響，這反過來可能會影響本集團的應收貿易賬款和其他金融資產於信貸虧損評估的可收回性。

鑑於這些情況的動態性質和未來發展的不可預測性，本公司董事認為，在批准這些綜合財務報表之日，對本集團綜合財務報表的財務影響尚無法合理估計，但會影響截至二零二一年三月三十一日及以後的財政年度的綜合財務報表的準確性。

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38. Statement of Financial Position and Reserves of The Company

38. 本公司財務狀況表及儲備

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Property and equipment	物業及設備	7,087	9,060
Interests in subsidiaries	附屬公司權益	76,518	76,518
Amounts due from subsidiaries	應收附屬公司款項	131,214	154,409
Club debenture	會所債券	10,705	10,705
		225,524	250,692
CURRENT ASSETS	流動資產		
Other receivables	其他應收賬款	2,003	2,446
Amounts due from subsidiaries	應收附屬公司款項	2,160	1,846
Tax recoverable	應退稅項	—	448
Short-term deposits	短期存款	189,282	159,777
Bank balances and cash	銀行結餘及現金	65,700	17,811
		259,145	182,328
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應付未付	9,820	7,578
Amounts due to subsidiaries	應付附屬公司款項	1,155	17,708
Tax liability	稅項負債	357	—
		11,332	25,286
NET CURRENT ASSETS	淨流動資產	247,813	157,042
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	473,337	407,734
NON-CURRENT LIABILITY	非流動負債		
Deferred tax liability	遞延稅項負債	10	338
NET ASSETS	資產淨值	473,327	407,396
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	33,543	33,543
Reserves	儲備	439,784	373,853
		473,327	407,396

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截至二零二零年三月三十一日止年度

38. Statement of Financial Position and Reserves of The Company (Continued)

38. 本公司財務狀況表及儲備 (續)

Movement in the Company's reserves

公司儲備變動

		Share premium	Capital redemption reserve	Capital contributed surplus	Retained profits	Total
		股份溢價	回購儲備	繳入盈餘	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 April 2018	於二零一八年四月一日	109,884	793	28,230	202,054	340,961
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	—	—	—	56,372	56,372
Dividends recognised as distribution	確認作分派之股息	—	—	—	(23,480)	(23,480)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	109,884	793	28,230	234,946	373,853
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	—	—	—	82,703	82,703
Dividends recognised as distribution	確認作分派之股息	—	—	—	(16,772)	(16,772)
At 31 March 2020	於二零二零年三月三十一日	109,884	793	28,230	300,877	439,784

Financial Summary

財務概要

The following table summarises the results, assets and liabilities of the Group for the five years ended 31 March 2020.

下表總結了本集團截至二零二零年三月三十一日止五個年度的業績、資產及負債。

		For the year ended 31 March 截至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	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Revenue	營業額	982,835	1,209,200	1,305,166	1,325,082	1,565,325
(Loss) profit before tax	除稅前(虧損)溢利	(12,787)	33,852	55,453	84,225	143,012
Taxation	稅項	(5,377)	(5,733)	(8,673)	(11,278)	(7,356)
(Loss) profit for the year	本年度(虧損)溢利	(18,164)	28,119	46,780	72,947	135,656

		At 31 March 於三月三十一日				
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Total assets	資產總值	1,474,772	1,496,758	1,587,421	1,608,184	1,694,186
Total liabilities	負債總值	308,413	362,888	449,407	489,993	520,352
Net assets	資產淨值	1,166,359	1,133,870	1,138,014	1,118,191	1,173,834

