



UBA INVESTMENTS LIMITED

開明投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 768

Annual Report

2021

年報



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Dr. WONG Yun Kuen (*Chairman*)
Mr. CHENG Wai Lun, Andrew

Independent Non-Executive Directors

Mr. CHAN Chung Yee, Alan, CPA
Dr. FUNG Lewis Hung
Mr. TANG Hon Bui, Ronald
Mr. KWOK Ming Fai, CPA

COMPANY SECRETARY

Mr. LEUNG Man Lai, CPA

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

AUDIT COMMITTEE

Mr. CHAN Chung Yee, Alan, CPA (*Chairman*)
Dr. FUNG Lewis Hung
Mr. TANG Hon Bui, Ronald
Mr. KWOK Ming Fai, CPA

REMUNERATION COMMITTEE

Mr. CHAN Chung Yee, Alan, CPA (*Chairman*)
Dr. FUNG Lewis Hung
Mr. TANG Hon Bui, Ronald
Mr. KWOK Ming Fai, CPA
Mr. CHENG Wai Lun, Andrew

NOMINATION COMMITTEE

Mr. CHAN Chung Yee, Alan, CPA (*Chairman*)
Dr. FUNG Lewis Hung
Mr. TANG Hon Bui, Ronald
Mr. KWOK Ming Fai, CPA
Mr. CHENG Wai Lun, Andrew

PRINCIPAL BANKER

OCBC Wing Hang Bank, Limited

STOCK CODE

Hong Kong Stock Exchange: 768

公司資料

董事會

執行董事

黃潤權博士 (*主席*)
鄭偉倫先生

獨立非執行董事

陳宗彝先生, CPA
馮振雄醫生
鄧漢標先生
郭明輝先生, CPA

公司秘書

梁文禮先生, CPA

核數師

國衛會計師事務所有限公司
執業會計師

審核委員會

陳宗彝先生, CPA (*主席*)
馮振雄醫生
鄧漢標先生
郭明輝先生, CPA

薪酬委員會

陳宗彝先生, CPA (*主席*)
馮振雄醫生
鄧漢標先生
郭明輝先生, CPA
鄭偉倫先生

提名委員會

陳宗彝先生, CPA (*主席*)
馮振雄醫生
鄧漢標先生
郭明輝先生, CPA
鄭偉倫先生

主要往來銀行

華僑永亨銀行有限公司

股票代號

香港聯合交易所: 768

CORPORATE INFORMATION

WEBSITE

<http://www.uba.com.hk>

INVESTMENT MANAGER

Upbest Assets Management Limited

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat B, 16th Floor, Wah Kit Commercial Centre
300 Des Voeux Road Central
Hong Kong

REGISTERED OFFICE

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

CAYMAN ISLANDS PRINCIPAL REGISTRAR

Suntera (Cayman) Limited

Suite 3204, Unit 2A, Block 3,
Building D, P.O. Box 1586,
Gradenia Court, Camana Bay,
Grand Cayman, KY1-1100
Cayman Islands

HONG KONG BRANCH REGISTRAR

Tricolor Standard Limited

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

公司資料

網址

<http://www.uba.com.hk>

投資經理

美建管理有限公司

香港主要營業地點

香港
德輔道中300號
華傑商業中心16樓B室

註冊辦事處

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

開曼群島主要股份過戶登記處

Suntera (Cayman) Limited

Suite 3204, Unit 2A, Block 3,
Building D, P.O. Box 1586,
Gradenia Court, Camana Bay,
Grand Cayman, KY1-1100
Cayman Islands

香港股份過戶登記分處

卓佳標準有限公司

香港
皇后大道東183號
合和中心54樓

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

For the year ended 31st March, 2021, UBA Investments Limited and its subsidiaries (the "Group") recorded a loss attributable to owners of approximately HK\$8.7 million (2020: HK\$44.5 million) of which unrealised loss of HK\$0.85 million (2020: unrealised loss HK\$37.8 million) in relation to the listed securities and realised and unrealised loss of HK\$5.3 million and HK\$2.1 million respectively (2020: unrealised loss HK\$4.1 million) in relation to the unlisted equity investment. The loss per share was HK\$0.0068 (2020: HK\$0.035). Gross proceeds from disposal of trading securities significantly decreased 85% from HK\$17.6 million to HK\$2.6 million as the Group reduced the investment proportion on trading listed securities under the uncertainty of economic environment affected by COVID-19 pandemic during the period. In order to minimize the potential loss generated in the highly volatile stock markets under the COVID-19, the Group needs to be prudent and kept those high yield and blue chip listed securities in order to generate dividend for operations and sufficient fund for the coming investment opportunities. Therefore, it was not in line with the increasing transaction volume of approximately 67% in Hang Seng Index ("HSI") compared with last year. As at 31st March, 2021, the net assets of the Group were approximately HK\$104.7million (2020: HK\$113.4 million). The net assets decreased by 7.7% when compared with last year, which is not in line with the increase of 20% in HSI during this year mainly due to the realised loss on disposal of unlisted equity investment amount HK\$ 5.3 million and unrealised loss on unlisted equity investment amount HK\$2.1 million. In addition, it was because the increase of share price of those high yield listed securities kept by the Group underperformed HSI.

During the corresponding period, the global and local equity markets had experienced intense volatility. The Group's proactive investment strategy was to maximize profit for shareholders during the period, through investment in listed securities with relatively high yield and more stable, especially the bank and telecommunication sectors which contributed 86% in dividend income in which all dividend income were generated from listed securities investment during the year.

As at 31st March, 2021, the Group's investment portfolio was well diversified and comprised of different sectors including bank, telecommunications, transportation, retail businesses, properties, manufacturing, construction etc, in which investment in listed securities amounted HK\$99.9 million (2020: HK\$91.2 million) and unlisted investment with fair value at amount HK\$1.5 million (2020: HK\$12.6 million) which match with the strategy of the Group. The significant decrease of the unlisted investment was mainly due to one of the unlisted investment was disposed during the year.

管理層討論與分析

業務回顧

開明投資有限公司及其附屬公司（「本集團」）截至二零二一年三月三十一日年度止，本集團股東應佔虧損約為8,700,000港元（二零二零年：約為44,500,000港元），其中關於按上市證券的未變現虧損約為850,000港元（二零二零年：未變現虧損約為37,800,000港元），而關於非上市股本投資的變現及未變現虧損分別約為5,300,000港元及2,100,000港元（二零二零年：未變現虧損4,100,000港元）。每股虧損為0.0068港元（二零二零年：虧損為0.035港元）。出售交易證券所得款項總額由去年同期約17,600,000港元急降85%至約2,600,000港元，成因是本集團受2019冠狀病毒病疫情爆發的不確定性經濟環境期間下減少對上市證券交易的投資意願所致。而且為了最大程度地減少受2019冠狀病毒病疫情下高波動性股票市場產生的潛在損失，本集團須謹慎行事，並保留更多的高息和藍籌上市證券，以便產生足夠的股息收入作為營運用途並為未來的投資機會提供足夠的資金。因此，與恆生指數同期上升約67%的交易量不同。本集團於二零二一年三月三十一日之資產淨值約為104,700,000港元（二零二零年：約為113,400,000港元）。淨資產較去年減少約7.7%，與本年度恆指的20%增幅並不相符，主要是由於出售非上市投資約5,300,000港元的虧損及非上市投資的未變現虧損約2,100,000港元。再加上本集團持有的高息上市證券股價升幅表現遜於恆指所致。

在相應期間，全球及本地股票市場經歷了劇烈的波動。本集團期間的積極投資策略為使股東利潤最大化，並主要投資於收益率及穩定性相對較高的證券，尤其是銀行及電訊板塊，共佔本集團本年度約86%的股息收入，而本期間全部股息收入均來自上市股本證券。

於二零二一年三月三十一日，本集團之投資組合頗多元化，其中包括銀行、電訊服務、交通運輸、零售、地產、製造業及建造業等不同業務，當中上市股本證券約為99,900,000港元（二零二零年三月三十一日：約91,200,000港元）及按公平值之非上市投資約為1,500,000港元（二零二零年三月三十一日：約12,600,000港元），此亦符合本集團之投資方針。非上市投資大幅減少的主要原因是本年度變賣了一項非上市投資。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The strategy of the Group in short term is to trade listed securities depending on the market sentiment and to maintain sufficient dividend level for the Group operation. For the long term strategy, it is to balance the listed and unlisted investment so as to bring better returns for our shareholders and to maintain sufficient liquidity for the future actions when fluctuation in stock markets and investing in unlisted investment may have higher potentials. In addition, the Group would conduct further review on acquisition of the unlisted equity investment from time to time in the future.

During the corresponding year, the trend of the stock markets were similar between United States (“U.S.”), China and Hong Kong. All these equity markets had experienced an uptrend. It was mainly due to the effect of the fiscal stimulus in U.S. and China and the release of the COVID-19 vaccines around the world bringing economies back from the brink and led the economic recovery and bull market in stocks was born.

The negative impact of elevated uncertainty surrounding the COVID-19 pandemic was carrying over from last period along with surging COVID infections in the world, which led to a depressing economy in U.S. and European countries in the beginning of second quarter of 2020. However, the U.S. Federal Reserve (the “Fed”) indicated that interest rates would remain nearly 0% throughout 2022. In addition, the Fed initiated Quantitative Easing (the “QE”) and the State purchased unlimited amount of Treasury securities and agency mortgage-backed securities together with the US\$ 1.9 trillion American Rescue Plan announced by the New U.S. President Joe Biden, which include at least 400 billion US dollars to solve the COVID crisis by expanding the scope of testing and COVID vaccination, etc, which stimulated the equity markets. Together with the good economic data, such as reduction in unemployment rate and improvement in PMI, and most important is the release of COVID-19 vaccines during the year brought positive market sentiment to the investors and drove the U.S. economy and stimulated the U.S. stock markets during the year. The Dow Jones Index increased sharply by approximately 50% from 21,917 at the end of March 2020 to 32,981 at the end of March 2021.

本集團短期投資策略為買賣上市證券以維持足夠的股息水平以運作集團業務。而長期策略是平衡上市及非上市投資，目的為股東帶來更佳回報，並在維持充足流動資金以便可以在股票市場波動時及可能出現具有高潛力之非上市投資時作出投資。此外，本集團未來將不時對收購非上市投資進行進一步審查。

在相應期間，美國、中國及香港股票市場走勢相約。全部股票市場正經歷上升趨勢。上升趨勢主要是由於受美國及中國的財政刺激政策以及2019冠狀病毒疫苗發佈的影響，使經濟從瀕臨崩潰的邊緣重回正軌，經濟復甦和誕生股票牛市。

受上季度2019冠狀病毒疫情爆發的不確定性上升及全球感染激增而引致的負面影響，二零二零年第二季度初美國經濟處於低迷狀態。但是，美國聯邦儲備局（「聯儲局」）指出直至二零二二年前，利率將保持在接近0%的水平。此外，聯儲局啟動了量化寬鬆政策（「量化寬鬆」），美國將購買無上限數量的美國國債和機構抵押貸款支持證券，以及美國新總統喬·拜登宣布的1.9萬億美元疫情紓困方案，其中包括至少4,000億美元用作擴大2019冠狀病毒測試範圍和疫苗接種來解決2019冠狀病毒危機，從而刺激了股市。再加上良好的經濟數據，例如失業率的下降和PMI的改善，及最重要於本年度內2019冠狀病毒疫苗的發佈，推動了美國經濟並刺激了美國股市。道瓊斯指數從二零二零年三月底的21,917升至二零二一年三月底的32,981，增長了約50%。

MANAGEMENT DISCUSSION AND ANALYSIS

Meanwhile, the China stock markets sentiment had experienced an uptrend which was similar to U.S. and Europe during the year as the epidemic of COVID-19 started to ease in China, especially after the release of the COVID-19 vaccines during the year. In addition, the Chinese Government announced a series of stabilized policies to stimulate economy, especially after the announcement of the Fourteenth Five-Year Plan for National Economic and Social Development in which the Chinese Government will focus on the new generation of information technology, biotechnology, new energy, new materials, high-end equipment, etc (“new economy business”) which lead to increase in the prospects and confidence in new economy business companies. Together with the good economic data just like the uptrend of the Caixin China Manufacturing Purchasing Managers Index (“PMI”) from April 2020 at 49.4 to 50.6 at the end of March 2021 and the increase in the valuation of the RMB against USD by approximately 8% during the year. In addition, the GDP had significant improvement as the first quarter 2021 increased 18.3% comparing with last corresponding period. The Shanghai Composite Index increased approximately 25% from 2,750 at the end of March 2020 to 3,441 at the end of March 2021.

Back to the Hong Kong Stock Markets, which were highly sensitive to the news of the global economy, especially the negative impact from COVID-19 pandemic and U.S. executive order to abolish the preferential tariff rates for exports to United States from Hong Kong in June 2020. However, the positive impact from QE of U.S., Chinese economic stimulate policy and the release of COVID-19 vaccines during the year outweighed the negative impact. As a result, the HSI also increase significantly approximately 20% from 23,603 at the end of March 2020 to 28,378 at the end of March 2021.

PROSPECTS

Notwithstanding positive impacts the year, we expect global economy will be full of challenges in the coming few months even though benefiting from the rebound economics in U.S., Europe and PRC, low interest rate environment worldwide and the release of the COVID -19 vaccines, which may enhance the investment desire and confidence of investors around the world and keep the global stock markets flourishing. On the flip side, we also remain cautious of the impact of the COVID-19 pandemic outbreak seriously in other backward countries which may bring negative effect toward the global economics.

Due to these reasons, the Group remains cautiously optimistic about the outlook of the global as well as Hong Kong equity markets. We may consider investing in more relatively high yield listed securities and maintain sufficient liquidity for future investment opportunities to enrich our investment portfolios. We will also continue to adopt and maintain a cautious and pragmatic investment approach in order to bring better returns for our shareholders.

管理層討論與分析

另一邊廂，隨著2019冠狀病毒病疫情在中國受控，尤其在2019冠狀病毒疫苗發佈後，使中國股市投資氣氛旺盛亦與歐美相似。此外，中國政府宣布了一系列刺激經濟的穩定政策，特別是在宣布《國民經濟和社會發展第十四個五年計劃》之後，中國政府將把重點放在新一代信息技術、生物技術、新能源、新材料及高端設備等之上（「新經濟業務」），從而增加了對新經濟業務公司的前景和信心。加上良好的經濟數據，如中國製造業採購經理人指數（「PMI」）的趨勢從二零二零年四月的49.4上升至二零二一年三月底的50.6，人民幣對美元的估值上升了約8%。此外，中國國內生產總值亦有了顯著改善，二零二一年第一季度與去年同期相比增長了約18.3%。上海綜合指數從二零二零年三月底的2,750增長到二零二一年三月底的3,441，增長了約25%。

至於香港股票市場，對周遭環球經濟形勢十分敏感，尤其是來自2019冠狀病毒病疫情及於二零二零年六月美國總統指示行政命令廢除美國對香港的特惠關稅待遇的負面影響。然而，美國的量化寬鬆和中國經濟刺激政策以及2019冠狀病毒疫苗發佈後的利好消息，抵消了上述負面影響。最終恆指由二零二零年三月底的23,603大幅上升約20%至二零二一年三月底的28,378。

前景

儘管本年度面對很多正面影響，對受益於美國、歐洲和中國的經濟反彈，全球低息環境以及2019冠狀病毒疫苗的發佈，可能會增強全球投資者的投資慾及信心，使全球股市蓬勃發展。但我們預期未來數月仍充滿挑戰。因我們也對在其他落後國家嚴重爆發2019冠狀病毒病疫情的影響保持謹慎，這可能給全球經濟帶來負面影響。

因此，本集團對全球及香港股票市場的前景仍保持審慎樂觀的態度。我們會考慮投資於股息相對較高的上市證券，並為未來的投資機會保持充足的流動性，以豐富我們的投資組合。我們將繼續採取及保持謹慎和務實的投資方針，期望為我們的股東帶來更好的回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

INVESTMENT REVIEW

The Group hold lot of listed investment and one unlisted investment at fair value as at the year ended 31st March, 2021. The top ten listed equity investment and the unlisted equity investment represented significant portion in the net assets of the Group as at the year ended 31st March, 2021 as below:

Listed securities investment

投資回顧

於二零二一年三月三十一日，本集團持有很多上市股本證券及一項按公平值的非上市股本投資。十大上市股本證券及非上市投資於二零二一年三月三十一日亦佔本集團總資產十分重要的比重，茲顯示如下：

上市股本證券投資

Name of investee companies 投資公司名稱	As at 31 st March, 2021 於二零二一年三月三十一日			As at 31 st March, 2020 於二零二零年三月三十一日		
	Number of share 股份數目	Fair Value 公平值 HK\$'000 千港元	Approximately % of total assets of the Group 佔本集團總資產之百分比	Number of share 股份數目	Fair Value 公平值 HK\$'000 千港元	Approximately % of total assets of the Group 佔本集團總資產之百分比
CK Hutchison Holdings Limited (Stock Code: 0001) 長江和記實業有限公司(股票編號：0001)	50,000	3,098	2.95%	40,000	2,092	1.84%
PCCW Limited (Stock Code: 0008) 電訊盈科有限公司(股票編號：0008)	5,800,265	25,405	24.19%	5,800,265	24,767	21.74%
MTR Corporation Limited (Stock Code: 0066) 香港鐵路有限公司(股票編號：0066)	183,775	8,094	7.71%	178,000	7,129	6.26%
i-Control Holdings Limited (Stock Code: 1402) 超智能控股有限公司(股票編號：1402)	6,000,000	3,300	3.14%	-	-	-
JBB Builders International Limited (Stock Code: 1903) JBB Builders International Limited (股票編號：1903)	4,644,000	2,786	2.65%	4,644,000	2,740	2.40%
Bank of Communications Co., Limited (Stock Code: 3328) 交通銀行股份有限公司(股票編號：3328)	1,200,000	5,940	5.65%	1,000,000	4,750	4.17%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Name of investee companies 投資公司名稱	As at 31 st March, 2021 於二零二一年三月三十一日			As at 31 st March, 2020 於二零二零年三月三十一日		
	Number of share 股份數目	Fair Value 公平值 HK\$'000 千港元	Approximately % of total assets of the Group 佔本集團總資產之百分比	Number of share 股份數目	Fair Value 公平值 HK\$'000 千港元	Approximately % of total assets of the Group 佔本集團總資產之百分比
Bank of China Limited (Stock Code: 3988) 中國銀行股份有限公司(股票編號: 3988)	4,600,000	13,616	12.96%	4,600,000	13,662	11.99%
Gemilang International Limited (Stock Code: 6163) 彭順國際有限公司(股票編號: 6163)	4,791,250	4,312	4.11%	4,791,250	5,989	5.26%
Kwong Man Kee Group Limited (Stock Code: 8023) 鄭文記集團有限公司(股票編號: 8023)	30,003,000	12,751	12.14%	30,003,000	14,101	12.38%
Shen You Holdings Limited (Stock Code: 8377) 申酉控股有限公司(股票編號: 8377)	16,852,711	7,752	7.38%	-	-	-
		87,054	82.88%		75,230	66.04%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

A brief description of the business, financial performance and prospect of the Listed securities investment is as follows:

1. CK Hutchison Holdings Limited (“CKH Holdings”)

CKH Holdings is incorporated in Cayman Islands and is principally engaged in ports and related services, retail, infrastructure, energy and telecommunication industries.

Pursuant to the annual report for the year ended 31st December, 2020, CKH Holdings recorded revenue of approximately HK\$266,396 million, total comprehensive income of approximately HK\$54,715 million and net assets of approximately HK\$630,063 million.

On a Pre-IFRS 16 basis, EBITDA and EBIT decreased 13% and 24% respectively against last year, primarily reflecting the adverse full year performances due to the pandemic. Comparing against the first half of the year, excluding the one-time transactional gains, as well as the share of Husky's impairment and other charges, all operations have seen some recovery in the second half, with the overall underlying EBITDA and EBIT increasing 38% and 65% respectively against the first six months of 2020. Profit attributable to ordinary shareholders for 2020 of HK\$29,000 million, a decrease of 27% compared to 2019. On a Post-IFRS 16 basis, profit attributable to ordinary shareholders of HK\$29,143 million decreased by 27% from 2019. Earnings per share were HK\$7.56 for the year ended 31st December, 2020, a decrease of 27%.

The Group concurs with that CKH Holdings believes that, in 2021, CKH Holdings will continue to react nimbly to changing business conditions, which will likely be similar to the second half of 2020, while continuing to prioritise health and safety for employees and customers and preserving strong balance sheet and liquidity. CKH Holdings' year end net debt to net total capital ratio of 22.2% is expected to be further reduced following the various transactions completing in 2021. CKH Holdings is in a strong financial position and expects solid performance in 2021. Therefore, the Group holds 50,000 shares in CKH Holdings, representing 0.001% interest in the issued share capital of CKH Holdings based on the annual report at 31st December, 2020, and derived a dividend income of HK\$122,000 for the year ended 31st March, 2021.

上市證券投資的業務，財務表現及前景簡述如下：

1. 長江和記實業有限公司（「長江和記」）

長江和記於開曼群島註冊成立，主要經營物業為港口及相關服務、零售、基建、能源以及電訊行業。

根據截至二零二零年十二月三十一日止年報，長江和記錄得收益約266,396,000,000港元，綜合收益總額約54,715,000,000港元及淨資產約630,063,000,000港元。

按IFRS 16前基準，EBITDA及EBIT較去年分別減少13%及24%，主要反映疫情導致全年表現逆轉。與上半年相比，撇除一次性之交易收益，以及集團於上半年所佔赫斯基之減值及其他支出份額，所有業務於下半年均重拾增長，整體基本EBITDA及EBIT較二零二零年首六個月分別增加38%及65%。二零二零年之普通股股東應佔溢利為29,000,000,000港元，較二零一九年減少27%。按IFRS 16後基準，普通股股東應佔溢利為港幣29,143,000,000港元，較二零一九年減少27%。截至二零二零年十二月三十一日止年度之每股溢利為港幣7.56元，減少27%。

本集團同意長江和記，於二零二一年，經營境況將與二零二零年下半年相若，而長江和記仍會靈活應對，同時繼續將僱員及客戶之健康與安全置於首位，並保持穩健之資產負債水平與流動資金。長江和記於年底之債務淨額對總資本淨額比率為22.2%，預期將隨著各項交易於二零二一年完成後進一步下降。長江和記之財務狀況雄厚，可望於二零二一年錄得穩固表現。因此，本集團持有50,000股長江和記股份，根據長江和記於二零二零年十二月三十一日之年報佔長江和記已發行股本之0.001%及於截至二零二一年三月三十一日共收取約122,000港元股息。

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2. PCCW Limited (“PCCW”)

PCCW is incorporated in Hong Kong and is principally engaged in telecommunications, media, IT solutions, property development and investment, and other business.

Pursuant to the report for the year ended 31st December, 2020, PCCW recorded revenue of approximately HK\$38,046 million, total comprehensive income of approximately HK\$674 million and net assets of approximately HK\$13,554 million. PCCW recorded a steady performance for the year ended 31st December, 2020, even as the COVID-19 pandemic persisted throughout the year and severely disrupted normal economic activity and life around the world.

The Group believes that, the economic outlook in 2021 for Hong Kong and the world is clouded by the pandemic and external factors including persistent tensions between China and the US. But with PCCW established local leadership and strong regional presence, PCCW are determined to continue deploying technology, creativity and innovation to support customer needs under the new normal and in the post-pandemic recovery. Therefore, the Group holds 5,800,265 shares in PCCW, representing 0.075% interest in the issued share capital of PCCW based on the annual report at 31st December, 2020 and derived a dividend income of HK\$1,855,000 for the year ended 31st March, 2021.

3. MTR Corporation Limited (“MTR”)

MTR is incorporated in Hong Kong and is principally engaged in provision in the following businesses – railway design, construction, operation, maintenance and investment in Hong Kong, the Mainland of China and a number of major overseas cities.

Pursuant to the annual report for the year ended 31st December, 2020, MTR recorded total revenue of approximately HK\$42,541 million, net loss of approximately HK\$4,809 million and net assets of approximately HK\$176,981 million. The financial results were affected by the significant impact of the COVID-19 pandemic. Loss arising from recurrent businesses for the year was HK\$1,126 million. Property development profit for the year decreased by 1.3% to HK\$5,507 million. As a result, profit arising from underlying businesses decreased by 58.5% to HK\$4,381 million.

2. 電訊盈科有限公司(「電盈」)

電盈於香港註冊成立，主要業務為提供電訊、媒體、資訊科技服務方案、物業發展及投資以及其他業務。

根據截至二零二零年十二月三十一日止年報，電盈錄得收益約38,046,000,000港元，綜合收益總額約674,000,000港元及淨資產約13,554,000,000港元。雖然年內2019冠狀病毒疫情徘徊不退，嚴重打擊世界各地的日常經濟活動及市民生活，但電訊盈科於截至二零二零年十二月三十一日止年度仍錄得穩定的業績。

本集團相信在疫情持續及中美關係緊張等外在因素的影響下，香港以至全球在二零二一年的經濟前景並不明朗。電盈在本地穩佔領先地位，在區內市場業務亦有穩固基礎，電盈繼續運用科技、創意及創新，滿足新常态下及疫情過後復甦期間的客戶需求。因此，本集團持有5,800,265股電盈股份，根據電盈於二零二零年十二月三十一日之年報佔電盈已發行股本之0.075%及於截至二零二一年三月三十一日共收取約1,855,000港元股息。

3. 香港鐵路有限公司(「港鐵」)

港鐵於香港註冊成立，主要經營之業務為於香港、澳門、中國內地和數個海外城市參與鐵路設計、建造、營運、維修及投資。

根據截至二零二零年十二月三十一日止年報，港鐵全面收益總額約42,541,000,000港元，虧損約4,809,000,000港元及淨資產約176,981,000,000港元。港鐵財務表現因新冠病毒疫情而受嚴重影響。二零二零年，來自經常性業務的虧損為1,126,000,000港元。年內的物業發展利潤減少1.3%至5,507,000,000港元。因此，來自基本業務的利潤減少58.5%至4,381,000,000港元。

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The Group believes that while in the near terms economic outlook remains challenging, MTR has reasons to be optimistic about their medium to long-term future. Despite the fact that businesses suffered to varying degrees in 2020, MTR is in a solid financial position, and they continue to drive a number of projects and developments that offer strong potential. Therefore, the Group holds 183,775 shares in MTR, representing 0.003% interest in the issued share capital of MTR based on the annual report at 31st December, 2020. No dividend was received during the year.

4. i-Control Holdings Limited (“i-Control”)

i-Control is incorporated in Cayman Islands and is principally engaged in provision of video conferencing and multimedia audiovisual solution (“VCMA”) and related system integration services in Hong Kong.

Pursuant to the interim report for the six months ended 30th September, 2020, i-Control recorded revenue of approximately HK\$75 million, total comprehensive income of approximately HK\$9 million and net assets of approximately HK\$142 million. Profit for the period increased from approximately HK\$1,130,000 for the six months ended 30th September, 2019 to approximately HK\$9,495,000 for the six months ended 30th September, 2020, which was mainly due to the decreased in gross operating profit net off with the effect of (i) no non-recurring transfer listing expenses incurred in relation to the transfer of listing during the period; (ii) decrease in income tax expenses; and (iii) subsidy from employment Support Scheme of approximately HK\$2,312,000. Excluding the subsidy from Employment Support Scheme, i-Control’s adjusted profit for the period would be approximately HK\$7,183,000.

The Group concurs with i-Control will continue to closely monitor the development of COVID-19 and new precautionary measures and evaluate the policies of the i-Control to minimize the epidemic’s impact on the business of i-Control. Meanwhile, i-Control will seize business opportunities with gradual relaxation in anti-epidemic measures and continue to seek and explore new opportunities to expand the i-Control’s business in order to support long-term development of i-Control. Therefore, the Group holds 6,000,000 shares in i-Control, representing 0.6% interest in the issued share capital of i-Control based on interim report ended at 30th September, 2020 and derived a dividend income of approximately HK\$26,000 for the year ended 31st March, 2021.

本集團認為，雖然短期內仍然充滿挑戰，但港鐵有理由對中長期前景感到樂觀。儘管二零二零年的業務受到不同程度的影響，但港鐵的財務狀況穩健，港鐵將繼續推動多項深具潛力的項目及發展計劃。因此，本集團持有183,775股港鐵股份，根據港鐵於二零二零年十二月三十一日之年報佔港鐵已發行股本之0.003%。本年度並無收取股息。

4. 超智能控股有限公司（「超智能」）

超智能於開曼群島註冊成立，主要經營香港的視像會議及多媒體影音（「視像會議及多媒體影音」）解決方案。

根據超智能截至二零二零年九月三十日止之中期報告，超智能錄得收益約75,000,000港元，綜合收益總額約9,000,000港元及淨資產約142,000,000港元。年度溢利由截至二零一九年九月三十日止六個月約1,130,000港元增加至截至二零二零年九月三十日止六個月約9,495,000港元，主要由於 (i) 該期間並無產生轉板上市的非經常性轉板上市開支；(ii) 所得稅開支減少；及(iii) 僱員支持計劃補助約2,312,000港元。扣除僱員支持計劃補助後，超智能期內經調整溢利為約7,183,000港元。

本集團同意超智能將繼續密切監察新型冠狀病毒的發展及新預防措施，並評估其政策，以最大程度降低疫情對超智能業務的影響。同時，超智能將把握逐步放寬防疫措施而產生之商機，並繼續尋找和探索新的機遇擴大超智能的業務，以支持超智能的長期發展。因此，本集團持有6,000,000股超智能之股份，根據超智能於二零二零年九月三十日止之中期報告佔超智能已發行股本之0.6%及於截至二零二一年三月三十一日共收取約26,000港元股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

5. JBB Builders International Limited (“JBBI”)

JBBI is incorporated in Cayman Islands. It is an investment holding company and its subsidiaries are principally engaged in the provision of marine construction services and building and infrastructure services.

Pursuant to the interim report ended 31st December, 2020, JBBI recorded revenue of approximately RM34.6 million, total comprehensive loss of approximately RM8 million and net assets of approximately RM128 million. Revenue decreased by approximately RM56.7 million or 62.1% from approximately RM91.3 million for the six months ended 31st December, 2019 to approximately RM34.6 million for the six months ended 31st December, 2020. The substantial decline in revenue is mainly attributable to (i) the reduction in volume of work for marine construction services and building and infrastructure services following the completion of certain key contracts which contributed to a substantial portion of the revenue for the six months ended 31st December, 2019; and (ii) the suspension of the JBBI's ongoing contracts, postponement of the scheduled construction works and further delay in the commencement of new contracts secured in earlier periods due to the long lasting COVID-19 Outbreak and the enforcement of the conditional Restriction of Movement Order by Malaysia government.

The Group concurs with JBBI continue to leverage the advantageous financial position of JBBI and to explore new business opportunities in Malaysia, Singapore and Hong Kong and at the same time strengthen JBBI presence and market position in marine construction and building and infrastructure services industry. Therefore, the Group holds 4,644,000 shares in JBBI, representing 0.93% interest in the issued share capital of JBBI based on the interim report ended 31st December, 2020. No dividend was received during the year.

5. JBB Builders International Limited (「JBBI」)

JBBI於開曼群島註冊成立，為投資控股公司，其附屬公司主要經營提供海上建築服務及樓宇及基礎設施服務。

根據JBBI截至二零二零年十二月三十一日止之中期報告，JBBI錄得收益約34,600,000林吉特，綜合虧損總額約8,000,000林吉特及淨資產約128,000,000林吉特。收益由截至二零一九年十二月三十一日止六個月的約91,300,000林吉特減少約56,700,000林吉特或62.1%至截至二零二零年十二月三十一日止六個月的約34,600,000林吉特。收益大幅下降主要由於(i) 於若干主要合約(其佔截至二零一九年十二月三十一日止六個月收益之大部分)完成後，海上建築服務以及樓宇及基礎設施服務工作量減少；及(ii) 2019新冠病毒疫情持續及馬來西亞政府實施有條件限制令導致該集團進行中的合約被暫停、計劃中的工程被延遲以及過往期間取得的新合約進一步延遲動工。

本集團相信，JBBI將繼續利用集團有利的財務狀況，發掘馬來西亞、新加坡及香港的新商機，同時加強JBBI於海上建築以及樓宇及基礎設施服務行業的業務及市場地位。因此，本集團持有4,644,000股JBBI股份，根據JBBI於二零二零年十二月三十一日止之中期報告佔JBBI已發行股本之0.93%。本年度並無收取股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

6. Bank of Communications Co., Ltd. (“Bank Com.”)

Bank Com. is incorporated in the PRC and is principally engaged in provision of banking and related financial services.

Pursuant to the annual report for the year ended 31st December, 2020, Bank Com. recorded profit of approximately RMB79,570 million, total comprehensive income of approximately RMB 71,021 million and net assets of approximately RMB878,628 million. During the period, Bank Com. realised a profit attributable to shareholders of Bank Com. of approximately RMB78,274 million, an increase of approximately 1.28% compared with prior year. Return on average total assets (“ROA”) was 0.77% and return on average equity (“ROE”) was 11.35%.

The Group concurs with Bank Com. believes that, looking forward into 2021, the international economic situation will remain complex and challenging, and the global economy recovery is still going to be tottering, but the fundamentals of China’s long-term economic development remain positive. The pandemic prevention and control results will continue to consolidate, and the macro policies will remain their continuity, stability and sustainability. The implementation of policy would be more targeted and effective. Overall, during 2021 and the period of the “14th Five-Year Plan”, the banking industry will switch from rapid growth to a new phase of high-quality development, with opportunities going together with challenges. Therefore, the Group holds 1,200,000 shares in Bank Com., representing 0.002% interest in the issued share capital of Bank Com. based on the annual report at 31st December, 2020 and derived a dividend income of HK\$381,000 for the year ended 31st March, 2021.

6. 交通銀行股份有限公司(「交通銀行」)
交通銀行於中華人民共和國註冊成立，主要提供銀行和其相關財務服務。

根據交通銀行截至二零二零年十二月三十一日止之年報，交通銀行錄得利潤約人民幣79,570,000,000，綜合收益總額約人民幣71,021,000,000及淨資產約人民幣878,628,000,000。年內，交通銀行之股東應佔溢利約人民幣78,274,000,000元，較去年同期上升1.28%。平均總資產回報率(ROA)為0.77%，平均股本回報率(ROE)為11.35%。

本集團認同交通銀行展望二零二一年，國際經濟形勢依然複雜嚴峻，全球經濟復甦勢頭仍然很不穩定，但中國經濟長期向好的基本面沒有改變。疫情防控成果繼續鞏固，宏觀政策保持連續性、穩定性、可持續性，政策操作更加精準有效。總體來看，二零二一年及為「十四五」開局之年，銀行業將由高速增長階段轉向高質量發展階段，機遇與挑戰並存。因此，本集團持有1,200,000股交通銀行之股份，根據交通銀行於二零二零年十二月三十一日止之年報佔交通銀行已發行股本之0.002%及於截至二零二一年三月三十一日共收取約381,000港元股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

7. Bank of China Limited (“BOC”)

BOC is incorporated in the PRC and is principally engaged in provision a full range of corporate banking, personal banking, treasury operations, investment banking, insurance and other services to its customers in the Chinese mainland, Hong Kong, Macau, Taiwan and other major international financial centres.

Pursuant to the annual report for the year ended 31st December, 2020, BOC recorded profit of approximately RMB205,096 million, total comprehensive income of approximately RMB182,234 million and net assets of RMB2,162,837 million. BOC realised a profit attributable to equity Holders of RMB192,870 million, a year-on-year increase of 2.92%. Return on average total assets (“ROA”) was 0.87%, and return on average equity (“ROE”) was 10.61%.

The Group concurs with BOC believes that, in 2021, the banking industry will face a complicated operating environment. From an international perspective, the world economic situation remains complication and grim. The global economic recovery is expected to be unstable and uneven, and the potential risks caused by COVID-19 pandemic should not be ignored. From a domestic perspective, China’s economy is in good condition from a long-term perspective, with the new development pattern being built at an accelerating pace and endogenous capacity gradually improving. Therefore, the Group holds 4,600,000 shares in BOC, representing 0.002% interest in the issued share capital of BOC based on the annual report at 31st December, 2020 and derived a dividend income of HK\$861,000 for the year ended 31st March, 2021.

7. 中國銀行股份有限公司(「中國銀行」)
中國銀行於中華人民共和國註冊成立，主要在中國內地、香港、澳門、台灣以及國際主要金融中心地區為其客戶從事全面的公司金融業務、個人金融業務、資金業務、投資銀行業務、保險業務和其他業務。

根據中國銀行截至二零二零年十二月三十一日止之年報，中國銀行錄得利潤約人民幣205,096,000,000，綜合收益總額約人民幣182,234,000,000及淨資產約人民幣2,162,837,000,000。年內，中國銀行之股東應佔溢利約人民幣192,870,000,000，較去年同期上升2.92%。平均總資產回報率(ROA)為0.87%，平均股本回報率(ROE)為10.61%。

本集團認同中國銀行對二零二一年，銀行業仍將面臨較為複雜的經營環境。從國際來看，世界經濟形勢仍然複雜嚴峻，復甦不穩定不平衡，疫情衝擊導致的各類潛在風險不容忽視。從國內來看，中國經濟長期向好，新發展格局加快構建，內部產生動能逐步增強。因此，本集團持有4,600,000股中國銀行之股份，根據中國銀行於二零二零年十二月三十一日止之年報佔中國銀行已發行股本之0.002%及於截至二零二一年三月三十一日共收取約861,000港元股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

8. Gemilang International Limited (“Gemilang”)

Gemilang is incorporated in Cayman Islands and is principally engaged in design and manufacture bus bodies and assemble buses and have over 25 years of track record in the industry.

Pursuant to the annual report for the year ended 31st October, 2020, Gemilang recorded revenue of approximately US\$31 million, total comprehensive income of approximately US\$0.3 million and net assets of approximately US\$20 million. Gemilang recorded a revenue of approximately US\$31 million, representing a significant decrease of approximately 50.68% from approximately US\$63 million in the financial year ended 31st October, 2019. The decrease in revenue was primarily due to the decrease in the delivery of bus bodies to Singapore and the United Arab Emirates during the year as compared to the year ended 31st October, 2019.

The Group believes that Gemilang objective is to become one of the leading bus manufacturing solution providers in Asia. Gemilang believes the Asia market has a lot of growth potential as countries continue to urbanise with a growth population and bus is a convenient and cost efficient form of public transportation that can be implemented in many areas. Gemilang believes they are well positioned and equipped with the technological capability to capture this opportunity. Therefore, the Group holds 4,791,250 shares in Gemilang, representing 1.906% interest in the issued share capital of Gemilang based on the annual report at 31st October, 2020. No dividend was received during the year.

9. Kwong Man Kee Group Limited (“KMK”)

KMK is incorporated in Cayman Islands and is principally engaged in provision of engineering services in flooring, screeding, anti-skid surfacing and concrete repairing.

Pursuant to the interim report ended 30th September, 2020, KMK recorded revenue of approximately HK\$64 million, and total comprehensive income of approximately HK\$11 million and net assets of approximately HK\$96 million. During the period, the increase of revenue was mainly driven by the increase in the number of projects undertaken by KMK during the six months ended 30th September, 2020.

8. 彭順國際有限公司 (「彭順」)

彭順為於開曼群島註冊成立之經營實體，主要從事設計及製造車身及裝配巴士並擁有超過25年的相關行業經驗。

根據彭順截至二零二零年十月三十一日止之年報，彭順錄得收益約31,000,000美元，綜合收益總額約300,000美元及淨資產約20,000,000美元。集團錄得收益約31,000,000美元，較截至二零一九年十月三十一日止財政年度約63,000,000美元顯著減少約50.68%。收益減少主要由於本年度交付至新加坡及阿拉伯聯合酋長國之巴士車身數目較截至二零一九年十月三十一日止年度減少。

本集團認為彭順的目標是成為亞洲領先的巴士製造解決方案供應商。彭順認為，隨著國家持續城市化及人口的不斷增長，巴士為許多地區可配備的便捷且具成本效應的公共交通形式。因此亞洲市場增長潛力巨大。彭順相信已準備就緒且具備技術實力把握該商機。因此，本集團持有4,791,250股彭順之股份，根據彭順於二零二零年十月三十一日止之年報佔彭順已發行股本之1.906%。本年度並無收取股息。

9. 鄭文記集團有限公司 (「鄭文記」)

鄭文記為於開曼群島註冊成立，主要從事地板工程、塗刷、防滑表面及混凝土維修服務。

根據鄭文記截至二零二零年九月三十日止之中期報告，鄭文記錄得收入約64,000,000港元，綜合收益總額約11,000,000港元及淨資產約96,000,000港元。收益增加主要由於截至二零二零年九月三十日止六個月，鄭文記所承造的工程數目有所增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group concurs with KMK believes that, in light of the prevailing market and economic uncertainty (in particular, the impact of COVID-19 pandemic) and the keen competition in car park flooring market, KMK will continue to strengthen its market position and income stream by focusing on the following business strategies: (i) explore any new opportunities to diversify its business; (ii) keep track of any new construction projects and refurbishment projects in car park flooring markets in Hong Kong and Macau; (iii) expand the business in ancillary service, i.e. specialized texture painting and waterproofing works; and (iv) take measures to control the operating cost, such as the labour and material costs, as well as general administrative expenses. Therefore, the Group holds 30,003,000 shares in KMK, representing 5% interest in the issued share capital of KMK based on the interim report at 30th September, 2020. No dividend was received during the year.

10. Shen You Holdings Limited (“Shen You”)

Shen You is incorporated in Cayman Islands and is principally engaged in the manufacture and trading of sewing threads and broad categories of garment accessories.

Pursuant to the annual report for the year ended 31st December, 2020, Shen You recorded revenue of approximately HK\$45 million, total comprehensive loss of approximately HK\$12 million and net assets of approximately HK\$46 million. Shen You's net loss decreased to approximately HK\$15.6 million for the year ended 31st December, 2020 from approximately HK\$19.2 million for the year ended 31st December, 2019, representing a decrease of approximately 18.9%. Such decrease in net loss was mainly due to the decrease in impairment losses on financial assets of approximately HK\$3.0 million and decreased in the finance cost of approximately HK\$0.9 million during the year ended 31st December, 2020.

The Group believes that Shen You would continue to review the existing businesses from time to time with a view to improving the business operation and financial position of Shen You. Shen You is in the course of feasibility study to invest in new business related to quality thoroughbred, acquire the horse racing and breeding operations.

本集團同意，鑑於當前市場及經濟之不明朗因素（特別是2019冠狀病毒病疫情的影響）以及停車場地坪鋪設市場之激烈競爭，鄭文記將專注於以下業務策略以繼續鞏固其市場地位及增強其收入來源：(i) 發掘新機會以推動業務多元化發展；(ii) 掌握香港及澳門停車場地坪鋪設市場內的任何新建築項目及翻新項目的動向；(iii) 擴展鄭文記的配套服務方面的業務，即專業紋理塗裝及防水工程；及(iv) 採取措施控制營運成本，例如勞工及材料成本，以及一般行政開支。因此，本集團持有鄭文記30,003,000股股份，根據二零二零年九月三十日止之中期報告佔鄭文記已發行股本之5%。本年度並無收取股息。

10. 申酉控股有限公司（「申酉」）

申酉為於開曼群島註冊成立，主要從事生產及銷售縫紉線和各類服裝輔料。

根據申酉截至二零二零年十二月三十一日止之年報，申酉錄得收益約45,000,000港元，全面虧損總額約12,000,000港元及淨資產約46,000,000港元。截至二零二零年十二月三十一日止年度申酉的虧損淨額由截至二零一九年十二月三十一日止年度約19,200,000港元下跌至約15,600,000港元，相當於大幅下跌約18.9%。有關虧損淨額下降乃主要由於與截至二零一九年十二月三十一日止年度相比，截至二零二零年十二月三十一日止年度的金融資產減值虧損增加約3,000,000港元及財務成本減少約900,000港元所致。

本集團同意申酉將持續不時檢討其現有業務，以改進申酉業務營運及財務狀況。申酉正就有關優質純種馬、購買賽馬及育種的新業務投資進行可行性研究。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Therefore, the Group entered into and completed a sales and purchase agreement with Shen You to sell one of the Group unlisted investment Diamond Motto for an aggregate of 16,852,711 of Shen You shares as consideration during the year. The Group holds 16,852,711 shares in Shen You, representing 4.74% interest in the issued share capital of Shen You after the completion of the above transaction on 9th February, 2021. No dividend was received during the year.

因此，本集團於年內與申酉訂立並完成買賣協議，以收取合共16,852,711股申酉股份作為代價，出售本集團一間非上市投資Diamond Motto Limited予申酉。上述交易已於二零二一年二月九日完成，本集團持有申酉股份16,852,711股，佔申酉已發行股本的4.74%權益。本年度並無收取股息。

Unlisted equity investment

非上市股本投資

Name of investee companies	Proportion of shares capital own	As at 31 st March, 2021 於二零二一年三月三十一日			As at 31 st March, 2020 於二零二零年三月三十一日			
		Cost	Fair Value	Approximately % of total assets of the Group (by Fair Value) 佔本集團總資產之百分比 (按公平值)	Proportion of shares capital own	Cost	Fair Value	Approximately % of total assets of the Group (by Fair Value) 佔本集團總資產之百分比 (按公平值)
投資公司名稱	所持股份比例	成本 HK\$'000 千港元	公平值 HK\$'000 千港元		所持股份比例	成本 HK\$'000 千港元	公平值 HK\$'000 千港元	
Guangzhou Jingyeng Aqua-Culture Company Limited 廣州市金洋水產養殖有限公司	1.60%	4,220	1,450	1.38%	1.60%	4,220	3,530	3.10%
Diamond Motto Limited	-	-	-	-	16.67%	11,667	9,105	7.99%

A brief description of the business, financial performance and prospect of the unlisted securities investment is as follows:

非上市證券投資的業務，財務表現及前景簡述如下：

1. Guangdong Jingyeng Aquaculture Company Limited (“Jingyeng Aquaculture”)

Jingyeng Aquaculture is incorporated in The People's Republic of China and is principally engaged in business of aquaculture and feed production during the year.

1. 廣州市金洋水產養殖有限公司 (「金洋水產」)

金洋水產於中華人民共和國註冊成立，年內主要經營水產業及生產飼料業務。

Pursuant to the annual report for the year ended 31st December, 2020, Jingyeng Aquaculture recorded net profit was approximately RMB3.4 million and net assets of approximately RMB218 million. Jingyeng Aquaculture's net profit margin for the year was about 1.94%.

根據截至二零二零年十二月三十一日止年報，金洋水產錄得淨利潤約人民幣3,400,000元及淨資產約人民幣218,000,000元。金洋水產年度淨利潤率約為1.94%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group believes that there will be steady growth in aquaculture and feed production business in China and it is beneficial to Jingyeng Aquaculture. Therefore, the Group holds 1.6% interest in the issued share capital of Jingyeng Aquaculture. No dividend was derived during the year. The net assets attributable to the Group was approximately HK\$4,130,000 (2020: HK\$3,748,000).

2. Diamond Motto Limited (“Diamond Motto”)

On 18th August, 2020, the Group entered into a sales and purchase agreement with Shen You, a company listed on the Stock Exchange of Hong Kong Limited with stock code 8377. Pursuant to the agreement, the Group together with three other Vendors sold the entire interests in the issued share capital of and loans due from Diamond Motto for an aggregate stated consideration of HK\$14,500,000, by way of an aggregate of 67,441,860 consolidated shares, representing HK\$0.215 per share. The Group agreed to sell its entire shares, representing approximately 16.67% of the entire issued share capital of Diamond Motto, and the amount due from Diamond Motto for a stated consideration of HK\$3,623,333, which was satisfied by Shen You by way of allotting and issuing an aggregate of 16,852,711 consolidated shares of HK\$0.05 each in the issued share capital of Shen You. On 2nd February, 2021, an Extraordinary General Meeting (“EGM”) of Shen You was held and the shareholders of Shen You approved the sales and purchase transaction and the allotment and issuance of its shares as consideration, and completion of the transaction took place on 9th February, 2021. Being the date of completion on 9th February, 2021, the market value of Shen You's shares was approximately HK\$6,404,000. The total of the carrying amount of Diamond Motto (HK\$9,105,000) and the gross carrying amount of the amount due from Diamond Motto (HK\$2,590,000) were approximately HK\$11,695,000. Therefore, the Group recognized a loss on disposal amount approximately HK\$5,291,000 during the year.

本集團相信中國水產業及飼料生產業務將穩步增長，對金洋水產有利。因此，本集團持有金洋水產之1.6%權益。本年度並無收取股息。本集團分佔金洋水產之資產淨值約為4,130,000港元（二零二零年：3,748,000港元）。

2. Diamond Motto Limited (「Diamond Motto」)

於二零二零年八月十八日，本集團與申酉，一間於香港聯交所上市的公司（股份代號：8377）訂立買賣協議。根據該協議，本集團連同三個其它賣方出售彼等於Diamond Motto之已發行股本全部股權及應收Diamond Motto的貸款，所述代價合共為14,500,000港元，以合共67,441,860股合併股份（即每股股份0.215港元）。本集團有條件同意出售其全部股份（佔Diamond Motto全部已發行股本約16.67%）及應收Diamond Motto款項，所述代價為3,623,333港元，其將以申酉已發行股本中合共16,852,711股每股面值0.05港元支付。申酉之股東特別大會於二零二一年二月二日舉行，申酉的股東已批准買賣交易及配發及發行其股份作為代價，並於二零二一年二月九日完成交易。於二零二一年二月九日完成交易日期，申酉股份的市值約為6,404,000港元。Diamond Motto賬面值（約9,105,000港元）及應收Diamond Motto款項賬面值（約2,590,000港元）總額約為11,695,000港元。因此，本集團於年內確認出售虧損金額約為5,291,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

In addition, the net realised and unrealised gain/(loss) on financial assets at fair value through profit or loss for the year ended 31st March, 2021 amounted to approximately HK\$8.2 million was mainly due to the listed and unlisted investment and the relevant breakdown are as follows:

另外，截至於二零二一年三月三十一日期間，按公平值於損益賬列賬之財務資產之變現及未變現收益／（虧損）淨額約為8,200,000港元，主要來自上市股本證券及非上市股本證券及以下是其相關明細：

Name of investee companies	Disposal consideration	Realised	Unrealised	Net gain/(loss)	Net gain/(loss)
		Disposal cost/ carrying amount	已變現		
投資公司名稱	出售代價 HK\$'000 千港元	出售投資 成本／賬面值 HK\$'000 千港元	收益／ （虧損）淨額 HK\$'000 千港元	收益／ （虧損）淨額 HK\$'000 千港元	Net realised and unrealised gain/(loss) 已變現及未變現 收益／ （虧損）淨額 HK\$'000 千港元
<i>Listed investment</i>					
<i>上市股本證券投資</i>					
PCCW Limited (Stock Code: 0008) 電訊盈科有限公司(股票編號：0008)	-	-	-	638	638
MTR Corporation Limited (Stock Code: 0066) 香港鐵路有限公司(股票編號：0066)	-	-	-	965	965
China Construction Bank Corporation Limited (Stock Code: 0939) 中國建設銀行股份有限公司(股票編號：0939)	1,221	(1,250)	(29)	6	(23)
i-Control Holdings Limited (Stock Code: 1402) i-Control Holdings Limited(股票編號：1402)	-	-	-	1,263	1,263
Yi Hua Holdings Limited (Stock Code: 2213) 益華控股有限公司(股票編號：2213)	-	-	-	(5,183)	(5,183)
Bank of Communications Co., Limited (Stock Code: 3328) 交通銀行股份有限公司(股票編號：3328)	1,167	(1,154)	13	188	201
Xinjiang Xinxin Mining Industry Co., Ltd. (Stock Code: 3833) 新疆新鑫礦業股份有限公司(股票編號：3833)	-	-	-	1,072	1,072

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Name of investee companies	Disposal consideration	Realised	Unrealised		Net realised and unrealised gain/(loss)
		Disposal cost/ carrying amount of investment	已變現	未變現	
			Net gain/(loss)	Net gain/(loss)	
投資公司名稱	出售代價	出售投資 成本/賬面值	收益/ (虧損)淨額	收益/ (虧損)淨額	收益/ (虧損)淨額
	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
<i>Listed investment</i>					
<i>上市股本證券投資</i>					
Gemilang International Limited (Stock Code: 6163) 彭順國際有限公司(股票編號: 6163)	-	-	-	(1,677)	(1,677)
Kwong Man Kee Group Limited (Stock Code: 8023) 鄭文記集團有限公司(股票編號: 8023)	-	-	-	(1,350)	(1,350)
Shen You Holdings Limited (Stock Code: 8377) 申酉控股有限公司(股票編號: 8377)	-	-	-	1,348	1,348
Others 其它	193	(173)	20	1,882	1,902
			4	(848)	(844)
<i>Unlisted investment</i>					
<i>非上市股本證券投資</i>					
Diamond Motto Guangzhou Jingyeng Aqua-Culture Company Limited 廣州市金洋水產養殖有限公司	3,814	(9,105)	(5,291)	-	(5,291)
	-	-	-	(2,080)	(2,080)
Total 總計			(5,287)	(2,928)	(8,215)

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW

Liquidity and financial resources

As at 31st March, 2021, the Group had bank balances and cash of approximately HK\$1,772,000 (2020: HK\$5,745,000). The Board believes that the Group has sufficient financial resources to satisfy its commitments and working capital requirements.

As at 31st March, 2021, none of listed equity securities of the Group had been pledged to secure margin facilities and loans granted by a related company.

Gearing ratio

Gearing ratio had not been presented (2020: HK\$ nil) as there was no debt as at 31st March, 2021 (2020: HK\$ nil).

Dividend

The Board has resolved not to recommend any payment of final dividend.

Capital structure

There was no change to the Group's capital structure for the year ended 31st March, 2021.

Capital commitment and contingent liabilities

As at 31st March, 2021, the Group had no material capital commitment and contingent liabilities.

Material Acquisition and Disposal

During the Year, the Group had not made any material acquisition or disposal of subsidiaries and associates.

Exposure to foreign currency fluctuation and related hedges

The Board believes that the foreign exchange risk is minimal as the Group mainly uses Hong Kong dollars to carry out its business transactions. Therefore, there was no material foreign exchange exposure to the Group.

Employment and remuneration policies

As at 31st March, 2021, the Group employed a total of 3 full-time employees (2020: 3), including the executive directors of the Group. Employees' remuneration are fixed and determined with reference to the market rate.

Share options

The Company does not have share option scheme.

財務回顧

流動資金及財政資源

於二零二一年三月三十一日，本集團銀行結餘及現金共約為1,772,000港元（二零二零年：5,745,000港元）。董事會相信，本集團具有足夠財政資源履行承諾及應付營運資金要求。

於二零二一年三月三十一日，本集團之上市證券並沒有抵押予關連公司以獲取孖展及借貸。

債務率

於二零二一年三月三十一日，本集團並沒有取得信貸（二零二零年：零港元），因而不能提供債務率（二零二零年：無）。

股息

董事會議決不建議派付末期股息。

資本結構

於截至二零二一年三月三十一日止年度，本集團之資本結構並無任何變動。

資金承擔及或然負債

於二零二一年三月三十一日，本集團並無任何重大資金承擔及或然負債。

重大收購及出售

於本年度，本公司概無任何重大收購或出售附屬公司及聯營公司。

外幣波動風險及相關對沖措施

董事會相信，由於本集團主要以港元進行商業交易，因此所承受之外匯風險極低。因此，本集團並無面對重大外幣兌換風險。

僱員及薪酬政策

於二零二一年三月三十一日，本集團合共僱用3名全職僱員（二零二零年：3名）包括集團執行董事。僱員之薪酬按市場薪酬而釐定。

購股權

本公司並無購股權計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

ANNUAL GENERAL MEETING

The Annual General Meeting (the “AGM”) will be convened on Friday, 20th August, 2021. The notice of AGM will be published on the websites of the Company and the Stock Exchange and sent to the shareholders of the Company and together with the Company’s 2021 Annual Report in due course.

CLOSURE OF REGISTER OF MEMBERS FOR AGM

The register of members of the Company will be closed from Tuesday, 17th August, 2021 to Friday, 20th August, 2021, both days inclusive, during which period no transfer of shares of the Company (“Shares”) will be registered. In order to determine the identity of shareholders of the Company who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 16th August, 2020.

CORPORATE GOVERNANCE

The Company has complied with the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (“CG Code”) throughout the year ended 31st March, 2021, except for the followings.

Code Provision A.4.1

Under the code provision A.4.1, non-executive directors should be appointed for a specific term and subject to re-election. None of the independent non-executive directors of the Company were appointed for a specific term. None of the non-executive directors has entered or proposed to enter into any service contracts with the Company or its subsidiaries. But all directors of the Company are subject to the retirement by rotation according to the provisions under article 157 of the Articles of Association of the Company. As such, the Board considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the CG Code.

管理層討論與分析

股東週年大會

股東週年大會本公司將於二零二一年八月二十日（星期五）召開及舉行股東週年大會（「股東週年大會」）。股東週年大會通告將會於適當時候刊登於本公司及聯交所之網站，並連同本公司之二零二一年年報發送予本公司股東。

就股東週年大會暫停辦理過戶登記

本公司將於二零二一年八月十七日（星期二）至二零二一年八月二十日（星期五）（包括首尾兩天）暫停辦理過戶登記手續，於該段期間概不進行轉讓本公司股份之登記。為釐定本公司股東出席股東週年大會資格並可於會上投票，所有股份過戶文件連同有關股票必須於二零二一年八月十六日（星期一）下午四時三十分前送達本公司之香港股份過戶登記分處卓佳標準有限公司，地址為香港皇后大道東183號合和中心54樓。

企業管治

於截至二零二一年三月三十一日止年度內，除以下所示外，本公司一直遵守聯交所證券上市規則附錄14所載之企業管治常規守則。

守則條文第A.4.1條

根據守則條文第A.4.1條，非執行董事應按指定任期獲委任及重選。然而，本公司現時之獨立非執行董事並無特定任期。本公司或其附屬公司並無與非執行董事訂立或擬訂立任何服務合約。惟本公司全體董事須遵守本公司組織章程細則第157條之輪席退任規定。因此，本公司認為已採取足夠措施，以確保本公司之企業管治常規不遜於企業管治守則。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Code Provision A.6.7

Under the code provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. The independent non-executive director, Mr. TANG Hon Bui, Ronald was unable to attend the AGM on 14th August, 2020 due to his other business engagements. This constitutes a deviation from code provision A.6.7 of the CG Code. Moreover, non-attendance of this independent non-executive director may also constitute deviation from code provision E.1.2 of the CG Code. Despite of that independent non-executive director, all the other directors of the Company were present in the AGM.

APPRECIATION

The Board would like to take this opportunity to extend our sincere thanks and express appreciation to those who have supported us during the year.

By order of the Board

WONG Yun Kuen

Chairman and Executive Director

Hong Kong, 22nd June, 2021

守則條文A.6.7條

根據守則條文A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會並均衡了解股東意見。獨立非執行董事鄧漢標先生因彼之其他事務而未能出席本公司於二零二零年八月十四日舉行之股東週年大會。這構成與企業管治守則內條文A.6.7條有偏離。此外，該位獨立非執行董事的缺席也有可能構成與企業管治守則內條文E.1.2條有偏離。除該位獨立非執行董事外，其他董事均有出席股東週年大會。

鳴謝

董事會謹藉此機會衷心感謝各界人士在本年度對本公司之鼎力支持。

承董事會命

主席及執行董事

黃潤權

香港，二零二一年六月二十二日

PROFILE OF DIRECTORS

Dr. WONG Yun Kuen (“Dr. Wong”), aged 63, is an executive director of the Company. He has been elected as Chairman of the Board on 30th April, 2015. He received a Ph.D. Degree from Harvard University, and was “Distinguished Visiting Scholar” at Wharton School of the University of Pennsylvania. Dr. Wong has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of the Hong Kong Securities Institute. Dr. Wong is independent non-executive director of Kaisun Energy Group Limited (Stock Code: 8203) and GT Group Holdings Limited (Stock Code: 263). Dr. Wong was chairman and executive director of Far East Holdings International Limited (Stock Code: 36) (July 2017 to December 2020), executive director of Boill Healthcare Holdings Limited (Stock Code: 1246) (July 2016 to December 2018), non-executive director of China Sandi Holdings Limited (Stock Code: 910) (September 2016 to September 2019) and the independent non-executive director of DeTai New Energy Group Limited (Stock Code: 559) (July 2009 to December 2020), Synergis Holdings Limited (Stock Code: 2340) (December 2017 to December 2020), China Graphene Group Limited (Stock Code: 63) (June 2020 to December 2020) and Kingston Financial Group Limited (Stock Code: 1031) (June 2005 to August 2019). All are listed on the Hong Kong Stock Exchange. He was also independent non-executive director of Asia Coal Limited (Stock Code: 835) (September 2018 to June 2019) and Tech Pro Technology Limited (Stock Code: 3823) (September 2017 to March 2020), the shares of which were delisted with effect from 18th June 2019 and 2nd March 2020 respectively. Save as disclosed above, Dr. Wong does not hold directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. CHENG Wai Lun, Andrew (“Mr. Cheng”), aged 48, is an executive director, member of the remuneration committee and member of the nomination committee of the Company. He holds a bachelor’s degree from the California State University, USA. He has over 20 years experience in securities, corporate finance and direct investment. He is also an executive director of Upbest Group Limited (Stock Code: 335). Save as disclosed above, Mr. Cheng does not hold directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

董事會人員資料

黃潤權博士（「黃博士」），63歲，為本公司執行董事。黃博士於二零一五年四月三十日獲推選為本公司董事會主席。彼獲美國哈佛大學博士學位，並曾任美國賓夕法尼亞大學Wharton School「傑出客席學者」。黃博士在美國及香港金融界工作多年，對企業融資、投資和衍生產品均有豐富經驗。彼亦為香港證券學會會員。黃博士為凱順能源集團有限公司（股份編號：8203）及高富集團控股有限公司（股份編號：263）之獨立非執行董事。黃博士從二零一七年七月至二零二零年十二月出任遠東控股國際有限公司（股份編號：36）主席和執行董事，從二零一六年七月至二零一八年十二月出任保集健康控股有限公司（股份代號：1246）執行董事，從二零一六年九月至二零一九年九月出任中國三迪控股有限公司（股份代號：910）之非執行董事，亦從二零零九年七月至二零二零年十二月出任德泰新能源集團有限公司（股份編號：559）、從二零一七年十二月至二零二零年十二月出任昇捷控股有限公司（股份代號：2340）、從二零二零年六月至二零二零年十二月出任中國烯谷集團（股份代號：63）、從二零零五年六月至二零一九年八月出任金利豐金融集團有限公司（股份代號：1031）獨立非執行董事，以上均在香港聯交所上市。黃博士亦從二零一八年九月至二零一九年六月曾出任亞洲煤業有限公司（股份代號：835）及從二零一七年九月至二零二零年三月曾出任德普科技發展有限公司（股份代號：3823）之獨立非執行董事，其股份分別二零一九年六月十八日及二零二零年三月二日起於香港交易所除牌。除上文披露者外，黃博士在過去三年沒有在任何證券於香港或海外證券市場上市的其他公眾公司中擔任董事職務。

鄭偉倫先生（「鄭先生」），48歲，為本公司執行董事、薪酬委員會委員及提名委員會委員。彼持有美國加州州立大學之學士學位。彼於證券、企業融資及直接投資累積逾二十年經驗。彼同時為美建集團有限公司（股份編號：335）之執行董事。除上文披露者外，鄭先生在過去三年沒有在任何證券於香港或海外證券市場上市的其他公眾公司中擔任董事職務。

PROFILE OF DIRECTORS

Mr. CHAN Chung Yee, Alan (“Mr. Chan”), aged 54, is an Independent Non-Executive Director, Chairman of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company, Mr. Chan holds two master degrees in Practising Accounting and Business Law from Monash University, Australia, Professionally, he is a fellow of the Hong Kong Institute of Certified Public Accountants, CPA Australia, the Chartered Governance Institute in UK, The Hong Kong Institute of Chartered Secretaries, The Hong Kong Institute of Directors and is an ordinary member of Hong Kong Securities and Investment Institute, a member of Chartered Institute of Logistics and Transport in Hong Kong. He is also admitted to Certified Membership of The Institute of Certified Management Accountants of Australia, and a member of the Chartered Bankers Institute in UK with a designation of “Chartered Banker”, “Certified Banker” of The Hong Kong Institute of Bankers, “Chartered Secretary” and “Chartered Governance Professional” of The Chartered Governance Institute in UK. Currently, he is a standing member and convenor of Hong Kong members of the Chinese People’s Political Consultative Conference of Yunfu City of Guangdong Province, standing member of Guangdong’s Association for Promotion of Cooperation between Guangdong, Hong Kong & Macau, member of China Overseas Friendship Association, member of Friends of Hong Kong Association, co-sponsor of Hong Kong Coalition, secretary general of China Hong Kong and Macau Boundary Crossing Bus Association, and member of The Hong Kong Independent Non-Executive Director Association (HKINED) Mr. Chan was also appointed as member of the Board of Review (Inland Revenue) of HKSAR from 2009-2011. Currently, he is the Managing Director of a transportation company which is a subsidiary of a listed company. He is also an Independent Non-Executive Director and Chairman of Audit Committee of the Upbest Group Limited (Stock Code: 335), an Independent Non-Executive Director and Chairman of Audit Committee of China Resources Mixc Lifestyle Services Limited (Stock Code: 1209). Other than disclosed above, Mr. Chan holds no directorship in other public companies listed on any securities market in Hong Kong or overseas now or in the past three years.

Dr. FUNG Lewis Hung (“Dr. Fung”), aged 60, is an independent non-executive director and a member of the audit committee, the remuneration committee and the nomination committee of the Company. He has been the honorary medical adviser of the Institute of Securities Dealers Limited since 2000 and the Hong Kong Chamber of Small & Medium Business Limited since 1997. Dr. Fung is an affiliated fellow of the Royal Australian College of Physicians and the foundation fellow of Hong Kong Academy of Medicine. In addition, he is a member of the International Society of Nephrology and Hong Kong Society of Nephrology. He also holds a master’s degree in business administration from the Newport University in the United States. Save as disclosed above, Dr. Fung does not hold directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

董事會人員資料

陳宗彝先生（「陳先生」），54歲，為本公司的獨立非執行董事、審核委員會主席、薪酬委員會及提名委員會之主席。彼持有澳洲蒙納士大學實務會計碩士學位及商業法律碩士學位。並持有各項專業資格，現為香港會計師公會資深會計師、澳洲會計師公會資深註冊會計師、澳洲管理會計師公會公認管理會計師、英國特許銀行家協會會員並授予的「特許銀行家」職稱、香港銀行學會銀行專業會士、英國特許公司治理公會資深會員並授予「特許秘書」及「特許公司治理專業」職稱、香港特許秘書公會資深會士、香港董事學會資深會員、香港證券及投資學會普通會員、香港運輸物流學會會員。彼出任之公職包括中國人民政治協商會議廣東省雲浮市委員會常務委員及香港委員召集人、廣東省粵港澳合作促進會常務理事、中華海外聯誼會理事、香港友好協進會會員、香港再出發大聯盟共同發起人、中港澳直通巴士聯會秘書長及香港獨立非執行董事協會會員。陳先生於二零零九至二零一一年間獲委任為香港特別行政區稅務上訴委員會委員。彼現任一間上市公司旗下的附屬客運公司之董事總經理。陳先生亦為美建集團有限公司（上市股份代號：335）之獨立非執行董事及審核委員會之主席及華潤萬象生活有限公司（上市股份代號：1209）之獨立非執行董事及審核委員會之主席。除上文披露者外，陳先生在過去三年沒有在任何證券於香港或海外證券市場上市的其他公眾公司中擔任董事職務。

馮振雄醫生（「馮醫生」），60歲，為本公司獨立非執行董事、審計委員會、薪酬委員會及提名委員會成員。馮醫生自二零零零年及一九九七年起分別擔任證券商協會及香港中小型企業商之榮譽醫療顧問。馮醫生為Royal Australian College of Physicians之附屬資深會員及香港醫科學院之創辦會員。此外，彼為國際腎臟學會及香港腎臟學會之會員。彼亦持有美國Newport University之工商管理碩士學位。除上文披露者外，馮醫生在過去三年沒有在任何證券於香港或海外證券市場上市的其他公眾公司中擔任董事職務。

PROFILE OF DIRECTORS

Mr. TANG Hon Bui, Ronald (“Mr. Tang”), aged 62, is an independent non-executive director and a member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Tang received his legal education from the University of Hong Kong and has been a barrister in private practice since 1981. Save as disclosed above, Mr. Tang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. KWOK Ming Fai (“Mr. Kwok”), aged 56, was appointed as an independent non-executive director and a member of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 1st December, 2019. Mr. Kwok possesses over 20 years of experience in banking, finance and accounting and held executive positions at several international financial institutions, accounting firm and listed companies. Mr. Kwok obtained a Bachelor Degree in Accounting and Financial Management and Economics from the University of Sheffield in the United Kingdom and a Master Degree in Business Administration from the University of Adelaide in Australia. He is a member of CPA Australia and the Hong Kong Institute of Certified Public Accountants. He is also a member of the Institute of Chartered Accountants in England and Wales. Mr. Kwok was an independent non-executive director of DT Capital Limited (Stock code: 356) from September 2007 to July 2019. Mr. Kwok was an executive director of Zhongda International Holdings Limited (Stock code: 909), (November 2006 to March 2019) the shares of which were delisted with effect from 8th March 2019. Mr. Kwok was also an executive director of On Real International Holdings Limited (Stock code: 8245) (August 2016 to September 2019). Save as disclosed above, Mr. Kwok does not hold directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

董事會人員資料

鄧漢標先生(「鄧先生」)，62歲，為本公司的獨立非執行董事、審核委員會、薪酬委員會及提名委員會成員。彼在香港大學接受法律教育。自一九八一年，彼一直從事私人執業大律師。除上文披露者外，鄧先生在過去三年沒有在任何證券於香港或海外證券市場上市的其他公眾公司中擔任董事職務。

郭明輝先生(「郭先生」)，56歲，自二零一九年十二月一日起獲委任為本公司獨立非執行董事、審核委員會、薪酬委員會及提名委員會成員。郭先生擁有逾20年銀行、金融及會計經驗，並曾在多間國際金融機構、會計師行及上市公司擔任行政職位。郭先生獲英國雪菲爾大學頒發會計及財務管理及經濟學士學位，並獲澳洲阿德萊德大學頒發工商管理碩士學位。彼為澳洲會計師公會及香港會計師公會會員。彼亦為英倫及威爾斯特許會計師公會會員。郭先生從二零零七年九月至二零一九年七月為鼎立資本有限公司(股份代號：356)之獨立非執行董事。郭先生亦從二零零六年十一月至二零一九年三月為中大國際控股有限公司(股份代號：909)之執行董事，其股份自二零一九年三月八日起於香港交易所除牌。郭先生從二零一六年八月至二零一九年九月亦為安悅國際控股有限公司(股份代號：8245)之執行董事。除上述披露外，郭先生在過去三年沒有在任何證券於香港或海外證券市場上市的其他公眾公司中擔任董事職務。

REPORT OF THE DIRECTORS

The board of directors (the “Board”) of UBA Investments Limited (the “Company”) has pleasure in presenting their report and the audited consolidated financial statements for the year ended 31st March, 2021.

PRINCIPAL ACTIVITIES

The Company and its subsidiaries (collectively referred to as the “Group”) are investment holding companies.

BUSINESS REVIEW

A fair review of the business and the outlook of the Company and a discussion and analysis of the Group’s performance during the year and the material factors underlying its results and financial position are provided in the “Management Discussion and Analysis” from pages 4 to 23 of this annual report. These discussion form part of this director’s report.

Description of the principal risks and uncertainties facing the Company can be found throughout this annual report particularly in note 8 on the consolidated financial statements.

Environmental policies and performance are discussed in the “Environmental, Social and Governance Report” from pages 56 to 68 of this annual report.

SEGMENTAL INFORMATION

The Group’s turnover and contribution to operating results were all derived from investment in listed and unlisted securities in Hong Kong.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in the property, plant and equipment are set out in note 17 on the consolidated financial statements.

SUBSIDIARIES

Details of the Company’s subsidiaries at 31st March, 2021 are set out in note 29 on the consolidated financial statements.

SHARE OPTION

The Company does not have share option scheme.

DIRECTORS’ REMUNERATION

The Directors’ fees are subject to shareholders’ approval at general meetings. Other emoluments are determined by the Company’s board of directors with reference to Directors’ duties, responsibilities and performance and the results of the Group. In addition, the Directors’ remuneration is reviewed by the Remuneration Committee annually.

董事會報告

開明投資有限公司(「本公司」)董事會(「董事會」)欣然提呈此報告及截至二零二一年三月三十一日止之年度經審核綜合財務報表。

主要業務

本公司及其附屬公司(統稱「本集團」)乃投資控股公司。

業務回顧

對本公司業務的中肯回顧及前景以及本集團於本年度內之表現以及其業績及財務狀況之相關重大因素的討論與分析，在本年報第4頁至第23頁「管理層討論與分析」提供。該等討論為本董事會報告的一部份。

對本公司面對的主要風險及不明朗因素的描述載於本年報多處，尤其是綜合財務報表附註8。

環境政策及表現在本年報第56頁至第68頁之「環境、社會及管治報告」內討論。

分部資料

本集團之營業額及經營業績貢獻全部均來自本集團於香港之上市及非上市證券之投資。

物業、機器及設備

有關於年內物業、機器及設備之變動情況分別刊載於綜合財務報表附註17。

附屬公司

本公司於二零二一年三月三十一日之附屬公司之詳情載於綜合財務報表附註29。

購股權

本公司並無購股權計劃。

董事酬金

董事袍金須於股東大會上經股東批准。其他酬金則由本公司董事會依據董事之職務、責任及表現以及本集團之業績釐定。此外，董事酬金由薪酬委員會每年審閱。

REPORT OF THE DIRECTORS

董事會報告

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st March, 2021 are set out in the consolidated statement of profit or loss and other comprehensive income on page 76 respectively.

The Board has resolved not to recommend a payment of final dividend.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in note 24 on the consolidated financial statements.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out below. This summary is not part of the audited consolidated financial statements.

RESULTS

業績

		1/4/2020 – 31/3/2021 HK\$'000 千港元	1/4/2019 – 31/3/2020 HK\$'000 千港元	1/4/2018 – 31/3/2019 HK\$'000 千港元	1/4/2017 – 31/3/2018 HK\$'000 千港元	1/4/2016 – 31/3/2017 HK\$'000 千港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(8,889)	(45,004)	(24,436)	(19,680)	4,829
Taxation	稅項	191	489	1,154	(1,812)	–
Net (loss)/profit attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利淨值	(8,698)	(44,515)	(23,282)	(21,492)	4,829

ASSETS AND LIABILITIES

資產與負債

		31/3/2021 HK\$'000 千港元	31/3/2020 HK\$'000 千港元	31/3/2019 HK\$'000 千港元	31/3/2018 HK\$'000 千港元	31/3/2017 HK\$'000 千港元
Total assets	資產總值	105,033	113,933	158,933	148,536	173,040
Total liabilities	負債總值	(347)	(549)	(1,034)	(2,171)	(2,163)
Net assets	資產淨值	104,686	113,384	157,899	146,365	170,877

業績及分配

本集團截至二零二一年三月三十一日止之年度業績載於第76頁之綜合損益及其他全面收益表。

董事會議決不派本年度之末期股息。

股本

有關本年度內本公司股本之變動詳情載於綜合財務報表附註24。

財務概要

以下為本集團於過去五個財政年度之業績及資產與負債之概要。此概要並非經審核綜合財務報表之部份。

REPORT OF THE DIRECTORS

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in consolidated statement of changes in equity and note 28 on the consolidated financial statements respectively.

The Company's reserves available for distribution represent the share premium, contributed surplus and retained profits under the Companies Law of the Cayman Islands. The share premium of the Company is available for paying dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution of dividend the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the share premium, contributed surplus and retained profits of the Company which in aggregate amounted to approximately HK\$89,220,000 (2020: HK\$92,312,000) as at 31st March, 2021.

REPURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries repurchased, sold or redeemed any of the Company's listed securities during the year.

INVESTMENT POLICIES

The Company has adopted an investment objectives, investment policies and investment restrictions which has not been changed since its listing in 2000 in the Stock Exchange and summaries are as below:

Investment objectives and policies

The Company is an investment company incorporated in the Cayman Islands with the primary objective of achieving medium term capital appreciation by investing in listed and unlisted companies in Hong Kong and the PRC. The Company also intends to invest in unlisted companies with the potential to seek a listing on the Stock Exchange or any overseas stock exchanges.

The Company has adopted the following investment policies:

- Investment will normally be made in the form of equity or equity-related securities and debt instruments in listed and unlisted companies engaged in industries including (but not limited to) the information technology, telecommunications, manufacturing, service, property and infrastructure sectors to maintain a balance in the Company's exposure to different industry sectors in order to minimize the impact on the Company of any downturn in any particular sector;

董事會報告

儲備

有關本年度內之本集團及本公司儲備變動情況分別載於綜合權益變動表及綜合財務報表附註28。

根據開曼群島公司法之規定，本公司可供分派之儲備乃指股份溢價、實繳盈餘及保留溢利。本公司之股份溢價可根據本公司之組織章程大綱及細則之規定，用作向股東派發股息，惟本公司須在緊隨派發股息後仍須有能力支付在日常業務程序下到期應付之債務。於二零二一年三月三十一日，本公司之股份溢價、實繳盈餘及保留溢利合共約為89,220,000港元（二零二零年：92,312,000港元）。根據本公司之組織章程細則之規定，該等款項均可用作派發股息。

購回、出售及贖回本公司之上市證券

本公司或其任何附屬公司在本年度內並無購回、出售或贖回本公司之任何上市證券。

投資政策

本公司已採納投資目標、投資政策及投資限制，該等投資目標、投資政策及投資限制自二零零零年於聯交所上市採納以來從未變更，下文概述：

投資目標及策略

本公司乃一間在開曼群島註冊成立之投資公司，主要目標為透過投資於香港及中國之上市及非上市公司以獲取中線資本增值。本公司亦擬投資於具潛力在聯交所或任何海外證券交易所上市之非上市公司。

本公司採取下列投資策略：

- 一般投資於從事多種行業包括（但不限於）資訊科技、電訊、製造、服務、地產及基建業務之上市及非上市公司的股本或股本相關之證券及債務工具，以令本公司在不同行業中能平衡風險，從而減低任何行業一旦逆轉對本公司帶來之影響；

REPORT OF THE DIRECTORS

- The Company will seek to identify entities with a record of profit growth, strong management, high levels of technical expertise and research and development capabilities as well as management commitment to the long term growth. However, the Company is flexible in considering investment in companies or other entities which are considered by the Board and the Investment Manager as being special or in recovery situations;
- Where possible, the Board and the investment manager would seek to identify investment where there is a certain degree of synergy with other investee companies and where co-operation between such companies would be of mutual benefit to each other; and
- The Company's investment are intended to be held for medium term capital growth. There is no present intention to realize any of such investment in any specific period or by any specific date. Nevertheless, the directors of the Company (the "Director") will from time to time realize investment where they believe the realization would be in the best interests of the Company or where the terms on which such realization can be achieved are believed by the Directors to be particularly favourable to the Company.

Investment restrictions

Under the Articles and the Listing Rules relating to the listing of investment companies, certain restrictions on investment are imposed on the Company. In part to meet such restrictions, the Board has resolved that the Company may not:

1. either itself or through its wholly-owned subsidiaries or in conjunction with any connected person take legal, or effective, management control of underlying investment and in no event, will the Company itself or through its wholly-owned subsidiaries own or control more than 30%, (or such lower percentage as may from time to time be specified in the Takeover Code as being the level for triggering a mandatory general offer) of the voting rights in any one company or body;
2. invest in any company or entity other than wholly-owned subsidiaries of the Company if such investment will result in more than 20% of the net asset value being invested in such company or entity as at the date the investment is made;

董事會報告

- 本公司將積極物色擁有溢利增長記錄、完善管理、專業技術水平高及擁有研究開發能力，以及管理層承諾業務長期增長之企業。然而，本公司亦具彈性考慮投資於董事會及投資管理人認為情況特殊或正在逐漸復甦之公司或其他企業；
- 如情況許可，董事會及投資管理人會積極物色與其他投資對象產生若干程度協同效益，而且在互相合作下對雙方均有有利之投資項目；及
- 本公司擬持有投資以期獲得中線資本增長。目前並無打算於任何特定期間或於任何特定日期前將任何有關投資變現。然而，本公司董事（「董事」）可在其相信會符合本公司之最佳利益或董事相信變現之條款對本公司尤其有利之情況下，不時將投資項目變現。

投資限制

根據章程細則及有關投資公司上市之上市規則，本公司投資須受到若干限制。為符合該等限制，董事會已決議，本公司不可：

1. 自行或透過其全資附屬公司或聯同任何關連人士取得其投資之合法或有效管理控制權，且在任何情況下，本公司概不會自行或透過其全資附屬公司擁有或控制任何一間公司或機構超過30%（或收購守則不時規定可引發強制性全面收購之較低百分比）之投票權；
2. 於任何公司或其他實體（本公司之全資附屬公司除外）作出投資，倘若該等投資超逾本公司於投資當日之資產淨值20%；

REPORT OF THE DIRECTORS

3. buy or sell commodities, commodity contracts or precious metals, except that it may purchase and sell futures contracts on stock indices and securities which are secured by commodities or precious metals; and
4. invest more than 50% of its assets outside Hong Kong and the PRC to the extent of contravening its primary objective of achieving medium term capital appreciation by investing in listed and unlisted companies in Hong Kong and the PRC.

The Company has to comply with investment restrictions 1 and 2 above at all times while it remains listed as an investment company under Chapter 21 of the Listing Rules.

Investment restrictions 3 and 4 cannot be changed for at least 3 years from the date of the prospectus without the approval of the shareholders of the Company by way of an ordinary resolution. The Board has no present intention to change any of the above-mentioned investment restrictions.

DIRECTORS

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

Executive Directors

Dr. WONG Yun Kuen (*Chairman*)
Mr. CHENG Wai Lun, Andrew

Independent Non-executive Directors

Mr. CHAN Chung Yee, Alan
Dr. FUNG Lewis Hung
Mr. TANG Hon Bui, Ronald
Mr. KWOK Ming Fai

董事會報告

3. 買賣商品、商品合約或貴重金屬，惟可以買賣有關股票指數之期貨合約及以商品或貴重金屬作抵押之證券；及
4. 投資50%以上資產於香港及中國以外地區，以致有違本公司透過投資於香港及中國之上市及非上市公司以取得中期資本增值之主要目標。

在本公司根據上市規則第21章維持其投資公司之上市地位期間，必須於任何時間均遵守上述第1及第2項投資限制。

第3及第4項投資限制在未取得本公司股東以普通決議案方式批准之情況下，在售股章程日期起至少三年內不得修改。董事會現時無意更改任何上述投資限制。

董事

在有關本年度內及截至本年報刊發日期為止，本公司之董事如下：

執行董事

黃潤權博士 (*主席*)
鄭偉倫先生

獨立非執行董事

陳宗彝先生
馮振雄醫生
鄧漢標先生
郭明輝先生

REPORT OF THE DIRECTORS

In accordance with Article 157 of the Company's Articles of Association, Mr. CHENG Wai Lun, Andrew and Dr. FUNG Lewis Hung shall retire by rotation from office and, being eligible, offer themselves for re-election. All other directors continue in office.

The term of office of each of the independent non-executive directors lasts until his retirement by rotation in accordance with the Company's Articles of Association.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. CHENG Wai Lun, Andrew as executive director and Dr. FUNG Lewis Hung as independent non-executive directors.

The Company received confirmation of independence in respect of the year ended 31st March, 2021 from each of the independent non-executive directors pursuant to Rule 3.13 of the Listing Rules. Up to and as at the date of this report, the Company still considers the independent non-executive directors to be independent.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into during the year or subsisted at the end of the year.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company's operations are mainly carried out in Hong Kong and accordingly shall comply with material relevant laws and regulations in Hong Kong. During the year and up to the date of this report, the Company has complied with all the material relevant laws and regulations in Hong Kong.

董事會報告

根據本公司之組織章程細則第157條鄭偉倫先生及馮振雄醫生將輪值告退，惟彼等符合資格願膺選連任，並均願意被提名重選。所有其他董事仍留任董事會。

各獨立非執行董事之任期乃直至其根據本公司之組織章程細則須依章輪值告退為止。

於股東週年大會上將提呈有關重選鄭偉倫先生為執行董事及馮振雄醫生為獨立非執行董事之普通決議案。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出有關截至二零二一年三月三十一日止年度之獨立確認書。截至及於本報告書日期，本公司仍然視獨立非執行董事屬獨立。

股票掛鈎協議

本公司於本年度終結日或年內任何時間概無訂立任何股票掛鈎協議。

遵守法例及法規

本公司業務主要於香港進行，因此須遵守香港重大相關法例及法規。於本年度及直至本報告日期，本公司已遵守香港所有重大相關法例及法規。



REPORT OF THE DIRECTORS

PERMITTED INDEMNITY PROVISION

The Articles of Association of the Company provides that every director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their office otherwise in relation thereto. In addition, the Company has maintained appropriate directors and officers liability insurance in respect of relevant legal actions against the directors of the Company.

ENVIRONMENTAL POLICIES

The Group is committed to building an eco-friendly corporation that tries to reduce the impacts of its operation on the environment, and to ensure our compliance of prevailing environmental protection laws and regulations. For details, please refer to the “Environmental, Social and Governance Report” contained in this annual report.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIES

As the Group principally engages in investment in listed and unlisted securities, no specific customers or suppliers will be involved in the operation of business. The investee companies and the investment manager are good working partners creating value for the Group. The Group also values the knowledge and skills of its employees, and continues to provide favourable career development opportunities for its employees.

DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

In the opinion of the Board, there were no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事會報告

獲准許之彌償條文

根據章程細則，本公司每名董事在其執行職責或其他方面與此有關之情況下可能蒙受或產生之所有損失或責任，有權獲得從本公司之資產中撥付彌償。此外，本公司已就董事可能面對之有關法律行動安排適當的董事及職員責任保險。

環保政策

本集團致力成為一家重視環保的機構，不斷減低其業務營運對環境造成的影響，以及確保遵守現行之環境保護法律及法規。有關詳情請參閱本年報「環境、社會及管治報告」。

與僱員、顧客及供應商的重要關係

由於本集團之主要業務為投資於上市及非上市證券，因此概無在業務營運中牽涉特定顧客或供應商。被投資公司及投資管理人為良好工作夥伴，為本集團創造價值。本集團重視僱員的知識及技能並繼續為僱員提供有利的事業發展機會。

董事服務合約

在即將舉行之股東週年大會上獲提名重選連任之董事與本集團概無訂立本集團如不作出賠償（法定賠償除外）則不能在一年內予以終止之服務合約。

董事於合約之權益

根據董事會之意見，本公司或其任何附屬公司訂立有關本公司業務之重大合約中，本公司董事概無直接或間接擁有重大利益，且於本年度完結時或於年內任何時間仍然生效。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31st March, 2021, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "SEHK") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and the chief executive of the Company were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Listing Rules were as follows:

董事及行政總裁於本公司或任何聯營公司之股份、相關股份及債券之權益及淡倉

於二零二一年三月三十一日，本公司董事於本公司及其相聯法團（定義見證券及期貨條例第XV部（「證券及期貨條例」））之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之該等條文本公司董事及最高行政人員被視為或被當作擁有之權益及淡倉），或須列入而已列入按證券及期貨條例第352條存置之登記冊內，或根據上市規則之上市公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

Name of director 董事姓名	Number of shares 股份數目				Total 總額	Percentage of issued share capital 已發行股本 百分比
	Personal interests 個人權益	Family interests 家屬權益	Corporate interests 法團權益	Other interests 其他權益		

Ordinary shares of HK\$0.01 each in the Company

本公司每股面值0.01港元之普通股

CHENG Wai Lun, Andrew (Note) 鄭偉倫(附註)	-	-	340,000,000	-	340,000,000	26.74%
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Note:

Mr. CHENG Wai Lun, Andrew is one of the discretionary objects of a trust which assets include interests in the entire issued share capital of Fung Fai Growth Limited. Fung Fai Growth Limited holds 340,000,000 shares of the Company.

附註：

該等股份由Fung Fai Growth Limited持有，Fung Fai Growth Limited由一信託全資實益擁有，而鄭偉倫先生為其中一位酌情受益人。Fung Fai Growth Limited持有本公司340,000,000股股份。

Save as disclosed above, at no time during the year ended 31st March, 2021 was the Company, its subsidiaries or its associate a party to any arrangement to enable the directors or chief executives of the Company, or their spouses or children under the age of 18, to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporation.

除上文披露者外，於截至二零二一年三月三十一日止年度內之任何時間，本公司、其附屬公司或其聯營公司概無訂立任何安排，令本公司之董事或主要行政人員或其配偶或其未滿十八歲之子女可藉購入本公司或其他相聯法團之股份或債券而獲益。

REPORT OF THE DIRECTORS

Save as disclosed above, none of the Directors or the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

SUBSTANTIAL SHAREHOLDER'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

As at 31st March, 2021, the following persons or corporations, other than the interest disclosed above in respect of the Directors, interest in 5% or more in the shares and underlying shares of the Company have been notified to the Company and recorded in the register of substantial shareholders' interests in shares and short positions required to be kept under Section 336 of Part XV of the SFO:

董事會報告

除上文披露者外，本公司各董事或主要行政人員並無於本公司或其相聯法團（定義見證券及期貨條例第XV部份）之股份、相關股份或債券擁有權益或淡倉，而須登記於根據證券及期貨條例第352條規定須存置之登記冊內，或根據上市規則所載上市公司董事進行證券交易的標準守則須知會本公司及聯交所之任何權益及淡倉。

主要股東於本公司之股份及相關股份之權益及淡倉

於二零二一年三月三十一日，根據本公司按證券及期貨條例第XV部第336條規定而設置之主要股東權益及淡倉登記冊紀錄所顯示，以下人士或公司（除上述披露有關董事所持之權益外）持有本公司已發行股本及相關股份百分之五或以上之股份權益：

Name of shareholders 股東名稱	Number of shares held 所持股票數目	Approximate percentage of the total number of shares in issued 約佔已發行股份百分比
Ordinary shares of HK\$0.01 each in the Company 本公司每股面值0.01港元之普通股		
Fung Fai Growth Limited (Note (a)) Fung Fai Growth Limited (附註(a))	340,000,000	26.74%
Kingswell Holdings Group Limited (Note (b)) Kingswell Holdings Group Limited (附註(b))	192,000,000	15.10%
Notes:	附註：	
(a) The entire issued share capital of Fung Fai Growth Limited is owned by a trust. Mr. CHENG Wai Lun, Andrew and his family members are the beneficiaries of the trust which assets include interests in the entire issued share capital of Fung Fai Growth Limited.	(a)	Fung Fai Growth Limited之全部已發行股本乃由一項信託持有。鄭偉倫先生及其家人為信託之受益人，而資產包括Fung Fai Growth Limited所有已發行股本。
(b) The entire issued share capital of Kingswell Holdings Group Limited is beneficially owned by Mr. LEONG Chi Wai.	(b)	Kingswell Holdings Group Limited之全部已發行股本乃由梁治維先生實益擁有。

REPORT OF THE DIRECTORS

Save as disclosed above, as at 31st March, 2021, the Directors are not aware of any other persons who have interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company pursuant to Part XV of the SFO.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Significant related party transactions entered by the Group during the year ended 31st March, 2021 which also constitute continuing connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), are disclosed in note 27 on the consolidated financial statements.

The investment manager of the Company is regarded as a continuing connected person of the Company under Chapter 21 of the Listing Rules. Accordingly, the investment management agreement constitutes a connected transaction of the Company. The management fee during the year amounted to approximately HK\$1,621,000.

As disclosed in more details under the Company's announcement and circular dated 25th January, 2019 and 28th February, 2019 respectively. The Group entered into certain conditional agreements with the Upbest Group Limited and its subsidiaries (the "Upbest Group"), which would constitute continuing connected transactions (the "CCT") on the part of the Group for the year ended 31st March, 2021, and 31st March, 2022. The CCT are subject to approvals by the independent shareholders of the Company and the independent shareholders of the Upbest Group respectively. The relevant resolutions of the Company approving the CCT have been passed at the extraordinary general meeting of the Company held on 26th March, 2019. Save for disclosed above, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

The independent non-executive directors have reviewed the connected transactions and continuing connected transactions in note 27 on the consolidated financial statements and have confirmed that the connected transactions and continuing connected transactions have been entered into:

- i) in the ordinary and usual course of business of the Group;
- ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

董事會報告

除上文所披露者外，於二零二一年三月三十一日，董事並不知悉有任何其他人士於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份衍生工具或債券中擁有根據證券及期貨條例第XV部，須向本公司披露之權益或淡倉。

關連交易及持續關連交易

截至二零二一年三月三十一日止年度，本集團進行之重大關連人士交易（根據香港聯合交易所有限公司證券上市規則（「上市規則」）同時構成持續關連交易），乃載於綜合財務報表附註27。

根據上市規則第21章，本公司之投資經理被視為本公司之關連人士。因此，投資管理協議構成本公司之持續關連交易。本年度之管理費約為1,621,000港元。

詳盡之資料已分別在二零一九年一月二十五日所出版之公告中及二零一九年二月二十八日之通函中披露。本集團與美建集團有限公司和其附屬公司（「美建集團」）訂立若干有條件協議，於截至二零二一年三月三十一日止年度及二零二二年三月三十一日止年度，其構成本集團的持續關連交易（「持續關連交易」）。持續關連交易須待本公司獨立股東及美建集團獨立股東分別批准後，方可作實。本公司批准持續關連交易的有關決議案已在本公司於二零一九年三月二十六日舉行之股東特別大會上通過。除了上述之披露外，有關資料是根據上市規則第14A之要求而披露。

獨立非執行董事已審閱在綜合財務報表中附註27關於關連交易及持續關連交易，並確定有關之關連交易及持續關連交易是：

- i) 屬本集團的日常業務；
- ii) 按照一般商務條款下進行或所訂的交易條款，不比本集團所給予獨立第三方或獨立第三方所給予本集團的條款為差；及
- iii) 該等交易是根據有關交易的協議條款進行，而交易條款公平合理，並且符合本集團股東的整體利益。

REPORT OF THE DIRECTORS

The auditors of the Company have reviewed the continuing connected transactions during the year as set out in note 27 on the consolidated financial statements and confirmed that these transactions:

- i) were approved by the Board;
- ii) where applicable, were in accordance with the pricing policies of the Company;
- iii) had been entered into in accordance with the relevant agreements governing the transactions; and
- iv) have not exceeded the caps stated in the relevant announcement.

CONFIRMATION FOR CONTINUING CONNECTED TRANSACTIONS

A letter pursuant to Rule 14A.56 of the Listing Rules has been issued to the Board by the auditors of the Company confirming the matters stated in Rule 14A.56 in respect of the above continuing connected transactions for management agreement.

MANAGEMENT CONTRACTS

Details of significant management contracts in relation to the Company's business are included in note 27 on the consolidated financial statements.

Save as disclosed above, no other contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders under the Company's Memorandum and Articles of Association and the Companies Laws of the Cayman Islands.

AUDIT COMMITTEE

The Company has established an audit committee according to "A Guide for The Formation of an Audit Committee" published by the Hong Kong Institute of Certified Public Accountants. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee had also reviewed the annual results of the Group for the year ended 31st March, 2021 in conjunction with the Company's external auditors.

The audit committee of the Group consists of 4 independent non-executive directors, namely Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung, Mr. TANG Hon Bui, Ronald and Mr. KWOK Ming Fai.

董事會報告

本公司之核數師已審閱載於綜合財務報表附註27之年內持續關連交易，並確認此等交易：

- i) 已獲本公司董事會批准；
- ii) 如適用，符合本公司之價格政策；
- iii) 乃按有關交易之協議條款進行；及
- iv) 並無超逾相關公告內所述之上限。

持續關連交易確認書

本公司之核數師已向董事會發出上市規則第14A.56條所規定之函件以確認第14A.56條關於以上持續關連交易所述管理協議事項。

管理合約

有關本公司業務之重大管理合約之詳情已載於綜合財務報表附註27。

除上文披露外，本公司於本年度並沒有簽訂或存在任何關於本公司全部或大部份業務之管理及行政合約。

優先購買權

本公司之公司組織章程大綱及細則及開曼群島法例均無載列有關本公司須按比例基準向現有股東提呈新股之優先購買權之規定。

審核委員會

本公司已根據香港會計師公會頒佈之「成立審核委員會指引」成立審核委員會，其主要職責為審閱並監察本集團之財務匯報程序及內部監控制度。審核委員會亦已聯同本公司之外聘核數師審閱本集團截至二零二一年三月三十一日止之年度業績。

本集團審核委員會由四名獨立非執行董事組成，分別為陳宗彞先生、馮振雄醫生、鄧漢標先生及郭明輝先生。

REPORT OF THE DIRECTORS

CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31st March, 2021 with the Code on Corporate Governance Practices set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange, except that independent non-executive directors of the Company were not appointed for a specific term but are subject to retirement by rotation according to the Articles of Association of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all Directors of the Company have confirmed that they have complied with the required standards set out in the Model Code throughout the period.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares.

AUDITORS

The financial statements for the year ended 31st March, 2018 was audited by Li, Tang, Chen & Co.

The financial statements for the year ended 31st March 2019, 2020 and 2021 were audited by HLB Hodgson Impey Cheng Limited. HLB Hodgson Impey Cheng Limited shall hold office until the conclusion of the next annual general meeting of the Company.

Save as disclosed above, there were no other changes in auditors of the Company in any of the preceding three years.

HLB Hodgson Impey Cheng Limited will retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

WONG Yun Kuen

Chairman and Executive Director

Hong Kong, 22nd June, 2021

董事會報告

企業管治

本公司於截至二零二一年三月三十一日止年度內一直遵守聯交所證券上市規則附錄14所載之企業管治常規守則，惟本公司之獨立非執行董事並無特定任期，惟須根據本公司組織章程細則之規定輪席告退。因此，本公司認為已採取足夠措施，以確保本公司之企業管治常規不遜於守則所載者。

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則（「標準守則」）。經本公司查詢後，本公司全體董事確認，彼等於期內一直遵照標準守則所載之標準規定。

足夠公眾持股量

根據本公司獲得之公開資料及據董事會所知、公眾人士所持有本公司股份超過本公司已發行股份總數25%。

核數師

截至二零一八年三月三十一日止年度的財務報表已經由李湯陳會計師事務所審計。

截至二零一九、二零二零年及二零二一年三月三十一日止年度的財務報表已經由國衛會計師事務所審計。國衛會計師事務所有限公司將任職至本公司下屆股東週年大會結束。

除上文所披露者外，在過去三年中，本公司核數師沒有其他變動。

國衛會計師事務所有限公司將任滿告退，惟於本公司應屆股東週年大會上將提呈一項決議案，續聘其為本公司之核數師。

承董事會命

主席及執行董事

黃潤權

香港，二零二一年六月二十二日

CORPORATE GOVERNANCE REPORT

Sound corporate governance practices are crucial to the smooth, effective and transparent operation of a company and its ability to attract investment, protect rights of shareholders and stakeholders, and enhance shareholder value. The Company is committed to high standards of corporate governance with a view to being transparent, open and accountable to our shareholders.

This report describes the Company's corporate governance practices and structures that were in place during the financial year ended 31st March, 2021, with specific reference to the principles and guidelines of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). In developing and reviewing its corporate governance policies and practices, the Company has sought to adopt a balanced approach.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company complied with the code provisions as set out in the Code contained in Appendix 14 to the Listing Rules throughout year ended 31st March, 2021, except for the following.

Code Provision A.4.1

Under the code provision A.4.1, non-executive directors should be appointed for a specific term and subject to re-election. None of the independent non-executive directors of the Company were appointed for a specific term. None of the non-executive directors has entered or proposed to enter into any service contracts with the Company or its subsidiaries. But all directors of the Company are subject to the retirement by rotation according to the provisions under article 157 of the Articles of Association of the Company. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

Code Provision A.6.7

Under the code provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. The independent non-executive director, Mr. TANG Hon Bui, Ronald was unable to attend the annual general meeting ("AGM") on 14th August, 2020 due to his other business engagements. This constitutes a deviation from code provision A.6.7 of the CG Code. Moreover, non attendance of this Independent Non-executive Director may also constitute deviation from code provision E.1.2 of the CG Code. Despite of that independent non-executive director, all the other directors of the Company were present in the AGM.

企業管治報告

穩健之企業管治常規對公司之順暢、有效及具透明度之運作，以及其吸引投資、保障股東及股權持有人權利及提升股東價值極為關鍵。本公司致力維持高水平之企業管治，以對其股東透明、公開及問責。

本報告乃就香港聯合交易所（「聯交所」）有限公司《證券上市規則》（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之原則及指引以說明本公司於二零二一年三月三十一日止財政年度內實行之企業管治常規及架構。在擬定及檢討企業管治政策及常規時，本公司已盡量採取平衡之方法。

遵守企業管治守則

於截至二零二一年三月三十一日止年度內，除以下所示外，本公司已遵守上市規則附錄十四所載企業管治守則的守則條文。

守則條文第A.4.1條

根據守則條文第A.4.1條，非執行董事應按指定任期獲委任及重選。然而，本公司現時之獨立非執行董事並無特定任期。本公司或其附屬公司並無與非執行董事訂立或擬訂立任何服務合約。惟本公司全體董事須遵守本公司組織章程細則第157條之輪席退任規定。因此，本公司認為已採取足夠措施，以確保本公司之企業管治常規不遜於企業管治守則。

守則條文A.6.7條

根據守則條文A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會並均衡了解股東意見。獨立非執行董事鄧漢標先生因彼之其他事務而未能出席本公司於二零二零年八月十四日舉行之股東週年大會（「股東週年大會」）。這構成與企業管治守則內條文A.6.7條有偏離。此外，該位獨立非執行董事的缺席也有可能構成與企業管治守則內條文E.1.2條有偏離。除該位獨立非執行董事外，其他董事均有出席股東週年大會。

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICE

With the assistance of the Compliance Department, the Board has designed a proper corporate governance structure. Currently, there are three board committees, including Audit Committee, Remuneration Committee and Nomination Committee. Audit Committee, Remuneration Committee and Nomination Committee perform their distinct roles in accordance with their respective terms of reference.

BOARD OF DIRECTORS

Composition

As at 31st March, 2021, the Board of Directors of the Company comprises six members. Dr. WONG Yun Kuen, acts as Chairman of the Board, whereas Mr. CHENG Wai Lun, Andrew acts as Managing Director of the Company. The Company has four independent non-executive directors, they are Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung, Mr. TANG Hon Bui, Ronald and Mr. KWOK Ming Fai. Mr. CHAN Chung Yee, Alan and Mr. KWOK Ming Fai has appropriate professional accounting experience and expertise.

All directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The biographical details of each director are disclosed in page 24 to page 26 of this Annual Report.

Each independent non-executive director has pursuant to the Rule 3.13 of the Listing Rules, confirmed that he is independent of the Company and the Company also considers that they are independent.

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transaction by the directors (the "Model Code"). Having made specific enquiry of all directors, the Company confirmed that all directors have complied with the required standards as set out in the Model Code during the year.

There is no relationship (including financial, business, family or other material relationship) among members of the Board.

Pursuant to the Articles of Association of the Company, the directors shall hold office subject to retirement by rotation at the annual general meeting of the Company at least once every three years and eligible for re-election.

企業管治報告

企業管治常規

在監管部門之協助下，董事會已制定合適之企業管治架構。目前，本公司有三個董事委員會，包括審核委員會、薪酬委員會及提名委員會。審核委員會、薪酬委員會及提名委員會各自在特定之職權範圍內履行本身獨有之職能。

董事會

成員

於二零二一年三月三十一日，本公司董事會由六名成員組成，黃潤權博士為董事會主席，而鄭偉倫先生為本公司董事總經理。本公司共有四名獨立非執行董事，分別為陳宗彝先生、馮振雄醫生、鄧漢標先生及郭明輝先生，當中陳宗彝先生及郭明輝先生具有合適之專業會計經驗及專業知識。

全體董事於本身之專業範圍均為傑出人士，展現出高水準之個人及專業道德及品格。各董事之履歷於本年報第24頁至第26頁披露。

每名獨立非執行董事均已根據上市規則第3.13條確認其獨立於本公司，而本公司亦認為彼等確屬獨立人士。

本公司已採納上市規則附錄十所載之《標準守則》作為董事進行證券交易之操守守則（「標準守則」）。本公司經向全體董事作出特定查詢後確認，彼等於年內均全面遵守《標準守則》之規定。

董事會成員之間並不存有任何關係（包括財務、業務、家屬或其他重大之關係）。

根據本公司之組織章程細則，在職董事須最少每三年於股東週年大會上輪值告退一次，並符合資格膺選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

Function

The Board of Directors, headed by the Chairman, is responsible for formulation and approval of the Group's development and business strategies and policies, approval of annual budgets and business plans, recommendation of dividend, and supervision of management in accordance with the rules governing the meeting of the Board of Directors, the Managing Director's working guides, articles of association and rules governing the meeting of shareholders.

The executive directors are responsible for day-to-day management of the Company's operations. These executive directors conduct regular meetings with the senior management of the Company and its subsidiaries and associated companies, at which operational issues and financial performance are evaluated.

The Company considers well-developed and timely reporting systems and internal controls are essential, and the Board of Directors plays a key role in the implementation and monitoring of internal financial controls.

The Board of Directors has established procedure to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses.

The Articles of Association of the Company contain description of responsibilities and operation procedures of the Board of Directors. The Board of Directors holds regular meeting and listens to the operating reports of the Company and makes policies. Significant operating policies of the Company have to be discussed and passed by the Board of Directors. Board meetings include regular meetings and irregular meetings. The Board of Directors meets formally at least 4 times a year.

Besides regular and irregular meetings, the Board of Directors obtains adequate information through working meetings, presided by the Chairman in a timely manner, to monitor objectives and strategies of the management, financial conditions and operating results of the Company and provisions of significant agreements.

職能

董事會由主席領導，負責根據規管董事會會議之規則、董事總經理工作指引、組織章程細則及規管股東大會之規則訂定及批准本集團之發展及業務策略及政策、批准週年預算及業務計劃、建議股息，以及監督管理層。

執行董事負責本公司營運之日常管理。執行董事與本公司及其附屬公司及聯營公司之高級管理層定期舉行會議，會上評估經營事宜及財務表現。

本公司認為發展成熟及適時之申報制度及內部監控為基本所需，而董事會在實行及監控內部財務監控方面扮演重要角色。

董事會已訂有程序，讓董事按合理要求，可在適當之情況下尋求獨立專業意見，費用由本公司支付。

本公司組織章程細則載有董事會責任及運作程序之描述。董事會定期舉行會議，聽取本公司之營運報告，並制定政策。本公司之重大經營政策須經董事會討論及通過。董事會會議包括定期會議及不定期會議。董事會每年召開至少四次正式會議。

除定期及不定期會議外，董事會亦透過由主席適時主持之工作會議取得足夠資料，以監控管理層目標及策略、本公司財務狀況及經營業績，以及重大合約之條文。

CORPORATE GOVERNANCE REPORT

企業管治報告

For the financial year ended 31st March, 2021, the Board of Directors held 12 regular executive Board meetings at approximately monthly interval and 9 irregular Board meetings which were convened when deemed necessary. Due notice and Board papers were given to all directors prior to the meeting in accordance with the Company's Articles of Association and the Code. Details of individual attendance of directors are set out below:

於截至二零二一年三月三十一日止之財政年度，董事會曾舉行十二次定期執行董事會會議，大約每月一次，另亦曾舉行九次不定期董事會會議，乃於認為有需要時召開。適當通知及董事會文件已根據本公司組織章程細則及守則在會議前送交全體董事。各董事之出席詳情載列如下：

Name of directors	董事姓名	Executive Board Meeting	Irregular Board Meeting
		執行董事會議	不定期董事會議
Executive Directors	執行董事	Attendance/ Total Meetings Held	Attendance/ Total Meetings Held
		出席次數／會議總數	出席次數／會議總數
Dr. WONG Yun Kuen	黃潤權博士	12/12	9/9
Mr. CHENG Wai Lun, Andrew	鄭偉倫先生	12/12	9/9
Independent Non-executive Directors	獨立非執行董事		
Mr. CHAN Chung Yee, Alan	陳宗彝先生	N/A 不適用	9/9
Dr. FUNG Lewis Hung	馮振雄醫生	N/A 不適用	9/9
Mr. TANG Hon Bui, Ronald	鄧漢標先生	N/A 不適用	8/9
Mr. KWOK Ming Fai	郭明輝先生	N/A 不適用	9/9

Chairman and Managing Director

The roles of the Chairman and the Managing Director are segregated and assumed by two separate individuals who have no relationship with each other to strike a balance of power and authority so that the job responsibilities are not concentrated on any one individual.

主席及董事總經理

主席及董事總經理之角色應分開，應由彼此間並無關係之兩名獨立人士擔任，以達到平衡權力及職權，致使工作職責不會集中於任何一人。

The Chairman of the Board is responsible for the leadership and effective running of the Board. The Chairman is also responsible for deciding the agenda of each Board meeting, taking into account, where appropriate, matters proposed by other directors for inclusion in the agenda.

董事會主席負責領導及有效管理董事會。主席亦負責釐定每次董事會會議之議程，並考慮將其他董事提出之事務（如適當）包含於議程內。

The Managing Director is delegated with the authorities to manage the Group's business in all aspects effectively, implement major strategies, make day-to-day decision and coordinate overall business operation.

董事總經理獲授予職權以有效方式管理本集團業務之各方面事務、執行重要策略、作出日常決定及協調整體業務運作。

The number of independent non-executive directors is more than half of the Board membership. The Board membership is covered by professionally qualified and widely experienced personnel so as to bring in valuable contribution and different professional advices and consultancy for the development of the Company.

獨立非執行董事之人數佔董事會成員超過一半。董事會成員包括具有專業資格及豐富經驗之人士，藉以為本公司帶來寶貴之貢獻，以及就本公司之發展提供各類專業建議及意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

Responsibilities

In the course of discharging their duties, the directors act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. Their responsibilities include:

- Regular board meetings focusing on business strategy, operational issues and financial performance.
- Active participation on the boards of subsidiaries.
- Approval of annual budgets for each operating company covering strategy, financial and business performance, key risks and opportunities.
- Monitoring the quality, timeliness, relevance and reliability of internal and external reporting.
- Reviewing of the compliance with the CG Code.
- Reviewing of the effectiveness of the risk management and internal control systems of the Company through the Audit Committee.
- Monitoring and managing potential conflicts of interest of management, Board members and shareholders, including misuse of corporate assets and abuse in related party transaction.
- Ensuring processes are in place to maintain the overall integrity of the Company, including financial statements, and relationship with other stakeholders, and compliance with all laws and ethics.

To enable the Company's directors to meet their obligations, an appropriate organizational structure is in place with clearly defined responsibilities and limits of authority.

Board Committees

A number of Board Committees, including Audit Committee, Remuneration Committee and Nomination Committee, have been established by the Board of Directors to strengthen its functions and to enhance its expertise. These committees have been formed with specific written terms of reference which is available on the Company's website set out details of the Committee's duties, powers and functions.

職責

在履行職責之過程中，董事真誠地、竭盡所能及謹慎，及以本公司及其股東之最佳利益行事。其責任包括：

- 定期召開董事會會議，專注於業務策略、營運事宜及財務表現。
- 積極參與附屬公司之董事會。
- 為每家經營公司審批週年預算，涵蓋策略、財務及業務表現、主要風險及機會。
- 監察內部及外部報告之素質、適時性、相關性及可靠性。
- 檢討符合企管守則之情況。
- 透過審核委員會檢討風險管理及內部監控系統之成效。
- 監察及管理管理層、董事會成員與股東之間可能出現之利益衝突，包括誤用企業資產及濫用關聯方交易。
- 確保訂有程序維持本公司之整體行事持正，包括財務報表，及其他股權持有人之關係，以及遵守所有法例及操守規定。

為讓本公司董事可履行彼等之義務，現已有合適之組織架構，清楚界定責任及權限。

董事委員會

董事會已設立多個董事委員會，包括審核委員會、薪酬委員會及提名委員會，以加強其職能及提升其專業能力。該等委員會經已設立，其特定之職權範圍已登載本公司網站並詳載該委員會職責、權力和職能。

CORPORATE GOVERNANCE REPORT

企業管治報告

Audit Committee

The Company's Audit Committee is composed of four independent non-executive directors, namely Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung, Mr. TANG Hon Bui, Ronald and Mr. KWOK Ming Fai. It is chaired by Mr. CHAN Chung Yee, Alan. It reports directly to the Board of Directors and reviews matters within the scope of audit, such as financial statements and internal controls, to protect the interests of the Company's shareholders.

The Audit Committee meets regularly with the Company's external auditors to discuss audit process and accounting issues, and reviews effectiveness of internal controls and risk evaluation. Written terms of reference, which describes the authority and duties of the Audit Committee are regularly reviewed and updated by the Board.

Set out below is the summary of work done during the year:

- to review the consolidated financial statements for the year ended 31st March, 2020 and for the six months ended 30th September, 2020;
- to review effectiveness of the internal control, financial controls and risk management system;
- to review of internal audit function;
- to review of continuing connected transactions and annual caps;
- to review auditors' statutory audit plan and letters of representation; and
- to consider and approve 2020 audit fees and audit work.

The Audit Committee held 5 meetings during the year. Details of individual attendance of its members are set out in the table below:

審核委員會

本公司審核委員會成員包括四名獨立非執行董事，即陳宗彝先生、馮振雄醫生、鄧漢標先生及郭明輝先生，由陳宗彝先生擔任主席。審核委員會直接向董事會匯報，並檢討審核範圍以內之事宜，例如財務報表及內部監控，以保障本公司股東之權益。

審核委員會與本公司外聘核數師定期舉行會議，以討論審核程序及會計事宜，並檢討內部監控及風險評估是否有效。其職權範圍描述審核委員會之權限及職責，並由董事會定期檢討及更新。

以下列載於年內之工作概要：

- 審閱截至二零二零年三月三十一日止年度及截至二零二零年九月三十日止六個月之綜合財務報表；
- 檢討內部監控、財務控制及風險管理系統是否有效；
- 檢討內部審核功能；
- 覆核持續關連交易及年度上限；
- 審閱核數師之法定審核計劃及聲明函件；及
- 考慮及批准二零二零年核數費用及審核工作。

年內，審核委員會曾舉行五次會議。各成員之出席詳情載於下表：

Attendance/Total meetings Held

出席次數／會議總數

Name of directors

董事姓名

Independent Non-executive Directors

獨立非執行董事

Mr. CHAN Chung Yee, Alan

陳宗彝先生

5/5

Dr. FUNG Lewis Hung

馮振雄醫生

5/5

Mr. TANG Hon Bui, Ronald

鄧漢標先生

4/5

Mr. KWOK Ming Fai

郭明輝先生

5/5

CORPORATE GOVERNANCE REPORT

企業管治報告

Remuneration Committee

The Board has established a Remuneration Committee comprising one executive director, Mr. CHENG Wai Lun, Andrew and four independent non-executive directors, Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung, Mr. TANG Hon Bui, Ronald and Mr. KWOK Ming Fai. It is chaired by Mr. CHAN Chung Yee, Alan.

The terms of reference of the Remuneration Committee have been reviewed with reference to the Corporate Governance Code.

The Remuneration Committee's responsibilities are to review and consider Company's policy for remuneration of directors and senior management, to determine remuneration packages of executive directors and senior management including benefits in kind, pension rights and compensation payments, and to recommend to the Board of Directors remuneration of independent non-executive directors.

Set out below is the summary of work of the Remuneration Committee done during the year:

- to review the remuneration policy for 2020/2021;
- to review the remuneration of the executive directors and the independent non-executive directors; and
- to review the annual share option policy (if any).

The Remuneration Committee held 1 meeting during the year. Details of individual attendance of its members are set out in the table below:

Name of directors

Executive Director

Mr. CHENG Wai Lun, Andrew

Independent Non-executive Directors

Mr. CHAN Chung Yee, Alan

Dr. FUNG Lewis Hung

Mr. TANG Hon Bui, Ronald

Mr. KWOK Ming Fai

董事姓名

執行董事

鄭偉倫先生

獨立非執行董事

陳宗彞先生

馮振雄醫生

鄧漢標先生

郭明輝先生

薪酬委員會

董事會已成立薪酬委員會，由一名執行董事鄭偉倫先生及四名獨立非執行董事陳宗彞先生、馮振雄醫生、鄧漢標先生及郭明輝先生組成，並由陳宗彞先生擔任主席。

薪酬委員會之權責範圍已參考企業管治守則進行檢討。

薪酬委員會之主要責任為檢討及考慮本公司有關董事及高級管理層薪酬之政策，決定執行董事及高級管理層之薪酬組合包括實物利益、退休金權利及補償付款，以及向董事會推薦獨立非執行董事之薪酬。

以下列載薪酬委員會於年內之工作概要：

- 檢討二零二零／二零二一年度之薪酬政策；
- 檢討執行董事及獨立非執行董事之薪酬；及
- 檢討年度購股權政策（如有）。

年內，薪酬委員會曾舉行一次會議。各成員之出席詳情載於下表：

Attendance/Total meetings Held

出席次數／會議總數

Mr. CHENG Wai Lun, Andrew	鄭偉倫先生	1/1
Mr. CHAN Chung Yee, Alan	陳宗彞先生	1/1
Dr. FUNG Lewis Hung	馮振雄醫生	1/1
Mr. TANG Hon Bui, Ronald	鄧漢標先生	1/1
Mr. KWOK Ming Fai	郭明輝先生	1/1

CORPORATE GOVERNANCE REPORT

Nomination Committee

The Board has established a nomination committee on 21st March, 2012 comprising one executive director, Mr. CHENG Wai Lun, Andrew and four independent non-executive directors, Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung, Mr. TANG Hon Bui, Ronald and Mr. KWOK Ming Fai. It is chaired by Mr. CHAN Chung Yee, Alan.

The terms of reference of the nomination committee, which is available on the Company's website, set out details of the Committee's duties, powers and functions, nomination procedures and the process and criteria adopted for selection and recommendation of candidates for directorship of the Company, summary of which is set out below:

- review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations to the Board regarding any proposed changes to implement the Company's corporate strategy;
- 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;
- to assess the independence of independent non-executive director;
- review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;
- develop, maintain and review a policy for the nomination of Directors, as appropriate. This includes the nomination procedures and process and criteria to select and recommend candidates for directorship set out in the policy;
- regularly review the time required from a Director to perform his responsibilities; and
- make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;

企業管治報告

提名委員會

董事於二零一二年三月二十一日成立提名委員會，由一名執行董事鄭偉倫先生及四名獨立非執行董事陳宗彝先生、馮振雄醫生、鄧漢標先生及郭明輝先生組成，並由陳宗彝先生擔任主席。

本公司網站已登載獲採納之提名委員會職權範圍，詳載該委員會職責、權力和職能、挑選及建議合適人選加入本公司董事會之提名程序、過程及準則，其內容撮要載列如下：

- 至少每年檢討董事會的架構、人數及成員多元化(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、知識及服務任期方面)，並就本公司企業策略的執行向董事會提出任何改動建議；
- 物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會作出建議；
- 評核獨立非執行董事之獨立性；
- 檢討董事會多元化政策(如適用)並檢討董事會就實施董事會多元化政策而設定的可計量目標，以及實現目標的進度；
- 制定、維持及檢討董事提名政策(如適用)，包括政策中規定的提名程序，挑選及推薦董事候選人的程序和標準；
- 定期檢討董事履行其責任所需付出的時間；及
- 因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，就委任或重新委任董事以及主席、集團行政總裁繼任計劃的有關事宜向董事會提出建議；

CORPORATE GOVERNANCE REPORT

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The Nomination Committee held 1 meeting during the year. Details of individual attendance of its members are set out in the table below:

年內，提名委員會曾舉行一次會議。各成員之出席詳情載於下表：

		Attendance/Total meetings Held
		出席次數／會議總數
Name of directors	董事姓名	
Executive Director	執行董事	
Mr. CHENG Wai Lun, Andrew	鄭偉倫先生	1/1
Independent Non-executive Directors	獨立非執行董事	
Mr. CHAN Chung Yee, Alan	陳宗彞先生	1/1
Dr. FUNG Lewis Hung	馮振雄醫生	1/1
Mr. TANG Hon Bui, Ronald	鄧漢標先生	1/1
Mr. KWOK Ming Fai	郭明輝先生	1/1

Board Diversity Policy

The Company adopted a Board Diversity Policy (the "Diversity Policy") which became effective in September 2013. This Diversity Policy aims to set out the approach to achieve diversity on the Company's Board of Directors, through the consideration of a number of factors in the Board members' selection process, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are based on merits, and have paid due regard for the benefits of diversity on the Board in selecting candidates.

多元化政策

本公司於二零一三年九月採納董事會成員多元化政策（「多元化政策」）。多元化政策列載董事會成員為達致成員多元化而採取的方針，於董事會成員甄選過程中考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及資歷等。董事會所有委任均以用人唯才為原則，並在考慮人選時盡可能充分顧及董事會成員多元化的裨益。

Nomination Policy

The Nomination Committee shall nominate suitable candidates to the Board for it to consider to appoint as director to fill casual vacancies and consider of directors to be re-appointed at an annual general meeting.

提名政策

提名委員會須向董事會提名合適人選，以考慮委任董事填補臨時職位空缺，並考慮在股東週年大會上重新委任董事。

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

下列因素將在提名委員會評估擬議候選人的適合性時作為參考。

- | | |
|--|--|
| a. Reputation for integrity; | a. 誠信的聲譽； |
| b. Accomplishment and experience in the investment industry, in particular, in assets management, regulated license person and related investment experience; | b. 於投資行業尤其是資產管理方面的成就及經驗，受規管執照人員及相關投資經驗； |
| c. Commitment in respect of available time and relevant interest; | c. 其可投入的時間及代表相關界別的利益； |
| d. 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. | d. 各方面之多元化，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、種族、專業經驗、技能、知識及服務年限。 |

CORPORATE GOVERNANCE REPORT

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.

Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a director 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 a director.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

To ensure Directors' contribution to the Board remains informed and relevant, the Company encourages Directors to participate in continuous professional development to develop and refresh their knowledge and skills and understanding of the business and markets in which the Group operates. Directors are also provided with monthly performance and position updates of the Group, and information such as performance and key operational highlights to enable the Board as a whole as well as each Director to discharge their duties. During the year ended 31st March, 2021, all directors have participated in appropriate continuous professional development and provided the Company with their records of training. A summary of training records provided by the Directors is as follows:

Name of directors

Executive Directors

Dr. WONG Yun Kuen

Mr. CHENG Wai Lun, Andrew

董事姓名

執行董事

黃潤權博士

鄭偉倫先生

✓

✓

Independent Non-executive Directors

Mr. CHAN Chung Yee, Alan

Dr. FUNG Lewis Hung

Mr. TANG Hon Bui, Ronald

Mr. KWOK Ming Fai

獨立非執行董事

陳宗彞先生

馮振雄醫生

鄧漢標先生

郭明輝先生

✓

✓

✓

✓

企業管治報告

該等因素僅供參考，並不詳盡及具決定性。提名委員會可全權酌情提名其認為合適的任何人士。

建議候選人將被要求以指定格式提交必要個人資料，連同其同意獲委任為本公司董事，並就其參選有關董事職務或與此有關於任何文件或相關網站上公開披露其個人資料之書面同意。

董事之持續專業發展

為確保董事在具備全面資訊及切合所需之情況下對董事局作出貢獻，本公司鼓勵董事參與持續專業發展，以發展並更新彼等之知識、技能及對本集團運作之業務及市場之理解；並向董事提供本集團每月之業績及財務狀況之最新資料，以及如業績及營運重點等資料，使董事局全體及各董事均能履行彼等之職責。於截至二零二一年三月三十一日止年度，所有董事均已參與合適之持續專業發展，並已向本公司提供彼等接受培訓之紀錄。董事提供之培訓記錄概要如下：

Attending trainings and Seminars, Reading articles, newspapers, journal and updates

出席會議及／或研討會

閱讀文章、報章、期刊及／或最新資訊



CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board as a whole is responsible for performing the corporate governance duties including:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- (e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and
- (f) review of the effectiveness of the risk management and internal control systems of the Company.

企業管治職能

董事會整體負責執行企業管治職責，包括：

- (a) 發展及檢討本公司有關企業管治之政策及常規；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 檢討及監察遵守法定及監管規定之本公司政策及常規；
- (d) 發展、檢討及監察適用於僱員及董事之行為守則及合規手冊(如有)；
- (e) 檢討本公司遵守企業管治報告之守則及披露；及
- (f) 檢討本公司風險管理及內部監控制度的效能。

External Auditors

During the year and as at the end of the reporting period at 31st March, 2021, the remuneration payable and paid to the Group's existing auditors HLB Hodgson Impey Cheng Limited, are set out as follows:

外聘核數師

年內及截至二零二一年三月三十一日止本報告期內，本集團應付及已付現任核數師國衛會計師事務所有限公司之酬金載列如下：

Services rendered for the Group

向本集團提供之服務

Fees paid

已付之費用

HK\$'000

千港元

Fees payable

應付之費用

HK\$'000

千港元

Audit services	審計服務	222	222
Non-audit services	非審計服務	30	30
Total	總計	252	252

CORPORATE GOVERNANCE REPORT

INTERNAL CONTROL AND RISK MANAGEMENT

It is the responsibility of the Board to ensure that the Company maintains sound and effective risk management and internal control systems to safeguard the Shareholders' investment and the Group's assets at all times. The Audit Committee assists the Board in fulfilling its corporate governance roles in the Group's financial, operational, compliance, risk management and internal controls, and the resourcing of the finance and internal audit functions.

The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group and this process includes updating the system of internal controls when there are changes to business environment or regulatory guidelines.

The Board is of the view that the system of internal controls in place for the year under review and up to the date of issuance of the annual report and consolidated financial statements is sound and is sufficient to safeguard the interests of shareholders and employees, and the Group's assets.

The investment manager assists the Board in the implementation of the board's policies and procedures on risk and control by identifying and assessing the risks faced, and involving in the design, operation and monitoring of suitable internal controls to mitigate and control these risks.

The key processes that have been established in reviewing the adequacy and integrity of the system of internal controls include the following:

- The Executive Board is responsible to ensure the effectiveness of the daily operations and that the operations are in accordance with the corporate objectives and strategies.
- The Audit Committee of the Company reviews internal control issues identified by external auditors, regulatory authorities and management, and evaluates the adequacy and effectiveness of the Group's risk management and internal control systems.

Policies and procedures have been designed for safeguarding assets against unauthorised use or disposition; maintenance of proper accounting records for the use of reliable information within the business or external publication, and compliance of relevant regulations, rules and legislations. The policies and procedures are designed for providing reasonable but not absolute assurance to avoid fraud, material misstatements or errors.

企業管治報告

內部監控及風險管理

董事會有責任確保本公司維持健全及有效的風險管理及內部監控系統，以時刻保障股東的投資及本集團的資產。審核委員會協助董事會履行其於本集團財務、營運、合規、風險管理及內部監控，以及財務及內部審計職能方面資源的監管及企業管治角色。

董事會已確立既定程序，以確定、評估及管理本集團所面對的重大風險，程序包括當營商環境或規例指引變更時，更新內部監控系統。

董事會認為回顧年內及截至本年報及綜合財務報表刊發日期，現存之內部監控系統穩健，足以保障股東及員工之利益，及本集團之資產。

投資經理協助董事會推行風險及控制之政策及程序，確定及評估所面對之風險，並參與設計、運作及監察合適之內部監控措施，以減少及控制此等風險。

本集團已確立主要程序以審閱內部監控系統之充足性及完整性，該等程序包括：

- 執行董事會負責確保日常運作有效率，及根據企業目標及策略營運。
- 本公司之審核委員會審閱外聘核數師、監管機構及管理層所確定之內部監控事項，並評估集團風險管理及內部監控系統之充足性及有效性。

本公司已訂立政策及程序保障資產不會在未經許可下使用及處置；妥當存置會計記錄為業務間或外部刊物提供可靠資料以及遵守有關規例、規則及法規之規定。本公司已訂立政策及程序提供合理而非絕對之保證以防止欺詐、重大誤述或誤差。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL AUDIT

An independent CPA has been engaged to perform the internal audit function of the Group. The scope of internal audit will be determined at the start of each year. As part of the ongoing review of the systems, the internal audit reviews and assesses the Group's internal control and risk management systems, makes recommendation and reports to the Audit Committee and the Board once a year.

COMPANY SECRETARY

Mr. LEUNG Man Lai was appointed as the Company Secretary of the Company on 30th July, 2012. The Company Secretary reports to the Directors of the Company and is responsible for advising the Board on governance matters. According to the Rule 3.29 of the Listing Rules, the Company Secretary has taken not less than 15 hours of relevant professional training during the year.

DISSEMINATION OF INSIDE INFORMATION

The Board ensures the inside information is kept strictly confidential until the relevant announcement is made. The Directors are not aware of any significant areas which need to be brought to the attention of the Shareholders.

Dividend Policy

The Company may declare and distribute dividends to the shareholders, provided that the Group records a profit after tax and that the declaration and distribution of dividends does not affect the normal operations of the Group.

In deciding whether to propose a dividend and in determining the dividend amount the Board shall take into account, inter alia:

- (i) the general financial condition of the Group;
- (ii) capital and debt level of the Group;
- (iii) future cash requirements and availability for business operations, business strategies and future development needs;
- (iv) the general market conditions; and
- (v) any restrictions on payment of dividends that may be imposed by the Group's lenders; and any other factors that the Board deems appropriate.

The payment of the dividend by the Company is also subject to any restrictions under the Company Law of the Cayman Islands and Articles of Association of the Company.

內部審計

本集團已委聘外部獨立會計師審閱本集團之內部審計系統。內部審計的範圍將於各年年初予以釐定。作為持續審閱系統的一部分，內部審計每年審閱內部監控及風險管理系統一次，作出建議並向審核委員會及董事會匯報。

公司秘書

梁文禮先生於二零一二年七月三十日獲委任為本公司公司秘書。公司秘書直接向本公司董事報告，並負責向董事會提供管治事宜意見。根據上市規則第3.29條，公司秘書年內已參加不少於15小時的相關專業培訓。

發佈內幕消息

董事會確保內幕信息嚴格保密，直至相關公告作出。董事並不知悉須提請股東注意的任何重大方面。

股息政策

本公司可向股東宣派及派發股息，惟本集團須錄得除稅後溢利，以及該股息之宣派及派發對本集團正常經營不構成影響。

於釐定是否擬派股息及釐定股息金額時，董事會須考慮(其中包括)

- (i) 本集團之總體財務狀況；
- (ii) 本集團之資本及債務水平；
- (iii) 未來現金需求以及業務營運、業務策略及未來發展所需的可用資金；
- (iv) 整體市況；及
- (v) 本集團貸款方可能就支付股息施加的任何限制；以及董事會認為合適的任何其他因素。

本公司支付股息亦受限於開曼群島公司法及本公司組織章程細則的任何限制條件。

CORPORATE GOVERNANCE REPORT

Finance

The Company's assets were used in an appropriate manner, the expenditures in each of the operating units of the Group were under a strict control, expenditures exceeding certain predetermined amounts needed management's authorisation. Accounting records were properly maintained. The allocation of resources and manpower in performing accounting and financial reporting function are adequate to comply with the requirement of Listing Rules.

Operation

A hierarchical system with proper work flow and reporting procedures was duly established in each of the operating units. Every employee was assigned with a specific area of duty and responsibility.

Regular meetings with the attendance of senior management and representatives from each of the operating units were held during the year so as to improve communication and identify potential issues within the Group.

LISTING RULES COMPLIANCE

During the year, the continuing connected transactions undertaken by the Group are included in the transactions set out in note 27 on the consolidated financial statements. The Group has fully complied with the Listing Rules requirements. Financial Reports, announcements and circulars have been prepared and published in accordance with the requirements of the Listing Rules. The prevailing internal control system are compliant with all the requirements of the Listing Rules.

GOING CONCERN

The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

SHAREHOLDERS AND INVESTORS COMMUNICATION

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

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. All resolutions put forward at a shareholders meeting will be taken by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and of the Stock Exchange after the shareholders meeting.

企業管治報告

財務

本公司妥善運用資產，本集團各營運單位之開支均受嚴緊控制，超過若干預訂金額之開支須經由管理層審批。會計記錄亦已妥善保存。在履行會計及財務報告的職責時，資源及人力之分配足以滿足上市規則之要求。

營運

各營運單位均設有合適工作流程及申報程序之等級體系。各僱員均擁有特定範疇之職能及責任。

年內已定期舉行由高級管理層及各營運單位代表出席之會議，務求改善本集團內之溝通及物色具發展潛力之事項。

上市規則遵守

本年度，本集團所從事的持續關連交易已包括在綜合財務報表中之附註27中。本集團一直遵守上市規則之要求，財務報表、公告及通函已根據上市規則之要求而編制及出版。現時之內部監控符合上市規則所有要求。

持續經營

董事經作出適當查詢後認為，本公司擁有足夠資源在可見將來繼續經營，因此，在編製財務報表時採納持續經營基準實屬合適。

與股東及投資者之溝通

與股東之溝通旨在向本公司股東提供有關本公司之詳細資料，使彼等能在知情情況下行使彼等身為股東之權利。

本公司使用多種溝通工具，以確保其股東能夠得悉主要業務活動之最新資料，包括股東週年大會、年度報告、各項通告、公告及通函。所有於股東大會提呈之決議案將根據上市規則進行投票表決，投票結果將於股東大會結束後在本公司及聯交所網站內刊載。

CORPORATE GOVERNANCE REPORT

企業管治報告

An annual general meeting ("AGM") held on 14th August, 2020, the Chairman of the Board and the representative of external auditors was available to answer questions at the meeting. The chairman of the meeting had explained the procedures of conducting a poll during the meeting. All resolutions were proposed by the Chairman at the meeting and voted separately by way of poll. All the votes cast at the said meeting were properly counted and recorded.

本公司於二零二零年八月十四日已舉行一次股東週年大會（「股東週年大會」），董事會主席及外聘核數師代表均有出席大會以回答本公司各股東之提問。大會主席於大會期間已解釋進行投票之程序。於大會上提呈之所有決議案均以獨立投票方式表決。於大會上點算之所有票數已適當點算及記錄。

Attendance of individual Directors at AGM during the year:

本年度股東週年大會董事的出席率：

Attendance/AGM

出席次數／
股東週年大會

Name of directors	董事姓名	
Executive Directors		
Dr. WONG Yun Kuen	黃潤權博士	1/1
Mr. CHENG Wai Lun, Andrew	鄭偉倫先生	1/1
Independent Non-executive Directors		
Mr. CHAN Chung Yee, Alan	陳宗彞先生	1/1
Dr. FUNG Lewis Hung	馮振雄醫生	1/1
Mr. TANG Hon Bui, Ronald	鄧漢標先生	0/1
Mr. KWOK Ming Fai	郭明輝先生	1/1

The forthcoming annual general meeting of the Company will be held on 20th August, 2021 which will be conducted by way of poll.

本公司應屆股東週年大會將於二零二一年八月二十日舉行，將會以投票方式進行表決。

CORPORATE GOVERNANCE REPORT

SHAREHOLDER'S RIGHT

Way to Convene an Extraordinary General Meeting

Pursuant to Article 89 of the Articles of Association of the Company, general meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the rights of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the rights of voting at general meetings of the Company.

As regards proposing a person for election as a director, details and procedures are available on the website of the Company.

Members' Enquiries

Members should direct their questions about their shareholdings to the Company's share registrar in Hong Kong. Members may at any time make a request for the Company's information to the extent that such information is publically available. Members may also make enquiries to the following contact details of the Company:

Address: Flat B, 16th Floor, Wah Kit Commercial Centre,
300 Des Voeux Road Central, Hong Kong
Telephone: 852 3575 9396

Constitutional Documents

There was no change in the memorandum and articles of association of the Company during the year.

The updated memorandum and articles of association of the Company is available on the Company's website.

企業管治報告

股東權利

召開股東特別大會之方式

根據本公司之組織章程細則第89條，任何兩名或以上的本公司股東可書面要求而召開股東大會；書面要求須送交本公司在香港的主要辦事處，如本公司停止持有主要辦事處，則須送交登記辦事處，列明會議目的及附有要求人士簽署；在遞交要求當日，要求人士須擁有附帶會議表決權、不少於本公司實繳股本的十分之一。股東大會的召開亦可應任何一名為認可結算所（或其代理人）的本公司股東的書面要求；書面要求須送交本公司在香港的主要辦事處，如本公司停止持有主要辦事處，則須送交登記辦事處，列明會議目的及附有要求人士簽署；在遞交要求當日，要求人士須擁有附帶會議表決權、不少於本公司實繳股本的十分之一。

就推選任何人士為董事之事宜，本公司網站已登載細則及程序。

股東查詢

股東應向本公司股份過戶登記處提出有關其股權之疑問。股東可隨時要求索取有關本公司資料（以公開資料為限）。股東亦可透過本公司下列聯絡資料作出查詢：

地址：香港德輔道中300號
華傑商業中心16樓B室
電話：852 3575 9396

憲章文件

於本年度內，本公司之組織章程大綱及細則並無任何變動。

本公司組織章程大綱及細則之最新版本載於本公司網站。

CORPORATE GOVERNANCE REPORT

企業管治報告

Procedures and Sufficient Contact Details for Putting Forward Proposals at Members' Meetings

Members are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at members' meeting. Proposal shall be sent to the Board or the Company Secretary by written requisition. Pursuant to the Articles of Association of the Company, members who wish to put forward a proposal should convene an extraordinary general meeting by the procedures set out in "Way to Convene an Extraordinary General Meeting" above.

於股東大會上提呈建議之程序及充足之聯絡資料

本公司歡迎股東提呈有關本集團業務、策略及／或管理之建議於股東大會上討論。有關建議須透過書面要求送交董事會或公司秘書。根據本公司之組織章程細則，擬提出建議之股東應透過上文「召開股東特別大會之方式」所載之程序召開股東特別大會。

DIRECTORS' RESPONSIBILITY IN PREPARING THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibilities in preparing the consolidated financial statements. The Statement of the Auditors about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditors' Report on pages 69 to 75.

董事編製綜合財務報表之責任

董事知悉彼等有責任編製綜合財務報表。核數師就彼等對綜合財務報表之申報責任所作出之聲明已載於第69頁至75頁之獨立核數師報告。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

BACKGROUND

UBA Investments Limited (the “Company”) is an investment company and principally engages in investment in a diversified portfolio of listed and unlisted companies. As an investment company, the Company does not directly participate in the production and operation of its subsidiaries. While actively seeking to optimise its investment portfolio and maximise shareholder return, the Company lives up to its corporate social responsibility and strikes a balance between the interests of stakeholders such as the shareholders and the community, with the ultimate goal of achieving a sustainable corporation.

In accordance with the requirements of Appendix 27 to the Listing Rules, the Company hereby presents its environmental, social and governance (“ESG”) report (“ESG report”) for the reporting period from 1st April, 2020 to 31st March, 2021. This ESG Report sets out the ESG obligation, ESG governance structure, performance and initiatives of the Group. In particular, the Key Performance Indicators (“KPI”) of environmental and social aspect disclosed in the ESG Report covers our operating office in Hong Kong.

This ESG report summarises the ESG policies in addressing the material ESG issues, as well as the compliance with laws and regulations relevant to those issues, of the Company based on the reporting principles including of “materiality”, “quantitative”, “balance” and “consistency”.

Materiality: Relatively crucial and significant ESG issues are shown in the ESG Report.

Quantitative: KPIs are disclosed in a measurable manner with sufficient description on the changes.

Balance: The ESG report is prepared under an impartial manner.

Consistency: The ESG report is presented in consistent manner over time.

THE ESG APPROACH

The Company believes that a sound ESG structure is important for the sustainability and continued development of the Company. The Company is willing to take more responsibilities for the society and strike a balance between the shareholders’ interests and the society’s benefits.

We will continue to strengthen our efforts in information collection for better performance in the ESG and broader disclosure of related information in sustainable development. We welcome any comments and suggestions on this report as well as the Company’s performance in sustainability development.

背景

本公司為一間投資公司，而本公司之主要業務為投資於上市及非上市公司之多元化投資組合。作為投資公司，本公司未直接參與旗下子公司或附屬公司的生產及營運。然而，本公司於積極尋求優化投資組合，提升股東回報的同時，仍然恪守企業社會責任，平衡股東、社區等各持份者的利益，致力取得企業可持續發展。

本公司採用上市規則附錄二十七為標準，彙報由二零二零年四月一日至二零二一年三月三十一日止報告期間的環境、社會及管治事宜。環境、社會及管治報告載列本集團之環境、社會及管治責任、管治架構、表現及舉措。尤其是，環境、社會及管治報告所披露環境及社會方面的關鍵績效指標（「關鍵績效指標」）涵蓋香港之經營辦事處。

本報告概述本公司在處理重要環境、社會及管治議題時所採取的環境、社會及管治政策，以及遵從與該等議題相關的法例及法規的情況。本公司根據報告原則包括「重要性」、「定量性」、「公正性」及「一致性」。

重要性: 相對關鍵及重大環境、社會及管治問題均載於環境、社會及管治報告。

定量性: 以可衡量之方式披露關鍵績效指標，並充分說明變化情況。

公正性: 環境、社會及管治報告乃基於公平基準編製。

一致性: 環境、社會及管治報告將採用於各個時段能保持一致性的方法編製

環境、社會及管治方針

本公司認為，完善的環境、社會及管治架構對本公司的可持續性及持續發展至關重要。本公司樂意肩負更多社會責任，惟務求於股東權益與社會利益之間取得平衡。

我們會繼續加強資料收集工作，以提升環境、社會及管治表現並於可持續發展方面披露更多相關資料。我們歡迎任何有關本報告及本公司在可持續發展方面表現的意見和建議。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

GOVERNANCE STRUCTURE

The Board is the highest decision-making body for the ESG management of the Company. The Board formulates and reviews the Company's ESG vision, objectives, strategies and targets to ensure that they are set in accordance with the Company's strategic goals and vision as well as the latest ESG trends and issues that may affect the Company's operations. The summary of governance structure are as follow:

治理架構

董事會乃本公司環境、社會及管治管理之最高決策機構。董事會制定並檢討本公司的環境、社會及管治願景、目的、策略和目標、確保符合本公司的戰略目標和願景以及可能影響本公司經營的最新環境、社會及管治趨勢和議題。治理結構概要如下：

Role	Functions and duties
角色	職能與職責
The Board 董事會	<ul style="list-style-type: none"> - Oversee the relevant ESG-related issues; - 監督環境、社會及管治相關事宜 - Review and provides strategic advice to the ESG working group - 審核及向環境、社會及管治工作小組提供戰略意見 - Review ESG-related goals and targets. - 審核環境、社會及管治相關目標及指標
ESG working Group 環境、社會及管治工作小組	<ul style="list-style-type: none"> - To assist the Board in fulfilling its oversight responsibility for the Group's ESG strategies - 協助董事會履行彼對本集團環境、社會及管治策略的監督責任 - To engage with stakeholders and to solicit their feedback on the Group's ESG risks and opportunities; - 與持份者互動、並徵詢彼等對本集團環境、社會及管治風險及機遇的反饋 - Reports to the Board on the implementation status of ESG initiatives - 向董事會報告有關環境、社會及管治舉措的執行情況 - Collates ESG key performance indicator data - 整理環境、社會及管治關鍵績效指標數據 - Facilitates the implementation of ESG policies - 促進實施環境、社會及管治政策 - Prepares ESG Report - 編製環境、社會及管治報告

The Company's ESG management work is led by the Board and is responsible for steering the ESG's overall direction and oversee the running of our ESG system. The ESG working group is responsible for implementing ESG policies and measures.

本公司的環境、社會及管治管理工作由董事會領導，負責引導環境、社會及管治的整體方向及監督運行我們的環境、社會及管治系統。環境、社會及管治工作小組實施環境、社會及管治政策及措施。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

STAKEHOLDERS ENGAGEMENT

The stakeholders of the Company refer to groups and individuals who have significant impact on the Company's business, or those who are affected by the Company's business. The participation of stakeholders is an important part of the business management of the Company for it to examine potential risks and business opportunities. Communications with stakeholders enable the Company to better understand their views and to bring business practices closer to their needs and expectations, so as to properly manage the views of different stakeholders, and the key stakeholders include investors, employees, suppliers, government and regulators and community. The table below sets out the concerned matter of different stakeholders during the reporting period.

Stakeholders

權益人

Investors

投資者

Employees

員工

Main Concerns in ESG

主要環境、社會及管治關注事項

- Corporate governance
- 企業管治
- Business strategies, performance and investment returns
- 業務策略、表現及投資回報
- Sustainability of our investment and operations
- 投資及營運的可持續發展
- Competence and quality of the management
- 管理層的能力及質素
- Anti-corruption
- 反貪污
- Community Investment
- 社區投資
- Development and Training
- 發展及培訓
- Health and safety
- 健康與安全
- Remuneration and benefits
- 薪酬及福利
- Anti-corruption
- 反貪污
- Working environment
- 工作環境

權益人參與

本公司的權益人指對本集團業務有重大影響的團體及個人，或受本公司業務所影響的團體及個人。權益人參與為本公司企業管治的重要一環，可讓其審視潛在風險及商機。本公司持續在本集團內外通過不同渠道與主要權益人進行溝通。與權益人進行溝通有助本集團更好地了解彼等的看法，並可使業務常規更加配合彼等的需要和期望，以妥善整理不同持份者的意見。重要權益人包括投資者、僱員、供應商、政府及監管機構及社區。

Main Communication channels

主要溝通途徑

- Annual general meetings and other shareholders meetings
- 股東週年大會及其它股東大會
- Annual and interim reports
- 年度報告及中期報告
- Announcements for investors
- 為投資者刊發的公告
- Company website
- 公司網站
- Continuous education and professional trainings
- 持續教育及專業培訓
- Annual appraisal
- 年度評核
- Attention to occupational health and safety
- 關注職業健康與安全
- Performance management
- 績效管理
- Regular meetings
- 例會

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Stakeholders

權益人

Suppliers

供應商

Government and regulator

政府及監管機構

Community

社區

Main Concerns in ESG

主要環境、社會及管治關注事項

- Punctual fulfillment of agreements
- 按時履行協議
- Integrity and probity
- 誠信及正直
- Product/service quality
- 產品/服務質量
- Company's core value and its public image
- 公司的核心價值及其公眾形象
- Compliance with laws and regulations
- 遵守法律法規
- Anti-corruption
- 反貪污
- Community Investment
- 社區投資
- Environmental protection
- 環境保護

Main Communication channels

主要溝通途徑

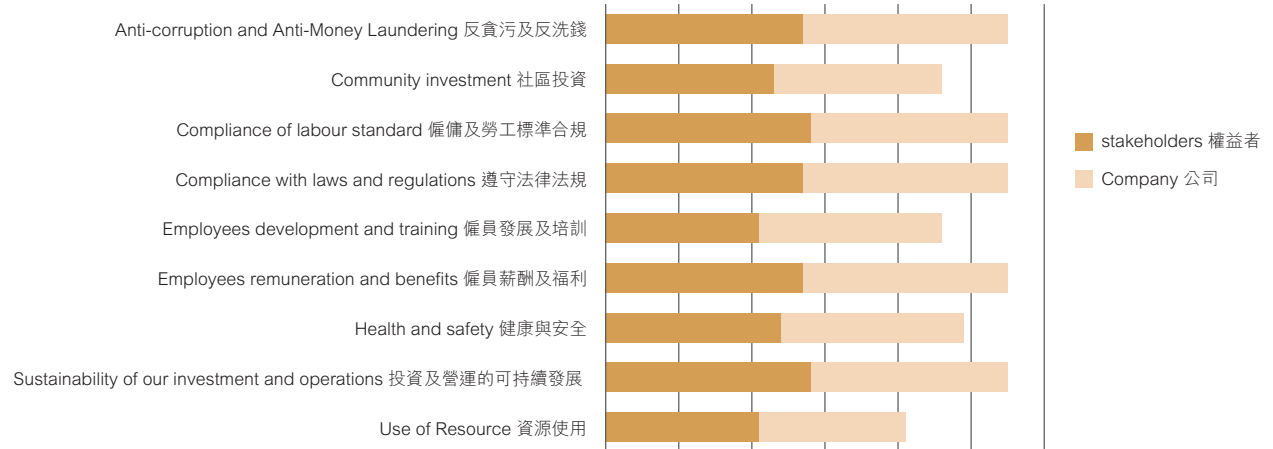
- Supplier selection with due care
- 審慎挑選供應商
- Contractual obligations are in place
- 訂立合約職責
- Direct communication our concerns to suppliers
- 直接與供應商溝通我們的顧慮
- Correspondence
- 通信
- Regulatory filings
- 監管文件存檔
- Websites of Government and regulatory bodies
- 政府及監管機構網站
- Charity donations
- 慈善捐贈
- Sponsorships
- 贊助

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Materiality Assessment

The Company have evaluated the materiality of ESG issues to the Group of which 9 major issues of them have been identified. The Company has sought stakeholders to score each sustainability issue according to their views towards the importance to the Company and to stakeholders respectively. Materiality matrix graph has been prepared based on the scores given by the stakeholders as follows:



We believe the most pertinent sustainability issues include competence and quality of the management, corporate governance, sustainability of our investment and operations, development and training, occupational health and safety, compliance with local laws and regulations, healthy market development, use of resource and Community Investment. We shall continue to collect stakeholders' opinions, and take into consideration the valuable suggestions and advice to proactively implement our policies on environmental protection and social care to foster sustainable development.

重要性評估

本公司已評估了ESG問題對集團的重要性，其中已確定9個重大問題。公司已尋求利益相關者根據他們對公司和利益相關者重要性的看法對每個可持續性問題進行評分。重要性矩陣圖是根據利益相關者給出的分數準備的，如下所示：

我們相信最密切的可持續發展議題包括管理層的能力和質素、企業管治、投資及營運的可持續發展、發展及培訓、職業健康及安全、遵守當地法律法規、市場健康發展，資源使用及社區投資。我們將繼續收集利益相關者的意見，並考慮寶貴的意見和建議，以積極實施我們的環境保護和社會關懷政策以促進可持續發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Targets and Goals

In order to enhance the accountability and effectiveness of ESG management, the Company set some key targets and goals as follow:

目標及目的

為了提高環境、社會及管治管理的問責性及有效性，本公司設立以下重要的目標及目的：

Relevant Stakeholders 相關權益人	Targets and goals for the Year 本年度目標及目的	Impact on material topic 重大議題的影響
Investors 投資者	<ul style="list-style-type: none"> - To consider the ESG-related risk in the investment decision making process - 在投資決策過程中考慮環境、社會及管治相關風險 	<ul style="list-style-type: none"> - Sustainability of our investment and operations - 投資及營運的可持續性
Employees 員工	<ul style="list-style-type: none"> - Provide more training to employee - 提供更多僱員培訓 - Provide and maintain a healthy and safety working environment - 提供及保持健康與安全工作環境 	<ul style="list-style-type: none"> - Development and training - 發展及培訓 - Health and safety - 健康及安全
Environmental 環境	<ul style="list-style-type: none"> - Reduce the usage of electricity and paper - 減少用電及用紙 	<ul style="list-style-type: none"> - Electricity and Water consumption - 能源及紙消耗

Sustainability of Investment

The Group understands that the increasing trend of demand for the ESG investing for the investors. As an ongoing commitment to good corporation, the Group recognize the responsibility in minimizing the negative environmental and social impact of our business operations and our investment portfolio, in order to bring long-term sustainable value to our investors and shareholders. ESG analysis is an integral part of the Group's investment process. The Group will consider all environmental and social criteria when making investment decisions and will invest in investment which have an adequate level of governance quality and mitigate environmental and will not investing in any investment which may violate environmental law. The Group also concur investment in those ESG compliance investment may improve Group reputation and bring long-term sustainable value to our investors and shareholders.

投資的可持續性

本集團了解投資者對環境、社會及管治投資的要求不斷增加。作為良好企業的持續承諾，本集團深明將業務營運及投資組合造成環境及社會的負面影響減至最低的責任，從而實現為我們的投資者和股東帶來長期可持續的價值。環境、社會及管治分析是本集團投資過程中不可或缺的一部分。本集團在作出投資決定時將考慮所有環境和社會標準，會投資於有足夠治理質量和減輕環境影響的投資及不會投資任何可能違反環境法的投資。本集團亦同意投資於這些合規環境、社會及管治的投資，可提升本集團聲譽並為我們的投資者和股東帶來長期可持續價值。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A. ENVIRONMENTAL

Emissions, Use of Resources, Environment and Natural Resources and Climate Change

The Group operates in the investment field and its operation is mainly office-based and the Group is committed to minimising the impact of businesses on the environment through adopting eco-friendly measures at the office. In addition, there is no actual business facing climate change directly. However, climate change is seriously all over the world, and the extreme weather is affecting the Global in recent years. The Company believes that climate change will affect worldwide and we should put effort to reduce waste at sources and to promote energy efficiency.

The Group encourages employees to implement the following environmental initiatives to prevent the adverse climate change:

- to reduce paper consumption by using duplex printing, reusing papers printed on one side and place for paper waste recycling;
- using electronic storage and communication wherever possible;
- setting air-conditioning temperature at 25 degree in summer whenever possible to energy saving;
- to switch off lights and air-conditioning in the meeting room and the computer at the workstation when not in use; and
- Conference calls instead of face-to-face meetings are arranged where possible.

Furthermore, climate-related issues such as risk of extreme weather is increasing which may affect significantly of the operation of the Company and may danger to the safety of the employee. Also the change of regulatory regarding to the climate related issue may also lead to devaluation of the company investment which include energy related investment. Therefore, the Company will consider climate related issue before making our investment decision in order to mitigate potential impacts to the Company and shareholders.

A. 環境

排放物、資源使用，環境及自然資源及氣候變化

本集團於投資領域經營並以辦公室運作為主。因此，本集團致力通過辦公室內的環保措施，盡量減少公司對環境的影響。此外，本公司實際並無直接面臨氣候變化的業務。然而，近年來氣候變化風險不斷增加，極端氣候正在影響全球。本公司認為氣候變化將影響全球，我們應努力從源頭減少廢物並提高能源效率。

本集團鼓勵員工實施以下環保措施以防止氣候變化惡化：

- 減少用紙、多採用雙面列印、重用已經單面打印的紙張及設置地方回收廢紙；
- 在可行的情況下均以電子方式儲存資料及進行通訊；
- 於夏季期間將空調溫度設置為25度以節省能源；
- 提醒員工在不使用會議室時關閉電源及空調，不使用電腦時關閉電腦；及
- 盡可能安排電話會議而非面對面之會議。

此外，極端天氣風險等氣候相關問題日益增多，可能對公司的經營產生重大影響，並可能危及員工的安全。此外，有關氣候相關問題的監管變化也可能使包括能源相關投資在內的公司投資貶值。因此，本公司將在作出投資決策前考慮氣候相關問題，以減輕對本公司及股東的潛在影響。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

In view of the business nature, the Group's operations do not directly involve the use of natural resources as the Group does not involve in any industrial process nor use any motor vehicles. Hence there had been no direct emission relation to air pollutants and greenhouse gases ("GHG"), no discharges into water and land (Scope 1 as below table). The main emissions and wastes produced by the Group are primarily attributable to its use of electricity and paper (Scope 2 and 3 as below table). Also the Group is not aware of any significant generation of hazardous waste and any non-compliance with relevant laws and regulations in relation to environmental protection during the Reporting period that have significant impact on the Group. The Company also believes that its business operations have minimal direct impact on the environment.

Environmental performance

The Group believed that the environmental protection as an important component to form a part of our corporate responsibility and are therefore committed to promoting environmental protection activities.

In accordance with the ESG Reporting Guide set out by the Hong Kong Stock Exchange, our environmental performance of "Emissions" and "Use of Resource" during the reporting period are tabulated as below.

Use of Resource

資源使用

Resource type 資源類別		2021				2020			
		Total Consumption 總用量		Consumption per person 人均用量		Total Consumption 總用量		Consumption per person 人均用量	
Electricity	電力	15,426 kWh	千瓦時	5,142 kWh	千瓦時	17,406 kWh	千瓦時	5,802 kWh	千瓦時
Paper	紙	8 kg	公斤	2.67 kg	公斤	8 kg	公斤	2.67 kg	公斤

鑒於業務性質，本集團業務並不直接涉及及自然資源的使用因本集團無涉及任何工業流程或使用任何機動車輛。因此，本集團並無任何與空氣污染物及溫室氣體（「溫室氣體」）有關的直接排放、亦無水源及土地排污（下列表格內範疇1）。而其主要排放及產生的廢料主要源自其使用的電力及紙（下列表格內範疇2及3）。所以於本年度內，本集團並不知悉有產生任何大量危險廢料及並不知悉其未有遵守有關環境保護的相關法例及規例，且對本集團造成重大影響。本公司亦相信其業務營運對環境造成的直接影響甚為輕微。

環保表現

本集團認為環境保護成為本企業責任的重要部分，因此特別致力於促進環保活動。

根據香港聯交所製定的「環境、社會及管治報告指引」，報告期內我們的「排放」及「資源使用」的環保表現如下表所示。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Greenhouse Gas Emission

溫室氣體排放

Greenhouse gas indicators 溫室氣體指引	Major sources 主要來源	2021		2020	
		CO ₂ emitted 二氧化碳排放	Emitted per person 人均排放	CO ₂ emitted 二氧化碳排放	Emitted per person 人均排放
Scope 1 Direct emissions	範疇1 直接排放	Nil 無	-	-	-
Scope 2 Energy indirect emissions	範疇2 能源間接排放	Electricity 電力	12,187 kg 公斤	4,062 kg 公斤	13,751 kg 公斤
Scope 3 Other indirect emissions	範疇3 其他間接排放	Paper 紙	38 kg 公斤	13 kg 公斤	38 kg 公斤
Total CO ₂ emission equivalents	總二氧化碳 排放當量		12,225 kg 公斤	4,075 kg 公斤	13,789 kg 公斤

Electricity

The electricity consumed by the Group was mainly used in the office during its normal business operation and supplied by The Hong Kong Electric Co., Ltd. During the Year, the Group has consumed 15,426 kWh (2020: 17,406 kWh) of electricity with a monthly average usage of 1,286 kWh (2020: 1,451 kWh) and 5,142 kWh (2020: 5,802 kWh) per person, which producing CO₂ equivalent emissions of approximately 12,187 kg (2020: 13,751 kg). These consumption of the electricity was mainly attributable by the use of light, office appliances and air-conditioning in the office.

Water

There is no direct water supply to the office apart from water uses/effluent discharges at shared facilities of the office building. Water consumption by the Group for the year involved mainly bottled drinking water uses at its offices premises and the Group's business operations do not require any other water usage. The Group's office utilised a total of approximately 24 bottles of drinking water with total of 454 Liter, an average 2 bottles drinking water per month during the year 2021 and 2020.

用電

本集團辦公室於正常業務營運的用電由香港電燈有限公司供應。於本年度，本集團消耗15,426千瓦時(二零二零年：17,406千瓦時)電量，月均使用量為1,286千瓦時(二零二零年：1,451千瓦時)及人均使用量為5,142千瓦時(二零二零年：5,802千瓦時)。產生二氧化碳當量排放約12,187公斤(二零二零年：13,751公斤)。此等用電主要來自辦公室使用燈、辦公室電器及冷氣所致。

用水

除了在辦公室建築物的共用設施之用水/污水排放外，辦公室並無直接供水。本集團本年度的用水量主要是其辦公室物業的瓶裝飲用水而本集團的業務營運毋須其他用水。本集團辦公室於二零二一年及二零二零年年度使用飲用水約24支，總454公升，平均1個月2支瓶裝飲用水。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Paper

The Company encourages employees to reduce paper consumption by using duplex printing, reusing papers printed on one side and place for paper waste recycling, also using electronic storage and communication wherever possible. During the year 2021 and 2020, the Group used a total of approximately 8 kg of paper in its normal office operations for printing documents and the total CO₂ equivalent emissions for the paper used was approximately 38 kg.

B. SOCIAL

Employment

Employees is the most valuable asset to the Group. It is the policy of the Group to employ person which is suitable to the position with equal opportunity (non-discrimination against gender, marital status, disability, age, race, family status, sexual orientation, nationality and religion). Competitive remuneration package will be provided for the employees. The Group is in full compliance with relevant employment laws and regulation just like the "Employment Ordinance" (Chapter 57), "Minimum Wage Ordinance" (Chapter 608), "Sex Discrimination Ordinance" (Chapter 480), "Mandatory Provident Fund Schemes Ordinance" (Chapter 485), "Disability Discrimination Ordinance" (Chapter 487) and "Race Discrimination Ordinance" (Chapter 602), etc. The Group is not aware of any non-compliance in relation to employment laws and regulations during the Reporting Period.

As at 31st March, 2021 and 31st March, 2020, we have 1 full time employee, 2 executive directors and 4 independent non-executive directors of the Company. All of our employees including directors are senior management and located in Hong Kong and no turnover during the period. By gender, 100% male. By age group, 43% and 57% (2020: 57% and 43%) between age group of 35 to 55 and over 55 respectively.

Health and Safety

The Group will provide a healthy and safety working environment to the employees. The Group has provided a guideline for work safety including environmental hygiene and cleanliness, machine operation, smoking ban and fire prevention, hazardous materials handling, arrangements in times of typhoons and rainstorms, as well as response to emergencies, etc. By offering opportunities for a flexible work arrangement, the Group also encourage our employees to maintain a healthy work-life balance.

用紙

本公司鼓勵僱員減少用紙、多採用雙面列印、重用已經單面打印的紙張及設置地方回收廢紙，並在可行的情況下均以電子方式儲存資料及進行通訊。於二零二一年及二零二零年年度，本集團正常辦公室運作以列印文件為主使用紙張合共約8公斤，用紙的總二氧化碳當量排放約為38公斤。

B. 社會

僱傭

僱員為本集團的最寶貴資產。本集團的政策為給予平等機會以僱用適合有關職位的人士（不歧視性別、婚姻狀況、殘疾、年齡、種族、家庭狀況、性取向、國籍及宗教）。僱員將獲提供具競爭力的薪酬組合。本集團全面遵守職業相關僱傭法例及規例如：僱傭條例（香港法例第57章）、最低工資條例（香港法例第608章）、性別歧視條例（香港法例第480章）、強制性公積金計劃條例（香港法例第485章）、殘疾歧視條例（香港法例第487章）及種族歧視條例（香港法例第602章）等法例。於報告期間，本集團並無不符合或違反與適用僱傭法例及法規有關的規定。

於二零二一年三月三十一日及二零二零年三月三十一日，本公司有1名全職僱員、2名執行董事及4名獨立非執行董事。所有僱員包括董事均是高級管理人員及位於香港及於報告期內並沒有員工離職。按性別劃分，100%為男性。按年齡劃分，43%及57%（二零二零年：57%及43%）分別為年齡由35歲至55歲及55歲以上。

健康及安全

本集團的政策為向僱員提供一個健康及安全的工作環境。本集團亦提供工作安全指引包括環境衛生整潔、機器操作、禁煙防火、危險品處理、颱風及暴雨期間的安排、以及突發事件處理等。透過提供彈性工作安排，我們鼓勵員工在工作與生活之間維持平衡。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group is in full compliance with the “Occupational Safety and Health Ordinance” (Chapter 509), and is not aware of any non-compliance with relevant laws and regulations in relation to health and safety working environment during the Reporting Period that have significant impact on the Group. During the period, there was no staff suffer work-related fatalities and injury.

The outbreak of the COVID-19 was continuing since early 2020 which has brought about additional uncertainties for our employees' health. The Group has purchased additional cleaning and epidemic prevention equipment and consumables such as surgical face masks, sanitizer etc. The Group has implemented the precautionary measures to prevent and control the spread of the COVID-19 at the working place, including compulsory body temperature checks, mandatory wearing of a surgical face mask, limit the visitors to access our office.

Development and Training

On-the-job training and continuous professional development are important elements to enhance the industry knowledge of the employees of the Group. The Group provide relevant training opportunities to its employees from time to time and encourage employees to attend seminars by themselves for their own professional assertions which include Listing Rules and accountancy update which can boost the competence and efficiency of the employees and hence the Company's professionalism and performance. During the period, all the employees are male and senior management including directors had participated in training and the average number of the hours spent on training per staff is around 50 hours.

Labour standards

It is the policy of the Group to comply with the relevant laws and regulations which prohibit the employment of child and force labour.

We strictly check the age of job candidate and in case of holding forged identification documents or providing false personal data will report to relevant regulatory authority.

The Group is not aware of any non-compliance with relevant rules and regulations on preventing child or forced labour during the Reporting Period.

於報告期間，本集團全面遵守職業安全及健康條例(香港法例第509章)，以及本集團並不知悉其未有遵守有關健康及安全的工作環境的相關法例及規例，且對本集團造成重大影響。於報告期內，沒有員工因工作而死亡及受傷。

2019冠狀病毒自二零二零年初持續爆發，為員工健康帶來額外不確定性。本集團已採購額外清潔及防疫設備及消耗品，例如外科口罩、消毒劑等。為防止2019冠狀病毒於工作場所擴散，本集團實施防疫措施，包括強制體溫檢測、強制佩戴外科口罩、限制訪客到訪辦公室。

發展及培訓

在職培訓及持續專業發展為加強本集團僱員的行業知識的重要元素。本集團經常為僱員提供各種相關培訓機會及鼓勵僱員就自身的專業核證自行參與包括上市規則及會計更新等研討會，可提升僱員的工作能力及工作效率，增強本公司的業務水平及素質。於報告期內，全部僱員均為男性及高級管理人員包括董事，並參加培訓及每名員工之培訓時間均約50小時。

勞工標準

本集團的政策乃遵守相關法例及規例，禁止僱用童工及強制勞工行為。

我們嚴格檢查工作申請人的年齡，對持有偽造身份證件或提供虛假個人資料的情況會向有關監管部門報告。

於報告期間，本集團概不知悉任何未遵守預防兒童或強制勞工方面之相關條例及法規的情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告**Supply Chain Management**

As the Group operates in the investment field, which is office based, it does not rely on any major suppliers for its business operation in general. The Group mainly purchases office equipment and office supplies through approved suppliers according to their reputation, the quality of goods and services provided. The Group will select on a competitive basis and taken into account factors like their reputation, price, integrity and competence for other suppliers just like external professional service provider. The quality of their service is closely monitored to ensure that the service provided is in accordance with agreed contractual terms. In addition to the increasing concern of the ESG, the Company will also select suppliers with highly promotion of the environmentally preferable products or services by searching their publicly disclosed information and relevant news regarding to ESG. The Group believe the environmental social risks of our supply chain are properly managed and are kept to minimal.

The Group has maintained good practice to select and evaluate its suppliers and their engagements. During the period, there are 2 major office supplies suppliers and 5 major external service providers. All the suppliers were located in Hong Kong.

Product responsibility

The Group does not have products or services provided to customers and hence the product responsibility is not applicable to the Group.

Anti-corruption and Anti-Money Laundering

The Group is committed to ensuring that no bribes, payment, advantages and money laundering are solicited from or given or offered to any persons, whether in the public or private sector, for any purpose, which can ensure the strict adherence to the Prevention of Bribery Ordinance and Anti-Money Laundering and Counter-Terrorist Financing Ordinance of Hong Kong. The Group regard honesty, integrity and fair play as the core values that must be upheld by our colleagues at all times. The Group does not allow any bribery, corruption, extortion, money-laundering or other fraudulent activities. The Group will support the employees which include internal training and provide relevant reading regarding to the anti-corruption and anti-money laundering. Employees are required to possess high ethical standards and demonstrate professional conduct in all business dealings with our stakeholders.

供應鏈管理

由於本集團於投資領域經營業務，以辦公室作基地，通常其業務營運無須依賴任何主要供應商。本集團主要根據其聲譽，獲提供產品及服務的質量，自認可供應商採購辦公室設備及辦公室用品。此外，本集團將在競爭基礎上並考慮其聲譽、價格、誠信和能力等因素對其他供應商如外部專業服務供應商進行選擇。他們的服務質量受到密切監控，以確保所提供的服務符合商定的合同條款。此外，環境，社會及管治受到關注，本公司將通過搜索供應商公開披露的環境，社會及管治信息和相關新聞，篩選出高度推廣環保產品或服務的供應商。本集團相信我們供應鏈的環境社會風險得到妥善管理並保持在最低水平。

本集團已維持挑選及評估其供應商及彼等聘用方面的良好常規。於報告期內，辦公用品主要供應商2家，外部服務主要供應商5家。所有供應商均位於香港。

產品責任

本集團並無向客戶提供產品或服務，因此產品責任並不適用於本集團。

反貪污及反洗錢

本集團致力確保並無因任何理由而於公共或私營部門中從任何人士索取或向任何人士提供或給予賄賂、款項或利益，從而確保嚴格遵守香港《防止賄賂條例》及《打擊洗錢及恐怖分子資金籌集條例》。本集團將誠信、廉直及公平競爭視為核心價值，僱員在任何時候均須持守有關核心價值。本集團決不容許任何賄賂、貪污、勒索、洗錢或其他欺詐行為。本集團向僱員提供支持包括提供關於反貪污及反洗錢內部培訓及相關閱讀材料。僱員須具備高道德標準，並在與持份者之所有業務往來中展示專業操守。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Whistle-blowing channels are provided to the employees for the purpose of anti-corruption and anti-money laundering reporting. Those reporting employees are anonymous, can raise concerns without the fear of retaliation. Any form of retaliation against the whistle-blower is prohibited.

During the reporting period, the Group had no legal cases regarding corrupt practices brought against the Group or its employees.

Community investment

The Group encourages employees to contribute their time and efforts in participating in various local community activities and events.

In view of the COVID-19 pandemic in Hong Kong, The Group donated mask to charities to the citizen who are in need.

FEEDBACK

If you have any comments and advice on this Report or our performance on sustainable development, please contact us by email at info@uba.com.hk. Your feedback would greatly help us continuously improve our policies for promoting the sustainable development of the Group.

為僱員提供舉報反腐敗和反洗錢舉渠道。那些舉報的員工是匿名的，可以提出疑慮而不必擔心遭到報復。禁止對舉報人進行任何形式的報復。

於報告期內，本集團概無針對本公司或其僱員之腐敗行為之法律案件。

社區投資

本集團鼓勵僱員貢獻個人時間及精力參與各類當地社區行動及活動。

鑑於2019冠狀病毒於香港爆發因此本集團捐贈口罩予慈善機構給予有需要的市民。

回饋

如果您對此報告或我們在可持續發展方面的表現有任何意見和建議，請通過電子郵件與我們聯繫，電子郵件為info@uba.com.hk。您的反饋意見將極大地幫助我們不斷完善我們促進集團可持續發展的政策。



INDEPENDENT AUDITORS' REPORT

獨立核數師報告



國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F, Gloucester Tower	香港
The Landmark	中環
11 Pedder Street	畢打街11號
Central	置地廣場
Hong Kong	告羅士打大廈31樓

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF
UBA INVESTMENTS LIMITED**

(Incorporated in Cayman Islands with limited liability)

致開明投資有限公司全體股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of UBA Investments Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 76 to 144, which comprise the consolidated statement of financial position as at 31st March, 2021, 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.

意見

我們已審核載於第76頁至144頁的開明投資有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，當中包括截至二零二一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收益表及其他全面收益表、綜合權益變動表、綜合現金流動表以及綜合財務報表附註，包括主要會計政策概要。

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

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零二一年三月三十一日的財務狀況及集團截至該日止年度的財務表現和現金流動，並已遵守香港公司條例的披露規定妥為編製。

BASIS FOR OPINION

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

意見基準

我們根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核。我們於該等準則項下之責任在本報告核數師就審核綜合財務報表之責任一節進一步描述。我們根據香港會計師公會之專業會計師職業道德守則(「守則」)獨立於 貴集團，我們已按照守則履行我們之其他道德責任。我們認為，我們所獲得之審核憑證就為我們之意見提供基準而言屬足夠及適當。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Key audit matter

關鍵審核事項

Valuation of suspended trading securities and unlisted equity securities measured at fair value

暫停買賣證券及按公平值計算之非上市股本證券之估值

Refer to Note 18 to the consolidated financial statements
請參閱綜合財務報表附註18

At 31st March, 2021, the Group holds suspended trading securities and unlisted equity securities classified as level 3 under the fair value hierarchy ("Level 3 Financial Instruments"), amounted to approximately HK\$304,000 and HK\$1,450,000 respectively.

截至二零二一年三月三十一日，本集團持有分別約304,000港元及1,450,000港元之暫停買賣證券及非上市股本證券（根據公平值等級分類為第三層（「第三層金融工具」））。

The valuation of the Group's suspended trading securities and unlisted equity securities are based on a combination of market data and different valuation models which may require to consider numbers of inputs. The valuations of the suspended trading securities and unlisted equity securities are complex and require the application of significant judgment by the management.

貴集團之暫停買賣證券及非上市股本證券的估值乃基於市場數據及可能需要考慮輸入數量的不同估值模式的組合。暫停買賣證券及非上市股本證券的估值很複雜及需要管理層作出重大判斷。

關鍵審核事項

關鍵審核事項乃根據我們之專業判斷，對本期綜合財務報表審核工作而言最重要之事項。該等事項乃於我們對綜合財務報表進行整體審核並就此形成我們之意見時予以處理，我們對該等事項並無提出單獨意見。

How our audit addressed the key audit matter

我們如何於審核中處理關鍵審核事項

Our procedures in relation to valuation of Level 3 Financial Instruments included, but were not limited to:

我們與第三層金融工具估值有關的程序包括但不限於：

- Obtaining understanding of the valuation models and the processes through enquiries with the independent valuers and management's review process of the work of the independent valuers with respect to the valuation of financial assets;
- 通過詢問獨立估值師和管理層對獨立估值師於財務資產估值時工作之審查過程，了解其估值模式和流程；
- Evaluating the independent valuers' competence, capabilities and their experiences in conducting valuation of similar financial assets;
- 評估獨立估值師在評估類似財務資產方面的權限，能力及經驗；
- Checking the respective independent valuation reports and discussing the valuation of financial assets with the management, and together with our auditors' own external valuation specialists, where necessary;
- 檢查相應的獨立估值報告並與管理層並在必要時與我們自己的外部評估專家一起討論財務資產的估值；

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

Key audit matter

關鍵審核事項

Valuation of suspended trading securities and unlisted equity securities measured at fair value

暫停買賣證券及按公平值計算之非上市股本證券之估值

In determining the fair value of Level 3 Financial Instruments, the Group engages independent professional valuers to perform valuation of the aforesaid Level 3 Financial Instruments.

於釐定第三層金融工具的公平值時，貴集團聘請獨立專業估值師對上述第三層金融工具進行估值。

How our audit addressed the key audit matter

我們如何於審核中處理關鍵審核事項

- evaluating the appropriateness of the valuation models and assumptions based on the industry knowledge;
- 根據行業知識評估估值模式和假設的適當性；
- checking the mathematical accuracy of valuation calculations; and
- 檢查估價計算的運算準確性；及
- Making inquiry for the background of the contracted parties to understand the relevant investment and identifying any conditions that were relevant to the valuation of financial assets.
- 對合約方之背景作出查詢以了解相關投資，並確定與財務資產估值相關的任何條件。

We considered management's fair value measurement of Level 3 Financial Instruments to be supportable by the available evidence.

我們認為管理層對第三層金融工具的公平值計量得到現有證據的支持。

INDEPENDENT AUDITORS' REPORT

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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 AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

獨立核數師報告

其他資料

貴公司董事對其他資料負責。其他資料包括年報中包含之所有資料，綜合財務報表及本核數師報告除外（「其他資料」）。

我們對綜合財務報表之意見不包括其他資料，我們不會就此提供任何形式之核證結論。

關於我們對綜合財務報表之審核，我們之責任是閱讀其他資料，同時考慮其他資料是否與綜合財務報表或我們於審核中了解之情況存在重大不一致，或另外出現重大錯報。根據我們所做之工作，倘我們得出其他資料存有重大錯報之結論，我們須就這一事實作出報告。我們並無就此作出報告。

董事及審核委員會就綜合財務報表之責任

貴公司董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，以及維持董事認為必要之內部控制，以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致之重大錯報。

於編製綜合財務報表時，貴公司董事負責評估貴集團之持續經營能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際之替代方案。

貴公司董事由審核委員會協助履行監督貴集團財務報告流程之責任。



INDEPENDENT AUDITORS' REPORT

AUDITORS' 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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

獨立核數師報告

核數師就綜合財務報表審核之責任

我們之目標，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之重大錯報取得合理保證，並出具包括我們意見之核數師報告。我們是僅向整體股東報告，除此以外，別無其他用途。我們概不就本報告之內容，對任何其他人士負責或承擔責任。合理保證是高水平之保證，惟不能保證按照香港審計準則進行之審核，於某一重大錯報存在時總能發現。錯報可以由欺詐或錯誤引起，倘合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出之經濟決定，則有關之錯報可被視為重大。

於根據香港審計準則進行審核之過程中，我們運用專業判斷並保持專業懷疑態度。我們亦：

- 識別並評估由於欺詐或錯誤而導致綜合財務報表存在重大錯報之風險，執行審核程序以應對該等風險，以及獲取充足及適當之審核憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述、或凌駕於內部監控之上，因此未能發現因欺詐而導致之重大錯報之風險高於未能發現因錯誤而導致之重大錯報之風險。
- 了解與審核相關之內部監控，以設計適當之審核程序，惟目的並非對貴集團內部監控之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計及相關披露之合理性。

INDEPENDENT AUDITORS' REPORT

- 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 auditors' 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 auditors' 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, actions taken to eliminate threats or safeguards applied.

獨立核數師報告

- 對董事採用持續經營會計基準之適當性作出結論。根據所獲取之審核憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。倘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注意綜合財務報表中之相關披露，或倘有關披露不足，我們將修訂意見。我們之結論乃基於核數師報告日止所取得之審核憑證。然而，未來事項或情況可能導致 貴集團停止持續經營。
- 評價綜合財務報表之整體列報、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動之財務資料獲取充足適當之審核憑證，以便對綜合財務報表發表意見。我們負責 貴集團審核之方向、監督及執行。我們僅為審核意見承擔責任。

除其他事項外，我們與審核委員會溝通（其中包括）審核之計劃範圍、時間安排及重大審核發現，包括我們於審核中識別出內部監控之任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性之相關道德要求，並與彼等溝通有可能合理被認為會影響我們獨立性之所有關係及其他事項，以及在適用情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。



INDEPENDENT AUDITORS' REPORT

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 auditors' 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 director on the audit resulting in this independent auditors' report is Yu Chi Fat.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Yu Chi Fat
Practising Certificate Number: P05467

Hong Kong, 22nd June, 2021

獨立核數師報告

從與審核委員會溝通之事項中，我們確定對本期綜合財務報表之審核最為重要之事項，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見之情況下，倘合理預期於我們報告中溝通某事項造成之負面後果超過產生之公眾利益，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之審核項目董事為余智發。

國衛會計師事務所有限公司
執業會計師

余智發
執業證書編號：P05467

二零二一年六月二十二日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31st March, 2021

綜合損益表及其他全面收益表

截至二零二一年三月三十一日止年度

		Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Gross proceeds from disposal of trading securities	出售交易證券的所得款項總額		2,581	17,600
Revenue	收入	9	3,695	3,889
Net loss on financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產之虧損淨額	10	(8,215)	(42,456)
Net gain/(loss) on other investment at fair value through profit or loss	按公平值於損益賬列賬之其他投資之收益／(虧損)淨額		444	(41)
Other revenue and other income	其他收入及其他收益	11	350	258
Administrative and other operating expenses	行政及其他營運支出		(5,163)	(6,252)
Finance costs	融資成本	12	–	(402)
Loss before taxation	除稅前虧損	13	(8,889)	(45,004)
Income tax credit	所得稅抵免	15	191	489
Loss and total comprehensive loss for the year attributable to owners of the Company	本年度本公司擁有人之虧損及全面虧損總額		(8,698)	(44,515)
			HK cents 港仙	HK cents 港仙
Loss per share	每股虧損	16		
Basic and diluted	基本及攤薄		(0.68)	(3.50)
Dividend	股息		Nil 無	Nil 無

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表的組成部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31st March, 2021

於二零二一年三月三十一日

		Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Non-current asset	非流動資產			
Property, plant and equipment	物業、機器及設備	17	–	–
Current assets	流動資產			
Financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產	18	101,302	103,800
Amounts due from investee companies	應收投資公司款項	19	–	2,275
Amounts due from related companies	應收關聯公司款項	20	810	1,408
Deposits	按金		66	66
Other investment	其他投資	21	1,083	639
Cash and bank balances	現金及銀行結餘	22	1,772	5,745
			105,033	113,933
Current liability	流動負債			
Accruals	應付費用		(347)	(358)
Net current assets	流動資產淨值		104,686	113,575
Total assets less current liability	總資產值減流動負債		104,686	113,575
Non-current liability	非流動負債			
Deferred tax liabilities	遞延稅項負債	23	–	(191)
Net assets	資產淨值		104,686	113,384
Capital and reserves	資本及儲備			
Share capital	股本	24	12,717	12,717
Reserves	儲備		91,969	100,667
Total equity	總權益		104,686	113,384
Net asset value per share (HK\$)	每股資產淨值(港元)	25	0.08	0.09

The consolidated financial statements were approved and authorised for issue by the board of directors on 22nd June, 2021 and are signed on its behalf by:

綜合財務報表已獲董事會於二零二一年六月二十二日批准及授權發出。

Wong Yun Kuen
Executive Director
執行董事
黃潤權

Cheng Wai Lun, Andrew
Executive Director
執行董事
鄭偉倫

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表的組成部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表For the year ended 31st March, 2021

截至二零二一年三月三十一日止年度

		Share capital	Share premium	Retained earnings/ (accumulated losses)	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	保留盈利/ 累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
As at 1 st April, 2019	於二零一九年四月一日結餘	12,717	107,217	37,965	157,899
Loss for the year	本年度虧損	-	-	(44,515)	(44,515)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(44,515)	(44,515)
As at 31 st March, 2020 and 1 st April, 2020	於二零二零年三月三十一日及 二零二零年四月一日結餘	12,717	107,217	(6,550)	113,384
Loss for the year	本年度虧損	-	-	(8,698)	(8,698)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(8,698)	(8,698)
As at 31st March, 2021	於二零二一年 三月三十一日結餘	12,717	107,217	(15,248)	104,686

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表的組成部份。

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31st March, 2021

綜合現金流動表

截至二零二一年三月三十一日止年度

	Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流動		
Loss before taxation	除稅前虧損	(8,889)	(45,004)
Adjustments for:	已就下列各項作出調整：		
Bank interest income	銀行利息收入	11	—*
Interest expenses	利息支出	12	—
Dividend income	股息收入	9	(3,889)
(Reversal of)/allowance for expected credit loss on amounts due from investee companies	應收投資公司款項之預期信貸虧損的虧損(撥回)/撥備	13	(315)
Net realised loss on financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產之已變現虧損淨值	10	5,287
Net unrealised loss on financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產之未變現虧損淨值	10	2,928
Net unrealised (gain)/loss on other investment at fair value through profit or loss	按公平值於損益賬列賬之其它投資之未變現(收益)/虧損淨值		(444)
Operating cash flows before working capital changes	營運資金變動前的經營現金流量	(5,128)	(6,495)
Increase in financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產之增加	(5,717)	(17,448)
Decrease in amounts due from investee companies	應收投資公司款項減少	2,590	—
Decrease in amounts due from related companies	應收關聯公司款項減少	598	226
(Decrease)/increase in accruals	應付費用之(減少)/增加	(11)	4
Cash used in operations	經營業務應用之現金	(7,668)	(23,713)
Interest received	已收利息	—*	258
Interest paid	已付利息	—	(402)
Net cash used in operating activities	經營業務應用之現金淨值	(7,668)	(23,857)
CASH FLOWS FROM INVESTING ACTIVITY	投資活動之現金流動		
Dividend received	已收股息	3,695	3,889
Net cash generated from investing activity	投資活動產生之現金淨值	3,695	3,889
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物之減少淨值	(3,973)	(19,968)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初之現金及現金等價物	5,745	25,713
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	年末之現金及現金等價物	22	1,772
ANALYSIS OF THE BALANCE OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balance	現金及銀行結餘	1,772	5,745

* The amount is less than HK\$1,000.

* 金額少於1,000港元。

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表的組成部份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2021

1. GENERAL

UBA Investments Limited (the “Company”) is a public limited company incorporated in the Cayman Islands with its shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business of the Company is Flat B, 16th Floor, Wah Kit Commercial Centre, 300 Des Voeux Road Central, Hong Kong.

The Company and its subsidiaries (collectively referred to as the “Group”) are engaged in investment holding and trading of securities.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company and all values (including comparative information) are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

綜合財務報表附註

截至二零二一年三月三十一日止年度

1. 一般事項

開明投資有限公司(「本公司」)乃一間於開曼群島註冊成立有限責任之公眾公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。本公司之主要營業地點為香港德輔道中300號華傑商業中心16樓B室。

本公司及其附屬公司(統稱為「本集團」)均從事投資控股及證券交易。

本綜合財務報表乃以港元(「港元」)列示，港元亦為本公司之功能貨幣，而除另有註明外，所有數值(包括比較信息)均調整至最接近之千位數(千港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2021

綜合財務報表附註

截至二零二一年三月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the *Amendments to References to the Conceptual Framework in HKFRS Standards* and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the current year for the preparation of the consolidated financial statements:

HKAS 1 and HKAS 8 (Amendments)	Definition of Material
HKFRS 3 (Amendments)	Definition of a Business
HKFRS 9, HKAS 39 and HKFRS 7 (Amendments)	Interest Rate Benchmark Reform

The application of the *Amendments to References to the Conceptual Framework in HKFRSs* and amendments to HKFRSs in the current year had no material impact on the Group's consolidated financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 經修訂香港財務報告準則

本年度強制生效之香港財務報告準則之修訂

於本年度，本集團已就編製綜合財務報表首次採用於本年度期間強制生效之香港財務報告準則標準中有關概念框架之提述的修訂及以下由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則之修訂：

香港會計準則第1號及香港會計準則第8號（修訂本）	重大定義
香港財務報告準則第3號（修訂本）	業務定義
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（修訂本）	利率指標 變革

採用香港財務報告準則內提述之概念框架之修訂以及香港財務報告準則修訂本對該等綜合財務報表所載本集團於本年度或以前年度之綜合財務狀況及業績及／或披露並無產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2021

3. NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

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

HKFRS 17	Insurance Contracts and related Amendments ¹
HKFRS 16 (Amendments)	Covid-19 Related Rent Concessions ⁴
HKFRS 16 (Amendments)	Covid-19 Related Rent Concessions beyond 30 th June, 2021 ⁶
HKFRS 3 (Amendments)	Reference to the Conceptual Framework ²
HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 (Amendments)	Interest Rate Benchmark Reform – Phase 2 ⁵
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2018-2020 ²
HKAS 1 (Amendments)	Classification of Liabilities as Current or Non-current and related amendments to International Interpretation 5 (2020) ¹
HKAS 1 and HKFRS Practice Statement 2 (Amendments)	Disclosure of Accounting Policies ¹
HKAS 8 (Amendments)	Definition of Accounting Estimates ¹
HKAS 12 (Amendments)	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
HKAS 16 (Amendments)	Property, Plant and Equipment – Proceeds before Intended Use ²
HKAS 37 (Amendments)	Onerous Contracts – Cost of Fulfilling a Contract ²
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination ²

¹ Effective for annual periods beginning on or after 1st January, 2023.

² Effective for annual periods beginning on or after 1st January, 2022.

³ Effective for annual periods beginning on or after a date to be determined.

⁴ Effective for annual periods beginning on or after 1st June, 2020.

⁵ Effective for annual periods beginning on or after 1st January, 2021.

⁶ Effective for annual periods beginning on or after 1st April, 2021.

The directors of the Company anticipate that the application of the all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

綜合財務報表附註

截至二零二一年三月三十一日止年度

3. 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效的現有新訂及經修訂香港財務報告準則：

香港財務報告準則第17號	保險合約及相關修訂 ¹
香港財務報告準則第16號 (修訂本)	2019冠狀病毒疫情相關租金優惠 ⁴
香港財務報告準則第16號 (修訂本)	二零二一年六月三十日後的2019冠狀病毒疫情相關租金優惠 ⁶
香港財務報告準則第3號 (修訂本)	業務定義 ²
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號 (修訂本)	利率基準改革 – 第2階段 ⁵
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港財務報告準則 (修訂本)	香港財務報告準則2018年至2020年之年度改進 ²
香港會計準則第1號 (修訂本)	負債分類為流動或非流動以及香港詮釋第5號 (2020年)之有關修訂 ¹
香港會計準則第1號及香港財務報告準則實務報告第2號 (修訂本)	會計政策披露 ¹
香港會計準則第8號 (修訂本)	會計估計的定義 ¹
香港會計準則第12號 (修訂本)	與單一交易所產生之資產及負債有關之遞延稅項 ¹
香港會計準則第16號 (修訂本)	物業、廠房及設備 – 作擬定用途前之所得款項 ²
香港會計準則第37號 (修訂本)	有償合約 – 履行合約的成本 ²
會計指引第5號 (修訂本)	共同控制合併的合併會計法 ²

¹ 於二零二三年一月一日或之後開始的年度期間生效。

² 於二零二二年一月一日或之後開始的年度期間生效。

³ 待釐定日期或之後開始的年度期間生效。

⁴ 於二零二零年六月一日或之後開始的年度期間生效。

⁵ 於二零二一年一月一日或之後開始的年度期間生效。

⁶ 於二零二一年四月一日或之後開始的年度期間生效。

本公司董事預測應用所有其他新訂及經修訂香港財務報告準則於可預見的未來將不會對綜合財務報表產生重大影響。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented.

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by HKICPA, accounting principles generally accepted in Hong Kong. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention except the financial assets at fair value through profit or loss (“FVTPL”) and other investment are stated at fair value and on the basis that the Group is a going concern.

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

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

4. 編製基準及主要會計政策

編製該等綜合財務報表所應用之主要會計政策載列如下。該等政策均貫徹應用於所呈報之所有年度。

(a) 編製基準

本綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則而編製，這共同名詞包括香港會計師公會所訂立之所有適用的個別香港財務報告準則、香港會計準則（「香港會計準則」）及其詮釋、香港公認會計原則。本綜合財務報表亦符合香港聯合交易所有限公司《證券上市規則》（「上市規則」）適用披露條文的規定及香港公司條例之披露規定。本綜合財務報表乃根據歷史成本常規法編製，惟按公平值於損益賬列賬之財務資產（「按公平值於損益賬列賬」）及其他投資按公平值列賬及根據本集團按持續經營為基準。

歷史成本一般按換取貨物及服務時所給予之代價之公平值計量。

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付之價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債之公平值時，本集團考慮市場參與者在計量日期為該資產或負債進行定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量和／或披露的公平值均在此基礎上予以確定，惟香港財務報告準則第2號「以股份支付」範圍內之以股份支付的交易、香港財務報告準則第16號「租賃」範圍內之租賃交易以及與公平值類似但並非公平值的計量（例如，香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值）除外。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of preparation (continued)

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.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

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

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

4. 編製基準及主要會計政策(續)

(a) 編製基準(續)

非財務資產的公平值計量考慮了市場參與者通過使用資產的最高和最佳用途或將其出售給另一位將在資產中使用其最高和最佳用途的市場參與者來產生經濟利益的能力。

對於以公平值進行交易的金融工具，以及在隨後期間將使用無法觀察到的輸入值來計量公平值的估值技術，對估值技術進行校準，以便在初始確認時，估值技術的結果等於交易價錢。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一層、第二層或第三層，詳情如下：

第一層：公平值計量是根據在活躍市場相同資產或負債之(未經調整)報價

第二層：公平值計量是根據估值技術，無論是直接或間接輸入所有重大影響的記錄而可觀察的公平值

第三層：公平值計量是根據估值技術，無論是直接或間接輸入所有重大影響的記錄而不可根據觀察市場數據(不可觀察的輸入)

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of consolidation

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

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

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

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

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

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

4. 編製基準及主要會計政策 (續)

(b) 綜合帳目之基準

綜合財務報表包括本公司以及受本公司及其附屬公司控制的實體的財務報表。本公司在下列情況下擁有控制權：

- 可對投資對象行使權力；
- 對來自參與投資對象的可變回報承擔風險或享有權利；及
- 能夠通過行使權力來影響其回報。

若有事實及情況顯示以上三項控制因素中有一項或多項出現變化，本集團將重新評估其是否對投資對象擁有控制權。

綜合附屬公司的賬目合併計入從本集團取得該附屬公司的控制權起至本集團失去該附屬公司的控制權止。具體而言，在年度所收購或出售的附屬公司的收入及開支，自本集團取得該附屬公司的控制權之日起直至本集團失去該附屬公司的控制權之日止，計入綜合損益及其他全面收益表。

如有需要，將對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策一致。

本集團成員公司之間的交易所涉及的集團內公司間所有資產與負債、權益、收入、開支及現金流量均於綜合賬目時悉數對銷。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of consolidation (continued)

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

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

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the assets to 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 and overhaul cost, is normally charged to the profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, the expenditure is capitalised as an additional cost of the asset.

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives using the straight-line method. The annual rate used for furniture, fixtures and equipment is 20%. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

4. 編製基準及主要會計政策(續)

(b) 綜合帳目之基準(續)

對不導致本集團失去控股權之附屬公司權益之變動乃以權益交易方式入賬，因而只調整在綜合權益內之控股及非控股權益之金額以反映其相關權益之變動，但並不調整商譽及並無確認收益或虧損。

當本集團失去對一附屬公司之控股權時，則以出售該附屬公司之全部權益方式入賬，而所產生之收益或虧損乃於損益內確認。任何在失去控股權之日仍保留該前附屬公司之權益乃按公平值確認，而該金額乃被視為初始確認一財務資產之公平值，或(如適用)被視為初始確認一聯營公司或合營企業投資之成本。

(c) 物業、機器及設備

物業、機器及設備以成本減去累積折舊及任何減值虧損列賬。一項物業、機器及設備項目之成本包括其購入價及將該資產達至其營運狀態及其預定用途之工作地點涉及之任何直接應佔成本。該物業、機器及設備運作後產生之開支，包括維修及保養及檢修成本，一般在其產生之期間在損益賬中扣除。倘若可清楚顯示有關開支導致使用該物業、機器及設備而預計可取得之未來經濟效益有所增加，則有關開支予以資本化，作為該資產之額外成本。

物業、機器及設備折舊以直線法於其預計可用年期內將其撇銷。傢具、裝置及設備之年折舊率為20%。估計可使用年期、剩餘價值及折舊方法會在各報告期末覆核，並採用未來適用法對任何估計變動之影響進行審閱。

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綜合財務報表附註

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Property, plant and equipment (continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continuing use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is recognised in profit or loss.

(d) Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

Dividend income which are derived from the Group's ordinary course of business are presented as revenue.

4. 編製基準及主要會計政策 (續)

(c) 物業、機器及設備 (續)

物業、機器及設備乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時取消確認。於取消確認該資產時產生之任何收益或虧損(以出售所得款項淨值與該項目之賬面值之差額計算)乃計入損益賬內。

(d) 金融工具

財務資產及財務負債於集團實體成為工具合約條文之訂約方時確認。所有日常買賣之財務資產於交易日確認及取消確認。日常買賣指買賣需要於市場規例或慣例規定時限內交付資產的財務資產買賣。

財務資產及財務負債初步按公平值計量。因收購或發行財務資產及財務負債(按公平值於損益賬列賬之財務資產或財務負債除外)而直接產生之交易成本於首次確認時計入財務資產或財務負債(如適用)之公平值或自其公平值扣除。就按公平值於損益賬列賬之財務資產或財務負債而言,收購直接產生之交易成本即時於損益賬確認。

實際利率法乃計算財務資產或財務負債的攤銷成本及於相關期間攤分利息收入或利息開支的方法。實際利率是在財務資產或財務負債的預計年期或較短期間(如適用)內,將估計未來現金收款及付款(包括構成實際利率組成部份的所付或所收到的所有費用及點子、交易成本及其他溢價或折讓)準確貼現至於初步確認時的賬面值所使用的利率。

源自本集團日常業務範圍的股息收入呈列為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2021

4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets

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

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

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

All other financial assets are subsequently measured at FVTPL.

A financial asset is classified as held for trading if:

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

綜合財務報表附註

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4. 編製基準及主要會計政策(續)

(d) 金融工具(續)

財務資產

財務資產之分類及後續計量

符合下列條件的財務資產隨後按攤銷成本計量：

- 持有財務資產的業務模式的目標為獲取合約現金流量；及
- 合約條款於特定日期產生完全為支付本金及未償還本金的利息的現金流。

符合下列條件的財務資產隨後按公平值於其他全面收益列賬（「按公平值於其他全面收益列賬」）：

- 持有財務資產的業務模式的目標為同時獲取合約現金流及出售；及
- 合約條款於特定日期產生完全為支付本金及未償還本金的利息的現金流。

所有其他財務資產在其後按公平值於損益列賬。

倘有下列情況，財務資產乃分類為持作買賣：

- 其購入主要目的為於短期內出售；或
- 其於初步確認時構成本集團管理的金融工具之已識別組合之一部份且具有最近實際短期獲利模式；或
- 其為未被指定之衍生工具及可有效作為對沖工具。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

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

(i) Amortised cost and interest income

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

(ii) Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. Dividends from such investment continue to be recognised in profit or loss as revenue when the group's rights to receive payments is established.

4. 編製基準及主要會計政策 (續)

(d) 金融工具 (續)

財務資產 (續)

財務資產之分類及後續計量 (續)

此外，如將須按攤銷成本計量或按公平值於其他全面收益列賬的財務資產指定為按公平值於損益賬列賬可消除或大幅減少會計錯配，本集團可不可撤回地作出該指定。

(i) 攤銷成本及利息收入

利息收入就隨後按攤銷成本計量的財務資產使用實際利率法確認。利息收入透過將實際利率應用於財務資產的總賬面值計算，隨後已信貸減值的財務資產除外（見下文）。就隨後已信貸減值的財務資產而言，利息收入透過自下一報告期間起將實際利率應用於財務資產的攤銷成本確認。如已信貸減值金融工具的信貸風險改善，令財務資產不再信貸減值，則利息收入透過自釐定該資產不再信貸減值後的報告期間初起將實際利率應用於財務資產的總賬面值確認。

(ii) 按公平值於損益賬列賬之財務資產

不符合按攤銷成本或按公平值於其他全面收益列賬或指定為按公平值於其他全面收益列賬之計量標準的財務資產按公平值於損益賬列賬計量。

按公平值於損益賬列賬之財務資產於各報告期末按公平值計量，任何公平值收益或虧損於損益賬確認。當集團收款權利建立後，從投資收取的股息將繼續在損益中確認為收入。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

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

(i) Significant increase in credit risk

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

4. 編製基準及主要會計政策(續)

(d) 金融工具(續)

財務資產(續)

財務資產之減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式就須根據香港財務報告準則第9號進行減值評估的財務資產進行減值評估。預期信貸虧損的金額於各報告日期更新，以反映自首次確認起的信貸風險變動。

存續期預期信貸虧損指將因相關工具預計年內所有可能違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預計因報告日期後12個月內可能出現的違約事件導致的存續期預期信貸虧損的一部分。評估基於本集團的過往信貸虧損經驗作出，並就債務人特定因素、整體經濟狀況及報告日期現行狀況的評估及未來狀況預測而作出調整。

本集團計量等於12個月預期信貸虧損的虧損撥備，除非自首次確認起信貸風險大幅增加，則本集團其時確認存續期預期信貸虧損。對是否應確認存續期預期信貸虧損的評估，基於自首次確認起發生違約的可能性或風險大幅增加。

(i) 信貸風險大幅增加

在評估自首次確認起信貸風險是否大幅增加時，本集團將金融工具於報告日期發生違約的風險與金融工具於首次確認日期發生違約的風險進行比較。在作出本評估時，本集團考慮合理並有支持的定量及定性資料，包括過往經驗及無需過度成本或努力即可獲得的前瞻性資料。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

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

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

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

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

4. 編製基準及主要會計政策 (續)

(d) 金融工具 (續)

財務資產 (續)

財務資產之減值 (續)

(i) 信貸風險大幅增加 (續)

具體而言，在評估信貸風險是否大幅增加時考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級是否實際或預計會嚴重惡化；
- 信貸風險的外部市場指標嚴重惡化，如信貸息差、債務人的信貸違約交換價格大幅上升；
- 業務、財務或經濟狀況已經或預計發生不利變動，預計將導致債務人履行債務責任的能力大幅下降；
- 債務人的經營業績實際或預計會嚴重惡化；
- 債務人的監管、經濟或技術環境實際或預計會發生重大不利變動，導致履行債務責任的能力大幅下降。

不論上述評估的結果，本集團假定信貸風險於合約付款逾期超過30日時已大幅增加，除非本集團具有合理支持的資料能證明並非如此。

本集團定期監督識別信貸風險是否已大幅增加時使用的標準的有效性，並適時作出修訂，以確保該標準能在款項逾期前識別信貸風險大幅增加。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(ii) Definition of default

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

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

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

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

4. 編製基準及主要會計政策(續)

(d) 金融工具(續)

財務資產(續)

財務資產之減值(續)

(ii) 違約定義

就內部信貸風險管理而言，當內部形成或從外部來源取得的資料表明債務人不大可能向債權人（包括本集團）悉數付款時，本集團認為已發生違約事件（當中不計及本集團持有之任何抵押品）。

不論上文所述，當財務資產逾期超過90日時，本集團認為已發生違約，除非本集團有合理有支持的資料證明更適合採用更滯後的違約標準。

(iii) 已信貸減值的財務資產

當發生一項或多項違約事件，對財務資產的估計未來現金流量具有負面影響時，即財務資產已信貸減值。財務資產已信貸減值的證據包括有關以下事件的可觀察證據：

- (a) 發行人或借款人面臨重大財務困難；
- (b) 違反合約，如拖欠或逾期事件；
- (c) 出於與借款人的財務困難有關的經濟或合約原因，借款人的貸款人向借款人授出貸款人在其他情況下不會考慮的寬限；
- (d) 借款人很可能破產或進行其他財務重組；或
- (e) 該財務資產之活躍市場因財務困難而消失。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

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

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

4. 編製基準及主要會計政策 (續)

(d) 金融工具 (續)

財務資產 (續)

財務資產之減值 (續)

(iv) 撇銷政策

當有資料表明對手方處於嚴重財務困境，且並無收回的現實可能性（例如，當對手方被清盤或已進入破產程序時，（以較早發生者為準），本集團撇銷財務資產。經考慮法律意見（如適用）後，根據本集團的收回程序，已撇銷的財務資產可能仍然受到強制執行活動。撇銷構成取消確認事件。任何後續收回於損益賬確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量取決於違約概率、違約損失（即如存在違約時的損失程度）及違約風險。對違約概率及違約損失的評估基於歷史數據及前瞻性資料。對預期信貸虧損的估計反映所釐定的公正概率加權金額（以發生違約的風險作為權重）。

一般而言，預期信貸虧損為本集團按照合約應收到的所有合約現金流量與本集團預計收到的現金流量之間的差額，按首次確認時釐定的實際利率貼現。

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For the year ended 31st March, 2021

4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount.

綜合財務報表附註

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4. 編製基準及主要會計政策(續)

(d) 金融工具(續)

財務資產(續)

財務資產之減值(續)

(v) 預期信貸虧損的計量及確認(續)

就共同評估而言，本集團於分組時考慮以下特點：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

分組由管理層定期檢討，以確保各組別的組成部分繼續具有類似的信貸風險特點。

利息收入基於財務資產的總賬面值計算，除非財務資產已信貸減值，在此情況下，利息收入基於財務資產的攤銷成本計算。

本集團通過調整賬面金額之方式而在損益賬中就所有金融工具確認減值收益或虧損。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

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

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

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities including accruals are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

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

4. 編製基準及主要會計政策 (續)

(d) 金融工具 (續)

財務資產 (續)

終止確認財務資產

僅當對資產現金流之合約權利屆滿時，或轉讓財務資產及將財務資產所有權所附帶之絕大部份風險及回報轉移予另一實體後，本集團即會終止確認該項財務資產。倘本集團並無轉移或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，本集團確認其於資產的保留權益，並就其可能須支付的款項確認相關負債。倘本集團保留已轉讓財務資產擁有權的絕大部分風險及回報，則本集團繼續確認財務資產，同時亦就已收取的所得款項確認有抵押借款。

於終止確認按攤銷成本計量之財務資產時，有關資產之賬面值與已收及應收代價總和之差額，會於損益賬中確認。

財務負債及權益

分類為債務或權益

債務及權益工具乃根據合約安排之內容及財務負債與權益工具之定義分類為財務負債或權益。

權益工具

權益工具乃證明實體於扣除其所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之權益工具按已收取所得款項扣除直接發行成本入賬。

按攤銷成本列賬的財務負債

財務負債(包括應付費用)其後使用實際利率法按攤銷成本計量。

撤除確認財務負債

當且僅當本集團的義務被解除，取消或到期時，本集團才終止確認財務負債。終止確認之財務負債之賬面值與已付及應付代價之差額於損益中確認。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) 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 investment which are readily convertible into known amounts of cash and which 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.

(f) Foreign currency translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at yearend exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

4. 編製基準及主要會計政策(續)

(e) 現金及現金等價物

就綜合現金流動表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知數額現金且價值變動風險較少之短期高度流動性投資及購入後一般在三個月內可予兌現減去須應要求償還並構成本集團現金管理之組成部份之銀行透支。

(f) 外幣換算

(i) 功能和列賬貨幣

本集團旗下公司之財務報表所列項目均採用有關公司營業所在之主要經濟環境之通用貨幣（「功能貨幣」）為計算單位。綜合財務報表以港幣列賬，港幣為本公司之功能及列賬貨幣。

(ii) 交易及結餘

外幣交易按交易當日之匯率兌換為功能貨幣。因結算交易及按年結日匯率換算外幣資產及負債所產生之外匯收益及虧損均列入損益賬。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Foreign currency translation (continued)

(iii) Group companies

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

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

(g) Taxation

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

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

4. 編製基準及主要會計政策(續)

(f) 外幣換算(續)

(iii) 集團公司

本集團旗下所有公司之功能貨幣倘有別於列賬貨幣，其業績及財務狀況須按如下方式兌換為列賬貨幣：

- (a) 各財務狀況表所列之資產及負債按其報告期末之收市匯率換算；
- (b) 各損益賬所列之收支按平均匯率換算（除非此平均匯率不足以合理地概括反映交易日期適用匯率之累積影響，在此情況下，收支則按交易日期之匯率換算）；及
- (c) 產生之匯兌差異在其他全面收益中確認並在換算儲備中累計。

(g) 稅項

所得稅開支為即期應繳之稅項與遞延稅項總和。

本期應繳稅項乃按年內應課稅溢利計算。由於其他年度之應課稅收入或可扣稅之開支項目以及永久毋須課稅或不可扣稅之項目，故應課稅溢利有別於除稅前溢利／虧損。集團之本期稅項負債乃按報告期末前已生效或大致上生效之稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2021

4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Taxation (continued)

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

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

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4. 編製基準及主要會計政策(續)

(g) 稅項(續)

遞延稅項乃按綜合財務報表內資產及負債賬面值與計算應課稅溢利所相應稅基之暫時差額計算預期應付或可收回之稅項確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則於可能有應課稅溢利以抵銷可扣減暫時差額時確認。倘暫時差額因商譽產生，或自不影響課稅溢利或會計溢利之交易項目下其他資產及負債之初步確認(業務合併除外)所產生，則不會確認有關資產及負債。

投資附屬公司所產生之應課稅暫時差額會確認為遞延稅項負債，惟本集團可控制撥回暫時差額之時間，及有可能在可預見未來不會撥回則除外。

遞延稅項資產之賬面值於各報告期末審閱，並於不再可能有足夠應課稅溢利以收回全部或部份資產之情況下作出相應扣減。

遞延稅項按預期清付負債或變現資產期間適用的稅率，按於報告期間結算日已實施或大致實施稅率(及稅法)計算。

遞延稅項負債及資產的計量反映於報告期間結算日本集團預計收回或清付其資產及負債賬面值的方式而引致的稅務後果。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Provisions and contingent liabilities

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

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

(i) Revenue recognition

- (i) Dividend income from equity securities is recognised when the shareholders' rights to receive payment have been established.
- (ii) Interest income is recognised as it accrues using the effective interest method.

4. 編製基準及主要會計政策(續)

(h) 撥備及或然負債

倘若本集團須就過去之事件承擔法律或推定責任，而且履行責任可涉及經濟效益之流出，並可對責任之金額作出可靠之估計，則確認撥備。

倘若貨幣之時間值屬重大，撥備則以預計履行責任之開支現值列示。如有關債務可能不會導致經濟利益流出，或未能可靠地估計金額，則有關債務會披露為或然負債，除非經濟利益流出之可能性很低。純粹視乎日後有否出現一個或多個情況而可能產生之債務，亦披露為或然負債，除非經濟利益流出之可能性很低。

(i) 收入確認

- (i) 因股本證券而產生之股息收入在確立股東收取股息之權利時予以確認。
- (ii) 利息收入按實際利率法累計確認。

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For the year ended 31st March, 2021

4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Leases

Definition of 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.

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

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of rent of office that have a lease term of 12 months. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value.

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4. 編製基準及主要會計政策(續)

(j) 租賃

租賃的定義

倘合約為換取代價而給予在若干時段內控制使用已識別資產之權利，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修改或從業務合併產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始或修改日期或收購日期(如合適)評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

集團作為承租人

短期租賃

對於租期自開始日期起計為12個月的辦公室之租賃，本集團應用短期租賃確認豁免。短期租賃的租賃付款按直線基準或另一個系統化基準於租期內確認為開支。

可退還租金按金

已付可退還租金按金根據香港財務報告準則第9號入賬並初步按公平值計量。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Related parties

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

4. 編製基準及主要會計政策 (續)

(k) 關聯人士

- (a) 有關人士為以下人士或以下人士之近親，則為本集團之關聯人士：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團發揮重大影響力；或
 - (iii) 為本集團或本集團之母公司關鍵管理層成員。
- (b) 在下列任何一種情況，有關實體為本集團之關聯人士：
- (i) 有關實體及本集團為相同集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一個實體為另一實體的聯營公司或合營企業（或另一實體所屬集團之某成員公司之聯營公司或合營企業）。
 - (iii) 有關實體與本集團為相同第三方之合營企業。
 - (iv) 一個實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (v) 有關實體為本集團或與本集團有關聯之實體為僱員福利而設之離職後福利計劃。
 - (vi) 有關實體受(a)項所述人士控制或共同控制。
 - (vii) (a)(i)項所述人士可對該實體發揮重大影響力或為該實體（或該實體之母公司）之關鍵管理層成員。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Related parties (continued)

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

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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

(l) Other investment

Other investment comprises of investment in silver bullion. The silver bullion is carried at fair value through profit or loss.

(m) Segment reporting

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

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

4. 編製基準及主要會計政策(續)

(k) 關聯人士(續)

(b) 在下列任何一種情況，有關實體為本集團之關聯人士：(續)

(viii) 向本集團或本集團的母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。

任何個別人士之近親是指與該實體交易時預期可影響該個別人士或受該個別人士影響之家庭成員。

(l) 其他投資

其他投資包括投資白銀。白銀按公平值於損益賬列賬。

(m) 分部申報

綜合財務報告中之營運分部及分部項目之金額乃自財務資料中確認，並定期向本集團最高管理層提供以分配資源及評估本集團各業務之表現及地域位置。

就財務報告而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境之性質相似，否則各個重大營運分部不會進行合算。個別非重大之營運分部，如果按上述大部份標準，則可進行合算。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Employees benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

The Group's contributions to the defined contribution retirement benefit plans are charged to profit or loss in the year incurred and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. The Group has no further payment obligations once the contributions have been paid.

Pension obligations

The Group participates a defined contribution mandatory provident fund scheme (the "MPF Scheme") which is available to all employees. Contributions to the MPF Scheme by the Group and its employees are calculated based on a percentage of employees' relevant income. The Group's contributions to the fund are incurred as expenses and the assets of the MPF Scheme are held separately from those of the Group in an independently administrated fund.

Payments to the Group's MPF Scheme are charged as expenses as they fall due.

(o) Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. 編製基準及主要會計政策(續)

(n) 僱員福利

短期義務

預期在僱員提供相關服務的期限結束後的12個月內將全部清算的工資和薪金(包括非金錢利益和累積病假)負債就直至報告期末之僱員服務確認,並按清償債務時預期支付的金額計量。負債在資產負債表中列為當期員工福利義務。

本集團對定額供款退休福利計劃作出的供款於產生年度自損益扣除,並扣減僱員於供款悉數歸屬前退出計劃所沒收供款。繳付供款後,本集團並無進一步付款責任。

退休金責任

本集團為所有僱員提供界定供款之強制性公積金計劃(「強積金計劃」)。本集團及其僱員對該強積金計劃所作之供款乃按僱員基本薪金之一定百分比計算。本集團於供款時作為支出,而強積金計劃之資產乃存放於獨立管理之基金內,與本集團之資產分開持有。

本集團之強積金計劃供款乃於到期時扣除為開支。

(o) 借款費用

借款費用在期中產生將計入當期損益內。

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4. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Government grants

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

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

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

In the application of the Group's accounting policies, which are described in Note 4, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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

4. 編製基準及主要會計政策(續)

(p) 政府補助

除非能合理確定本集團將遵守政府補助所附帶的條件及將獲發有關補助，否則不會確認政府補助。

與收入有關的應收政府補助是作為已產生的開支或虧損的補償，或是旨在給予本集團即時且無未來相關成本的財務支援，於其應收期間在損益確認。該等補助於「其他收入」項下呈列。

5. 關鍵會計估計及判斷

應用附註4所述本集團的會計政策時，本公司董事須對未能從其他來源立即得知其賬面值的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及視為相關的其他因素為依據。實際結果可能異於該等估計。

估計及相關假設會持續檢討。倘會計估計修訂僅影響該期間，則於修訂期間確認；或倘修訂影響當前及未來期間，則於修訂及未來期間確認。

下列為於報告期末有關未來的主要假設及估計不明朗因素的其他主要來源，當中涉及導致須於下一個財政年度對資產及負債賬面值作出重大調整的重大風險。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

(continued)

Fair value measurement of Level 3 Financial Instruments

Certain of the Group's financial assets amounting to approximately HK\$1,754,000 as at 31st March, 2021 (2020: HK\$12,635,000) are measured at fair values with fair values being determined based on significant unobservable inputs using valuation techniques. Judgment and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair values of these instruments. See Note 8(b) for further disclosures.

Provision of ECL for amounts due from investee companies/ related companies

The loss allowances for amounts due from investee companies/ related companies are based on assumptions about risk of default and expected loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. The provision of ECL is sensitive to changes in estimates. The information about the ECL and amounts due from investee companies/related companies are disclosed in Notes 8(a), 19 and 20 respectively.

6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of equity reserves attributable to owners of the Company, comprising issued share capital, share premium and retained earnings/accumulated losses.

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends and new share issues.

5. 關鍵會計估計及判斷(續)

第三層金融工具的公平值計量

本集團於二零二一年三月三十一日約1,754,000港元(二零二零年: 12,635,000港元)之若干財務資產按公平值計量, 而公平值乃根據重大不可觀察輸入值使用估值法釐定。在確定相關估值法及其相關輸入值時需要作出判斷和估計。與此等因素有關之假設變化可影響此等工具之公平值。有關進一步披露, 請參閱附註8(b)。

應收投資公司/關聯公司款項之預期信貸虧損撥備

應收投資公司/關聯公司款項之虧損撥備乃基於對違約風險和預期損失率的假設。本集團根據本集團過往的歷史、目前市況以及各報告期末的前瞻性估計而對減值計算作出此等假設及選擇對減值計算之輸入數據時運用判斷。預期信貸虧損的撥備極易受到估計變化所影響。有關預期信貸虧損以及應收投資公司/關聯公司款項之資料乃分別於附註8(a)、19及20披露。

6. 資本風險管理

本集團管理其資本, 以確保本集團能夠持續經營, 同時透過債務及股本結餘的最優化盡量提高股東回報。從以往年度起, 本集團之整體策略與往年一樣維持不變。

本集團之資本架構包括本公司擁有人應佔股本儲備(計有已發行股本、股份溢價及保留盈利/累計虧損)。

本公司董事每半年檢討資本架構。在此項檢討工作中, 本公司董事考慮資本成本和每類資本附帶之風險。本集團將依據董事之意見, 透過派息及發行新股份以平衡其整體資本架構。

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7. 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:

2021

Financial assets

7. 金融工具分類

各類金融工具於報告期末之賬面值如下：

二零二一年

財務資產

		Amortised cost	FVTPL	Total
		攤銷成本	按公平值於 損益賬列賬	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Financial assets at FVTPL	按公平值於損益賬列賬之 財務資產	–	101,302	101,302
Amounts due from related companies	應收關聯公司款項	810	–	810
Deposits	按金	66	–	66
Other investment	其他投資	–	1,083	1,083
Cash and bank balances	現金及銀行結餘	1,772	–	1,772
		2,648	102,385	105,033

Financial liability

財務負債

		Amortised cost
		攤銷成本
		HK\$'000
		千港元
Accruals	應付費用	347

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7. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

2020

Financial assets

Financial assets at FVTPL

Amounts due from investee companies

Amounts due from related companies

Deposits

Other investment

Cash and bank balances

Financial liability

Accruals

按公平值於損益賬列賬之
財務資產

應收投資公司款項

應收關聯公司款項

按金

其他投資

現金及銀行結餘

應付費用

7. 金融工具分類(續)

各類金融工具於報告期末之賬面值如下：
(續)

二零二零年

財務資產

Amortised
cost

攤銷成本
HK\$'000
千港元

FVTPL
按公平值於
損益賬列賬
HK\$'000
千港元

Total
總計
HK\$'000
千港元

– 103,800 103,800

2,275 – 2,275

1,408 – 1,408

66 – 66

– 639 639

5,745 – 5,745

9,494 104,439 113,933

財務負債

Amortised
cost
攤銷成本
HK\$'000
千港元

358

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Financial risk factors

The Group's major financial instruments comprise amounts due from investee companies, amounts due from related companies, deposits, financial assets at FVTPL, other investment and cash and bank balances and accruals.

The Group's activities expose it to a variety of financial risks: equity price risk, credit risk, liquidity risk, interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

8. 財務風險管理目標及政策

(a) 財務風險因素

本集團之主要金融工具包括應收投資公司款項、應收關聯公司款項、按金、按公平值於損益賬列賬之財務資產、其他投資及現金及銀行結餘及應付費用。

本集團業務面對多項不同形式之財務風險：股本價格風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃專注於金融市場無法預測之特性，以及尋求盡量減少對本集團財務表現可能造成之不利影響。

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8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Financial risk factors (continued)

(i) Equity price risk

The Group are exposed to equity price risk through its investment in equity securities measured at FVTPL. These are susceptible to equity price risk arising from uncertainties about the future prices of the instrument. The Group's equity price risk is managed through diversification of the investment portfolio ratios by exposures.

The following table demonstrates the sensitivity to every 20% change in the fair values of the equity securities, with all other variables held constant, based on their carrying amounts at the end of the reporting period.

8. 財務風險管理目標及政策(續)

(a) 財務風險因素(續)

(i) 股本價格風險

本集團因其於股本證券之投資(按公平值於損益賬列賬)而面對股本價格風險。該等證券較易受到股本價格風險所影響，而該等風險則由於與該等工具之未來價格有關之不確定因素而產生。本集團之股本價格風險乃透過按風險計算之投資組合比例進行多元化管理。

下表列示股本證券之公平值每20%變動之敏感度(所有其他變數保持不變)，按其於報告期末之賬面值計算。

		Increase/ (decrease) in fair value 公平值之 增加/(減少) %	(Decrease)/ increase in loss before taxation 除稅前虧損之 (減少)/增加 HK\$'000 千港元	Increase/ (decrease) in equity 權益之 增加/(減少) HK\$'000 千港元
2021	二零二一年			
Equity securities investment:	股本證券投資：			
– Financial assets at FVTPL	– 按公平值於損益賬列賬 之財務資產		20 (20)	(20,260) 20,260
			16,917	(16,917)
2020	二零二零年			
Equity securities investment:	股本證券投資：			
– Financial assets at FVTPL	– 按公平值於損益賬列賬 之財務資產		20 (20)	(20,760) 20,760
			17,335	(17,335)

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8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Financial risk factors (continued)

(i) Equity price risk (continued)

Concentration of equity price risk may arise if the Group has a significant investment in a single equity investment. At the end of the reporting period, the Group has a certain concentration risks in six (2020: six) equity investment which account for more than 5% of the total assets of the Group.

8. 財務風險管理目標及政策(續)

(a) 財務風險因素(續)

(i) 股本價格風險(續)

如果本集團擁有大量的投資在單一股本價格集中風險可能會產生。於報告期末，本集團有六項股本價格集中風險(二零二零年：六項)，佔本集團總資產之5%以上。

% of total assets of the Group
佔本集團總資產之百分比

		2021	2020
PCCW Limited	電訊盈科有限公司	24.19%	21.74%
Bank of China Limited	中國銀行股份有限公司	12.96%	11.99%
Kwong Man Kee Group Limited	鄭文記集團有限公司	12.14%	12.38%
MTR Corporation Limited	香港鐵路有限公司	7.71%	6.26%
Shen You Holdings Limited	申酉控股有限公司	7.38%	N/A 不適用*
Bank of Communications Co., Ltd.	交通銀行股份有限公司	5.65%	N/A 不適用*
Diamond Motto Limited	Diamond Motto Limited	N/A 不適用*	7.99%
Gemilang International Limited	彭順國際有限公司	N/A 不適用*	5.26%

* At the end of each reporting period, these equity investment account for less than 5% of the total assets of the Group.

* 在每個報告期末，這些股本價格投資佔集團總資產的比例不到5%。

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For the year ended 31st March, 2021

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Financial risk factors (continued)

(ii) Credit risk

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Impairment provisions are provided for losses that have been incurred by the end of the reporting period, if any. The Group is responsible for monitoring the amount of credit exposure to investee companies and related companies.

ECL assessment on amounts due from investee companies/related companies

Amounts due from investee companies/related companies are assessed on the base of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The management believes that there are no significant increase in credit risk of amounts due from related companies since initial recognition and the Group provided impairment based on 12m ECL. The management assessed that there are significant increase in credit risk of amounts due from investee companies since initial recognition and the Group provided impairment based on lifetime ECL. The expected credit loss rate for amount due from investee companies for the year ended 31st March, 2020 is 12.16%.

The reversal of ECL made to amounts due from investee companies during the years ended 31st March, 2021 was approximately HK\$315,000 (2020: allowance of ECL was approximately HK\$313,000).

Management does not expect that amount due from related companies will be any significant losses from non-performance by these counterparties and no loss allowance was recognised.

綜合財務報表附註

截至二零二一年三月三十一日止年度

8. 財務風險管理目標及政策(續)

(a) 財務風險因素(續)

(ii) 信貸風險

本集團面對之信貸風險乃交易對方將無法全數支付到期應付款項之風險。於報告期末已產生之虧損(如有)會作提撥減值準備。本集團負責監察對任何投資公司及關聯公司承擔之信貸風險款額。

應收投資公司／關聯公司款項之預期信貸虧損評估

應收投資公司／關聯公司款項根據違約概率、違約損失(即如存在違約時的損失程度)及違約風險。對預期信貸虧損的估計反映所釐定的公正概率加權金額(以發生違約的風險作為權重)。管理層相信，自初始確認以來，應收關聯公司款項的信貸風險並無顯著增加，本集團根據12個月預期信貸虧損計提減值。管理層評估認為，自初始確認以來，應收投資公司款項的信貸風險顯著增加，本集團根據全期預期信貸虧損計提減值。截至二零二零年三月三十一日止年度應收投資公司款項之預期信貸虧損率為12.16%。

截至二零二一年三月三十一日止年度就撥回應收投資公司款項預期信貸虧損約為315,000港元(二零二零年：預期信貸虧損撥備約為313,000港元)。

管理層預期應收關聯公司款項不會因此等交易對手方的不履約而出現任何顯著虧損及並無確認虧損撥備。

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截至二零二一年三月三十一日止年度

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Financial risk factors (continued)

(ii) Credit risk (continued)

ECL assessment on amounts due from investee companies/related companies (continued)

The following table shows the movement in ECL that has been recognised for amounts due from investee companies under the general approach.

8. 財務風險管理目標及政策 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

應收投資公司／關聯公司款項之預期信貸虧損評估 (續)

下表列示根據一般法就應收投資公司款項確認之預期信貸虧損變動。

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (已信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 st April, 2019	於二零一九年四月一日	2	9,796	9,798
Impairment losses recognised	已確認減值虧損	313	-	313
As at 31 st March, 2020 and 1 st April, 2020	於二零二零年三月三十一日及 二零二零年四月一日	315	9,796	10,111
Impairment losses reversed	已撥回減值虧損	(315)	-	(315)
As at 31st March, 2021	於二零二一年三月三十一日	-	9,796	9,796

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8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Financial risk factors (continued)

(ii) Credit risk (continued)

Bank balances

The Group expects that there is no significant credit risk associated with bank deposits since they are substantially deposit at medium or large-size listed banks. The credit risk on bank balances is limited because the counterparties are reputable banks and the credit risk is low. Thus, no loss allowance is recognised.

ECL assessment on deposits

For deposits, the management makes periodic individual assessment on the recoverability of deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31st March, 2021 and 2020, the Group assessed the ECL for deposits are insignificant and thus no loss allowance is recognised.

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截至二零二一年三月三十一日止年度

8. 財務風險管理目標及政策(續)

(a) 財務風險因素(續)

(ii) 信貸風險(續)

銀行結餘

本集團預計，由於銀行存款主要是在中型或大型上市銀行的存款，因此不存在重大的信貸風險。銀行結餘的信貸風險有限，因為交易方是信譽良好的銀行，信貸風險為低。因此，並無確認虧損撥備。

按金的預期信貸虧損評估

就按金而言，管理層根據過往結算記錄、經驗、以及屬於合理及有理據支持的前瞻性資料之定量和定性資料而對按金的可收回性定期進行個別評估。管理層相信，自初始確認以來，此等款項的信貸風險並無明顯增加，本集團根據12個月預期信貸虧損計提減值。就截至二零二一年三月三十一日及二零二零年三月三十一日止年度而言，本集團評估按金的預期信貸虧損甚微，因此並無確認虧損撥備。

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8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Financial risk factors (continued)

(iii) Liquidity risk

For the years ended 31st March, 2021 and 2020, the Group invests in both listed and unlisted securities which are classified as financial assets at FVTPL. Those listed securities excluded suspended trading securities are considered readily realisable as they are listed in regulated stock exchanges. Those suspended trading securities and unlisted securities may not be traded in an organised public market and may be illiquid. As a result, the Group may not be able to liquidate quickly its investment in these instruments at an amount close to their fair value in order to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of credit facilities and the ability to close out market positions.

The following table details the Group's remaining contractual maturity for their financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

8. 財務風險管理目標及政策(續)

(a) 財務風險因素(續)

(iii) 流動資金風險

截至二零二一年三月三十一日及二零二零年三月三十一日止年度，本集團投資於上市及非上市兩類證券，乃分類為按公平價值於損益賬列賬之財務資產。由於該等上市證券(不包括暫停買賣證券)在受規管之證券交易所上市，故被視為易於變現。該等暫停買賣證券及非上市證券可能並非於架構完善之公開市場買賣，故流通量可能不足。因此，本集團可能無法以接近此等工具公平價值之款額迅速變賣於此等工具之投資，以應付本集團之流動資金需要或回應特定事件(例如任何特定發行人之信貸水平惡化)。審慎之流動資金風險管理，意味著維持足夠現金及有價證券、透過款額充裕之信貸融資以維持可供動用資金，及結算市場頭寸之能力。

下表詳細載列本集團之財務負債之餘下合約屆滿期。就非衍生財務負債而言，該表乃以本集團於須予付款之最早日期之財務負債之未貼現現金流動為基準而編製。該表包括利息及本金現金流動。

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截至二零二一年三月三十一日止年度

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Financial risk factors (continued)
(iii) Liquidity risk (continued)

		Less than 1 month	1 to 3 months	3 months to 1 year	Total undiscounted cash flows 未貼現現金 流量總額	Carrying amount 賬面值
		少於1個月 HK\$'000 千港元	1至3個月 HK\$'000 千港元	3個月至1年 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2021	二零二一年					
Non-derivative financial liability	非衍生財務負債					
Accruals	應付費用	5	-	342	347	347
2020	二零二零年					
Non-derivative financial liability	非衍生財務負債					
Accruals	應付費用	5	-	353	358	358

(iv) Interest rate risk

The Group has no interest-bearing financial liabilities at the end of the reporting period. The Group only exposes to changes in interest rates to their interest-bearing short-term bank deposits.

Due to the fact that the changes in interest rates would have no material impact on the results of the Group and accordingly, the sensitivity analysis in respect of changes in interest rate is not presented.

8. 財務風險管理目標及政策(續)

(a) 財務風險因素(續)
(iii) 流動資金風險(續)

(iv) 利率風險

於報告期末，本集團並無財務負債之付息借貸。本集團僅面對利率變動影響其短期銀行定期存款之利息。

事實上，由於利率的變化不會對本集團業績有重大影響，因而並無提供有關利率變化之敏感性分析。

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8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Fair values

(i) Fair value hierarchy

As at 31st March, 2021 and 2020, the Group held the following financial instruments measured at fair value:

8. 財務風險管理目標及政策(續)

(b) 公平值

(i) 公平值等級

截至二零二一年三月三十一日及二零二零年三月三十一日，本集團持有以下按公平值計算的金融工具：

		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2021	二零二一年				
Financial assets	財務資產				
- Financial assets at FVTPL	- 按公平值於損益賬 列賬之財務資產	99,548	-	1,754	101,302
- Other investment	- 其他投資	1,083	-	-	1,083
		100,631	-	1,754	102,385
2020	二零二零年				
Financial assets	財務資產				
- Financial assets at FVTPL	- 按公平值於損益賬 列賬之財務資產	91,165	-	12,635	103,800
- Other investment	- 其他投資	639	-	-	639
		91,804	-	12,635	104,439

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8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Fair values

(i) Fair value hierarchy

The valuation techniques and inputs used in the fair value measurements within Level 3 is as follows:

	Fair value 公平值 2021 HK\$'000 千港元	Fair value 公平值 2020 HK\$'000 千港元	Valuation technique 估值法	Significant unobservable inputs 重大不可觀察輸入值
Financial assets at FVTPL 按公平值於損益賬列賬之財務資產				
- Suspended trading securities listed in Hong Kong - 於香港上市之暫停買賣證券	304	-	- Business valuation: Market approach (Note i) 公司評估：市場法(附註i)	Discount of lack of marketability ("DLOM"): 11% (2020: N/A) Price-to-earnings ("P/E") multiple: 15.98x (2020: N/A) Enterprise values-to-earnings before interest, taxes, depreciation, and amortization ("EV/EBITDA") multiple: 12.10x (2020: N/A) 缺乏適銷性的折讓(「DLOM」): 11% (二零二零年: 不適用) 市價對盈利(「P/E」)倍數: 15.98倍 (二零二零年: 不適用) 企業價值對除利息、稅項、折舊和攤銷前盈利(「EV/EBITDA」)倍數: 12.10倍 (二零二零年: 不適用)
- Unlisted equity investment - 非上市股本投資	1,450	12,635	Business valuation: Market approach (Note ii) 公司評估：市場法(附註ii)	DLOM: 27% (2020: 31%) P/E multiple: 21.37x (2020: 17.50x) Enterprise values-to-sales ("EV/S") multiple: 0.82x (2020: 0.55x-1.24x) DLOM: 27% (二零二零年: 31%) P/E倍數: 21.37倍 (二零二零年: 17.50倍) 企業價值對銷售(「EV/S」)倍數: 0.82倍 (二零二零年: 0.55倍-1.24倍)
			Put option: Binomial model (Note iii) 沽出期權: 二項式模型(附註iii)	Risk-free interest rate: N/A (2020: 0.60%) Volatility: N/A (2020: 69%) 無風險利率: 不適用 (二零二零年: 0.60%) 波幅: 不適用 (二零二零年: 69%)

8. 財務風險管理目標及政策(續)

(b) 公平值

(i) 公平值等級

第三層公平值計量所用之估值法及輸入值如下：

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8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Fair values (continued)

(i) Fair value hierarchy (continued)

Notes:

- (i) An increase in the DLOM used in isolation would result in a decrease in the fair value measurement of the suspended trading securities and vice versa. A 10% increase or decrease in the DLOM, holding all other variables constant, would decrease or increase the fair value of the suspended trading securities by approximately HK\$34,000 and HK\$34,000 for the year ended 31st March 2021.

An increase in the P/E multiples used in isolation would result in an increase in the fair value measurement of the suspended trading securities and vice versa. A 10% increase or decrease in the P/E multiples, holding all other variables constant, would increase or decrease the fair value of the suspended trading securities by approximately HK\$8,442,000 and HK\$8,442,000 for the year ended 31st March 2021.

An increase in the EV/EBITDA multiples used in isolation would result in an increase in the fair value measurement of the suspended trading securities and vice versa. A 10% increase or decrease in the EV/EBITDA multiples, holding all other variables constant, would increase or decrease the fair value of the suspended trading securities by approximately HK\$7,290,000 and HK\$7,290,000 for the year ended 31st March 2021.

8. 財務風險管理目標及政策 (續)

(b) 公平值 (續)

(i) 公平值等級 (續)

附註：

- (i) 單獨出現的DLOM增加將導致暫停買賣證券的公平值計量減少，反之亦然。在DLOM增加或減少10%而所有其他變數保持不變之情況，截至二零二一年三月三十一日止年度暫停買賣證券的公平值將分別減少或增加約34,000港元及34,000港元。

單獨出現的P/E倍數增加將導致暫停買賣證券的公平值計量增加，反之亦然。在P/E倍數增加或減少10%而所有其他變數保持不變之情況，截至二零二一年三月三十一日止年度暫停買賣證券的公平值將分別增加或減少約8,442,000港元及8,442,000港元。

單獨出現的EV/EBITDA倍數增加將導致暫停買賣證券的公平值計量增加，反之亦然。在EV/EBITDA倍數增加或減少10%而所有其他變數保持不變之情況，截至二零二一年三月三十一日止年度暫停買賣證券的公平值將分別增加或減少約7,290,000港元及7,290,000港元。

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8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Fair values (continued)

(i) Fair value hierarchy (continued)

Notes: (continued)

- (ii) An increase in the DLOM used in isolation would result in a decrease in the fair value measurement of the unlisted equity investment and vice versa. A 10% increase or decrease in the DLOM, holding all other variables constant, would decrease or increase the fair value of the unlisted equity investment by approximately HK\$198,000 and HK\$198,000 respectively (2020: HK\$644,000 and HK\$644,000).

An increase in the P/E multiples used in isolation would result in an increase in the fair value measurement of the unlisted equity investment and vice versa. A 10% increase or decrease in the P/E multiples, holding all other variables constant, would increase or decrease the fair value of the unlisted equity investment by approximately HK\$40,000 and HK\$40,000 respectively (2020: HK\$142,000 and HK\$142,000).

An increase in the EV/S multiples used in isolation would result in an increase in the fair value measurement of the unlisted equity investment and vice versa. A 10% increase or decrease in the EV/S multiples, holding all other variables constant, would increase or decrease the fair value of the unlisted equity investment by approximately HK\$116,000 and HK\$116,000 respectively (2020: HK\$388,000 and HK\$388,000).

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截至二零二一年三月三十一日止年度

8. 財務風險管理目標及政策(續)

(b) 公平值(續)

(i) 公平值等級(續)

附註：(續)

- (ii) 單獨出現的DLOM增加將導致非上市股本投資的公平值計量減少，反之亦然。在DLOM增加或減少10%而所有其他變數保持不變之情況，非上市股本投資的公平值將分別減少或增加約198,000港元及198,000港元(二零二零年：644,000港元及644,000港元)。

單獨出現的P/E倍數增加將導致非上市股本投資的公平值計量增加，反之亦然。在P/E倍數增加或減少10%而所有其他變數保持不變之情況，非上市股本投資的公平值將分別增加或減少約40,000港元及40,000港元(二零二零年：142,000港元及142,000港元)。

單獨出現的EV/S倍數增加將導致非上市股本投資的公平值計量增加，反之亦然。在EV/S倍數增加或減少10%而所有其他變數保持不變之情況，非上市股本投資的公平值將分別增加或減少約116,000港元及116,000港元(二零二零年：388,000港元及388,000港元)。

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For the year ended 31st March, 2021

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Fair values (continued)

(i) Fair value hierarchy (continued)

Notes: (continued)

- (iii) An increase in the risk-free interest rate used in isolation would result in a decrease in the fair value measurement of the unlisted equity investment and vice versa. A 10% increase or decrease in the risk-free interest rate, holding all other variables constant, would decrease or increase the fair value of the unlisted equity investment by approximately HK\$25,000 and HK\$25,000 respectively for the year ended 31st March, 2020.

An increase in the volatility used in isolation would result in an increase in the fair value measurement of the unlisted equity investment and vice versa. A 10% increase or decrease in the volatility, holding all other variables constant, would increase or decrease the fair value of the unlisted equity investment by approximately HK\$46,000 and HK\$34,000 respectively for the year ended 31st March, 2020.

There were no changes in valuation techniques during the year.

During the years ended 31st March, 2021 and 2020, fair value measurements of certain trading securities have been transferred from Level 1 to Level 3 because of their suspension of trading, other than that, there were no transfer of fair value measurements between Level 1 and Level 2 and no transfer into or out of Level 3.

綜合財務報表附註

截至二零二一年三月三十一日止年度

8. 財務風險管理目標及政策(續)

(b) 公平值(續)

(i) 公平值等級(續)

附註：(續)

- (iii) 單獨出現的無風險利率增加將導致非上市股本投資的公平值計量減少，反之亦然。在無風險利率增加或減少10%而所有其他變數保持不變之情況，截至二零二零年三月三十一日止年度非上市股本投資的公平值將分別減少或增加約25,000港元及25,000港元。

單獨出現的波幅增加將導致非上市股本投資的公平值計量增加，反之亦然。在波幅增加或減少10%而所有其他變數保持不變之情況，截至二零二零年三月三十一日止年度非上市股本投資的公平值將分別增加或減少約46,000港元及34,000港元。

年內估值法並無變動。

截至二零二一年及二零二零年三月三十一日止年度，若干交易證券的公平值計量已因其暫停買賣而由第一層轉移至第三層，除此以外，公平值計量沒有轉移至第一層與第二層以及進入或離開第三層。

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截至二零二一年三月三十一日止年度

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Fair values (continued)

(i) Fair value hierarchy (continued)

Notes: (continued)

The following table presents the changes in Level 3 instruments for the years ended 31st March, 2021 and 2020.

		HK\$'000 千港元
As at 1 st April, 2019	於二零一九年四月一日	29,374
Conversion of unlisted convertible debt securities	非上市可轉換債券轉換	(12,600)
Net losses	淨虧損	
– in profit or loss	– 於損益賬	(4,139)
As at 31 st March, 2020 and 1 st April, 2020	於二零二零年三月三十一日及 二零二零年四月一日	12,635
Disposal of unlisted financial assets	出售非上市財務資產	(3,814)
Transfers into Level 3 (securities suspended on trading)	轉撥至第三層 (有關證券乃暫停買賣)	304
Net losses	淨虧損	
– in profit or loss	– 於損益賬	(7,371)
As at 31st March, 2021	於二零二一年三月三十一日	1,754

(ii) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's other financial instruments carried at amortised cost are approximately their fair values as at 31st March, 2021 and 2020.

8. 財務風險管理目標及政策(續)

(b) 公平值(續)

(i) 公平值等級(續)

附註：(續)

下表顯示第三層工具於截至二零二一年三月三十一日及二零二零年三月三十一日止年度之變動。

(ii) 按公平值以外價值列賬之金融工具之公平值

於二零二一年三月三十一日及二零二零年三月三十一日，本集團按攤銷成本列賬之其他金融工具之賬面金額與其公平值相約。

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截至二零二一年三月三十一日止年度

9. REVENUE

9. 收入

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Dividend income from:	股息收入來自：		
– Listed equity investment (Note 26)	– 上市股本證券(附註26)	3,695	3,889

No analysis of the Group's revenue and contribution to operating profit for the current and prior years set out by principal activities and geographical markets is provided as the Group has only one single business segment, investment holding and all the consolidated revenue and the consolidated results of the Group are attributable to performance of the markets in Hong Kong.

由於本集團只有投資控股單一業務，以及本集團所有綜合收入及綜合業績乃源於香港市場，因此並無依據主要業務及地區市場，呈列本集團本年度及往年度之收入及經營溢利。

No information about major customers has been disclosed as a substantial portion of the Group's income is derived from the Group's investment and the disclosure of information regarding customers would not be meaningful.

由於本集團之營運收益絕大部份來自投資回報，所以沒有就主要客戶的資料作出披露及披露主要客戶資料並無意義。

10. NET LOSS ON FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

10. 按公平值於損益賬列賬之財務資產之虧損淨額

The following is the analysis of net loss on investment of the Group for the years ended 31st March, 2021 and 2020. The amounts of realised gain/(loss) represent the fair value difference between the beginning of the year or purchase date in the year and the disposal date of financial instruments while the amounts of unrealised loss represent the change of the fair value during the year of financial instruments held by the Group as at the year end:

以下為本集團截至二零二一年三月三十一日及二零二零年三月三十一日止年度的投資淨虧損分析。已變現收益／(虧損)金額指年初或於年內購買及出售金融工具日期之間的公平值差額，而未變現虧損金額指本集團於年末持有的金融工具年度公平值的變動：

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
(Loss)/gain on financial assets at FVTPL:	按公平值於損益賬列賬之財務資產之(虧損)/收益：		
Listed equity investment	上市股本投資		
– Realised (Note 26)	– 變現(附註26)	4	(556)
– Unrealised (Note 26)	– 未變現(附註26)	(848)	(37,761)
Unlisted equity investment	非上市股本投資		
– Realised (Note 26)	– 變現(附註26)	(5,291)	–
– Unrealised (Note 26)	– 未變現(附註26)	(2,080)	(4,139)
		(8,215)	(42,456)

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11. OTHER REVENUE AND OTHER INCOME

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Other revenue	其他收入		
Bank interest income	銀行利息收入	—*	258
Government grant (Note)	政府撥款 (附註)	35	—
		35	258
Other income	其他收益		
Reversal of ECL on amounts due from investee companies	撥回應收投資公司款項之預期信貸虧損	315	—

Note:

The Group recognised government grant of approximately HK\$35,000 (2020: HK\$ nil) which related to Employee Support Scheme provided by the Hong Kong Government for the year ended 31st March, 2021.

* The amount is less than HK\$1,000.

11. 其他收入及其他收益

附註：

本集團於截至二零二一年三月三十一日止年度就香港政府提供之保就業計劃確認政府撥款約35,000港元(二零二零年：零港元)。

* 金額少於1,000港元。

12. FINANCE COSTS

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Interest on other borrowings wholly repayable within five years	須於五年內悉數償還之其他借款之利息支出	—	402

13. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging/(crediting):

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Auditors' remuneration	核數師酬金	252	252
Investment management fee paid to a related company (Note 27)	支付予關聯公司之投資管理費用 (附註27)	1,621	2,075
Staff costs (including directors' remuneration), including defined contributions of approximately HK\$24,000 (2020: HK\$24,000) to MPF Scheme	員工成本(包括董事酬金)，包括強積金計劃界定供款約24,000港元(二零二零年：24,000港元)	1,024	954
Short-term lease expenses	短期租賃費用	264	264
(Reversal of)/allowance for ECL on amounts due from investee companies	應收投資公司款項的預期信貸虧損(撥回)/撥備	(315)	313

13. 除稅前虧損

除稅前虧損已扣除/(計入)下列各項：

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截至二零二一年三月三十一日止年度

14. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) The remuneration of the directors of the Company for the years ended 31st March, 2021 and 2020 are as follows:

14. 董事及高級管理層酬金

(a) 本公司董事於截至二零二一年及二零二零年三月三十一日止年度之酬金載列如下：

		Fees	Basic salaries, housing benefits, other allowances and benefits in kind 基本薪金、房屋福利、其他津貼及實物利益 袍金 HK\$'000 千港元	Retirement benefits contributions 退休福利供款 HK\$'000 千港元	Discretionary bonuses and/or performance-related bonuses 酌情花紅及／或績效花紅 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31st March, 2021	截至二零二一年三月三十一日止年度					
Executive directors:	執行董事：					
WONG Yun Kuen	黃潤權	30	-	3	50	83
CHENG Wai Lun, Andrew	鄭偉倫	30	-	3	50	83
Independent non-executive directors:	獨立非執行董事：					
CHAN Chung Yee, Alan	陳宗彝	30	-	-	50	80
FUNG Lewis Hung	馮振雄	30	-	-	50	80
TANG Hon Bui, Ronald	鄧漢標	30	-	-	50	80
KWOK Ming Fai	郭明輝	30	-	-	50	80
		180	-	6	300	486
For the year ended 31st March, 2020	截至二零二零年三月三十一日止年度					
Executive directors:	執行董事：					
WONG Yun Kuen	黃潤權	30	-	3	50	83
CHENG Wai Lun, Andrew	鄭偉倫	30	-	3	50	83
Independent non-executive directors:	獨立非執行董事：					
CHAN Chung Yee, Alan	陳宗彝	30	-	-	50	80
FUNG Lewis Hung	馮振雄	30	-	-	50	80
TANG Hon Bui, Ronald	鄧漢標	30	-	-	50	80
KWOK Ming Fai*	郭明輝*	10	-	-	-	10
		160	-	6	250	416

* Appointed on 1st December, 2019

* 於二零一九年十二月一日獲委任

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截至二零二一年三月三十一日止年度

14. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(continued)

- (a) The remuneration of the directors of the Company for the years ended 31st March, 2021 and 2020 are as follows:
(continued)

No directors waived or agreed to waive any remuneration during the year (2020: Nil).

During the years ended 31st March, 2021 and 2020, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

- (b) Four (2020: Four) of the five highest paid individuals were directors of the Company, whose emoluments are included in Note 14(a).

Details of emoluments of the five highest paid individuals (excluding directors of the Company) are:

Basic salaries	基本薪酬
Retirement benefits contributions	退休福利供款

During the years ended 31st March, 2021 and 2020, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

Analysis of the emoluments of five highest paid individuals (excluding directors of the Company) by number of individuals and emolument ranges is as follows:

Nil to HK\$1,000,000

零至1,000,000港元

14. 董事及高級管理層酬金(續)

- (a) 本公司董事於截至二零二一年及二零二零年三月三十一日止年度之酬金載列如下：(續)

本年內並無董事已放棄或同意放棄任何酬金(二零二零年：無)。

截至二零二一年三月三十一日及二零二零年三月三十一日止年度，本集團並未向董事支付任何酬金，作為吸引彼等加盟或加盟本集團後之獎勵或作為離職補償。

- (b) 五名最高薪酬人士中，四名(二零二零年：四名)為本公司董事，彼等之酬金已載於附註14(a)。

五名最高薪酬人士(不包括本公司董事)之酬金詳情：

	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Basic salaries	520	520
Retirement benefits contributions	18	18
	538	538

截至二零二一年三月三十一日及二零二零年三月三十一日止年度，本集團並未向五名最高薪酬人士支付任何酬金，作為吸引彼等加盟或加盟本集團後之獎勵或作為離職補償。

五名最高薪酬人士(不包括本公司董事)按人數及酬金範圍分析載列如下：

	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Nil to HK\$1,000,000	1	1

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15. INCOME TAX CREDIT

- (a) Tax credit in the consolidated statement of profit or loss and other comprehensive income represents:

Deferred tax credit (Note 23)	遞延稅項抵免(附註23)
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On 21st March, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28th March, 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No provision for Hong Kong profits tax had been made as the Group has no assessable profits for the years ended 31st March, 2021 and 2020.

15. 所得稅抵免

- (a) 綜合損益表及其他全面收益表之所得稅抵免指：

2021 HK\$'000 千港元	2020 HK\$'000 千港元
(191)	(489)

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。條例草案於二零一八年三月二十八日經簽署生效，並於翌日刊登憲報。根據利得稅兩級制，合資格集團實體將按8.25%的稅率就溢利首2,000,000港元繳納稅項，並將按16.5%的稅率就超過2,000,000港元的溢利繳納稅項。不符合利得稅兩級制資格的集團實體的溢利將繼續按16.5%的劃一稅率繳納稅項。

由於本集團截至二零二一年及二零二零年三月三十一日止年度並無應課稅溢利，因此並無就香港利得稅作出任何撥備。

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15. INCOME TAX CREDIT (continued)

- (b) Reconciliation between income tax credit and the Group's accounting loss at the statutory income tax rate is set out below:

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Loss before taxation	除稅前虧損	(8,889)	(45,004)
Tax at the statutory income tax rate of 16.5%	以法定所得稅率16.5%計算之稅項	(1,467)	(7,426)
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(568)	(866)
Tax effect of non-deductible expenses	不可扣除開支之稅務影響	1,724	6,972
Tax effect on unrecognised temporary differences	未確認臨時差額之稅務影響	-	(489)
Tax effect of unused tax losses not recognised	未確認之未使用稅項虧損之稅務影響	120	1,320
Income tax credit	所得稅抵免	(191)	(489)

16. LOSS PER SHARE

The basic loss per share is based on the Group's loss attributable to owners of the Company of approximately HK\$8,698,000 (2020: HK\$44,515,000) and 1,271,732,200 (2020: 1,271,732,200) weighted average number of shares for the purpose of basic loss per ordinary share for the years ended 31st March, 2021 and 2020.

Basic loss per share is the same as diluted loss per share as the Company has no dilutive potential ordinary shares for both years.

15. 所得稅抵免(續)

- (b) 所得稅抵免與本集團之會計虧損按法定所得稅率計算之對賬：

16. 每股虧損

截至二零二一年三月三十一日及二零二零年三月三十一日止年度的每股基本虧損乃根據年內本公司股東應佔本集團虧損淨額約8,698,000港元(二零二零年：44,515,000港元)及按期內已發行之普通股計算加權平均股數1,271,732,200股(二零二零年：1,271,732,200股)。

每股基本虧損與每股攤薄虧損相同因本公司這兩年並無具潛在攤薄效應之普通股存在。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、機器及設備

		Furniture, fixtures and equipment
		傢具、裝置及 設備
		HK\$'000 千港元
Cost	成本	
As at 1 st April, 2019, 31 st March, 2020, 1 st April, 2020 and 31 st March, 2021	於二零一九年四月一日、二零二零年三月三十一日、 二零二零年四月一日及二零二一年三月三十一日	6
Accumulated depreciation	累積折舊	
As at 1 st April, 2019, 31 st March, 2020, 1 st April, 2020 and 31 st March, 2021	於二零一九年四月一日、二零二零年三月三十一日、 二零二零年四月一日及二零二一年三月三十一日	6
Carrying amount	賬面值	
At 31st March, 2020 and 31st March, 2021	於二零二零年三月三十一日及二零二一年三月三十一日	—

18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

18. 按公平值於損益賬列賬之財務資產

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Listed equity securities in Hong Kong at fair value (Note i)	香港上市股本證券， 按公平值列賬(附註i)	99,852	91,165
Unlisted equity securities at fair value (Notes ii and iii)	非上市股本證券， 按公平值列賬(附註ii及iii)	1,450	12,635
		101,302	103,800
Market value of listed equity securities (Note (i))	香港上市股本證券之市值 (附註(i))	99,548	91,165

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18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Notes:

- (i) The fair value of the listed equity securities (excluded suspended trading securities) are determined based on the quoted market closing price available on the Stock Exchange at the end of the reporting period.

As at 31st March, 2021, the fair value of suspended trading securities listed in Hong Kong amounting to approximately HK\$304,000 was reference to the valuation carried by a firm of independent professional valuers. The fair value of suspended trading securities listed in Hong Kong was valued by using market approach.

The market value of listed equity securities are determined based on the quoted market closing price available on the Stock Exchange at the end of the reporting period.

- (ii) The fair values of unlisted equity securities were arrived on the basis of valuation carried out by a firm of independent professional valuers. For the year ended 31st March, 2021, the fair value of the business valuation of unlisted equity securities was valued by using market approach (2020: the fair value of the business valuation of unlisted equity securities was valued by using market approach and the put option value of unlisted equity securities was valued by using binomial model).
- (iii) During the year ended 31st March, 2021, Loyal Grace Investments Limited, a wholly owned subsidiary of the Company, disposed its 16.67% entire equity interest of Diamond Motto Limited ("Diamond Motto") with carrying amount of approximately HK\$9,105,000 and the amount due from Diamond Motto with gross carrying amount of approximately HK\$2,590,000 to Shen You Holdings Limited ("Shen You"), a company which shares are listed on GEM of the Stock Exchange, for a consideration of 16,852,711 shares of Shen You (the "Consideration Shares"). As at 9th February, 2021, being the date of completion, the market value of the Consideration Shares was approximately HK\$6,404,000. The Group recognised realised loss on financial assets at FVTPL of approximately HK\$5,291,000.

18. 按公平值於損益賬列賬之財務資產(續)

附註：

- (i) 上市股本證券(不包括暫停買賣證券)的公平值乃根據報告期末聯交所的市場收市價釐定。

於二零二一年三月三十一日，在香港上市的暫停買賣證券的公平值約為304,000港元，此乃根據獨立專業估值師公司所進行的估值而釐定。在香港上市的暫停買賣證券的公平值乃採用市場法。

上市股本證券的市值根據報告期末聯交所的收市價釐定。

- (ii) 非上市股本證券的公平值乃根據獨立專業估值師公司所進行的估值而釐定。於二零二一年三月三十一日，非上市股本證券的業務評估公平值乃採用市場法(二零二零年：非上市股本證券的業務評估公平值乃採用市場法及非上市股本證券的沽出期權價值通過二項式模型估值)。
- (iii) 於二零二一年三月三十一日年度期間，本公司全資附屬公司Loyal Grace Investments Limited 出售其持有的Diamond Motto Limited (「Diamond Motto」) 16.67%全部股權，其賬面價值約為9,105,000港元及應收款項，其賬面價值約為2,590,000港元給予申酉控股有限公司(「申酉」)，該公司股份於聯交所創業板上市，代價為16,852,711股申酉股份(「代價股份」)。於二零二一年二月九日，即交易完成日期，此代價股份市值約為6,404,000港元。本集團按公平值於損益賬列賬之財務資產之變現虧損約為5,291,000港元。

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19. AMOUNTS DUE FROM INVESTEE COMPANIES

Amounts due from investee companies
Less: Allowance for ECL

應收投資公司款項
減：預期信貸虧損撥備

2021 HK\$'000 千港元	2020 HK\$'000 千港元
9,796	12,386
(9,796)	(10,111)
-	2,275

The amounts are unsecured, interest-free and have no fixed terms of repayment. Details of ECL assessment are set out in Note 8(a).

應收投資公司款項乃沒有抵押，沒有利息及沒有指定還款期。預期信貸虧損撥備評估之詳情載於附註8(a)。

20. AMOUNTS DUE FROM RELATED COMPANIES

The amounts are unsecured, interest-free and have no fixed terms of repayment. Details of ECL assessment are set out in Note 8(a).

20. 應收關聯公司款項

應收款項乃沒有抵押，沒有利息及沒有指定還款期。預期信貸虧損撥備評估之詳情載於附註8(a)。

21. OTHER INVESTMENT

Silver bullion

白銀

2021 HK\$'000 千港元	2020 HK\$'000 千港元
1,083	639

The silver bullion is carried at fair value through profit or loss at the end of reporting period.

白銀於報告期末按公平值於損益賬列賬。

The fair value of the silver bullion is determined based on the market closing price at the end of the reporting period.

白銀之公平值乃根據報告期末的市場收市報價釐定。

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22. CASH AND BANK BALANCES

Cash and bank balances	現金及銀行結餘
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Cash at banks earn interest at floating rates based on daily bank deposit rates as at 31st March, 2021 and 2020. The bank balances are deposited with creditworthy banks with no recent history of default.

All of the Group's cash and bank balances are denominated in HK\$.

22. 現金及銀行結餘

2021 HK\$'000 千港元	2020 HK\$'000 千港元
1,772	5,745

於二零二一年及二零二零年三月三十一日銀行現金按基於每日銀行存款利率的浮動利率計息。銀行結餘存於並無近期違約歷史而信譽良好的銀行。

本集團所有現金及銀行結餘均以港元計值。

23. DEFERRED TAXATION

Deferred tax liabilities

As at 1 st April, 2019	於二零一九年四月一日	
Credited to profit or loss	計入於損益賬	(489)

As at 31 st March, 2020 and 1 st April, 2020	於二零二零年三月三十一日及 二零二零年四月一日	
Credited to profit or loss	計入於損益賬	(191)

As at 31st March, 2021	於二零二一年三月三十一日	—
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23. 遞延稅項

遞延稅項負債

**Unrealised gain
on financial
assets at FVTPL**
按公平值於損益賬之
財務資產之
未變現收益
HK\$'000
千港元

		680
		(489)

		191
		(191)

		—
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23. DEFERRED TAXATION (continued)

Deferred tax assets not recognised

Deferred tax assets have not been recognised in respect of the following items:

Tax losses

稅項虧損

2021

HK\$'000

千港元

2020

HK\$'000

千港元

10,726

10,606

At the end of the reporting period, the Group has unused estimated tax losses of approximately HK\$65,008,000 (2020: HK\$64,278,000) available for offsetting against future taxable profits. However, no deferred tax asset has been recognised due to unpredictability profit streams. The tax losses do not expire under current tax legislation.

於報告期末，本集團有可供抵銷未來應課稅溢利之未動用估計稅項虧損約65,008,000港元(二零二零年：64,278,000港元)。然而，由於未能預測未來之溢利來源，故並無就上述項目確認遞延稅項資產。根據現行稅法，稅項虧損不會到期。

24. SHARE CAPITAL

The movements of shares capital of the Company are as follows:

24. 股本

本公司股本變動載列如下：

	Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:		
As at 1 st April, 2019, 31 st March, 2020, 1 st April, 2020 and 31 st March, 2021, at HK\$0.01 each	法定： 於二零一九年四月一日、 二零二零年三月三十一日、 二零二零年四月一日及 二零二一年三月三十一日， 每股面值0.01港元	2,000,000,000 20,000
Issued and fully paid:		
As at 1 st April, 2019, 31 st March, 2020, 1 st April, 2020 and 31 st March, 2021	已發行及繳足： 於二零一九年四月一日、 二零二零年三月三十一日、 二零二零年四月一日及 二零二一年三月三十一日	1,271,732,200 12,717

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25. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on the net assets of the Group amounted to approximately HK\$104,686,000 (2020: HK\$113,384,000) and 1,271,732,200 (2020: 1,271,732,200) ordinary shares in issue as at 31st March, 2021.

25. 每股資產淨值

每股資產淨值乃根據資產淨值約104,686,000港元(二零二零年: 113,384,000港元)及於二零二一年三月三十一日為止之發行普通股1,271,732,200股(二零二零年: 1,271,732,200股)計算。

26. PARTICULARS OF SIGNIFICANT INVESTMENT HELD BY THE GROUP

Particulars of investment held by the Group as at 31st March, 2021 disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

26. 本集團持有之主要投資之詳情

根據上市規則第21章披露之本集團於二零二一年三月三十一日持有之投資詳情如下:

Name of investee companies	Proportion of investee's capital owned	Fair values of listed/unlisted equity securities	Disposal consideration	Disposal cost/carrying amount of investment	Realised gain/(loss) for the year	Unrealised gain/(loss) for the year	Dividend received during the year	Net assets attributable to the investment
投資公司名稱	擁有之投資公司資本比例	上市/非上市股本證券之公平值	出售代價	投資之出售成本/賬面值	年度已變現收益/(虧損)	年度未變現收益/(虧損)	年內已收股息	投資應佔資產淨值
		Cost	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
<i>Listed equity investment</i>								
<i>上市股本投資</i>								
PCCW Limited 電訊盈科有限公司	0.0750%	42,708	25,405	-	-	-	638	24,217
Bank of China Limited 中國銀行股份有限公司	0.0017%	17,929	13,616	-	-	-	(46)	40,097
Kwong Man Kee Group Limited 鄭文記集團有限公司	5.0005%	9,427	12,751	-	-	-	(1,350)	4,820
MTR Corporation Limited 香港鐵路有限公司	0.0030%	7,920	8,094	-	-	-	965	5,261
Shen You Holdings Limited 申酉控股有限公司	1.6853%	6,404	7,752	-	-	-	1,348	769
Bank of Communications Co., Ltd. 交通銀行股份有限公司	0.0016%	6,140	5,940	1,167	(1,154)	13	188	16,845
Gemilang International Limited 彭順國際有限公司	1.9061%	4,154	4,312	-	-	-	(1,677)	2,950
i-CONTROL Holdings Limited 超智能控股有限公司	0.6000%	2,172	3,300	-	-	-	1,263	849
CK Hutchison Holdings Limited 長江和記實業有限公司	0.0013%	4,590	3,098	-	-	-	478	8,169
JBB Builders International Limited	0.9288%	2,180	2,786	-	-	-	46	2,232

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26. PARTICULARS OF SIGNIFICANT INVESTMENT HELD BY THE GROUP (continued)

Particulars of investment held by the Group as at 31st March, 2021 disclosed pursuant to Chapter 21 of the Listing Rules are as follows: (continued)

26. 本集團持有之主要投資之詳情(續)

根據上市規則第21章披露之本集團於二零二一年三月三十一日持有之投資詳情如下：
(續)

Name of investee companies	Proportion of investee's capital owned	Fair values of listed/unlisted equity securities	Disposal consideration	Disposal cost/carrying amount of investment	Realised gain/(loss) for the year	Unrealised gain/(loss) for the year	Dividend received during the year	Net assets attributable to the investment
投資公司名稱	擁有之投資公司資本比例	上市/非上市股本證券之公平值	出售代價	投資之出售成本/賬面值	年度已變現收益/(虧損)	年度未變現收益/(虧損)	年內已收股息	投資應佔資產淨值
	成本	之公平值	出售代價	成本/賬面值	收益/(虧損)	收益/(虧損)	已收股息	估資產淨值
	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
<i>Listed equity investment (continued)</i>								
<i>上市股本投資(續)</i>								
<i>Other listed equity investment</i>								
<i>其他上市股本投資</i>								
					(9)	(2,701)	450	
					4	(848)	3,695	
<i>Unlisted equity investment</i>								
<i>非上市股本投資</i>								
Guangdong Jingyeng Aquaculture Company Limited 廣東金洋水產養殖有限公司	1.60%	4,220	1,450	-	-	(2,080)	-	4,130
Diamond Motto	0%	-	-	3,814	(9,105)	(5,291)	-	-
					(5,291)	(2,080)	-	

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截至二零二一年三月三十一日止年度

26. PARTICULARS OF SIGNIFICANT INVESTMENT HELD BY THE GROUP (continued)

Particulars of investment held by the Group as at 31st March, 2020 disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

26. 本集團持有之主要投資之詳情(續)

根據上市規則第21章披露之本集團於二零二零年三月三十一日持有之投資詳情如下：

Name of investee companies	Proportion of investee's capital owned	Cost	Fair values of listed/unlisted equity securities	Disposal consideration	Disposal cost of investment	Realised gain/(loss) for the year	Unrealised loss for the year	Dividend received during the year	Net assets attributable to the investment
投資公司名稱	擁有之投資公司資本比例	成本	上市/非上市股本證券之公平值	出售代價	出售投資成本	年度已變現收益/(虧損)	年度未變現虧損	年內已收股息	投資應佔資產淨值
	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
<i>Listed equity investment</i>									
<i>上市股本投資</i>									
PCCW Limited 電訊盈科有限公司	0.0750%	42,708	24,767	-	-	-	(3,538)	1,816	13,504
Kwong Man Kee Group Limited 鄭文記集團有限公司	5.0005%	9,427	14,101	-	-	-	(2,261)	188	3,984
Bank of China Limited 交通銀行股份有限公司	0.0016%	17,929	13,662	1,853	(1,806)	47	(3,025)	864	33,812
MTR Corporation Limited 香港鐵路有限公司	0.0029%	7,919	7,129	-	-	-	(790)	-	5,399
Gemilang International Limited 彭順國際有限公司	1.9061%	4,154	5,989	-	-	-	(2,396)	143	2,894
Yi Hua Holdings Limited 益華控股有限公司	2.6495%	14,971	5,183	-	-	-	(14,751)	-	N/A
Bank of Communications Co., Ltd. 交通銀行股份有限公司	0.0013%	5,232	4,750	-	-	-	(482)	-	11,806
JBB Builders International Limited	0.9288%	2,180	2,740	6,433	(7,105)	(672)	(2,754)	89	2,288
CK Hutchison Holdings Limited 長江和記實業有限公司	0.0010%	4,063	2,092	-	-	-	(1,206)	126	6,192
China Merchants Land Limited 招商局置地有限公司	0.0308%	8,490	1,827	-	-	-	(151)	120	9,715
Other listed equity investment 其他上市股本投資						69	(6,407)	543	
						(556)	(37,761)	3,889	

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26. PARTICULARS OF SIGNIFICANT INVESTMENT HELD BY THE GROUP (continued)

Particulars of investment held by the Group as at 31st March, 2020 disclosed pursuant to Chapter 21 of the Listing Rules are as follows: (continued)

Name of investee companies	Proportion of investee's capital owned	Cost	Fair values of listed/unlisted equity securities	Disposal consideration	Disposal cost of investment	Realised gain/(loss) for the year	Unrealised loss for the year	Dividend received during the year	Net assets attributable to the investment
投資公司名稱	擁有之投資公司資本比例	成本	上市/非上市股本證券之公平值	出售代價	出售投資成本	年度已變現收益/(虧損)	年度未變現虧損	年內已收股息	投資應佔資產淨值
	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
<i>Unlisted equity investment</i>									
<i>非上市股本投資</i>									
Diamond Moto	16.67%	11,667	9,105	-	-	-	(2,441)	-	1,698
Guangdong Jingyeng Aquaculture Company Limited	1.60%	4,220	3,530	-	-	-	(1,698)	-	3,952
廣東金洋水產養殖有限公司									
						-	(4,139)	-	

For listed equity investment, net assets attributable to the investment are based on latest published financial information of the relevant investment. For unlisted equity investment, net assets attributable to the investment are based on latest financial statements or management accounts of the relevant investment.

26. 本集團持有之主要投資之詳情 (續)

根據上市規則第21章披露之本集團於二零二零年三月三十一日持有之投資詳情如下：(續)

就上市股本投資而言，投資項目應佔資產淨值乃以相關投資項目刊發之最新財務資料為依據。就非上市股本投資而言，投資項目應佔資產淨值乃以相關投資項目之最新財務報表或管理賬為依據。

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27. CONNECTED AND RELATED PARTY TRANSACTIONS

During the year, the Group had the following transactions with its related parties

27. 關連及關聯人士交易

於本年度，本集團有以下與關聯人士交易：

			2021 HK\$'000 千港元	2020 HK\$'000 千港元
		Notes 附註		
Investment management fee paid to Upbest Assets Management Limited	支付投資管理費予美建管理有限公司	(a)	1,621	2,075
Performance fee payable to Upbest Assets Management Limited	應付表現費予美建管理有限公司	(a)	-	-
Brokerage commission paid to Upbest Securities Company Limited	支付經紀佣金予美建證券有限公司	(b)	20	134
Handling fee for dividend collection paid to Upbest Securities Company Limited	支付股息徵收手續費予美建證券有限公司	(c)	20	20
Commission paid to Upbest Bullion Company Limited	支付佣金予美建金業有限公司	(d)	-	-
Interest paid to Upbest Investment Company Limited	支付利息予美建投資有限公司	(e)	-	402
Interest paid to Upbest Gold and Silver Trading Limited	支付利息予美建金銀貿易有限公司	(f)	-	-
Storage fee paid to Upbest Bullion Company Limited	支付存倉費予美建金業有限公司	(g)	6	6
Custodian fee paid to OCBC Wing Hang Bank Limited	支付託管費予華僑永亨銀行有限公司	(h)	60	60
Short-term lease expenses to Champion Assets Limited	支付短期租賃開支予協緯有限公司	(i)	264	264

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2021

27. CONNECTED AND RELATED PARTY TRANSACTIONS

(continued)

During the year, the Group had the following transactions with its related parties (continued)

Notes:

- (a) The Company and Upbest Assets Management Limited ("UAML") as investment manager had entered into the investment management agreement dated on 25th January, 2019 ("Investment Management Agreement") and agreed that UAML provided assets management services to the Company for a period of three years commencing from 1st April, 2019 to 31st March, 2022. Pursuant to the Investment Management Agreement, monthly investment management fee is payable by the Company in advance and amounts to 1.5% per annum of the net asset value as at the immediately preceding valuation date on the basis of the actual number of days in the relevant calendar month over a year of 365 days. In addition to the management fee, provided that the net asset value as at the end of the relevant financial year exceeds the higher (the "High Watermark") of (i) the net asset value as at the end of the reference year; and (ii) the net asset value as at the end of the most recent financial year after the reference year and in which the performance fee was paid. The Company will pay UAML the performance fee for the relevant financial year in Hong Kong dollars equal to 20% of the amount by which the net asset value as at the end of the relevant financial year exceed the High Watermark.

The annual cap for the investment management fee and performance fee for the financial years ending 31st March, 2020, 2021 and 2022 are HK\$8,600,000, HK\$9,100,000 and HK\$9,600,000 respectively. It is expected that the total of investment management fee and performance fee will be less than HK\$10,000,000 per annum and all the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Investment Management Agreement are less than 25%. Thus, transaction contemplated under the Investment Management Agreements is considered to be a de-minimis transaction for the Company pursuant to Rule 14A.76 of the Listing Rules.

There was no performance fee for the financial years ended 31st March, 2021 and 2020. The investment management fee has been included under administrative and other operating expenses.

綜合財務報表附註

截至二零二一年三月三十一日止年度

27. 關連及關聯人士交易 (續)

於本年度，本集團有以下與關聯人士交易：
(續)

附註：

- (a) 本公司與美建管理有限公司（「美建管理」），為投資經理，於二零一九年一月二十五日就由美建管理有限公司提供本公司關於資產管理服務簽訂了為期三年的投資管理協議（「投資管理協議」），由二零一九年四月一日開始至二零二二年三月三十一日終止。根據投資管理協議，每月之投資管理費乃由本公司預先支付並按本集團估值日之資產淨值1.5%之年利率及有關曆月實際日數除以全年365日之基準計算，前提是截至相關財政年度止的資產淨值如超過以下各項（「高水位」）：(i)參考年度止的資產淨值；及(ii)參考年度後最近一個需要支付表現費之財政年度的資產淨值。本公司將向美建管理支付相關財政年度的表現費（相當於相關財政年度止的資產淨值超過高水位金額的20%）。

截至二零二零年、二零二一年及二零二二年三月三十一日止財政年度之投資管理費及表現費年度上限分別為8,600,000港元、9,100,000港元及9,600,000港元。預期投資管理費及表現費總額將少於每年10,000,000港元及有關投資管理協議之所有適用百分比率（定義見上市規則第14.07條）均低於25%。因此，根據上市規則第14A.76條，投資管理協議項下擬進行的交易被視為本公司符合最低豁免規定水平的交易。

截至二零二一年三月三十一日及二零二零年三月三十一日止之財政年度沒有表現費而投資管理費已包括在行政及其他經營支出內。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2021

27. CONNECTED AND RELATED PARTY TRANSACTIONS

(continued)

Notes: (continued)

(b) The Company and four of its subsidiaries and Upbest Securities Company Limited ("USCL") have separately entered into the securities brokerage supplemental agreements dated on 25th January, 2019 ("2019 Securities Brokerage Supplemental Agreements") in relation to the provision securities brokerage services and agreed that the original agreement will be extended for a period of three years commencing from 1st April, 2019 to 31st March, 2022. It is expected that the annual brokerage commission will be less than HK\$3,000,000 per annum and all the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) are less than 5%. Thus, transaction contemplated under the 2019 Securities Brokerage Supplemental Agreements is considered to be a de-minimis transaction for the Company pursuant to Rule 14A.76 of the Listing Rules.

Brokerage commission fee is charged at 0.25% (2020: 0.25%), the prevailing market rate, on the value of the transactions.

(c) Handling fee for dividend collection is charged at minimum of HK\$30 or 0.5% per transaction amount, which is higher.

(d) Bullion commission is charged at a range from US\$10 to US\$50 (2020: US\$10 to US\$50) per transaction.

(e) The Company and two of its subsidiaries had separately entered into financial assistance supplemental agreements dated on 25th January, 2019 ("Financial Assistance Supplemental Agreements") with Upbest Investment Company Limited ("UICL") in relation to the provision of securities margin financing service. According to the Financial Assistance Supplemental Agreements, the respective relevant original agreement is further extended for a period of three years commencing from 1st April, 2019 to 31st March, 2022. The agreements are subject to renewal by written supplemental agreements between the contracting parties. The securities margin financing services interest rate is charged at 4.25% (2020: 4.25%) above prime rate per annum inclusive of custodian fee; and the provision of Initial Public Offering ("IPO") financing at an interest rate from 0.2% to 1.5% (2020: 0.2% to 1.5%) per annum above the borrowing costs of UICL. For the financial year ended 31st March, 2021 interest for the securities margin accounts was charged at 9.5% (2020: 9.5%) per annum. No IPO financing interest paid for the years ended 31st March, 2021 and 2020.

綜合財務報表附註

截至二零二一年三月三十一日止年度

27. 關連及關聯人士交易 (續)

附註：(續)

(b) 本公司與其四間附屬公司與美建證券有限公司(「美建證券」)分別就有關證券經紀服務於二零一九年一月二十五日簽訂證券經紀補充協議(「二零一九年證券經紀補充協議」)並同意將原協議延長時期三年由二零一九年四月一日至二零二二年三月三十一日止。預期年度經紀佣金將少於每年3,000,000港元及所有適用百分比率(定義見上市規則第14.07條)均低於5%。因此,根據上市規則第14A.76條,二零一九年證券經紀補充協議項下擬進行的交易被視為本公司符合最低豁免規定水平的交易。

佣金收費為所買賣證券價值0.25%(二零二零年:0.25%),這是普遍的市場交易費用。

(c) 股息徵收手續費的最低收費為30港元或每筆交易金額之0.5%(以較高者為準)。

(d) 佣金徵收為每宗交易由10美元至50美元(二零二零年:10美元至50美元)。

(e) 本公司及其兩間附屬公司與美建投資有限公司(「美建投資」)分別就提供證券孖展融資服務於二零一九年一月二十五日簽訂財務資助補充協議(「財務資助補充協議」)。根據財務資助補充協議,相關的原始協議再次延續期限三年由二零一九年四月一日至二零二二年三月三十一日。協議雙方可以書面補充協議更新此協議。證券孖展融資服務年利率收費為最優惠利率之上加4.25%(二零二零年:4.25%),當中包含保管費,而為首次公開招股融資提供借貸利率為美建投資之借貸成本加年率0.2%至1.5%(二零二零年:0.2%至1.5%)。截至二零二一年三月三十一日止之財政年度,證券孖展融資戶口為年率9.5%(二零二零年:9.5%)。截至二零二一年三月三十一日及二零二零年三月三十一日止年度並沒有首次公開招股融資的利息。

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綜合財務報表附註

截至二零二一年三月三十一日止年度

27. CONNECTED AND RELATED PARTY TRANSACTIONS

(continued)

Notes: (continued)

- (f) A subsidiary of the Company has entered into the precious metal supplemental agreement dated 25th January, 2019 ("Precious Metal Supplemental Agreement") with Upbest Gold and Silver Trading Limited ("UGS") in relation to the provision of precious metal margin financing service by UGS to the subsidiary. According to the Precious Metal Supplemental Agreement, the subsidiary and UGS agreed that the term for the Precious Metal Financial Assistance Agreement will be extended for a period of three years commencing from 1st April, 2019 to 31st March, 2022 and is subject to renewal by written supplemental agreement between the contract parties.

The interest rate for the precious metal financing service was from 0.25% to 0.50% (2020: 0.25% to 0.50%) per annum above the borrowing costs of UGS for call position. In respect of put position, the interest rate would be 0.25% to 0.50% (2020: 0.25% to 0.50%) per annum on top of the borrowing costs of UGS (if any) provided that if UGS would receive any interest from its supplier(s), the subsidiary may set off such financing fee against the interest received by UGS from its supplier(s). For avoidance of doubt, any remaining interest received by UGS from its supplier(s) after such setoff in respect of such put position will be paid to the subsidiary. No interest for the precious metal financing service was paid for the years ended 31st March, 2021 and 2020.

The annual cap regarding the securities and bullion margin financial assistance is HK\$64,000,000 for each of the financial years ending 31st March, 2020, 2021 and 2022. These continuing connected transactions were approved on the extraordinary general meeting of the shareholders held on 26th March, 2019.

- (g) Storage fee for precious metals trading was charged at US\$2 (2020: US\$2) per day.

27. 關連及關聯人士交易(續)

附註：(續)

- (f) 本公司旗下一間附屬公司與美建金銀貿易有限公司(「美建金銀」)就由美建金銀提供予該附屬公司之貴金屬孖展融資服務於二零一九年一月二十五日簽訂貴金屬財務資助協議(「貴金屬財務資助協議」)。根據貴金屬財務資助協議，該附屬公司與美建金銀同意有關貴金屬財務資助協議之年期將延長三年由二零一九年四月一日開始至二零二二年三月三十一日終止，並且可以雙方書面補充協議更新。

購買合約之貴金屬孖展融資借貸服務利率分別為美建金銀之借貸成本上浮年利率0.25%至0.50%(二零二零年：0.25%至0.50%)。有關沽出合約，利率為美建金銀借貸成本上浮年利率0.25%至0.50%(二零二零年：0.25%至0.50%)(如有)。倘若美建金銀有收取供應商的利息，附屬公司能以該利息收入和該需付融資費用對銷。為釋疑慮，任何美建金銀與供應商收取的利息，在與相關沽出合約所收取的利息對銷後餘額需要支付予附屬公司。截至二零二一年及二零二零年三月三十一日止年度並無就貴金屬財務資助服務支付利息。

截至二零二零年、二零二一年及二零二二年三月三十一日止各財政年度之證券及貴金屬孖展財務資助之年度上限為64,000,000港元。這些持續關連交易已於二零一九年三月二十六日舉行之股東特別大會上通過。

- (g) 貴金屬存倉費徵收為每日2美元(二零二零年：2美元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March, 2021

27. CONNECTED AND RELATED PARTY TRANSACTIONS

(continued)

Notes: (continued)

- (h) Pursuant to a custodian agreement dated 22nd December, 1999, between the Group and a custodian, the custodian agrees to provide securities custodian services to the Group including the safe custody of the Group's securities and the settlement of the securities of the Group, the collection of dividends and other entitlements on behalf of the Group. The appointment of the custodian commenced on the date of commencement of trading of the Company's shares on the Stock Exchange and will continue in force until it is terminated by either party giving a written notice to the other party at any time. The custodian is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules, but the custodian fee falls below the de-minimis threshold under Rule 14A of the Listing Rules.
- (i) The Company has entered into a tenancy agreement with Champion Assets Limited since 1st January, 2011. On 1st April, 2020, the tenancy agreement was renewed and commenced on 1st April, 2020 with a term of one year (2020: one year). The total rent paid during the year ended 31st March, 2021 amounted to HK\$264,000 (2020: HK\$264,000). The transactions were carried out at an amount agreed by both parties. The entire issued share capital of Fung Fai Growth Limited, a substantial shareholder of the Group, is owned by a trust of which the discretionary objects are family members of Mr. Cheng Wai Lun, Andrew, including Mr. Cheng Kai Ming, Charles has beneficial interest in Champion Assets Limited.
- (j) Fung Fai Growth Limited, an investment holding company, holds approximately 26.74% of the Company. CCAA Group Limited, an investment company, holds approximately 74.29% (2020: 74.29%) interest in Upbest Group Limited. The ultimate beneficial owner of Fung Fai Growth Limited and CCAA Group Limited is Cheng's Family Trust. UAML, USCL, Upbest Bullion Company Limited and UICL are wholly-owned subsidiaries of Upbest Group Limited, a company incorporated in Cayman Islands with limited liability, the securities of which are listed on the Stock Exchange.

The above transactions were carried out in the normal course of the Group's business on terms mutually agreed between the parties.

綜合財務報表附註

截至二零二一年三月三十一日止年度

27. 關連及關聯人士交易 (續)

附註：(續)

- (h) 根據本公司與託管人於一九九九年十二月二十二日訂立之託管協議，託管人同意向本公司提供證券託管服務，包括本集團證券之妥善託管、本集團證券之結算、代表本集團領取股息及其他權益。託管人之委任期限自本公司股份於聯交所開始買賣日期起生效，並將持續有效，直至任何一方於任何時候以書面通知另一方予以終止為止。根據上市規則第21.13條，託管人被視為本公司之關連人士，但根據上市規則第14A章，託管費符合最低豁免規定水平。
- (i) 本公司與協緯有限公司簽署一份為期一年之租賃協議，於二零一一年一月一日起生效。於二零二零年四月一日，租賃協議重續一年（二零二零年：一年），並於二零二零年四月一日起生效。截至二零二一年三月三十一日止年度之已付租金總額為264,000港元（二零二零年：264,000港元）。交易之金額由雙方同意協定。Fung Fai Growth Limited（本公司之主要股東）之全部已發行股本乃由一項信託持有，其酌情受益人乃鄭偉倫先生之家族成員，包括鄭啟明先生。鄭啟明先生擁有協緯有限公司的實益權益。
- (j) 投資控股公司Fung Fai Growth Limited持有本公司約26.74%權益。投資控股公司CCAA Group Limited持有美建集團有限公司約74.29%（二零二零年：74.29%）權益。Fung Fai Growth Limited及CCAA Group Limited之最終實益擁有人為鄭氏家族信託。美建管理、美建證券、美建金業有限公司及美建投資均為美建集團有限公司（於開曼群島註冊成立之有限公司，其股份於聯交所上市）之全資附屬公司。

以上交易乃以本集團一般業務情況及由訂約人互相同意之條款所協定。

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For the year ended 31st March, 2021

綜合財務報表附註

截至二零二一年三月三十一日止年度

28. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

28. 本公司財務狀況表

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、機器及設備	–	–
Interests in subsidiaries	於附屬公司之權益	101,349	104,542
		101,349	104,542
Current assets	流動資產		
Amount due from a related company	應收一間關聯公司款項	34	24
Financial assets at FVTPL	按公平值於損益賬列賬之 財務資產	311	297
Cash and bank balances	現金及銀行結餘	520	438
		865	759
Current liability	流動負債		
Accruals	應付費用	(277)	(272)
Net current assets	流動資產淨值	588	487
Total assets less current liability	總資產值減流動負債	101,937	105,029
Net assets	資產淨值	101,937	105,029
Capital and reserves	資本及儲備		
Share capital	股本	12,717	12,717
Reserves (Note (a))	儲備(附註(a))	89,220	92,312
Total equity	總權益	101,937	105,029

The financial statements were approved and authorised for issue by the board of directors on 22nd June, 2021 and are signed on its behalf by:

WONG Yun Kuen
Executive Director
執行董事
黃潤權

財務報表已獲董事會於二零二一年六月二十二日批准及授權發出，並由以下人士代表簽署：

CHENG Wai Lun, Andrew
Executive Director
執行董事
鄭偉倫

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28. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(continued)

Note:

(a) Reserves of the Company

		Share premium	Contributed surplus (Note) 實繳盈餘 (附註)	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	累積虧損 HK\$'000 千港元	總計 HK\$'000 千港元
As at 1 st April, 2019	於二零一九年四月一日	107,217	4,188	(15,950)	95,455
Loss for the year	本年度虧損	-	-	(3,143)	(3,143)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(3,143)	(3,143)
As at 31 st March, 2020 and 1 st April, 2020	於二零二零年三月三十一日及二零二零年四月一日	107,217	4,188	(19,093)	92,312
Loss for the year	本年度虧損	-	-	(3,092)	(3,092)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(3,092)	(3,092)
As at 31st March, 2021	於二零二一年三月三十一日	107,217	4,188	(22,185)	89,220

Note:

The contributed surplus represents the difference between the underlying net assets of the subsidiaries acquired by the Company and the nominal amount of the share capital issued by the Company during IPO reorganisation.

29. 本公司財務狀況表(續)

附註:

(a) 本公司儲備

附註:

繳入盈餘代表本公司收購的附屬公司的相關資產淨值與本公司在首次公開招股重組時發行的股本面值之間的差額。

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For the year ended 31st March, 2021

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29. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Subsidiaries of the Company as at 31st March, 2021 and 2020 were as follows:

29. 主要附屬公司詳情

於二零二一年及二零二零年三月三十一日之本公司附屬公司如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid ordinary share capital 已發行及繳足股款之普通股本	Percentage of equity interest and voting power held 持有股權及投票權百分比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Best Idea Development Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Blaze Light Investment Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Cyber Features Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	–	100	Investment holding 投資控股
Effort Assets Limited	Samoa 薩摩亞	US\$1 美元1元	100	–	Investment holding 投資控股
Flavor Luck Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Loyal Grace Investments Limited 忠彩投資有限公司	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Lucky Joy Investments Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Marine Assets Holding Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Profit Mind Group Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Rich Express Holdings Limited 豐達控股有限公司	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Super Idea International Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
UBA Development Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
UBA Financial Trading Limited	Hong Kong 香港	HK\$2 港元2元	50	50	Investment holding 投資控股
UBA Gold Investment Limited	Samoa 薩摩亞	US\$1 美元1元	100	–	Bullion trading 貴金屬買賣

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截至二零二一年三月三十一日止年度

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Subsidiaries of the Company as at 31st March, 2021 and 2020 were as follows: (continued)

29. 主要附屬公司詳情 (續)

於二零二一年及二零二零年三月三十一日之本公司附屬公司如下：(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid ordinary share capital 已發行及繳足股款之普通股	Percentage of equity interest and voting power held 持有股權及投票權百分比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
UBA Technologies Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	-	Investment holding 投資控股
UBA Venture Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	-	Investment holding 投資控股
Water Resource Holding Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	-	Investment holding 投資控股
Water Resource Hong Kong Limited	Hong Kong 香港	HK\$1 港元1元	-	100	Investment holding 投資控股

None of the subsidiaries had any debt securities outstanding at the end of the reporting period or at any time during the year.

各附屬公司在本年度結束時或在本年度任何時間內並無任何尚未償還之債務證券。

30. EVENTS AFTER THE REPORTING PERIOD

There is no significant event took place subsequent to the end of the reporting period.

30. 報告期後事件

於報告期末後並無發生任何重大事件。

31. MAJOR NON-CASH TRANSACTIONS

During the year ended 31st March, 2021, as the consideration of the disposal of unlisted equity investment and related amount due from an investee company, the Group received listed shares consideration with fair value of approximately HK\$6,404,000, which was classified as financial assets at FVTPL. The disposal was completed on 9th February, 2021. Details of the disposal were set out in Note 18(iii).

31. 主要非現金交易

截至二零二一年三月三十一日止年度，作為出售非上市股權投資及應收投資公司款項的代價，本集團收到公平值約為6,404,000港元的上市股份代價，該代價分類為按公平值於損益賬列賬的財務資產。該項出售已於二零二一年二月九日完成。該項出售的詳情載於附註18(iii)。

Saved as disclosed elsewhere in the notes to the consolidated financial statements, there is no other major non-cash transactions for the years ended 31st March, 2021 and 2020.

除綜合財務報表附註另有披露者外，截至二零二一年及二零二零年三月三十一日止年度並無其他主要非現金交易。

32. APPROVAL AND AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 22nd June, 2021.

32. 批准及授權發出綜合財務報表

綜合財務報表已獲董事會於二零二一年六月二十二日批准及授權發出。



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