

WANG ON GROUP LIMITED

宏安集團有限公司

Incorporated in Bermuda with limited liability

於百慕達註冊成立之有限公司

Stock Code 股份代號: 1222



年報  
ANNUAL REPORT  
2020



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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Tang Ching Ho, *SBS, JP, Chairman*  
Ms. Yau Yuk Yin, *Deputy Chairman*  
Mr. Chan Chun Hong, Thomas, *Managing Director*

#### Independent Non-executive Directors

Mr. Wong Chun, Justein, *BBS, MBE, JP*  
Mr. Siu Kam Chau

### AUDIT COMMITTEE

Mr. Siu Kam Chau, *Chairman*  
Mr. Wong Chun, Justein, *BBS, MBE, JP*

### REMUNERATION COMMITTEE

Mr. Wong Chun, Justein, *BBS, MBE, JP, Chairman*  
Mr. Siu Kam Chau  
Mr. Tang Ching Ho, *SBS, JP*  
Ms. Yau Yuk Yin

### NOMINATION COMMITTEE

Mr. Wong Chun, Justein, *BBS, MBE, JP*  
Mr. Siu Kam Chau  
Mr. Tang Ching Ho, *SBS, JP*  
Ms. Yau Yuk Yin  
Mr. Chan Chun Hong, Thomas

### EXECUTIVE COMMITTEE

Mr. Tang Ching Ho, *SBS, JP, Chairman*  
Ms. Yau Yuk Yin  
Mr. Chan Chun Hong, Thomas

### INVESTMENT COMMITTEE

Mr. Tang Ching Ho, *SBS, JP, Chairman*  
Mr. Chan Chun Hong, Thomas  
Mr. Siu Kam Chau

### AUTHORISED REPRESENTATIVES

Mr. Tang Ching Ho, *SBS, JP*  
Mr. Chan Chun Hong, Thomas

### COMPANY SECRETARY

Ms. Mak Yuen Ming, Anita

### AUDITOR

Ernst & Young

### 董事會

#### 執行董事

鄧清河先生, *SBS, 太平紳士, 主席*  
游育燕女士, *副主席*  
陳振康先生, *董事總經理*

#### 獨立非執行董事

王津先生, *BBS, MBE, 太平紳士*  
蕭錦秋先生

### 審核委員會

蕭錦秋先生, *主席*  
王津先生, *BBS, MBE, 太平紳士*

### 薪酬委員會

王津先生, *BBS, MBE, 太平紳士, 主席*  
蕭錦秋先生  
鄧清河先生, *SBS, 太平紳士*  
游育燕女士

### 提名委員會

王津先生, *BBS, MBE, 太平紳士*  
蕭錦秋先生  
鄧清河先生, *SBS, 太平紳士*  
游育燕女士  
陳振康先生

### 常務委員會

鄧清河先生, *SBS, 太平紳士, 主席*  
游育燕女士  
陳振康先生

### 投資委員會

鄧清河先生, *SBS, 太平紳士, 主席*  
陳振康先生  
蕭錦秋先生

### 授權代表

鄧清河先生, *SBS, 太平紳士*  
陳振康先生

### 公司秘書

麥婉明女士

### 核數師

安永會計師事務所

# CORPORATE INFORMATION (CONTINUED)

## 公司資料(續)

### LEGAL ADVISERS

DLA Piper Hong Kong  
Gallant

### PRINCIPAL BANKERS

The Bank of East Asia, Limited  
China Construction Bank (Asia) Corporation Limited  
DBS Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Industrial and Commercial Bank of China (Asia) Limited  
O-Bank Co., Ltd.

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 3202, 32/F., Skyline Tower  
39 Wang Kwong Road  
Kowloon Bay  
Kowloon  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

MUFG Fund Services (Bermuda) Limited  
4th floor North  
Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

### BOARD LOT

20,000 shares

### INVESTOR RELATIONS

Email: [pr@wangon.com](mailto:pr@wangon.com)

### HOMEPAGE

[www.wangon.com](http://www.wangon.com)

### STOCK CODE

1222

### 法律顧問

歐華律師事務所  
何耀棟律師事務所

### 主要往來銀行

東亞銀行有限公司  
中國建設銀行(亞洲)股份有限公司  
星展銀行(香港)有限公司  
恒生銀行有限公司  
香港上海滙豐銀行有限公司  
中國工商銀行(亞洲)有限公司  
王道商業銀行股份有限公司

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 香港總辦事處及主要營業地點

香港  
九龍  
九龍灣  
宏光道39號  
宏天廣場32樓3202室

### 百慕達股份過戶及轉讓登記總處

MUFG Fund Services (Bermuda) Limited  
4th floor North  
Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

### 香港股份過戶及轉讓登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 每手股數

20,000股股份

### 投資者關係

電郵: [pr@wangon.com](mailto:pr@wangon.com)

### 網頁

[www.wangon.com](http://www.wangon.com)

### 股份代號

1222

# FINANCIAL HIGHLIGHTS

## 財務撮要

### YEAR ENDED 31 MARCH

截至三月三十一日止年度

		2020 二零二零年	2019 二零一九年	Change 變動
Revenue	收入	HK\$3,440.7 million 3,440.7百萬港元	HK\$4,009.1 million 4,009.1百萬港元	▼ 14.2%
Profit attributable to owners of the parent	母公司權益持有人應佔溢利	HK\$275.8 million 275.8百萬港元	HK\$419.8 million 419.8百萬港元	▼ 34.3%
Basic earnings per share	每股基本盈利	HK1.61 cent 1.61港仙	HK2.30 cents 2.30港仙	▼ 30.0%
Total dividends per share	每股股息總額	HK0.6 cent 0.6港仙	HK0.94 cent 0.94港仙	▼ 36.2%

### AT 31 MARCH

於三月三十一日

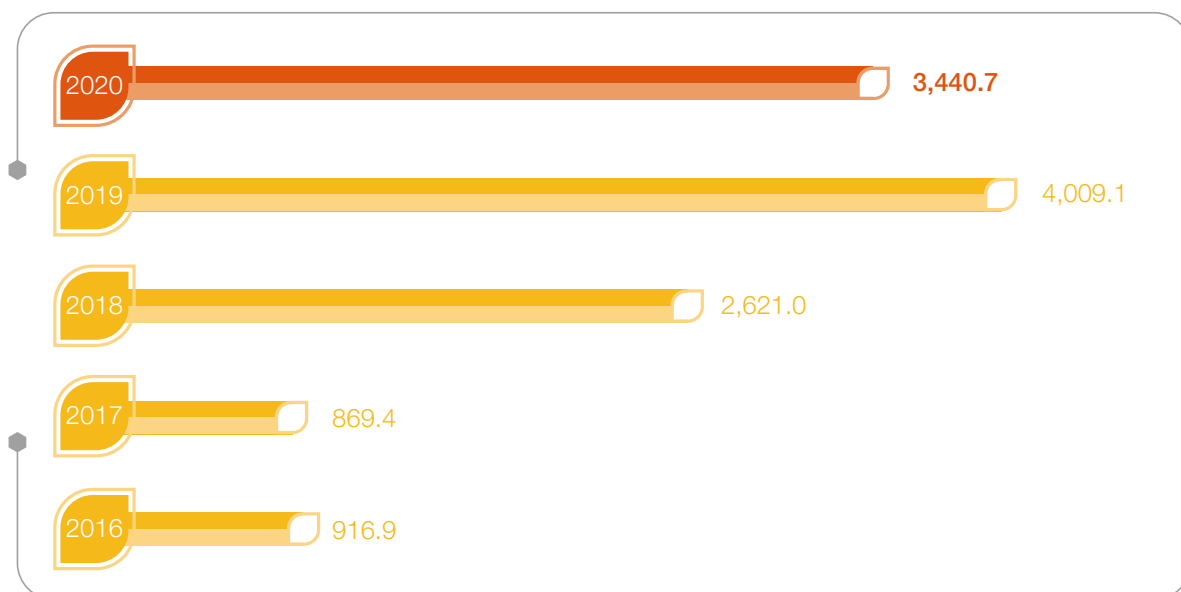
		2020 二零二零年	2019 二零一九年	Change 變動
Total assets	總資產值	HK\$19.09 billion 190.9億港元	HK\$16.42 billion 164.2億港元	▲ 16.3%
Net assets	淨資產值	HK\$9.04 billion 90.4億港元	HK\$8.01 billion 80.1億港元	▲ 12.9%
Net asset value per share	每股淨資產	HK\$0.52 0.52港元	HK\$0.45 0.45港元	▲ 15.6%
Gearing ratio	負債比率	51.1%	40.0%	▲ 11.1%

## FINANCIAL HIGHLIGHTS (CONTINUED) 財務撮要(續)

### REVENUE

收入

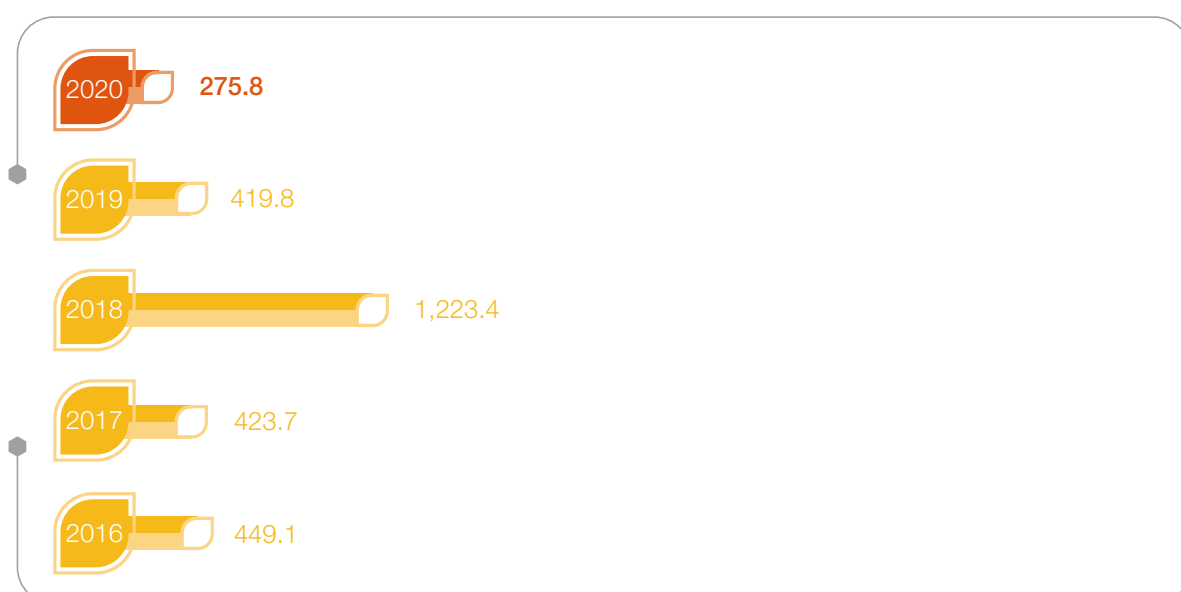
HK\$ million  
百萬港元



### PROFIT ATTRIBUTABLE TO OF THE PARENT

母公司權益持有人應佔溢利

HK\$ million  
百萬港元



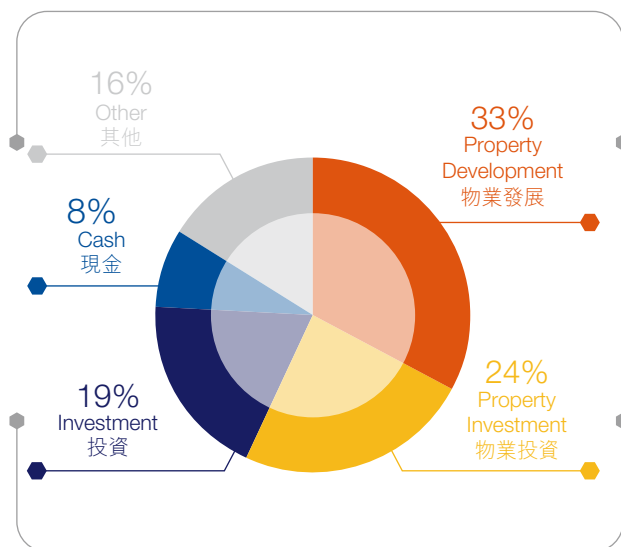
## FINANCIAL HIGHLIGHTS (CONTINUED)

### 財務撮要(續)

#### ASSETS EMPLOYED

##### 佔用資產

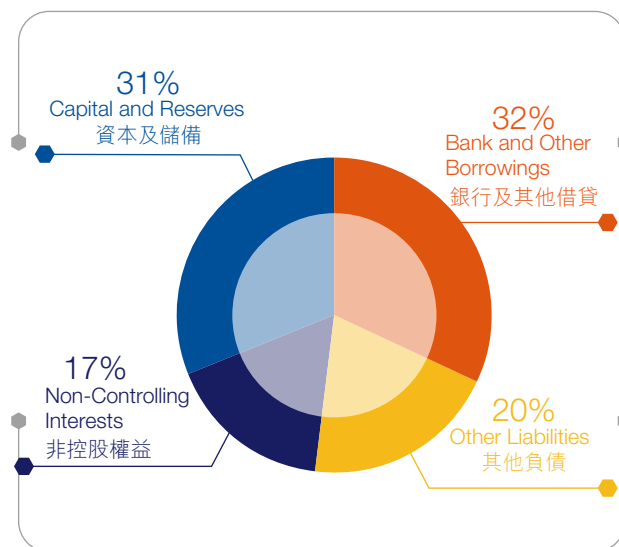
As at 31 March 2020  
於二零二零年三月三十一日



#### CAPITAL AND LIABILITIES

##### 資本及負債

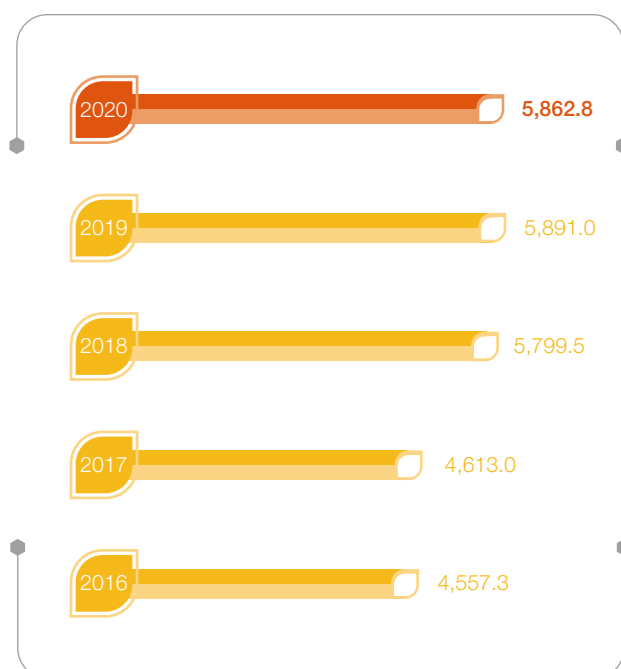
As at 31 March 2020  
於二零二零年三月三十一日



#### EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT

##### 母公司權益持有人應佔權益

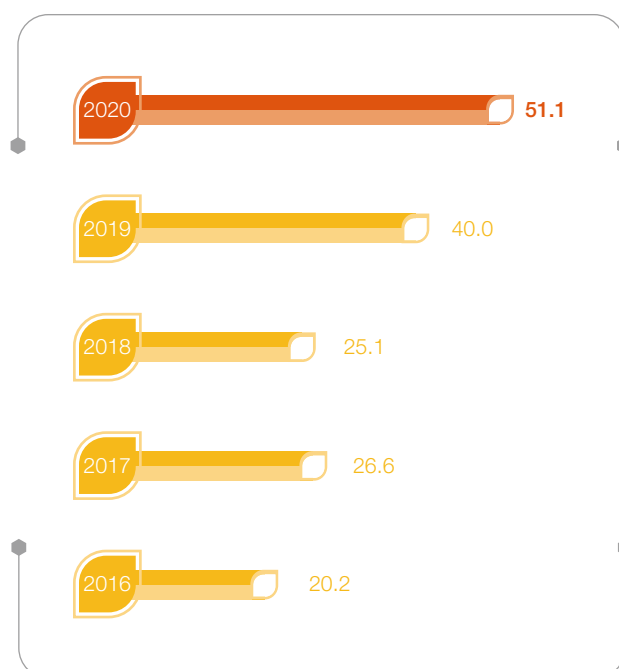
HK\$ million  
百萬港元



#### GEARING RATIO

##### 負債比率

Percentage  
百分比



# CHAIRMAN'S STATEMENT

## 主席報告



On behalf of the board of directors (the “**Board**” or the “**Directors**”) of Wang On Group Limited (the “**Company**”), I am pleased to announce the annual results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 March 2020 (the “**year under review**”).

本人謹代表宏安集團有限公司(「**本公司**」)董事會(「**董事會**」或「**董事**」)欣然宣佈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(「**回顧年度**」)之年度業績。



# CHAIRMAN'S STATEMENT (CONTINUED)

## 主席報告(續)

Dear Shareholders,

### REVIEW OF THE YEAR

Looking back at the year 2019, Hong Kong was confronted by unprecedented challenges. Under the influence of Sino-US trade conflicts, Hong Kong's economy experienced slowdown in growth from the first half of 2019. After that, the austere challenges posed to Hong Kong by months of social incidents have resulted in economic impact and weak market sentiment. It has severely affected business sectors such as retail and tourism. For 2019 as a whole, real GDP contracted by 1.2%, the first annual decline since 2009. Demands in Hong Kong shrank in 2019 and witnessed a significant contraction in the second half, and private consumption expenditure recorded the first annual decline since 2009.

Centa-City Leading Index, which reflects the private residential property price trend of Hong Kong, rose from the bottom of 31.77 points in 2003 to about 175 points in the first quarter of 2020. Experienced economic cycles in Hong Kong's property market, the index still rose in the past 17 years. This is attributable to the low long-term interest rates environment and the global quantitative easing policies. The cumulative growth reaches a high rate of 499%, indicates the continuing housing demand in Hong Kong, especially the rigid demand for small and medium-sized units.

Under the rapid spread of the novel coronavirus (COVID-19) at the beginning of 2020, the Group has adopted strict prevention measures to protect the health and safety of employees from all business units, Stakeholders (the "**Stakeholder(s)**") and customers. The Group also actively responded to measures announced by local governments to control the epidemic. As our businesses are closely related to livelihood, the epidemic has caused adverse impacts to us. However, being closely related to public's livelihood is also the reason we remain cautiously optimistic in respect of the Group's performance and prospects in long-term.

致各位股東：

### 年度回顧

二零一九年，香港經歷困難的一年。受中美貿易關係緊張所影響，二零一九年上半年香港經濟已開始出現放緩情況。其後，連月的本地社會事件打擊市場氣氛，嚴重影響零售消費及旅遊等相關活動，經濟急劇轉差。本地生產總值在二零一九年全年合計實質下跌1.2%，這亦是自二零零九年以來首次錄得年度跌幅。香港內部需求在二零一九年出現收縮，在下半年尤為明顯，私人消費開支是自二零零九年以來首次出現年度跌幅。

反映香港私人住宅價格的中原城市領先指數，由二零零三年的低位31.77點，升至二零二零年首季約175點。在這十七年間，香港樓市經歷多個經濟週期，仍連年上升，主要有賴長期之低息環境及環球量化寬鬆因素所致，累積升幅高達499%，可見香港市場對住屋，尤其是中、小戶型住屋的剛性需求一直殷切存在。

二零二零年年初，新型冠狀病毒爆發，本集團在疫情初期已採取嚴格的防疫措施，保障各業務單位之員工、持份者(「持份者」)及顧客的健康及安全，並積極響應各地政府為控制疫情所採取的措施。由於本集團的各業務範疇均與社會民生息息相關，疫情無可避免地對我們造成影響，但長期而言，正因各業務均為民生必需，我們對業務表現及前景仍持審慎樂觀的態度。

# CHAIRMAN'S STATEMENT (CONTINUED)

## 主席報告(續)

### BUSINESS PERFORMANCE

#### Property segment

The Group possesses a balanced property portfolio through Wang On Properties Limited (“WOP”, together with its subsidiaries, collectively the “WOP Group”), which comprises residential and commercial properties and asset management. Although Hong Kong's economy was affected by the large-scale social incidents in the second half of 2019, the property market remained stable and positive as the local housing demand remained robust, coupled with the low long-term interest rate environment and Hong Kong government's relaxation of loan-to-value ratio policy of private properties. In addition, China and the United States signed the phase-one economic and trade agreement in January 2020, which also eased the market sentiment. However, rapid spread of the novel coronavirus across the globe in the first half of 2020 put pressure on most economies. As a result, the market maintains a prudential attitude toward housing demands. WOP will closely monitor changes in the macro economy and seize the market opportunities. During the year under review, WOP recorded a stable overall performance, and the results were in line with expectations.

During the year, “Altissimo”, a seaside luxury project located in Ma On Shan and co-developed by WOP and Country Garden Holdings Company Limited and China State Construction International Holdings Limited, was highly sought after by the market, recorded an ideal sales performance with contracted sales amounted to approximately HK\$3,700,000,000, and is expected to be delivered this year.

### 業務表現

#### 地產分類

本集團透過旗下宏安地產有限公司(「宏安地產」, 連同其附屬公司統稱「宏安地產集團」)持有均衡的物業組合, 包括住宅、商業物業以及資產管理。儘管二零一九年下半年, 香港受大規模社會事件影響經濟, 不過本地對住房需求持續, 加上長期處於低息環境和政府放寬私人樓宇按揭成數, 房地產市場穩中向好, 另外中、美兩國於二零二零年一月簽署第一階段貿易協議, 亦令市場氣氛緩和。惟二零二零年上半年新型冠狀病毒在全球大流行, 各國經濟受挫, 市場對房地產需求轉趨審慎, 宏安地產會密切留意大環境變化, 捕捉市場機遇。於回顧年度內, 宏安地產的整體表現穩健, 業績符合預期。

年度內, 宏安地產與碧桂園控股有限公司及中國建築國際集團有限公司共同發展位於馬鞍山「Altissimo泓碧」的臨海豪宅項目備受市場追捧, 銷情理想, 已訂約銷售金額約為3,700,000,000港元, 預期於本年度順利交付。



## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

The “maya” project, located in Yau Tong and developed jointly with CIFI Holdings (Group) Co. Ltd., is the first new project of “NOUVELLE”, a luxury residential brand collection, and recorded an outstanding pre-sale performance. The residential units are expected to be delivered in the fourth quarter this year, and the contracted sales amounted to HK\$2,900,000,000. On the other hand, all units of The Met. Acappella have been sold. It recorded a total sale revenue of approximately HK\$2.7 billion.

LADDER Dundas, located at Nos. 575–575A, Nathan Road, Mong Kok, has leased approximately 70% of the gross floor area as at the date of this annual report. The full floor of harbour view offices on the 30th floor of United Centre in Admiralty, invested by WOP, have also been leased and will provide the Company with stable rental income in the future. At the same time, WOP has also been seeking shops with investment value and acquired Shop D, G/F, On Ning Building, Nos. 47-55 Ma Tau Kok Road in June 2019.

In respect of asset management, WOP adopts the asset-light strategy, cooperates with business partners and makes use of its brand strengths and business asset management expertise to accelerate the capital turnover and seize new opportunities.

WOP sold 50% equity interest in the retail podium of the investment project “Lake Silver” to Kohlberg Kravis Roberts & Co. L.P. (“KKR”), one of the largest investment companies in the United States. Also, the Group has introduced a new-style market named “Day Day Fresh” into part of the “Lake Silver” project, which opened in late May 2020 with a satisfactory leasing performance. In addition, the Group also entered into a joint venture agreement with KKR to sell the acquired 50% equity interest of the property project involving the shopping mall and car parking spaces of “The Parkside”. Currently, the project has been renovated and its tenant portfolio has been improved, and a new fresh market brand, “Day Day Fresh”, has been launched. The new fresh market commenced its business in January 2020 and aims to provide customers of Tseung Kwan O South with enjoyable shopping experience.

與旭輝控股(集團)有限公司合作發展位於油塘「maya 曦臺」之項目，為豪華住宅品牌系列「NOUVELLE」推出首個新項目，預售成績出色，預期住宅單位於本年度第四季交付，合約銷售額達2,900,000,000港元。而「The Met.」系列之「薈薈」的所有單位已沽清，錄得總銷售額達約27億港元。

位於旺角彌敦道575–575A號的LADDER Dundas於本年報日期已租出了約70%之建築面積。宏安地產投資的金鐘統一中心30樓全層海景寫字樓亦已承租，未來將為公司提供穩定的租金收入。同時，宏安地產亦積極搜羅具投資價值的商舖，於二零一九年六月收購馬頭角道47–55號安寧大廈地下D舖位。

在資產管理方面，宏安地產透過輕資產策略，與合作夥伴合作，發揮宏安地產的品牌優勢和商業資產管理專長，加快資金循環，把握新機遇。

宏安地產將投資項目「銀湖•天峰」零售平台層的50%權益出售予美國最大的投資公司之一Kohlberg Kravis Roberts & Co. L.P. (「KKR」)，本集團並引進「日日•食良」新式街市到「銀湖•天峰」項目的部份位置，於二零二零年五月下旬開業，出租情況理想。此外，本集團亦與KKR訂立合資協議，將收購「The Parkside」的商場及停車位物業項目的50%權益出售予對方，目前已翻新及優化租戶組合，並推出「日日•食良」新式街市品牌，街市於二零二零年一月開幕，為將軍澳南的顧客提供舒適的購物體驗。

## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

### BUSINESS PERFORMANCE (continued)

#### Fresh market segment

The Group, being one of the largest leasing operators of fresh market in Hong Kong, operates 11 local fresh markets under the modern fresh market brand "Allmart". The Group, under the "Huimin" brand, also manages the operation of 17 domestic fresh markets in various districts of Shenzhen, Guangdong Province, the People's Republic of China (the "PRC") through its joint venture. During the year, the Allmart (Mun Tung) Market located in Tung Chung commenced service in August, and, synergizing with the existing in-service Allmart (Ying Tung) Market in the same district, resulted in steady improvement of customer flows and operation performance. During the year, the fresh market segment continued to be the major source of the Group's profits and cash flows and maintained a sound business performance.

The Group constantly updated and improved the facilities and design layouts of our fresh markets so as to keep up with changes in market environment and meet customers' needs. It also improved the operating environment for tenants and provided customers with a more comfortable shopping environment. This increased the competitiveness of our fresh markets and fostered the Group's development of fresh market business. Adhering to the philosophy of "keeping abreast of the times with reforms and innovations", the Group gradually installed electronic monetary transaction facilities for merchants in our fresh markets during the year to introduce more electronic payment methods, which not only improved the cash handling efficiency for merchants but also matched the latest payment mode of consumers.



### 業務表現(續)

#### 鮮活市場分類

本集團為全港規模最大的街市租賃營運商之一，以現代化街市品牌「萬有」營運11個本地街市，亦透過合營企業於中華人民共和國(「中國」)廣東省深圳市多個區域以「惠民」品牌管理17個國內街市的業務。年內，本集團位於東涌的萬有(滿東)街市於八月投入服務，連同已投入服務的同區萬有(迎東)街市，人流及營業情況正穩步上揚。年內，街市業務繼續為本集團溢利及現金流的重要來源，業務維持良好的表現。

本集團一直致力回應市場環境變化及顧客需要，透過不斷更新及改善旗下街市的設施及佈局，改善租戶的營運環境，為顧客提供舒適的購物環境，從而提升各街市的競爭力，促進本集團的街市業務發展。秉承著「與時並進，變革創新」的精神，本集團於年內逐步為旗下街市的商戶安裝電子貨幣交易設施，引入更多電子支付的方式。此舉既減省商戶處理現金的效率，亦能迎合消費者的時尚付費模式。



## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

### BUSINESS PERFORMANCE (continued)

#### Fresh market segment (continued)

During the year under review, the Group actively promoted the pork retail business based on the synergy of existing fresh market operation. 12 butchery stores have been in operation so far. Leveraging on the Group's insight about the market and mature fresh market network, we expect that the pork retail business will grow steadily and bring in considerable cash flows and operating profits.

The Group currently manages a portfolio of approximately 1,000 stalls under the "Huimin" brand in mainland China, with a total gross floor area of over 283,000 square feet, including 152,000 square feet owned by the joint venture. The operation of this business segment is stable and mature. During the year under review, Shenzhen government issued the urban redevelopment policy, and such policy did not affected the operation of fresh market lately. The Group will continue to closely monitor the latest development and impact of such policy on the land-use rights of its fresh market properties.

Meanwhile, China Agri-Products Exchange Limited ("CAP", together with its subsidiaries, collectively the "CAP Group"), a non-wholly owned listed subsidiary of the Group, continued to implement a series of improvement projects in relation to supplier management, customer relations and product quality management to enhance corporate image. In addition, CAP actively implemented asset-light operation strategy and diversified businesses to consolidate and secure rental income, increase rental and market commission, enhance brand advantage and strengthen overall competitive edge. In response to the national "Internet +" e-commerce development policy, CAP comprehensively promoted the business strategy for further integration of networks and entities. Currently, CAP is managing a total of 11 agricultural produce exchange markets in mainland China, covering Wuhan, Huangshi, Suizhou, Luoyang, Puyang, Kaifeng, Yulin, Qinzhou, Xuzhou, Huai'an and Panjin, and occupying an area of 4,043.42 acres in total. Thereby, CAP promoted the business of agricultural produce exchange markets, thus providing support to the construction and development of national agricultural trade.

### 業務表現(續)

#### 鮮活市場分類(續)

回顧年度內，本集團積極發揮現有街市營運的協同效應，開展鮮肉零售業務，至今已有12間店舖展開營運。憑藉本集團對市場的認識及擁有成熟的街市網絡，我們預料鮮肉零售業務能穩定增長，並帶來可觀的現金流及經營溢利。

本集團的「惠民」品牌在國內目前管理約1,000個檔位組合，總樓面面積超過283,000平方呎，其中152,000平方呎由合營企業所擁有，業務穩定成熟。回顧年度內，深圳市政府推出城市重建政策，目前並未對市場營運有何影響。本集團將繼續密切留意有關政策對旗下市場土地使用權的變化。

此外，本集團的一家非全資上市附屬公司中國農產品交易有限公司(「中國農產品」，連同其附屬公司統稱「中國農產品集團」)持續實行一系列供應商管理、顧客關係及產品品質管理改善工程，提升企業形象，並積極透過輕資產營運策略及拓展多元化業務，鞏固穩定租金收入，增加租金及市場佣金，提升品牌優勢，強化整體競爭優勢。回應國家「互聯網+」電商發展政策，中國農產品全面推進網路結合實體經營策略，目前中國農產品於內地管理合共11個農產品交易市場，遍及武漢、黃石、隨州、洛陽、濮陽、開封、玉林、欽州、徐州、淮安及盤錦，總佔地面積為4,043.42畝，促進農產品交易市場業務，支援國家農貿的建設及發展。



# CHAIRMAN'S STATEMENT (CONTINUED)

## 主席報告(續)

### BUSINESS PERFORMANCE (continued)

#### Pharmaceutical segment

Wai Yuen Tong Medicine Holdings Limited (“WYTH”, together with its subsidiaries, collectively the “WYTH Group”) of the Group principally focused on manufacturing and/or retailing of pharmaceutical and health food products. During the year under review, Hong Kong's retail sector was sluggish, yet WYTH managed to record an annual revenue of HK\$560,137,000 in total by virtue of its solid foundation as a household traditional Chinese medicine (“TCM”) brand established over a century ago, the effective and scientific management and flexible market strategies, in the midst of the complicated and changing business environment. The weakening local consumption and tourism led to an overall decline of core businesses while the businesses related to people's livelihood only recorded a limited decline.

In fighting novel coronavirus, the Diagnosis and Treatment Protocol for COVID-19 (Trial Version) issued by National Health Commission of the People's Republic of China incorporates Angong Niu Huang Wan (安宮牛黃丸) into the treatments for severe cases of internal blockage and external desertion pattern, which draws an enormous amount of exposure for Angong Niu Huang Wan (安宮牛黃丸) from both domestic and overseas markets. With the general concept of “emergency – prevention – rehabilitation”, Wai Yuen Tong launched Angong Sanbao (安宮三寶) for the prevention and treatment of cardiovascular and cerebrovascular diseases: Angong Niu Huang Wan (安宮牛黃丸), Angong Jiangya Wan (安宮降壓丸) and Angong Zaizao Wan (安宮再造丸). The whole production process of Angong series is carried out at WYTH's modern Good Manufacturing Practice GMP factory for traditional Chinese and Western pharmaceutical products in Yuen Long, which ensures “100% made in Hong Kong” and becomes the representative of reliable high-quality healthcare products for the public.

During the year under review, WYTH continuously improved its online and offline retail network to realize the best profitability. For the offline retail network, WYTH currently operates over 60 retail stores in Hong Kong, which are distributed in Hong Kong Island, Kowloon and New Territories. Over 40 of such retail stores have registered traditional Chinese medicine practitioners. WYTH has established the largest resident Chinese medicine practitioner team in Hong Kong, and maintains an industry-leading position in terms of operation scale.

### 業務表現(續)

#### 藥業分類

本集團旗下位元堂藥業控股有限公司(「位元堂控股」), 連同其附屬公司統稱「位元堂控股集團」集中於製造及/或零售藥品及保健食品產品。於回顧年度內, 本港零售市道低迷, 位元堂控股憑藉百年傳統中醫藥(「傳統中藥」)品牌的堅實根基、高效科學的管理辦法、靈活變通的市場策略, 在複雜多變的經營環境下, 核心業務因本地消費及旅遊業弱勢下讓整體生意下跌, 但民生店生意跌幅相對有限, 年度總收入達至560,137,000港元。

面對新型冠狀病毒疫情, 中國國家衛生健康委員會發佈的《新型冠狀病毒肺炎診療方案(試行版)》屢次將安宮牛黃丸列入治療危重症「內閉外脫」患者的藥方, 令安宮牛黃丸廣受國內外市場關注。位元堂以「應急 – 預防 – 復健」的整體概念, 推出為心腦血管把關的安宮三寶: 安宮牛黃丸、安宮降壓丸及安宮再造丸, 全系列在位元堂控股設於元朗的傳統中藥及西藥GMP現代化廠房生產, 保證「百分百香港製造」, 為大眾優質保健產品的信心保證。

回顧年度內, 位元堂控股不斷完善及優化線上線下零售網絡, 從而達致最佳的盈利表現。於線下, 位元堂控股目前在香港逾60間零售門店遍佈香港島、九龍及新界, 其中超過40間零售門店設有專業註冊中醫師, 已建構全港最大的駐店中醫團隊, 營運規模始終保持在行業領先地位。

## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

### BUSINESS PERFORMANCE (continued)

#### Pharmaceutical segment (continued)

On the online front, the presence on e-commerce channels becomes more important as people staying at home to combat the epidemic amidst the novel coronavirus epidemic gives rise to the “indoor economy”. In Hong Kong, WYTH has established a self-supporting official online shopping platform — “Wai Yuen Tong e-Shop” and has also opened a flagship store on HKTVmall.com. In mainland China, WYTH has also opened Wai Yuen Tong flagship stores on Tmall.com and JD.com. In the meantime, the wide application of digitalization strategies allows customers to select products on more convenient and easier channels, also conduces to the improvement of market penetration and promotion efficiency, which further expands the customer base and deepens the customer stickiness of Wai Yuen Tong brand.

During the year under review, WYTH completed the acquisition of certain shares of CAP and became the controlling shareholder of CAP. CAP possesses high-quality investment properties and property reserves in regions including Hubei Province, Henan Province, Guangxi Zhuang Autonomous Region, Jiangsu Province and Liaoning Province, and has the support of national policies and a bright property investment prospect. WYTH directly owns more than half of the equity interest in CAP, through which, WYTH can seize the opportunities to make further investment in high-quality properties and create synergy with its existing property investment business, and can also share CAP's continuously improved results and achievements in the recent years.

### 業務表現(續)

#### 藥業分類(續)

於線上，市民選擇留家抗疫亦造就「宅經濟」抬頭，電子商貿的渠道佈局更顯重要。在香港，位元堂控股已搭建自營的官方網上購物平台 — 「位易購」，亦於香港電視網上購物(HKTVmall.com)開設品牌旗艦店。在國內，位元堂控股亦已落戶天貓(Tmall.com)及京東(JD.com)開設位元堂旗艦店。同時，電子化策略廣泛應用，既以更方便和快捷的渠道供顧客選購產品，亦有助提升產品在市場的滲透率及推廣效率，進一步開拓客戶基礎，深化位元堂品牌的客戶層。

回顧年度內，位元堂控股已完成收購若干中國農產品的股份，並成為其控股股東。中國農產品在中國湖北省、河南省、廣西壯族自治區、江蘇省及遼寧省等地擁有優質的投資物業及物業儲備，具備國策的支持及物業投資的良好前景。位元堂控股直接持有中國農產品的過半數權益，既把握對優質物業作進一步投資的機會，亦與位元堂控股現有的物業投資業務產生協同效應，同時亦可分享中國農產品近年不斷改善之業績成果。



## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

### LOOKING AHEAD

The worldwide spread of novel coronavirus forces countries to impose immigration restrictions, which led to a supply chain disruption, heavily affecting the industrial and commercial sectors, with tourism, hospitality and airline industries grounding to a halt. The worldwide concern about global economic recession, the stock and bond market turbulence in countries and regions, and the on-going local social movements, have all together exacerbated the deteriorating Hong Kong economy. Under such instability, it is projected that the economy of Hong Kong and the Greater China region is undoubtedly subject to great challenge from 2020 through 2021.

However, in light of the robust local housing demand of Hong Kong market, the Group remains optimistic about the sales performance of newly launched properties of small and medium-sized units. In the face of the uncertainties of the global economy, the Group has adopted a cautious approach in replenishing land reserves, and increasingly cooperated with other enterprises so as to participate in more projects with less capital expenditure. In the meantime, we will strategically cooperate with leading developers to enrich our experience in operating property projects. Within the current land reserve, except the redevelopment project and the Tsing Yi project, the Pok Fu Lam villa project jointly developed with Kam Wah Ever Rich Limited is expected to be launched in 2022, which will bring a substantial cash flow for the Group.

On the other hand, Hong Kong still has a tight housing and land supply, and addressing housing demands of Hong Kong residents is the foundation of Hong Kong's long-term, stable development. In addition to the supply of private housing, the government is expected to increase the public housing supply. Such policies will also bring opportunities for the development of the Group's fresh market management business. By capitalising on its wealth of experience in managing fresh markets, the Group will continue to expand and optimise the current layout of fresh markets, with a view to preparing itself for seizing market opportunities in due course.

### 展望未來

疫情在全球蔓延，世界各國實施入境限制，供應鏈斷裂，工商業深受影響，旅遊、酒店及航空業幾乎停頓。全球出現經濟衰退的憂慮，各地股、債市動盪，加上本地社會運動持續，香港經濟雪上加霜。在此等不穩定因素的影響下，預料二零二零年以至二零二一年，香港以及大中華地區的經濟情況，必定面臨重大挑戰。

不過，本港市場對房屋需求持續，本集團對大眾化之中、小型單位的新盤銷情仍感到樂觀。面對經濟的不明朗環境，宏安地產採取以審慎態度去補充土地儲備，並更多透過與其他企業合作，以較少的資金參與更多的項目，同時亦通過與領先發展商合作，豐富我們營運地產項目的經驗。在目前土地儲備內，除了重建項目及青衣地皮，與Kam Wah Ever Rich Limited共同發展薄扶林豪華洋房項目，預期於二零二二年度推出發售，屆時將可為本集團帶來一筆可觀的現金流。

另一方面，香港房屋及土地供應緊張，解決市民住屋需要是香港長期穩定發展的基石。除了私營房屋供應外，預料政府將會增加公營房屋的數目，此政策方針亦會為本集團街市管理業務拓展帶來機遇。本集團將繼續發揮鮮活街市的管理優勢，擴展優化目前街市佈局，做好準備以實力適時爭取市場商機。



## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

### LOOKING AHEAD (continued)

Looking ahead, despite the uncertainties, the pandemic will also change how people around the world perceive the epidemic prevention and the immunity, and impel the public to attach greater importance to health. The Group will seize the opportunities and make better use of WYTH's strengths in high-quality TCM. WYTH will better coordinate the procurement, production, sales, pricing and promotion strategies, fully develop the synergy between TCM and western medicine together with healthcare products, and plan to open new stores in Hong Kong's communities and Macau respectively in the second half of 2020, to foster retail sectors of Hong Kong and Macau as the profit growth driver. In mainland China, WYTH will continue to improve the nationwide online retail network layout, realize the omni-channel synergetic operation model featuring online-offline, Mainland-Hong Kong connectivity, and therefore promote the business development in mainland China.

For many enterprises, the first priority of current operation is achieving stability while seeking progress. The Group will consistently adhere to the prudent operation policy and promote the performance of its core businesses with sound financial and risk management and a resilient, sustainable and solid foundation, and strive to meet people's livelihood needs and contribute to the society.

### CONTRIBUTING TO SOCIETY

As a responsible corporate citizen, the Group has been committed to giving back to the society. During the year under review, the Group sponsored a number of charitable organizations, including Tung Wah Group of Hospitals and Po Leung Kuk, etc. The Group also helped new arrivals integrate into the community through donations to the Hong Kong New Arrivals Services Foundation. In addition, the Group fully supported the "Hong Kong Secondary School Flash Tour of Greater Bay Area Program (香港中學閃遊大灣區計劃)" to provide opportunities for students to experience the economic development and living conditions of different cities in the Greater Bay Area.

### 展望未來(續)

儘管面對眾多不明朗因素，展望未來，疫情也在一定程度上改變了世界各地民眾對於防疫及免疫力的認知，提升大眾對於健康的重視程度，本集團將捕捉機遇，發揮位元堂控股的高質傳統中藥優勢。位元堂控股將更好的協調採購、生產、銷售、定價及推廣策略，充分發揮傳統中藥及西藥和保健食品的協同價值，並計劃於二零二零年下半年分別在香港民生區及澳門增設新店，培育香港及澳門的零售業務成為盈利增長引擎。在中國內地方面，位元堂控股將不斷完善國內線上零售佈局，實現線上線下、中港互通的全渠道協同營運模式，推動中國內地的業務。

持盈保泰是眾多企業目前營運的優先考慮。本集團將繼續一貫審慎營運方針，以穩健的財務及風險管理，憑藉具防禦性、可持續發展的穩固基礎，推動核心業務表現並務求兼顧民生各方面之需求，以回饋社會。

### 回饋社會

作為負責任的企業公民，本集團一直致力回饋社會，於回顧年度內，贊助了多個慈善團體，包括東華三院及保良局等。本集團亦透過捐款至香港新來港人士服務基金，協助新來港人士融入社區。另外，本集團亦全力支持「香港中學閃遊大灣區計劃」，提供機會讓學生實地體驗大灣區不同城市的經濟發展及生活情況。

## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

### CONTRIBUTING TO SOCIETY (continued)

During the year under review, the Group also organised and supported various charity events, including distributing rice of peace (平安米) at Allmart fresh markets and sending mooncakes to the elderly at the Mid-Autumn Festival, in order to promote the spirit of caring and foster social inclusion. In addition, the Group was an active participant of some other charitable events, including fundraising activities like “Orbis World Sight Day” and “TWGHs Flag Day”. In the context of the novel coronavirus pandemic, the Group enthusiastically responded to the call of “Mutual Love & Support Donation of Materials for Epidemic Prevention and Control (互助互愛抗疫物資愛心分享行動)” co-organised by Royal Institution of Chartered Surveyors (RICS), and donated 10,000 pieces of Pearl's Hand Sanitizer Spray produced by Luxembourg Medicine Company Limited, which have been delivered to Hong Kong's disadvantaged groups through the arrangement of Habitat for Humanity Hong Kong, to highlight the spirit of caring and helping each other and pulling together in times of trouble.

### 回饋社會(續)

於回顧年度內，本集團更舉辦及支持多項社會公益活動，包括於旗下萬有街市派發平安米及在中秋節贈送月餅予長者，發揮關愛精神，促進社區共融。本集團亦積極參與其他慈善活動，包括「奧比斯世界視覺日」和「東華三院賣旗日」等慈善籌款。在新冠肺炎疫情下，本集團更響應由皇家特許測量師學會(RICS)協辦的「互助互愛抗疫物資愛心分享行動」，送出一萬枝由盧森堡大藥廠生產的佩氏酒精搓手噴霧，並透過香港仁人家園安排送贈予本港弱勢社群，盡顯守望相助、同舟共濟精神。



## CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

### APPRECIATION

Founded in Hong Kong over 30 years ago, the Group lived through peaks and troughs of the market. The experience and insight we have accumulated in the changing environment endow us with confidence and vision to become greater after overcoming the current challenges. On behalf of the Board, I hereby extend my sincere gratitude to all management and all levels of staff for their contributions and efforts over the years. I hope that we will keep on working together with different stakeholders in the future, to tide over difficulties with concerted efforts and share achievements with each other.

**Tang Ching Ho**  
*Chairman*

Hong Kong, 30 June 2020

### 鳴謝

本集團植根香港逾三十年，經歷過市場的高低起伏，我們在不斷變化的環境中所累積的經驗及洞察力，給予我們信心及遠見，讓我們走出當前的險阻後變得更優秀。在此，我謹代董事會，衷心感謝各管理層及各級員工在過往多年的貢獻及付出，期待未來與不同持份者繼續攜手同行，共渡時艱，分享成果。

*主席*  
**鄧清河**

香港，二零二零年六月三十日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析



### FINANCIAL RESULTS

For the financial year ended 31 March 2020, the Group's revenue and profit attributable to owners of the parent amounted to HK\$3,440.7 million (2019: HK\$4,009.1 million) and HK\$275.8 million (2019: HK\$419.8 million), respectively.

### 財務業績

截至二零二零年三月三十一日止財政年度，本集團之收入及母公司權益持有人應佔溢利分別為3,440,700,000港元(二零一九年：4,009,100,000港元)及275,800,000港元(二零一九年：419,800,000港元)。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### DIVIDENDS

The Board has recommended the payment of a final dividend of HK0.50 cent (2019: HK0.84 cent) per ordinary share for the year ended 31 March 2020 to the shareholders (the “Shareholders”) whose names appear on the register of members of the Company as of Wednesday, 2 September 2020. The final dividend will be paid on or around Friday, 11 September 2020, subject to Shareholders’ approval at the forthcoming annual general meeting of the Company to be held on Monday, 24 August 2020. Together with the interim dividend of HK0.10 cent (30 September 2018: HK0.10 cent) per ordinary share, the total dividends for the year ended 31 March 2020 will be HK0.60 cent (2019: HK0.94 cent) per ordinary share.

### BUSINESS REVIEW

The Group’s revenue for the year ended 31 March 2020 decreased by 14.2% to HK\$3,440.7million (2019: HK\$4,009.1 million). The reduction in revenue is mainly due to a decrease in sales revenue from property segment as a result of lesser sales recognition from completion of properties sales. Profit for the year was HK\$439.7 million (2019: HK\$893.4 million), representing a decrease of 50.8% over last year, mainly due to the impact of fair value losses on investment properties for the year ended 31 March 2020 as opposed to recording fair value gains on investment properties last year, fair value loss of financial instruments at fair value through profit or loss and increase in finance cost.

The profit attributable to owners of the parent was HK\$275.8 million (2019: HK\$419.8 million).

The Group continues to maintain a strong financial position.

### 股息

董事會建議向於二零二零年九月二日(星期三)名列本公司股東名冊之股東(「股東」)派發截至二零二零年三月三十一日止年度之末期股息，每股普通股0.50港仙(二零一九年：0.84港仙)。待股東在將於二零二零年八月二十四日(星期一)舉行之本公司應屆股東週年大會上批准後，末期股息將於二零二零年九月十一日(星期五)或前後派付。連同中期股息每股普通股0.10港仙(二零一八年九月三十日：0.10港仙)，截至二零二零年三月三十一日止年度的股息總額將為每股普通股0.60港仙(二零一九年：0.94港仙)。

### 業務回顧

本集團截至二零二零年三月三十一日止年度之收入減少14.2%至3,440,700,000港元(二零一九年：4,009,100,000港元)。收益減少主要是由於物業銷售完成後確認較少的銷售額，導致物業分類的銷售收入減少所致。年內溢利為439,700,000港元(二零一九年：893,400,000港元)，較去年減少50.8%，主要由於截至二零二零年三月三十一日止年度錄得投資物業的公平值虧損，而於去年則錄得投資物業的公平值收益、按公平值計入損益之金融工具公平值虧損及融資成本增加的影響。

母公司權益持有人應佔溢利為275,800,000港元(二零一九年：419,800,000港元)。

本集團繼續維持強健的財務狀況。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### BUSINESS REVIEW (continued)

As of 31 March 2020, the Group's net assets were HK\$9,041.7 million (2019: HK\$8,005.5 million). Its cash resources amounted to HK\$1,974.0 million (2019: HK\$3,299.7 million) including cash and bank balances of HK\$1,584.0 million (2019: HK\$2,318.2 million) and short-term investments of HK\$390.0 million (2019: HK\$981.5 million). In aggregate, the total borrowings as of 31 March 2020 was HK\$6,205.0 million (2019: HK\$5,521.8 million) giving the Group a net debt position (total borrowings less cash and bank balances) of HK\$4,621.0 million (2019: HK\$3,203.6 million). The review of the individual business segments of the Group is set out below.

### Property Development

WOP, a non-wholly owned listed subsidiary of the Company, is a premium property development company with focus on Hong Kong residential and commercial property market. Property development segment recorded revenue and segment profit of HK\$2,368.4 million and HK\$799.4 million, respectively (2019: HK\$2,827.0 million and HK\$1,051.6 million, respectively). The main contributor to the segment revenue was mainly due to completion and delivery of The Met. Acappella. As at the date of this annual report, all units of this project were sold.

### maya by NOUVELLE

"NOUVELLE" is a new luxury residential brand series. The brand's first premium luxury residential project, "maya", is located at No. 8 Shung Shan Street and No. 15 Sze Shan Street, Yau Tong. This residential project is co-developed by the WOP Group and CIFI Holdings (Group) Co. Ltd. The WOP Group holds a 50% stake in the project. As at the date of this annual report, 253 out of 309 units released were sold and the contracted sales amounted to HK\$2.9 billion. The project is undergoing the construction of the superstructure and is expected to be delivered this year.

### 業務回顧(續)

於二零二零年三月三十一日，本集團資產淨值為9,041,700,000港元(二零一九年：8,005,500,000港元)。其現金資源達1,974,000,000港元(二零一九年：3,299,700,000港元)，包括現金及銀行結餘1,584,000,000港元(二零一九年：2,318,200,000港元)及短期投資390,000,000港元(二零一九年：981,500,000港元)。於二零二零年三月三十一日，總借貸為合共6,205,000,000港元(二零一九年：5,521,800,000港元)，令本集團產生4,621,000,000港元(二零一九年：3,203,600,000港元)之債務淨額(總借貸扣除現金及銀行結餘)。下文載列本集團個別業務分類回顧。

### 物業發展

本公司的非全資上市附屬公司宏安地產為頂級物業發展公司，聚焦於香港住宅和商業物業市場。物業發展分類錄得收入及分類溢利分別為2,368,400,000港元及799,400,000港元(二零一九年：分別為2,827,000,000港元及1,051,600,000港元)。此分類收入主要來自薈薈竣工交付。於本年報日期，此項目的所有單位均已售出。

### NOUVELLE 曦臺

[NOUVELLE]為全新的豪宅品牌系列。此品牌的首個高級豪宅項目為「曦臺」，其位於油塘崇山街8號及四山街15號。該住宅項目由宏安地產集團與旭輝控股(集團)有限公司共同發展。宏安地產集團持有該項目的50%權益。於本年報日期，309個出售單位中的253個單位已售出，合約銷售額達29億港元。該項目正在進行上部結構施工，預期於本年度交付。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### BUSINESS REVIEW (continued)

##### Altissimo

The residential project, Altissimo, located at Sha Tin Town Lot No. 601 Whitehead, Ma On Shan, is co-developed by the WOP Group, Country Garden Holdings Company Limited and China State Construction International Holdings Limited and was launched in December 2018. The project features its prime location in front of Starfish Bay, an ecological treasure in the natural reserve area, and with Ma On Shan Country Park at its back. It also enjoys the unparalleled natural advantage with the picturesque view of Pat Sin Leng and within walking distance of the Whitehead Club. Adding top-class construction materials and delicate designs to its strength, the project will set a new model of new premium residential projects in that area. As at the date of this annual report, 429 out of 534 units released were sold and the contracted sales amounted to HK\$3.7 billion. The occupation permit of this project was granted and is expected to be delivered this year. The WOP Group owns 40% equity interest in this property development project.

##### Pokfulam residential project

In April 2018, the WOP Group completed the acquisition of all the 16 properties located at Nos. 86A–86D Pokfulam Road, Hong Kong. The site will be redeveloped into luxurious properties and is undergoing the site work. The WOP Group owns 70% equity interest in this property development project.

#### 業務回顧(續)

##### 泓碧

泓碧位於沙田市地段第601號馬鞍山白石，為宏安地產集團、碧桂園控股有限公司及中國建築國際集團有限公司共同發展的住宅項目，於二零一八年十二月推出。該項目一大特色是位置優越，前臨自然保育區之生態寶庫海星灣，背靠馬鞍山郊野公園，遠眺八仙嶺翠巒景致，白石高爾夫球練習場亦是咫尺之遙，天然優勢不言而喻。項目配以頂級建築用料及精心設計，勢必成為區內全新尊貴住宅項目之新指標。於本年報日期，534個出售單位中的429個已出售，合約銷售額達37億港元。該項目的入住許可證已授出，預期於本年度交付。宏安地產集團擁有該物業發展項目的40%股權。

##### 薄扶林住宅項目

於二零一八年四月，宏安地產集團已完成收購位於香港薄扶林道86A至86D號的全部16項物業。該地皮將重建為豪華洋房，目前正進行現場作業。宏安地產集團擁有該物業發展項目的70%股權。



# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### BUSINESS REVIEW (continued)

#### Tsing Yi residential project

The new “The Met.” project located at Tsing Yi Town Lot No. 192, at the junction of Liu To Road and Hang Mei Street, Tsing Yi is undergoing the superstructure work. The land is situated within a developed community with comprehensive amenities, including large shopping malls such as Maritime Square, as well as Tsing Yi Park, Tsing Yi Sports Ground and Tsing Yi Swimming Pool, that can provide a wide variety of leisure and shopping choices for residents. It also has the convenience of easy accessibility, being within several minutes’ ride to Tsing Yi MTR Station, and is also connected with major highways, including Tsing Ma Bridge, Tai Lam Tunnel, and Ting Kau Bridge of Tuen Mun Road. It can be used for both commercial and residential development and is designed to provide a public transportation terminal (minibus station). The project is wholly-owned by the WOP Group.

As at 31 May 2020, the Group had a development land portfolio as follows:

### 業務回顧(續)

#### 青衣住宅項目

新「The Met.」項目位於青衣寮肚路與亨美街交界的青衣市地段第192號，目前正進行上部結構工程。該地皮位處發展成熟的社區，配套完善。附近設有青衣城等大型商場以及青衣公園、青衣運動場和青衣游泳池，均為居民提供豐富多姿的消閒及購物選擇。地皮距離青衣港鐵站數分鐘車程，加上連接多條主要幹道，包括青馬大橋、大欖隧道和屯門公路的汀九橋等，交通四通八達。地皮旨在作商住混合發展及需提供公共交通總站(小巴士站)。該項目由宏安地產集團全資擁有。

於二零二零年五月三十一日，本集團之發展用地組合如下：

Project 項目	Approximate site area 概約地盤面積 (square feet) (平方呎)	Approximate gross floor area 概約總樓面面積 (square feet) (平方呎)	Intended usage 擬定用途	Anticipated year of completion 預計竣工年度
maya by NOUVELLE NOUVELLE曦臺	41,000	272,000	Residential and Commercial 住宅及商業	2020 二零二零年
Altissimo 泓碧	253,000	388,000	Residential 住宅	2020 二零二零年
Pokfulam residential project 薄扶林住宅項目	28,500	28,500	Residential 住宅	2021 二零二一年
Tsing Yi residential project 青衣住宅項目	14,400	90,000	Residential and Commercial 住宅及商業	2022 二零二二年



# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### BUSINESS REVIEW (continued)

#### Fresh Markets

The fresh market business segment, which is a consistent source of profit and cash, record an increase in revenue by 41.0% to HK\$265.7 million (2019: HK\$188.4 million) as a result of additional revenue from the operation of agricultural produce exchange markets of CAP following the completion of its acquisition during the year, and also new revenue streams brought by butchery business. Segment profit increased by 8.0% to HK\$29.7 million (2019: HK\$27.5 million).

The Group's fresh market business has been built over the past two decades. During the reporting period, the Group managed a substantial portfolio of approximately 800 stalls under the "Allmart" brand and "Day Day Fresh" brand of fresh markets in Hong Kong with a total gross floor area ("GFA") of over 200,000 square feet. In order to meet rising customer expectation, the Group strives to offer a more comfortable and spacious shopping environment through well-designed layouts, enhancement works and high quality management services. We will continue to strengthen the partnership with our tenants and local communities by launching effective marketing and promotion events, and thereby improving shopping experiences at our fresh markets.

Along with the existing fresh market business on a stable footing, the Group had commenced building a portfolio of self-owned fresh markets in Hong Kong through joint ventures.

In January 2019, the WOP Group successfully won a bid to acquire a retail podium and car parking spaces at Lake Silver, No. 599 Sai Sha Road, Ma On Shan, Sha Tin, New Territories at a total consideration of HK\$653.0 million. In April 2019, the WOP Group has divested 50% equity interest in this investment by forming a joint venture. The acquisition completed on 16 May 2019. The Group has refurbished part of the property as a fresh market and taken the management of under the brand "Day Day Fresh" inside the retail podium. The fresh market has already opened in May 2020.

### 業務回顧(續)

#### 街市

街市業務分類為溢利與現金的持續來源，其錄得收入增加41.0%至265,700,000港元(二零一九年：188,400,000港元)，原因為年內完成收購中國農產品後，來自中國農產品經營之農產品交易市場之額外收入，以及肉檔業務帶來新的收入流。分類溢利增加8.0%至29,700,000港元(二零一九年：27,500,000港元)。

本集團的街市業務已成立超過二十年。於報告期內，本集團在香港管理「萬有」品牌及「日日·食良」品牌旗下約800個街市檔位組合，總樓面面積(「總樓面面積」)超過200,000平方呎。為滿足顧客日益殷切的期望，本集團致力以精心設計佈局、改善工程及優質管理服務提供更舒適及具空間感之購物環境。本集團將繼續推出有效的營銷及推廣活動，強化與租戶和本地社區的合作關係，從而改善街市的購物體驗。

隨著現有的街市業務表現穩固，本集團開始通過合營企業的方式，在香港興建自家擁有街市組合。

於二零一九年一月，宏安地產集團成功贏得位於新界沙田馬鞍山西沙路599號銀湖·天峰的零售平台層和停車場的收購投標，總代價為653,000,000港元。於二零一九年四月，宏安地產集團透過成立一間合營企業減持此項投資的50%股權。收購事項於二零一九年五月十六日完成。本集團已翻新部分物業作為街市，並已接管零售平台層內「日日·食良」品牌的管理。該街市已於二零二零年五月開業。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### BUSINESS REVIEW (continued)

#### Fresh Markets (continued)

Moreover, in April 2019, the WOP Group entered into a provisional agreement for the acquisition of the commercial accommodation and car parking spaces at The Parkside, No. 18 Tong Chun Street, Tseung Kwan O, New Territories for a consideration of HK\$780.0 million. A joint venture was formed by divesting 50% of the Group's equity interest on it. The acquisition completed on 4 July 2019. The Group has refurbished part of the property as a fresh market and taken the management of under the brand "Day Day Fresh" inside the commercial accommodation. The fresh market has already opened in January 2020. We are confident that the combination of our expertise in property investment and fresh market operation shall deliver strong synergy to create unique business value to fuel further growth of this segment.

In October 2019, we entered into butchery business by capturing synergies with our existing fresh market operations. We aim to seize opportunities in every manner possible, focusing on building a chain of butchery shops with a strong cash flow and steady operating profit. For the year ended 31 March 2020, the butchery business generated revenue of approximately HK\$33.5 million. We believe Hong Kong people's pork dietary habit, combined with our well established fresh market network, can allow for rapid growth and a relatively low-risk development of this new business. Our target is to continue expand the butchery stores and drive to optimise the operation platform of fresh market and butchery business so as to maximise synergies. As at the date of this annual report, 12 butchery stores were in operation.

In mainland China, the Group operates fresh market business through its joint venture under the "Huimin" brand in various districts of Shenzhen, Guangdong Province, the PRC. The joint venture currently manages a portfolio of approximately 1,000 stalls with a GFA of over 283,000 square feet, in which approximately 152,000 square feet are owned by the joint venture. Following the issuance of urban redevelopment policy by Shenzhen Government, some of the fresh markets may be affected. The Group will continue to closely monitor the latest development, particularly the impact on the land-use rights of its fresh market properties.

### 業務回顧(續)

#### 街市(續)

此外，於二零一九年四月，宏安地產集團就收購新界將軍澳唐俊街18號The Parkside的商業住所及停車場訂立臨時協議，代價為780,000,000港元。本集團減持此項投資的50%股權以成立一間合營企業。收購事項於二零一九年七月四日完成。本集團已翻新部分物業作為街市，並已接管商業住所內「日日·食良」品牌的管理。該街市已於二零二零年一月開業。我們深信，將物業投資與街市營運的專業知識結合，帶來的協同影響必然強勁，足以締造獨特的業務價值，促進本分類再次增長。

於二零一九年十月，我們透過捕捉現有街市營運的協同效應，開展屠宰業務。我們計劃以各種可能的方式把握機遇，著重以強勁現金流量及平穩的經營溢利建立肉檔產業鏈。於截至二零二零年三月三十一日止年度，屠宰業務產生收入約33,500,000港元。鑒於香港人對豬肉的飲食習慣及我們深具規模的街市網絡，我們相信該項新業務能夠迅速增長，且發展風險較低。我們的目標是繼續擴張肉檔，致力優化街市及屠宰業務的營運平台，從而最大化協同效應。於本年報日期，有12個肉檔在運營中。

在中國內地，本集團透過合營企業在中國廣東省深圳市多個區域以「惠民」品牌營運街市業務。合營企業目前管理總樓面面積超過283,000平方呎之約1,000個檔位組合，其中約152,000平方呎由合營企業所擁有。深圳政府的城市重建政策出台後，部分街市或會受到影響。本集團將繼續密切監察最新的事態發展，特別是對街市物業的土地使用權造成的影響。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### BUSINESS REVIEW (continued)

##### Fresh Markets (continued)

Following the acquisition during the year of a controlling interest in CAP through WYTH (the “CAP Acquisition”) which is an indirect non-wholly owned listed subsidiary of the Company, the Group, through CAP, now operated 11 agricultural produce exchange markets across five provinces in the PRC. The acquisition of these agricultural produce exchange markets expanded significantly our presence in the fresh market segment in the PRC. CAP Group operates various agricultural produce exchange markets in Hubei, Henan, Guangxi Zhuang Autonomous Region, Jiangsu Province and Liaoning Province of the PRC. During the period under review, the outbreak of the coronavirus significantly affected the market performance during early 2020 in particular for these markets in Hubei. As the pandemic began under control, the performance of these markets returned to normal. Apart from this, both the operating performance and market ranking of our markets remarked steady progress.

##### Property Investment

As at 31 March 2020, our owned investment properties in Hong Kong comprised of commercial, industrial and residential units with a total carrying value of approximately HK\$1,058.4 million (31 March 2019: approximately HK\$1,515.0 million).

During the reporting period, we received gross rental income of approximately HK\$20.6 million.

During the reporting period, we continued to dispose of secondhand residential properties and realised HK\$41.3 million (2019: HK\$28.4 million). As at 31 March 2020, we still held 10 secondhand residential properties with valuation of HK\$59.9 million.

#### 業務回顧(續)

##### 街市(續)

年內透過位元堂控股(本公司的間接非全資上市附屬公司)收購中國農產品的控股權益(「中國農產品收購事項」)後，本集團現時透過中國農產品於中國五個省運營11個農產品交易市場。收購該等農產品交易市場顯著擴大了我們在中國街市分類的業務。中國農產品集團在中國湖北省、河南省、廣西壯族自治區、江蘇省及遼寧省運營多個農產品交易市場。於回顧期間，新冠病毒爆發嚴重影響了二零二零年初的市場(尤其是位於湖北省的市場)表現。隨著疫情得到控制，該等市場的表現恢復正常。除此之外，我們市場的經營表現及市場排名均實現平穩上升。

##### 物業投資

於二零二零年三月三十一日，我們位於香港的自有投資物業包括商用、工業用及住宅單位，賬面總值約為1,058,400,000港元(二零一九年三月三十一日：約1,515,000,000港元)。

於報告期內，我們獲得租金收入總額約20,600,000港元。

於報告期內，我們繼續出售二手住宅物業並變現41,300,000港元(二零一九年：28,400,000港元)。於二零二零年三月三十一日，我們仍持有十項二手住宅物業，估值為59,900,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### BUSINESS REVIEW (continued)

#### Pharmaceutical and Health Food Products Business

WYTH, a non-wholly owned listed subsidiary of the Company, is a pharmaceutical company with focus on manufacturing and/or retailing of pharmaceutical and health food products. The year under review was a challenging year for our pharmaceutical and health food products segment with revenue totaling HK\$560.1 million (2019: HK\$733.8 million), representing a drop of 23.7%. The continuous social unrest and COVID-19 pandemic have unavoidably hurt the inbound tourism, which directly impact on our retail sales, in particular for those districts where were originally very popular with the mainland tourists.

#### Chinese Pharmaceutical and Health Food Products

Total sales of the Chinese pharmaceutical and health food products decreased by 25.6% to HK\$459.8 million. The Group continued to promote and develop a series of TCM healthcare products for common diseases of urban people. Stroke prevention supplementation is a fast growth market in Hong Kong in which “Wai Yuen Tong” has three series of TCM products to cover the market: namely Angong Niu Huang Wan, Angong Zaizao Wan and Angong Jiangya Wan. The series is registered in Hong Kong according to ancient prescriptions or nationally recognised prescription and its whole production process is carried out at our GMP or The Pharmaceutical Inspection Co-operation Scheme (“PIC/S”) factory in Yuen Long, Hong Kong. During the existing pandemic environment, Angong Niu Huang Wan is considered as good for health product which is increasingly popular in the market from time to time.

The Group targeted better cost efficiency through further optimisation of its retail sales network and distribution channels. We had enhanced the distribution channel by partnering with a strong distributor since the fourth quarter of 2018 which will focus on distributing our products to the key accounts in Hong Kong. By the end of the year, we had over 55 retail outlets in Hong Kong. The enhanced distribution network helps strengthen the Group's sales and brand recognition. A strong network has been laid down for a sustainable growth in the future.

### 業務回顧(續)

#### 醫藥及保健食品產品業務

本公司非全資上市附屬公司位元堂控股為一間醫藥公司，集中於製造及／或零售藥品及保健食品。對醫藥及保健食品產品分類而言，回顧年度可謂挑戰重重的一年，總收入為560,100,000港元(二零一九年：733,800,000港元)，跌幅為23.7%。持續的社會動蕩及COVID-19大流行對入境旅遊業造成不可避免的打擊，直接影響了我們的零售額，尤其是原本非常受內地遊客歡迎的地區的零售額。

#### 中藥及保健食品產品

中藥及健康食品產品的總銷售額下降25.6%至459,800,000港元。本集團繼續推廣及開發一系列治療都市人常見疾病的傳統中藥保健產品。預防中風補充品在香港市場迅速增長，而「位元堂」在該市場擁有3種傳統中藥產品系列：安宮牛黃丸、安宮再造丸及安宮降壓丸。該系列根據古方名藥或國家認可處方在香港註冊，整個生產過程在位於香港元朗之GMP或國際醫藥品稽查協約組織(「PIC/S」)認證廠房進行。在當前疫情下，安宮牛黃丸被視為優良保健品，在市場上越來越受歡迎。

本集團計劃透過進一步優化零售網絡及分銷渠道取得更佳的成本效益。我們自二零一八年第四季度起與一名實力雄厚的分銷商展開合作，其將專注於向香港主要客戶分銷我們的產品，我們的分銷網絡藉此得到提升。年末，我們在香港擁有逾55間零售店舖。提升分銷網絡有助於鞏固本集團的銷售及品牌知名度。本集團已為未來的可持續增長奠定了強大的網絡。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### BUSINESS REVIEW (continued)

##### Chinese Pharmaceutical and Health Food Products (continued)

We have been moving forward to secure trade customers portfolio that meet our key selection criteria of financial condition and sales abilities. “Wai Yuen Tong” brand is a reputable household name established over a century ago. We will continue to promote our brand value to maintain a leading market position in Chinese pharmaceutical and health food product markets.

##### Western Pharmaceutical and Health Food Products

Revenue of the Western pharmaceutical and health food products decreased by 13.5% to HK\$100.3 million since the consumer sentiment stayed weak for the year ended 31 March 2020. The two major product series, are “Madame Pearl’s” and “Pearl’s”. Madame Pearl’s is our brand for cough syrup while Pearl’s product series comprises MosquitOut spray, hand cream and itch-relief products. The two major product series are under this business segment encountered different challenges during the year. Nevertheless, during the year the Group placed substantial resources in revamping its Western pharmaceutical and health care product distribution channels in order to improve efficiency. More resources were put on branding aiming to strengthen the brand loyalty for both “Madame Pearl’s” and “Pearl’s” product series. To comply with mainland China’s relevant regulations, the Group has engaged various local industry players to rejuvenate the penetration of its upper airway product series under the “Madame Pearl’s” brand into mainland China.

Capitalising on state-of-the-art technology and advanced equipment of the Group’s Yuen Long factory, the Group continued to carry out research and development of products for core medical solution targeting at institutional clients.

#### 業務回顧(續)

##### 中藥及保健食品產品(續)

我們早已邁步向前，以財務狀況及銷售能力為主要甄選標準取得貿易顧客組合。「位元堂」品牌家喻戶曉，成立超過一個世紀。我們將繼續推廣品牌價值，維持於中藥及保健食品產品市場的領先地位。

##### 西藥及保健食品產品

於截至二零二零年三月三十一日止年度，由於消費意欲始終不振，西藥及保健食品產品收入減少13.5%至100,300,000港元。兩個主要產品系列為「珮夫人」及「珮氏」。珮夫人為止咳露品牌，而珮氏產品系列包括驅蚊爽噴霧、護手霜及止癢產品。本業務分類下的兩個主要產品系列於年內面臨不同挑戰。然而，年內，本集團投入大量資源優化西藥及保健產品分銷渠道，以提升效益。本集團在品牌建設方面投入更多資源，旨在鞏固「珮夫人」及「珮氏」產品系列的品牌忠誠度。為遵守中國內地的相關法規，本集團已委聘多家當地的行業廠商加快「珮夫人」品牌下的上呼吸道產品系列在中國內地滲透。

憑藉本集團元朗廠房的先進技術及設備，本集團瞄準機構客戶，繼續開展核心醫療解決方案產品研發。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### BUSINESS REVIEW (continued)

#### Treasury Management

The Group maintains a strong financial position. Liquid investments amounted to HK\$1,597.2 million at 31 March 2020, represents a decrease of 7.5% from the balance of HK\$1,725.9 million at 31 March 2019. The liquid investments represented 66.5% of the debt securities, 18.3% of equity securities and 15.2% of fund investment.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2020, the equity attributable to owners of the parent decreased by 0.5% to HK\$5,862.8 million (2019: HK\$5,891.0 million). The Group's total equity, including the non-controlling interests, increased to HK\$9,041.7 million (2019: HK\$8,005.5 million) as at 31 March 2020.

As at 31 March 2020, the Group's total assets were HK\$19,088.8 million (2019: HK\$16,417.9 million). Total cash and bank balances held amounted to HK\$1,584.0 million (2019: HK\$2,318.2 million) as at 31 March 2020. The Group also maintained a portfolio of liquid investments with an aggregate market value of HK\$1,597.2 million (2019: HK\$1,725.9 million) as at 31 March 2020, which is immediately available for use when in need.

As at 31 March 2020, the Group's total debt amounted to HK\$6,205.0 million (2019: HK\$5,521.8 million). The Group's net debt to equity was approximately 51.1% (2019: 40.0%) as at 31 March 2020.

As at 31 March 2020, the Group's land and buildings, investment properties, properties under development, properties held for sale, financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss with carrying value of HK\$445.0 million, HK\$2,285.7 million, HK\$3,448.4 million, HK\$1,053.5 million, HK\$743.3 million and HK\$32.2 million (2019: HK\$471.1 million, HK\$1,398.6 million, HK\$3,216.4 million, HK\$668.2 million, HK\$575.5 million and HK\$77.5 million) were pledged to secure the Group's general banking facilities.

### 業務回顧(續)

#### 財資管理

本集團維持穩健之財務狀況。二零二零年三月三十一日的流動性投資為1,597,200,000港元，較二零一九年三月三十一日的結餘1,725,900,000港元減少7.5%。流動性投資代表66.5%債務證券、18.3%股本證券及15.2%基金投資。

#### 流動資金及財務資源

於二零二零年三月三十一日，母公司持有人應佔權益減少0.5%至5,862,800,000港元(二零一九年：5,891,000,000港元)。於二零二零年三月三十一日，本集團的總權益(包括非控股權益)增加至9,041,700,000港元(二零一九年：8,005,500,000港元)。

於二零二零年三月三十一日，本集團的總資產為19,088,800,000港元(二零一九年：16,417,900,000港元)。於二零二零年三月三十一日，所持現金及銀行結餘總額為1,584,000,000港元(二零一九年：2,318,200,000港元)。本集團亦維持流動投資組合，於二零二零年三月三十一日的總市值為1,597,200,000港元(二零一九年：1,725,900,000港元)，於有需要時可供我們即時使用。

於二零二零年三月三十一日，本集團的債務總額為6,205,000,000港元(二零一九年：5,521,800,000港元)。於二零二零年三月三十一日，本集團淨債務權益比率約51.1%(二零一九年：40.0%)。

於二零二零年三月三十一日，本集團賬面值分別為445,000,000港元、2,285,700,000港元、3,448,400,000港元、1,053,500,000港元、743,300,000港元及32,200,000港元(二零一九年：471,100,000港元、1,398,600,000港元、3,216,400,000港元、668,200,000港元、575,500,000港元及77,500,000港元)之土地及樓宇、投資物業、發展中物業、持作出售物業、按公平值計入其他全面收益之金融資產及按公平值計入損益之金融資產已作抵押，作為本集團獲授一般銀行信貸之抵押。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### LIQUIDITY AND FINANCIAL RESOURCES (continued)

The Group's capital commitment as at 31 March 2020 was amounted to HK\$899.3 million (2019: HK\$956.9 million) is mainly for property development business. The Group has given guarantee to a bank in connection with a facility granted to the joint venture up to HK\$1,617.6 million, which were utilised to the extent of HK\$1,090.5 million as at the end of the reporting period.

The Group provided guarantees of approximately of HK\$63.5 million to customers in favour of a bank of the loans provided by the banks to the customers of the properties sold (2019: Nil).

The Group strengthens and improves its financial risk control on a continual basis and has consistently adopted a prudent approach in financial management. Financial resources are under close monitor to ensure the Group's efficient and effective operation, as well as flexibility to respond to opportunities and uncertainties. The management of the Group is of the opinion that the Group's existing financial structure is healthy and related resources are sufficient to cater for the Group's operation needs in the foreseeable future. The Group operates a central cash management system. The Group prudently invests in liquid investment in order to obtain a reasonable return while maintain liquidity.

#### 流動資金及財務資源(續)

於二零二零年三月三十一日，本集團之資本承擔899,300,000港元(二零一九年：956,900,000港元)主要用於物業發展業務。本集團已就一項授予合營企業的高達1,617,600,000港元的融資(於報告期末已動用1,090,500,000港元)向銀行作出擔保。

本集團就銀行向所售物業的客戶提供的貸款以銀行為受益人向客戶提供約63,500,000港元的擔保(二零一九年：零)。

本集團持續加強及改善財務風險控制，並貫徹實行審慎的財務管理方針，密切監察財務資源，確保本集團的營運高效及有效及具充分的靈活性應付機會及各種變數。本集團管理層認為，本集團現有財務架構屬良好且相關資源足以滿足本集團於可見將來的營運需求。本集團運作一個中央現金管理系統。本集團審慎地投資於高流通性投資，務求在維持流動資金的同時獲取合理回報。



# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### DEBT PROFILE AND FINANCIAL PLANNING

### 債務組合及財務規劃

As at 31 March 2020, interest-bearing debt profile of the Group was analysed as follows:

於二零二零年三月三十一日，本集團之計息債務組合分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank loans repayable	按下列年期償還之銀行貸款		
Within one year or on demand	一年內或按要求	<b>2,656,906</b>	2,124,044
In the second year	於第二年	<b>1,153,078</b>	1,245,360
In the third to fifth years, inclusive	於第三年至第五年(包括首尾 兩年)	<b>1,473,532</b>	1,554,053
Beyond five years	五年以上	<b>291,523</b>	410,735
		<b>5,575,039</b>	5,334,192
Other loans repayable	按下列年期償還之其他貸款		
In the third to fifth years, inclusive	於第三年至第五年(包括首尾 兩年)	<b>198,970</b>	187,570
Unsecured Notes (i), (iii)	無擔保票據(i)、(iii)		
In the third to fifth years, inclusive	於第三年至第五年(包括首尾 兩年)	<b>181,220</b>	—
Convertible Notes (ii), (iii)	可換股票據(ii)、(iii)		
In the second year	於第二年	<b>249,814</b>	—
		<b>6,205,043</b>	5,521,762



# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### DEBT PROFILE AND FINANCIAL PLANNING (continued)

- (i) The Group's non-wholly owned listed subsidiary, CAP has issued unsecured notes with maturity in September 2024 (the “**Unsecured Notes**”) which are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) by way of debt issue to professional investors only (stock code: 5755). As at 31 March 2020, the Unsecured Notes in the principal amount of HK\$290,000,000 remained outstanding.
- (ii) The Group's non-wholly owned listed subsidiary, CAP, issued convertible notes with the aggregate principal amount of HK\$500 million on 19 October 2016 which will mature on 18 October 2021 (the “**Convertible Notes**”), which entitle the holders to convert into the ordinary shares of CAP at a conversion price of HK\$0.4 per share. During the year, no Convertible Notes were converted into CAP shares by the Convertible Notes' holders. As at 31 March 2020, the Convertible Notes with the outstanding principal amount of HK\$264.8 million was in issue and maximum number of CAP shares to be converted is 662,000,000 CAP shares.
- (iii) The Unsecured Notes and the Convertible Notes are consolidated to the Group's indebtedness after the CAP Acquisition during the year ended 31 March 2020.

In order to meet the interest-bearing debts, business capital expenditure and funding needs for, inter alia, replenishment of the Group's land bank, enhancing our portfolio of properties for investment and/or payment of construction costs for the development of the property development projects, the Group had been from time to time considering various financing alternatives including but not limited to equity fund raising, financial institution borrowings, non-financial institution borrowings, bonds issuance, convertible notes, other debt financial instruments, and disposal of properties.

### 債務組合及財務規劃(續)

- (i) 本集團的非全資上市附屬公司中國農產品發行於二零二四年九月到期的無擔保票據(「**無擔保票據**」)，有關票據通過僅向專業投資者發行債務的方式於香港聯合交易所有限公司(「**聯交所**」)上市(股份代號：5755)。於二零二零年三月三十一日，本金額為290,000,000港元的無擔保票據仍未贖回。
- (ii) 本集團的非全資上市附屬公司中國農產品於二零一六年十月十九日發行本金總額為500,000,000港元的可換股票據(「**可換股票據**」)，有關票據將於二零二一年十月十八日到期，賦予持有人按轉換價每股股份0.4港元轉換為中國農產品普通股的權利。年內，概無可換股票據被可換股票據持有人轉換為中國農產品股份。於二零二零年三月三十一日，已發行未償還本金額為264,800,000港元的可換股票據及將予轉換的中國農產品股份最高數目為662,000,000股中國農產品股份。
- (iii) 截至二零二零年三月三十一日止年度在中國農產品收購事項後，無擔保票據及可換股票據併入本集團的債務。

為滿足(其中包括)補充本集團的土地儲備、提高我們物業投資組合及／或支付發展我們物業發展項目的建築成本的計息債務、業務資本開支及資金需要，本集團一直不時考慮各種替代融資方式，包括但不限於股本集資、金融機構借貸、非金融機構借貸、債券發行、可換股票據、其他債務金融工具及出售物業。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

### 所持重大投資、附屬公司的重大收購及出售，以及未來作重大投資或購入資本資產的計劃

As at 31 March 2020, the Group held financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss of approximately HK\$1,282.7 million and HK\$314.6 million, respectively:

於二零二零年三月三十一日，本集團持有按公平值計入其他全面收益之金融資產及按公平值計入損益之金融資產分別約為1,282,700,000港元及314,600,000港元：

Nature of investments	投資性質	Notes	As at 31 March 2020	For the year ended 31 March 2020			Fair value/carrying amount			
			於二零二零年三月三十一日	截至二零二零年三月三十一日止年度			公平值/賬面值			
			Amount held	Percentage to the Group's net assets	Fair value gain/(loss)	Bond interest income	Dividends received	As at 31 March 2020	As at 31 March 2019	Investment cost
		附註	所持金額	佔本集團資產淨值之百分比	公平值收益/(虧損)	債券利息收入	已收股息	於二零二零年三月三十一日	於二零一九年三月三十一日	投資成本
			HK\$'000	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	%	千港元	千港元	千港元	千港元	千港元	千港元
Financial assets at fair value through other comprehensive income:	按公平值計入其他全面收益之金融資產：									
A. Equity investment	A. 股本投資		259,061	3%	(87,057)	—	814	259,061	107,321	360,287
B. Debts investment	B. 債務投資									
CAP – 10% 5-year bonds	中國農產品五年期10厘票息債券	1	—	—	—	53,201	—	—	785,002	—
Zhongliang Holdings Group Company Limited ("Zhongliang")	中梁控股集團有限公司(「中梁」)	2	211,076	2%	3,145	12,667	—	211,076	—	207,647
China South City Holdings Limited	華南城控股有限公司	3	141,728	2%	(8,468)	5,739	—	141,728	—	149,908
China Evergrande Group	中國恒大集團	4	107,638	1%	(4,904)	5,741	—	107,638	66,707	112,498
Others	其他		563,153	6%	(86,770)	62,759	—	563,153	614,631	657,036
Sub-total	小計		1,282,656	14%	(184,054)	140,107	814	1,282,656	1,573,661	1,487,376
Financial assets at fair value through profit or loss:	按公平值計入損益之金融資產：									
A. Equity investments	A. 股本投資		32,783	—	(14,519)	—	200	32,783	47,225	42,462
B. Funds	B. 基金									
Rockpool Capital SPC ("RCS")	Rockpool Capital SPC ("RCS")	5	175,150	2%	(30,908)	—	—	175,150	—	206,058
Others	其他		68,249	1%	(233)	—	—	68,249	50,595	68,210
C. Bonds	C. 債券		32,180	—	(1,124)	2,025	—	32,180	48,192	34,069
D. Others	D. 其他		6,220	—	(3,042)	—	—	6,220	6,184	—
Sub-total	小計		314,582	3%	(49,826)	2,025	200	314,582	152,196	350,799
Total	總計		1,597,238	17%	(233,880)	142,132	1,014	1,597,238	1,725,857	1,838,175

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### **SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS (continued)**

The principal activities of the securities are as follows:

1. CAP is principally engaged in the business of management and sales of properties in agricultural produce exchange markets in the PRC.
2. Zhongliang is a company incorporated in the Cayman Islands with limited liability whose shares are listed and traded on the Main Board of the Stock Exchange. Zhongliang and its subsidiaries are principally engaged in property development, property leasing, and providing property management services and management consulting services.
3. China South City Holdings Limited is a company incorporated in Hong Kong with limited liability whose shares are listed and traded on the Main Board of the Stock Exchange. China South City Holdings Limited and its subsidiaries are principally engaged in property development, investment in integrated logistics and trade centers, residential and commercial ancillary facilities, property management, development, operations and maintenance of an E-commerce platform and provision of advertising, exhibition, logistics and warehousing services, outlet operations and other services.
4. China Evergrande Group, formerly Evergrande Real Estate Group Limited, is a company incorporated in the Cayman Islands with limited liability whose shares are listed and traded on the Main Board of the Stock Exchange. China Evergrande Group and its subsidiaries are principally engaged in property development, property investment, property management and property construction, the provision of hotel and other property development related services, insurance and fast consuming products business, mineral water production and food production.

#### **所持重大投資、附屬公司的重大收購及出售，以及未來作重大投資或購入資本資產的計劃(續)**

證券的主要業務如下：

1. 中國農產品主要在中國從事農產品交易市場之物業管理及銷售業務。
2. 中梁為一間於開曼群島註冊成立的有限公司，其股份於聯交所主板上市及買賣。中梁及其附屬公司主要從事物業發展、物業租賃以及提供物業管理服務及管理諮詢服務。
3. 華南城控股有限公司為於香港註冊成立的有限公司，其股份於聯交所主板上市及買賣。華南城控股有限公司及其附屬公司主要從事物業開發、綜合物流及商品交易中心以及商住配套設施的投資、物業管理、電子商貿平台發展、經營及維持以及提供廣告、展覽、物流及倉儲服務、奧特萊斯運營及其他服務。
4. 中國恒大集團(前稱恒大地產集團有限公司)為於開曼群島註冊成立的有限公司，其股份於聯交所主板上市及買賣。中國恒大集團及其附屬公司主要從事房地產開發、物業投資、物業管理及房地產建造、提供酒店及其他房地產開發相關服務、保險及快消品業務、礦泉水生產及食品生產業務。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### **SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS (continued)**

#### **所持重大投資、附屬公司的重大收購及出售，以及未來作重大投資或購入資本資產的計劃(續)**

- On 18 April 2019, the Group executed the subscription forms in respect of the investment. The target underlying the investment is 25,000 Class C Shares with an initial net asset value of US\$25 million in a segregated portfolio of RCS. RCS is a segregated portfolio company incorporated under the laws of the Cayman Islands with limited liability, and is an open-ended investment vehicle. Subject to the restriction that any single position in the segregated portfolio shall not exceed 10% of the net asset value of the entire segregated portfolio, there are no limitations on the markets or instruments that the segregated portfolio may invest in, or the percentage of the segregated portfolio's assets that may be committed to any region, market or instrument. Please refer to the joint announcement dated 18 April 2019 published by the Company and WYTH for details.
  - Save as disclosed above, the Group also invested in other shares listed in Hong Kong. The fair value of each of these shares represented less than 1.0% of the net assets of the Group as at 31 March 2020.
  - Save as disclosed above, the Group also invested in other bonds and funds, the fair value of each of these bonds and funds represented less than 1.0% of the net assets of the Group as at 31 March 2020.
- 於二零一九年四月十八日，本集團簽訂有關投資之認購表格。投資之對象為RCS之獨立投資組合內初始資產淨值為25,000,000美元之25,000股C類股份。RCS為一間根據開曼群島法律註冊成立之有限責任獨立投資組合公司，為一項開放式投資工具。除獨立投資組合中的任何單一倉位不得超過整個獨立投資組合資產淨值的10%之限制外，獨立投資組合可投資之市場或工具抑或投入任何地區、市場或工具之獨立投資組合資產之百分比概不受限制。請參閱本公司與位元堂控股刊發日期為二零一九年四月十八日的聯合公告以了解詳情。
  - 除上文披露者外，本集團亦投資其他香港上市股份。該等股份各自的公平值佔本集團於二零二零年三月三十一日的資產淨值少於1.0%。
  - 除上文披露者外，本集團亦投資其他債券及基金，該等債券及基金各自的公平值佔本集團於二零二零年三月三十一日的資產淨值少於1.0%。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS (continued)

##### The CAP Acquisition

Apart from the above, on 26 September 2019 (as supplemented by the announcement of the Company dated 28 November 2019), Goal Success Investments Limited (the “**Offeror**”), an indirect wholly-owned subsidiary of the WYTH Group announced a proposal to make (a) a pre-conditional voluntary partial cash offer to the CAP shareholders to acquire such number of CAP shares which would result in the WYTH Group and parties acting in concert with it holding a maximum of 75% of the CAP shares in issue at the partial share offer price of HK\$0.091 per CAP share (the “**Partial Share Offer**”); and (b) extend an appropriate offer to acquire a maximum of 46.86% of the outstanding principal amount of the 7.5% convertible note(s) due 2021 issued by CAP on 19 October 2016 (the “**CN**”) (subject to adjustment in the event of a change in the issued share capital of CAP) at the partial CN offer price of HK\$0.2275 for each outstanding HK\$1 face value of the CN (the “**Partial CN Offer**”, together with the Partial Share Offer, collectively the “**Partial Offers**”). The maximum total cash consideration payable by the WYTH Group under the Partial Offers amounted to approximately HK\$529.6 million.

On 29 January 2020, the Partial Share Offer was approved by the independent shareholders of CAP. Moreover, the WYTH Group further announced that as at 29 January 2020, all the conditions to the Partial Share Offer were fulfilled and the Partial Share Offer became unconditional in all respects. The Partial CN Offer, which was subject to and conditional upon the Partial Share Offer becoming or being declared unconditional in all respects, accordingly became and was declared unconditional in all respects.

On 12 February 2020 (i.e., the final closing date of the Partial Offers), according to the terms of the Partial Share Offer, the Offeror acquired and became the owner of 5,312,395,685 CAP shares, representing approximately 53.37% of the CAP shares in issue and the Offeror, together with parties acting in concert with it, held 7,464,800,866 CAP shares, representing approximately 75% of the CAP shares in issue.

#### 所持重大投資、附屬公司的重大收購及出售，以及未來作重大投資或購入資本資產的計劃(續)

##### 中國農產品收購事項

除上文所述者外，於二零一九年九月二十六日(如本公司日期為二零一九年十一月二十八日的公佈所補充)，Goal Success Investments Limited (「**要約人**」，位元堂控股集團的間接全資附屬公司)宣佈建議(a)以每股中國農產品股份0.091港元的部分股份要約價向中國農產品股東作出有先決條件自願性部分現金要約，以收購若干中國農產品股份(令位元堂控股集團及其一致行動人士持有最多75%的已發行中國農產品股份(「**部分股份要約**」)；及(b)作出適當要約，以收購最多46.86%之中國農產品於二零一六年十月十九日發行之二零二一年到期7.5%可換股票據(「**可換股票據**」)未償還本金額(可根據中國農產品之已發行股本變動予以調整)，部分可換股票據要約價為每份面值1港元的尚未轉換可換股票據0.2275港元(「**部分可換股票據要約**」，連同部分股份要約統稱為「**部分要約**」)。位元堂控股集團根據部分要約應付的總現金代價最高約為529,600,000港元。

於二零二零年一月二十九日，部分股份要約獲中國農產品獨立股東批准。此外，位元堂控股集團進一步宣佈，於二零二零年一月二十九日，部分股份要約的所有條件均已達成，且部分股份要約已於各方面成為無條件。部分可換股票據要約須待部分股份要約在各方面成為或被宣佈為無條件後，方可作實，並以此為條件，因此，已在各方面成為及被宣佈為無條件。

於二零二零年二月十二日(即部分要約的最後截止日期)，根據部分股份要約的條款，要約人收購及成為5,312,395,685股中國農產品股份(佔已發行中國農產品股份約53.37%)的擁有人，及要約人連同與其一致行動人士持有7,464,800,866股中國農產品股份(佔已發行中國農產品股份約75%)。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

### SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS (continued)

#### The CAP Acquisition (continued)

For details, please refer to the announcements dated 26 September 2019, 16 October 2019, 15 November 2019, 26 November 2019, 28 November 2019, 16 December 2019, 31 December 2019, 7 January 2020, 14 January 2020, 29 January 2020 and 12 February 2020, respectively jointly published by the Company, Offeror, CAP and WYTH.

#### EOG privatisation

On 4 May 2020, Caister, a company wholly-owned by the Company's controlling shareholder, Mr. Tang Ching Ho, requested the board of EOG (an exempted company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 221)) to put forward the Proposal to the other shareholders of EOG for the privatisation of EOG by way of a scheme of arrangement under Section 99 of the Bermuda Companies Act 1981 (the "Companies Act").

Pursuant to the Proposal, all the Scheme Shares will be cancelled in exchange for the consideration comprising the cash consideration of HK\$0.3 per Scheme Share and the consideration shares on the basis of eight (8) ordinary share(s) of HK\$0.01 each of the Company as held by Caister, for each Scheme Share. The Proposal, upon implementation, will constitute a discloseable and connected transaction for the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Details of the transaction were set out in the joint announcement published by the Company, WYTH, EOG and Caister dated 4 May 2020.

### 所持重大投資、附屬公司的重大收購 及出售，以及未來作重大投資或購入 資本資產的計劃(續)

#### 中國農產品收購事項(續)

有關詳情，請參閱本公司、要約人、中國農產品及位元堂控股分別於二零一九年九月二十六日、二零一九年十月十六日、二零一九年十一月十五日、二零一九年十一月二十六日、二零一九年十一月二十八日、二零一九年十二月十六日、二零一九年十二月三十一日、二零二零年一月七日、二零二零年一月十四日、二零二零年一月二十九日及二零二零年二月十二日聯合刊發的公佈。

#### 易易壹金融私有化

於二零二零年五月四日，Caister (本公司控股股東鄧清河先生全資擁有的公司) 要求易易壹金融 (一家於開曼群島註冊成立並於百慕達存續之獲豁免有限公司，其股份於聯交所主板上市及買賣 (股份代號：221)) 董事會向易易壹金融的其他股東提呈建議，以根據百慕達一九八一年公司法 (「**公司法**」) 第99條按照安排計劃方式將易易壹金融私有化。

根據建議，所有計劃股份將被註銷，以換取代價，包括現金代價 (按每股計劃股份0.3港元計算) 及代價股份 (按每股計劃股份獲轉讓Caister持有的八(8)股每股面值0.01港元的本公司普通股之基準計算)。一經執行，建議將構成本公司於聯交所證券上市規則 (「**上市規則**」) 項下的須予披露及關連交易。

交易詳情載於本公司、位元堂控股、易易壹金融及Caister於二零二零年五月四日刊發的聯合公佈。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### LITIGATION

In 2007, the CAP Group acquired Wuhan Baisazhou Agricultural By-Product Grand Market Company Limited (“**Baisazhou Agricultural**”) from independent third parties, Ms. Wang Xiu Qun (“**Ms. Wang**”) and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd (“**Tian Jiu**”) for their respective 70% and 20% interest in Baisazhou Agricultural (the “**Baisazhou Acquisition**”).

Since 2011, the CAP Group has been involved in a number of civil proceedings in mainland China and Hong Kong. The key civil proceedings in mainland China and Hong Kong in respect of the Baisazhou Acquisition are set out below:

#### In mainland China, proceedings concerning Ms. Wang, Tian Jiu and the CAP Group:

Major allegations of Ms. Wang and Tian Jiu included the following:

- a) it is alleged that Baisazhou Agricultural forged share transfer agreements (the “**Contended Agreements**”) in relation to the Baisazhou Acquisition wherein the related consideration was understated and the manner of settlement of the consideration was inaccurately described;
- b) it is alleged that Baishazhou Agricultural forged the related documentation for filing with the PRC Ministry of Commerce (“**MOFCOM**”) and the Hubei Administration For Industry and Commerce (the “**Hubei AIC**”), and that such documentation and the Contended Agreement involved forged signatures; and
- c) it is alleged that MOFCOM and the Hubei AIC approved the Baisazhou Acquisition and processed the related filings on the basis of the above documents that are allegedly forged.

#### 訴訟

於二零零七年，中國農產品集團自第三方王秀群女士（「**王女士**」）及武漢天九工貿發展有限公司（「**天九**」）收購彼等各自於武漢白沙洲農副產品大市場有限公司（「**白沙洲農副產品**」）的70%及20%權益而收購白沙洲農副產品（「**白沙洲收購事項**」）。

中國農產品集團自二零一一年起涉及於中國內地及香港的多項民事訴訟。於中國內地及香港有關白沙洲收購事項的主要民事訴訟載列如下：

#### 在中國內地，有關王女士、天九及中國農產品集團的訴訟：

王女士及天九於令狀中的主要指稱如下：

- a) 指控白沙洲農副產品偽造有關白沙洲收購事項之股份轉讓協議（「**爭議協議**」），此協議內之相關代價被低報，且對代價支付方式之描述亦不準確；
- b) 指控白沙洲農副產品偽造於中國商務部（「**商務部**」）及湖北工商行政管理局（「**湖北工商局**」）存檔之相關文件，並指控有關文件及爭議協議涉及偽造簽名；及
- c) 指控商務部與湖北工商局根據上述據稱為偽造之文件批准白沙洲收購事項及處理相關文檔。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### LITIGATION (continued)

##### In mainland China, proceedings concerning Ms. Wang, Tian Jiu and the CAP Group: (continued)

In March 2020, CAP noted the judgment of the Supreme People's Court dated 31 December 2019 ("**31 December Judgment**"). In the 31 December Judgment, the Supreme People's Court dismissed the application of Ms. Wang and Tian Jiu for retrial and for dismissal of (i) the judgment of the Beijing Second Intermediate People's Court dated 31 March 2017 ("**31 March Judgment**") (which dismissed the application made by Ms. Wang and Tian Jiu to revoke the decision issued by MOFCOM that its approval issued in relation to the Contended Agreements shall not be revoked and shall remain to be in force), and (ii) the judgment of the Beijing High People's Court dated 20 December 2018 (which upheld the ruling of the Beijing Second Intermediate People's Court in the 31 March Judgment).

In other words, in the opinion of the Directors and as advised by the PRC legal adviser, the approval issued by MOFCOM in 2007 in relation to the Contended Agreements shall not be revoked and remain to be in force, and the CAP Group continues to be the legal and beneficial owner of Baisazhou Agricultural under the PRC Laws.

This is consistent with the judgment issued by the Higher People's Court of Hubei Province in December 2019 which dismissed the counterclaims made by Ms. Wang and Tian Jiu against CAP therein for orders that (i) the share transfer agreements in relation to the acquisition of an aggregate 90% interest in Baisazhou Agricultural from Ms. Wang as to 70% thereof and Tian Jiu as to 20% thereof (the "**Contended Interests**") were void and invalid from the beginning, (ii) costs of the legal proceedings be paid to Ms. Wang and Tian Jiu, and (iii) the Contended Interests be returned to Ms. Wang and Tian Jiu.

#### 訴訟(續)

##### 在中國內地，有關王女士、天九及中國農產品集團的訴訟：(續)

於二零二零年三月，中國農產品注意到最高人民法院日期為二零一九年十二月三十一日的判決(「**十二月三十一日判決**」)。於十二月三十一日判決中，最高人民法院駁回王女士及天九就重審及駁回以下各項提出的申請：(i)北京第二中級人民法院日期為二零一七年三月三十一日的判決(「**三月三十一日判決**」)(駁回王女士及天九就撤銷商務部所作出的決定(即其就爭議協議發出之批准將不予撤銷並繼續有效)提出的申請)及(ii)北京市高級人民法院日期為二零一八年十二月二十日的判決(維持北京第二中級人民法院於三月三十一日判決中的裁決)。

換句話說，董事認為及據中國法律顧問告知，商務部於二零零七年發出有關爭議協議的批准毋須撤銷並維持有效，及根據中國法律中國農產品集團繼續為白沙洲農副產品的法定及實益擁有人。

這與湖北省高級人民法院於二零一九年十二月發出的判決一致，該判決駁回王女士及天九針對中國農產品提出的反申索，以申請頒令執行以下各項：(i)有關自王女士及天九收購白沙洲農副產品合共90%權益(分別由王女士及天九擁有70%及20%)(「**爭議權益**」)的股份轉讓協議自始無效、(ii)向王女士及天九支付法律訴訟之訟費及(iii)向王女士及天九歸還爭議權益。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### LITIGATION (continued)

##### In Hong Kong, CAP as plaintiff against Ms. Wang and Tian Jiu as defendant:

In 2011, CAP issued a Writ of Summons in the Hong Kong Court of First Instance (the “**Court**”) against Ms. Wang and Tian Jiu. CAP (as purchaser) sought damages from Ms. Wang and Tian Jiu (as vendors) for their breach of various provisions of the sales and purchase agreements for the Baisazhou Acquisition (the “**SPA**”).

In 2012, CAP obtained a court order from the Court to effect that undertakings (the “**Undertakings**”) were given by Ms. Wang and Tian Jiu not to (i) indorse, assign, transfer or negotiate the two instruments (purportedly described as promissory notes in the SPA) (the “**Instruments**”); and (ii) enforce payment by presentation of the Instruments until the final determination of the court action or further court order. Pursuant to the Undertakings, the Instruments will no longer fall due for payment by CAP on 5 December 2012. The parties are waiting for the Court to hand down the judgement.

For details with regard to the civil proceedings which the CAP Group has been involved in, please refer to the interim/annual reports and announcements issued by the CAP Group.

#### FOREIGN EXCHANGE

The management of the Group is of the opinion that the Group has no material foreign exchange exposure and therefore, the Group does not engage in any hedging activities. As at 31 March 2020, the Group held limited amount of foreign currency deposits, while all bank borrowings are denominated in Hong Kong dollars. The revenue of the Group, also being mostly denominated in Renminbi and Hong Kong dollar, matches the currency requirements of the Group’s operating expenses.

#### 訴訟(續)

##### 於香港，中國農產品(作為原告)針對王女士及天九(作為被告)：

於二零一一年，中國農產品於香港原訟法院(「**法院**」)向王女士及天九發出傳票令狀。由於王女士及天九(作為賣方)對白沙洲收購事項違反買賣協議(「**買賣協議**」)多項條文，中國農產品(作為買方)正向彼等尋求損害賠償。

於二零一二年，中國農產品接獲法院之法院令狀，令王女士及天九給予之承諾(「**承諾**」)生效，彼等向本公司承諾不會(i)對兩份文據(據稱是買賣協議之承兌票據)(「**文據**」)背書、分配、轉讓或磋商；及(ii)於出具文據時須強制付款，直至法院訴訟有最終判決或進一步法院命令為止。根據承諾，文據將不再到期，而令中國農產品於二零一二年十二月五日作出支付。各訂約方正在等待法院宣佈裁決。

有關中國農產品集團所涉及的民事訴訟，請參閱中國農產品集團所刊發的中期／年度報告及公佈。

#### 外匯

本集團管理層認為本集團並無重大外匯風險，因此，本集團並無參與任何對沖活動。於二零二零年三月三十一日，本集團持有少量外幣存款，而全部銀行借貸均以港元計值。本集團收入大部分亦以人民幣及港元計值，符合本集團營運費用的貨幣需要。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論及分析(續)

### EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2020, the Group had 2,037 (2019: 920) employees, of whom approximately 38% (2019: 84%) were located in Hong Kong and the rest were located in mainland China. The Group remunerates its employees mainly based on industry practices and individual performance and experience. On top of the regular remuneration, discretionary bonus and share options may be granted to selected staff by reference to the Group's as well as the individual's performances. The Group also provides a defined contribution to the Mandatory Provident Fund as required under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for all eligible employees in Hong Kong and had launched a defined scheme of remuneration and promotion review to accommodate the above purpose and review is normally carried out annually. Other forms of benefits such as medical and retirement benefits and structured training programs are also provided.

### PRINCIPLE RISKS AND UNCERTAINTIES

The Group has reviewed the principal risks and uncertainties which may affect its businesses, financial condition, operations and prospects based on its risk management system and considered that the major risks and uncertainties that may affect the Group included (i) Hong Kong economic conditions which may directly affect the property market; (ii) availability of suitable land bank for future development; (iii) the continuous escalation of construction cost in Hong Kong in recent years; (iv) business cycle for property under development may be influenced by a number of factors and the Group's revenue will be directly affected by the mix of properties available for sale and delivery; (v) all construction works were outsourced to independent third parties and they may fail to provide satisfactory services adhering to our quality and safety standards or within the timeline required by the Group; (vi) fluctuations of fair value gain or loss incurred on financial assets and investment properties; (vii) credit risk and recoverability of provision of loans which may incur bad debts during the downturn of economy; (viii) loss of management contracts for fresh markets which may arise in light of severe competition with existing market players and entry of new participants into the market; (ix) industrial policy risk and supply chain disruption for pharmaceutical business; and (x) internet risk. Moreover, following the acquisition of CAP by the WYTH Group during the year, further risks and uncertainties have been identified including (xi) fluctuation in the exchange rate of Renminbi against Hong Kong dollars, and (xii) industrial policy risk for development, construction, operations and acquisition of agri-produce exchange markets.

### 僱員及薪酬政策

於二零二零年三月三十一日，本集團共有2,037名(二零一九年：920名)僱員，約38%(二零一九年：84%)為香港僱員，餘下則為中國內地僱員。本集團之僱員薪酬政策主要根據業內慣例及按僱員個人表現及經驗而釐定。除一般薪酬外，本集團可能根據其業績及員工個人表現，向經挑選員工授出酌情花紅及購股權。本集團亦根據香港法例第485章強制性公積金計劃條例之規定為所有香港合資格僱員作出強積金界定供款，並因應以上目標，已設立一個界定薪酬及晉升檢討計劃，而檢討通常會每年進行。其他福利包括醫療、退休福利及專項培訓計劃。

### 主要風險及不明朗因素

本集團已根據其風險管理機制審視可能影響其業務、財務狀況、營運及前景的主要風險及不明朗因素，並認為可能對本集團造成影響的主要風險及不明朗因素包括(i)香港經濟情況或會直接打擊物業市場；(ii)是否有合適的土地儲備以供日後發展；(iii)近年香港建築成本不斷上漲；(iv)發展中物業的業務週期或受多項因素影響，故本集團的收入將直接關乎可供出售及交付的物業組合；(v)所有建築工程已外判予獨立第三方，而彼等未必可在本集團要求的時間限期內，提供令人滿意及符合我們對質量及安全準則的服務；(vi)金融資產及投資物業的公平值收益或虧損波動；(vii)提供貸款的信貸風險及可收回性於經濟衰退時或會產生壞賬；(viii)可能因為現有市場同業競爭激烈及市場湧現新競爭對手而失去街市的管理合約；(ix)醫藥業務的行業政策風險及供應鏈中斷；及(x)互聯網風險。此外，年內位元堂控股集團收購中國農產品後，已識別的進一步風險及不確定因素包括(xi)人民幣兌港元匯率波動及(xii)農產品交易市場的開發、建設、運營及收購的行業政策風險。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### PRINCIPLE RISKS AND UNCERTAINTIES (continued)

In response to the abovementioned possible risks, the Group has a series of internal control and risk management policies to cope with the possible risks and has serious scrutiny over the selection of quality customers and suppliers. The Group has formed various committees to develop and review strategies, policies and guidelines on risk control; which enable the Group to monitor and response to risk effectively and promptly. The Group also actively proposes solutions to lower the impact of the possible risks on the businesses of the Group.

#### PROSPECTS

We believe 2020 will be a year of challenge. Apart from the continual of the US-China trade disputes, the outbreak of COVID-19 at the beginning of 2020 has posed a new threat to all countries around the world. Measures taken by different countries to contain the spread of the pandemic, including quarantine arrangement, operation suspension and travel restrictions, have led to various challenges to many businesses. As a result, corporate closure and unemployment rate is expected to escalate. Nevertheless, as the pandemic began under control, the performance of various segments of the Group will gradually be restored.

In respect of the property development segment in Hong Kong, it is expected that the adjustment of the loan-to-value ratio threshold and lowering of interest rate of Hong Kong Mortgage Corporation's Mortgage Insurance Programme in October 2019 will encourage increased investment into the residential property market. According to the Land Registry, the number of recorded property sales in May 2020 has rebounded from the first quarter of 2020. The Group will continue to explore opportunities in property acquisition and further enhance its operational efficiency by focusing on value-added property developments, such as building fresh markets in its developed properties, to create additional synergy.

#### 主要風險及不明朗因素(續)

為應對上述潛在風險，本集團已制定一系列內部監控及風險管理政策，應對每項潛在風險，並會嚴格精挑細選優質客戶及供應商。本集團已成立多個委員會，以制定及審閱風險控制之策略、政策及指引，令本集團能夠監察並有效及迅速地應對風險。本集團亦積極建議解決方案，減低潛在風險對本集團業務的影響。

#### 前景

我們認為二零二零年將充滿挑戰。除持續的中美貿易爭端外，二零二零年初爆發的COVID-19對全球各國構成新的威脅。各國採取包括檢疫安排、暫停營運及旅行限制等措施防控疫情蔓延，給許多企業帶來了嚴峻的挑戰。因此，企業倒閉及失業率預期將上升。儘管如此，隨著疫情開始得到控制，本集團各分類業績將逐漸恢復。

就香港的物業發展分類而言，於二零一九年十月所進行的貸款與估值比率界線調整及調低香港按揭證券公司的按揭保險計劃的利率預期將鼓勵對住宅物業市場增加投資。根據土地註冊處的資料，二零二零年五月錄得的物業銷售數據較之二零二零年第一季度已出現反彈。本集團將繼續尋求收購物業的機會，並透過專注於增值物業發展(如於其已發展物業建設街市)，形成額外協同效應，從而進一步提升其營運效率。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### PROSPECTS (continued)

The fresh market operations have been a cash flow generating and profitable business over the past decades. The fresh market segment continues to grow steadily in Hong Kong and is expected to provide stable recurring income and cash flow to the Group. The Group expects to expand its fresh market portfolio by collaborating with landlords and identifying opportunities to acquire additional fresh markets in both public and private sectors in Hong Kong to strengthen its recurring income.

Moreover, following the acquisition of CAP through the WYTH Group in the year ended 31 March 2020, the Group, through CAP, now operates 11 agricultural produce exchange markets across five provinces in the PRC. Such acquisition has significantly expanded the Group's presence in the fresh market segment in the PRC. Looking ahead, the Group will continue to build a nationwide agricultural produce exchange network by leveraging its leading position in the industry, replicable business model, advanced management system and IT infrastructure and quality customer service. Agricultural development is one of the main development focuses of the PRC government in the next few years, and major growth in the agriculture sector is expected to be driven by the "Belt and Road Initiative". The Group will continue to capture new business opportunities by cooperating with partners to adopt an 'asset light' approach. Given the Group's leading position on the market and dynamic business model, the Group is confident that it will deliver long-term benefits to the Company and its shareholders.

#### 前景(續)

過去幾十年中，街市營運一直是產生現金流及盈利的業務。香港的街市分類繼續穩步增長並預期為本集團提供穩定的經常性收入及現金流。本集團預期透過於香港公營及私人界別與業主合作及物色機會收購額外街市擴闊其街市組合。

此外，於截至二零二零年三月三十一日止年度透過位元堂控股集團收購中國農產品後，本集團現時透過中國農產品於中國五個省運營11個農產品交易市場。有關收購顯著擴大了本集團在中國街市分類的業務版圖。展望將來，本集團將繼續憑藉其於行業的領先地位、可複製的業務模式、完善的管理系統、資訊科技基礎設施及優質客戶服務，打造一個全國農產品交易市場網絡。農業發展是中國政府未來數年的主要發展重點之一，且農業的主要增長預期將由「一帶一路倡議」推動。本集團將透過與夥伴合作，採納「輕資產」策略，繼續把握新商機。鑒於本集團於市場上的領先地位及不斷變化的業務模式，本集團有信心將能夠為本公司及其股東帶來長期裨益。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### PROSPECTS (continued)

Current trading environment for pharmaceutical and health food products in Hong Kong, Macau and the PRC have been affected due to US-China trade war and the COVID-19 pandemic. “Wai Yuen Tong”, a reputable pharmaceutical household brand that was established over a century ago, is anticipated to slow down in its performance. Moreover, decrease in mainland tourist visits and rigid industry policies may continue to curtail and negatively impact retail performance. Nevertheless, the Group will closely monitor the performance of its distribution channels and retail network. To maintain the Group’s competitive advantage, it will strategically restructure, integrate retail outlets and build a team of experienced and well-trained Chinese medicine practitioners to serve its customers. The Group’s ambition is to build one of the largest teams of Chinese medicine practitioners in Hong Kong through WYTH. The Group intends to leverage its brand value to strengthen its partnerships and boost its franchising model to maximise its retail exposure and lower overall operational risk and costs.

With Hong Kong and PRC government’s active push for TCM, including preferential policies and cross-border cooperation between Hong Kong and the Greater Bay Area, the market for Chinese pharmaceutical medication and supplements manufactured in Hong Kong is set to expand rapidly in the next decade. Further, the Group’s Western pharmaceutical business is expected to achieve favourable growth driven by the sale of cough syrup to private clinics in Hong Kong and the PRC.

In summary, the overall strong financial position of the Group and the expected continued growth through its diversified business enable the Group to have a high degree of flexibility and agility for its treasury management. We will continue a proactive and prudent investment approach to drive business growth on all business segments.

#### 前景(續)

香港、澳門及中國現時的醫藥及保健食品產品貿易環境已受到中美貿易戰及COVID-19大流行的影響。有著逾百年歷史的知名醫藥家用品牌「位元堂」，其表現亦預期將下滑。此外，內地來港遊客減少再加上嚴格的產業政策，將繼續對我們的零售表現產生縮減及負面影響。儘管如此，本集團將密切關注其分銷渠道及零售網絡的表現。本集團將進行戰略重組、整合零售店舖並打造一支經驗豐富且訓練有素的中醫團隊為客戶提供服務，以維持其競爭優勢。本集團旨在透過位元堂控股打造香港最大的中醫團隊。本集團計劃利用其品牌價值，加強合作及授權模式，最大限度地擴大其零售覆蓋面並降低整體營運風險及成本。

在香港及中國政府對傳統中藥的積極推動下(包括優惠政策及香港與大灣區的跨境合作)，相信港產中藥及保健品的市場於未來十年將迅速擴大。此外，受向香港及中國的私家診所銷售止咳露推動，本集團的西藥業務預期將取得可喜增長。

概括而言，本集團整體財務狀況穩健且預期將透過其多元化業務取得持續增長，這使本集團在財資管理方面保持高度靈活及適時應變。我們將繼續以積極有為及審慎而行的投資方針，於所有業務分類推動業務增長。

# BOARD OF DIRECTORS AND SENIOR MANAGEMENT

## 董事會及高級管理層

### BOARD OF DIRECTORS

#### Executive Directors

**Mr. Tang Ching Ho**, SBS, JP, aged 58, is a co-founder of the Group, which was established in 1987, and the Chairman of the Company since November 1993. He is also an authorised representative and a member of the remuneration committee, the nomination committee, the investment committee and the executive committee of the Company. He is responsible for the strategic planning, policy making and business development of the Group. He has extensive experience in corporate management. He is also the chairman and managing director of WYTH. Mr. Tang is the committee member of the 12th and 13th National Committee of the Chinese People's Political Consultative Conference (“CPPCC”) and is also appointed as a standing committee member and convener of the 10th to 12th plenary sessions of the CPPCC Guangxi Zhuang Autonomous Region Committee. Mr. Tang is also appointed as the first executive chairman of the Federation of Hong Kong Guangdong Community Organisations and the chairman of Federation of Hong Kong Shenzhen Association. He is the husband of Ms. Yau Yuk Yin, the Deputy Chairman of the Company, the brother of Ms. Tang Mui Fun, the executive director of WYTH and the father of both Mr. Tang Ho Hong and Ms. Tang Wai Man, the executive director of each of WOP and WYTH, respectively. Mr. Tang is also brother-in-law of Mr. Yau Yuk Shing, an executive director of CAP.

**Ms. Yau Yuk Yin**, aged 58, is a co-founder of the Group and the Deputy Chairman of the Company since November 1993. She is also a member of the remuneration committee, the nomination committee and the executive committee of the Company. Ms. Yau is responsible for the overall human resources and administration of the Group. She has over 27 years of extensive experience in human resources and administration management. Ms. Yau is the wife of Mr. Tang Ching Ho, the Chairman of the Company and the mother of both Mr. Tang Ho Hong and Ms. Tang Wai Man, the executive director of each of WOP and WYTH, respectively. Ms. Yau is also a sister of Mr. Yau Yuk Shing, an executive director of CAP.

### 董事會

#### 執行董事

**鄧清河先生**，SBS，太平紳士，五十八歲，本集團（於一九八七年創立）創辦人之一，自一九九三年十一月起為本公司主席。彼亦為本公司授權代表以及薪酬委員會、提名委員會、投資委員會及常務委員會成員。彼負責本集團之策略規劃、政策制定及業務拓展，具豐富企業管理經驗。彼亦為位元堂控股之主席及董事總經理。鄧先生為中國人民政治協商會議（「政協」）第十二屆及第十三屆全國委員會委員及獲委任為第十屆至第十二屆廣西壯族自治區政協常務委員會委員兼召集人。鄧先生同時獲委任為香港廣東社團總會第一執行主席及香港深圳社團總會會長。彼分別為本公司副主席游育燕女士之丈夫、位元堂控股執行董事鄧梅芬女士的胞兄，以及分別為宏安地產及位元堂控股各自執行董事鄧灝康先生及鄧蕙敏女士的父親。鄧先生亦為中國農產品執行董事游育城先生的內兄。

**游育燕女士**，五十八歲，本集團創辦人之一，自一九九三年十一月起為本公司副主席。彼亦為本公司薪酬委員會、提名委員會及常務委員會成員。游女士負責本集團之整體人力資源及行政工作。彼於人力資源及行政管理工作方面累積逾二十七年豐富經驗。游女士為本公司主席鄧清河先生之妻子，以及分別是宏安地產及位元堂控股各自執行董事鄧灝康先生及鄧蕙敏女士之母。游女士亦為中國農產品執行董事游育城先生的胞姊。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

### 董事會及高級管理層(續)

#### BOARD OF DIRECTORS (continued)

##### Executive Directors (continued)

**Mr. Chan Chun Hong, Thomas**, aged 56, joined the Group in March 1997 as an executive Director and was redesignated as the managing Director in September 2005. He is also an authorised representative and a member of the nomination committee, the investment committee and the executive committee of the Company. Mr. Chan is currently responsible for corporate matters and managing the overall operations of the Group. He is also the non-executive director of WOP, an executive director of WYTH, the chairman and managing director of Easy One Financial Group Limited (“**Easy One**”), the chairman and chief executive officer of CAP, all of which are companies listed on the Main Board of the Stock Exchange. He graduated from The Hong Kong Polytechnic University with a Bachelor degree in Accountancy and is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

##### Independent Non-Executive Directors

**Mr. Wong Chun, Justein**, *BBS, MBE, JP*, aged 66, joined the Group in November 1993 as an independent non-executive Director. He is a member of the audit committee and the nomination committee of the Company and the chairman of the remuneration committee of the Company. Mr. Wong holds a bachelor's degree in Commerce and Computing Science from Simon Fraser University, Canada. He is a Fellow of Institute of Canadian Bankers. He was a member of the Fight Crime Committee, the Independent Police Complaints Council, the Legal Aid Services Council, chairman of Quality Education Fund Assessment and Monitoring Committee. He is ex-official member of New Territories Heung Yee Kuk and is currently a member of Solicitors Disciplinary Tribunal Panel, a member of Council on Professional Conduct in Education and a member of other government advisory bodies.

#### 董事會(續)

##### 執行董事(續)

**陳振康先生**，五十六歲，於一九九七年三月加入本集團，出任執行董事，並於二零零五年九月被調派為董事總經理。彼亦為本公司授權代表、提名委員會、投資委員會及常務委員會成員。陳先生目前負責本集團企業事宜及管理整體營運。彼兼任宏安地產非執行董事、位元堂控股之執行董事、易易壹金融集團有限公司(「**易易壹**」)之主席兼董事總經理及中國農產品之主席兼行政總裁，該等公司全部均為聯交所主板上市公司。陳先生畢業於香港理工大學，持有會計學士學位，並為英國特許公認會計師公會資深會員及香港會計師公會會員。

##### 獨立非執行董事

**王津先生**，*BBS, MBE*，*太平紳士*，六十六歲，於一九九三年十一月加入本集團，出任獨立非執行董事，同時為本公司審核委員會及提名委員會成員，並為本公司薪酬委員會主席。王先生畢業於加拿大Simon Fraser University，持有商業及電腦科學學士學位。王先生為加拿大銀行公會資深會員。王先生曾任撲滅罪行委員會、投訴警方獨立監察委員會會員及法律援助服務局成員、優質教育基金評審及監督委員會主席。彼為前新界鄉議局成員及現為香港律師紀律審裁團成員、教育人員專業操守議會成員及多個其他政府諮詢組織之成員。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

### 董事會及高級管理層(續)

#### BOARD OF DIRECTORS (continued)

##### Independent Non-Executive Directors (continued)

**Mr. Siu Kam Chau**, aged 55, joined the Group in September 2004 as an independent non-executive Director. He is the chairman of the audit committee of the Company, a member of the nomination committee, the remuneration committee and the investment committee of the Company. Mr. Siu holds a Bachelor degree in Accountancy from The City University of Hong Kong. Mr. Siu is a Certified Public Accountant (Practising) and a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Siu has over 30 years of working experience in auditing, accounting, company secretarial and corporate finance. He is currently an executive director of Power Financial Group Limited and an independent non-executive director of Deson Development International Holdings Limited, companies which shares are listed and traded on the Main Board of the Stock Exchange.

#### SENIOR MANAGEMENT

**Mr. Tang Ho Hong** joined the Group in January 2011 and has been appointed as an executive director of WOP since December 2015 in the course of the Spin-off. Mr. Tang is primarily responsible for the overall management and supervision of operations of the WOP Group, including overseeing property sales and leasing, asset management and investment, and strategic planning on long and short term development. Mr. Tang has over nine years of experience in property and land matters. Prior to joining WOP, Mr. Tang worked with the property division of the Group where he focused on property acquisition in Hong Kong and acquired his experience in the property development, management and investment businesses. Mr. Tang graduated from The University of Washington with a degree of Bachelor of Arts in Business Administration. Mr. Tang is a member of the Henan Provincial Committee of the CPPCC. He is the son of Mr. Tang Ching Ho and Ms. Yau Yuk Yin, the executive Directors.

#### 董事會(續)

##### 獨立非執行董事(續)

**蕭錦秋先生**，五十五歲，於二零零四年九月加入本集團，出任獨立非執行董事。彼為本公司審核委員會主席，以及本公司提名委員會、薪酬委員會及投資委員會成員。蕭先生持有香港城市大學會計學士學位。蕭先生為執業會計師，並為英國特許公認會計師公會及香港會計師公會之資深會員。蕭先生於審計、會計、公司秘書事務及企業融資方面，擁有逾三十年之工作經驗。彼目前為權威金融集團有限公司之執行董事及迪臣發展國際集團有限公司之獨立非執行董事，該等公司的股份均於聯交所主板上市及買賣。

#### 高級管理層

**鄧灝康先生**，於二零一一年一月加入本集團及於二零一五年十二月資產分拆過程中獲委任為宏安地產執行董事。鄧先生主要負責宏安地產集團業務之整體管理及監管業務營運，包括監督物業銷售及租賃、資產管理及投資，以及短期至長期發展之策略規劃。鄧先生於物業及土地事務擁有逾九年經驗。加入宏安地產前，鄧先生任職於本集團物業分部，集中收購香港物業，累積物業發展、管理及投資業務方面之經驗。鄧先生畢業於華盛頓大學，持有工商管理文學士學位。鄧先生為河南省政協常務委員會委員。彼為執行董事鄧清河先生及游育燕女士之兒子。



## BOARD OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

### 董事會及高級管理層(續)

#### SENIOR MANAGEMENT (continued)

**Mr. Yeung Yiu Man** joined the Group in March 2011 and was in charge of the Group's quantity surveying division. Since the spin-off of Group's property investment and development business under separate listing of WOP, he has been appointed as the director of the quantity surveying division of the Group and is responsible for managing various property developments of the Group and has overall responsibility for all aspects of cost and quality control of construction works. Mr. Yeung obtained a degree of Master of Science in Management from The Hong Kong Polytechnic University. He was admitted as a member of the Chartered Institute of Building in May 1992 and elected as a member of the Royal Institution of Chartered Surveyors in November 2008. He possesses a wide spectrum of experience in the property industry and has been active in property developments for more than 34 years, in which 11 years was gained from a major Hong Kong listed property developer.

**Ms. Tang Mui Fun** joined the Group in 2000 and was appointed as an executive director of WYTH in September 2007. She also acts as a director of certain subsidiaries of the Group and the WYTH Group. She is responsible for the overall strategic planning and development and policy making for the core business of the WYTH Group. Ms. Tang has extensive experience in pharmaceutical industry and as a member of the Committee on Research and Development of Chinese Medicines on an ad personam basis, she is also elected as a member of each of Chinese Medicine Council of Hong Kong, Chinese Medicines Board and Chinese Medicines Committee. She graduated from the University of Hull (England) with a bachelor degree in accounting. Prior to joining the Group, she had over two years of experience in the accounting and auditing fields and five years of experience in general management. She is a sister of Mr. Tang Ching Ho, the chairman of the Company.

#### 高級管理層(續)

**楊耀民先生**，於二零一一年三月加入本集團，負責本集團工料測量部。自宏安地產獨立上市後本集團物業投資及發展業務分拆起，彼獲委任為本集團工料測量總監及負責管理本集團各項物業並對成本控制以及建造工程質量監控的各方面承擔全部責任。楊先生在香港理工大學取得管理學碩士學位。彼於一九九二年五月獲認許為英國特許建造學會會員，並於二零零八年十一月獲選為英國皇家特許測量師學會成員。彼於房地產業擁有豐富經驗，並活躍於物業發展行業超過三十四年，其中十一年經驗於香港上市之主要物業發展商獲得。

**鄧梅芬女士**，於二零零零年加入本集團，並於二零零七年九月獲委任為位元堂控股之執行董事。彼亦擔任本集團及位元堂控股集團若干附屬公司之董事。彼負責位元堂控股集團核心業務之整體策略規劃及發展以及制定政策。鄧女士於製藥業有豐富經驗，彼以個人身份擔任中藥研究及發展委員會成員，彼亦獲選為香港中醫藥管理委員會、中藥組及中藥管理小組各自之成員。彼畢業於英格蘭赫爾大學，持有會計學學士學位。加入本集團前，鄧女士擁有逾兩年會計及核數經驗及五年常務管理經驗。彼為本公司主席鄧清河先生之胞妹。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事會及高級管理層(續)

### SENIOR MANAGEMENT (continued)

**Ms. Tang Wai Man** joined the Group in 2014 and has been appointed as an executive director of WYTH since April 2018. Ms. Tang is responsible for strategic sales and marketing, channel sales and retail operation in Hong Kong and Macau of the WYTH Group. She graduated from University of Edinburgh, UK with a Master of Arts with Honors in Business Studies. Prior to joining the WYTH Group, she has worked for the Company as an assistant to the Chairman of the Company and gained other experience in financial analysis, sales and marketing and business development in a number of corporate bodies in Hong Kong and the United Kingdom. Ms. Tang is also a director of most of the subsidiaries of WYTH. She is the daughter of Mr. Tang Ching Ho and Ms. Yau Yuk Yin, the executive Directors.

**Mr. Lam Wai Fung, Dominic** joined the Group in December 2019 and is appointed as the financial controller of the Company. Mr. Lam obtained a Bachelor of Arts Degree in Accountancy in the City University of Hong Kong and is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, a chartered financial analyst of the CFA Institute and a certified financial risk manager of the Global Association of Risk Professionals. Prior to joining the Group, Mr. Lam worked for an international accounting firm in Hong Kong for over seven years for assurance and business advisory services and has been worked in various listed companies for over 10 years.

### 高級管理層(續)

**鄧蕙敏女士**，於二零一四年加入本集團及自二零一八年四月起獲委任為位元堂控股之執行董事。鄧女士負責位元堂控股集團於香港及澳門的策略銷售與市場推廣、渠道銷售及零售營運。彼畢業於英國愛丁堡大學，持有商業研究(榮譽)文學碩士學位。加入位元堂控股集團前，彼效力於本公司，擔任本公司主席助理並於若干香港及英國法團擁有財務分析、銷售及市場推廣，以及業務發展的其他經驗。鄧女士為位元堂控股大部分附屬公司的董事。彼為執行董事鄧清河先生及游育燕女士之女兒。

**林偉峰先生**，於二零一九年十二月加入本集團及獲委任為本公司財務總監。林先生持有香港城市大學會計學文學士學位，並為香港會計師公會之執業會計師、特許財務分析師公會之特許財務分析師及全球風險管理專業人員協會之註冊財務風險經理。於加入本集團之前，林先生於一家香港國際會計師事務所工作逾七年，負責核證及企業諮詢服務，並在多家上市公司工作逾十年。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ABOUT THE REPORT

The fourth Environmental, Social and Governance (“ESG”) Report (the “**Report**”) issued by the Group will continue to present the latest policies, measures and performance of the Group in respect of its commitment in ESG, allowing stakeholders to better understand the development direction of the Group constantly. The Report has been prepared in both Chinese and English and uploaded to the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Group ([www.wangon.com](http://www.wangon.com)) under “Investor Relations”.

### Reporting scope

As WOP (stock code: 1243), WYTH (stock code: 897) and CAP (stock code: 0149) are listed separately and will issue an ESG Report respectively, the Report focuses on major measures and performance of the Group in the fresh market business in respect of environmental protection and social care from 1 April 2019 to 31 March 2020 (the “**Year**”). The treasury management business primarily comprises financing and investing activities, the income of which accounts for only 6.5% of the Group’s total income, and is excluded from the scope of the Report.

The scope of the Report covers the head office of the Group in Hong Kong and the operation of 11 “Allmart” branded fresh markets, one “Day Day Fresh” fresh market and seven meat stalls. Compared with the 2019 ESG Report, the operation of one newly opened “Day Day Fresh” fresh market and seven meat stalls is added to the scope of the Report. The Group will regularly review the scope of reporting based on the principle of materiality to ensure the provision of more comprehensive and accurate information to investors and other stakeholders.

### Reporting standards

The Report is prepared in accordance with the “Comply or Explain” provision set out in Appendix 27 Environmental, Social and Governance Reporting Guide (the “**Guide**”) to the Listing Rules of the Stock Exchange with its four reporting principles on which the preparation is based. In addition to compliance with the “Comply or Explain” provision of the Guide, certain important social key performance indicators under “Recommended Disclosures” set out in the Guide are adopted for the Report.

### 關於本報告

本集團發表的第四份《環境、社會及管治報告》(「**本報告**」)將繼續透過匯報本集團的最新政策、措施及成效，以呈現集團於環境、社會及管治方面的承諾並使持份者持續瞭解本集團的發展方向。本報告以中、英文編寫，並已上載至聯交所披露易([www.hkexnews.hk](http://www.hkexnews.hk))及本集團網站([www.wangon.com](http://www.wangon.com))中「投資者關係」一欄。

### 報告範圍

由於宏安地產(股份代號：1243)及位元堂控股(股份代號：897)及中國農產品(股份代號：0149)獨立上市並將分別發佈《環境、社會及管治報告》，本報告聚焦本集團街市業務於二零一九年四月一日至二零二零年三月三十一日(「**本年度**」)在環境保護及關懷社會的主要舉措和績效。財資管理業務主要為融資及投資活動，佔本集團總收入僅6.5%，故不納入本報告範圍。

報告範圍為本集團位於香港之總部辦公室，以及11個「萬有」品牌街市、一個「日日·食良」街市及七個肉檔的營運。與二零一九年度《環境、社會及管治報告》相比，報告範圍新增一個新開張的「日日·食良」街市及七個肉檔的營運。本集團將定期以重要性為原則檢視報告範圍，確保為投資者及其他持份者提供更全面和準確的資訊。

### 報告準則

本報告遵守聯交所頒佈的上市規則附錄二十七環境、社會及管治報告指引(「**指引**」)中有關「不遵守就解釋」的規定，並以其載列的四項匯報原則作為本報告編寫的基礎。在遵守《指引》中有關「不遵守就解釋」規定的基礎上，本集團亦匯報了部分《指引》中重要的「建議披露」的社會關鍵績效指標。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### ABOUT THE REPORT (continued)

### 關於本報告(續)

#### Reporting

Reporting principle 匯報原則	Definition 釋義	The Group's response 本集團的回應
Materiality 重要性	The report should reflect the organisation's significant influences on environment and society, or aspects that substantively affect stakeholders' assessment and decision on organisation. 報告應反映機構對環境及社會的顯著影響，或實質上影響持份者對機構評估及決定的範疇。	Taking account of the nature of business and operating model of the Group, the Board determined six important issues which will be the focus of this reporting. Please refer to the section headed "Stakeholders Engagement" for specific process of assessment. 董事會考慮本集團的業務性質及營運方式，確定六項重要議題，並以之為是次匯報的重點。具體評估過程請參閱「持份者溝通」章節。
Quantitative 量化	The report should disclose key performance indicators in a measurable manner. 報告應以可以計量的方式披露關鍵績效指標。	Quantitative information has been furnished wherever possible. In addition, the Group commissioned an independent professional consultancy to perform carbon assessment. The process of carbon assessment was with reference to the guidelines issued by the Environmental Protection Department and the Electrical and Mechanical Services Department of Hong Kong and standards such as ISO14064-1 and the Greenhouse Gas Protocol. Please refer to the section headed "Overview of Key Performance Indicators" for details. 在可行情況下，已以量化方式提供資訊。此外，本集團委託獨立專業顧問進行碳評估，碳評估根據香港環保署和機電工程署編製的指引以及ISO14064-1及溫室氣體盤查議定書等標準進行。詳情請參閱「關鍵績效指標總覽」章節。
Balance 平衡	The organisation should prepare the report in an unbiased manner, to ensure it gives a clear picture of positive and negative impacts, enabling stakeholders to reasonably evaluate the overall performance of the organisation. 機構應以不偏不倚的態度籌備報告，確保清晰說明其正面及負面影響，讓持份者可合理地評估機構的整體績效。	The Group describes in the Report its measures and performance in respect of ESG as well as the challenges and solutions it faces. 本集團在本報告不僅闡述其在環境、社會及管治的措施和績效，亦描述所面對的挑戰及解決方案。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### Reporting

#### principle

#### Definition

#### The Group's response

#### 匯報原則

#### 釋義

#### 本集團的回應

<p>Consistency</p> <p>一致性</p>	<p>The disclosure in the report should adopt consistent methodologies, so that stakeholders can analyse and evaluate the performance of the organisation during different periods. The organisation should provide explanations in respect of any change in the methods of disclosure.</p> <p>報告披露應採用一致的披露統計方法，以便持份者可分析及評估機構於不同時間的績效。機構應就任何方法的變化作出解釋。</p>	<p>The Group adopts the methodologies consistent with the previous year unless otherwise stated. Please refer to the section headed "Overview of Key Performance Indicators" for details.</p> <p>除特別註明外，本集團採用與上年度一致的統計方法。詳情請參閱「關鍵績效指標總覽」章節。</p>
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### Confirmation and approval

All the information cited in the Report is sourced from the Group's official documents, statistical data and management and operational information collected under the Group's system. The Report was confirmed and approved by the Board on 30 June 2020.

### 確認及批准

本報告引用的所有資料均來自本集團的官方文件、統計數據及根據本集團制度所收集的管理和運營資料。本報告已於二零二零年六月三十日獲董事會確認及批准。

### Opinion and feedback

Opinions and recommendations from stakeholders can help the Group to establish more detailed and sound sustainability strategies. The Group welcomes any comments or suggestions from stakeholders on its ESG performance. If you have any questions or suggestions about the content or reporting form of the Report, you are welcome to contact the Company via email (pr@wangon.com).

### 意見反饋

持份者的意見和提議，有助本集團建立更仔細和健全的可持續發展策略。本集團歡迎各持份者就本集團於環境、社會及管治方面的表現提出任何意見或建議。如閣下對本報告的內容或匯報形式有任何疑問或建議，歡迎透過電郵 (pr@wangon.com) 與本公司聯絡。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### SUSTAINABILITY PERFORMANCE AT A GLANCE 可持續發展績效一覽

#### Environment

#### 環境

##### Emissions

Total carbon emissions  
Total waste generated

##### 排放物

碳排放總量 1,885.8 tCO<sub>2</sub>e 公噸二氧化碳當量  
產生廢物總量 1.5 tonnes 公噸

##### Use of resources

Total energy consumption  
Total water consumption

##### 資源使用

能源消耗總量 3,801.7 MWh 兆瓦時  
耗水總量 6,678 m<sup>3</sup> 立方米

#### Society

#### 社會

##### Staff

Number of employees  
Female to male ratio

##### 員工

僱員數目 116  
女性：男性比例 1:1.76

##### Customer

Establish relevant policies and measures to manage customer health and safety, customer communication and privacy affairs, and to improve the quality of products and services

##### 顧客

設立相關政策及措施管理客戶健康與安全、客戶溝通及私隱事宜，提升產品及服務質素

##### Community

Support people's livelihood infrastructure, health and poverty alleviation through public service by encouraging community donations and employee participation in community charity activities

##### 社區

Donated a total of HK\$14,679,000  
透過鼓勵社區捐款及員工參與社區慈善活動，支援民生基建、健康和公益扶貧工作  
共捐款14,679,000港元



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### SUSTAINABILITY GOVERNANCE

A high level of corporate governance is the foundation that would lead the Group to formulate and achieve long-term strategies and objectives. A sound governance structure would enable the Group to reduce risks and grasp opportunities. The Board upholds a high level of corporate governance by imposing risk control in daily management and gradually establishing a sustainable governance system. To this end, responsible officers of various principal departments hold regular business meetings to discuss ESG issues.

#### Management approach

During the Year, the Group reviewed the current policies and measures and formulated the ESG Policy, clarifying the management approaches for business in respect of environmental protection, employment management, operational responsibility and community investment. That would help the Group strengthen its internal communication and provide a general direction for different business segments to formulate work guidelines and specific measures that are applicable to local conditions, so as to unite all parties' efforts to move towards sustainability goals.

### 可持續發展管治

高水平的企業管治是引領本集團建立和實現長遠策略和目標的基礎。良好的管治架構使本集團降低風險並把握機遇。董事會致力維持高水平的企業管治，在日常管理中實行風險管理，並逐步建立可持續發展管治體系。為此，各個主要部門負責人定期舉行業務會議，商討環境、社會及管治事宜。

#### 管理方針

本年度，本集團檢視現行政策及措施並制定了《環境、社會及管治政策》，明確業務在環境保護、僱傭管理、營運責任及社區投資等方面的管理方針。這有助加強內部溝通，為不同業務分部制訂適用於當地情況的工作指引和具體措施提供統一方向，以凝聚各方努力向可持續發展目標邁進。

#### Scope 範圍

#### Management approach 管理方針

Environmental protection 環境保護	The Group complies with applicable environmental laws, regulations and industry standards to support green development and operation, improve the efficiency of resource use in operation, and reduce the negative impact of operation on the environment. 本集團遵守適用的環境法律、法規和行業規範，以支持綠色發展與營運，提高營運的資源使用效率，以減少營運對環境的負面影響。
Employment management 僱傭管理	The Group devotes large efforts to establish an employment and training system that is competitive in the market and protects the rights and interests of employees. It prohibits any part of the corporate, including its business partners, from employing child labour or forced labour. The Group is committed to protecting the health and safety of employees by establishing a happy, secure and diverse workplace which allows employees to fully realise their self-worth. 本集團致力建立一個在市場上具有競爭力並保護員工權益的就業和培訓體系，禁止在企業的任何部分，包括其商業夥伴，僱用童工或強迫勞動，並致力於保護員工的健康和安全，建立一個幸福、安心和多元化的工作場所，使員工充分實現自我價值。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### SUSTAINABILITY GOVERNANCE (continued)

### 可持續發展管治(續)

#### Management approach (continued)

#### 管理方針(續)

#### Scope 範圍

#### Management approach 管理方針

**Operational responsibility** The Group pays attention to the environmental and social risks of suppliers and maintains communication with business partners to ensure that they meet the Group's requirements for quality, environment and safety standards, and jointly build a sustainable supply chain. To ensure the quality of products and services, the Group continuously reviews and improves the quality management system to ensure the health and safety of customers. Accurate information is used to maintain communication with external stakeholders, thus protecting the privacy of customer data. In addition, the Group requires all employees to abide by the anti-corruption laws and regulations of the countries and regions where the Group operates, and will never tolerate any conduct that violates professional ethics.

**營運責任** 本集團注重供應商的環境及社會風險，並與業務夥伴保持溝通，以確保它們滿足本集團對質量、環境和安全標準的要求，共同構建可持續發展的供應鏈。為確保產品及服務質量，本集團不斷檢討和完善質量管理體系，確保客戶的健康和安全，並通過準確資訊來保持與外部持份者的溝通，致力保護客戶資料私隱。此外，本集團要求所有員工遵守其經營所在國家和地區的反貪污法律法規，絕不容忍任何違反職業道德的行為。

**Community investment** As a responsible and social caring enterprise, the Group continuously strengthens its connection with the community, encourages employees to participate in community charity activities and donations, and supports people's livelihood infrastructure, health and poverty alleviation through public service, exerting a positive influence on the regions where the Group operates.

**社區投資** 作為一家負責任及關心社會的企業，本集團不斷加強與社區的聯繫，並鼓勵員工參與社區慈善活動及社區捐款，支援民生基建、健康和公益扶貧工作，為營運所在地區帶來正面影響。

In order to further improve the sustainable governance structure, the Group will establish an ESG working group to formulate long-term sustainability strategies and conduct a review of the progress and performance of the work.

為進一步完善可持續發展管治架構，本集團將會成立環境、社會及管治工作小組，負責制訂長遠可持續發展策略和檢視相關工作的進度和績效。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### SUSTAINABILITY GOVERNANCE (continued)

#### Risk management

The Board, with the assistance of the Audit Committee, will review and oversee our corporate risk management and internal control systems on an on-going basis. Our management is responsible for the design, maintenance, implementation and control of relevant system to ensure its effectiveness. Annual review will be carried out by the Board to our system and procedures, covering all material areas, including finance, operation and compliance, to ensure the effectiveness of our risk management system. In addition, the external consultant company of the Group examines the effectiveness and efficiency of its risk management and internal control system, whose findings and recommendations are furnished to the Audit Committee and the Board.

The Group understands that risk management can help it maintain good corporate governance and enhance daily management operation, and has established an internal control system and developed relevant policies and procedures, including risk determination, risk assessment, risk management measures, and risk control and review. The management will also consider possible impact of various internal and external factors and events, such as politics, economy, technology, environment, society and employee, on the business of the Group, and conduct a risk assessment to work out risk management strategies, including risk suppression and reduction, risk prevention, risk sharing and diversification and risk transfer. For details of risk management and internal control system, please refer to page 113 of this annual report.

Going forward, the Group will carry out continuous improvement of its risk management and internal control system to cover sustainability issues in relation to operation, and ensure that relevant risks are identified and responding plans are drawn up at all times.

### 可持續發展管治(續)

#### 風險管理

董事會在審核委員會協助下不斷檢討及監管企業風險管理及內部監控系統，而管理層則負責有關系統的設計、維護、實施及監控，以確保系統行之有效。董事會每年就系統及程序進行檢討，涵蓋所有重要範疇，包括財務、經營及合規，確保風險管理系統的有效性。同時，本集團外部諮詢公司審查內部的風險管理及內部監控系統的有效性及效率，向審核委員會及董事會提供調查結果及建議。

本集團明白風險管理能保持良好企業管治及提升日常管理運作，並設立內部控制系統，制定相關政策及程序，包括風險釐定、風險評估、風險管理措施以及風險控制及審查。管理層亦會考慮政治、經濟、技術、環境、社會及員工等不同內外因素及事件對與本集團業務可能造成的影響，並進行風險評估，以制定風險管理策略，包括風險抑制及減少、風險規避、風險分擔及多樣化及風險轉移。有關風險管理及內部監控系統的詳情，請參閱本年報第113頁。

展望將來，本集團會不斷改善風險管理及內部監控系統，以涵蓋營運相關的可持續發展議題，確保時刻識別相關風險和制訂應對方案。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### SUSTAINABILITY GOVERNANCE (continued)

#### Compliance

Effective compliance management can reduce the regulatory risks faced by the Group. Violation of laws and regulations will have an effect on the Group in different aspects, such as business operation, finance, reputation and litigation. Therefore, the Group continues to review and improve the existing policies, standards and practices to ensure that its operation complies with the highest level of accountability and business integrity standards. During the Year, the Group was not aware of any illegal or non-compliance case involving the following laws and regulations, or any case of litigation in respect of any corruption concerning the Group and its employees. The Group will continue to review relevant laws and regulations as well as the significant impact that they may have on the Group.

#### Aspect 層面

Emissions

排放物

Employment and labour standards

僱傭及勞工準則

### 可持續發展管治(續)

#### 合規狀況

有效的合規管理可減少本集團面臨的監管風險。違反法律法規將對本集團不同層面上造成影響，如業務經營、財政、聲譽及訴訟等。因此，本集團持續檢討和完善現有政策、準則和慣例，以確保其營運遵循最高的問責制和業務誠信標準。本年度，本集團並無發現與下列法律法規相關的違法違規個案，亦無發現任何與本集團及員工相關的貪污訴訟案件。本集團將持續審視各相關法律法規，以及其可能對本集團構成重大影響的情況。

#### Major relevant laws and regulations 主要相關法律法規

Air Pollution Control Ordinance

Water Pollution Control Ordinance

Waste Disposal Ordinance

《空氣污染管制條例》

《水污染管制條例》

《廢物處置條例》

Employment Ordinance

Employees' Compensation Ordinance

Sex Discrimination Ordinance

Disability Discrimination Ordinance

Family Status Discrimination Ordinance

Personal Data (Privacy) Ordinance

《僱傭條例》

《僱員補償條例》

《性別歧視條例》

《殘疾歧視條例》

《家庭崗位歧視條例》

《個人資料(私隱)條例》

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### SUSTAINABILITY GOVERNANCE (continued)

### 可持續發展管治(續)

#### Compliance (continued)

#### 合規狀況(續)

#### Aspect 層面

#### Major relevant laws and regulations 主要相關法律法規

Health and safety

健康與安全

Occupational Safety and Health Ordinance  
Employees' Compensation Ordinance  
《職業安全及健康條例》  
《僱員補償條例》

Product responsibility

產品責任

Private Markets Regulation  
Personal Data (Privacy) Ordinance  
《私營街市規例》  
《個人資料(私隱)條例》

Anti-corruption

反貪污

Prevention of Bribery Ordinance  
《防止賄賂條例》



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### STAKEHOLDERS ENGAGEMENT

The Group values stakeholders engagement and believes that the views of stakeholders will guide the Group to a more comprehensive sustainability strategy. During the Year, the Group has learned the views and suggestions of stakeholders through multiple communication channels. The Group believes that stakeholders engagement can help the Group better identify risks and opportunities in different aspects of environment, society and governance, while procuring the Group to map out more comprehensive management policies and measures.

### 持份者溝通

本集團重視與持份者的溝通，並相信持份者的意見將引領本集團制訂更全面的可持續發展策略。本年度，本集團已通過多個溝通渠道瞭解持份者的意見與建議。本集團認為，持份者的參與可以幫助本集團更好識別環境、社會及管治不同方面的風險與機遇，促使本集團制訂更為完善的管理政策與措施。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### STAKEHOLDERS ENGAGEMENT (continued)

#### Materiality assessment

During the reporting period, in order to better understand stakeholders' views and to meet their needs, the Group has commissioned an independent professional consultant to conduct a Board survey to assess the relative materiality of 12 aspects set out in the Guide. Based on the analysis results and the confirmation of the Board, the Group has identified the following six important sustainability issues, which will be the focus of disclosure in the Report.

#### Important issue

##### 重要議題

Labour standards  
勞工準則  
Health and safety  
健康與安全  
Anti-corruption  
反貪污  
Development and training  
發展及培訓  
Supply chain management  
供應鏈管理  
Use of resources  
資源使用

Compared with the previous year, labour standards, health and safety, supply chain management and use of resources are new important issues for the Year. In the future, in order to gain an in-depth understanding of the expectations of internal and external stakeholders, the Group will expand the scale and methods of stakeholders engagement in due course and establish a stable and long-standing relationship with them.

### 持份者溝通(續)

#### 重要性評估

在報告期內，為了深入地瞭解持份者的意見並滿足他們的需求，本集團已委託獨立專業顧問進行董事會問卷調查，以評估《指引》中所列出的12個層面的相對重要性。根據分析結果及董事會確定，本集團確定以下6項為重要的可持續發展議題，並以之為本報告的披露重點。

#### Corresponding section

##### 對應章節

Our employees  
我們的僱員  
Our employees  
我們的僱員  
Responsible operation  
負責任的營運  
Our employees  
我們的僱員  
Responsible operation  
負責任的營運  
Environmental protection  
環境保護

與上年度相較，勞工準則、健康與安全、供應鏈管理及資源使用為本年度新增的重要議題。未來，為更深入瞭解內部和外部持份者的期望，本集團將適時拓展持份者溝通的規模及方式，與他們建立長遠穩固的關係。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED) 環境、社會及管治報告(續)

### CARE FOR EMPLOYEES

The Group is committed to creating a safe and comfortable working environment for its staff, providing a sound career development system. Meanwhile, the Group regards that a pleasant working environment serves as the basic protection for and is in the interests of staff, which can also attract talents to achieve mutual benefits and win-wins.

#### Improvement in employment system

The Group values the improvement in employment system and has formulated the ESG Policy, the Manual on Human Resources Management and the Staff Manual, which specify management approaches for remuneration and dismissal, recruitment and promotion, working hours, holidays, equal opportunities, diversity, anti-discrimination and other benefits and welfare of the Group to attract talents and protect employees' rights.

### 關愛僱員

本集團致力為員工營造安全而舒適的工作環境，提供完善的職業發展制度。同時，本集團相信良好的工作環境是員工基本保障及權益，亦能吸引人才，達致互惠共贏的關係。

#### 完善僱傭制度

本集團重視完善僱傭制度，並已制訂《環境、社會及管治政策》、《人力資源管理手冊》，及《員工手冊》，以規範本集團於薪酬及解僱、招聘與晉升、工作時數、假期、平等機會、多元化、反歧視及其他待遇福利方面的管理方針，吸引人才及保障員工權益。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### CARE FOR EMPLOYEES (continued)

### 關愛僱員(續)

#### Improvement in employment system (continued)

#### 完善僱傭制度(續)

##### Remuneration and dismissal

##### 薪酬及解僱

##### Recruitment and promotion

##### 招聘與晉升

##### Working hours

##### 工作時數

The Group signs a contract with each employee, clearly stipulating the employment conditions, and specifies the contract termination procedures and dismissal conditions in the Staff Manual. The Group also determines and reviews the remuneration based on factors such as employee qualifications, working performance, company policies and market trends of remuneration.

本集團與每位員工簽訂合約，清晰訂明僱傭條件，並在《員工手冊》列明中止合約程序及解僱條件。本集團亦會根據員工資歷、工作表現、公司政策及市場薪酬趨勢等因素釐訂及檢討薪酬。

The recruitment and appointment of the Group is based on factors such as employees' job competence, knowledge of the job, employees' academic and professional qualifications, and actual needs.

Also, the Group regularly implements the performance management system and employee reward and punishment system to encourage employees to make continuous progress. The employees' annual performance review is carried out by their direct supervisors who will determine promotion based on their performance. In addition, it is stated in the Staff Manual that recruitment adopts the principle of "horses for courses". Whenever there is a job vacancy, the Company will first consider filling the vacancy by way of "internal promotion" to reward employees with outstanding performance, thereby strengthening employees' sense of belonging.

本集團在招聘及委任乃根據員工的工作能力、對工作之認識、員工的學歷及專業資格、實際需求等因素為考慮。

本集團亦定期實施績效管理制度和員工獎懲制度，鼓勵員工不斷進步。員工年度績效檢視由直屬主管根據其表現決定是否升職。此外，在《員工手冊》中說明：招聘採取「知人善任」之原則，每當有職位空缺時，公司會首先考慮以「內部晉升」方法填補空缺，以獎勵表現卓越的員工，從而加強員工之歸屬感。

The Group formulates the attendance management system based on statutory working hours, arranges working hours and rest days according to the Employment Ordinance. The Group will negotiate with employees when overtime is required, and provides compensatory time off or overtime allowance according to laws.

本集團按法定的工作時間制訂考勤管理制度，按僱傭條例處理工時及休息日的安排，在需要加班的情況下與員工協商，依法提供補休或加班津貼。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### CARE FOR EMPLOYEES (continued)

### 關愛僱員(續)

#### Improvement in employment system (continued)

#### 完善僱傭制度(續)

Holidays 假期	Equal opportunities and anti-discrimination 平等機會及反歧視	Diversity 多元化
<p>In addition to statutory/public holidays and rest days, the Group provides maternity leave, paternity leave, marriage leave, compassionate leave and examination leave.</p>	<p>The Group is committed to providing equal opportunities for employees, and ensures that employees will not be subject to any form of discrimination, harassment and unequal treatment on the grounds of their gender, disability, pregnancy, family status, ethnicity, colour, religion, age, sexual orientation, nationality, union membership or difference in other conditions in the course of recruitment, on-job, training, promotion and dismissal. The Group has equal opportunities clauses in place, which are set out in the Staff Manual in detail.</p>	<p>The Group is committed to establishing a diversified team in the workplace, respecting individual differences, and creating a diversified atmosphere to drive the development of the Group. The Group also recruits people with disabilities to promote a culture of integration of the disabled and the able-bodied.</p>
<p>除法定／公眾假期及休息日，本集團提供分娩假、侍產假、婚假、恩恤假及考試假。</p>	<p>本集團承諾為員工提供平等機會，並嚴禁員工在招聘、入職、培訓、晉升至離職時，因其性別、殘疾、懷孕、家庭狀況、種族、膚色、宗教、年齡、性取向、國籍、工會會籍或其他條件差別受到任何形式的歧視、騷擾行為和不平等對待。本集團設有平等機會條款並詳載於《員工手冊》。</p>	<p>本集團承諾於工作場所建立多元化團隊，尊重個人差異，營造多元化的氛圍，並以此作為本集團發展的原動力。本集團亦招聘殘障人士，推動傷健共融的文化。</p>



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### CARE FOR EMPLOYEES (continued)

### 關愛僱員(續)

#### Improvement in employment system (continued)

#### 完善僱傭制度(續)

#### Other benefits and welfare

#### Prevention of misuse of child labour

#### Prohibition of forced labour

#### 其他待遇福利

#### 防止誤用童工

#### 禁止強制勞工

The Group has provided employees with in-patient medical insurance, outpatient medical benefits, purchasing discounts for the products in Wai Yuen Tong, preferential price for participation in physical examination, dental care, family outpatient medical concession scheme and annual fee subsidy and training subsidy to review the age. scheme for professional bodies.

本集團已為員工提供包括住院醫療保險、門診醫療福利、位元堂產品購物優惠、以優惠價參與體格檢查、牙科保健、家屬門診醫療優惠計劃、專業學會年費資助及進修資助計劃。

The Group promises to never employ child labour in the workplace. Pursuant to the Manual on Human Resources Management, for the prevention of recruitment or appointment of personnel who do not meet the age requirement, human resources department should verify the original identification document of the applicant to review the age.

本集團承諾絕不於工作場所聘用童工。根據《人力資源管理手冊》，為防止招聘或任用未符合年齡要求的人員，人力資源部須檢查應徵者的身份證明文件正本，以審查年齡。

In respect to the prevention of forced labour, the Group stipulates the relevant provisions on compensation for employees' overtime in the Staff Manual, ensuring that all employments are voluntary. At the same time, the Group respects employees' rights of voluntary resignation.

為防止強制勞工，本集團於《員工手冊》列明對員工加班的相關補償規定，確保所有僱傭關係均屬自願。同時，本集團尊重員工自由離職的權利。

The Group attaches great importance to staff communication. To ensure that employees can express opinions or file complaints at liberty and candidly, the Group has established a diversified communication mechanism and regularly reviews the effectiveness of the communication mechanism to ensure its effectiveness. If any employee has any dissatisfaction and complaint in the employment relationship, he/she can file complaints to his/her responsible managers or the human resources department. The Group will adopt a fair attitude and promptly deal with and resolve such complaints.

本集團注重和員工的溝通。為確保員工可以自主和坦誠地表達意見或提出投訴，本集團建立多元化溝通機制，定期檢視溝通機制的成效，確保行之有效。若任何員工在僱傭關係中產生任何不滿及申訴，可向所屬主管或人力資源部申訴。本集團會採取公平之態度，迅速處理及解決投訴。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### CARE FOR EMPLOYEES (continued)

### 關愛僱員(續)

#### Employee health and safety

#### 僱員健康與安全

The Group values the health and safety of employees and aims to reduce the occupational risks encountered by employees in the workplace through institutionalised management processes. At present, the Group has formulated the ESG Policy and the Staff Manual to clarify the management system and control measures related to the employee health and safety.

本集團重視員工的健康與安全，並旨在透過制度化的管理流程，減少員工於工作場所遇到的職業風險。目前，本集團已制訂《環境、社會及管治政策》及《員工手冊》，明確有關員工健康與安全的管理制度以及控制措施。



Provide adequate protective supplies and equipment for employees  
為員工提供充足防護用品及裝備



Improve employees' health and safety awareness through education and training  
透過教育及訓練，提高員工的健康及安全意識



Formulate the notification and handling mechanism for safety incidents to reduce and manage the impact and risk of incidents  
制訂安全事故通報及處理機制，減低和管理事故的影響和風險



Formulate emergency plans for safety incidents and arrange regular drills to evaluate the effectiveness of the plans  
制訂安全事故應急預案，並安排定期演練，以評核方案的有效性

If employees discover any of the working methods or facilities in the workplace that may lead to potential accidents, they may report to their supervisors and the human resources department so that the Group can take immediate actions.

員工如發現工作方法或工作場地之設施有可能導致意外，可向所屬主管及人力資源部報告，以便本集團採取即時行動。

Employees' mental and physical health are equally important. In order to enhance mutual understanding and relationship among employees, the Company holds various recreational activities every year, and employees are welcome to participate in these activities actively.

員工的心理健康及身體健康同樣重要。為增進員工間彼此之瞭解及聯絡感情，本公司每年舉行各種康樂活動，歡迎員工踴躍參與。

During the Year, the Group occurred one work injury case where 16 days were lost due to work-related injuries. An employee was injured after a slip while cornering the stairs in Yuen Long warehouse. The employee had recovered and returned to duty during the Year. To prevent the re-occurrence of similar incidents and ensure the safety of employees, the Group has reminded relevant departments directors to pay attention to and improve safety in the working environment.

本年度，本集團發生一宗工傷個案，因工傷共損失16天工作日數。一名員工在元朗倉庫樓梯轉角時滑到受傷，該員工於本年度已康復及返回工作崗位。為防止同類意外再次發生和保障員工安全，本集團已提醒相關部門主管注意及改善工作環境安全。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED) 環境、社會及管治報告(續)

### CARE FOR EMPLOYEES (continued)

#### Employee development and training

The improvement of employees' job skills is very important for the development of their future career paths. The Group attaches importance to providing training opportunities for employees, which aims at helping them to improve the knowledge and skills needed to perform their jobs and developing their potential abilities. We have clearly set out the management system of training in the ESG Policy and the Manual on Human Resources Management, with specifications in different areas, such as training purposes, principles, contents and forms, procedures and administration, implementation and assessment, fees and information management.

The Group understands that employees have different needs for training and development, and actively seeks training programmes that are more suitable for employees. To enhance the effectiveness of training, human resources department is responsible for the planning, implementation, monitoring and assessment of various training activities. Based on training plans, human resources department learns from various departments about their training and development needs, so as to set up further goals for training and prepare detailed training courses.

### 關愛僱員(續)

#### 僱員發展與培訓

員工工作技能的提升對於其未來職業道路的發展十分重要。本集團重視為員工提供培訓機會，幫助他們提升履行工作所需的知識和技能，發揮其潛在能力。《環境、社會及管治政策》及《人力資源管理手冊》清楚列明培訓管理制度，規範培訓目標、原則、內容與形式、過程與管理、實施與評估、費用及資料管理等範疇。

本集團明白員工對培訓和發展有不同需求，並積極尋找更適合員工的培訓方案。為加強培訓成效，人力資源部負責計劃、實施、監督和評估各項培訓活動。針對培訓規劃，人力資源部向各部門瞭解其培訓和發展需求，進而訂立培訓目標及設計詳細的培訓課程。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)




## 環境、社會及管治報告(續)

### CARE FOR EMPLOYEES (continued)

### 關愛僱員(續)

#### Employee development and training (continued)

#### 僱員發展與培訓(續)

<p><b>Training activities</b> 培訓活動</p> 	<p>During the Year, the Group provided internal and external training, including anti-corruption, medical briefings, software training, and induction training for new employees.</p> <p>本年度，本集團提供內部及外部培訓，包括反貪污、醫療簡報會、軟件培訓、新員工入職培訓等。</p>
<p><b>Performance review</b> 績效檢視</p> 	<p>The Group conducts annual performance reviews to assess the performance of its employees, which serves as the basis for determining their future promotion and training directions.</p> <p>本集團每年進行年度績效檢視，以評估員工工作表現，並作為決定其未來升職及培訓方向的基礎。</p>
<p><b>Professional development</b> 專業發展</p> 	<p>The Group encourages employees to learn continuously. Employees may file their claims with human resources department for fees of continuing education training programmes certified by Education Bureau, as well as applying for examination leave and education leave. In addition, the Group offers funding for membership of professional institutes to employees.</p> <p>本集團鼓勵員工不斷進修，員工可向人力資源部申請報銷教育局認可的持續進修及培訓課程費用，以及申請考試假及進修假。此外，本集團為員工提供專業學會會籍資助。</p>

### RESPONSIBLE OPERATION

### 負責任的營運

The Group believes in “passion and dedication” and continues to optimise fresh market facilities to ensure that the needs of the general public are met. Among them, how to ensure the quality of products and services and compliance with business ethics are the most important. To this end, the Group clearly sets out a series of policies in relation to anti-corruption, product responsibility and supply chain management in the ESG Policy and the Staff Manual.

本集團堅持「用心用愛」，持續優化街市設施，確保滿足大眾所需。當中，如何確保產品及服務質量和符合商業道德最為重要。為此，本集團在《環境、社會及管治政策》及《員工手冊》中清楚列明一系列與反貪污、產品責任及供應鏈管理相關的政策。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### RESPONSIBLE OPERATION (continued)

#### Anti-corruption

The Group understands that anti-corruption is one of the important ways for companies to demonstrate their social responsibility. In order to maintain the integrity of the Group's business, the Group maintains integrity and complies with moral principles in the course of ordinary operation and any form of bribery, extortion, fraud and money laundering is strictly prohibited.

The anti-fraud and whistleblowing system is set up in the ESG Policy and the Staff Manual, which clearly sets out that all office staff shall comply with the Prevention of Bribery Ordinance of Hong Kong and avoid accepting gifts from third-party individuals or organisations, including any offer from a tenant, licensed person, service user, customer, business partner, to steer clear of any conflict of interest. If employees accept the gift voluntarily given by business partners based on politeness, they shall report to the director of human resources for prior approval with regard to the acceptance of entertainment. If employees violate the above regulations, they will face internal disciplinary action or termination of employment.

#### Supply chain management

The Group pays attention to suppliers' environmental and social performance, and maintains close cooperation with suppliers to jointly promote the sustainability of project performance. Major suppliers of the Group include licensed cleaning companies, licensed security companies and other office service providers.

The Group formulates the ESG Policy which sets out the management approach in relation to the establishment of procurement standard and procedure and annual performance assessment of suppliers. The Group requires suppliers to abide by business ethics and fulfil their corporate social responsibilities to ensure that they meet the Group's requirements in terms of quality, environment and safety standards, jointly building a supply chain that aims at sustainable development. Looking ahead, the Group will continue to review and improve existing supplier management practices to more effectively identify, assess and manage potential environmental and social impacts in the supply chain.

### 負責任的營運(續)

#### 防止貪污

本集團明白反貪腐是企業體現其社會責任感的其中一個重要方式。為了保持集團業務的誠信，本集團在日常運營中遵守廉潔及道德原則，並嚴禁任何形式的賄賂、勒索、欺詐及洗黑錢活動。

《環境、社會及管治政策》及《員工手冊》訂立反欺詐和舉報系統，清楚列明所有辦公室員工必須遵守香港《防止賄賂條例》，避免收受來自第三方個人或組織，包括租戶、持牌人、服務用戶、客戶、業務夥伴的饋贈等，以避免利益衝突。如員工基於禮貌接受業務夥伴自願提供的禮物，員工須向人力資源總監申報並取得批准，方可接受款待。若員工違反上述條例，則會面臨內部紀律處分或終止聘用。

#### 供應鏈管理

本集團注重供應商其環境及社會表現，並與供應商保持緊密合作關係，共同促進項目績效可持續性。本集團主要的供應商為持牌清潔公司、持牌保安公司及其他辦公室服務供應商。

本集團制定《環境、社會及管治政策》，列明有關建立採購標準和流程，以及進行供應商年度表現評估的管理方針。本集團要求供應商恪守商業道德，履行企業社會責任，確保彼等符合集團在質量、環境及安全標準方面的要求，與本集團共同建構以可持續發展為目標的供應鏈。展望未來，本集團將持續檢討及完善現有的供應商管理慣例，更有效地識別、評估和管理供應鏈中潛在的環境和社會影響。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### RESPONSIBLE OPERATION (continued)

### 負責任的營運(續)

#### Service quality

#### 服務質量

The Group is responsible for providing customers with quality products and services in order to attract new customers while retaining existing customers. The Group's ESG Policy and Staff Manual set out matters related to customer health and safety, customer communication and privacy. For fresh market operation, the Group puts in place relevant control measures to improve the quality of its products and services.

本集團有責任為顧客提供優質產品及服務，方能夠吸引新客戶同時保留現有的客戶。本集團的《環境、社會及管治政策》及《員工手冊》中列明有關客戶健康與安全、客戶溝通及私隱事宜。針對街市營運，本集團設有相應管控措施，以提升產品及服務質素。

#### Customer safety 客戶安全



The Group strives to provide an outstanding, tidy and comfortable shopping environment and conduct regular market inspection to monitor the operation of the engaged licensed cleaning companies and licensed security companies. It also requires cleaning companies to regularly arrange for high-pressure cleaning of manholes and canals using high-pressure vehicles after the evening market closes to ensure the hygienic condition of fresh market. At the same time, the Group regularly monitors water quality in the fresh market and improves indoor air quality by regularly checking the air conditioning system and cleaning dust net. The fresh markets under the Group are also equipped with barrier-free facilities for disabled people, such as passageways as well as unobstructed and accessible toilets, to take care of people with reduced mobility and physical disabilities.

本集團致力提供優質、整潔及舒適的購物環境，並定期巡查街市監察受委託持牌清潔及持牌保安公司的運作，亦要求清潔公司定期安排晚市收市後運用高壓車用高壓清洗沙井渠位，以確保街市的衛生情況。同時，本集團定期監察街市水質，及通過定期檢查空調系統和清洗塵網提升室內空氣質素。本集團旗下的街市亦設有無障礙傷殘人士設施，如通道及暢通易達洗手間，關顧行動不便及肢體殘疾人士的需要。

Regarding the operation of meat stalls, the Group puts in place relevant guidelines on the temperature, storage and product handling of trucks and others to maintain the hygiene level of products.

針對肉檔營運，本集團就運輸貨車溫度、儲存及產品處理等設定相關指引，以維持產品衛生水平。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### RESPONSIBLE OPERATION (continued)

### 負責任的營運(續)

#### Service quality (continued)

#### 服務質量(續)

<p><b>Customer data privacy</b> 客戶資料私隱</p> 	<p>All employees are strictly prohibited from disclosing customer information to the third party, including but not limited to customer names, contact numbers and addresses. Meanwhile, employees must not abuse confidential information for monetary gain or personal purpose.</p> <p>所有員工嚴禁向第三方透露客戶資料，包括但不限於客戶名稱、聯絡電話及地址等。同時，員工不得濫用保密資料，以換取金錢利益或作私人用途。</p>
<p><b>Customer communication</b> 客戶溝通</p> 	<p>In order to protect the rights and interests of consumers, the information provided in promotional publications shall be complete, accurate, sufficient and timely. If any promotional publications and labels are found to be inaccurate or misleading, the dedicated staff shall correct and replace them as soon as possible. In addition, the Group maintains communication with its customers at all time and sets up different channels for its customers to provide feedback and seek help anytime. The Group conducts occasional customer survey to understand their needs and enhance customer satisfaction.</p> <p>為了保障消費者的權益，宣傳刊物須提供完整、正確、充分和及時的資訊。倘若發現宣傳刊物及標籤失實或誤導，專職人員會盡快修正及更換。另外，本集團時刻與客戶保持溝通，並設有不同渠道，讓客戶隨時提供意見及尋求幫助。本集團亦不定期進行客戶問卷調查，以瞭解他們的需要及提升客戶滿意度。</p>
<p><b>Intellectual property</b> 知識產權</p> 	<p>The Group respects intellectual property rights and will not use infringing articles for the purposes of business, including computer software, computer programmes or audiovisual records, and printed works (including books, magazines, newspapers, periodicals or other publications). At the same time, the Group provides information management personnel with relevant training on the use of genuine software to ensure genuine software used in all operations.</p> <p>本集團尊重知識產權，不以侵犯版權物品作業務用途，包括電腦軟件、電腦程式或影音紀錄，以及刊印作品(包括書本、雜誌、報章、期刊或其他刊物)。同時，本集團為信息管理人員提供有關使用正版軟件的相關培訓，以確保所有操作均使用正版軟件。</p>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### ENVIRONMENTAL PROTECTION

The Group has always upheld the concept of “green development and operation”, and is committed to improving the Group’s environmental performance through modern operating models and equipment. During the Year, the Group has formulated the ESG Policy to further standardise environmental protection measures during daily operations.

#### Emissions management

To properly manage and reduce the negative impact of emissions from operations on the environment, the Group has established an emission data collection system, and on this basis, regularly monitors the performance of office and market operations to establish timely and accurate improvement measures.

#### Greenhouse gas emissions

During the Year, the Group commissioned an independent consultant to conduct a carbon assessment, which is for quantifying greenhouse gas emissions (or “**carbon emissions**”) from our operation. The quantitative process is based on the Guidelines<sup>1</sup> prepared by Environmental Protection Department and Electrical and Mechanical Services Department and international standards such as ISO14064-1.



### 環境保護

本集團一直秉持「綠色發展及營運」的理念，致力通過現代化的營運模式及設備提高本集團的環境表現。本年度，本集團已制訂《環境、社會及管治政策》，以進一步規範日常營運過程中的環境保護措施。

#### 排放物管理

為妥善管理和減少營運產生的排放物對環境造成的負面影響，本集團已建立排放數據收集系統，並以此為基礎，定期監測辦公室及街市營運的表現，以建立及時和準確的改善措施。

#### 溫室氣體排放

本年度，本集團委託獨立專業顧問進行碳評估，以量化營運的溫室氣體排放(或「**碳排放**」)。量化的過程參考香港環境保護署及機電工程署編製的指引<sup>1</sup>以及ISO14064-1等國際標準進行。



<sup>1</sup> The Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong

<sup>1</sup> 《香港建築物(商業、住宅或公共用途)的溫室氣體排放及減除的核算和報告指引》



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### ENVIRONMENTAL PROTECTION (continued)

### 環境保護(續)

#### Emissions management (continued)

#### 排放物管理(續)

#### Greenhouse gas emissions (continued)

#### 溫室氣體排放(續)

Greenhouse gases emissions	Head office emissions (tCO <sub>2</sub> e) 辦公室排放量 (公噸二氧化碳當量)	Market emissions (tCO <sub>2</sub> e) 街市排放量 (公噸二氧化碳當量)	Total emissions (tCO <sub>2</sub> e) 總排放量 (公噸二氧化碳當量)
溫室氣體排放	(公噸二氧化碳當量)	(公噸二氧化碳當量)	(公噸二氧化碳當量)
Scope 1 <sup>2</sup> 範圍1 <sup>2</sup>	29.1	0	29.1
Scope 2 <sup>3</sup> 範圍2 <sup>3</sup>	44.7	1,804.6	1,849.3
Scope 3 <sup>4</sup> 範圍3 <sup>4</sup>	3.3	4.1	7.4
<b>Total greenhouse gases emissions</b> <b>溫室氣體排放總量</b>	<b>77.1</b>	<b>1,808.7</b>	<b>1,885.8</b>
<b>Intensity of greenhouse gas emissions (by thousand square feet of gross floor area ("GFA"), i.e. tCO<sub>2</sub>e/thousand square feet)</b> <b>溫室氣體排放密度(以每千平方呎建築面積計算，即公噸二氧化碳當量/千平方呎)</b>			<b>9.2</b>

As greenhouse gas emissions are mainly caused by electricity consumption in fresh market operation, the Group has currently adopted the air conditioning system of energy efficiency and lighting system to reduce the greenhouse gases generated by the use of electricity. Please refer to the section headed "Energy Consumption" for details.

由於溫室氣體排放的主要來源為街市營運的電力消耗，本集團目前已採用具能源效益的空調系統及照明系統，以減少因電力使用而產生的溫室氣體。有關詳情，請參閱「能源消耗」章節。

<sup>2</sup> Scope 1 includes greenhouse gas emissions generated by the combustion of fossil fuels from mobile sources.

<sup>2</sup> 範圍1包括移動源化石燃料燃燒時釋放的溫室氣體排放。

<sup>3</sup> Scope 2 includes greenhouse gas emissions generated by electricity consumption.

<sup>3</sup> 範圍2包括電力消耗所產生的溫室氣體排放。

<sup>4</sup> Scope 3 includes greenhouse gas emissions generated by disposal of waste paper, drinking water and sewage treatment in offices and business travel by air by the Group.

<sup>4</sup> 範圍3包括辦公室廢紙棄置、食水和污水處理以及本集團商務旅行搭乘飛機的溫室氣體排放。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### ENVIRONMENTAL PROTECTION (continued)

#### Emissions management (continued)

##### Air emissions

The Group's operations generate a certain amount of Nitrogen Oxides (NO<sub>x</sub>), Sulphur Oxides (SO<sub>x</sub>) and Respirable Suspended Particulates (RSP) due to the use of office vehicles. The Group has introduced electric vehicles to reduce exhaust gas generation.

##### Air emissions 廢氣排放

	Emissions (kg) 排放量 (千克)
Nitrogen Oxides (NO <sub>x</sub> ) 氮氧化物	6.94
Sulphur Oxides (SO <sub>x</sub> ) 硫氧化物	0.16
Respirable Suspended Particulates (RSP) 可吸入懸浮粒子	0.51

##### Waste discharge

The Group attaches great importance to reducing waste generation with proper disposal. During the Year, the Group generated 1.5 tonnes of non-hazardous waste (mainly domestic waste), with non-hazardous waste intensity amounting to 0.05 tonne/thousand sq. ft.. All waste generated from the operation of the Group are treated by property management companies.

##### Use of resources

The Group actively reduces the environmental impact of its operations by improving the efficiency of resource use. The Group has worked out the ESG Policy to regulate resource usage management in all aspects of its operations, including regular reviews of energy and water resources usage, and the formulation of specific conservation measures; and set up internal reporting rules, on which base, if abnormal usage is found, related investigation and appropriate action would be conducted.

### 環境保護(續)

#### 排放物管理(續)

##### 廢氣排放

本集團營運因使用辦公車輛而產生一定量的氮氧化物、硫氧化物及可吸入懸浮粒子。本集團已引入電動車，減少廢氣產生。

##### 廢棄物排放

本集團重視減少廢物的產生及妥善處理。本年度，本集團產生1.5公噸無害廢棄物(主要為生活垃圾)，無害廢棄物密度為0.05公噸/千平方呎。本集團營運產生的廢棄物均交由物業管理公司處理。

##### 資源使用

本集團積極透過提高資源使用效率，減少其營運對環境的影響。本集團已訂立《環境、社會及管治政策》，規範營運各個環節的資源使用管理，包括定期檢討能源和水資源使用量，以及制訂具體節約措施；並設內部匯報規則，若發現使用量異常，將開展調查並採取適當行動。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### ENVIRONMENTAL PROTECTION (continued)

#### Use of resources (continued)

##### Energy consumption

The main source of energy consumed in the Group's operations is electricity used in fresh market operation. During the Year, the Group consumed a total of 3,801.7 MWh of energy equivalent, which includes 3,698.6 MWh of electricity, with intensity of energy consumption amounting to 0.019 MWh/sq. ft. (GFA). The Group has assigned employees to regularly monitor the consumption and usage of resources, and conduct monthly monitoring of electricity consumption. The Group has managed electricity consumption through the following measures:

### 環境保護(續)

#### 資源使用(續)

##### 能源消耗

本集團營運所消耗的能源主要來源為街市營運使用的電力。本年度，本集團共消耗能源3,801.7兆瓦時等值，當中包括電力3,698.6兆瓦時，能源耗量密度為0.019兆瓦時／平方呎樓面面積。本集團已分配員工定期監視資源的消耗及使用情況，並每月進行電量監控。本集團已透過以下措施管理電力的消耗：



Introduce equipment to improve energy efficiency, such as the use of electric vehicles and video conference equipment.  
引進設備以提高能源使用效率，如採用電動車及視像會議設備等。



Install lighting system of energy efficiency, such as LED lamp.  
安裝具能源效益的照明系統，如LED燈具。



Install motion-sensor to reduce electricity usage in unmanned areas.  
安裝動作感應器，減少無人區的電力使用。



Enhance communication with tenants and publicize and promote energy-saving practices.  
加強與商戶溝通，宣傳及推廣節約能源的實踐。



Regularly review electricity consumption and set up goals and measures to improve energy efficiency.  
定期檢討用电量，制訂提升能源效率的目標及措施。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### ENVIRONMENTAL PROTECTION (continued)

#### Use of resources (continued)

##### Water resource management

The Group pays attention to the use of water resources. It mainly consumes water from fresh markets and does not have any issue in sourcing water that is fit for purpose. The Group consumed a total of 6,678 cubic meters of water resources during the Year, with water consumption intensity amounting to 0.03 m<sup>3</sup>/sq. ft.. In order to further effectively use water resources, the Group has implemented various water conservation measures, such as the use of equipment with water usage efficiency (such as new floor cleaning machines), regular inspection of water pipe quality, and closing of the water supply system during the market rest period.

#### Environment and natural resources

The Group understands that managing the impact of its operations on the surrounding environment and natural resources is an important part of the Group's performance of its corporate social responsibility. In the daily operation of fresh markets, the Group has added considerations such as the sale of local food materials when selecting tenants, with the aim of reducing carbon emissions from long-distance transportation and additional packaging necessary for food materials. The Group also introduces sustainable food (being those without genetic modification, added preservatives and chemicals) to reduce the negative impact on the environment. In office operations, the Group purchases environmental-friendly office supplies as practicable as possible, such as paper certified by the Forest Stewardship Council (FSC).

### 環境保護(續)

#### 資源使用(續)

##### 水資源管理

本集團關注水資源的利用，主要消耗來自街市的用水，在求取適用水源上無任何問題。本集團於本年度共消耗水資源6,678立方米，耗水密度為0.03立方米／平方呎。為進一步有效利用水資源，本集團已實施各項節水措施，如採用水具用水效益的設備(如新式洗地機)、定期檢查水管質量，以及於休市期間關閉供水系統。

#### 環境及天然資源

本集團明白，管理營運對周圍環境及天然資源的影響，是本集團履行企業社會責任的重要一環。在街市日常營運方面，本集團選擇租戶時加入售賣本地食材等考慮，旨在減少長途運輸而產生的碳排放及所需的額外食材包裝，並提倡引入可持續發展食物(指不經基因改造、無添加防腐劑及不和化學物)，以減低對環境構成的負面影響。於辦公室營運中，本集團盡可能採購較環保的辦公用品，如經森林管理委員會(FSC)認證的紙張等。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### SUPPORT ON COMMUNITY DEVELOPMENT

As a company with diversified businesses, the Group believes that its professional knowledge, skills and experience can contribute to the community in which it operates. As stated in the ESG Policy, the Group continuously strengthens its ties with the community, understands the needs of residents, and is committed to supporting people's livelihood infrastructure, health and public welfare in different ways.

During the Year, the Group donated a total of HK\$14,679,000 and participated in the Flag Day fund-raising event held by the Tung Wah Group of Hospitals. Through the volunteer flag selling service, we assisted the Tung Wah Group of Hospitals to raise funds and improved the quality of social services, thus helping more disadvantaged groups in need. 20 employees of the Group participated in this fund-raising event and volunteer service hours totalled 80 hours.

### 支持社區發展

作為一家擁有多元化業務的企業，本集團相信其專業知識、技能和經驗可以為其經營所在的社區作出貢獻。如《環境、社會及管治政策》所述，本集團不斷加強與社區的聯繫，瞭解居民的需求，並致力於通過不同的方式支持民生基礎設施，健康和公共福利。

本年度，本集團共捐款14,679,000港元，並參加了由東華三院舉辦的賣旗日的籌款活動，透過義工賣旗服務協助東華三院籌款及提升各項社會服務質素，從而幫助更多有需要的弱勢社群。20名員工參與了這次籌款活動，義工服務時數共80小時。

### OVERVIEW OF KEY PERFORMANCE INDICATORS

### 關鍵績效指標總覽

#### Environmental Performance<sup>5</sup>

#### 環境表現<sup>5</sup>

Environmental Key Performance Indicators	Unit	Financial Year	Financial Year
		2020	2019
環境關鍵績效指標	單位	二零二零 財政年度	二零一九 財政年度

#### The types of emissions and the respective emissions data

#### 排放物種類及相關排放數據

Nitrogen oxides (NO <sub>x</sub> )	氮氧化物	kg 千克	6.9	26.0
Sulphur oxides (SO <sub>x</sub> )	硫氧化物	kg 千克	0.16	0.14
Respirable Suspended Particulates (RSP)	可吸入懸浮粒子	kg 千克	0.51	1.9

#### Greenhouse gas emissions

#### 溫室氣體排放

Total greenhouse gas emissions	溫室氣體排放總量	tCO <sub>2</sub> e 公噸二氧化碳當量	1,885.8	1,877.9
Scope 1 <sup>6</sup>	範圍1 <sup>6</sup>	tCO <sub>2</sub> e 公噸二氧化碳當量	29.1	25.5
Scope 2 <sup>7</sup>	範圍2 <sup>7</sup>	tCO <sub>2</sub> e 公噸二氧化碳當量	1,849.3	1,834.2
Scope 3 <sup>8</sup>	範圍3 <sup>8</sup>	tCO <sub>2</sub> e 公噸二氧化碳當量	7.4	18.2
Intensity of greenhouse gas (by GFA)	溫室氣體密度 (以樓面面積計算)	tCO <sub>2</sub> e/thousand sq. ft. 公噸二氧化碳當量/千平方呎	9.2	9.6

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

## 環境、社會及管治報告(續)

### OVERVIEW OF KEY PERFORMANCE INDICATORS (continued)

### 關鍵績效指標總覽(續)

#### Environmental Performance<sup>5</sup> (continued)

#### 環境表現<sup>5</sup> (續)

Environmental Key Performance Indicators	Unit	Financial Year 2020 二零二零 財政年度	Financial Year 2019 二零一九 財政年度
環境關鍵績效指標	單位		
<b>Waste</b>			
<b>廢棄物</b>			
Total non-hazardous waste produced <sup>9</sup>	所產生無害廢棄物總量 <sup>9</sup> tonnes 公噸	1.5	1.6
Intensity of non-hazardous waste (by GFA)	無害廢棄物密度 (以樓面面積計算) tonnes/thousand sq. ft. 公噸/千平方呎	0.05	0.06
<b>Use of energy</b>			
<b>能源使用</b>			
Total energy consumption	能源總耗量 MWh 兆瓦時	3,801.7	3,687.2
Direct energy consumption	直接能源耗量 MWh 兆瓦時	103.1	90.8
Petrol	汽油 MWh 兆瓦時	80.1	66.6
Diesel	柴油 MWh 兆瓦時	23.0	24.2
Indirect energy consumption	間接能源耗量 MWh 兆瓦時	3,698.6	3,596.4
Purchased electricity	外購電力 MWh 兆瓦時	3,698.6	3,596.4
Intensity of energy consumption (by GFA)	能源耗量密度(以樓面面積 計算) MWh/sq. ft. 兆瓦時/平方呎	0.019	0.019
<b>Use of water resources<sup>10</sup></b>			
<b>水資源使用<sup>10</sup></b>			
Total water consumption	耗水總量 m <sup>3</sup> 立方米	6,678 <sup>10</sup>	14,429
Intensity of water consumption (by GFA)	耗水密度(以樓面面積計算) m <sup>3</sup> /sq. ft. 立方米/平方呎	0.03	0.07

- |    |  |    |   |
|----|--|----|---|
| 5  | The "Day Day Fresh" fresh market newly opened at the beginning of 2020 is not included, for which the Group will disclose the relevant data in the future.                           | 5  | 未包括於二零二零年初新開張的「日日·食良」街市，本集團將於未來披露該街市的相關數據。  |
| 6  | Scope 1 includes greenhouse gas emissions generated by the combustion of fossil fuels from mobile sources.   | 6  | 範圍1包括移動源化石燃料燃燒時釋放的溫室氣體排放。                   |
| 7  | Scope 2 includes greenhouse gas emissions generated by electricity consumption.  | 7  | 範圍2包括電力消耗所產生的溫室氣體排放。                        |
| 8  | Scope 3 includes greenhouse gas emissions generated by disposal of waste paper, drinking water and sewage treatment in offices and business travel by air by the Group.              | 8  | 範圍3包括辦公室廢紙棄置、食水和污水處理以及本集團商務旅行搭乘飛機的溫室氣體排放。   |
| 9  | Only includes head office data. The Group will collect and disclose data regarding non-hazardous waste generated during the operation of fresh markets.                              | 9  | 只包括總部辦公室數據。本集團將於未來對街市營運產生的無害廢棄物進行統計及披露。     |
| 10 | Relevant data is unable to be provided as some fresh markets had not received their water bills as at the date of this Report. The Group will disclose such data in the coming year. | 10 | 部分街市於本報告刊發前仍未收到水費單，故未能提供有關數據。本集團將於來年補回相關數據。 |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)  
環境、社會及管治報告(續)

OVERVIEW OF KEY PERFORMANCE INDICATORS (continued) 關鍵績效指標總覽(續)

Social Performance

社會表現

Social Key Performance Indicators		Unit	Financial Year 2020 二零二零 財政年度	Financial Year 2019 二零一九 財政年度	
社會關鍵績效指標		單位			
Workforce 員工	Total headcount	員工人數	116	115	
	<i>By Age Group</i>	<i>按年齡組別劃分</i>			
	30 or below	30歲或以下	13	24	
	31-50	31至50歲	51	53	
	Above 50	50歲以上	52	38	
	<i>By Gender</i>	<i>按性別劃分</i>			
	Male	男性	74	63	
	Female	女性	42	52	
	<i>By Professional Profile</i>	<i>按專業類別劃分</i>			
	Management staff	管理層員工	23	25	
	General staff	一般員工	93	90	
	<i>By Employment Type</i>	<i>按僱傭類型劃分</i>			
	Full-time	全職	114	112	
	Part-time	兼職	1	1	
	Temporary/Contractual	臨時/合約	1	2	
	Ratio of Male and Female Employees	男女員工人數比例	1.76:1	1.21:1	
	New Hire Employees Rate <sup>11</sup>	員工新聘率 <sup>11</sup>	%	61.2	21.7
	<i>By Age Group</i>	<i>按年齡組別劃分</i>			
	30 or below	30歲或以下	%	100	41.7
	31-50	31至50歲	%	54.9	22.6
Above 50	50歲以上	%	50.0	7.9	
<i>By Gender</i>	<i>按性別劃分</i>				
Male	男性	%	75.7	17.6	
Female	女性	%	35.7	26.9	
Employees Turnover Rate <sup>12</sup>	員工流失率 <sup>12</sup>	%	60.3	40.8	
<i>By Age Group</i>	<i>按年齡組別劃分</i>				
30 or below	30歲或以下	%	100	62.5	
31-50	31至50歲	%	58.8	43.4	
Above 50	50歲以上	%	32.7	23.7	
<i>By Gender</i>	<i>按性別劃分</i>				
Male	男性	%	60.8	38.1	
Female	女性	%	59.5	44.2	
Health and Safety 健康及安全	Work-related fatalities and percentage	因工死亡人數及百分比	0 (0)	0 (0)	
	Work-related Injuries	工傷事故	1	1	
	Work-related Injury Rate (per 100 staff) <sup>13</sup>	工傷率(每百名員工) <sup>13</sup>	0.86	0.87	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)  
環境、社會及管治報告(續)

OVERVIEW OF KEY PERFORMANCE INDICATORS  
(continued)

關鍵績效指標總覽(續)

Social Performance (continued)

社會表現(續)

Social Key Performance Indicators		Unit	Financial Year 2020 二零二零 財政年度	Financial Year 2019 二零一九 財政年度	
社會關鍵績效指標		單位			
Employee Training 僱員培訓	Lost Days Due to Work-related Injury	因工傷損失工作日數	Day 日數	16	11
	Percentage of Employees Trained <sup>14</sup>	受訓員工百分比 <sup>14</sup>	%	43.1 <sup>15</sup>	34.8
	<i>By Gender</i>	<i>按性別組別劃分</i>			
	Male	男性	%	37.8	33.3
	Female	女性	%	52.4	36.5
	<i>By Professional Profile</i>	<i>按專業類別劃分</i>			
	Management staff	管理層員工	%	34.8	92.0
	General staff	一般員工	%	45.2	18.9
	Average Hours of Employees Trained <sup>16</sup>	受訓員工平均時數 <sup>16</sup>	Hour 小時	0.69	—
	<i>By Gender</i>	<i>按性別組別劃分</i>			
	Male	男性	Hour 小時	0.77	—
	Female	女性	Hour 小時	0.54	—
	<i>By Professional Profile</i>	<i>按專業類別劃分</i>			
Management staff	管理層員工	Hour 小時	0.72	—	
General staff	一般員工	Hour 小時	0.68	—	
Percentage of Employees Receiving Regular Performance and Career Development Reviews	接受定期績效及職業發展檢視的員工百分比	%	79.3	91.3	
Community Investment 社區投資	Donation	捐款	HK\$ 港元	14,679,000	3,021,430

<sup>11</sup> New Hire Employees Rate (%) = New hire employees headcount in this category / total headcount in this category \* 100%.

<sup>12</sup> Employees Turnover Rate (%) = Employees turnover headcount in this category / total headcount in this category \* 100%.

<sup>13</sup> Work-related Injury (per 100 staff) = Work-related Injury headcount / total headcount \* 100.

<sup>14</sup> Percentage of Trained Employees = Employees trained headcount in this category / total headcount \* 100%.

<sup>15</sup> Ratio of male and female among employees trained: male (56%) and female (44%); Ratio of employees trained by professional profile: management staff (16%) and general staff (84%).

<sup>16</sup> Average hours of trained employees = Training hours of employees in this category / total headcount in this category.

<sup>11</sup> 員工新聘率(%) = 該類別新聘員工人數 / 該類別總員工人數 X 100%。

<sup>12</sup> 員工流失率(%) = 該類別流失員工人數 / 該類別總員工人數 X 100%。

<sup>13</sup> 工傷率(每百名員工) = 因工受傷員工人數 / 總員工人數 X 100。

<sup>14</sup> 受訓員工百分比 = 該類別受訓員工人數 / 總員工人數 X 100%。

<sup>15</sup> 受訓員工中的男女比例: 男性(56%)及女性(44%); 受訓員工中各專業類別的比例: 管理層員工(16%)及一般員工(84%)。

<sup>16</sup> 受訓員工平均時數 = 該類別員工受訓時數 / 該類別總員工人數。

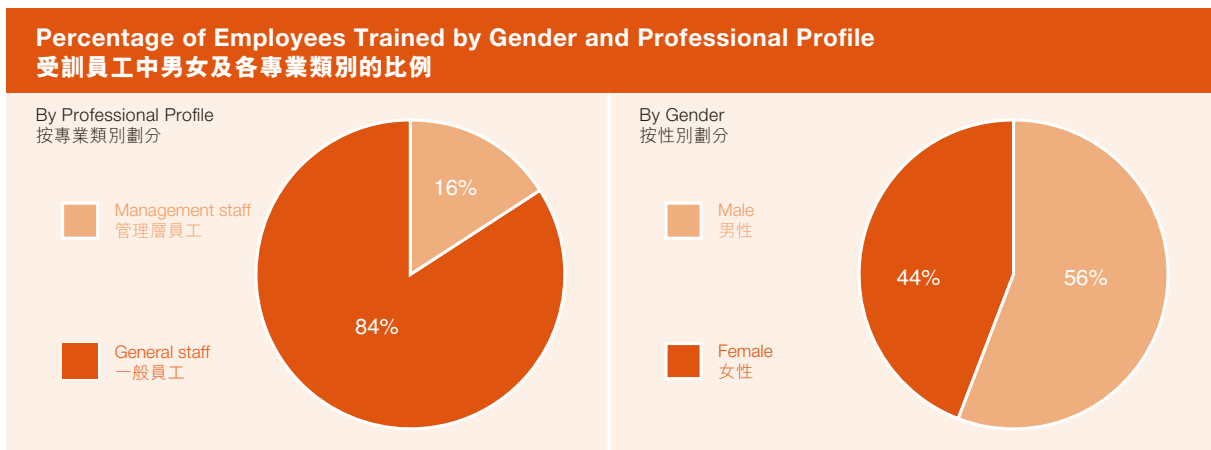
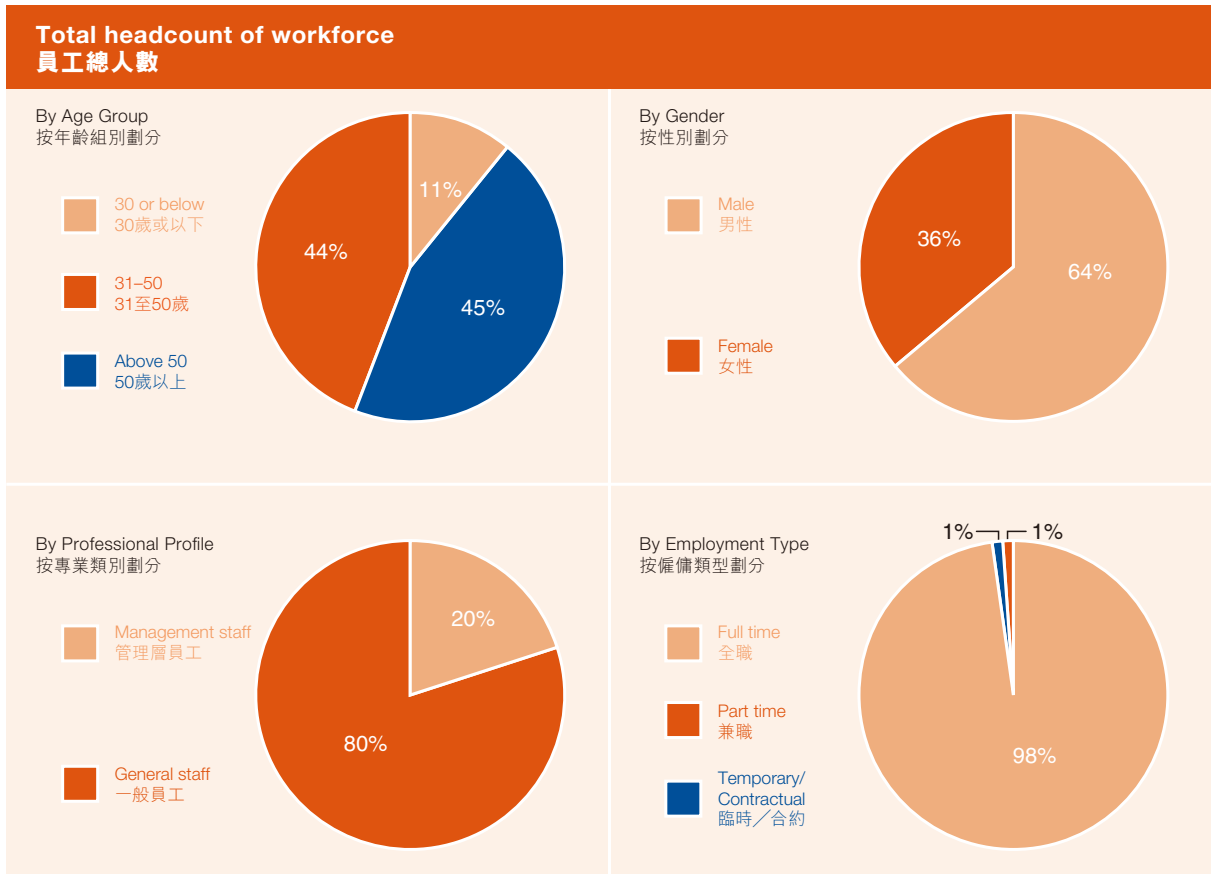


ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)  
 環境、社會及管治報告(續)

OVERVIEW OF KEY PERFORMANCE INDICATORS (continued) 關鍵績效指標總覽(續)

Social Performance (continued)

社會表現(續)



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)  
環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE  
REPORTING GUIDE CONTENT INDEX

《環境、社會及管治報告指引》報告內容索引

Subject Areas 主要範疇	Content 內容	Page Index 頁碼索引
<b>A1 Emissions</b>		
<b>A1 排放物</b>		
General Disclosure 一般披露	Information on: 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：  (a) the policies; and 政策；及  (b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料。 relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	54, 57, 71
A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	73, 76
A1.2	Greenhouse gas emissions in total and intensity. 溫室氣體總排放量及密度。	72, 76
A1.3	Total hazardous waste produced and intensity. 所產生有害廢棄物總量及密度。	The Group will collect the relevant statistical data. 本集團將統計有關數據。
A1.4	Total non-hazardous waste produced and intensity. 所產生無害廢棄物總量及密度。	The Group will collect the relevant statistical data in respect of fresh market operation. 73, 77；本集團將統計街市營運的有關數據。
A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	71-76
A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	73, 77

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)  
環境、社會及管治報告(續)

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE  
REPORTING GUIDE CONTENT INDEX (continued)**

**《環境、社會及管治報告指引》報告內  
容索引(續)**

<b>Subject Areas</b> 主要範疇	<b>Content</b> 內容	<b>Page Index</b> 頁碼索引
<b>A2 Use of Resources</b>		
<b>A2 資源使用</b>		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	54, 73
A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及/或間接能源總耗量及密度。	74, 77
A2.2	Water consumption in total and intensity. 總耗水量及密度。	75, 77
A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	74, 77
A2.4	Description of whether there is any issue in sourcing water that is fit for the purpose, water usage efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題, 以及提升用水效益計劃及所得成果。	75, 77
A2.5	Total packaging material used for finished products and with reference to per unit produced. 製成品所用包裝材料的總量及每生產單位佔量。	The Group's operation does not involve consumption of packaging material. 本集團業務並不涉及包裝材料的使用。
<b>A3 Environment and Natural Resources</b>		
<b>A3 環境及天然資源</b>		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	54, 71
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	75

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)  
環境、社會及管治報告(續)

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE  
REPORTING GUIDE CONTENT INDEX (continued)**

**《環境、社會及管治報告指引》報告內容索引(續)**

Subject Areas 主要範疇	Content 內容	Page Index 頁碼索引
<b>B1 Employment</b>		
<b>B1 僱傭</b>		
General Disclosure 一般披露	Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：	
	(a) the policies; and 政策；及	54, 57,61
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料。 relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination and other benefits and welfare.	
B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	78
B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	78, 80
<b>B2 Health and Safety</b>		
<b>B2 健康與安全</b>		
General Disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員避免職業性危害的：	
	(a) the policies; and 政策；及	54, 58, 65
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料。 relating to providing a safe working environment and protecting employees from occupational hazards.	
B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	78

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)  
環境、社會及管治報告(續)

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE  
REPORTING GUIDE CONTENT INDEX (continued)**

**《環境、社會及管治報告指引》報告內  
容索引(續)**

<b>Subject Areas</b> 主要範疇	<b>Content</b> 內容	<b>Page Index</b> 頁碼索引
B2.2	Lost days due to work injury. 因工傷損失工作日數。	65, 79
B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	65
<b>B3 Development and Training</b>		
<b>B3 發展及培訓</b>		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	54, 66-67
B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。	79-80
B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	79
<b>B4 Labour Standards</b>		
<b>B4 勞工準則</b>		
General Disclosure 一般披露	Information on: 有關防止童工或強制勞工的：	
	(a) the policies; and 政策；及	54, 57, 61, 64
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child or forced labour. 遵守對發行人有重大影響的相關法律及規例的資料。	
B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	64

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)  
環境、社會及管治報告(續)

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE  
REPORTING GUIDE CONTENT INDEX (continued)**

**《環境、社會及管治報告指引》報告內  
容索引(續)**

<b>Subject Areas</b> 主要範疇	<b>Content</b> 內容	<b>Page Index</b> 頁碼索引
<b>B5 Supply Chain Management</b>		
<b>B5 供應鏈管理</b>		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策	68
<b>B6 Product Responsibility</b>		
<b>B6 產品責任</b>		
General Disclosure 一般披露	Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：	
	(a) the policies; and 政策；及	54, 58, 69
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料。 relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	
B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	70
B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	70

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)  
環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE  
REPORTING GUIDE CONTENT INDEX (continued)

《環境、社會及管治報告指引》報告內容索引(續)

Subject Areas 主要範疇	Content 內容	Page Index 頁碼索引
<b>B7 Anti-corruption</b>		
<b>B7 反貪污</b>		
General Disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的：	
	(a) the policies; and 政策；及	54, 58, 68
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料。 relating to bribery, extortion, fraud and money laundering.	
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	57
B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	68
<b>B8 Community Investment</b>		
<b>B8 社區投資</b>		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	54, 76
B8.1	Focus areas of contribution. 專注貢獻範疇。	76
B8.2	Resources contributed to the focus area. 在專注範疇所動用資源。	76,79

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving a high standard of corporate governance within a sensible framework with a strong emphasis on transparency, accountability, integrity and independence. The Board believes that good corporate governance practices are fundamental and essential to the success of the Company and the enhancement and promotion of shareholders and other Stakeholder value.

The Company continued to take steps to apply the principles and comply with the code provisions of the Corporate Governance Code (the “CG Code”) set out in Appendix 14 to the Listing Rules during the year under review. The Board has reviewed periodically the compliance of the CG Code and is in the view that throughout the year ended 31 March 2020, the Company had complied with the code provisions of the CG Code, except for the following deviation:

Code provision A.5.1 of the CG Code provides that the nomination committee should comprise a majority of independent non-executive directors. During the year under review, the nomination committee of the Company (the “Nomination Committee”) did not have majority of independent non-executive Directors (the “INED”) which deviated from the requirement of code provision A.5.1 of the CG Code. The Company did not have immediate intention to make any change to the composition of the Nomination Committee for all members of the Nomination Committee have extensive experience in different aspects in the industry of the Group to identify and nominate right candidate to the right position to lead to the success of the Group.

### 企業管治常規

本公司致力在合理框架內，達至高水平之企業管治，重視透明度、問責性、誠信及獨立性。董事會相信，良好之企業管治常規乃本公司之基礎，對本公司之成功及提升和促進股東及其他持份者之價值至為重要。

本公司於回顧年度內繼續採取多項措施以採用上市規則附錄十四所載之《企業管治守則》(「**企業管治守則**」)之原則並遵守有關守則條文。董事會已定期審閱企業管治守則之合規情況，並認為本公司已於截至二零二零年三月三十一日止整個年度遵守企業管治守則之守則條文，惟以下偏離情況除外：

企業管治守則之守則條文第A.5.1條規定提名委員會大部分成員須為獨立非執行董事。於回顧年度內，本公司提名委員會(「**提名委員會**」)大部分成員並非獨立非執行董事(「**獨立非執行董事**」)，偏離企業管治守則之守則條文第A.5.1條之規定。本公司不擬立即對提名委員會的組成作出任何變動，乃因提名委員會的全體成員在本集團所在行業的不同方面擁有豐富經驗以提名合適人選擔任適當職位，引領本集團走向成功。



## CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

### CORPORATE GOVERNANCE PRACTICES (continued)

Immediately after the decease of Dr. Lee Peng Fei, Allen, the late INED, on 15 May 2020, who was the chairman of the Nomination Committee and a member of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company, the Board had only two INEDs, the Audit Committee had only two members and the Remuneration Committee and the Nomination Committee did not comprise majority of INEDs. The Company will make its best endeavours to appoint an INED to fill the stead of Dr. Lee so as to maintain: (i) at least three INEDs pursuant to Rule 3.10(1) of the Listing Rules; (ii) a minimum of three members in the Audit Committee pursuant to Rule 3.21 of the Listing Rules; (iii) a majority of INEDs in the Remuneration Committee pursuant to Rule 3.25 of the Listing Rules; and/or (iv) a majority of INEDs in the Nomination Committee pursuant to code provision A.5.1 of the CG Code as soon as practicable.

Details of the above deviations are set out below in the sections headed under “Audit Committee”, “Nomination Committee” and “Remuneration Committee”.

### CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers, as amended from time to time, (the “**Model Code**”) set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standards set out in the Model Code throughout the year under review.

The Company also adopted a code of conduct regarding securities transactions on no less exacting terms than the Model Code by the relevant employees of the Group who are considered likely to be in possession of unpublished price sensitive information in relation to the Company or its securities pursuant to code provision A.6.4 of the CG Code. To the best knowledge and belief of the Directors, all relevant employees have complied with the required standard of such code.

### 企業管治常規(續)

緊隨已故獨立非執行董事李鵬飛博士(彼曾為提名委員會主席以及本公司審核委員會(「**審核委員會**」)及薪酬委員會(「**薪酬委員會**」)成員)於二零二零年五月十五日與世長辭後，董事會僅有兩名獨立非執行董事，審核委員會僅有兩名成員而薪酬委員會及提名委員會並非以獨立非執行董事佔大多數。本公司將盡最大努力委任一名獨立非執行董事填補李博士之空缺，以便在切實可行情況下儘快遵守：(i)根據上市規則第3.10(1)條，至少有三名獨立非執行董事；(ii)根據上市規則第3.21條，審核委員會由至少三名成員組成；(iii)根據上市規則第3.25條，薪酬委員會以獨立非執行董事佔大多數；及／或(iv)根據企業管治守則之守則條文第A.5.1條，提名委員會以獨立非執行董事佔大多數之規定。

有關上述偏離之詳情載於下文「審核委員會」、「提名委員會」及「薪酬委員會」章節。

### 董事及有關僱員進行證券交易之守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》(經不時修訂)(「**標準守則**」)作為其本身有關董事進行證券交易之操守守則。經本公司作出具體查詢後，全體董事確認已於回顧年度內一直遵守標準守則所載之規定標準。

根據企業管治守則之守則條文第A.6.4條，本公司亦對被視為可能擁有未經發佈本公司或其證券價格敏感資料之本集團有關僱員採納一套證券交易操守守則，其條款之嚴謹程度不遜於標準守則。據董事所深知及確信，所有有關僱員均已遵守該守則的規定標準。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### DIVIDEND POLICY

The dividend policy adopted by the Company in November 2018 is intended to be prudent and sustainable, and will be evaluated from time to time. There is no assurance that dividends will be paid in any particular amount for any particular period. Subject to compliance with applicable rules and regulations, the Board may, at its discretion, determine the declaration of payment of dividend(s) to its Shareholders in any amount, frequency in any financial year depending on, among other things, the Company's operation and financial performance, liquidity condition, capital requirements, future funding needs, contractual restrictions, availability of reserves and prevailing economic climate.

### BUSINESS MODEL AND CORPORATE STRATEGY

The Group is principally engaged in the businesses of property development, property investment, management and sub-licensing of fresh markets and agricultural produce exchange markets, the production and sales of pharmaceutical, health food products and personal care products and treasury management. The Group's strategy for generating and preserving shareholder's value in the long run is to invest prudently in projects and opportunities for maximising return to the shareholders. With respect to property development, the Group actively explores opportunities and increases its land portfolio which forms the basis for generating gain in the property development. To cope with the dynamic and uncertain market conditions, the Group mainly focuses on projects with shorter development cycle in order to provide greater turnover cycle, flexibility, addition of value and reduction of business risk. On the other hand, the Group continues to maintain a balanced portfolio of property investments, regularly review its tenant mix, with an aim to maximise rental yield and secure a stable stream of income to support the recurring operations of the Group. Management and sub-licensing of fresh markets provides another stable source of income stream to the Group, the Group continues to devote resources to enhance the facilities and image of existing markets to increase rental yield. The Group continues to expand its presence in the fresh market segment in the PRC and to build a nationwide agricultural produce exchange network by leveraging its leading position in the industry, replicable business model, advanced management system and IT infrastructure and quality customer service. Our pharmaceutical and health food business focus primarily on the manufacturing, marketing and sales of the pharmaceutical and health food products in Hong Kong and the PRC. Overall, the Group adopts a proactive approach in developing its business and exploring to capture new business opportunities by cooperating with partners to adopt an 'asset light' approach.

### 股息政策

本公司於二零一八年十一月採納的股息政策以審慎及可持續為宗旨並將會不時進行評估，概不保證會就任何特定期間派付任何特定金額的股息。在遵從適用的法規及規例下，董事會可全權酌情釐定在任何財政年度向股東宣派任何金額、次數的股息，惟視乎(其中包括)本公司的營運及財務表現、流動資金狀況、資本要求、未來資金需要、合約限制、可動用儲備及現行經濟狀況。

### 經營模式及企業策略

本集團主要從事物業發展、物業投資、管理及分租街市及農產品交易市場、生產及銷售藥品、保健食品產品及個人護理產品以及財資管理。本集團將審慎投資項目及機會作為長期創造及維持股東的價值採取的策略，務求為股東帶來最大回報。就物業發展而言，本集團積極物色機會及增加土地組合，為物業發展打好基礎，有望錄得收益。為應對千變萬化及不明朗的市況，本集團主打發展週期較快的項目，以提供較快的週轉期、靈活性、增值以及減低業務風險。另一方面，本集團維持均衡的物業投資組合，定期檢討租戶組合，旨在創造最大的租金回報及獲得穩定的收入來源，支撐本集團的經常性業務。街市管理及分租為本集團的一個穩定收入來源，本集團繼續投入資源改善設施及提高現有街市的形象，從而增加租金回報。本集團繼續擴大其於中國街市分類的業務版圖及憑藉其於行業的領先地位、可複製的業務模式、完善的管理系統和資訊科技基礎設施及優質客戶服務，打造一個全國農產品交易市場網絡。藥品及保健食品業務主要專注於在香港及中國製造、營銷及銷售藥品及保健食品產品。整體而言，本集團採取主動態度發展旗下業務及通過與合作夥伴合作採納「輕資產」策略以尋求新的商機。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BUSINESS MODEL AND CORPORATE STRATEGY (continued)

In short-term, the Group continuously reviews and updates its strategies to provide better clarity on direction and business models. The Group takes active and prompt measures to meet market changes through adjustment of business strategy and control over costs. Further, the Group strives to maintain a healthy financing structure and devotes effort to securing banking facilities which is regarded as an important element for supporting continuous business development of the Group.

### THE BOARD

#### Composition

The Board currently has five Directors comprising three executive Directors and two INEDs. During the year under review and up to the date of this annual report, the Board comprises:

#### Executive Directors

Mr. Tang Ching Ho, SBS, JP (Chairman)  
Ms. Yau Yuk Yin (Deputy Chairman)  
Mr. Chan Chun Hong, Thomas (Managing Director)

#### Independent non-executive Directors

Mr. Wong Chun, Justein, BBS, MBE, JP  
Mr. Siu Kam Chau  
Dr. Lee Peng Fei, Allen, CBE, BS, FHKIE, JP  
(Passed away on 15 May 2020)

Ms. Yau Yuk Yin is the spouse of Mr. Tang Ching Ho. The biographical details of all Directors are set out on pages 45 to 47 of this annual report.

### 經營模式及企業策略(續)

短期而言，本集團會繼續檢討及更新其策略，進一步釐清方針及經營模式。本集團主動及適時採取措施應對市場變化，包括調整經營策略及控制成本。此外，本集團致力維持穩健的財務架構及爭取銀行融資，這對支持本集團的持續業務發展而言是不可或缺的。

### 董事會

#### 組成

董事會目前由五名董事組成，其成員包括三名執行董事及兩名獨立非執行董事。回顧年度內及直至本年報日期，董事會包括：

#### 執行董事

鄧清河先生，SBS，太平紳士(主席)  
游育燕女士(副主席)  
陳振康先生(董事總經理)

#### 獨立非執行董事

王津先生，BBS，MBE，太平紳士  
蕭錦秋先生  
李鵬飛博士，CBE，BS，FHKIE，太平紳士  
(於二零二零年五月十五日與世長辭)

游育燕女士為鄧清河先生之配偶。全體董事之履歷簡介載於本年報第45至47頁。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### THE BOARD (continued)

The Board possesses a mix and balance of skills and experience which are appropriate for the requirements of the business of the Company. The opinions raised by the INEDs in Board meetings facilitate the maintenance of good corporate governance practices. During the year under review, the Board has three INEDs, comprising Dr. Lee Peng Fei, Allen, Mr. Wong Chun, Justein and Mr. Siu Kam Chau, representing more than one-third of the Board, and at least one of the INEDs has the appropriate professional qualification and/or accounting and audit experience expertise as required by Rules 3.10(1) and (2) and 3.10A of the Listing Rules. A balanced composition of executive and non-executive Directors also generates a strong independent element on the Board, which allows for an independent and objective decision making process for the best interests of the Company and its shareholders. All Directors are aware of the required levels of fiduciary duties, care, skill and diligence under Rule 3.08 of the Listing Rules.

The Board deeply regrets to learn the decease of Dr. Lee Peng Fei, Allen, the late INED, on 15 May 2020 and extends its sincere appreciations to Dr. Lee for his past invaluable contributions to the success of the Company. Immediately after the decease of Dr. Lee on 15 May 2020, the Company deviated from Rule 3.10(1) of the Listing Rules which requires the Company to have at least three INEDs.

In compliance with code provision A.3.2 of the CG Code, an updated list of the Directors identifying their role and function are available on the websites of the Company ([www.wangon.com](http://www.wangon.com)) and the HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)). The Board and the Nomination Committee will review, take active steps and make its best endeavours to identify suitable candidate to fill the causal vacancy arising from the decease of Dr. Lee, so as to re-comply with Rule 3.10(1) of the Listing Rules as soon as practicable

### 董事會(續)

董事會成員具備經營本公司業務所需之各種合適技能及經驗。獨立非執行董事於董事會會議上提出之意見，有助維持良好之企業管治常規。於回顧年度內，董事會有三名獨立非執行董事，包括李鵬飛博士、王津先生及蕭錦秋先生，佔董事會成員三分之一以上，且有最少一名獨立非執行董事具備上市規則第3.10(1)及(2)條以及第3.10A條所要求之適當專業資格及／或會計及核數經驗及專長。執行董事及非執行董事之人數比例均衡分配，亦確保董事會之穩健獨立性，可就本公司及其股東之最佳利益作出獨立而客觀之決策。所有董事均知悉上市規則第3.08條規定之誠信責任、謹慎、技能及勤勉水平。

得知已故獨立非執行董事李鵬飛博士於二零二零年五月十五日與世長辭，董事會深感遺憾並對李博士過去對本公司的成功所作出的寶貴貢獻表示由衷感謝。緊隨李博士於二零二零年五月十五日與世長辭後，本公司偏離上市規則第3.10(1)條，即規定本公司須有最少三名獨立非執行董事。

為遵守企業管治守則之守則條文第A.3.2條，列明角色及職能之已更新董事名單已上載於本公司網站([www.wangon.com](http://www.wangon.com))及披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))。董事會及提名委員會將檢討、採取積極措施及盡其最大努力物色合適人選，以填補李博士與世長辭後引起的臨時空缺，從而儘快重新遵守上市規則第3.10(1)條。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### THE BOARD (continued)

#### Roles and Responsibilities of the Board and the Senior Management

The Board is accountable to Stakeholders for the activities and performance of the Group and its primary functions cover, among other things, the formulation of overall strategy, the review corporate and financial policies and the oversight of the management of the Group's business and affairs. Apart from these, the Board reserved for its consideration and decision on major acquisition and disposals, review of interim and annual financial results, appointments and removals of directors and auditor, evaluation on the performance and compensation of senior management, any material capital transactions and other significant operational and financial affairs. With a review to maintaining an appropriate balance of authority and responsibility, such functions are either carried out directly by the Board or indirectly through various committees established by the Board, with respective functions set out in their terms of reference.

The INEDs account for diverse industry expertise but are not involved in the day-to-day management of the Group. The general management and day-to-day management are delegated to the management, including but not limited to the preparation of regular financial information, execution of designated assignments, and implementation of sustainability practices.

The Directors having material interest in the matter shall abstain from voting at such Board meeting and the INEDs with no conflict of interest shall attend at such meeting to deal with the matters.

All Directors ensure that they can give sufficient attention to discharge their responsibilities to the affairs of the Company and the Directors have disclosed to the Company the identity and nature of offices held in any public organisation and other significant commitments on an annual basis.

### 董事會(續)

#### 董事會及高級管理人員之角色及責任

董事會就本集團之活動及表現向持份者負責，其主要職能為(其中包括)制訂整體策略、審閱企業及財務政策，及監督本集團之業務及事務之管理。除此之外，董事會保留下列權利：審議並對重大收購及出售事項作出決定、審閱中期及全年財務業績、委任及罷免董事及核數師、評估高級管理人員之表現及薪酬、任何重大資本交易及其他重大營運及財務事宜。為維持權力與責任間達致適當平衡，此等職能由董事會直接執行或透過董事會成立之各個委員會間接執行，而各委員會之職能載於其各自的職權範圍內。

獨立非執行董事為不同行業的專才，但不參與本集團之日常管理。一般管理及日常管理指派予管理層處理，包括但不限於編製定期財務資料、執行指定任務及實踐持續發展措施。

對擁有重大利益的事宜，相關董事須於有關董事會上放棄投票，而沒有利益衝突的獨立非執行董事則須出席該會議以處理有關事宜。

全體董事保證彼等可給予足夠重視以履行其對本公司事務之職責，董事每年向本公司披露於任何公共組織所擔任職位之身份及性質以及其他重大承擔。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### THE BOARD (continued)

#### Roles and Responsibilities of the Board and the Senior Management (continued)

During the year, regular Board meetings of the Company were held four times to review, consider and approve, among others, annual and interim results and to review the business operations, corporate governance practices and the effectiveness of internal control systems and risk management of the Group. Apart from these regular meetings, Board meetings are also held, as and when necessary, to consider major transactions. At least 14 days' notice for each regular meeting is given to all Directors. All such minutes are kept by the company secretary of the Company and are open for inspection at any reasonable time on reasonable notice by any Director. Apart from the regular Board meetings and pursuant to code provision A.2.7 of the CG Code, the chairman also met with the INEDs without the presence of executive Directors during the year.

#### Chairman and Managing Director

The roles of the chairman of the Company and the managing Director held by Mr. Tang Ching Ho and Mr. Chan Chun Hong, Thomas, respectively, are separate to reinforce their respective independence and accountability. Their respective responsibilities were clearly segregated and defined in writing by the Board, the chairman of the Company is primarily responsible for the overall strategic planning, management and leadership of the Board and ensuring all Directors receive accurate and timely information, while the functions of a managing Director is responsible for the day-to-day business management and implementation of the business strategies adopted by the Board.

### 董事會(續)

#### 董事會及高級管理人員之角色及責任(續)

於年內，本公司董事會舉行四次例會，以審閱、考慮及批准(其中包括)年度及中期業績，以及檢討本集團之業務運作、企業管治常規及內部監控制度之成效及風險管理。除此等例會外，董事會亦於有需要時就考慮主要交易召開董事會會議。每次舉行例會前，全體董事均會於至少十四日前獲發通知。所有有關會議記錄均由本公司之公司秘書保管，可供任何董事在發出合理通知後於任何合理時間查閱。除定期舉行董事會會議外，主席於年內亦已在執行董事缺席下與獨立非執行董事會面。

#### 主席及董事總經理

本公司主席及董事總經理分別由鄧清河先生及陳振康先生擔任，以加強彼此之獨立及問責性。彼等之職責已由董事會清楚區分，並以書面列明。本公司之主席主要負責整體策略規劃、管理及領導董事會並確保所有董事及時取得準確之資料；而董事總經理之職能則為負責管理日常業務及執行董事會採納之業務策略。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### THE BOARD (continued)

#### Appointment and Re-election of the Directors

All INEDs are appointed with specific term set out under respective letters of appointment and all of them are subject to retirement by rotation and, being eligible, offer themselves for re-election at the annual general meetings in accordance with the Bye-laws of the Company (the “Bye-law(s)”). All INEDs are appointed for a term of not more than three years. Pursuant to code provision A.4.2 of the CG Code and the Bye-law 87 of the Bye-laws, 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) are required to retire from office by rotation, provided that every Director, including those appointed for a specific term, is subject to retirement by rotation at least once every three years, and shall be eligible for re-election at each annual general meeting. In addition, the Directors who are appointed by the Board to fill casual vacancies or as an addition to the existing Board are subject to re-election at the first general meeting of the Company after his/her appointment.

#### Independence of INEDs

The INEDs are required to confirm their independence upon their appointment and on an annual basis. The Company has received from each of the existing INEDs, comprising Mr. Wong Chun, Justein and Mr. Siu Kam Chau, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules for the year ended 31 March 2020. The INEDs would not participate in the Group’s daily operation and they would abstain from voting on any resolution(s) in which he had any interest. Therefore, the Company continues to consider all the existing INEDs to be independent for the year ended 31 March 2020 and up to the date of this annual report.

### 董事會(續)

#### 委任及重選董事

根據本公司之公司細則(「**公司細則**」)，全體獨立非執行董事均以各自委任書載列之特定任期獲委任，且全體董事均須於股東週年大會上輪席退任及合資格膺選連任。所有獨立非執行董事獲委任之任期不得超過三年。根據企業管治守則之守則條文第A.4.2條及公司細則第87條，當時的三分之一董事(倘人數並非三的倍數，則為最接近但不少於三分之一的人數)須輪席退任，惟每名董事(包括以特定任期獲委任之董事)應至少每三年一次輪席退任，並合資格於各屆股東週年大會上膺選連任。此外，獲董事會委任以填補臨時空缺或增加現有董事會成員的董事，須於獲委任後的本公司首次股東大會上重選。

#### 獨立非執行董事的獨立性

獨立非執行董事須在彼等獲委任時及其後每年確認彼等的獨立性。截至二零二零年三月三十一日止年度，本公司已接獲各現有獨立非執行董事(包括王津先生及蕭錦秋先生)根據上市規則第3.13條就其獨立身份而發出之年度確認書。獨立非執行董事將不會參與本集團日常運作，且彼等在任何決議案中擁有任何權益時將會放棄投票。因此，本公司繼續認為於截至二零二零年三月三十一日止年度及直至本年報日期，所有現有獨立非執行董事均屬獨立人士。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### THE BOARD (continued)

#### Corporate Governance

The Board has undertaken the responsibility for performing the corporate governance duties pursuant to code provision D.3.2 of the CG Code and is committed to ensuring that an effective governance structure is in place to continuously review, monitor and improve the corporate governance practices within the Group with regard to the prevailing legal and regulatory requirements.

The Board has adopted a Board diversity policy (the “**Diversity Policy**”) stipulating the composition of the Board, reviewing the policies and measures on the Group’s corporate governance, reviewing a code of conduct applicable to the Directors and employees, monitoring the Company’s legal and regulatory compliance, training and continuing professional development of Directors and reviewing the Company’s compliance with the CG Code and the disclosure in this report.

This corporate governance report has been reviewed by the Board in discharge of its corporate governance function.

#### Board Diversity

The Company notes increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives, sustainable and balanced development. In June 2013, the Company adopted the Diversity Policy which sets out the approach to diversify the Board. The Nomination Committee reviews and assesses Board composition on behalf of the Board periodically and will recommend the appointment of new Director, when necessary, pursuant to the Diversity Policy.

In designing the Board’s composition, the Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service. The Nomination Committee will also consider factors based on the Company’s business model, specific needs and meritocracy from time to time in determining the optimum composition of the Board.

### 董事會(續)

#### 企業管治職能

董事會承諾根據企業管治守則之守則條文D.3.2條履行企業管治職責，並致力確保實行有效的管治架構，以因應現行法律及監管要求，持續檢討、監察及改善本集團內的企業管治常規。

董事會已採納制定董事會組成之董事會成員多元化政策(「**多元化政策**」)、檢討本集團企業管治的各種政策及措施、審查董事及僱員適用的行為守則、監察本公司的法律和監管合規情況、董事的培訓和持續專業發展情況，以及審閱本公司遵守企業管治守則的情況及本報告內的披露情況。

本企業管治報告已由董事會審閱，以履行其企業管治功能。

#### 董事會成員多元化

本公司視董事會層面日益多元化為支持其達致策略目標及可持續均衡發展的關鍵元素。於二零一三年六月，本公司採納多元化政策，其中載列達致董事會成員多元化的措施。提名委員會代表董事會定期審核及評估董事會之組成，並在必要時根據多元化政策就委任新董事提供推薦意見。

本公司在設定董事會之組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。在釐定董事會的最佳組成時，提名委員會亦會根據本公司之業務模式、具體需求及任人唯賢原則不時考慮各項因素。



# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### THE BOARD (continued)

#### Board Diversity (continued)

During the year under review, the Board comprises six Directors, including three executive Directors and three INEDs, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of professional experience, skills and knowledge.

The Board and the Nomination Committee will make its best endeavours to fill the casual vacancy arising from the decease of Dr. Lee. Save for this, having reviewed the Diversity Policy, the Nomination Committee is satisfied that the requirements set out in the Diversity Policy had been met and appropriate to the Group.

#### Continuous Professional Development

All Directors are encouraged to participate in continuous professional development so as to develop and refresh Directors' knowledge and skills and to ensure that their contribution to the Board remains informed and relevant. The company secretary of the Company regularly circulates training materials, briefings or reading materials to all Directors in respect of the updates on, among other things, the Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") or other useful guidelines, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance") and financial or accounting standards which may be of the interest to the Directors.

In addition, the company secretary of the Company also provides and circulates to the Directors with monthly and regular updates relating to the Group's business, financial position and business environment, in which the Group operates. During the year, all existing Directors have complied with the code provisions in relation to continuous professional development. Apart from reading materials relevant to the Company's business, updated rules and regulation and other director's duties and responsibilities by all Directors, the Directors also enhanced their professional development by way of attending seminars and/or forums.

### 董事會(續)

#### 董事會成員多元化(續)

於回顧年度內，董事會由六名董事組成，包括三名執行董事及三名獨立非執行董事，有助嚴格檢討及監控管理程序。不論在專業經驗、技能及知識方面，董事會亦由相當多元化的成員組成。

董事會及提名委員會將盡最大努力填補因李博士與世長辭而產生的臨時空缺。除此以外，經審查多元化政策後，提名委員會信納多元化政策載述之各項規定均已達致且適用於本集團。

#### 持續專業發展

本公司鼓勵所有董事參與持續專業發展，以發展及更新彼等的知識及技能，以確保彼等繼續在具備全面資訊及切合所需的情況下為董事會作出貢獻。本公司之公司秘書定期向全體董事傳閱董事或會感興趣的培訓資料、簡報或閱讀材料，內容有關(其中包括)上市規則、香港法例第571章證券及期貨條例(「**證券及期貨條例**」)或其他有用指引，香港法例第622章公司條例(「**公司條例**」)以及財務或會計準則的最新資訊。

此外，本公司之公司秘書亦會每月及定期向董事提供及傳閱最新資訊，內容有關本集團業務、財務狀況及本集團營商環境。年內，全體現有董事均已遵守有關持續專業發展之守則條文。全體董事除閱讀有關本公司業務、最新規則和法例及其他董事職務及責任之資料外，董事亦透過出席研討會及／或講座加強彼等專業發展。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### THE BOARD (continued)

#### Continuous Professional Development (continued)

The company secretary of the Company continuously updates Directors constantly on the latest developments regarding the Group's business, the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

During the year, all existing Directors have provided to the Company with their training records on a regular basis, and such records have been maintained by the company secretary of the Company for accurate and comprehensive record keeping.

#### Liability Insurance for the Directors

The Company has arranged for appropriate directors and officers liability insurance to indemnify its Directors against liabilities arising out of legal action on corporate activities. Such insurance coverage is reviewed and renewed with consultant advice on an annual basis.

### BOARD COMMITTEES

The Board has established various committees, including the executive committee (the “**Executive Committee**”), the Audit Committee, the Remuneration Committee, the Nomination Committee and the investment committee (the “**Investment Committee**”), each of which has specific written terms of reference that will be reviewed and updated, where necessary. Minutes of all meetings and resolutions of the committees are kept by the company secretary of the Company and open for inspection at any reasonable time on reasonable notice by any Director. Each committee is required to report to the Board on its decision and recommendations, where appropriate.

### 董事會(續)

#### 持續專業發展(續)

本公司之公司秘書就本集團業務、上市規則及其他適用監管規定之最新進展，不斷向董事提供最新資訊，確保遵守良好企業管治常規及提升董事在此方面的意識。

年內，全體現有董事已定期向本公司提供培訓記錄，而有關記錄會由本公司之公司秘書保存，藉以保留準確及完備的培訓記錄。

#### 董事之責任保險

本公司已為董事及高級人員安排合適的責任保險，以彌償其董事因企業活動的法律訴訟承擔的責任。該等保險覆蓋的保障根據顧問意見按年檢討及重續。

#### 董事委員會

董事會已成立各個委員會，包括常務委員會(「**常務委員會**」)、審核委員會、薪酬委員會、提名委員會及投資委員會(「**投資委員會**」)，並分別以書面具體列明其職權範圍，且該等職權範圍在有需要情況下將予以檢討及更新。各委員會之所有會議記錄及決議案均由本公司之公司秘書保存，並於任何董事給予合理通知下於任何合理時間內可供查閱。各委員會須向董事會匯報其決定及作出建議(倘適合)。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Executive Committee

The Executive Committee has been established since 2005 with specific terms of reference with authority delegated by the Board. Its primary function is to undertake general management and supervise the day-to-day management, performance and operations in accordance with the business strategy of the Group. It exercises leadership, develops and keeps under review strategy and business development initiatives of the Group and monitors their implementation. Currently, the Executive Committee comprises three members, namely Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas and Mr. Tang Ching Ho takes the chair of the Executive Committee.

#### Audit Committee

The Audit Committee has been established since December 1999 with specific written terms of reference stipulating its authorities and duties in compliance with Rule 3.21 of the Listing Rules, which are available on the websites of the Company ([www.wangon.com](http://www.wangon.com)) and HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)).

In accordance with Rule 3.21 of the Listing Rules, a listed issuer must establish an audit committee comprising a minimum of three members. During the year under review, the Audit Committee comprises three INEDs, namely, Mr. Siu Kam Chau, Dr. Lee Peng Fei, Allen and Mr. Wong Chun, Justein, which is chaired by Mr. Siu Kam Chau. After the decease of Dr. Lee, the late INED, on 15 May 2020, the Company deviated from Rule 3.21 of the Listing Rules. The Nomination Committee and the Board will make their best endeavours to appoint an INED to fill the vacancy, so as to re-comply with Rule 3.21 of the Listing Rules as soon as practicable.

### 董事委員會(續)

#### 常務委員會

常務委員會自二零零五年成立，並訂立具體職權範圍，載列董事會之授權。其主要職能為負責整體管理，並根據本集團業務策略監控日常管理、業績表現及業務營運。其負責領導、訂立及審閱本集團之策略及業務發展舉措，及監督其執行情況。目前，常務委員會由三位成員組成，即鄧清河先生、游育燕女士及陳振康先生，而鄧清河先生為常務委員會主席。

#### 審核委員會

本公司已遵守上市規則第3.21條之規定，自一九九九年十二月起成立審核委員會，並訂立具體書面職權範圍規定其職權及職責，文件可於本公司網站([www.wangon.com](http://www.wangon.com))及披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))閱覽。

根據上市規則第3.21條，上市發行人須設立由至少三名成員組成的審核委員會。於回顧年度內，審核委員會由三名獨立非執行董事(即蕭錦秋先生、李鵬飛博士及王津先生)組成，而蕭錦秋先生為審核委員會主席。在已故獨立非執行董事李博士於二零二零年五月十五日與世長辭後，本公司偏離上市規則第3.21條。提名委員會及董事會將盡其最大努力委任獨立非執行董事填補空缺，從而儘快重新遵守上市規則第3.21條。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Audit Committee (continued)

The functions of the Audit Committee is, among others, to assist the Board to review the financial reporting independently, including interim and final results, to supervise over the Group's internal controls, risk management and to monitor the internal and external audit functions, the appointment, reappointment and removal of auditors and to make relevant recommendations to the Board to ensure effective and efficient operation and reliable reporting. The functions of the Audit Committee will be reviewed regularly by the Board and amended from time to time, as and when appropriate, in order to be in compliance with the code provision of the CG Code (as amended from time to time) so as to ensure that the management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff to implement the Group's accounting and financial reporting function.

The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

During the year under review, the Audit Committee members met twice with the Group's senior management and the external auditor. During the year and up to the date of this annual report, the Audit Committee met to discuss and review the following matters:

- (a) the annual results for the years ended 31 March 2019 and 2020 and the interim results for the six-month ended 30 September 2019 to ensure the full, complete and accurate disclosure in the aforesaid financial statements pursuant to the accounting standards and other legal requirement for presenting the same to the Board for approval;
- (b) the term and remuneration for the appointment of Ernst & Young as external auditor to audit and report on the consolidated financial statement of the Group for the year ended 31 March 2020 and perform agreed upon procedures on the interim results for the six-month ended 30 September 2019;

### 董事委員會(續)

#### 審核委員會(續)

審核委員會之職能旨在(其中包括)協助董事會獨立檢討財務匯報(包括中期及全年業績),監察本集團之內部監控、風險管理,並監控內部及外部審計職能、委任、續聘及撤換核數師,以及向董事會作出相關推薦建議,藉以確保切實高效之業務營運及可靠之匯報。審核委員會之職能將由董事會定期檢討,並不時作出適當修訂,以遵從企業管治守則之守則條文(經不時修訂),確保管理層履行其職責,維持有效之內部監控制度,包括充足之資源以及擁有具資歷及經驗之人員以落實本集團之會計及財務匯報功能。

審核委員會獲提供充足資源以履行其職責,並按本公司政策在認為有需要時諮詢獨立專業意見。

於回顧年度內,審核委員會成員與本集團高級管理層及外聘核數師舉行兩次會議。於本年度及直至本年報日期,審核委員會曾會面以討論及審閱下列事宜:

- (a) 截至二零一九年及二零二零年三月三十一日止年度之全年業績以及截至二零一九年九月三十日止六個月之中期業績,以確保上述根據會計準則及其他法律規定編製並呈列董事會以供批准之財務報表作出全面、完整及準確的披露;
- (b) 委任安永會計師事務所為外聘核數師之條款及薪酬,以就本集團截至二零二零年三月三十一日止年度之綜合財務報表進行審核及報告,及對截至二零一九年九月三十日止六個月之中期業績執行經協定程序;

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

#### BOARD COMMITTEES (continued)

##### Audit Committee (continued)

- (c) the term and remuneration for the appointment of external auditor to perform non-audit services and other special corporate projects and review the overall significant control system;
- (d) the independence of the external auditor especially for those non-audit services;
- (e) the overall effectiveness of internal control and risk management systems; and
- (f) the adequacy of resources, qualifications and experience of staff, the accounting and financial reporting matters and their training programmes and budget.

The Audit Committee is satisfied with, *inter alia*, the audit fees, effectiveness of the audit process, independence and objectivity of Ernst & Young and has recommended the Board for the re-appointment of Ernst & Young as the Company's external auditor for the ensuing year at the forthcoming annual general meeting of the Company.

#### 董事委員會(續)

##### 審核委員會(續)

- (c) 委聘外部核數師履行非核數服務及其他特別企業項目及檢視整體重大監控系統的條款及薪酬；
- (d) 外聘核數師之獨立性，尤其就非核數服務而言；
- (e) 內部監控及風險管理系統之整體成效；及
- (f) 資源、員工資歷及經驗是否充足，會計及財務報告事宜，以及彼等之培訓課程及預算。

審核委員會信納(其中包括)安永會計師事務所之審核費用、審核程序之有效性、獨立性及客觀性，並於本公司應屆股東週年大會上向董事會推薦建議續聘安永會計師事務所為本公司來年之外聘核數師。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Remuneration Committee

The Board has established the Remuneration Committee since September 2005 with specific written terms of reference, as revised from time to time, stipulating its authorities and duties, which are available on the websites of the Company ([www.wangon.com](http://www.wangon.com)) and the HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)).

In accordance with Rule 3.25 of the Listing Rules, a listed issuer must establish a remuneration committee comprising a majority of independent non-executive directors. During the year under review, the Remuneration Committee comprised three INEDs, namely Mr. Wong Chun, Justein, Dr. Lee Peng Fei, Allen and Mr. Siu Kam Chau, and two executive Directors, namely Mr. Tang Ching Ho and Ms. Yau Yuk Yin. The Remuneration Committee was chaired by Mr. Wong Chun, Justein. After the decease of Dr. Lee, the late INED, on 15 May 2020, the Company deviated from Rule 3.25 of the Listing Rules. The Nomination Committee and the Board will make their best endeavours to appoint an INED to fill the vacancy, so as to re-comply with the Listing Rules.

The Remuneration Committee has been provided with sufficient resources to discharge its duties and has access to independent professional advice in accordance with the Company's policy and its terms of reference, if considered necessary.

### 董事委員會(續)

#### 薪酬委員會

董事會自二零零五年九月起成立薪酬委員會，並訂立具體書面職權範圍(經不時修訂)，規定其職權及職責，文件可於本公司網站([www.wangon.com](http://www.wangon.com))及披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))閱覽。

根據上市規則第3.25條，上市發行人須設立大部分成員為獨立非執行董事的薪酬委員會。於回顧年度內，薪酬委員會由三名獨立非執行董事(即王津先生、李鵬飛博士及蕭錦秋先生)及兩名執行董事(即鄧清河先生及游育燕女士)組成。薪酬委員會主席為王津先生。在已故獨立非執行董事李博士於二零二零年五月十五日與世長辭後，本公司偏離上市規則第3.25條。提名委員會及董事會將盡其最大努力委任獨立非執行董事填補空缺，從而儘快重新遵守上市規則。

薪酬委員會已獲提供充足資源以履行其職責，並已按本公司政策及其職權範圍在認為有需要時諮詢獨立專業意見。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Remuneration Committee (continued)

The roles and functions of the Remuneration Committee are as follows:

- (a) to make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing a remuneration policy on the basis of basic salary and allowances, discretionary bonus and share options;
- (b) to review and approve the senior management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including, but not limited to, benefits in kind, pension rights and compensation payments for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the Directors' fee of the INEDs with reference to the range of remuneration of other non-executive directors in the similar industry and allow any out-of-pocket expenses incurred in connection with the performance of their duties;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; and
- (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate.

### 董事委員會(續)

#### 薪酬委員會(續)

薪酬委員會之角色及職能如下：

- (a) 根據基本薪金及津貼、酌情花紅及購股權，就本公司全體董事與高級管理人員之薪酬政策及架構，以及就制定薪酬政策建立正式及具透明度的程序，向董事會提供推薦建議；
- (b) 參考董事會之企業目標及目的，審閱及批准高級管理層之薪酬建議；
- (c) 就個別執行董事及高級管理人員之薪酬待遇(包括但不限於)實物利益、退休金權利及離職或終止職務或委任賠償付款，向董事會提供推薦建議；
- (d) 經參考同類行業其他非執行董事之薪酬範圍，就獨立非執行董事之董事袍金向董事會提出建議，並考慮其在履行職責時所產生之自付費用；
- (e) 考慮可資比較公司支付的薪酬、須付出的時間及職責，以及本集團內其他職位的聘用條件；
- (f) 檢討及批准向執行董事及高級管理人員就其離職或終止職務或委任而須支付之賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平及不致過多；及
- (g) 省覽並批准因行為失當而解僱或罷免董事所涉及的補償安排，以確保補償與合約條款一致，且屬合理及適宜。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Remuneration Committee (continued)

During the year under review, the Remuneration Committee held one meeting, in which it reviewed the existing remuneration policies of the Directors and senior management by reference with the market research and current market situation, communicated with the chairman and recommended amendments to the existing remuneration policies and performance-based bonus and approved the remuneration package and performance-based bonus paid to the other Directors and senior management of the Company. No Director took part in any discussion or determination about his/her own remuneration.

The Remuneration Committee has discharged or will continue to discharge its major roles to, among other things, approve the terms of the service agreements of the Directors and the senior management of the Company, make recommendations with respect to the remuneration and policies of the Directors and senior management of the Company and to review the remuneration package and recommend salaries, bonuses, including the incentive awards for Directors and senior management of the Company.

Details of the Directors' remuneration are set out in note 8 to the consolidated financial statements. In addition, pursuant to the code provision B.1.5 of the CG Code, the annual remuneration of other members of the senior management by bands for the year ended 31 March 2020 is set out below:

### 董事委員會(續)

#### 薪酬委員會(續)

於回顧年度內，薪酬委員會已舉行一次會議。薪酬委員會經參考市場研究及現行市況後審閱董事及高級管理層之現有薪酬政策，並與主席溝通，就現有薪酬政策及以表現為基礎的花紅作出建議修訂，以及批准向其他董事及本公司高級管理層支付的薪酬待遇及以表現為基礎的花紅。概無董事就其本身的薪酬參與討論或作出決定。

薪酬委員會已履行或將繼續履行其主要職務，其中包括批准董事及本公司高級管理層之服務協議之條款、就董事及本公司高級管理層之薪酬及政策作出推薦建議、審閱薪酬待遇以及建議有關董事及本公司高級管理層之薪金及花紅(包括獎勵)。

董事薪酬之詳情載於綜合財務報表附註8。此外，根據企業管治守則之守則條文第B.1.5條，截至二零二零年三月三十一日止年度高級管理層其他成員的年度薪酬按薪酬等級載列如下：

Remuneration to the senior management by bands	高級管理層之薪酬範圍	Number of individual 人數
Below HK\$1,500,000	1,500,000港元以下	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	0
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1
Over HK\$3,000,000	3,000,000港元以上	1



# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Nomination Committee

The Nomination Committee has been established since September 2005 with specific written terms of reference, as revised from time to time, stipulating its authorities and duties, which are available on the websites of the Company ([www.wangon.com](http://www.wangon.com)) and the HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)).

Code provision A.5.1 of the CG Code provides that the nomination committee should comprise a majority of independent non-executive directors. During the year under review, the Nomination Committee comprised three INEDs, namely Dr. Lee Peng Fei, Allen, Mr. Wong Chun, Justin and Mr. Siu Kam Chau, and three executive Directors, namely Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas, which was chaired by Dr. Lee Peng Fei, Allen. The Nomination Committee did not comprise majority of INEDs and deviated from the requirement of code provision A.5.1 of the CG Code during the year. After the decease of Dr. Lee, the late INED, on 15 May 2020, the Nomination Committee currently has only two INEDs. The Nomination Committee and the Board are identifying a suitable candidate to fill the vacancy(ies).

Coupled with the recent change in composition of the Nomination Committee, the Board is reviewing and monitoring such deviation to ensure the maximisation of the benefit of the Stakeholders of the Company, though the remaining members of the Nomination Committee have extensive experience in different aspects in the industry of the Group to make a right recommendation and nominate right candidate to the right position to lead to the success of the Group.

### 董事委員會(續)

#### 提名委員會

提名委員會自二零零五年九月起成立，並訂立具體書面職權範圍(經不時修訂)，列明其權限及職責，文件可於本公司網站([www.wangon.com](http://www.wangon.com))及披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))閱覽。

企業管治守則之守則條文第A.5.1條規定提名委員會大部分成員須為獨立非執行董事。於回顧年度內，提名委員會由三名獨立非執行董事(即李鵬飛博士、王津先生及蕭錦秋先生)及三名執行董事(即鄧清河先生、游育燕女士及陳振康先生)組成。提名委員會主席為李鵬飛博士。提名委員會於年內並非大部分成員為獨立非執行董事及偏離企業管治守則之守則條文第A.5.1條的規定。在已故獨立非執行董事李博士於二零二零年五月十五日與世長辭後，提名委員會現時僅有兩名獨立非執行董事。提名委員會及董事會正在物色合適人選以填補空缺。

加上提名委員會的組成近期發生了變動，因此，儘管提名委員會的餘下成員在本集團所在行業的不同方面擁有豐富經驗，能夠做出正確的推薦建議及提名合適人選擔任正確職位，從而引領本集團走向成功，惟董事會正在檢討及監察有關偏離，以確保最大限度地達致本公司持份者的利益。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Nomination Committee (continued)

The Nomination Committee is responsible for the identification and evaluation of candidates for appointment or re-appointment as a Director and senior management. The Board has formalised its existing practices into a nomination policy and adopted in October 2018. The nomination policy stipulated the key nomination criteria and procedures for identifying and nominating suitably qualified candidates to join the Board. The selection criteria specified in the nomination policy include:

#### 1. Selection Criteria

- in assessing the suitability of a proposed candidate, the Nomination Committee will consider the factors (as reference), including reputation, integrity, accomplishment and relevant experience in relation to the principal businesses of the Company from time to time, commitment in respect of available time and relevant interest, diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate;
- retiring Directors are eligible for nomination by the Board to stand for re-election at a general meeting. For those who have served as INEDs for a period of nine consecutive years standing for re-election, the Nomination Committee will consider the independence of such Director for nomination by the Board to stand for election at a general meeting and state the reason in the circular to the Shareholders for the re-election;

### 董事委員會(續)

#### 提名委員會(續)

提名委員會負責識別及評估獲委任或續任為董事及高級管理層的人選。董事會已將其現有做法納入提名政策並於二零一八年十月採納。提名政策制定識別及提名適當符合資格的候選人以加入董事會的關鍵提名標準及程序。提名政策所訂明的甄選標準包括：

#### 1. 甄選標準

- 於評估擬議候選人是否適當時，提名委員會將考慮的因素(作為參考)包括聲譽、誠信、成就及與本公司不時之主要業務有關的經驗、可投入時間及相關利益之承諾、各方面的多樣性，包括但不限於性別、年齡(18歲或以上)、文化和教育背景、種族、專業經驗、技能、知識和服務任期。該等因素僅供參考，並非詳盡無遺及具有決定性。提名委員會於認為適當時有權酌情提名任何人士；
- 退任董事有資格獲董事會提名於股東大會上膺選連任。就已連續九年擔任獨立非執行董事的膺選連任董事而言，提名委員會將考慮該董事的獨立性，以供董事會於股東大會提名選舉，並於致股東之通函中就重選陳述理由；

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Nomination Committee (continued)

##### 1. Selection Criteria (continued)

- candidate(s) will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as Director(s) and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as Director(s); and
- the Nomination Committee may request candidate(s) to provide additional information and documents, if considered necessary.

##### 2. Nomination Procedures

- the secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidate(s) from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidate(s) who are not nominated by Board members;
- for filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidate(s) to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation;
- until the issue of the circular to be sent to the Shareholders, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting;

### 董事委員會(續)

#### 提名委員會(續)

##### 1. 甄選標準(續)

- 候選人須以訂明格式提交必要的個人資料，連同同意獲委任為董事以及就或有其選舉為董事的個人資料於任何文件或相關網站公開披露的書面同意書；及
- 倘屬必要，提名委員會可要求候選人提供額外資料及文件。

##### 2. 提名程序

- 提名委員會秘書須召開提名委員會會議，並向董事會成員詢問候選人提名(如有)以供提名委員會於其會議前審議。提名委員會亦可提呈並非由董事會成員提名的候選人；
- 為填補臨時空缺，提名委員會須作出推薦建議供董事會考慮及批准。就建議候選人於股東大會上參選而言，提名委員會須向董事會提名供其考慮及作出推薦建議；
- 於寄發予股東的通函發出前，獲提名之人士不得假設彼等已獲董事會建議於股東大會上參選；

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Nomination Committee (continued)

##### 2. Nomination Procedures (continued)

- in order to provide information of the candidate(s) nominated by the Board to stand for election at a general meeting, and to invite nominations from the Shareholders, a circular will be sent to the Shareholders. The circular will set out the lodgment period for the Shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidate(s) will be included in the circular to the Shareholders;
- the Shareholder can serve a notice to the company secretary within the lodgement period of its intention to propose a resolution to elect a certain person as Director, without the Board's recommendation or the Nomination Committee's nomination, other than those candidate(s) set out in the circular to be sent to the Shareholders. The particulars of the candidate(s) so proposed will be sent to all Shareholders for information by a supplementary circular;
- a candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the company secretary;
- the Board shall have the final decision on all matters relating to its recommendation of candidate(s) to stand for election at any general meeting; and
- as there may be more candidate(s) than the vacancies available, and the "gross-vote" method will be used to determine who shall be elected as Director, the resolutions proposed for the candidate(s) by the Shareholders shall therefore take the same form as the resolutions proposed for the candidate(s) recommended by the Board.

### 董事委員會(續)

#### 提名委員會(續)

##### 2. 提名程序(續)

- 為提供獲董事會提名於股東大會上參選之候選人資料，以及詢問股東提名，本公司將向股東寄發通函。該通函將載列股東提名的遞交期限。根據適用法律、規則及法規規定提供之建議候選人姓名、簡歷(包括資格及相關經驗)、獨立性、建議薪酬及任何其他資料將載入提供予股東的通函；
- 股東可於遞交期限內向公司秘書寄送通知，表達其有意在並非由董事會建議或提名委員會提名的情況下提呈決議案，以推選除提供予股東的通函已載列之該等候選人外的一名特定人士為董事。以此方式獲提名之候選人的詳情將透過向全體股東寄發補充通函之方式供其參考；
- 候選人可於股東大會前任何時間透過向公司秘書寄送書面通知的方式放棄其候選資格；
- 董事會應就其推薦建議之候選人於任何股東大會上參選的所有事宜擁有最終決定權；及
- 由於候選人人數可能超過空缺位置，則將會使用「總額投票」方法以決定獲選為董事的候選人，因此，股東提呈決議案應採用與董事會就推薦人選所提呈決議案的相同形式。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Nomination Committee (continued)

In respect of the Diversity Policy, the Board is cognisant of the benefits of diversity and the Nomination Committee monitors implementation of this policy as part of the process of selecting and nominating candidates for appointment to the Board. Candidates are considered against the broad and diverse range of aspects specified in the nomination policy, which among other aspects also include gender, ethnicity and cultural background.

The role and function of the Nomination Committee are as follows:

- (a) to review and evaluate the structure, size and composition (including diversity, skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (c) to assess the independence of INEDs;
- (d) to monitor the continuous professional development of the Directors;
- (e) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the Managing Director;

### 董事委員會(續)

#### 提名委員會(續)

就多元化政策而言，董事會意識到多元化的益處，提名委員會監察該政策的執行，作為向董事會挑選及提名董事候選人過程的一部分。將從提名政策所訂明的廣泛及多元化範疇對候選人進行考量，當中亦包括性別、種族及文化背景。

提名委員會之職責及職能如下：

- (a) 每年至少一次檢討並評估董事會之架構、規模及組成(包括多元化、技能、知識及經驗)，並就董事會任何建議變更以配合本公司企業策略向董事會提供推薦建議；
- (b) 物色合適的合資格人選成為董事會成員，及選舉獲提名人士出任董事職務或就此向董事會提供推薦建議；
- (c) 評定獨立非執行董事之獨立性；
- (d) 監督董事之持續專業發展；
- (e) 就委任或續聘董事以及董事(尤其是主席及董事總經理)繼任安排向董事會提供推薦建議；

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Nomination Committee (continued)

- (f) where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- the process used for identifying the individual why the board believes the individual should be elected and the reasons why it considers the individual to be independent;
  - if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the Board;
  - the perspectives, skills and experience that the individual can bring to the Board; and
  - how the individual contributes to diversity of the Board; and
- (g) the chairman or another member of the committee shall attend the Company's annual general meetings and be prepared to respond to questions raised by shareholders on the committee's activities and responsibilities.

The Nomination Committee has been provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Diversity Policy and its terms of reference, if considered necessary.

### 董事委員會(續)

#### 提名委員會(續)

- (f) 倘董事會於股東大會提呈決議案以委任個別人士為獨立非執行董事，其應於寄發予股東的通函及／或相關股東大會通告隨附之說明函件中，闡述：
- 列明用以物色該名人士的流程；董事會認為應選任該名人士的理由以及彼等認為該名人士屬獨立人士的原因；
  - 如果候任獨立非執行董事將出任第七家(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
  - 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
  - 該名人士如何促進董事會成員多元化；及
- (g) 主席或委員會另一成員須出席本公司股東週年大會，並作萬全準備以回應股東就委員會的活動及職責提出的問題。

提名委員會已獲提供充足資源以履行其職責，如認為有需要，亦已根據多元化政策及其職權範圍索取獨立專業意見。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES (continued)

#### Nomination Committee (continued)

During the year under review, the Nomination Committee held one meeting, in which it determined the criteria and procedures for retirement by rotation and recommended to the Board for re-appointment of Ms. Yau Yuk Yin and Mr. Wong Chun, Justein at the forthcoming annual general meeting. The Nomination Committee also reviewed the Diversity Policy and evaluated the Board performance and succession planning.

#### Investment Committee

The Investment Committee has been established since June 2012 with specific written terms of reference for purposes of effectively determining the investment strategy and plan, monitoring the execution of investment strategy and adjusting the investment strategy. The Investment Committee comprises three members, namely Mr. Tang Ching Ho, Mr. Chan Chun Hong, Thomas and Mr. Siu Kam Chau, which is chaired by Mr. Tang Ching Ho. Two meetings were held of this committee held during the year under review.

### ATTENDANCE OF DIRECTORS AT VARIOUS MEETINGS

Details of the attendance of individual Directors at Board meetings, committee meetings and shareholder meetings held during the year ended 31 March 2020 are as follows:

### 董事委員會(續)

#### 提名委員會(續)

於回顧年度內，提名委員會舉行一次會議，並於會議上釐定輪席退任標準及程序，以及向董事會建議於應屆股東週年大會續聘游育燕女士及王津先生。提名委員會亦已檢討多元化政策，及評估董事會之表現及繼任計劃。

#### 投資委員會

投資委員會自二零一二年六月起成立，並訂立具體書面職權範圍，目標為有效訂立投資策略及計劃、監察執行投資策略及調整投資策略。投資委員會由三名成員(即鄧清河先生、陳振康先生及蕭錦秋先生)組成。投資委員會之主席為鄧清河先生。於回顧年度內，該委員會已舉行兩次會議。

### 董事於各個會議的出席率

個別董事於截至二零二零年三月三十一日止年度舉行的董事會會議、委員會會議及股東大會的出席率詳情載列如下：

Name of Directors	董事姓名	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Investment Committee 投資委員會	Special general meeting 股東特別大會	Annual general meeting 股東週年大會
Tang Ching Ho	鄧清河	4/4	N/A 不適用	1/1	1/1	2/2	0/1	1/1
Yau Yuk Yin	游育燕	3/4	N/A 不適用	1/1	1/1	N/A 不適用	0/1	1/1
Chan Chun Hong, Thomas	陳振康	4/4	N/A 不適用	N/A 不適用	1/1	2/2	1/1	1/1
Lee Peng Fei, Allen	李鵬飛	3/4	2/2	0/1	0/1	N/A 不適用	0/1	1/1
Wong Chun, Justein	王津	4/4	2/2	1/1	1/1	N/A 不適用	0/1	1/1
Siu Kam Chau	蕭錦秋	4/4	2/2	1/1	1/1	2/2	0/1	1/1

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### EXTERNAL AUDITORS' REMUNERATION

The remuneration paid/payable to the Company's external auditors, Ernst & Young, for the year ended 31 March 2020 which has been reviewed and approved by the Audit Committee, are set out as follows:

### 外聘核數師之酬金

截至二零二零年三月三十一日止年度，經審核委員會審閱及批准的本公司已付／應付外聘核數師安永會計師事務所之酬金載列如下：

Services rendered for the Group	向本集團提供之服務	Fees paid/ payable to Ernst & Young 已付／應付安永會 計師事務所之費用 HK\$'000 千港元
Audit services:	核數服務：	
— annual financial statements	— 年度財務報表	10,700
Non-audit services:	非核數服務：	
— agreed-upon procedures	— 協定程序	1,380
— taxation and professional services	— 稅務及專業服務	1,473
— other professional services	— 其他專業服務	6,350
<b>Total:</b>	<b>總計：</b>	<b>19,903</b>

### ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparation and publication of the timely financial statements and ensure that they are prepared in accordance with the statutory requirements and applicable accounting standards. In preparing the accounts for the year ended 31 March 2020, the Directors have adopted suitable accounting policies which are pertinent to the Group's operations and relevant to the financial statements and have presented an understandable assessment of the Group's position and prospects.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, the accounts is prepared on a going concern basis and they are not aware of any material uncertainties relating to the events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. The Directors continue to explore any opportunities with potential investors to enhance its financial position and business development of the Group by way of refinancing, extension of borrowings and/or fund raising.

### 問責及審核

董事明白彼等須負責及時編製並刊發財務報表，且須確保財務報表乃根據法定要求及適用會計準則予以編製。編製截至二零二零年三月三十一日止年度之賬目時，董事已採納與本集團業務及財務報表相關之適用會計政策，並呈列對本集團之狀況及前景作出易明之評估。

董事確認，經作出一切合理查詢後，就董事所知、所悉及所信，賬目乃按持續經營基準編製，且彼等概不知悉任何重大不明朗事件或狀況可能令本公司之持續經營能力出現重大疑問。董事持續物色任何與潛在投資者之商機，以透過再融資、延長借貸及／或集資等方式，改善本集團之財務狀況及業務發展狀況。



# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### ACCOUNTABILITY AND AUDIT (continued)

A statement by the auditor about their reporting responsibilities is set out on pages 149 to 159 of this annual report.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board has undertaken the overall responsibility for evaluating and determining the nature and extent of risks it willing to take for maintaining a sound and effective risk management and internal controls systems covering financial, operational, compliance and risk management aspects to safeguard the Company's assets and shareholders' interests.

The Audit Committee reviews and monitors the risk management and internal controls that are significant to the Group on an ongoing basis. The Audit Committee would consider the adequacy of resource, qualification, experience and training programmes and budget of staff and external advisor of the Group's accounting, internal audit and financial reporting function.

The management of the Group is delegated for designing, maintaining, implementing and monitoring of the risk management and internal control system to ensure adequate control in place to safeguard the Group's assets and Stakeholder's interest against misstatement or loss and to manage risks of failure in the Group's operational systems. The management report from time to time of their findings and remedies to the Board for its consideration.

The Group has established the risk management procedures to address and handle all significant risks associate with the businesses of the Group. The Board would perform annual or periodical review on any significant or dynamic change of the business environment and establish procedures to response the risks result from significant change of business environment.

### 問責及審核(續)

核數師就彼等之申報責任發出之聲明載於本年報第149至159頁。

### 風險管理及內部監控

董事會對評估及釐定其願意承擔的風險性質及程度承擔整體責任，以維持穩健有效並涵蓋財務、營運、合規及風險管理方面的風險管理及內部監控制度，保障本公司資產及股東權益。

審核委員會持續檢討及監管對本集團而言屬重大之風險管理及內部監控。審核委員會考量本集團會計、內部審核及財務匯報職能方面的資源、員工與外聘顧問資歷、經驗以及員工與外聘顧問的培訓課程及預算的充足性。

本集團管理層獲授權負責風險管理及內部監控系統的設計、維護、實施及監控，確保實行充分的控制，維護本集團資產及持份者的利益，以免出現錯誤陳述或損失，及管理本集團營運系統失效之風險。管理層不時向董事會匯報其結果及解決方案，以供考慮。

本集團已制訂風險管理程序，解決及處理與本集團業務有關的所有重大風險。董事會每年或定期對業務環境出現的任何重大或持續變化進行檢討，並制定程序以應對業務環境的重大變化帶來的風險。

## CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

### RISK MANAGEMENT AND INTERNAL CONTROL (continued)

The management would identify the risks associate with the businesses of the Group by considering both internal and external factors and events which include political, economic, technology, environmental, social and staff. Each of risks has been assessed and prioritised based on their relevant impact and occurrence opportunity. The relevant risk management strategy would be applied to each type of risks according to the assessment results, type of risk management strategy has been listed as follows:

- (a) risk retention and reduction: accept the impact of risk or undertake actions by the Group to reduce the impact of the risks;
- (b) risk avoidance: change business process or objective so as to avoid the risk;
- (c) risk sharing and diversification: diversify the effect of the risk or allocate to different location or product or market; and
- (d) risk transfer: transfer ownership and liability to a third party.

The internal control systems are designed and implemented to reduce the risks associated with the business accepted by the Group and minimise the adverse impact results from the risks. The risk management and internal control system are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

### 風險管理及內部監控(續)

管理層將通過考慮政治、經濟、技術、環境、社會及員工等內外因素及事件以釐定與本集團業務有關的風險。各種風險均已根據其相關影響及發生機率進行評估及優先排序。根據評估結果，將對各類風險應用相關風險管理策略，風險管理策略的類型如下：

- (a) 風險抑制及減少：本集團接受風險的影響或採取行動以減少風險的影響；
- (b) 風險規避：改變業務流程或目標以規避風險；
- (c) 風險分擔及多樣化：將風險的影響多元化或分配至不同位置或產品或市場；及
- (d) 風險轉移：將所有擁有權及責任轉移至第三方。

設計和實施內部監控系統以減少與本集團接受的業務相關的風險，並儘量減少風險的不利影響。設計風險管理及內部監控系統乃為管理而非消除未能實現業務目標的風險，及僅能就防止出現重大錯報或損失提供合理而非絕對的保證。

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

#### RISK MANAGEMENT AND INTERNAL CONTROL (continued)

##### Review on Risk Management and Internal Control

During the year under review, the Group has engaged an external advisory firm to undertake the internal audit function to ensure the effectiveness and efficiency of the risk management and internal control system of the Group. All findings and recommendations on internal control deficiencies were communicated with the Audit Committee and the Board. The management confirmed that there is no significant deficiency and weakness on the internal control system has been identified by the external advisory firm for the year ended 31 March 2020.

The Board conducted annual review on the risk management and internal control system and procedures of the Group, covering all material controls including financial, operational and compliance and it was considered that the internal controls and risk management functions were reasonably effective and adequate for the year ended 31 March 2020.

#### COMPLIANCE WITH LAWS AND REGULATIONS

The Group continues to strictly comply with the relevant laws and regulations, such as the Companies Act, the Companies Ordinance, the SFO, the Listing Rules and other rules and regulations implemented in relevant jurisdictions. As far as the Board is concerned, the Group has complied in material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group and its subsidiaries during the year ended 31 March 2020.

#### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to enhancing and strengthening efforts on environmental protection, so as to facilitate industrial upgrading. The Group has proactively taken measures to promote environmental-friendliness of the workplace by conducting energy-saving, encouraging paper-recycling culture, emission reduction, pollution prevention and so forth within the Group. The environmental policies and performance of the Group are disclosed in the Environmental, Social and Governance Report set out on pages 50 to 86 of this annual report.

#### 風險管理及內部監控(續)

##### 風險管理及內部監控檢討

於回顧年度內，本集團聘請外部諮詢公司履行內部審核職能，確保本集團風險管理及內部監控系統的有效性與效率。所有關於內部監控缺陷的調查結果及推薦建議已知會審核委員會及董事會。管理層確認，外部諮詢公司已釐定，截至二零二零年三月三十一日止年度內部監控系統不存在重大缺陷與不足。

董事會已就本集團風險管理及內部監控系統及程序進行年度檢討，涵蓋所有重要監控，包括財務、經營及合規，並認為內部監控及風險管理職能於截至二零二零年三月三十一日止年度屬合理有效及充分。

#### 遵守法律及法規

本集團致力秉持嚴格遵守相關法律及法規，例如公司法、公司條例、證券及期貨條例、上市規則及相關司法權區實施的其他規則及法規。就董事會而言，截至二零二零年三月三十一日止年度，本集團已於重大方面遵守對本集團及其附屬公司業務及營運構成顯著影響的相關法律及法規。

#### 環境政策及表現

本集團致力提高及加強環境保護力度，以促進產業升級。本集團已積極採取措施，透過在本集團實行節約能源、鼓勵紙張循環再用文化、減少排放、防止污染等等推廣環境友好的工作環境。本集團之環境政策及表現披露於本年報第50至86頁所載之環境、社會及管治報告中。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### CORPORATE SOCIAL RESPONSIBILITY

While the Group endeavours to promote business development and strive for greater rewards for our Stakeholders, we acknowledge our corporate social responsibility to share some burden in building the society where our business has been established and thrived. During the past years, the Group made charity donations to various organisations, including various non-government and non-profit making organisations, and also participated in, and successfully organised, various community and caring services, details of which are disclosed in the Environmental, Social and Governance Report set out on pages 50 to 86 of this annual report.

The Group is conscious of its role as a socially responsible group of companies. It has made donations for community wellbeing from time to time, supports the communities and encourages its employees to participate in any charitable events and caring services.

### INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS

The Company aims at promoting and maintaining effective communications with shareholders and investors (both individuals and institutions) to ensure that the Group's information is disseminated to the Stakeholders in a timely manner and enable them to have a clear assessment of the enterprise performance. A shareholders communication policy has been adopted by the Company and the same is available on the website of the Company. Other major means of communications includes:

#### Disclosures in Corporate Website

Extensive information on the Group's activities and financial position will be disclosed in the annual reports, interim reports, announcements, circulars and other corporate communications which will be sent to shareholders and/or published on the websites of the HKEXnews ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.wangon.com](http://www.wangon.com)). Other inside information is released by way of formal public announcements as required by the Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

### 企業社會責任

在致力推動業務發展，為持份者爭取更佳回報的同時，本集團並沒有忘記取之於社會用於社會的企業社會責任。往年，本集團分別向多個非政府及非牟利組織捐款以顯關懷，並參與及成功組織多項社區及關懷服務。有關詳情披露於本年報第50至86頁所載之環境、社會及管治報告。

本集團重視身為對社會負責之集團公司所肩負之責任。本集團不時向社區捐款、扶持社區及鼓勵僱員參與任何慈善活動及關愛服務。

### 投資者關係及與股東溝通

本公司致力促進及維繫有效溝通，積極與股東及個人和機構投資者交流，確保可及時向持份者發佈本集團資訊，令彼等明確評估公司表現。本公司已採納一套股東通訊政策，並載於本公司網頁上。其他主要溝通方式包括：

#### 於公司網頁披露資料

有關本集團業務及財務狀況之詳盡資訊，將於年報、中期報告、公佈、通函及其他企業通訊資料內披露，而上述資料將寄發予股東及／或刊載於披露易網站([www.hkex.com.hk](http://www.hkex.com.hk))及本公司網站([www.wangon.com](http://www.wangon.com))。其他內幕消息亦會以正式公佈方式發表，以符合上市規則以及證券及期貨條例第XIVA部項下內幕消息條文之規定。

## CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

### INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS (continued)

#### General Meeting with Shareholders

The Company also acknowledges that annual general meetings and various general meetings are valuable forums for the Board to communicate directly with the shareholders and members of the Board and the members of various committees are encouraged to attend and answer questions at such general meetings.

In order to let shareholders to make an informed decision at the general meetings, sufficient notices with not less than 10 clear business days for every general meeting and 20 clear business days for every annual general meeting were given to the shareholders of the Company pursuant to code provision E.1.3 of the CG Code, the Bye-laws and any other applicable laws. The chairman will explain the detailed procedures for conducting a poll vote during the proceedings of meetings and answered all questions raised by shareholders. All resolutions put to vote at general meetings are taken by poll and the poll results are posted on the websites of the Company ([www.wangon.com](http://www.wangon.com)) and the HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)) immediately following the holding of the general meetings.

#### Investor Relations

The Group also has a proactive investor relations programme that keeps investors and shareholders abreast the Group's latest development and discloses relevant information to the public in a timely manner. During the year, we held various meetings with investors and participated in investor and press conferences.

### 投資者關係及與股東溝通(續)

#### 舉行股東大會

本公司亦瞭解股東週年大會及各類股東大會乃董事會直接與股東溝通之寶貴討論場所，故鼓勵董事會成員及各委員會之成員出席該等股東大會及於會上回應提問。

為了使股東於股東大會上能夠作出知情決定，本公司已根據企業管治守則之守則條文第E.1.3條、公司細則及任何其他適用法例以不少於十個完整營業日(就股東大會而言)及二十個完整營業日(就股東週年大會而言)之足夠通知期向本公司股東寄發通知。主席將詳細闡述於大會程序時進行投票表決之程序，並解答股東提出之所有提問。所有於股東大會上投票表決之決議案均以書面點票方式進行，而投票表決結果於緊隨於舉行股東大會後刊載於本公司網站([www.wangon.com](http://www.wangon.com))及披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))。

#### 投資者關係

本集團亦主動推行投資者關係計劃，讓投資者及股東得悉本集團之最新發展和及時披露相關資料予公眾。於年內，本集團與投資者進行多次會議，並參加投資者會議及新聞發佈會。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS (continued)

#### Shareholders' Rights Convening a Special General Meeting

Pursuant to Section 74 of the Companies Act and Bye-law 58 of the Bye-laws, the Board whenever it thinks fit call special general meetings and shareholder(s) holding at the date of the 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 have the right, by written requisition to the Board or the company secretary of the Company to require a special general meeting (the "SGM") to be called by the Board. The written requisition (i) must state the purposes of the SGM; and (ii) must be signed by the requisitionists and deposited at the principal place of business of the Company in Hong Kong at Suite 3202, 32/F., Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong for attention of the Board or the company secretary of the Company, and may consist of several documents in like form, each signed by one or more requisitionists. Such meeting shall be held within two (2) months after the deposit of such requisition.

Such requisitions will be verified by the Company's share registrars and upon their confirmation that the requisition is proper and in order, the company secretary of the Company will inform the Board to convene a SGM by serving sufficient notice to all shareholders of the Company. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, the SGM will not be convened as requested.

If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene a SGM, the requisitionists or any of them representing more than one half of the total voting rights of all of them may convene a SGM in accordance with the provisions of Section 74(3) of the Companies Act, but any SGM so convened shall not be held after expiration of three months from the said date of deposit of the requisition. A SGM convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in any SGM to be convened by the Board.

### 投資者關係及與股東溝通(續)

#### 股東召開股東特別大會之權利

根據公司法第74條及公司細則第58條，董事會可於認為合適時召開股東特別大會，而於遞呈要求當日持有本公司附帶權利可於本公司股東大會上投票之繳足股本不少於十分之一的股東，有權以書面形式向董事會或本公司之公司秘書提出請求，要求董事會召開股東特別大會（「股東特別大會」）。書面請求(i)必須列明股東特別大會之目的；及(ii)必須由請求人簽署及遞交至本公司於香港之主要營業地點（地址為香港九龍九龍灣宏光道39號宏天廣場32樓3202室），並註明董事會或本公司之公司秘書收，而書面請求可由多份形式相似的文件組成，並均由一名或以上請求人簽署。有關大會須於遞呈請求後兩(2)個月內舉行。

有關請求將由本公司之股份登記處核實，一經確認請求為妥當及符合程序，本公司之公司秘書將通知董事召開股東特別大會，並向本公司全體股東寄送足夠的通知。相反，倘請求證實不符合程序，請求人將就此獲得有關通知，而股東特別大會將不會按要求召開。

倘於遞呈請求日期後二十一日內董事會未能正式召開股東特別大會，請求人或當中佔彼等之總投票權超過一半以上之任何一人可根據公司法第74(3)條之條文規定召開股東特別大會，惟任何如此召開之股東特別大會不得於上述遞呈請求日期起計三個月屆滿後舉行。請求人須盡量以與董事會召開任何股東特別大會之相同方式召開股東特別大會。

## CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

### INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS (continued)

#### Putting Forward Proposals at General Meetings

Pursuant to Sections 79 and 80 of the Companies Act, either any number of shareholders representing not less than one-twentieth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, or not less than 100 shareholders, can request the Company in writing to (a) give to shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to shareholders entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the requisitionists must be deposited at the principal place of business of the Company in Hong Kong at Suite 3202, 32/F., Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong or the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, with a sum reasonably sufficient to meet the Company's relevant expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in case of any other requisition.

#### Proposing a Person for Election as a Director

The procedures for proposing candidate(s) for election as director(s) at a general meeting are set out in the "Corporate Governance" under section headed under "Corporate Profile" on the website of the Group ([www.wangon.com](http://www.wangon.com)).

### 投資者關係及與股東溝通(續)

#### 於股東大會提呈建議

根據公司法第79及80條，持有本公司附帶權利可於本公司股東大會上投票之繳足股本不少於二十分之一的股東(不論人數)或不少於100名股東，可以書面形式要求本公司(a)向有權接收下一屆股東週年大會通告之股東發出通知，以告知任何可能於該大會上正式動議並擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之股東傳閱不超過一千字之陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。經所有請求人簽署之請求書必須送達本公司於香港之主要營業地點(地址為香港九龍九龍灣宏光道39號宏天廣場32樓3202室)，或本公司之香港股份過戶及轉讓登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)，連同合理足夠支付本公司相關開支的款項，於大會舉行前不少於六星期送達(為對決議案通知之要求)，或於大會舉行前不少於一星期送達(為任何其他要求)。

#### 提名人士參選董事

於股東大會上提名人士參與董事選舉的程序，載於本集團網站([www.wangon.com](http://www.wangon.com))中「企業資訊」一節下「企業管治」內。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS (continued)

#### Enquiries to the Board

Shareholders may send their enquiries and concerns, in written form, to the Board in writing by email to (pr@wangon.com) or by addressing their enquiries to the Board or the company secretary of the Company in the following manners:

*In respect of the corporate affairs:*

The Board/Company Secretary/Corporate Affairs &  
Investor Relations Manager  
Wang On Group Limited  
Suite 3202, 32/F., Skyline Tower  
39 Wang Kwong Road  
Kowloon Bay  
Kowloon  
Hong Kong

*In respect of the other shareholding/entitlement affairs:*

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

#### WHISTLEBLOWING POLICY

The Company has adopted a whistleblowing policy to facilitate the achieving of high possible standards of openness, probity and accountability. Procedures are formulated to enable individual employees to disclose internally and at a high level, information which the individual believes that it shows malpractice or impropriety within the Group. During the year under review, no incident of fraud or misconduct was reported from employees that have material effect on the Group's financial statements and overall operations.

### 投資者關係及與股東溝通(續)

#### 向董事會提出查詢

股東可以將查詢及關注事宜，以書面形式經電郵發送至pr@wangon.com，或按以下方式，向董事會或本公司之公司秘書提交查詢：

*關於企業事務：*

董事會／公司秘書／企業事務及  
投資者關係經理  
宏安集團有限公司  
香港  
九龍  
九龍灣  
宏光道39號  
宏天廣場32樓3202室

*關於其他股權／權益事務：*

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心54樓

#### 舉報政策

本公司已採納一項舉報政策，協助達成最高水平的開放、誠信及問責性。本公司已制定程序，令獨立僱員可在內部及在最高層次披露彼認為反映本集團內出現不良或不當行為的資料。於回顧年度內，僱員概無報告對本集團財務報表及整體業務營運造成重大影響的任何欺詐或失當行為。



## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

#### COMPANY SECRETARY

Ms. Mak Yuen Ming, Anita, who was appointed as a full-time employee company secretary of the Group, reports directly to the Board and is responsible for, *inter alia*, providing updated and timely information to all Directors from time to time.

During the year ended 31 March 2020, Ms. Mak has complied with Rule 3.29 of the Listing Rules and taken no less than 15 hours of relevant professional training.

#### CONSTITUTIONAL DOCUMENT

During the year ended 31 March 2020, there was no change in the constitutional document. The Memorandum of Association and the amended and restated Bye-laws are available on the websites of the HKEXnews ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.wangon.com](http://www.wangon.com)), respectively.

#### CONCLUSION

Going ahead, the Group will continue to review regularly its corporate governance practices to maintain high level of transparency, to enhance the Company's competitiveness and operating efficiency and to ensure its sustainable development and to generate greater returns for the Stakeholders.

#### 公司秘書

麥婉明女士獲委任為本集團的全職公司秘書，直接向董事會報告，負責(其中包括)不時提供最新資訊予全體董事。

於截至二零二零年三月三十一日止年度，麥女士已遵守上市規則第3.29條，參予不少於15小時的有關專業訓練。

#### 憲章文件

截至二零二零年三月三十一日止年度，憲章文件概無變動。組織章程大綱及經修訂及經重列之公司細則已分別登載於披露易網站([www.hkex.com.hk](http://www.hkex.com.hk))及本公司網站([www.wangon.com](http://www.wangon.com))。

#### 總結

展望將來，本集團將繼續定期審閱其企業管治守則，以維持高透明度水平，加強本公司之競爭力及營運效率，並確保持續發展，為持份者帶來更大回報。

# REPORT OF THE DIRECTORS

## 董事會報告

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

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries comprise property development, property investment, fresh market and agricultural produce exchange operations, traditional Chinese and Western pharmaceutical, health food and personal care product business and treasury management. Details of which are set out in note 1 to the financial statements. Apart from acquisition of agricultural produce exchange business completed in February 2020, there was no significant changes in the nature of the Group's principal activities during the year.

### RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2020 and the Group's financial position at that date are set out in the financial statements on pages 160 to 164.

For the financial year ended 31 March 2020, the Group's revenue and profit attributable to owners of the parent amounted to HK\$3,440.7 million (2019: HK\$4,009.1 million) and HK\$275.8 million (2019: HK\$419.8 million), respectively.

The Board has recommended the payment of a final dividend of HK0.50 cent (2019: HK0.84 cent) per ordinary share for the year ended 31 March 2020 to the shareholders whose names appear on the register of members of the Company as of Wednesday, 2 September 2020. The final dividend will be paid on or around Friday, 11 September 2020, subject to Shareholders' approval at the forthcoming annual general meeting of the Company to be held on Monday, 24 August 2020. Together with the interim dividend of HK0.10 cent (30 September 2018: HK0.10 cent) per ordinary share, the total dividends for the year ended 31 March 2020 will be HK0.60 cent (2019: HK0.94 cent) per ordinary share.

董事謹此提呈截至二零二零年三月三十一日止年度之報告及經審核綜合財務報表。

### 主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務包括物業發展、物業投資、街市及農產品交易經營、傳統中西醫藥品、保健食品及個人護理產品業務以及財資管理。有關詳情載於財務報表附註1。除於二零二零年二月完成收購農產品交易業務外，年內，本集團之主要業務性質並無重大改變。

### 業績及股息

本集團於截至二零二零年三月三十一日止年度之業績及本集團於該日之財務狀況載於第160至164頁之財務報表。

截至二零二零年三月三十一日止財政年度，本集團之收入及母公司權益持有人應佔溢利分別為3,440,700,000港元(二零一九年：4,009,100,000港元)及275,800,000港元(二零一九年：419,800,000港元)。

董事會建議向於二零二零年九月二日(星期三)名列本公司股東名冊之股東派發截至二零二零年三月三十一日止年度之末期股息，每股普通股0.50港仙(二零一九年：0.84港仙)。待將於二零二零年八月二十四日(星期一)舉行之本公司應屆股東週年大會上獲股東批准後，末期股息將於二零二零年九月十一日(星期五)或前後派付。連同中期股息每股普通股0.10港仙(二零一八年九月三十日：0.10港仙)，截至二零二零年三月三十一日止年度的股息總額將為每股普通股0.60港仙(二零一九年：0.94港仙)。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### BUSINESS REVIEW AND ANALYSIS OF KEY FINANCIAL PERFORMANCE INDICATORS

The business review and the key financial performance indicators to the businesses of the Group, including, among other things, the information set out below, are disclosed in the “Management Discussion and Analysis” on pages 19 to 44 of this annual report:

- (a) a fair review of the Group’s business;
- (b) principal risk factors;
- (c) an analysis using key financial performance indicators; and
- (d) future development in the Group’s business.

The corporate social responsibility, environmental policies and performance of the Group are disclosed in the Environmental, Social and Governance Report set out on pages 50 to 86 of this annual report.

As far as the Board is concerned, the Group has complied in material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group during the year ended 31 March 2020.

### FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out on pages 419 and 420 of this annual report. This summary does not form part of the audited financial statements.

### SHARE CAPITAL AND SHARE OPTION SCHEME

Details of movements in the Company’s share capital and share option scheme during the year, together with the reasons therefor, are set out in notes 37 and 38 to the financial statements, respectively

### 業務回顧及主要財務表現指標分析

本集團業務回顧及業務之主要財務表現指標(包括但不限於下列所載資料)披露於本年報第19至44頁之「管理層討論及分析」:

- (a) 本集團業務之公平回顧;
- (b) 主要風險因素;
- (c) 採用主要財務表現指標進行之分析;及
- (d) 本集團業務之未來發展;

本集團的企業社會責任、環保政策及表現披露於本年報第50至86頁的環境、社會及管治報告。

據董事會所知，於截至二零二零年三月三十一日止年度，本集團已在重大方面遵守對本集團業務及營運有重大影響之相關法律及法規。

### 五年財務概要

本集團過去五個財政年度刊發之業績與資產、負債及非控股權益之概要載於本年報第419及420頁。此概要摘錄自已刊發經審核財務報表，但不屬於經審核財務報表之一部分。

### 股本及購股權計劃

本公司之股本及購股權計劃於本年度之變動及相關原因之詳情分別載於財務報表附註37及38。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws or the laws of Bermuda, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year, the Company repurchased a total of 470 million shares of HK\$0.01 each of the Company on the Stock Exchange. All the repurchased shares were subsequently cancelled by the Company on 14 August 2019.

Details of the share repurchases during the year are as follows:

Month	月份	Number of share repurchased 購回股份數目 (in million) (百萬股)	Purchase price per share 每股購買價		Aggregate amount 總額 (in million) (百萬港元)
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
July 2019	二零一九年七月	315.0	0.105	0.098	31.7
August 2019	二零一九年八月	155.0	0.108	0.101	16.4
		470.0			48.1

The repurchases of the Company's shares by the Directors during the year were made pursuant to the mandate granted by the Shareholders at the 2018 annual general meeting of the Company held on 29 August 2018, with a view to benefiting the Shareholders as a whole by enhancing the net asset value per share and earnings per share of the Company. As at 31 March 2020 and up to the date of this annual report, the total number of shares of the Company in issue was 17,397,520,047 shares.

Save as disclosed above, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year under review.

### 優先購買權

公司細則或百慕達(即本公司註冊成立之司法權區)法例均無有關優先購買權之條款,規定本公司須按比例向現有股東提呈發售新股份。

### 購買、出售或贖回本公司之上市證券

年內,本公司於聯交所購回合共470,000,000股每股面值0.01港元之本公司股份。所有已購回股份其後已於二零一九年八月十四日由本公司註銷。

年內股份購回的詳情如下:

董事於年內購回本公司股份乃根據股東於在二零一八年八月二十九日舉行之本公司二零一八年股東週年大會上授出之授權作出,藉以提升本公司每股資產淨值及每股盈利,從而令股東整體受惠。於二零二零年三月三十一日及直至本年報日期,本公司已發行股份總數為17,397,520,047股。

除上文所披露者外,本公司及其任何附屬公司概無於回顧年度內購買、出售或贖回任何本公司之上市證券。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### DISTRIBUTABLE RESERVES

As at 31 March 2020, the Company's reserves available for distribution to equity holders of the parent, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted to approximately HK\$777.5 million (2019: approximately HK\$956.1 million), of which approximately HK\$87.0 million has been proposed as a final dividend for the year ended 31 March 2020.

#### PERMITTED INDEMNITY PROVISION

The Bye-laws provides that for the time being acting in relation to any of the affairs of the Company, every Director and other officers shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, losses, damages and expenses which they may incur or sustain by or by reason of any act done about the execution of the duties of their respective office or otherwise in relation thereto. The Company had arranged appropriate directors' and officers' liability insurance coverage for the Directors and other officers of the Group for the year.

#### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2020, sales to the Group's five largest customers accounted for approximately 5% (2019: approximately 6%) of the total sales for the year and the sales to the largest customer included therein accounted to approximately 1%. Purchases from the Group's five largest suppliers accounted for approximately 9% (2019: approximately 53%) of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 3% of the total purchases for the year.

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

#### 可供分派之儲備

於二零二零年三月三十一日，根據一九八一年百慕達公司法(經修訂)之規定計算，本公司可向母公司權益持有人分派之儲備約為777,500,000港元(二零一九年：約956,100,000港元)，其中約87,000,000港元已用作截至二零二零年三月三十一日止年度之擬派末期股息。

#### 獲准彌償條文

公司細則規定為本公司任何事務行事之時，各董事及其他高級人員有權就或因彼等執行各自的職務或與此有關的其他事宜所作的任何行為而可能招致或引致的所有行動、虧損、損害及開支，從本公司的資產及溢利中獲得彌償，確保就此免受任何損害。年內，本公司已為本集團董事及其他高級人員安排適當的董事及高級人員責任保險保障。

#### 主要客戶及供應商

截至二零二零年三月三十一日止年度，本集團五大客戶之銷售額佔本年度總銷售額約5% (二零一九年：約6%)，其中向最大客戶之銷售額約佔1%。本集團向五大供應商之採購額佔本年度總採購額約9% (二零一九年：約53%)，其中向最大供應商之採購額佔本年度總採購額約3%。

各董事或任何彼等之聯繫人或就董事所知擁有本公司已發行股本5%以上之股東，概無擁有本集團五大客戶或五大供應商之任何實際權益。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### DIRECTORS

The Directors during the year were:

#### Executive Directors

Mr. Tang Ching Ho, *SBS, JP, Chairman*  
Ms. Yau Yuk Yin, *Deputy Chairman*  
Mr. Chan Chun Hong, Thomas, *Managing Director*

#### Independent Non-Executive Directors

Mr. Wong Chun, Justein, *BBS, MBE, JP*  
Mr. Siu Kam Chau  
Dr. Lee Peng Fei, Allen, *CBE, BS, FHKIE, JP*  
(*Passed away on 15 May 2020*)

In accordance with Bye-law 87(1) of the Bye-laws, Ms. Yau Yuk Yin and Mr. Wong Chun, Justein will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

The Company has received annual confirmations of independence from all existing independent non-executive Directors, namely Mr. Wong Chun, Justein and Mr. Siu Kam Chau, and as at the date of this annual report still considers them to be independent.

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 45 to 49 of this annual report.

### 董事

本年度董事為：

#### 執行董事

鄧清河先生，*SBS*，*太平紳士*，*主席*  
游育燕女士，*副主席*  
陳振康先生，*董事總經理*

#### 獨立非執行董事

王津先生，*BBS, MBE*，*太平紳士*  
蕭錦秋先生  
李鵬飛博士，*CBE, BS, FHKIE*，*太平紳士*  
(於二零二零年五月十五日與世長辭)

根據公司細則第87(1)條，游育燕女士及王津先生將於本公司應屆股東週年大會上輪席退任，且彼等符合資格並願意膺選連任。

本公司已收到全體現有獨立非執行董事(即王津先生及蕭錦秋先生)之獨立性年度確認書，且於本年報日期，認為彼等仍屬獨立人士。

### 董事及高級管理層履歷簡介

董事及本集團之高級管理層之履歷簡介載於本年報第45至49頁。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### DIRECTORS' SERVICE CONTRACTS

No Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

#### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in notes 8 and 48 to the financial statements, no Directors nor a connected entity of a Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries or fellow subsidiaries was a party during the year.

#### DIRECTOR'S INTERESTS IN COMPETING BUSINESS

Mr. Chan Chun Hong, Thomas, the managing Director and also the chairman and managing director of Easy One, which has been principally engaged in, among others, financing business since November 2015, was considered to have an interest in business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group. Save as disclosed herein, none of the Directors nor their respective associates had an interest in a business, apart from the businesses of the Group, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules during the year.

#### 董事之服務合約

擬於應屆股東週年大會上重選之董事概無與本公司或其任何附屬公司訂立任何本公司不可於一年內不付賠償(法例規定之賠償除外)而終止之服務合約。

#### 董事於交易、安排或合約中之權益

除財務報表附註8及48所披露者外，年內概無董事或董事之關連實體直接或間接於對本集團業務屬重大且本公司或其任何附屬公司或同系附屬公司為訂約方之交易、安排或合約中擁有重大權益。

#### 董事於競爭業務中之權益

陳振康先生為董事總經理且亦為易易壹主席兼董事總經理，而易易壹自二零一五年十一月起主要業務為(其中包括)金融業務，被視為於與本集團業務直接或間接競爭或可能競爭之業務中擁有權益。除本年報所披露者外，年內，概無董事或彼等各自之聯繫人於根據上市規則第8.10條與本集團業務直接或間接構成競爭或可能存在競爭之業務(本集團業務除外)中擁有權益。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2020, the interests and short positions of the Directors and chief executive of the Company and/or any of their respective associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), 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 Part XV of the SFO or the Model Code under the Listing Rules, were as follows:

### 董事及主要行政人員於本公司及其相聯法團之股份、相關股份或債券之權益及淡倉

於二零二零年三月三十一日，董事及本公司主要行政人員及／或彼等各自之聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有登記於本公司根據證券及期貨條例第352條須存置之登記冊之權益及淡倉，或根據證券及期貨條例第XV部或上市規則項下標準守則須知會本公司及聯交所之權益及淡倉如下：

#### Long positions in the ordinary shares of the Company: 於本公司普通股之好倉：

Name of Directors 董事姓名	Number of ordinary shares held, capacity and nature of interest 所持普通股數目、身份及權益性質					Total 總計	Approximate percentage of the Company's total issued share capital 佔本公司全部已發行股本之概約百分比 (Note f) (附註f) %
	Personal interest 個人權益	Family interest 家族權益	Corporate interest 公司權益	Other interest 其他權益			
Mr. Tang Ching Ho ("Mr. Tang") 鄧清河先生(「鄧先生」)	28,026,339	28,026,300 (Note a) (附註a)	4,938,375,306 (Note b) (附註b)	4,989,928,827 (Note c) (附註c)		9,984,356,772	57.39
Ms. Yau Yuk Yin ("Ms. Yau") 游育燕女士(「游女士」)	28,026,300	4,966,401,645 (Note d) (附註d)	—	4,989,928,827 (Note e) (附註e)		9,984,356,772	57.39



## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

### 董事及主要行政人員於本公司及其相聯法團之股份、相關股份或債券之權益及淡倉(續)

#### Long positions in the ordinary shares of the Company: (continued)

#### 於本公司普通股之好倉：(續)

##### Notes:

##### 附註：

- |   |   |
|---|---|
| (a) Mr. Tang was taken to be interested in those shares in which his spouse, Ms. Yau, was interested.   | (a) 鄧先生被視為擁有其配偶游女士所持有該等股份之權益。   |
| (b) Mr. Tang was taken to be interested in those shares in which Caister Limited (“ <b>Caister</b> ”), a company which is wholly and beneficially owned by him, was interested. | (b) 鄧先生被視為擁有由彼全資實益擁有之公司 Caister Limited (“ <b>Caister</b> ”)所持有該等股份之權益。 |
| (c) Mr. Tang was taken to be interested in those shares by virtue of being the founder of a discretionary trust, namely Tang's Family Trust.                                    | (c) 鄧先生因作為全權信託(即鄧氏家族信託)之創立人而被視為擁有該等股份之權益。                               |
| (d) Ms. Yau was taken to be interested in those shares in which her spouse, Mr. Tang, was interested.   | (d) 游女士被視為擁有其配偶鄧先生所持有該等股份之權益。   |
| (e) Ms. Yau was taken to be interested in those shares by virtue of being a beneficiary of Tang's Family Trust.   | (e) 游女士因作為鄧氏家族信託之受益人而被視為擁有該等股份之權益。                                      |
| (f) The percentages represented the number of shares over the total issued share capital of the Company as at 31 March 2020 of 17,397,520,047 shares.                           | (f) 該百分比按該等股份數目除以本公司於二零二零年三月三十一日全部已發行股本 17,397,520,047股股份計算。            |

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

### 董事及主要行政人員於本公司及其相聯法團之股份、相關股份或債券之權益及淡倉(續)

Long positions in the underlying shares of share options of Easy One, an associated corporation of the Company:

於本公司相聯法團易易壹之購股權相關股份之好倉：

Name of Director	董事姓名	Date of grant	Exercise price per share	Number of share options outstanding	Exercisable period	Number of underlying shares	Approximate percentage of Easy One's total issued share capital
		授出日期	每股行使價	尚未行使購股權數目	行使期間	相關股份數目	佔易易壹全部已發行股本之概約百分比
			HK\$ 港元				(Note) (附註) %
Mr. Chan Chun Hong, Thomas	陳振康先生	23.2.2018 二零一八年 二月二十三日	0.48	4,600,000	23.02.2018 – 22.02.2025 二零一八年 二月二十三日 至二零二五年 二月二十二日	4,600,000	0.83

Note: The percentage represented the number of shares over the total issued share capital of Easy One as at 31 March 2020 was 556,432,500 shares.

附註：該百分比按該等股份數目除以易易壹於二零二零年三月三十一日全部已發行股本556,432,500股股份計算。

Save as disclosed above, as at 31 March 2020, none of the Directors and chief executive of the Company and/or any of their respective associates had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) 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 Part XV of the SFO or the Model Code.

除上文所披露者外，於二零二零年三月三十一日，概無董事及本公司主要行政人員及／或彼等各自之聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有登記於本公司根據證券及期貨條例第352條須存置之登記冊中，或根據證券及期貨條例第XV部或標準守則須知會本公司及聯交所之權益或淡倉。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the headings “Directors’ and chief executive’s interests and short positions in shares, underlying shares or debentures of the Company and its associated corporations” above, “Share Option Schemes” below and in the share option scheme disclosures in note 38 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares or underlying shares in, or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### SHARE OPTION SCHEMES

#### The share options scheme(s) of the Company

The Company adopted a new share option scheme (the “**2012 Scheme**”) at the annual general meeting of the Company held on 21 August 2012 for the primary purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. The 2012 Scheme became effective on 21 August 2012 and, unless otherwise terminated earlier by shareholders at a general meeting, will remain in force for a period of 10 year from that date.

Under the 2012 Scheme, share options may be granted to any Director or proposed Director (whether executive or non-executive, including INEDs), employee or proposed employee (whether fulltime or part-time), secondee, any holder of securities issued by any member of the Group, any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the Group or any substantial shareholder or company controlled by a substantial shareholder, or any company controlled by one or more persons belonging to any of the above classes of participants (the “**Participants**”).

### 董事購買股份或債券之權利

除上文「董事及主要行政人員於本公司及其相聯法團之股份、相關股份或債券之權益及淡倉」、下文「購股權計劃」以及財務報表附註38購股權計劃所披露事項外，於年內任何時間，本公司概無向任何董事或彼等各自之配偶或其未成年子女授出權利，可藉購買本公司股份、相關股份或債券而獲益，而彼等亦無行使任何該等權利；本公司或其任何附屬公司亦概無參與任何安排可使董事於任何其他法人團體中取得該等權利。

### 購股權計劃

#### 本公司購股權計劃

本公司於其在二零一二年八月二十一日舉行的股東週年大會上採納一項新購股權計劃(「**二零一二年計劃**」)，主要作為對本集團之成功經營所作出及可能作出之貢獻之合資格參與人士之激勵及獎賞。二零一二年計劃於二零一二年八月二十一日生效，除非於股東大會上由股東提早終止，否則將自該日起十年內有效。

根據二零一二年計劃，購股權可授予任何董事或候任董事(不論為執行董事或非執行董事，包括獨立非執行董事)、僱員或擬聘請之僱員(不論為全職或兼職)、借調員工、任何本集團成員公司發行之證券持有人、任何向本集團成員公司提供研究、開發或其他技術支援或顧問、諮詢、專業或其他服務之人士或機構，或主要股東或由主要股東控制之公司，或由一位或多位上述任何類別參與者(「**參與者**」)控制之公司。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of the Company (continued)

Under the 2012 Scheme, the Board may grant share options to the Participants to subscribe for shares of the Company for a consideration of HK\$1.00 for each lot of share options granted which must be accepted within 30 days from the date offer. Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Pursuant to the 2012 Scheme, the maximum number of share options that may be granted under the 2012 Scheme and any other share option schemes of the Company is an amount, upon their exercise, not in aggregate exceeding 30% of the issued share capital of the Company from time to time, excluding any shares issued on the exercise of share options. The total number of shares which may be issued upon exercise of all options to be granted under the 2012 Scheme and any other schemes shall not in aggregate exceed 10% of the number of shares in issue, as at the date of approval of the 2012 Scheme limit.

The maximum number of shares issuable under share options to each Participant (except for a substantial shareholder or an INED or any of their respective associates) under the 2012 Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of such limit must be separately approved by shareholders with such Participant and his associates abstaining from voting.

### 購股權計劃(續)

#### 本公司購股權計劃(續)

根據二零一二年計劃，董事會可授出購股權予參與者，認購本公司股份，每批已授出購股權之代價為1.00港元，而每批購股權必須由提呈日期起計三十日內接納。購股權沒有賦予持有人權利可獲得股息或於股東大會上投票。

根據二零一二年計劃，藉二零一二年計劃及本公司任何其他購股權計劃可授出之購股權數目上限，須使該等購股權獲行使時，合共不超過本公司不時已發行股本30%，其中不計及於行使購股權時發行之任何股份。根據二零一二年計劃及任何其他計劃授出之所有購股權獲行使後，可能已發行之股份總數合共不可超過於批准二零一二年計劃限額日期已發行股份數目之10%。

根據二零一二年計劃，在任何12個月期間，可藉購股權發行予各參與者(除主要股東或獨立非執行董事或彼等各自之任何聯繫人外)之股份數目上限，限於本公司於任何時間已發行股份之1%。進一步授出之任何購股權倘超過該上限，必須經股東另行批准，而有關參與者及彼等之聯繫人須放棄投票。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of the Company (continued)

Share options granted to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the INEDs (excluding any INED who is the grantee of the option). Where any grant of share options to a substantial shareholder or an INED (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of share options already granted and to be granted to such person under the 2012 Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares in issue, and having an aggregate value, based on the closing price of the Company's shares at each date of grant, in excess of HK\$5 million, such further grant of share options is required to be approved by shareholders in a general meeting in accordance with the Listing Rules. Any change in the terms of a share option granted to a substantial shareholder or an INED (or any of their respective associates) is also required to be approved by shareholders.

Share options granted to a Director, chief executive or substantial shareholder of the Company (or the exercise price must be at least the higher of (i) the official closing price of the shares of the Company as stated in the daily quotations sheets of the Stock Exchange on the offer date which must be a business day; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company.

### 購股權計劃(續)

#### 本公司購股權計劃(續)

授予董事、本公司主要行政人員或主要股東(或彼等各自之任何聯繫人)之購股權必須經獨立非執行董事批准(不包括任何身為購股權承授人之獨立非執行董事)。倘授出任何購股權予主要股東或獨立非執行董事(或彼等各自之任何聯繫人)將導致於截至及包括授出日期之任何12個月期間，根據二零一二年計劃及本公司任何其他購股權計劃(包括已行使、已註銷及未行使購股權)已授出及將授出予該人士之購股權獲行使時，已發行及將發行股份總數佔已發行股份超過0.1%，以及根據本公司於各授出日期之股份收市價計算，總值超過5,000,000港元，則根據上市規則，進一步授出購股權須經股東於股東大會批准。授予主要股東或獨立非執行董事(或彼等各自之任何聯繫人)之購股權之條款倘有任何變動，亦須由股東批准。

授予董事、本公司主要行政人員或主要股東之購股權行使價必須最少為以下三者中最高者：(i) 本公司股份於提呈日期(必須為營業日)於聯交所日報表所列之正式收市價；(ii) 緊隨授出日期前五個營業日載於聯交所日報表之股份平均收市價；及(iii) 本公司股份之面值。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of the Company (continued)

During the year under review, no share options under the 2012 Scheme were granted, exercised, cancelled or lapsed. As at the end of the reporting period, the Company had no outstanding share options under the 2012 Scheme.

As at the date of this report, the total number of shares available for issue under the 2012 Scheme is 1,928,852,004 shares, representing 11.1% of the share capital of the Company in issue at the date of this report.

Other particulars of the 2012 Scheme are set out in note 38 to the financial statements.

#### The share options scheme(s) of WOP

WOP adopted a share option scheme (the “**WOP Share Option Scheme**”) with the approval of the shareholders of WOP and the Company at the respective annual general meetings held on 9 August 2016 for the primary purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. The WOP Share Option Scheme became effective on 9 August 2016 and, unless otherwise terminated earlier by its shareholders at a general meeting, will remain in force for a period of 10 years from that date.

Under the WOP Share Option Scheme, share options may be granted to any director or proposed director (whether executive or non-executive, including independent non-executive directors), employee or proposed employee (whether full-time or part-time), secondee, any holder of securities issued by any member of the WOP Group, or its holding company, substantial shareholder or any company controlled by its substantial shareholder, any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the WOP Group or any of its substantial shareholder or company controlled by its substantial shareholder, or any company controlled by one or more persons belonging to any of the above classes of participants (the “**WOP Participants**”).

### 購股權計劃(續)

#### 本公司購股權計劃(續)

回顧年度內，二零一二年計劃項下之購股權概無獲授出、行使、註銷或失效。於報告期末，本公司二零一二年計劃項下概無尚未行使之購股權。

於本報告日期，根據二零一二年計劃，可供發行之股份總數為1,928,852,004股，佔本報告日期本公司已發行股本之11.1%。

二零一二年計劃的其他詳情載於財務報表附註38。

#### 宏安地產購股權計劃

經宏安地產及本公司股東於二零一六年八月九日分別舉行之股東週年大會批准後，宏安地產採納一項購股權計劃(「**宏安地產購股權計劃**」)，主要目的乃向為本集團之成功營運作出貢獻之合資格人士提供激勵及獎勵。宏安地產購股權計劃於二零一六年八月九日生效，除非其股東於股東大會提早終止，否則將自該日起十年內有效。

根據宏安地產購股權計劃，購股權可授予任何董事或候任董事(不論為執行或非執行董事，包括獨立非執行董事)、僱員或擬聘請僱員(不論為全職或兼職)、借調員工、由宏安地產集團的任何成員公司或其控股公司、主要股東或由其主要股東控制之任何公司發行證券的任何持有人、向宏安地產集團任何成員公司提供研究、開發或其他技術支援或任何顧問、諮詢、專業或其他服務的任何人士或機構、或任何主要股東或由主要股東控制的公司、或任何由一名或以上屬於上述任何類別參與人士(「**宏安地產參與者**」)控制之公司。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of WOP (continued)

The board of directors or WOP may grant share options to WOP Participants to subscribe for shares of WOP for a consideration of HK\$1.00 for each lot of share options granted which must be accepted within 30 days from the offer date. Share options do not confer rights on the holders to dividends or to vote at the shareholders' meetings of WOP.

The maximum number of share options that may be granted under the WOP Share Option Scheme is the number, upon their exercise, not in aggregate exceeding 30% of the issued share capital of WOP from time to time, excluding any shares issued on the exercise of share options. The total number of shares which may be issued upon exercise of all options to be granted under the WOP Share Option Scheme and any other schemes shall not in aggregate exceed 10% of the number of shares of WOP in issue, as at the date of approval of the WOP Share Option Scheme, or as refreshed.

The maximum number of WOP shares issuable under share options to each WOP Participant (except for a WOP substantial shareholder or a WOP INED or any of their respective associates) under the WOP Share Option Scheme within any 12-month period is limited to 1% of the number of shares of WOP in issue at any time. Any further grant of share options in excess of such limit must be separately approved by shareholders of WOP and the Company with such WOP Participant and his/her associates abstaining from voting. Share options granted to a director, chief executive or substantial shareholder of WOP (or any of their respective associates) must be approved by the independent non-executive directors of WOP (excluding any independent non-executive directors of WOP who is the grantee of the options).

### 購股權計劃(續)

#### 宏安地產購股權計劃(續)

宏安地產董事會可向宏安地產參與者授出購股權，以每批所授購股權1.00港元為代價認購宏安地產股份，且須於授出日期起計30日內接納。購股權並無授予持有人獲派股息或於宏安地產股東大會投票之權利。

根據宏安地產購股權計劃可能授出之最多購股權數目在其獲行使時，合共不得超過宏安地產不時已發行股本之30%，但不包括行使購股權而發行之任何股份。根據宏安地產購股權計劃及任何其他計劃將授出之所有購股權獲行使後，可能發行之股份總數合共不得超過批准或更新宏安地產購股權計劃之日宏安地產已發行股份數目之10%。

根據宏安地產購股權計劃，於任何12個月內根據行使購股權可向每名宏安地產參與者(除宏安地產主要股東或宏安地產獨立非執行董事或任何彼等各自之聯繫人外)發行之最多宏安地產股份數目，不得超過宏安地產任何時候之已發行股份數目之1%。授出任何超過該數目之購股權時，必須獲宏安地產及本公司股東另行批准，而該名宏安地產參與者及其聯繫人須放棄投票。向宏安地產一名董事、行政總裁或主要股東(或任何彼等各自之聯繫人)授出購股權時，必須先獲宏安地產獨立非執行董事(不包括身為購股權承授人之宏安地產獨立非執行董事)批准。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of WOP (continued)

Where any grant of share options to a substantial shareholder or an independent non-executive director of WOP (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of share options already granted and to be granted to such person under the WOP Share Option Scheme and any other share option schemes of WOP (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares of WOP in issue, and having an aggregate value, based on the closing price of WOP's shares at each date of grant, in excess of HK\$5 million, such further grant of share options is required to be approved by shareholders of WOP and the Company at a general meeting in accordance with the Listing Rules. Any change in the terms of a share option granted to a substantial shareholder or an independent non-executive director of WOP (or any of their respective associates) is also required to be approved by shareholders of WOP and the Company.

The exercise price must be at least the higher of (i) the official closing price of the shares of WOP as stated in the daily quotations sheets of the Stock Exchange on the offer date which must be a business day; (ii) the average closing prices of the shares of WOP as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of WOP.

As at the date of this annual report, the total number of WOP's shares available for issue under the WOP Share Option Scheme is 1,520,000,000 shares, representing 10.0% of the share capital of WOP in issue at the date of this annual report.

During the year, no share options were granted, exercised, lapsed, cancelled or outstanding under the WOP Share Option Scheme.

Other particulars of the WOP Share Option Scheme are set out in note 38 to the financial statements.

### 購股權計劃(續)

#### 宏安地產購股權計劃(續)

倘向宏安地產主要股東或獨立非執行董事(或彼等各自之聯繫人)授出購股權時，會導致根據宏安地產購股權計劃或宏安地產任何其他購股權計劃向該名人士已授出或將授出購股權(包括已行使、已註銷及未行使之購股權)獲行使時已發行及將發行之股份總數在任何12個月內直至及包括授出日期相等於合共超過宏安地產已發行股份之0.1%；及按宏安地產股份於各授出日期之收市價計算總值超過5,000,000港元，則該額外授出之購股權，須根據上市規則，先獲得宏安地產及本公司股東在股東大會上批准。任何已向宏安地產主要股東或獨立非執行董事(或彼等各自之聯繫人)授出之購股權之條款之變更，亦須獲得宏安地產及本公司股東批准。

行使價須至少為下列之較高者：(i)授出日期(必須為營業日)載於聯交所日報表之宏安地產股份之正式收市價；(ii)緊隨授出日期前五個營業日載於聯交所日報表之宏安地產股份平均收市價；及(iii)一股宏安地產股份之賬面值。

於本年報日期，根據宏安地產購股權計劃可供發行之宏安地產股份總數為1,520,000,000股，佔宏安地產於本年報日期已發行股本之10.0%。

年內，根據宏安地產購股權計劃概無購股權獲授出、行使、失效、註銷或尚未行使。

宏安地產購股權計劃之其他詳情載於財務報表附註38。



## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of WYTH

At the annual general meeting of WYTH held on 22 August 2013, its shareholders approved the termination of the share option scheme previously adopted on 18 September 2003 (the “**WYTH 2003 Scheme**”) and the adoption a new share option scheme (the “**WYTH 2013 Scheme**”) for the primary purpose of providing incentive and rewards to eligible participants who contribute to the success of the WYTH Group’s operations. Upon termination of the WYTH 2003 Scheme, no share options was granted thereunder but the subsisting share options granted prior to the termination will continue to be valid and exercisable during the prescribed exercisable period in accordance with the terms of the WYTH 2003 Scheme. The WYTH 2013 Scheme became effective on 22 August 2013 and, unless otherwise terminated earlier by shareholders of WYTH and the Company at their respective general meetings, will remain in force for a period of 10 years from that date.

Pursuant to the WYTH 2013 Scheme, share options may be granted to any director or proposed director (whether executive or non-executive, including the independent non-executive directors) of WYTH, employee or proposed employee (whether full-time or part-time), secondee, any holder of securities issued by any member of the WYTH Group, any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the WYTH Group or any substantial shareholder or company controlled by a substantial shareholder, or any company controlled by one or more persons belonging to any of the above classes of participants (the “**WYTH Participants**”).

Under the WYTH 2013 Scheme, the board of directors of WYTH may grant share options to the WYTH Participants to subscribe for shares of WYTH for a consideration of HK\$1.00 for each lot of share options granted which must be accepted within 30 days from the offer date. Share options do not confer rights on the holders to dividends or to vote at shareholders’ meetings of WYTH.

### 購股權計劃(續)

#### 位元堂控股購股權計劃

於二零一三年八月二十二日舉行的位元堂控股股東週年大會上，其股東批准終止先前於二零零三年九月十八日採納之購股權計劃(「**位元堂控股二零零三年計劃**」)並採納一項新購股權計劃(「**位元堂控股二零一三年計劃**」)，主要目的為向對位元堂控股集團營運之成功做出貢獻之合資格參與者提供激勵及獎勵。位元堂控股二零零三年計劃終止後，概無據此授出購股權，惟在終止前已授出並存續之購股權可根據位元堂控股二零零三年計劃的條款，於指定的行使期間內繼續有效並可予以行使。位元堂控股二零一三年計劃於二零一三年八月二十二日生效，除非位元堂控股及本公司股東於彼等各自之股東大會提早終止，否則將自該日起十年內有效。

根據位元堂控股二零一三年計劃，購股權可授予位元堂控股任何董事或候任董事(不論為執行或非執行董事，包括獨立非執行董事)、僱員或擬聘僱員(不論為全職或兼職)、借調員工、由位元堂控股集團的任何成員公司發行證券的任何持有人、向位元堂控股集團任何成員公司提供研究、開發或其他技術支援或任何顧問、諮詢、專業或其他服務的任何人士或機構、或任何主要股東或由主要股東控制的公司、或任何由一名或以上屬於上述任何類別參與人士(「**位元堂控股參與者**」)控制之公司。

根據位元堂控股二零一三年計劃，位元堂控股董事會可向位元堂控股參與者授出購股權，以每批所授購股權1.00港元為代價認購位元堂控股股份，且須於授出日期起計30日內接納。購股權並無授予持有人獲派股息或於位元堂控股股東大會投票之權利。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of WYTH (continued)

Pursuant to the WYTH 2013 Scheme, the maximum number of share options that may be granted under the WYTH 2013 Scheme and any other share option schemes of WYTH is the number, upon their exercise, not in aggregate exceeding 30% of the issued share capital of WYTH from time to time, excluding any shares issued on the exercise of share options. The total number of shares which may be issued upon exercise of all options to be granted under the WYTH 2013 Scheme and any other schemes shall not in aggregate exceed 10% of the number of shares of WYTH in issue, as at the date of approval of the WYTH 2013 Scheme limit or as refreshed from time to time.

The maximum number of shares issuable under share options to each WYTH Participant (except for a substantial shareholder or an independent non-executive director of WYTH or any of their respective associates) under the WYTH 2013 Scheme within any 12-month period is limited to 1% of the number of shares of WYTH in issue at any time. Any further grant of share options in excess of such limit must be separately approved by shareholders of WYTH and the Company with such WYTH Participant and his associates abstaining from voting. Share options granted to a director, chief executive or substantial shareholder of WYTH (or any of their respective associates) must be approved by the independent non-executive directors (excluding any independent non-executive directors who is the grantee of the option) of WYTH.

### 購股權計劃(續)

#### 位元堂控股購股權計劃(續)

根據位元堂控股二零一三年計劃，位元堂控股二零一三年計劃及任何其他位元堂控股購股權計劃項下可能授出之最多購股權數目在其獲行使時，不得超過位元堂控股不時已發行股本之30%，但不包括行使購股權而發行之任何股份。根據位元堂控股二零一三年計劃及任何其他計劃將授出之所有購股權獲行使後，可能發行之股份總數合共不得超過批准或不時更新位元堂控股二零一三年計劃上限之日位元堂控股已發行股份數目之10%。

根據位元堂控股二零一三年計劃，於任何12個月內根據行使購股權可向每位元堂控股參與者(除位元堂控股主要股東或獨立非執行董事或任何彼等各自之聯繫人外)發行之最多位元堂控股股份數目，不得超過位元堂控股任何時候之已發行股份數目之1%。授出任何超過該數目之購股權時，必須獲位元堂控股及本公司股東另行批准，而該名位元堂控股參與者及其聯繫人須放棄投票。向位元堂控股一名董事、行政總裁或主要股東(或任何彼等各自之聯繫人)授出購股權時，必須先獲位元堂控股獨立非執行董事(不包括身為購股權承授人之獨立非執行董事)批准。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of WYTH (continued)

Where any grant of share options to a substantial shareholder or an independent non-executive directors of WYTH (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of share options already granted and to be granted to such person under the WYTH 2013 Scheme and any other share option schemes of WYTH (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares in issue, and having an aggregate value, based on the closing price of WYTH's shares at each date of grant, in excess of HK\$5 million, such further grant of share options is required to be approved by shareholders of WYTH and the Company at a general meeting in accordance with the Listing Rules. Any change in the terms of a share option granted to a substantial shareholder or an independent non-executive director (or any of their respective associates) is also required to be approved by shareholders of WYTH and the Company.

The exercise price must be at least the higher of (i) the official closing price of the shares of WYTH as stated in the daily quotations sheets of the Stock Exchange on the offer date which must be a business day; (ii) the average closing prices of the shares of WYTH as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of WYTH.

### 購股權計劃(續)

#### 位元堂控股購股權計劃(續)

倘向位元堂控股主要股東或獨立非執行董事(或彼等各自之聯繫人)授出購股權時，會導致根據位元堂控股二零一三年計劃或位元堂控股任何其他購股權計劃向該名人士已授出或將授出購股權(包括已行使、已註銷及未行使之購股權)獲行使時已發行及將發行之股份總數在任何12個月內直至及包括授出日期相等於合共超過已發行股份之0.1%；及按位元堂控股股份於各授出日期之收市價計算總值超過5,000,000港元，則該額外授出之購股權，根據上市規則，須先獲得位元堂控股及本公司股東在股東大會上批准。任何已向主要股東或獨立非執行董事(或彼等各自之聯繫人)授出之購股權之條款之變更，亦須獲得位元堂控股及本公司股東批准。

行使價須至少為下列之較高者：(i) 授出日期(必須為營業日)載於聯交所日報表之位元堂控股股份之正式收市價；(ii) 緊隨授出日期前五個營業日載於聯交所日報表之位元堂控股股份平均收市價；及(iii) 一股位元堂控股股份之賬面值。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

### 購股權計劃(續)

#### The share options scheme(s) of WYTH (continued)

#### 位元堂控股購股權計劃(續)

Details of the movements of the share options under the WYTH 2003 Scheme during the year ended 31 March 2020 were as follows:

截至二零二零年三月三十一日止年度期間，根據位元堂控股二零零三年計劃，購股權變動詳情如下：

Name or category of WYTH Participant	位元堂控股參與者之名稱或類別	Number of share options 購股權數目				Outstanding as at 31 March 2020 於二零二零年三月三十一日 尚未行使	Date of grant 授出日期	Exercise price per share 每股行使價 HK\$ 港元	Exercisable period 行使期間 (Note) (附註)
		Outstanding as at 1 April 2019 於二零一九年四月一日 尚未行使	Granted during the year 年內已授出	Exercised during the year 年內已行使	Lapsed during the year 年內已失效				
Other employees of WYTH In aggregate	位元堂控股其他僱員 合共	17,238	—	—	(701)	16,537	12.5.2010 二零一零年 五月十二日	7.4197	12.5.2011 – 11.5.2020 二零一一年 五月十二日至 二零二零年 五月十一日
<b>Total</b>	<b>總計</b>	<b>17,238</b>	<b>—</b>	<b>—</b>	<b>(701)</b>	<b>16,537</b>			

Note:

附註：

The share options granted under the WYTH 2003 Scheme were vested as follows:

根據位元堂控股二零零三年計劃已授出購股權的歸屬情況如下：

On the 1st anniversary of the date of grant: 30% vested  
On the 2nd anniversary of the date of grant: Further 30% vested  
On the 3rd anniversary of the date of grant: Remaining 40% vested

授出日期後的第1週年：30%已經歸屬  
授出日期後的第2週年：額外的30%已經歸屬  
授出日期後的第3週年：餘下的40%已經歸屬

During the year, apart from 701 share options lapsed under the WYTH 2003 Scheme, no share options under the WYTH 2013 Scheme was granted and no share options under the WYTH 2003 Scheme was exercised.

年內，除位元堂控股二零零三年計劃下有701份購股權已失效外，概無購股權根據位元堂控股二零一三年計劃授出且概無購股權根據位元堂控股二零零三年計劃獲行使。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of WYTH (continued)

At the end of the reporting period, WYTH had 16,537 share options outstanding under the WYTH 2003 Scheme. The exercise in full of these share options would, under the present capital structure of WYTH, result in the issue of 16,537 additional ordinary shares of WYTH and additional share capital of HK\$165.37 and share premium of HK\$122,534.21 (before expenses).

As at the date of this annual report, the total number of WYTH's shares available for issue under the WYTH 2013 Scheme is 126,514,288 shares, representing approximately 10.3% of the total issued share capital of WYTH.

Other particulars of the WYTH 2013 Scheme are set out in note 38 to the financial statements.

#### The share options scheme(s) of CAP

On 3 May 2012, CAP adopted a new share option scheme (the “**CAP 2012 Scheme**”) for the primary purpose of providing incentive to selected eligible persons (the “**CAP Participants**”) to take up options for their contribution to the Group. Under the CAP 2012 Scheme, the board of directors of CAP may grant share options to the CAP Participants to subscribe for the shares of CAP (the “**CAP Share(s)**”) for a consideration of HK\$1 for each lot of share options granted. The exercise price is to be determined by its board and shall not be less than the highest of (i) the official closing price of the CAP Shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average of the official closing price of the CAP Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a CAP Share.

### 購股權計劃(續)

#### 位元堂控股購股權計劃(續)

於報告期末，根據位元堂控股二零零三年計劃，位元堂控股有16,537份尚未行使的購股權。根據位元堂控股現時的資本架構，悉數行使該等購股權會引致位元堂控股額外發行16,537股普通股，股本將額外增加165.37港元，而股份溢價將額外增加122,534.21港元(扣除費用前)。

於本年報日期，根據位元堂控股二零一三年計劃可供發行之位元堂控股股份總數為126,514,288股，佔位元堂控股已發行股本總額之約10.3%。

位元堂控股二零一三年計劃之其他詳情載於財務報表附註38。

#### 中國農產品購股權計劃

於二零一二年五月三日，中國農產品採納一項新購股權計劃(「**中國農產品二零一二年計劃**」)，主要目的是讓經甄選合資格人士(「**中國農產品參與者**」)取得購股權，以獎勵彼等對本集團之貢獻。根據中國農產品二零一二年計劃，中國農產品董事會可向中國農產品參與者授出購股權以認購中國農產品之股份(「**中國農產品股份**」)，而每批購股權收取1港元作為授出代價。行使價將由其董事會決定，及不得低於以下各項之最高者：(i)授出日期(必須為營業日)載於聯交所日報表之中國農產品股份正式收市價；(ii)緊隨授出日期前五個營業日載於聯交所日報表之中國農產品股份平均正式收市價；及(iii)一股中國農產品股份之賬面值。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SHARE OPTION SCHEMES (continued)

#### The share options scheme(s) of CAP (continued)

The number of CAP Shares in respect of which options may be granted to any CAP Participant in any 12-month period up to and including the date of grant shall not exceed 1% of the CAP Shares in issue at any point in time, without prior approval from the shareholders of CAP. Options granted to substantial shareholders of CAP or independent non-executive directors of CAP, or any of their respective associates, in excess of 0.1% of the CAP Shares in issue and with an aggregate value in excess of HK\$5,000,000 must be approved in advance by the shareholders of CAP. The CAP 2012 Scheme became effective on 3 May 2012 and will remain in force for a period of 10 years. There is no specific requirement that an option must be held for any minimum period before it can be exercised but its board is empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the board of CAP at its absolute discretion, save that no option may be exercised for a period of more than 10 years from the date of grant.

Subject to the approval of the shareholders of the Company at general meeting, the board of CAP may refresh the limit at any time to 10% of the total number of CAP Shares in issue as at the date of approval by the shareholders of CAP at its general meeting. Notwithstanding the foregoing, the CAP Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the CAP 2012 Scheme and any other share option schemes of CAP at any time shall not exceed 30% of the CAP Shares in issue from time to time.

Since the adoption of the CAP 2012 Scheme and up to 31 March 2020, no option had been granted. As at the date of this annual report, the total number of CAP Shares available for issue under the CAP 2012 Scheme is 995,306,782, representing 10% of the existing issued share capital of CAP.

Other particulars of the CAP 2012 Scheme are set out in note 38 to the financial statements.

### 購股權計劃(續)

#### 中國農產品購股權計劃(續)

於任何授出日期(包括該日)前12個月期間內，倘未獲中國農產品股東事先批准，則向任何中國農產品參與者授出之購股權所涉及之中國農產品股份數目，於任何時候不得超過已發行中國農產品股份之1%。倘授予中國農產品主要股東或中國農產品獨立非執行董事或任何彼等各自之聯繫人之購股權超過已發行中國農產品股份之0.1%，及其價值合計超過5,000,000港元，則須經中國農產品股東事先批准。中國農產品二零一二年計劃於二零一二年五月三日生效，生效期為期十年。概無明文規定購股權須持有任何最短期限後方可行使，惟其董事會有權酌情於授出任何個別購股權時施加任何最短期限。中國農產品董事會可全權酌情釐定可行使購股權之期間，惟購股權概不可於授出日期起計十年以上期間行使。

待本公司股東於股東大會上批准後，中國農產品董事會可隨時更新上限至中國農產品股東於其股東大會批准當日已發行中國農產品股份總數之10%。儘管有上文之規定，惟任何時候因行使所有已根據中國農產品二零一二年計劃及中國農產品之任何其他購股權計劃授出但尚未行使之購股權而可能發行之中國農產品股份，均不可超過不時已發行中國農產品股份之30%。

自中國農產品二零一二年計劃採納起及直至二零二零年三月三十一日，概無授出購股權。於本年報日期，根據中國農產品二零一二年計劃可發行之中國農產品股份總數為995,306,782股，佔中國農產品現有已發行股本之10%。

中國農產品二零一二年計劃之其他詳情載於財務報表附註38。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

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

As at 31 March 2020, to the best knowledge of the Directors, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that the following shareholders, had notified the Company and the Stock Exchange of relevant interests and short positions in the shares and underlying shares 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，就董事所知，本公司根據證券及期貨條例第336條規定存置之主要股東登記冊所顯示，下列股東已知會本公司及聯交所其於本公司股份及相關股份中擁有之相關權益及淡倉：

#### Long positions in the ordinary shares of the Company:

#### 於本公司普通股之好倉：

Name of shareholder	股東名稱／姓名	Notes	Capacity	Number of shares	Approximate percentage of the Company's total issued share capital 佔本公司全部已發行股本之概約百分比 (Note 5) (附註5) %
Caister	Caister	(1)	Beneficial owner 實益擁有人	4,938,375,306	28.39
Accord Power Limited ("Accord Power")	致力有限公司 ([致力])	(2)	Beneficial owner — Tang's Family Trust 實益擁有人 — 鄧氏家族信託	4,989,928,827	28.68
Fiducia Suisse SA	Fiducia Suisse SA	(3)	Interest of controlled corporation — Trustee 受控制公司權益 — 受託人	4,989,928,827	28.68
Mr. David Henry Christopher Hill	David Henry Christopher Hill先生	(3)	Interest of controlled corporation 受控制公司權益	4,989,928,827	28.68
Ms. Rebecca Ann Hill	Rebecca Ann Hill女士	(4)	Family interest 家族權益	4,989,928,827	28.68

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

### 主要股東及其他人士於股份及相關股份之權益及淡倉(續)

#### Long positions in the ordinary shares of the Company: (continued)

#### 於本公司普通股之好倉：(續)

Notes:

附註：

- (1) Caister, a company wholly owned by Mr. Tang, beneficially owned 4,938,375,306 shares.
- (2) Accord Power is wholly owned by Fiducia Suisse SA in its capacity as the trustee of Tang's Family Trust. Accordingly, Fiducia Suisse SA was taken to be interested in those shares held by Accord Power.
- (3) Fiducia Suisse SA is the trustee of the Tang's Family Trust. Fiducia Suisse SA is wholly owned by Mr. David Henry Christopher Hill, and accordingly, Mr. David Henry Christopher Hill was taken to be interested in those shares in which Fiducia Suisse SA was interested.
- (4) Ms. Rebecca Ann Hill is the spouse of Mr. David Henry Christopher Hill and was therefore taken to be interested in the shares in which Mr. David Henry Christopher Hill was interested.
- (5) The percentage represented the number of shares over the total issued share capital of the Company as at 31 March 2020 of 17,397,520,047 shares.

- (1) Caister (一間由鄧先生全資擁有之公司)實益擁有4,938,375,306股股份。
- (2) 致力由Fiducia Suisse SA以鄧氏家族信託之受託人身份全資擁有，因此，Fiducia Suisse SA被視為擁有致力所持有該等股份之權益。
- (3) Fiducia Suisse SA為鄧氏家族信託之受託人。Fiducia Suisse SA由David Henry Christopher Hill先生全資擁有，因此，David Henry Christopher Hill先生被視為擁有Fiducia Suisse SA所擁有權益之該等股份之權益。
- (4) Rebecca Ann Hill女士為David Henry Christopher Hill先生之配偶，因此被視為擁有David Henry Christopher Hill先生所擁有權益之股份之權益。
- (5) 該百分比按該等股份數目除以本公司於二零二零年三月三十一日全部已發行股本17,397,520,047股股份計算。

Save as disclosed above, as at 31 March 2020, there were no persons who had an interest or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or where were recorded in the register that was required to be kept by the Company under Section 336 of the SFO.

除上文所披露者外，於二零二零年三月三十一日，概無人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或記錄於根據證券及期貨條例第336條須由本公司存置的登記冊內的權益或淡倉。



## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### RELATIONSHIP WITH CUSTOMERS AND SUPPLIERS

The Group recognised enhancing and maintaining good relationships with suppliers and customers are essential for the Group's overall growth and development. The Group placed specific caution on selection of quality suppliers and customers and encourages fair and open competition to foster long-term relationships with quality suppliers on the basis of mutual trust. The Group has kept good communications and shared business updates with them when appropriate. The communication policies and the Group's performance are detailed in the Environmental, Social and Governance Report set out on pages 50 to 86 of this annual report.

### CONTINUING CONNECTED TRANSACTION

On 8 December 2016, the Company, through its wholly-owned subsidiary, namely Richly Gold Limited (as the landlord), entered into a tenancy agreement (the **"Tenancy Agreement"**) with Ms. Yau Yuk Yin, the Deputy Chairman of the Company, (as the tenant) in respect of the lease of a premise located at Winners Lodge, Nos. 9-15 Ma Yeung Path, Kau To Shan, Shatin, New Territories, Hong Kong for a term of three years commencing from 15 November 2016 and expiring on 14 November 2019 at a monthly rental of HK\$100,000, which was renewed for a further three years until 13 November 2022 under a renewal tenancy agreement dated 27 February 2020 with other terms and conditions remained unchanged. The aforesaid tenancy constituted a continuing connected transaction (the **"Continuing Connected Transaction"**) for the Company during the year ended 31 March 2020 which is exempt from disclosure, annual review and shareholders' approval requirements pursuant to Rule 14A.76 of the Listing Rules.

Further details of other related party transactions undertaken by the Group in the ordinary course of business, which fell under Rule 14A.73 of the Listing Rules, during the year are set out in note 48 to the financial statements. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules and save as disclosed above, there were no other transactions which need to be disclosed as continuing connected transaction in accordance with the requirements of the Listing Rules.

### 與客戶及供應商的關係

本集團明白提升及維持與供應商及客戶的良好關係對本集團整體增長及發展而言不可或缺。本集團挑選優質供應商及客戶時格外審慎，並鼓勵公平及公開的競爭，務求與優質供應商在互信的基礎下建立長期關係。本集團一直保持良好溝通，並於適當時與彼等分享業務最新消息。溝通政策及本集團表現詳述於本年報第50至86頁所載之環境、社會及管治報告。

### 持續關連交易

於二零一六年十二月八日，本公司透過其全資附屬公司金峰有限公司(作為業主)與本公司副主席游育燕女士(作為承租人)訂立租賃協議(「租賃協議」)，內容有關以月租100,000港元租賃位於香港新界沙田九肚山馬鞅徑9至15號恒勝苑之物業，租期由二零一六年十一月十五日起計至二零一九年十一月十四日屆滿為期三年，並根據日期為二零二零年二月二十七日之重續租賃協議進一步續期三年至二零二二年十一月十三日，而其他條款及條件維持不變。上述租賃構成本公司截至二零二零年三月三十一日止年度之持續關連交易(「持續關連交易」)，而根據上市規則第14A.76條其獲豁免於披露、年度審閱及股東批准的規定。

年內本集團於其日常業務過程中所進行屬上市規則第14A.73條範圍之其他關連人士交易的詳情載於財務報表附註48。本公司已遵守上市規則第14A章之披露規定，且除上文所披露者外，概無其他交易須根據上市規則規定披露為持續關連交易。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### DISCLOSURES PURSUANT TO RULES 13.12 AND 13.20 OF THE LISTING RULES

The Group, through its subsidiaries, continued to grant the following debts to CAP:

- (a) pursuant to the subscription agreement dated 4 October 2014 (as supplemented on 28 November 2014) (the “**Subscription Agreement**”), entered into, among others, CAP, Winning Rich Investments Limited (“**Winning Rich**”), an indirectly wholly-owned subsidiary of WYTH and Double Leads Investments Limited (“**Double Leads**”), an indirectly wholly-owned subsidiary of the Company, pursuant to which Double Leads subscribed for up to an aggregate principal amount of HK\$330.0 million five-year 10.0% coupon bonds due November 2019 (the “**2019 CAP Bonds**”) issued by CAP, HK\$200.0 million of which were sold to Winning Rich, pursuant to the bond transfer agreement dated 5 July 2016 (as supplemented on 8 July 2016) (the “**Bond Transfer Agreement**”) entered into between Winning Rich, Double Leads and the Company; and
- (b) Winning Rich subscribed for an aggregate principal amount of HK\$720.0 million 2019 CAP Bonds pursuant to the Subscription Agreement and further acquired HK\$200.0 million 2019 CAP Bonds from Double Leads pursuant to the Bond Transfer Agreement.

As at 1 April 2019, the 2019 CAP Bonds remained outstanding in an aggregate sum of HK\$800.0 million, comprising HK\$100.0 million owed by CAP to Double Leads and HK\$700.0 million owed by CAP to Winning Rich. During the year under review, CAP repaid the principal sums of HK\$25.0 million and HK\$175.0 million to Double Leads and Winning Rich, respectively. As at 27 November 2019, Winning Rich and Double Leads granted the new loans to CAP in the principal amounts of HK\$525.0 million and HK\$75.0 million, respectively, for a term of three years at an interest rate of 10.0% per annum under the loan agreements dated 26 September 2019 for the purpose of refinancing the outstanding debts indebted by CAP to Winning Rich and Double Leads, details of which were set out in the Company’s announcements dated 26 September 2019 and 27 November 2019. Immediately upon completion of the CAP Acquisition, CAP became a non wholly-owned subsidiary of each of WYTH and the Company.

#### 根據上市規則第13.12條及第13.20條之披露

本集團持續透過其附屬公司向中國農產品授出以下債務：

- (a) 根據由(其中包括)中國農產品、位元堂控股之間接全資附屬公司凱裕投資有限公司(「**凱裕**」)及本公司間接全資附屬公司倍利投資有限公司(「**倍利**」)訂立日期為二零一四年十月四日之認購協議(於二零一四年十一月二十八日經補充)(「**認購協議**」)，據此，倍利認購中國農產品發行之本金總額最多為330,000,000港元五年期10.0%票息債券(於二零一九年十一月到期)(「**二零一九年中國農產品債券**」)，根據由凱裕、倍利及本公司訂立日期為二零一六年七月五日之債券轉讓協議(於二零一六年七月八日經補充)(「**債券轉讓協議**」)，其中200,000,000港元二零一九年中國農產品債券已售予凱裕；及
- (b) 凱裕根據認購協議認購本金額合共720,000,000港元的二零一九年中國農產品債券及根據債券轉讓協議向倍利進一步收購200,000,000港元的二零一九年中國農產品債券。

於二零一九年四月一日，總額800,000,000港元的二零一九年中國農產品債券仍為尚未償還，包括中國農產品結欠倍利的100,000,000港元以及中國農產品結欠凱裕的700,000,000港元。於回顧年度內，中國農產品分別向倍利及凱裕償還本金額25,000,000港元及175,000,000港元。於二零一九年十一月二十七日，凱裕及倍利根據日期為二零一九年九月二十六日的貸款協議分別向中國農產品授出本金額為525,000,000港元及75,000,000港元的新貸款，為期三年，年利率為10.0%，旨在為中國農產品結欠凱裕及倍利的未償還債務再融資，有關詳情載於本公司日期為二零一九年九月二十六日及二零一九年十一月二十七日的公佈。緊隨中國農產品收購事項完成後，中國農產品成為位元堂控股及本公司各自的非全資附屬公司。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### CHARITABLE DONATIONS

During the year, the Group made charitable and other donations totalling approximately HK\$17.9 million (2019: approximately HK\$21.8 million).

#### EMOLUMENT POLICY

The Group's emolument policy for its employees is set up and approved by the Remuneration Committee and the Board on the basis of their merit, qualifications and competence.

The emoluments of the Directors are determined by the Remuneration Committee and the Board, as authorised by the shareholders at the annual general meeting, having regarded to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted the 2012 Scheme as an incentive to Directors and eligible employees, details of the 2012 Scheme are set out in note 38 to the financial statements.

#### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices for the benefit of the Company and its Shareholders. In the opinion of the Directors, the Company has complied with the code provisions under the CG Code contained in Appendix 14 to the Listing Rules throughout the financial year under review, except for code provision A.5.1 of the CG Code. Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 87 to 120 of this annual report.

#### 慈善捐款

年內，本集團作出慈善及其他捐款合共約17,900,000港元(二零一九年：約21,800,000港元)。

#### 薪酬政策

本集團之僱員薪酬政策乃經薪酬委員會及董事會參考彼等之表現、資歷及能力制定及批准。

董事酬金由薪酬委員會及董事會獲股東於股東週年大會上授權後經參考本集團之經營業績、個人表現及可資比較市場數據後釐定。

本公司已採納二零一二年計劃，作為對董事及合資格僱員之獎勵，有關二零一二年計劃之詳情載於財務報表附註38。

#### 企業管治

本公司致力維持高水平之企業管治常規，以促進本公司及其股東之利益。董事認為，本公司已於整個回顧財政年度遵守上市規則附錄十四企業管治守則之守則條文，惟企業管治守則之守則條文A.5.1除外。本公司採納之企業管治常規詳情載於本年報第87至120頁之企業管治報告。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient prescribed amount of public float as required under the Listing Rules throughout the financial year under review and up to the date of this report.

### AUDIT COMMITTEE

The Company has established the Audit Committee with specific written terms of reference (as amended from time to time) in compliance with Rule 3.21 of the Listing Rules. During the year under review, the Audit Committee comprised three INEDs, namely Mr. Siu Kam Chau, Dr. Lee Peng Fei, Allen and Mr. Wong Chun, Justin and Mr. Siu Kam Chau acted as the chairman of the Audit Committee.

During the year, the Audit Committee met twice with the management and the external auditor to review and consider, among other things, the accounting principles and practices adopted by the Group, the financial report matters, including the review of the audited consolidated financial statement for the year ended 31 March 2020 and the unaudited consolidated interim results for the six-month ended 30 September 2019, the statutory compliance, internal controls, risk management and the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function as well as their training programmes and budget.

### 充足之公眾持股量

按照本公司公開可得之資料及就董事所知，於整個回顧財政年度內及截至本報告日期，本公司已充份維持上市規則所規定之公眾持股量。

### 審核委員會

本公司已遵守上市規則第3.21條之規定成立審核委員會，並訂立具體書面職權範圍(經不時修訂)。於回顧年度內，審核委員會由三名獨立非執行董事組成，分別為蕭錦秋先生、李鵬飛博士及王津先生組成，且蕭錦秋先生擔任審核委員會之主席。

年內，審核委員會與管理層及外聘核數師舉行兩次會議審閱及考慮(其中包括)以下事宜：本集團採納之會計原則及慣例；財務申報事宜(包括審閱截至二零二零年三月三十一日止年度之經審核綜合財務報表及截至二零一九年九月三十日止六個月之未經審核綜合中期業績)；法規合規；內部監控；風險管理及本公司會計及財務報告職能之資源、員工資歷及經驗是否充足，以及彼等之培訓課程及預算。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### AUDIT COMMITTEE (continued)

Immediately after the decease of Dr. Lee Peng Fei, Allen, the late INED on 15 May 2020, the Audit Committee comprises two INEDs, namely Mr. Siu Kam Chau and Mr. Wong Chun, Justein, Mr. Siu Kam Chau was elected as the chairman of the Audit Committee.

The consolidated financial statements for the year ended 31 March 2020 have also been reviewed by the Audit Committee with the management and independent auditors of the Company.

### EVENTS AFTER THE REPORTING PERIOD

Details of significant events of the Group after the reporting period are set out in note 52 to the financial statements.

### AUDITORS

The financial statements for the year ended 31 March 2020 have been audited by Messrs. Ernst & Young, who retire and, being eligible, offer themselves for re-appointment. A resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

**Tang Ching Ho**  
Chairman

Hong Kong, 30 June 2020

### 審核委員會(續)

緊隨已故獨立非執行董事李鵬飛博士於二零二零年五月十五日與世長辭後，審核委員會由兩名獨立非執行董事組成，分別為蕭錦秋先生及王津先生，而蕭錦秋先生獲推選為審核委員會主席。

截至二零二零年三月三十一日止年度之綜合財務報表亦已由審核委員會連同本公司管理層及獨立核數師審閱。

### 報告期後事項

有關本集團於報告期後之重大事項詳情載於財務報表附註52。

### 核數師

截至二零二零年三月三十一日止年度之財務報表經安永會計師事務所審核，安永會計師事務所將任滿告退，惟合資格並願意接受續聘。有關續聘安永會計師事務所擔任本公司核數師之決議案將於本公司之應屆股東週年大會上提呈。

承董事會命

主席  
**鄧清河**

香港，二零二零年六月三十日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



To the shareholders of Wang On Group Limited

(Incorporated in Bermuda with limited liability)

### OPINION

We have audited the consolidated financial statements of Wang On Group Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 160 to 416, 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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### BASIS FOR OPINION

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

致 Wang On Group Limited

(宏安集團有限公司) \*股東

(於百慕達註冊成立的有限公司)

### 意見

我們已審計列載於第160至416頁的 Wang On Group Limited (宏安集團有限公司) \* (「貴公司」) 及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二零年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了 貴集團於二零二零年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

### 意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「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頒佈的專業會計師道德守則(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

\* 僅供識別

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### 獨立核數師報告(續)

#### KEY AUDIT MATTERS

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

#### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告核數師就審計綜合財務報表承擔的責任部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表整體發表審計意見提供了基礎。

# INDEPENDENT AUDITOR'S REPORT (CONTINUED)

## 獨立核數師報告(續)

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項(續)

#### Key audit matter

#### 關鍵審計事項

#### How our audit addressed the key audit matter

#### 我們的審計如何處理關鍵審計事項

#### Valuation of investment properties

#### 投資物業之估值

The Group holds various investment properties in Hong Kong and Mainland China for rental earning purpose. Such investment properties were measured at fair value at the end of the reporting period and the aggregate carrying amount of these investment properties as at 31 March 2020 was HK\$4,669,716,000, which represented approximately 24.5% of the total assets of the Group.

貴集團於香港及中國內地持有多項投資物業以賺取租金。有關投資物業於報告期末按公平值計量及該等投資物業於二零二零年三月三十一日之賬面總額為4,669,716,000港元，佔貴集團總資產約24.5%。

Significant estimation is required to determine the fair values of investment properties, which reflect market conditions at the end of the reporting period. The Group engaged external valuers to perform the valuation of these investment properties as at 31 March 2020 and in the absence of current prices in an active market for similar properties, the external valuers considered information from a variety of sources such as current prices of properties of similar locations and conditions, and estimated rental value of the relevant properties, and made assumptions about capitalisation rates.

釐定投資物業之公平值須作出重大估計，其可反映報告期末之市場狀況。貴集團於二零二零年三月三十一日委聘外部估值師對該等投資物業進行估值，而在無法取得類似物業在活躍市場上之當前價格之情況下，外部估值師考慮了多個渠道的所得資料，例如類似地點及狀況之物業之當前價格，以及相關物業之估計租值，並對資本化比率作出假設。

The accounting policies and disclosures in relation to the valuation of investment properties are included in notes 2.4, 3 and 14 to the consolidated financial statements.

有關投資物業估值之會計政策及披露載於綜合財務報表附註2.4、3及14。

Our audit procedures to assess the valuation of investment properties included the following:

我們就評估投資物業估值之審計程序包括下列各項：

- obtaining and reviewing the valuation reports prepared by the external valuers engaged by the Group;
- 取得及審閱由貴集團委聘之外部估值師所編製之估值報告；
- assessing the external valuers' qualification, experience and expertise and considering their objectivity and independence;
- 評估外部估值師之資格、經驗及專業知識，以及考慮其客觀性及獨立性；
- involving our internal valuation specialists to assist us in the assessment of the valuation methodologies applied and the key assumptions and estimates adopted in the valuation, and performing benchmarking on the value of the investment properties to the transaction prices of other comparable properties on a sampling basis; and
- 邀請內部估值專家協助我們評估估值中所應用之估值方法及所採用之關鍵假設和估計或抽樣比較投資物業之價值與其他可資比較物業之交易價格；及
- comparing property-related data used as inputs for the valuations with underlying documentation, such as lease agreements.
- 將用作估值輸入數據之物業相關數據與相關文件比較，例如租賃協議。



# INDEPENDENT AUDITOR'S REPORT (CONTINUED)

## 獨立核數師報告(續)

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項(續)

#### Key audit matter 關鍵審計事項

#### How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

#### *Impairment assessment of property, plant and equipment*

#### 物業、廠房及設備之減值評估

As at 31 March 2020, the Group had property, plant and equipment before current year impairment of HK\$1,138,200,000, which relate to the cash-generating units ("CGUs") of Chinese pharmaceutical and health food products and Western pharmaceutical and health food products. Given that the operating results of both CGUs were loss making for the current and prior years, management of the Company performed an impairment assessment of the related property, plant and equipment to determine their recoverable amounts based on either their value in use or fair value less costs of disposal.

於二零二零年三月三十一日，貴集團持有物業、廠房及設備(扣除本年度減值前)1,138,200,000港元，涉及中藥及保健食品產品，以及西藥及保健食品產品之現金產生單位(「現金產生單位」)。由於兩個現金產生單位之經營業績於本年度及過往年度均錄得虧損，故貴公司管理層根據使用價值或公平值減出售成本對相關物業、廠房及設備進行減值評估，以釐定其可收回金額。

During the year, an impairment of HK\$80,523,000 was made against these property, plant and equipment.

於本年度，貴集團已對該等物業、廠房及設備作出減值80,523,000港元。

For impairment assessments using the value in use calculations, our audit procedures included the following:

就採用使用價值計算之減值評估而言，我們之審計程序包括下列各項：

- enquiring of management in relation to the key assumptions applied in the cash flow projections, such as the revenue growth rates and gross margins, and compared them to historical information and our understanding of latest market information and conditions;
- 向管理層查詢現金流量預測中所採用的關鍵假設，例如收益增長率及毛利率，並將其與歷史資料及我們對最近市場資料和狀況的瞭解作比較；
- involving our internal valuation specialists to assist us with our assessment of the methodologies and the discount rates used to determine the recoverable amounts; and
- 邀請內部估值專家協助我們評估釐定可收回金額所使用的方法及貼現率；及
- assessing the adequacy of the disclosures of the Group's impairment assessment of property, plant and equipment in the consolidated financial statements.
- 評估綜合財務報表之貴集團物業、廠房及設備之減值評估之披露充足性。

# INDEPENDENT AUDITOR'S REPORT (CONTINUED)

## 獨立核數師報告(續)

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項(續)

#### Key audit matter 關鍵審計事項

#### How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

#### *Impairment assessment of property, plant and equipment (continued)*

#### 物業、廠房及設備之減值評估(續)

The impairment assessment has been identified as a key audit matter due to the materiality of the carrying values of the property, plant and equipment and the significant judgements and estimations involved in the assessment of the recoverable amounts.

因應物業、廠房及設備賬面值之重要性以及評估其可收回金額時涉及重大判斷及估計，減值評估被列為一項關鍵審計事項。

The accounting policies and disclosures in relation to the impairment of items of property, plant and equipment are included in notes 2.4, 3 and 13 to the consolidated financial statements.

有關物業、廠房及設備項目減值之會計政策及披露載於綜合財務報表附註2.4、3及13。

For impairment assessments using the fair value less costs of disposal of the relevant property, plant and equipment, our audit procedures included the following: 就使用相關物業、廠房及設備之公平值減出售成本之減值評估而言，我們之審計程序包括下列各項：

- obtaining and reviewing the valuation reports prepared by the external valuer engaged by the Group;
- 取得及審閱由 貴集團委聘之外部估值師所編製之估值報告；
- assessing the external valuer's qualification, experience and expertise and considering its competency, objectivity and independence; and
- 評估外部估值師之資格、經驗及專業知識，以及考慮其能力、客觀性及獨立性；及
- involving our internal valuation specialists to assist us in the assessment of the valuation methodologies applied and the key assumptions and estimates adopted in the valuations.
- 邀請內部估值專家協助我們評估估值中所應用之估值方法及所採用之關鍵假設和估計。

# INDEPENDENT AUDITOR'S REPORT (CONTINUED)

## 獨立核數師報告(續)

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項(續)

#### Key audit matter

#### 關鍵審計事項

#### How our audit addressed the key audit matter

#### 我們的審計如何處理關鍵審計事項

#### *Impairment assessment of loans and interest receivables*

#### 應收貸款及利息之減值評估

As at 31 March 2020, the Group had loans and interest receivables amounting to HK\$519,859,000. Related net impairment losses amounting to HK\$8,996,000 was recognised in profit or loss during the year, and the related cumulative loss allowance amounting to HK\$28,830,000 was carried in the consolidated statement of financial position as at 31 March 2020.

於二零二零年三月三十一日，貴集團有應收貸款及利息519,859,000港元。年內，相關減值虧損淨額8,996,000港元於損益確認及相關累計虧損撥備28,830,000港元於二零二零年三月三十一日的綜合財務狀況表結轉。

Significant management judgements and estimates were required in determining the loss allowance for these financial assets under the expected credit loss model in accordance with HKFRS 9 *Financial Instruments*. Management applied the general approach in calculating expected credit losses for these financial assets and engaged an external valuer to assess the credit risk of each debtor and prepare the expected credit loss calculations. The external valuer applied various elements, which involved forward-looking information and expected future cash flows, in assessing the expected credit losses.

根據香港財務報告準則第9號金融工具的預期信貸虧損模式，釐定該等金融資產的虧損撥備時需要使用重大管理判斷及估計。管理層計算該等金融資產的預期信貸虧損時採用一般方法，並委聘了一名外部估值師評估每名債務人的信貸風險及編製預期信貸虧損計算。外聘估值師評估預期信貸虧損時採用不同的元素，當中涉及前瞻性資料及預期未來現金流量。

The accounting policies and disclosures in relation to the impairment of loans and interest receivables are included in notes 2.4, 3 and 24 to the consolidated financial statements.

與應收貸款及利息減值有關的會計政策及披露載於綜合財務報表附註2.4、3及24。

Our audit procedures to assess the impairment assessments of loans and interest receivables included the following:

我們就評估應收貸款及利息之減值之審計程序包括下列各項：

- obtaining and reviewing the expected credit loss calculations prepared by the external valuer engaged by the Group;
- 取得及審閱由貴集團委聘之外部估值師所編製之預期信貸虧損計算；
- assessing the external valuer's qualification, experience and expertise and considering its objectivity and independence; and
- 評估外部估值師之資格、經驗及專業知識，以及考慮其客觀性及獨立性；及
- involving our internal valuation specialists to assist us in the assessment of the methodologies applied and the key assumptions and estimates adopted in the expected credit loss calculations.
- 邀請內部估值專家協助我們評估預期信貸虧損計算中所應用之方法及所採用之關鍵假設和估計。

# INDEPENDENT AUDITOR'S REPORT (CONTINUED)

## 獨立核數師報告(續)

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項(續)

#### Key audit matter 關鍵審計事項

#### How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

#### **Assessment of net realisable value of properties under development and properties held for sale in Mainland China**

#### **於中國內地之發展中物業及持作出售物業之可變現淨值之評估**

The Group's properties under development and properties held for sale in Mainland China are stated at the lower of cost and net realisable value. As at 31 March 2020, the aggregate carrying amount of the Group's properties under development and properties held for sale amounted to HK\$1,942,311,000, which represented approximately 10.2% of the total assets of the Group.

貴集團於中國內地之發展中物業及持作出售物業以成本與可變現淨值兩者中較低者列賬。於二零二零年三月三十一日，貴集團之發展中物業及持作出售物業之賬面總值為1,942,311,000港元，佔貴集團總資產約10.2%。

Significant estimation is required to determine the net realisable value of the properties under development and properties held for sale in Mainland China, which reflects market conditions at the end of the reporting period. Management of the Group engaged an external valuer to perform the valuations of these properties under development and properties held for sale as at 31 March 2020.

釐定於中國內地之發展中物業及持作出售物業之可變現淨值須作出重大估計，其可反映報告期末之市場狀況。貴集團管理層於二零二零年三月三十一日委聘外部估值師對該等發展中物業及持作出售物業進行估值。

The accounting policies and disclosures in relation to the properties under development and properties held for sale are included in notes 2.4, 3, 16 and 21 of the consolidated financial statements.

與發展中物業及持作出售物業有關的會計政策及披露載於綜合財務報表附註2.4、3、16及21。

Our audit procedures to assess the net realisable value of properties under development and properties held for sale in Mainland China included the following:

我們就評估於中國內地之發展中物業及持作出售物業之可變現淨值之審計程序包括下列各項：

- obtaining and reviewing the valuation reports prepared by the external valuer engaged by the Group;
- 取得及審閱由貴集團委聘之外部估值師所編製之估值報告；
- assessing the external valuer's qualification, experience and expertise and considering its competence, objectivity and independence; and
- 評估外部估值師之資格、經驗及專業知識，以及考慮其能力、客觀性及獨立性；及
- involving our internal valuation specialists to assist us in the assessment of the valuation methodologies applied and the key assumptions and estimates adopted in the valuations.
- 邀請內部估值專家協助我們評估估值中所應用之估值方法及所採用之關鍵假設和估計。

## INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

### 刊載於年度報告內其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

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

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

### 董事就綜合財務報表須承擔的責任

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

在擬備綜合財務報表時，貴公司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，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助貴公司董事履行職責，監督貴集團的財務報告過程。

## INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

### 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. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們遵照百慕達一九八一年公司法第90條僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

## INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

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

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

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

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

### 核數師就審計綜合財務報表承擔的責任(續)

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

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

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

## INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. CHUNG, Ho Ling.

### 核數師就審計綜合財務報表承擔的責任(續)

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

出具本獨立核數師報告的審計項目合夥人是鍾浩齡先生。

#### Ernst & Young

*Certified Public Accountants*  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong

30 June 2020

#### 安永會計師事務所

執業會計師  
香港中環  
添美道1號  
中信大廈22樓

二零二零年六月三十日



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

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
<b>REVENUE</b>	<b>收入</b>			
Revenue from contracts with customers	來自客戶合約之收入	5	2,978,116	3,557,426
Interest income from treasury operation	財資業務之利息收入	5	224,837	235,503
Revenue from other sources	其他來源之收入	5	237,770	216,146
Total revenue	總收入		3,440,723	4,009,075
Cost of sales	銷售成本		(1,829,735)	(2,290,961)
Gross profit	毛利		1,610,988	1,718,114
Other income and gains, net	其他收入及收益淨額	5	484,990	76,230
Selling and distribution expenses	銷售及分銷費用		(456,313)	(406,764)
Administrative expenses	行政費用		(435,915)	(402,760)
Reversal of impairment losses/(impairment losses) of financial assets, net	金融資產減值虧損撥回/(減值虧損)淨額	6	(70,328)	70,216
Other expenses	其他費用		(117,736)	(59,907)
Finance costs	融資成本	7	(229,169)	(134,688)
Fair value gains/(losses) on financial instruments at fair value through profit or loss, net	按公平值計入損益之金融工具公平值收益/(虧損)淨額		(49,826)	2,201
Fair value gains/(losses) on owned investment properties, net	所擁有投資物業公平值收益/(虧損)淨額	14	(181,148)	89,058
Reversal of write-down/(write-down) of properties held for sale	持作出售物業之撇減撥回/(撇減)	21	(9,663)	88,856
Share of profits and losses of:	應佔溢利及虧損:			
Joint ventures	合營企業		28,080	(27,162)
Associates	聯營公司		11,859	51,797
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	6	585,819	1,065,191
Income tax expense	所得稅開支	10	(146,117)	(171,800)
<b>PROFIT FOR THE YEAR</b>	<b>年度溢利</b>		439,702	893,391

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND  
OTHER COMPREHENSIVE INCOME (CONTINUED)  
綜合損益及其他全面收益表(續)

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

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>			
<b>其他全面收益／(虧損)</b>			
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods:</i>	<i>其後期間可重新分類至損益之其他全面收益：</i>		
Debt investments at fair value through other comprehensive income:	按公平值計入其他全面收益之債務投資：		
Changes in fair value	公平值變動	(96,997)	405
Reclassification adjustments for gains/losses included in profit or loss:	就計入損益之收益／虧損重新分類調整：		
— impairment losses/(reversal of impairment losses), net	— 減值虧損／(減值虧損撥回)淨額	52,746	(75,190)
— gain on disposal/redemption, net	— 出售／贖回收益淨額	(117,930)	—
	20		
		<b>(65,184)</b>	(75,190)
Exchange differences on translation of foreign operations	海外業務之匯兌差額	(83,845)	(9,971)
Other reserves:	其他儲備：		
Share of other comprehensive loss of joint ventures	應佔合營企業其他全面虧損	(10,786)	(5,019)
Share of other comprehensive loss of associates	應佔聯營公司其他全面虧損	(13,093)	(26,917)
		<b>(23,879)</b>	(31,936)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	其後期間可重新分類至損益之其他全面虧損淨額	(269,905)	(116,692)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	其後期間將不會重新分類至損益之其他全面收益：		
Equity investments at fair value through other comprehensive income:	按公平值計入其他全面收益之股權投資：		
Changes in fair value	公平值變動	(87,057)	(85,826)
Deferred tax	遞延稅項	9,977	3,521
		<b>(77,080)</b>	(82,305)
Share of other comprehensive loss of an associate	應佔一間聯營公司之其他全面虧損	(6,331)	(4,240)
Net other comprehensive loss that will not be reclassified to profit or loss in subsequent periods	其後期間將不會重新分類至損益之其他全面虧損淨額	(83,411)	(86,545)
<b>OTHER COMPREHENSIVE LOSS FOR THE YEAR</b>	<b>年度其他全面虧損</b>	<b>(353,316)</b>	(203,237)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>年度全面收益總額</b>	<b>86,386</b>	690,154

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND  
OTHER COMPREHENSIVE INCOME (CONTINUED)  
綜合損益及其他全面收益表(續)

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

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit attributable to:	以下各方應佔溢利：			
Owners of the parent	母公司權益持有人		<b>275,805</b>	419,782
Non-controlling interests	非控股權益		<b>163,897</b>	473,609
			<b>439,702</b>	893,391
Total comprehensive income attributable to:	以下各方應佔全面收益總額：			
Owners of the parent	母公司權益持有人		<b>17,475</b>	284,728
Non-controlling interests	非控股權益		<b>68,911</b>	405,426
			<b>86,386</b>	690,154
<b>EARNINGS PER SHARE</b>	<b>母公司普通股權益持有人</b>			
<b>ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	<b>應佔每股盈利</b>			
Basic and diluted	基本及攤薄	12	<b>HK1.61 cents</b> <b>1.61港仙</b>	HK2.30 cents 2.30港仙

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 March 2020 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
<b>NON-CURRENT ASSETS</b>				
<b>非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	13	1,373,298	1,292,739
Investment properties	投資物業	14	4,609,816	1,367,500
Properties under development	發展中物業	16	1,475,902	1,355,318
Investments in joint ventures	於合營企業之投資	18	1,976,654	1,481,855
Investments in associates	於聯營公司之投資	19	69,903	105,164
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	20	1,096,016	648,410
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	27	111,178	95,934
Loans and interest receivables	應收貸款及利息	24	11,336	184,761
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	25	476,273	433,692
Deferred tax assets	遞延稅項資產	36	4,607	35,313
Total non-current assets	總非流動資產		11,204,983	7,000,686
<b>CURRENT ASSETS</b>				
<b>流動資產</b>				
Properties under development	發展中物業	16	2,298,232	3,328,595
Properties held for sale	持作出售物業	21	2,432,770	687,167
Inventories	存貨	22	155,061	161,508
Trade receivables	應收賬款	23	88,773	109,303
Loans and interest receivables	應收貸款及利息	24	508,523	1,044,284
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	25	289,358	454,171
Cost of obtaining contracts	獲得合約之成本	26	47,852	115,779
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	20	186,640	925,251
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	27	203,404	56,262
Tax recoverable	可收回稅項		29,381	1,448
Restricted bank balances	受限制銀行結餘	28	8,157	—
Cash and cash equivalents	現金及現金等同項目	28	1,575,810	2,318,224
Assets classified as held for sale	分類為持作出售之資產	29	7,823,961 59,900	9,201,992 215,176
Total current assets	總流動資產		7,883,861	9,417,168

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

## 綜合財務狀況表(續)

31 March 2020 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
<b>CURRENT LIABILITIES</b>			
Trade payables	30	100,146	195,570
Other payables and accruals	31	1,434,090	348,419
Contract liabilities	31	569,785	1,963,026
Financial liabilities at fair value through profit or loss	27	5,022	—
Interest-bearing bank and other borrowings	33	2,656,906	2,124,043
Provision for onerous contracts	35	—	18,613
Tax payable		355,767	260,461
		<b>5,121,716</b>	4,910,132
Liabilities directly associated with the assets classified as held for sale	29	—	361
Total current liabilities		<b>5,121,716</b>	4,910,493
<b>NET CURRENT ASSETS</b>		<b>2,762,145</b>	4,506,675
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>13,967,128</b>	11,507,361
<b>NON-CURRENT LIABILITIES</b>			
Unsecured bonds and notes	32	181,220	—
Interest-bearing bank and other borrowings	33	3,117,103	3,397,719
Convertible notes	34	249,814	—
Other payables	31	707,834	67,438
Deferred tax liabilities	36	669,490	36,678
Total non-current liabilities		<b>4,925,461</b>	3,501,835
Net assets		<b>9,041,667</b>	8,005,526
<b>EQUITY</b>			
<b>Equity attributable to owners of the parent</b>			
Issued capital	37	173,975	178,675
Reserves	39	5,688,832	5,712,371
		<b>5,862,807</b>	5,891,046
<b>Non-controlling interests</b>		<b>3,178,860</b>	2,114,480
Total equity		<b>9,041,667</b>	8,005,526

**Tang Ching Ho**  
鄧清河  
Director  
董事

**Chan Chun Hong, Thomas**  
陳振康  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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 parent 母公司權益持有人應佔												
		Issued capital 已發行股本	Share premium account 股份溢價賬	Contributed surplus 實繳盈餘	Fair value reserve (recycling) (可劃轉) 公平值儲備	Fair value reserve (non-recycling) (不可劃轉) 公平值儲備	Treasury shares 庫存股份	Exchange fluctuation reserve 外匯 波動儲備	Other reserves 其他儲備	Capital reserve 資本儲備	Retained profits 保留溢利	Total 合計	Non-controlling interests 非控股權益	Total equity 總股本
Notes 附註	HK\$'000 千港元													
		Note 37 附註37	Note 37 附註37	Note 39(a) 附註39(a)			Note 39(c) 附註39(c)			Note 39(d) 附註39(d)				
At 1 April 2018	於二零一八年四月一日	189,285	1,394,125	306,353	98,483	(14,536)	(27,918)	4,129	21,235	(158,591)	3,979,027	5,791,592	2,194,527	7,986,119
Profit for the year	本年度溢利	—	—	—	—	—	—	—	—	—	419,782	419,782	473,609	883,391
Other comprehensive income/(loss) for the year:	本年度其他全面收益/(虧損):													
Financial assets at fair value through other comprehensive income:	按公平值計入其他全面收益之金融資產:													
Changes in fair value, net of tax	公平值變動，扣除稅項	20	—	—	1,745	(67,208)	—	—	—	—	—	(65,563)	(16,337)	(81,900)
Reclassification adjustments for losses included in profit or loss	計入損益之虧損之重新分類調整													
— Reversal of impairment losses, net	— 減值虧損撥回淨額				(41,506)	—	—	—	—	—	—	(41,506)	(33,684)	(75,190)
Exchange differences on translation of foreign operations	海外業務之匯兌差額				—	—	(4,870)	—	—	—	(4,870)	(5,101)	(9,971)	
Share of other comprehensive income of joint ventures	應佔合營企業其他全面收益				—	—	—	—	(5,019)	—	(5,019)	—	(5,019)	
Share of other comprehensive income of associates	應佔聯營公司其他全面收益				—	(2,462)	—	—	(15,634)	—	(18,096)	(13,061)	(31,157)	
Total comprehensive income for the year	年度全面收益總額	—	—	—	(39,761)	(69,770)	—	(4,870)	(20,653)	—	419,782	284,728	405,426	690,154
Total comprehensive income for the year	年度全面收益總額	—	—	—	(39,761)	(69,770)	—	(4,870)	(20,653)	—	419,782	284,728	405,426	690,154
Shares repurchased and cancelled	購回及註銷股份	37	(10,610)	(89,649)	—	—	—	—	—	—	(100,259)	—	(100,259)	
Acquisition of non-controlling interests	收購非控股權益		—	—	—	—	—	—	—	25,945	—	25,945	(35,901)	(9,956)
Disposal of partial interest in a subsidiary	出售於一間附屬公司之部分權益	43	—	—	—	—	—	—	—	74	—	74	25	99
Final 2018 dividend declared	已宣派二零一八年末期股息	11	—	—	—	—	—	—	—	(92,528)	(92,528)	919	(91,609)	
Interim 2019 dividend	二零一九年中期股息	11	—	—	—	—	—	—	—	(18,506)	(18,506)	184	(18,322)	
Dividend paid to non-controlling shareholders	向非控股股東支付股息		—	—	—	—	—	—	—	—	—	(450,700)	(450,700)	
At 31 March 2019	於二零一九年三月三十一日	178,675	1,304,476*	306,353*	58,722*	(84,306)*	(27,918)*	(741)*	582*	(132,572)*	4,287,775*	5,891,046	2,114,480	8,005,526

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

## 綜合權益變動表(續)

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 parent 母公司權益持有人應佔												
		Issued capital	Share premium account	Contributed surplus	Fair value reserve		Treasury shares	Exchange fluctuation reserve	Other reserves	Capital reserve	Retained profits	Total	Non-controlling interests	Total equity
					(recycling)	(non-recycling)								
		已發行股本	股份溢價賬	實繳盈餘	公平價值儲備	公平價值儲備	庫存股份	波動儲備	其他儲備	資本儲備	保留溢利	合計	非控股權益	總股本
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		Note 37	Note 37	Note 39(a)			Note 39(c)			Note 39(d)				
		附註37	附註37	附註39(a)			附註39(c)			附註39(d)				
At 31 March 2019	於二零一九年三月三十一日	178,675	1,304,476*	306,353*	58,722*	(84,306)*	(27,918)*	(741)*	582*	(132,572)*	4,287,775*	5,891,046	2,114,480	8,005,526
Effect of adoption of HKFRS 16	採納香港財務報告準則第16號的影響	-	-	-	-	-	-	-	-	167,687	-	167,687	(2,999)	164,688
At 1 April 2019 (restated)	於二零一九年四月一日(經重列)	178,675	1,304,476	306,353	58,722	(84,306)	(27,918)	(741)	582	(132,572)	4,455,462	6,058,733	2,111,481	8,170,214
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	275,805	275,805	275,805	163,897	439,702
Other comprehensive income/(loss) for the year:	本年度其他全面收益/(虧損):													
Financial assets at fair value through other comprehensive income:	按公平值計入其他全面收益之金融資產:													
Changes in fair value, net of tax	公平值變動, 扣除稅項	-	-	-	(89,205)	(68,808)	-	-	-	-	-	(158,013)	(16,064)	(174,077)
Reclassification adjustments for gains included in profit or loss	計入損益之收益之重新分類調整													
- Impairment losses, net	- 減值虧損淨額	-	-	-	46,738	-	-	-	-	-	-	46,738	6,008	52,746
- Gain on redemption/disposal, net	- 贖回/出售收益淨額	-	-	-	(76,291)	-	-	-	-	-	-	(76,291)	(41,639)	(117,930)
Exchange differences on translation of foreign operations	海外業務之匯兌差額	-	-	-	-	-	-	(48,697)	-	-	-	(48,697)	(35,148)	(83,845)
Share of other comprehensive loss of joint ventures	應佔合營企業其他全面虧損	-	-	-	-	-	-	-	(10,786)	-	-	(10,786)	-	(10,786)
Share of other comprehensive loss of associates	應佔聯營公司其他全面虧損	-	-	-	-	(3,677)	-	-	(7,604)	-	-	(11,281)	(8,143)	(19,424)
Total comprehensive income for the year	年度全面收益總額	-	-	-	(118,758)	(72,485)	-	(48,697)	(18,390)	-	275,805	17,475	68,911	86,386
Total comprehensive income for the year	年度全面收益總額	-	-	-	(118,758)	(72,485)	-	(48,697)	(18,390)	-	275,805	17,475	68,911	86,386
Shares repurchased and cancelled	購回及註銷股份	37	(4,700)	(43,525)	-	-	-	-	-	-	-	(48,225)	-	(48,225)
Acquisition of subsidiaries	收購附屬公司	41	-	-	-	-	-	-	-	-	-	-	1,059,311	1,059,311
Final 2019 dividend	二零一九年末期股息	11	-	-	-	-	-	-	-	-	(148,024)	(148,024)	1,490	(146,534)
Interim 2020 dividend	二零二零年中期股息	11	-	-	-	-	-	-	-	-	(17,152)	(17,152)	177	(16,975)
Dividend paid to non-controlling shareholders	向非控股股東支付股息	-	-	-	-	-	-	-	-	-	-	-	(62,510)	(62,510)
At 31 March 2020	於二零二零年三月三十一日	173,975	1,260,951*	306,353*	(60,036)*	(156,791)*	(27,918)*	(49,438)*	(17,808)*	(132,572)*	4,566,091*	5,862,807	3,178,860	9,041,667

\* These reserve accounts comprise the consolidated reserves of HK\$5,688,832,000 (2019: HK\$5,712,371,000) in the consolidated statement of financial position.

\* 該等儲備賬目包括綜合財務狀況表內的綜合儲備5,688,832,000港元(二零一九年: 5,712,371,000港元)。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>來自經營業務之現金流量</b>			
Profit before tax		585,819	1,065,191
Adjustments for:			
Finance costs	7	229,169	134,688
Share of profits and losses of joint ventures and associates		(39,939)	(24,635)
Bank interest income	5	(24,684)	(21,149)
Imputed interest income from debt investment		(5,156)	(7,968)
Dividend income from listed securities		(1,014)	(2,745)
Gain on disposal of investment properties, net	5, 6	(5,243)	(2,649)
Gain on disposal of property, plant and equipment, net	5, 6	(56,293)	(19)
Gain on disposal of debt investments at fair value through other comprehensive income, net	5	(117,930)	(1,984)
Gain on disposal of listed equity investments at fair value through profit or loss		—	(3,288)
Loss/(gain) on disposal of subsidiaries, net and remeasurement gain on retained interests	5, 6, 42	4,326	(7,575)
Loss on disposal of an associate		14,833	—
Fair value losses/(gains) on investment properties, net	14	181,148	(89,058)
Fair value losses for sub-leased properties, net	14	118,742	—
Fair value losses/(gains) on financial assets at fair value through profit or loss, net		49,826	(2,201)
Depreciation of owned assets	6	78,731	73,887
Depreciation of right-of-use assets	6	71,632	—
Provision for onerous contracts, net	6	—	8,950
Write-down/(reversal of write-down) of properties held for sale	21	9,663	(88,856)
Write-down of properties under development	6	3,842	—
Impairment of/(reversal of impairment losses) of financial assets, net	6	70,328	(70,216)
Impairment of trademarks	6	—	61,356
Impairment losses/(reversal of impairment losses) on items of property, plant and equipment	6	80,523	(20,675)
Allowance on obsolete inventories	6	9,567	9,454
Accrued rent-free rental income	14	10	428
Provisional gain on bargain purchase	41	(230,844)	—
		<b>1,027,056</b>	<b>1,010,936</b>



# CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

## 綜合現金流量表(續)

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
Decrease in properties held for sale	持作出售物業減少	1,323,871	120,769
Increase in properties under development	發展中物業增加	(232,040)	(1,803,252)
Decrease/(increase) in inventories	存貨減少/(增加)	(3,031)	12,213
Decrease/(increase) in cost of obtaining contracts	獲得合約之成本 減少/(增加)	114,941	(48,523)
Decrease in trade and bills receivables, prepayments, other receivables and other assets	應收賬款及應收票據、 預付款項、其他應收 款項及其他資產減少	36,566	657,039
Decrease in loans and interest receivables	應收貸款及利息減少	764,099	32,913
Decrease in trade payables	應付賬款減少	(106,830)	(57,562)
Decrease in other payables and accruals	其他應付款項及應計 費用減少	(164,732)	(41,429)
Decrease in contract liabilities	合約負債減少	(1,911,027)	(294,264)
Decrease in deposits received and receipts in advance	已收按金及預收款項 減少	(15,884)	(49,483)
Cash generated from/(used in) from operations	經營業務所得/(所用) 現金	832,989	(460,643)
Profits tax paid	已付利得稅	(113,720)	(13,189)
Net cash flows from/(used in) operating activities	經營業務所得/(所用) 現金流量淨額	719,269	(473,832)

# CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

## 綜合現金流量表(續)

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
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
	<b>來自投資業務之現金流量</b>			
Bank interest received	已收銀行利息	5	24,684	21,149
Dividend income from financial assets	金融資產股息收入	5	1,014	2,745
Dividend income from a joint venture	來自一間合營企業的股息收入		4,476	4,474
Dividend income from associates	來自聯營公司的股息收入		10,203	10,051
Investments in joint ventures	於合營企業之投資		(207,163)	—
Return of capital from an associate	一間聯營公司退回資本		2,364	—
Acquisition of subsidiaries	收購附屬公司	41	(118,500)	—
Additions to investment properties	添置投資物業		(72,504)	—
Purchases of items of property, plant and equipment	購入物業、廠房及設備項目	13	(35,663)	(27,882)
Purchases of financial assets at fair value through profit or loss	購入按公平值計入損益之金融資產		(276,613)	(134,077)
Purchases of financial assets at fair value through other comprehensive income	購入按公平值計入其他全面收益之金融資產		(1,558,459)	(613,037)
Investments in associates	於聯營公司之投資		—	(17,540)
Proceeds from disposal of investment properties	出售投資物業之所得款項		192,075	30,879
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		142,938	54
Proceeds from disposal of financial assets at fair value through other comprehensive income	出售按公平值計入其他全面收益之金融資產所得款項		1,078,118	448,576
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產所得款項		67,551	142,037
Disposal of subsidiaries	出售附屬公司	42	280,852	435,254
Cash advanced to joint ventures	墊付予合營企業之現金		(139,453)	(7,667)
Decrease in restricted bank balances	受限制銀行結餘減少		754	—
<b>Net cash flows from/(used in) investing activities</b>	<b>投資活動所得/(所用)現金流量淨額</b>		<b>(603,326)</b>	<b>295,016</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

## 綜合現金流量表(續)

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
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
	<b>來自融資活動之現金流量</b>			
Interest paid	已付利息		(285,231)	(188,978)
Dividends paid	已付股息		(163,509)	(109,931)
Repayment of bank and other borrowings	償還銀行及其他借貸		(1,329,669)	(1,842,600)
Repurchase of the Company's shares	購回本公司股份		(48,225)	(100,259)
New bank and other borrowings	新增銀行及其他借貸		1,187,905	2,433,083
Redemption of unsecured bonds	贖回無抵押債券		(26,000)	—
Acquisition of non-controlling interests	收購非控股權益		—	(9,956)
Dividend paid to non-controlling shareholders	向非控股股東支付股息		(62,510)	(450,700)
Principal portion of lease payments	租賃付款本金部分	15	(124,379)	—
Proceeds from disposal of partial interests in a subsidiary	出售於一間附屬公司之部分權益所得款項	43	—	103,800
Net cash flows used in financing activities	融資活動所用現金流量淨額		(851,618)	(165,541)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等同項目之減少淨額</b>		(735,675)	(344,357)
Cash and cash equivalents at beginning of year	年初現金及現金等同項目		2,318,224	2,665,983
Effect of foreign exchange rate changes, net	匯率變動之影響淨額		(6,739)	(3,402)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終現金及現金等同項目</b>		1,575,810	2,318,224
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等同項目之結餘分析</b>			
Cash and bank balances	現金及銀行結餘		1,205,492	2,271,084
Non-pledged time deposits with original maturity of less than three months when acquired	購入時原到期日少於三個月之無抵押定期存款	28	370,318	47,140
Cash and cash equivalents as stated above and in the consolidated statement of financial position	上述及綜合財務狀況表之現金及現金等同項目		1,575,810	2,318,224

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION

Wang On Group Limited (the “Company”) is a limited liability company incorporated in Bermuda, and its head office and principal place of business are both located at Suite 3202, 32/F., Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were involved in the following principal activities:

- property development
- property investment
- fresh markets operation
- pharmaceutical and health food products business
- treasury management
- management and sales of properties in agricultural produce exchange market operation (newly acquired in the current year)

### 1. 公司及集團資料

Wang On Group Limited (宏安集團有限公司) \* (「本公司」) 乃於百慕達註冊成立的有限公司，其總辦事處及主要營業地點均位於香港九龍九龍灣宏光道39號宏天廣場32樓3202室。

年內，本公司及其附屬公司(合稱「本集團」)之主要業務如下：

- 物業發展
- 物業投資
- 街市營運
- 醫藥及保健食品產品業務
- 財資管理
- 農產品交易市場業務的物業管理及銷售(於本年度新收購)

\* 僅供識別

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料

本公司主要附屬公司之詳情如下：

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/registered share capital 已發行普通／註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Wang On Enterprises (BVI) Limited Wang On Enterprises (BVI) Limited	British Virgin Islands 英屬處女群島	Ordinary US\$1 普通股1美元	100	—	Investment holding 投資控股
Able Trend Limited Able Trend Limited	British Virgin Islands/ Hong Kong 英屬處女群島／香港	Ordinary US\$1 普通股1美元	—	58.08	Treasury management 財資管理
Asia Brighter Investment Limited 益暉投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	58.08	Property investment 物業投資
Billion Good Investment Limited 維富投資有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	—	57.96	Property holding 物業控股
China Agri-Products Exchange Exchange ("CAP") <sup>o#</sup> 中國農產品交易有限公司 (「中國農產品」) <sup>o#</sup>	Bermuda 百慕達	Ordinary HK\$99,530,678 普通股 99,530,678港元	—	31**	Agricultural produce exchange market operation and property sales 農產品交易市場經營及 物業銷售
City Target Limited 迅強有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	75	Property development 物業發展
Cloud Hero Limited Cloud Hero Limited	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	58.08	Provision of financial service 提供金融服務

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通／註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Double Leads Investments Limited 倍利投資有限公司	British Virgin Islands 英屬處女群島	Ordinary US\$1 普通股1美元	—	100	Treasury management 財資管理
East Run Investments Limited East Run Investments Limited	British Virgin Islands 英屬處女群島	Ordinary US\$1 普通股1美元	—	75	Investment holding 投資控股
Ever Task Limited Ever Task Limited	British Virgin Islands 英屬處女群島	Ordinary US\$1 普通股1美元	—	100	Investment holding 投資控股
Ever World Limited* 永聖有限公司*	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	75	Property development 物業發展
Fulling Limited 富英有限公司	Hong Kong 香港	Ordinary HK\$10,000,000 普通股 10,000,000港元	—	100	Treasury management 財資管理
Greatest Wealth Limited 聯豐行有限公司	Hong Kong 香港	Ordinary HK\$100 普通股100港元	—	100	Sale of fresh pork 銷售新鮮豬肉
Good Excellent Limited 港威龍有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	58.08	Property investment 物業投資
Goodtech Management Limited 高達管理有限公司	Hong Kong 香港	Ordinary HK\$2,800,100 普通股2,800,100港元	—	75	Property management 物業管理

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Grandwall Investment Limited 高和投資有限公司	Hong Kong 香港	Ordinary HK\$100 普通股100港元	—	45**	Property development 物業發展
Joint Hope Limited 浚亨有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	75	Property development 物業發展
Kingtex Investment Limited 僑達投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	100	Property investment 物業投資
Lanbo Investment Limited 聯保投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	100	Property investment 物業投資
Luxembourg Medicine Company Limited 盧森堡大藥廠有限公司	Hong Kong 香港	Ordinary HK\$933,313 普通股933,313港元	—	57.96	Pharmaceutical and health food products business 醫藥及保健食品產品業務
Mailful Investments Limited Mailful Investments Limited	British Virgin Islands 英屬處女群島	Ordinary US\$1 普通股1美元	—	100	Investment holding 投資控股
Majorluck Limited 集旺有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	—	100	Fresh markets operation 街市業務

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
New Rich Investments Limited 龍勝投資有限公司	Hong Kong 香港	Ordinary HK\$100 普通股100港元	—	45**	Property development 物業發展
Newbo Investment Limited 良寶投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	100	Property investment 物業投資
New Sino Investment Limited 新兆投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	100	Property investment 物業投資
Oriental Sino Investments Limited 東華投資有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	—	58.08	Property investment 物業投資
Regal Smart Investment Limited 偉駿投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	100	Investment holding 投資控股
Rich United Limited* ("Rich United") 榮特有限公司*(「榮特」)	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	52.5	Property development 物業發展
Richly Gold Limited 金峰有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	—	100	Property investment 物業投資



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通／註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Richest Ever Limited 俊富有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	—	57.96	Pharmaceutical and health food products business 醫藥及保健食品產品業務
Samrich Investment Limited 生利投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	100	Property investment 物業投資
Stadium Holdings Limited 達亞控股有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	—	75	Property investment 物業投資
Sunbo Investment Limited 森寶投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	58.08	Property investment 物業投資
Vincent Investments Limited* 永宜投資有限公司*	Hong Kong 香港	Ordinary HK\$2 普通股2港元	—	75	Property development 物業發展
Wai Yuen Tong Company Limited 位元堂有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	58.08	Property holding 物業控股
Wai Yuen Tong (Macao) Limited 位元堂(澳門)有限公司	Macao 澳門	Ordinary Macau Pataca 25,000 普通股25,000澳門幣	—	57.96	Pharmaceutical and health food products business 醫藥及保健食品產品業務

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Wai Yuen Tong (Retail) Limited	Hong Kong	Ordinary HK\$2	—	57.96	Pharmaceutical and health food products business
位元堂(零售)有限公司	香港	普通股2港元			醫藥及保健食品 產品業務
Wai Yuen Tong Medicine Company Limited	Hong Kong	Ordinary HK\$13,417,374 Non-voting deferred shares*** HK\$17,373,750	—	57.96	Pharmaceutical and health food products business
位元堂藥廠有限公司	香港	普通股 13,417,374港元 無投票權 遞延股份*** 17,373,750港元			醫藥及保健食品 產品業務
Wai Yuen Tong Medicine Holdings Limited ("WYTH")#	Bermuda/Hong Kong	Ordinary HK\$12,316,428	—	58.08	Investment holding
位元堂藥業控股有限公司 (「位元堂控股」)#	百慕達/香港	普通股 12,316,428港元			投資控股
Wang On Management Limited	Hong Kong	Ordinary HK\$2	—	100	Provision of management services
宏安管理有限公司	香港	普通股2港元			提供管理服務

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Wang On Majorluck Limited 宏集策劃有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通股1,000港元	—	100	Fresh markets operation 街市業務
Wang On Properties Limited ("WOP")# 宏安地產有限公司(「宏安地產」)#	Bermuda/Hong Kong 百慕達/香港	Ordinary HK\$15,200,000 普通股 15,200,000港元	—	75	Investment holding 投資控股
Wang On Properties Services Limited 宏安地產服務有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	75	Provision of management services 提供管理服務
Wang On Services Limited 宏安服務有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	75	Provision of management services 提供管理服務
Winhero Investment Limited 運英投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	100	Property investment 物業投資
Wise Ocean International Limited ("Wise Ocean") 智洋國際有限公司(「智洋」)	Hong Kong 香港	Ordinary HK\$2 普通股2港元	—	75	Property holding 物業控股

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
深圳市延養堂醫藥有限公司****	People's Republic of China (the "PRC")/ Mainland China	Registered capital Renminbi ("RMB") 102,000,000	—	57.96	Pharmaceutical and health food products business
深圳市延養堂醫藥有限公司****	中華人民共和國 (「中國」)/中國內地	註冊股本人民幣 (「人民幣」) 102,000,000元			醫藥及保健食品 產品業務
冠尊(深圳)商貿發展有限公司****	The PRC/ Mainland China	Registered capital HK\$100,000,000	—	58.08	Property holding
冠尊(深圳)商貿發展有限公司****	中國/中國內地	註冊股本 100,000,000港元			物業控股
徐州源洋商貿發展有限公司@/*****	The PRC/ Mainland China	Registered capital RMB61,220,000	—	15.81**	Agricultural produce exchange market operation
徐州源洋商貿發展有限公司@/*****	中國/中國內地	註冊股本 人民幣61,220,000元			農產品交易市場經營
武漢白沙洲農副產品大市場有限公司@/*****	The PRC/ Mainland China	Registered capital RMB88,500,000	—	31**	Agricultural produce exchange market operation
武漢白沙洲農副產品大市場有限公司@/*****	中國/中國內地	註冊股本 人民幣88,500,000元			農產品交易市場經營

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
玉林宏進農副產品批發市場有限公司@/*****	The PRC/ Mainland China	Registered capital RMB76,230,000	—	31**	Agricultural produce exchange market operation and property sale
玉林宏進農副產品批發市場有限公司@/*****	中國/中國內地	註冊股本 人民幣76,230,000元			農產品交易市場經營及物業銷售
玉林宏進物流發展有限公司@/****	The PRC/ Mainland China	Registered capital RMB320,000,000	—	31**	Agricultural produce exchange market operation and property sale
玉林宏進物流發展有限公司@/****	中國/中國內地	註冊股本 人民幣320,000,000元			農產品交易市場經營及物業銷售
欽州宏進農副產品批發市場有限公司@/*****	The PRC/ Mainland China	Registered capital RMB450,000,000	—	31**	Agricultural produce exchange market operation and property sale
欽州宏進農副產品批發市場有限公司@/*****	中國/中國內地	註冊股本 人民幣450,000,000元			農產品交易市場經營及物業銷售

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
開封宏進農副產品批發市場有限公司@/****	The PRC/ Mainland China	Registered capital US\$23,230,000	—	31**	Agricultural produce exchange market operation and property sale
開封宏進農副產品批發市場有限公司@/****	中國/中國內地	註冊股本 23,230,000美元			農產品交易市場經營及物業銷售
洛陽宏進農副產品批發市場有限公司@/****	The PRC/ Mainland China	Registered capital RMB443,000,000	—	31**	Agricultural produce exchange market operation and property sale
洛陽宏進農副產品批發市場有限公司@/****	中國/中國內地	註冊股本 人民幣443,000,000元			農產品交易市場經營及物業銷售
濮陽宏進農副產品批發市場有限公司@/****	The PRC/ Mainland China	Registered capital RMB140,000,000	—	23.25**	Agricultural produce exchange market operation and property sale
濮陽宏進農副產品批發市場有限公司@/****	中國/中國內地	註冊股本 人民幣140,000,000元			農產品交易市場經營及物業銷售

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Name 公司名稱	Place of incorporation and business 註冊成立及營業地點	Issued ordinary/ registered share capital 已發行普通／註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
盤錦宏進農副產品批發市場有限公司@/****	The PRC/ Mainland China	Registered capital RMB200,000,000	—	31**	Agricultural produce exchange market operation and property sale
盤錦宏進農副產品批發市場有限公司@/****	中國／中國內地	註冊股本 人民幣200,000,000元			農產品交易市場經營及物業銷售
淮安宏進農副產品物流有限公司@/****	The PRC/ Mainland China	Registered capital US\$35,000,000	—	31**	Agricultural produce exchange market operation and property sale
淮安宏進農副產品物流有限公司@/****	中國／中國內地	註冊股本 35,000,000美元			農產品交易市場經營及物業銷售
黃石宏進農副產品批發市場有限公司@/****	The PRC/ Mainland China	Registered capital RMB2,000,000	—	24.80**	Agricultural produce exchange market operation
黃石宏進農副產品批發市場有限公司@/****	中國／中國內地	註冊股本 人民幣2,000,000元			農產品交易市場經營

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

- \* Certain bank loans of the Group are secured by share charges in respect of the equity interests of these subsidiaries (note 33).
- \*\* These companies are subsidiaries of a non-wholly-owned subsidiary of the Company and, accordingly, are accounted for as subsidiaries by virtue of the Company's control over them.
- \*\*\* The non-voting deferred shares carry no voting rights or rights to dividends. On the winding-up of Wai Yuen Tong Medicine Company Limited, the non-voting deferred shares have a right to repayment in proportion to the amounts paid up on all ordinary and deferred shares after the first HK\$1,000,000,000,000 thereof has been distributed among the holders of the ordinary shares.
- \*\*\*\* A wholly-foreign-owned enterprise under PRC law.
- \*\*\*\*\* A sino-foreign equity joint venture under PRC law.
- # Listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange").
- ⊙ Not audited by Ernst & Young, Hong Kong or another member firm of Ernst & Young Global Network.

Details of the subsidiaries acquired and disposed of during the year are summarised in notes 41, 42 and 43 to the financial statements.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 1. 公司及集團資料(續)

#### 有關附屬公司之資料(續)

本公司主要附屬公司之詳情如下:(續)

- \* 本集團若干銀行貸款由該等附屬公司之股權之股份押記作抵押(附註33)。
- \*\* 該等公司為本公司一間非全資附屬公司的附屬公司，並因此基於本公司對該等公司的控制權而以附屬公司入賬。
- \*\*\* 無投票權遞延股份無權投票或收取股息之權利。於位元堂藥廠有限公司清盤時，向普通股持有人分派有關之首筆1,000,000,000,000港元後，無投票權遞延股份有權按所有普通股及遞延股份之實繳股款比例獲得退還款項。
- \*\*\*\* 中國法律下的外商獨資企業。
- \*\*\*\*\* 中國法律下的中外合資合營公司。
- # 於香港聯合交易所有限公司(「香港聯交所」)主板上市。
- ⊙ 未經香港安永會計師事務所或安永會計師事務所的全球網絡另一家成員公司的審核。

年內已收購及出售附屬公司詳情於財務報表附註41、42及43概述。

董事認為上表所列之本公司附屬公司為本年度業績帶來重大影響或為本集團資產淨值之主要部分。董事認為詳列其他附屬公司之資料將會過於冗長。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, financial assets at fair value through other comprehensive income, and financial assets and liabilities at fair value through profit or loss which have been measured at fair value. Disposal groups held for sale (other than investment properties) are stated at the lower of their carrying amounts and fair values less costs to sell as further explained in note 2.4. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2020. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

### 2.1 編製基準

該等財務報表乃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」)(亦包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。該等財務報表乃以歷史成本法編製，惟投資物業、按公平值計入其他全面收益之金融資產及按公平值計入損益之金融資產及負債乃按公平值計算。持作出售之出售集團(投資物業除外)按其賬面值及公平值減出售成本的較低者列賬(誠如附註2.4所進一步闡釋)。該等財務報表以港元(「港元」)呈列，除另有註明者外，所有數值均約整至最接近千位數。

#### 綜合基準

綜合財務報表包括本公司及其附屬公司截至二零二零年三月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團承受或享有參與投資對象業務所得的可變回報，且能透過對投資對象的權力(即賦予本集團現有能力主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation (continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

### 2.1 編製基準(續)

#### 綜合基準(續)

倘本公司直接或間接擁有少於投資對象大多數的投票或類似權利，則本集團於評估其是否擁有對投資對象的權力時，會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票權持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃就本公司之相同報告期使用貫徹一致之會計政策編製。附屬公司之業績乃由本集團獲取控制權之日開始作綜合計算，並繼續綜合入賬直至失去有關控制權之日為止。

損益及其他全面收益各組成部分乃歸屬於本集團母公司權益持有人及非控股權益，即使此舉引致非控股權益出現虧絀結餘。有關本集團成員公司間交易之所有集團內公司間資產及負債、權益、收入、開支及現金流量均於綜合賬目時全數抵銷。

倘有事實及情況顯示上述三個控制因素中有一個或以上出現變動，則本集團將重新評估是否仍控制投資對象。附屬公司之擁有權權益變動(並無喪失控制權)被視為股本交易入賬。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss.

The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23
Amendments to HKFRS 16	<i>COVID-19-Related Rent Concession</i>

### 2.1 編製基準(續)

#### 綜合基準(續)

倘本集團失去對附屬公司之控制權，則終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)於權益內記錄之累計換算差額；及確認(i)已收代價之公平值；(ii)所保留任何投資之公平值；及(iii)損益中任何因此產生之盈餘或虧絀。

先前於其他全面收益確認之本集團應佔部分重新分類至損益或保留溢利(按適用者)，所依據之基準與倘本集團直接出售相關資產或負債而需要依據者相同。

### 2.2 會計政策及披露之變動

本集團已就本年度之財務報表首次採納下列新訂及經修訂香港財務報告準則。

香港財務報告準則第9號 (修訂)	具有負補償之 預付款項特性
香港財務報告準則第16號	租賃
香港會計準則第19號 (修訂)	計劃修訂、縮減或結算
香港會計準則第28號 (修訂)	於聯營公司及合營企業之 長期權益
香港(國際財務報告詮釋 委員會)–詮釋第23號	所得稅處理之不確定性
香港財務報告準則 二零一五年至二零一七 年週期之年度改進	香港財務報告準則第3號、香 港財務報告準則第11號、 香港會計準則第12號及 香港會計準則第23號(修 訂)
香港財務報告準則第16號 (修訂)	COVID-19相關租金減免

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

Except for the amendments to HKFRS 9 and HKAS 19, and *Annual Improvements to HKFRSs 2015–2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

- (a) HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

For a sublease arrangement, the classification of the sublease is made by reference to the right-of-use asset arising from the head lease, instead of by reference to the underlying asset. The Group reassessed the sublease arrangements at 1 April 2019 that was previously classified as an operating lease applying HKAS 17 based on the remaining contractual terms and conditions of the head lease and sublease at 1 April 2019, and determined that these arrangements are finance leases applying HKFRS 16. Accordingly, the Group recognised net investments in subleases amounting to HK\$5,060,000 and derecognised the corresponding right-of-use asset of the head lease amounting to HK\$5,731,000, resulting in a loss of HK\$671,000 recognised in the opening balance of accumulated losses at 1 April 2019.

#### 2.2 會計政策及披露之變動(續)

除香港財務報告準則第9號及香港會計準則第19號修訂及香港財務報告準則二零一五年至二零一七年週期之年度改進與編製本集團財務報表並不相關外，新訂及經修訂香港財務報告準則之性質及影響載述如下：

- (a) 香港財務報告準則第16號取代了香港會計準則第17號租賃、香港(國際財務報告詮釋委員會) – 詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會) – 詮釋第15號經營租賃 – 優惠及香港(準則詮釋委員會) – 詮釋第27號評估涉及租賃法律形式交易之內容。該準則規定了租賃的確認、計量、列報和披露的原則，並要求承租人按照單一資產負債表模式對所有租賃進行會計處理，以確認及計量使用權資產及租賃負債(惟若干確認豁免情況除外)。香港財務報告準則第16號大致沿用香港會計準則第17號的出租人會計處理方式。出租人繼續使用與香港會計準則第17號類似的原則將租賃分類為經營租賃或融資租賃。

就分租安排而言，分租的分類乃參照主租賃產生的使用權資產而非參照相關資產。本集團於二零一九年四月一日根據二零一九年四月一日主租賃及分租賃的餘下合約條款及條件重新評估過往應用香港會計準則第17號分類為經營租賃的分租賃安排並應用香港財務報告準則第16號確定該等安排為融資租賃。因此，本集團確認分租賃投資淨額5,060,000港元並終止確認主租賃相應使用權資產5,731,000港元，致使於二零一九年四月一日的累計虧損期初結餘中確認虧損671,000港元。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 April 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 April 2019, and the comparative information for 2019 was not restated and continued to be reported under HKAS 17 and related interpretations.

##### New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

#### 2.2 會計政策及披露之變動(續)

(a) (續)

本集團使用經修訂追溯法採納香港財務報告準則第16號，首次應用日期為二零一九年四月一日。根據該方法，本集團已追溯應用該準則，並將首次採納的累計影響確認為對於二零一九年四月一日之期初保留溢利結餘的調整，且二零一九年比較資料未經重列，並繼續根據香港會計準則第17號及相關詮釋進行呈報。

##### 租賃的新定義

根據香港財務報告準則第16號，倘合約為換取代價而授出可在一段時間內控制使用已識別資產的權利，則該合約為租賃或包含租賃。當客戶有權於使用已識別資產時從中獲得絕大部分經濟利益，且有權主導已識別資產的用途，則控制權已被讓渡。本集團選擇使用過渡性的實際權宜辦法，使該準則僅適用於先前根據香港會計準則第17號及香港(國際財務報告詮釋委員會) — 詮釋第4號於首次應用日期確定為租賃的合約。在香港會計準則第17號及香港(國際財務報告詮釋委員會) — 詮釋第4號下未識別為租賃的合約不予重新評估。因此，香港財務報告準則第16號項下的租賃定義僅適用於在二零一九年四月一日或之後訂立或變更的合約。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

#### As a lessee — Leases previously classified as operating leases

##### Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for various items of properties and office equipment. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 April 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

##### Impact on transition

Lease liabilities at 1 April 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019 and included in other payables and accruals.

The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the consolidated statement of financial position immediately before 1 April 2019. All these assets were assessed for any impairment based on HKAS 36 on that date and included in property, plant and equipment in the consolidated statement of financial position.

### 2.2 會計政策及披露之變動(續)

(a) (續)

#### 作為承租人 — 先前分類為經營租賃的租賃

##### 採納香港財務報告準則第16號的影響性質

本集團就多項物業及辦公室設備項目擁有租賃合約。作為承租人，本集團先前基於租賃是否將資產所有權的絕大部分回報和風險轉移至本集團的評估，將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團採用單一方法確認及計量所有租賃的使用權資產及租賃負債，惟低價值資產(基於每一項租賃選擇)與租期為12個月或以內的租賃(「短期租賃」)(基於每一類相關資產選擇)兩類租賃的選擇性豁免除外。本集團並無就租期於二零一九年四月一日開始的經營租賃按直線法確認租金開支，取而代之，本集團確認使用權資產折舊(及減值，如有)及尚未償還租賃負債的應計利息(作為融資成本)。

##### 過渡影響

於二零一九年四月一日的租賃負債乃根據剩餘租賃付款按於二零一九年四月一日的遞增借貸利率貼現的現值確認，並計入其他應付款項及應計費用內。

使用權資產均按租賃負債金額計量，並按就緊接二零一九年四月一日前於綜合財務狀況表確認與租賃相關的任何預付或應計租賃付款金額進行調整。所有該等資產已於該日根據香港會計準則第36號就任何減值作出評估，並計入綜合財務狀況表中的物業、廠房及設備。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

#### As a lessee – Leases previously classified as operating leases (continued)

##### Impact on transition (continued)

For the leasehold land and buildings (that were held to earn rental income and/or for capital appreciation) previously included in investment properties and measured at fair value, the Group has continued to include them as investment properties at 1 April 2019. They continue to be measured at fair value applying HKAS 40. For leases previously accounted for as operating leases and entered into for earning sublease rental income, the related right-of-use assets of the head leases amounting to HK\$512,000,000 were measured at fair value at 1 April 2019, and have been accounted for and classified as investment properties applying HKAS 40 from that date.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 April 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Using a single discount rate to a portfolio of leases with reasonably similar characteristics

### 2.2 會計政策及披露之變動(續)

(a) (續)

#### 作為承租人 – 先前分類為經營租賃的租賃(續)

##### 過渡影響(續)

就先前計入投資物業並按公平值計量的租賃土地及樓宇(持作以賺取租金收入及/或資本增值)而言,本集團於二零一九年四月一日繼續將其列為投資物業。彼等繼續應用香港會計準則第40號按公平值計量。就先前入賬列作經營租賃及訂立以獲得分租租金收入的租賃而言,主租賃的有關使用權資產512,000,000港元乃於二零一九年四月一日按公平值計量,且自該日期起應用香港會計準則第40號入賬列作及分類為投資物業。

本集團於二零一九年四月一日應用香港財務報告準則第16號時已使用以下選擇性實際權宜辦法:

- 對於租期自初步應用之日起12個月內終止的租賃應用短期租賃豁免
- 倘合約包含延期/終止租賃的選擇權,則於事後釐定租期
- 對具有合理相似特徵的租賃組合採用單一貼現率

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

### 2.2 會計政策及披露之變動(續)

(a) (continued)

(a) (續)

#### Financial impact at 1 April 2019

#### 於二零一九年四月一日的財務影響

The impact arising from the adoption of HKFRS 16 at 1 April 2019 was as follows:

於二零一九年四月一日採納香港財務報告準則第16號所產生的影響如下：

		Increase/(decrease) 增加／(減少) HK\$'000 千港元
<b>Assets</b>		
Property, plant and equipment	物業、廠房及設備	111,077
Investment properties	投資物業	512,000
Investments in joint ventures	於合營企業之投資	13,213
Deferred tax assets	遞延稅項資產	(2,151)
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	4,239
<b>Total assets</b>	<b>資產總值</b>	<b>638,378</b>
<b>Liabilities</b>		
Trade payables	應付賬款	(36,526)
Lease liabilities included in other payables and accruals	計入其他應付款項及應計費用的租賃負債	502,807
Other payables and accruals	其他應付款項及應計費用	(2,161)
Provision for onerous contracts	有償契約撥備	(18,613)
Tax payable	應付稅項	6,541
Deferred tax liabilities	遞延稅項負債	21,642
<b>Total liabilities</b>	<b>負債總額</b>	<b>473,690</b>
<b>Equity</b>		
Retained profits	保留溢利	167,687
Non-controlling interest	非控股權益	(2,999)
<b>Total equity</b>	<b>權益總額</b>	<b>164,688</b>



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

#### Financial impact at 1 April 2019 (continued)

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 are as follows:

### 2.2 會計政策及披露之變動(續)

(a) (續)

#### 於二零一九年四月一日的財務影響(續)

於二零一九年四月一日之租賃負債與於二零一九年三月三十一日之經營租賃承擔對賬如下：

		HK\$'000 千港元
<b>Operating lease commitments as at 31 March 2019</b>	<b>於二零一九年三月三十一日之經營租賃承擔</b>	<b>570,655</b>
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 March 2020	減：與短期租賃及剩餘租期於二零二零年三月三十一日或之前終止之租賃有關的承擔	<b>(12,368)</b>
Add: Payments for optional extension periods not recognised as at 31 March 2019	加：於二零一九年三月三十一日尚未確認之選擇權延期付款	<b>35,240</b>
		<b>593,527</b>
Weighted average discounted rate as at 1 April 2019	於二零一九年四月一日之加權平均貼現率	<b>4.50%</b>
<b>Lease liabilities as at 1 April 2019</b>	<b>於二零一九年四月一日之租賃負債</b>	<b>502,807</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (b) Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group's accounting policy for the long-term interests in associates is consistent with the requirement of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.
- (c) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as "uncertain tax positions"). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions. The interpretation did not have any significant impact on the financial position or performance of the Group.

#### 2.2 會計政策及披露之變動(續)

- (b) 香港會計準則第28號的修訂釐清，香港財務報告準則第9號的豁免範圍僅包括應用權益法的聯營公司或合營企業權益，且不包括實質上構成於聯營公司或合營企業的淨投資一部分的長期權益(尚未就此應用權益法)。因此，將該等長期權益入賬時，實體應用香港財務報告準則第9號(包括香港財務報告準則第9號下的減值規定)而非香港會計準則第28號。只有在確認聯營公司或合營企業的虧損及於聯營公司或合營企業的淨投資減值的情況下，香港會計準則第28號方會應用於淨投資(包括長期權益)。本集團有關於聯營公司長期權益的會計政策與該等修訂的規定一致。因此，該等修訂並無對本集團的財務狀況或表現造成任何影響。
- (c) 香港(國際財務報告詮釋委員會) — 詮釋第23號闡述當稅項處理涉及影響應用香港會計準則第12號之不確定性(一般稱為「不確定稅項狀況」)時所得稅(即期及遞延)之會計處理方法。該詮釋並不適用於香港會計準則第12號範圍外之稅項或徵費，或其並無具體包括有關不確定稅項處理之利息及罰款之規定。該詮釋具體針對(i)實體是否考慮分開處理不確定稅項；(ii)實體對稅務機關審查稅項處理所作之假設；(iii)實體釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率之方式；及(iv)實體考慮事實及情況變動之方式。於採納該詮釋時，本集團考慮會否產生任何不確定稅項狀況。該詮釋對本集團之財務狀況或表現概無任何重大影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(d) The Group has early adopted the amendment to HKFRS 16 which provides relief to lessees from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the Covid-19 pandemic are lease modifications and allows lessees to account for such rent concessions as if they were not lease modifications. The practical expedient applies only to rent concessions occurring as a direct consequence of the Covid-19 pandemic and only if all of the following conditions are met: (i) the change in lease payments results in revised considered for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; (iii) there is no substantive change to other terms and conditions of the lease. The Group elects to adopt the practical expedient to account for the Covid-19 pandemic related rent concession as negative variable lease payments. Accordingly, the Group credited HK\$1,742,000 to the profit or loss for the rent concessions received by the Group during the year.

#### 2.2 會計政策及披露之變動(續)

(d) 本集團已提前採納香港財務報告準則第16號(修訂)，該準則為承租人提供寬免，方式為應考慮個別租賃合約以釐定是否就因Covid-19大流行直接後果產生之租金寬免應用租賃修改會計處理，並允許承租人將該等租金寬免以猶如並非租賃修改的方式入賬。該實際可行權宜方法僅適用於Covid-19大流行直接後果產生之租金寬免，且僅當以下所有條件達成時方適用：(i)租賃付款之變動使租賃代價有所修改，而經修改之代價與緊接變動前的租賃代價大致相同，或少於緊接變動前的租賃代價；(ii)租賃付款之任何減幅僅影響原到期日為二零二一年六月三十日或之前之付款；(iii)租賃之其他條款及條件並無實質變動。本集團選擇採取實際可行權宜方法，將與Covid-19大流行相關之租金寬免入賬為負浮動租賃付款。因此，本集團於年內就所獲得的租金寬免於損益中記賬1,742,000港元。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Definition of a Business</i> <sup>1</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>2</sup>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> <sup>1</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>3</sup> No mandatory effective date yet determined but available for adoption

#### 2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未於該等財務報表內應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第3號(修訂)	業務之定義 <sup>1</sup>
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂)	利率基準改革 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂)	投資者與其聯營公司或合營企業之間之資產出售或注資 <sup>3</sup>
香港財務報告準則第17號	保險合約 <sup>2</sup>
香港會計準則第1號及香港會計準則第8號(修訂)	重大性之定義 <sup>1</sup>

- <sup>1</sup> 於二零二零年一月一日或之後開始之年度期間生效
- <sup>2</sup> 於二零二一年一月一日或之後開始之年度期間生效
- <sup>3</sup> 尚未釐定強制生效日期，但可供採納

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 April 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

#### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

預期適用於本集團之該等香港財務報告準則之進一步資料概述如下。

香港財務報告準則第3號之修訂澄清業務的定義，並提供額外指引。該修訂訂明可視為業務的一組整合活動和資產，必須至少包括一項投入及一項重要過程，而兩者必須對形成收益的能力有重大貢獻。業務毋須包括形成收益所需的所有投入及過程。該修訂取消了評估市場參與者是否有能力收購業務並能持續獲得收益的規定，轉為重點關注所取得的投入和重要過程共同對形成收益的能力有否重大貢獻。該修訂亦已收窄收益的定義範圍，重點關注為客戶提供的商品或服務、投資收益或日常活動產生的其他收入。此外，修訂亦提供有關評估所取得的過程是否重大的指引，並新增公平值集中度測試選項，允許對所取得的一組活動和資產是否不屬於業務進行簡化評估。本集團預期自二零二零年四月一日起採納該等修訂。由於該等修訂預期適用於首次應用日期或之後發生之交易或其他事件，故本集團於過渡日期將不受該等修訂影響。

香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂)旨在解決銀行同業拆息改革對財務申報之影響。該等修訂提供可在替換現有利率基準前之不確定期限內繼續進行對沖會計處理之暫時性補救措施。此外，該等修訂規定公司須向投資者提供有關直接受該等不確定因素影響之對沖關係之額外資料。該等修訂自二零二零年四月一日或之後開始的年度期間生效並且允許被提早採納。預期該等修訂不會對本集團財務報表造成任何重大影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs (continued)

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

#### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂)處理香港財務報告準則第10號及香港會計準則第28號(二零一一年)之規定於處理投資者與其聯營公司或合營企業之間之資產出售或注資時之不一致性。該等修訂規定投資者與其聯營公司或合營企業之間之資產出售或注資構成一項業務時，須全數確認盈虧。至於涉及不構成業務之資產之交易，交易產生之盈虧於投資者之損益賬確認，惟僅以非關連投資者於該聯營公司或合營企業之權益為限。該等修訂將於日後應用。香港會計師公會已於二零一六年一月撤銷香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂)先前之強制生效日期，而新強制生效日期將於完成對聯營公司及合營企業之更多會計審閱後釐定。然而，該等修訂現時可供採納。

香港會計準則第1號及香港會計準則第8號之修訂就重大提供新定義。新定義指出，倘資料出現遺漏、錯誤陳述或表述模糊而可合理預期將影響通用財務報表的主要使用者根據該等財務報表做出的決定，則有關資料即屬重大。修訂澄清重大性取決於有關資料的性質或重要性。倘錯誤陳述資料可合理預期將影響主要使用者的決定，有關資料即屬重大。本集團預期即將由二零二零年四月一日起採納該等修訂。該等修訂預期不會對本集團的財務報表造成任何重大影響。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associates or joint ventures, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

### 2.4 重大會計政策概要

#### 於聯營公司及合營企業之投資

聯營公司為本集團於其一般不少於20%股本投票權中擁有長期權益之實體，且可對其發揮重大影響力。重大影響力指參與投資對象之財務和經營決策之權力，但不是控制或共同控制這些決策之權力。

合營企業指一種合營安排，對安排擁有共同控制權之訂約方據此對合營企業之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

本集團於聯營公司及合營企業之投資乃按本集團根據權益會計法應佔資產淨值減任何減值虧損於綜合財務狀況表列賬。

倘出現任何不相符之會計政策，即會作出調整加以修正。

本集團應佔聯營公司及合營企業收購後業績及其他全面收益計入綜合損益及其他全面收益表。此外，倘於聯營公司或合營企業之權益直接確認出現變動，則本集團會於綜合權益變動表確認其應佔任何變動(倘適用)。本集團與其聯營公司或合營企業間交易之未變現收益及虧損將以本集團於聯營公司或合營企業之投資為限對銷，惟倘未變現虧損為所轉讓資產減值之憑證則除外。收購聯營公司或合營企業所產生之商譽已計入作本集團於聯營公司或合營企業投資之一部分。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Investments in associates and joint ventures (continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

##### Property acquisitions and business combinations

Where a property is acquired, via corporate acquisitions or otherwise, management considers the substance of the assets and activities of the acquired entity in determining whether the acquisition represents the acquisition of a business.

Where such an acquisition is not judged to be an acquisition of a business, it is not treated as a business combination. Rather, the cost to acquire the corporate entity or assets and liabilities is allocated between the identifiable assets and liabilities (of the entity) based on their relative values at the acquisition date. Accordingly, no goodwill or deferred taxation arises.

#### 2.4 重大會計政策概要(續)

##### 於聯營公司及合營企業之投資(續)

倘於聯營公司之投資變為於合營企業之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，失去對聯營公司之重大影響力或對合營企業之共同控制權後，本集團按其公平值計量及確認任何保留投資。聯營公司或合營企業於失去重大影響力或共同控制權時之賬面值與剩餘投資及出售所得款項之公平值之間之任何差額乃於損益內確認。

##### 物業收購及業務合併

當經公司收購或其他途徑收購物業時，管理層將考慮資產及被收購實體業務之實質，以決定該收購是否為收購一項業務。

倘該等收購被判定並非業務收購，則不會被當作業務合併。此外，收購企業實體或資產及負債的成本按可識別資產及負債於收購日期的相對值在(該實體)的可識別資產及負債間分配。因此，並無商譽或遞延稅項產生。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

### 2.4 重大會計政策概要(續)

#### 業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期之公平值計算，該公平值為本集團轉讓之資產於收購日期之公平值、本集團承擔來自被收購方之前度擁有人之負債及本集團發行以換取被收購方控制權之股本權益之總和。於各業務合併中，本集團選擇是否以公平值或被收購方可識別資產淨值之應佔比例，計算於被收購方之非控股權益。即於被收購方中賦予持有人在清盤時按比例分佔資產淨值的現有所有權權益。所有其他非控股權益之成份均按公平值計量。收購相關成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之金融資產及金融負債，以作出適合之分類及標示，其中包括被收購方之主合約中的嵌入式衍生工具進行分離。

倘業務合併分階段進行，先前持有之股權按收購日期之公平值重新計量，任何得出之收益或虧損於損益內確認。

由收購方將予轉讓之任何或然代價將按收購日期之公平值確認。分類為資產或負債的或然代價，按公平值計量，而公平值變動則於損益內確認。分類為權益的或然代價並無重新計量，而其後結算於權益中入賬。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

#### 2.4 重大會計政策概要(續)

##### 業務合併及商譽(續)

商譽初步按成本計量，即已轉讓代價、已確認的非控股權益金額及本集團先前持有之被收購方股權之任何公平價值之總額，超過與所收購可識別資產淨值及所承擔負債之差額。如該代價及其他項目之總和低於所收購資產淨值之公平值，於重新評估後其差額將於損益內確認為議價收購收益。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽每年就減值測試一次，一旦發生任何事件或變動，顯示賬面值可能減值時，測試次數將更為頻密。本集團於每年三月三十一日進行商譽減值測試。就減值測試而言，自收購日期開始在業務合併所取得之商譽將分配至本集團每個現金產生單位，或各組現金產生單位(不論本集團其他資產或負債分配至該等單位或該等單位組別亦然)，預期將可受惠於合併之協同效益。

減值乃評估與商譽相關之現金產生單位(現金產生單位組別)可收回數額予以釐定。凡現金產生單位(現金產生單位組別)可收回數額少於其賬面值，則須確認減值虧損。就商譽所確認之減值虧損不會於其後期間撥回。

凡商譽已被分配至現金產生單位(或現金產生單位組別)以及出售單位內業務之部分，與出售業務相關之商譽在釐定出售損益時於業務之賬面值內入賬。在此情況下出售之商譽乃根據出售業務之相關價值及所保留現金產生單位部分計量。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value measurement

The Group measures its investment properties and certain financial assets and financial liabilities at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

### 2.4 重大會計政策概要(續)

#### 公平值計量

本集團於各報告期末按公平值計量其投資物業及若干金融資產及金融負債。公平值為市場參與者於計量日期在有序交易中出售資產所收取或轉讓負債所支付之價格。公平值計量乃假設出售資產或轉讓負債之交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行。主要或最具優勢市場須為本集團可進入之市場。資產或負債之公平值乃基於市場參與者為資產或負債定價時所用之假設計量(假設市場參與者依照彼等之最佳經濟利益行事)。

非金融資產之公平值計量須計及市場參與者通過使用該資產之最高及最佳用途或將該資產出售予將使用其最高及最佳用途之另一市場參與者而產生經濟效益之能力。

本集團採納適用於不同情況且具備充分數據以供計量公平值之估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### 2.4 重大會計政策概要(續)

##### 公平值計量(續)

所有公平值於本財務報表計量或披露之資產及負債乃基於對公平值計量整體而言屬重大之最低層輸入數據按以下公平值層級分類：

- 第一層 — 基於相同資產或負債於活躍市場之報價(未經調整)
- 第二層 — 基於對公平值計量而言屬重大之可觀察(直接或間接)最低層輸入數據之估值方法
- 第三層 — 基於對公平值計量而言屬重大之不可觀察最低層輸入數據之估值方法

就按經常性基準於本財務報表確認之資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公平值計量整體而言屬重大之最低層輸入數據)釐定是否發生不同等級轉移。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets, inventories, properties under development, properties held for sale, financial assets, investment properties, non-current assets or a disposal group classified as held for sale and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

### 2.4 重大會計政策概要(續)

#### 非金融資產之減值

倘有跡象顯示出現減值，或當需要對資產（遞延稅項資產、存貨、發展中物業、持作出售物業、金融資產、投資物業、非流動資產或分類為持作出售之出售集團及商譽除外）作年度減值測試，則估計資產之可收回金額。資產之可收回金額按資產或現金產生單位之使用價值，以及其公平值減出售成本之較高者計算，並就各個別資產而釐定，除非資產並未能在大致獨立於其他資產或組別資產之情況下產生現金流入，則在此情況下，將釐定資產所屬之現金產生單位之可收回金額。

減值虧損只於資產之賬面值超過其可收回金額時確認。在評估使用價值時，估計未來現金流量將以稅前貼現率貼現至其現值，以反映目前資金時值之市場估量及資產之特定風險。減值虧損乃在其產生期間自損益中與減值資產功能相符之相關開支類別扣除。

於各報告期末，將評估是否有任何跡象顯示之前確認之減值虧損可能已不再存在或已減少。倘出現有關跡象，則估計可收回金額。先前確認之資產（除商譽外）減值虧損，只會在用以釐定資產可收回金額之估計有所改變時撥回，但撥回之金額不可超過假使該項資產在以往年度未獲確認減值虧損時，原應釐定之賬面值（扣除任何折舊／攤銷）。所撥回之減值虧損，乃於撥回期間計入損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Related parties

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

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

or

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

#### 2.4 重大會計政策概要(續)

##### 關連人士

一方會被視為與本集團有關連，如果：

- (a) 該方為一名人士或該人士之關係密切家庭成員，而該人士：
  - (i) 控制本集團或共同控制本集團；
  - (ii) 可對本集團發揮重大影響力；或
  - (iii) 為本集團或其母公司的主要管理人員；

或

- (b) 該方為適用任何以下條件的實體：
  - (i) 該實體與本集團屬同一集團的成員公司；
  - (ii) 一實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營企業；
  - (iii) 該實體與本集團為同一第三方的合營企業；
  - (iv) 一實體為一第三方實體的合營企業，而另一實體為同一第三方實體的聯營公司；
  - (v) 該實體為本集團或屬本集團關連方的實體的僱員離職後福利計劃；
  - (vi) 該實體為(a)所識別人士控制或共同控制；
  - (vii) 於(a)(i)所識別人士對實體有重大影響或屬該實體(或該實體母公司)主要管理人員的其中一名成員；及
  - (viii) 該實體或其所屬集團內任何成員公司為本集團或其母公司提供主要管理人員服務。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation

Property, plant and equipment included owned assets and right-of-use assets meet the definition of property, plant and equipment and are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for “Non-current assets and disposal groups held for sale”. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

### 2.4 重大會計政策概要(續)

#### 物業、廠房及設備以及折舊

物業、廠房及設備包括滿足物業、廠房及設備定義的自有資產及使用權資產，並按成本減累計折舊及任何減值虧損入賬。如「持作出售之非流動資產及出售組別」之會計政策中所詳述，當物業、廠房及設備中的一個項目被分類為持作出售或當其為分類為持作出售的出售組別之一部分，其不會折舊及須根據香港財務報告準則第5號入賬。物業、廠房及設備項目之成本包括其購買價格及任何令資產達至其運作狀況及工作地點作其擬定用途之直接應佔成本。

物業、廠房及設備項目投入使用後所產生之支出(例如維修及保養費用)一般於產生期間在損益中扣除。如屬達成確認條件之情況，主要檢查之開支於資產賬面值中撥充資本為一項重置。如物業、廠房及設備之重要部分須分階段重置，則本集團會按特定可使用年期及折舊確認該等部分為個別資產。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

##### Owned assets

Land and buildings	2% or over the lease terms
Leasehold improvements	15% to 33% or over the lease terms
Plant and machinery	10% to 50%
Furniture, fixtures and office equipment	15% to 50%
Motor vehicles	20%
Computer equipment	15% to 33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

#### 2.4 重大會計政策概要(續)

##### 物業、廠房及設備以及折舊(續)

折舊乃按各物業、廠房及設備項目於其估計可使用年期以直線法計算，以撇銷其成本至餘值。就此所採用之主要年率如下：

##### 自有資產

土地及樓宇	2%或於租期內
租賃物業裝修	15%至33%或於租期內
廠房及機器	10%至50%
傢俬、裝置及辦公設備	15%至50%
汽車	20%
電腦設備	15%至33%

倘物業、廠房及設備項目之各部分有不同之可使用年期，此項目各部分成本將按合理之基礎分配，而每部分將作個別折舊。餘值、可使用年期及折舊法至少於各財政年結日予以檢討，並作調整(如適當)。

物業、廠房及設備項目包括於初步確認時之重大部分於出售或當預期不會從其使用或出售獲取未來經濟利益時終止確認。出售或報廢所產生之任何收益或虧損按銷售所得款項淨額與相關資產賬面值之差額於終止確認資產年度之損益內確認。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation (continued)

Construction in progress represents plant and machinery under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

#### Right-of-use assets

Leasehold land	Over the remaining lease terms of 32 to 68 years
Buildings	Over the remaining lease terms of 2 to 6 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

### 2.4 重大會計政策概要(續)

#### 物業、廠房及設備以及折舊(續)

在建物業指建設中之廠房及機器，其按成本減任何減值虧損列賬，並不計提折舊。成本包括建設期間的直接建設成本及相關借入資金的資本化借貸成本。在建物業於竣工並可供使用時重新分類至物業、廠房及設備的適當類別。

使用權資產於租賃開始日期(即相關資產可供使用日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並可就任何租賃負債重新計量予以調整。使用權資產的成本包括已確認租賃負債金額、已產生初始直接成本以及於開始日期或之前所作出租賃付款減任何已收取租賃優惠。倘適用，使用權資產的成本亦包括清拆及移除相關資產或復原相關資產或其所處位置的估計成本。使用權資產按直線法於租期及資產估計可使用年期(以較短者為準)內折舊如下：

#### 使用權資產

租賃土地	於餘下32至68年之租期內
樓宇	於餘下2至6年之租期內

倘租賃資產的擁有權於租期完結前轉讓予本集團，或成本反映購買權獲行使，則使用資產的估計可使用年期計算折舊。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset (2019: leasehold property under an operation lease) which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use.

When the right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "Investment properties".

#### 2.4 重大會計政策概要(續)

##### 投資物業

投資物業為持作賺取租金收入及／或資本增值(而非用於生產或供應貨品或服務或行政目的)或作日常業務過程中出售之土地及樓宇之權益(包括持作使用權資產之租賃物業(二零一九年：經營租賃項下租賃物業))。該等物業初步按成本(包括交易成本)計量。於初步確認後，投資物業以反映於報告期末之市況之公平值列賬。

投資物業之公平值變動所產生之盈虧，計入所產生年度之損益。

報廢或出售投資物業之任何盈虧，在報廢或出售年度在損益中確認。

至於將投資物業轉撥入自用物業或存貨，其後入賬方法是以物業於更改用途當日之公平值作為成本。

倘使用權資產符合投資物業之定義，該資產須計入投資物業。相應之使用權資產於開始時按成本計量，而其後須根據本集團對「投資物業」之政策按公平值計量。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

#### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

### 2.4 重大會計政策概要(續)

#### 持作出售之非流動資產及出售組別

倘非流動資產及出售組別的賬面值主要透過銷售交易而非持續使用收回，則歸類為持作出售。在此情況下，資產或出售組別須可按現狀即時出售，惟須符合出售該等資產或出售組別的慣常條款及出售須具十分把握。歸類為出售組別的附屬公司所有資產及負債重新分類為持作出售，而不論出售後本集團有否保留所持前附屬公司的非控股權益。

歸類為持作出售的非流動資產及出售組別(投資物業及金融資產除外)按賬面值與公平值減銷售成本之較低者計量。歸類為持作出售的物業、廠房及設備以及無形資產不予折舊或攤銷。

#### 無形資產(商譽除外)

分開收購之無形資產於初步確認時乃按成本計量。於業務合併中收購之無形資產之成本為收購日期之公平值。無形資產之可使用年期會被評定為有限或無限。年期有限之無形資產其後於可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時進行減值評估。可使用年期有限之無形資產之攤銷期及攤銷方法會至少於每個財政年度末檢討一次。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Intangible assets (other than goodwill) (continued)

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

##### Research and development costs

All research costs are charged to profit and loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

##### Leases (applicable from 1 April 2019)

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

#### 2.4 重大會計政策概要(續)

##### 無形資產(商譽除外)(續)

具無限可使用年期之無形資產按個別或就現金產生單位每年進行減值測試。有關無形資產不予攤銷。具無限可使用年期之無形資產之可使用年期乃每年檢討，以釐定無限可使用年期之評估是否繼續有效。若已無效，則可使用年期之評估將按往後生效基準由無限改為有限。

##### 研發成本

所有研究成本均於產生時自損益扣除。

研發新產品項目所產生的開支只會在本集團能夠顯示其在技術上能夠完成無形資產以能供使用或出售、打算完成資產並能夠加以使用或將之出售、資產如何產生未來經濟利益、有足夠資源以完成項目並且有能力可靠地計算發展期間的開支的情況下，才會撥作資本及遞延。倘未能符合以上準則，產品研發開支會在產生時支銷。

##### 租賃(自二零一九年四月一日起適用)

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約轉讓於一段時間內控制已識別資產使用的權利以換取代價，則該合約為租賃或包含租賃。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Leases (applicable from 1 April 2019) (continued)

###### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

###### (a) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

#### 2.4 重大會計政策概要(續)

##### 租賃(自二零一九年四月一日起適用)(續)

###### 本集團作為承租人

本集團對所有租賃採用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認用於支付租賃款項的租賃負債及代表相關資產使用權的使用權資產。

###### (a) 租賃負債

租賃負債於租賃開始日期按於租期內作出之租賃付款現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於某一指數或比率之可變租賃付款及預期根據在剩餘價值擔保中將支付之金額。租賃付款亦包括本集團合理確定行使購買選擇權之行使價，並倘租期反映了本集團行使終止選擇權，則須就終止租賃支付罰款。並非取決於某一指數或比率之可變租賃付款於觸發付款之事件或狀況出現期間確認為開支。

於計算租賃付款現值時，由於租賃中所隱含之利率不易釐定，本集團則於租賃開始日期使用其遞增借貸利率。於開始日期後，租賃負債金額增加，以反映利息增加及就所付之租賃付款減少。此外，倘出現修改、租期變動、租賃付款變動(如指數或比率變動所產生之未來租賃付款變動)或購買相關資產之選擇權評估更改，則租賃負債之賬面值將重新計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Leases (applicable from 1 April 2019) (continued)

###### Group as a lessee (continued)

###### (a) Lease liabilities (continued)

The Group's lease liabilities are included in other payables and accruals.

###### (b) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of buildings (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

###### Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

#### 2.4 重大會計政策概要(續)

##### 租賃(自二零一九年四月一日起適用)(續)

###### 本集團作為承租人(續)

###### (a) 租賃負債(續)

本集團租賃負債計入其他應付款項及應計費用。

###### (b) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其樓宇的短期租賃(即自開始日期起租期為12個月或以下且不包含購買選擇權的租賃)。當本集團就低價值資產訂立租賃時,本集團會決定是否按逐項基準將租賃資本化。

短期租賃及低價值資產租賃的租賃付款在租期內按直線法確認為開支。

###### 本集團作為出租人

當本集團為出租人時,在租賃開始時(或發生租賃變更時)將其每項租賃分類為經營租賃或融資租賃。

本集團不轉移與資產所有權有關的絕大部分風險及回報的租賃分類為經營租賃。當合約包含租賃及非租賃組成部分時,本集團以相對獨立的售價為基礎將合約中的代價分配至各組成部分。租金收入在租期內按直線法入賬,且由於其經營性質而計入損益的收入內。磋商及安排經營租賃所產生的初始直接成本加入租賃資產的賬面值中,並在租期內以與租金收入相同的基礎確認。或然租金在其獲得的期間內確認為收入。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases (applicable from 1 April 2019) (continued)

##### Group as a lessor (continued)

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying assets to the lessee, are accounted for as finance leases. At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments and related payments (including the initial direct costs), and presented as a receivable at an amount equal to the net investment in the lease. The finance income of such leases is recognised to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

#### Leases (applicable before 1 April 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

### 2.4 重大會計政策概要(續)

#### 租賃(自二零一九年四月一日起適用)(續)

##### 本集團作為出租人(續)

將與相關資產所有權有關的絕大部分風險及回報轉移予承租人的租賃作為融資租賃入賬。於開始日期，租賃資產的成本按租賃付款和相關付款的現值(包括初始直接成本)資本化，並以等於租賃投資淨額的金額列為應收款項。此類租賃的融資收入於損益確認，以於租期內作出定期定額扣減。

倘本集團為中間出租人，分租乃參考原租賃之使用權資產分類為融資租賃或經營租賃。倘原租賃為本集團應用資產負債表確認豁免的短期租賃，則本集團將分租分類為經營租賃。

#### 租賃(於二零一九年四月一日前適用)

凡資產擁有權之絕大部分回報及風險(除合法業權外)轉移至本集團之租賃，入賬列為融資租賃。訂立融資租賃時，所租用資產之成本按最低租賃付款現值撥充資本，並連同利息部分以外之承擔一併入賬，以反映有關購買及融資。根據已撥充資本之融資租賃持有之資產，包括根據融資租賃預付的土地租賃付款已計入物業、廠房及設備，並於租期及資產估計可使用年期(以較短者為準)內折舊。此類租賃的融資成本自損益扣除，以於租期內作出定期定額扣減。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases (applicable before 1 April 2019) (continued)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

#### Properties under development

Properties under development are stated at the lower of cost and net realisable value and comprise construction costs, borrowing costs, professional fees, payments for land use rights and other costs directly attributable to such properties incurred during the development period.

Properties under development are classified as current assets unless the construction of the relevant property development project is expected to complete beyond the normal operating cycle. On completion, the properties are transferred to completed properties held for sale.

Sales deposits/instalments received and receivable from purchasers in respect of the pre-sale of properties under development prior to completion of the development are included in contract liabilities.

When the right-of-use assets relate to interests in leasehold land held as properties under development, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for properties under development.

### 2.4 重大會計政策概要(續)

#### 租賃(於二零一九年四月一日前適用)(續)

凡資產擁有權之絕大部分回報及風險仍屬於出租人之租賃，入賬列為經營租賃。倘本集團為出租人，本集團根據經營租賃所租賃之資產乃計入非流動資產，根據經營租賃應收的租金乃在租期內以直線法計入損益。倘本集團為承租人，根據經營租賃應付之租金(扣除從出租人收取之任何獎勵後)於租期內以直線法自損益中扣除。

#### 發展中物業

發展中物業以成本及可變現淨值兩者中之較低者列賬，包括建築工程成本、借貸成本、專業費用、土地使用權付款及在發展期內產生由該等物業直接應佔之其他成本。

發展中物業歸類為流動資產，除非有關物業發展項目的建築工程預期需要超過正常營運週期方可完成，則作別論。竣工後，物業則轉撥至持作出售之竣工物業。

開發項目竣工前，就預售發展中物業已收及應收買家的銷售按金／分期付款，均計入合約負債。

倘使用權資產與持作發展中物業之租賃土地權益相關，隨後根據本集團發展中物業政策按成本與可變現淨值中的較低者計算。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost is determined by an apportionment of the total land and building costs attributable to unsold properties. Net realisable value is estimated by the directors based on the prevailing market prices on an individual property basis.

When the right-of-use assets relate to interests in leasehold land held as completed properties held for sale, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for completed properties held for sale.

#### Investments and other financial assets

##### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 *Revenue from Contracts with Customers* in accordance with the policies set out for "Revenue recognition" below.

### 2.4 重大會計政策概要(續)

#### 持作出售物業

持作出售物業乃按成本及可變現淨值兩者中之較低者入賬。成本按未出售物業所應佔總土地及樓宇成本比例進行分配。可變現淨值由董事根據現行市價按個別物業基準進行估計。

倘使用權資產與持作持作出售之已竣工物業之租賃土地權益相關，隨後根據本集團持作出售之已竣工物業政策按成本及可變現淨值兩者中之較低者計算。

#### 投資及其他金融資產

##### 初步確認及計量

金融資產於初步確認時分類為其後以攤銷成本、按公平值計入其他全面收益及按公平值計入損益計量。

金融資產於初始確認時之分類乃視乎該等金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式而定。除並不包含重大融資成分或本集團已就此應用不調整重大融資成分影響的實際權宜處理方法之應收賬款外，本集團初始以公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並不包含重大融資成分或本集團已就此應用實際權宜處理方法之應收賬款，乃按根據香港財務報告準則第15號來自客戶合約之收入按下文「收入確認」所載政策釐定之交易價格計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Investments and other financial assets (continued)

###### Initial recognition and measurement (continued)

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### 2.4 重大會計政策概要(續)

##### 投資及其他金融資產(續)

###### 初步確認及計量(續)

為使金融資產以攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生僅為支付本金及未償還本金利息（「SPPI」）的現金流量。現金流量並非SPPI的金融資產按公平值計入損益分類及計量，而不論業務模式。

本集團管理金融資產的業務模式指其管理其金融資產以產生現金流量的方式。業務模式釐定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量的金融資產於以持有金融資產為目標的業務模式內持有，旨在收取合約現金流量，而按公平值計入其他全面收益分類及計量的金融資產於旨在持有以收取合約現金流量及出售的業務模式內持有。並非以上述業務模式內持有的金融資產按公平值計入損益分類及計量。

所有一般買賣的金融資產概於交易日（即本集團承諾買賣該資產的日期）予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產的金融資產買賣。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

##### Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the profit or loss when the asset is derecognised, modified or impaired.

##### Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the profit or loss.

##### Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

### 2.4 重大會計政策概要(續)

#### 投資及其他金融資產(續)

##### 其後計量

金融資產的其後計量視乎其以下分類而定：

##### 以攤銷成本計量的金融資產(債務工具)

以攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，於損益中確認收益及虧損。

##### 按公平值計入其他全面收益的金融資產(債務工具)

就按公平值計入其他全面收益的債務投資而言，利息收入、匯兌重估及減值虧損或撥回於損益內確認並按與按攤銷成本計量的金融資產相同的方式計算。剩餘公平值變動於其他全面收益內確認。於終止確認後，於其他全面收益內確認的累計公平值變動重新計入損益。

##### 指定按公平值計入其他全面收益的金融資產(股本投資)

於初步確認時，倘股本投資符合香港會計準則第32號金融工具：呈列項下股本的定義且並非持作買賣，本集團可選擇將其股本投資不可撤回地分類為指定按公平值計入其他全面收益的股本投資。分類按個別工具基準釐定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Investments and other financial assets (continued)

##### Financial assets designated at fair value through other comprehensive income (equity investments) (continued)

Gains and losses on these financial assets are never recycled to the profit or loss. Dividends are recognised as other income in the profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

##### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments, certain debt investments, fund investments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

#### 2.4 重大會計政策概要(續)

##### 投資及其他金融資產(續)

##### 指定按公平值計入其他全面收益的金融資產(股本投資)(續)

該等金融資產的收益及虧損概不會被重新計入損益。在支付權確立，與股息相關的經濟利益很可能流入本集團，且股息的金額能夠可靠計量時，股息於損益內確認為其他收入，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此情況下，該等收益於其他全面收益入賬。指定按公平值計入其他全面收益的股本投資不受減值評估影響。

##### 按公平值計入損益的金融資產

按公平值計入損益的金融資產按公平值列入財務狀況，而公平值的淨變動則於損益確認。

該類別包括本集團並無不可撤回地選擇按公平值計入其他全面收益分類的衍生工具、若干債務投資、基金投資及股本投資。分類為按公平值計入損益的金融資產的股本投資股息亦於支付權確立，與股息相關的經濟利益很可能流入本集團，且股息的金額能夠可靠計量時，於損益內確認為其他收入。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Investments and other financial assets (continued)

###### Financial assets at fair value through profit or loss (continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

#### 2.4 重大會計政策概要(續)

##### 投資及其他金融資產(續)

###### 按公平值計入損益的金融資產(續)

當嵌入於混合合約(包含金融負債或非金融主合約)的衍生工具具備與主合約不緊密相關的經濟特徵及風險;擁有與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義;且混合合約並非按公平值計入損益計量,則該衍生工具與主合約分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量,公平值的變動於損益內確認。僅在合約條款變動大幅改變其他情況下所需現金流量或金融資產從按公平值計入損益類別重新分類時方會進行重新評估。

嵌入於混合合約(包含金融資產主合約)的衍生工具並非單獨入賬。金融資產主合約連同嵌入式衍生工具須全部分類為按公平值計入損益的金融資產。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### 2.4 重大會計政策概要(續)

##### 終止確認金融資產

金融資產(或倘適用,作為金融資產或類似金融資產組別一部份)在下列情況會終止確認(即從本集團綜合財務狀況表中刪除):

- 從資產收取現金流之權利已屆滿;或
- 本集團轉讓從資產收取現金流量之權利,或已承擔根據「過手」安排而在沒有重大延誤下悉數將已獲取現金流量支付有關第三者之責任;及(a)本集團已將資產之絕大部分風險及回報轉讓,或(b)本集團並無轉讓或保留資產之絕大部分風險及回報,但已轉讓資產之控制權。

倘本集團已轉讓從資產收取現金流量之權利或已訂立過手安排,本集團會評估是否及在多大程度上保留了擁有資產的風險及回報。倘本集團沒有轉讓或保留資產之絕大部分風險及回報,亦無轉讓資產之控制權,本集團於該資產之持續參與繼續確認已轉讓資產。在該情況下,本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團保留權利及責任之基準下計量。

持續參與指就已轉讓資產作出的一項擔保,按該項資產的原賬面值與本集團或須償還的最高代價的較低者計量。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

##### General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

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

#### 2.4 重大會計政策概要(續)

##### 金融資產減值

本集團確認對並非持作按公平值計入損益的所有債務工具預期信貸虧損(「預期信貸虧損」)的所有撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值折現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

##### 一般方法

預期信貸虧損分兩個階段確認。就初始確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月(12個月預期信貸虧損)可能發生的違約事件所產生的信貸虧損計提預期信貸虧損撥備。就初始確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提減值撥備，不論違約的時間(全期預期信貸虧損)。

於各報告日期，本集團評估於初始確認時金融工具的信貸風險是否顯著增加。於進行評估時，本集團將金融工具於報告日期發生的違約風險與金融工具於初始確認日期發生的違約風險進行比較，並考慮無需過多成本或努力即可得之合理且可證明的資料，包括歷史及前瞻性資料。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### General approach (continued)

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### 2.4 重大會計政策概要(續)

#### 金融資產減值(續)

##### 一般方法(續)

就按公平值計入其他綜合收益的債務投資而言，本集團採用低信貸風險簡化法。於各報告日期，本集團使用所有合理及有理據而毋須付出不必要成本或努力獲得之資料評估債務投資是否被認為具有較低的信貸風險。於作出該項評估時，本集團重新評估債務投資的外部信貸評級。此外，本集團認為，倘合約付款逾期超過30天，則信貸風險已大幅上升。

倘合約款項已逾90日未還款，則本集團認為金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收取未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### General approach (continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and lease receivables which apply the simplified approach as described in HKFRS 9 *Financial Instrument*.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

### 2.4 重大會計政策概要(續)

#### 金融資產減值(續)

##### 一般方法(續)

按公平值計入其他全面收益之債務投資及以攤銷成本計量的金融資產根據一般方式須予減值，並按以下為計量預期信貸虧損的階段分類，惟應用簡化法(如香港財務報告準則第9號金融工具所述)的應收賬款及應收租金除外。

- 第1階段 — 金融工具的信貸風險自初步確認後並未顯著增加，且虧損撥備按相等於12個月預期信貸虧損金額計量
- 第2階段 — 金融工具的信貸風險自初步確認後顯著增加，惟其並非已發生信貸減值的金融資產，且虧損撥備按相等於全期預期信貸虧損金額計量
- 第3階段 — 金融資產於報告日期為信貸減值(惟其並非購買或原已發生信用減值的金融工具)，且虧損撥備按相等於全期預期信貸虧損金額計量

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Impairment of financial assets (continued)

###### Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

##### Financial liabilities

###### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, interest-bearing bank and other borrowings, unsecured bonds and notes, convertible notes, deposits received and accruals.

#### 2.4 重大會計政策概要(續)

##### 金融資產減值(續)

###### 簡化法

對於不包含重大融資成分的應收賬款，或本集團採用實際權宜之計，不就重大融資成分的影響調整時，本集團採用簡化法計量預期信貸虧損。根據簡化法，本集團不會追蹤信貸風險的變化，而是於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據其歷史信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境的具體前瞻性風險因素作出調整。

對於包含重大融資成分的應收賬款及應收租賃，本集團選擇的會計政策是按照上述政策採用簡化法計量預期信貸虧損。

##### 金融負債

###### 初步確認及計量

金融負債初步確認時分類為按公平值計入損益之金融負債、貸款及借貸或應付款項(倘適合)。所有金融負債初步按公平值確認，而倘屬貸款及借貸及應付款項，則扣除直接應佔之交易成本。

本集團之金融負債包括應付賬款及其他應付款項、計息銀行及其他借貸、無抵押債券及票據、可換股票據、已收按金及應計費用。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities (continued)

##### Subsequent measurement

###### *Financial liabilities at amortised cost (loans and borrowings)*

After initial recognition, financial liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

###### *Financial guarantee contracts*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

### 2.4 重大會計政策概要(續)

#### 金融負債(續)

##### 後續計量

###### *按攤銷成本計量之金融負債(貸款及借貸)*

於初步確認後，金融負債隨後以實際利率法按攤銷成本計量，除非貼現影響為微不足道，在該情況下則按成本列賬。當負債終止確認或按實際利率法進行攤銷程序時，其盈虧在損益內確認。

攤銷成本之計算應考慮收購時之任何貼現或溢價，並計入屬實際利率組成部分之費用或成本。實際利率攤銷於損益內作為融資成本列賬。

###### *財務擔保合約*

本集團發行的財務擔保合約乃為由於特定債務人未能根據債務工具條款於債務到期時償付，而須本集團作出付款以就產生的損失賠償持有人的合約。財務擔保合約初步按其公平值確認為負債，並就發行擔保直接產生的交易成本作出調整。初步確認後，本集團以下列兩者較高者計量財務擔保合約：(i)根據「金融資產減值」所載政策釐定的預期信貸虧損撥備；及(ii)初步確認金額減(如適用)已確認收益的累計金額。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities (continued)

##### Subsequent measurement (continued)

##### *Unsecured bonds and notes and convertible notes*

If the conversion option of convertible notes and the early redemption option of unsecured notes and convertible notes exhibit characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the unsecured notes and convertible notes is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the unsecured notes and convertible notes based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as reduction of the liability. The portion relating to the derivative component is recognised immediately in profit or loss.

##### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

### 2.4 重大會計政策概要(續)

#### 金融負債(續)

##### 後續計量(續)

##### *無抵押債券及票據以及可換股票據*

倘可換股票據的換股權及無抵押票據及可換股票據的提前贖回權具有嵌入式衍生工具之特徵，則應獨立於其負債部分。於初步確認時，無抵押票據及可換股票據的衍生工具部分按公平值計量並作為衍生金融工具的一部分呈列。所得款項超出初步確認為衍生工具部分的任何金額，會被確認為負債部分。交易成本根據工具初步確認時獲分配至負債及衍生工具部分的所得款項，於無抵押票據及可換股票據的負債及衍生工具部分之間劃撥。與負債部分相關的交易成本部分初步確認為負債的扣減。與衍生工具部分相關的部分即時於損益中確認。

##### 終止確認金融負債

倘負債下之責任獲履行或註銷或屆滿，金融負債會終止確認。

當現有金融負債被同一貸款人以明顯不同之條款提供之另一金融負債取代，或現有負債之條款大幅修訂，此類交換或修訂，則被視為終止確認原負債而確認新負債，而相關之賬面金額之差額，則在損益中確認。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### Treasury shares

Own equity instruments which are reacquired and held by the Company of the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale issue or cancellation of the Group's own equity instruments.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

### 2.4 重大會計政策概要(續)

#### 金融工具之抵銷

金融資產及金融負債互相抵銷，淨額在財務狀況表內列示，前提是目前有可執行法定權利抵銷已確認金額並有意按淨額基準結算，或同時變賣資產及償還負債。

#### 庫存股份

本集團旗下公司重新收購及持有的自有股權工具(庫存股份)按成本直接於權益確認。概無就購買、銷售發行或註銷本集團之自有股權工具於損益內確認盈虧。

#### 存貨

存貨乃按成本與可變現淨值兩者中的較低者列賬。成本按加權平均基準釐定。如屬在製品及製成品，成本包括直接原料、直接勞工及按適當比例計算之間接成本。可變現淨值乃基於估計售價減任何在完成及出售時產生的估計成本作出。

#### 現金及現金等同項目

就綜合現金流量表而言，現金及等同現金項目指手頭現金及活期存款，以及短期流動性強，可隨時兌換成已知數額現金，而其價值變動風險不大，且一般於購入後三個月內到期之短期投資，減去須在要求時償還之銀行透支，為本集團現金管理不可分割之部分。

就編撰綜合財務狀況表而言，現金及現金等同項目包括並無限制用途之手頭現金及銀行現金(包括定期存款)及類同現金性質之資產。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Provision for onerous contracts in year ended 31 March 2019 represents provision for lease contracts for certain Hong Kong property management projects where the unavoidable costs of meeting the obligations under the contracts exceed the economic benefits expected to be received under them. Provision for onerous contracts is recognised based on the difference between the rental payments receivable by the Group and those unavoidable rental payments payable by the Group under the contracts, together with any compensation or penalties arising from the failure to fulfil the contracts, discounted to their present value as appropriate.

##### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

#### 2.4 重大會計政策概要(續)

##### 撥備

當過去事項導致目前須負之責任(法律責任或推定責任)，而且日後有可能需要撥付資源償付有關責任，則會確認撥備，惟該項責任之數額須能夠可靠地予以估計。

當貼現之影響屬於重大，撥備確認之數額為預期日後償付有關責任所需支出於報告期末之現值。已貼現現值隨時間而有所增加，有關增幅會計入損益之融資成本賬項內。

截至二零一九年三月三十一日止年度的有償契約撥備指就履行若干香港物業管理項目租約責任無可避免之費用超逾預期所收取經濟收益之撥備。有償契約之撥備乃按本集團根據合約應收租金與無可避免之應付租金連同未能完成合約責任時產生之任何賠償或罰款之差額貼現至其現值(如適當)而計算。

##### 所得稅

所得稅包括即期及遞延稅項。於損益賬外確認之所得稅相關項目於損益賬外(不論在其他全面收益或直接於權益)確認。

即期稅項資產及負債按預期從稅務機關收回或向稅務機關支付之款項計算，所依據稅率(及稅法)於報告期末已制定或實質上已頒佈，且已考慮本集團經營所在國家之現行詮釋及慣例。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

### 2.4 重大會計政策概要(續)

#### 所得稅(續)

遞延稅項乃採用負債法，對於報告期末資產及負債之稅基與其用作財務申報之賬面值兩者之一切暫時性差異作出撥備。

遞延稅項負債就一切應課稅暫時性差異予以確認，惟以下情況則除外：

- 遞延稅項負債乃因初步確認一項並非業務合併的交易中的商譽或資產或負債而產生，並在交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司、聯營公司及合營企業之投資有關之應課稅暫時性差異而言，撥回暫時性差異之時間可以控制及暫時性差異可能不會在可預見將來撥回。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

#### 2.4 重大會計政策概要(續)

##### 所得稅(續)

所有可予扣減暫時性差異以及未動用稅項抵免及任何未動用稅項虧損結轉，在可能獲得應課稅溢利用作抵銷該等可予扣減暫時性差異以及未動用稅項抵免及未動用稅項虧損結轉之情況下，均確認為遞延稅項資產，惟以下情況則除外：

- 有關可予扣減暫時性差異之遞延稅項資產乃因初步確認一項並非業務合併的交易中的資產或負債而產生，並在交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司、聯營公司及合營企業之投資有關之可予扣減暫時性差異而言，僅在暫時性差異可能會在可預見將來撥回及將有應課稅溢利用作抵銷暫時性差異之情況下，才確認遞延稅項資產。

遞延稅項資產之賬面值會於各報告期末進行審閱，並於不可能再有足夠應課稅溢利以供動用全部或部分遞延稅項資產時予以相應扣減。未確認之遞延稅項資產於各報告期末重新評估，並於可能獲得足夠應課稅溢利以供動用全部或部分遞延稅項資產之情況下予以確認。

遞延稅項資產及負債乃根據在報告期末制定或實質上已頒佈之預期適用於變現資產或清償負債之期間之稅率(及稅務法例)計算。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

#### Revenue recognition

##### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

### 2.4 重大會計政策概要(續)

#### 所得稅(續)

當且僅當本集團有合法強制執行權利抵銷即期稅項資產與即期稅項負債，且遞延稅項資產及遞延稅項負債與同一稅務機關對同一應課稅實體或不同應課稅實體(擬於預期有大額遞延稅項負債或資產將償付或收回之各日後期間按淨額基準償付即期稅項負債及資產或同時變現資產及償付負債)徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

#### 政府補貼

倘可合理肯定能收到補貼且將遵守所有附帶條件，政府補貼會按其公平值確認。如補貼與開支項目有關，則會有系統地確認為補貼擬補償的成本支銷期間的收入。

#### 收入確認

##### 客戶合約收入

當客戶合約收入按反映本集團預期就交換該等貨品或服務而有權收取的代價金額轉移至客戶時，確認客戶合約收入。

倘合約代價包括可變金額時，則代價金額估計為本集團就交換向客戶轉讓的貨品或服務而有權收取的金額。可變代價於合約開始時估計並加以限制，直至已確認累計收入金額的重大收入撥回不太可能發生(倘可變代價的相關不確定因素其後得以解決)為止。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Revenue recognition (continued)

##### Revenue from contracts with customers (continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

#### 2.4 重大會計政策概要(續)

##### 收入確認(續)

##### 客戶合約收入(續)

倘合約包括向客戶提供一年以上有關向客戶轉讓貨品或服務之重大融資利益的融資成分，則收入按應收金額使用合約開始時將於本集團與客戶之間的獨立融資交易中反映的貼現率貼現後的現值計量。倘合約包括提供本集團一年以上重大融資利益的融資成分，則根據該合約確認的收入包括根據實際利率法合約責任附有的利息開支。對於客戶付款與承諾貨品或服務轉移期間為一年或以下的合約，不就重大融資成分的影響運用香港財務報告準則第15號的實際權宜方法對交易價格進行調整。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### Revenue from contracts with customers (continued)

- (a) *Sale of Chinese and Western pharmaceutical and health food products*

Revenue from the sale of Chinese and Western pharmaceutical and health food products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the Chinese and Western pharmaceutical and health food products.

Some contracts for the sale of Chinese and Western pharmaceutical and health food products provide customers with rights of return and volume rebates. The rights of return and volume rebates give rise to variable consideration:

- (i) Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in HKFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

### 2.4 重大會計政策概要(續)

#### 收入確認(續)

##### 客戶合約收入(續)

- (a) *銷售中西醫藥及保健食品產品*

來自銷售中西醫藥及保健食品產品的收入於資產控制權轉移至客戶的時間點(通常為交付中西醫藥及保健食品產品時)確認。

銷售中西醫藥及保健食品產品的若干合約向客戶提供退貨權及銷量回扣。退貨權及銷量回扣引致可變代價：

- (i) 退貨權

對於為客戶提供於指定期間內退貨權利的合約而言，乃使用預期價值法估計不會被退還的貨品，原因是該方法最能預測本集團有權獲得的可變代價金額。香港財務報告準則第15號有關限制可變代價估計的規定乃獲應用以釐定可計入交易價格的可變代價金額。對於預期將退回的貨品而非收入，退款責任將被確認。就從客戶收回產品的權利而言，亦確認了有退貨權資產(以及相應的銷售成本調整)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Revenue recognition (continued)

##### Revenue from contracts with customers (continued)

(a) *Sale of Chinese and Western pharmaceutical and health food products (continued)*

(ii) Volume rebates

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognised.

(b) *Sale of properties*

Revenue from the sale of properties is recognised at the point in time when the purchasers obtained the physical possession and/or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

#### 2.4 重大會計政策概要(續)

##### 收入確認(續)

##### 客戶合約收入(續)

(a) *銷售中西醫藥及保健食品產品(續)*

(ii) 大額折扣

倘於期內購買的產品數量超過合約規定的門檻，可向若干客戶提供可追溯大額折扣。折扣可抵銷客戶應付的金額。為估計預期未來折扣的可變代價，最可能金額法用於具有單一大額數量的合約，而預期價值法用於具有多個大額數量的合約。最佳預測可變代價金額所選擇的方法主要取決於合約中所載的大額數量的數目。本集團應用限制可變代價估計的規定並就預期未來折扣確認退款負債。

(b) *銷售物業*

銷售物業的收入於購買者獲得實物所有權及／或已完工物業的法定所有權且本集團已獲得現時收取付款的權利並很可能收回代價時確認。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### Revenue from contracts with customers (continued)

(c) *Commission income from agricultural exchange market*

Commission income from agricultural exchange market are recognised when the services are rendered in accordance with the terms of the agreement signed.

(d) *Provision of management, promotion and property ancillary services*

Revenue from the provision of management, promotion and property ancillary services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

##### Interest income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instruments to the net carrying amount of the financial asset.

### 2.4 重大會計政策概要(續)

#### 收入確認(續)

##### 客戶合約收入(續)

(c) *農產品交易市場的佣金收入*

農產品交易市場的佣金收入於根據已簽訂協議的條款提供服務時確認。

(d) *提供管理、宣傳及物業配套服務*

提供管理、宣傳及物業配套服務的收入以直線法於計劃期間內確認，乃由於客戶同時收取及消耗本集團提供的利益。

##### 利息收入

利息收入乃以實際利率法按應計基準，透過採用將金融工具預期年期內的估計未來現金收入準確貼現至金融資產的賬面淨值的利率確認。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### Revenue from other sources

- (i) Rental and sub-licensing fee income is recognised on a time proportion basis over the lease terms, variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred;
- (ii) Franchise fee income is recognised on a straight-line basis over the franchise period;
- (iii) Dividend income is recognised when the shareholder's right to receive payment has been established;
- (iv) Income from the sale of listed securities is recognised on the trade date.

#### Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

#### Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### 2.4 重大會計政策概要(續)

#### 收入確認(續)

##### 其他來源之收入

- (i) 租金及分租收入按時間比例於租期內確認，並非取決於指數或利率的可變租賃付款於其產生的會計期間內確認為收入；
- (ii) 特許權費收入於特許權有效期內以直線法確認；
- (iii) 股息收入在股東收取款項之權利確立時確認；
- (iv) 來自出售上市證券之收入在交易當日確認。

#### 合約資產

合約資產乃就交換已向客戶轉讓的貨品或服務而收取代價的權利。倘本集團於客戶支付代價或付款到期前將貨品或服務轉讓予客戶，則就附帶條件的已賺取代價確認合約資產。合約資產須接受減值評估，有關詳情載於金融資產減值的會計政策中。

#### 合約負債

合約負債於本集團向客戶轉移相關貨品或服務前收取或付款到期時(以較早者為準)確認。合約負債於本集團根據合約履行時(即向客戶轉移相關貨品或服務的控制權)確認為收入。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

#### Increment costs of obtaining a contract

Incremental costs of obtaining a contract were those costs that the Group incurs to obtain a contract with a customer it would not have incurred if the contract had not been obtained e.g., sales commission to sales agents. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

#### Right-of-return assets

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the goods to be returned, less any expected costs to recover the goods and any potential decreases in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to the expected level of returns, and any additional decreases in the value of the returned goods.

### 2.4 重大會計政策概要(續)

#### 合約成本

除資本化為存貨、物業、廠房及設備以及無形資產的成本外，履行與客戶的合約所產生的成本，倘符合以下所有條件，則資本化為資產：

- (a) 該成本直接與合約或實體可以明確識別的預期合約相關。
- (b) 該成本產生或增強實體將用於滿足(或繼續滿足)未來履約義務的資源。
- (c) 預計該成本將可收回。

資本化合約成本按與確認資產相關的收入模式一致的系統基準攤銷及計入損益。其他合約成本於產生時列為開支。

#### 獲取合約的增量成本

獲取合約的增量成本指本集團為獲取客戶合約而產生的成本，倘並無獲得合約，則不會產生相關成本，即向銷售代理支付銷售佣金。倘獲取合約的增量成本與將於未來報告期間的收益相關且相關成本預期可予收回，則會將獲取合約的增量成本資本化。獲取合約的其他成本會在產生時支銷。

#### 退貨權資產

本集團就收回客戶預期將予退回之貨物的權利為退貨權資產。該資產按將予退回貨物的先前賬面值減任何收回貨物的預期成本及退回貨物價值的任何潛在減損計量。本集團更新為對預期退回水平進行任何修訂而記錄的資產計量以及任何退回貨物價值之任何額外減損。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

##### Share-based payments

The Company, WYTH, WOP and CAP each operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

#### 2.4 重大會計政策概要(續)

##### 退款負債

本集團就退回部分或所有來自客戶的已收代價(或應收款項)之責任確認退款負債及按本集團最終預期其將必須退回客戶的金額計量。本集團於各報告期末更新其估計退款負債(及交易價的相應變動)。

##### 以股份付款

本公司、位元堂控股、宏安地產及中國農產品均設有購股權計劃，以獎勵及回報對本集團業務成就作出貢獻之合資格參與者。本集團僱員(包括董事)以股份付款之方式收取薪酬，而僱員提供服務作為收取股權工具之代價(「以股權支付之交易」)。

就授出而與僱員進行以股權支付之交易之成本，乃參照授出日期之公平值計量。該公平值乃由外部估值師採用二項式模式釐定。

以股權支付之交易之成本，連同權益相應增加部份，在績效及／或服務條件獲得履行之期間於僱員福利開支內確認。在歸屬日期前，各報告期末確認之以股權支付之交易之累計開支，反映歸屬期已到期部分及本集團對最終將會歸屬之股權工具數目之最佳估計。在某一期間內在損益賬內扣除或進賬，乃反映累計開支在期初與期終確認時之變動。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Share-based payments (continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or services conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

### 2.4 重大會計政策概要(續)

#### 以股份付款(續)

釐定獎勵的授出日期公平值時並不考慮服務及非市場表現條件，惟能達成條件的可能性則被評定為本集團對將最終歸屬的股本工具數目的最佳估計之一部分。市場表現條件反映於授出日期的公平值中。附帶於獎勵中但並無相關聯服務要求的任何其他條件均被視為非歸屬條件。非歸屬條件反映於獎勵的公平值中，且除非同時為服務及／或績效條件，否則獎勵會即時支銷。

因非市場績效及／或服務條件未能達成而最終並未歸屬的獎勵不會確認為開支。凡獎勵包含市場或非歸屬條件，交易仍被視為一項歸屬，而不論市場條件或非歸屬條件獲履行與否，前提是所有其他績效及／或服務條件均獲履行。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Share-based payments (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### 2.4 重大會計政策概要(續)

#### 以股份付款(續)

倘若以股權支付之購股權之條款有所變更，而獎勵的原定條款已獲達成，所確認開支最少須達到猶如條款並無任何變更之水平。此外，倘若按變更日期計量，任何變更導致以股份付款之總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

如以股權支付之購股權被註銷，則被視為在註銷當日已歸屬，而尚未就該獎勵確認之任何開支須即時予以確認。此包括本集團或僱員控制範圍內之非歸屬條件未獲達成時之任何獎勵。然而，倘有一項新獎勵取代已經註銷的獎勵，及於授出當日被指定為該獎勵之替代品，則該已註銷的及的新獎勵均被視為原已獎勵之改動(見前一段所述)。

計算每股盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Other employee benefits

##### Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme (the “PRC Pension Scheme”) operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the PRC Pension Scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the PRC Pension Scheme.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### 2.4 重大會計政策概要(續)

#### 其他僱員福利

##### 退休金計劃

本集團根據強制性公積金條例為符合資格參與之僱員設立既定供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃根據僱員之基本薪金按某個百分比計算，並按強積金計劃規定應付供款時自損益扣除。強積金計劃之資產與本集團之資產分開持有，由獨立行政管理。本集團之僱主供款在向強積金計劃供款後全數歸僱員所有。

本集團在中國內地營運之附屬公司之僱員須參與由地方市政府營運之中央退休計劃(「中國退休計劃」)。該等附屬公司須就其酬金成本按某個百分比向中國退休計劃作出供款。供款於須根據中國退休計劃規則作出付款時自損益扣除。

#### 借貸成本

因收購、建設或生產合資格資產(須在一段長時間方能達致其預定用途或出售者)而直接產生之借貸成本撥充該等資產之部分成本。倘絕大部分資產已可作預定用途或出售，則該等借貸成本將會停止撥充資本。從特定借貸待支付合資格資產前所作出之短暫投資賺取之投資收入乃從撥充資本之借貸成本中扣除。所有其他借貸成本於產生之期內列賬開支。借貸成本包括實體就借貸資金產生之利息及其他成本。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

#### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

### 2.4 重大會計政策概要(續)

#### 股息

末期股息於獲得股東於股東大會上批准後確認為負債。建議末期股息在財務報表附註中披露。

中期股息於建議同時宣派，概因本公司之組織章程大綱及細則授權董事宣派中期股息。因此，中期股息於建議宣派後隨即確認為負債。

#### 外幣

財務報表乃以港元(即本公司之功能貨幣)呈列。本集團內各實體決定本身之功能貨幣，而計入各實體財務報表之項目乃使用該功能貨幣計量。本集團實體錄得之外幣交易初步以交易日期各自之功能貨幣匯率記錄。以外幣計值之貨幣資產及負債，按報告期末之匯率換算為功能貨幣。所有結算或換算貨幣項目產生的差額於損益確認。

按歷史成本以外幣計量之非貨幣項目，採用初步交易日期之匯率換算。以外幣按公平值計算之非貨幣項目，則採用計量公平值當日之匯率換算。換算按公平值計量之非貨幣項目產生的盈虧的處理方法，一如確認某項目的公平值變動產生的盈虧(即公平值盈虧或於其他全面收益或損益確認之匯兌差額亦分別於其他全面收益或損益確認)。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries and a joint venture are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their profits or losses are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rate for the year.

### 2.4 重大會計政策概要(續)

#### 外幣(續)

於釐定初步確認預付代價的相關非貨幣性資產或非貨幣性負債被取消確認時的有關資產、開支或收入所用之匯率時，初步交易日期為本集團初步確認因預付代價而產生之非貨幣性資產或非貨幣性負債之日。倘存在多筆付款或預收款項，本集團應就每次支付或收取預付代價釐定交易日期。

若干海外附屬公司及其合營企業之功能貨幣並非港元。於報告期末，該等公司之資產及負債按報告期末之現行匯率換算為港元，而其損益乃按年內之加權平均匯率換算為港元。

所得出匯兌差額於其他全面收益確認，並累計於匯兌波動儲備。出售外國業務時，與該特定外國業務有關之其他全面收益組成部分於損益中確認。

因收購外國業務產生之任何商譽及因收購產生之資產及負債賬面值之公平值調整乃視為外國業務之資產及負債，並按報告期末之匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量產生當日之匯率換算為港元。年內產生之海外附屬公司經常性現金流量按年內之加權平均匯率換算為港元。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements.

#### Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

### 3. 重大會計判斷及估計

在編製本集團之財務報表時，管理層須作出會影響所呈報收入、開支、資產及負債之金額及其隨附之披露資料及或然負債披露之判斷、估計及假設。由於有關假設及估計之不確定因素，可導致須就未來受影響之資產或負債賬面值作出重大調整。

#### 判斷

於採用本集團之會計政策之過程中，除涉及對財務報表內已確認金額構成最重大影響之該等估計之會計政策外，管理層已作出以下判斷。

#### 投資物業和自用物業的劃分

本集團決定一項物業是否符合投資物業的條件，並制定出此類判斷的標準。投資物業指為賺取租金或資本升值或同時為這兩個目的而持有的物業。憑此，本集團考慮一項物業產生的現金流是否大部分獨立於本集團持有的其他資產。若干物業的一部分是為賺取租金或資本升值而持有，而另一部分是為用於生產或提供貨品或服務或作行政用途而持有。倘該等部分可以分開出售或按融資租賃分開出租，則本集團對該等部分分開進行會計處理。倘該等部分不能分開出售，則只有在為用於生產或提供貨品或服務或作行政用途而持有的部分不重大的情況下，該物業方為投資物業。判斷乃對各單項物業作出，以確定配套服務是否如此重要而使物業不符合投資物業的條件。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### 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 described below.

#### Valuation of investment properties

Investment properties including residential, retail, industrial and commercial units in Hong Kong and agricultural produce exchange markets in Mainland China are revalued at the end of the reporting period on a market value, existing use basis by independent professionally qualified valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, information from current prices in an active market for similar properties is considered and assumptions that are mainly based on market conditions existing at the end of the reporting period are used. Further details of the valuation are included in note 14 to the financial statements.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素

於報告期末具有會對下一財政年度之資產及負債賬面值造成重大調整之重大風險之有關未來之主要假設，以及估計不明朗因素之主要來源概述如下。

#### 投資物業之估值

投資物業包括位於香港的住宅、零售、工業及商業單位以及位於中國內地的農產品交易市場，於報告期末以市價、現有使用為基準由獨立專業的合資格估值師重新估值。有關估值乃基於若干假設，受不確定因素所限，並可能與實際結果出現重大出入。作出有關估計時，已計及類似物業在活躍市場現時價格的資料，並使用主要以報告期末現有市況為基準的假設。有關估值的進一步詳情，請參閱財務報表附註14。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Impairment of non-financial non-current assets (other than goodwill)

The Group assesses whether there are any indicators of impairment of all non-financial non-current assets (including right-of-use assets) at the end of each reporting period. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use is calculated to assess for impairment, management applies assumptions to prepare cash flow forecast, i.e., discount rate, growth rate for the asset or cash-generating unit to calculate the present value of those cash flows.

##### *Property, plant and equipment*

The carrying value of an item of property, plant and equipment is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable in accordance with the accounting policy as disclosed in note 2.4 to the financial statements. Given that the operating results of both the Chinese pharmaceutical and health food products CGU (the "Chinese Pharmaceutical CGUs") and the Western pharmaceutical and health food products CGU (the "Western Pharmaceutical CGU") (together, the "CGUs") were loss-making during the year, the directors of the Company performed an impairment assessment of the property, plant and equipment relating to these CGUs to determine their recoverable amounts. The recoverable amount of an item of property, plant and equipment is calculated as the higher of its fair value less costs to sell and value in use, the calculations of which involve the use of estimates.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### 非金融非流動資產(商譽除外)之減值

本集團會於各報告期末評估所有非金融非流動資產(包括使用權資產)是否出現任何減值跡象。當出現賬面值或不可被收回的跡象時，會對其他非金融資產進行減值測試。當資產或現金產生單位的賬面值高於其可收回金額時，則出現減值。可收回金額為公平值減出售成本與其使用價值兩者之較高者。公平值減出售成本乃根據來自類似資產之公平交易之有約束力銷售交易之可用數據或可觀察市價減出售資產之增量成本計算。計算使用價值以評估減值時，管理層應用假設編製現金流量預測，即資產或現金產生單位貼現率、增長率，以計算該等現金流之現值。

##### *物業、廠房及設備*

物業、廠房及設備項目之賬面值乃於有事件或情況變化顯示賬面值可能無法收回時，根據財務報表附註2.4披露之會計政策檢討以檢視是否出現減值。鑑於年內中藥及保健食品產品現金產生單位(「中藥現金產生單位」)和西藥及保健食品產品現金產生單位(「西藥現金產生單位」)(統稱「現金產生單位」)之營運業績均錄得虧損，本公司董事對該等現金產生單位之相關物業、廠房及設備進行減值評估，以釐定其可收回金額。物業、廠房及設備項目之可收回金額乃其公平值減銷售成本及使用價值兩者之較高者，其計算涉及使用估計。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Impairment of loans and interest receivables

The measurement of impairment losses under HKFRS 9 requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, such as risks of default, loss given default and collateral recovery, changes in which can result in different levels of allowances.

The Group's expected credit loss calculations on loans receivable are based on assumptions about risks of default and loss given default. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculations, based on credit risks of the debtors or comparable companies in the market, existing market conditions as well as forward looking estimates (such as gross domestic product and market volatility) at the end of each reporting period. It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

As at 31 March 2020, the Group had loans and interest receivables amounting to HK\$519,859,000. The related impairment of financial assets amounting to HK\$8,996,000 was recognised during the year, and the related cumulative loss allowance amounting to HK\$28,830,000 was recognised as at 31 March 2020. Further details of the Group's loans and interest receivables and the key assumptions and inputs used for impairment calculations are given in note 24 to the financial statements.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### 應收貸款及利息之減值

根據香港財務報告準則第9號計量減值虧損須作出判斷，特別是在釐定減值虧損及評估信貸風險大幅增加時，對未來現金流量及抵押價值的金額及發生時間的估計。該等估計由多項因素推動，如違約風險、違約損失及抵押收回，其變動可導致不同水平的撥備。

本集團之應收貸款之預期信貸虧損乃按有關違約風險及違約損失之假設計算。本集團作出該等假設及選擇用作減值計算之輸入數據時須作出判斷，而其依據為各報告期末債務人或可比較公司於市場之信貸風險、現時市況以及前瞻性預測(如國內生產總值及市場波動)。本集團的政策為按實際損失經驗定期檢討其模式，並在有需要時作出調整。

於二零二零年三月三十一日，本集團應收貸款及利息為519,859,000港元。年內確認相關金融資產減值8,996,000港元，及於二零二零年三月三十一日確認相關累計虧損撥備28,830,000港元。有關本集團應收貸款及利息之進一步詳情，以及計算減值所用的關鍵假設及輸入數據，請參閱財務報表附註24。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Net realisable value of properties under development and properties held for sale in Mainland China

Properties under development and properties held for sale in Mainland China are stated at the lower of cost and net realisable value. The cost of each unit is determined using the weighted average method. The estimated net realisable value is assessed at the end of the reporting period on a market value, existing use basis by independent professionally qualified valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, information from current prices in an active market for similar properties is considered and assumptions that are mainly based on market conditions existing at the end of the reporting period are used.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### 位於中國內地的發展中物業及持作出售物業之可變現淨值

位於中國內地的發展中物業及持作出售物業以成本及可變現淨值兩者中之較低者列賬。各單位的成本使用加權平均法釐定。估計可變現淨值於報告期末由獨立專業的合資格估值師以市價、現有使用為基準評估。有關估值乃基於若干假設，受不確定因素所限，並可能與實際結果出現重大出入。作出有關估計時，已計及類似物業在活躍市場現時價格的資料，並使用主要以報告期末現有市況為基準的假設。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Business Combination

On 26 September 2019, the Group proposed a general offer to acquire a maximum of 54.83% equity interest in CAP and a maximum of 46.86% of the outstanding principal amount of the convertible notes issued by CAP (the "CAP Acquisition"). On 12 February 2020, the CAP Acquisition was completed and 5,312,395,685 shares of CAP (representing 53.37% of the issued shares of CAP) were acquired at HK\$0.091 each and CAP and its subsidiaries (collectively, the "CAP Group") became the subsidiaries of the Group.

The assessment of the fair value of the identifiable assets acquired and liabilities assumed and allocation of the purchase price required significant management estimation.

The Group recognised a provisional gain on bargain purchase of HK\$230,844,000, details of which is set out in note 41 to the financial statements.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### 業務合併

於二零一九年九月二十六日，本集團提出全面要約以收購中國農產品最多54.83%股權及中國農產品發行的可換股票據之最多46.86%的未償還本金額(「中國農產品收購事項」)。於二零二零年二月十二日，中國農產品收購事項已完成並按每股0.091港元收購中國農產品的5,312,395,685股股份(佔中國農產品已發行股份的53.37%)，且中國農產品及其附屬公司(統稱「中國農產品集團」)成為本集團的附屬公司。

評估所收購的可識別資產及所承擔債務的公平值及分配收購價需要管理層作出重大估計。

本集團確認議價收購之暫定收益230,844,000港元，其詳情載於財務報表附註41。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has five reportable operating segments as follows:

- (a) the property development segment engages in the development of properties;
- (b) the property investment segment engages in investment in industrial and commercial premises and residential units for rental or for sale;
- (c) the fresh markets segment engages in the management and sub-licensing of fresh markets and butchery business which also includes management of agricultural produce exchange markets in Mainland China newly acquired during the year;
- (d) the pharmaceutical segment engages in the production and sale of pharmaceutical and health food products; and
- (e) the treasury management segment engages in the provision of finance and investments in debt and other securities which earn interest income.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that bank interest income, finance costs, fair value gains/losses from the Group's financial assets at fair value through profit or loss, gains/losses arising from acquisition/disposal transactions, head office and corporate income and expenses and share of profits and losses of joint ventures and associates are excluded from such measurement.

### 4. 經營分類資料

就管理而言，本集團按產品及服務劃分業務單位，五個可報告經營分類如下：

- (a) 物業發展分類指物業之發展；
- (b) 物業投資分類指投資工業及商業物業及住宅單位以收取租金收入或銷售利潤；
- (c) 街市分類指街市及屠宰業務管理及分租，其亦包括管理於年內新收購的位於中國內地的農產品交易市場；
- (d) 醫藥品分類指生產及銷售醫藥及保健食品產品；及
- (e) 財資管理分類指從事賺取利息收入的債務及其他證券的融資及投資。

管理層分別監察本集團之經營分類業績，以決定資源分配及評估表現。分類表現根據可報告分類溢利／虧損評價，而可報告分類溢利／虧損之計算方式為經調整之除稅前溢利／虧損。經調整除稅前溢利之計算方法與本集團之除稅前溢利一致，惟銀行利息收入、融資成本、本集團按公平值計入損益之金融資產所產生的公平值收益／虧損、收購／出售交易產生的收益／虧損、總辦事處及企業收入及開支以及應佔合營企業及聯營公司溢利及虧損則不撥入該項計算中。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分類資料(續)

Year ended 31 March

截至三月三十一日止年度

	Property development		Property investment		Fresh markets		Pharmaceutical		Treasury management		Elimination		Total		
	物業發展		物業投資		街市		醫藥品		財務管理		抵銷		總計		
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	
	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
<b>Segment revenue (note 5):</b>	<b>分類收入 (附註5):</b>														
Sales to external customers	2,368,405	2,826,961	20,628	18,315	265,702	188,421	560,137	733,842	225,851	241,536	–	–	3,440,723	4,009,075	
Intersegment sales	–	–	13,012	15,951	–	–	8,872	6,855	–	–	(21,884)	(22,806)	–	–	
Other income	23,871	27,512	78,144	56,863	2,181	20,895	–	–	531	234	–	–	104,727	105,504	
<b>Total</b>	<b>2,392,276</b>	<b>2,854,473</b>	<b>111,784</b>	<b>91,129</b>	<b>267,883</b>	<b>209,316</b>	<b>569,009</b>	<b>740,697</b>	<b>226,382</b>	<b>241,770</b>	<b>(21,884)</b>	<b>(22,806)</b>	<b>3,545,450</b>	<b>4,114,579</b>	
<b>Segment results</b>	<b>分類業績</b>	<b>799,391</b>	<b>1,051,564</b>	<b>(138,026)</b>	<b>72,539</b>	<b>29,723</b>	<b>27,490</b>	<b>(215,850)</b>	<b>(148,894)</b>	<b>195,003</b>	<b>213,878</b>	<b>–</b>	<b>–</b>	<b>670,241</b>	<b>1,216,577</b>
<i>Reconciliation:</i>	<i>對賬:</i>														
Bank interest income													24,684	21,149	
Finance costs													(229,169)	(134,688)	
Provisional gain on bargain purchase													230,844	–	
Fair value gains/(losses) on financial instruments at fair value through profit or loss, net													(49,826)	2,201	
Gains/(losses) on disposals of subsidiaries, net													(4,326)	7,575	
Loss on disposal of an associate													(14,833)	–	
Corporate and unallocated expenses, net													(81,735)	(72,258)	
Share of profits and losses of:	應佔溢利及虧損:														
Joint ventures													28,080	(27,162)	
Associates													11,859	51,797	
Profit before tax													585,819	1,065,191	
Income tax expense													(146,117)	(171,800)	
Profit for the year													439,702	893,391	

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分類資料(續)

Year ended 31 March (continued)

截至三月三十一日止年度(續)

	Property development		Property investment		Fresh markets		Pharmaceutical		Treasury management		Corporate and others		Total	
	物業發展		物業投資		街市		醫藥品		財務管理		公司及其他		總計	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Other segment information:	其他分類資料:													
Provisional gain on bargain purchase	-	-	-	-	-	-	-	-	-	-	(230,844)	-	(230,844)	-
Depreciation	30	75	12,458	5,474	13,412	11,714	94,272	44,335	-	-	30,191	12,289	150,363	73,887
Write-down of properties under development	3,842	-	-	-	-	-	-	-	-	-	-	-	3,842	-
Write-down/(reversal of write-down) of properties held for sale	9,663	(88,856)	-	-	-	-	-	-	-	-	-	-	9,663	(88,856)
Impairment of trademarks	-	-	-	-	-	-	-	61,356	-	-	-	-	-	61,356
Impairment/(reversal of impairment) on financial assets, net	-	-	-	-	632	1,616	(85,983)	726	155,679	(72,558)	-	-	70,328	(70,216)
Impairment/(reversal of impairment) items of property, plant and equipment	-	-	(7,673)	(21,880)	-	-	88,196	1,205	-	-	-	-	80,523	(20,675)
Gain on disposal of investment properties	-	-	(5,243)	(2,649)	-	-	-	-	-	-	-	-	(5,243)	(2,649)
Gain on disposal of property, plant and equipment, net	-	-	-	-	-	-	-	-	-	-	(56,293)	(19)	(56,293)	(19)
Provision for onerous contracts	-	-	-	-	-	8,950	-	-	-	-	-	-	-	8,950
Capital expenditure*	-	39	68,799	-	3,213	6,203	8,050	15,330	-	-	24,400	6,310	104,462	27,882
Fair value losses/(gains) on financial assets at fair value through profit or loss, net	-	-	-	-	-	-	-	-	-	-	49,826	(2,201)	49,826	(2,201)
Fair value losses/(gains) on owned investment properties, net	-	(24,063)	181,148	(64,995)	-	-	-	-	-	-	-	-	181,148	(89,058)
Fair value loss on sub-leased properties	-	-	-	-	118,742	-	-	-	-	-	-	-	118,742	-
Investments in joint ventures	-	-	-	-	-	-	-	-	-	-	1,976,654	1,481,855	1,976,654	1,481,855
Investments in associates	-	-	-	-	-	-	-	-	-	-	69,903	105,164	69,903	105,164
Loan and interest receivables	63,735	606,842	-	-	46,483	-	-	-	409,641	622,203	-	-	519,859	1,229,045
Share of profits and losses of:	應佔溢利及虧損:													
Joint ventures	-	-	-	-	-	-	-	-	-	-	(28,080)	27,162	(28,080)	27,162
Associates	-	-	-	-	-	-	-	-	-	-	(11,859)	(51,797)	(11,859)	(51,797)

\* Capital expenditure consists of additions to investment properties and property, plant and equipment (excluding the addition to right-of-use assets and assets from business combination).

\* 資本開支由添置投資物業以及物業、廠房及設備組成(不包括添置使用權資產及來自業務合併的資產)。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 4. OPERATING SEGMENT INFORMATION (continued)

#### Geographical information

##### (a) Sales to external customers

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong	香港	3,258,285	3,815,381
Mainland China	中國內地	149,991	156,925
Macau	澳門	29,951	32,005
Others	其他	2,496	4,764
		<b>3,440,723</b>	4,009,075

The revenue information above is based on the locations of the customers.

以上收入資料乃按客戶所在地而作出。

##### (b) Non-current assets

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong	香港	6,969,439	5,410,620
Mainland China	中國內地	2,997,925	254,386
Macau	澳門	14,482	395
		<b>9,981,846</b>	5,665,401

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

以上非流動資產資料乃按資產所在地作出，不包括金融工具及遞延稅項資產。

#### Information about major customers

During the current year, no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

#### 有關主要客戶之資料

於本年度，概無與單一外部客戶的交易的收益佔本集團總收益10%或以上。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 5. REVENUE, OTHER INCOME AND GAINS, NET      5. 收入、其他收入及收益淨額

An analysis of the Group's revenue is as follows:

本集團之收入分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<i>Revenue</i>	收入		
<i>Revenue from contracts with customers</i>	來自客戶合約之收入		
Sale of properties	出售物業	2,368,405	2,823,584
Sale of goods	出售貨品	595,481	733,842
Commission income from agricultural produce exchange markets	經營農產品交易市場之佣金收入	5,618	—
Agricultural produce exchange markets ancillary services	農產品交易市場配套服務	8,612	—
		<b>2,978,116</b>	3,557,426
<i>Interest income</i>	利息收入		
Interest income from treasury operation	財資業務之利息收入	224,837	235,503
<i>Revenue from other sources</i>	其他來源之收入		
Sub-licensing fee income	分租收入	189,677	188,421
Gross rental income from investment property operating leases	投資物業經營租賃之總租金收入	47,079	21,692
Dividend income from financial assets	金融資產之股息收入	1,014	2,745
Gain on disposal of listed equity investments at fair value through profit or loss held for trading	出售按公平值計入損益之持作買賣上市股本投資之收益	—	3,288
		<b>237,770</b>	216,146
		<b>3,440,723</b>	4,009,075



NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

5. REVENUE, OTHER INCOME AND GAINS, NET  
(continued)

5. 收入、其他收入及收益淨額(續)

Revenue from contracts with customers

來自客戶合約之收入

(i) Disaggregated revenue information

(i) 分拆收入資料

For the year ended 31 March 2020

截至二零二零年三月三十一日止年度

Segments 分類		Property development 物業發展 HK\$'000 千港元	Pharmaceutical 醫藥品 HK\$'000 千港元	Fresh markets 街市 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Type of goods or services</b> 貨品或服務類型					
– Sale of properties	– 出售物業	2,368,405	–	–	2,368,405
– Sale of goods	– 出售貨品	–	560,137	35,344	595,481
– Commission income from agricultural produce exchange markets	– 經營農產品交易市場 之佣金收入	–	–	5,618	5,618
– Agricultural produce exchange markets ancillary services	– 農產品交易市場 配套服務	–	–	8,612	8,612
Total revenue from contracts with customers	客戶合約之收入總額	2,368,405	560,137	49,574	2,978,116
<b>Geographical markets</b> 地區市場					
Hong Kong	香港	2,368,405	422,046	31,860	2,822,311
Mainland China	中國內地	–	105,644	17,714	123,358
Macau	澳門	–	29,951	–	29,951
Others	其他	–	2,496	–	2,496
Total revenue from contracts with customers	客戶合約之收入總額	2,368,405	560,137	49,574	2,978,116
<b>Timing of revenue recognition</b> 收入確認的時間					
Goods/services transferred at a point in time	在某一個時間轉移貨品/ 服務	2,368,405	560,137	40,962	2,969,504
Services transferred over time	隨時間轉移服務	–	–	8,612	8,612
		2,368,405	560,137	49,574*	2,978,116

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

### 5. 收入、其他收入及收益淨額(續)

#### Revenue from contracts with customers (continued)

#### 來自客戶合約之收入(續)

#### (i) Disaggregated revenue information (continued)

#### (i) 分拆收入資料(續)

For the year ended 31 March 2019

截至二零一九年三月三十一日止年度

Segments 分類	Property development 物業發展 HK\$'000 千港元	Pharmaceutical 醫藥品 HK\$'000 千港元	Fresh markets 街市 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Type of goods or services</b> 貨品或服務類型				
– Sales of properties – 出售物業	2,823,584	–	–	2,823,584
– Sale of goods – 出售貨品	–	733,842	–	733,842
Total revenue from contracts with customers 客戶合約之收入總額	2,823,584	733,842	–	3,557,426
<b>Geographical markets</b> 地區市場				
Hong Kong 香港	2,823,584	540,148	–	3,363,732
Mainland China 中國內地	–	156,925	–	156,925
Macau 澳門	–	32,005	–	32,005
Others 其他	–	4,764	–	4,764
Total revenue from contracts with customers 客戶合約之收入總額	2,823,584	733,842	–	3,557,426
<b>Timing of revenue recognition</b> 收入確認的時間				
Goods transferred at a point in time 在某一個時間轉移貨品	2,823,584	733,842	–*	3,557,426

\* Sub-licensing fee income and gross rental income from investment property operating leases of HK\$189,677,000 (2019: HK\$188,421,000) and HK\$26,451,000 (2019: Nil), respectively were included in fresh markets segment of the Group.

\* 來自投資物業經營租賃的分租收入及總租金收入分別189,677,000港元(二零一九年: 188,421,000港元)及26,451,000港元(二零一九年: 零)乃計入本集團的街市分類。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

#### Revenue from contracts with customers (continued)

#### (i) Disaggregated revenue information (continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of goods	<b>7,098</b>	7,434
Sale of properties	<b>1,949,877</b>	1,955,621
	<b>1,956,975</b>	1,963,055

The remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2020 and 31 March 2019 regarding the sale of goods and service income are expected to be recognised as revenue within one year.

The amount of unsatisfied performance obligation regarding sales of properties principally comprises the balance of contract liabilities, which are expected to be recognised in one to two years as of 31 March 2020 and 31 March 2019.

### 5. 收入、其他收入及收益淨額(續)

#### 來自客戶合約之收入(續)

#### (i) 分拆收入資料(續)

下表顯示本報告期間計入報告期初之合約負債的已確認收入金額：

	<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of goods	<b>7,098</b>	7,434
Sale of properties	<b>1,949,877</b>	1,955,621
	<b>1,956,975</b>	1,963,055

於二零二零年三月三十一日及二零一九年三月三十一日就出售貨品及服務收入的餘下履約責任(未達成或部分達成)預期將於一年內確認為收入。

截至二零二零年三月三十一日及二零一九年三月三十一日，有關出售物業的未達成履約責任金額主要包括合約負債餘額，預期將於一至兩年內確認。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

##### Revenue from contracts with customers (continued)

###### (ii) Performance obligations

The following information about the Group's performance obligations is summarised below:

###### *Sale of goods*

The performance obligation is satisfied upon delivery of goods and payment is generally due within 7 to 120 days from delivery, except for new customers, where payment in advance is normally required. Some contracts provide customers with a right of return which give rise to variable consideration subject to constraint.

###### *Sales of properties*

The performance obligation is satisfied when the physical possession and/or the legal title of the completed property is obtained by the purchaser.

###### *Management, promotion and property ancillary services*

The performance obligation is satisfied over time as services are rendered.

###### *Commission income from agricultural produce exchange markets*

The performance obligation is satisfied upon completion of the related sales transactions.

#### 5. 收入、其他收入及收益淨額(續)

##### 來自客戶合約之收入(續)

###### (ii) 履約責任

本集團履約責任的有關資料概述如下：

###### *出售貨品*

履約責任於交付商品後達成，而付款一般自交付起計7至120天內到期，惟新客戶一般須預先付款。若干合約為客戶提供可引發可變代價之退貨權，惟受約束條件所限制。

###### *出售物業*

履約責任乃於買方取得竣工物業的實際支配及／或合法業權時達致。

###### *管理、推廣及物業配套服務*

履約責任乃隨提供服務的時間而達成。

###### *經營農產品交易市場之佣金收入*

履約責任乃於相關銷售交易完成後達成。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

#### 5. 收入、其他收入及收益淨額(續)

An analysis of the Group's other income and gains, net is as follows:

本集團之其他收入及收益淨額分析如下：

	<i>Notes 附註</i>	<b>2020 二零二零年 HK\$'000 千港元</b>	2019 二零一九年 HK\$'000 千港元
<b>Other income</b>			
Bank interest income		<b>24,684</b>	21,149
Management fee income		<b>16,109</b>	9,132
Forfeiture of deposits from customers		<b>2,483</b>	9,745
Others		<b>31,404</b>	23,977
		<b>74,680</b>	64,003
<b>Gains, net</b>			
Provisional gain on bargain purchase	41	<b>230,844</b>	—
Gains on disposals of subsidiaries, net	42	—	7,575
Gain on disposal of investment properties, net		<b>5,243</b>	2,649
Gain on disposal of property, plant and equipment, net		<b>56,293</b>	19
Gain on disposal/redemption of debt investments at fair value through other comprehensive income, net		<b>117,930</b>	1,984
		<b>410,310</b>	12,227
Other income and gains, net		<b>484,990</b>	76,230

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/  
(crediting):

### 6. 除稅前溢利

本集團之除稅前溢利已扣除／(計入)：

		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
Cost of services provided	提供服務成本		64,001	157,350
Cost of properties sold	出售物業成本		1,298,221	1,680,166
Cost of inventories recognised as an expense (including allowance for obsolete inventories of HK\$9,567,000 (2019: HK\$9,454,000))	確認為開支的存貨成本(包括9,567,000港元(二零一九年: 9,454,000港元)之陳舊存貨撥備)		346,818	449,915
Depreciation of owned assets	自有資產折舊	13	78,731	73,887
Depreciation of right-of-use assets	使用權資產折舊	13, 15(b)	71,632	—
Minimum lease payments under operating leases	按經營租約之最低租金		—	197,513
Auditor's remuneration	核數師酬金		10,700	11,400
Lease payments not included in the measurement of lease liabilities	並未計入租賃負債計量的租賃付款	15(b)	15,448	—
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利開支(包括董事酬金(附註8)):			
Wages and salaries	工資及薪金		351,196	341,684
Pension scheme contributions	退休金計劃供款		12,395	14,779
Less: Amount capitalised	減: 資本化金額		(7,493)	(10,522)
			<b>356,098</b>	345,941

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

6. PROFIT BEFORE TAX (continued)

6. 除稅前溢利(續)

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties***	收租投資物業產生之直接經營費用(包括維修及保養)***		1,953	3,530
Fair value losses on sub-leased investment properties***	分租投資物業之公平值虧損***	14, 15(b)	118,742	—
Loss on disposal of an associate*	出售一間聯營公司之虧損*		14,833	—
Loss/(gain) on disposal of subsidiaries*	出售附屬公司之虧損/(收益)*	42	4,326	(7,575)**
Write down of properties under development*	發展中物業撇減*		3,842	—
Provisional gain on bargain purchase**	議價收購之暫定收益**	41	(230,844)	—
Gain on disposal of investment properties, net**	出售投資物業之收益淨額**		(5,243)	(2,649)
Gain on disposal of property, plant and equipment, net**	出售物業、廠房及設備之收益淨額**		(56,293)	(19)
Impairment losses/(reversal of impairment losses) on items of property, plant and equipment*	物業、廠房及設備項目之減值虧損/(減值虧損撥回)*	13	80,523	(20,675)
Impairment of trademarks*	商標減值*	17	—	61,356
Foreign exchange differences, net*	外匯差額淨額*		14,212	10,276
Impairment losses/(reversal of impairment losses) of financial assets, net:	金融資產減值虧損/(減值虧損撥回)淨額:			
Impairment/(reversal of impairment) of debt investments at fair value through other comprehensive income, net	按公平值計入其他全面收益之債務投資之減值/(減值撥回)淨額	20	52,746	(75,190)
Impairment of other receivables	其他應收款項減值	25	30	—
Impairment of trade receivables, net	應收賬款減值淨額	23	8,556	2,343
Impairment of loans and interest receivables, net	應收貸款及利息減值淨額	24	8,996	2,631
			<b>70,328</b>	<b>(70,216)</b>
Provision for onerous contracts*	有償契約撥備*	35	—	8,950

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 6. PROFIT BEFORE TAX (continued)

- \* These expenses are included in “Other expenses” on the face of the consolidated statement of profit or loss and other comprehensive income.
- \*\* The gain is included in “Other income and gains, net” on the face of the consolidated statement of profit or loss and other comprehensive income.
- \*\*\* These expenses are included in “Cost of sales” on the face of the consolidated statement of profit or loss and other comprehensive income.

### 6. 除稅前溢利(續)

- \* 該等費用計入綜合損益及其他全面收益表「其他費用」項下。
- \*\* 該收益計入綜合損益及其他全面收益表「其他收入及收益淨額」項下。
- \*\*\* 該等費用計入綜合損益及其他全面收益表「銷售成本」項下。

### 7. FINANCE COSTS

An analysis of finance costs is as follows:

### 7. 融資成本

融資成本分析如下：

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Interest on bank loans and other borrowings	銀行貸款及其他借貸利息	<b>224,282</b>	184,038
Interest on lease liabilities	租賃負債利息	<b>59,625</b>	—
Interest on unsecured bonds and notes	無抵押債券及票據利息	<b>3,295</b>	—
Interest on Promissory Notes (as defined in note 31)	承兌票據利息(定義見附註31)	<b>3,917</b>	—
Interest on convertible notes	可換股票據利息	<b>4,662</b>	—
Interest expenses arising from revenue contracts	收入合約產生之利息開支	<b>972</b>	24,592
		<b>296,753</b>	208,630
Less: Interest capitalised	減：資本化利息	<b>(67,584)</b>	(73,942)
		<b>229,169</b>	134,688



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

### 8. 董事酬金

本年度董事酬金根據香港聯合交易所有限公司證券上市規則(「上市規則」)、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露如下：

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Fees	袍金	<b>894</b>	763
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	<b>35,142</b>	32,533
Performance-related bonuses*	表現花紅*	<b>18,860</b>	28,064
Pension scheme contributions	退休金計劃供款	<b>148</b>	146
		<b>54,150</b>	60,743
		<b>55,044</b>	61,506

\* Certain executive directors of the Company are entitled to bonus payments which are determined with reference to the Group's operating results, individual performance of the directors and comparable market practices during the year.

\* 本公司若干執行董事有權享有花紅，而花紅乃參考年內本集團經營業績、董事之個別表現及可供比較之市場慣例後釐定。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 8. DIRECTORS' REMUNERATION (continued)

### 8. 董事酬金(續)

Executive directors and independent non-executive directors:

執行董事及獨立非執行董事：

		Salaries, allowances and benefits Fees 袍金 HK\$'000 千港元	in kind 薪金、津貼及 實物利益 HK\$'000 千港元	Performance- related bonuses 表現花紅 HK\$'000 千港元	Pension scheme contributions 退休金計劃 供款 HK\$'000 千港元	Total remuneration 酬金總額 HK\$'000 千港元
2020	二零二零年					
Executive directors:	執行董事：					
Mr. Tang Ching Ho, SBS, JP	鄧清河先生，SBS， 太平紳士	—	26,434	11,702	36	38,172
Ms. Yau Yuk Yin	游育燕女士	—	6,151	4,370	18	10,539
Mr. Chan Chun Hong, Thomas	陳振康先生	240	2,557	2,788	94	5,679
		240	35,142	18,860	148	54,390
Independent non-executive directors:	獨立非執行董事：					
Dr. Lee Peng Fei, Allen, CBE, BS, FHKIE, JP*	李鵬飛博士，CBE, BS, FHKIE，太平紳士*	297	—	—	—	297
Mr. Wong Chun, Justein, BBS, MBE, JP	王津先生，BBS, MBE， 太平紳士	217	—	—	—	217
Mr. Siu Kam Chau	蕭錦秋先生	140	—	—	—	140
		654	—	—	—	654
		894	35,142	18,860	148	55,044

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 8. DIRECTORS' REMUNERATION (continued)

### 8. 董事酬金(續)

		Salaries, allowances and benefits Fees 袍金 HK\$'000 千港元	in kind 薪金、津貼及 實物利益 HK\$'000 千港元	Performance- related bonuses 表現花紅 HK\$'000 千港元	Pension scheme contributions 退休金計劃 供款 HK\$'000 千港元	Total remuneration 酬金總額 HK\$'000 千港元
2019	二零一九年					
Executive directors:	執行董事:					
Mr. Tang Ching Ho, SBS, JP	鄧清河先生, SBS, JP 太平紳士	—	25,379	16,736	36	42,151
Ms. Yau Yuk Yin	游育燕女士	—	4,404	7,024	18	11,446
Mr. Chan Chun Hong, Thomas	陳振康先生	—	2,750	4,304	92	7,146
		—	32,533	28,064	146	60,743
Independent non-executive directors:	獨立非執行董事:					
Dr. Lee Peng Fei, Allen, CBE, BS, FHKIE, JP	李鵬飛博士, CBE, BS, FHKIE, 太平紳士	297	—	—	—	297
Mr. Wong Chun, Justein, BBS, MBE, JP	王津先生, BBS, MBE, 太平 紳士	217	—	—	—	217
Mr. Siu Yim Kwan, Sidney, S.B. St.J.**	蕭炎坤先生, S.B. St.J.**	109	—	—	—	109
Mr. Siu Kam Chau	蕭錦秋先生	140	—	—	—	140
		763	—	—	—	763
		763	32,533	28,064	146	61,506

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2019: Nil).

年內並無董事放棄或同意放棄任何酬金之安排(二零一九年:無)。

\* Dr. Lee Peng Fei, Allen, passed away on 15 May 2020.

\* 李鵬飛博士已於二零二零年五月十五日與世長辭。

\*\* Mr. Siu Yim Kwan, Sidney resigned as an independent non-executive director of the Company with effect from 7 March 2019.

\*\* 蕭炎坤先生已辭任本公司獨立非執行董事,由二零一九年三月七日起生效。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2019: three) directors, details of whose remuneration are disclosed in note 8 above. Details of the remuneration for the year of the remaining two (2019: two) non-director, highest paid employees are as follows:

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	<b>4,891</b>	5,458
Performance-related bonuses	表現花紅	<b>9,869</b>	9,328
Pension scheme contributions	退休金計劃供款	<b>27</b>	36
		<b>14,787</b>	14,822

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		<b>Number of employees</b> <b>僱員人數</b>	
		<b>2020</b> <b>二零二零年</b>	2019 二零一九年
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	—	1
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	—	—
HK\$7,000,001 to HK\$7,500,000	7,000,001港元至7,500,000港元	<b>2</b>	—
HK\$10,000,001 to HK\$10,500,000	10,000,001港元至10,500,000港元	—	1

### 9. 首五名最高薪僱員

年內首五名最高薪僱員中三名(二零一九年: 三名)為董事,其酬金詳情已於上文附註8披露。年內餘下兩名(二零一九年: 兩名)非董事最高薪僱員之酬金詳情如下:

酬金屬於下列範圍之非董事最高薪僱員人數如下:

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which was a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2019/2020. The first HK\$2,000,000 (2019: Nil) of assessable profits of this subsidiary was taxed at 8.25% and the remaining assessable profits were taxed at 16.5%. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

### 10. 所得稅

香港利得稅乃根據年內在香港產生之估計應課稅溢利按稅率16.5% (二零一九年：16.5%) 作出撥備，惟本集團的一間附屬公司除外，該公司為符合自二零一九年／二零二零年應課稅年度起生效的兩級制利得稅稅率制度的實體。該附屬公司首筆2,000,000港元(二零一九年：零)的應課稅溢利按8.25%的稅率繳稅，餘下應課稅溢利則按16.5%的稅率繳稅。其他地區之應課稅溢利乃按本集團經營業務所在國家／司法權區當時之稅率課稅。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current — Hong Kong	即期 — 香港		
Charge for the year	年內開支	<b>123,069</b>	181,206
Under/(over)-provision in prior years	過往年度撥備不足／ (超額撥備)	<b>(551)</b>	2,537
Current — other jurisdiction	即期 — 其他司法權區		
Income tax charge for the year	年內所得稅開支	<b>3,406</b>	—
		<b>125,924</b>	183,743
Deferred (note 36)	遞延(附註36)	<b>20,193</b>	(11,943)
Total tax charge for the year	年內稅項開支總額	<b>146,117</b>	171,800

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 10. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and its subsidiaries are domiciled to the tax expense or credit at the effective tax rate is as follows:

#### 10. 所得稅(續)

適用於除稅前溢利並按本公司及其附屬公司所屬司法權區之法定稅率計算之稅項開支，與按實際稅率計算之稅項開支或抵免之調節如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit before tax	除稅前溢利	585,819	1,065,191
Tax at the statutory tax rates of different jurisdictions	按不同司法權區之法定稅率計算之稅項	96,136	173,682
Adjustments in respect of current tax of previous periods	就以往期間即期稅項之調整	(551)	2,537
Adjustments in respect of deferred tax of previous periods	就以往期間遞延稅項之調整	(1,282)	656
Profits and losses attributable to joint ventures and associates	應佔合營企業及聯營公司之溢利及虧損	(7,377)	(3,127)
Income not subject to tax	毋須課稅收入	(76,264)	(73,385)
Expenses not deductible for tax	不可扣減稅項之開支	77,359	43,232
Tax losses utilised from previous periods	動用以往期間之稅項虧損	(1,011)	(10,515)
Tax losses not recognised	未確認稅項虧損	48,879	40,224
Impairment of deferred tax asset	遞延稅項資產減值	9,891	—
Others	其他	337	(1,504)
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅項開支	146,117	171,800

The share of tax charge attributable to associates and joint ventures amounting to HK\$1,315,000 (2019: tax charge of HK\$1,339,000) and tax charge of HK\$10,035,000 (2019: tax charge of HK\$2,733,000), respectively, are included in "Share of profits and losses of associates" and "Share of profits and losses of joint ventures", respectively, in the consolidated statement of profit or loss and other comprehensive income.

聯營公司及合營公司應佔之稅項開支分別為1,315,000港元(二零一九年：稅項開支1,339,000港元)及稅項開支10,035,000港元(二零一九年：稅項開支2,733,000港元)，分別計入綜合損益及其他全面收益表之「應佔聯營公司溢利及虧損」及「應佔合營企業溢利及虧損」。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 11. DIVIDENDS

### 11. 股息

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interim — HK0.1 cent (2019: Interim — HK0.1 cent) per ordinary share	17,398	18,929
Less: interim dividend related to treasury shares attributable to the owners of the parent	(246)	(423)
Less: interim dividend related to treasury shares attributable to the non-controlling shareholders	(177)	(184)
	<b>16,975</b>	18,322
2019 final — HK0.84 cent (2019: 2018 final — HK0.5 cent) per ordinary share	150,087	94,643
Less: final dividend related to treasury shares attributable to the owners of the parent	(2,063)	(2,115)
Less: final dividend related to treasury shares attributable to the non-controlling shareholders	(1,490)	(919)
	<b>146,534</b>	91,609
	<b>163,509</b>	109,931

Subsequent to the end of the reporting period, the board of directors of the Company has recommended the payment of a final dividend of HK0.5 cent per share (2019: HK0.84 cent), totalling approximately HK\$86,988,000, for the year ended 31 March 2020 (2019: HK\$150,087,000) to the shareholders of the Company.

報告期末後，本公司董事會建議向本公司股東支付截至二零二零年三月三十一日止年度之末期股息每股0.5港仙(二零一九年：0.84港仙)，總計約86,988,000港元(二零一九年：150,087,000港元)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares in issue during the year less the weighted average number of the treasury shares held by the Group during the year.

The Company had no potentially dilutive ordinary shares in issue during the years ended 31 March 2020 and 2019 and the share options of the Company's subsidiary outstanding during the years ended 31 March 2020 and 2019 also had no dilutive effect on the basic earnings per share amounts presented for the years ended 31 March 2020 and 2019.

#### 12. 母公司普通股權益持有人應佔每股盈利

每股基本盈利乃根據母公司普通股權益持有人應佔本年度溢利以及年內已發行普通股之加權平均數減本集團年內所持有庫存股份之加權平均數計算。

本公司於截至二零二零年及二零一九年三月三十一日止年度概無具潛在攤薄影響之已發行普通股及本公司附屬公司於截至二零二零年及二零一九年三月三十一日止年度之未行使購股權，對截至二零二零年及二零一九年三月三十一日止年度呈報之每股基本盈利金額亦無攤薄影響。



NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (continued)

12. 母公司普通股權益持有人應佔每股盈利(續)

The calculations of basic and diluted earnings per share are based on:

每股基本及攤薄盈利之計算乃根據：

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculations	用以計算每股基本及攤薄盈利之母公司普通股權益持有人應佔溢利	<b>275,805</b>	419,782
		<b>Number of shares</b> <b>股份數目</b>	
		<b>2020</b> <b>二零二零年</b> <b>'000</b> <b>千股</b>	2019 二零一九年 '000 千股
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	<b>17,550,904</b>	18,649,134
Less: Weighted average number of treasury shares	減：庫存股份加權平均數	<b>(423,000)</b>	(423,000)
Weighted average number of ordinary shares used in the basic and diluted earnings per share calculation	用以計算每股基本及攤薄盈利之普通股加權平均數	<b>17,127,904</b>	18,226,134

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 13. PROPERTY, PLANT AND EQUIPMENT

### 13. 物業、廠房及設備

Notes 附註		Owned assets 自有資產							Right-of-use assets 使用權資產				
		Land and buildings 土地及樓宇	Leasehold improvements 租賃物業裝修	Plant and machinery 廠房及機器	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備	Motor vehicles 汽車	Computer equipment 電腦設備	Construction in progress 在建工程	Total 總計	Leasehold land 租賃土地	Buildings 樓宇	Total 總計	Total 總計
	<b>31 March 2020</b>	<b>二零二零年三月三十一日</b>											
	At 31 March 2019 and at 1 April 2019:	於二零一九年三月三十一日及於二零一九年四月一日:											
	Cost	1,259,770	187,037	102,153	36,675	8,213	35,284	522	1,629,654	-	-	-	1,629,654
	Accumulated depreciation and impairment	(153,241)	(107,388)	(25,259)	(25,890)	(6,063)	(19,074)	-	(336,915)	-	-	-	(336,915)
	Net carrying amount	1,106,529	79,649	76,894	10,785	2,150	16,210	522	1,292,739	-	-	-	1,292,739
	At 31 March 2019 (as originally presented), net of accumulated depreciation and impairment	1,106,529	79,649	76,894	10,785	2,150	16,210	522	1,292,739	-	-	-	1,292,739
	Effect of adoption of HKFRS 16	(313,203)	-	-	-	-	-	-	(313,203)	313,203	111,077	424,280	111,077
	At 1 April 2019 (as restated)	793,326	79,649	76,894	10,785	2,150	16,210	522	979,536	313,203	111,077	424,280	1,403,816
	Additions	-	28,018	1,393	4,773	-	1,479	-	35,663	-	46,476	46,476	82,139
	Acquisition of subsidiaries	4,106	3,030	-	31,222	4,055	4,963	-	47,376	12,544	14,538	27,082	74,458
	Depreciation provided during the year	(26,578)	(29,132)	(9,765)	(5,989)	(745)	(6,522)	-	(78,731)	(12,044)	(59,588)	(71,632)	(150,363)
	Impairment	(16,408)	(3,777)	-	(370)	-	-	-	(20,555)	(8,081)	(51,887)	(59,968)	(80,523)
	Disposal and written off	(1,667)	(27)	(69)	(41)	-	(4)	-	(1,808)	(17,121)	-	(17,121)	(18,929)
	Lease modification	-	-	-	-	-	-	-	-	-	761	761	761
	Transfer from investment properties	8,154	-	-	-	-	-	-	8,154	-	-	-	8,154
	Transfers	-	530	-	-	-	-	(530)	-	-	-	-	-
	Transfer from properties held for sale	15,853	-	-	-	-	-	-	15,853	-	38,899	38,899	54,752
	Exchange realignment	585	(778)	-	(62)	(97)	(91)	8	(435)	(168)	(344)	(532)	(967)
	At 31 March 2020, net of accumulated depreciation and impairment	777,371	77,513	68,453	40,318	5,363	16,035	-	985,053	288,313	99,932	388,245	1,373,298
	At 31 March 2020:	於二零二零年三月三十一日:											
	Cost	877,310	204,235	100,519	69,981	11,917	40,353	-	1,304,325	337,441	217,890	555,331	1,859,656
	Accumulated depreciation and impairment	(99,939)	(126,722)	(32,066)	(29,673)	(6,554)	(24,318)	-	(319,272)	(49,128)	(117,958)	(167,086)	(486,358)
	Net carrying amount	777,371	77,513	68,453	40,318	5,363	16,035	-	985,053	288,313	99,932	388,245	1,373,298

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 13. PROPERTY, PLANT AND EQUIPMENT (continued)

### 13. 物業、廠房及設備(續)

		Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Computer equipment	Construction in progress	Total
	Notes 附註	土地及樓宇 HK\$'000 千港元	租賃物業裝修 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	傢俬、裝置及 辦公室設備 HK\$'000 千港元	汽車 HK\$'000 千港元	電腦設備 HK\$'000 千港元	在建工程 HK\$'000 千港元	總計 HK\$'000 千港元
<b>31 March 2019</b>	<b>二零一九年三月三十一日</b>								
At 1 April 2018:	於二零一八年四月一日:								
Cost	成本	1,243,736	179,621	76,499	35,082	6,944	23,973	27,525	1,593,380
Accumulated depreciation and impairment	累計折舊及減值	(127,659)	(83,232)	(15,427)	(21,889)	(4,783)	(14,662)	–	(267,652)
Net carrying amount	賬面淨值	1,116,077	96,389	61,072	13,193	2,161	9,311	27,525	1,325,728
At 1 April 2018, net of accumulated depreciation and impairment	於二零一八年四月一日，扣除累計折舊及減值	1,116,077	96,389	61,072	13,193	2,161	9,311	27,525	1,325,728
Additions	添置	5,459	5,266	2,175	2,168	696	11,396	722	27,882
Depreciation provided during the year	年內折舊撥備	(30,425)	(23,880)	(9,833)	(4,649)	(665)	(4,435)	–	(73,887)
Reversal of impairment/(impairment)	撥回減值/(減值)	21,880	(921)	–	(284)	–	–	–	20,675
Disposal and written off	出售及撇銷	–	–	(4)	–	(31)	–	–	(35)
Transfer from investment properties	轉發自投資物業	14	–	–	–	–	–	–	69,000
Transfers	轉發	–	3,811	23,484	397	–	–	(27,692)	–
Transfer to assets classified as held for sale	轉發至分類為持作出售的資產	29	–	–	–	–	–	–	(67,716)
Exchange realignment	匯兌調整	(7,746)	(1,016)	–	(40)	(11)	(62)	(33)	(8,908)
At 31 March 2019, net of accumulated depreciation and impairment	於二零一九年三月三十一日，扣除累計折舊及減值	1,106,529	79,649	76,894	10,785	2,150	16,210	522	1,292,739
At 31 March 2019:	於二零一九年三月三十一日:								
Cost	成本	1,259,770	187,037	102,153	36,675	8,213	35,284	522	1,629,654
Accumulated depreciation and impairment	累計折舊及減值	(153,241)	(107,388)	(25,259)	(25,890)	(6,063)	(19,074)	–	(336,915)
Net carrying amount	賬面淨值	1,106,529	79,649	76,894	10,785	2,150	16,210	522	1,292,739

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 13. PROPERTY, PLANT AND EQUIPMENT (continued)

At 31 March 2020, certain of the Group's owned buildings with an aggregate carrying amount of HK\$279,248,000 and leasehold land, which is included in right-of-use assets, with an aggregate carrying amount of HK\$165,773,000 (2019: leasehold land and buildings of HK\$544,282,000) were pledged to secure general banking facilities granted to the Group (note 33).

As at 31 March 2020, the Group had property, plant and equipment of HK\$1,138,200,000 (2019: HK\$1,105,724,000) relating to the Chinese Pharmaceutical CGU, and the Western Pharmaceutical CGU. As mentioned in note 3 to the financial statements, given that the two CGUs were loss-making during the year, an impairment assessment has been performed. For the purpose of impairment assessment of property, plant and equipment, each individual retail store is identified as a separate CGU.

As a result of the impairment assessment, impairment losses of HK\$3,445,000 (2019: HK\$921,000), HK\$370,000 (2019: HK\$284,000) and HK\$51,887,000 (2019: Nil) were recognised in respect of the leasehold improvements, furniture and equipment, and right-of-use assets of certain retail stores which continued to underperform during the year and were therefore fully impaired. The discount rate applied to the cash flow projections was 11.0%.

As a result of the impairment assessment, impairment losses of HK\$4,537,000 and HK\$1,846,000 were recognised based on fair value less costs of disposal in respect of the owned buildings and leasehold land of certain retail stores due to the decrease in the recoverable amount of those retail stores for the year ended 31 March 2020. As at 31 March 2020, the aggregated carrying amount of property, plant and equipment amounting to HK\$245,100,000 (2019: HK\$257,600,000) represented the recoverable amount of owned retail stores of the Group.

#### 13. 物業、廠房及設備(續)

於二零二零年三月三十一日，本集團賬面總值為279,248,000港元的若干自有樓宇及賬面總值為165,773,000港元的租賃土地(計入使用權資產)(二零一九年：租賃土地及樓宇544,282,000港元)已抵押作為本集團獲授一般銀行融資之擔保(附註33)。

於二零二零年三月三十一日，本集團的物業、廠房及設備為1,138,200,000港元(二零一九年：1,105,724,000港元)，有關中藥現金產生單位及西藥現金產生單位。誠如財務報表附註3所述，由於兩個現金產生單位於年內產生虧損，故已進行減值評估。為進行物業、廠房及設備的減值評估，每個個別零售店識別為獨立的現金產生單位。

進行減值評估後，本集團已就若干零售店的租賃物業裝修、傢俬及設備以及使用權資產確認減值虧損3,445,000港元(二零一九年：921,000港元)、370,000港元(二零一九年：284,000港元)及51,887,000港元(二零一九年：無)，其於年內繼續表現欠佳及因此已全額減值。現金流預測所應用的貼現率為11.0%。

截至二零二零年三月三十一日止年度，進行減值評估後，本集團已按公平值減出售成本就若干零售店舖的自有樓宇及租賃土地確認減值虧損4,537,000港元及1,846,000港元，原因是該等零售店舖的可收回金額有所減少。於二零二零年三月三十一日，物業、廠房及設備的總賬面值245,100,000港元(二零一九年：257,600,000港元)乃指本集團自有零售店舖的可收回金額。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 13. PROPERTY, PLANT AND EQUIPMENT (continued)

Impairment losses of HK\$11,871,000, HK\$332,000 and HK\$6,235,000 (2019: Nil) were recognised in respect of the owned buildings, leasehold improvement and right-of-use assets of the Group's manufacturing facility due to the decrease in the recoverable amount. As at 31 March 2020, the aggregated carrying amount of HK\$389,000,000 represented the aggregated recoverable amount of the owned buildings, leasehold improvement and right-of-use assets of the Group's manufacturing facility for which impairment loss has been recognised during the year.

The recoverable amounts of manufacturing facility and owned buildings and leasehold land of retail stores was determined based on the fair value less costs of disposal based on a market approach determined by an independent professionally qualified valuer which took into account current prices of properties of similar locations and conditions and other unobservable inputs, and accordingly the fair value measurement was categorised within Level 3 of the fair value hierarchy.

As a result of the impairment assessment, reversal of impairment loss of HK\$21,880,000 was recognised in respect of the land and buildings due to the increase in the recoverable amount of certain land and buildings for the year ended 31 March 2019.

Further details of the Group's leases are disclosed in note 15 to the financial statements.

#### 13. 物業、廠房及設備(續)

本集團已就其生產設施的自有樓宇、租賃物業裝修及使用權資產確認減值虧損11,871,000港元、332,000港元及6,235,000港元(二零一九年:無),原因是可收回金額有所減少。於二零二零年三月三十一日,總賬面值389,000,000港元指本集團生產設施的自有樓宇、租賃物業裝修及使用權資產(年內已就其確認減值虧損)的可收回金額總額。

生產設施及零售店舖的自有樓宇及租賃土地的可收回金額乃按照公平值減出售成本採用獨立專業合資格估值師釐定之市場法釐定,計及地點與狀況類近物業的目前價格以及其他不可觀察輸入數據,據此,公平值計量於公平值層級中分類為第三層。

截至二零一九年三月三十一日止年度,進行減值評估後,本集團已就土地及樓宇確認減值虧損撥回21,880,000港元,乃由於若干土地及樓宇的可收回金額有所增加。

本集團租賃之進一步詳情於財務報表附註15披露。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 14. INVESTMENT PROPERTIES

### 14. 投資物業

		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
Carrying amount at beginning of year (as originally presented)	年初賬面值(原呈列)		1,514,950	1,951,816
Effect of adoption of HKFRS 16	採納香港財務報告準則第16號的影響	2.2(a)	512,000	—
Carrying amount at beginning of year (as restated)	年初賬面值(經重列)		2,026,950	1,951,816
Additions	添置		464,113	—
Acquisition of subsidiaries	收購附屬公司	41	2,912,560	—
Disposal of subsidiaries	出售附屬公司	42	(152,888)	(428,266)
Disposals	出售		(186,832)	(28,230)
Accrued rent-free rental income	累計免租租金收入		(10)	(428)
Transfer to property, plant and equipment	轉撥至物業、廠房及設備	13	(8,154)	(69,000)
Lease modification	租賃修改		(13,329)	—
Net gains/(losses) from fair value adjustments for owned properties	自有物業之公平值調整 收益/(虧損)淨額		(181,148)	89,058
Net losses from fair value adjustments for sub-leased properties	分租物業之公平值調整 虧損淨額		(118,742)	—
Exchange realignment	匯兌調整		(72,804)	—
Carrying amount at end of year	年末賬面值		4,669,716	1,514,950
Included in assets classified as held for sale	計入分類為持作出售之資產	29	(59,900)	(147,450)
Investment properties as stated in the consolidated statement of financial position as at 31 March	於三月三十一日之綜合財務狀況表列賬之投資物業		4,609,816	1,367,500

The Group's investment properties consist of commercial, industrial, residential, retail properties and agricultural produce exchange markets in Hong Kong and Mainland China.

本集團之投資物業包括位於香港及中國內地之商業、工業、住宅、零售物業以及農產品交易市場。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 14. INVESTMENT PROPERTIES (continued)

The investment properties were revalued by Cushman & Wakefield, LCH (Asia-Pacific) Surveyors Limited, RHL Appraisal Limited and Asset Appraisal Limited (2019: Fuson Appraisal Limited and Asset Appraisal Limited), independent professionally qualified valuers, at 31 March 2020. The finance department has a team that reviews the valuation performed by the independent valuers for financial reporting purposes and reports directly to senior management of the Company. Discussions of valuation processes and results are held between management and the valuers twice a year when the valuation is performed for interim and annual financial reporting. At the end of each reporting period, the finance department holds discussion with the independent valuers to verify major inputs to the independent valuation reports. The finance department also assesses property valuation movements when comparing to the prior year valuation reports.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 15 to the financial statements.

At 31 March 2020, the Group's investment properties with an aggregate carrying value of HK\$2,285,679,000 (2019: HK\$1,398,600,000) and certain rental income generated therefrom were pledged to secure the Group's general banking facilities granted to the Group (note 33).

Further particulars of the Group's investment properties are included on page 417.

As at 31 March 2020, certain investment properties of the Group situated in Mainland China, with an aggregate carrying amount of HK\$347,465,000 (2019: Nil), did not have the property certificates registered under the names of the respective subsidiaries of the Group.

In the opinion of the Company's directors, the risk of the Group not being able to obtain the legal titles for the relevant properties is low and the Group will continue to complete the ownership registration of the investment properties.

#### 14. 投資物業(續)

投資物業由獨立專業合資格估值師戴德梁行、利駿行測量師有限公司、永利行評估顧問有限公司及中誠達資產評估顧問有限公司(二零一九年:富信評估有限公司及中誠達資產評估顧問有限公司)於二零二零年三月三十一日進行重估。財務部設有一個小組,專責就財務報告而言對獨立估值師的估值進行審閱,並直接向本公司高級管理層匯報。就中期及年度財務報告進行評估時,管理層與估值師會就評估程序及結果每年展開兩次討論。於各報告期末,財務部會與獨立估值師展開討論,以核實獨立估值報告的重大輸入。財務部亦會就物業估值較上一年度估值報告的變動進行評估。

投資物業按經營租約租予第三方,其他詳情載於財務報表附註15。

於二零二零年三月三十一日,本集團賬面總值達2,285,679,000港元(二零一九年:1,398,600,000港元)之投資物業,及其所產生之若干租金收入已抵押作為本集團獲授一般銀行融資之擔保(附註33)。

本集團投資物業之其他詳情載於第417頁。

於二零二零年三月三十一日,本集團位於中國內地賬面總值為347,465,000港元(二零一九年:零)的若干投資物業並無持有以本集團各自附屬公司名義註冊的物業證書。

本公司董事認為,本集團無法取得相關物業的法定所有權的風險極低,且本集團將繼續完成投資物業的所有權登記。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 14. INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy

For the years ended 31 March 2020 and 2019, the fair value measurements of all investment properties of the Group were categorised within Level 3 of the fair value hierarchy and details of their movements are disclosed above.

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

### 14. 投資物業(續)

#### 公平值層級

於截至二零二零年及二零一九年三月三十一日止年度，本集團所有投資物業的公平值計量於公平值層級中分類為第三層及其變動詳情於上文披露。

本集團投資物業之公平值計量層級載於下表：

		Fair value measurement using significant unobservable inputs (Level 3) 採用重大不可觀察元素之公平值計量(第三層)	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Recurring fair value measurement for:	經常性公平值計量：		
Commercial properties	商業物業	977,525	1,398,600
Industrial property	工業物業	21,000	22,000
Residential properties	住宅物業	59,900	94,350
Retail properties	零售物業	772,200	—
Agricultural produce exchange markets	農產品交易市場	2,839,091	—
		<b>4,669,716</b>	1,514,950
Included in assets classified as held for sale (note 29)	計入分類為持作出售之資產(附註29)	<b>(59,900)</b>	(147,450)
Investment properties as stated in the consolidated statement of financial position as at 31 March	於三月三十一日列賬於綜合財務狀況表之投資物業	<b>4,609,816</b>	1,367,500

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2019: Nil).

年內，公平值計量概無於第一層及第二層之間轉讓，亦無自第三層轉入或轉出(二零一九年：無)。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 14. INVESTMENT PROPERTIES (continued)

### 14. 投資物業(續)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

下文概述投資物業估值所採用之估值方法及估值主要元素：

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察元素	Range or weighted average 範圍或加權平均	
			2020 二零二零年	2019 二零一九年
Commercial properties 商業物業	Investment method and direct comparison method 投資法及直接比較法	Price per square foot 每平方米呎價格	HK\$27,000 to HK\$116,000 27,000港元至116,000港元	HK\$34,500 to HK\$148,000 34,500港元至148,000港元
Industrial property 工業物業	Direct comparison method 直接比較法	Price per square foot 每平方米呎價格	HK\$7,000 7,000港元	HK\$7,400 7,400港元
Residential properties 住宅物業	Investment method and direct comparison method 投資法及直接比較法	Estimated rental value per square foot and per month 估計每平方米呎每月租金價值 Capitalisation rate 資本化率 Price per square foot 每平方米呎價格	HK\$13 to HK\$48 13港元至48港元 1.8% to 5.8% 1.8%至5.8% HK\$5,100 to HK\$17,300 5,100港元至17,300港元	HK\$17 to HK\$55 17港元至55港元 2.5% to 6.5% 2.5%至6.5% HK\$5,594 to HK\$11,861 5,594港元至11,861港元
Retail properties 零售物業	Investment method 投資法	Estimated market rent per square foot 估計每平方米呎每月租金價值 Capitalisation rate 資本化率	HK\$15 to HK\$785 15港元至785港元 6.5% 6.5%	N/A 不適用 N/A 不適用
Agricultural produce exchange market 農產品交易市場	Direct comparison method and investment method 直接比較法及投資法	Price per square foot 每平方米呎價格 Estimated rental value per square foot and per month 估計每平方米呎每月租金價值 Capitalisation rate 資本化率	HK\$280 to HK\$339 280港元至339港元 HK\$84 to HK\$991 84港元至991港元 7% to 9% 7%至9%	N/A 不適用 N/A 不適用 N/A 不適用

As at 31 March 2020, the valuations of investment properties were based on either the investment method which capitalises the rent receivables from the existing tenancies and the potential reversionary market rent of the properties or the direct comparison method by reference to comparable market transactions.

於二零二零年三月三十一日，投資物業乃根據投資法(即將物業之現有租賃應收之租金及租賃期滿後可能收取之市場租金資本化)或直接比較法(即參考可資比較市場交易)進行估值。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 14. INVESTMENT PROPERTIES (continued)

A significant increase/(decrease) in the estimated rental value per square foot in isolation would result in a significantly higher/(lower) fair value of the investment properties. A significant increase/(decrease) in the capitalisation rate in isolation would result in a significantly lower/(higher) fair value of the investment properties. A significant increase/(decrease) in the price per square foot in isolation would result in a significantly higher/(lower) fair value of the investment properties.

#### 15. LEASES

##### The Group as a lessee

The Group has lease contracts of leasehold land and buildings for its operations. Leases of office properties generally have lease terms of 6 years, while retail shops generally have lease terms between 2 and 4 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 32 to 68 years, and no ongoing payments will be made under the terms of these land leases. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

#### 14. 投資物業(續)

估計每平方呎租金價值單獨大幅增加/(減少)會令投資物業之公平值大幅上升/(下降)。資本化率單獨大幅增加/(減少)會令投資物業之公平值大幅下降/(上升)。每平方呎價格單獨大幅增加/(減少)會令投資物業之公平值大幅上升/(下降)。

#### 15. 租賃

##### 本集團作為承租人

本集團就其經營擁有租賃土地及樓宇的租賃合約。辦公室物業租賃的租期一般為六年，而零售店租賃的租期一般介乎二至四年。其他設備的租期通常為12個月或更短及/或個別為低價值租賃。一般而言，本集團不得在本集團以外轉讓及分租租賃資產。已提前作出一次性付款以向業主收購租賃土地的租期介乎32至68年，而根據該等土地租賃的條款，將不會繼續支付任何款項。若干租賃合約包含延期和終止選擇權以及可變租賃付款，進一步討論如下。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 15. LEASES (continued)

#### The Group as a lessee (continued)

##### (a) Lease liabilities

The carrying amounts of lease liabilities (included under other payables and accruals) and the movements during the year are as follows:

### 15. 租賃(續)

#### 本集團作為承租人(續)

##### (a) 租賃負債

年內租賃負債(計入其他應付款項及應計費用)之賬面值及變動如下:

		HK\$'000 千港元
As at 1 April 2019	於二零一九年四月一日	502,807
New leases	新租賃	440,106
Acquisition of subsidiaries	收購附屬公司	25,155
Accretion of interest recognised during the year	年內確認的利息增加	59,625
Payments	付款	(184,004)
Lease modification	租賃修改	(12,568)
Exchange realignment	匯兌調整	(615)
As at 31 March 2020	於二零二零年三月三十一日	830,506
Analysed into:	分析為:	
Current portion	流動部分	180,209
Non-current portion	非流動部分	650,297
		830,506

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 15. LEASES (continued)

#### The Group as a lessee (continued)

(b) The amounts recognised in profit or loss in relation to leases are as follows:

### 15. 租賃(續)

#### 本集團作為承租人(續)

(b) 就租賃於損益確認的金額如下：

		2020 二零二零年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	59,625
Depreciation charge of right-of-use assets	使用權資產折舊費用	71,632
Fair value losses on sub-leased investment properties	分租投資物業之公平值虧損	118,742
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 March 2020 (included in selling and distribution expenses)	與餘下租期於二零二零年三月三十一日或之前結束的短期租賃及其他租賃有關的開支(計入銷售及分銷開支)	11,256
Expense relating to leases of low-value assets (included in administrative expenses)	與低價值資產租賃有關的開支(計入行政開支)	682
Variable lease payments not included in the measurement of lease liabilities (included in selling and distribution expenses)	並未計入租賃負債之計量的可變租賃付款(計入銷售及分銷開支)	3,510
Impairment of right-of-use assets included in property, plant and equipment	計入物業、廠房及設備之使用權資產減值	59,968
Finance income on net investments in subleases	分租賃投資淨額之融資收入	(212)
<b>Total amount recognised in profit or loss</b>	<b>於損益確認的總金額</b>	<b>325,203</b>

#### (c) Extension and termination options

The Group has leases with remaining lease terms ranging from more than 1 year to 18 years. The leases containing extension and termination options are managed locally and vary in terms. The Group has included extension or termination options in the measurement of the lease obligations when it is reasonably certain to exercise the options.

#### (c) 續租及終止選擇權

本集團的租賃擁有介乎一年以上至18年的餘下租期。包含續租及終止選擇權的租賃按各自不同地點管理及條款有所不同。當本集團合理確定行使續租或終止選擇權時，租賃責任的計量計入續租及終止選擇權。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 15. LEASES (continued)

#### The Group as a lessee (continued)

##### (d) Variable lease payments

The Group leased a number of retail shops and units in shopping malls which contain variable lease payment terms that are based on the Group's turnover generated from the retail shops and the units in the shopping malls. There are also minimum annual base rental arrangements for these leases.

- (e) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in notes 15, 44(c) and 46(b), respectively, to the financial statements.

#### The Group as a lessor

##### (i) Operating leases

The Group leases its investment properties and properties held for sale consisting of fresh market and commercial properties in Hong Kong; and agricultural produce exchange markets in Mainland China under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK\$239,171,000 (2019: HK\$210,113,000), details of which are included in note 5 to the financial statements.

### 15. 租賃(續)

#### 本集團作為承租人(續)

##### (d) 可變租賃付款

本集團租賃多個零售店及於購物中心的單位，該等租賃包含以本集團自該購物中心零售店及單位產生的營業額為基礎的可變租賃款項條款。該等租賃亦設有最低年度基礎租金安排。

- (e) 租賃的現金流出總額及與尚未開始與租賃相關的未來現金流出分別披露於財務報表附註15、44(c)及46(b)。

#### 本集團作為出租人

##### (i) 經營租賃

本集團根據經營租賃安排出租其投資物業及持作出售物業，包括位於香港的街市及商業物業以及位於中國內地的農產品交易市場。租賃條款一般要求租戶支付保證金並根據現行市況定期調租。本集團年內確認的租金收入為239,171,000港元(二零一九年：210,113,000港元)，有關詳情載於財務報表附註5。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 15. LEASES (continued)

#### The Group as a lessor (continued)

##### (i) Operating leases (Continued)

At 31 March 2020, the undiscounted lease payments receivables by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

### 15. 租賃(續)

#### 本集團作為出租人(續)

##### (i) 經營租賃(續)

於二零二零年三月三十一日，本集團根據與租戶訂定日後不可撤銷經營租賃的應收未貼現租賃款項如下：

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	<b>341,719</b>	198,530
After one year but within two years	一年以上但兩年以內	<b>200,642</b>	136,976
After two years but within three years	兩年以上但三年以內	<b>83,191</b>	68,792
After three years but within four years	三年以上但四年以內	<b>12,358</b>	28,398
After four years but within five years	四年以上但五年以內	<b>6,445</b>	—
After five years	五年以上	<b>23,380</b>	—
		<b>667,735</b>	432,696

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 15. LEASES (continued)

#### The Group as a lessor (continued)

##### (ii) Finance leases

The Group sub-leased 5 retail shops to its franchisees under finance lease arrangement, with lease term negotiated for terms ranging from 2 to 3 years. The terms of the lease require the tenants to pay security deposits.

The carrying amounts of net investments in subleases and the movements during the year are as follows:

		<i>Note</i> <i>附註</i>	<b>HK\$'000</b> <b>千港元</b>
Carrying amount at 1 April 2019	於二零一九年四月一日之賬面值		5,060
Additions arising from new leases	新租賃產生之添置		3,104
Accretion of finance income recognised during the year	年內確認的融資收入增加		212
Proceeds from subleases	分租賃所得款項		(4,230)
As at 31 March 2020	於二零二零年三月三十一日	25	4,146
Analysed into:	分析為：		
Current portion	流動部分		3,699
Non-current portion	非流動部分		447
			4,146

At 31 March 2020, the undiscounted lease payments receivables by the Group in future periods under non-cancellable finance leases with its tenants are as follows:

於二零二零年三月三十一日，本集團根據與租戶訂定日後不可撤銷融資租賃的應收未貼現租賃款項如下：

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	<b>3,776</b>	—
After one year but within two years	一年以上但兩年以內	<b>449</b>	—
		<b>4,225</b>	—

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 16. PROPERTIES UNDER DEVELOPMENT

#### 16. 發展中物業

Properties under development expected to be completed:

預期將予竣工的發展中物業：

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Within the normal operating cycle included under current assets	超過正常營運週期，計入 流動資產	<b>2,298,232</b>	3,328,595
Beyond the normal operating cycle included under non-current assets	超過正常營運週期，計入 非流動資產	<b>1,475,902</b>	1,355,318
		<b>3,774,134</b>	4,683,913

Properties under development expected to be completed within the normal operating cycle and recovered:

預計於正常營運週期內落成及收回之發展中物業：

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	<b>234,844</b>	1,435,039
After one year	一年後	<b>2,063,388</b>	1,893,556
		<b>2,298,232</b>	3,328,595

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Located in:	位於：		
Hong Kong	香港	<b>3,476,988</b>	4,683,913
Mainland China	中國內地	<b>297,146</b>	—
		<b>3,774,134</b>	4,683,913



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 16. PROPERTIES UNDER DEVELOPMENT (continued)

At 31 March 2020, the Group's properties under development with an aggregate carrying value of HK\$3,448,368,000 (2019: HK\$3,216,412,000) were pledged to secure the Group's general banking facilities (note 33).

Further details of the Group's leases are disclosed in note 15 to the financial statements.

Further particulars of the Group's properties under development are included on page 418.

#### 16. 發展中物業(續)

於二零二零年三月三十一日，本集團賬面總值達3,448,368,000港元(二零一九年：3,216,412,000港元)之發展中物業已抵押作為本集團獲取一般銀行融資之擔保(附註33)。

本集團租賃之進一步詳情於財務報表附註15披露。

本集團發展中物業之進一步詳情載於第418頁。

#### 17. TRADEMARKS

#### 17. 商標

		Trademarks 商標 HK\$'000 千港元
At 1 April 2018 Impairment	於二零一八年四月一日 減值	61,356 (61,356)
At 31 March 2019, 1 April 2019 and 31 March 2020	於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	—

Trademarks were purchased as part of the step acquisition of WYTH in September 2016 and were recognised at their fair value at the date of acquisition. The directors of the Company are of the opinion that the upkeep of these trademarks is at minimal cost and the Group would renew these trademarks continuously. These trademarks are considered by the management of the Group as having an indefinite useful life and will not be amortised until their useful life is determined to be finite upon reassessment of their useful life annually by management. Instead, they will be tested for impairment annually and whenever there is an indication that they may be impaired.

購買商標為二零一六年九月分部收購位元堂控股的一部分，並於收購當日按其公平值確認。本公司董事認為該等商標可按最低成本維持，以及本集團將持續重續該等商標。本集團管理層認為，該等商標擁有無限可使用年期，並將不會予以攤銷，直至彼等之可使用年期由管理層於每年重新評估後釐定為有限時，方予以攤銷。取而代之，彼等將每年及在有跡象顯示可能已減值時將進行減值測試。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 17. TRADEMARKS (continued)

#### Impairment testing of trademarks

Trademarks acquired through a business combination have been allocated to the production and sale of Chinese Pharmaceutical CGU for impairment testing.

As at 31 March 2020, no reversal of impairment of the trademark was recognised as the Chinese Pharmaceutical CGU continued to be loss-making during the year ended 31 March 2020.

The recoverable amounts of the CGU was determined based on value in use calculations using cash flow projections based on financial budgets covering a five-year period approved by management. The discount rate applied to the cash flow projections for the Chinese Pharmaceutical CGU for the year ended 31 March 2019 was 11%. The cash flows beyond the five-year period were extrapolated using a steady growth rate of 3% for the year ended 31 March 2019.

The carrying amount of trademarks allocated to each of the CGUs is as follows:

Chinese Pharmaceutical CGU

Assumptions were used in the value in use calculation of the Chinese Pharmaceutical CGU for the year ended 31 March 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of trademarks:

Forecasted growth rate — The forecasted growth rate is based on historical operating results, expected market development as well as industry forecasts.

### 17. 商標(續)

#### 商標減值測試

透過業務合併所得之商標已分配予中藥現金產生單位的生產及銷售以作減值測試。

由於中藥現金產生單位於截至二零二零年三月三十一日止年度繼續產生虧損，因此於二零二零年三月三十一日並無確認商標的減值撥回。

現金產生單位之可收回數額乃按使用價值計算法為基礎，根據管理層批准之五年期財務預算作出之現金流量預測釐定。截至二零一九年三月三十一日止年度，適用於中藥現金產生單位而言的預測現金流量貼現率為11%。截至二零一九年三月三十一日止年度，超過五年期的現金流量乃按3%穩定增長率推斷。

分配至各現金產生單位之商譽之賬面值如下：

2019  
二零一九年  
HK\$'000  
千港元

中藥現金產生單位

截至二零一九年三月三十一日止年度，計算中藥現金產生單位使用價值時已使用假設。以下闡述管理層作出其現金流量預測以對商標進行減值測試所依據的各主要假設：

預測增長率 — 預測增長率乃根據過往經營業績、預期市場發展以及業內預測計算。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 17. TRADEMARKS (continued)

#### Impairment testing of trademarks (continued)

Expected change in selling prices and direct costs — The expected amounts are based on historical operating records and expectation of future changes in the market.

Discount rate — The discount rate is based on estimates of the required rate of returns that reflect the current market assessment of the time value of money, general market risks and the risks specific to the CGUs.

During the year ended 31 March 2019, a full impairment of HK\$61,356,000 was made for the trademarks in the Chinese Pharmaceutical CGU as a result of the deteriorating economic environment and weakening consumption.

### 17. 商標(續)

#### 商標減值測試(續)

銷售價及直接成本之預期變動 — 預期金額乃根據過往經營記錄及預期未來市場變動計算。

貼現率 — 貼現率乃根據估計反映當時貨幣時值、一般市場風險及現金產生單位特定風險之市場評估所需回報率計算。

於截至二零一九年三月三十一日止年度，中藥現金產生單位之商標悉數減值61,356,000港元，因經濟環境惡化及消費減弱。

### 18. INVESTMENTS IN JOINT VENTURES

### 18. 於合營企業之投資

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Share of net assets	應佔資產淨值	1,558,197	1,202,851
Loans to joint ventures	向合營企業貸款	417,081	277,628
Goodwill on acquisition	收購產生之商譽	1,376	1,376
		<b>1,976,654</b>	<b>1,481,855</b>

In accordance with the terms of the relevant loan agreement, the loans to Wonder Sign, Ease Mind and Inspiring Star (as defined below) bear interest at rates ranging from 6% to 9.5% per annum and these joint ventures have the sole discretion to determine the repayment date of such loans, and therefore in the opinion of the directors, these loans form an integral part of the Group's equity investments in the joint ventures.

根據相關貸款協議的條款，向Wonder Sign、Ease Mind及Inspiring Star的貸款按年利率6%至9.5%計息，而該等合營企業可全權酌情釐定該等貸款的還款日期，因此，董事認為，該等貸款構成本集團於合營企業的股權投資的一部分。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 18. INVESTMENTS IN JOINT VENTURES (continued)

#### 18. 於合營企業之投資(續)

Particulars of the Group's material joint ventures are as follows:

本集團重大合營企業之詳情如下：

Name	Particulars of issued shares held	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Percentage of 百分比			Principal activities
			Ownership interest	Voting power	Profit sharing	
名稱	所持已發行股份詳情		擁有權權益	投票權	分佔溢利	主要業務
Wonder Sign Limited ("Wonder Sign")	Ordinary shares of US\$1 each	BVI	50	50	50	Investment holding
Wonder Sign Limited ([Wonder Sign])	每股1美元之普通股	英屬處女群島				投資控股
Double Bright Limited ("Double Bright")	Ordinary shares	Hong Kong	50	50	50	Property development
同明有限公司([同明])	普通股	香港				物業發展
Ease Mind Investments Limited ("Ease Mind")	Ordinary shares of US\$1 each	BVI	40	40	40	Investment holding
Ease Mind Investments Limited ([Ease Mind])	每股1美元之普通股	英屬處女群島				投資控股
Loyal Pioneer Limited ("Loyal Pioneer")	Ordinary shares	Hong Kong	40	40	40	Property development
鋒尚有限公司([鋒尚])	普通股	香港				物業發展
Oriental Sunlight Limited ("Oriental Sunlight")	Ordinary shares of US\$1 each	BVI	50	50	50	Investment holding
東曉有限公司([東曉])	每股1美元之普通股	英屬處女群島				投資控股
Delight Talent Limited ("Delight Talent")	Ordinary shares of US\$1 each	BVI	50	50	50	Investment holding
Delight Talent Limited ([Delight Talent])	每股1美元之普通股	英屬處女群島				投資控股

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 18. INVESTMENTS IN JOINT VENTURES (continued)

### 18. 於合營企業之投資(續)

Name 名稱	Particulars of issued shares held 所持已發行股份詳情	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Percentage of 百分比			Principal activities 主要業務
			Ownership interest 擁有權權益	Voting power 投票權	Profit sharing 分佔溢利	
Wellion Limited ("Wellion") 偉倫有限公司(「偉倫」)	Ordinary shares 普通股	Hong Kong 香港	50	50	50	Property development 物業發展
Milesville Limited ("Milesville") Milesville Limited (「Milesville」)	Ordinary shares of US\$1 each 每股1美元之普通股	BVI 英屬處女群島	50	50	50	Investment holding 投資控股
Pearl Limited ("Pearl") Pearl Limited (「Pearl」)	Ordinary shares of US\$1 each 每股1美元之普通股	BVI 英屬處女群島	50	50	50	Investment holding 投資控股
Hermitage Investments Limited ("Hermitage Investments") Hermitage Investments Limited (「Hermitage Investments」)	Ordinary shares 普通股	Hong Kong 香港	50	50	50	Property development 物業發展
Inspiring Star Limited ("Inspiring Star") Inspiring Star Limited (「Inspiring Star」)	Ordinary shares of US\$1 each 每股1美元之普通股	BVI 英屬處女群島	40	40	40	Investment holding 投資控股
Cannex Limited ("Cannex") 健諾有限公司(「健諾」)	Ordinary shares 普通股	Hong Kong 香港	40	40	40	Property development 物業發展

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 18. INVESTMENTS IN JOINT VENTURES (continued)

Wonder Sign is an investment holding company which holds the entire equity interest of Double Bright (collectively the “WS Group”).

Ease Mind is an investment holding company which holds the entire equity interest of Loyal Pioneer (collectively the “EM Group”).

Oriental Sunlight is an investment holding company which holds the entire equity interest of Delight Talent and Wellion (collectively the “OS Group”).

Milesville is an investment holding company which holds the entire equity interest of Pearl and Hermitage Investments (collectively the “Milesville Group”).

Inspiring Star is an investment holding company which holds the entire equity interest of Cannex (collectively the “IS Group”).

All these joint ventures are unlisted and indirectly held by the Company.

All these joint ventures are considered as material joint ventures of the Group and are accounted for using the equity method.

The following tables illustrate the summarised financial information in respect of the WS Group, the EM Group, the OS Group, the Milesville Group and the IS Group reconciled to the carrying amount in the consolidated financial statements:

#### 18. 於合營企業之投資(續)

Wonder Sign為一間投資控股公司，其持有同明(統稱為「WS集團」)之全部股權。

Ease Mind為一間投資控股公司，其持有鋒尚(統稱為「EM集團」)之全部股權。

東曉為一間投資控股公司，其持有Delight Talent及偉愉(統稱為「東曉集團」)之全部股權。

Milesville為一間投資控股公司，其持有Pearl及Hermitage Investments(統稱為「Milesville集團」)之全部股權。

Inspiring Star為一間投資控股公司，其持有健諾(統稱為「IS集團」)之全部股權。

所有此等合營企業均為非上市並由本公司間接持有。

所有此等合營企業均被視為本集團之重大合營企業並使用權益法入賬。

下表展示有關WS集團、EM集團、東曉集團、Milesville集團及IS集團之財務資料概要及與綜合財務報表內之賬面值對賬：

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 18. INVESTMENTS IN JOINT VENTURES (continued)

### 18. 於合營企業之投資(續)

#### WS Group

#### WS集團

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current asset	非流動資產	12,493	10,740
Other current assets	其他流動資產	4,473,353	2,823,846
Cash and cash equivalents	現金及現金等同項目	14,643	54,823
Current assets	流動資產	4,487,996	2,878,669
Trade payables	應付賬款	62,748	44,132
Other payables and accruals	其他應付款項及應計費用	19,370	75,439
Other current liabilities	其他流動負債	2,078,286	150,864
Current liabilities	流動負債	2,160,404	270,435
Non-current liability	非流動負債	958,233	1,228,216
Net assets	資產淨值	1,381,852	1,390,758
Reconciliation to the Group's interest in the joint venture:	與本集團於合營企業之 權益對賬:		
Proportion of the Group's ownership	本集團擁有權所佔比例	50%	50%
Group's share of net assets of the joint venture	本集團分佔合營企業 資產淨值	690,926	695,379
Loan to the WS Group	向WS集團貸款	148,854	111,059
Carrying amount of the investment	投資賬面值	839,780	806,438
Depreciation	折舊	5,574	—
Interest income	利息收入	2,502	—
Interest expenses	利息開支	105	—
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	8,906	34,836

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

18. INVESTMENTS IN JOINT VENTURES  
(continued)

18. 於合營企業之投資(續)

EM Group

EM集團

		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	21,266	8,964
Other current assets	其他流動資產	5,014,451	3,419,666
Cash and cash equivalents	現金及現金等同項目	68,174	61,776
Current assets	流動資產	5,082,625	3,481,442
Trade payables	應付賬款	61,634	82,676
Other payables and accruals	其他應付款項及應計費用	270,451	141,574
Other current liabilities	其他流動負債	3,758,295	545,096
Current liabilities	流動負債	4,090,380	769,346
Non-current liability	非流動負債	—	1,689,973
Net assets	資產淨值	1,013,511	1,031,087
Reconciliation to the Group's interest in the joint venture:	與本集團於合營企業之權益對賬:		
Proportion of the Group's ownership	本集團擁有權所佔比例	40%	40%
Group's share of net assets of the joint venture	本集團分佔合營企業資產淨值	405,404	412,434
Loan to the EM Group	向EM集團貸款	214,569	166,569
Carrying amount of the investment	投資賬面值	619,973	579,003
Depreciation	折舊	9,665	—
Interest income	利息收入	6,420	—
Interest expenses	利息開支	721	—
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	17,576	45,395



NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

18. INVESTMENTS IN JOINT VENTURES  
(continued)

18. 於合營企業之投資(續)

OS Group

東曉集團

		2020 二零二零年 HK\$'000 千港元
Non-current asset	非流動資產	740,000
Other current assets	其他流動資產	1,652
Cash and cash equivalents	現金及現金等同項目	15,977
Current assets	流動資產	17,629
Other payables and accruals	其他應付款項及應計費用	2,699
Other current liabilities	其他流動負債	3,543
Current liabilities	流動負債	6,242
Non-current liabilities	非流動負債	425,835
Net assets	資產淨值	325,552
Reconciliation to the Group's interest in the joint venture:	與本集團於合營企業之權益對賬：	
Proportion of the Group's ownership	本集團擁有權所佔比例	50%
Group's share of net assets of the joint venture	本集團分佔合營企業資產淨值	162,776
Carrying amount of the investment	投資賬面值	162,776
Interest income	利息收入	3
Interest expense	利息開支	14,950
Profit and total comprehensive income for the year	年內溢利及全面收益總額	4,468

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

18. INVESTMENTS IN JOINT VENTURES  
(continued)

18. 於合營企業之投資(續)

Milesville Group

Milesville集團

		2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產	862,577
Other current assets	其他流動資產	4,159
Cash and cash equivalents	現金及現金等同項目	7,234
Current assets	流動資產	11,393
Other payables and accruals	其他應付款項及應計費用	3,730
Other current liabilities	其他流動負債	115
Current liabilities	流動負債	3,845
Non-current liabilities	非流動負債	506,890
Net assets	資產淨值	363,235
Reconciliation to the Group's interest in the joint venture:	與本集團於合營企業之權益對賬：	
Proportion of the Group's ownership	本集團擁有權所佔比例	50%
Group's share of net assets of the joint venture	本集團分佔合營企業資產淨值	181,618
Carrying amount of the investment	投資賬面值	181,618
Interest expenses	利息開支	15,383
Profit and total comprehensive income for the year	年內溢利及全面收益總額	25,674

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

18. INVESTMENTS IN JOINT VENTURES  
(continued)

18. 於合營企業之投資(續)

IS Group

IS集團

		2020 二零二零年 HK\$'000 千港元
Non-current asset	非流動資產	249,600
Other current assets	其他流動資產	6,201
Cash and cash equivalents	現金及現金等同項目	13,293
Current assets	流動資產	19,494
Other payables and accruals	其他應付款項及應計費用	3,387
Other current liabilities	其他流動負債	227,622
Current liabilities	流動負債	231,009
Net assets	資產淨值	38,085
Reconciliation to the Group's interest in the joint venture:	與本集團於合營企業之權益對賬：	
Proportion of the Group's ownership	本集團擁有權所佔比例	40%
Group's share of net assets of the joint venture	本集團分佔合營企業資產淨值	15,234
Loan to the IS Group	向IS集團貸款	53,658
Carrying amount of the investment	投資賬面值	68,892
Interest expense	利息開支	1,784
Profit and total comprehensive income for the year	年內溢利及全面收益總額	38,105

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 18. INVESTMENTS IN JOINT VENTURES (continued)

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Share of the joint ventures' profit for the year	應佔合營企業年內溢利	<b>9,250</b>	8,414
Share of the joint ventures' total comprehensive income/ (loss)	應佔合營企業全面收益／ (虧損)總額	<b>(1,536)</b>	3,394
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於該等合營企業之 投資之總賬面值	<b>103,615</b>	96,414

#### 18. 於合營企業之投資(續)

下表闡述本集團並非個別重大之合營企業之匯總財務資料：

#### 19. INVESTMENTS IN ASSOCIATES

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Share of net assets	分佔資產淨值	<b>69,903</b>	85,841
Goodwill on acquisition	收購產生之商譽	—	19,323
		<b>69,903</b>	105,164

#### 19. 於聯營公司之投資

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 19. INVESTMENTS IN ASSOCIATES (continued)

Particulars of the principal associate are as follows:

Name	Particulars of issued shares held	Place of incorporation and business	Percentage of ownership interest attributable to the Group	Principal activities
名稱	所持已發行股份詳情	註冊成立及經營地點	本集團應佔擁有權益百分比	主要業務
Easy One Financial Group Limited*/# ("Easy One")	Ordinary shares HK\$0.01 each	Cayman Islands/ Hong Kong	29.06 (note)	Property development in the Mainland China, provision of finance and securities brokerage services
易易壹金融集團有限公司*/# ([易易壹])	每股面值0.01港元之普通股	開曼群島/香港	29.06 (附註)	於中國內地物業發展、提供金融及證券經紀服務

\* Listed on the Main Board of the Hong Kong Stock Exchange.

# Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

Note:

The financial year of the Group's associates is coterminous with that of the Group.

During the year ended 31 March 2019, the Group acquired a total of 29,300,000 shares of Easy One from the open market at an aggregate consideration of HK\$14,790,000 and the Group's equity interests in Easy One increased from 23.80% to 29.06%. As a result, an aggregate gain on bargain purchase of equity interests in Easy One of HK\$38,026,000 was recognised for the year ended 31 March 2019 and included in "Share of profits and losses of associates" in the consolidated statement of profit or loss and other comprehensive income.

### 19. 於聯營公司之投資(續)

主要聯營公司詳情如下：

Name	Particulars of issued shares held	Place of incorporation and business	Percentage of ownership interest attributable to the Group	Principal activities
名稱	所持已發行股份詳情	註冊成立及經營地點	本集團應佔擁有權益百分比	主要業務
Easy One Financial Group Limited*/# ("Easy One")	Ordinary shares HK\$0.01 each	Cayman Islands/ Hong Kong	29.06 (note)	Property development in the Mainland China, provision of finance and securities brokerage services
易易壹金融集團有限公司*/# ([易易壹])	每股面值0.01港元之普通股	開曼群島/香港	29.06 (附註)	於中國內地物業發展、提供金融及證券經紀服務

\* 於香港聯交所主板上市。

# 未經香港安永會計師事務所或安永會計師事務所全球網絡的其他成員公司審核。

附註：

本集團聯營公司之財政年度與本集團共同結束。

截至二零一九年三月三十一日止年度，本集團於公開市場收購易易壹股份合共29,300,000股，總代價為14,790,000港元，而本集團於易易壹的股權由23.80%增加至29.06%。因此，議價購買易易壹股權收益總額38,026,000港元於二零一九年三月三十一日止年度確認，並計入綜合損益及其他全面收益表的「應佔聯營公司溢利及虧損」。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 19. INVESTMENTS IN ASSOCIATES (continued)

The following table illustrates the summarised financial information in respect of Easy One for the years ended 31 March 2019 and 2020 reconciled to the carrying amount in the consolidated financial statements:

### 19. 於聯營公司之投資(續)

下表載述截至二零一九年及二零二零年三月三十一日止年度易易壹之財務資料概要及與綜合財務報表內之賬面值對賬：

		<b>2020</b>	2019
		<b>二零二零年</b>	二零一九年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Current assets	流動資產	<b>1,086,489</b>	1,175,454
Non-current assets	非流動資產	<b>364,790</b>	453,353
Current liabilities	流動負債	<b>(389,949)</b>	(473,671)
Non-current liabilities	非流動負債	<b>(5,690)</b>	(73,647)
Net assets attributable to the owners of Easy One	易易壹擁有人應佔資產淨值	<b>1,055,640</b>	1,081,489
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司之權益對賬：		
Proportion of the Group's ownership	本集團擁有權所佔比例	<b>29.06%</b>	29.06%
Group's share of net assets of the associate	本集團應佔聯營公司之資產淨值	<b>306,769</b>	314,281
Fair value adjustment upon completion of the acquisition of WYTH	完成分部收購位元堂控股後之公平值調整	<b>(243,086)</b>	(243,086)
Carrying amount of the investment	投資之賬面值	<b>63,683</b>	71,195
Revenue	收入	<b>113,393</b>	130,761
Profit for the year	年度溢利	<b>41,461</b>	70,380
Other comprehensive loss	其他全面虧損	<b>(67,310)</b>	(118,025)
Total comprehensive loss for the year	年度全面虧損總額	<b>(25,849)</b>	(47,645)
Dividend received	已收股息	—	—
Market value of the Group's investment	本集團投資之市值	<b>80,859</b>	80,859

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 19. INVESTMENTS IN ASSOCIATES (continued)

The following table illustrates the aggregate summarised financial information of the Group's associates that are not individually material:

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Share of the associates' losses for the year	應佔聯營公司年度虧損	<b>(189)</b>	(2,191)
Share of the associates' comprehensive loss income/(loss)	應佔聯營公司全面收益／(虧損)	<b>136</b>	(136)
Dividend received	已收股息	<b>10,203</b>	10,051
Aggregate carrying amount of the Group's investments in the associates	本集團於該等聯營公司之投資之總賬面值	<b>6,220</b>	33,969

### 19. 於聯營公司之投資(續)

下表闡述本集團並非個別重大之聯營公司之匯總財務資料：

### 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
	<i>Notes</i> <i>附註</i>		
<b>Financial assets at fair value through other comprehensive income</b>	<b>按公平值計入其他全面收益之金融資產</b>		
Listed equity investments, at fair value	上市股本投資，按公平值 (i)	<b>259,061</b>	107,321
Listed debt investments, at fair value	上市債務投資，按公平值 (ii)	<b>1,023,595</b>	681,338
Unlisted debt investment, at fair value	非上市債務投資，按公平值 (ii)	<b>—</b>	785,002
		<b>1,282,656</b>	1,573,661
Less: Financial assets included in non-current assets	減：計入非流動資產之金融資產	<b>(1,096,016)</b>	(648,410)
Current portion	流動部分	<b>186,640</b>	925,251

### 20. 按公平值計入其他全面收益之金融資產

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

Notes:

- (i) The above equity investments are investments in companies listed on Hong Kong Stock Exchange and were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

Assuming the portfolio of the Group's listed equity investments remained unchanged, the market value of the Group's listed equity investments at fair value through other comprehensive income at the date of approval of these financial statements was HK\$334,961,000.

During the year ended 31 March 2020, the Group received dividends in the amount of HK\$814,000 (2019: HK\$1,715,000) from the equity investments designated at fair value through other comprehensive income.

- (ii) During the year ended 31 March 2020, the Group disposed of certain listed debt investments at fair value through other comprehensive income of HK\$804,993,000 (2019: HK\$196,592,000) and the issuer has early redeemed part of an unlisted debt investment amounted to HK\$200,000,000 (2019: HK\$250,000,000).

- (iii) Impairment assessment of debt investments at fair value through other comprehensive income

As at 31 March 2020, except for certain listed debt investments of HK\$50,605,000 which were categorised within Stage 3, none of the listed debt investments were overdue and all of them were categorised within Stage 1 for the assessment of ECLs.

As at 31 March 2019, none of the listed debt investments were overdue and all of them were categorised within Stage 1, and an unlisted debt investment of HK\$785,002,000 was categorised within Stage 2 for the assessment of ECLs.

#### 20. 按公平值計入其他全面收益之金融資產(續)

附註:

- (i) 上述股權投資為對在聯交所上市的公司的投資，而由於本集團認為該等投資屬策略性質，故不可撤回地指定為按公平值計入其他全面收益。

倘本集團上市股權投資組合保持不變，則本集團於該等財務報表批准日期按公平值計入其他全面收益的上市股權投資的市值為334,961,000港元。

截至二零二零年三月三十一日止年度，本集團從按公平值計入其他全面收益的股權投資收取814,000港元股息(二零一九年：1,715,000港元)。

- (ii) 於截至二零二零年三月三十一日止年度，本集團已出售若干按公平值計入其他全面收益之上市債務投資804,993,000港元(二零一九年：196,592,000港元)，而發行人已提早贖回一項非上市債務投資之一部分，為數200,000,000港元(二零一九年：250,000,000港元)。

- (iii) 按公平值計入其他全面收益之債務投資的減值評估

於二零二零年三月三十一日，除若干上市債務投資50,605,000港元已分類為第三階段外，上市債務投資均未逾期，其全部均分類為評估預期信貸虧損之第一階段。

於二零一九年三月三十一日，上市債務投資均未逾期，其全部均分類為評估預期信貸虧損之第一階段，及非上市債務投資785,002,000港元分類為評估預期信貸虧損之第二階段。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

Notes: (continued)

(iii) (continued)

An impairment analyse was performed at 31 March 2020 and 2019 by considering the ECLs, which were estimated by applying the probability of default approach with reference to risk of default of the issuers of the debt investments or comparable companies. As at 31 March 2020, the probability of default applied ranged from 0.16% to 5.98% (2019: 0.02% to 100%) and the loss given default was estimated to be approximately 55.4% to 70.0% (2019: 55.4% to 62.8%).

The movements in the loss allowance for the impairment of debt investments at fair value through other comprehensive income 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 year	於年初	138,737	213,927
Asset derecognised	終止確認之資產	(115,448)	—
Impairment losses/(reversal of impairment losses), net (note 6)	減值虧損/(減值虧損撥回)淨額(附註6)		
Reversal upon disposal/redemption	於出售/贖回時撥回	—	(53,750)
Changes in risk parameters	風險範圍變動	2,330	(24,921)
New investments purchased	新購入投資	50,416	3,481
		<b>52,746</b>	(75,190)
At end of year	於年末	<b>76,035</b>	138,737

(iv) At 31 March 2020, the Group's financial assets at fair value through other comprehensive income with an aggregate carrying value of HK\$743,274,000 (2019: HK\$757,465,000) were pledged to secure the Group's general banking facilities (note 33).

### 20. 按公平值計入其他全面收益之金融資產(續)

附註：(續)

(iii) (續)

於二零二零年及二零一九年三月三十一日就預期信貸虧損(此乃採用經參考債務投資發行人或類似公司違約風險的違約概率作估計)進行減值分析。於二零二零年三月三十一日，所應用的違約概率介乎0.16%至5.98% (二零一九年：0.02%至100%)，而違約損失估計為約55.4%至70.0% (二零一九年：55.4%至62.8%)。

按公平值計入其他全面收益的債務投資減值虧損撥備變動如下：

(iv) 於二零二零年三月三十一日，本集團按公平值計入其他全面收益之金融資產之賬面總值743,274,000港元(二零一九年：757,465,000港元)已抵押作為本集團一般銀行融資之擔保(附註33)。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 21. PROPERTIES HELD FOR SALE

### 21. 持作出售物業

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Carrying amount at 31 March	於三月三十一日之賬面值	<b>2,432,770</b>	687,167
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Located in:	位於:		
Hong Kong	香港	<b>787,605</b>	687,167
Mainland China	中國內地	<b>1,645,165</b>	—
		<b>2,432,770</b>	687,167

*Notes:*

*附註:*

- (i) During the year ended 31 March 2020, a write-down of properties held for sale of HK\$9,663,000 (2019: a reversal of write-down of HK\$88,856,000) was charged to profit or loss, which was related to a property development project for commercial usage. The reversal of write-down of properties held for sale in 2019 was caused by the completion of the construction of the property and the increase in fair value was reflected during the prior year. The reversal was limited to the amount of the original write-down and the recoverable amounts were determined with reference to the valuations performed by Asset Appraisal Limited on an open market basis as at 31 March 2019.
- (ii) At 31 March 2020, the Group's properties held for sale with an aggregate carrying value of HK\$1,053,451,000 (2019: HK\$668,176,000) were pledged to secure the Group's general banking facilities (note 33).
- (iii) Further particulars of the Group's properties held for sale are included on page 417.

- (i) 截至二零二零年三月三十一日止年度，持作出售物業撇減9,663,000港元(二零一九年：撇減撥回88,856,000港元)已於損益扣除，此與作為商業用途的物業發展項目有關。二零一九年持作出售物業撇減撥回乃由於物業竣工及過往年度所反映的公平值增加所致。撥回以原定撇減金額為限，可收回款項乃參考中誠達資產評估顧問有限公司於二零一九年三月三十一日基於公開市場基準完成的估值所釐定。
- (ii) 於二零二零年三月三十一日，本集團賬面總值1,053,451,000港元(二零一九年：668,176,000港元)之持作出售物業已抵押作為本集團一般銀行融資之擔保(附註33)。
- (iii) 本集團持作出售物業之其他詳情載於第417頁。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 22. INVENTORIES

#### 22. 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Raw materials and consumables	原材料及消耗品	42,879	49,770
Work in progress	在建工程	5,340	2,861
Finished goods	成品	106,842	108,877
		<b>155,061</b>	161,508

#### 23. TRADE RECEIVABLES

#### 23. 應收賬款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	應收賬款	109,467	116,953
Impairment	減值	(20,694)	(7,650)
		<b>88,773</b>	109,303

The Group's trading terms with its customers are mainly on credit. The credit periods range from 7 to 120 days. Each customer has a maximum credit limit and the credit limit is reviewed regularly. The Group seeks to maintain strict control over its outstanding receivables and to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Included in the Group's trade receivables are amounts due from the Group's associates of HK\$14,805,000 (2019: HK\$13,871,000) which are repayable on credit terms similar to those offered to the major customers of the Group.

本集團與其客戶的貿易條款大多屬賒賬形式。本集團信貸期由7日至120日不等，各客戶均有其最高信貸額，並定期檢討信貸額。本集團就其尚未收取之應收賬款尋求維持嚴格控制，將信貸風險減至最低。逾期餘款由高級管理層定期檢視。鑒於上述情況及本集團之應收賬款與大量不同客戶有關，故並無特別集中的信貸風險。本集團並無就應收賬款結餘持有任何抵押品或其他加強信貸措施。應收賬款為免息。

計入本集團應收賬款為應收本集團聯營公司之款項14,805,000港元(二零一九年：13,871,000港元)，而有關款項乃按照向本集團主要客戶提供的類似信貸條款償還。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 23. TRADE RECEIVABLES (continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Within 1 month	一個月內	<b>44,256</b>	63,042
1 to 3 months	一至三個月	<b>27,231</b>	29,464
3 to 6 months	三至六個月	<b>12,088</b>	13,173
Over 6 months	超過六個月	<b>5,198</b>	3,624
		<b>88,773</b>	109,303

#### 23. 應收賬款(續)

按發票日期及扣除撥備後計算，於報告期末之應收賬款賬齡分析如下：

The movements in loss allowance for the impairment of trade receivables are as follows:

應收賬款減值虧損撥備之變動如下：

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
At beginning of year	於年初	<b>7,650</b>	6,164
Acquisition of subsidiaries	收購附屬公司	<b>5,969</b>	—
Impairment losses, net (note 6)	減值虧損淨額(附註6)	<b>8,556</b>	2,343
Exchange realignment	匯兌調整	<b>(134)</b>	(199)
Amount written off as uncollectible	已撇銷之無法收回款項	<b>(1,347)</b>	(658)
At end of year	於年末	<b>20,694</b>	7,650

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 23. TRADE RECEIVABLES (continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure ECLs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As 31 March 2020

		Past due 逾期					Total 總計
		Current	Within 1 month	1 to 3 months	3 to 6 months	Over 6 months	
		即期	一個月內	一至 三個月	三至 六個月	超過 六個月	
Expected credit loss rate	預期信貸虧損率	0.12%	1.71%	4.49%	11.02%	94.94%	18.90%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	69,644	6,549	5,614	7,172	20,488	109,467
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	87	112	252	790	19,453	20,694

As 31 March 2019

		Past due 逾期					Total 總計
		Current	Within 1 month	1 to 3 months	3 to 6 months	Over 6 months	
		即期	一個月內	一至 三個月	三至 六個月	超過 六個月	
Expected credit loss rate	預期信貸虧損率	0.38%	0.60%	0.70%	1.24%	84.27%	6.54%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	84,525	6,336	11,781	5,829	8,482	116,953
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	319	38	82	72	7,139	7,650

### 23. 應收賬款(續)

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於因就擁有類似虧損模式(即按地理區域、產品類型、客戶類型及評級)的多個客戶分部進行分組而逾期的日數計算。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。一般而言，倘逾期超過一年及並無可強制執行活動，將撇銷應收賬款。

有關本集團採用撥備矩陣計量的應收賬款的信貸風險資料載列如下：

於二零二零年三月三十一日

於二零一九年三月三十一日

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 24. LOANS AND INTEREST RECEIVABLES

### 24. 應收貸款及利息

		<i>Notes</i>	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		<i>附註</i>		
Loans and interest receivables, secured	應收貸款及利息，有抵押	<i>(i)</i>	433,577	1,047,538
Loans and interest receivables, unsecured	應收貸款及利息，無抵押	<i>(ii)</i>	115,112	200,165
Less: Impairment allowance	減：減值撥備	<i>(iii)</i>	548,689 (28,830)	1,247,703 (18,658)
Less: Loans and interest receivables classified as non-current assets	減：分類為非流動資產之應收貸款及利息		519,859 (11,336)	1,229,045 (184,761)
Current portion	流動部分		508,523	1,044,284

*Notes:*

- (i) These loans receivable are stated at amortised cost at effective interest rates ranging from 8.16% to 33% (2019: 8% to 33%). The credit terms of these loans receivable range from 2 months to 10 years (2019: 3 months to 20 years).

As at 31 March 2019, included in the above loans and interest receivables are vendor loan to the immediate holding company of the purchaser of a joint venture of HK\$600,000,000, which bore interest at 0.7% per annum over 12-month HIBOR which has been fully paid during the year.

- (ii) These loans receivable are stated at amortised cost at effective interest rates ranging from 1% to 15% (2019: 5% to 34.8%). The credit terms of these loans receivable range from 6 months to 36 months (2019: 3 months to 38 months).

As at 31 March 2019, balance included loans and interest receivables from Easy One of HK\$73,157,000, which has been fully repaid during the year.

*附註：*

- (i) 該等應收貸款乃根據介乎8.16厘至33厘(二零一九年：8厘至33厘)的實際利率按攤銷成本列賬。該等應收貸款的信貸期介乎2個月至十年(二零一九年：3個月至20年)。

於二零一九年三月三十一日，上述應收貸款及利息之款項包括合營企業買方之直接控股公司之賣方貸款600,000,000港元，按12個月期的香港銀行同業拆息年利率0.7厘計息，而有關款項已於年內悉數償還。

- (ii) 該等應收貸款乃根據介乎1厘至15厘(二零一九年：5厘至34.8厘)的實際利率按攤銷成本列賬。該等應收貸款的信貸期介乎6個月至36個月(二零一九年：3個月至38個月)。

於二零一九年三月三十一日，結餘包括應收易壹之貸款及利息73,157,000港元，而有關款項已於年內悉數償還。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 24. LOANS AND INTEREST RECEIVABLES (continued)

Notes (continued)

(iii) The movements in loss allowance for the impairment of loans and interest 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 year	於年初	18,658	22,241
Acquisition of subsidiaries	收購附屬公司	1,207	—
Impairment losses recognised, net (note 6)	已確認減值虧損淨額(附註6)	8,996	2,631
Amount written off as uncollectible	撇銷為無法收回之款項	—	(6,214)
Exchange realignment	匯兌調整	(31)	—
At end of year	於年末	28,830	18,658

As at 31 March 2020, loans and interest receivables of HK\$449,579,000(2019: HK\$1,002,113,000) were within its credit period and all these balances were categorised within Stage 1 for the measurement of expected credit losses.

As at 31 March 2020, loans and interest receivables of HK\$58,029,000 (2019: HK\$86,631,000) and HK\$41,081,000 (2019: HK\$158,959,000) were overdue and these balances were categorised under Stage 2 and Stage 3 for the assessment of ECLs, respectively.

An impairment analysis is performed at each reporting date by considering the expected credit losses, which are estimated by applying the probability of default approach with reference to the risks of default of the borrowers or comparable companies. For the loans and interest receivables which are secured by first or second charge on properties, personal guarantee or share charge, management also takes into account the mitigating effect of the value of these collateral in the ECL analysis. As at 31 March 2020, the probability of default applied ranged from 0.10% to 6.87% (2019: 0.02% to 100%) and the loss given default rates ranged from 55.37% to 70.00% (2019: 55.37% to 62.76%).

### 24. 應收貸款及利息(續)

附註(續)

(iii) 應收貸款及利息之減值虧損撥備變動如下:

於二零二零年三月三十一日，應收貸款及利息449,579,000港元(二零一九年：1,002,113,000港元)乃於信貸期內，而所有該等結餘已就計量預期信貸虧損分類為之第一階段。

於二零二零年三月三十一日，應收貸款及利息58,029,000港元(二零一九年：86,631,000港元)及41,081,000港元(二零一九年：158,959,000港元)已逾期，而該等結餘已分別就評估預期信貸虧損分類為第二階段及第三階段。

於每個報告日之減值分析已考慮預期信貸虧損作出，其參考借貨人或可資比較公司之違約風險以採用違約或然率方式進行估計。對於以第一或第二物業押記、個人擔保或股份押記作抵押的應收貸款及利息而言，管理層亦計及該等抵押品於預期信貸虧損分析的價值緩減影響。於二零二零年三月三十一日，已應用的違約或然率介乎0.10%至6.87%(二零一九年：0.02%至100%)，而違約損失率介乎55.37%至70.00%(二零一九年：55.37%至62.76%)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

#### 25. 預付款項、其他應收款項及其他資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Note 附註	
Prepayments	預付款項	<b>86,653</b>	99,745
Deposits	按金	<b>252,859</b>	151,426
Other receivables	其他應收款項	<b>420,960</b>	633,294
Right-of-return assets	退貨權資產	<b>1,848</b>	3,398
Net investment in subleases	分租賃投資淨額	<b>4,146</b>	—
Total prepayment, other receivables and other assets		<b>766,466</b>	887,863
Less: Impairment allowance		<b>(835)</b>	—
		<b>765,631</b>	887,863
Less: Deposits and other receivables classified as non-current assets	減：分類為非流動資產之按金及其他應收款項	<b>(476,273)</b>	(433,692)
Portion classified as current assets		<b>289,358</b>	454,171

Deposits and other receivables mainly represent deposits with vendors and receivables from counterparties which have no history of default. The financial assets included in the above balances were not overdue and categorised in Stage 1 for the measurement of expected credit losses, except for balances of HK\$19,601,000 (2019: Nil) which was categorised within Stage 2, for the measurement of expected credit losses. Where applicable, an impairment analysis is performed at each reporting date by considering the expected credit losses, which are estimated by applying the probability of default approach with reference to the risks of default of the counterparties. As at 31 March 2020, the probability of default applied was ranged from 0.83% to 3.25% and the loss given default was estimated to be approximately 55.79% to 62.52%.

按金及其他應收款項主要指賣方按金及來自並無違約記錄的交易對手之應收款項。上述結餘中包含的金融資產尚未逾期，並分類為計量預期信貸虧損的第一階段，惟結餘19,601,000港元(二零一九年：零)分類為計量預期信貸虧損的第二階段。在適用的情況下，通過考慮預期信貸虧損於每個報告日期進行減值分析，而預期信貸虧損乃使用違約概率法參照對方的違約風險估計。於二零二零年三月三十一日，所應用的違約概率介乎0.83%至3.25%，而違約損失率估計約為55.79%至62.52%



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (continued)

The movements in the loss allowance for the impairment of financial assets included in prepayments, other receivables and other assets 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 year	於年初	—	—
Acquisition of subsidiaries	收購附屬公司	825	—
Impairment losses, net (note 6)	減值虧損淨額(附註6)	30	—
Exchange realignment	匯兌調整	(20)	—
At end of year	於年末	835	—

#### 25. 預付款項、其他應收款項及其他資產(續)

計入預付款項、其他應收款項及其他資產之金融資產減值之虧損撥備變動如下：

#### 26. COST OF OBTAINING CONTRACTS

Cost of obtaining contracts represented the prepaid sales commission paid in connection with the sales of properties. The Group has capitalised the amounts paid and will charge them to profit or loss when the revenue from the related property sale is recognised and are included in selling and distribution expenses at that time. During the year ended 31 March 2020, sales commission of HK\$115,421,000 (2019: HK\$87,448,000) was charged to profit or loss.

#### 26. 獲得合約之成本

獲得合約之成本指與物業銷售有關的已付預付銷售佣金。本集團已資本化已付金額，並於確認來自相關物業銷售收益並同時計入銷售及分銷開支時於損益扣除。截至二零二零年三月三十一日止年度，銷售佣金115,421,000港元(二零一九年：87,448,000港元)已自損益扣除。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 27. FINANCIAL ASSETS/LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

#### 27. 按公平值計入損益之金融資產／負債

##### Financial assets

##### 金融資產

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Listed fund investment	上市基金投資		1,873	—
Unlisted fund investments	非上市基金投資		241,526	50,595
Listed perpetual bonds	上市永續債券		32,180	48,192
Unlisted equity investment	非上市股本投資		32,710	47,225
Listed equity investment	上市股本投資		73	—
Derivative component of unsecured notes	無抵押票據的衍生部分	(i)	6,220	6,184
			<b>314,582</b>	152,196
Portion classified as non-current assets	分類為非流動資產的部分		<b>(111,178)</b>	(95,934)
Current portion	流動部分		<b>203,404</b>	56,262

The above unlisted fund in investments and listed perpetual bonds at 31 March 2020 and 2019 were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

At the end of the reporting period, the financial assets at fair value through profit or loss that were denominated in US\$ and Japanese Yen, other than the functional currencies of the respective group entities, amounted to HK\$273,706,000 (2019: HK\$98,787,000).

At 31 March 2020, the Group's financial assets at fair value through profit or loss with an aggregate carrying value of HK\$32,180,000 (2019: HK\$77,498,000) were pledged to secure the Group's general banking facilities (note 33).

於二零二零年及二零一九年三月三十一日，上述非上市基金投資及上市永續債券強制分類為按公平值計入損益之金融資產，因為其合約現金流量並非僅為本金及利息之付款。

於報告期末，除相關集團實體的功能貨幣外，以美元及日圓計值之按公平值計入損益之金融資產為273,706,000港元(二零一九年：98,787,000港元)。

於二零二零年三月三十一日，本集團賬面總額32,180,000港元(二零一九年：77,498,000港元)之按公平值計入損益之金融資產已抵押作為本集團一般銀行融資之擔保(附註33)。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 27. FINANCIAL ASSETS/LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

#### Financial assets (continued)

Notes:

- (i) Details of the derivative financial instruments are as follows:

	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
Derivative component of unsecured notes	無抵押票據的衍生部分	6,220	—
Profit Guarantee	溢利擔保 (a)	—	—
Call Option	認購期權 (b)	—	6,184
		6,220	6,184

- (a) Profit Guarantee

Pursuant to the subscription agreement dated 31 March 2016 (the "GMFG Subscription Agreement") entered into between the Group and Guangdong Meat Food Limited ("GMFL"), the joint venture partner, GMFL undertakes that the Group's share of the audited consolidated net profit of Guangdong Meat Food Group Limited ("GMFG"), a 30% owned associate of the Group, shall not be less than HK\$3,880,000, HK\$3,430,000, HK\$4,171,000 and HK\$4,171,000 for the years ended 31 March 2017, 2018, 2019 and 2020 respectively (collectively, the "Guaranteed Profits"), and will compensate the Group for any shortfall between the Guaranteed Profits (the "Profit Guarantee") and the Group's share of actual profits for the relevant years on a dollar-to-dollar basis.

As at 31 March 2019, the fair value of the Profit Guarantee was nil, which was determined by Fuson Appraisal Limited, a firm of independent professional valuers, based on the probabilistic flow method in which the cash flows for each year represent the difference between the Guaranteed Profits and the projected net profit.

### 27. 按公平值計入損益之金融資產／負債(續)

#### 金融資產(續)

附註：

- (i) 衍生金融工具的詳情如下：

- (a) 溢利擔保

根據本集團與合資伙伴Guangdong Meat Food Limited (「GMFL」)訂立日期為二零一六年三月三十一日的認購協議(「廣東食品集團認購協議」)，GMFL承諾本集團分別分佔截至二零一七年、二零一八年、二零一九年及二零二零年三月三十一日止年度廣東食品集團有限公司(「廣東食品集團」)(本集團擁有30%的聯營公司)的經審核綜合純利將不少於3,880,000港元、3,430,000港元、4,171,000港元及4,171,000港元(統稱為「保證溢利」)，並將就任何保證溢利與本集團分佔相關年度實際溢利間的差額按等額基準向本集團作出補償(「溢利擔保」)。

於二零一九年三月三十一日，溢利擔保的公平值為零，其由獨立專業估值師富信評估有限公司根據概率統計法釐定，其中每年的現金流量代表保證溢利與預測純利之間的差額。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 27. FINANCIAL ASSETS/LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

##### Financial assets (continued)

Notes: (continued)

(i) (continued)

(a) Profit Guarantee (continued)

The directors of the Company estimated the projected net profits of GMFG under three different scenarios with respective scenario probabilities. The fair value of the Profit Guarantee was the probability-weighted average of the present values of the shortfalls between the Guaranteed Profits and the projected net profits under the three scenarios. A discount rate of 10% has been used to calculate the present value of cash flows of the Profit Guarantee.

On 30 September 2019, the Group has disposed of its entire interest in GMFL.

(b) Call Option

Pursuant to the GMFG Subscription Agreement, the Group was granted with a call option, whereby the Group has the discretion to acquire an additional 19% equity interest in GMFG at a consideration of HK\$1, which is exercisable at any time within the first 4 years after the establishment of GMFG and after the submission of a listing application by GMFG for the listing of the shares of GMFG on the Hong Kong Stock Exchange (the "Call Option").

#### 27. 按公平值計入損益之金融資產／負債(續)

##### 金融資產(續)

附註：(續)

(i) (續)

(a) 溢利擔保(續)

本公司董事估計廣東食品集團在三個不同情況下按相關情況的概率之預測純利。溢利保證的公平值是保證溢利與三個情況下的預測純利之間的不足額之現值的概率加權平均值。貼現率10%已用作計算溢利保證現金流量之現值。

於二零一九年九月三十日，本集團已出售其於GMFL的全部權益。

(b) 認購期權

根據廣東食品集團認購協議，本集團獲授予認購期權，據此本集團有酌情權可增購廣東食品集團的19%股權，代價為1港元，可於成立廣東食品集團後首四年內及廣東食品集團就其股份上市而向香港聯交所提出上市申請後任何時間行使（「認購期權」）。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 27. FINANCIAL ASSETS/LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

#### Financial assets (continued)

Notes: (continued)

(i) (continued)

(b) Call Option (continued)

As at 31 March 2019, the fair value of the Call Option was HK\$6,184,000, which was determined by Fuson Appraisal Limited based on the Black-Scholes Options Pricing Model. The key inputs into the model for the value of the option are as follows:

### 27. 按公平值計入損益之金融資產／負債(續)

#### 金融資產(續)

附註：(續)

(i) (續)

(b) 認購期權(續)

於二零一九年三月三十一日，認購期權的公平值為6,184,000港元，金額由富信評估有限公司根據柏力克－舒爾斯期權定價模式釐定。期權估值模式的主要輸入數據如下：

**31 March  
2019  
二零一九年  
三月三十一日**

Equity value (HK\$'000)	股權價值(千港元)	<b>41,026</b>
Maturity (year)	到期(年)	<b>1</b>
Risk-free rate (%)	無風險利率(%)	<b>1.85</b>
Volatility (%)	波幅(%)	<b>37.90</b>

On 30 September 2019, the Group has disposed of its entire interest in GMFL together with the call option.

於二零一九年九月三十日，本集團已出售其於GMFL的全部權益及認購期權。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

**27. FINANCIAL ASSETS/LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)**

**27. 按公平值計入損益之金融資產／負債(續)**

**Financial liabilities**

**金融負債**

		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
Derivative financial instruments	衍生金融工具			
— derivative component of convertible notes	— 可換股票據的衍生部分	34	621	—
— interest rate swaps	— 利率掉期	(i)	4,401	—
			<b>5,022</b>	—

Note:

- (i) The Group has entered into various interest rate swap contracts to manage its interest rate exposures. These interest rate swaps are not designated for hedge purposes and are measured at fair value through profit or loss.

附註：

- (i) 本集團已訂立多份利率掉期合約以管理其利率敞口。該等利率掉期並非指定對沖用途並按公平值計入損益計量。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 28. CASH AND CASH EQUIVALENTS AND RESTRICTED BANK BALANCES

### 28. 現金及現金等同項目及受限制銀行結餘

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	1,213,649	2,271,084
Time deposits	定期存款	370,318	47,140
		<b>1,583,967</b>	2,318,224
Less: restricted bank balances ( <i>note</i> )	減：受限制銀行結餘(附註)	<b>(8,157)</b>	—
Cash and cash equivalents	現金及現金等同項目	<b>1,575,810</b>	2,318,224

*Note:* According to the relevant mortgage facility agreements signed by certain subsidiaries of the Group with their banks, the subsidiaries are required to place at designated bank accounts certain amounts as deposits for potential default of mortgage loans advanced to property purchasers. The deposits can only be used for payments for construction costs of the relevant properties. These guarantee deposits will be released after the property ownership certificates of the relevant properties are passed to the banks.

As at the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$336,664,000 (2019: HK\$41,123,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and six months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

*附註：* 根據本集團若干附屬公司與彼等的銀行簽署的有關按揭融資協議，該等附屬公司須將若干金額存入指定銀行賬戶，用作物業買家可能拖欠按揭貸款墊款的按金。該按金僅可用於支付有關物業的建築費用。該等擔保按金將於有關物業的物業業權證書轉到銀行後方獲解除。

本集團於報告期末以人民幣(「人民幣」)計值之現金及銀行結餘為336,664,000港元(二零一九年：41,123,000港元)。人民幣不得自由兌換為其他貨幣，但是根據中國內地外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准於獲授權進行外匯業務之銀行兌換人民幣為其他貨幣。

存於銀行之現金按每日銀行存款利率之浮動利率計算賺取利息。短期定期存款按本集團之即時現金所需，定存一日至六個月不等，並按各自之短期存款利率賺取利息。銀行結餘及定期存款存放於最近並無違約紀錄之良好信譽銀行。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 29. ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES DIRECTLY ASSOCIATED WITH THE ASSETS CLASSIFIED AS HELD FOR SALE

### 29. 分類為持作出售之資產及與分類為持作出售之資產直接相關之負債

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Assets classified as held for sale 分類為持作出售之資產</b>			
Assets of a disposal group classified as held for sale	分類為持作出售之出售集團資產		
– Union Target Limited (“Union Target”)	– 越通有限公司 (「越通」)	–	53,110
		–	53,110
<b>Non-current assets classified as held for sale 分類為持作出售之非流動資產</b>			
– Investment properties	– 投資物業	59,900	94,350
– Property, plant and equipment	– 物業、廠房及設備	–	67,716
		59,900	215,176
<b>Liabilities directly associated with assets classified as held for sale 與分類為持作出售之資產直接相關之負債</b>			
Liabilities of a disposal group classified as held for sale	分類為持作出售之出售集團負債		
– Union Target	– 越通	–	361
		–	361

Notes:

- (i) As at 31 March 2020, the Group has committed to a plan to sell certain investment properties with an aggregate carrying value of HK\$59,900,000 (2019: HK\$94,350,000). The directors of the Company expected the sale of these investment properties will be completed by the end of 31 March 2021.
- (ii) On 28 February 2019, the Group entered into a provisional sale and purchase agreement with independent third parties to dispose of the entire equity interests in Union Target and the shareholder loan owed to the Group at a consideration of HK\$53,088,000. The transaction was completed on 14 June 2019. The consideration was adjusted to HK\$52,718,000 based on the net asset value of Union Target as at 14 June 2019.

附註:

- (i) 於二零二零年三月三十一日，本集團已制定一項計劃以出售若干賬面總額為59,900,000港元(二零一九年：94,350,000港元)之投資物業。本公司董事預期，該等投資物業的銷售將於二零二一年三月三十一日完成。
- (ii) 於二零一九年二月二十八日，本集團與獨立第三方訂立臨時買賣協議，以出售越通的全部權益及結欠本集團的股東貸款，代價為53,088,000港元。交易於二零一九年六月十四日完成。代價乃根據越通於二零一九年六月十四日的資產淨值被調整至52,718,000港元。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 29. ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES DIRECTLY ASSOCIATED WITH THE ASSETS CLASSIFIED AS HELD FOR SALE (continued)

#### 29. 分類為持作出售之資產及與分類為持作出售之資產直接相關之負債(續)

Notes: (continued)

附註：(續)

(ii) (continued)

(i) (續)

The assets and liabilities of Union Target (excluding an inter-company loan and amount due from group companies which are eliminated on consolidation) as at 31 March 2019 are as follows:

越通於二零一九年三月三十一日之資產及負債(不包括於綜合入賬時對銷之集團內公司間貸款及應收集團公司款項)如下：

		Union Target 越通 HK\$'000 千港元
<hr/>		
<i>Assets</i>	<i>資產</i>	
Investment property	投資物業	53,088
Deposits	按金	22
<hr/>		
Assets of a disposal subsidiary classified as held for sale	分類為持作出售之出售附屬公司 資產	53,110
<hr/>		
<i>Liabilities</i>	<i>負債</i>	
Other payables	其他應付款項	361
<hr/>		
Liabilities of a disposal subsidiary classified as held for sale	分類為持作出售之出售附屬公司 負債	361
<hr/>		
Net assets directly associated with the disposal subsidiary	與出售附屬公司直接相關之資產 淨值	52,749
<hr/>		

(iii) On 28 March 2019, the Group entered into a provisional sale and purchase agreement with an independent third party, pursuant to which the Group would dispose of a property classified as property, plant and equipment at a consideration of HK\$102,800,000. The transaction was completed on 30 May 2019.

(iii) 於二零一九年三月二十八日，本集團與一名獨立第三方訂立臨時買賣協議，據此，本集團出售分類為物業、廠房及設備的物業，代價為102,800,000港元。交易於二零一九年五月三十日完成。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 30. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Within 1 month	一個月內	<b>40,188</b>	174,534
1 to 3 months	一至三個月	<b>3,625</b>	6,547
3 to 6 months	三至六個月	<b>4,470</b>	7,608
Over 6 months	超過六個月	<b>51,863</b>	6,881
		<b>100,146</b>	195,570

The trade payables are non-interest-bearing and have an average term of 30 to 60 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

### 30. 應付賬款

按發票日期計算，於報告期末之應付賬款賬齡分析如下：

應付賬款為免息，平均期限介乎30日至60日。本集團已制定金融風險管理政策，確保所有應付款項於信貸期限內償付。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

31. OTHER PAYABLES AND ACCRUALS AND  
CONTRACT LIABILITIES

31. 其他應付款項及應計費用及合約  
負債

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Notes 附註		
Receipts in advance	預收款項		96,575	1,584
Rental and other deposits received	租金及其他已收按金		160,330	60,293
Other payables	其他應付款項		274,616	254,658
Contract liabilities	合約負債	(a)	569,785	1,963,026
Refund liabilities	退款負債		2,508	6,089
Accruals	應計費用		135,276	93,233
Lease liabilities	租賃負債	15(a)	830,506	—
Promissory Notes	承兌票據	(b)	376,000	—
Accrued interest on Promissory Notes	承兌票據應計利息	(b)	266,113	—
			<b>2,711,709</b>	2,378,883
Less: Other payables classified as non-current liabilities	減：分類為非流動負債之 其他應付款項		<b>(707,834)</b>	(67,438)
Current portion	流動部分		<b>2,003,875</b>	2,311,445
Represented by:	呈列為：			
Contract liabilities	合約負債		569,785	1,963,026
Current portion of other payables and accruals	其他應付款項及應計費用 之即期部分		1,434,090	348,419
			<b>2,003,875</b>	2,311,445

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 31. OTHER PAYABLES AND ACCRUALS/ CONTRACT LIABILITIES (continued)

Notes:

(a) Details of contract liabilities are as follows:

	31 March 2020 二零二零年 三月三十一日 HK\$'000 千港元	31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元	1 April 2018 二零一八年 四月一日 HK\$'000 千港元
<b>Advances received from customers</b>	<b>預收客戶款項</b>		
Sale of goods	8,173	7,098	7,434
Sales of properties	561,612	1,955,928	2,203,027

Contract liabilities include advances received from customers in relation to sales of Chinese and Western pharmaceutical and health food products and advances received from buyers in connection with the Group's pre-sales of properties. The net decrease in contract liabilities was mainly due to increase in advance received from customer in relation to sales of properties, acquisition of CAP and offset by the decrease in advance received from customers upon recognition of revenue and delivery of properties to customers in the current year.

(b) On 5 December 2007, CAP, which was acquired by the Group on 12 February 2020, issued two promissory notes with an aggregate amount of HK\$376,000,000 as part of the consideration for the acquisition of Wuhan Baisazhou Market (the "Promissory Notes"). The Promissory Notes bear interest at 5% per annum and are repayable in five years from the date of issue.

As at 31 March 2020, the Group was in the process of pursuing a litigation regarding the Promissory Notes. For details, please refer to note 47(b).

(c) Other payables are non-interest-bearing and are normally settled within one year.

### 31. 其他應付款項及應計費用及合約 負債(續)

附註:

(a) 合約負債詳情如下:

	31 March 2020 二零二零年 三月三十一日 HK\$'000 千港元	31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元	1 April 2018 二零一八年 四月一日 HK\$'000 千港元
<b>Advances received from customers</b>	<b>預收客戶款項</b>		
Sale of goods	8,173	7,098	7,434
Sales of properties	561,612	1,955,928	2,203,027

合約負債包括與銷售中西藥產品及保健食品有關的預收客戶款項以及與本集團預售物業有關的預收買方款項。合約負債減少淨額主要由於年內就物業銷售而預收客戶款項增加、收購中國農產品，並被於確認收入及向客戶交付物業後預收客戶款項減少而有所抵銷。

(b) 於二零零七年十二月五日，中國農產品(本集團於二零二零年二月十二日收購)發行兩份總金額為376,000,000港元的承兌票據，作為收購武漢白沙洲市場的部分代價(「承兌票據」)。承兌票據利率為每年5%，須於發行日期起五年內償還。

於二零二零年三月三十一日，本集團正在就承兌票據進行訴訟。有關詳情，請參閱附註47(b)。

(c) 其他應付款項為不計息，並通常於一年內結付。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 32. UNSECURED BONDS AND NOTES

#### (a) Unsecured Notes 2024

		Contractual interest rate (%) per annum 每年合約 利率(%)	Maturity 到期期限	HK\$'000 千港元
Unsecured Notes 2024	二零二四年無抵押 票據	1%	2024 二零二四年	181,220

On 19 May 2014, CAP established a HK\$1,000,000,000 medium term note program. The notes issued under the program are listed on the Hong Kong Stock Exchange by way of debt issue to professional investors only. CAP further announced that interests on the notes will be payable annually in arrears at the interest rate of 1% per annum.

CAP has totally issued 40 batches with the principal amount of HK\$400,000,000 with 1% interest rate per annum on 30 May 2014, 11 June 2014, 25 June 2014, 2 July 2014, 10 July 2014, 18 July 2014, 28 July 2014, 29 July 2014, 26 August 2014, 30 September 2014, 6 October 2014 and 7 October 2014 respectively (the "Unsecured Notes 2024"). The entire Unsecured Notes 2024 will mature on 30 September 2024.

### 32. 無抵押債券及票據

#### (a) 二零二四年無抵押票據

As at 31 March 2020  
於二零二零年三月三十一日

		Contractual interest rate (%) per annum 每年合約 利率(%)	Maturity 到期期限	HK\$'000 千港元
Unsecured Notes 2024	二零二四年無抵押 票據	1%	2024 二零二四年	181,220

於二零一四年五月十九日，中國農產品設立1,000,000,000港元的中期票據計劃。根據該計劃發行的票據通過僅向專業投資者發行債務的方式於香港聯交所上市。中國農產品進一步宣佈票據利息將以拖欠形式按年支付，年利率為1%。

中國農產品已分別於二零一四年五月三十日、二零一四年六月十一日、二零一四年六月二十五日、二零一四年七月二日、二零一四年七月十日、二零一四年七月十八日、二零一四年七月二十八日、二零一四年七月二十九日、二零一四年八月二十六日、二零一四年九月三十日、二零一四年十月六日及二零一四年十月七日合共發行40批本金額為400,000,000港元及年利率為1%的票據（「二零二四年無抵押票據」）。二零二四年無抵押票據將全部於二零二四年九月三十日到期。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 32. UNSECURED BONDS AND NOTES (Continued) 32. 無抵押債券及票據(續)

#### (a) Unsecured Notes 2024 (Continued)

Further information of Unsecured Notes 2024 is as follows:

Redemption period by CAP: Three specified redemption dates from 31 December 2023 to 30 June 2024

Redemption amount on maturity date: 96.85% of principal amount

Up to the acquisition date of the CAP Group and as at 31 March 2020, CAP has completed the repurchase and cancellation of the Unsecured Notes 2024 with an aggregate principal amount of HK\$110,000,000. Accordingly, principal amount of HK\$290,000,000 remained outstanding as at 31 March 2020.

The imputed interest expenses on the Unsecured Notes 2024 were calculated using effective interest method by using the effective interest rate 11.1%.

#### (a) 二零二四年無抵押票據(續)

二零二四年無抵押票據的進一步詳情如下：

中國農產品的贖回期間：三個指定的贖回日期由二零二三年十二月三十一日至二零二四年六月三十日

於到期日的贖回金額：本金額的96.85%

直至中國農產品集團的收購日期及於二零二零年三月三十一日，中國農產品已完成購回及註銷本金總額為110,000,000港元的二零二四年無抵押票據。因此，本金額290,000,000港元於二零二零年三月三十一日仍未贖回。

二零二四年無抵押票據的推算利息開支使用實際利息法計算，實際利率為11.1%。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 32. UNSECURED BONDS AND NOTES (Continued) 32. 無抵押債券及票據(續)

#### (b) Bonds 2020

On 19 November 2014, CAP entered into a placing agreement with a placing agent for the issuance of non-listed bonds with maturity in 2020 in the aggregate principal amount of HK\$26,000,000 ("Bonds 2020").

CAP has issued the Bonds 2020 in the aggregate principal amount of HK\$26,000,000 on 5 January 2015, 13 February 2015, 30 March 2015 and 17 April 2015 to the subscribers with the interest rates of 3.00% payable annually on or before 18 February 2015 and of 7.30% payable annually after 18 February 2015. The Bonds 2020 were matured and redeemed in full by CAP on 18 February 2020.

#### (b) 二零二零年債券

於二零一四年十一月十九日，中國農產品與配售代理訂立配售協議，以發行本金總額為26,000,000港元並於二零二零年到期的非上市債券（「二零二零年債券」）。

中國農產品於二零一五年一月五日、二零一五年二月十三日、二零一五年三月三十日及二零一五年四月十七日向認購人發行本金總額為26,000,000港元的二零二零年債券，二零一五年二月十八日或之前每年的償還利率為3.00%，二零一五年二月十八日之後每年的償還利率為7.30%。二零二零年債券於二零二零年二月十八日到期並由中國農產品悉數贖回。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 32. UNSECURED BONDS AND NOTES (Continued) 32. 無抵押債券及票據(續)

The fair value of the unsecured bonds and notes at the acquisition date of the CAP had been split into the liability and derivative components and their movements are as follows:

無抵押債券及票據於中國農產品收購日期的公平值已分為負債及衍生部分，彼等之變動如下：

		<b>Bonds 2020</b>		<b>Unsecured Notes 2024</b>			
		<b>二零二零年</b>		<b>二零二四年無抵押票據</b>			
		<b>債券</b>					
		<b>Liability</b>	<b>Liability</b>	<b>Derivative</b>			
		<b>component</b>	<b>component</b>	<b>component</b>	<b>Total</b>		
		<b>負債部分</b>	<b>負債部分</b>	<b>衍生部分</b>	<b>總計</b>		
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>		
		<b>千港元</b>	<b>千港元</b>	<b>千港元</b>	<b>千港元</b>		
						<i>(note 27)</i>	
						<i>(附註27)</i>	
At 1 April 2018, 31 March 2019 and 1 April 2019	於二零一八年四月一日、二零一九年三月三十一日及二零一九年四月一日	—	—	—	—		
Acquisition of subsidiaries <i>(note 41)</i>	收購附屬公司 <i>(附註41)</i>	25,853	178,513	(5,393)	198,973		
Redemption	贖回	(26,000)	—	—	(26,000)		
Accretion of interest	利息的增加	147	2,707	—	2,854		
Fair value gain	公平值收益	—	—	(827)	(827)		
At 31 March 2020	於二零二零年三月三十一日	—	181,220	(6,220)	175,000		



NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

33. INTEREST-BEARING BANK AND OTHER  
BORROWINGS

33. 計息銀行及其他借貸

	2020 二零二零年			2019 二零一九年		
	Contractual interest rate (%) 合約利率 (%)	Maturity 到期期限	HK\$'000 千港元	Contractual interest rate (%) 合約利率 (%)	Maturity 到期期限	HK\$'000 千港元
Current: 即期:						
Bank loans – secured	HIBOR+(0.9 to 2.35)/ Base rate+0.75/ RMB base lending rate +(0 to 1.39)/ Fixed rate of 1.49 to 7.35	2020-2021/ On demand	1,091,062	HIBOR+ (0.75 to 1.90)/ Prime rate-(2.5 to 2.75)/ Base rate+0.75	2019 or on demand	1,128,653
銀行貸款 – 抵押	香港銀行同業拆息+(0.9至2.35)/ 基本利率+0.75/人民幣基本借貸 利率+(0至1.39)/ 固定利率1.49至7.35	二零二零年至 二零二一年/ 按要求		香港銀行同業拆息+(0.75至1.90)/ 最優惠利率 – (2.5至2.75)/基本 利率+0.75	二零一九年 或按要求	
Bank loans – unsecured	HIBOR+(1.7 to 2.5) RMB base lending rate -1.05	2020-2021/ On demand	565,004	HIBOR+ (1.5 to 2.05)	On demand	472,408
銀行貸款 – 無抵押	香港銀行同業拆息+(1.7至2.5) 人民幣基本借貸利率-1.05	二零二零年至 二零二一年/ 按要求		香港銀行同業拆息+(1.5至2.05)	按要求	
Long term bank loans repayable on demand – secured	HIBOR+ (1.25 to 1.55)	On demand	880,762	HIBOR+ (1.5 to 1.7)/ Prime rate -2.75	On demand	522,982
按要求時償還長期銀行貸款 – 有抵押	香港銀行同業拆息+(1.25至1.55)	按要求		香港銀行同業拆息+(1.5至1.7)/ 最優惠利率-2.75	按要求	
Long term bank loans repayable on demand – unsecured	HIBOR+ (1.4 to 2.45)	On demand	120,078			–
按要求時償還長期銀行貸款 – 無抵押	香港銀行同業拆息+(1.4至2.45)	按要求				
			2,656,906			2,124,043

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
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33. INTEREST-BEARING BANK AND OTHER  
BORROWINGS (continued)

33. 計息銀行及其他借貸(續)

	2020 二零二零年			2019 二零一九年		
	Contractual interest rate (%) 合約利率 (%)	Maturity 到期期限	HK\$'000 千港元	Contractual interest rate (%) 合約利率 (%)	Maturity 到期期限	HK\$'000 千港元
Non-current: 非即期:						
Bank loans – secured 銀行貸款 – 有抵押	HIBOR+(1.2 to 1.79)/ RMB base lending rate+(0 to 1.39)/ Fixed rate of 7.125 to 7.35 香港銀行同業拆息+(1.2至1.79)/ 人民幣基本借貸利率+(0至1.39)/ 固定利率7.125至7.35	2021-2029 二零二一年至 二零二九年	1,902,600	HIBOR+ (1.2 to 1.79) 香港銀行同業拆息+(1.2至1.79)	2021-2024 二零二一年至 二零二四年	1,976,084
Bank loans – unsecured 銀行貸款 – 無抵押	HIBOR+2.05 香港銀行同業拆息+2.05	2022 二零二二年	1,015,533	HIBOR+2.05 香港銀行同業拆息+2.05	2022 二零二二年	1,234,065
Other loans – unsecured 其他貸款 – 無抵押	6	2022 二零二二年	198,970	6	2021 二零二一年	187,570
			3,117,103			3,397,719
Total 總計			5,774,009			5,521,762

	Analysis: 分析為:	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Analysed into: Bank loans repayable:	須償還之銀行貸款:		
Within one year or on demand (note)	一年內或按要求(附註)	2,656,906	2,124,043
In the second year	第二年內	1,153,078	1,245,361
In the third to fifth years, inclusive	第三年至第五年內(包括 首尾兩年)	1,473,532	1,554,053
Beyond five years	五年後	291,523	410,735
		5,575,039	5,334,192
Other loans repayable: In the third to fifth years, inclusive	須償還之其他貸款: 第三年至第五年內(包括 首尾兩年)	198,970	187,570
		5,774,009	5,521,762

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

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### 33. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

*Note:* As further explained in note 51 to the financial statements, the Group's term loans with an aggregate amount of HK\$1,373,690,000 (2019: HK\$703,315,000) containing an on-demand clause have been classified as current liabilities. For the purpose of the above analysis, the loans are included within current interest-bearing bank and other borrowings and analysed into bank and other borrowings repayable within one year or on demand.

At the end of the reporting period, the maturity profile of interest-bearing loans based on the scheduled repayment dates set out in the loan agreements is as follows:

### 33. 計息銀行及其他借貸(續)

*附註：* 誠如財務報表附註51進一步詳述，本集團合共1,373,690,000港元(二零一九年：703,315,000港元)之定期貸款(載有按要  
求償還條款)分類為流動負債。就上述  
分析而言，該等貸款計入即期計息銀行  
及其他借貸及列作一年內或按要  
求償還之銀行及其他借貸。

於報告期末，按貸款協議指定還款日期，計息貸款之到期情況如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank loans repayable:	須償還之銀行貸款：		
Within one year	一年內	1,742,777	1,480,395
In the second year	第二年內	1,975,088	532,708
In the third to fifth years, inclusive	第三年至第五年內(包括首尾 兩年)	1,565,651	2,910,354
Beyond five years	五年後	291,523	410,735
		<b>5,575,039</b>	5,334,192
Other loans repayable:	須償還之其他貸款：		
In the third to fifth years, inclusive	第三年至第五年內(包括首尾 兩年)	198,970	187,570
		<b>5,774,009</b>	5,521,762

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

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### 33. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes:

- (a) Certain bank loans of the Group are secured by the Group's owned buildings and leasehold land (note 13), investment properties and certain rental income generated therefrom (note 14), properties under development (note 16), properties held for sale (note 21), financial assets at fair value through other comprehensive income (note 20), financial assets at fair value through profit or loss (note 27) and share charges over the equity interests of two (2019: two) subsidiaries of the Company (note 1).
- (b) As at 31 March 2020, except for the bank borrowings of HK\$261,567,000 which bear interest at fixed rates, all bank loans bear interest at floating interest rates. As at 31 March 2019, all bank borrowings bore interest at floating interest rates.
- (c) Other loans of the Group represented the loans advanced from non-controlling shareholders of certain subsidiaries of the Group.
- (d) The carrying amounts of the Group's bank and other borrowings which are denominated in the following currencies are as follows:

### 33. 計息銀行及其他借貸(續)

附註：

- (a) 本集團若干銀行貸款以本集團自有樓宇及租賃土地(附註13)、投資物業及由該等投資物業產生的若干租金收入(附註14)、發展中物業(附註16)、持作出售物業(附註21)、按公平值計入其他全面收益之金融資產(附註20)、按公平值計入損益之金融資產(附註27)及就本公司兩間(二零一九年：兩間)附屬公司之股權質押之股份(附註1)作抵押。
- (b) 於二零二零年三月三十一日，除按固定利率計息的銀行借貸261,567,000港元外，所有銀行貸款均按浮動利率計息。於二零一九年三月三十一日，所有銀行借貸均按浮動利率計息。
- (c) 本集團其他貸款指本集團若干附屬公司的非控股股東墊付之貸款。
- (d) 本集團以下列貨幣計值的銀行及其他借貸之賬面值如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$	港元	5,100,274	5,350,275
RMB	人民幣	411,488	—
US\$	美元	262,247	171,487
		<b>5,774,009</b>	5,521,762

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 34. CONVERTIBLE NOTES

On 19 October 2016, CAP issued convertible notes in the aggregate principal amount of HK\$500,000,000 which bear interest at 7.5% per annum ("CN 2021"). The CN 2021 will mature after 5 years from the date of issuance and can be convertible into ordinary shares of CAP at any time between the date of issue of the CN 2021 and their settlement date. The CN 2021 are convertible at a conversion price of HK\$0.4 per share.

The interest amortised for the year ended 31 March 2020 was calculated by applying an effective interest rate of 11.48% to the liability component for the remaining period from the acquisition date of the CAP Group.

As at 31 March 2020, the CN 2021 with the outstanding principal amount of HK\$264,800,000 were outstanding and the maximum number of share to be converted is 662,000,000 shares.

The fair value of CN 2021 at the acquisition date of the CAP had been split into the liability and derivative components and their movements are as follows:

### 34. 可換股票據

於二零一六年十月十九日，中國農產品發行本金總額為500,000,000港元及年利率為7.5%的可換股票據(「二零二一年可換股票據」)。二零二一年可換股票據將於發行日期起五年到期，且可於二零二一年可換股票據發行日期及彼等的結算日期間的任何時間轉換為中國農產品的普通股。二零二一年可換股票據可按每股0.4港元的換股價轉換。

截至二零二零年三月三十一日止年度的攤銷利息乃通過應用自中國農產品集團收購日期起剩餘期間的負債部分的實際利率11.48%計算。

於二零二零年三月三十一日，未償還本金額為264,800,000港元的二零二一年可換股票據尚未贖回，可轉換的最多股份數目為662,000,000股。

二零二一年可換股票據於中國農產品收購日期的公平值已分為負債及衍生部分，彼等之變動如下：

		<b>Liability component</b>	<b>Derivative component</b>	<b>Total</b>
		<b>負債部分</b>	<b>衍生部分</b>	<b>總計</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>	<b>千港元</b>
			<i>(note 27)</i>	
			<i>(附註27)</i>	
At 1 April 2019	於二零一九年四月一日	—	—	—
Acquisition of subsidiaries (Note 41)	收購附屬公司(附註41)	248,415	1,201	249,616
Accretion of interest	利息的增加	1,399	—	1,399
Fair value gain	公平值收益	—	(580)	(580)
At 31 March 2020	於二零二零年 三月三十一日	249,814	621	250,435

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

**35. PROVISION FOR ONEROUS CONTRACTS**

**35. 有償契約撥備**

		<b>Total 總計 HK\$'000 千港元</b>
At 1 April 2018	於二零一八年四月一日	<b>9,663</b>
Provided during the year ended 31 March 2019	截至二零一九年三月三十一日止 年度的撥備	<b>8,950</b>
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	<b>18,613</b>
Effect of adoption of HKFRS 16	採納香港財務報告準則第16號的 影響	<b>(18,613)</b>
At 1 April 2019 (as restated) and 31 March 2020	於二零一九年四月一日(經重列)及 二零二零年三月三十一日	<b>—</b>

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 36. DEFERRED TAX

The components of deferred tax liabilities and assets during the year are as follows:

#### Deferred tax liabilities

### 36. 遞延稅項

年內遞延稅項負債及資產之組成如下：

#### 遞延稅項負債

		Notes 附註	Right-of-use assets 使用權資產 HK\$'000 千港元	Revaluation of properties 物業重估 HK\$'000 千港元	Unrealised fair value gain on financial assets at fair value through other comprehensive income 按公平值計入 其他全面收益 之金融資產 之未變現 公平值收益 HK\$'000 千港元	Depreciation allowance in excess of related depreciation 超出有關折舊 之折舊撥備 HK\$'000 千港元	Fair value adjustments arising from acquisition of subsidiaries 收購附屬公司 產生之 公平值調整 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		—	—	13,498	34,897	27,842	76,237
Disposal of subsidiaries	出售附屬公司	42	—	—	—	(1,256)	—	(1,256)
Included in liabilities directly associated with assets classified as held for sale as at 1 April 2018	計入與於二零一八年四月 一日分類為持作出售之 資產直接相關之負債	29(ii)	—	—	—	897	—	897
Deferred tax charged/(credited) to profit or loss during the year	年內扣自/(計入)損益之 遞延稅項	10	—	—	—	5,220	(10,745)	(5,525)
Deferred tax charged/(credited) to other comprehensive income during the year	年內扣自/(計入)其他全 面收益之遞延稅項		—	—	(3,521)	—	—	(3,521)
At 31 March 2019	於二零一九年 三月三十一日		—	—	9,977	39,758	17,097	66,832
Effect on adoption of HKFRS 16	採納香港財務報告準則第 16號的影響		21,642	—	—	—	—	21,642
At 1 April 2019 (restated)	於二零一九年四月一日 (經重列)		21,642	—	9,977	39,758	17,097	88,474
Disposal of subsidiaries	出售附屬公司	42	—	—	—	(7)	—	(7)
Acquisition of subsidiaries	收購附屬公司	41	—	488,922	—	—	156,887	645,809
Deferred tax charged/(credited) to profit or loss during the year	年內扣自/(計入)損益之 遞延稅項	10	(9,457)	1,025	—	(2,592)	(498)	(11,522)
Deferred tax credited to other comprehensive income during the year	年內計入其他全面收益之 遞延稅項		—	—	(9,977)	—	—	(9,977)
Exchange realignment	匯兌調整		—	(12,371)	—	—	(3,922)	(16,293)
At 31 March 2020	於二零二零年 三月三十一日		12,185	477,576	—	37,159	169,564	696,484

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 36. DEFERRED TAX (continued)

### 36. 遞延稅項(續)

#### Deferred tax assets

#### 遞延稅項資產

		Losses available for offsetting against future taxable profits 可供抵銷未來 應課稅溢利 之虧損	Depreciation in excess of related depreciation allowance 超出有關折舊 撥備之折舊	Provision for onerous contracts 有價契約撥備	Loss allowance for impairment 減值虧損撥備	Total
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	56,976	676	674	268	58,594
Included in assets classified as held for sale as at 1 April 2018	計入於二零一八年 四月一日分類為持作 出售之資產	455	-	-	-	455
Deferred tax credited to profit or loss during the year	年內計入損益之遞延稅 項	4,586	180	1,477	175	6,418
At 31 March 2019	於二零一九年 三月三十一日	62,017	856	2,151	443	65,467
Effect on adoption of HKFRS 16	採納香港財務報告準則 第16號的影響	-	-	(2,151)	-	(2,151)
At 1 April 2019 (restated)	於二零一九年四月一日 (經重列)	62,017	856	-	443	63,316
Deferred tax credited/(charged) to profit or loss during the year	年內扣自/(計入)損益 之遞延稅項	(35,633)	(669)	-	4,587	(31,715)
At 31 March 2020	於二零二零年 三月三十一日	26,384	187	-	5,030	31,601



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 36. DEFERRED TAX (continued)

#### Deferred tax assets (continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net deferred tax assets recognised in the consolidated statement of financial position	4,607	35,313
Net deferred tax liabilities recognised in the consolidated statement of financial position	(669,490)	(36,678)
	<b>(664,883)</b>	<b>(1,365)</b>

The Group has tax losses arising in Hong Kong and Macau of HK\$1,226,202,000 (2019: HK\$1,001,180,000), subject to the agreement of the Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Tax losses of HK\$159,902,000 (2019: HK\$223,345,000) have been recognised as deferred tax assets. Deferred tax assets have not been recognised in respect of the remaining amount of HK\$1,066,300,000 (2019: HK\$777,835,000) as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised. The Group also has unused tax losses arising in the Mainland China of HK\$384,883,000 (2019: HK\$9,464,000) that will expire in one to five years for offsetting against future taxable profits.

### 36. 遞延稅項(續)

#### 遞延稅項資產(續)

就呈報而言，若干遞延稅項資產及負債已於財務狀況表內抵銷。以下為本集團就財務申報目的所作之遞延稅項結餘分析：

本集團在香港及澳門產生稅項虧損1,226,202,000港元(二零一九年：1,001,180,000港元)(取決於稅務局是否同意)，可無限期作抵銷錄得虧損之公司之未來應課稅溢利，其中159,902,000港元(二零一九年：223,345,000港元)之稅項虧損已確認為遞延稅項資產。本集團並無就餘下金額1,066,300,000港元(二零一九年：777,835,000港元)確認遞延稅項資產入賬，因該等虧損乃從一段時間錄得虧損之附屬公司產生，且被認為不可能有應課稅溢利用作抵銷稅項虧損。本集團於中國內地產生的未動用稅項虧損為384,883,000港元(二零一九年：9,464,000港元)，其將於一至五年內到期作抵銷未來應課稅溢利。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 36. DEFERRED TAX (continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the Mainland China. The requirement is effective from 1 January 2008 and applied to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable to withholding taxes on dividends distributed by its joint venture established in the Mainland China in respect of earnings generated from 1 January 2008. In the opinion of the directors of the Company, the withholding taxes have no material impact on the Group.

As at 31 March 2020, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in these subsidiaries in Mainland China for which deferred tax liabilities have not been recognised amounted to HK\$324,403,000 as at 31 March 2020 (2019: HK\$722,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

#### 36. 遞延稅項(續)

根據中國企業所得稅法，凡於中國內地成立之外資企業向海外投資者宣派股息，均須繳交10%預扣所得稅。該規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之盈利。倘中國與海外投資者所屬司法權區訂有稅務條約，則可採用較低預扣所得稅率。就本集團而言，適用稅率為5%或10%。因此，本集團須就其於中國內地成立之合營企業自二零零八年一月一日起產生之盈利而派發之股息繳交預扣所得稅。本公司董事認為，預扣稅對本集團並無重大影響。

於二零二零年三月三十一日，概無就本集團於中國內地成立的附屬公司須繳納預扣稅的未匯出盈利應付的預扣稅而確認遞延稅項。董事認為，該等附屬公司在可預見未來不大可能會分派該等盈利。於二零二零年三月三十一日，與於中國內地附屬公司的投資有關的暫時性差額總額324,403,000港元(二零一九年：722,000港元)尚未確認作遞延稅項負債。

本公司向其股東派付之股息毋須繳納所得稅。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 37. SHARE CAPITAL

### 37. 股本

#### Shares

#### 股份

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Authorised:	法定：		
40,000,000,000 ordinary shares of HK\$0.01 each	40,000,000,000股每股面值0.01港元之普通股	400,000	400,000
Issued and fully paid:	已發行及繳足：		
17,397,520,047 (2019: 17,867,520,047) ordinary shares of HK\$0.01 each	17,397,520,047股(二零一九年：17,867,520,047股)每股面值0.01港元之普通股	173,975	178,675

A summary of movements in the Company's share capital is as follows:

本公司之股本變動概要載列如下：

		Number of shares in issue 已發行 股份數目 '000 千股	Issued capital 已發行 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Total 總額 HK\$'000 千港元
	Notes 附註				
At 1 April 2018	於二零一八年四月一日	18,928,520	189,285	1,394,125	1,583,410
Cancellation of shares repurchased	註銷購回股份	(a) (1,061,000)	(10,610)	(89,649)	(100,259)
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	17,867,520	178,675	1,304,476	1,483,151
Cancellation of shares repurchased	註銷購回股份	(b) (470,000)	(4,700)	(43,525)	(48,225)
At 31 March 2020	於二零二零年三月三十一日	17,397,520	173,975	1,260,951	1,434,926

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 37. SHARE CAPITAL (continued)

Notes:

- (a) The Company purchased 1,061,000,000 of its shares on the Hong Kong Stock Exchange at a total consideration of HK\$99,898,000 (and incurred transaction costs of HK\$361,000). The purchased shares were cancelled during the year ended 31 March 2019.

Details of the shares repurchased by the Company during the year ended 31 March 2019 are summarised below:

Month of repurchase 購回月份	Number of shares repurchased 購回股份數目 '000 千股	Highest price per share 每股最高價 HK\$ 港元	Lowest price per share 每股最低價 HK\$ 港元	Aggregate price 總價 HK\$'000 千港元
December 2018 二零一八年十二月	608,000	0.097	0.088	56,518
January 2019 二零一九年一月	453,000	0.102	0.094	43,380
	1,061,000			99,898

### 37. 股本(續)

附註：

- (a) 本公司於香港聯交所購買1,061,000,000股其股份，總代價99,898,000港元(及產生交易成本361,000港元)。購買的股份於截至二零一九年三月三十一日止年度註銷。

本公司截至二零一九年三月三十一日止年度購回之股份詳情概述如下：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 37. SHARE CAPITAL (continued)

Notes: (continued)

- (b) The Company purchased 470,000,000 of its shares on the Hong Kong Stock Exchange at a total consideration of HK\$48,051,000 (and incurred transaction costs of HK\$174,000). The purchased shares were cancelled during the year ended 31 March 2020.

Details of the shares repurchased by the Company during the year ended 31 March 2020 are summarised below:

Month of repurchase 購回月份	Number of shares repurchased 購回股份數目 '000 千股	Highest price per share 每股最高價 HK\$ 港元	Lowest price per share 每股最低價 HK\$ 港元	Aggregate price 總價 HK\$'000 千港元
July 2019	315,000	0.105	0.098	31,660
August 2019	155,000	0.108	0.101	16,391
	<b>470,000</b>			<b>48,051</b>

- (c) Further details of the Company's shares held by a subsidiary of the Group are included in note 39(c) to the financial statements.

### 37. 股本(續)

附註：(續)

- (b) 本公司於香港聯交所購買470,000,000股其股份，總代價48,051,000港元(及產生交易成本174,000港元)。購買的股份於截至二零二零年三月三十一日止年度註銷。

本公司截至二零二零年三月三十一日止年度購回之股份詳情概述如下：

- (c) 有關本集團一間附屬公司持有之本公司股份之更多詳情載於財務報表附註39(c)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 38. SHARE OPTION SCHEME

##### The Company's share option scheme

On 2 May 2012, the share option scheme adopted by the Company on 3 May 2002 (the "2002 Scheme") expired and a new share option scheme (the "2012 Scheme") was adopted by the shareholders of the Company on 21 August 2012. As a result, the Company can no longer grant any further options under the 2002 Scheme. However, all options granted prior to the termination of the 2002 Scheme will remain in full force and effect. During the year ended 31 March 2020, no share option was granted, exercised, lapsed or cancelled under both the 2002 Scheme and the 2012 Scheme.

Under the 2012 Scheme, share options may be granted to any director or proposed director (whether executive or non-executive, including independent non-executive director), employee or proposed employee (whether full-time or part-time), secondees, any holder of securities issued by any member of the Group, any person or entity that provides research, development or other technology support or advisory, consultancy, professional or other services to any member of the Group or any substantial shareholder or company controlled by a substantial shareholder, or any company controlled by one or more persons belonging to any of the above classes of participants. The 2012 Scheme became effective on 21 August 2012 and, unless otherwise terminated earlier by shareholders in a general meeting, will remain in force for a period of 10 years from that date.

##### Purpose

The purpose of the 2012 Scheme is to provide incentives and rewards to eligible participants who contribute to the success of the Group's operations.

#### 38. 購股權計劃

##### 本公司購股權計劃

於二零一二年五月二日，本公司於二零零二年五月三日採納之購股權計劃(「二零零二年計劃」)屆滿，而本公司股東於二零一二年八月二十一日採納一項新購股權計劃(「二零一二年計劃」)。因此，本公司不再可按二零零二年計劃進一步授出任何購股權。然而，所有於二零零二年計劃終止前授出之購股權將仍然完全有效及生效。截至二零二零年三月三十一日止年度，概無購股權按二零零二年計劃及二零一二年計劃授出、行使、失效或取消。

根據二零一二年計劃，購股權可授予任何董事或候任董事(不論執行董事或非執行董事，包括獨立非執行董事)、僱員或擬聘請之僱員(不論是全職或兼職)、借調員工、任何本集團成員公司所發行證券之持有人、向本集團任何成員公司提供研究、開發或其他科技支援或顧問、諮詢、專業或其他服務之任何人士或實體，或本集團之主要股東或由主要股東控制之公司，或由任何一位或多位上述類別參與者控制之公司。二零一二年計劃已於二零一二年八月二十一日生效，除非股東於股東大會上另行提前終止，否則由該日期起計十年內有效。

##### 目的

二零一二年計劃旨在向對本集團業務之成功作出貢獻之合資格參與者給予獎勵及回報。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### The Company's share option scheme (continued)

##### Maximum number of shares available for subscription

Pursuant to the 2012 Scheme, the maximum number of share options that may be granted under the 2012 Scheme and any other share option schemes of the Company is an amount, upon their exercise, not in aggregate exceeding 30% of the issued share capital of the Company from time to time, excluding any shares issued on the exercise of share options. The total number of shares which may be issued upon exercise of all options to be granted under the 2012 Scheme and any other schemes shall not in aggregate exceed 10% of the number of shares in issue, as at the date of approval of the 2012 Scheme limit or as refreshed from time to time.

##### Maximum entitlement of each participant

The maximum number of shares issuable under share options to each eligible participant (except for a substantial shareholder or an independent non-executive director or any of their respective associate) under the 2012 Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of such limit must be separately approved by shareholders with such eligible participant and his associates abstaining from voting.

### 38. 購股權計劃(續)

#### 本公司購股權計劃(續)

##### 可供認購之最高股份數目

根據二零一二年計劃，按二零一二年計劃及任何其他本公司購股權計劃可予授出之股份在被行使時之最高數目總數，不得超過本公司不時已發行股本之30%，但不包括行使購股權而發行之任何股份。根據二零一二年計劃及任何其他計劃將授出之所有購股權獲行使後可能發行之股份總數合共不得超過批准二零一二年計劃限額之日或不時更新已發行股份數目之10%。

##### 每名參與者可獲授權益上限

根據二零一二年計劃，於任何12個月內根據行使購股權可向每名合資格參與者(除主要股東或獨立非執行董事或任何彼等各自之聯繫人外)發行之最多股份數目，不得超過本公司任何時候之已發行股份之1%。額外授出任何超過該數目之購股權時，必須獲股東另行批准，而該名合資格參與者及其聯繫人須棄權投票。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 38. SHARE OPTION SCHEME (continued)

##### The Company's share option scheme (continued)

##### Maximum entitlement of each participant (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the independent non-executive directors (excluding any independent non-executive director who is the grantee of the option). Where any grant of share options to a substantial shareholder or an independent non-executive director (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of share options already granted and to be granted to such person under the 2012 Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares in issue, and having an aggregate value, based on the closing price of the Company's shares at each date of grant, in excess of HK\$5 million, such further grant of share options is required to be approved by shareholders in a general meeting in accordance with the Listing Rules. Any change in the terms of a share option granted to a substantial shareholder or an independent non-executive director (or any of their respective associates) is also required to be approved by shareholders.

#### 38. 購股權計劃(續)

##### 本公司購股權計劃(續)

##### 每名參與者可獲授權益上限(續)

向本公司一名董事、行政總裁或主要股東(或任何彼等各自之聯繫人)授出購股權時，必須先獲獨立非執行董事(不包括身為購股權承授人之獨立非執行董事)批准。倘向主要股東或獨立非執行董事(或彼等各自之聯繫人)授出購股權時，會導致根據二零一二年計劃或本公司任何其他購股權計劃向該名人士已授出或將授出購股權(包括已行使、已註銷及未行使之購股權)獲行使時已發行及將發行之股份總數在任何12個月內直至及包括授出日期相等於合共超過已發行股份之0.1%；及按本公司股份於各授出日期之收市價計算總值超過5,000,000港元，則該額外授出之購股權，須根據上市規則，先獲得股東在股東大會上批准。任何已向主要股東或獨立非執行董事(或彼等各自之聯繫人)授出之購股權之條款之變更，亦須獲得股東批准。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### The Company's share option scheme (continued)

##### Basis of determining the exercise price

The option price per share payable on the exercise of an option is determined by the directors, provided that it shall be at least the higher of:

- (i) the closing price of the shares as stated in the daily quotation sheet issued by the Hong Kong Stock Exchange at the date of offer of grant (which is deemed to be the date of grant if the offer for the grant of a share option is accepted by the eligible person), which must be a business day; and
- (ii) the average of the closing prices of the shares as stated in the daily quotation sheets issued by the Hong Kong Stock Exchange for the five business days immediately preceding the date of offer of grant, provided that the option price per share shall in no event be less than the nominal amount of one share.

An offer for the grant of share options must be accepted within 30 days from the date on which such offer was made. The amount payable by the grantee of a share option to the Company on acceptance of the offer of the grant is HK\$1.00.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

As at 31 March 2020 and 2019, there were no share options outstanding.

### 38. 購股權計劃(續)

#### 本公司購股權計劃(續)

##### 釐定行使價之基礎

行使購股權時應付之每股股份之購股權價由董事決定，惟將須至少為下列兩者中之較高者：

- (i) 購股權授出日期(必須為營業日)載於香港聯交所刊發之日報表之股份收市價(若合資格參與者接受授出之購股權，則該日被視作購股權授出日期)；及
- (ii) 購股權授出日期前五個營業日載於香港聯交所發出之日報表之股份平均收市價，惟每股股份之購股權價在任何情況下不可低於一股股份之面值。

購股權獲授人必須於授出購股權日期起三十天內接納。購股權獲授人於接納購股權時，須向本公司繳付1.00港元。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

於二零二零年及二零一九年三月三十一日概無尚未行使之購股權。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### WOP Share Option Scheme

WOP operates a share option scheme (the “WOP Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of WOP and its subsidiaries (collectively referred to as the “WOP Group”). Share options may be granted to any WOP’s director or proposed director (whether executive or non-executive, including independent non-executive director), employee or proposed employee (whether full-time or part-time), secondees, any holder of securities issued by any member of the WOP Group, any person or entity that provides research, development or other technology support or advisory, consultancy, professional or other services to any member of the WOP Group or any substantial shareholder or company controlled by a substantial shareholder, or any company controlled by one or more persons belonging to any of the above classes of participants. The WOP Share Option Scheme became effective on 9 August 2016 and, unless otherwise terminated earlier by shareholders in a general meeting, will remain in force for a period of 10 years from that date.

#### Purpose

The purpose of the WOP Share Option Scheme is to provide incentives and rewards to eligible participants who contribute to the success of the WOP Group’s operations.

#### Maximum number of shares available for subscription

Pursuant to the WOP Share Option Scheme, the maximum number of share options that may be granted under the WOP Share Option Scheme and any other share option schemes of WOP is an amount, upon their exercise, not in aggregate exceeding 30% of the issued share capital of WOP from time to time, excluding any shares issued on the exercise of share options. The total number of shares which may be issued upon exercise of all options to be granted under the WOP Share Option Scheme and any other schemes shall not in aggregate exceed 10% of the number of shares in issue, as at the date of approval of the WOP Share Option Scheme limit or as refreshed from time to time.

### 38. 購股權計劃(續)

#### 宏安地產購股權計劃

宏安地產設有購股權計劃(「宏安地產購股權計劃」)，以向宏安地產及其附屬公司(統稱為「宏安地產集團」)之成功作出貢獻之合資格人士提供激勵及獎勵。購股權可授予任何宏安地產的董事或候任董事(不論執行或非執行董事(包括獨立非執行董事))、僱員或擬聘請僱員(不論為全職或兼職)、借調員工、任何宏安地產集團成員公司所發行證券之持有人、向宏安地產集團任何成員公司提供研究、開發或其他科技支援或顧問、諮詢、專業或其他服務之任何人士或實體，或宏安地產集團之主要股東或由主要股東控制之公司，或由任何一位或多位上述類別參與者控制之公司。宏安地產購股權計劃自二零一六年八月九日生效，除非股東於股東大會提早終止，否則將自該日起十年內有效。

#### 目的

宏安地產購股權計劃旨在向對宏安地產集團業務之成功作出貢獻之合資格參與者給予獎勵及回報。

#### 可供認購之最高股份數目

根據宏安地產購股權計劃，按宏安地產購股權計劃及任何其他宏安地產購股權計劃可予授出之股份在被行使時之最高數目總數，不得超過宏安地產不時已發行股本之30%，但不包括行使購股權而發行之任何股份。根據宏安地產購股權計劃及任何其他計劃將授出之所有購股權獲行使後可能發行之股份總數合共不得超過批准宏安地產購股權計劃限額之日或不時更新已發行股份數目之10%。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### WOP Share Option Scheme (continued)

##### Maximum entitlement of each participant

The maximum number of shares issuable under share options to each eligible participant (except for a substantial shareholder or an independent non-executive director or any of their respective associates) under the WOP Share Option Scheme within any 12-month period is limited to 1% of the shares of WOP in issue at any time. Any further grant of share options in excess of such limit must be separately approved by shareholders with such eligible participant and his associates abstaining from voting.

Share options granted to a director, chief executive or substantial shareholder of WOP (or any of their respective associates) must be approved by the independent non-executive directors of WOP (excluding any independent non-executive director who is the grantee of the option). Where any grant of share options to a substantial shareholder or an independent non-executive director (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of share options already granted and to be granted to such person under the WOP Share Option Scheme and any other share option schemes of WOP (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares in issue, and having an aggregate value, based on the closing price of WOP's shares at each date of grant, in excess of HK\$5 million, such further grant of share options is required to be approved by shareholders in a general meeting in accordance with the Listing Rules. Any change in the terms of a share option granted to a substantial shareholder or an independent non-executive director (or any of their respective associate) is also required to be approved by shareholders.

### 38. 購股權計劃(續)

#### 宏安地產購股權計劃(續)

##### 每名參與者可獲授權益上限

根據宏安地產購股權計劃，於任何12個月內根據行使購股權可向每名合資格參與者(除主要股東或獨立非執行董事或任何彼等各自之聯繫人外)發行之最多股份數目，不得超過宏安地產任何時候之已發行股份之1%。額外授出任何超過該數目之購股權時，必須獲股東另行批准，而該名合資格參與者及其聯繫人須棄權投票。

向宏安地產一名董事、行政總裁或主要股東(或任何彼等各自之聯繫人)授出購股權時，必須先獲宏安地產獨立非執行董事(不包括身為購股權承授人之獨立非執行董事)批准。倘向主要股東或獨立非執行董事(或彼等各自之聯繫人)授出購股權時，會導致根據宏安地產購股權計劃或宏安地產任何其他購股權計劃向該名人士已授出或將授出購股權(包括已行使、已註銷及未行使之購股權)獲行使時已發行及將發行之股份總數在任何12個月內直至及包括授出日期相等於合共超過已發行股份之0.1%；及按宏安地產股份於各授出日期之收市價計算總值超過5,000,000港元，則該額外授出之購股權，須根據上市規則，先獲得股東在股東大會上批准。任何已向主要股東或獨立非執行董事(或彼等各自之聯繫人)授出之購股權之條款之變更，亦須獲得股東批准。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### WOP Share Option Scheme (continued)

##### Basis of determining the exercise price

The option price per share payable on the exercise of an option is determined by the directors, provided that it shall be at least the higher of:

- (i) the closing price of the shares as stated in the daily quotation sheet issued by the Hong Kong Stock Exchange at the date of offer of grant (which is deemed to be the date of grant if the offer for the grant of a share option is accepted by the eligible person), which must be a business day; and
- (ii) the average closing price of the shares as stated in the daily quotation sheets issued by the Hong Kong Stock Exchange for the five business days immediately preceding the date of offer of grant, provided that the option price per share shall in no event be less than the nominal amount of one share.

An offer for the grant of share options must be accepted within 30 days from the date on which such offer was made. The amount payable by the grantee of a share option to WOP on acceptance of the offer of the grant is HK\$1.00.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No share option has been granted since the adoption of the WOP Share Option Scheme.

### 38. 購股權計劃(續)

#### 宏安地產購股權計劃(續)

##### 釐定行使價之基礎

行使購股權時應付之每股股份之購股權價由董事決定，惟將須至少為下列兩者中之較高者：

- (i) 購股權授出日期(必須為營業日)載於香港聯交所刊發之日報表之股份收市價(若合資格參與者接受授出之購股權，則該日被視作購股權授出日期)；及
- (ii) 購股權授出日期前五個營業日載於香港聯交所發出之日報表之股份平均收市價，惟每股股份之購股權價在任何情況下不可低於一股股份之面值。

購股權獲授人必須於授出購股權日期起三十天內接納。購股權獲授人於接納購股權時，須向宏安地產繳付1.00港元。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

自採納宏安地產購股權計劃以來，並無授出購股權。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### WYTH Share Option Schemes

The share option scheme adopted by WYTH on 18 September 2003 (the “WYTH 2003 Share Option Scheme”) was terminated with the approval by the shareholders of WYTH at the annual general meeting held on 22 August 2013 and a new share option scheme (the “WYTH 2013 Share Option Scheme”) was approved to be adopted by the shareholders of WYTH on 22 August 2013. The WYTH 2013 Share Option Scheme will remain in force for a period of 10 years from that day, unless otherwise terminated earlier by shareholders in a general meeting. As a result, WYTH can no longer grant any further options under the WYTH 2003 Share Option Scheme.

Upon the termination of the WYTH 2003 Share Option Scheme, no share options were granted thereunder but the subsisting share options granted prior to the termination will continue to be valid and exercisable during the prescribed exercise period in accordance with the terms of the WYTH 2003 Share Option Scheme. The WYTH 2003 Share Option Scheme and WYTH 2013 Share Option Scheme are collectively known as the “WYTH Share Option Schemes”.

The WYTH Share Option Schemes are for the primary purpose of providing incentives to selected eligible persons as incentives or rewards for their contribution or potential contribution to WYTH and its subsidiaries (collectively, the “WYTH Group”).

Pursuant to the WYTH Share Option Schemes, the board of directors of WYTH may grant options to directors and eligible employees of WYTH to subscribe for shares in WYTH at a consideration equal to the higher of the closing price of the shares of WYTH on the Hong Kong Stock Exchange at the date of offer of grant and the average closing price of the shares of WYTH on the Hong Kong Stock Exchange for the five trading days immediately preceding the date of grant of the options.

### 38. 購股權計劃(續)

#### 位元堂控股購股權計劃

位元堂控股於二零零三年九月十八日採納的購股權計劃(「位元堂控股二零零三年購股權計劃」)，已於二零一三年八月二十二日舉行的股東週年大會上經股東批准後終止，而位元堂控股股東於二零一三年八月二十二日通過採納新購股權計劃(「位元堂控股二零一三年購股權計劃」)。位元堂控股二零一三年購股權計劃將自該日起十年內有效，除非股東於股東大會提早終止。因此，位元堂控股不再按位元堂控股二零零三年購股權計劃進一步授出任何購股權。

終止位元堂控股二零零三年購股權計劃後，不再根據該計劃授出購股權，但在終止前已授出並存續的購股權可根據二零零三年購股權計劃的條款，於指定的行使期間內繼續有效並可予以行使。位元堂控股二零零三年購股權計劃及位元堂控股二零一三年購股權計劃統稱為「位元堂控股購股權計劃」。

設立位元堂控股購股權計劃的主要目的乃向經甄選合資格參與者提供獎勵，作為彼等對位元堂控股及其附屬公司(統稱為「位元堂控股集團」)所作貢獻或潛在貢獻的獎勵或回報。

根據位元堂控股購股權計劃，位元堂控股董事會可向位元堂控股的董事及合資格僱員授出可認購位元堂控股股份的購股權，代價相等於授出購股權當日位元堂控股股份於香港聯交所的收市價，或緊接授出購股權當日前五個交易日位元堂控股股份於香港聯交所的平均收市價(以較高者為準)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 38. SHARE OPTION SCHEME (continued)

##### WYTH Share Option Schemes (continued)

Options granted must be taken up within 30 days from the date of grant, upon payment of HK\$1. Options may be exercised at any time from the date of grant of the share options up to the tenth anniversary of the date of grant as determined by the directors at their discretion.

The maximum number of shares of WYTH in respect of which options may be granted, when aggregated with any other share option scheme of WYTH, shall not exceed 30% of the issued share capital of WYTH from time to time excluding any shares issued upon the exercise of options granted pursuant to the WYTH 2013 Share Option Scheme. Notwithstanding the foregoing, the shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the WYTH 2013 Share Option Scheme shall not exceed 10% of the shares in issue as at the date of approval of the WYTH 2013 Share Option Scheme.

The total number of shares in respect of which options may be granted to an eligible person under the WYTH 2013 Share Option Scheme is not permitted to exceed 1% of the aggregate number of shares for the time being issued and issuable under the WYTH 2013 Share Option Scheme.

No share option has been granted since the adoption of the WYTH 2013 Share Option Scheme as at 31 March 2020 and 2019.

#### 38. 購股權計劃(續)

##### 位元堂控股購股權計劃(續)

授出的購股權須於授出日起計30日內接納，於接納時須繳付1港元。購股權可自授出日期起至授出日期滿十週年止期間，由董事全權決定隨時行使。

位元堂控股授出購股權涉及之位元堂控股股份，連同位元堂控股任何其他購股權計劃可授出的購股權所涉及的股份數目上限，不可超過位元堂控股不時已發行股本的30% (不包括因行使根據位元堂控股二零一三年購股權計劃授出的購股權而發行的任何股份)。儘管以上所述，因行使根據位元堂控股二零一三年購股權計劃已授出但當尚未行使的購股權而可予發行的股份，不得超過位元堂控股二零一三年購股權計劃獲批准當日已發行股份的10%。

根據位元堂控股二零一三年購股權計劃，向合資格人士可能授予購股權獲行使而發行的股份總數，不得超過位元堂控股二零一三年購股權計劃下不時已發行及可予發行的股份總數的1%。

於二零二零年及二零一九年三月三十一日，自採納位元堂控股二零一三年購股權計劃以來，並無授出購股權。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### WYTH Share Option Schemes (continued)

The following share options were outstanding under the WYTH 2003 Share Option Scheme during the year:

		2020 二零二零年		2019 二零一九年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 港元每股	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 港元每股	Number of options 購股權數目 '000 千份
At beginning of year	於年初	7.420	17	14.226	39
Forfeited during the year	於年內沒收	7.420	(1)	7.420	(2)
Expired during the year	於年內屆滿		—	20.693	(20)
At end of year	於年終	7.420	16	7.420	17

There were no share options granted or exercised for the years ended 31 March 2020 and 2019.

There was no share-based payment recognised during the years ended 31 March 2020 and 2019.

### 38. 購股權計劃(續)

#### 位元堂控股購股權計劃(續)

以下為於年內根據位元堂控股二零二零年購股權計劃尚未行使的購股權：

截至二零二零年及二零一九年三月三十一日止年度，概無授出或行使購股權。

截至二零二零年及二零一九年三月三十一日止年度，並無確認股份付款。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### WYTH Share Option Schemes (continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2020

Number of options 購股權數目 '000 千份	Exercise price* 行使價* HK\$ per share 港元每股	Exercise period* 行使期間*
16	7.420	12.5.2011 to 11.5.2020 二零一一年五月十二日至 二零二零年五月十一日

2019

Number of options 購股權數目 '000 千份	Exercise price* 行使價* HK\$ per share 港元每股	Exercise period* 行使期間*
17	7.420	12.5.2011 to 11.5.2020 二零一一年五月十二日至 二零二零年五月十一日

\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

### 38. 購股權計劃(續)

#### 位元堂控股購股權計劃(續)

以下為於報告期末，尚未行使購股權的行使價及行使期間：

二零二零年

二零一九年

\* 購股權的行使價會因權利或發行紅股，或本公司股本中其他類似的變動而予以調整。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 38. SHARE OPTION SCHEME (continued)

##### WYTH Share Option Schemes (continued)

The options granted vested as follows:

On the 1st anniversary of the date of grant  
授出日期後的第1週年

On the 2nd anniversary of the date of grant  
授出日期後的第2週年

On the 3rd anniversary of the date of grant  
授出日期後的第3週年

At the end of the reporting period, the Company had 16,537 (2019: 17,238) share options outstanding under the WYTH 2003 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 16,537 (2019:17,238) additional ordinary shares of the Company and additional share capital of HK\$165 (2019: HK\$172) and share premium of HK\$123,000 (2019: HK\$128,000) (before issue expenses).

At the date of approval of these financial statements, no share options were outstanding under the WYTH 2003 Scheme and WYTH 2013 Scheme.

#### 38. 購股權計劃(續)

##### 位元堂控股購股權計劃(續)

以下為已授出的購股權的歸屬情況：

30% vested
30%已經歸屬
Further 30% vested
額外的30%已經歸屬
Remaining 40% vested
餘下的40%已經歸屬

於報告期末，本公司在位元堂控股二零二零三年計劃下有16,537份(二零一九年：17,238份)尚未行使的購股權。根據本公司現時的資本架構，悉數行使尚未行使的購股權，會引致本公司額外發行16,537股(二零一九年：17,238股)的普通股，股本將額外增加165港元(二零一九年：172港元)，而股份溢價將額外增加123,000港元(二零一九年：128,000港元)(扣除發行費用前)。

於通過該等財務報表日期，位元堂控股二零二零三年計劃及位元堂控股二零一三年計劃項下概無購股權未行使。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### CAP Share Option Scheme

The share option scheme was adopted by CAP on 3 May 2012 (the “CAP 2012 Scheme”) whereby the directors of CAP are authorised, at their discretion, to invite selected eligible persons (the “Participants”) to take up options for their contribution to the CAP Group. The CAP 2012 Scheme will remain in force for 10 years. Under the CAP 2012 Scheme, the board of directors of CAP may grant options to the Participants to subscribe for shares in CAP for a consideration of HK\$1 for each lot of share options granted. The exercise price is to be determined by the board of director of CAP and shall not be less than the highest of:

- (a) the official closing price of the shares as stated in the daily quotations sheets of the Stock Exchange on the offer date which must be a business day (and for this purpose, shall be taken to be the date of the board of director meeting at which the board of director of CAP proposes to grant the options);
- (b) the average of the official closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the offer date; and
- (c) the nominal value of a share.

### 38. 購股權計劃(續)

#### 中國農產品購股權計劃

根據中國農產品於二零一二年五月三日採納之購股權計劃(「中國農產品二零一二年計劃」)，中國農產品董事獲授權可酌情邀請所挑選合資格人士(「參與者」)就彼等對中國農產品集團之貢獻而接納購股權。中國農產品二零一二年計劃將維持十年有效。根據中國農產品二零一二年計劃，中國農產品董事會可向參與者授出購股權，每手獲授予認購中國農產品股份之購股權之代價為1港元。行使價將由中國農產品董事會釐定，並不得低於以下各項之最高者：

- (a) 股份於購股權授出當日(須為營業日，且就此而言，須作為中國農產品董事會建議授出購股權之董事會會議當日)在聯交所每日報價表所列之正式收市價；
- (b) 股份於緊接授出購股權當日前五個營業日在聯交所每日報價表所列之正式收市價平均數；及
- (c) 股份面值。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 38. SHARE OPTION SCHEME (continued)

##### CAP Share Option Scheme (continued)

Pursuant to the CAP 2012 Scheme, the maximum number of shares in CAP in respect of which options may be granted when aggregated with any other share option scheme of CAP is not permitted to exceed 995,306,782 shares, representing 10% of the issued share capital of CAP as at the date of this report. Subject to the issue of a circular and the approval of the Shareholders of CAP in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the board of director of CAP may refresh the limit at any time to 10% of the total number of shares in issue as at the date of approval by the shareholders of CAP in general meeting. Notwithstanding the foregoing, the shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the CAP 2012 Scheme and any other share option schemes of CAP at any time shall not exceed 30% of the shares in issue from time to time.

The number of shares in respect of which options may be granted to the Participants in any 12-month period up to and including the date of grant shall not exceed 1% of the total number of shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the approval of the shareholders in general meeting. The participant and his associates (as defined in the Listing Rules) are abstained from voting and/or other requirements prescribed under the Listing Rules from time to time. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the CAP's share capital or with a value in excess of HK\$5,000,000 must be approved in advance by CAP's shareholders.

#### 38. 購股權計劃(續)

##### 中國農產品購股權計劃(續)

根據中國農產品二零一二年計劃，連同中國農產品任何其他購股權計劃可授出之購股權所涉及之中國農產品股份最高數目不得超過995,306,782股，即中國農產品於本報告日期已發行股本之10%。根據刊發通函、中國農產品股東於股東大會上批准及／或上市規則不時訂明之其他規定，中國農產品董事會可隨時將限額重新釐定為於中國農產品股東於股東大會上批准當日已發行股份總數之10%。儘管有上述規定，因行使中國農產品二零一二年計劃及中國農產品任何其他購股權計劃所有已授出但未行使之購股權而可予發行之股份，於任何時候均不得超過不時已發行股份之30%。

倘於授出日期(包括該日)前任何12個月期間內，有關可能向參與者授出之購股權之股份數目不得超出授出日期已發行股份總數之1%。進一步授出超過該1%限額之購股權，須待股東於股東大會上批准(參與者及其聯繫人士(定義見上市規則)須放棄投票)及／或遵守上市規則不時訂明之其他規定。倘授予主要股東或獨立非執行董事之購股權超過中國農產品股本之0.1%，或其價值超過5,000,000港元，則須經中國農產品股東事先批准。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 38. SHARE OPTION SCHEME (continued)

#### CAP Share Option Scheme (continued)

There is no specific requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose as its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than ten years from the date of grant.

No options have been granted, exercised, cancelled or lapsed under the CAP 2012 Scheme during the year ended 31 March 2020.

### 39. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 165 to 166 of the financial statements.

#### (a) Contributed surplus

The contributed surplus of the Company originally derived from the difference between the nominal value of the share capital and share premium of the subsidiaries acquired pursuant to the Group's reorganisation on 6 February 1995 and the par value of the Company's shares issued in exchange therefor. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to shareholders under certain circumstances.

### 38. 購股權計劃(續)

#### 中國農產品購股權計劃(續)

概無明文規定購股權須持有任何最短期限方可行使，惟董事會有權酌情於授出任何個別購股權時施加任何最短期限。董事會可全權酌情釐定可行使購股權之期間，惟購股權概不可於授出日期起計十年以後行使。

截至二零二零年三月三十一日止年度，中國農產品二零一二年計劃項下並無任何購股權被授出、行使、註銷或失效。

### 39. 儲備

有關本集團於本年度及過往年度之儲備及其變動已呈列於財務報表第165至166頁之綜合權益變動表內。

#### (a) 實繳盈餘

本公司之實繳盈餘乃本公司於一九九五年二月六日根據本集團重組而購入附屬公司之股本面值及股份溢價與因換購而發行之本公司已發行股本面值兩者間之差額而衍生。根據百慕達一九八一年公司法(修訂本)，實繳盈餘可在若干情況下分派予股東。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 39. RESERVES (continued)

#### (b) Share option reserve

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire after the vesting period.

#### (c) Treasury shares

A subsidiary of the Group holds certain listed shares of the Company. These shares are treated as treasury shares and accounted for as a deduction from equity holders' equity. Gains and losses on sale or redemption of the treasury shares are credited or charged to equity. The total number of treasury shares as at 31 March 2020 was approximately 423,000,000 (31 March 2019: 423,000,000).

#### (d) Capital reserve

Capital reserve represents the difference between the amounts of net consideration and the carrying values of non-controlling interests acquired or disposed of.

### 39. 儲備(續)

#### (b) 購股權儲備

購股權儲備包括所授出而尚未行使之購股權公平值，進一步闡釋於財務報表附註2.4以股份付款之會計政策。該款項將於相關購股權行使時轉撥至股份溢價賬，或倘相關購股權於歸屬期後屆滿，則轉撥至保留溢利。

#### (c) 庫存股份

本集團附屬公司持有若干本公司上市股份。該等股份被視作庫存股份及入賬為自股權持有人的股權中扣減。銷售或贖回庫存股份的收益及虧損計入股權或自股權扣除。於二零二零年三月三十一日，庫存股份總數約為423,000,000股(二零一九年三月三十一日：423,000,000股)。

#### (d) 資本儲備

資本儲備指所收購或出售的非控股權益代價淨值及賬面值之間的差額。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 40. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

#### 40. 擁有重大非控股權益之部分擁有附屬公司

擁有重大非控股權益之本集團附屬公司詳情載列如下：

		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Percentage of equity interest held by non-controlling interests:	非控股權益持有之股權百分比：		
WOP	宏安地產	<b>25%</b>	25%
WYTH	位元堂控股	<b>41.92%</b>	41.92%
		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Profit for the year allocated to non-controlling interests:	非控股權益獲分配之年內溢利：		
WOP	宏安地產	<b>128,575</b>	455,017
WYTH	位元堂控股	<b>35,322</b>	31,524
		<b>2020</b> <b>二零二零年</b> <b>HK\$'000</b> <b>千港元</b>	2019 二零一九年 HK\$'000 千港元
Accumulated balances of non-controlling interests at the reporting date:	非控股權益於報告日期之累計結餘：		
WOP	宏安地產	<b>1,211,790</b>	1,144,570
WYTH	位元堂控股	<b>1,966,822</b>	979,009

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 40. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

#### 40. 擁有重大非控股權益之部分擁有附屬公司(續)

下表展示上述附屬公司之財務資料概要。所披露金額未扣除任何集團內公司間對銷：

		WOP 宏安地產 HK\$'000 千港元	WYTH 位元堂控股 HK\$'000 千港元
<b>2020</b>	<b>二零二零年</b>		
Revenue	收益	2,372,090	620,741
Profit for the year	年內溢利	471,878	93,417
Other comprehensive income/(loss) for the year	年內其他全面收益/(虧損)	4,618	(243,300)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	476,496	(149,883)
Current assets	流動資產	3,844,290	3,095,747
Non-current assets	非流動資產	4,894,119	4,634,436
Current liabilities	流動負債	1,539,557	2,515,775
Non-current liabilities	非流動負債	2,482,940	1,863,134
Net cash flows used in operating activities	經營活動所用現金流淨額	(239,605)	(30,027)
Net cash flows from investing activities	投資活動所得現金流淨額	86,827	424,483
Net cash flows used in financing activities	融資活動所用現金流淨額	(872,508)	(83,367)
Net increase/(decrease) in cash and cash equivalents	現金及現金等同項目增加/(減少)淨額	(1,025,286)	311,089

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 40. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

#### 40. 擁有重大非控股權益之部分擁有附屬公司(續)

		WOP 宏安地產 HK\$'000 千港元	WYTH 位元堂控股 HK\$'000 千港元
2019	二零一九年		
Revenue	收益	2,831,757	751,443
Profit for the year	年內溢利	830,243	74,246
Other comprehensive income for the year	年內其他全面收益	—	(163,809)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	830,243	(89,563)
Current assets	流動資產	6,998,049	1,349,316
Non-current assets	非流動資產	4,072,288	2,105,354
Current liabilities	流動負債	3,788,456	381,345
Non-current liabilities	非流動負債	2,792,425	625,236
Net cash flows used in operating activities	經營活動所用現金流淨額	(632,556)	(26,633)
Net cash flows from/(used in) investing activities	投資活動所得/(所用)現金流淨額	799,549	(102,887)
Net cash flows from/(used in) financing activities	融資活動所得/(所用)現金流淨額	153,063	(113,299)
Net increase/(decrease) in cash and cash equivalents	現金及現金等同項目增加/(減少)淨額	320,056	(242,819)



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 41. BUSINESS COMBINATION

On 26 September 2019, the Group proposed a general offer to acquire a maximum of 54.83% equity interest in CAP and a maximum of 46.86% of the outstanding principal amount of the CN 2021 issued by CAP. On 12 February 2020, the CAP Acquisition was completed and 5,312,395,685 shares of CAP were acquired at HK\$0.091 each and CAP became a 53.37%-owned subsidiary of the Group.

The Group has elected to initially measure the non-controlling interests in CAP at the non-controlling interests' proportionate share of CAP's identifiable net assets at the acquisition date.

As at the date of approval for issuance of the consolidated financial statements, the fair value assessments of identifiable assets and liabilities arising from the above acquisition have not been finalised and thus, the assets and liabilities recognised at the date of acquisition (see below) have been determined provisionally. Upon finalisation of the valuation, the gain on bargain purchase may change accordingly. The directors of the Company expect the valuation will be finalised within one year from the completion date of the acquisition.

A provisional gain on bargain purchase amounting to approximately HK\$230,844,000 is recognised in other income and gains in the Group's profit or loss for the year, which represented the excess of the fair value of the net identifiable assets of the CAP Group over the aggregate cash consideration due to the deep discount of market capitalisation of CAP against its net asset value.

#### 41. 業務合併

於二零一九年九月二十六日，本集團建議全面要約以收購中國農產品最多54.83%的股權及中國農產品發行的二零二一年可換股票據未償還本金額最多46.86%。於二零二零年二月十二日，中國農產品收購事項已完成，中國農產品5,312,395,685股股份按每股0.091港元收購，且中國農產品成為本集團擁有53.37%的附屬公司。

本集團選擇初始按非控股權益按比例分佔中國農產品於收購日期的可識別資產淨值計量於中國農產品的非控股權益。

於批准刊發綜合財務報表當日，來自上述收購事項的可識別資產及負債的公平值評估尚未落實，因此於收購日期確認的資產及負債(見下文)已暫時釐定。於落實估值時，議價購買收益可能會相應變動。本公司董事預期估值將於收購事項完成日期起一年內確定。

議價購買之暫定收益約230,844,000港元於本集團年內損益的其他收入及收益中確認，其指中國農產品集團可識別資產淨值的公平值超過現金代價總額，原因為中國農產品市值相對於其資產淨值的大幅折讓。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 41. BUSINESS COMBINATION (continued)

#### 41. 業務合併(續)

The provisional fair values of the identifiable assets and liabilities of the CAP Group as at the date of acquisition were as follows:

中國農產品集團於收購日期之可識別資產及負債之暫定公平值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	74,458
Investment properties	投資物業	2,912,560
Properties under development	發展中物業	292,320
Properties held for sale	持作出售物業	1,685,600
Trade receivables	應收賬款	4,033
Loan and interest receivables	應收貸款及利息	65,552
Prepayment, other receivables and other assets	預付款項、其他應收款項及其他資產	207,167
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	5,470
Restricted bank balances	受限制銀行結餘	9,132
Tax recoverable	可收回稅項	10,068
Cash and cash equivalents	現金及現金等同項目	364,928
Trade payable	應付賬款	(49,098)
Other payables and accruals	其他應付款項及應計費用	(1,120,183)
Contract liabilities	合約負債	(530,318)
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債	(1,201)
Unsecured bonds and notes	無抵押債券及票據	(204,366)
Interest-bearing bank and other borrowings	計息銀行及其他借貸	(998,454)
Tax payable	應付稅項	(59,861)
Convertible notes	可換股票據	(248,415)
Deferred tax liabilities	遞延稅項負債	(645,809)
<b>Total identifiable net assets at fair value</b>	<b>按公平值列賬之可識別資產淨值總額</b>	<b>1,773,583</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>	<b>(1,059,311)</b>
		714,272
Provisional gain on bargain purchase recognised in other income and gains in the profit or loss	於損益中其他收入及收益確認的議價購買暫定收益	(230,844)
<b>Satisfied by cash</b>	<b>以現金支付</b>	<b>483,428</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 41. BUSINESS COMBINATION (continued)

The fair values of the trade receivables, other receivables and loans and interest receivables as at the date of acquisition amounted to HK\$4,033,000, HK\$77,185,000 and HK\$65,552,000, respectively. The gross contractual amounts of trade receivables, other receivables and loans and interest receivables were HK\$10,002,000, HK\$78,010,000 and HK\$66,759,000, respectively, of which trade receivables, other receivables and loans and interest receivables of HK\$5,969,000, HK\$825,000 and HK\$1,207,000, are expected to be uncollectible respectively.

The Group incurred transaction costs of HK\$8,386,000 for this acquisition. These transaction costs have been expensed off and are included in the administrative expenses in profit or loss.

### 41. 業務合併(續)

於收購日期，應收賬款、其他應收款項以及應收貸款及利息的公平值分別為4,033,000港元、77,185,000港元及65,552,000港元。應收賬款、其他應收款項以及應收貸款及利息的總合約金額分別為10,002,000港元、78,010,000港元及66,759,000港元，其中應收賬款、其他應收款項以及應收貸款及利息分別5,969,000港元、825,000港元及1,207,000港元預期不可收回。

本集團就此項收購產生交易成本8,386,000港元。該等交易成本已經支銷並計入損益的行政費用。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 41. BUSINESS COMBINATION (continued)

An analysis of the cash flows in respect of the acquisition of the CAP Group is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	(483,428)
Cash and cash equivalents acquired	已收購現金及現金等同項目	364,928
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流的現金及現金等同項目流出淨額	(118,500)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流的收購交易成本	(8,386)
		(126,886)

Since the acquisition, the CAP Group contributed revenue of HK\$44,166,000 and incurred a loss of HK\$18,237,000 to the consolidated profit of the Group for the year ended 31 March 2020.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year ended 31 March 2020 would have been HK\$4,231,394,000 and HK\$504,047,000, respectively.

### 41. 業務合併(續)

有關收購中國農產品集團的現金流分析如下：

		HK\$'000 千港元
Cash consideration	現金代價	(483,428)
Cash and cash equivalents acquired	已收購現金及現金等同項目	364,928
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流的現金及現金等同項目流出淨額	(118,500)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流的收購交易成本	(8,386)
		(126,886)

自收購以來，中國農產品集團貢獻收益44,166,000港元，並為本集團截至二零二零年三月三十一日止年度的綜合溢利產生虧損18,237,000港元。

倘合併於年初落實，截至二零二零年三月三十一日止年度的本集團收益及本集團溢利分別應為4,231,394,000港元及504,047,000港元。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 42. DISPOSALS OF SUBSIDIARIES

For the year ended 31 March 2020

Details of the net assets of the subsidiaries disposed of during the current year and the financial impacts are summarised below:

### 42. 出售附屬公司

截至二零二零年三月三十一日止年度

於本年度出售附屬公司資產淨值之詳情及財務影響概述如下：

		OS Group	Milesville Group	IS Group	Union Target	Wang To	Shiny World	Total
		東曉集團	Milesville 集團	IS集團	越通	Wang To	光暉	總計
		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
		(Note (a))	(Note (b))	(Note (c))	(Note (d))	(Note (e))	(Note (f))	
		(附註(a))	(附註(b))	(附註(c))	(附註(d))	(附註(e))	(附註(f))	
Net assets disposed of:	出售資產淨值：							
Investment properties	投資物業	—	—	—	53,088	47,000	52,800	152,888
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	120,834	78,004	56,832	24	—	1	255,695
Tax recoverable	可收回稅項	—	—	—	—	—	—	—
Deferred tax liabilities	遞延稅項負債	—	—	—	—	(4)	(3)	(7)
Other payables and accruals	其他應付款項及應計費用	—	—	—	(382)	(300)	(431)	(1,113)
Deposits received and receipts in advance	已收按金及預收款項	—	—	—	—	—	—	—
Tax payable	應付稅項	—	—	—	—	(56)	(77)	(133)
		120,834	78,004	56,832	52,730	46,640	52,290	407,330
Professional fees and expenses	專業費用及開支	920	490	—	737	1,109	1,107	4,363
Gains/(losses) on disposal of subsidiaries	出售附屬公司之收益／(虧損)	(920)	(490)	21	(749)	(1,105)	(1,083)	(4,326)
		120,834	78,004	56,853	52,718	46,644	52,314	407,367
Satisfied by:	由以下方式償付：							
Cash	現金	60,417	39,002	34,120	52,718	46,644	52,314	285,215
Fair value of investments in joint ventures	於合營企業投資之公平值	60,417	39,002	22,733	—	—	—	122,152
		120,834	78,004	56,853	52,718	46,644	52,314	407,367

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 42. DISPOSALS OF SUBSIDIARIES (continued)

For the year ended 31 March 2020 (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal subsidiaries is as follows:

		Milesville		Union			Total	
		OS Group	Group	IS Group	Target	Wang To	Shiny World	Total
		Milesville						
		東曉集團	集團	IS集團	越通	Wang To	光暉	總計
		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
		(Note (a))	(Note (b))	(Note (c))	(Note (d))	(Note (e))	(Note (f))	
		(附註(a))	(附註(b))	(附註(c))	(附註(d))	(附註(e))	(附註(f))	
Cash consideration	現金代價	60,417	39,002	34,120	52,718	46,644	52,314	285,215
Professional fees and expenses	專業費用及開支	(920)	(490)	—	(737)	(1,109)	(1,107)	(4,363)
Net inflow of cash and cash equivalents in respect of the disposal subsidiaries	就出售附屬公司之現金及現金等同項目流入淨額	59,497	38,512	34,120	51,981	45,535	51,207	280,852

Notes:

- (a) On 29 April 2019, the Group entered into a sale and purchase agreement with an independent third party to dispose of 50% equity interest in Oriental Sunlight for a total consideration of HK\$60,417,000. The OS Group was principally engaged in property investment in Hong Kong. The transaction was completed on 6 May 2019. Upon completion of the disposal, Oriental Sunlight ceased to be a subsidiary of the Group and was owned as to 50% by the Group and 50% by the purchaser and Oriental Sunlight was then accounted for as a joint venture of the Group.
- (b) On 21 June 2019, the Group entered into a sale and purchase agreement with an independent third party to dispose of 50% equity interest in Milesville for a total consideration of HK\$39,002,000. The Milesville Group was principally engaged in property investment in Hong Kong. The transaction was completed on 21 June 2019. Upon completion of the disposal, Milesville ceased to be a subsidiary of the Group and was owned as to 50% by the Group and 50% by the purchaser and Milesville was then accounted for as a joint venture of the Group.

### 42. 出售附屬公司(續)

截至二零二零年三月三十一日止年度(續)

有關出售附屬公司之現金及現金等同項目流入淨額分析如下：

附註：

- (a) 於二零一九年四月二十九日，本集團與一名獨立第三方訂立買賣協議以出售於東曉的50%股權，總代價為60,417,000港元。東曉集團主要於香港從事物業投資。交易於二零一九年五月六日完成。完成出售後，東曉不再為本集團的附屬公司，而由本集團持有50%及買方持有50%，東曉其時作為本集團的合營企業列賬。
- (b) 於二零一九年六月二十一日，本集團與一名獨立第三方訂立買賣協議以出售於Milesville的50%股權，總代價為39,002,000港元。Milesville集團主要於香港從事物業投資。交易於二零一九年六月二十一日完成。完成出售後，Milesville不再為本集團的附屬公司，而由本集團持有50%及買方持有50%，Milesville其時作為本集團的合營企業列賬。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 42. DISPOSALS OF SUBSIDIARIES (continued)

For the year ended 31 March 2020 (continued)

Notes:

- (c) On 26 July 2019, the Group entered into a shareholders' agreement with two independent third parties to dispose of 60% equity interest in Inspiring Star by way of capital injection of an aggregate amount of HK\$34,120,000 by the partners. The IS Group was principally engaged in property investment in Hong Kong. The transaction was completed on 26 July 2019. Upon completion of the disposal, Inspiring Star ceased to be a subsidiary of the Group and was owned as to 40% by the Group and 60% by the purchasers and Inspiring Star was then accounted for as a joint venture of the Group.
- (d) On 28 February 2019, the Group entered into a provisional sale and purchase agreement with independent third parties to dispose of the entire equity interests in Union Target and the shareholder's loan owed to the Group at an adjusted consideration of HK\$52,718,000.
- (e) On 30 April 2019, the Group entered into a provisional sale and purchase agreement with an independent third party to dispose of the entire equity interests in Wang To Investments Limited ("Wang To") and the shareholder's loan owed to the Group at an adjusted consideration of HK\$46,644,000.
- (f) On 9 May 2019, the Group entered into a provisional sale and purchase agreement with an independent third party to dispose of the entire equity interests in Shiny World Investment Limited ("Shiny World") and the shareholder's loan owed to the Group at an adjusted consideration of HK\$52,314,000.

#### 42. 出售附屬公司(續)

截至二零二零年三月三十一日止年度  
(續)

附註:

- (c) 於二零一九年七月二十六日，本集團與兩名獨立第三方訂立股東協議，以合作夥伴注資總金額34,120,000港元的方式出售 Inspiring Star 的60% 股權。IS 集團主要於香港從物業投資。交易於二零一九年七月二十六日完成。完成出售後，Inspiring Star 不再為本集團的附屬公司，而由本集團持有40% 以買方持有60%，Inspiring Star 其時作為本集團的合營企業列賬。
- (d) 於二零一九年二月二十八日，本集團與獨立第三方訂立臨時買賣協議，以出售越通的全部權益及結欠本集團的股東貸款，經調整代價為52,718,000港元。
- (e) 於二零一九年四月三十日，本集團與一名獨立第三方訂立臨時買賣協議，以出售 Wang To Investments Limited (「Wang To」) 的全部股權及結欠本集團的股東貸款，經調整代價為46,644,000港元。
- (f) 於二零一九年五月九日，本集團與一名獨立第三方訂立臨時買賣協議，以出售光暉投資有限公司(「光暉」)的全部股權及結欠本集團的股東貸款，經調整代價為52,314,000港元。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 42. DISPOSALS OF SUBSIDIARIES (continued)

For the year ended 31 March 2019

Details of the net assets of the subsidiaries disposed of during the current year and the financial impacts are summarised below:

#### 42. 出售附屬公司(續)

截至二零一九年三月三十一日止年度

於本年度出售附屬公司資產淨值之詳情及財務影響概述如下：

		Antic 安興 HK\$'000 千港元 (Note (a)) (附註(a))	PT Harvest 卓豐 HK\$'000 千港元 (Note (b)) (附註(b))	New Earth 利樂 HK\$'000 千港元 (Note (c)) (附註(c))	Total 總計 HK\$'000 千港元
Net assets disposed of:	出售資產淨值：				
Investment properties	投資物業	83,800	324,466	20,000	428,266
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	81	827	—	908
Tax recoverable	可收回稅項	—	—	14	14
Deferred tax liabilities	遞延稅項負債	(898)	(201)	(157)	(1,256)
Other payables and accruals	其他應付款項及應計費用	(6)	—	—	(6)
Deposits received and receipts in advance	已收按金及預收款項	—	—	(241)	(241)
Tax payable	應付稅項	(6)	—	—	(6)
		82,971	325,092	19,616	427,679
Professional fees and expenses	專業費用及開支	1,084	4,027	570	5,681
Gains/(losses) on disposal of subsidiaries	出售附屬公司之收益/(虧損)	(186)	(3,826)	11,587	7,575
		83,869	325,293	31,773	440,935
Satisfied by cash	以現金支付	83,869	325,293	31,773	440,935



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 42. DISPOSALS OF SUBSIDIARIES (continued)

For the year ended 31 March 2019 (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal subsidiaries is as follows:

		Antic 安興 HK\$'000 千港元 (Note (a)) (附註(a))	PT Harvest 卓豐 HK\$'000 千港元 (Note (b)) (附註(b))	New Earth 利樂 HK\$'000 千港元 (Note (c)) (附註(c))	Total 總計 HK\$'000 千港元
Cash consideration	現金代價	83,869	325,293	31,773	440,935
Professional fees and expenses	專業費用及開支	(1,084)	(4,027)	(570)	(5,681)
Net inflow of cash and cash equivalents in respect of the disposal subsidiaries	就出售附屬公司之現金及現金 等同項目流入淨額	82,785	321,266	31,203	435,254

Notes:

- (a) On 29 March 2018, the Group entered into a provisional sale and purchase agreement with an independent third party, pursuant to which the Group would dispose of the entire issued capital in and assigned the benefit of the shareholder's loan owed by Antic, an indirectly wholly-owned subsidiary of the Company, at an adjusted consideration of HK\$83,869,000. The transaction was completed on 31 July 2018.
- (b) In March 2018, the Group put the property held by PT Harvest for tender and on 12 April 2018, the Group has entered into a provisional sale and purchase agreement with another independent third party, pursuant to which the Group disposed of its entire issued capital in PT Harvest for an adjusted consideration HK\$325,293,000. The transaction was completed on 23 August 2018.
- (c) On 10 May 2018, the Group entered into a provisional sale and purchase agreement with an independent third party, pursuant to which the Group would dispose of the entire issued capital in and assigned the benefit of the shareholder's loan owed by New Earth, an indirectly wholly-owned subsidiary of the Company, at an adjusted consideration of HK\$31,773,000. The transaction was completed on 10 August 2018.

### 42. 出售附屬公司(續)

截至二零一九年三月三十一日止年度  
(續)

有關出售附屬公司之現金及現金等同項目  
流入淨額分析如下：

附註：

- (a) 於二零一八年三月二十九日，本集團與一名獨立第三方訂立臨時買賣協議，據此，本集團將以經調整代價83,869,000港元出售本集團間接全資附屬公司安興的全部已發行股本並轉讓於該公司擁有的股東貸款的權利。有關交易於二零一八年七月三十一日完成。
- (b) 於二零一八年三月，本集團將卓豐持有的物業作公開招標，而於二零一八年四月十二日，本集團與另一名獨立第三方訂立臨時買賣協議，據此，本集團將以經調整代價325,293,000港元出售於卓豐的全部已發行股本。有關交易於二零一八年八月二十三日完成。
- (c) 於二零一八年五月十日，本集團與一名獨立第三方訂立臨時買賣協議，據此，本集團將以經調整代價31,773,000港元出售本集團間接全資附屬公司利樂的全部已發行股本並轉讓於該公司擁有的股東貸款的權利。有關交易於二零一八年八月十日完成。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 43. DISPOSAL OF PARTIAL INTERESTS IN A SUBSIDIARY

#### For the year ended 31 March 2019

On 19 April 2018, the Group completed the disposal of 30% equity interest in Golden Noble (together with its subsidiaries, Rich United Limited and Sky Treasure Investments Limited, collectively, the "GN Group") and assign the benefit of 30% of the shareholder's loan owed by GN Group to a non-controlling interest shareholder for a consideration of HK\$103,800,000. As at the end of the reporting period, the GN Group was engaged in property development in Hong Kong.

Immediately following the completion of the transaction, the Group's effective equity interest in the GN Group decreased from 75% to 52.5%. Since the disposal of partial interests in the GN Group did not result in any loss of control, such transaction was accounted for as an equity transaction and the difference between the proceed from the disposal and the 30% carrying value of the GN Group amounted to HK\$74,000 is recognised in the capital reserve of the Group.

### 44. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Major non-cash transactions

The Group has the following major non-cash transactions during the year:

- (i) During the year, the Group had non-cash additions to right-of-use assets included in property, plant and equipment and investment properties and lease liabilities of HK\$46,476,000, HK\$391,609,000 and HK\$440,106,000, respectively, in respect of lease arrangements for buildings (2019: Nil).
- (ii) During the year ended 31 March 2020, a debt investment at fair value through other comprehensive income issued by CAP held by the Group was refinanced by a new loan granted to CAP of HK\$600,000,000 (2019: Nil) before the completion of acquisition of the CAP Group.

### 43. 出售附屬公司之部分權益

#### 截至二零一九年三月三十一日止年度

於二零一八年四月十九日，本集團完成出售Golden Noble（連同其附屬公司榮特有限公司及Sky Treasure Investments Limited（統稱「GN集團」）之30%股權予一名關連人士並轉讓GN集團結欠一名非控股股東的股東貸款30%利益，代價為103,800,000港元。於報告期末，GN集團於香港從事物業發展業務。

緊隨該交易完成後，本集團於GN集團之實際股權由75%減少至52.5%。由於出售於GN集團之部分權益並不導致失去控制權，該交易列作權益交易處理，而出售所得款項與GN集團的30%賬面值之間的差額74,000港元已確認為本集團的資本儲備。

### 44. 綜合現金流量表附註

#### (a) 主要非現金交易

本集團於年內有以下主要非現金交易：

- (i) 年內，本集團就建築物的租賃安排擁有計入物業、廠房及設備的使用權資產、投資物業及租賃負債的非現金增加分別為46,476,000港元、391,609,000港元及440,106,000港元（二零一九年：零）。
- (ii) 截至二零二零年三月三十一日止年度，本集團持有的中國農產品發行的按公平值計入其他全面收益之債務投資以收購中國農產品集團完成前授予中國農產品的新貸款600,000,000港元（二零一九年：零）進行再融資。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

44. NOTE TO THE CONSOLIDATED STATEMENT  
OF CASH FLOWS (continued)

44. 綜合現金流量表附註(續)

(b) Changes in liabilities arising from financing  
activities

(b) 融資活動產生之負債變動

		Bank and other loans 銀行及 其他貸款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Convertible notes 可換股票據 HK\$'000 千港元	Unsecured bonds and notes 無抵押債券 及票據 HK\$'000 千港元
As at 1 April 2018	於二零一八年 四月一日	4,821,774	—	—	—
Changes from financing cash flows	融資現金流量變動	590,483	—	—	—
Proceeds from disposal of partial interests in a subsidiary (note 43)	出售一間附屬公司部 分權益之所得款項 (附註43)	103,701	—	—	—
Amortisation of loan procurement fee	獲取貸款費用攤銷	5,804	—	—	—
At 31 March 2019	於二零一九年 三月三十一日	5,521,762	—	—	—
Effect of adoption of HKFRS 16	採納香港財務報告準 則第16號的影響	—	502,807	—	—
At 1 April 2019	於二零一九年 四月一日	5,521,762	502,807	—	—
Increase arising from acquisition of subsidiaries	收購附屬公司產生之 增加	998,454	25,155	248,415	204,366
Changes from financing cash flows	融資現金流量變動	(141,764)	(184,004)	—	(26,000)
Elimination of loan to CAP	貸款予中國農產品撇 銷	(600,000)	—	—	—
Amortisation of loan procurement fee	獲取貸款費用攤銷	6,298	—	—	—
New leases	新租賃	—	440,106	—	—
Lease modification	租賃修訂	—	(12,568)	—	—
Interest expense	利息開支	—	59,625	1,399	2,854
Foreign exchange movement	匯兌變動	(10,741)	(615)	—	—
At 31 March 2020	於二零二零年 三月三十一日	5,774,009	830,506	249,814	181,220

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 44. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

##### (c) Total cash outflow for leases

		2020 二零二零年 HK\$'000 千港元
Within operating activities	經營活動內	11,218
Within financing activities	融資活動內	184,004
		195,222

#### 45. PLEDGE OF ASSETS

At 31 March 2020, the Group pledged certain of its financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss, with an aggregate carrying amount of HK\$743,274,000 (2019: HK\$757,465,000) and HK\$32,180,000 (2019: HK\$77,498,000), respectively, as securities for general banking facilities granted to the Group. Details are included in notes 20, 27 and 33, respectively, to the financial statements.

Details of the Group's bank borrowings which are secured by the assets of the Group are included in notes 13, 14, 16, 20, 21, 27 and 33 to the financial statements.

#### 44. 綜合現金流量表附註(續)

##### (c) 租賃之總現金流出

#### 45. 資產抵押

於二零二零年三月三十一日，本集團抵押其總賬面值分別為743,274,000港元(二零一九年：757,465,000港元)及32,180,000港元(二零一九年：77,498,000港元)的若干按公平值計入其他全面收益之金融資產及按公平值計入損益之金融資產，作為授予本集團的一般銀行融資的抵押品。詳情分別載於財務報表附註20、27及33。

有關以本集團之資產作抵押之本集團銀行借貸之詳情載於財務報表附註13、14、16、20、21、27及33。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 46. COMMITMENTS

(a) The Group had the following capital commitments at the end of the reporting period:

		<b>2020</b>	2019
		<b>二零二零年</b>	二零一九年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Contracted, but not provided for:	已訂約但未撥備：		
Properties under development	發展中物業	<b>552,856</b>	109,433
Property, plant and equipment	物業、廠房及設備	<b>1,924</b>	2,503
Properties held for sale	持作出售物業	<b>23,204</b>	—
Acquisition of an investment property	收購投資物業	<b>238,098</b>	587,700
Investments in joint ventures	投資合營企業	<b>70,302</b>	228,431
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	<b>12,904</b>	28,791
		<b>899,288</b>	956,858

In addition, the Group's share of the joint ventures' own capital commitments, which are not included in the above, is as follows:

此外，本集團應佔合營企業之自有資本承擔(並無計入上文)如下：

		<b>2020</b>	2019
		<b>二零二零年</b>	二零一九年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Contracted, but not provided for	已訂約但未撥備	<b>251,383</b>	806,546

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 46. COMMITMENTS (continued)

- (b) Operating lease commitments as at 31 March 2019

#### As lessee

The office leases certain fresh markets, certain of its office properties and retail shops under operating lease arrangements. Leases are negotiated for terms ranging from one year to eight years.

At 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		HK\$'000 千港元
Within one year	一年內	173,235
In the second to fifth years, inclusive	第二年至第五年內(包括首尾兩年)	394,810
After five years	五年後	2,610
		570,655

### 47. FINANCIAL GUARANTEES/LITIGATIONS

#### (a) Financial guarantees

- (i) At the end of the reporting period, the Group has given guarantees to a bank in connection with facilities granted to the WS Group and the EM Group up to HK\$1,617,593,000 as at 31 March 2020 (31 March 2019: HK\$2,440,400,000) and the banking facility guaranteed by the Group to the WS Group and the EM Group was utilised to the extent of HK\$1,090,492,000 as at 31 March 2020 (2019: HK\$1,297,450,000).

### 46. 承擔(續)

- (b) 於二零一九年三月三十一日的經營租賃承擔

#### 作為承租人

本集團根據經營租賃安排租用若干街市、其部分辦公室物業及零售店。租賃之商議租期由一年至八年不等。

於二零一九年三月三十一日，根據不可撤銷經營租賃，本集團須於下列年期支付之未來最低租金總額如下：

### 47. 財務擔保／訴訟

#### (a) 財務擔保

- (i) 於報告期末，本集團於二零二零年三月三十一日就WS集團及EM集團獲授最多1,617,593,000港元(二零一九年三月三十一日：2,440,400,000港元)之融資向銀行作出擔保，而本集團於二零二零年三月三十一日為WS集團及EM集團擔保之銀行融資已動用1,090,492,000港元(二零一九年：1,297,450,000港元)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 47. FINANCIAL GUARANTEES/LITIGATIONS (continued)

##### (a) Financial guarantees (continued)

###### (i) (continued)

The Group does not hold any collateral or other credit enhancements over the guarantees. The financial guarantee contracts are measured at the higher of the ECL allowance and the amount initially recognised less the cumulative amount of income recognised. The ECL allowance is measured by estimating the cash shortfalls, which are based on the expected payments to reimburse the holders for a credit loss that it incurs less any amounts that the Group expects to receive from the debtor. The amount initially recognised represents the fair value at initial recognition of the financial guarantees.

At the end of both reporting periods, the fair value of the corporate guarantees are not significant as the directors of the Company consider that the possibility of default of the parties involved is remote.

- (ii) As at 31 March 2020, the Group provided guarantees of approximately HK\$63,518,000 to customers in favour of certain banks for the loans provided by the banks to the customers of the properties sold (2019: Nil). Pursuant to the terms of the guarantees, in the event of default on mortgage payments by these purchasers before the expiry of the guarantees, the Group is responsible for repaying the outstanding mortgage principals together with the accrued interest and penalties owed by the defaulted purchasers to the banks, net of any sales proceeds as described below.

#### 47. 財務擔保／訴訟(續)

##### (a) 財務擔保(續)

###### (i) (續)

本集團並無就該等擔保持有任何抵押品或其他加強信貸措施。財務擔保合同乃按預期信貸虧損撥備及初步確認金額減已確認收入之累計金額(以較高者為準)計量。預期信貸虧損乃按現金短缺之估計計量，其乃根據補償持有人就所產生信貸虧損之預期款項，減任何本集團預期從債務人收取之任何金額計算。初步確認金額為屬非重大之財務擔保於初步確認之公平值。

於兩個報告期末，企業擔保的公平值並不重大，原因為本公司董事認為所涉各方違約可能性極低。

- (ii) 於二零二零年三月三十一日，本集團就銀行向已售物業的客戶提供的貸款向客戶提供以若干銀行為受益人的擔保約63,518,000港元(二零一九年：無)。根據擔保條款，倘該等買方在擔保到期前未作出按揭還款，本集團有責任償還違約買方結欠銀行的未償還按揭本金連同應計利息及罰款，扣除下文所述任何銷售所得款項。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 47. FINANCIAL GUARANTEES/LITIGATIONS (continued)

##### (a) Financial guarantees (continued)

(ii) (continued)

Pursuant to the above arrangement, the related properties were pledged to the banks as collateral for the mortgage loans, in the event of default on mortgage repayments by these purchasers, the banks are entitled to take over the legal titles and will realise the pledged properties through open auction or other appropriate means. The Group is responsible for repaying the banks when the proceeds from the auction of the properties cannot cover the outstanding mortgage principals together with the accrued interest and penalties.

The fair value of the guarantees is not significant and the directors of the Company consider that in the event of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage principals together with the accrued interest and penalties.

##### (b) Litigations

In 2007, the CAP Group acquired Wuhan Baisazhou Agricultural By-Product Grand Market Company Limited (“Baisazhou Agricultural”) from independent third parties, Ms. Wang Xiu Qun (“Ms. Wang”) and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd (“Tian Jiu”) for their respective 70% and 20% interests in Baisazhou Agricultural (the “Baisazhou Acquisition”).

#### 47. 財務擔保／訴訟(續)

##### (a) 財務擔保(續)

(i) (續)

根據上述安排，相關物業已抵押予銀行作為按揭貸款的抵押品，倘該等買方未償還抵押貸款，則銀行有權接管法定所有權，並將通過公開拍賣或其他適當方式變現抵押財產。若物業拍賣所得款項不能涵蓋未償還按揭本金連同應計利息及罰款，本集團有責任向銀行償還款項。

擔保的公平值並不重大，本公司董事認為，在發生違約付款的情況下，相關物業的可變現淨值可足以償還未償還按揭本金連同應計利息及罰款。

##### (b) 訴訟

於二零零七年，中國農產品集團自第三方王秀群女士(「王女士」)及武漢天九工貿發展有限公司(「天九」)收購彼等各自於武漢白沙洲農副產品大市場有限公司(「白沙洲農副產品」)的70%及20%權益而收購白沙洲農副產品(「白沙洲收購事項」)。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 47. FINANCIAL GUARANTEES/LITIGATIONS (continued)

#### (b) Litigations (continued)

Since 2011, the CAP Group has been involved in a number of civil proceedings in Mainland China and Hong Kong. The key civil proceedings in Mainland China and Hong Kong in respect of the Baisazhou Acquisition are set out below:

#### **In Mainland China, proceedings concerning Ms. Wang, Tian Jiu and the CAP Group:**

- a) it is alleged that Baisazhou Agricultural forged share transfer agreements (the “Contended Agreements”) in relation to the Baisazhou Acquisition wherein the related consideration was understated and the manner of settlement of the consideration was inaccurately described;
- b) it is alleged that Baishazhou Agricultural forged the related documentation for filing with the PRC Ministry of Commerce (“MOFCOM”) and the Hubei Administration For Industry and Commerce (the “Hubei AIC”), and that such documentation and the Contended Agreement involved forged signatures; and
- c) it is alleged that MOFCOM and the Hubei AIC approved the Baisazhou Acquisition and processed the related fillings on the basis of the above documents that are allegedly forged.

### 47. 財務擔保／訴訟(續)

#### (b) 訴訟(續)

中國農產品集團自二零一一年起涉及於中國內地及香港的多項民事訴訟。於中國內地及香港有關白沙洲收購事項的主要民事訴訟載列如下：

#### **在中國內地，有關王女士、天九及中國農產品集團的訴訟：**

- a) 指控白沙洲農副產品偽造有關白沙洲收購事項之股份轉讓協議(「爭議協議」)，此協議內之相關代價被低報，且對代價支付方式之描述亦不準確；
- b) 指控白沙洲農副產品偽造於中國商務部(「商務部」)及湖北工商行政管理局(「湖北工商局」)存檔之相關文件，並指控有關文件及爭議協議涉及偽造簽名；及
- c) 指控商務部與湖北工商局根據上述據稱為偽造之文件批准白沙洲收購事項及處理相關文檔。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 47. FINANCIAL GUARANTEES/LITIGATIONS (continued)

#### (b) Litigations (continued)

##### **In Mainland China, proceedings concerning Ms. Wang, Tian Jiu and the CAP Group: (continued)**

In March 2020, CAP noted the judgment of the Supreme People's Court dated 31 December 2019 ("31 December Judgment"). In the 31 December Judgment, the Supreme People's Court dismissed the application of Ms. Wang and Tian Jiu for retrial and for dismissal of (i) the judgment of the Beijing Second Intermediate People's Court dated 31 March 2017 ("31 March Judgment") (which dismissed the application made by Ms. Wang and Tian Jiu to revoke the decision issued by MOFCOM that its approval issued in relation to the Contended Agreements shall not be revoked and shall remain to be in force), and (ii) the judgment of the Beijing High People's Court dated 20 December 2018 (which upheld the ruling of the Beijing Second Intermediate People's Court in the 31 March Judgment).

In other words, in the opinion of the directors and as advised by PRC legal advisor, the approval issued by MOFCOM in 2007 in relation to the Contended Agreements shall not be revoked and remain to be in force, and the CAP Group continues to be the legal and beneficial owner of Baisazhou Agricultural under the PRC Laws.

This is consistent with the judgment issued by the Higher People's Court of Hubei Province in December 2019 which dismissed the counterclaims made by Ms. Wang and Tian Jiu against CAP therein for orders that (i) the share transfer agreements in relation to the acquisition of an aggregate 90% interest in Baisazhou Agricultural from Ms. Wang as to 70% thereof and Tian Jiu as to 20% thereof (the "Contended Interests") were void and invalid from the beginning, (ii) costs of the legal proceedings be paid to Ms. Wang and Tian Jiu, and (iii) the Contended Interests be returned to Ms. Wang and Tian Jiu.

### 47. 財務擔保／訴訟(續)

#### (b) 訴訟(續)

##### **在中國內地，有關王女士、天九及中國農產品集團的訴訟：(續)**

於二零二零年三月，中國農產品注意到最高人民法院日期為二零一九年十二月三十一日的判決(「十二月三十一日判決」)。於十二月三十一日判決中，最高人民法院駁回王女士及天九就重審及駁回以下各項提出的申請：(i)北京第二中級人民法院日期為二零一七年三月三十一日的判決(「三月三十一日判決」)(駁回王女士及天九就撤銷商務部所作出的決定(即其就爭議協議發出之批准將不予撤銷並繼續有效)提出的申請)及(ii)北京市高級人民法院日期為二零一八年十二月二十日的判決(維持北京第二中級人民法院於三月三十一日判決中的裁決)。

換句話說，董事認為及據中國法律顧問告知，商務部於二零零七年發出有關爭議協議的批准毋須撤銷並維持有效，及根據中國法律中國農產品集團繼續為白沙洲農副產品的法定及實益擁有人。

這與湖北省高級人民法院於二零一九年十二月發出的判決一致，該判決駁回王女士及天九針對中國農產品提出的反申索，以申請頒令執行以下各項：(i)有關自王女士及天九收購白沙洲農副產品合共90%權益(分別由王女士及天九擁有70%及20%)(「爭議權益」)的股份轉讓協議自始無效、(ii)向王女士及天九支付法律訴訟之訟費及(iii)向王女士及天九歸還爭議權益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 47. FINANCIAL GUARANTEES/LITIGATIONS (continued)

#### (b) Litigations (continued)

##### **In Hong Kong, CAP as plaintiff against Ms. Wang and Tian Jiu as defendant:**

In 2011, CAP issued a Writ of Summons in the Hong Kong Court of First Instance (the “Court”) against Ms. Wang and Tian Jiu. CAP (as purchaser) sought damages from Ms. Wang and Tian Jiu (as vendors) for their breach of various provisions of the sales and purchase agreements for the Baisazhou Acquisition (the “SPA”).

In 2012, CAP obtained a court order from the Court to effect that undertakings (the “Undertakings”) were given by Ms. Wang and Tian Jiu not to (i) indorse, assign, transfer or negotiate the two instruments (purportedly described as promissory notes in the SPA) (the “Instruments”); and (ii) enforce payment by presentation of the Instruments until the final determination of the court action or further court order. Pursuant to the Undertakings, the Instruments will no longer fall due for payment by CAP on 5 December 2012. The parties are waiting for the Court to hand down the judgement.

For details with regard to the civil proceedings which the CAP Group has been involved in, please refer to the interim/annual reports and announcements issued by the CAP Group.

### 47. 財務擔保／訴訟(續)

#### (b) 訴訟(續)

##### **於香港，中國農產品(作為原告)針對王女士及天九(作為被告)：**

於二零一一年，中國農產品於香港原訟法院(「法院」)向王女士及天九發出傳票令狀。由於王女士及天九(作為賣方)對白沙洲收購事項違反買賣協議(「買賣協議」)多項條文，中國農產品(作為買方)正向彼等尋求損害賠償。

於二零一二年，中國農產品接獲法院之法院令狀，令王女士及天九給予之承諾(「承諾」)生效，彼等向本公司承諾不會(i)對兩份文據(據稱是買賣協議之承兌票據)(「文據」)背書、分配、轉讓或磋商；及(ii)於出具文據時須強制付款，直至法院訴訟有最終判決或進一步法院命令為止。根據承諾，文據將不再到期，而令中國農產品於二零一二年十二月五日作出支付。各訂約方正在等待法院宣佈裁決。

有關中國農產品集團所涉及的民事訴訟，請參閱中國農產品集團所刊發的中期／年度報告及公佈。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 48. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

#### (a) Transactions with related parties

### 48. 關連人士交易

除此等財務報表其他部分詳述之交易外，於年內本集團與關連人士進行下列重大交易：

#### (a) 與關連人士進行之交易

		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
Rental income received from a director*	自一位董事收取之租金收入*	(i)	1,200	1,200
Rental expenses paid to a company of which a director of the Company is a controlling shareholder	向一位本公司董事為其控股股東的一間公司支付之租金開支	(ii)	387	372
Associates	聯營公司			
– Sales of pharmaceutical products by the Group	– 本集團銷售藥品	(ii)	20,138	21,173
– Rental income	– 租金收入	(ii)	1,967	1,445
– Interest income on a loan to Easy one	– 貸款予易易壹利息收入	(iii)	1,174	9,930
– Management and promotion fees income	– 管理及推廣費用收入	(ii)	1,051	1,081
– Sub-licensing fee income	– 分租收入	(ii)	6,444	12,143
– Interest expense on convertible notes	– 可換股票據利息開支	(i)	1,933	–
Joint ventures	合營企業			
– Addition of right-of-use assets	– 添置使用權資產	(iv)	362,096	–
– Management fee income	– 管理費收入	(v)	17,330	12,000

\* These related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Notes:

- (i) A property of the Group was leased to a director at a monthly rental of HK\$100,000 (2019: HK\$100,000). The rental was determined with reference to the prevailing market rates.
- (ii) The transactions were based on terms mutually agreed between the Group and the related parties.

\* 該等關連人士交易亦構成於上市規則第14A章界定之持續關連交易。

附註：

- (i) 本集團向一名董事出租一項物業，月租為100,000港元(二零一九年：100,000港元)。租金乃參照當時市場租值釐定。
- (ii) 該等交易均按本集團與關連人士互相協定之條款進行。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 48. RELATED PARTY TRANSACTIONS (continued)

#### (a) Transactions with related parties (continued)

Notes: (continued)

- (iii) Interest income was determined at an interest rate of 6.5% per annum.
- (iv) On 14 May 2019 and 5 July 2019, the Group entered into lease agreements with Hermitage Investment Limited and Wellion Limited (joint ventures of the Group) in relation to the leasing of two fresh markets for a term of 10 to 11 years. Right-of-use assets of HK\$362,096,000 were recognised on the same date in respect of the lease agreements.
- (v) Management fee income was received from joint ventures in respect of management services on property development and property investment.

#### (b) Outstanding balance with a related party

Details of the Group's balances with its associates as at the end of the reporting period are disclosed in notes 23 and 24 to the financial statements. Details of the loans to joint ventures are included in note 18 to the financial statements.

#### (c) Guarantees provided to WS Group and EM Group

The Group received no consideration for providing these guarantees. Further details of guarantees provided by the Group are disclosed in note 47 to the financial statements.

### 48. 關連人士交易(續)

#### (a) 與關連人士進行之交易(續)

附註：(續)

- (iii) 利息收入按年利率6.5%釐定。
- (iv) 於二零一九年五月十四日及二零一九年七月五日，本集團與本集團之合營企業 Hermitage Investment Limited及偉愉有限公司就租賃兩個鮮活街市訂立為期10年至11年的租賃協議。同日就租賃協議確認使用權資產362,096,000港元。
- (v) 管理費收入乃就物業發展及物業投資的管理服務向合營企業收取。

#### (b) 一名關連人士之未償還結餘

於報告期末本集團與其聯營公司之結餘詳情於財務報表附註23及24披露。貸款予合營企業之詳情載於財務報表附註18。

#### (c) 向WS集團及EM集團提供的擔保

本集團並無就提供該等擔保收取代價。有關本集團所提供擔保之進一步詳情披露於財務報表附註47。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

48. RELATED PARTY TRANSACTIONS (continued) 48. 關連人士交易(續)

(d) Compensation of key management personnel of the Group

(d) 本集團主要管理人員之補償

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short term employment benefits	短期僱員福利	12,907	26,003
Post-employment benefits	退休福利	96	143
Total compensation paid to key management personnel	支付予主要管理人員的薪酬總額	13,003	26,146

The above compensation of key management personnel excludes the directors' remuneration, details of which are set out in note 8 to the financial statements.

上述主要管理人員之補償不包括董事酬金，詳情載於財務報表附註8。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 49. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 March 2020

#### Financial assets

### 49. 按類別劃分之金融工具

於報告期末金融工具各分類賬面值如下：

二零二零年三月三十一日

#### 金融資產

	Financial assets at fair value through profit or loss designated as such upon initial recognition	Financial assets at fair value through other comprehensive income		Financial assets at amortised cost	Total
		Debt investments	Equity investments		
	按公平值計入損益之金融資產初步確認後指定為此類	債務投資	股本投資	按攤銷成本計量之金融資產	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity investments at fair value through other comprehensive income	按公平值計入其他全面收益之股本投資	—	259,061	—	259,061
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收益之債務投資	1,023,595	—	—	1,023,595
Trade receivables	應收賬款	—	—	88,773	88,773
Loan and interest receivables	應收貸款及利息	—	—	519,859	519,859
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產	—	—	642,981	642,981
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	314,582	—	—	314,582
Cash and cash equivalents	現金及現金等同項目	—	—	1,575,810	1,575,810
		314,582	1,023,595	2,827,423	4,424,661

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

49. FINANCIAL INSTRUMENTS BY CATEGORY  
(continued)

31 March 2020

Financial liabilities

49. 按類別劃分之金融工具(續)

二零二零年三月三十一日

金融負債

		Financial liabilities at amortised cost 按攤銷成本計量之金融負債 HK\$'000 千港元	Financial liabilities at fair value through profit or loss 按公平值計入損益之金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables	應付賬款	100,146	—	100,146
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之金融負債			
— excluding lease liabilities (note 31)	— 不包括租賃負債(附註31)	1,117,669	—	1,117,669
Lease liabilities	租賃負債	830,506	—	830,506
Interest-bearing bank and other borrowings	計息銀行及其他借貸	5,774,009	—	5,774,009
Unsecured notes	無抵押票據	181,220	—	181,220
Convertible notes	可換股票據	249,814	—	249,814
Derivative financial instruments	衍生金融工具	—	5,022	5,022
		8,253,364	5,022	8,258,386



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 49. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

31 March 2019

#### Financial assets

	Financial assets at fair value through profit or loss designated as such upon initial recognition	Financial assets at fair value through other comprehensive income	Debt investments	Equity investments	Financial assets at amortised cost	Total
	按公平值計入損益之金融資產初步確認後指定為此類	按公平值計入其他全面收益之金融資產	債務投資	股本投資	按攤銷成本計量之金融資產	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity investments at fair value through other comprehensive income	按公平值計入其他全面收益之股本投資	—	—	107,321	—	107,321
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收益之債務投資	—	1,446,340	—	—	1,466,340
Trade and bills receivables	應收賬款及應收票據	—	—	—	109,303	109,303
Loan and interest receivables	應收貸款及利息	—	—	—	1,229,045	1,229,045
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產	—	—	—	784,720	784,720
Unlisted fund investments	非上市基金投資	50,595	—	—	—	50,595
Listed perpetual bonds	上市永久債券	48,192	—	—	—	48,192
Unlisted equity investments	非上市股本投資	47,225	—	—	—	47,225
Derivative financial instruments	衍生金融工具	6,184	—	—	—	6,184
Cash and cash equivalents	現金及現金等同項目	—	—	—	2,318,224	2,318,224
		152,196	1,466,340	107,321	4,441,292	6,167,149

### 49. 按類別劃分之金融工具(續)

二零一九年三月三十一日

#### 金融資產

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 49. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

31 March 2019

#### Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本計量之金融負債 HK\$'000 千港元
Trade payables	應付賬款	195,570
Financial liabilities included in other payables and accruals (note 31)	計入其他應付款項及應計費用之金融負債 (附註31)	316,535
Interest-bearing bank and other borrowings	計息銀行及其他借貸	5,521,762
		6,033,867

### 49. 按類別劃分之金融工具(續)

二零一九年三月三十一日

#### 金融負債

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and bank balances, restricted bank balances, time deposits, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, the current portion of loans and interest receivables, financial liabilities included in other payables and accruals and the current portion of interest-bearing bank loans approximate to their carrying amounts largely due to the short term maturities of these instruments.

### 50. 金融工具公平值及公平值層級

管理層已評估現金及銀行結餘、受限制銀行結餘、定期存款、應收賬款、應付賬款、計入預付款項、其他應收款項及其他資產之金融資產、應收貸款及利息之即期部分、計入其他應付款項及應計費用之金融負債以及計息銀行貸款之即期部分的公平值與其各自的賬面值相若，主要由於該等工具於短期內到期。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group's finance department headed by the directors of the Company is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the directors and the audit committee of the Company. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the directors of the Company. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of loans and interest receivables and interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 March 2020 was assessed to be insignificant. The fair value of the liability portion of the convertible notes and unsecured notes are estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar securities with consideration of the Group's own non-performance risk.

The fair values of listed equity investments, listed fund investments, debt investments and listed perpetual bonds are based on quoted market prices except for the listed equity investments of a listed entity whose shares were suspended for trading, the fair value of which was determined based on market approach.

#### 50. 金融工具公平值及公平值層級(續)

以本公司董事為首的本集團財務部負責釐定金融工具公平值計量之政策及程序。財務部直接向本公司董事及審核委員會報告。於各報告日期，財務部分析金融工具之價值變動並釐定估值中適用之主要元素。估值由本公司董事審核及批准。估值過程及結果由審核委員會每年討論兩次，以便呈列中期及年度財務報告。

金融資產及負債之公平值按金融工具可由自願各方在現有交易中可交換之金額入賬，強制或清算銷售除外。

估計公平值時所用之方法及假設載述如下：

應收貸款及利息以及計息銀行及其他借貸之非即期部分的公平值乃透過使用當前可供金融工具使用之市率按類似條款、信用風險及餘下到期日，折讓預期未來現金流量而計算。於二零二零年三月三十一日，本集團本身計息銀行及其他借貸之不履約風險被評定為並不重大。可換股票據以及無抵押票據的負債部分的公平值通過考慮本集團自身的非履約風險，使用類似證券的等價市場利率貼現預期未來現金流量進行估計。

上市股本投資、上市基金投資、債務投資及上市永久債券之公平值乃基於市場報價釐定，惟股份暫停買賣之上市實體之上市股本投資除外，其公平值乃基於市場法釐定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of unlisted fund investments are determined based on the quoted market prices provided by fund administrators with reference to prices derived from the over-the-counter market. The fair values of unlisted debt investments have been estimated using a discounted cash flow valuation model based on assumptions that are not supported by observable market prices or rates. The fair value of unlisted equity investment was determined based on market approach and binomial tree option pricing method.

The fair value of the embedded derivatives in unsecured notes and convertible notes are determined by valuation techniques and based on assumptions on market conditions existing at the end of the reporting period. The valuation model requires the input of subjective assumptions, including the expected volatility, discount rate and risk free rate. The fair value of interest rate swaps are measured using valuation techniques similar to forward pricing and swap models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves.

The Company's directors believe that the estimated fair values resulting from the valuation techniques, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in profit or loss and other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

#### 50. 金融工具公平值及公平值層級(續)

非上市基金投資之公平值乃基於基金管理人提供之市場報價釐定，當中參考自場外交易市場獲得的價格。非上市債務投資之公平值乃使用貼現現金流量估值模型基於並無可觀察市價或利率之假設釐定。非上市股本投資之公平值乃基於市場法及二項式期權定價模式釐定。

無抵押票據及可換股票據的嵌入式衍生工具的公平值乃使用估值技術並根據基於報告期末現有市況的假設釐定。估值模型須輸入主觀假設，包括預期波幅、貼現率及無風險利率。利率掉期的公平值乃使用與遠期定價與掉期模型類似的估值技術按現值計算方法計量。該等模型由各種市場可觀察輸入數據組成，包括交易對手的信貸質素、外匯即期及遠期匯率及利率曲線。

本公司董事認為，估值方法得出之估計公平值(計入綜合財務狀況報表)及公平值相關變動(計入損益及其他全面收益)屬合理，且為報告期末最合適之估值。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued) 50. 金融工具公平值及公平值層級(續)

The carrying amounts and fair values of the Group's financial instruments are as follows:

本集團之金融工具之賬面值及公平值如下：

		Carrying amounts		Fair values	
		賬面值		公平值	
		31 March 2020 二零二零年 三月三十一日 HK\$'000 千港元	31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元	31 March 2020 二零二零年 三月三十一日 HK\$'000 千港元	31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
Listed fund investment	上市基金投資	1,873	—	1,873	—
Unlisted fund investments	非上市基金投資	241,526	50,595	241,526	50,595
Listed perpetual bonds	上市永久債券	32,180	48,192	32,180	48,192
Unlisted equity investment	非上市股本投資	32,710	47,225	32,710	47,225
Listed equity investments	上市股本投資	73	—	73	—
Derivative component of unsecured bonds and notes	無抵押債券及票據之衍生部分	6,220	—	6,220	—
Derivative financial instruments	衍生金融工具	—	6,184	—	6,184
Financial assets at fair value through other comprehensive income:	按公平值計入其他全面收益之金融資產：				
Debt investments	債務投資	1,023,595	1,466,340	1,023,595	1,466,340
Listed equity investments	上市股本投資	259,061	107,321	259,061	107,321
Loans and interest receivables	應收貸款及利息	519,859	1,229,045	519,859	1,229,045
		2,117,097	2,954,902	2,117,097	2,954,902
<b>Financial liabilities</b>	<b>金融負債</b>				
Interest-bearing bank and other borrowings	計息銀行及其他借貸	5,774,009	5,521,762	5,774,009	5,521,762
Unsecured notes	無抵押票據	181,220	—	162,229	—
Convertible notes	可換股票據	249,814	—	249,669	—
Derivative financial instruments	衍生金融工具	5,022	—	5,022	—
		6,210,065	5,521,762	6,190,929	5,521,762

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Included in the listed equity investments is a listed investment amounting to HK\$28,485,000 (2019: HK\$33,003,000), the share trading of which was suspended. The Group adopted the market approach in determining its fair value at the end of the reporting period. For the fair value of the unlisted debt investments amounting HK\$785,002,000 as at 31 March 2019, in aggregate, an unlisted fund investments amounting to HK\$13,871,000 (2019: Nil), an unlisted equity investment amounting to HK\$32,710,000 (2019: HK\$47,225,000), the derivative component of unsecured notes amounting to HK\$6,220,000 (2019: Nil) and a call option amounting to HK\$6,184,000 as at 31 March 2019, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model and has quantified this as a reduction in fair value using less favourable assumptions, and an increase in fair value using more favourable assumptions. These fair value measurements were categorised as Level 3 within the fair value hierarchy.

### 50. 金融工具公平值及公平值層級(續)

上市股本投資包括一項上市投資28,485,000港元(二零一九年: 33,003,000港元), 其股份暫停買賣。本集團採用市場法釐定其於報告期末的公平值。就二零一九年三月三十一日的非上市債務投資總值785,002,000港元、非上市基金投資13,871,000港元(二零一九年: 無)、非上市股本投資為數32,710,000港元(二零一九年: 47,225,000港元)、無抵押票據的衍生部分6,220,000港元(二零一九年: 無)及二零一九年三月三十一日的認購期權為數6,184,000港元的公平值而言, 管理層已估算在估值模型中使用合理可能替代輸入的潛在影響, 並作出量化, 使用較不利的假設則公平值減少, 使用較有利的假設則公平值增加。該等公平值計量分類為公平值層級之內的第3級。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 March 2020 and 31 March 2019:

### 50. 金融工具公平值及公平值層級(續)

以下為於二零二零年三月三十一日及二零一九年三月三十一日金融工具估值之重大不可觀察輸入數據概要及定量敏感度分析：

	Valuation techniques	Significant unobservable inputs	Range	Sensitivity of fair value to the input
	估值方法	重大不可觀察輸入數據	幅度	公平值輸入數據之敏感度
<b>As at 31 March 2020</b>				
<b>於二零二零年三月三十一日</b>				
A listed investment classified as financial assets at fair value through other comprehensive income and the share trading of which was suspended	Market approach	EV-to-EBITDA	7.74 times	1% increase (decrease) in EV-to-EBITDA would have no material impact on the fair value
分類為按公平值計入其他全面收益及股份買賣暫停之上市投資	市場法	企業價值對 EBITDA	7.74倍	企業價值對EBITDA增加(減少)1%將對公平值並無重大影響
		DLOC	16.67%	1% increase (decrease) in DLOC would result in decrease (increase) in fair value by HK\$342,805 (HK\$342,805)
		無控制權折讓	16.67%	無控制權折讓增加(減少)1%將導致公平值減少(增加)342,805港元(342,805港元)
		DLOM	25.00%	1% increase (decrease) in DLOM would result in decrease (increase) in fair value by HK\$371,373 (HK\$385,656)
		無市場流動性折讓	25.00%	無市場流動性折讓增加(減少)1%將導致公平值減少(增加)371,373港元(385,656港元)
An unlisted equity investment classified as financial assets at fair value through profit or loss	Market approach and Binomial tree Option Pricing Model	EV-to-EBITDA	11.24 times	1% increase (decrease) in EV-to-EBITDA would have no material impact on the fair value
分類為按公平值計入損益之非上市股本投資	市場法及二項式期權定價模式	企業價值對 EBITDA	11.24倍	企業價值對EBITDA增加(減少)1%將對公平值並無重大影響

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### 50. 金融工具公平值及公平值層級(續)

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range 幅度	Sensitivity of fair value to the input 公平值輸入數據之敏感度
		DLOM	20.00%	1% increase (decrease) in DLOM would have no material impact on the fair value
		無市場流動性折讓	20.00%	無市場流動性折讓增加(減少)1%將對公平值並無重大影響
		Risk free rate	0.94%	1% increase (decrease) in risk free rate would have no material impact on the fair value
		無風險利率	0.94%	無風險利率增加(減少)1%將對公平值並無重大影響
		Volatility	50.53%	1% increase (decrease) in volatility would have no material impact on the fair value
		波動性	50.53%	波動性增加(減少)1%將對公平值並無重大影響
An unlisted fund investment classified as financial assets at fair value through profit or loss	Discounted cash flow method	Credit spread	9.0%	1% increase/(decrease) in discount rate would result in increase/(decrease) in fair value by HK\$236,000/(HK\$236,000)
分類為按公平值計入損益之金融資產之非上市基金投資	貼現現金流量法	信貸息差	9.0%	貼現率增加/(減少)1%將導致公平值增加/(減少)236,000港元/(236,000港元)
A derivative component of the convertible notes classified as financial liabilities at fair value through profit or loss	Binomial model	Expected volatility	73.8%	1% increase/(decrease) in expected volatility would have no material impact on the fair value
分類為按公平值計入損益之金融負債之可換股票據之衍生部分	二項式模式	預期波動性	73.8%	預期波動性增加/(減少)1%將對公平值並無重大影響
		Discount rate	14.7%	1% increase/(decrease) in discount rate would have no material impact on the fair value
		貼現率	14.7%	貼現率增加/(減少)1%將對公平值並無重大影響



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued) 50. 金融工具公平值及公平值層級(續)

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range 幅度	Sensitivity of fair value to the input 公平值輸入數據之敏感度
A derivative component of the unsecured notes classified as financial assets at fair value through profit or loss	Hull-white one factor trinomial model	Volatility	0.13%	1% increase/(decrease) in volatility would have no material impact on the fair value
分類為按公平值計入損益之無抵押票據之衍生部分	Hull-white單因素三項式模式	波動性	0.13%	波動性增加/(減少)1%將對公平值並無重大影響
		Discount rate	15.8%	1% increase/(decrease) in discount rate would have no material impact on the fair value
		貼現率	15.8%	貼現率增加/(減少)1%將對公平值並無重大影響
<b>As at 31 March 2019</b>				
<b>於二零一九年三月三十一日</b>				
A listed investment classified as financial assets at fair value through other comprehensive income and the share trading of which was suspended	Market approach	EV-to-EBITDA	13.31 times	1% increase (decrease) in EV-to-EBITDA would have no material impact on the fair value
分類為按公平值計入其他全面收益及股份買賣暫停之上市投資	市場法	企業價值對EBITDA	13.31倍	企業價值對EBITDA增加(減少)1%將對公平值並無重大影響
		DLOC	16.67%	1% increase (decrease) in DLOC would result in decrease (increase) in fair value by HK\$514,000 (HK\$528,000)
		無控制權折讓	16.67%	無控制權折讓增加(減少)1%將導致公平值減少(增加)514,000港元(528,000港元)
		DLOM	20.00%	1% increase (decrease) in DLOM would result in decrease (increase) in fair value by HK\$514,000 (HK\$528,000)
		無市場流動性折讓	20.00%	無市場流動性折讓增加(減少)1%將導致公平值減少(增加)514,000港元(528,000港元)

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### 50. 金融工具公平值及公平值層級(續)

	Valuation techniques	Significant unobservable inputs	Range	Sensitivity of fair value to the input
	估值方法	重大不可觀察輸入數據	幅度	公平值輸入數據之敏感度
Unlisted debt investments classified as financial assets at fair value through other comprehensive income	Discounted cash flow method	Credit spread	13.7%	1% increase (decrease) in discount rate would result in decrease (increase) in fair value by HK\$4,456,000 (HK\$4,521,000)
分類為按公平值計入其他全面收益之金融資產之非上市債務投資	貼現現金流量法	信貸息差	13.7%	貼現率增加(減少)1%將導致公平值減少(增加)4,456,000港元(4,521,000港元)
An unlisted equity investment classified as financial assets at fair value through profit or loss	Market approach and Binomial tree Option Pricing Model	EV-to-EBITDA	10.28 times	1% increase (decrease) in EV-to-EBITDA would have no material impact on the fair value
分類為按公平值計入損益之非上市股本投資	市場法及二項式期權定價模式	企業價值對EBITDA	10.28倍	企業價值對EBITDA增加(減少)1%將對公平值並無重大影響
		DLOM	20.00%	1% increase (decrease) in DLOM would have no material impact on the fair value
		無市場流動性折讓	20.00%	無市場流動性折讓增加(減少)1%將對公平值並無重大影響
		Risk free rate	1.85%	1% increase (decrease) in risk free rate would have no material impact on the fair value
		無風險利率	1.85%	無風險利率增加(減少)1%將對公平值並無重大影響
		Volatility	42.35%	1% increase (decrease) in volatility would have no material impact on the fair value
		波動性	42.35%	波動性增加(減少)1%將對公平值並無重大影響
Call option classified as financial assets at fair value through profit or loss	Black-Scholes Options Pricing Model	Risk free rate	1.85%	1% increase (decrease) in risk free rate would have no material impact on the fair value
分類為按公平值計入其他全面收益之金融資產之認購期權	布萊克—肖爾斯期權定價模式	無風險利率	1.85%	無風險利率增加(減少)1%將對公平值並無重大影響
		Volatility	37.90%	1% increase (decrease) in volatility would have no material impact on the fair value
		波動性	37.90%	波動性增加(減少)1%將對公平值並無重大影響

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

#### Assets measured at fair value

As at 31 March 2020

### 50. 金融工具公平值及公平值層級(續)

#### 公平值層級

下表說明本集團金融工具之公平值計量層級：

#### 按公平值計量之資產

於二零二零年三月三十一日

		Fair value measurement using 使用以下各項進行公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一層) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at fair value through other comprehensive income:	按公平值計入其他全面收益 之金融資產：				
Debt investments	債務投資	1,023,595	—	—	1,023,595
Listed equity investments	非上市股本投資	230,576	—	28,485	259,061
Financial assets at fair value through profit or loss:	按公平值計入損益之金融資 產：				
Listed fund investment	上市基金投資	1,873	—	—	1,873
Unlisted fund investments	非上市基金投資	—	227,655	13,871	241,526
Listed perpetual bonds	上市永久債券	32,180	—	—	32,180
Unlisted equity investment	非上市股本投資	—	—	32,710	32,710
Listed equity investments	上市股本投資	73	—	—	73
Derivative component of unsecured notes	無抵押票據之衍生部分	—	—	6,220	6,220
		1,288,297	227,655	81,286	1,597,238

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)      50. 金融工具公平值及公平值層級(續)

#### Assets measured at fair value (continued)

#### 按公平值計量之資產(續)

As at 31 March 2019

於二零一九年三月三十一日

		Fair value measurement using 使用以下各項進行公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一層) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 千港元	Total          總計          HK\$'000 千港元
Financial assets at fair value through other comprehensive income:	按公平值計入其他全面收益之金融資產：				
Debt investments	債務投資	681,338	—	785,002	1,466,340
Listed equity investments	非上市股本投資	74,318	—	33,003	107,321
Financial assets at fair value through profit or loss:	按公平值計入損益之金融資產：				
Unlisted fund investments	非上市基金投資	—	50,595	—	50,595
Listed perpetual bonds	上市永久債券	48,192	—	—	48,192
Unlisted equity investment	非上市股本投資	—	—	47,225	47,225
Derivative financial instruments	衍生金融工具	—	—	6,184	6,184
		803,848	50,595	871,414	1,725,857

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### 50. 金融工具公平值及公平值層級(續)

#### Assets measured at fair value (continued)

#### 按公平值計量之資產(續)

The movements in fair value measurements in Level 3 during the years are as follows:

年內，第三層公平值計量之變動如下：

		HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	1,093,908
Purchase	購買	43,865
Redemption of debt investments	贖回債務投資	(250,000)
Total loss recognised in profit or loss	於損益確認之虧損總額	4,576
Total loss recognised in other comprehensive income	於其他全面收益確認之虧損總額	(20,935)
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	871,414
Purchase	購買	57,270
Acquisition of subsidiaries	收購附屬公司	5,393
Redemption of debt investments	贖回債務投資	(200,000)
Refinanced by a loan receivable granted	應收貸款授出之再融資	(600,000)
Total loss recognised in profit or loss	於損益確認之虧損總額	(14,949)
Total loss recognised in other comprehensive income	於其他全面收益確認之虧損總額	(37,842)
At 31 March 2020	於二零二零年三月三十一日	81,286

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

50. FAIR VALUE AND FAIR VALUE HIERARCHY OF  
FINANCIAL INSTRUMENTS (continued)

50. 金融工具公平值及公平值層級(續)

Liabilities measured at fair value

按公平值計量之負債

As at 31 March 2020

於二零二零年三月三十一日

		Fair value measurement using 使用以下各項進行公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一層) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial liabilities at fair value through profit or loss:	按公平值計入損益之金融負 債：				
- derivative component of convertible notes	- 可換股票據之衍生部分	-	-	621	621
- interest rate swaps	- 利率掉期	-	4,401	-	4,401
		-	4,401	621	5,022

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 50. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### 50. 金融工具公平值及公平值層級(續)

#### Liabilities measured at fair value (continued)

#### 按公平值計量之負債(續)

#### As at 31 March 2020 (continued)

#### 於二零二零年三月三十一日(續)

The Group did not have any financial liabilities measured at fair value as at 31 March 2019.

於二零一九年三月三十一日，本集團並無按公平值計量之金融負債。

		HK\$'000 千港元
At 1 April 2018, 31 March 2019 and 1 April 2019	於二零一八年四月一日、二零一九年三月三十一日及二零一九年四月一日	—
Acquisition of subsidiaries	收購附屬公司	1,201
Gain recognised in profit or loss	於損益確認之收益	(580)
At 31 March 2020	於二零二零年三月三十一日	621

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2019: Nil).

年內，金融資產及金融負債之公平值計量概無於第一層及第二層之間轉讓，亦無自第三層轉入或轉出(二零一九年：無)。

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

### 51. 財務風險管理目標及政策

The Group's principal financial instruments include equity investments at fair value through profit or loss, financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss, trade and other receivables, loans and interest receivables, deposits, trade and other payables, accruals, deposits received, cash and bank balances, restricted bank balances and bank and other borrowings.

本集團之主要金融工具包括按公平值計入損益之股本投資、按公平值計入其他全面收益之金融資產及按公平值計入損益之金融資產、應收賬款及其他應收款項、應收貸款及利息、按金、貿易及其他應付款項、應計費用、已收按金、現金及銀行結餘、受限制銀行結餘以及銀行及其他借貸。

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and price risk. The board of directors of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

本集團金融工具之主要風險為利率風險、外匯風險、信貸風險、流動性風險及價格風險。本公司董事會審核並同意管理每項該等風險之政策。該等政策概述於下文。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Interest rate risk

The Group's exposure to changes in market interest rates relates primarily to the Group's bank loans with floating interest rates. The Group has not used any interest rate swaps to hedge its interest rate risk, and will consider hedging significant interest rate risk should the need arise.

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's profit before tax. There is no material impact on other components of the Group's equity.

### 51. 財務風險管理目標及政策(續)

#### 利率風險

本集團市場利率變動之風險主要來自本集團按浮動利率計息之銀行貸款。本集團並無利用任何利率掉期對沖其利率風險，但將於必要時考慮對沖重大利率風險。

下表列示在所有其他可變因素保持不變之情況下，本集團除稅前溢利對利率出現合理可能變動時之敏感性。有關變動不會嚴重影響本集團的其他權益組成部分。

		Increase/ (decrease) in basis points 基點增加/ (減少)	Increase/ (decrease) in profit before tax 除稅前溢利增 加/(減少) HK\$'000 千港元
<b>2020</b>	<b>二零二零年</b>		
HK\$	港元	100	(55,750)
HK\$	港元	(100)	55,750
<b>2019</b>	<b>二零一九年</b>		
HK\$	港元	100	(53,342)
HK\$	港元	(100)	53,342



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Foreign currency risk

The Group has minimal transactional currency exposure arising from sales or purchases by operating units in currencies other than the units' functional currencies, and hence it does not have any foreign currency hedging policies.

Part of the Group's operating expenses are denominated in RMB, which is currently not a freely convertible currency. The PRC Government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of Mainland China. Shortages in the availability of foreign currencies may restrict the ability of the Group's PRC subsidiaries and joint venture to remit sufficient foreign currencies to pay dividends or other amounts to the Group.

Under the PRC existing foreign exchange regulations, payments of current account items, including dividends, trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from the State Administration for Foreign Exchange Bureau by complying with certain procedural requirements. However, approval from appropriate PRC governmental authorities is required where RMB is to be converted into a foreign currency and remitted out of Mainland China to pay capital account items, such as the repayment of bank loans denominated in foreign currencies.

### 51. 財務風險管理目標及政策(續)

#### 外幣風險

本集團因經營單位以該經營單位功能貨幣以外貨幣進行買賣而產生之交易貨幣風險極低，因此其並無設立外幣對沖風險政策。

本集團部分經營開支以人民幣計值，而現時人民幣並非自由兌換之貨幣。中國政府就人民幣與外幣之兌換實施管制，並在若干情況下，管制貨幣匯出中國內地。若無法取得足夠之外幣，可能會限制本集團之中國附屬公司及合營企業匯出外幣以向本集團支付股息或其他金額之能力。

根據現行中國外匯規例，若符合若干程序規定，往來賬項目(包括股息、貿易及服務相關外匯交易)可以外幣作出付款，而無須獲中國國家外匯管理局事先批准。然而，若要將人民幣兌換為外幣並匯出中國以支付資本賬項目，例如償還外幣計值之銀行貸款，則須獲適當之中國內地政府當局批准。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

#### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### Foreign currency risk (continued)

Currently, the Group's PRC subsidiaries and joint venture may purchase foreign exchange for settlement of current account transactions, including payment of dividends to the Company, without prior approval of the State Administration for Foreign Exchange Bureau. The Group's PRC subsidiaries and joint venture may also retain foreign currencies in their current accounts to satisfy foreign currency liabilities or to pay dividends. Since foreign currency transactions on the capital account are still subject to limitations and require approval from the State Administration for Foreign Exchange Bureau, this could affect the Group's subsidiaries and joint venture's ability to obtain required foreign exchange through debt or equity financing, including by means of loans or capital contributions from the Group.

There are limited hedging instruments available in Mainland China to reduce the Group's exposure to exchange rate fluctuations between RMB and other currencies. To date, the Group has not entered into any hedging transactions in an effort to reduce the Group's exposure to foreign currency exchange risks. While the Group may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited and the Group may not be able to hedge the Group's exposure successfully, or at all.

#### 51. 財務風險管理目標及政策(續)

##### 外幣風險(續)

目前，本集團之中國附屬公司及合營企業可購入外幣以結算往來賬交易(包括向本公司支付股息)，而無須獲中國國家外匯管理局事先批准。本集團之中國附屬公司及合營企業亦可在其往來賬保留外幣，以應付外幣負債或支付股息。由於資本賬外幣交易仍受限制，且須獲中國國家外匯管理局批准，這或會影響本集團附屬公司及合營企業通過債務或股本融資(包括向本集團獲取貸款或注資)而取得所需外幣之能力。

本集團在中國內地可用以減低人民幣與其他貨幣之間之匯率波動風險之對沖工具有限。至今，本集團並無訂立任何對沖交易，以減低外匯風險。儘管本集團日後可能決定訂立對沖交易，但該等對沖之可動用程度及效用可能有限，且本集團可能無法成功對沖風險，或根本無法對沖風險。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Sensitivity analysis

The Group is mainly exposed to the foreign exchange rate fluctuation of the foreign currencies stated above against the functional currencies of the respective group entities.

If the RMB exchange rate had increased/decreased by 5% and other variables were held constant, the Group's profit for the year ended 31 March 2020 would have decreased/increased by HK\$8,510,000 (2019: profit for the year would have decreased/increased by HK\$100,000).

The Group's exposures to currency risk of other currencies are considered insignificant by the directors and therefore no sensitivity analysis has been prepared.

#### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In order to minimise the credit risk on trade and other receivables, loans and interest receivables and debt securities, the management of the Group has delegated a team responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the credit risk is significantly reduced.

### 51. 財務風險管理目標及政策(續)

#### 敏感度分析

本集團主要面對上述外幣與集團實體各自的功能貨幣兌換的匯率波動風險。

倘人民幣匯率上漲/下跌5%，而其他變數維持不變，則本集團截至二零二零年三月三十一日止年度的溢利將減少/增加8,510,000港元(二零一九年：年內溢利將減少/增加100,000港元)。

董事認為本集團其他貨幣之貨幣風險並不重大，因此並無編製敏感度分析。

#### 信貸風險

本集團僅與獲認可及可信賴之第三方進行交易。本集團政策規定，所有擬按信貸期進行交易的客戶，均須接受信貸核實程序。為將應收賬款及其他應收款項、應收貸款及利息及債務證券之信貸風險降至最低，本集團管理層已委派一支團隊負責釐定信貸限制、信貸批准及其他監管程序，以確保採取收回逾期債務的跟進行動。此外，本集團審核於報告期末個別應收款項各自的可收回金額，確保為不可收回金額計提充足減值虧損撥備。就此而言，本公司董事認為信貸風險已大幅減小。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### 51. 財務風險管理目標及政策(續)

#### Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March 2020. For listed debt investments, the Group also monitors them by using external credit ratings. The amounts presented are gross carrying amounts for financial assets.

As at 31 March 2020

#### 最高風險及年結階段

下表顯示基於本集團的信貸政策的信貸質素及最高信貸風險，主要基於逾期資料(除非其他資料可在毋須付出不必要成本或努力的情況下獲得)，及於二零二零年三月三十一日的年結階段分類。本集團亦採用外部信貸評級監控上市債務投資。所呈列金額指金融資產總賬面值。

於二零二零年三月三十一日

		12 month	Lifetime ECLs			Total	
		ECLs	Simplified				
		12個月預期	Stage 1	Stage 2	Stage 3	approach	Total
		信貸虧損	第1階段	第2階段	第3階段	簡化法	總計
		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
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收益之債務投資						
- Aa to CCC	- Aa至CCC	972,990	—	50,605	—	—	1,023,595
Trade receivables*	應收賬款*	—	—	—	—	109,467	109,467
Loan and interest receivables	應收貸款及利息	449,579	58,029	41,081	—	—	548,689
Financial assets included in prepayments, other receivables and other assets — Normal**	計入預付款項、其他應收款項及其他資產之金融資產 — 正常**	622,580	20,401	—	—	—	642,981
Bank balances and cash	銀行結餘及現金	1,575,810	—	—	—	—	1,575,810
		3,620,959	78,430	91,686	109,467	—	3,900,542

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### 51. 財務風險管理目標及政策(續)

#### Maximum exposure and year-end staging (continued)

As at 31 March 2019

#### 最高風險及年結階段(續)

於二零一九年三月三十一日

		12 month ECLs		Lifetime ECLs		Simplified approach	Total
		12個月預期信貸虧損	Stage 1	Stage 2	Stage 3		
		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
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收益之債務投資						
- Aa to CCC	- Aa至CCC	715,871	797,299	30,000	-	-	1,543,170
Trade and bills receivables*	應收賬款及應收票據*	-	-	-	116,953	116,953	116,953
Loan and interest receivables	應收貸款及利息	1,002,113	86,631	158,959	-	-	1,247,703
Financial assets included in prepayments, other receivables and other assets - Normal**	計入預付款項、其他應收款項及其他資產之金融資產 - 正常**	784,720	-	-	-	-	784,720
Bank balances and cash	銀行結餘及現金	2,318,224	-	-	-	-	2,318,224
		4,820,928	883,930	188,959	116,953	116,953	6,010,770

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 23 to the financial statements.

\*\* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

\* 就本集團採用簡化法減值的應收賬款而言，根據撥備矩陣而估計的資料於財務報表附註23披露。

\*\* 計入預付款項、其他應收款項及其他資產之金融資產的信貸質素在尚未逾期且並無資料顯示金融資產之信貸風險自初步確認以來大幅增加時，被視為「正常」。否則，金融資產的信貸質素被視為「呆賬」。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Maximum exposure and year-end staging (continued)

Further quantitative data in respect of the Group's exposure to credit risk arising from debt investments (note 20), trade and other receivables (notes 23 and 25) and loans and interest receivables (note 24) are disclosed in the corresponding notes to the financial statements.

#### Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans.

### 51. 財務風險管理目標及政策(續)

#### 最高風險及年結階段(續)

有關本集團因債務投資(附註20)、應收賬款及其他應收款項(附註23及25)及應收貸款及利息(附註24)所產生信貸風險之進一步定量資料乃於財務報表相關附註中披露。

#### 流動性風險

本集團採用經常性流動資金計劃工具以監控資金短缺之風險。此項工具計算金融工具及金融資產(如應收賬款)之到期情況及經營活動之預計現金流量。

本集團之目標為致力透過利用銀行貸款，確保資金持續性與靈活性兼備。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual and undiscounted payments, was as follows:

### 51. 財務風險管理目標及政策(續)

#### 流動性風險(續)

於報告期末，根據合約未貼現付款，本集團金融負債之到期情況如下：

		2020 二零二零年				
		On demand or within 1 year 於要求時或 在1年內	1 to 2 years 1至2年	3 to 5 years 3至5年	Over 5 years 5年以上	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Bank loans	銀行貸款					
- variable rates (Note)	- 浮息(附註)	2,658,398	1,248,648	1,738,754	241,346	5,887,146
Bank loans	銀行貸款					
- fixed rates (Note)	- 固息(附註)	167,205	28,685	42,821	69,917	308,628
Other loans (note 33)	其他貸款(附註33)	11,938	11,938	210,908	-	234,784
Unsecured notes (note 32)	無抵押票據(附註32)	2,900	292,465	-	-	295,365
Convertible notes (note 34)	可換股票據(附註34)	19,860	284,660	-	-	304,520
Trade payables (note 30)	應付賬款(附註30)	100,146	-	-	-	100,146
Lease liabilities	租賃負債	232,936	209,458	293,903	323,130	1,059,427
Other payables and accruals	其他應付款項及應計費用					
- excluding lease liabilities	- 不包括租賃負債					
(note 31)	(附註31)	1,060,132	57,537	-	-	1,117,669
		4,253,515	2,133,391	2,286,386	634,393	9,307,685

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)      51. 財務風險管理目標及政策(續)

#### Liquidity risk (continued)

#### 流動性風險(續)

		2019 二零一九年				
		On demand or within 1 year	1 to 2 years	3 to 5 years	Over 5 years	Total
		於要求時或 在1年內	1至2年	3至5年	5年以上	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Bank loans (Note)	銀行貸款(附註)	2,272,363	1,364,833	1,850,459	435,396	5,923,051
Other loans (note 33)	其他貸款(附註33)	11,254	11,254	198,824	—	221,332
Trade payables (note 30)	應付賬款(附註30)	195,570	—	—	—	195,570
Other payables and accruals (note 31)	其他應付款項及應計費用(附註31)	91,912	372,564	—	—	464,476
		2,571,099	1,748,651	2,049,283	435,396	6,804,429

*Note:*

Included in interest-bearing bank loans of the Group are term loans with an aggregate principal amounting to HK\$1,373,690,000 (2019: HK\$703,315,000), of which the respective loan agreements contain a repayment on-demand clause giving the bank the unconditional right to call in the loans at any time and therefore, for the purpose of the above maturity profile, the total amount is classified as "on demand".

*附註:*

本集團之計息銀行貸款中，包括總本金額為1,373,690,000港元(二零一九年：703,315,000港元)之定期貸款，當中各貸款協議載有按要求償還條款，給予銀行無條件權利隨時要求償還貸款，因此，就上述到期日而言，總金額分類為「於要求時」。



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk (continued)

Note: (continued)

Notwithstanding the above clause, the directors do not believe that these loans will be called in their entirety within 12 months, and they consider that the loans will be repaid in accordance with the maturity dates as set out in the respective loan agreements. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; the Group's compliance with the loan covenants; the lack of events of default, and the fact that the Group has made all previously scheduled repayments on time. In accordance with the terms of the loans, the contractual undiscounted payments are as follows:

		Within 1 year 在1年內 HK\$'000 千港元	1 to 2 years 1至2年 HK\$'000 千港元	3 to 5 years 3至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2020	二零二零年三月三十一日	401,826	886,350	173,138	—	1,461,314
31 March 2019	二零一九年三月三十一日	129,537	244,783	431,757	—	806,077

#### Price risk

Price risk is the risk that the fair values of financial investments decrease as a result of changes in the levels of equity indices and the value of individual investment. The Group was exposed to price risk arising from individual financial investments classified as financial assets at fair value through other comprehensive income (note 20) and financial assets at fair value through profit or loss (note 27) as at 31 March 2020.

The Group's debt securities are traded in the over-the-counter market and are valued at fair value at each year end date with reference to the trading prices quoted in the market. The Group's listed equity investments are listed on the Hong Kong Stock Exchange and are valued at quoted market prices at the end of the reporting period.

### 51. 財務風險管理目標及政策(續)

#### 流動性風險(續)

附註：(續)

儘管有上述條款，董事相信該等貸款不會於12個月內全數被要求償還，彼等認為有關貸款將根據各貸款協議所載到期日償還。作出此項評估乃考慮到：本集團於批准財務報表當日之財務狀況、本集團遵守貸款契約之情況；並無違約事件，以及本集團過去按時償還所有貸款。根據貸款之條款，已訂約非折扣付款如下：

#### 價格風險

價格風險為因股份指數水平及個別投資價值變動而導致金融投資公平值下降之風險。於二零二零年三月三十一日，本集團主要面對因分類為按公平值計入其他全面收益之金融資產(附註20)及按公平值計入損益之金融資產(附註27)之個別金融投資而產生之價格風險。

本集團之債務證券乃於場外市場交易及於每個年結日參考市場所報交易價格按公平值進行估值。本集團之上市股本投資於香港聯交所上市，並按報告期末所報之市價計值。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Price risk (continued)

The market equity index for the following stock exchange, at the close of business of the nearest trading day in the year to the end of the reporting period, and its respective highest and lowest points during the year were as follows:

		31 March 2020 二零二零年 三月三十一日	High/low 2020 二零二零年 最高/最低價	31 March 2019 二零一九年 三月三十一日	High/low 2019 二零一九年 最高/最低價
Hong Kong	香港				
– Hang Seng Index	– 恒生指數	23,175	30,280/21,139	29,051	30,808/24,980

The Group manages its exposure by closely monitoring the price movements and the changes in market conditions that may affect the value of these financial investments.

The following table demonstrates the sensitivity to a reasonably possible change in the fair values of the financial investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

### 51. 財務風險管理目標及政策(續)

#### 價格風險(續)

以下證券交易所於最接近報告期末之交易日營業時間結束時之市場股份指數，以及指數於年內之最高及最低價如下：

本集團透過密切監察可能影響該等金融投資價值的價格變動及市況變動管理其所受的風險。

下表列示在所有其他可變因素保持不變且未計入任何稅務影響之情況下，金融投資之公平值出現合理可能變動時之敏感度，乃按報告期末當日賬面值計算。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 51. 財務風險管理目標及政策(續)

#### Price risk (continued)

#### 價格風險(續)

		Carrying amount of financial investments	Increase/ (decrease) in price	Increase/ (decrease) in profit before tax	Increase/ (decrease) in other components of equity
		金融投資賬面值	價格增加/ (減少)	除稅前溢利增加/ (減少)	其他權益組成部份增加/ (減少)
		HK\$'000 千港元	%	HK\$'000 千港元	HK\$'000 千港元
<b>2020</b>	<b>二零二零年</b>				
Listed equity investments in Hong Kong:	香港之上市股本投資:				
– Financial assets at fair value through profit or loss	– 按公平值計入損益之金融資產	73	19.67/ (19.67)	18/(18)	–
– Financial assets at fair value through other comprehensive income	– 按公平值計入其他全面收益之金融資產	259,061	19.67/ (19.67)	–	50,965/ (50,965)
Unlisted equity investments in Hong Kong	香港之非上市股本投資	32,710	19.67/ (19.67)	6,436/ (6,436)	–
<b>2019</b>	<b>二零一九年</b>				
Listed equity investments in Hong Kong	香港之上市股本投資	107,321	5.70/(5.70)	–	6,117/ (6,117)
Unlisted equity investments in Hong Kong	香港之非上市股本投資	47,225	5.70/(5.70)	2,692/ (2,692)	–

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

#### 資本管理

本集團資本管理之主要目標為保護本集團持續經營之能力及維持健康之資本比率以支援其業務及使股東價值最大化。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Capital management (continued)

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2020.

The Group monitors capital using gearing ratio, which is net debt divided by total equity. Net debt is calculated as a total of interest-bearing bank and other borrowings, unsecured notes and convertible notes, less cash and cash equivalents. The gearing ratios as at the end of the reporting periods were as follows:

### 51. 財務風險管理目標及政策(續)

#### 資本管理(續)

本集團管理其資本架構，並因應經濟狀況而作出調整。為維持或調整資本架構，本集團可能調整向股東支付之股息、向股東償還之資本或發行新股份。截至二零二零年三月三十一日止年度，有關管理資本之目標、政策或程序並無變動。

本集團使用負債比率監察資本。負債比率指負債權益總額。淨負債按計息銀行及其他借貸、無抵押票據及可換股票據總額減現金及現金等同項目計算。於報告期末之負債比率如下：

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Notes 附註		
Interest-bearing bank and other borrowings	計息銀行及其他借貸	33	5,774,009	5,521,762
Unsecured notes	無抵押票據	32	181,220	—
Convertible notes	可換股票據	34	249,814	—
Less: Cash and cash equivalents	減：現金及現金等同項目	28	(1,575,810)	(2,318,224)
Net debt	淨負債		4,629,233	3,203,538
Total equity	權益總額		9,041,667	8,005,526
Gearing ratio	負債比率		51.20%	40.02%

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 52. EVENTS AFTER THE REPORTING PERIOD

#### Easy One privatisation

On 4 May 2020, Caister Limited, a company wholly owned by the Company's controlling shareholder, Mr. Tang Ching Ho requested the board of Easy One to put forward a proposal (the "Proposal") to the other shareholders of Easy One for the privatisation of Easy One by way of a scheme of arrangement under Section 99 of the Bermuda Companies Act.

Pursuant to the Proposal, all the ordinary shares of HK\$0.01 each in Easy One (the "Scheme Share(s)") will be cancelled in exchange for the consideration comprising the cash consideration of HK\$0.3 per Scheme Share and the consideration shares on the basis of eight (8) ordinary share(s) of HK\$0.01 each of the Company as held by Caister, for each Scheme Share. The Proposal, upon implementation, will constitute a discloseable and connected transaction for the Company under the Listing Rules.

Details of the transaction were set out in the joint announcement published by the Company, WYTH, Easy One and Caister dated 4 May 2020.

### 53. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, the Group adopted HKFRS 16 on 1 April 2019 using the modified retrospective approach. Under this approach, the comparative amounts in the financial statements were not restated and continued to be reported under the requirements of the previous standard, HKAS 17, and related interpretations. Certain comparative amounts have been reclassified and re-presented to conform with the current years presentation.

### 52. 報告期後事項

#### 易易壹私有化

於二零二零年五月四日，Caister Limited（由本公司之控股股東鄧清河先生全資擁有之公司）要求易易壹董事會向易易壹其他股東提呈建議（「建議」），擬根據百慕達公司法第99條按照安排計劃方式將易易壹私有化。

根據建議，易易壹所有每股面值0.01港元之普通股（「計劃股份」）將被註銷，以換取支付代價（包括現金代價（按每股計劃股份0.3港元計算）及代價股份（按每股計劃股份獲轉讓本公司每股面值0.01港元之八（8）股普通股（由Caister持有）之基準）。建議於實施後將構成本公司於上市規則項下之須予披露及關連交易。

交易詳情載於本公司、位元堂控股、易易壹及Caister刊發日期為二零二零年五月四日之聯合公佈。

### 53. 比較數字

如財務報表附註2.2進一步闡釋，本集團於二零一九年四月一日使用經修訂追溯方式採納香港財務報告準則第16號。根據此方法，財務報表之比較數字並不會重列，並繼續根據先前準則、香港會計準則第17號及相關詮釋之規定呈報。若干比較數字已經重新分類及重新呈列以符合本年度的呈列。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 54. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 54. 本公司之財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

有關於報告期末本公司財務狀況表的資料如下：

		<b>2020</b>	2019
		<b>二零二零年</b>	二零一九年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	<b>2,487,710</b>	2,665,608
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	<b>174,286</b>	108,370
<b>Total non-current assets</b>	<b>總非流動資產</b>	<b>2,661,996</b>	2,773,978
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	<b>8,327</b>	3,255
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	<b>22,940</b>	—
Cash and cash equivalents	現金及現金等同項目	<b>81,988</b>	77,727
Tax recoverable	可收回稅項	<b>1,446</b>	1,592
<b>Total current assets</b>	<b>總流動資產</b>	<b>114,701</b>	82,574
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	<b>20,698</b>	5,281
Interest-bearing bank and other borrowings	計息銀行及其他借貸	<b>560,703</b>	434,028
<b>Total current liabilities</b>	<b>總流動負債</b>	<b>581,401</b>	439,309

NOTES TO FINANCIAL STATEMENTS (CONTINUED)  
財務報表附註(續)

31 March 2020 二零二零年三月三十一日

54. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 54. 本公司之財務狀況表(續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨值</b>	<b>(466,700)</b>	(356,735)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>	<b>2,195,296</b>	2,417,243
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Deferred tax liabilities	延遲稅項負債	—	8,144
Total non-current liabilities	總非流動負債	—	8,144
Net assets	資產淨值	<b>2,195,296</b>	2,409,099
<b>EQUITY</b>	<b>權益</b>		
Issued capital	已發行股本	<b>173,975</b>	178,675
Reserves (Note)	儲備(附註)	<b>2,021,321</b>	2,230,424
Total equity	權益總額	<b>2,195,296</b>	2,409,099

Tang Ching Ho  
鄧清河  
Director  
董事

Chan Chun Hong, Thomas  
陳振康  
Director  
董事

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 54. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)      54. 本公司之財務狀況表(續)

Note:

附註:

A summary of the Company's reserves is as follows:

本公司之儲備概要如下:

		Share premium account	Contributed surplus	Fair value reserve (recycling)	Fair value reserve (non-recycling)	Retained profits	Total	
		Notes						
		附註	股份溢價賬	實繳盈餘	公平值儲備 (可撥回)	公平值儲備 (不可撥回)	保留溢利	總額
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
			千港元	千港元	千港元	千港元	千港元	
				(Note)				
				(附註)				
At 1 April 2018	於二零一八年四月一日		1,394,125	321,388	—	—	746,900	2,462,413
Profit and total comprehensive income for the year	年度溢利及全面收益總額		—	—	—	—	1,383	1,383
Other comprehensive income for the year:	年度其他全面收益:							
Change in the fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產之公平值變動		—	—	—	(30,151)	—	(30,151)
Shares repurchased and cancelled	購回及註銷股份	37(a)	(89,649)	—	—	—	—	(89,649)
Final 2018 dividend	二零一八年末期股息	11	—	—	—	—	(94,643)	(94,643)
Interim 2019 dividend	二零一九年中期股息	11	—	—	—	—	(18,929)	(18,929)
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		1,304,476	321,388	—	(30,151)	634,711	2,230,424
Profit and total comprehensive income for the year	年度溢利及全面收益總額		—	—	—	—	(15,102)	(15,102)
Other comprehensive income for the year:	年度其他全面收益:							
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產							
Change in the fair value, net of tax	公平值變動, 扣除稅項		—	—	12,186	(13,815)	—	(1,629)
Reclassification adjustment for losses included in profit or loss	計入損益的虧損的重新分類調整							
— Impairment losses	— 減值虧損		—	—	15,895	—	—	15,895
— Gain on redemption/disposal	— 贖回/出售之收益		—	—	(1,225)	—	—	(1,225)
Shares repurchased and cancelled	購回及註銷股份	37(b)	(43,524)	—	—	—	—	(43,524)
Final 2019 dividend	二零一九年末期股息	11	—	—	—	—	(146,131)	(146,131)
Interim 2020 dividend	二零二零年中期股息	11	—	—	—	—	(17,387)	(17,387)
At 31 March 2020	於二零二零年三月三十一日		1,260,952	321,388	26,856	(43,966)	456,091	2,021,321



## NOTES TO FINANCIAL STATEMENTS (CONTINUED) 財務報表附註(續)

31 March 2020 二零二零年三月三十一日

### 54. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

*Note:* The contributed surplus of the Company originally derived from the difference between the nominal value of the share capital and share premium of the subsidiaries acquired pursuant to the Group's reorganisation on 6 February 1995 and the par value of the Company's shares issued in exchange therefor. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to shareholders under certain circumstances.

### 54. 本公司之財務狀況表(續)

*附註:* 本公司之實繳盈餘乃本公司於一九九五年二月六日根據本集團重組而購入附屬公司之股本面值及股份溢價與因換購而發行之本公司已發行股本面值兩者間之差額而衍生。根據百慕達一九八一年公司法(修訂本),實繳盈餘可在若干情況下分派予股東。

### 55. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors of the Company on 30 June 2020.

### 55. 財務報表之批准

本財務報表已於二零二零年六月三十日經由本公司董事會批准及授權刊發。

# PARTICULARS OF PROPERTIES

## 物業詳情

### INVESTMENT PROPERTIES

### 投資物業

Location 地點	Use 用途	Tenure 租期	Attributable interest of the Group 本集團應佔權益
Office on 30th Floor, United Centre, No. 95 Queensway, Hong Kong 香港金鐘道95號統一中心30樓辦公室	Commercial premises for rental 商業出租	Long term lease 長期租約	75%
Wuhan Baishazhou Agri-Products Market, Special Nos. 1 Qingling Street, Qingling Country, Hongshan District, Wuhan City, Hubei Province, the PRC 中國湖北省武漢市洪山區青菱鄉青菱街特一 號武漢白沙洲農副產品大市場	Agricultural produce exchange market 農產品交易市場	Medium term lease 中期租約	31%

### PROPERTIES HELD FOR SALE

### 持有待售物業

Location 地點	Approximate saleable floor area 概約可售總建築面積 (square feet) (平方呎)	Use 用途	Attributable interest of the Group 本集團應佔權益
Nos. 575-575A, Nathan Road, Mong Kok, Kowloon 九龍旺角彌敦道575-575A號	15,000	Commercial 商業	75%

PARTICULARS OF PROPERTIES (CONTINUED)  
物業詳情(續)

PROPERTIES UNDER DEVELOPMENT

發展中物業

Location	Approximate site area	Estimated approximate gross floor area	Use	Estimated completion date	Stage of completion	Attributable interest of the Group
地點	概約地盤面積 (square feet) (平方呎)	估計概約 總建築面積 (square feet) (平方呎)	用途	估計完成日期	完成階段	本集團 應佔權益
No. 8 Shung Shan Street and No. 15 Sze Shan Street, Yau Tong 油塘崇山街8號及四山街15號	41,000	272,000	Residential and Commercial 住宅及商業	2020 二零二零年	Construction in progress 在建	37.5%
Yiu Sha Road, Whitehead (Sha Tin Town Lot No. 601) 白石耀沙路(沙田市地段第601號)	253,000	388,000	Residential 住宅	2020 二零二零年	Construction in progress 在建	30%
Nos. 86A-86D Pokfulam Road 薄扶林道86A至86D號	28,500	28,500	Residential 住宅	2021 二零二一年	Construction in progress 在建	52.5%
Junction of Liu To Road and Hang Mei Street (Tsing Yi Town Lot No. 192) 寮肚路及亨美街交界(青衣市地段第192號)	14,400	90,000	Residential and Commercial 住宅及商業	2022 二零二二年	Construction in progress 在建	75%

# FIVE YEAR FINANCIAL SUMMARY

## 五年財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below.

下表載列本集團於過往五個財政年度之業績及資產、負債及非控股權益概要，此等資料乃摘錄自已公佈經審核財務報表，並已重新分類(如適用)。

### RESULTS

### 業績

		Year ended 31 March 截至三月三十一日止年度				
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
REVENUE	收入	<b>3,440,723</b>	4,009,075	2,620,998	869,357	916,947
PROFIT AFTER FINANCE COSTS	計及融資成本後溢利	<b>545,880</b>	1,040,556	1,866,385	379,356	412,608
Share of profits and losses of:	應佔溢利及虧損：					
Joint ventures	合營企業	<b>28,080</b>	(27,162)	3,672	10,101	514
Associates	聯營公司	<b>11,859</b>	51,797	(35,008)	(29,787)	31,695
PROFIT BEFORE TAX	除稅前溢利	<b>585,819</b>	1,065,191	1,835,049	359,670	444,817
Income tax credit/(expense)	所得稅抵免/(開支)	<b>(146,117)</b>	(171,800)	(69,055)	17,599	3,641
PROFIT FOR THE YEAR	年度溢利	<b>439,702</b>	893,391	1,765,994	377,269	448,458
Attributable to:	應佔：					
Owners of the parent	母公司擁有人	<b>275,805</b>	419,782	1,223,444	423,690	449,077
Non-controlling interests	非控股權益	<b>163,897</b>	473,609	542,550	(46,421)	(619)
		<b>439,702</b>	893,391	1,765,994	377,269	448,458

FIVE YEAR FINANCIAL SUMMARY (CONTINUED)  
五年財務概要(續)

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股權益

		31 March 三月三十一日				
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
TOTAL ASSETS	總資產	19,088,844	16,417,854	15,916,528	13,625,034	7,044,469
TOTAL LIABILITIES	總負債	(10,047,177)	(8,412,328)	(7,917,083)	(7,198,776)	(2,488,502)
NON-CONTROLLING INTERESTS	非控股權益	(3,178,860)	(2,114,480)	(2,199,923)	(1,813,278)	1,303
		5,862,807	5,891,046	5,799,522	4,612,980	4,557,270



WANG ON GROUP LIMITED  
宏安集團有限公司

