



2020

ANNUAL REPORT
年度報告

Life Healthcare Group Limited

蓮和醫療健康集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代碼 : 00928

Contents 目錄

| | | |
|----------------------------------------------------------------------------|--------------|-----|
| Corporate Information | 公司資料 | 2 |
| Management Discussion and Analysis | 管理層討論及分析 | 4 |
| Biographical Details of Directors | 董事履歷詳情 | 16 |
| Directors' Report | 董事會報告 | 19 |
| Corporate Governance Report | 企業管治報告 | 42 |
| Environmental, Social and Governance Report | 環境、社會及管治報告 | 59 |
| Independent Auditor's Report | 獨立核數師報告 | 75 |
| Consolidated Statement of Profit or Loss and Other Comprehensive Income | 綜合損益及其他全面收益表 | 82 |
| Consolidated Statement of Financial Position | 綜合財務狀況表 | 84 |
| Consolidated Statement of Changes in Equity | 綜合權益變動表 | 86 |
| Consolidated Statement of Cash Flows | 綜合現金流量表 | 87 |
| Notes to the Consolidated Financial Statements | 綜合財務報表附註 | 89 |
| Five Year Financial Summary | 五年財務概要 | 184 |

Corporate Information 公司資料

EXECUTIVE DIRECTORS

Mr. Xu Xueping (*Chairman*)
Mr. Man Wai Lun
Mr. Yang Zhiying

NON-EXECUTIVE DIRECTOR

Ms. Shan Hua

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Liu Xinghua
Mr. Zheng Chunlei
Mr. Cheng Chun Man

AUDIT COMMITTEE

Mr. Cheng Chun Man (*Chairman*)
Mr. Liu Xinghua
Mr. Zheng Chunlei

REMUNERATION COMMITTEE

Mr. Liu Xinghua (*Chairman*)
Mr. Xu Xueping
Mr. Cheng Chun Man

NOMINATION COMMITTEE

Mr. Cheng Chun Man (*Chairman*)
Mr. Zheng Chunlei
Mr. Man Wai Lun

AUTHORISED REPRESENTATIVES

Mr. Xu Xueping
Mr. Chung Yuk Lun

COMPANY SECRETARY

Mr. Chung Yuk Lun

AUDITOR

ZHONGHUI ANDA CPA Limited
Unit 701, 7/F
Citicorp Centre
18 Whitfield Road
Causeway Bay
Hong Kong

執行董事

徐學平先生(*主席*)
文偉麟先生
楊志英先生

非執行董事

單華女士

獨立非執行董事

劉興華先生
鄭春雷先生
鄭振民先生

審核委員會

鄭振民先生(*主席*)
劉興華先生
鄭春雷先生

薪酬委員會

劉興華先生(*主席*)
徐學平先生
鄭振民先生

提名委員會

鄭振民先生(*主席*)
鄭春雷先生
文偉麟先生

授權代表

徐學平先生
鍾育麟先生

公司秘書

鍾育麟先生

核數師

中匯安達會計師事務所有限公司
香港
銅鑼灣
威非路道18號
萬國寶通中心
7樓701室

Corporate Information 公司資料

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL OFFICE IN HONG KONG

Office A, 18/F
Aubin House
171-172 Gloucester Road
Wanchai
Hong Kong

COMPANY'S WEBSITE

www.lifehealthcare.com

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

LISTING INFORMATION

The Stock Exchange of Hong Kong Limited
Stock Code: 00928

主要往來銀行

香港上海滙豐銀行有限公司

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港主要辦事處

香港
灣仔
告士打道171-172號
安邦商業大廈
18樓A室

公司網站

www.lifehealthcare.com

開曼群島主要股份過戶登記處

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

上市資料

香港聯合交易所有限公司
股份代號：00928

Management Discussion and Analysis

管理層討論及分析

On behalf of Life Healthcare Group Limited (the “**Company**”), I present to the shareholders the results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 March 2020.

OVERVIEW

The Group is primarily a provider of genetic testing and health data analysis services. Through its non-invasive tumor genetic testing technology and professional team, the Group is committed to the promotion and application of genetic testing in clinical medicine and related healthcare services, with the broader aim of becoming the provider of a full range of services and solutions for medical and health administration. The Group has its networks across mainland China, and has one research and development centre in Beijing and one production and testing centre in Guangzhou.

Since October 2019, the Group has changed its business strategy with a view to expand sales in a cost efficient manner and replaced its own marketing task force with third party agents to procure end users. Currently, there are four agents covering sales in 31 provinces in the PRC.

To further reduce costs, the Group has entrusted a professional service provider to perform the data extraction work. Based on the data extracted, the Group's technicians will perform the cancer detection genetic testing and analysis and generate the genetic testing reports for end users.

To complement the Group's mature early cancer detection by genetic testing business, the Company now also offers p-hydroxyphenylalanine (對羥基苯丙氨酸) test on the patient's urine using chemical colorimetric method to early detect cancer tumors. This chemical testing method can early detect different types of cancer such as gastric cancer, esophageal cancer, and pancreatic cancer.

The p-hydroxyphenylalanine urine test is convenient for users to use and know the result of the test immediately and cheaper and can be widely promoted in the society.

本人謹代表蓮和醫療健康集團有限公司(「**本公司**」)向股東呈報本公司及其附屬公司(統稱「**本集團**」)截至二零二零年三月三十一日止年度之業績。

概覽

本集團為主提供基因檢測及健康數據分析服務之供應商。透過其無創腫瘤基因檢測技術及專業團隊，本集團致力於臨床醫學與相關健康服務領域推廣及應用基因檢測，更大目標乃成為醫療與健康管理機構之全方位服務及解決方案供應商。本集團網絡遍佈中國內地，於北京設有一間研發中心，並於廣州設有一間生產及檢測中心。

自二零一九年十月，本集團改變業務策略，以期以具有成本效益的方式擴大銷售範圍，並用第三方代理商取代本身的營銷工作組以吸引終端用戶。目前，本集團有四個代理商負責中國31個省份的銷售。

為進一步降低成本，本集團已委託專業服務提供商進行數據提取工作。基於提取的數據，本集團的技術人員將進行癌症篩查基因檢測及分析，並為終端用戶生成基因檢測報告。

為配合本集團通過基因檢測業務實現的成熟癌症早期檢測，本公司現亦提供患者尿液的對羥基苯丙氨酸檢測，使用化學比色法及早發現癌症腫瘤。該化學檢測法可檢測早期不同類型癌症，例如胃癌、食管癌及胰腺癌。

對羥基苯丙氨酸尿液檢測易於用戶使用，其可即時了解檢測結果，且價格便宜，有利於在社會上廣泛推廣。

Management Discussion and Analysis 管理層討論及分析

The Group is currently expanding the sales channels of the p-hydroxyphenylalanine urine testing products and promoting nationwide application via various means including the proposed cooperation with the Center for Disease Control and Prevention of the National Health and Family Planning Commission of China (國家衛計委疾控中心) to introduce the products in 10 pilot cities across the country. Through the setup of the trial platforms in other cities in the PRC in future, the sales network of the Group's product will be further expanded.

The Company, through a non-wholly owned subsidiary of the Company, provides medical supplies including medical thermometers, masks, protective clothing, disinfectant, virus testing kits and reagents, breathing machines and other medical products, and also provides value-added services in respect of the procurement of such medical supplies and products including providing market intelligence, sourcing of bids, comparative assessment of technical specifications and cost analysis, and negotiation of terms of supply. This line of business leverages the Company's existing resources and network in the healthcare industry. The existing customers are mainly government organisations and large institutional customers.

To bolster the performance of both the early cancer detection business and the medical and health products and services business, the Group has entered into the following strategic cooperation agreements:

- (a) a strategic cooperation agreement with The Alliance of Chronic Disease Big Data Application of the China Association of Big Data for Health Information and Healthcare (中國衛生信息與健康醫療大數據學會慢病大數據應用發展聯盟) (the "Alliance"), a national level academic society under the National Health Commission of the PRC (國家衛生健康委員會), for a term until December 31, 2023 to cooperate on real-time collection and classification of data and explore new healthcare management methods; and
- (b) a project cooperation agreement with Zhongguancun National Health Big Data Research Institute (中關村國衛健康大數據研究院), a member of the Alliance, for a term until March 31, 2023 to set up trial platforms in different locations to explore, test and implement big data collection and healthcare management.

本集團目前正在拓展對經基苯丙氨酸尿液檢測產品的銷售渠道，並通過各種方式在全國推廣應用，包括擬與國家衛計委疾控中心合作，在全國10個試點城市推廣該產品。透過未來在中國其他城市設立試驗平台，本集團產品的銷售網絡將進一步擴大。

本公司透過本公司一間非全資附屬公司提供醫療用品，包括醫用溫度計、口罩、防護服、消毒劑、病毒檢測試劑盒及試劑、呼吸機及其他醫療產品，並就該等醫療用品及產品的採購提供增值服務，包括提供市場情報、招標、技術規格比較評估及成本分析，以及供應條款談判。該業務借助本公司於醫療健康行業的現有資源及網絡。現有客戶主要為政府機構及大型機構客戶。

為提升癌症早期檢測業務及醫療健康品及服務業務的業績，本集團訂立了以下戰略合作協議：

- (a) 與中國衛生信息與健康醫療大數據學會慢病大數據應用發展聯盟(「聯盟」)(為國家衛生健康委員會下設的國家級學術協會)訂立戰略合作協議，期限至二零二三年十二月三十一日，於數據實時收集及分類方面進行合作，並探索新的健康醫療管理方法；及
- (b) 與聯盟成員中關村國衛健康大數據研究院訂立項目合作協議，期限至二零二三年三月三十一日，於不同地點建立試驗平台，探索、測試及實施大數據收集及健康醫療管理。

Management Discussion and Analysis

管理層討論及分析

The above collaboration will provide a venue for the Group to develop its products and services and a channel for the Group to promote and sell its products and services in the market.

Apart from healthcare services, the Group is also engaged in money lending business and securities trading and investments business.

上述合作將為本集團提供開發產品及提升服務的場所，並為本集團於市場推廣及銷售其產品及服務提供渠道。

除健康服務外，本集團亦從事借貸業務及證券買賣與投資業務。

FINANCIAL REVIEW

Continuing operations

財務回顧

持續經營業務

| | | Year ended 31 March 2020 截至二零二零年 三月三十一日 止年度 HK\$'000 千港元 | Year ended 31 March 2019 截至二零一九年 三月三十一日 止年度 HK\$'000 千港元 |
|----------------------------------------------------------|---------------|----------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Revenue | 收益 | 63,805 | 63,487 |
| Cost of sales and services | 銷售及服務成本 | (51,702) | (27,984) |
| Gross profit | 毛利 | 12,103 | 35,503 |
| Other interest income | 其他利息收入 | 486 | 70 |
| Other income and gains | 其他收入及收益 | 2,467 | 17,179 |
| Selling, distribution, administrative and other expenses | 銷售、分銷、行政及其他開支 | (32,479) | (164,408) |
| Share of result of associates | 分佔聯營公司之業績 | (5,992) | (9,245) |
| Loss before tax | 除稅前虧損 | (23,415) | (120,901) |
| Loss per share | 每股虧損 | | |
| — Basic and diluted (HK cents) | — 基本及攤薄(港仙) | (0.46) | (2.23) |

Revenue

For the year ended 31 March 2020, the Group recorded a revenue of approximately HK\$63.81 million (year ended 31 March 2019: approximately HK\$63.49 million), which is almost the same as compared with the corresponding period last year.

收益

截至二零二零年三月三十一日止年度，本集團錄得收益約63,805,000港元(截至二零一九年三月三十一日止年度：約63,487,000港元)，與去年同期基本相同。

Management Discussion and Analysis 管理層討論及分析

For the year ended 31 March 2020, the Group recorded gross profit of approximately HK\$12.10 million (year ended 31 March 2019: approximately HK\$35.50 million). The Group's overall gross profit margin was 18.97% (year ended 31 March 2019: 55.92%). During the year ended 31 March 2020 and 2019, the Group's overall gross profit was primarily attributable to the healthcare services and money lending segments.

The loss for the year ended 31 March 2020 was approximately HK\$23.72 million (year ended 31 March 2019: approximately HK\$123.04 million), representing a decrease of approximately 80.72% as compared with the corresponding period last year. The decrease in loss was mainly attributable to the decrease in administrative and other expenses, selling and distribution expenses of approximately HK\$84.25 million, 48.19 million respectively, partially offset by the increase in cost of sales and services of approximately HK\$23.72 million.

Basic and diluted loss per share for the year ended 31 March 2020 from continuing and discontinued operation was approximately HK\$0.46 cents (year ended 31 March 2019: approximately HK\$2.23 cents), representing a decrease in loss per share of approximately 79.37% as compared with the corresponding period last year.

BUSINESS REVIEW

Healthcare products and services business

Over the years, the Group has built up its experience in the operation of and understanding in the business environment of the healthcare industry in PRC. Amongst the principal businesses of the Group, the healthcare business became the largest contributor to the Group's revenue in last year. Throughout last year, the Group continually strengthened the healthcare services in genetic testing and health data analysis.

截至二零二零年三月三十一日止年度，本集團錄得毛利約12,103,000港元（截至二零一九年三月三十一日止年度：約35,503,000港元）。本集團之整體毛利率為18.97%（截至二零一九年三月三十一日止年度：55.92%）。截至二零二零年及二零一九年三月三十一日止年度，本集團之整體毛利主要源自健康服務分部及借貸分部。

截至二零二零年三月三十一日止年度之虧損約為23,723,000港元（截至二零一九年三月三十一日止年度：約123,035,000港元），較去年同期減少約80.72%。虧損減少主要由於行政及其他開支、銷售及分銷成本分別減少約84,250,000港元、48,190,000港元，惟部分影響被銷售及服務成本增加約23,720,000港元所抵銷。

截至二零二零年三月三十一日止年度，來自持續經營及已終止業務之每股基本及攤薄虧損約為0.46港仙（截至二零一九年三月三十一日止年度：約2.23港仙），每股虧損較去年同期減少約79.37%。

業務回顧

健康產品及服務業務

多年來，本集團對於中國健康行業營商環境中經營業務已累積一定經驗及認識。於本集團芸芸主要業務中，健康業務於去年成為本集團貢獻最多收益之業務。於過去一年，本集團不斷加強有關基因檢測及健康數據分析之健康服務。

Management Discussion and Analysis

管理層討論及分析

The Group currently owns one research and development centre in Beijing, which organises and performs core technologies research and exploitations, and one production and testing centre in Guangzhou, which has Practice License of Medical Institution* (醫療機構執業許可證) and thus can provide services to the clients nationwide. The Group has centralized its core research capabilities under this structure with an aim to improve its productivity and provision of services.

For the year ended 31 March 2020, the healthcare products and services segment recorded a turnover of HK\$58.06 million (year ended 31 March 2019: HK\$48.59 million) representing the turnover generated by healthcare products and services and a segment loss of HK\$12.92 million (year ended 31 March 2019: HK\$74.33 million).

Money lending business

The Group currently has a money lender license in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) for developing its money lending business to generate regular and long-term sustainable income for the Group. The gross profit margin generated from the money lending business has been the highest amongst the principal businesses of the Group for the past 4 financial years ended 31 March 2020 owing to its low cost of funding.

During the year ended 31 March 2020, interest income from the money lending business was HK\$5.74 million (year ended 31 March 2019: HK\$14.90 million), representing a decrease of approximately 61.48% as compared with the corresponding period last year. The decrease in interest income from the money lending business was owing to the downsize of the loan portfolio. Gross profit rate was 100% for the current year since the source of funding was primarily from the internal resources of the Group and thus no cost of finance was required under money lending business. In view of the prevailing market conditions especially COVID-19 epidemic, the Group is very cautious in granting new loans in the year ahead.

本集團目前於北京擁有一間專責統籌及進行核心技術之研究與開發之研發中心，以及於廣州擁有一間持有醫療機構執業許可證之生產檢測中心，故可為全國各地客戶提供服務。本集團根據此架構集中統籌其核心研究能力，務求提升其生產力及改善所提供服務。

截至二零二零年三月三十一日止年度，健康產品及服務分部錄得營業額58,061,000港元(截至二零一九年三月三十一日止年度：48,589,000港元)，包括健康產品及服務所產生營業額，以及分部虧損12,923,000港元(截至二零一九年三月三十一日止年度：74,326,000港元)。

借貸業務

本集團現時於香港持有根據香港法例第163章放債人條例頒發的放債人牌照，以發展借貸業務，為本集團產生穩定及長期可持續收入。截至二零二零年三月三十一日止過去四個財政年度，借貸業務所得毛利率為本集團主要業務當中最高，此乃由於其資金成本低。

截至二零二零年三月三十一日止年度，借貸業務利息收入為5,744,000港元(截至二零一九年三月三十一日止年度：14,898,000港元)，較去年同期減少約61.48%。借貸業務利息收入減少乃由於貸款組合規模縮小。於本年度之毛利率為100%，原因為資金來源主要來自本集團內部資源，故借貸業務毋須財務費用。鑒於目前的市況，特別是新型冠狀病毒疫情，本集團於未來一年批出新貸款時尤其謹慎。

* For identification purpose only 僅供識別

Management Discussion and Analysis 管理層討論及分析

Securities trading and investments business

The Group did not engage in any securities trading and investment activity during the years ended 31 March 2020 and 2019. The Group will continue to monitor and capture any opportunity that may arise from the trading and investment in the securities market, after taking into account of the expected investment return and the funding requirement of the Group.

Investment at fair value through profit or loss

On 4 May 2017, the Company entered into a subscription agreement with Shenzhen City William Financial Holding Limited* (深圳市威廉金融控股有限公司) (the “Fund Manager”) pursuant to which the Company subscribed for an aggregate amount of HK\$20 million of the units of the William Financial Holding Merger and Acquisition Fund No. 35* (威廉金控併購35號基金) (the “Fund”). The Fund is a fixed income instrument. Upon receipt of the redemption request of the Company, the Fund Manager shall return the relevant part of the principal investment amount plus the investment return calculated by fixed rate of 4.75% per annum.

The Company has noticed from media that the ultimate controlling shareholder of the Fund Manager has been arrested by the PRC authorities and investigation is in progress. For more information please refer to the announcement of the Company dated 24 April 2019. Up to the date of this annual report, the Company is still unable to contact the Fund Manager. The Company has engaged a PRC law firm to follow up on the redemption of the Fund. According to the legal opinion provided by the PRC law firm this year, there is a significant uncertainty and may have difficulty whether the Company can recover all or part of the investment principal and investment income. The Group already recorded full impairment of approximately HK\$20.86 million on such investment for the year ended 31 March 2019. The Company will continue to try to liaise with the Fund Manager for the redemption of the Fund and/or take other remedial actions in recovering the investment and protect the interests of the Company.

Impairment on interest in an associate

廣州漫瑞生物信息技術有限公司(Guangzhou Manrui Biotech Company Limited*) (“Manrui Biotech”) specializes in research and development of genetic testing technologies, and in particular non-invasive cancer screening and diagnosis. Manrui Biotech has successfully developed diagnostic technologies for detecting circulating tumor cells.

證券買賣及投資業務

截至二零二零年及二零一九年三月三十一日止年度，本集團並無從事任何證券買賣及投資活動，而本集團將繼續監察，並在考慮本集團預期投資回報及資金需求後把握於證券市場可能出現之買賣及投資機遇。

透過損益按公平值列賬之投資

於二零一七年五月四日，本公司與深圳市威廉金融控股有限公司(「基金經理」)訂立認購協議，據此，本公司認購總金額為20,000,000港元之威廉金控併購35號基金(「基金」)單位。基金乃固定收入工具。於接獲本公司之贖回要求後，基金經理須退還相關部分投資本金金額及按固定年利率4.75厘計算之投資回報。

本公司從媒體報導知悉基金經理之最終控股股東已被中國有關當局拘捕，調查工作現正進行。詳情請參閱本公司日期為二零一九年四月二十四日之公佈。截至本年報日期，本公司仍無法與基金經理取得聯絡。本公司已委聘中國律師事務所跟進贖回基金一事。根據中國律師事務所於本年度所提供之法律意見，本公司能否收回全部或部分投資本金及投資收入存在非常大的不確定性，可能較為困難。本集團於截至二零一九年三月三十一日止年度已就有關投資錄得全面減值約20,862,000港元。本公司將繼續嘗試聯繫基金經理以贖回基金，及／或採取其他補救措施以收回該投資及保障本公司利益。

於一家聯營公司之權益減值

廣州漫瑞生物信息技術有限公司(「漫瑞生物」)專門從事研發基因檢測技術，尤其是無創腫瘤篩查及診斷。漫瑞生物已成功開發出檢測循環腫瘤細胞之診斷技術。

Management Discussion and Analysis

管理層討論及分析

The Group acquired 30% equity interest in Manrui Biotech in August 2016 which became an associated company of the Group. Please refer to the announcements of the Company dated 1 August 2016 and 9 August 2016 respectively for details.

The directors of the Company provide an impairment of approximately HK\$7.3 million for interest in an associate for the year ended 31 March 2020. The Group has centralized its research work in its research and development centre in Beijing.

PROSPECTS

Healthcare products and services business

The Group's genetic testing business, urine chemical testing business and medical and health products and services business are complimentary to each other and create synergy for the Group's healthcare businesses as a whole. The customers and business partners of these businesses are local governments, national institutions and organizations, hospitals and doctors and other overlapping customers, the Company can expand its sales network and cross-sell products in all its businesses, thereby achieving economies of scale and increase in revenue. Besides, the Company can obtain different information from these customers which are useful in the age of "big data". For example, the Company can analyze their demand and consumption behavior, and their potential demand for existing and new healthcare products to be launched by the Company. This will help the Company plan the development of its businesses and the appropriate marketing strategy to increase revenues.

With the improvement of quality of life and the raising of health awareness in the PRC and all around the world, the directors of the Company are of the view that its healthcare products and services businesses have great prospects and will bring return to the Company and its shareholders as a whole.

本集團於二零一六年八月收購漫瑞生物30%股權，故其成為本集團之聯營公司。詳情請參閱本公司日期分別為二零一六年八月一日及二零一六年八月九日之公佈。

截至二零二零年三月三十一日止年度，本公司董事於一家聯營公司之權益計提減值撥備約7,268,000港元。本集團已於其北京之研發中心集中統籌其研究工作。

前景

健康產品及服務業務

本集團的基因檢測業務、尿液化驗業務以及醫療健康產品及服務業務相輔相成，為本集團整體醫療健康業務創造了協同效應。該等業務的客戶和業務夥伴為地方政府、國家級機構及組織、醫院及醫生及其他重疊客戶，本公司可擴大銷售網絡，並於其所有業務中交叉銷售產品，從而實現規模經濟及增加收入。此外，本公司亦可從該等客戶獲得在「大數據」時代中有利的各種資料。例如，本公司可以分析彼等需求及消費行為，以及彼等對本公司即將推出的現有及新的健康產品的潛在需求。這將有助於本公司規劃其業務發展及適當的營銷戰略，以增加收入。

隨著中國及世界各地生活質素改善及健康意識提高，本公司董事認為其健康產品及服務業務前景廣闊，將為本公司及其股東帶來整體回報。

Management Discussion and Analysis 管理層討論及分析

Money lending business

Competition in this business remains intensive. Moreover, compliance with rules and regulations is increasingly demanding. To cope with the keen market competition, the Group focuses on existing customers and leverages on them and their business associates for referral of new customers. This enables the Group to build up its customers' portfolio gradually. For compliance with rules and regulations and to manage the credit risk, the Group will closely monitor and strengthen the internal control system of money lending business in order to achieve such purposes. In view of the prevailing market conditions especially COVID-19 epidemic, the Group is very cautious in granting new loans in the year ahead.

In order to maximise returns to the Company's shareholders, the management will continue to seek new business opportunities and investment projects suitable for the Company in the future.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no significant investment, material acquisitions and disposals of subsidiaries and associated companies for the year ended 31 March 2020.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 15 August 2017, the Company conducted a placing of 478,000,000 new ordinary shares of HK\$0.01 each ("Placing Share") at a price of HK\$0.18 each to raise a gross proceeds of approximately HK\$86 million (the "Placing"). The Placing Shares were issued under the relevant general mandate granted to the Directors at the annual general meeting of the Company held on 12 August 2016. The closing price per share of the Company on the Stock Exchange on 15 August 2017 was HK\$0.205. The net price per Placing Share was approximately HK\$0.174. Completion of the Placing took place on 6 September 2017. For further details of the Placing, please refer to the announcements of the Company dated 15 August 2017 and 6 September 2017.

借貸業務

此業務之競爭仍然激烈。此外，符合規則及規例之要求越來越高。為應對市場激烈競爭，本集團以現有客戶為重心，利用彼等及其業務夥伴轉介新客戶。此舉有助本集團逐步建立其客戶組合。為符合規則及規例以及管理信貸風險，本集團將密切監察及加強借貸業務之內部監控制度，從而達致有關目的。鑒於目前的市況，特別是新型冠狀病毒疫情，本集團於未來一年批出新貸款時尤其謹慎。

為向本公司股東帶來最大回報，管理層將於未來繼續物色適合本公司之新商機及投資項目。

附屬公司及聯營公司之重大投資、重大收購及出售事項

截至二零二零年三月三十一日止年度概無附屬公司及聯營公司之重大投資、重大收購及出售事項。

根據一般授權配售新股份

於二零一七年八月十五日，本公司按每股0.18港元之價格配售478,000,000股每股面值0.01港元之新普通股（「配售股份」），以籌集所得款項總額約86,000,000港元（「配售事項」）。配售股份根據本公司於二零一六年八月十二日舉行之股東週年大會向董事授出之相關一般授權發行。本公司股份於二零一七年八月十五日在聯交所之收市價為每股0.205港元。每股配售股份淨價格約為0.174港元。配售事項已於二零一七年九月六日完成。有關配售事項之進一步詳情，請參閱本公司日期為二零一七年八月十五日及二零一七年九月六日之公佈。

Management Discussion and Analysis

管理層討論及分析

The net proceeds in the sum of approximately HK\$83 million was originally intended to be used as to HK\$60 million for enhancement of the Group's healthcare business in relation to two applications for the In Vitro Diagnostic Reagents Registration related to human genetic testing with China Food and Drug Administration and HK\$23 million for two potential investments in the healthcare industry for which the Placing was proposed. As the intended applications have not yet been launched as of the date of this report, the Company is considering to re-allocate the proceeds intended to be used for the intended applications to healthcare products and services business and/or investments and/or working capital of the Group. The Company will make further announcement if changes to the intended use of proceeds have been finalised. For the intended investments, approximately HK\$17 million will be used for capital contribution to Yangzhou Yicai Sunshine Technology Co., Ltd* (揚州醫采陽光科技有限公司) ("Yangzhou Yicai"), a non-wholly owned subsidiary of the Group acquired in 2019. Yangzhou Yicai engages in the urine chemical testing business and the medical and health products and services business. The remaining HK\$6 million will be used for the capital contribution to the joint venture company as mentioned in the paragraph headed "Events After The Reporting Period" in this section.

TREASURY POLICY

The Group seeks to generate profits in its core businesses through the efficient employment of treasury activities. Treasury activities, if and when undertaken by the Group, aims to enhance the Group's return on surplus cash and to assist those core businesses to run smoothly. Efficient management of surplus cash is achieved by conducting short-term treasury activities when opportunities arise.

All subsidiaries should comply with the Group's treasury objective and policy. The Group has designated subsidiaries to carry out certain short-term treasury activities including securities investment, money lending and fund investment activities. The securities investment, money lending and fund investment activities will only be conducted after having considered the actual working capital needs of the Group. Both the treasury activities and the investment policy are subject to review from time to time.

As the deposit rate offered by licensed bank in Hong Kong is minimal, the Group will continue, in the ordinary course of business of the Group, to use its surplus cash to conduct treasury activities if and when opportunities arise.

所得款項淨額約83,000,000港元中的60,000,000港元原訂擬用於加強本集團的醫療健康業務(關於與食品藥品監管總局進行的人類基因檢測相關的兩項體外診斷試劑註冊申請)及23,000,000港元將用於兩項潛在的醫療健康行業投資。由於截至本報告日期,擬定申請尚未啟動,本公司決定重新分配擬定用於擬定申請之所得款項到健康產品及服務業務及/或投資及/或本集團營運資金。倘落實更改所得款項擬定用途,本公司將另行作出公佈。就擬定投資而言,約17,000,000港元將會用於注資揚州醫采陽光科技有限公司(「揚州醫采」,本集團於二零一九年收購的非全資附屬公司)。揚州醫采從事尿液化驗業務及醫療健康產品及服務業務。餘下6,000,000港元將用於如本節「報告期後事項」一段所述之合資企業注資。

庫務政策

本集團透過有效運用庫務活動,務求令其核心業務可產生溢利。本集團進行庫務活動時,旨在提升本集團盈餘現金回報,並協助此等核心業務順利運作。本集團在機會出現時進行短期庫務活動,以便有效管理盈餘現金。

所有附屬公司應遵循本集團之庫務目標及政策。本集團已指定附屬公司進行證券投資、借貸及基金投資活動等若干短期庫務活動。證券投資、借貸及基金投資活動將於考慮本集團實際營運資金需要後方始進行。本集團須不時檢討庫務活動及投資政策。

由於香港持牌銀行提供之存款利率極低,故於本集團一般業務過程中,本集團將繼續在機會出現時動用其盈餘現金進行庫務活動。

* For identification purpose only 僅供識別

Management Discussion and Analysis 管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The management and control of the Group's financial and capital management are centralized at its headquarter in the PRC. The Group adheres to the principle of prudent financial management to minimise financial and operational risks. The Group mainly relies upon internally generated funds and proceeds from fund raising activities to finance its operations and expansion.

As of 31 March 2020, the Group's net current assets were approximately HK\$211.88 million including cash and cash equivalents of approximately HK\$187.58 million (31 March 2019: net current assets of approximately HK\$228.27 million including cash and cash equivalents of approximately HK\$21.07 million).

CAPITAL EXPENDITURE COMMITMENTS

As of 31 March 2020, the Group had no capital commitments to acquire property, plant and equipment (31 March 2019: HK\$Nil).

PLEDGE OF ASSETS

As of 31 March 2020, the Group had not pledged any of its assets.

CONTINGENT LIABILITIES

As of 31 March 2020, the Group had no significant contingent liabilities.

EMPLOYEES AND REMUNERATION POLICIES

As of 31 March 2020, the Group had 14 full-time employees excluding Directors (2019: 19 employees). The decrease in the number of employees was attributed to the marketing strategy to focus on distributor sales. The Group remunerates its employees based on their performance, working experience and prevailing market standards. Employee benefits include medical insurance coverage, mandatory provident fund for Hong Kong employees, state-managed retirement benefits scheme for PRC employees and share option scheme.

流動資金、財務資源及資本結構

本集團對財務及資本管理之管理及監控由其中國總部中央處理。本集團堅守審慎理財之原則，盡量減低財務及營運風險。本集團主要倚賴內部產生之資金及集資活動所得款項撥付其營運及擴展所需。

於二零二零年三月三十一日，本集團之流動資產淨值約為211,878,000港元，包括現金及現金等價物約187,578,000港元（二零一九年三月三十一日：流動資產淨值約228,274,000港元，包括現金及現金等價物約21,065,000港元）。

資本開支承擔

於二零二零年三月三十一日，本集團並無資本承擔以收購物業、廠房及設備（二零一九年三月三十一日：零港元）。

資產抵押

於二零二零年三月三十一日，本集團並無抵押其任何資產。

或然負債

於二零二零年三月三十一日，本集團並無重大或然負債。

僱員及薪酬政策

於二零二零年三月三十一日，除董事外，本集團共聘用14名全職僱員（二零一九年：19名僱員）。僱員數目減少乃由於專注於分銷商銷售之營銷策略所致。本集團根據僱員之表現、工作經驗及現行市場標準釐定僱員酬金。僱員福利包括：香港僱員享有醫療保險及強制性公積金，而中國僱員享有國家管理退休福利計劃及購股權計劃。

Management Discussion and Analysis 管理層討論及分析

EVENTS AFTER THE REPORTING PERIOD

The Board announced on 26 June 2020 that the Group intends to explore potential business opportunities brought by internet technologies in the public healthcare management and service sector (the “**Potential New Business Activity**”). The Group intends to make an investment in operation of HK\$50 million by installments. The Directors are of the view that the Potential New Business Activity represents a good opportunity for the Group to broaden its income streams.

On 26 June 2020, the Group entered into a joint venture agreement to establish the joint venture company to carry out the business of research and development of medical technology innovations and their application in the field of human health and precision medicine; development and operation of medical and health industrial park; development and operation of online medical and health service platform. The Group will contribute RMB30,000,000 (equivalent to approximately HK\$32,853,000) towards the registered capital of the joint venture company, representing 15% shareholdings in the joint venture company.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) comprises of three independent non-executive Directors, namely Mr. Cheng Chun Man (Chairman of the Audit Committee), Mr. Liu Xinghua and Mr. Zheng Chunlei, with the chairman possessing the appropriate professional qualifications and accounting expertise.

The Company's annual results for the year ended 31 March 2020 have been reviewed by the Audit Committee.

報告期後事項

董事會於二零二零年六月二十六日宣佈，本集團計劃探索互聯網技術在大眾健康管理和服務行業的潛在商機（「**潛在新業務活動**」）。本集團計劃分期投入約50,000,000港元運營。董事認為，潛在新業務活動乃本集團拓展其收入來源的良機。

於二零二零年六月二十六日，本集團訂立合營協議以成立合營企業，以開展創新醫療技術研發及其於人類健康及精準醫療領域之應用；醫療及健康產業園區開發運營業務；線上醫療及健康服務平台開發及運營業務。本集團將出資人民幣30,000,000元（相當於約32,853,000港元）作為合營企業之註冊資本，佔合營企業15%股權。

審核委員會

本公司審核委員會（「**審核委員會**」）包括三名獨立非執行董事鄭振民先生（審核委員會主席）、刘兴华先生及郑春雷先生，主席具備所需專業資格及會計專業知識。

本公司截至二零二零年三月三十一日止年度之全年業績已由審核委員會審閱。

Management Discussion and Analysis 管理層討論及分析

APPRECIATION

Taking this opportunity, on behalf of the Board, I would like to express my appreciation to our shareholders for their continuous support and the Company's management and employees for their dedication and hard work.

On behalf of the Board
Life Healthcare Group Limited

Xu Xueping
Executive Director

Hong Kong, 26 June 2020

致謝

本人謹藉此機會代表董事會感謝列位股東一直以來之支持，並感謝本公司管理層及員工竭誠效力本集團。

代表董事會
蓮和醫療健康集團有限公司

執行董事
徐學平

香港，二零二零年六月二十六日

Biographical Details of Directors

董事履歷詳情

EXECUTIVE DIRECTORS

Mr. Xu Xueping (“Mr. Xu”), aged 56, has been appointed as the chairman of the Board, an executive Director, a member of the Remuneration Committee and an Authorised Representative with effect from 8 November 2019. Mr. Xu has over 20 years of senior management experience engaging in real estate development and rental property management since 1993. Mr. Xu also focuses on investment in cultural tourism and education and has extensive experience in investment. Mr. Xu is the chairman and an authorised representative of 北京朝天輪旅遊觀光有限責任公司 from 8 April 2015 to 2 March 2020. Currently, Mr. Xu is one of the founding shareholders and a director of Great Beijing Wheel Company Limited.

Mr. Man Wai Lun (“Mr. Man”), aged 47, obtained his diploma in Business Management from the School of Continuing Education, Hong Kong Baptist University in April 2003 and obtained a bachelor degree of accountancy from the University of South Australia in March 2007. Mr. Man was appointed as an executive Director and a member of the Nomination Committee in January 2019. Mr. Man has over 16 years of experience in accounting.

Currently, Mr. Man is the independent non-executive Director of Elegance Optical International Holdings Limited (stock code: 907) and China Trustful Group Limited (Stock code: 8265). He was previously an independent non-executive director of Roma Group Limited (Stock code: 8072) until 1 March 2020 and an executive director and compliance officer of Glory Flame Holdings Limited (Stock code: 8059) until 19 September 2018. He is one of the directors of HF Financial Holdings (H.K.) Limited which was founded by him.

執行董事

徐學平先生(「徐先生」)，56歲，已獲委任為董事會主席、執行董事、薪酬委員會成員及授權代表，自二零一九年十一月八日起生效。徐先生於一九九三年至今從事房地產開發經營租賃物業管理，擁有二十多年的資深管理經驗。徐先生亦專注於投資文化旅遊、教育行業、擁有豐富的投資經驗。徐先生於二零一五年四月八日至二零二零年三月二日擔任北京朝天輪旅遊觀光有限責任公司董事長及法定代表人。目前，徐先生為Great Beijing Wheel Company Limited創始股東之一，並擔任該公司董事。

文偉麟先生(「文先生」)，47歲，於二零零三年四月取得香港浸會大學持續教育學院工商管理文憑及於二零零七年三月取得南澳洲大學會計學學士學位。文先生於二零一九年一月獲委任為執行董事兼提名委員會成員。文先生擁有16年以上的會計經驗。

目前，文先生為高雅光學國際集團有限公司(股份代號：907)及中國之信集團有限公司(股份代號：8265)之獨立非執行董事。彼亦曾為羅馬集團有限公司(股份代號：8072)之獨立非執行董事，直至二零二零年三月一日及朝威控股有限公司(股份代號：8059)之執行董事及合規主任，直至二零一八年九月十九日。彼為滙福長華金融控股(香港)有限公司(該公司由彼創立)之董事之一。

* For identification purpose only 僅供識別

Biographical Details of Directors 董事履歷詳情

Mr. Yang Zhiying (“Mr. Yang”), aged 51, has been appointed as an executive Director with effect from 17 January 2020. Mr. Yang studied in the department of medical science at Chinese Medical University and department of surgery at Peking Union Medical College, and obtained his bachelor’s and master’s degree respectively, possessing professional knowledge relating to medical science. During the period between 1991 and 2011, Mr. Yang worked in general surgery in the department of surgery at Peking Union Medical College Hospital, serving as the chief physician, deputy chief physician etc. From 2011 till present, he worked in the department of general surgery and department of hepatobiliary surgery at China-Japan Friendship Hospital, serving as the chief physician, department head. Meanwhile, Mr. Yang is also a professor of Peking University Health Science Center and Capital Medical University, possessing approximately 30 years of experience in the medical industry.

NON-EXECUTIVE DIRECTOR

Ms. Shan Hua (“Ms. Shan”), aged 42, holds a Bachelor of Law degree from the SouthWest Jiaotong University and a Master of Civil Procedure Law degree from the SouthWest University of Political Science of Law. Ms. Shan was appointed as an executive Director and chief executive officer of the Company in December 2015 and was re-designated to a non-executive Director in November 2019. Ms. Shan has over 12 years experience working as senior management at listed companies. She had worked as senior management in NQ Mobile Inc., a company whose shares are listed on New York Stock Exchange and AsiaInfo-Linkage Inc.. Gorgeous Moment Holdings Limited is wholly-owned by Ms. Shan. Powerful Software Limited is 35% owned by Gorgeous Moment Holdings Limited and held 1,541,063,057 shares of the Company, representing approximately 28.78% of the issued shares of the Company as at 31 March 2020, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Ms. Shan is therefore deemed to be interested in all the shares of the Company held by Powerful Software Limited for the purpose of the SFO.

杨志英先生(「杨先生」)，51歲，已獲委任為執行董事，自二零二零年一月十七日起生效。杨先生，曾先後就讀於中國醫科大學醫學系及北京協和醫科大學外科學系，並分別取得了學士學位及碩士學位，擁有專業的醫學相關知識。杨先生於一九九一年至二零一一年期間任職於北京協和醫院外科學系基本外科，並先後擔任主治醫師，副主任醫師等。於二零一一年至今，任職於北京中日友好醫院普通外科及肝膽外科，並擔任主任醫師，科室主任。杨先生同時為北京大學醫學部教授及首都醫科大學教授，擁有約30年的醫療行業經驗。

非執行董事

单华女士(「单女士」)，42歲，持有西南交通大學法學學士學位及西南政法大學訴訟法碩士學位。单女士於二零一五年十二月獲委任為執行董事兼本公司行政總裁並於二零一九年十一月調任為非執行董事。单女士擁有超過12年於上市公司擔任高級管理人員之經驗。彼曾在股份於紐約證券交易所上市之公司網秦移動(NQ Mobile Inc.)及亞信聯創(AsiaInfo-Linkage Inc.)出任高級管理職務。Gorgeous Moment Holdings Limited由单女士全資擁有。Powerful Software Limited由Gorgeous Moment Holdings Limited擁有35%權益，並持有1,541,063,057股本公司股份，相當於二零二零年三月三十一日本公司已發行股份約28.78%，為證券及期貨條例第XV部所界定之本公司主要股東。因此，為了證券及期貨條例目的，单女士被視為於Powerful Software Limited所持全部本公司股份中擁有權益。

Biographical Details of Directors

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Liu Xinghua (“Mr. Liu”), aged 63, holds a bachelor degree in Chinese language and literature from Beijing Normal University in the PRC, and was appointed as an independent non-executive Director with effect from 12 September 2016. Mr. Liu is also the chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Liu is currently a senior management of a fund company. Mr. Liu was with Industrial Bank Co., Ltd. since August 2001 to August 2016, where he held the position of president of Beijing Dongdan sub-branch, Shijingshan Science & Technology Park sub-branch and Fengtai sub-branch. Mr. Liu has approximately 32 years' experience in the financial services industry.

Mr. Zheng Chunlei (“Mr. Zheng”), aged 44, holds a Master degree in computer science and technology from Peking University. Mr. Zheng was appointed as an independent non-executive Director in December 2014 and is a member of each of the Audit Committee and the Nomination Committee. Mr. Zheng has over 12 years experience in information technology industry and has extensive experience in management and product development in information technology and mobile game industry.

Mr. Cheng Chun Man (“Mr. Cheng”), aged 58, is a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheng was appointed as an independent non-executive director of the Company, chairman of each of the Audit Committee and the Nomination Committee, and a member of the Remuneration Committee in June 2019. Mr. Cheng has over 30 years' experience in auditing, consulting and management. Mr. Cheng is currently the independent non-executive director of Elegance Optical International Holdings Limited (Stock Code: 907).

獨立非執行董事

刘兴华先生(「刘先生」)，63歲，持有中國北京師範大學中文及文學學士學位。自二零一六年九月十二日起獲委任為獨立非執行董事。刘先生亦為薪酬委員會主席及審核委員會成員。刘先生現時為一家基金公司之高級管理層。於二零零一年八月至二零一六年八月，刘先生任職於興業銀行股份有限公司，擔任北京東單支行、石景山科技園支行及豐臺支行行長。刘先生於金融服務業擁有約32年經驗。

郑春雷先生(「郑先生」)，44歲，持有北京大學計算機應用技術學科碩士學位。郑先生於二零一四年十二月獲委任為獨立非執行董事，並為審核委員會及提名委員會成員。郑先生於資訊科技行業具備逾12年經驗，並於資訊科技及手機遊戲行業之管理及產品開發方面具備豐富經驗。

鄭振民先生(「鄭先生」)，58歲，為英國特許公認會計師公會及香港會計師公會資深會員。鄭先生於二零一九年六月獲委任為本公司之獨立非執行董事、審核委員會及提名委員會之主席，以及薪酬委員會之成員。鄭先生於核數、諮詢及管理方面積逾30年經驗。鄭先生目前為高雅光學國際集團有限公司(股份代號：907)之獨立非執行董事。

Directors' Report 董事會報告

The Board submits their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 March 2020.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in healthcare products and services business, money lending business and securities trading and investments business. Details of the principal activities and other particulars of the Company's principal subsidiaries are set out in note 37 to the consolidated financial statements.

The Board considers healthcare services is a new and growing field and intends to strengthen the healthcare products and services business segment. Details of the future development of the Group's business are set out in the paragraph headed "Prospects" under the section headed "Management Discussion and Analysis".

RESULTS AND DIVIDENDS

For the year ended 31 March 2020, the Group recorded a revenue of approximately HK\$63.81 million, gross profit of approximately HK\$12.10 million, and loss before tax of approximately HK\$23.42 million from continuing operation.

The results of the Group for the year ended 31 March 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on page 82 to 83.

The Board does not recommend the payment of a dividend for the year ended 31 March 2020 (2019: Nil).

董事會謹此提呈截至二零二零年三月三十一日止年度之年報連同本公司及其附屬公司(「本集團」)之經審核綜合財務報表。

主要業務

本公司為一家投資控股公司。本集團主要從事健康產品及服務業務、借貸業務及證券買賣與投資業務。有關本公司主要附屬公司之主要業務詳情及其他資料載於綜合財務報表附註37。

董事會認為健康服務市場屬正值增長之嶄新領域，並有意增強健康產品及服務業務分部。本集團業務進一步發展之詳情載於「管理層討論及分析」一節「前景」一段。

業績及股息

截至二零二零年三月三十一日止年度，本集團錄得持續經營業務之收益約63,805,000港元、毛利約12,103,000港元及除稅前虧損約23,415,000港元。

本集團於截至二零二零年三月三十一日止年度之業績載於第82至83頁之綜合損益及其他全面收益表。

董事會不建議就截至二零二零年三月三十一日止年度派付股息(二零一九年：無)。

Directors' Report 董事會報告

RESERVES

Pursuant to the relevant rules of the Cayman Islands, the reserves available for distribution to shareholders of the Company as at 31 March 2020 was approximately HK\$247.43 million.

Details of movements in the reserves of the Group and the Company during the year ended 31 March 2020 are set out in the consolidated statement of changes in equity on page 86 and section headed "Information About the Financial Position of the Company" respectively.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out in section headed "Five Year Financial Summary" on page 184.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 March 2020 are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share options are set out in notes 28 and 31 respectively to the consolidated financial statements.

儲備

於二零二零年三月三十一日，根據開曼群島相關規定，可供分派予本公司股東之儲備約為247,431,000港元。

本集團及本公司於截至二零二零年三月三十一日止年度之儲備變動詳情分別載於第86頁之綜合權益變動表及「有關本公司財務狀況之資料」一節。

財務摘要

本集團於過去五個財政年度之業績與資產及負債摘要載於第184頁五年財務概要一節。

物業、廠房及設備

本集團之物業、廠房及設備於截至二零二零年三月三十一日止年度之變動詳情載於綜合財務報表附註15。

股本及購股權

本公司之股本及購股權詳情分別載於綜合財務報表附註28及31。

Directors' Report 董事會報告

THE COMPANY AND THE AUDIT COMMITTEE'S VIEW ON THE QUALIFIED OPINION OF THE INDEPENDENT AUDITOR'S REPORT

I. Interest in an associate

The Company considered a 30% owned company, Guangzhou Manrui Biotech Company Limited ("Manrui Biotech"), which specialises in the research and development of genetic testing technologies in particular non-invasive cancer screening and diagnosis, as an important component for the Group to generate revenue to the healthcare business segment. Therefore, the Company treated Manrui Biotech as part of the genetic and laboratory testing cash generating unit ("CGU"), and estimated the recoverable amount of this CGU in total using the valuation method with reference to the cashflow of the Group's healthcare segment revenue. ZHONGHUI is of the view that the Group's valuation method could not reflect the performance and value of Manrui Biotech because Manrui Biotech is only an associated company, instead of a subsidiary, of the Group that the aforesaid Group's valuation method is not applicable. On the other hand, Manrui Biotech did not generate any revenue from the Group for use of its technologies that valuation method based on Manrui Biotech's own cashflows is not feasible as well.

本公司及審核委員會對獨立核數師報告內保留意見之意見

I. 於一家聯營公司之權益

本公司認為，廣州漫瑞生物信息技術有限公司（「漫瑞生物」，一間本集團擁有30%權益之公司，專門從事研發基因檢測技術，尤其是無創腫瘤篩查及診斷）乃本集團之重要組成部分，以產生健康業務分部收益。因此，本公司將漫瑞生物視為基因及實驗室檢測現金產生單位（「現金產生單位」）之一部分，並使用估值方法及參考本集團健康分部收益現金流量，估計此現金產生單位總可收回金額。中匯認為，本集團之估值方法無法反映漫瑞生物之業績及價值，原因是漫瑞生物只屬本集團之聯營公司，並非附屬公司，故上述本集團之估值方法並不適用。另一方面，漫瑞生物並無因使用其技術而從本集團產生任何收益，故基於漫瑞生物本身現金流量之估值方法亦不可行。

Directors' Report

董事會報告

The Company continued to use the Group's valuation method on Manrui Biotech to estimate the recoverable amount of the CGU and thus the Group's investment in Manrui Biotech for the year ended 31 March 2019. After making such assessments based on independent valuation report, the management was of the view that an impairment loss of approximately HK\$17.5 million was made for the CGU and thus the Group's investment in Manrui Biotech for the year ended 31 March 2019.

The options available to the Group to resolve Zhonghui's qualification on the Group's investment in Manrui Biotech are as follows:

1. To negotiate with Manrui Biotech to increase the Group's shareholdings in Manrui Biotech to over 50% and use the aforesaid Group's valuation on Manrui Biotech when Manrui Biotech becomes a subsidiary of the Group;
2. To sell the Group's investment in Manrui Biotech when alternative technologies are available at commercial terms acceptable to the Group;
3. To cancel the exclusive arrangement or allow Manrui Biotech with prior written approval of the Group to solicit customers in the market in order to generate patent income for preparing Manrui Biotech's valuation based on the present value of its own cash flows; and
4. To negotiate with Manrui Biotech for entering into a patent agreement pursuant to which the Group will pay the patent cost to Manrui Biotech so that the valuation based on Manrui Biotech's present value of its own cash flows can be used.

截至二零一九年三月三十一日止年度，本公司繼續使用本集團對漫瑞生物之估值方法，以估計現金產生單位，亦即本集團於漫瑞生物之投資之可收回金額。於根據獨立估值報告作出有關評估後，管理層認為，截至二零一九年三月三十一日止年度，已就現金產生單位，亦即本集團於漫瑞生物之投資計提減值虧損約17,528,000港元。

為解決中匯對本集團於漫瑞生物之投資的意見，本集團可採用的選擇如下：

1. 與漫瑞生物協商將本集團對漫瑞生物的股權增至50%以上並於漫瑞生物成為本集團附屬公司時使用上述本集團對漫瑞生物的估值；
2. 於獲得替代技術時按本集團可接受的商業條款出售本集團於漫瑞生物的投資；
3. 取消獨家安排或在經本集團事先書面批准的情況下允許漫瑞生物於市場招攬客戶以就基於漫瑞生物自有現金流量的現值編製其估值賺取專利收入；及
4. 與漫瑞生物協商訂立專利協議，本集團將向漫瑞生物支付專利費以便可使用基於漫瑞生物自有現金流量現值的估值。

Directors' Report 董事會報告

These options could not be materialised because the Group could not reach an agreement with Manrui Biotech to increase the Group's shareholdings in Manrui Biotech to over 50% nor cancel the exclusive arrangement nor enter into a patent agreement. Moreover, the Group could not sell its investment in Manrui Biotech because alternative technologies were not available to the Group.

In order to resolve this qualification, the Group has discussed with the auditor to engage an independent valuer to provide the fair value of Manrui Biotech less cost of disposal. The independent valuation amount is HK\$20,000,000 based on the assumptions of, inter alia, a royalty rate of 5% which is commonly used in the market. However, the auditor was unable to obtain sufficient satisfactory evidence to verify the financial information and assumptions adopted in the valuation to reflect the economic performance of Manrui Biotech's technologies. As a result, the auditor keeps the qualification. The Group intends to reach a mutually agreed basis and assumptions of the valuation with the auditor in next year before performing an independent valuation on the Group's investment in Manrui Biotech in order to resolve the qualification.

The audit committee of the Company (the "**Audit Committee**") noted Zhonghui's qualification on the Group's investment in Manrui Biotech. The Audit Committee considered Manrui Biotech's technologies have economic value. However, it is difficult to determine the value of Manrui Biotech by performing a valuation based on the present value of the future cashflows of Manrui Biotech. As a result, ZHONGHUI has to qualify the Group's investment in Manrui Biotech for lack of sufficient audit evidence for the year ended 31 March 2019.

由於本集團未能與漫瑞生物達成協議將本集團所持漫瑞生物的股權增至50%以上或取消獨家安排或訂立專利協議，故該等選擇未能落實。此外，由於本集團無法獲得替代技術，故本集團未能出售其於漫瑞生物的投資。

為達成此意見，本集團已與核數師討論委聘獨立估值師提供漫瑞生物的公平值減出售成本。基於(其中包括)市場慣用的5%版稅的假設，獨立估值金額為20,000,000港元。然而，核數師未能獲取充足令人信納的證明以核實財務資料及估值時採納的假設以反映漫瑞生物技術的經濟表現。因此，核數師保留意見。本集團擬於下年對本集團於漫瑞生物之投資進行獨立估值時與核數師達成共同商定的估值基礎和假設，從而解決保留意見。

本公司審核委員會(「**審核委員會**」)得悉中匯對本集團於漫瑞生物之投資之保留意見。審核委員會認為，漫瑞生物之技術具有經濟價值。然而，難以通過基於漫瑞生物之未來現金流量現值進行估值以確認漫瑞生物之價值。因此，截至二零一九年三月三十一日止年度，由於缺乏充分審核憑證，中匯須對本集團於漫瑞生物之投資發表保留意見。

Directors' Report 董事會報告

According to Hong Kong Accounting Standard 36 ("HKAS 36"), the carrying amount of the Group's investment in Manrui Biotech should be carried at the higher of value in use and fair value less cost of disposal. The Company has engaged a valuer to do the valuation on the Group's investment in Manrui Biotech for the year ended 31 March 2020. Based on the valuation report, the fair value of the Group's investment in Manrui Biotech is HK\$20,000,000 as at 31 March 2020. Accordingly, an impairment loss of approximately HK\$7.3 million was made for the year ended 31 March 2020.

The Audit Committee is of the view that the carrying value of the Group's investment in Manrui Biotech at HK\$20,000,000 as at 31 March 2020 is fair and reasonable in accordance with HKAS 36 and based on an independent valuation report.

The Audit Committee agrees the management to reach a mutual agreement with the auditor on the basis and assumptions of the valuation in next year in order to remove the qualification.

The auditor agrees to the proposed actions of the management to reach a mutual agreement on the basis and assumptions of the valuation, to resolve the qualification in next year.

2. Prepayment

The prepayment relates to the accounting treatment of share options granted to certain consultants. The Company granted the share options to the consultants for their services to assist the Company to expand the healthcare market and to introduce business and financing opportunities to the Group that such services could bring future economic benefit to the Company's healthcare business segment. The management has conducted regular review on the consultants' work and communication with the consultants were conducted regularly.

根據香港會計準則第36號(「香港會計準則第36號」)，本集團於漫瑞生物之投資賬面值應以使用價值及公允價值減出售成本之較高者列賬。截至二零二零年三月三十一日止年度，本公司已委聘估值師對本集團於漫瑞生物之投資進行估值。根據估值報告，於二零二零年三月三十一日，本集團於漫瑞生物之投資的公平值為20,000,000港元。因此，截至二零二零年三月三十一日止年度，計提減值虧損約7,268,000港元。

審核委員會認為，於二零二零年三月三十一日，本集團於漫瑞生物之投資賬面價值為20,000,000港元乃屬公平及合理，符合香港會計準則第36號及獨立估值報告。

審核委員會同意管理層根據下年的估值基礎和假設與核數師達成共識，以取消該保留意見。

核數師同意管理層下年就估值基礎和假設達成共識以解決保留意見的建議行動。

2. 預付款項

預付款項與向若干顧問授出購股權之會計處理有關。本公司就顧問之服務向其授出購股權，以協助本公司拓展健康市場及為本集團介紹業務及融資機會，故有關服務可為本公司之健康業務分部帶來日後經濟利益。管理層對顧問工作進行定期檢討，並定期與顧問進行溝通。

Directors' Report 董事會報告

To resolve the audit qualification on the prepayment, the management will (i) strengthen the communications with the consultants, especially the communication in written form, so that the Company can provide more details about the services provided by the consultants; and (ii) enhance the management of the consulting services provided by the consultants in the future, regularly review the performance of the consultants and assess the value of their services to the Group by the designated person in business department and financing department.

The Group has obtained written reports from the consultants this year. Although some work/services provided by the consultants for the year ended 31 March 2020 can be quantified into economic benefits to the Group, ZHONGHUI is of the view that it is not sufficient to remove the qualification on prepayment as the unexpired period of time for the share options is 7 years. ZHONGHUI is lack of sufficient information to ascertain the economic benefits from the consultants' work/services for the next 7 years to justify the accounting treatment of recognizing the share options as prepayment. Therefore, this qualification cannot be resolved by quantifying the economic benefits of the services/work done of the consultants for the year ended 31 March 2020. Instead, the Group has to provide sufficient evidence of the economic benefits of the services/work done of the consultants to the auditor for the next 7 years. The Group will follow this recommendation or fully impair the carrying amount of the prepayment in the sum of approximately HK\$15.9 million in next year in order to resolve this qualification.

The Audit Committee concurs to the intention of the Company to grant the share options to the consultants with an aim to obtain their work done/services for the benefit of the business of the Group. The Audit Committee noted the reports for the work done/services provided by the consultants this year. The Audit Committee concurs to the management's proposed further actions and advises the management to resolve the audit qualification by providing verifiable work done/services provided by the consultants that bring economic benefit to the Group for the unexpired period of time for the share options in order to support the accounting treatment of recognizing the share options as prepayment, failing which the management should provide full impairment on the prepayment in order to resolve this qualification.

為解決有關預付款項的保留意見，管理層將(i)加強與顧問溝通，尤其是以書面形式溝通，以便本公司可提供有關顧問所提供服務的更多詳情；及(ii)加強管理顧問日後提供的顧問服務，定期檢討顧問的表現及評估其業務部及財務部指定人士向本集團提供的服務的價值。

截至二零二零年三月三十一日止年度，儘管顧問所提供部分工作／服務可量化為本集團之經濟利益，但中匯認為，由於購股權之未到期時間為七年，尚不足以取消預付款項保留意見。中匯缺乏充足之資料以確定未來七年顧問工作／服務之經濟利益，從而將購股權確認為預付款項之會計處理。本集團本年度已取得顧問的書面報告。因此此保留意見無法透過量化顧問截至二零二零年三月三十一日止年度所提供服務／執行工作的經濟利益而得出。相反，本集團須提供充分證明顧問於未來7年向核數師提供服務／執行工作經濟利益的證據。本集團將採納此推薦建議或全額就下年預付款項的賬面值總額計提減值約15,900,000港元，以解決此保留意見。

審核委員會同意本公司向顧問授出購股權之意向，目標是就本集團業務之利益獲彼等完成工作／服務。審核委員會已得悉本年顧問所完成工作／所提供服務之報告。審核委員會同意管理層建議採取進一步行動並建議管理層，通過提供顧問於購股權未到期期間為本集團帶來經濟利益且可經核實之已完成工作／已提供服務，以支持將購股權確認為預付款項之會計處理，從而解決審核保留意見，否則管理層應就預付款項計提全面減值。

Directors' Report

董事會報告

The auditor agrees to the proposed actions of the management to resolve the qualification in next year.

3. Investment at fair value through profit or loss

The Company entered into the Subscription Agreement with the Fund Manager, Shenzhen City William Financial Holding Limited, to subscribe for an aggregate amount of HK\$20 million of the Fund Units. On 24 April 2019, the Company announced that the Board noticed that the controlling shareholder of the holding company of the Fund Manager, Mr. Zhang Wei, has been arrested by the PRC authorities and investigation is in progress. The Company tried to contact the Fund Manager but in vain.

The Company had conducted a site visit to the Fund Manager's office in April 2019, and noted that it was no longer in operation. Redemption notice email and official notice had also been sent to the Fund Manager. At present, the Company is still unable to contact the Fund Manager, nor receive any response of the redemption matter from the Fund Manager. The Company has engaged a PRC law firm to follow up on the redemption of the Fund and obtained a legal analysis memo from the PRC law firm in 2019. The legal analysis memo advised that considering the then situation of the Fund Manager and legal procedures to be followed, there is an uncertainty whether the Company can recover all or part of the investment principal and investment income. In view of the significant uncertainty on the recoverability of the Fund, the management considered the fair value of the investment to be zero and it would be appropriate for the Group to make full impairment of approximately HK\$20,862,000 on such investment for the year ended 31 March 2019. The management will continue to try to liaise with the Fund Manager for the redemption of the Fund and take other remedial actions in recovering the Investment and protect the interests of the Company. The Audit Committee is of the view that it is prudent to make full impairment on the investment in the Fund.

為解決此保留意見，核數師同意管理層解決下年保留意見的建議行動。

3. 透過損益按公平值列賬之投資

本公司與基金經理深圳市威廉金融控股有限公司訂立認購協議，以認購總額為20,000,000港元之基金單位。於二零一九年四月二十四日，本公司宣佈，董事會得悉基金經理控股公司之控股股東張偉先生被中國當局拘捕，現正進行調查。本公司曾嘗試聯繫基金經理但不果。

於二零一九年四月，本公司實地視察基金經理之辦公室，並得悉該公司不再營運。同時亦已向基金經理發出贖回通知電郵及公函。目前，本公司仍無法聯繫基金經理，亦未曾接獲基金經理對贖回事項之任何回應。於二零一九年，本公司已委聘中國律師事務所跟進贖回基金一事，並自該中國律師事務所取得法律分析備忘。法律分析備忘建議，考慮到基金經理當時的實際情況及後續可採取之法律程序，無法確認本公司能否收回全部或部分投資本金及投資收入。鑑於基金之可收回性存在重大不確定性，管理層認為，有關投資之公平值為零，且本集團於截至二零一九年三月三十一日止年度就有關投資作出全面減值約20,862,000港元屬適當。管理層將繼續嘗試聯繫基金經理以贖回基金，並採取其他補救措施以收回該投資及保障本公司利益。審核委員會認為，就於基金之投資作出全面減值屬審慎做法。

Directors' Report 董事會報告

The Company has engaged a PRC law firm this year and according to its legal opinion, there is significant uncertainty and may have difficulty whether the Company can recover all or part of the investment principal and investment income. ZHONGHUI's qualification no longer exists as at 31 March 2020. However, the qualification in last year remains because this is a non-adjusting past event. To conclude, there will not be any qualification in this regard in next year to which the auditor agrees.

STRUCTURED CONTRACTS

During the year ended 31 March 2020, 北京蓮和無限醫療科技有限公司 (Beijing Life Healthcare Technology Co., Ltd.) ("Beijing Lianhe"), a 100% owned subsidiary of the Group, has entered into the Exclusive Business Cooperation Agreement, the Exclusive Call Option Agreement, the Power of Attorney and the Share Pledge Agreement on 10 November 2016 which supersede the original agreements dated 5 April 2016, (together, the "VIE Agreements" and each a "VIE Agreement") by and among Beijing Lianhe, 蓮和(北京)醫療科技有限公司 (Life Healthcare (Beijing) Co., Ltd.) ("Life Healthcare") and the two registered shareholders (namely, Mr. Cheng Xiaoyu and Mr. Zhao Fei, both are not connected persons (as defined under the Listing Rules) of the Company) of Life Healthcare (the "Registered Shareholders") who hold all the equity capital of Life Healthcare.

Life Healthcare was established on 22 February 2016 and its principal activities are provision of genetic testing and health data analysis services (the "Relevant Business"). Pursuant to the Special Administrative Measures (Negative List) for Foreign Investment Access (2020) 《外商投資准入特別管理措施(負面清單)(2020年版)》 issued by National Development and Reform Commission and Ministry of Commerce of PRC on 23 June 2020 and would be effected on 2 July 2020, the "development and application of human stem cells and genetic diagnosis therapy technology" is listed as an item forbidden for foreign investment. By entering into the VIE Agreements, the Group obtained effective control over Life Healthcare and the right to receive substantially all of Life Healthcare's economic benefits (the "Contractual Arrangements"). Details of each of the VIE Agreements are set out below.

本公司於本年度已委聘中國律師事務所且根據其法律意見，本公司能否收回全部或部分投資本金及投資收入存在非常大不確定性，可能較為困難。於二零二零年三月三十一日，中匯概無保留意見。然而，由於此乃非調整的過往事件，故保留上年的意見。總而言之，核數師同意下年不會有此方面的任何保留意見。

結構合約

截至二零二零年三月三十一日止年度，本集團擁有100%權益之附屬公司北京蓮和無限醫療科技有限公司(「北京蓮和」)與蓮和(北京)醫療科技有限公司(「蓮和醫療」)及兩名擁有蓮和醫療全部股本之蓮和醫療登記股東(即並非本公司關連人士(定義見上市規則)之成孝禹先生及趙飛先生「註冊股東」)，於二零一六年十一月十日訂立獨家業務合作協議、獨家購買權合同、授權書及股份質押協議(統稱及個別稱為「VIE協議」)，以取代日期為二零一六年四月五日之原訂協議。

蓮和醫療於二零一六年二月二十二日成立，其主要業務為提供基因檢測及健康數據分析服務(「有關業務」)。根據國家發展和改革委員會、商務部於二零二零年六月二十三日頒布並將於二零二零年七月二日生效的《外商投資准入特別管理措施(負面清單)(2020年版)》，「人體幹細胞、基因診斷與治療技術開發和應用」為禁止外商投資產業。本集團通過訂立VIE協議以取得蓮和醫療之實質控制權及取得蓮和醫療絕大部分經濟利益之權利(「合約安排」)。各份VIE協議詳情載列如下。

Directors' Report 董事會報告

Under the Exclusive Business Cooperation Agreement entered into by Beijing Lianhe and Life Healthcare, Beijing Lianhe shall, within the validity period of such agreement, provide Life Healthcare and its designated subsidiaries with comprehensive business support, technical and consulting services and Life Healthcare shall pay a monthly consulting and service fee, which shall be equal to the amount of Life Healthcare's monthly total income deducting the expenses and costs directly incurred thereby. In addition, Life Healthcare agreed that, without the prior written approval by Beijing Lianhe, it shall not enter into any transaction which may materially affect its assets, obligations, rights, or business operations, so as to ensure the performance of business agreements between both parties and the payment of each price payable. For those matters related to business operation and asset disposal, Life Healthcare shall act in accordance with the instructions and requests by Beijing Lianhe.

Under the Exclusive Call Option Agreement entered into by and among Beijing Lianhe, Life Healthcare and the Registered Shareholders, the Registered Shareholders granted an irrevocable option to Beijing Lianhe and/or other entity or individual as designated by it to acquire all or any of their equity interests in Life Healthcare, in one or more steps as determined by Beijing Lianhe in its absolute and sole discretion, to the extent as permissible under the PRC laws. The agreement shall be terminated when all equity interests in Life Healthcare have been lawfully transferred to Beijing Lianhe and/or other entity or individual designated by Beijing Lianhe. At the time of exercising the option, the transfer price for the acquisition (the **"Transfer Price"**) payable by Beijing Lianhe and/or its designated entity or individual shall be RMB1. If there is any mandatory requirement with respect to the Transfer Price under PRC laws then effective, the Transfer Price shall be the minimum price as permitted under PRC laws. The Registered Shareholders have undertaken and agreed that, since they have already been reimbursed by Beijing Lianhe and its affiliated companies, they will refund all Transfer Price to Beijing Lianhe and/or its designated entity or individual within 10 business days after they receive the Transfer Price. Further, in the event that Life Healthcare is in liquidation or bankruptcy, the Registered Shareholders shall ensure that the residual assets of Life Healthcare (the assets after the payments for liquidation costs, wages, social insurance premiums and statutory compensations, taxes owed and debts payable) shall be transferred to Beijing Lianhe and/or its designated entity or individual at minimum price as permitted under PRC laws. The asset transfer is nonreciprocal. The Registered Shareholders have undertaken to ensure that such transfer will not create any obligation of Beijing Lianhe to the Registered Shareholders and their creditors or Life Healthcare and its creditors.

根據北京蓮和與蓮和醫療所訂立獨家業務合作協議，北京蓮和須於該協議有效期間內，向蓮和醫療及其指定附屬公司提供全面業務支援、技術及諮詢服務，而蓮和醫療須支付每月顧問及服務費，金額相等於蓮和醫療每月總收入扣除由此直接產生之開支及成本。此外，蓮和醫療同意在未經北京蓮和事先書面同意之情況下，其不會訂立對其資產、責任、權利或業務營運構成重大影響之任何交易，以確保雙方履行業務協定，並支付各項應付價格。就與業務營運及資產出售相關之事宜，蓮和醫療須按北京蓮和之指示及要求行事。

根據(其中包括)北京蓮和、蓮和醫療與註冊股東所訂立獨家購買權合同，註冊股東向北京蓮和及／或其指定之其他實體或個別人士授出不可撤回之認購權，以根據中國法律所允許按北京蓮和全權酌情釐定之方式一次過或分多次收購其於蓮和醫療之全部或部分股權。協議將於蓮和醫療之所有股權合法轉讓予北京蓮和及／或其指定之其他實體或個別人士時終止。於認購權獲行使時，北京蓮和及／或其指定之其他實體或個別人士就收購應付之轉讓價(「轉讓價」)為人民幣1元。倘當時生效之中國法例對轉讓價有任何強制性規定，轉讓價將為中國法律允許之最低價格。註冊股東已承諾及同意，由於彼等已獲北京蓮和及其聯屬公司補償，彼等將於收取轉讓價後10個營業日內向北京蓮和及／或其指定之其他實體或個別人士全數退回轉讓價。此外，倘蓮和醫療清盤或破產，註冊股東須確保蓮和醫療之剩餘資產(支付清盤成本、工薪、社會保障金及法定補償、結欠稅項及應付債務後)按中國法律允許之最低價格轉讓予北京蓮和及／或其指定之其他實體或個別人士。資產轉讓乃不可收回。註冊股東已承諾確保有關轉讓不會導致北京蓮和須對註冊股東及彼等之債權人或蓮和醫療及其債權人負上任何責任。

Directors' Report 董事會報告

It is further agreed that the Registered Shareholders and Life Healthcare shall act in accordance with the request of Beijing Lianhe with regard to the sale, transfer, pledge or disposal through other means of Life Healthcare's assets, businesses or revenue. Without consent from Beijing Lianhe, Life Healthcare cannot sell, transfer, pledge or dispose of any of its assets, business or revenue, nor can it enter into any significant contracts (defined as those with contract sum of exceeding RMB100,000). Finally, the Registered Shareholders agreed that they shall appoint persons designated by Beijing Lianhe as board directors, legal representative and key management personnel of Life Healthcare.

Under the Power of Attorney entered into by Beijing Lianhe and the Registered Shareholders, the directors and their successors of Beijing Lianhe (including a liquidator replacing the directors) shall be authorised to be the sole proxy and authorised person of the Registered Shareholders to exercise all shareholder's rights over Life Healthcare with respect to all the relevant matters, including but not limited to: 1) to attend shareholder's meetings of Life Healthcare; 2) to exercise all shareholder's rights and voting rights of the Registered Shareholders as entitled by the articles of association of Life Healthcare and PRC laws, including without limitation the transfer, pledge and disposal of all or part of the equity interest in Life Healthcare; and 3) to appoint and designate the legal representative (the chairman of the board of directors), directors, supervisors, chief executive officer and other senior managers of Life Healthcare.

Under the Share Pledge Agreement entered into by Beijing Lianhe and the Registered Shareholders, the Registered Shareholders pledged all their equity interests in Beijing Lianhe to guarantee the performance of (i) the payment for consulting and service fee of Life Healthcare under the Exclusive Cooperation Agreement; (ii) the obligations of the Registered Shareholders under the Exclusive Call Option Agreement, and (iii) the obligations under the Power of Attorney. Beijing Lianhe shall be entitled to dispose of the pledged equity where Life Healthcare fails to fully pay for the consulting and service fee payable under the Exclusive Cooperation Agreement or violates the obligations under the Exclusive Cooperation Agreement, Exclusive Call Option Agreement and Power of Attorney. The equity interests in Life Healthcare shall not be transferred without Beijing Lianhe's written consent.

Save as disclosed above, there has not been any material change in the Contractual Arrangements during the year ended 31 March 2020.

訂約方進一步協定，註冊股東及蓮和醫療須就銷售、轉讓、抵押或透過其他方式出售蓮和醫療之資產、業務或收益按北京蓮和之要求行事。未經北京蓮和同意，蓮和醫療不得出售、轉讓、抵押或出售其任何資產、業務或收益，亦不得訂立任何重大合約(合約金額超過人民幣100,000元)。最後，註冊股東同意，彼等須委任北京蓮和指定人士為蓮和醫療董事會董事、法定代表人及主要管理人員。

根據北京蓮和與註冊股東所訂立授權書，北京蓮和董事及彼等之繼任人(包括取代董事之清盤人)將獲授權擔任註冊股東之唯一受委代表及授權人，以就相關事宜行使蓮和醫療之註冊股東一切權利，包括但不限於：1)出席蓮和醫療之股東大會；2)行使蓮和醫療之組織章程大綱及中國法律賦予註冊股東之一切權利及投票權，包括但不限於轉讓、質押及出售蓮和醫療全部或部分股權；及3)委任及指定蓮和醫療之法定代表人(董事會主席)、董事、監事、行政總裁及其他高級管理人員。

根據北京蓮和與註冊股東所訂立股份質押協議，註冊股東已質押彼等於北京蓮和之所有股權，以保證(i)蓮和醫療根據獨家合作協議支付顧問及服務費；(ii)註冊股東根據獨家認購權協議履行責任；及(iii)根據授權書履行責任。倘蓮和醫療無法全數支付獨家合作協議項下應付顧問及服務費，或違反獨家合作協議、獨家認購權協議及授權書項下責任，北京蓮和有權出售已質押股權。未經北京蓮和書面同意，蓮和醫療之股權不得轉讓。

除上述所披露外，截至二零二零年三月三十一日止年度，合約安排概無任何重大變動。

Directors' Report 董事會報告

The Group has obtained a legal opinion from a PRC law firm, King & Wood Mallesons ("KWM") on the VIE Agreements according to the *Company Law of the PRC* (the "**Company Law**"), the *Contract Law of the PRC* (the "**Contract Law**") and other PRC laws, administrative regulations, administrative rules. KWM has provided its legal opinion that the signing each of the VIE Agreements is not illegal and each VIE agreement and its confirmation letter is not in breach of or in default under any PRC laws, and that each of the VIE Agreements is legally valid and enforceable. KWM has indicated that it cannot be precluded that the relevant foreign investment and health authorities' understanding of the relevant laws and regulations may differ from its above legal opinions.

Life Healthcare has been accounted a 100% owned subsidiary of the Group for in the condensed consolidated financial statements of the Group, on the basis that the Group has effective control over Life Healthcare and the right to receive substantially all of Life Healthcare's economic benefits. The Board has determined that due to each of the VIE Agreements, which KWM has advised are legally valid and enforceable, Beijing Lianhe has existing rights and ability to direct the relevant activities of Life Healthcare, ie the activities that significantly affect Life Healthcare's returns. Further, Beijing Lianhe has exposure, or rights, to variable returns from its involvement with Life Healthcare as under the Exclusive Cooperation Agreement entered into between Beijing Lianhe and Life Healthcare, Life Healthcare shall pay a monthly consulting and service fee equal to the amount of Life Healthcare's monthly total income after deducting the expenses and costs directly incurred thereby. The control activities carried out by Beijing Lianhe, and how well it controls and manages the activities and operations of Life Healthcare, will directly affect the amount of its returns.

The Board is of the view that healthcare services especially the genetic testing and health data analysis services market in PRC is expected a new but growing field. Healthcare products and services segment recorded revenue and assets of approximately HK\$58.06 million and HK\$59.06 million respectively in the year ended 31 March 2020 and has become the most important business segment of the Group.

本集團已根據《中國公司法》（「**公司法**」）及《中國合同法》（「**合同法**」）及其他中國法律、行政規定及行政法規就VIE協議向一家中國律師事務所金杜律師事務所（「**金杜**」）取得法律意見。金杜表示簽定每一份VIE協議屬合法，每一VIE協議及其確認函並無違反任何中國法律，故此每一VIE協議在法律上屬有效及可予執行。金杜表示，不能排除相關外商投資及衛生主管部門對於有關法律法規做出與金杜上述法律意見不一致的理解。

蓮和醫療於本集團之簡明綜合財務報表入賬列作本集團全資附屬公司，並以本集團擁有蓮和醫療之實際控制權及有權收取蓮和醫療絕大部分經濟利益之假設為依據。由於訂立VIE協議，而金杜表示每一協議在法律上屬有效及可予執行，故董事會確認北京蓮和擁有現有權利及能力對蓮和醫療之相關行動（對蓮和醫療之回報構成重大影響之行動）作出指示。此外，北京蓮和已承擔或有權取得根據北京蓮和與蓮和醫療所訂立獨家合作協議參與蓮和醫療業務所產生可變回報，蓮和醫療須支付每月顧問及服務費，金額相等於蓮和醫療每月總收入扣除由此直接產生之開支及成本。北京蓮和所進行控制活動及其如何妥善控制及管理蓮和醫療之業務及營運將直接影響其回報金額。

董事會認為，預期健康業務（特別是中國基因檢測及健康數據分析服務市場）屬新興但增長之領域。截至二零二零年三月三十一日止年度，健康產品及服務分部分別錄得收益及資產約58,061,000港元及59,059,000港元，並成為本集團最重要之業務分部。

Directors' Report 董事會報告

Major risks associated with the Contractual Arrangements are summarized as follows: although KWM had expressed the view that the entering of each of the Contractual Arrangements is not in contravention of the relevant PRC laws and regulations, uncertainties however do exist regarding the interpretation and application of the PRC laws and regulations. If the PRC government determines that the Contractual Arrangements do not comply with the applicable laws and regulations of the PRC or issues further guidelines that impose stricter foreign ownership requirements in the Relevant Business, the Group's Relevant Business may be adversely affected. If that happens, the Company will seek other forms of contractual arrangements if then available to carry out the Relevant Business.

The Company has implemented the following internal control measures to safeguard its assets held through the Contractual Arrangements: (i) the officers of the Company in charge of Life Healthcare will regularly review the relevant parties' compliance with the Contractual Arrangements and other related matters, monitor the development of the Relevant Business and will report regularly to the Board; (ii) professional parties will be engaged to assist the Board to handle any specific issues arising from the Contractual Arrangements; (iii) the Company has controlled the board of directors of Beijing Lianhe, Life Healthcare and its subsidiaries; (iv) the auditors of the Company will be engaged to provide for the annual confirmations in compliance with Paragraph 16(c) of the Guidance Letter; and (v) Life Healthcare will prepare and provide monthly management accounts and key operating data to the Company.

During the year ended 31 March 2020, none of the VIE Agreements mentioned above has been unwound as none of the restrictions that led to the adoption of structured contracts has been removed.

RISKS AND UNCERTAINTIES

The Company has identified principal risks and uncertainties that the Group faces as a business. These include economic risks, operational risks, regulatory risks, and financial risks. The Group's business, future results of operations and prospects could be materially and adversely affected by those risks and uncertainties.

與合約安排相關之主要風險概述如下：儘管金杜認為訂立每一合約安排並不違反相關中國法律及法規，惟中國法律及法規詮釋及應用方面仍存在不確定因素。倘中國政府決定合約安排並無遵照適用中國法律及法規或頒佈進一步指引對有關業務施加更為嚴格之外資所有權規定，本集團有關業務或會受到不利影響。倘發生以上情況，本公司將尋求其他當時可用之合約安排方式以進行有關業務。

本公司實施下列內部監控措施以保障透過合約安排持有之資產：(i)本公司負責蓮和醫療之高級職員將定期審閱相關人士遵守合約安排之情況及其他相關事宜、監控有關業務發展並定期向董事會報告；(ii)將委聘專業人士協助董事會處理因合約安排產生之任何特定問題；(iii)本公司控制北京蓮和、蓮和醫療及其附屬公司之董事會；(iv)將委聘本公司核數師提供遵守指引函件第16(c)段之年度確認；及(v)蓮和醫療將編製及向本公司提供每月管理賬目及主要營運數據。

截至二零二零年三月三十一日止年度，概無上述VIE協議獲解除，原因為概無刪除導致採納結構性合約之限制。

風險及不確定性

本公司已識別本集團業務所面對之主要風險及不確定性，包括經濟風險、經營風險、監管風險及財務風險。本集團之業務、未來經營業績及前景可能會因該等風險及不確定性而受到重大不利影響。

Directors' Report 董事會報告

The following highlights the principal risks and uncertainties of the Group and it is not meant to be exhaustive. There may be other risks and uncertainties which are not known to the Group or which may not be material now but turn out to be material in the future.

Economic Risks

- A severe or prolonged downturn of the global or PRC economy.
- Negative effect on our operational, financing or investing activities due to fluctuations in inflation, fluctuations in interest rates and other measures relating to financial policies in PRC.

Increase in interest rates may have an adverse effect on the money lending business of the Group as it will increase the cost of funding of the borrowers and lower the profit margin of their businesses which in turn will adversely affect their repayment ability of the loans advanced by the Group. The situation may be worsened in case of a slowdown in the economic growth of the global or PRC economy due to, for example, the COVID-19 epidemic. The Group will continue to review its loan portfolio and trade and other receivables on a regular basis in order to take appropriate actions on a timely basis.

Operational Risks

- Failure to compete in the competitive environment which the Group operates in or to keep up with technological developments.

Healthcare services business has the characteristics of high technological standard and rapid changes in the development. Failure to catch up with the technological development may adversely affect the healthcare services business of the Group. The Group will pay close attention to relevant technology developments and respond to possible technological changes in a timely manner.

- Failure to recruit and retain sufficient qualified staff with relevant experience and expertise in healthcare services business.

Due to the fierce competition of talents in the healthcare industry recently, the Group's operation may be affected adversely if the Group has an insufficient talent pool. A shortage of professional technicians will affect the progress and quality of the R&D projects, thus the Group's operation. Therefore, if the Group fails to retain suitable talents, the turnover rate

下文扼要列示本集團所面對之主要風險及不確定性，惟並非全面列示。其可能存在本集團未知或現時未必重大但未來變得重大之其他風險及不確定性。

經濟風險

- 全球或中國經濟嚴重或持續低迷。
- 通脹、利率波動及其他與中國金融政策有關之措施對經營、財務或投資活動造成之負面影響。

利率上升或會對本集團之借貸業務構成不利影響，原因是利率上升將增加借款人獲得資金之成本，並降低彼等業務之盈利率，繼而對彼等償還本集團所提供貸款之能力構成不利影響。如全球或中國經濟因新型冠狀病毒疫情等而增長放緩，情況或會進一步轉差。本集團將繼續定期審查其貸款組合及應收貿易及其他應收款項情況以及時採取適當行動。

經營風險

- 未能在本集團經營所在之競爭環境中有效競爭或追上科技發展。

健康服務業務之發展不但具高技術標準，且日新月異，若未能迎合有關技術發展，或會對本集團之健康服務業務構成不利影響。本集團將密切關注有關技術發展，及時應對可能出現的技術變革。

- 未能招聘及留聘足夠具備健康服務業務相關經驗及專長之合資格員工。

由於現時健康服務行業的人才競爭激烈，如集團出現人才儲備不足，或會對集團的營運造成負面影響。專業技術人員出現短缺將會影響研發項目進度和質量，從而影響集團的營運。因此，若集團未

Directors' Report 董事會報告

being above the acceptable level may affect the long-term development of the Group. In view of the above, the Group will properly reduce the corresponding risks by stepping up its effort in recruitment, enhancing the professionalism of technicians and establishing the Group's reputation as an employer in the human resources market under the premise of taking certain risks.

Regulatory Risks

- Failure to adhere to laws, regulations and rules, or to obtain or maintain all applicable permits and approvals.
- Adverse effects arising from change in laws and regulations affecting our businesses.

The Group needs to obtain the relevant licence(s) in order to carry out its healthcare services business in PRC. If the Group fails to renew the relevant licence(s) or comply with the rules and regulations of the governing authorities, the operations of its healthcare service business will be adversely affected. In order to avoid this from happening, the Group pays close attention to changes in rules and regulations relating to licencing and changes in policy of the governing authorities.

- Adverse effects arising from change in laws and regulations affecting the legality and enforceability of each of the VIE agreements.

PRC laws haven't expressly stipulated the legality of the VIE agreement between foreign-invested companies and Chinese-funded companies which carry out items forbidden for foreign investment with China. The PRC laws still leave uncertainty as to whether foreign investors' controlling PRC onshore variable interest entities via contractual arrangements will be recognized as "foreign investment" and thus be subject to the restrictions/prohibitions on foreign investments. So we cannot assure you that each of the VIE agreements between Beijing Lianhe and Life Healthcare can be continuously deemed as legal and enforceable by the governing authorities in the future. If the VIE agreements are deemed as illegal, the Group will fail to exercise effective control over Life Healthcare and receive substantially all of the economic benefits of Life Healthcare. Besides, the operation of its genetic testing service within China will be adversely effected.

能挽留合適的人才，流失率超過可接受水平或會影響團長遠的發展。有鑒於此，集團會在承擔一定風險的前提下，通過加強招聘力度、提高技術人員的專業性、以及建立集團於人力資源市場的僱主品牌，以適當降低對應之風險。

監管風險

- 未有效遵守法律、法例及規定或取得或維持所有適用許可及批准。
- 影響業務之法律及法例出現變動而造成之不利影響。

本集團需要取得相關許可證以於中國進行健康服務業務。倘本集團未能續新相關許可證或遵守監管機構之規則及規例，則會對其健康服務業務之營運構成不利影響。為免發生有關事宜，本集團會密切留意與發牌相關規則及規例之變動，以及監管機構之政策變動。

- 影響VIE協議合法性及可執行性之法律及法例出現變動而造成之不利影響。

中國法律並無明確規定外商投資企業與從事禁止於中國進行的外商投資項目的中資企業訂立的VIE協議之合法性。外國投資者通過合約安排控制中國境內可變利益實體是否會被認定為「外商投資」並因此受到外商投資的限制／禁止仍存在不確定性。因此，我們無法保證，北京蓮和與蓮和醫療簽署的每一VIE協議日後能夠持續被監管機構認定為屬合法有效。倘VIE協議被認定為違反中國法律法規，本集團將無法有效行使對蓮和醫療之控制權及取得蓮和醫療絕大部分經濟利益，並將對其在中國開展基因檢測業務產生不利影響。

Directors' Report 董事會報告

Financial Risks

- Details of financial risks are set out in Note 5 to the consolidated financial statements.

ENVIRONMENT AND COMPLIANCE WITH LAWS

The Group is committed to minimising the impact on the environment from its business activities. As far as the Board is aware, the Group has complied with the relevant laws and regulations that have a significant impact on the Group in all material respects.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises the accomplishment of its employees by providing comprehensive benefit package, career development opportunities and training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. There had not been any cases of strikes or reports of fatality due to workplace accidents during the year under review.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner.

The Group values the views and opinions of all customers through various means and channels, to understand customer trends and needs, and regularly analyses on customer feedbacks. The Group also conducts comprehensive quality assurance checks to ensure that only quality products and services are offered to customers.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2020.

EQUITY-LINKED AGREEMENT

Save for the share option scheme of the Company, no equity-linked agreement that would or might result in the Company issuing shares, or that requiring the Company to enter into an agreement that would or might result in the Company issuing shares, was entered into by the Company during the year ended 31 March 2020 or subsisted at the end of the year ended 31 March 2020.

財務風險

- 財務風險詳情載於綜合財務報表附註5。

環境及遵守法律

本集團致力減低其業務活動對環境之影響。據董事會所知，本集團已遵守在所有重大方面對本集團具有重大影響之相關法律及法規。

與僱員、客戶及供應商之重要關係

本集團通過提供全面之福利待遇、職業發展機遇及適合個人需要之內部培訓認可其僱員之成就。本集團為全體僱員提供健康安全之工作場所。於回顧年度，概無任何因工作場所意外事故而造成之罷工或死亡個案。

本集團與供應商建立合作關係以有效及高效地滿足顧客之需求。

本集團通過多種方式及渠道重視所有客戶之意見及觀點，以瞭解客戶趨勢及需求以及定期分析客戶反饋。本集團亦進行全面質量保證檢查，確保只會向客戶提供優質產品及服務。

購買、出售或贖回本公司之上市證券

於截至二零二零年三月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

股票掛鈎協議

除本公司購股權計劃外，於截至二零二零年三月三十一日止年度內或截至二零二零年三月三十一日止年終，本公司均不曾訂立或存有會導致或可導致本公司發行股份或規定本公司訂立將會或可導致本公司發行股份協議之股票掛鈎協議。

Directors' Report 董事會報告

DIRECTORS

The Directors during the year ended 31 March 2020 and up to the date of this report were:

Executive Directors

Mr. Xu Xueping
(appointed on 8 November 2019)
Mr. Man Wai Lun
Mr. Yang Zhiying
(appointed on 17 January 2020)
Mr. Hua Yunbo
(resigned on 17 January 2020)

Non-executive Director

Ms. Shan Hua
(re-designated as non-executive director
on 8 November 2019)
Dr. Feng Xiaogang
(retired on 31 October 2019)

Independent Non-executive Directors

Mr. Liu Xinghua
Mr. Zheng Chunlei
Mr. Cheng Chun Man
(appointed on 18 June 2019)
Mr. Chan Kam Wah
(resigned on 18 June 2019)
Ms. Zhang Xuyang (resigned on 2 April 2019)
Mr. Zhou Jian (resigned on 5 June 2019)

In accordance with Articles 83(3) and 84(1) of the articles of association of the Company (the "Articles of Association"), each of Mr. Xu Xueping, Mr. Yang Zhiying, Ms. Shan Hua and Mr. Liu Xinghua will retire at the forthcoming annual general meeting and being eligible, offer themselves for re-election at that meeting.

Each of the Directors proposed for re-election at the forthcoming annual general meeting has no fixed term of service with the Company and has not entered into a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

董事

於截至二零二零年三月三十一日止年度及截至本報告日期止，董事為：

執行董事

徐學平先生
(於二零一九年十一月八日獲委任)
文偉麟先生
楊志英先生
(於二零二零年一月十七日獲委任)
華云波先生
(於二零二零年一月十七日辭任)

非執行董事

單華女士
(於二零一九年十一月八日調任為非執行董事)
馮曉剛博士
(於二零一九年十月三十一日退任)

獨立非執行董事

劉興華先生
鄭春雷先生
鄭振民先生(於二零一九年六月十八日獲委任)
陳錦華先生
(於二零一九年六月十八日辭任)
張旭陽女士(於二零一九年四月二日辭任)
周健先生(於二零一九年六月五日辭任)

根據本公司之組織章程細則(「組織章程細則」)第83(3)及84(1)條，徐學平先生，楊志英先生，單華女士及劉興華先生各自將於應屆股東週年大會告退，彼等符合資格於該大會上重選連任。

於應屆股東週年大會獲提名重選連任之每一位董事，與本公司並無固定服務任期，亦無與本公司訂立本公司不可於一年內不作補償(法定補償除外)而終止之服務合約。

Directors' Report 董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2020, the interests and short positions of the Directors and chief executive of the Company in shares, underlying shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules, were as follows:

Long positions in ordinary shares of HK\$0.01 each of the Company:

| Name of Director 董事姓名 | Capacity 身份 | Number of ordinary shares held 所持普通股數目 | Approximate percentage of shareholding 股權概約百分比 |
|--------------------------|-----------------------------------------------|----------------------------------------------|---------------------------------------------------------|
| Shan Hua 单华 | Interest of controlled corporation 受控法團之權益 | 1,541,063,057 (Note) (附註) | 28.78% |

Note:

These interests are held by Powerful Software Limited which is owned as to 35% by Gorgeous Moment Holdings Limited, Gorgeous Moment Holdings Limited is wholly-owned by Ms. Shan Hua. Ms. Shan Hua is therefore deemed to be interested in all the shares of the Company held by Powerful Software Limited for the purpose of the SFO. The interests held by Powerful Software Limited are disclosed under the section headed "SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" below.

Save as disclosed above and in note 31 to the consolidated financial statements, at no time during the year ended 31 March 2020 was the Company, any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

董事於股份及相關股份之權益及淡倉

於二零二零年三月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊或根據上市規則所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

於本公司每股面值0.01港元之普通股之好倉：

附註：

該等權益由Powerful Software Limited持有，而該公司由Gorgeous Moment Holdings Limited擁有35%權益。Gorgeous Moment Holdings Limited由单华女士全資擁有。因此，為了證券及期貨條例目的，单华女士被視為於Powerful Software Limited所持全部本公司股份中擁有權益。Powerful Software Limited所持權益於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節披露。

除上文及綜合財務報表附註31所披露者外，本公司、其任何控股公司、附屬公司或同系附屬公司概無於截至二零二零年三月三十一日止年度任何時間訂立任何安排，致使董事可藉收購本公司或任何其他法人團體之股份或債券而獲取利益。

Directors' Report 董事會報告

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 March 2020 and up to and including the date of this report.

DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance to which the Company, its holding company or subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted as at 31 March 2020 or at any time during the year ended 31 March 2020.

董事於競爭業務中之權益

截至二零二零年三月三十一日止年度及直至本報告日期(包括該日)內任何時間，除本集團之業務外，董事概無於任何直接或間接與本集團之業務進行競爭或曾經進行競爭或現時或過往可能進行競爭之業務中擁有或曾經擁有任何權益。

董事於合約之權益

於二零二零年三月三十一日或於截至二零二零年三月三十一日止年度任何時間，本公司、其控股公司或附屬公司概無參與訂立董事於當中直接或間接擁有重大權益之重大合約。

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2020, the following person and companies had interests and short positions of 5% or more of the issued share capital and underlying shares of the Company (other than a Director or chief executive of the Company) were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of HK\$0.01 each of the Company:

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二零年三月三十一日，按本公司根據證券及期貨條例第336條所存置之權益登記冊所記錄，以下人士及公司（並非董事或本公司主要行政人員）持有本公司已發行股本及相關股份5%或以上之權益及淡倉：

於本公司每股面值0.01港元之普通股之好倉：

| Name of shareholder 股東名稱 | Capacity 身份 | Number of ordinary shares held 所持普通股數目 | Approximate percentage of shareholding 股權概約百分比 |
|-------------------------------------------------|-----------------------------------------------|----------------------------------------------|---------------------------------------------------------|
| 王泉森 | Beneficial owner 實益擁有人 | 1,425,020,398 | 26.61% |
| Powerful Software Limited (note) (附註) | Beneficial owner 實益擁有人 | 1,541,063,057 | 28.78% |
| Merry Cycle Enterprises Limited (note) (附註) | Interest of controlled corporation 受控法團之權益 | 1,541,063,057 | 28.78% |
| Gorgeous Moment Holdings Limited (note) (附註) | Interest of controlled corporation 受控法團之權益 | 1,541,063,057 | 28.78% |

Directors' Report 董事會報告

Note:

These interests are held by Powerful Software Limited which is owned as to 65% and 35% by Merry Cycle Enterprises Limited and Gorgeous Moment Holdings Limited respectively. Merry Cycle Enterprises Limited is wholly-owned by Mr. Hua Yunbo while Gorgeous Moment Holdings Limited is wholly-owned by Ms. Shan Hua. Mr. Hua Yunbo and Ms. Shan Hua are therefore deemed to be interested in all the shares of the Company held by Powerful Software Limited for the purpose of the SFO.

Save as disclosed above, as at 31 March 2020, no person, other than the Directors and chief executive of the Company, whose interests are set out herein this report, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

CONNECTED TRANSACTIONS

During the year ended 31 March 2020, there were no connected transactions and continuing connected transactions between the Group and its connected persons (as defined under the Listing Rules) which are subject to the reporting, announcement and the independent shareholders' approval requirement under the Listing Rules.

The related party transactions in relation to the compensation of key management personnel as disclosed in Note 36(b) to the consolidated financial statements are connected transactions exempt from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.95 of the Listing Rules.

RETIREMENT BENEFIT SCHEMES

The Group provides a defined contribution retirement scheme under the Mandatory Provident Fund Scheme (the "MPF Scheme") in Hong Kong to all Hong Kong staff. Under the MPF Scheme, employer and employees are each required to make contributions to the scheme at 5% of the employees' relevant income, up to a maximum contribution of HK\$1,500 (effective from June 2014) per month. The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC.

附註：

該等權益由Powerful Software Limited持有，而該公司分別由Merry Cycle Enterprises Limited及Gorgeous Moment Holdings Limited擁有65%及35%權益。Merry Cycle Enterprises Limited由華云波先生全資擁有，而Gorgeous Moment Holdings Limited則由單華女士全資擁有。因此，為了證券及期貨條例目的，華云波先生及單華女士被視為於Powerful Software Limited所持全部本公司股份中擁有權益。

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（董事及本公司主要行政人員除外，其權益已載於本報告）於本公司股份或相關股份中擁有須根據證券及期貨條例第336條記錄之權益或淡倉。

關連交易

於截至二零二零年三月三十一日止年度，本集團與其關連人士（定義見上市規則）概無進行任何須遵守上市規則項下申報、公佈及獨立股東批准規定之關連交易及持續關連交易。

綜合財務報表附註36(b)所披露有關主要管理人員酬金之關連人士交易為獲豁免遵守上市規則第14A.95條之申報、公佈及獨立股東批准規定之關連交易。

退休福利計劃

本集團根據香港強制性公積金計劃（「強積金計劃」）為所有香港員工提供定額供款退休計劃。根據強積金計劃，僱主及僱員各自須按僱員有關收入之5%向計劃供款，每月最高供款額為1,500港元（自二零一四年六月起生效）。本集團之中國附屬公司僱員參與由中國政府管理之國家退休福利計劃。

Directors' Report 董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2020, the percentage of the Group's revenue attributable to its largest customer and five largest customers were 52% and 89% respectively.

For the year ended 31 March 2020, the percentage of the Group's purchases attributable to its largest supplier and five largest suppliers were 64% and 100%, respectively.

At no time during the year ended 31 March 2020 did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owned more than 5% of the Company's issued share capital) have any material interest in any of the Group's five largest suppliers or customers.

MANAGEMENT CONTRACTS

Save for the VIE Agreements, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 March 2020.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, every Director and officer shall be entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities which he may incur or sustain in the execution of his duties or otherwise in relation thereto.

Such provision was in force during the year ended 31 March 2020. In addition, the Company has also maintained Directors and officers liability insurance during the year ended 31 March 2020 and up to the date of this report.

PRE-EMPTIVE RIGHTS

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

主要客戶及供應商

截至二零二零年三月三十一日止年度，最大客戶及五大客戶所佔本集團收益之百分比分別為52%及89%。

截至二零二零年三月三十一日止年度，最大供應商及五大供應商所佔本集團採購額之百分比分別為64%及100%。

於截至二零二零年三月三十一日止年度任何時間，本公司董事、董事之聯繫人士或股東（據董事所知擁有本公司已發行股本超過5%）並無於本集團五大供應商或客戶中擁有任何重大權益。

管理合約

於截至二零二零年三月三十一日止年度，除了VIE協議外，概無訂立或存在任何有關本公司業務整體或任何主要部分管理及行政事宜之合約。

准許彌償條文

根據組織章程細則，各董事及高級人員均有權就履行其職責或與此有關而可能招致或蒙受之所有損失或責任從本公司之資產及溢利中獲取彌償。

有關條文已於截至二零二零年三月三十一日止年度生效。此外，截至二零二零年三月三十一日止年度及直至本報告日，本公司亦已為董事及高級人員投購責任保險。

優先認股權

組織章程細則或開曼群島法例並無有關優先認股權之規定，致使本公司須按比例向現有股東發售新股。

Directors' Report 董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained a sufficient public float as required under the Listing Rules.

CHANGE OF AUDITOR

SHINEWING (HK) CPA Limited ("Shinewing") resigned as the auditor of the Group with effect from 26 April 2019 as the Company could not reach a mutual agreement with Shinewing on the audit fee for the financial year ended 31 March 2019. With the recommendation of the Audit Committee, Crowe (HK) CPA Limited ("Crowe") has been appointed as the new auditor of the Group on the same day. Crowe has tendered its resignation as the auditor of the Group on 30 June 2019 as the Company and Crowe were unable to reach consensus and agreement on certain issues. With the recommendation of the Audit Committee, the Board resolved to appoint ZHONGHUI ANDA CPA Limited ("ZHONGHUI") as the auditor of the Group on 2 July 2019.

AUDITOR

The consolidated financial statements of the Company for the year ended 31 March 2020 were audited by ZHONGHUI. A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint ZHONGHUI as auditor of the Company.

By order of the Board
Life Healthcare Group Limited

Xu Xueping
Executive Director

26 June 2020

足夠公眾持股量

於本年報日期，根據本公司公開所得資料及據董事所知，本公司一直維持上市規則規定之足夠公眾持股量。

更換核數師

信永中和(香港)會計師事務所有限公司(「信永中和」)已辭任本集團之核數師，自二零一九年四月二十六日起生效，原因是本公司未能就截至二零一九年三月三十一日止財政年度之審核費用與信永中和達成共識。按照審核委員會之建議，國富浩華(香港)會計師事務所有限公司(「國富浩華」)於同日獲委任為本集團之新核數師。由於本公司與國富浩華未能就若干事項達成共識及協議，國富浩華已於二零一九年六月三十日辭任本集團之核數師。按照審核委員會之建議，於二零一九年七月二日，董事會議決委任中匯安達會計師事務所有限公司(「中匯」)為本集團之核數師。

核數師

本公司截至二零二零年三月三十一日止年度之綜合財務報表已由中匯審核。本公司將於應屆股東週年大會提呈決議案，續聘中匯為本公司之核數師。

承董事會命
蓮和醫療健康集團有限公司

執行董事
徐學平

二零二零年六月二十六日

Corporate Governance Report 企業管治報告

OVERVIEW

The Company has formulated and maintained a high standard of corporate governance practices in order to safeguard the interest of shareholders, employees and other stakeholders of the Company.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules during the year ended 31 March 2020, except for the following deviations:

- Code provision A.4.1 of the CG Code provides that the non-executive directors should be appointed for a specific term and subject to re-election. The non-executive Director and independent non-executive Directors were not appointed for specific terms. In accordance with Article 84 of the Articles of Association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are in line to those of the CG Code.
- Code provision E.1.2 of the CG Code provides interpretation that the chairman of the board of directors should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting. Mr. Hua Yunbo, the then chairman of the Board did not attend the annual general meeting of the Company held on 31 October 2019 (the “2019 AGM”) as he had another engagement. The majority of the Board attended the 2019 AGM. The Company considers that the members of the Board who attended the 2019 AGM were able to sufficiently answering questions from shareholders at the 2019 AGM.

概覽

為了維護本公司股東、員工及其他利益相關者之利益，本公司制定及保持高水平企業管治常規。

企業管治常規

本公司於截至二零二零年三月三十一日止年度一直遵守上市規則附錄十四所載企業管治守則(「企業管治守則」)所載守則條文，惟以下偏離情況除外：

- 企業管治守則之守則條文A.4.1規定，非執行董事應按明確任期獲委任，並須重選連任。非執行董事及獨立非執行董事並無明確任期。根據本公司組織章程細則第84條，於每屆股東週年大會上，當時在任董事其中三分之一(倘人數並非三之倍數，則為最接近但不少於三分之一之人數)須輪值退任，惟每名董事至少須每三年於股東週年大會上輪值退任一次。因此，董事會認為已採取足夠措施確保本公司之企業管治常規符合企業管治守則規定。
- 企業管治守則之守則條文E.1.2規定，董事會主席應出席股東週年大會。彼亦應邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會(視適用情況而定)之主席出席。若有關委員會主席未克出席，彼應邀請另一名委員會成員(或如該名委員會成員未克出席，則由其適當委任之代表)出席。該等人士須在股東週年大會上回答提問。時任董事會主席華雲波先生因另一項活動而未能出席本公司於二零一九年十月三十一日舉行之股東週年大會(「二零一九年股東週年大會」)。董事會大部分成員已出席二零一九年股東週年大會。本公司認為，出席二零一九年股東週年大會之董事會成員可於二零一九年股東週年大會充分回答股東提問。

Corporate Governance Report 企業管治報告

— There were delays in release and publication of the results announcement and the annual report of the Company for the year ended 31 March 2019 by 30 June 2019 and 31 July 2019 respectively in accordance with the relevant Listings Rules 13.49(1) and 13.46(2)(a). Besides, there was delay in convening the annual general meeting of the Company by 30 September 2019 in accordance with the relevant Listing Rules 13.46(2)(b). Such non-compliances with the Listings Rules may not comply with the Listing Rules compliance under Code C.2.3 (e) of the CG Code. The aforesaid delays were caused by the sudden resignation of the then auditor on 30 June 2019. The Company has kept the shareholders and potential investors informed of the progress of the foresaid matters by announcements. Eventually, the results announcement and the annual report were released and published on the website of the Stock Exchange and the Company and the annual general meeting was convened. The Board is of the view that the aforesaid delays are one-off incidents that the aforesaid matters have been rectified eventually and the Company has complied with the Listings Rules in keeping the shareholders and investors informed of the progress of the aforesaid matters.

The Board will continue to review and recommend such steps as appropriate in a timely manner in order to comply with the requirements of the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the standard for securities transactions by Directors. The Company has made specific enquiries of all the Directors and all the Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Directors' securities transactions for the year ended 31 March 2020.

— 根據相關上市規則第13.49(1)及13.46(2)(a)條，本公司截至二零一九年三月三十一日止年度的業績公告及年報分別延至二零一九年六月三十日及二零一九年七月三十一日刊發及刊登。此外，根據相關上市規則第13.46(2)(b)條，本公司股東週年大會延至二零一九年九月三十日前召開。該等上市規則不合規事宜可能未能遵守企業管治守則第C.2.3(e)條項下的上市規則合規事宜。上述延遲乃由於當時的核數師於二零一九年六月三十日突然辭職。本公司已透過公告通知股東及潛在投資者上述事項的進展。最終，業績公告及年報於聯交所網站及本公司網站刊發及刊登，並召開股東週年大會。董事會認為，上述延遲為一次過事件，表明上述事項最終已得到糾正，且本公司已遵守上市規則，及時向股東及投資者告知上述事項的進展情況。

董事會將繼續適時檢討及建議合適之措施，以符合企業管治守則之規定。

董事之證券交易

本公司已採納上市規則附錄十所載標準守則作為董事進行證券交易之準則。本公司已向全體董事作出特定查詢，全體董事確認，彼等於截至二零二零年三月三十一日止年度一直遵守標準守則所載規定標準及其有關董事進行證券交易之行為守則。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS

The Board currently comprises seven members, being three executive Directors, one non-executive Director and three independent non-executive Directors. The list of Directors is set out in the section headed "Directors' Report" and the details of the Directors including their backgrounds and qualifications are set out in the section headed "Biographical Details of Directors" of this annual report. Each of the Directors has no fixed term of service with the Company and has not entered into service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation but is subject to retirement and re-election in accordance with the Articles of Association.

The Board assumes responsibility for the leadership and control of the Company and its members are collectively responsible for promoting the business of the Company by formulating the Group's overall strategies and policies, approving the business plans, evaluating the performance of the Group in pursuit of the Group's overall strategies and overseeing the management of the Group. The Board has established three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. The management of the Group is responsible for the day-to-day operations of the Group, and implementing the business strategies and plans formulated and approved by the Board.

All Directors have acted in good faith for the best interests of the Company and the stakeholders of the Company. Other than the statutory duties imposed on each of them, all of the Directors have exercised due care in monitoring the corporate matters of the Company and have provided grave concern, sufficient time and attention to all the significant issues and affairs of the Group.

Each of the independent non-executive Directors has made an annual confirmation to the Company concerning his independence pursuant to the Listing Rules. The Company considers that all the independent non-executive Directors meet the guidelines for assessing independence as set out in Rule 3.13 of the Listing Rules and are considered to be independent.

董事會

董事會現由七名成員組成，即三名執行董事、一名非執行董事及三名獨立非執行董事。董事名單載於本年報「董事會報告」一節，而董事之詳情(包括背景及資格)則載於「董事履歷詳情」一節。各董事於本公司並無固定服務年期，亦無與本公司訂立本公司不可於一年內不作補償(法定補償除外)而終止之服務合約，惟須根據組織章程細則退任及重選連任。

董事會負責領導及監控本公司，其成員則負責合作透過制訂本集團之整體策略及政策、批准業務計劃、根據本集團之整體策略評估本集團表現以及監管本集團之管理，從而推廣本公司之業務。董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會。本集團之管理層須負責就執行經董事會制訂及批准之業務策略及計劃而進行之本集團日常運作。

全體董事均真誠行事，為本公司及本公司利益相關者謀求最佳利益。除各自須承擔之法定職務外，全體董事均嚴謹監督本公司之公司事務，並付出充足的時間及精力，密切關注本集團各項重大事項及事務。

各獨立非執行董事已根據上市規則向本公司作出年度確認，確認彼等之獨立身分。本公司認為各獨立非執行董事均符合上市規則第3.13條所載評估獨立身分之指引，故被視為獨立人士。

Corporate Governance Report 企業管治報告

The number of Board meetings and general meetings attended by each Director during the year ended 31 March 2020 is set out below:

各董事於截至二零二零年三月三十一日止年度出席董事會會議及股東大會次數如下：

| Executive Directors | | Number of Board meetings attended 出席董事會 會議次數 | Number of general meetings attended 出席股東大會 次數 |
|-------------------------------------|-----------|-------------------------------------------------------|--------------------------------------------------------|
| 執行董事 | | | |
| Mr. Xu Xueping (Chairman) | 徐學平先生(主席) | 3/5 | 0/0 |
| Mr. Man Wai Lun | 文偉麟先生 | 22/22 | 1/1 |
| Mr. Yang Zhiying | 楊志英先生 | 0/2 | 0/0 |
| Mr. Hua Yunbo | 華云波先生 | 4/20 | 0/1 |
| Non-executive Directors | | Number of Board meetings attended 出席董事會 會議次數 | Number of general meetings attended 出席股東大會 次數 |
| 非執行董事 | | | |
| Ms. Shan Hua | 單華女士 | 19/22 | 0/1 |
| Dr. Feng Xiaogang | 馮曉剛博士 | 6/16 | 0/1 |
| Independent Non-executive Directors | | Number of Board meetings attended 出席董事會 會議次數 | Number of general meetings attended 出席股東大會 次數 |
| 獨立非執行董事 | | | |
| Mr. Liu Xinghua | 劉興華先生 | 22/22 | 1/1 |
| Mr. Zheng Chunlei | 鄭春雷先生 | 22/22 | 1/1 |
| Mr. Cheng Chun Man | 鄭振民先生 | 15/17 | 1/1 |
| Ms. Zhang Xuyang | 張旭陽女士 | 0/1 | 0/0 |
| Mr. Chan Kam Wah | 陳錦華先生 | 2/5 | 0/0 |
| Mr. Zhou Jian | 周健先生 | 3/4 | 0/0 |

Corporate Governance Report 企業管治報告

Save for regular Board meetings held during the year ended 31 March 2020, meetings of the Directors were held to discuss and transact other special businesses. The Board members are provided with appropriate and sufficient information in a timely manner to keep abreast of the Group's latest developments. All businesses transacted at the Board meetings are properly documented and recorded.

In respect of the corporate governance functions, the Board formulated their terms of reference and performed the following corporate governance duties during the year ended 31 March 2020:

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

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the year ended 31 March 2020 and up to the date of this annual report, the chairman of the Board has provided leadership to the Board and the chief executive officer of the Company and/or the management has overseen the general management and daily operation of the Group.

除於截至二零二零年三月三十一日止年度舉行之董事會常規會議外，董事會亦舉行會議討論及處理其他特別事項。董事會成員會適時取得適當且充足之資料，使彼等瞭解本集團之最新發展情況。所有於董事會會議審議之事項均已妥善存檔及記錄。

企業管治職能方面，董事會制訂了職權範圍，並於截至二零二零年三月三十一日止年度內履行了下列企業管治職責：

- 檢討本公司企業管治政策及常規，並提出建議；
- 檢討及監察董事及高級管理層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；
- 制定、檢討及監察董事及僱員適用的操守守則；及
- 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露事項。

主席與行政總裁

企業管治守則之守則條文A.2.1規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。於截至二零二零年三月三十一日止年度及截至本年報日期，董事會主席領導董事會，而本公司行政總裁及／或管理層監督本集團整體管理及日常營運。

Corporate Governance Report 企業管治報告

TRAINING FOR DIRECTORS

Each newly appointed Director receives a comprehensive and formal induction to ensure that he/she has an appropriate understanding of (i) the business and operations of the Group; (ii) his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements; (iii) the corporate governance code of the Company and (iv) the Model Code.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors will be arranged at the expenses of the Company whenever necessary. The Directors are committed to complying with code provision A.6.5 of the CG Code on Directors' training. The Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided their training records for the year ended 31 March 2020 to the Company.

董事培訓

每名獲委任之新董事均獲提供全面及正式之入職培訓，以確保彼可適當掌握(i)本集團之業務及營運；(ii)彼根據上市規則及相關監管規定須履行之責任及職務；(iii)本公司之企業管治守則；及(iv)標準守則。

董事將不斷獲得法定及監管機制發展以及業務環境之最新消息，以協助彼等履行職責。於有需要時，董事將獲安排接受持續簡報及專業發展，費用由本公司承擔。董事致力遵守企業管治守則之守則條文A.6.5有關董事培訓之規定。董事有參與增進及重溫彼等知識及技能之持續專業發展，並已向本公司提供彼等於截至二零二零年三月三十一日止年度之培訓記錄。

| Name of Directors | 董事姓名 | Topics on training covered (Notes) 所涵蓋之培訓主題(附註) |
|-------------------|------|----------------------------------------------------|
| Xu Xueping | 徐學平 | (3) |
| Yang Zhiying | 楊志英 | Nil無 |
| Man Wai Lun | 文偉麟 | (1), (2), (3), (4) |
| Shan Hua | 單華 | (3) |
| Liu Xinghua | 劉兴华 | (2) |
| Zheng Chunlei | 鄭春雷 | (1), (4) |
| Cheng Chun Man | 鄭振民 | (1), (2), (3), (4) |
| Zhang Xuyang | 張旭阳 | Nil無 |
| Chan Kam Wah | 陳錦華 | Nil無 |
| Zhou Jian | 周健 | Nil無 |
| Hua Yunbo | 華云波 | Nil無 |
| Feng Xiaogang | 馮曉剛 | Nil無 |

Notes:

- (1) laws, rules and regulations
- (2) finance, accounting or taxation
- (3) management
- (4) business related to the Company

附註：

- (1) 法例、法規及規則
- (2) 財務、會計或稅務
- (3) 管理
- (4) 與本公司相關業務

Corporate Governance Report 企業管治報告

DIRECTORS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors.

REMUNERATION COMMITTEE

The principal responsibilities of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and members of the senior management of the Company and to determine the specific remuneration packages of all executive Directors and members of the senior management of the Company. The terms of reference of the Remuneration Committee have been posted on the website of the Stock Exchange and the Company, respectively.

The Remuneration Committee is chaired by an independent non-executive Director. The Remuneration Committee comprises of two independent non-executive Directors and one executive Director.

The Remuneration Committee held 5 meetings during the year ended 31 March 2020. Details of the attendance of the committee members are as follows:

| Committee Members | Attendance |
|------------------------------------------------------|------------|
| Mr. Liu Xinghua (<i>Chairman of the Committee</i>) | 5/5 |
| Mr. Cheng Chun Man | 4/4 |
| Mr. Xu Xueping | 1/1 |
| Ms. Shan Hua | 4/4 |

The major work performed by the Remuneration Committee during the year ended 31 March 2020 included, amongst other things, the following:

- reviewing the remuneration policy for Directors and senior management and making recommendation to the Board;
- making recommendations on the remuneration packages of the non-executive directors; and
- reviewing and determining the remuneration of the executive Directors and members of the senior management.

董事之保險

本公司已就其董事可能會面對之任何法律訴訟作出適當之投保安排。

薪酬委員會

薪酬委員會之主要職責為對本公司有關董事及本公司高級管理層成員全體薪酬之政策及架構向董事會提供建議，並釐定全體執行董事及本公司高級管理層成員之特定薪酬組合。薪酬委員會之職權範圍已分別登載於聯交所及本公司網站。

薪酬委員會由一名獨立非執行董事擔任主席。薪酬委員會由兩名獨立非執行董事及一名執行董事組成。

薪酬委員會於截至二零二零年三月三十一日止年度曾舉行5次會議。委員會成員之出席詳情如下：

| 委員會成員 | 出席率 |
|--------------|-----|
| 刘兴华先生(委員會主席) | 5/5 |
| 鄭振民先生 | 4/4 |
| 徐學平先生 | 1/1 |
| 单华女士 | 4/4 |

薪酬委員會於截至二零二零年三月三十一日止年度履行之主要工作其中包括以下各項：

- 檢討董事及高級管理層薪酬政策並向董事會提供建議；
- 就非執行董事薪酬組合提供建議；及
- 檢討及釐定執行董事及高級管理層成員之薪酬。

Corporate Governance Report 企業管治報告

REMUNERATION POLICY OF THE DIRECTORS

The remuneration of Directors is determined by the Remuneration Committee having regard to the performance of individuals and market trends. The Company also adopted a share option scheme on 18 September 2012 for the primary propose of providing incentives to any Directors and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers to the Group who the Board considers, in its sole discretion, have contributed or shall contribute to the Group.

The remuneration of the Directors, being the senior management of the Company, by band for the year ended 31 March 2020 is set out below:

| Remuneration band | Number of persons |
|-----------------------------|-------------------|
| Not more than HK\$1,000,000 | 2 |
| HK\$1,000,001–HK\$1,500,000 | 1 |

Particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 12 to the consolidated financial statements in this annual report.

NOMINATION COMMITTEE

The principal responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed change and to review the board diversity policy of the Company and review the measurable objectives that the Board has set for implementing such policy and the progress on achieving the objectives and appointment of directors and senior management. The terms of reference of the Nomination Committee have been posted on the website of the Stock Exchange and the Company, respectively.

The Nomination Committee is chaired by an independent non-executive Director. The Nomination Committee comprises of one executive Director and two independent non-executive Directors.

董事之薪酬政策

董事薪酬乃由薪酬委員會按個別員工表現及市場走勢釐定。本公司亦於二零一二年九月十八日採納購股權計劃，主要目的在於獎勵董事會全權酌情認為已經或將會對本集團作出貢獻之本集團任何董事及僱員，以及本集團任何顧問、諮詢人、分銷商、承包商、供應商、代理、客戶、業務夥伴、合營業務夥伴、發起人及服務供應商。

董事（即本公司高級管理層）截至二零二零年三月三十一日止年度按範圍劃分之薪酬載列如下：

| 薪酬範圍 | 人數 |
|-------------------------|----|
| 不超過1,000,000港元 | 2 |
| 1,000,001港元至1,500,000港元 | 1 |

須根據上市規則附錄十六披露之董事薪酬及五名最高薪人士詳情載於本年報綜合財務報表附註12。

提名委員會

提名委員會之主要職責為定期審閱董事會之架構、規模及組成（包括其技巧、知識及經驗），就任何建議變動向董事會提供意見，檢討本公司之董事會成員多元化政策，並檢討董事會就實行該等政策制定之可計量目標及達成目標之進展以及委任董事及高級管理層。提名委員會之職權範圍已分別登載於聯交所及本公司網站。

提名委員會由一名獨立非執行董事擔任主席。提名委員會由一名執行董事及兩名獨立非執行董事組成。

Corporate Governance Report 企業管治報告

The Nomination Committee held 5 meetings during the year ended 31 March 2020. Details of the attendance of the committee members are as follows:

| Committee Members | Attendance |
|---------------------------------------------------------|------------|
| Mr. Cheng Chun Man (<i>Chairman of the Committee</i>) | 4/4 |
| Mr. Zheng Chunlei | 5/5 |
| Mr. Man Wai Lun | 5/5 |
| Mr. Chan Kam Wah | 0/1 |

The major work performed by the Nomination Committee during the year ended 31 March 2020 included, amongst other things, the following:

- reviewing the structure, size, composition and diversity of the Board;
- reviewing the board diversity policy;
- considering and making recommendations to the Board for the appointment of Directors and management;
- considering the re-election of Directors at the annual general meeting of the Company held in October 2019; and
- reviewing the independence of the independent non-executive Directors.

The Company has adopted a board diversity policy (the “**Board Diversity Policy**”) on 30 August 2013 which sets out its approach to achieve diversity on the Board to ensure that the Board has the appropriate balance of skills experience and diversity of perspectives appropriate to the requirements of the Company’s business with a view to achieving a sustainable and balanced development of the Company.

提名委員會於截至二零二零年三月三十一日止年度曾舉行5次會議。委員會成員之出席詳情如下：

| 委員會成員 | 出席率 |
|--------------|-----|
| 鄭振民先生(委員會主席) | 4/4 |
| 鄭春雷先生 | 5/5 |
| 文偉麟先生 | 5/5 |
| 陳錦華先生 | 0/1 |

提名委員會於截至二零二零年三月三十一日止年度履行之主要工作其中包括以下各項：

- 檢討董事會之架構、規模、組成及多元化；
- 檢討董事會多元化政策；
- 考慮委任董事及高級管理層及就此向董事會提供建議；
- 於二零一九年十月舉行之本公司股東週年大會上考慮重選董事；及
- 檢討獨立非執行董事之獨立性。

本公司已於二零一三年八月三十日採納董事會成員多元化政策(「**董事會成員多元化政策**」)，其中載列其達致董事會成員多元化之方法，確保董事會在技能、經驗及觀點多元化方面保持適當平衡並切合本公司業務需求，藉以令本公司得以可持續及均衡發展。

Corporate Governance Report 企業管治報告

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into account factors based on its own business model and specific needs from time to time.

AUDIT COMMITTEE

The principal responsibilities of the Audit Committee are to review the relationship with the auditors of the Company; review the financial information of the Group and oversee the Group's financial reporting system, internal control procedures and risk management system. The terms of reference of the Audit Committee has been amended and re-adopted by the Board on 1 April 2016 to include the risk management function, and the same has been published on the website of the Stock Exchange and the Company, respectively.

The Audit Committee comprises of three independent non-executive Directors and one of whom has the appropriate professional qualifications, or accounting or related financial management expertise.

The Audit Committee held 5 meetings during the year ended 31 March 2020. Details of the attendance of the committee members are as follows:

| Committee Members | Attendance |
|---------------------------------------------------------|------------|
| Mr. Cheng Chun Man (<i>Chairman of the Committee</i>) | 4/4 |
| Mr. Zheng Chunlei | 5/5 |
| Mr. Liu Xinghua | 4/4 |
| Mr. Zhou Jian | 1/1 |
| Mr. Chan Kam Wah | 1/1 |
| Ms. Zhang Xuyang | 0/0 |

本公司尋求透過考慮多項因素(包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及任期)達致董事會成員多元化。本公司亦將按照其本身業務模式及不時之特別需要而考慮各項因素。

審核委員會

審核委員會之主要職責為檢討與本公司核數師之關係；審閱本集團之財務資料及監察本集團財務報告制度、內部監控程序及風險管理系統。董事會已於二零一六年四月一日修訂及重新採納審核委員會之職權範圍以包括風險管理職能，而有關職權範圍已刊載於聯交所及本公司網站。

審核委員會由三名獨立非執行董事組成，其中一名成員具備合適專業資格或會計或相關財務管理專業知識。

審核委員會於截至二零二零年三月三十一日止年度曾舉行5次會議。委員會成員之出席詳情如下：

| 委員會成員 | 出席率 |
|--------------|-----|
| 鄭振民先生(委員會主席) | 4/4 |
| 鄭春雷先生 | 5/5 |
| 刘兴华先生 | 4/4 |
| 周健先生 | 1/1 |
| 陳錦華先生 | 1/1 |
| 张旭阳女士 | 0/0 |



Corporate Governance Report 企業管治報告

The major work performed by the Audit Committee during the year ended 31 March 2020 included, amongst other things, the following:

- reviewing the annual results of the Group for the financial year ended 31 March 2019 with the conclusion that the preparations of such results have been complied with the applicable accounting standards;
- reviewing the interim results of the Group for the six months ended 30 September 2019;
- reviewing the effectiveness of the Group's internal control systems and procedures and risk management system; and
- reviewing and recommending the appointment and re-appointment of the auditor to the Board for approval.

COMPANY SECRETARY

The company secretary of the Company (the “**Company Secretary**”) supports the Board. All Directors have access to the advice and services of the Company Secretary.

The Company Secretary is Mr. Chung Yuk Lun (“**Mr. Chung**”). Mr. Chung has complied with the relevant professional training requirement of the Listing Rules during the year ended 31 March 2020.

審核委員會於截至二零二零年三月三十一日止年度履行之主要工作其中包括以下各項：

- 審閱本集團截至二零一九年三月三十一日止財政年度之年度業績，結論為有關業績之編製方式符合適用會計準則之規定；
- 審閱本集團截至二零一九年九月三十日止六個月之中期業績；
- 審閱本集團內部監控制度及程序及風險管理系統之成效；及
- 檢討及推薦委任及重新委任核數師予董事會批准。

公司秘書

本公司之公司秘書（「**公司秘書**」）負責協助董事會，所有董事均可獲公司秘書提供意見及服務。

公司秘書為鍾育麟先生（「**鍾先生**」）。鍾先生於截至二零二零年三月三十一日止年度已遵守上市規則相關專業培訓規定。

Corporate Governance Report 企業管治報告

EXTERNAL AUDITOR

The Audit Committee is responsible for considering the appointment of the external auditor and reviewing any non-audit services performed by the external auditor. During the year ended 31 March 2020, the fee for audit and non-audit services to the Company's external auditors, for the provision of services are as follows:

| | | ZHONGHUI 中匯 HK\$'000 千港元 |
|----------------------------------------------------------------|-----------------|-----------------------------------|
| Audit services | 核數服務 | 1,580 |
| Non-audit services | 非核數服務 | |
| (including review of interim report and financial information) | (包括審閱中期報告及財務資料) | Nil 無 |
| | | 1,580 |

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group. The responsibilities of the Directors and auditor of the Company are set out on pages 75 to 81 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible to ensure that adequate systems of internal control and risk management are maintained within the Group, and to review their effectiveness through the Audit Committee. The internal control and risk management systems are designed to meet the Group's particular needs and the risks to which it is exposed, and by their nature can only provide reasonable, but not absolute assurance against misstatement or loss and to manage, but not to eliminate, risks of failure in achieving the Group's objectives. Practicable and effective internal control systems and procedures and risk management systems have been implemented by the Group to enhance internal control and risk management on an ongoing basis.

外聘核數師

審核委員會負責審議外聘核數師之任命及檢討外聘核數師提供之任何非核數服務。於截至二零二零年三月三十一日止年度，本公司外聘核數師提供之核數及非核數服務費用如下：

董事及核數師於財務報表之責任

董事確認須負責編製本集團之財務報表。董事及本公司核數師之責任載於本年報第75至81頁。

風險管理及內部監控

董事會負責確保本集團維持足夠之內部監控及風險管理系統，並透過審核委員會檢討其成效。內部監控及風險管理系統乃專為應付本集團之特定需要及所須承受風險而設，惟其性質使然，僅能就有關錯誤陳述或損失提供合理而非絕對之保證，管理而非消除無法達致本集團目標之風險。本集團已實施實際可行及有效之內部監控系統及程序及風險管理系統，以持續加強內部監控及風險管理。

Corporate Governance Report 企業管治報告

MAIN FEATURES OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS (“SYSTEMS”)

Control structure

- | | |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Board | <ul style="list-style-type: none"> ensure the maintenance of appropriate and effective Systems in order to safeguard the shareholders' investment and assets of the Group; define management structure with clear lines of responsibility and limit of authority; and determine the nature and extent of significant risk that the Company is willing to take in achieving the strategic objectives and formulate the Group's risk management strategies. |
| Audit Committee | <ul style="list-style-type: none"> oversee the Systems of the Group; review and discuss with the management annually to ensure that the management has performed its duty to have effective Systems; and consider major findings on internal control matters and make recommendations to the Board. |
| The management | <ul style="list-style-type: none"> design, implement and monitor the Systems properly and ensure the Systems are executed effectively; monitor risks and take measures to mitigate risks in day-to-day operations; give prompt responses to, and follow up the findings on internal control matters; and provide confirmation to the Board on the effectiveness of the Systems. |
| Internal Audit Function | <ul style="list-style-type: none"> carry out the analysis and independent appraisal of the adequacy and effectiveness of the Systems. |

風險管理及內部監控系統(「該等系統」)之主要特點

監控架構

- | | |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 董事會 | <ul style="list-style-type: none"> 確保維持合適及有效的該等系統，以保障股東投資及本集團資產； 制定有明確責任及權限的管理架構；及 釐定本公司就達致戰略目標所願承擔之重大風險之性質及程度，並制定本集團之風險管理策略。 |
| 審核委員會 | <ul style="list-style-type: none"> 監察本集團之該等系統； 每年與管理層檢討並討論，以確保管理層履行其職責以維持該等系統之有效性；及 考慮有關內部監控事宜的重要調查結果並向董事會提出建議。 |
| 管理層 | <ul style="list-style-type: none"> 妥善設計、實施及監督該等系統，並確保該等系統得以有效執行； 監督風險並採取措施降低日常營運風險； 對有關內部監控事宜之調查結果作出及時的回應及跟進；及 向董事會確認該等系統之有效性。 |
| 內部審核職能 | <ul style="list-style-type: none"> 對該等系統之充足性及有效性進行分析及獨立評核。 |

Corporate Governance Report 企業管治報告

Control approach

The risk management process includes risk identification, risk evaluation and risk management measures.

The management conducted interviews with relevant staff members, reviewing relevant documentation of the internal control system, identifying and evaluating findings of any deficiencies in the design of the Group's internal control system, providing recommendations for improvement and following up on the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of review on the risk management and internal control are reported to and reviewed by the Audit Committee annually.

Procedure manuals and operational guidelines are in place to safeguard the assets against unauthorised use or disposition, ensuring maintenance of proper accounting records in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication.

INTERNAL AUDIT FUNCTION

The Board has outsourced the internal audit function to a professional firm during the year ended 31 March 2020 to review the risk management and internal control system of the Group. The report identified the findings in internal control system of the Company, the risks associated with operating units of the Company and the recommendations to rectify the findings in internal control systems and to lower the risks identified. The recommendations have been adopted and implemented by the Company.

During the year ended 31 March 2020, the Board, through the Audit Committee, has reviewed effectiveness of the Group's systems of internal control and risk management in respect of financial, operational and compliance aspect annually and considers that the systems are adequate and effective.

The Board, through the Audit Committee, has also reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting functions, and consider that they are adequate.

監控方法

風險管理過程包括風險識別，風險評估及風險管理措施。

管理層與相關員工進行面談，並審閱內部監控系統相關文件，識別及評估本集團內部監控系統設計中所發現之任何不足，就改善措施提供建議及跟進實施有關建議之有效性(倘適用)。對風險管理及內部監控審閱的範圍及結果會每年呈報審核委員會並經其審核。

制定該等手冊及指引以保障資產，以免未經授權使用或處置，確保遵守適用法律、法規及規則維持適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發。

內部審核職能

董事會於截至二零二零年三月三十一日止年度將內部審核職能外判予專業事務所，以審閱本集團之風險管理及內部監控制度。報告識別出本公司內部監控制度之有關發現、與本公司營運單位相關之風險以及糾正內部監控制度有關發現和減低所識別風險之推薦建議。建議已獲本公司採納並予以執行。

董事會於截至二零二零年三月三十一日止年度已透過審核委員會每年檢討本集團財務、營運及合規方面內部監控及風險管理系統之成效，並認為系統為完備及有效。

董事會已透過審核委員會檢討並認為本集團的會計及財務匯報職能之資源、員工資歷及經驗，培訓課程及預算為足夠。

Corporate Governance Report 企業管治報告

DIVIDEND POLICY

The Company has adopted a dividend policy (the “Dividend Policy”) where the Company would, where the situation allows, declare dividends to shareholders taking into consideration the Group’s distributable profits generated during the year, the financial situation and liquidity of the Group, the funding needs for future investment and development purposes. The payment of dividend is also subject to any restrictions under the laws of Cayman Islands, the laws of Hong Kong and the articles of association of the Company.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with requirements of SFO and the Listing Rules in relation to the handling and dissemination of inside information. The Group discloses inside information to the public as soon as reasonably practicable. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company regards high quality reporting as an essential element in building successful relationships with its shareholders. The Company always endeavour to provide relevant information to existing and potential investors, not only to comply with the different requirements in force but also to enhance transparency and communications with shareholders and the investing public. Regular and publicly available disclosures about important issues, including performance, fundamental business strategy, governance and the management of risk are made through various channels:

- the Company’s annual general meeting;
- interim and annual results announcements published on the websites of the Company and the Stock Exchange;
- interim and annual reports of the Company delivered to all shareholders;

股息政策

本公司已採納股息政策(「股息政策」)，如情況許可，本公司將考慮本集團於年內產生之可供分派溢利、本集團之財務狀況及流動資金以及可供未來投資及發展用途之資金需求，向股東宣派股息。派付股息亦須遵守開曼群島法例、香港法例及本公司組織章程細則之任何限制。

處理及發放內幕消息之程序及內部監控

本集團遵守證券及期貨條例以及上市規則有關處理及發放內部資料之規定。本集團必須在合理地切實可行的範圍內盡快向公眾披露任何內幕消息。本集團在向公眾全面披露有關消息前，應確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，便應即時向公眾披露該消息。

與股東及投資者之溝通

本公司認為高質素之報告是與股東成功建立關係之重要元素。本公司一直致力向現有及潛在投資者提供有關資料，不僅符合現時生效之各種規定，亦同時提高透明度及加強與股東及公眾投資者之溝通。本公司亦經各種渠道，定期及公開披露重大事宜，包括表現、基本業務策略、管治及管理風險之資料：

- 本公司股東週年大會；
- 於本公司及聯交所網站登載中期及年度業績公佈；
- 寄發本公司中期及年度報告予全體股東；

Corporate Governance Report 企業管治報告

- timely update of the websites of the Stock Exchange and the Company;
- meeting with shareholders;
- regular circulars and letters to shareholders; and
- prompt news releases and announcements regarding major corporate actions and business initiatives.
- 適時更新聯交所及本公司網站；
- 與股東會面；
- 定期向股東發出通函及函件；及
- 主動發表關於主要公司活動及經營方案之新聞稿及公佈。

The Company maintains a website at www.lifehealthcare.com where the Company's announcements, circulars, notices, financial reports, business developments, press releases and other information are posted.

本公司設有公司網站www.lifehealthcare.com，登載本公司之公佈、通函、通告、財務報告、業務發展、新聞稿及其他資料。

The Company is committed to ensuring that it is in full compliance with disclosure obligations stipulated under the Listing Rules and other applicable laws and regulations, and that all shareholders and potential investors of the Company have an equal opportunity to receive and obtain externally available information that is released by the Group.

本公司致力確保全面遵守上市規則及其他適用法例與法規訂明之披露責任，而全體股東及本公司潛在投資者均具有相同機會，可獲得及取得本集團對外公佈之資料。

The Company always welcome shareholders' views and input. Shareholders and other stakeholders may at any time address their concerns to the Company by mail to the Company's principal office in Hong Kong at Office A, 18/F, Aubin House, 171-172 Gloucester Road, Wanchai, Hong Kong, or email to ir@lifehealthcare.com.

本公司向來歡迎股東提供觀點及意見。股東及其他利益相關者可隨時向本公司發出信函予本公司之香港主要辦事處，地址為香港灣仔告士打道171-172號安邦商業大廈18樓A室，或電郵至ir@lifehealthcare.com，提出彼等之關注事項。

Corporate Governance Report 企業管治報告

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting by shareholders

Pursuant to Article 58 of the Articles of Association, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting forward proposals at general meetings

A shareholder shall make a written requisition to the Board or the Company Secretary at the Company's principal office in Hong Kong at Office A, 18/F, Aubin House, 171-172 Gloucester Road, Wanchai, Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

CONSTITUTIONAL DOCUMENTS

There has been no change to the Company's constitutional documents during the year ended 31 March 2020.

股東權利

股東召開股東特別大會

根據組織章程細則第58條，任何一名或多名於遞呈要求之日期持有不少於附帶於本公司股東大會表決權之本公司繳足股本十分之一之股東，於任何時候均有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。倘於有關遞呈後二十一(21)日內，董事會未有召開該大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生之合理開支。

於股東大會上提呈建議

股東須致函本公司香港主要辦事處(地址為香港灣仔告士打道171-172號安邦商業大廈18樓A室)向董事會或公司秘書提出書面要求，當中列明該股東之股權資料、其詳細聯絡資料，以及擬就任何特定事項／事宜而於股東大會上提呈之建議及其證明文件。

憲章文件

本公司憲章文件於截至二零二零年三月三十一日止年度概無變動。

Environmental, Social and Governance Report 環境、社會及管治報告

ABOUT THE REPORT

Life Healthcare Group Limited and its subsidiaries (collectively the “Group”) are pleased to publish the Environmental, Social and Governance (“ESG”) Report for the reporting period from 1 April 2019 to 31 March 2020 (the “Year”). The ESG Report summarises the Group's efforts and achievements in corporate social responsibility and sustainable development.

Scope of the Report

The ESG Report focuses on the environmental and social performance of the Group's business in providing healthcare services in the People's Republic of China (the “PRC”). The disclosure of the key performance indicators (“KPIs”) in the Year focuses on the research and development centre of the Group in Economic-Technological Development Area in Yizhuang, Beijing of the PRC and Beijing Office of the Group. The ESG Report presents the sustainability approach and performance in the environmental and social aspects of the business in the Year. The Group will continue to strengthen information collection in order to enhance its environmental performance and to further disclose relevant information on sustainable development.

Reporting Framework

The ESG Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” under Appendix 27 to the Listing Rules.

ESG Governance

The Group is fully aware of the important role of the Board of Directors (the “Board”) in the formulation and implementation of its ESG strategies and policies. To ensure the Group's continual steps towards sustainable development, the Board shoulders the primary responsibilities of assessing and controlling ESG related risks, so that proper and effective ESG risk management measures and internal control system can be established. The Board also delegates authority to the management of functional departments, where relevant ESG policies are formulated and executed.

Stakeholder Engagement

The Group has engaged the employees from different departments to help the Group recognising the sustainability performance. The diligently collected and carefully analysed information was not only the Group's sustainable initiatives during the Year, but also the basis for the Group to map out short-term and long-term sustainability strategies.

Stakeholders' opinions are vital for the Group while adjusting its business objectives and strategies as well as seizing opportunities. Therefore, the Group strives to maintain a trustful and supporting relationship with its stakeholders in order to understand their expectation and needs through effective communication.

關於報告

蓮和醫療健康集團有限公司及其附屬公司(統稱「本集團」)欣然發表其於二零一九年四月一日至二零二零年三月三十一日報告期間(「本年度」)之環境、社會及管治(「ESG」)報告。ESG報告概述本集團於企業社會責任及可持續發展方面作出之貢獻及成就。

報告範圍

ESG報告集中於本集團在中華人民共和國(「中國」)提供健康服務業務時之環境及社會表現。本年度之關鍵績效指標(「關鍵績效指標」)集中披露本集團位於中國北京亦莊經濟技術開發區之研發中心及本集團之北京辦公室。ESG報告呈列本年度業務在環境及社會方面之可持續發展方針及表現。本集團將繼續加強資料收集，以提升其環境表現及進一步披露可持續發展之相關資料。

報告框架

ESG報告乃根據上市規則附錄二十七《環境、社會及管治報告指引》編製。

ESG管治

本集團充分了解董事會(「董事會」)在制定並實施其ESG策略及政策時擔當之重要角色。為確保本集團可持續發展方面不斷邁步向前，董事會肩負著評估及監控ESG相關風險之首要職責，以便制定適當及行之有效的ESG風險管理措施以及內部監控制度。董事會亦授權職能部門之管理層負責制定並執行相關ESG政策。

持份者參與

本集團邀請不同部門之僱員協助了解本集團的可持續發展表現。經審慎收集及仔細分析之資料不僅是本集團於本年度實施之可持續發展措施，亦是本集團制定短期及長期可持續發展策略之基礎。

持份者意見對本集團調整業務目標和策略，以及把握機會都至關重要。因此，本集團銳意與其持份者維持互相信任及扶持之關係，務求透過有效溝通了解其期望及需要。

Environmental, Social and Governance Report

環境、社會及管治報告

| Stakeholders 持份者 | Expectations and requirements 期望及需要 | Communication and response 溝通及回應 |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Government and regulatory bodies | <ul style="list-style-type: none"> • Strict compliance with national policies, law and regulation • Paying taxes in full and on time | <ul style="list-style-type: none"> • Regular information reporting • Examinations and inspections |
| 政府及監管機構 | <ul style="list-style-type: none"> • 嚴格遵守國家政策、法律及法規 • 依時足額繳稅 | <ul style="list-style-type: none"> • 定期匯報信息 • 調查及檢查 |
| Shareholders | <ul style="list-style-type: none"> • Returns • Operation in compliance with laws | <ul style="list-style-type: none"> • General meetings • Announcements |
| 股東 | <ul style="list-style-type: none"> • 收益回報 • 依法營運 | <ul style="list-style-type: none"> • 股東大會 • 公告 |
| Business partners | <ul style="list-style-type: none"> • Operational integrity • Equal rivalry • Performance of contracts • Mutual benefits | <ul style="list-style-type: none"> • Review and appraisal meetings • Business communications • Exchanges and discussions • Engagement and cooperation |
| 商業夥伴 | <ul style="list-style-type: none"> • 誠信經營 • 公平競爭 • 履行合約 • 互惠互利 | <ul style="list-style-type: none"> • 檢討及評估會議 • 業務溝通 • 交流討論 • 洽談合作 |
| Customers | <ul style="list-style-type: none"> • Outstanding products and services • Health and safety • Performance of contracts • Operation integrity • Privacy protection | <ul style="list-style-type: none"> • Quality assurance program • Training for employees • Customer Communication meetings • Social media platforms • Privacy Policy |
| 客戶 | <ul style="list-style-type: none"> • 優質產品及服務 • 健康與安全 • 履行合約 • 誠信經營 • 保護私隱 | <ul style="list-style-type: none"> • 質量保證程序 • 僱員培訓 • 客戶溝通會議 • 社交媒體平台 • 私隱權政策 |

Environmental, Social and Governance Report 環境、社會及管治報告

| Stakeholders 持份者 | Expectations and requirements 期望及需要 | Communication and response 溝通及回應 |
|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Environment 環境 | <ul style="list-style-type: none"> Compliant emission Energy saving and emission reduction Ecosystem protection | <ul style="list-style-type: none"> Communication with local environment department Reporting Compliance with environmental policies |
| Industry 行業 | <ul style="list-style-type: none"> Promoting industry development 促進行業發展 | <ul style="list-style-type: none"> Compliance with industry standards 遵守行業標準 |
| Employees 僱員 | <ul style="list-style-type: none"> Protection of rights Occupational health Remunerations and benefit Career development Humanity cares | <ul style="list-style-type: none"> Employee communication meetings Corporate journal, intranet and email One-to-one communication Training and workshop Employee activities |
| Community and the public 社區及公眾 | <ul style="list-style-type: none"> Improvement of community environment Participation in charity Information transparency | <ul style="list-style-type: none"> Communication through property management Social media platforms Announcement |

Environmental, Social and Governance Report 環境、社會及管治報告

The Group will continue to increase the involvement of stakeholders so as to collect their valuable and constructive opinions with a view to charting a course.

MATERIALITY MATRIX

In the Year, the Group carried out materiality assessment on a number of ESG issues in order to identify which issues were crucial to the Group's business and were of the utmost concerned by stakeholders. It helps the Group to ensure its business development meeting the expectations and requirements of stakeholders. The Group has identified 21 ESG issues covering environmental, social and operation, and has invited stakeholders to assess the materiality of the ESG issues through a scoring tool, discussions or interviews. The Group's management has reviewed the ranking of materiality of the ESG issues and then disclosed the result in this report. The results of materiality assessment prioritised stakeholder inputs and made the Group focused on the material aspects for actions, achievements and reporting.

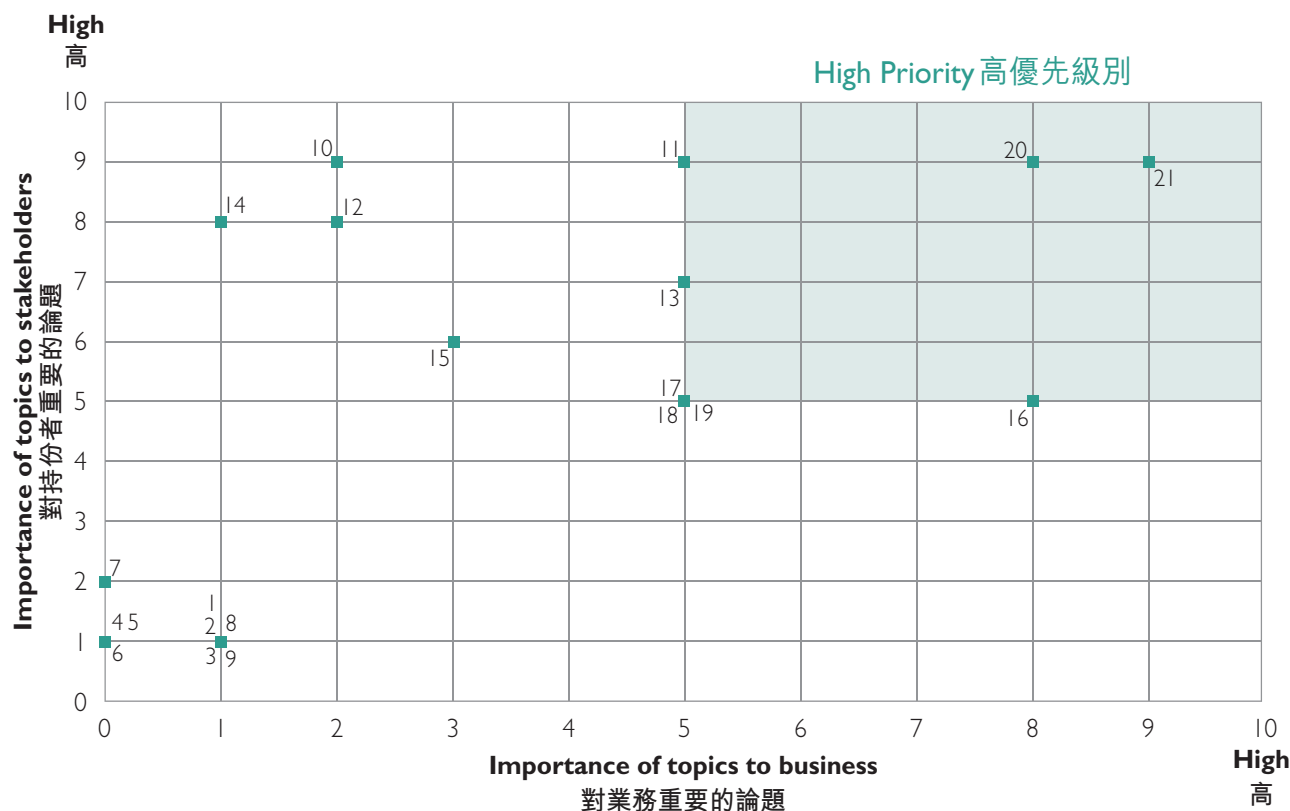
本集團將繼續提高持份者之參與程度，收集具建設性的寶貴意見，定下發展方向。

重要性矩陣

於本年度，本集團對多項ESG事宜進行重要性評估，以識別對本集團業務最重要及持份者最關注的事宜。該評估有助於本集團確保其業務發展符合持份者的期望及需求。本集團已識別出21項涵蓋環境、社會及營運的ESG事宜，並邀請持份者透過評分工具、討論或面談，以作評估ESG事宜的重要性。本集團管理層已審閱ESG事宜的重要性級別，並隨後於本報告內披露結果。重要性評估的結果為優先考慮持份者的意見並使本集團注重行動、成就及報告的重要方面。

The Group's materiality matrix of ESG issues in the Year:

本集團於本年度的ESG事宜重要性矩陣：



Environmental, Social and Governance Report 環境、社會及管治報告

| Environmental issues 環境事宜 | Social issues 社會事宜 | Operation issues 營運事宜 |
|------------------------------------------------|---------------------------------------|------------------------------|
| 1. Greenhouse gas emissions | 8. Local community engagement | 16. Economic value generated |
| 2. Energy consumption | 9. Community investment | 17. Corporate governance |
| 3. Water consumption | 10. Occupational health and safety | 18. Anti-corruption |
| 4. Waste | 11. Labour standards in supply chain | 19. Supply chain management |
| 5. Environmental impact of business | 12. Training and development | 20. Customer satisfaction |
| 6. Customer engagement in environmental issues | 13. Employee welfare | 21. Customer privacy |
| 7. Use of chemicals | 14. Inclusion and equal opportunities | |
| | 15. Talent attraction and retention | |
| 1. 溫室氣體排放 | 8. 本地社區參與 | 16. 經濟價值的產生 |
| 2. 能源消耗 | 9. 社區投資 | 17. 企業管治 |
| 3. 用水 | 10. 職業健康及安全 | 18. 反貪污 |
| 4. 廢物 | 11. 供應鏈內的勞工標準 | 19. 供應鏈管理 |
| 5. 業務對環境的影響 | 12. 培訓及發展 | 20. 客戶滿意度 |
| 6. 客戶對環境事宜的參與 | 13. 僱員福利 | 21. 客戶私隱 |
| 7. 化學品使用 | 14. 包容及平等機會 | |
| | 15. 吸納及挽留人才 | |

PROTECTING THE ENVIRONMENT

Emissions

The Group is committed to minimising the environmental impact of its business activities and has strictly complied with relevant laws and regulations, such as the Regulations on the Administration of Medical Wastes (《醫療廢物管理條例》) and Measures for Medical Wastes Management of Medical and Health Institutions (《醫療衛生機構醫療廢物管理辦法》).

The wastes generated from the business operation are mainly medical wastes and general wastes. Medical wastes are delivered to the qualified medical wastes collection, transportation, disposal unit for unified incineration treatment, and general wastes are collected and delivered to the local environmental hygiene department for further handling.

Raw materials used in the daily operation are finished reagents instead of acid, alkali or other chemical reagents, and the testing process does not involve volatilization or evaporation of the raw materials. Therefore, generally there is no exhaust gas emission in the operation.

The Group major type of wastewater is laboratory sewage of medical organization and domestic sewage. Laboratory sewage of medical organization is disinfected by the internal sewage infection device and then discharged to the municipal drainage system, and domestic sewage is filtered in septic tanks and then discharged to the municipal drainage system.

保護環境

排放物

本集團致力降低其業務活動對環境的影響，並嚴格遵守相關法律及法規，例如《醫療廢物管理條例》及《醫療衛生機構醫療廢物管理辦法》。

我們業務營運產生之廢物主要為醫療廢物及一般廢物。醫療廢物交由有處理資質的醫療廢物收運處置單位統一焚燒處理，一般廢物由地方環境衛生部門收集作進一步處理。

我們日常營運所用原材料均為不含酸、鹼或其他化學試劑之成品試劑，且不會在檢驗過程中揮發或蒸發。因此，正常情況下，我們的營運業務並無廢氣排放。

本集團的主要污水類型為醫療機構實驗室污水和生活污水。醫療機構實驗室污水由實驗室內部污水消毒裝置消毒後排入市政污水管網，生活污水經化糞池過濾後排入市政污水管網。

Environmental, Social and Governance Report 環境、社會及管治報告

The table below shows the key environmental performance indicators of GHG emission emitted by the Group's operation during the Year.

下表顯示本集團於本年度營運時所產生的溫室氣體排放關鍵環境績效指標。

| GHG emissions 溫室氣體排放 | Unit 單位 | Year 2020 二零二零年 | Year 2019 二零一九年 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------|-------------------------------------|
| Total GHG emissions 溫室氣體排放總量 | kg CO ₂ e 千克二氧化碳當量 | 12,864 | 648,000 |
| Area of operation 營運面積 | m ² 平方米 | 90 | 2,847 |
| GHG emissions intensity 溫室氣體排放密度 | kg CO ₂ e/m ² 千克二氧化碳當量／平方米 | 143 | 228 ^(Note 1) (附註1) |
| Direct emissions due to combustion of fuels (Scope 1) 燃料燃燒產生的直接排放(範疇1) | kg CO ₂ e 千克二氧化碳當量 | N/A ^(Note 2) 不適用(附註2) | N/A ^(Note 2) 不適用(附註2) |
| Indirect emissions due to consumption of purchased electricity (Scope 2) 消耗外購電力產生的間接排放(範疇2) | kg CO ₂ e 千克二氧化碳當量 | 3,916 ^(Note 3) (附註3) | 623,075 ^(Note 3) (附註3) |
| Other indirect emissions due to paper waste disposed at landfills, electricity used for processing fresh water and sewage water (Scope 3) 填埋處理紙類廢物、處理淡水及污水所用電力產生的其他間接排放(範疇3) | kg CO ₂ e 千克二氧化碳當量 | 8,948 | 24,925 |

Note 1: The figure is restated as the intensity per square metre of office in order to be in line with the calculation of the figure in the Year.

Note 2: There is no direct emissions or removals from combustion of fuels controlled by the Group in the Year.

Note 3: Emission factor adopted in accordance with the China Northern Power Grid in 2017 for calculation of GHG emission of Beijing.

Scope 1: Direct greenhouse gas emissions from operations that are owned or controlled by the relevant company;

Scope 2: "Energy indirect" greenhouse gas emissions resulting from generation of purchased or acquired electricity; and

Scope 3: All other indirect greenhouse gas emissions that occurred paper waste disposed at landfills and water used.

附註1: 為與本年度數字計算保持一致，該數字重列為辦公室每平方米的密度。

附註2: 本集團於本年度並無所控制的燃料燃燒的直接排放或扣減。

附註3: 於二零一七年根據中國北方電網採納的排放因子，以計算北京的溫室氣體排放。

範疇1: 由相關公司擁有或控制的營運產生的直接溫室氣體排放；

範疇2: 外購或購置電力產生的「能源間接」溫室氣體排放；及

範疇3: 填埋處理紙類廢物或用水產生的所有其他間接溫室氣體排放。

Environmental, Social and Governance Report 環境、社會及管治報告

The table below shows the key environmental performance indicators of GHG waste produced by the Group's operation during the Year.

下表顯示本集團於本年度營運時所產生的溫室氣體廢物關鍵環境績效指標。

| Waste 廢物 | Unit 單位 | Year 2020 二零二零年 | Year 2019 二零一九年 |
|------------------------------------------------------|--------------------------------|---------------------------|----------------------|
| Total non-hazardous waste produced 所產生的無害廢物總量 | tonnes 噸 | 0.3 | 5 |
| Non-hazardous waste produced intensity 所產生的無害廢物密度 | tonnes/m ² 噸／平方米 | 0.003 | 0.002 (Note 1) (附註1) |
| Total hazardous waste produced 所產生的有害廢物總量 | tonnes 噸 | N/A (Note 2) 不適用 (附註2) | 3 |
| Hazardous waste produced intensity 所產生的有害廢物密度 | tonnes/m ² 噸／平方米 | N/A (Note 2) 不適用 (附註2) | 0.001 (Note 1) (附註1) |

Note 1: The figure is restated as the intensity per square metre of office in order to be in line with the calculation of the figure in the Year.

Note 2: The healthcare service in genetic testing is mainly outsourced to external service providers and partly performed by a production and testing centre of the Group in Guangzhou, hence the hazardous medical waste produced in the KPIs scope in this year is not applicable.

附註1：為與本年度數字計算保持一致，該數字重列為辦公室每平方米的密度。

附註2：基因檢測之醫療健康服務主要外包予外部服務提供商，而部分由本集團於廣州的生產及檢測中心提供，因此，本年度關鍵績效指標範圍內產生的有害醫療廢物並不適用。

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with applicable laws and regulations that have a significant impact on the Group relating to air and GHG emissions, discharges into water and land, generation of hazardous and non-hazardous waste during the Year.

In addition, no significant fine or non-monetary sanction for non-compliance with relevant laws and regulations has been reported in the Year.

遵守相關法律及法規

本集團並不知悉於本年度有任何嚴重違反有關廢氣及溫室氣體排放、向水及土地的排污以及有害及無害廢物的產生而對本集團產生重大影響的適用法律及法規情況。

此外，於本年度並無報告因違反相關法律及法規而導致巨額罰款或非貨幣制裁。

Use of Resources

The Group strives to create outstanding and effective management measures for resources conservation, so as to minimise the environmental impact of the daily operations.

資源使用

本集團致力制定優質及行之有效的節約資源管理措施，以減少日常營運對環境之影響。

Environmental, Social and Governance Report 環境、社會及管治報告

As part of the environmental protection initiative, office areas are divided into multiple lighting zones with independent switches whereas the temperature of the air-conditioning system remains at a minimum of 26 degrees Celsius in the summer. Employees are also required to switch off the lighting, air-conditioning and other electronic appliances when not in use to reduce electricity consumption. The Group has also installed energy-saving lighting fixtures, such as LED lighting to increase energy efficiency.

To conserve water, the office building where the Group is located uses dual-flush toilets. Employees are reminded to turn off faucets tightly to avoid water wastage. Also, the property management of the office building carries out regular checks on concealed piping and fix dripping taps immediately to prevent water leakage.

In furtherance of the environmental commitment, the Group advocates concepts such as paperless office to lower paper consumption, and the Group also aims to further diminish greenhouse gas emissions. The Group promotes the use of electronic systems, such as communication via electronic means to reduce paper use. The Group also encourages employees to use both sides of papers and double-sided photocopying whenever possible.

In order to minimise waste disposal, non-reusable paper without confidential information is collected and sent to recycling companies for further handling. Employees are encouraged to avoid the use of disposable products, for example, to drink water from water carboy instead of drinking bottled water, especially during group meetings and trainings.

In addition, the Group is devoted to reducing greenhouse gas emissions. Employees are also encouraged to use video and teleconferencing to substitute unnecessary business trips and to take direct flights for unavoidable business trips. The Group aims to encourage employees to commute through means such as public transportation and shared bicycles, in an attempt to reduce fuel and energy consumption. Besides, the office site selection process of the Group is governed by principles that prioritize accessibility to public transport, particularly subway services, so as to achieve the goal of emission reduction.

作為環境保護措施其中一環，本集團將辦公室範圍分為多個照明區，設有獨立開關，並於夏季時將空調系統溫度維持於最低攝氏26度。僱員亦須關掉不必要的照明、空調及其他電子設備，以減少用電。本集團亦安裝節能照明燈具，例如LED燈，以提高能源效益。

為節約用水，本集團所處的辦公樓使用雙沖水式馬桶。公司亦提醒僱員關緊水龍頭，避免浪費食水。此外，辦公大樓的物業管理公司定期檢查隱蔽管道，並即時修理滴水的水龍頭，以防止漏水。

為進一步實踐對環境之承諾，本集團提倡辦公室無紙化等概念以減少用紙，亦銳意進一步減少溫室氣體排放。本集團提倡使用電子系統，例如使用電子溝通方式，以減少用紙。本集團亦鼓勵僱員盡可能善用紙張的兩面及使用雙面影印。

為減少棄置廢物，本集團收集無機密資料之不可再用紙張，並送往回收公司作進一步處理。本集團鼓勵僱員避免使用即棄產品，尤其鼓勵彼等於進行小組會議及培訓時飲用桶裝水而非瓶裝水。

此外，本集團致力減少溫室氣體排放，亦鼓勵僱員利用視像電話會議取代不必要的出差；對於無法避免的出差，彼等應乘坐直航航班。本集團致力鼓勵僱員乘搭公共交通工具及使用共享單車通勤，力求減少耗用燃料及能源。此外，本集團辦公室選址過程以多項原則為依據，當中優先考慮公共交通（特別是地鐵服務）是否便利，從而達成減排目標。

Environmental, Social and Governance Report 環境、社會及管治報告

The table below shows the key environmental performance indicators of the Group's use of resources during the Year.

下表顯示本集團於本年度使用資源的關鍵環境績效指標。

| Total use of resources 資源使用總量 | Unit 單位 | Year 2020 二零二零年 | Year 2019 二零一九年 |
|--------------------------------------------------------------------|-------------------------------------------|--------------------------|--------------------------|
| Electricity purchases for consumption 外購電力消耗量 | kWh 千瓦時 | 5,494 | 874,000 |
| Electricity consumption intensity 電力消耗密度 | kWh/m ² 千瓦時／平方米 | 61 | 307(Note 1) (附註1) |
| Water consumption 耗水量 | m ³ 立方米 | 296 | 1,444 |
| Water consumption intensity 耗水密度 | m ³ /m ² 立方米／平方米 | 3.3 | 0.5(Note 1) (附註1) |
| Total packaging material used for finished products 製成品所用包裝材料總量 | kg 千克 | N/A (Note 2) 不適用(附註2) | N/A (Note 2) 不適用(附註2) |
| Packaging material per unit produced 每件產品的包裝材料 | kg/unit 千克／件 | N/A (Note 2) 不適用(附註2) | N/A (Note 2) 不適用(附註2) |

Note 1: The figure is restated as the intensity per square metre of office in order to be in line with the calculation of the figure in the Year.

Note 2: No packaging material is produced for product or service provided by the Group.

附註1：為與本年度數字計算保持一致，該數字重列為辦公室每平方米的密度。

附註2：本集團所提供產品或服務並無產生包裝材料。

The Environment and Natural Resources

The Group encourages all employees to participate in different kinds of recycling activities and minimise the use of nature resources. In the Year, there is no significant impact on the environment and natural resources from the operations of the Group, in particular, the office and laboratory.

環境及天然資源

本集團鼓勵全體僱員參與不同類型的回收活動及將天然資源的使用降至最低。於本年度，本集團的營運(尤其是辦公室及實驗室)概無對環境及天然資源產生重大影響。

Environmental, Social and Governance Report 環境、社會及管治報告

CARING FOR EMPLOYEES

Employment

In its ongoing pursuit of the aim of “Taking People as the Foremost”, the Group strictly abides by the requirements stipulated in the relevant employment laws and regulations regarding compensation, benefits and dismissal, such as the Labour Law of the PRC (《中華人民共和國勞動法》) and Labour Contract Law of the PRC (《中華人民共和國勞動合同法》).

As an equal opportunity employer, all job applicants with relevant professional qualifications and working experience receive equal consideration for employment, regardless of nationality, gender, age, race, religion or disability. After the job applicants accept the offers, identification checks are performed to ensure no child labour is employed. To prevent forced labour, employees' employment period, working hours, leave and job position are clearly stated in the employment contract and/or staff manual of the Group. The working hours of employees are set in accordance with the relevant laws and regulations relating to working hours, so as to provide employees with sufficient rest. The Group has strictly complied with national and regional regulations in terms of statutory holidays that employees are entitled to different types of leaves, including annual leave, wedding leave, funeral leave, maternity leave, paternity leave and so on. In addition, certain special leaves are created to motivate employees, for example, employees can apply for additional annual leaves according to their working years in the Group.

Furthermore, the Group provides competitive remuneration package to employees and conducts annual remuneration reviews based on prevailing market standards and their working performance. Employees with outstanding performance in the appraisals will also be given promotion opportunities. In compliance with the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) and Regulations on Management of Housing Provident Fund (《住房公積金管理條例》), the Group pays “Five Social Insurances and One Housing Fund” for employees, including basic endowment insurance, basic medical insurance, unemployment insurance, employment injury insurance, maternity insurance and Housing Provident Fund. Upon receipt of resignation letter from employees, exit interview will be arranged to understand their reasons of resignation and payment of the outstanding wages will be made in a timely manner as required by relevant laws.

關懷僱員

僱傭

本集團一直堅守「以人為本」之宗旨，嚴格遵守有關補償、福利及解僱之相關僱傭法律及法規，例如《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。

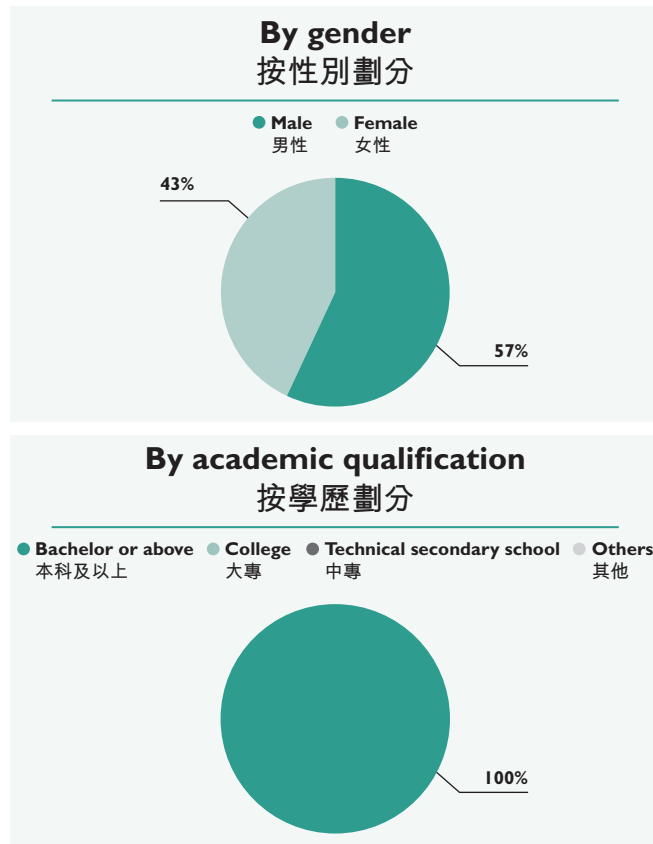
作為平等機會僱主，本集團在僱傭時給予所有具備相關專業資格及工作經驗之求職者平等機會，不因國籍、性別、年齡、種族、宗教或身體殘疾而區別對待。求職者受聘後，需進行身份檢查，以確保並無聘用童工。為防止強制勞工，僱傭合約及／或本集團之員工手冊清楚列明僱員之僱用期、工作時數、假期、職位。僱員工作時數乃根據有關工作時數之相關法律及法規而制定，讓僱員得到充分休息。本集團嚴格遵守國家及地區有關法定假期的法規，僱員可享有不同類型之假期，包括年假、婚假、喪假、產假及侍產假等。此外，為激勵僱員士氣，本集團更增設若干特別假期，例如僱員可因應其於本集團之年資申請額外年假。

此外，本集團向僱員提供具競爭力的薪酬組合，並根據現行市況及僱員工作表現進行年度薪酬檢討。績效考評中表現出色的僱員亦將獲得晉升機會。為遵守《中華人民共和國社會保險法》及《住房公積金管理條例》，本集團為僱員繳納「五險一金」，包括基本養老保險、基本醫療保險、失業保險、工傷保險、生育保險及住房公積金。接獲僱員辭職信後，本集團將安排離職面談以了解僱員辭職原因，並根據相關法律規定依時支付僱員餘下工資。

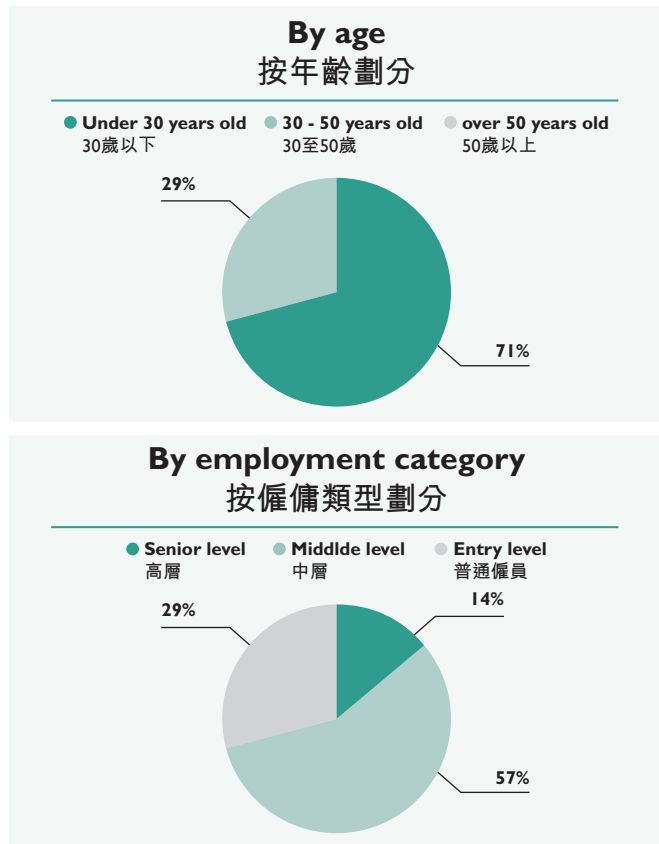
Environmental, Social and Governance Report 環境、社會及管治報告

To promote the concept of work-life balance to employees, the Group organises leisure activities for the employees from time to time. The Group has organised birthday parties and team building activities from time to time with festive gifts given out to foster positive workplace relationships as well as employees' sense of belonging towards the Group.

為了向僱員宣揚工作與生活平衡之概念，本集團不時為僱員舉辦休閒活動。本集團不時舉辦生日派對及團隊建設活動，並送贈節慶禮物，以促進良好的職場關係及培養僱員對本集團之歸屬感。



Note 1: The figure is based on the number of staff in research and development centre and Beijing office.



附註1：該數字乃根據研發中心及北京辦公室的僱員人數而計算。

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with the applicable laws and regulations that has a significant impact relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare on the Group during the Year.

In addition, no significant fine or non-monetary sanction for non-compliance with relevant laws and regulations has been reported in the Year.

遵守相關法律及法規

本集團並不知悉於本年度有任何嚴重違反有關補償及解僱、招聘及晉升、工作時數、休息時間、平等機會、多元化、反歧視及其他待遇及福利而對本集團產生重大影響的適用法律及法規情況。

此外，於本年度並無報告因違反相關法律及法規而導致巨額罰款或非貨幣制裁。

Environmental, Social and Governance Report 環境、社會及管治報告

Health and Safety

The Group attaches great importance to the protection of the health and safety of the employees and strictly complies with the laws and regulations in relation to labour protection, such as the Law of the PRC on the Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》).

To ensure the safety of employees, they are required to undergo physical examination and attend occupational health and safety trainings to better understand the health and safety practices of the Group. In view of the potential exposure to hazards in workplace, employees, especially laboratory technicians, are provided with necessary personal protection equipment, including safety gloves, masks and protection suits. Protection suits and other equipment, such as biosafety cabinets, are regularly cleaned and disinfected to maintain employee cleanliness and workplace hygiene. Also, hazard signs are placed prominently in the entrances and exits of the laboratory. Eating, drinking or smoking is not allowed in the laboratory. In order to safeguard the health of employees and safety of properties, accident handling procedures have been set up in case of emergencies.

During the outbreak of coronavirus disease 2019, the Group strictly adopts various prevention policies such as (i) maintaining air circulation in office area during the working hours; (ii) personal health management; (iii) frequent cleaning of office area; (iv) wearing masks by all staff before entering into office area; and (v) measuring the body temperature of staff and guest when entering into office area. Besides, the Group also arranges flexible working hours and adopts home office by using a virtual private network to access the system of the Group.

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with the applicable laws and regulations that has a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards during the Year.

In addition, no significant fine or non-monetary sanction for non-compliance with relevant laws and regulations has been reported in the Year.

健康與安全

本集團非常重視保障僱員健康及安全，並嚴格遵守有關勞工保障之法律及法規，例如《中華人民共和國職業病防治法》。

為確保僱員安全，本集團要求僱員接受體檢及參加職業健康及安全培訓，讓僱員更了解本集團之健康及安全慣例。鑑於工作場所之潛在危險，本集團為僱員（尤其實驗室技術人員）提供所需個人防護裝備，包括安全手套、口罩及防護服。本集團定期清潔和消毒防護服及其他裝備（例如生物安全櫃），以保持僱員清潔及工作場地衛生。此外，於實驗室出入口顯眼地方皆有放置危險標誌。實驗室內不得飲食或吸煙。為保障僱員健康及財產安全，本集團已制定意外處理程序應對緊急事故。

二零一九新型冠狀病毒肺炎爆發期間，本集團嚴格採取多項預防政策，如(i)在工作時間內保持辦公室區域的空氣流通；(ii)個人健康管理；(iii)頻繁清潔辦公室區域；(iv)所有員工進入辦公室區域前須戴口罩；及(v)進入辦公室區域時測量員工及客戶的體溫。此外，本集團亦安排彈性工作時間，並通過虛擬專用網絡訪問本集團系統而採用在家辦公。

遵守相關法律及法規

本集團並不知悉於本年度有任何嚴重違反有關提供安全工作環境及保障僱員免受職業危害而對本集團產生重大影響的適用法律及法規情況。

此外，於本年度並無報告因違反相關法律及法規而導致巨額罰款或非貨幣制裁。

Environmental, Social and Governance Report 環境、社會及管治報告

Development and Training

To facilitate new employees' adaptation to the job, a mentor is assigned to help them get familiar with the Group's practice. Moreover, various trainings designed in accordance with the needs of different departments are offered to enrich the employees' knowledge and professional skills. For new laboratory technicians, two types of specialty trainings are provided, namely theoretical training and practical training. Theoretical training introduces the working procedures and principles of genetic testing in laboratory, while practical training focuses on the demonstration of genetic testing. Those employees are required to attend an examination after the completion of each type of specialty training, to ensure they understand the knowledge and professional skills taught in the trainings.

Regular theoretical trainings are provided for the on-the-job laboratory technicians, so as to enhance their knowledge and quality. Speakers in charge of the trainings are from a variety of departments, such as research and development, pathology, quality control and quality assurance, and will prepare for different topics during the regular theoretical trainings. On-the-job laboratory technicians can join different trainings according to their interests and needs. Course evaluation is conducted after training to assess the teaching quality; outstanding speakers will be given cash rewards as an encouragement.

Labour Standards

The Group fully understands that exploitation of child and forced labour is universally condemned, and therefore takes the responsibilities against child and forced labour very seriously. The policy is implemented in place to ensure that no person who is underage or under coercion is hired and, if any such case is identified during the recruitment process, it will be reported to the relevant authorities.

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with Labour Law of the PRC, Provisions on the Prohibition of Using Child Labour (《禁止使用童工規定》), Law on the Protection of Minors of the PRC (《中華人民共和國未成年人保護法》) and other applicable laws and regulations that has a significant impact relating to preventing child or forced labour on the Group in PRC during the Year.

In addition, there was no non-compliance with relevant laws and regulations that resulted in significant fines or sanctions in the Year.

發展及培訓

為協助新僱員適應工作，本集團會安排一名導師助其熟識本集團之工作慣例。此外，本集團按照不同部門之需求提供多項培訓，以豐富僱員之知識及專業技能。新入職實驗室技術人員獲提供兩類專業培訓，即理論培訓及實踐培訓。理論培訓介紹於實驗室進行基因檢測之工作程序及原則，而實踐培訓則集中於基因檢測示範。該等僱員完成各類專業培訓後須參加考試，確保其掌握培訓所學知識及專業技能。

在職實驗室技術人員獲提供定期理論培訓，以增進其知識及質素。負責培訓之講者來自不同部門，如研發、病理、品質監控及品質保證，並將於定期理論培訓期間預備不同課題。在職實驗室技術人員可按其興趣及需要參加不同培訓。課程評估會於培訓後進行，以評估教學質量；表現優秀的講者將獲發現金獎勵作為鼓勵。

勞工準則

本集團深知僱用童工及強制勞工嚴重違反普世價值觀，因此竭力反對一切僱用童工及強制勞工的行為。本集團已實施該政策，以確保絕不會僱用未成年或受脅迫人士，而倘若在招聘過程中發現任何有關情況，將上報相關機構。

遵守相關法律及法規

本集團並不知悉於本年度有任何嚴重違反有關防止童工或強制勞工而對本集團產生重大影響的《中華人民共和國勞動法》、《禁止使用童工規定》、《中華人民共和國未成年人保護法》及中國其他適用法律及法規情況。

此外，於本年度並無因違反相關法律及法規而導致巨額罰款或制裁。

Environmental, Social and Governance Report 環境、社會及管治報告

OPERATING PRACTICES

Supply Chain Management

To minimise the impact of supply chain to the services, the Group selects suppliers based on stringent criteria, such as product quality, reputation and delivery time. Upon the arrival of the delivery, the Group undergo examinations to make sure the purchased equipment meets the requirements. After the examination of the newly arrived equipment, the Group establishes equipment files which include the labels of equipment, information of suppliers and specification provided by suppliers. If the equipment fails to meet the requirements, replacement or return will be arranged to guarantee the service quality.

Product Responsibility

Quality Assurance

To protect the samples in the laboratory from contamination, the Group has devised procedures for operations in the laboratory. The Group also requires laboratory technicians to wear different colours of protection suits and to regularly clean and disinfect the laboratory equipment, in order to maintain workplace hygiene and prevent the cross-contamination of the samples.

Apart from the hygiene control in the laboratory, the Group also understands the importance of accurate testing results. Thus, the Group has developed policies in relation to the management and maintenance of laboratory equipment, especially the calibration of laboratory equipment. The equipment is calibrated externally by state qualified unit and internally when necessary to ensure its accuracy. Qualified personnel are assigned for different equipment for daily management and maintenance, to make sure the equipment that the Group is using in good condition. Damaged equipment will not be used until they are repaired by the suppliers.

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with Measures for Medical Organisation Administration (《醫療機構管理條例》) issued by the State Council of the PRC and Detailed Rules for Medical Organisation Administration Regulations (《醫療機構管理條例實施細則》) issued by the National Health and Family Planning Commission of the PRC and other applicable laws and regulations that has a significant impact relating to quality assurance on the Group in PRC during the Year.

營運慣例

供應鏈管理

為減低供應鏈對服務之影響，本集團按照嚴格標準選擇供應商，例如產品質素、聲譽及交付時間。本集團於收貨後進行檢測，確保購買之設備符合規定。新到設備經檢測後，本集團建立設備檔案，當中包括設備標籤、供應商資料及供應商所提供之規格。倘有關設備無法符合規定，本集團將安排更換或退貨，以確保服務質素。

產品責任

質量保證

為避免實驗室樣本受到污染，本集團就實驗室運作制定程序。本集團亦規定實驗室技術人員穿著不同顏色之防護服及定期清潔和消毒實驗室設備，以維持工作場所衛生及防止樣本交叉污染。

除控制實驗室之衛生狀況外，本集團亦了解到準確測試結果之重要性。因此，本集團已制定有關管理及維護實驗室設備之政策，特別是實驗室設備校準工作。設備於必要時會交由獲國家認證之單位進行外部校準工作，本集團內部人員亦會進行校準工作，確保設備之準確度。合資格人員獲指派對不同設備進行日常管理及維護，確保本集團所用設備保持良好狀況。損壞的設備須由供應商修理後方可使用。

遵守相關法律及法規

本集團並不知悉於本年度有任何嚴重違反有關質量保證而對本集團產生重大影響的中華人民共和國國務院頒佈的《醫療機構管理條例》及中華人民共和國國家衛生和計劃生育委員會頒佈的《醫療機構管理條例實施細則》及中國其他適用法律及法規情況。

Environmental, Social and Governance Report 環境、社會及管治報告

In addition, there was no non-compliance with relevant laws and regulations that resulted in significant fines or sanctions in the Year.

Major Achievements

Dedicating the efforts to providing high quality healthcare services has always been the key to the great success in the industry; while the hard work in research and development is the reason that the business can continue to thrive.

During the Year, the high quality laboratories have gained recognition on different aspects of genetic testing. During the Year, the Group's laboratory have passed (i) National Center for Clinical Laboratories EQA Certificate (室間質評證書); (ii) Results of National external quality assessment for high throughput sequencing of somatic mutations in solid tumours — Full Marks (全國實體腫瘤體細胞突變高通量測序室間品質評價統計結果 — 滿分); (iii) Results of national external quality assessment for the mutation of EGFR — Full Marks (全國EGFR突變室間品質評價統計結果 — 滿分); and (iv) Results of national external quality assessment for the mutation of EGFR — Full Marks (全國EGFR突變室間品質評價統計結果 — 滿分) by the National Center for Clinical Laboratories (衛生部臨床檢驗中心).

Clients' Information Protection

For privacy protection, informed consent is obtained from clients to assure that all information is held in strict confidentiality. Clients are also informed that the testing results may be used for future research without disclosure of their personal information and they have the rights to withdraw from the genetic testing procedure. New employees are also required to enter into a confidentiality agreement to prevent leakage of confidential information.

Respect for Intellectual Property Rights

To respect the intellectual property rights, the Group is in strict compliance with the relevant laws and regulations, such as the Copyright Law of the PRC (《中華人民共和國著作權法》) and Regulations for the Protection of Computer Software (《計算機軟件保護條例》). The software developed for genetic testing obtained the Certificate of the Registration of Computer Software (《計算機軟件著作權登記證書》).

此外，於本年度並無因違反相關法律及法規而導致巨額罰款或制裁。

主要成就

致力提供優質健康服務一直是本集團在業界成功之關鍵，而本集團在研發方面所作努力則是業務得以不斷蓬勃發展之原因。

於本年度，優秀實驗室對於基因檢測之不同方面亦已獲得認可。於本年度，本集團實驗室已通過衛生部臨床檢驗中心的(i)室間質評證書；(ii)全國實體腫瘤體細胞突變高通量測序室間品質評價統計結果—滿分；(iii)全國EGFR突變室間品質評價統計結果—滿分；及(iv)全國EGFR突變室間品質評價統計結果—滿分。

保障客戶資料

為保障私隱，本集團會取得客戶之知情同意，保證所有資料受到嚴格保密。客戶亦知悉測試結果在不披露個人資料之情況下可能用作日後研究用途，亦有權退出基因檢測程序。新僱員亦須訂立保密協議，以免洩漏機密資料。

尊重知識產權

本集團尊重知識產權，嚴格遵守相關法律及法規，例如《中華人民共和國著作權法》及《計算機軟件保護條例》。本集團就基因檢測研發之軟件已取得《計算機軟件著作權登記證書》。

Environmental, Social and Governance Report 環境、社會及管治報告

Anti-Corruption

The Group endeavours to uphold the integrity in its business operation and complies with the laws and regulations regarding anti-corruption. The Group has adopted the whistle-blowing policy, which provides a reporting channel for employees to disclose any suspected bribery, corruption or other unlawful acts at a meeting or in a written report. Upon receipt of a report, the Group will handle the case by carrying out inspection and taking preventive measures.

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with the Criminal Law of the PRC (《中華人民共和國刑法》), Anti-Unfair Competition Law of the People's Republic of China (《中華人民共和國反不正當競爭法》) and other applicable laws and regulations that has a significant impact on the issuer relating to bribery, extortion, fraud and money laundering during the Year.

In addition, there was no legal case concerning corruption brought against the Group or its employees in the Year.

COMMUNITY

Community Investment

The Group is committed to community services in its business operation. As a provider of healthcare services, the Group strives to promote the application of the genetic testing in clinical medicine and related healthcare service, and to further raise the awareness of public health.

Information and Feedbacks

For detailed information about environmental, social and corporate governance, please refer to the official website (<http://www.lifehealthcare.com>) and the annual report of the Group. Your opinions will be highly valued by the Group. If you have any advice or suggestions, please contact the Group via email at ir@lifehealthcare.com.

反貪污

本集團致力堅持以誠信經營業務，並遵循有關反貪污法律及法規。本集團已採納舉報政策，提供舉報渠道，讓僱員在會議或書面報告中披露任何懷疑賄賂、貪污或其他非法行為。本集團接獲報告後，將對有關事件進行調查及採取預防措施。

遵守相關法律及法規

本集團並不知悉於本年度有任何嚴重違反有關賄賂、敲詐、欺詐及洗錢而對發行人產生重大影響的《中華人民共和國刑法》、《中華人民共和國反不正當競爭法》及其他適用法律及法規情況。

此外，於本年度，概無針對本集團或其僱員的貪污法律案件。

社區

社區投資

本集團在業務營運中致力支持社區服務。本集團作為健康服務供應商，致力推廣於臨床醫學及相關健康服務中應用基因檢測，並進一步提升大眾健康意識。

資料及回饋意見

有關環境、社會及企業管治之詳細資料，請參閱本集團官方網站 (<http://www.lifehealthcare.com>) 及年報。本集團非常重視閣下的意見。閣下如有任何意見或建議，請電郵至 ir@lifehealthcare.com。

Independent Auditor's Report 獨立核數師報告



TO THE SHAREHOLDERS OF
LIFE HEALTHCARE GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)

QUALIFIED OPINION

We have audited the consolidated financial statements of Life Healthcare Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 82 to 183, 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, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致蓮和醫療健康集團有限公司
列位股東
(於開曼群島註冊成立之有限公司)

保留意見

本核數師(以下簡稱「我們」)已審核第82至183頁所載蓮和醫療健康集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，當中包括於二零二零年三月三十一日之綜合財務狀況表，以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表與綜合財務報表附註，包括主要會計政策概要。

我們認為，除本報告保留意見基準一節所述事宜之可能影響外，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零二零年三月三十一日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

Independent Auditor's Report 獨立核數師報告

BASIS FOR QUALIFIED OPINION

I. Interest in an associate

The Group acquired 30% equity interest in Guangzhou Manrui Biotech Company Limited ("Manrui Biotech") on 5 August 2016. Manrui Biotech specialises in research and development of genetic testing technologies, and in particular non-invasive cancer screening and diagnosis. At the time of the acquisition, there is an agreement procuring the Company to exclusively utilize Manrui Biotech's genetic testing and related technologies (without monetary consideration). The cost of the investment was approximately HK\$65,129,000. The Group obtained a valuation price allocation of Manrui Biotech on 5 August 2016 and the investment is recorded as interest in an associate since the acquisition.

We have not yet obtained sufficient and appropriate audit evidence to satisfy ourselves as to (i) whether the valuation of the purchase price allocation of that associate on 5 August 2016 was properly performed; (ii) the carrying amounts and the recoverability of the interest in an associate of approximately HK\$20,000,000 and HK\$35,783,000 as at 31 March 2020 and 2019, respectively; (iii) whether the share of loss of interest in that associate of approximately HK\$5,992,000 and HK\$8,597,000 were properly recorded for the years ended 31 March 2020 and 2019, respectively; (iv) whether the share of foreign currency translation reserve of that associate of approximately HK\$2,524,000 (Debit) and HK\$1,682,000 (Debit) were properly recorded for the years ended 31 March 2020 and 2019, respectively; (v) whether the balance of translation reserve of that associate of HK\$429,000 (Debit) and HK\$2,095,000 (Credit) were properly recorded as at 31 March 2020 and 2019, respectively; (vi) whether the impairment for interest in that associate of HK\$7,268,000 and HK\$17,528,000 for the year ended 31 March 2020 and 2019 recognised based on independent valuation reports obtained by the Group was properly recorded and whether this expense should be recorded in current or prior year; and (vii) the related disclosure of the interest in that associate disclosed in note 17 to the consolidated financial statements.

保留意見基準

I. 於一家聯營公司之權益

本集團於二零一六年八月五日收購廣州漫瑞生物信息技術有限公司(「漫瑞生物」)30%權益。漫瑞生物專門從事研發基因檢測技術，尤其是無創腫瘤篩查及診斷。於收購時，本公司獨家使用漫瑞生物之基因檢測及相關技術(並無金錢代價)的協議存在。投資成本乃約65,129,000港元。於二零一六年八月五日，本集團取得漫瑞生物估值價分配並自收購以來錄得於一家聯營公司之權益投資。

我們仍未取得充分適當審核憑證，致使我們信納(i)是否妥善就該聯營公司於二零一六年八月五日之購買價分配進行估值；(ii)於二零二零年及二零一九年三月三十一日於一家聯營公司之權益之賬面值分別約為20,000,000港元及35,783,000港元以及其可收回性；(iii)截至二零二零年及二零一九年三月三十一日止年度是否妥善入賬分佔於該聯營公司之權益之虧損分別約5,992,000港元及8,597,000港元；(iv)截至二零二零年及二零一九年三月三十一日止年度是否妥善入賬分佔該聯營公司之外幣換算儲備分別約2,524,000港元(借項)及1,682,000港元(借項)；(v)於二零二零年及二零一九年三月三十一日是否妥善入賬該聯營公司之換算儲備結餘分別約429,000港元(借項)及2,095,000港元(貸項)；(vi)根據本集團獲得的獨立估值報告，截至二零二零年及二零一九年三月三十一日止年度是否妥善入賬於該聯營公司之權益減值分別為7,268,000港元及17,528,000港元，且此項開支是否須於本年度或過往年度入賬；及(vii)綜合財務報表附註17所披露於該聯營公司之權益之相關披露資料。

Independent Auditor's Report 獨立核數師報告

2. Prepayment

We have not yet obtained sufficient and appropriate audit evidence to satisfy ourselves as to (i) the carrying amounts and the recoverability of prepayment of approximately HK\$15,884,000 and HK\$17,979,000 as at 31 March 2020 and 2019, respectively; and (ii) whether the amortisation of prepayment included in administrative and other expenses of approximately HK\$2,095,000 and HK\$2,095,000 were properly recorded for the years ended 31 March 2020 and 2019, respectively.

3. Investment at fair value through profit or loss

We have not yet obtained sufficient and appropriate audit evidence to satisfy ourselves as to (i) the carrying amount of investment at fair value through profit or loss of approximately HK\$Nil as at 31 March 2019; and (ii) whether the impairment loss for investment at fair value through profit or loss of approximately HK\$20,862,000 for the year ended 31 March 2019 should be recognised in current or prior years.

Any adjustments to the figures as described above might have a consequential effect on the Group's financial performance and cash flows for the years ended 31 March 2020 and 2019 and the financial positions of the Group as at 31 March 2020 and 2019, and the related disclosures thereof in the consolidated financial statements.

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 Company 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 qualified opinion.

2. 預付款項

我們仍未取得充分適當審核憑證，致使我們信納(i)於二零二零年及二零一九年三月三十一日預付款項之賬面值分別約為15,884,000港元及17,979,000港元以及其可收回性；及(ii)截至二零二零年及二零一九年三月三十一日止年度是否妥善入賬預付款項攤銷(計入行政及其他開支)分別約2,095,000港元及2,095,000港元。

3. 透過損益按公平值列賬之投資

我們仍未取得充分適當審核憑證，致使我們信納(i)於二零一九年三月三十一日透過損益按公平值列賬之投資之賬面值約為零港元；及(ii)截至二零一九年三月三十一日止年度透過損益按公平值列賬之投資減值虧損約20,862,000港元應否於本年度或過往年度確認。

對上述數字的任何調整可能對 貴集團於截至二零二零年及二零一九年三月三十一日止年度的財務表現及現金流量，以及 貴集團於二零二零年及二零一九年三月三十一日的財務狀況及其於綜合財務報表的相關披露造成後續影響。

我們已根據香港會計師公會頒布的香港審計準則(「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的《專業會計師道德守則》(「守則」)，我們獨立於 貴公司，並已根據守則履行其他專業道德責任。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保留意見提供基礎。

Independent Auditor's Report 獨立核數師報告

KEY AUDIT MATTERS

Key audit matter is a matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 this matter. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Loan receivables and loan interest receivables

Refer to Note 22 to the consolidated financial statements.

The Group tested the amounts of loan receivables and loan interest receivables for impairment. This impairment test is significant to our audit because the aggregate balance of loan receivables and loan interest receivables of approximately HK\$19,556,000 as at 31 March 2020 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and credit periods to borrowers;
- Assessing the Group's relationship and transaction history with borrowers;
- Evaluating the Group's impairment assessment;
- Assessing the aging of the debts;
- Checking subsequent settlements from borrowers;
- Assessing the value of collateral for the debts;
- Assessing the credit worthiness of borrowers; and
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

關鍵審計事項

關鍵審計事項乃根據我們的專業判斷，對本期綜合財務報表的審核最為重要的事項。該事項乃於我們審核整體綜合財務報表及就此出具意見時進行處理，而我們不會就該事項提供單獨意見。除「保留意見基準」一節所述事項外，我們已確定以下事項為關鍵審計事項，須於我們的報告中傳達。

應收貸款及應收貸款利息

茲提述綜合財務報表附註22。

貴集團對應收貸款及應收貸款利息金額進行減值測試。該減值測試對我們的審核而言屬重大，原因是二零二零年三月三十一日應收貸款及應收貸款利息總額約19,556,000港元對綜合財務報表而言屬重大。此外，貴集團的減值測試涉及應用判斷，並以假設及估計為基礎。

我們的審計程序包括(其中包括)：

- 評估 貴集團有關向借款人授予信貸限額及信貸期的程序；
- 評估 貴集團與借款人的關係和交易歷史；
- 評價 貴集團的減值評估；
- 評估債務賬齡；
- 檢查借款人的後續結算；
- 評估債務抵押品的價值；
- 評估借款人的信譽；及
- 評估 貴集團於綜合財務報表中對所面臨信貸風險的披露。

Independent Auditor's Report 獨立核數師報告

We consider that the Group's impairment test for loan receivables and loan interest receivables are supported by the available evidence.

Trade and other receivables

Refer to Note 23 to the consolidated financial statements.

The Group tested the amounts of trade and other receivables for impairment. This impairment test is significant to our audit because the aggregate balance of trade and other receivables of approximately HK\$58,314,000 as at 31 March 2020 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and credit periods to customers and debtors;
- Assessing the Group's relationship and transaction history with customers and debtors;
- Evaluating the Group's impairment assessment;
- Assessing the aging of the debts;
- Checking subsequent settlements from customers and debtors;
- Checking the repayment schedules of customers and debtors;
- Assessing the credit worthiness of customers and debtors; and
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

我們認為，貴集團應收貸款及應收貸款利息的減值測試獲可得憑證支持。

應收貿易及其他應收款項

茲提述綜合財務報表附註23。

貴集團對應收貿易及其他應收款項進行減值測試。該減值測試對我們的審核而言屬重大，原因是二零二零年三月三十一日應收貿易及其他應收款項總額約58,314,000港元對綜合財務報表而言屬重大。此外，貴集團的減值測試涉及應用判斷，並以假設及估計為基礎。

我們的審計程序包括(其中包括)：

- 評估 貴集團有關向客戶及債務人授予信貸限額及信貸期的程序；
- 評估 貴集團與客戶及債務人的關係和交易歷史；
- 評價 貴集團的減值評估；
- 評估債務賬齡；
- 檢查客戶及債務人的後續結算；
- 檢查客戶及債務人的還款計劃；
- 評估客戶及債務人的信譽；及
- 評估 貴集團於綜合財務報表中對所面臨信貸風險的披露。

Independent Auditor's Report

獨立核數師報告

We consider that the Group's impairment test for trade and other receivables is supported by the available evidence.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the Company's 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. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence about the interest in an associate, prepayment and investment at fair value through profit or loss. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to those matters.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

我們認為，貴集團應收貿易及其他應收款項的減值測試獲得憑證支持。

其他資料

董事須對其他資料負責。其他資料包括本公司年報中所有資料，惟不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表作出的意見並未涵蓋其他資料，且我們不會就此發表任何形式的核證結論。

就審核綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若我們基於已執行的工作認為其他資料出現重大錯誤陳述，我們須報告該事實。誠如上文保留意見基準一節所述，我們無法就於一家聯營公司之權益、預付款項及透過損益按公平值列賬之投資獲得足夠適當憑證。因此，我們無法就其他資料是否在有關事宜上存在重大錯誤陳述得出結論。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》須予披露的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由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

Independent Auditor's Report 獨立核數師報告

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.

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

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

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:
<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Sze Lin Tang

Audit Engagement Director

Practising Certificate Number P03614

Hong Kong, 26 June 2020

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。

核數師就審計綜合財務報表承擔的責任

我們目標為對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告，除此之外本報告別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，惟不能保證按照《香港審計準則》進行的審計總能發現存在某一重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

我們就審核綜合財務報表承擔的責任之進一步描述載於香港會計師公會網站：
<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

該描述構成我們核數師報告的一部分。

中匯安達會計師事務所有限公司

執業會計師

施連燈

審計項目董事

執業證書號碼P03614

香港，二零二零年六月二十六日

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

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

| | | Notes 附註 | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|------------------------------------------------------------------------------------------------------|-------------------------|-------------|----------------------------------|----------------------------------|
| Continuing operation | 持續經營業務 | | | |
| Healthcare products and services revenue | 健康產品及服務收益 | | 58,061 | 48,589 |
| Loan interest income | 貸款利息收入 | | 5,744 | 14,898 |
| Total revenue | 總收益 | 6 | 63,805 | 63,487 |
| Cost of sales and services | 銷售及服務成本 | | (51,702) | (27,984) |
| Gross profit | 毛利 | | 12,103 | 35,503 |
| Other interest income | 其他利息收入 | | 486 | 70 |
| Other income and gains | 其他收入及收益 | 8 | 2,467 | 17,179 |
| Selling and distribution expenses | 銷售及分銷成本 | | (319) | (48,507) |
| Share of result of an associate/associates | 分佔一家／多家聯營公司之業績 | 17 | (5,992) | (9,245) |
| Administrative and other expenses | 行政及其他開支 | | (31,647) | (115,901) |
| Finance costs | 財務成本 | 9 | (513) | — |
| Loss before tax | 除稅前虧損 | | (23,415) | (120,901) |
| Income tax expense | 所得稅開支 | 10 | (308) | (533) |
| Loss for the year from continuing operations | 持續經營業務之本年度虧損 | 11 | (23,723) | (121,434) |
| Discontinued operation | 已終止業務 | | | |
| Loss for the year from discontinued operations | 已終止業務之本年度虧損 | | — | (20) |
| Loss on disposal of a subsidiary | 出售一家附屬公司之虧損 | | — | (1,581) |
| | | | — | (1,601) |
| Loss for the year | 本年度虧損 | | (23,723) | (123,035) |
| Other comprehensive loss: | 其他全面虧損： | | | |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | <i>其後可能重新分類至損益之項目：</i> | | | |
| Exchange differences arising on translation of foreign operations | 換算海外業務所產生匯兌差額 | | (11,045) | (7,661) |
| Share of foreign currency translation reserve of an associate/associates | 分佔一家／多家聯營公司之外幣換算儲備 | | (2,524) | (2,006) |
| Reclassification of translation reserve to profit or loss upon disposal of a subsidiary/subsidiaries | 出售一家／多家附屬公司時重新分類換算儲備至損益 | | — | 798 |
| | | | (13,569) | (8,869) |
| <i>Items that will not be reclassified to profit or loss:</i> | <i>將不會分類至損益之項目：</i> | | | |
| Impairment loss on equity investment at fair value through other comprehensive income | 透過其他全面收益按公平值列賬之股本投資減值虧損 | | (2,532) | — |
| Total comprehensive loss for the year | 本年度全面虧損總額 | | (39,824) | (131,904) |

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

| | | Notes 附註 | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|----------------------------------------------------------------|-------------------------|-------------|----------------------------------|----------------------------------|
| Loss attributable to owners of the Company | 本公司擁有人應佔虧損 | | | |
| — from continuing operations | — 來自持續經營業務 | | (24,854) | (117,253) |
| — from discontinued operations | — 來自已終止業務 | | — | (1,601) |
| | | | (24,854) | (118,854) |
| Profit/(loss) attributable to non-controlling interests | 非控股權益應佔溢利/(虧損) | | | |
| — from continuing operations | — 來自持續經營業務 | | 1,131 | (4,181) |
| — from discontinued operations | — 來自已終止業務 | | — | — |
| | | | 1,131 | (4,181) |
| Total comprehensive loss for the year attributable to: | 以下人士應佔本年度全面虧損總額： | | | |
| Owners of the Company | 本公司擁有人 | | (40,910) | (127,723) |
| Non-controlling interests | 非控股權益 | | 1,086 | (4,181) |
| | | | (39,824) | (131,904) |
| Loss per share | 每股虧損 | 14 | | |
| Basic and diluted (HK cents) | 基本及攤薄(港仙) | | | |
| From continuing operations | 來自持續經營業務 | | (0.46) | (2.20) |
| From discontinued operations | 來自已終止業務 | | — | (0.03) |
| From continuing and discontinued operations | 來自持續經營及已終止業務 | | (0.46) | (2.23) |

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2020 於二零二零年三月三十一日

| | | Notes 附註 | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|--------------------------------------------------------------------|---------------------|-------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 15 | 1,998 | 4,888 |
| Right-of-use assets | 使用權資產 | 16 | 1,880 | — |
| Interest in an associate | 於一家聯營公司之權益 | 17 | 20,000 | 35,783 |
| Equity investment at fair value through other comprehensive income | 透過其他全面收益按公平值列賬之股本投資 | 18 | 825 | 3,512 |
| Prepayment | 預付款項 | 19 | 13,789 | 15,884 |
| | | | 38,492 | 60,067 |
| Current assets | 流動資產 | | | |
| Investment at fair value through profit or loss | 透過損益按公平值列賬之投資 | 20 | — | — |
| Inventories | 存貨 | 21 | 9 | 1,856 |
| Loan receivables | 應收貨款 | 22 | 17,154 | 191,471 |
| Loan interest receivables | 應收貸款利息 | 22 | 2,402 | 9,924 |
| Trade and other receivables | 應收貿易及其他應收款項 | 23 | 58,314 | 16,203 |
| Bank balances and cash | 銀行結餘及現金 | 24 | 187,578 | 21,065 |
| | | | 265,457 | 240,519 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 應付貿易及其他應付款項 | 25 | 51,143 | 10,615 |
| Contract liabilities | 合約負債 | 26 | 509 | 800 |
| Lease liabilities | 租賃負債 | 27 | 1,049 | — |
| Tax payable | 應付稅項 | | 878 | 830 |
| | | | 53,579 | 12,245 |
| Net current assets | 流動資產淨值 | | 211,878 | 228,274 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 總資產減流動負債 | | 250,370 | 288,341 |
| Non-current liabilities | 非流動負債 | | | |
| Lease liabilities | 租賃負債 | 27 | 826 | — |
| | | | 826 | — |
| NET ASSETS | 資產淨值 | | 249,544 | 288,341 |

Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 March 2020 於二零二零年三月三十一日

| | | Notes 附註 | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-----------------------------------------------------|-------------------|-------------|----------------------------------|----------------------------------|
| Capital and reserves | 股本及儲備 | | | |
| Share capital | 股本 | 28 | 53,543 | 53,543 |
| Reserves | 儲備 | 29 | 193,888 | 234,798 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 247,431 | 288,341 |
| Non-controlling interests | 非控股權益 | | 2,113 | — |
| TOTAL EQUITY | 權益總額 | | 249,544 | 288,341 |

The consolidated financial statements on pages 82 to 183 were approved and authorised for issue by the board of directors on 26 June 2020 and are signed on its behalf by:

第82至183頁之綜合財務報表已獲董事會於二零二零年六月二十六日批准及授權刊發，並由下列人士代表簽署：

Xu Xue Ping
徐學平
Director
董事

Man Wai Lun
文偉麟
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

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | | | | | |
|---------------------------------------|--------------|---------------------------------------------------|---------------|---------------------|---------------------|---------------------|---------------------|----------------------|--------------------|-----------|---------------------------|-----------|--|
| | | Share capital | Share premium | Contributed surplus | Translation reserve | Other reserve | Revaluation reserve | Share option reserve | Accumulated losses | Sub-total | Non-controlling interests | Total | |
| | | 股本 | 股份溢價 | 繳入盈餘 | 換算儲備 | 其他儲備 | 重估儲備 | 購股權儲備 | 累計虧損 | 小計 | 權益 | 總計 | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| | | | | (Note i) (附註i) | | (Note ii) (附註ii) | | | | | | | |
| At 1 April 2018 | 於二零一八年四月一日 | 52,586 | 1,254,912 | 167,780 | 4,613 | 5,518 | — | 20,947 | (1,107,549) | 398,807 | (966) | 397,841 | |
| Total comprehensive loss for the year | 本年度全面虧損總額 | — | — | — | (8,869) | — | — | — | (118,854) | (127,723) | (4,181) | (131,904) | |
| Exercise of share option | 行使購股權 | 957 | 20,111 | — | — | — | — | (3,811) | — | 17,257 | — | 17,257 | |
| Disposal of subsidiaries | 出售附屬公司 | — | — | — | — | — | — | — | — | — | 5,147 | 5,147 | |
| At 31 March 2019 | 於二零一九年三月三十一日 | 53,543 | 1,275,023 | 167,780 | (4,256) | 5,518 | — | 17,136 | (1,226,403) | 288,341 | — | 288,341 | |
| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | | | | | |
| | | Share capital | Share premium | Contributed surplus | Translation reserve | Other reserve | Revaluation reserve | Share option reserve | Accumulated losses | Sub-total | Non-controlling interests | Total | |
| | | 股本 | 股份溢價 | 繳入盈餘 | 換算儲備 | 其他儲備 | 重估儲備 | 購股權儲備 | 累計虧損 | 小計 | 權益 | 總計 | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| | | | | (Note i) (附註i) | | (Note ii) (附註ii) | | | | | | | |
| At 1 April 2019 | 於二零一九年四月一日 | 53,543 | 1,275,023 | 167,780 | (4,256) | 5,518 | — | 17,136 | (1,226,403) | 288,341 | — | 288,341 | |
| Total comprehensive loss for the year | 本年度全面虧損總額 | — | — | — | (13,524) | — | (2,532) | — | (24,854) | (40,910) | 1,086 | (39,824) | |
| Acquisition of a subsidiary | 收購一家附屬公司 | — | — | — | — | — | — | — | — | — | 1,027 | 1,027 | |
| At 31 March 2020 | 於二零二零年三月三十一日 | 53,543 | 1,275,023 | 167,780 | (17,780) | 5,518 | (2,532) | 17,136 | (1,251,257) | 247,431 | 2,113 | 249,544 | |

Notes:

附註：

- | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|
| <p>(i) The contributed surplus represents the difference between nominal value of the shares of subsidiaries acquired by the Company and the nominal value of the shares of the Company issued for the acquisition pursuant to the reorganisation in April 2002.</p> | <p>(i) 繳入盈餘指本公司所收購附屬公司股份面值與本公司根據於二零零二年四月之重組進行收購所發行股份面值之差額。</p> |
| <p>(ii) The other reserve represents the transfer from share options reserve upon exercise of share options.</p> | <p>(ii) 其他儲備指購股權獲行使時自購股權儲備轉出。</p> |

Consolidated Statement of Cash Flows 綜合現金流量表

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

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|---------------------------------------------------------------|------------------------|----------------------------------|----------------------------------|
| Cash flows from operating activities | 經營活動所得現金流量 | | |
| Loss before tax | 除稅前虧損 | | |
| — Continuing operations | — 持續經營業務 | (23,415) | (120,901) |
| — Discontinued operation | — 已終止業務 | — | (1,601) |
| Adjustments for: | 就下列項目作出調整： | | |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 2,310 | 7,115 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 3,003 | — |
| Share of result of associates | 分佔聯營公司之業績 | 5,992 | 9,245 |
| Bank interest income | 銀行利息收入 | (486) | (70) |
| Finance cost | 財務成本 | 513 | — |
| (Gain)/loss on disposal of property, plant and equipment | 出售物業、廠房及設備之(收益)/虧損 | 351 | (244) |
| Impairment of investment at fair value through profit or loss | 透過損益按公平值列賬之投資減值 | — | 20,862 |
| Impairment of trade receivables | 應收貿易款項減值 | 18 | 77 |
| Impairment of interest in an associate | 於一家聯營公司之權益減值 | 7,268 | 17,528 |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | — | (11,065) |
| Gain on bargain purchase | 議價購買收益 | (1,069) | — |
| Early termination of lease agreement | 提前終止租賃協議 | (458) | — |
| Operating cash flows before movements in working capital | 營運資金變動前之經營現金流量 | (5,973) | (79,054) |
| Change in inventories | 存貨變動 | 1,775 | 4,405 |
| Change in loan and loan interest receivables | 應收貸款及應收貸款利息變動 | 176,897 | (2,977) |
| Change in trade and other receivables | 應收貿易及其他應收款項變動 | (38,638) | 2,791 |
| Change in trade and other payables | 應付貿易及其他應付款項變動 | 39,550 | 23,175 |
| Change in contract liabilities | 合約負債變動 | (247) | (3,122) |
| Cash used in operations | 營運所用現金 | 173,364 | (54,782) |
| Income tax (paid)/refund | (已付所得稅)/所得稅退稅 | (262) | 19 |
| Net cash generated from/(used in) operating activities | 經營活動所得/(所用)現金淨額 | 173,102 | (54,763) |

Consolidated Statement of Cash Flows

綜合現金流量表

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

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-------------------------------------------------------------------------|--------------------------|----------------------------------|----------------------------------|
| Cash flows from investing activities | 投資活動所得現金流量 | | |
| Purchase of property, plant and equipment | 購買物業、廠房及設備 | — | (1,521) |
| Acquisition of a subsidiary | 收購一家附屬公司 | 5 | — |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備之所得款項 | — | 5,972 |
| Bank interest received | 已收銀行利息 | 486 | 70 |
| Disposal of subsidiaries (net of cash and cash equivalents disposed of) | 出售附屬公司(扣除已出售現金及現金等價物) | — | 11,113 |
| Net cash generated from investing activities | 投資活動所得現金淨額 | 491 | 15,634 |
| Cash flows from financing activities | 融資活動所得現金流量 | | |
| Issue of new shares | 發行新股份 | — | 17,257 |
| Lease interests paid | 已繳租賃利息 | (513) | — |
| Repayment of lease liabilities | 租賃負債還款 | (1,393) | — |
| Net cash (used in)/generated from financing activities | 融資活動(所用)/所得現金淨額 | (1,906) | 17,257 |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等價物增加/(減少)淨額 | 171,687 | (21,872) |
| Cash and cash equivalents at the beginning of the year | 於年初之現金及現金等價物 | 21,065 | 49,000 |
| Effect of changes in foreign exchange rate | 外幣匯率變動之影響 | (5,174) | (6,063) |
| Cash and cash equivalents at the end of the year | 於年終之現金及現金等價物 | 187,578 | 21,065 |
| Analysis of cash and cash equivalents | 現金及現金等價物分析 | | |
| Bank and cash balances | 銀行及現金結餘 | 187,578 | 21,065 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

I. GENERAL INFORMATION

Life Healthcare Group Limited (the "Company") is a company incorporated in the Cayman Islands as an exempted company with limited liability under Companies Law of the Cayman Islands on 12 March 2001 and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") as of 29 April 2002. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands and the principal place of business of the Company in Hong Kong is Office A, 18/F, Aubin House, 171-172 Gloucester Road, Wan Chai, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (the "Group") are principally engaged in (i) healthcare products and services business, (ii) money lending business and (iii) securities trading and investments business. The Group was also engaged in education products and related services business which was discontinued in previous year.

The functional currency of the Company and the subsidiaries incorporated in Hong Kong is Hong Kong dollars ("HK\$"). The functional currency of the Group's subsidiaries incorporated in the PRC is Renminbi ("RMB"). For the convenience of the consolidated financial statements users, the results and financial position of the Group are presented in HK\$ as the Company's shares are listed on the Stock Exchange.

I. 一般資料

蓮和醫療健康集團有限公司(「本公司」)為於二零零一年三月十二日根據開曼群島公司法在開曼群島註冊成立之獲豁免有限公司，其股份於二零零二年四月二十九日在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands，而本公司之香港主要營業地點則設於香港灣仔告士打道171-172號安邦商業大廈18樓A室。

本公司為一家投資控股公司。本公司及其附屬公司(「本集團」)主要從事(i)健康產品及服務業務、(ii)借貸業務及(iii)證券買賣與投資業務。本集團亦從事教育產品及相關服務業務，惟該業務已於去年終止經營。

本公司及於香港註冊成立之附屬公司之功能貨幣為港元(「港元」)。本集團於中國註冊成立之附屬公司之功能貨幣為人民幣(「人民幣」)。由於本公司股份於聯交所上市，為方便綜合財務報表之使用者，本集團之業績及財務狀況均以港元呈列。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (the “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 April 2019. HKFRSs comprise Hong Kong Financial Reporting Standards (the “HKFRS”), Hong Kong Accounting Standards (the “HKAS”) and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years except as stated below.

HKFRS 16 “Leases”

The impact of the adoption of HKFRS 16 “Leases” (“HKFRS 16”) on the Group’s financial information and the new accounting policies that have been applied from 1 April 2019, where they are different to those applied in prior periods.

The Group has adopted HKFRS 16 retrospectively from 1 April 2019, but has not restated comparatives for the 31 March 2019 reporting period, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening statement of financial position on 1 April 2019.

2. 應用新訂及經修訂香港財務報告準則

於本年度，本集團已採納由香港會計師公會（「香港會計師公會」）頒佈且與其業務營運有關並自二零一九年四月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。除下文所述者外，採納該等新訂及經修訂香港財務報告準則並無對於本年度及過往年度之本集團會計政策、本集團綜合財務報表之呈列方式及所呈報金額造成重大變動。

香港財務報告準則第16號「租賃」

採納香港財務報告準則第16號「租賃」（「香港財務報告準則第16號」）對本集團財務資料的影響以及自二零一九年四月一日應用的與過往期間採納的不同的新會計政策。

本集團已自二零一九年四月一日追溯採納香港財務報告準則第16號，惟在該準則之特定過渡條文允許下，並無重列二零一九年三月三十一日報告期之比較數字。因此，因新租賃規則而產生之重新分類與調整只於二零一九年四月一日之年初財務狀況表確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued) HKFRS 16 “Leases” (Continued)

Adjustments recognised on adoption of HKFRS 16

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

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

As a lessee, the Group’s leases are mainly rentals of offices. The right-of-use assets were measured at the amount equal to the lease liability and there were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application. HKFRS 16 has been applied and resulted in changes in consolidated amounts reported in the consolidated financial statements as follows:

2. 應用新訂及經修訂香港財務報 告準則(續) 香港財務報告準則第16號「租賃」 (續)

採納香港財務報告準則第16號確認 的調整

於採納香港財務報告準則第16號時，本集團就以往根據香港會計準則第17號租賃之原則分類為「經營租賃」之租賃確認租賃負債。該等負債按以承租人於二零一九年四月一日之遞增借款利率貼現之餘下租賃款項現值計量。

本集團亦已選擇不重新評估合約在首次應用日期是否為或包含租賃。相反，對於在過渡日期之前訂立的合約，本集團依據其應用香港會計準則第17號及香港財務報告詮釋委員會詮釋第4號釐定安排是否包含租賃作出的評估。

作為承租人，本集團之租賃主要為辦公室租賃。使用權資產按與租賃負債相等之金額計量，且並無任何繁重租賃合約，以致須於初始應用日期對使用權資產作出調整。香港財務報告準則第16號已經應用，且引起綜合財務報表呈報的綜合金額的變更如下：

As at
1 April 2019
於二零一九年
四月一日
HK\$'000
千港元

| | | |
|---------------------------------|---------|--------|
| Increase in right-of-use assets | 使用權資產增加 | 33,428 |
| Increase in lease liabilities | 租賃負債增加 | 33,428 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued) HKFRS 16 “Leases” (Continued)

Adjustments recognised on adoption of HKFRS 16 (Continued)

The operating lease commitments disclosed as at 31 March 2019 were HK\$40,115,000, while the lease liabilities recognised as at 1 April 2019 were HK\$33,428,000 of which HK\$5,262,000 were current lease liabilities and HK\$28,166,000 were non-current lease liabilities.

The differences between the operating lease commitments discounted using the lessee's incremental borrowing rate of 4.75% and the total lease liabilities recognised in the consolidated statement of financial position at the date of initial application of HKFRS 16 comprised the exclusion of short-term leases recognised on a straight-line basis as expenses.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The application of these new HKFRSs will not have material impact on the consolidated financial statements of the Group.

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 and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the investments which are carried at their fair values.

2. 應用新訂及經修訂香港財務報告準則(續) 香港財務報告準則第16號「租賃」(續)

採納香港財務報告準則第16號確認的調整(續)

於二零一九年三月三十一日披露之經營租賃承擔為40,115,000港元，而於二零一九年四月一日確認之租賃負債為33,428,000港元，其中5,262,000港元為流動租賃負債，28,166,000港元為非流動租賃負債。

採用承租人的遞增借款利率4.75%折現的經營租賃承擔與於初步應用香港財務報告準則第16號日期在綜合財務狀況表中確認的租賃負債總額之間的差異包括排除按直線法確認為開支的短期租賃。

本集團並未應用已頒佈但尚未生效的新訂香港財務報告準則。應用該等新訂香港財務報告準則不會對本集團的綜合財務報表造成重大影響。

3. 主要會計政策

綜合財務報表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，綜合財務報表包括聯交所證券上市規則及香港公司條例規定之適用披露。

綜合財務報表乃根據歷史成本慣例編製，並經按公平值列賬之投資修訂。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 4.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

3. 主要會計政策(續)

編製符合香港財務報告準則之綜合財務報表須採用主要假設及估計，亦要求董事在應用會計政策過程中作出判斷。涉及重大判斷之範疇及對此等綜合財務報表有重大影響之假設及估計之範疇於附註4中披露。

編製此等綜合財務報表所應用之主要會計政策載列如下。

綜合賬目

綜合財務報表包括本公司及其附屬公司截至三月三十一日止的財務報表。附屬公司指本集團控制的實體。當本集團承擔及享有參與實體可變回報之風險及權利，及有能力通過其對實體之權力影響該等回報時，本集團則對該實體擁有控制權。當本集團擁有現有權力，賦予其當前能力以指示有關活動(如重大影響該實體回報的活動)時，本集團對該實體擁有權力。

在評估控制權時，本集團考慮其潛在投票權以及其他方的潛在投票權，以判定其是否擁有控制權。僅當潛在投票權的持有人有實際能力行使該權力時，該潛在投票權方獲考慮。

附屬公司自其控制權轉移予本集團當日起綜合入賬，並於控制權終止當日取消綜合入賬。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidation (Continued)

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

3. 主要會計政策(續)

綜合賬目(續)

出售附屬公司而導致失去控制權之收益或虧損乃指(i)出售代價之公平值連同於該附屬公司任何保留投資之公平值與(ii)本公司應佔該附屬公司之資產淨值連同與該附屬公司有關係之任何餘下商譽以及任何相關累計換算儲備兩者間差額。

集團內部交易、結餘和未變現溢利將予以對銷。除非交易證明所轉讓資產出現減值，則未變現虧損亦予以對銷。附屬公司的會計政策已在必要時作出變動，以確保其與本集團所採用的會計政策一致。

非控股權益是指附屬公司中並非由本公司直接或間接擁有的權益。非控股權益在綜合財務狀況表及綜合權益變動表的權益項目中呈列。非控股權益於綜合損益及其他全面收益表中呈列為非控股股東與本公司擁有人之間之年度溢利或虧損及全面收益總額之分配。

溢利或虧損及其他全面收益的每個部份歸屬予本公司擁有人及非控股股東，即使其會導致非控股權益產生虧絀結餘亦然。

並無導致本公司失去控制權之附屬公司所有權變動乃按權益交易(即與擁有人以擁有人身份進行交易)入賬。控股及非控股權益之賬面值經調整以反映其於附屬公司相關權益之變動。非控股股東權益變動之調整額與已付或已收代價公平值間之差額直接於權益確認，並歸屬於本公司擁有人。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, equity investments at fair value through other comprehensive income), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

3. 主要會計政策(續)

業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司列賬。收購成本乃按所獲資產、所發行之股本工具、所產生之負債及或然代價於收購日期之公平值計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時，附屬公司之可識別資產及負債，均按其於收購日期之公平值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債之公平淨值之差額乃列作商譽。本公司應佔可識別資產及負債之公平淨值超出收購成本之差額乃於綜合損益內確認為本公司應佔之議價購買收益。

對於分段進行之業務合併，先前已持有之附屬公司之股權乃按其於收購日期之公平值重新計量，而由此產生之損益於綜合損益內確認。公平值會加入至收購成本以計算商譽。

倘先前已持有之附屬公司之股權之價值變動已於其他全面收益內確認(例如透過其他全面收益按公平值列賬的股本投資)，則於其他全面收益確認之金額乃按在先前已持有之股權被出售的情況下所須之相同基準確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill (Continued)

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy (II) below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

3. 主要會計政策(續)

業務合併及商譽(續)

商譽會每年進行減值測試或當事件或情況改變顯示可能減值時則更頻繁地進行減值測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與下文會計政策(II)內所述其他資產之計量方法相同。商譽之減值虧損於綜合損益確認，隨後不予撥回。就減值測試而言，商譽分配至預期會因收購協同效益而產生利益之現金產生單位。

於附屬公司的非控股權益初步以收購日期非控股股東應佔附屬公司可識別資產及負債之公平淨值的比例計量。

聯營公司

聯營公司為本集團對其有重大影響力之實體。重大影響力指有權參與實體財務及經營政策之決策，但不控制或共同控制該等政策。於評估本集團是否擁有重大影響力時，會考慮現時是否存在可行使或可轉換之潛在投票權(包括其他實體持有之潛在投票權)及其影響。於評估潛在投票權是否具重大影響力時，並未計及持有人行使或轉換該投票權之意向及財務能力。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Associates (Continued)

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's share of the net assets of that associate plus any remaining goodwill relating to that associate and any related accumulated translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

3. 主要會計政策(續)

聯營公司(續)

於一家聯營公司之投資以權益法於綜合財務報表列賬，且初步按成本確認。於收購中，聯營公司之可識別資產及負債於收購日期按公平值計量。收購成本超出本集團應佔聯營公司可識別資產及負債之公平淨值之差額列為商譽。商譽計入投資之賬面值，且倘有客觀證據顯示投資已減值，則於各報告期間結算日與投資一併進行減值測試。本集團應佔可識別資產及負債公平淨值超出收購成本之任何差額於綜合損益中確認。

本集團應佔聯營公司之收購後溢利或虧損於綜合損益確認，而其應佔收購後儲備變動於綜合儲備內確認。累計收購後變動就投資賬面值作出調整。當本集團應佔聯營公司之虧損相當於或超逾其於聯營公司之權益時(包括任何其他無抵押應收款項)，本集團不會確認進一步虧損，惟其須代表聯營公司承擔責任或付款除外。倘聯營公司其後錄得溢利，則本集團僅於其應佔溢利與未確認之應佔虧損相等後，方會繼續確認其應佔溢利。

出售一家聯營公司導致失去重大影響力之收益或虧損指(i)出售代價之公平值，加該聯營公司保留任何投資之公平值與(ii)本集團應佔該聯營公司之資產淨值加與該聯營公司有關的任何餘下商譽及任何有關累計換算儲備間之差額。倘於聯營公司之投資成為合資公司之投資，則本集團繼續應用權益法，且不會重新計量保留權益。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Associates (Continued)

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Group's presentation currency.

(b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

3. 主要會計政策(續)

聯營公司(續)

本集團與其聯營公司間之交易之未變現溢利，按本集團於聯營公司之權益對銷。除非交易提供證據證明所轉讓之資產出現減值，否則未變現虧損亦予以對銷。聯營公司之會計政策已於有需要時作出調整，以確保與本集團所採納之政策貫徹一致。

外幣換算

(a) 功能及呈列貨幣

本集團各實體的財務報表所載項目，乃採用有關實體營運業務所在地的主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，港元是本公司的呈列貨幣。

(b) 各實體財務報表的交易及結餘

外幣交易於首次確認時按交易當日通行的匯率換算為功能貨幣。以外幣計值的貨幣資產及負債按各報告期末的匯率換算。此換算政策引致的收益及虧損將於損益中確認。

按公平值計量及以外幣計值的非貨幣項目乃按釐定公平值當日的匯率折算。

當非貨幣項目的盈虧於其他全面收益確認時，該盈虧的任何匯兌部分於其他全面收益確認。當非貨幣項目的盈虧於損益確認時，該盈虧的任何匯兌部分於損益確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

(c) Translation on consolidation

The results and financial position of all the group entities that have a functional currency different from the Group's presentation currency are translated into the Group's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the translation reserve. When a foreign operation is sold, such exchange differences are recognised in profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

3. 主要會計政策(續)

外幣換算(續)

(c) 綜合賬目的換算

所有集團實體的業績及財務狀況的功能貨幣如有別於本集團的呈列貨幣，均按以下方式換算為本集團的呈列貨幣：

- 於各財務狀況表呈列的資產及負債乃按財務狀況表日期的收市匯率換算；
- 收支乃按平均匯率換算（除非該平均匯率並非在有關交易當日通行匯率累積影響的合理估計內，在該情況下，收支按有關交易當日的匯率換算）；及
- 所有因此而產生的匯兌差額均於換算儲備內確認。

於綜合賬目時，因換算於海外實體投資淨額及換算借貸而產生的匯兌差額，均於換算儲備內確認。當出售海外業務時，有關匯兌差額於損益中確認為出售收益或虧損的一部份。

收購海外實體所產生的商譽及公平值調整視作海外實體的資產及負債處理，並會以收市匯率換算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

| | |
|----------------------------------|-----------------------------------------------------|
| Leasehold improvements | Over the shorter of the term of lease or 7 years |
| Furniture fixtures and equipment | 3–7 years |
| Motor vehicles | 3–10 years |

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬。

其後成本計入資產的賬面值或確認為獨立資產(如適用)，但只在與該項目相關之未來經濟利益有可能流入本集團且成本能可靠計量時才按上述方式處理。所有其他維修及保養費用於產生期間內在損益中確認。

物業、廠房及設備折舊乃按足以在其估計可使用年期撇銷其成本減剩餘價值的折舊率以直線法計算。主要可使用年期如下：

| | |
|----------|----------|
| 租賃物業 | 租賃期或7年 |
| 裝修 | (以較短者為準) |
| 傢俬、裝置及設備 | 3至7年 |
| 汽車 | 3至10年 |

於各報告期末均會檢討及調整剩餘價值、可使用年期及折舊方法(如適用)。

出售物業、廠房及設備之收益或虧損指銷售所得款項淨額與相關資產賬面值之間的差額，並於損益中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

| | |
|--------------------|-----------|
| Land and buildings | 35.3%–50% |
|--------------------|-----------|

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

3. 主要會計政策(續)

租賃

本集團作為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產乃按成本減累計折舊及減值虧損列賬。使用權資產乃按資產使用年期與租賃期二者中較短者以直線法按撇銷其成本的折舊率折舊。主要年折舊率如下：

| | |
|-------|-----------|
| 土地及樓宇 | 35.3%—50% |
|-------|-----------|

使用權資產乃按成本(包括初始計量租賃負債金額、預付租賃款項、初始直接成本及恢復成本)計量。租賃負債包括按租賃中隱含的利率(如可釐定)或本集團的遞增借貸利率折現的租賃款項現值淨額。各租賃款項於負債與融資成本之間作出分配。融資成本於租賃期內在損益內扣除，以計算租賃負債餘下結餘的固定期間利率。

與短期租賃及低價值資產租賃相關的付款於租賃期內以直線法在損益內確認為開支。短期租賃乃初始租賃期為12個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's healthcare service development is recognised only if all of the following conditions are met:

- An asset is created that can be identified (such as software and new processes);
- It is probable that the asset created will generate future economic benefits; and
- The development cost of the asset can be measured reliably.

Internally generated intangible assets are stated at cost less accumulated amortisation and impairment losses. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3. 主要會計政策(續)

研發開支

研究活動開支於其產生期間確認為開支。本集團醫療服務發展所產生內部產生之無形資產只在達成下列所有條件時方會確認：

- 創造出可識別之資產(例如軟件及新程序)；
- 所創造之資產日後可能帶來經濟利益；及
- 有關資產之開發成本能夠可靠計算。

內部產生之無形資產按成本減累計攤銷及減值虧損列賬。倘並無任何內部產生之無形資產可予確認，開發開支則於產生期間於損益確認。

存貨

存貨按成本及可變現淨值之較低者列賬。成本採用加權平均法釐定。製成品及在製品之成本值包括原料、直接勞工及適當比例的生產間接開支，以及(倘適用)分包費用。可變現淨值是以日常業務過程中的估計售價減去估計完工成本及銷售所需的估計成本。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

3. 主要會計政策(續)

確認及終止確認財務工具

財務資產及財務負債於本集團成為工具合約條文之訂約方時，於財務狀況表內確認。

倘從資產收取現金流之合約權利已到期，或本集團已將其於資產擁有之絕大部份風險及回報轉移，或本集團並無轉移及保留其於資產擁有之絕大部份風險及回報但並無保留對資產之控制權，則財務資產將被終止確認。於終止確認財務資產時，資產之賬面值與已收代價之差額，將於損益內確認。

倘於有關合約之特定責任獲解除、取消或到期，則財務負債將被終止確認。終止確認之財務負債之賬面值與已付代價之差額於損益內確認。

財務資產

倘根據要求在相關市場中約定的時間內交付該項資產的合約購買或出售資產，則有關財務資產會按交易日基準確認及終止確認，並初步按公平值加直接應佔交易成本確認，透過損益按公平值列賬之投資除外。收購透過損益按公平值列賬之投資直接應佔之交易成本即時於損益中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost;
- Equity investments at fair value through other comprehensive income; and
- Investments at fair value through profit or loss.

(i) Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

3. 主要會計政策(續)

財務資產(續)

本集團將財務資產分類為以下類別：

- 按攤銷成本計量之財務資產
- 透過其他全面收益按公平值列賬之股本投資；及
- 透過損益按公平值列賬之投資。

(i) 按攤銷成本計量之財務資產

符合下列兩項條件的財務資產(包括應收貿易及其他應收款項)分類至此類別：

- 資產乃按目的為持有資產以收集合約現金流量的業務模式持有；及
- 資產合約條款於特定日期產生現金流量，有關現金流量僅為本金及尚未償還本金之利息付款。

有關項目其後以實際利率法按攤銷成本減去預期信貸虧損之虧損撥備計量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

(ii) *Equity investments at fair value through other comprehensive income*

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that are not held for trading as at fair value through other comprehensive income.

Equity investments at fair value through other comprehensive income are subsequently measured at fair value with gains and losses arising from changes in fair values recognised in other comprehensive income and accumulated in the equity investment revaluation reserve. On derecognition of an investment, the cumulative gains or losses previously accumulated in the equity investment revaluation reserve are not reclassified to profit or loss.

Dividends on these investments are recognised in profit or loss, unless the dividends clearly represent a recovery of part of the cost of the investment.

3. 主要會計政策(續)

財務資產(續)

(ii) *透過其他全面收益按公平值列賬之股本投資*

於初步確認時，本集團可以不可撤回地(按個別工具基準)選擇指定並非持作買賣之股本工具投資為透過其他全面收益按公平值列賬。

透過其他全面收益按公平值列賬之股本投資其後按公平值計量，而公平值變動產生之收益及虧損於其他全面收益確認，並於股本投資重估儲備中累計。於取消確認一項投資時，以往於股本投資重估儲備中累計之累計收益或虧損不會重新分類至損益。

除非該等投資之股息清楚代表收回部分投資成本，否則股息於損益確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

(iii) Investment at fair value through profit or loss

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investment at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Investment at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

3. 主要會計政策(續)

財務資產(續)

(iii) 透過損益按公平值列賬之投資

倘財務資產並不符合按攤銷成本計量之條件及透過其他全面收益按公平值列賬之債務投資之條件，即歸入此類別，惟本集團於初步確認時指定並非持作買賣之股本投資為透過其他全面收益按公平值列賬除外。

透過損益按公平值列賬之投資其後按公平值計量，而公平值變動產生之任何收益或虧損於損益確認。於損益確認之公平值收益或虧損須扣除任何利息收益及股息收入。利息收益及股息收入於損益確認。

預期信貸虧損之虧損撥備

本集團按攤銷成本確認財務資產的預期信貸虧損之虧損撥備。預期信貸虧損乃加權平均信貸虧損，並以發生相關違約風險之金額作為加權數值。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss allowances for expected credit losses (Continued)

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument ("lifetime expected credit losses") for trade receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

3. 主要會計政策(續)

預期信貸虧損之虧損撥備(續)

於各報告期末，本集團計量財務工具的虧損撥備，金額等於該財務工具預計年內所有可能違約事件所產生應收貿易款項的預期信貸虧損（「全期預期信貸虧損」），或自初步確認後該財務工具的信貨風險大幅增加。

倘於報告期末，財務工具（應收貿易款項除外）的信貨風險自初步確認後並無大幅增加，本集團會按相等於反映該財務工具可能於報告期後12個月內發生的違約事件所引致預期信貸虧損的全期預期信貸虧損部分的金額，計量該財務工具之虧損撥備。

於報告期末將虧損撥備調整至所需金額的預期信貸虧損或撥回金額，於損益中確認為減值收益或虧損。

現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行及手頭現金、存於銀行及其他金融機構的活期存款，及可隨時轉換為已知數額現金且受價值變動之風險影響不大之短期高流通投資。應要求償還及構成本集團現金管理一個完整部份的銀行透支亦列入現金及現金等價物之一部份。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

3. 主要會計政策(續)

財務負債及股本工具

財務負債及股本工具乃根據所訂立的合約安排的內容及根據香港財務報告準則對財務負債及股本工具的定義而分類。股本工具為證明於本集團經扣除其所有負債後的資產中所剩餘權益的任何合約。就特定財務負債及股本工具而採納的會計政策載於下文。

應付貿易及其他應付款項

應付貿易及其他應付款項初步按公平值確認，其後以實際利率法按攤銷成本計量，除非折現影響甚微，於此情況下，則按成本入賬。

股本工具

本公司發行之股本工具以扣除直接發行成本後之已收所得款項入賬。

客戶合約收益

收益乃按經參考商業慣例後與客戶訂立的合約所訂明的代價計量，且不包括代表第三方收取的金額。就客戶付款與轉移已承諾產品或服務之間的期限超過一年的合約，代價會就重大融資部分的影響作出調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; 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.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

3. 主要會計政策(續)

客戶合約收益(續)

本集團透過將產品或服務的控制權轉移予客戶而完成其履約責任時確認收益。視乎合約的條款及該合約適用的法例，履約責任可隨時間內或於某一時間點完成。倘屬以下情況，履約責任乃隨時間完成：

- 當客戶同時收取及消耗本集團履約所提供的利益；
- 當本集團的履約行為創造或改良一項其於被創造或改良時受客戶控制的資產；或
- 當本集團的履約行為並無創造一項對本集團有替代用途的資產，及本集團對迄今為止已完成的履約行為擁有可強制執行付款的權利。

倘履約責任屬於隨時間完成，收益經參考已完成有關履約責任的進度確認。否則，收益於客戶獲得產品或服務控制權之時確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other revenue

Interest income is recognised using the effective interest method.

Employee benefits

(a) *Employee leave entitlements*

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the at the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) *Pension obligations*

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged in profit or loss represents contributions payable by the Group to the funds.

(c) *Termination benefits*

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

3. 主要會計政策(續)

其他收益

利息收入使用實際利率法確認。

僱員福利

(a) *僱員享有之假期*

僱員享有之年假及長期服務假期在僱員應享有時確認。就僱員於截至報告期末止所提供服務而享有之年假及長期服務假期之估計負債作出撥備。

僱員享有之病假及產假於休假時方始確認。

(b) *退休金責任*

本集團為所有僱員提供定額供款退休計劃。本集團與僱員的供款計劃按僱員基本薪金的百分比計算，在損益支銷的退休福利計劃成本指本集團應向此基金支付的供款。

(c) *離職福利*

離職福利於本集團無法撤銷提供該等福利時及本集團確認重組成本及涉及終止福利付款當日(以較早者為準)予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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)

以股份為基礎之付款

本集團向若干董事、僱員及顧問發行以股權結算以股份為基礎之付款。

授予董事及僱員以股權結算以股份為基礎之付款乃按於授出日期股本工具之公平值(不包括非市場歸屬條件之影響)計量。按以股權結算以股份為基礎之付款授出日期釐定之公平值，乃根據本集團估計股份最終歸屬及就非市場歸屬條件調整，於歸屬期內以直線法支銷。

授予顧問以股權結算以股份為基礎之付款乃按所提供服務之公平值計量，或倘所提供服務之公平值不能可靠計量時，則按已授出股本工具之公平值計量。公平值於本集團獲取服務當日計量，並確認為開支。

稅項

所得稅指即期稅項及遞延稅項之總和。

現時應繳稅項乃按本年度應課稅溢利計算。應課稅溢利與損益中確認之溢利不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入或開支項目，並且不包括從未課稅或扣稅之項目。本集團即期稅項之負債乃按報告期間末已頒佈或實際上已頒佈之稅率計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is recognised on 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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other 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 arising on investments in subsidiaries and associates 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.

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.

3. 主要會計政策(續)

稅項(續)

遞延稅項乃根據綜合財務報表資產及負債賬面值與計算應課稅溢利所採用相應稅基間之差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產於可能有可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可用作抵扣應課稅溢利時確認。因商譽或初步確認一項既不影響應課稅溢利或會計溢利之交易(業務合併除外)中之其他資產及負債且而引致之暫時差額，則不會確認該等資產及負債。

遞延稅項負債乃就於附屬公司及聯營公司之投資而產生之應課稅暫時差額確認，惟若本集團可控制暫時差額之撥回及暫時差額不大可能於可見將來撥回則除外。

遞延稅項資產之賬面值於各報告期末作檢討，並在不再可能有足夠應課稅溢利可收回全部或部分資產時加以削減。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities 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.

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 by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Segment reporting

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

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

3. 主要會計政策(續)

稅項(續)

遞延稅項乃按預期於負債償還或資產變現期間適用之稅率計算，所根據之稅率為於報告期末已頒佈或實質上已頒佈之稅率。遞延稅項於損益中確認，惟倘遞延稅項與於其他全面收益或直接於權益中確認之項目有關，則遞延稅項亦於其他全面收益或直接於權益中確認。

遞延稅項資產及負債的計量反映了本集團於報告期末所預期收回或償還其資產及負債的賬面值的方式所產生的稅務結果。

倘有可依法強制執行之權利將即期稅項資產與即期稅項負債抵銷，而該等資產及負債與同一稅務機構徵收之所得稅有關，且本集團擬按淨額基準結算即期稅項資產及負債，則會抵銷遞延稅項資產及負債。

分部報告

經營分部及財務報表所呈報各分部項目的金額，乃根據向本集團各項業務分配資源及評估其業績表現而定期向本集團最高行政管理層提供的財務資料當中識別出來。

個別重要的經營分部不會合計以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部分條件，則可以合計為一個報告分部。



Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A related party is a person or entity that is related to the Group.

(a) *A person or a close member of that person's family is related to the Group if that person:*

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

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

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

3. 主要會計政策(續)

關聯方

關聯方為與本集團相關的人士或實體。

(a) *倘屬以下人士，即該人士或該人士之近親與本集團有關連：*

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本公司或本公司母公司的主要管理層成員。

(b) *倘符合下列任何條件，即實體(申報實體)與本集團有關連：*

- (i) 該實體與本公司屬同一集團的成員(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

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

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

3. 主要會計政策(續)

關聯方(續)

(b) 倘符合下列任何條件，即實體(申報實體)與本集團有關連：
(續)

- (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。倘本集團本身為該項計劃，則贊助僱主亦與本集團有關。
- (vi) 實體受(a)所識別人士控制或受共同控制。
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 實體或其所屬集團的任何成員公司向本公司或本公司之母公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except investments, inventories and receivables, 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 any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit 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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3. 主要會計政策(續)

資產減值

於各報告期末，本集團將審閱其有形及無形資產(投資、存貨及應收款項除外)之賬面值，以釐定該等資產是否出現任何減值虧損跡象。倘出現有關跡象，則估計資產之可收回數額，以釐定任何減值虧損。倘未能估計個別資產之可收回數額，則本集團估計該資產所屬現金產生單位之可收回數額。

可收回數額乃公平值減出售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量將使用反映當前市場對金錢時間值及該資產特有風險之稅前折現率折現至其現值。

倘資產或現金產生單位之可收回數額估計低於其賬面值，則資產或現金產生單位賬面值將扣減至其可收回數額。減值虧損即時於損益確認，除非有關資產按重估金額列賬，於該等情況下，減值虧損視為重估減少。

倘減值虧損其後撥回，則資產或現金產生單位賬面值增至其可收回數額之經修訂估計，惟所增加賬面值不得高於假設於往年該資產或現金產生單位並無確認減值虧損下釐定之賬面值(經扣除攤銷或折舊)。減值虧損撥回即時於損益確認，除非有關資產按重估金額列賬，於該等情況下，減值虧損撥回視為重估增加。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions and contingent liabilities

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

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

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

3. 主要會計政策(續)

撥備及或然負債

當本集團因過去事項須承擔法定責任或推定責任，而履行該責任很可能需要經濟利益流出並能可靠估計其數額時，便為未確定時間或金額之負債確認撥備。倘金錢時間值屬重大，則按預期履行該責任所需支出之現值作出撥備。

當不大可能需要經濟利益流出，或其數額未能可靠估計時，除非經濟利益流出之可能性極小，否則該責任披露為或然負債。當潛在責任之存在僅能以一宗或數宗未來事項發生或不發生來證實，除非經濟利益流出之可能性極小，否則亦披露為或然負債。

報告期後事項

提供本集團於報告期末狀況額外資料之報告期後事項或顯示持續經營假設為不適當之資料乃調整事項，並於綜合財務報表內反映。並非調整事項之報告期後事項如屬重大者，乃於綜合財務報表附註內披露。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements

(a) *Control over a subsidiary*

Notwithstanding the lack of equity ownership in 蓮和(北京)醫療科技有限公司 (Life Healthcare (Beijing) Co., Ltd.*) ("Life Healthcare"), the Group is able to exercise control over Life Healthcare and its subsidiaries ("Life Healthcare Group") through a series of agreements with all of its ultimate shareholders (the "Structural Agreements").

The directors of the Company assessed whether or not the Group has control over Life Healthcare based on whether the Group has the practical ability to direct the relevant activities of Life Healthcare unilaterally. In making their judgement, the directors of the Company considered the Group's rights through the Structural Agreements, and concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of Life Healthcare and therefore the Group has control over Life Healthcare.

Key sources of estimation uncertainty

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, are discussed below.

4. 重要判斷及主要估計

應用會計政策之關鍵判斷

於應用會計政策時，董事作出以下對綜合財務報表確認金額具最大影響之判斷。

(a) *對一家附屬公司之控制權*

儘管未能取得蓮和(北京)醫療科技有限公司(「蓮和醫療」)之股本擁有權，本集團能透過與其全體最終股東所訂立之一系列協議(「結構協議」)控制蓮和醫療及其附屬公司(「蓮和醫療集團」)。

本公司董事基於本集團有否單方面主導蓮和醫療相關活動之實際能力，評估本集團對蓮和醫療是否有控制權。本公司董事於作出判斷時考慮透過結構協議所取得之權利，而結論為本集團有充足主導投票權可主導蓮和醫療之相關活動，故本集團對蓮和醫療有控制權。

估計不明朗因素之主要來源

下文討論於報告期末有極大風險引致在下一財政年度內對資產及負債之賬面值作重大調整之有關將來之主要假設及其他估計不明朗因素之主要來源。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(a) Impairment loss of trade and other receivables

The Group makes impairment loss of trade and other receivables based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

(b) Impairment loss of loan receivables and loan interest receivables

When there is objective evidence of impairment loss of loan receivables and loan interest receivables, the Group takes into consideration the estimation of future cash flows of respective loan receivables and loan interest receivables, including subsequent settlement of loans and guarantee held. A considerable amount of judgement is required in assessing the ultimate realisation of loan receivables from these customers, if applicable, including the current creditworthiness and the past collection history of each customer. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise.

4. 重要判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(a) 應收貿易及其他應收款項減值虧損

本集團之應收貿易及其他應收款項減值虧損乃根據對應收貿易及其他應收款項可收回性之評估作出，包括每位債務人之目前信譽及過往收款記錄。於發生事件或情況出現變動，顯示餘額可能無法收回時出現減值。本集團需作出判斷及估計以識別呆壞賬。倘實際結果有別於原來估計，則該等差額將影響上述估計出現變動年度應收貿易及其他應收款項以及呆賬開支之賬面值。

(b) 應收貸款及應收貸款利息減值虧損

倘有客觀證據顯示出現應收貸款及應收貸款利息減值虧損，本集團考慮有關應收貸款及應收貸款利息的估計未來現金流量，包括其後償付貸款及所持擔保。評估應該等客戶之貸款之最終變現時需要作出多項判斷，(如適用)包括各客戶之目前信譽及過往收款紀錄。減值虧損金額按資產賬面值與按財務資產原先實際利率(即初步確認時計算之實際利率)貼現之估計未來現金流量(不包括尚未產生之未來信貸虧損)之差額計量。倘實際未來現金流量少於預期，則可能出現重大減值虧損。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(c) Impairment loss of interest in an associate

Interest in an associate is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Value-in-use calculations are used for assessing the recoverable amount of these interests. These calculations require use of judgements and estimates.

Management judgement is required for assessing impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related carrying value of interests may not be recoverable; and (ii) whether the carrying value of the interests can be supported by the recoverable amount. Changing the estimations used by management in assessing impairment could materially affect the recoverable amount used in the impairment test and as a result affect the Group's consolidated financial position and consolidated results of operations.

4. 重要判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(c) 於一家聯營公司之權益減值虧損

倘有事件或情況變化顯示賬面值可能無法收回時，則對於一家聯營公司之權益進行減值檢討。使用價值計算用於評估有關權益的可收回金額。該等計算須使用判斷及估計。

於評估減值時需要管理層作出判斷，尤其是評估(i)是否已發生事件而可能顯示權益相關賬面值可能無法收回；及(ii)權益賬面值是否可透過可收回數額予以支持。更改管理層於評估減值時所用之估計可對減值測試所用之可收回金額產生重大影響，因而影響本集團綜合財務狀況及綜合經營業績。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(d) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(e) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4. 重要判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(d) 物業、廠房及設備以及折舊

本集團釐定其物業、廠房及設備之估計可使用年期、剩餘價值及相關折舊開支。此項估計乃基於性質及功能相若之物業、廠房及設備之實際可使用年期及剩餘價值之歷史經驗作出。本集團將於可使用年期及剩餘價值有別於以往估計時調整折舊開支，或會撇銷或撇減已棄置或出售之技術過時或非策略資產。

(e) 所得稅

本集團須於多個司法權區繳納所得稅。於釐定所得稅撥備時須作出重大估計。於日常業務過程中有大量未能確定最終稅項之交易及計算。倘此等事項之最終稅務結果與初步記錄之金額不同，有關差異將影響作出決定期間內之所得稅及遞延稅項撥備。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group's entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to loan receivables which carried at fixed rates.

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances.

The Group currently does not have interest rate hedging policy. However, the management will consider hedging significant interest rate exposure should the need arise.

In the opinion of the management of the Group, the expected change in interest rate will not have significant impact on the interest income on bank balances, hence sensitivity analysis is not presented.

5. 財務風險管理

本集團之業務須承受各種財務風險：外幣風險、利率風險、信貸風險及流動資金風險。本集團之整體風險管理項目集中於金融市場無法預測之特性，以及尋求盡量減少對本集團財務表現可能造成之不利影響。

(a) 外幣風險

由於本集團大部份業務交易、資產及負債均主要以本集團實體之功能貨幣計值，因此本集團所面對之外匯風險極微。本集團目前並無有關外幣交易、資產及負債之外幣對沖政策。本集團將會密切監察外幣風險，並會於需要時考慮對沖重大外幣風險。

(b) 利率風險

本集團承受定息應收貸款之公平值利率風險。

本集團承受浮息銀行結餘之現金流量利率風險。

本集團目前並無利率對沖政策。然而，管理層將於有需要時考慮對沖重大利率風險。

本集團管理層認為，利率之預期變動將不會對銀行結餘之利息收入造成重大影響，因此並無呈列敏感度分析。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk

The carrying amount of the cash and bank balances, trade and other receivables, loan receivables and loan interest receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

As at 31 March 2020, the Group had certain concentration of credit risk as approximately 76% and 99% of the Group's trade receivables were due from the Group's largest customer and the five largest customers. As at 31 March 2019, the Group has no significant concentrations of credit risk.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;

5. 財務風險管理(續)

(c) 信貸風險

財務狀況表所載現金及銀行結餘、應收貿易及其他應收款項、應收貸款及應收貸款利息之賬面值指本集團就其財務資產所面臨最大信貸風險。

於二零二零年三月三十一日，由於本集團約76%及99%的應收貿易款項為本集團最大客戶及五大客戶的欠款，因此本集團存在一定的信貸風險集中情況。於二零一九年三月三十一日，本集團並無重大信貸風險集中情況。

現金及銀行結餘的信貸風險有限，原因是交易對方乃獲國際信貸評級機構給予高度信貸評級之銀行。

本集團比較財務資產於報告日期之違約風險與於初始確認日期之違約風險，以評估財務資產之信貸風險有否於各報告期內按持續基準大幅增加。本集團亦考慮所得合理及有理據支持之前瞻性資料。尤其使用以下資料：

- 預期導致對借款人履行責任之能力出現重大變動之業務、財務或經濟狀況之實際或預期重大不利影響；



Notes to the Consolidated Financial Statements 綜合財務報表附註

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

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral or in the quality of guarantees or credit enhancements; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

5. 財務風險管理(續)

(c) 信貸風險(續)

- 借款人經營業績之實際或預期重大變動；
- 同一借款人之其他財務工具之信貸風險大幅增加；
- 抵押品價值或擔保或信貸提升措施之質素出現重大變動；及
- 借款人預期表現及行為之重大變動，包括借款人之付款狀況變動。

倘涉及合約付款之債務人逾期超過30日，則假定信貸風險大幅增加。當交易對手無法於合約付款到期時於60日內支付款項，則財務資產出現違約。

財務資產於合理預期無法收回(如債務人無法與本集團達成還款計劃)時撇銷。倘債務人於逾期後超過360日無法作出合約付款，本集團通常會撇銷有關貸款或應收款項。倘貸款或應收款項撇銷，則本集團在實際可行及符合經濟效應的情況下，繼續採取強制行動試圖收回到期應收款項。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

The Group uses two categories for non-trade loan receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

| Category 類別 | Definition 定義 | Loss provision 虧損撥備 |
|----------------------|---------------------------------------------------------------|--------------------------------------|
| Performing 履約 | Low risk of default and strong capacity to pay 違約風險低及還款能力強 | 12 month expected losses 12個月預期虧損 |
| Non-performing 違約 | Significant increase in credit risk 信貸風險顯著增加 | Lifetime expected losses 全期預期虧損 |

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

5. 財務風險管理(續)

(c) 信貸風險(續)

本集團採用兩種非貿易應收貸款，反映其信貸風險及各類貸款虧損撥備之釐定方式。於計算預期信貸虧損率時，本集團考慮各類別之歷史虧損率及就前瞻性數據作出調整。

(d) 流動資金風險

本集團之政策是定期監察目前及預期流動資金需求，以確保其維持足夠現金儲備，從而滿足短期及長期之流動資金需求。



Notes to the Consolidated Financial Statements 綜合財務報表附註

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

5. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk (Continued)

The maturity analysis of the Group's financial liabilities is as follows:

| | | Less than 1 year 少於一年 At 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元 |
|--------------------------|-------------|----------------------------------------------------------------------------------------|
| Trade and other payables | 應付貿易及其他應付款項 | 51,143 |

| | | Less than 1 year 少於一年 At 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 |
|--------------------------|-------------|----------------------------------------------------------------------------------------|
| Trade and other payables | 應付貿易及其他應付款項 | 10,615 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

5. FINANCIAL RISK MANAGEMENT (Continued)

(e) Categories of financial instruments

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|--------------------------------------------------------------------------|--------------------------|----------------------------------|----------------------------------|
| Financial assets: | 財務資產： | | |
| Equity investment at fair value through other comprehensive income | 透過其他全面收益按公平值列賬之股本投資 | 825 | 3,512 |
| Financial assets at amortised cost (including cash and cash equivalents) | 按攤銷成本計量之財務資產（包括現金及現金等價物） | 259,749 | 230,940 |
| Financial liabilities: | 財務負債： | | |
| Financial liabilities at amortised cost | 按攤銷成本計量之財務負債 | 51,143 | 10,615 |

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities at amortised cost as reflected in the consolidated statement of financial position approximate their respective fair values.

5. 財務風險管理(續)

(e) 財務工具類別

(f) 公平值

綜合財務狀況表所反映本集團按攤銷成本計量之財務資產及財務負債之賬面值與其相關公平值相若。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

6. REVENUE

Revenue represents the amounts received and receivable for services provided by the Group to outside customers during the year.

6. 收益

收益指本集團於本年度向外界客戶提供服務之已收及應收款項。

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|---------------------------------------|----------|----------------------------------|----------------------------------|
| Continuing operations | 持續經營業務 | | |
| Revenue from contracts with customers | 來自客戶合約收益 | | |
| — Healthcare services | — 健康服務 | 22,169 | 48,589 |
| — Healthcare products | — 健康產品 | 35,892 | — |
| Loan interest income | 貸款利息收入 | 5,744 | 14,898 |
| | | 63,805 | 63,487 |

Disaggregation of revenue from contracts with customers:

來自客戶合約收益分析：

Geographical markets

For the years ended 31 March 2020 and 2019, all revenues from healthcare services and healthcare products were recognised in PRC.

地區市場

截至二零二零年及二零一九年三月三十一日止年度，全部健康服務及健康產品收益均於中國確認。

Timing of revenue recognition

For the years ended 31 March 2020 and 2019, all revenues from healthcare services and healthcare products were recognised at a point in time.

收益確認時間

截至二零二零年及二零一九年三月三十一日止年度，全部健康服務及健康產品收益均於某一時間點確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

6. REVENUE (Continued)

Healthcare services

The service income is recognised when the services are rendered, the amount for which can be reliably estimated and it is probable that the income will be received.

A receivable is recognised when the services are rendered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Healthcare products

Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products. Sales to customers are normally made with credit period within 365 days.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

6. 收益(續)

健康服務

服務收入於提供服務時確認，其金額能夠可靠估計並很可能收取收入。

應收款項於向客戶提供服務時確認，原因為此乃代價成為無條件之時間點，到期支付款項前僅須待時間流逝。

健康產品

本集團於產品之控制權轉移(即向客戶交付產品)、再無未履行責任可影響客戶接納產品且客戶已取得產品之法定所有權時確認銷售額。本集團一般就客戶銷售提供365日內之信貸期。

應收款項於向客戶交付產品時確認，原因為此乃代價成為無條件之時間點，到期支付款項前僅須待時間流逝。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

7. SEGMENT INFORMATION

Information was reported to the executive directors of the Company, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focusing on types of goods or services delivered or provided. This is also the basis upon which the Group is organised.

For the year ended 31 March 2019, the Group had three operating and reportable segments, namely (i) healthcare services business, (ii) money lending business and (iii) securities trading and investments business and others.

For the year ended 31 March 2020, the Group's operating and reportable segments has been modified as two, namely (i) healthcare products and services business and (ii) money lending business.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment loss represents the loss of each segment without allocation of interest income, other income and gains, share of result of associates and central administration costs. This is the measure reported to the Group's CODM for the purposes of resource allocation and performance assessment.

For the purposes of monitoring segment performances and allocating resources among segments, all assets and liabilities are allocated to operating segments on the basis of the revenue earned by individual reportable segment. Segment assets exclude interest in associates, equity investment at fair value through other comprehensive income, prepayment, investment at fair value through profit or loss and unallocated corporate assets while segment liabilities exclude tax payable and unallocated corporate liabilities. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

7. 分部資料

向本公司執行董事(即主要營運決策者(「主要營運決策者」))報告以供分配資源及評估分部表現之資料集中於所交付或提供之貨品或服務類型,亦為組織本集團所依據之基準。

截至二零一九年三月三十一日止年度,本集團有三個經營及可呈報分部,即(i)健康服務業務,(ii)借貸業務及(iii)證券買賣與投資業務以及其他。

截至二零二零年三月三十一日止年度,本集團修訂為兩個經營及可呈報分部,即(i)健康產品及服務業務及(ii)借貸業務。

經營分部之會計政策與附註3所述之本集團會計政策相同。分部虧損指未分配利息收入、其他收入及收益、分佔聯營公司之業績以及中央行政成本之各分部虧損。此乃向本集團主要營運決策者呈報以分配資源及評估表現之計量基準。

為監察分部表現及在分部之間分配資源,所有資產及負債均按個別可呈報分部所賺取收益為基準分配至經營分部。分部資產不包括於聯營公司之權益、透過其他全面收益按公平值列賬之股本投資、預付款項、透過損益按公平值列賬之投資及未分配公司資產,而分部負債不包括應付稅項及未分配公司負債。此乃向主要營運決策者呈報以分配資源及評估表現之計量基準。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

7. SEGMENT INFORMATION (Continued)

Segment revenue and results

For the year ended 31 March 2020

7. 分部資料(續)

分部收益及業績

截至二零二零年三月三十一日止年度

| | | Healthcare products and services business 健康產品及 服務業務 HK\$'000 千港元 | Money lending business 借貸 業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------|-------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------|
| Revenue | 收益 | 58,061 | 5,744 | 63,805 |
| Segment (loss)/profit | 分部(虧損)/溢利 | (12,923) | 809 | (12,114) |
| Interest revenue | 利息收益 | | | 486 |
| Other income and gains | 其他收入及收益 | | | 2,467 |
| Share of result of an associate | 分佔一家聯營公司之業績 | | | (5,992) |
| Unallocated expenses | 未分配支出 | | | (8,262) |
| Loss before tax | 除稅前虧損 | | | (23,415) |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

7. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2019

7. 分部資料(續)

分部收益及業績(續)

截至二零一九年三月三十一日止年度

| | | Healthcare services business 健康服務 業務 HK\$'000 千港元 | Money lending business 借貸 業務 HK\$'000 千港元 | Securities trading and investments business and others 證券買賣與 投資業務 以及其他 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|-------------------------------|-----------|---------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|--------------------------------|
| Revenue | 收益 | 48,589 | 14,898 | — | 63,487 |
| Segment (loss)/profit | 分部(虧損)/溢利 | (74,326) | 3,002 | (432) | (71,756) |
| Interest revenue | 利息收益 | | | | 70 |
| Other income and gains | 其他收入及收益 | | | | 17,179 |
| Share of result of associates | 分佔聯營公司之業績 | | | | (9,245) |
| Unallocated expenses | 未分配支出 | | | | (57,149) |
| Loss before tax | 除稅前虧損 | | | | (120,901) |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

As at 31 March 2020

7. 分部資料(續)

分部資產及負債

於二零二零年三月三十一日

| | | Healthcare products and services business 健康產品及 服務業務 HK\$'000 千港元 | Money lending business 借貸 業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|------------------------------------------------------------------------|-------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------|
| Segment assets | 分部資產 | 59,059 | 201,845 | 260,904 |
| Interest in an associate | 於一家聯營公司之權益 | | | 20,000 |
| Equity investments at fair value through other comprehensive income | 透過其他全面收益按公平值 列賬之股本投資 | | | 825 |
| Prepayment | 預付款項 | | | 15,885 |
| Unallocated corporate assets | 未分配企業資產 | | | 6,335 |
| Consolidated total assets | 綜合資產總值 | | | 303,949 |
| Segment liabilities | 分部負債 | 50,479 | – | 50,479 |
| Tax payable | 應付稅項 | | | 878 |
| Unallocated corporate liabilities | 未分配企業負債 | | | 3,048 |
| Consolidated total liabilities | 綜合負債總額 | | | 54,405 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

7. SEGMENT INFORMATION (Continued) Segment assets and liabilities (Continued) As at 31 March 2019

7. 分部資料(續) 分部資產及負債(續) 於二零一九年三月三十一日

| | | Healthcare services business 健康服務 業務 HK\$'000 千港元 | Money lending business 借貸業務 HK\$'000 千港元 | Securities trading and investments business and others 證券買賣與 投資業務 以及其他 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------------------------------------------------|-----------------------------|---------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|--------------------------------|
| Segment assets | 分部資產 | 31,548 | 201,395 | 4 | 232,947 |
| Interest in an associate | 於一家聯營公司之權益 | | | | 35,783 |
| Equity investments at fair value through other comprehensive income | 透過其他全面收益 按公平值列賬之 股本投資 | | | | 3,512 |
| Prepayment | 預付款項 | | | | 17,979 |
| Unallocated corporate assets | 未分配企業資產 | | | | 10,365 |
| Consolidated total assets | 綜合資產總值 | | | | 300,586 |
| Segment liabilities | 分部負債 | 5,907 | — | — | 5,907 |
| Tax payable | 應付稅項 | | | | 830 |
| Unallocated corporate liabilities | 未分配企業負債 | | | | 5,508 |
| Consolidated total liabilities | 綜合負債總額 | | | | 12,245 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

7. SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 March 2020

7. 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

| | | Healthcare products and services business 健康產品及 服務業務 HK\$'000 千港元 | Money lending business 借貸 業務 HK\$'000 千港元 | Unallocated 未分配 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|------------------------------------------------------------|------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------|--------------------------------|
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 2,292 | — | 18 | 2,310 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 1,319 | — | 1,684 | 3,003 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損 | 351 | — | — | 351 |
| Impairment losses recognised on investment in an associate | 於一家聯營公司之投資確認減值虧損 | 7,268 | — | — | 7,268 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

7. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 March 2019

7. 分部資料(續)

其他分部資料(續)

截至二零一九年三月三十一日止年度

| | | Healthcare services business 健康服務 業務 HK\$'000 千港元 | Money lending business 借貸 業務 HK\$'000 千港元 | Securities trading and investments business and others 證券買賣與 投資業務 以及其他 HK\$'000 千港元 | Unallocated 未分配 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|------------------------------------------------------------------------------------------|----------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-----------------------------------------------|----------------------------------------|
| Depreciation of property, plant and equipment | 物業、廠房及 設備折舊 | 7,092 | — | — | 23 | 7,115 |
| Gain/(loss) on disposal of property, plant and equipment | 出售物業、廠房 及設備之 收益/(虧損) | (289) | — | — | 45 | (244) |
| Gain on disposal of subsidiaries | 出售附屬公司之 收益 | — | — | — | (12,646) | (12,646) |
| Impairment losses recognised on investment at fair value through profit or loss | 就透過損益按 公平值列賬之 投資確認減值 虧損 | — | — | — | 20,862 | 20,862 |
| Impairment losses recognised on interest in associates | 就於聯營公司之 權益確認減值 虧損 | — | — | — | 17,528 | 17,528 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

7. SEGMENT INFORMATION (Continued)

Geographical information

Healthcare products and services revenue for the years ended 31 March 2020 and 2019, were revenue derived from contracts with customers, the geographical information of revenue could be referred to note 6 to the consolidated financial statements.

For the year ended 31 March 2020, loan interest income were derived from Hong Kong and PRC approximately HK\$4,286,000 (2019: HK\$11,058,000) and approximately HK\$1,458,000 (2019: HK\$3,840,000), respectively.

Information about the Group's non-current assets by geographical location of the assets are detailed below:

7. 分部資料(續)

地區資料

截至二零二零年及二零一九年三月三十一日止年度，健康產品及服務業務收益均來自客戶合約，有關收益之地區資料可參閱本年報綜合財務報表附註6。

截至二零二零年三月三十一日止年度，來自香港及中國之貸款利息收入分別約為4,286,000港元(二零一九年：11,058,000港元)及約1,458,000港元(二零一九年：3,840,000港元)。

有關本集團按資產地理位置劃分之非流動資產資料詳情如下：

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-----------|----|----------------------------------|----------------------------------|
| PRC | 中國 | 24,233 | 44,147 |
| Hong Kong | 香港 | 14,259 | 15,920 |
| | | 38,492 | 60,067 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

7. SEGMENT INFORMATION (Continued)

Information about major customers

7. 分部資料(續)

主要客戶資料

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-------------------------------------------|-----------|----------------------------------|----------------------------------|
| Healthcare products and services business | 健康產品及服務業務 | | |
| Customer A | 客戶A | 32,810 | — |
| Customer B | 客戶B | 11,451 | — |
| Customer C | 客戶C | 7,789 | — |

Revenue from three customer of the Group's healthcare products and services business segment represents approximately HK\$52,050,000 (2019: HK\$Nil) of the Group's total revenue and contribute more than 10% to the total revenue of the Group for the year ended 31 March 2020. During the year ended 31 March 2019, none of the Group's individual customer contributed more than 10% to the total revenue of the Group.

截至二零二零年三月三十一日止年度，來自本集團健康產品及服務業務分部的三位客戶的收益佔本集團總收益的約52,050,000港元(二零一九年：無)，佔本集團總收益的10%以上。截至二零一九年三月三十一日止年度，本集團概無個別客戶對本集團總收益的貢獻超過10%。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

8. OTHER INCOME AND GAINS

8. 其他收入及收益

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|----------------------------------------------------------|--------------------|----------------------------------|----------------------------------|
| Gain on bargain purchase | 議價購買收益 | 1,069 | — |
| Exchange gain, net | 匯兌收益淨額 | 33 | 1,376 |
| (Loss)/gain on disposal of property, plant and equipment | 出售物業、廠房及設備之(虧損)/收益 | (351) | 244 |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | — | 12,646 |
| Sales of the consumable material | 銷售消耗品材料 | — | 1,997 |
| Sundry income | 雜項收入 | 1,716 | 916 |
| | | 2,467 | 17,179 |

9. FINANCE COSTS

9. 財務成本

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|----------------|------|----------------------------------|----------------------------------|
| Lease interest | 租賃利息 | 513 | — |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

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 |
|---------------------------------------|----------------------|----------------------------------|----------------------------------|
| Hong Kong Profits Tax: | 香港利得稅： | | |
| — Current tax | — 即期稅項 | 52 | 552 |
| PRC Enterprise income tax (the "EIT") | 中國企業所得稅 (「企業所得稅」) | | |
| — Current tax | — 即期稅項 | 256 | — |
| — Overprovision in prior years | — 過往年度超額撥備 | — | (19) |
| | | 308 | 533 |

For the year ended 31 March 2020 and 2019, Hong Kong Profits Tax is calculated under two-tier profits tax system under first HK\$2 millions of estimated assessable profits is taxed at a rate of 8.25% and remaining estimated assessable profits is taxed at 16.5%. The Group should elect one of the Hong Kong subsidiaries to apply the two-tier profits tax rate.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

截至二零二零年及二零一九年三月三十一日止年度，香港利得稅乃按利得稅兩級制計算，估計應課稅溢利首2,000,000港元按稅率8.25%繳稅，而餘下估計應課稅溢利則按稅率16.5%繳稅。本集團須選定其中一家香港附屬公司採用兩級制利得稅率。

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司自二零零八年一月一日起之稅率為25%。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

10. INCOME TAX EXPENSE (Continued)

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

10. 所得稅開支(續)

本年度之所得稅開支與綜合損益及其他全面收益表之除稅前虧損對賬如下：

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|------------------------------------------------------------------------------|-----------------------------------------|----------------------------------|----------------------------------|
| Loss before tax | 除稅前虧損 | (23,415) | (120,901) |
| Taxation at the domestic income tax rate of 8.25% (2019: 8.25%) | 按本地所得稅稅率8.25% (二零一九年：8.25%) 計算之稅項 | 52 | 165 |
| Taxation at the domestic income tax rate of 16.5% (2019: 16.5%) | 按本地所得稅稅率16.5% (二零一九年：16.5%) 計算之稅項 | (4,107) | (20,279) |
| Tax effect of income not taxable and expenses not deductible for tax purpose | 毋須課稅收入及 不可扣稅開支之稅務影響 | 332 | 11,953 |
| Effect of different tax rates of entities operating in other jurisdictions | 於其他司法權區經營之實體 之不同稅率之影響 | (854) | (5,880) |
| Tax effect on share of result of associates not recognised | 尚未確認分佔聯營公司業績 之稅務影響 | 1,498 | 2,311 |
| Tax effect of tax losses not recognised | 尚未確認稅務虧損 之稅務影響 | 3,387 | 12,282 |
| Over provision in prior years | 過往年度超額撥備 | — | (19) |
| | | 308 | 533 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

10. INCOME TAX EXPENSE (Continued)

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries, the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

At the end of the reporting period, the Group's subsidiaries in the PRC have unused tax losses of approximately HK\$136,234,000 (2019: HK\$141,881,000) available for offset against future profits, which will expire in five years. No deferred tax asset has been recognised in respect of the tax losses and the deductible temporary differences due to unpredictability of future profit streams.

10. 所得稅開支(續)

根據中國企業所得稅法，自二零零八年一月一日起中國附屬公司所賺取溢利之股息須繳納預扣稅。由於本集團能控制撥回暫時差額之時間，且有關暫時差額可能不會於可見將來撥回，故並未就中國附屬公司所賺取溢利帶來之暫時差額於綜合財務報表作出遞延稅項撥備。

於報告期末，本集團之中國附屬公司有約136,234,000港元(二零一九年：141,881,000港元)之未動用稅務虧損可供抵銷未來溢利，有效期為五年。由於未能預計未來溢利來源，故並無就稅務虧損及可扣減暫時差額確認遞延稅項資產。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

II. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

The Group's loss for the year is stated after charging/(crediting) the following:

II. 持續經營業務之本年度虧損

本集團本年度虧損已扣除／(計入)以下各項：

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|---------------------------------------------------------------|--------------------|----------------------------------|----------------------------------|
| Auditor's remuneration | 核數師酬金 | 1,580 | 2,000 |
| Cost of inventories sold | 已售存貨成本 | 49,376 | 10,209 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 2,310 | 7,115 |
| Depreciation of right-of-used assets | 使用權資產折舊 | 3,003 | — |
| Loss/(gain) on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損／(收益) | 351 | (244) |
| Research and development costs recognised as an expense | 確認為開支之研發成本 | — | 199 |
| Operating lease charges | 經營租賃開支 | — | 7,115 |
| Expenses related to short-term lease | 短期租賃開支 | 136 | — |
| Impairment of interest in an associate | 於一家聯營公司之權益減值 | 7,268 | 17,528 |
| Impairment of investment at fair value through profit or loss | 透過損益按公平值列賬之投資減值 | — | 20,862 |
| Impairment of trade receivables | 應收貿易款項減值 | 18 | 77 |
| Directors' remuneration (note 12) | 董事薪酬(附註12) | 2,897 | 6,317 |
| Other staff costs | 其他員工成本 | 3,919 | 49,887 |
| Retirement benefits scheme contributions, excluding directors | 退休福利計劃供款(不包括董事) | 604 | 12,023 |
| Total staff costs | 其他員工成本 | 7,420 | 68,227 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

For the year ended 31 March 2020

12. 董事及主要行政人員酬金

截至二零二零年三月三十一日止年度

| | | | Fees | Salaries and other benefits | Contribution to retirement benefits scheme | Total |
|-------------------------------------------|----------------|-------|-----------------|-----------------------------|--------------------------------------------|-----------------|
| | | Note | 袍金 | 薪金及其他福利 | 退休福利計劃供款 | 總計 |
| | | 附註 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Executive Director | 執行董事 | | | | | |
| Shan Hua | 单华 | (ii) | 1,210 | — | 13 | 1,223 |
| Xu Xue Ping | 徐學平 | (iii) | 715 | — | — | 715 |
| Man Wai Lun | 文偉麟 | | 120 | — | 6 | 126 |
| Non-Executive Director | 非執行董事 | | | | | |
| Feng Xiaogang | 馮曉剛 | (iv) | — | 140 | — | 140 |
| Shan Hua | 单华 | (ii) | 50 | — | — | 50 |
| Independent Non-Executive Director | 獨立非執行董事 | | | | | |
| Zheng Chunlei | 郑春雷 | | 240 | — | — | 240 |
| Liu Xinghua | 刘兴华 | | 240 | — | — | 240 |
| Cheng Chun Man | 鄭振民 | (v) | 94 | — | — | 94 |
| Zhang Xuyang | 张旭阳 | | 1 | — | — | 1 |
| Zhou Jian | 周健 | | 43 | — | — | 43 |
| Chan Kam Wah | 陳錦華 | | 25 | — | — | 25 |
| Total | 總計 | | 2,738 | 140 | 19 | 2,897 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(Continued)

For the year ended 31 March 2019

12. 董事及主要行政人員酬金(續)

截至二零一九年三月三十一日止年度

| | | | Fees | Salaries and other benefits | Contribution to retirement benefits scheme | Total |
|-------------------------------------------|----------------|-------|-----------------|-----------------------------|--------------------------------------------|-----------------|
| | | Note | 袍金 | 薪金及其他福利 | 退休福利計劃供款 | 總計 |
| | | 附註 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Executive Director | 執行董事 | | | | | |
| Hua Yunbo | 华云波 | (i) | 2,400 | — | — | 2,400 |
| Shan Hua | 单华 | | 2,540 | — | 78 | 2,618 |
| Man Wai Lun | 文偉麟 | | 28 | — | 1 | 29 |
| Chung Yuk Lun | 鍾育麟 | (vi) | 21 | — | — | 21 |
| Ng Kung Poon | 吳恭本 | (vii) | 25 | — | — | 25 |
| Non-Executive Director | 非執行董事 | | | | | |
| Feng Xiaogang | 馮曉剛 | (iv) | — | 240 | — | 240 |
| Independent Non-Executive Director | 獨立非執行董事 | | | | | |
| Zheng Chunlei | 郑春雷 | | 240 | — | — | 240 |
| Liu Xinghua | 刘兴华 | | 240 | — | — | 240 |
| Zhang Xuyang | 张旭阳 | | 240 | — | — | 240 |
| Zhou Jian | 周健 | | 240 | — | — | 240 |
| Chan Kam Wah | 陳錦華 | | 24 | — | — | 24 |
| Total | 總計 | | 5,998 | 240 | 79 | 6,317 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(Continued)

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

The bonus was determined on a discretionary basis with reference to the individual's performance.

Notes:

- (i) Resigned as a director on 17 January 2020
- (ii) Redesignated from an executive director to non-executive director on 8 November 2019
- (iii) Appointed as a director on 8 November 2019
- (iv) Retired as an independent non-executive director on 31 October 2019
- (v) Appointed as a director on 18 June 2019
- (vi) Appointed as a director on 7 December 2018 and resigned as a director on 8 January 2019
- (vii) Appointed as a director on 7 December 2018 and resigned as a director on 14 January 2019

12. 董事及主要行政人員酬金(續)

上述執行董事之薪酬乃就有關彼等管理本公司及本集團事務之服務而支付。上述非執行董事之薪酬乃為彼等作為本公司或其附屬公司董事之服務而支付。上述獨立非執行董事之薪酬乃為彼等作為本公司董事之服務而支付。

花紅乃參考個別人士表現酌情釐定。

附註：

- (i) 於二零二零年一月十七日辭任董事
- (ii) 於二零一九年十一月八日由執行董事調任為非執行董事
- (iii) 於二零一九年十一月八日獲委任為董事
- (iv) 於二零一九年十月三十一日退任獨立非執行董事
- (v) 於二零一九年六月十八日獲委任為董事
- (vi) 於二零一八年十二月七日獲委任為董事及於二零一九年一月八日辭任董事
- (vii) 於二零一八年十二月七日獲委任為董事及於二零一九年一月十四日辭任董事

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(Continued)

The five highest paid employees during the year included two (2019: two) directors, details of whose remuneration are set out above. Details of the remuneration of the remaining three (2019: three), highest paid employees for the year are as follows:

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|------------------------------------------|----------|----------------------------------|----------------------------------|
| Salaries and other benefits | 薪金及其他福利 | 1,832 | 3,161 |
| Discretionary bonus | 酌情花紅 | — | 809 |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 151 | 241 |
| | | 1,983 | 4,211 |

Their emoluments were within the following bands:

有關酬金介乎以下範圍：

| | | Number of employees 僱員人數 | |
|--------------------------------|-------------------------|-----------------------------|---------------|
| | | 2020 二零二零年 | 2019 二零一九年 |
| Below HK\$1,000,000 | 低於1,000,000港元 | 2 | — |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至1,500,000港元 | 1 | 2 |
| HK\$1,500,001 to HK\$2,000,000 | 1,500,001港元至2,000,000港元 | — | 1 |

During the years ended 31 March 2020 and 2019, no emoluments were paid by the Group to the five highest paid individuals or directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

截至二零二零年及二零一九年三月三十一日止年度，本集團並無向五名最高薪人士或董事支付任何酬金作為鼓勵加盟或加盟本集團而給予的獎金或離職補償。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

13. DIVIDENDS

The Directors do not recommend the payment of any dividend for the years ended 31 March 2020 and 2019.

14. LOSS PER SHARE

(a) From continuing and discontinued operations

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year of approximately HK\$24,854,000 (2019: approximately HK\$118,854,000) attributable to owners of the Company and the weighted average number of approximately 5,354,285,000 (2019: approximately 5,331,886,000) ordinary shares in issue during the year.

Diluted loss per share

The effects of all potential ordinary shares are anti-dilutive for the years ended 31 March 2020 and 2019.

(b) From continuing operations

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year of approximately HK\$24,854,000 (2019: approximately HK\$117,253,000) attributable to owners of the Company and the denominator used is the same as that detailed above for basic loss per share from continuing and discontinued operations.

Diluted loss per share

The effects of all potential ordinary shares are anti-dilutive for the years ended 31 March 2020 and 2019.

13. 股息

董事不建議就截至二零二零年及二零一九年三月三十一日止年度派付任何股息。

14. 每股虧損

(a) 來自持續經營及已終止業務 *每股基本虧損*

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔本年度虧損約24,854,000港元(二零一九年:約118,854,000港元)及本年度已發行約5,354,285,000股(二零一九年:約5,331,886,000股)普通股之加權平均數計算。

每股攤薄虧損

截至二零二零年及二零一九年三月三十一日止年度,所有潛在普通股均具有反攤薄影響。

(b) 來自持續經營業務 *每股基本虧損*

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔本年度虧損約24,854,000港元(二零一九年:約117,253,000港元)計算,而所用分母與上述來自持續經營及已終止業務之每股基本虧損所用者相同。

每股攤薄虧損

截至二零二零年及二零一九年三月三十一日止年度,所有潛在普通股均具有反攤薄影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

14. LOSS PER SHARE (Continued)

(c) From discontinued operation

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year of approximately HK\$Nil (2019: approximately HK\$1,601,000) attributable to owners of the Company and the denominator used is the same as that detailed above for basic loss per share from continuing and discontinued operations.

Diluted loss per share

The effects of all potential ordinary shares are anti-dilutive for the years ended 31 March 2020 and 2019.

14. 每股虧損(續)

(c) 來自已終止業務

每股基本虧損

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔本年度虧損約零港元(二零一九年：約1,601,000港元)計算，而所用分母與上述來自持續經營及已終止業務之每股基本虧損所用者相同。

每股攤薄虧損

截至二零二零年及二零一九年三月三十一日止年度，所有潛在普通股均具有反攤薄影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

| | | Furniture fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元 | Leasehold improvements 租賃物業 裝修 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|-----------------------------------|----------------------------|------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------|
| Cost | 成本 | | | |
| At 1 April 2018 | 於二零一八年四月一日 | 20,277 | 11,502 | 31,779 |
| Addition | 添置 | 654 | 867 | 1,521 |
| Disposals | 出售 | (8,478) | — | (8,478) |
| Disposal of subsidiaries | 出售附屬公司 | (5,829) | (4,169) | (9,998) |
| Exchange adjustments | 匯兌調整 | (1,366) | (787) | (2,153) |
| 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 | 5,258 | 7,413 | 12,671 |
| Disposals | 出售 | (10) | (561) | (571) |
| Acquisition of a subsidiary | 收購一間附屬公司 | 10 | — | 10 |
| Exchange adjustments | 匯兌調整 | (313) | (448) | (761) |
| At 31 March 2020 | 於二零二零年三月三十一日 | 4,945 | 6,404 | 11,349 |
| Accumulated depreciation | 累計折舊 | | | |
| At 1 April 2018 | 於二零一八年四月一日 | 4,273 | 4,684 | 8,957 |
| Provided for the year | 本年度撥備 | 3,435 | 3,680 | 7,115 |
| Eliminated on disposals | 出售時對銷 | (2,750) | — | (2,750) |
| Disposal of subsidiaries | 出售附屬公司 | (2,375) | (2,538) | (4,913) |
| Exchange adjustments | 匯兌調整 | (292) | (334) | (626) |
| 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 | 2,291 | 5,492 | 7,783 |
| Provided for the year | 本年度撥備 | 911 | 1,399 | 2,310 |
| Eliminated on disposals | 出售時對銷 | (10) | (210) | (220) |
| Exchange adjustments | 匯兌調整 | (150) | (372) | (522) |
| At 31 March 2020 | 於二零二零年三月三十一日 | 3,042 | 6,309 | 9,351 |
| Carrying value | 賬面值 | | | |
| At 31 March 2020 | 於二零二零年三月三十一日 | 1,903 | 95 | 1,998 |
| At 31 March 2019 | 於二零一九年三月三十一日 | 2,967 | 1,921 | 4,888 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

16. RIGHT-OF-USE ASSETS

16. 使用權資產

2020
二零二零年
HK\$'000
千港元

| | | |
|---------------------------------------------|------------------|-------|
| Right-of-use assets — Land and buildings | 使用權資產 — 土地及樓宇 | 1,880 |
| Lease commitments of short-term leases | 短期租賃之租賃承擔 | 29 |

The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:

基於未貼現現金流量之本集團租賃負債到期分析如下：

2020
二零二零年
HK\$'000
千港元

| | | |
|--------------------------------------------------------------------|----------------------|-------|
| — Less than 1 year | — 少於1年 | 1,115 |
| — Between 1 and 2 years | — 1至2年 | 842 |
| | | 1,957 |
| Depreciation charge of right-of-use assets — Land and buildings | 使用權資產折舊支出 — 土地及樓宇 | 3,003 |
| Lease interests | 租賃利息 | 513 |
| Expenses related to short-term leases | 短期租賃開支 | 136 |
| Total cash outflow for leases | 租賃現金流出總額 | 2,042 |
| Additions to right-of-use assets | 使用權資產添置 | 1,031 |

The Group leases various land and buildings. Lease agreements are typically made for fixed periods of approximately 2 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

本集團租賃多項土地及樓宇。租賃協議通常按2至3年之固定租期訂立。租賃條款按個別基準磋商，當中包含多種不同之條款及條件。租賃協議並無施加任何契諾，及租賃資產亦不可用作借貸之抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

17. INTEREST IN AN ASSOCIATE

17. 於一間聯營公司之權益

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-----------------------|-------------|----------------------------------|----------------------------------|
| Unlisted investments: | 非上市投資： | | |
| Share of net assets | 分佔資產淨值 | 34,348 | 42,863 |
| Loan to an associate | 借予一家聯營公司之貸款 | 10,448 | 10,448 |
| Impairment loss | 減值虧損 | (24,796) | (17,528) |
| | | 20,000 | 35,783 |

As at 31 March 2020 and 2019, the Group had interest in the following associate:

於二零二零年及二零一九年三月三十一日，本集團於以下聯營公司擁有權益：

| Name of entity | Form of entity | Place of incorporation/ establishment and operation 註冊成立／成立及經營地點 | Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持已發行股本／註冊資本面值所佔比例 | Principal activity |
|----------------|----------------------|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|
| 實體名稱 | 實體形式 | | 2020 二零二零年 | 2019 二零一九年 |
| 廣州漫瑞生物信息技術有限公司 | Incorporated 註冊成立 | PRC 中國 | 30% | 30% Research and development of genetic testing 研發基因檢測 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

17. INTEREST IN AN ASSOCIATE (Continued)

The following table shows information of the associate that is material to the Group. This associate is accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the HKFRS financial statements of the associates.

17. 於一間聯營公司之權益(續)

下表載列對本集團而言屬重大之聯營公司資料。該聯營公司採用權益法於綜合財務報表入賬。所呈列財務資料概要乃基於聯營公司按香港財務報告準則編製之財務報表。

| Name 名稱 | | 廣州漫瑞生物信息技術有限公司 | |
|---------------------------------------------|---------------------|----------------------------------|----------------------------------|
| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
| At 31 March: | 於三月三十一日： | | |
| Non-current assets | 非流動資產 | 123,290 | 149,434 |
| Current assets | 流動資產 | 13,733 | 6,602 |
| Non-current liabilities | 非流動負債 | — | (363) |
| Current liabilities | 流動負債 | (22,530) | (12,796) |
| Net assets | 資產淨值 | 114,493 | 142,877 |
| Group's share of net assets | 本集團分佔資產淨值 | 34,348 | 42,863 |
| Year ended 31 March: | 截至三月三十一日止年度： | | |
| Revenue | 收益 | 235 | 5,873 |
| Loss from continuing operations | 持續經營業務之虧損 | (19,973) | (28,658) |
| Loss after tax from discontinued operations | 已終止業務之除稅後虧損 | — | — |
| Other comprehensive loss | 其他全面虧損 | (8,412) | (5,605) |
| Total comprehensive loss | 全面虧損總額 | (28,385) | (34,263) |

As at 31 March 2020, the bank and cash balances of the Group's associates in the PRC denominated in RMB amounted to approximately HK\$1,181,000 (2019: HK\$2,817,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

於二零二零年三月三十一日，本集團於中國之聯營公司以人民幣計值之銀行及現金結餘約為1,181,000港元(二零一九年：2,817,000港元)。人民幣兌外幣須遵守中國外匯管制規例。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

18. EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

18. 透過其他全面收益按公平值列 賬之股本投資

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|------------------------------|------------------|----------------------------------|----------------------------------|
| Equity securities | 股本證券 | | |
| — Unlisted equity securities | — 非上市股本證券 | | |
| — 北京新清泰克體育科技有限公司 | — 北京新清泰克體育科技有限公司 | 825 | 3,512 |

The above investments are intended to be held for the medium to long-term. Designation of these investments as equity investments at fair value through other comprehensive income can avoid the volatility of the fair value changes of these investments to the profit or loss. The cost of the investment approximated to their fair value. The cost of the equity investment at fair value through other comprehensive income approximate its fair value and is an appropriate estimate of fair value since there is insufficient more recent information available to measure fair value.

上述投資乃計劃作為中長期投資而持有。指定有關投資為透過其他全面收益按公平值列賬之股本投資可避免有關投資之公平值變動對損益產生波動。投資成本與其公平值相若。透過其他全面收益按公平值列賬之股本投資成本與其公平值相若，並且是公平值之適當估計，原因是並無足夠最新資料用以計量公平值。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

19. PREPAYMENT

On 25 October 2017, the Group granted share options with a total fair value of HK\$20,947,000 to certain consultants of the Group covering a service period up to October 2027. The Group recognised total expense of approximately HK\$2,095,000 (2019: HK\$2,095,000) for the year ended 31 March 2020 in relation to such share options granted. The remaining value of the options of approximately HK\$15,884,000 (2018: HK\$17,979,000) was carried as a prepayment as at 31 March 2020 to be charged to profit or loss over the service period of the consultants with approximately HK\$13,789,000 (2019: HK\$15,884,000) included in non-current assets and HK\$2,095,000 (2019: HK\$2,095,000) included in current assets.

19. 預付款項

於二零一七年十月二十五日，本集團向本集團若干顧問授出公平總值為20,947,000港元之購股權，所涵蓋之服務期至二零二七年十月止。本集團於截至二零二零年三月三十一日止年度就該等已授出購股權確認總開支約2,095,000港元(二零一九年：2,095,000港元)。於二零二零年三月三十一日，購股權之餘下價值約15,884,000港元(二零一八年：17,979,000港元)列賬為預付款項，並將於顧問提供服務期間於損益扣除，其中約13,789,000港元(二零一九年：15,884,000港元)計入非流動資產，而2,095,000港元(二零一九年：2,095,000港元)則計入流動資產。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

20. INVESTMENT AT FAIR VALUE THROUGH PROFIT OR LOSS

20. 透過損益按公平值列賬之投資

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|----------------------------------|------------|----------------------------------|----------------------------------|
| Unlisted private fund in the PRC | 中國之非上市私募基金 | — | — |

The unlisted private fund represented a fund managed by a private fund manager registered and approved by the Asset Management Association of China and is measured as fair value. For the year ended 31 March 2019, the Group has fully impaired the investment. Please refer to the Company's announcement dated (i) 4 May 2017 for further details of the fund and (ii) 24 April 2019 for further details of the fund impairment.

非上市私募基金指經中國證券投資基金業協會註冊及批准之一家私募投資基金經理所管理並按公平值計量之基金。截至二零一九年三月三十一日止年度，本集團就投資全面計提減值。基金及基金減值之進一步詳情請參閱本公司日期為(i)二零一七年五月四日及(ii)二零一九年四月二十四日之公佈。

21. INVENTORIES

21. 存貨

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-------------|-----|----------------------------------|----------------------------------|
| Consumables | 消耗品 | 9 | 1,856 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES

22. 應收貸款／應收貸款利息

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|--------------------------|---------|----------------------------------|----------------------------------|
| Secured loan receivables | 應收有抵押貸款 | 17,154 | 191,471 |

The loan receivables granted to customers are mainly ranging from 3–9 months. As at 31 March 2020, loans to third parties with an aggregate principal amount of approximately HK\$17,154,000 (2019: HK\$191,471,000) are secured, bear interest at 18% (2019: ranging from 5% to 18%) per annum and are repayable within one year and thus classified as current assets. The loan receivables are due for settlement at the date specified in the respective loan agreements.

As at 31 March 2020, loan receivables amounting to approximately HK\$17,154,000 (2019: HK\$66,256,000) together with interest receivables from the one third party (2019: the same third parties) of which approximately HK\$2,402,000 (2019: HK\$6,664,000) were pledged by a property (2019: guaranteed by independent third parties). As at 31 March 2019, another HK\$19,000,000 together with interest receivables from the same third parties of approximately HK\$838,000 were secured by the equity interest of the corresponding borrower's subsidiary and HK\$106,215,000 together with interest receivables from the same third parties of approximately HK\$2,422,000 were secured by the corresponding borrowers' equity interest.

授予客戶之應收貸款主要介乎3至9個月。於二零二零年三月三十一日，借予第三方本金總額約17,154,000港元(二零一九年：191,471,000港元)之貸款為有抵押，按年利率18厘(二零一九年：5厘至18厘)計息及須於一年內償還，故分類為流動資產。應收貸款於各貸款協議所指定之日期到期清償。

於二零二零年三月三十一日，應收貸款約17,154,000港元(二零一九年：66,256,000港元)連同應收一名第三方(二零一九年：同一第三方)之利息約2,402,000港元(二零一九年：6,664,000港元)以一項物業(二零一九年：獲獨立第三方擔保)作抵押。於二零一九年三月三十一日，另有應收貸款約19,000,000港元連同應收同一第三方利息約838,000港元以相應借款人附屬公司的股權作抵押，以及應收貸款106,215,000港元連同應收同一第三方利息約2,422,000港元以相應借款人的股權作抵押。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES (Continued)

For the year ended 31 March 2020 and 2019, the directors of the Company have individually assessed and considered that there is no indication of impairment on the loan and interest receivables. No impairment loss of loan and interest receivables was recognised in profit or loss.

The ageing analysis of loan receivables based on the loans draw down date at the end of the reporting periods is as follows:

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-----------------|----------|----------------------------------|----------------------------------|
| 91 to 180 days | 91至180日 | — | 92,209 |
| 181 to 365 days | 181至365日 | — | 89,682 |
| Over 365 days | 365日以上 | 17,154 | 9,580 |
| | | 17,154 | 191,471 |

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all loan receivables. To measure the expected credit losses, loan receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

22. 應收貸款／應收貸款利息(續)

截至二零二零年及二零一九年三月三十一日止年度，本公司董事已個別評估並認為應收貸款及利息並無減值跡象。概無於損益確認應收貸款及利息之減值虧損。

於報告期末，按貸款提取日期呈列應收貸款之賬齡分析如下：

本集團應用香港財務報告準則第9號項下簡化法，就所有應收貸款使用全期預期虧損撥備以為預期信貸虧損計提撥備。為計算預期信貸虧損，應收貸款已根據共享信貸風險特徵及逾期日數分組。預期信貸虧損亦包含前瞻性資料。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's loan receivables based on contractual due date:

22. 應收貸款／應收貸款利息(續)

以下載列按合約到期日呈列之本集團應收貸款所面臨信貸風險之資料：

| | | Current | 1-90 days past due 逾期 1至90日 | Over 90 days past due 逾期 超過90日 | Total |
|-------------------------------------|--------------|---------|--------------------------------------|--------------------------------------------|---------|
| | | 流動 | | | 總計 |
| At 31 March 2020 | 於二零二零年三月三十一日 | | | | |
| Weighted average expected loss rate | 加權平均預期虧損率 | 0% | 0% | 0% | 0% |
| Receivable amount (HK\$'000) | 應收款項(千港元) | — | — | 17,154 | 17,154 |
| Loss allowance (HK\$'000) | 虧損撥備(千港元) | — | — | — | — |
| At 31 March 2019 | 於二零一九年三月三十一日 | | | | |
| Weighted average expected loss rate | 加權平均預期虧損率 | 0% | 0% | 0% | 0% |
| Receivable amount (HK\$'000) | 應收款項(千港元) | — | 191,471 | — | 191,471 |
| Loss allowance (HK\$'000) | 虧損撥備(千港元) | — | — | — | — |

Included in the Group's loan receivables are debtors with aggregate amount of approximately HK\$17,154,000 (2019: HK\$191,471,000) which were past due at the end of the reporting period for which the Group has not provided for impairment loss. The directors of the Company believed that the amount was recoverable, after taking into account of the market value of the pledged property.

本集團應收貸款包括總額約為17,154,000港元(二零一九年：191,471,000港元)之應收賬款，有關款項於報告期末已逾期，而本集團概無就此計提減值虧損撥備。經計及已抵押物業之市值後，本公司董事相信有關款項可予收回。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES (Continued)

Loan interest receivables:

Loan interest receivables represented interest accrued on the loan receivables not yet due according to the terms of the relevant loan agreements. The ageing analysis of loan interest receivables based on the loans draw down date at the end of the reporting periods is as follows:

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-----------------|----------|----------------------------------|----------------------------------|
| 0 to 90 days | 0至90日 | 772 | — |
| 91 to 180 days | 91至180日 | 772 | 2,054 |
| 181 to 365 days | 181至365日 | 858 | 6,771 |
| Over 365 days | 365日以上 | — | 1,099 |
| | | 2,402 | 9,924 |

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all loan interest receivables. To measure the expected credit losses, loan interest receivables have been grouped based on shared credit risk characteristics and the number of days past due. The expected credit losses also incorporate forward looking information.

22. 應收貸款／應收貸款利息(續)

應收貸款利息：

應收貸款利息指根據相關貸款協議之條款尚未到期應收貸款所累計之利息。於報告期末，按貸款提取日期呈列應收貸款利息之賬齡分析如下：

本集團應用香港財務報告準則第9號項下簡化法，就所有應收貸款利息使用全期預期虧損撥備以為預期信貸虧損計提撥備。為計算預期信貸虧損，應收貸款利息已根據共享信貸風險特徵及逾期日數分組。預期信貸虧損亦包含前瞻性資料。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's loan interest receivables based on contractual due date:

22. 應收貸款／應收貸款利息(續)

以下載列按合約到期日呈列之本集團應收貸款利息所面臨信貸風險之資料：

| | | Current | 1-90 days past due 逾期 1至90日 | Over 90 days past due 逾期 超過90日 | Total 總計 |
|-------------------------------------|--------------|---------|--------------------------------------|--------------------------------------------|-------------|
| At 31 March 2020 | 於二零二零年三月三十一日 | | | | |
| Weighted average expected loss rate | 加權平均預期虧損率 | 0% | 0% | 0% | 0% |
| Receivable amount (HK\$'000) | 應收款項(千港元) | — | — | 2,402 | 2,402 |
| Loss allowance (HK\$'000) | 虧損撥備(千港元) | — | — | — | — |
| At 31 March 2019 | 於二零一九年三月三十一日 | | | | |
| Weighted average expected loss rate | 加權平均預期虧損率 | 0% | 0% | 0% | 0% |
| Receivable amount (HK\$'000) | 應收款項(千港元) | — | 9,924 | — | 9,924 |
| Loss allowance (HK\$'000) | 虧損撥備(千港元) | — | — | — | — |

Included in the Group's loan interest receivables are debtors with aggregate amount of approximately HK\$2,402,000 (2019: HK\$9,924,000) which were past due at the end of the reporting period for which the Group has not provided for impairment loss. The directors of the Company believed that the amount was recoverable, after taking into account of the pledged property.

本集團應收貸款利息包括總額約為2,402,000港元(二零一九年：9,924,000港元)之應收賬款，有關款項於報告期末已逾期，而本集團概無就此計提減值虧損撥備。經計及已抵押物業後，本公司董事相信有關款項可予收回。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

23. TRADE AND OTHER RECEIVABLES

23. 應收貿易及其他應收款項

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|---------------------------------------|------------|----------------------------------|----------------------------------|
| Trade receivables | 應收貿易款項 | 47,818 | 97 |
| Less: allowance for trade receivables | 減：應收貿易款項撥備 | (90) | (77) |
| | | 47,728 | 20 |
| Prepayments and deposits | 預付款項及按金 | 5,699 | 7,723 |
| Other receivables | 其他應收款項 | 4,887 | 8,460 |
| | | 58,314 | 16,203 |

For the year ended 31 March 2020, the receivables from healthcare products and services, the Group allows a credit period 0–365 days (2019: 30–90 days) to corporate customers. Most of the healthcare services were receipt in advance from individual customers.

截至二零二零年三月三十一日止年度，本集團健康產品及服務業務之應收款項給予企業客戶之信貸期為0–365日（二零一九年：30至90日）。大部分健康服務乃向個別客戶預收款項。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

23. TRADE AND OTHER RECEIVABLES (Continued)

Allowance for trade receivables

The movements in allowance for trade receivables are as follows:

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|--------------------------------------|-------|----------------------------------|----------------------------------|
| At beginning of the reporting period | 於報告期初 | 77 | — |
| Allowance for the year | 年內撥備 | 18 | 77 |
| Exchange adjustments | 匯兌調整 | (5) | — |
| At the end of the reporting period | 於報告期末 | 90 | 77 |

Aged analysis of trade receivables is presented based on the invoice dates at the end of the reporting period, which approximate the respective revenue recognition dates, are as follows:

23. 應收貿易及其他應收款項(續)

應收貿易款項撥備
應收貿易款項撥備變動如下:

於報告期末，按發票日期(與相關收益確認日期相近)呈列應收貿易款項之賬齡分析如下:

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|----------------|---------|----------------------------------|----------------------------------|
| Within 90 days | 90日內 | 47,530 | 6 |
| 91-180 days | 91至180日 | — | 14 |
| Over 181 days | 181日以上 | 198 | — |
| | | 47,728 | 20 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

23. TRADE AND OTHER RECEIVABLES (Continued)

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the number of days past due. The expected credit losses also incorporate forward looking information.

23. 應收貿易及其他應收款項(續)

本集團應用香港財務報告準則第9號項下簡化法，就所有應收貿易款項使用全期預期虧損撥備以為預期信貸虧損計提撥備。為計算預期信貸虧損，應收貿易款項已根據共享信貸風險特徵及逾期日數分組。預期信貸虧損亦包含前瞻性資料。

| | | Current | 1-30 days past due 逾期 1至30日 | 31-60 days past due 逾期 31至60日 | Over 60 days past due 逾期 超過60日 | Total 總計 |
|----------------------------------------|--------------|---------|--------------------------------------|----------------------------------------|--------------------------------------------|-------------|
| At 31 March 2020 | 於二零二零年三月三十一日 | | | | | |
| Weighted average expected loss rate | 加權平均預期虧損率 | 0% | 0% | 0% | 31% | 0% |
| Receivable amount (HK\$'000) | 應收款項(千港元) | 45,333 | 2,197 | — | 288 | 47,818 |
| Loss allowance (HK\$'000) | 虧損撥備(千港元) | — | — | — | (90) | (90) |
| At 31 March 2019 | 於二零一九年三月三十一日 | | | | | |
| Weighted average expected loss rate | 加權平均預期虧損率 | 0% | 0% | 0% | 100% | 79% |
| Receivable amount (HK\$'000) | 應收款項(千港元) | 6 | 14 | — | 77 | 97 |
| Loss allowance (HK\$'000) | 虧損撥備(千港元) | — | — | — | (77) | (77) |

24. BANK BALANCES AND CASH

As at 31 March 2020, the bank and cash balances of the Group denominated in RMB amounted to HK\$182,233,000 (2019: HK\$10,963,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

24. 銀行結餘及現金

於二零二零年三月三十一日，本集團以人民幣計值之銀行及現金結餘為182,233,000港元(二零一九年：10,963,000港元)。人民幣兌外幣須遵守中國外匯管制規例。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

25. TRADE AND OTHER PAYABLES

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-----------------------------|-------------|----------------------------------|----------------------------------|
| Trade payables | 應付貿易款項 | 41,439 | 64 |
| Accruals and other payables | 應計費用及其他應付款項 | 9,704 | 10,551 |
| | | 51,143 | 10,615 |

The following is an aged analysis of trade payables presented based on the invoice dates at the end of reporting period:

於報告期末，按發票日期呈列應付貿易款項之賬齡分析如下：

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|----------------|---------|----------------------------------|----------------------------------|
| Within 90 days | 90日內 | 41,438 | 63 |
| 91-180 days | 91至180日 | 1 | 1 |
| | | 41,439 | 64 |

The credit period granted by suppliers is normally within 90 days as at 31 March 2020 (2019: 30 to 90 days).

於二零二零年三月三十一日，供應商給予之信貸期為90日內(二零一九年：30至90日)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

26. CONTRACT LIABILITIES

Disclosures of revenue-related items:

26. 合約負債

收益相關項目之披露：

| | | As at 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元 | As at 31 March 2019 於二零一九年 三月三十一日 HK\$'000 千港元 | As at 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元 |
|---------------------------------------------------------------------------------------------------------|---------------------|------------------------------------------------------------------|------------------------------------------------------------------|------------------------------------------------------------------|
| Contract liabilities | 合約負債 | 509 | 800 | 4,115 |
| Revenue recognised in the year that was included in contract liabilities at beginning of the year | 年內確認計入年初合約 負債之收益 | 800 | 4,115 | N/A 不適用 |

Transaction prices allocated to performance obligations unsatisfied at
end of the year and expected to be recognised as revenue in:

分配至年末尚未完成之履約責任並
預期於下列年度確認為收益之交易
價格：

| | | 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 | — | 810 |
| — 2021 | — 二零二一年 | 509 | — |
| | | 509 | 810 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

26. CONTRACT LIABILITIES (Continued)

Significant changes in contract liabilities during the year

26. 合約負債(續)

年內合約負債之重大變動

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|---------------------------------------------|----------------|----------------------------------|----------------------------------|
| Transfer from trade and other payable | 轉撥自應付貿易及其他應付款項 | — | 4,115 |
| Increase due to operations in the year | 因本年度經營而增加 | 3,948 | 44,645 |
| Transfer of contract liabilities to revenue | 合約負債轉撥至收益 | (4,398) | (46,736) |

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

合約負債指本集團向客戶轉讓本集團已自客戶收取代價(或應收代價金額)之產品或服務之責任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

27. LEASE LIABILITIES

27. 租賃負債

| | | Lease payments 租賃付款 | | Present value of lease payments 租賃付款現值 | |
|---------------------------------------------------------------------------------------|----------------------------|------------------------------------------------------------|---------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------|
| | | At 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元 | At 1 April 2019 於二零一九年 四月一日 HK\$'000 千港元 | At 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元 | At 1 April 2019 於二零一九年 四月一日 HK\$'000 千港元 |
| Within one year | 第一年 | 1,115 | 6,677 | 1,049 | 5,262 |
| In the second to fifth years, inclusive | 第二年至第五年 (包括首尾兩年) | 842 | 17,074 | 826 | 13,304 |
| After five years | 超過五年 | — | 16,171 | — | 14,862 |
| | | 1,957 | 39,922 | 1,875 | 33,428 |
| Less: Future finance charges | 減：未來財務費用 | (82) | (6,494) | — | — |
| Present value of lease liabilities | 租賃負債現值 | 1,875 | 33,428 | 1,875 | 33,428 |
| Less: Amount due for settlement within 12 months (shown under current liabilities) | 減：12月內應結算款項 (於流動負債項下列示) | | | (1,049) | (5,262) |
| Amount due for settlement after 12 months | 12月後應結算款項 | | | 826 | 28,166 |

At 31 March 2020, the average effective borrowing rate was 4.75% (1 April 2019: 4.75%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

於二零二零年三月三十一日，平均有效借貸率為4.75%（二零一九年四月一日：4.75%）。利率於合約日期確定，因此本集團面臨公平值利率風險

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

28. SHARE CAPITAL

28. 股本

| | | Number of shares 股份數目 | |
|-----------------------------------------|-------------------------------------------|--------------------------|-----------------|
| | | '000 千股 | HK\$'000 千港元 |
| Authorised: | 法定： | | |
| Ordinary shares of HK\$0.01 each: | 每股面值0.01港元之普通股 | | |
| At 1 April 2018, 31 March 2019, | 於二零一八年四月一日、 | | |
| 1 April 2019 and 31 March 2020 | 二零一九年三月三十一日、 二零一九年四月一日及 二零二零年三月三十一日 | 50,000,000 | 500,000 |
| Issued and fully paid of HK\$0.01 each: | 已發行及繳足每股面值0.01港元之股份： | | |
| At 1 April 2018 | 於二零一八年四月一日 | 5,258,625 | 52,586 |
| Shares issued under share option scheme | 根據購股權計劃發行股份 | 95,660 | 957 |
| At 31 March 2019 and 2020 | 於二零一九年及 二零二零年三月三十一日 | 5,354,285 | 53,543 |

Capital risk management

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The directors of the Company review the capital structure regularly. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, issuance of new shares as well as the issue of new debt or the redemption of borrowings.

資本風險管理

本集團管理其資本以確保本集團實體能夠持續經營，同時透過優化債務及股本結存將股東回報提升至最高水平。本集團之整體策略與過往年度維持不變。

本集團之資本架構包括債務淨額(扣除現金及現金等價物，以及本公司擁有人應佔權益)，由已發行股本、儲備及累計虧損組成。

本公司董事定期審閱資本架構。作為該審閱之一環，本公司董事考慮資本成本及與各類資本相關之風險。本集團將透過派付股息、發行新股以及發行新債或贖回借貸來平衡其整體資本架構。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

29. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

29. 儲備

(a) 本集團

本集團儲備及變動金額呈列於綜合損益及其他全面收益表及綜合權益變動表內。

(b) 本公司

| | | Share premium 股份溢價 HK\$'000 千港元 | Contributed surplus 實繳盈餘 HK\$'000 千港元 | Other reserve 其他儲備 HK\$'000 千港元 | Share option reserve 購股權儲備 HK\$'000 千港元 | Accumulated losses 累計虧損 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------------------------|--------------|---------------------------------------------|---------------------------------------------------|---------------------------------------------|--------------------------------------------------------|--------------------------------------------------|--------------------------------|
| At 1 April 2018 | 於二零一八年四月一日 | 1,254,912 | 167,780 | 5,518 | 20,947 | (1,143,071) | 306,086 |
| Loss and total comprehensive loss for the year | 本年度虧損及全面虧損總額 | — | — | — | — | (163,525) | (163,525) |
| Exercise of share option | 行使購股權 | 20,111 | — | — | (3,811) | — | 16,300 |
| At 31 March 2019 | 於二零一九年三月三十一日 | 1,275,023 | 167,780 | 5,518 | 17,136 | (1,306,596) | 158,861 |
| At 1 April 2019 | 於二零一九年四月一日 | 1,275,023 | 167,780 | 5,518 | 17,136 | (1,306,596) | 158,861 |
| Loss and total comprehensive loss for the year | 本年度虧損及全面虧損總額 | — | — | — | — | (5,010) | (5,010) |
| At 31 March 2020 | 於二零二零年三月三十一日 | 1,275,023 | 167,780 | 5,518 | 17,136 | (1,311,606) | 153,851 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

30. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY 30. 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 | | |
| Investment in subsidiaries | 於附屬公司之投資 | — | — |
| Prepayments | 預付款項 | 13,789 | 15,885 |
| | | 13,789 | 15,885 |
| Current assets | 流動資產 | | |
| Investment at fair value through profit or loss | 透過損益按公平值列賬之投資 | — | — |
| Loan receivables | 應收貸款 | 10,448 | 10,448 |
| Amount due from subsidiaries | 應收附屬公司款項 | 201,392 | 192,069 |
| Other receivables | 其他應收款項 | 2,183 | 2,166 |
| Bank balance and cash | 銀行結餘及現金 | 6 | 10,006 |
| | | 214,029 | 214,689 |
| Current liabilities | 流動負債 | | |
| Amount due to subsidiaries | 應付附屬公司款項 | 17,761 | 12,709 |
| Other payables | 其他應付款項 | 2,663 | 5,461 |
| | | 20,424 | 18,170 |
| Net current assets | 流動資產淨值 | 193,605 | 196,519 |
| Net assets | 資產淨值 | 207,394 | 212,404 |
| Capital and reserves | 資本及儲備 | | |
| Share capital | 股本 | 53,543 | 53,543 |
| Reserves | 儲備 | 153,851 | 158,861 |
| Total equity | 權益總額 | 207,394 | 212,404 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

31. SHARE-BASED PAYMENTS

Equity-settled share option scheme

On 11 April 2002, the Company adopted a share option scheme (the "Old Scheme") for the primary purpose of providing incentives to any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers to the Group ("Participants") who the board of directors considers, in its sole discretion, have contributed or shall contribute to the Group. The Old Scheme shall be valid and effective for a period of 10 years commencing on 11 April 2002. Under the Old Scheme, the board of directors of the Company may grant options to the Participants to subscribe for shares in the Company.

On 18 September 2012, the Company adopted a new share option scheme (the "New Scheme") with an effective period of 10 years commencing on 18 September 2012. The Old Scheme expired on 10 April 2012. The principal terms (including the purpose and participants) of the New Scheme are similar to the Old Scheme. All other provisions of the Old Scheme shall remain in full force and holders of all options granted under the Old Scheme prior to such expiry shall be entitled to exercise the outstanding options pursuant to the terms of the Old Scheme until expiry of the said options. The total number of shares which may be issued upon exercise of all options to be granted under the New Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issued as at the date of the passing of the resolution on refreshment of the mandate limit of the New Scheme on 26 August 2014.

31. 以股份為基礎之付款

以股權結算購股權計劃

於二零零二年四月十一日，本公司採納一項購股權計劃（「舊計劃」），主要目的在於獎勵董事會全權酌情認為已經或將會對本集團作出貢獻之本集團任何董事（包括執行董事、非執行董事及獨立非執行董事）及僱員，以及本集團任何顧問、諮詢人、分銷商、承包商、供應商、代理、客戶、業務夥伴、合營業務夥伴、發起人及服務供應商（「參與者」）。舊計劃自二零零二年四月十一日起計有效10年。根據舊計劃，本公司董事會可向參與者授出購股權以供認購本公司股份。

於二零一二年九月十八日，本公司採納一項新購股權計劃（「新計劃」），自二零一二年九月十八日起計有效10年。舊計劃已於二零一二年四月十日屆滿。新計劃之主要條款（包括目的及參與者）與舊計劃類似。舊計劃所有其他條文仍具有十足效力，而於屆滿前根據舊計劃授出之所有購股權之持有人有權於上述購股權屆滿前，根據舊計劃之條款行使尚未行使之購股權。因行使根據新計劃及本集團任何其他購股權計劃將予授出之所有購股權而可能發行之股份總數，合共不得超過於二零一四年八月二十六日通過有關更新新計劃授權限額之決議案當日已發行股份之10%。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

31. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

At 31 March 2020, the number of shares in respect of which options had been granted and remained outstanding under the New Scheme was 430,200,000 (2019: 430,200,000), representing 8% (2019: 8%) of the shares of the Company in issue at that date. No option may be granted to any Participant of the New Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time unless shareholders' approval has been obtained pursuant to requirements under the New Scheme and the Listing Rules. An option may be exercised in accordance with the terms of the New Scheme at any time during a period as determined by the board of directors of the Company and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised. Participants of the New Scheme are required to pay the Company HK\$1.0 upon acceptance of the grant on the offer date. The subscription price of the options is determined by the board of directors of the Company in its absolute discretion and shall not be less than the highest of:

- (a) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of the grant, which must be a business day;
- (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the grant; or
- (c) the nominal value of a share.

31. 以股份為基礎之付款(續)

以股權結算購股權計劃(續)

於二零二零年三月三十一日，新計劃項下已授出但尚未行使購股權所涉及股份數目為430,200,000股(二零一九年：430,200,000股)，相當於本公司於該日已發行股份之8%(二零一九年：8%)。根據新計劃及上市規則之規定，除非獲股東批准，否則於截至最近授出日期之任何12個月期間，不得向新計劃之任何參與者授出購股權，致使因行使已授予或將授予該人士之購股權而發行及將予發行之股份總數超過本公司不時之已發行股本1%。購股權可根據新計劃之條款於本公司董事會釐定之期間及不超過授出日期起計10年內隨時予以行使。所授出之購股權於其可獲行使前並無最短持有期限之規定。於授出日期接納購股權時，新計劃之參與者須向本公司支付1.0港元。購股權之認購價由本公司董事會全權酌情釐定，惟不得低於下列各項之最高者：

- (a) 股份於授出日期(必須為營業日)在聯交所每日報價表所報之收市價；
- (b) 股份於緊接授出日期前五個交易日在聯交所每日報價表所報之平均收市價；或
- (c) 股份之面值。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

31. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

On 25 October 2017, the Company granted an aggregate of 525,860,000 share options under the share option scheme to certain independent third parties for services to be provided. The exercised price of Share Option granted is HK\$0.1804 per Share with no vesting period and exercisable from 25 October 2017 to 24 October 2027.

The following table discloses movements of the Company's share options held by independent third parties during the year:

| | | Outstanding at 1 April 於四月一日 尚未行使 | Grand during the year 本年度 已授出 | Exercise during the year 本年度 已行使 | Outstanding at 31 March 於三月三十一日 尚未行使 |
|------------------------------------|---------|--------------------------------------------|----------------------------------------|-------------------------------------------|-----------------------------------------------|
| 2019 | 二零一九年 | 525,860,000 | – | (95,660,000) | 430,200,000 |
| Exercisable at the end of the year | 於年終可予行使 | | | | 430,200,000 |
| Weighted average exercise price | 加權平均行使價 | HK\$0.1804港元 | N/A 不適用 | HK\$0.1804港元 | HK\$0.1804港元 |
| 2020 | 二零二零年 | 430,200,000 | – | – | 430,200,000 |
| Exercisable at the end of the year | 於年終可予行使 | | | | 430,200,000 |
| Weighted average exercise price | 加權平均行使價 | HK\$0.1804港元 | N/A 不適用 | N/A 不適用 | HK\$0.1804港元 |

31. 以股份為基礎之付款(續)

以股權結算購股權計劃(續)

於二零一七年十月二十五日，本公司根據購股權計劃就若干獨立第三方將提供之服務向彼等授出合共525,860,000份購股權。所授出購股權之行使價為每股股份0.1804港元，不具歸屬期，並可於二零一七年十月二十五日至二零二七年十月二十四日期間予以行使。

下表披露本公司於本年度由獨立第三方持有之購股權變動：

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

31. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

Fair value of the share option was calculated using the Black-Scholes pricing model. The inputs of the model were as follows:

| | |
|--------------------------------|-----------------|
| Grant date | 25 October 2017 |
| 授出日期 | 於二零一七年十月二十五日 |
| Fair value at measurement date | HK\$20,947,000 |
| 計量日期之公平值 | 20,947,000港元 |
| Share price | HK\$0.178 |
| 股份價格 | 0.178港元 |
| Exercise price | HK\$0.1804 |
| 行使價 | 0.1804港元 |
| Expected volatility | 11.14% |
| 預期波幅 | 11.14% |
| Expected life | 10 years |
| 預計年期 | 10年 |
| Risk free interest rate | 1.88% |
| 無風險利率 | 1.88% |

The expected volatility is based on the historical volatility. Expected dividend are based on historical dividends. Changes in the subjective input assumption could materially affect the fair value estimate.

31. 以股份為基礎之付款(續)

以股權結算購股權計劃(續)

購股權之公平值乃使用柏力克—舒爾斯定價模式計算。模式之輸入數據如下：

| |
|-----------------|
| 25 October 2017 |
| 於二零一七年十月二十五日 |
| HK\$20,947,000 |
| 20,947,000港元 |
| HK\$0.178 |
| 0.178港元 |
| HK\$0.1804 |
| 0.1804港元 |
| 11.14% |
| 11.14% |
| 10 years |
| 10年 |
| 1.88% |
| 1.88% |

預期波幅以歷史波幅為依據，預期股息則以歷史股息為依據。倘主觀假設輸入數據有所變動，則會對公平值之估算構成重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

32. ACQUISITION OF A SUBSIDIARY

On 24 December 2019, the Group acquired 51% of the equity interest of 揚州醫采陽光科技有限公司 for zero consideration. 揚州醫采陽光科技有限公司 was engaged in trading of healthcare products during the year.

With reference to the valuation report issued by an independent external valuer, Ravia Global Appraisal Advisory Limited, the fair value of the identifiable assets and liabilities of 揚州醫采陽光科技有限公司 acquired as at its date of acquisition is as follows:

32. 收購附屬公司

於二零一九年十二月二十四日，本集團以零代價收購揚州醫采陽光科技有限公司51%股權。於年內揚州醫采陽光科技有限公司從事醫療健康產品的貿易。

經參考獨立外部估值師Ravia Global Appraisal Advisory Limited頒佈的估值報告，於收購日期之揚州醫采陽光科技有限公司的可辨認資產及負債的公平值如下：

| | | HK\$'000 千港元 |
|-------------------------------------------------------------------------------|-------------------------------|-----------------|
| Property, plant and machinery | 物業、廠房及設備 | 10 |
| Trade and other receivables | 應收貿易及其他應收款項 | 4,096 |
| Bank and cash balances | 銀行及現金結餘 | 5 |
| Trade and other payables | 應付貿易及其他應付款項 | (2,015) |
| Net assets | 資產淨值 | 2,096 |
| Non-controlling interests | 非控股權益 | (1,027) |
| Gain on bargain purchase | 議價購買收益 | 1,069 |
| Net cash inflow arising on acquisition: Cash and cash equivalents acquired | 收購事項所產生現金流出淨額： 已收購現金及現金等價物 | 5 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

32. ACQUISITION OF A SUBSIDIARY (Continued)

揚州醫采陽光科技有限公司 contributed approximately HK\$35,892,000 and HK\$2,306,000 to the Group's revenue and profit for the year respectively for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 April 2019, total Group revenue for the year would have been HK\$63,805,000, and loss for the year would have been HK\$20,504,000. The proforma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2019, nor is intended to be a projection of future results.

The Group recognised a gain on bargain purchase of HK\$1,069,000 in the business combination. The gain is included in other income and gains.

32. 收購附屬公司(續)

揚州醫采陽光科技有限公司於收購日期至報告期末期間分別為本集團本年度貢獻約35,892,000港元及2,306,000港元的收益及溢利。

如收購事項於二零一九年四月一日完成，本集團年內總收益及虧損將分別為63,805,000港元及20,504,000港元。該備考資料僅供說明，並不一定表明倘於二零一九年四月一日完成收購事項，本集團實際將達成的收益及經營業績，亦不擬用作未來業績的預測。

本集團於業務合併確認議價購買收益1,069,000港元。該收益計入其他收入及收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

33. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

33. 融資活動的負債變動

| | | Lease liabilities 租賃負債 HK\$'000 千港元 |
|--------------------------------------------|--------------|----------------------------------------------|
| At 1 April 2019 | 於二零一九年四月一日 | — |
| Changes in cash flows | 現金流量變動 | (1,906) |
| Non-cash changes | 非現金變動 | |
| — Initial recognition of lease liabilities | — 租賃負債的初步確認 | 33,428 |
| — Addition | — 添置 | 1,031 |
| — Interest charged | — 收取利息 | 513 |
| — Transferred from prepayment | — 自預付款項轉撥 | (761) |
| — Transfer to other payables | — 轉入其他應付款項 | (398) |
| — Early termination | — 提前終止 | (28,779) |
| — Exchange adjustments | — 匯兌調整 | (1,253) |
| At 31 March 2020 | 於二零二零年三月三十一日 | 1,875 |

34. CONTINGENT LIABILITIES

At the end of the reporting period, the Group and the Company did not have any significant contingent liabilities (2019: Nil).

34. 或然負債

於報告期末，本集團及本公司並無任何重大或然負債(二零一九年：無)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

35. LEASE COMMITMENTS

At 31 March 2019, the total future minimum lease payments under non-cancellable operating leases in respect of certain office premises, directors' and staffs' quarters are analysed as follows:

| | | 2019 二零一九年 HK\$'000 千港元 |
|----------------------------------------|-----------------|----------------------------------|
| Within one year | 第一年 | 5,988 |
| In the second to fifth years inclusive | 第二年至第五年(包括首尾兩年) | 17,042 |
| Over five years | 超過五年 | 17,085 |
| | | 40,115 |

Operating lease payments represent rental payable by the Group for its office premises, directors' and staffs' quarters. Leases are negotiated for an average term of one to ten years with fixed rental.

35. 租賃承擔

於二零一九年三月三十一日，根據不可撤銷經營租賃，就若干辦公室物業、董事及員工宿舍之未來最低租賃付款總額分析如下：

經營租賃付款指本集團應付辦公室物業、董事及員工宿舍之租金。按固定租金計算，租賃年期經磋商平均介乎一至十年不等。

36. RELATED PARTY DISCLOSURE

(a) Related party transactions

Save as disclosed elsewhere in the consolidated financial statements, during the year, the Group entered into the following transactions with related parties:

36. 關聯方披露

(a) 關聯方交易

除於綜合財務報表其他部分所披露外，年內，本集團與關聯方進行下列交易：

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|-----------------------------|--------------|----------------------------------|----------------------------------|
| Service fee to an associate | 向一家聯營公司支付服務費 | — | 2,646 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

36. RELATED PARTY DISCLOSURE (Continued)

(b) Key management personnel remuneration

The remuneration of directors of the Company and other members of key management who have authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Group during the reporting periods were as follows:

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|--------------------------|------|----------------------------------|----------------------------------|
| Short-term benefits | 短期福利 | 4,710 | 7,437 |
| Post-employment benefits | 退休福利 | 170 | 97 |
| | | 4,880 | 7,534 |

36. 關聯方披露(續)

(b) 主要管理人員酬金

於報告期間，本公司董事及其他直接或間接有權力及責任規劃、指導及控制本集團業務之主要管理人員之酬金如下：

| | | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|--------------------------|------|----------------------------------|----------------------------------|
| Short-term benefits | 短期福利 | 4,710 | 7,437 |
| Post-employment benefits | 退休福利 | 170 | 97 |
| | | 4,880 | 7,534 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

37. 主要附屬公司詳情

| Name of subsidiary 附屬公司名稱 | Notes 附註 | Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點 | Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊股本 | Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持已發行股本/ 註冊股本面值所佔比例 | Principal activities 主要業務 |
|--------------------------------------------------------|------------------------|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| | | | | 2020 二零二零年 | 2019 二零一九年 |
| Directly held subsidiary 直接持有附屬公司 | | | | | |
| Tack Fiori International Group Limited 野馬國際集團有限公司 | | BVI 英屬處女群島 | US\$1 1美元 | 100% | 100% Investment holding 投資控股 |
| Indirectly held subsidiaries 間接持有附屬公司 | | | | | |
| Life Healthcare Corporate Services Limited | | Hong Kong 香港 | HK\$1 1港元 | 100% | 100% Corporate administrative services 企業行政服務 |
| Real Victor Limited 真卓有限公司 | | Hong Kong 香港 | HK\$1 1港元 | 100% | 100% Investment holding 投資控股 |
| 野馬躍時(北京)商貿有限公司 | | PRC 中國 | HK\$41,200,000 41,200,000港元 | N/A 不適用 | 100% Retail of apparels 服裝零售 |
| TF Treasury Activities Limited | | BVI 英屬處女群島 | US\$1 1美元 | 100% | 100% Securities trading and investment 證券買賣及投資 |
| Link-Hospital Limited | | BVI 英屬處女群島 | US\$1 1美元 | 100% | 100% Investment holding 投資控股 |
| Link-Hospital International Limited 蓮和國際有限公司 | | Hong Kong 香港 | HK\$1 1港元 | 100% | 100% Investment holding 投資控股 |
| 北京蓮和無限醫療科技有限公司 | (a) | PRC 中國 | US\$20,000,000 20,000,000美元 | 100% | 100% Healthcare services 健康服務 |
| 蓮和(北京)醫療科技有限公司 | (b) and (c) (b)及(c) | PRC 中國 | RMB1,000,000 人民幣1,000,000元 | 100% | 100% Healthcare services 健康服務 |
| 北京蓮和醫學檢驗所有限公司 | (b) and (c) (b)及(c) | PRC 中國 | RMB6,000,000 人民幣6,000,000元 | 100% | 100% Healthcare services 健康服務 |
| 廣州蓮和醫學檢驗實驗室有限公司 | (b) and (c) (b)及(c) | PRC 中國 | RMB6,000,000 人民幣6,000,000元 | 100% | 100% Healthcare services 健康服務 |

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

37. 主要附屬公司詳情(續)

| Name of subsidiary 附屬公司名稱 | Notes 附註 | Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點 | Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊股本 | Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持已發行股本/ 註冊股本面值所佔比例 | Principal activities 主要業務 |
|---------------------------------------------|-------------|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| | | | | 2020 二零二零年 | 2019 二零一九年 |
| Allied Kingdom Holdings Limited 嘉暉控股有限公司 | | Hong Kong 香港 | HK\$100 100港元 | 100% | 100% Money lending business 借貸業務 |
| 揚州醫采陽光科技有限公司 | (b) | PRC 中國 | RMB30,000,000 人民幣30,000,000元 | 51% | N/A Trading of healthcare 不適用 products 健康產品買賣 |

Note:

附註：

- (a) The companies were established as wholly foreign owned enterprise under laws of the PRC.
- (a) 該等公司根據中國法例成立為外商獨資企業。
- (b) The companies were established as limited liability companies under laws of the PRC.
- (b) 該等公司根據中國法例成立為有限責任公司。
- (c) No equity interests of Life Healthcare was held by the Company. 北京蓮和無限醫療科技有限公司 (the “蓮和無限”), a wholly owned subsidiary of the Company, entered into the VIE Agreements with Life Healthcare and its then shareholders in April 2016. Notwithstanding the lack of equity ownership, through the VIE Agreements, 蓮和無限 is able to exercise control over Life Healthcare Group by way of controlling the voting rights of Life Healthcare, governing their financial and operating policies, appointing and removing the majority of the members of their controlling authorities, casting the majority of votes at meeting of such authorities and deriving economic benefits from Life Healthcare Group. Accordingly, Life Healthcare Group is accounted for as subsidiaries of the Group since the VIE Agreements signed on 5 April 2016. As all shareholders of Life Healthcare were contracting parties to the VIE Agreements, 100% of the financial results of Life Healthcare Group is attributable to the Group.
- (c) 本公司並無持有蓮和醫療之股權。於二零一六年四月，本公司之全資附屬公司北京蓮和無限醫療科技有限公司(「蓮和無限」)與蓮和醫療及其當時之股東訂立VIE協議。儘管未能取得股本擁有權，惟通過訂立VIE協議，蓮和無限能透過控制蓮和醫療之投票權而控制蓮和醫療集團、監管其財務及營運政策、委任及罷免其管治組織之大部分成員並於有關組織之會議上投大多數票以及從蓮和醫療集團獲取經濟利益。因此，自二零一六年四月五日簽訂VIE協議起，蓮和醫療集團作為本集團之附屬公司列賬。由於蓮和醫療之全體股東為VIE協議之訂約方，蓮和醫療集團之100%財務業績歸屬於本集團。
- (d) These companies are subsidiaries owned and controlled by Life Healthcare.
- (d) 該等公司為蓮和醫療擁有及控制之附屬公司。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. EVENTS AFTER THE REPORTING PERIOD

The Board announced on 26 June 2020 that the Group intends to explore potential business opportunities brought by internet technologies in the public healthcare management and service sector (the “**Potential New Business Activity**”). The Group intends to make an investment in operation of HK\$50 million by installments. The Directors are of the view that the Potential New Business Activity represents a good opportunity for the Group to broaden its income streams.

On 26 June 2020, the Group entered into a joint venture agreement to establish the joint venture company to carry out the business of research and development of medical technology innovations and their application in the field of human health and precision medicine; development and operation of medical and health industrial park; development and operation of online medical and health service platform. The Group will contribute RMB30,000,000 (equivalent to approximately HK\$32,853,000) towards the registered capital of the joint venture company, representing 15% shareholdings in the joint venture company.

39. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 26 June 2020.

38. 報告期後事項

於二零二零年六月二十六日，董事會謹此宣佈，本集團計劃探索互聯網技術在大眾健康管理和服務行業的潛在商機（「**潛在新業務活動**」）。本集團計劃分期投入約50,000,000港元運營。董事認為，潛在新業務活動乃本集團拓展其收入來源的良機。

於二零二零年六月二十六日，本集團訂立合營協議以成立合營企業，以開展創新醫療技術研發及其於人類健康及精準醫療領域之應用；醫療及健康產業園區開發運營業務；線上醫療及健康服務平台開發及運營業務。本集團將出資人民幣30,000,000元（相當於約32,853,000港元）作為合營企業之註冊資本，佔合營企業15%股權。

39. 批准財務報表

財務報表已於二零二零年六月二十六日獲董事會批准及授權刊發。

Five Year Financial Summary 五年財務概要

KEY FINANCIAL RESULTS

主要財務業績

| | | 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 |
|---------------------------------------------------------------------|--------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| Turnover from continuing operations | 持續經營業務之營業額 | 58,061 | 48,589 | 47,615 | 28,297 | 5,114 |
| Loss for the year from continuing operations | 持續經營業務之本年度虧損 | (23,723) | (121,434) | (93,685) | (39,334) | (34,337) |
| Loss for the year from discontinued operations | 已終止業務之本年度虧損 | — | (20) | (3,717) | — | — |
| Loss for the year | 本年度虧損 | (23,723) | (121,454) | (97,402) | (39,334) | (34,337) |
| Loss for the year attributable to: Equity holders of the Company | 以下人士應佔本年度虧損： 本公司權益持有人 | (24,854) | (118,854) | (94,242) | (37,674) | (34,337) |
| Non-controlling interest | 非控股權益 | 1,131 | (4,181) | (3,160) | (1,660) | — |
| | | (23,723) | (123,035) | (97,402) | (39,334) | (34,337) |

| | | 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 |
|---------------------------------|------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| Assets and Liabilities | 資產及負債 | | | | | |
| Total assets | 資產總值 | 303,949 | 300,586 | 420,423 | 390,928 | 86,146 |
| Total liabilities | 負債總額 | (54,405) | (12,245) | (22,582) | (15,853) | (21,331) |
| | | 249,544 | 288,341 | 397,841 | 375,075 | 64,815 |
| Capital and reserves | 股本及儲備 | | | | | |
| Equity attributable to | 以下人士應佔權益 | | | | | |
| — Equity holders of the Company | — 本公司權益持有人 | 247,431 | 288,341 | 398,807 | 374,680 | 64,815 |
| — Non-controlling interest | — 非控股權益 | 2,113 | — | (966) | 395 | — |
| | | 249,544 | 288,341 | 397,841 | 375,075 | 64,815 |

