

2022

ANNUAL REPORT
年度報告



Life Healthcare Group Limited

蓮和醫療健康集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代碼 :00928

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Corporate Information 公司資料

EXECUTIVE DIRECTORS

Mr. Yuan Limin (*Chief Executive Officer*)
Mr. Pang Zhen
Mr. Man Wai Lun
Mr. Huang Zhifang

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Liu Xinghua
Mr. Wang Yang
Mr. Chan Man Kiu

AUDIT COMMITTEE

Mr. Wang Yang (*Chairman*)
Mr. Liu Xinghua
Mr. Chan Man Kiu

REMUNERATION COMMITTEE

Mr. Liu Xinghua (*Chairman*)
Mr. Wang Yang
Mr. Chan Man Kiu

NOMINATION COMMITTEE

Mr. Wang Yang (*Chairman*)
Mr. Man Wai Lun
Mr. Chan Man Kiu

AUTHORISED REPRESENTATIVES

Mr. Pang Zhen
Mr. Chung Yuk Lun

COMPANY SECRETARY

Mr. Chung Yuk Lun

AUDITOR

ZHONGHUI ANDA CPA Limited
23/F, Tower 2, Enterprise Square Five
38 Wang Chiu Road
Kowloon Bay, Kowloon
Hong Kong

執行董事

原立民先生(*行政總裁*)
逢震先生
文偉麟先生
黃志芳先生

獨立非執行董事

刘兴华先生
王洋先生
陳文喬先生

審核委員會

王洋先生(*主席*)
刘兴华先生
陳文喬先生

薪酬委員會

刘兴华先生(*主席*)
王洋先生
陳文喬先生

提名委員會

王洋先生(*主席*)
文偉麟先生
陳文喬先生

授權代表

逢震先生
鍾育麟先生

公司秘書

鍾育麟先生

核數師

中匯安達會計師事務所有限公司
香港
九龍灣宏照道38號
企業廣場第五期
2座23樓

Corporate Information 公司資料

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

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

PRINCIPAL OFFICE IN HONG KONG

Office A, 12/F
Aubin House
171-172 Gloucester Road
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Hong Kong

COMPANY'S WEBSITE

www.lifehealthcare.com

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

LISTING INFORMATION

The Stock Exchange of Hong Kong Limited
Stock Code: 00928

主要往來銀行

香港上海滙豐銀行有限公司

註冊辦事處

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

香港主要辦事處

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灣仔
告士打道171-172號
安邦商業大廈
12樓A室

公司網站

www.lifehealthcare.com

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,
Gardenia Court, Camana Bay,
Grand Cayman, KY1-1100,
Cayman Islands

香港股份過戶登記分處

卓佳登捷時有限公司
香港
夏慤道16號
遠東金融中心17樓

上市資料

香港聯合交易所有限公司
股份代號：00928

Management Discussion and Analysis

管理層討論及分析

On behalf of Life Healthcare Group Limited (the “**Company**”), I present to the shareholders the results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 March 2022.

OVERVIEW

The Group is a provider of genetic testing and health data analysis services. Through its non-invasive tumor genetic testing technology and professional team, the Group is committed to the promotion and application of genetic testing in clinical medicine and related healthcare services. In order to provide the public with easily available, convenient, high-quality and affordable medical and health products and services, the Company has continued to deepen its medical testing business while also expanding the sales of medical and health supplies, Internet medical data services and other emerging businesses, so as to create more value for the shareholders of the Company.

The Group has one testing centre in Guangzhou. As of 31 March 2022, the Group has a number of agents responsible for sales in Mainland China.

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

本人謹代表蓮和醫療健康集團有限公司(「**本公司**」)向股東呈報本公司及其附屬公司(統稱「**本集團**」)截至二零二二年三月三十一日止年度之業績。

概覽

本集團為基因檢測及健康數據分析服務之供應商，透過無創腫瘤基因檢測技術及專業團隊，本集團致力於臨床醫學與相關健康服務領域基因檢測的推廣及應用。為向民眾提供易得、便捷、優質和可負擔的醫療健康產品與服務，本公司亦在繼續深耕醫學檢測業務的同時也拓展了醫療健康用品銷售、互聯網醫療數據服務等新興業務，努力為本公司的股東創造更多價值。

本集團於廣州設有一間檢測中心。截至二零二二年三月三十一日，本集團有多個代理商負責中國大陸的銷售。

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

Management Discussion and Analysis 管理層討論及分析

After multiple promoting methods, the Group has currently started to sell p-hydroxyphenylalanine urine testing products throughout China. Its turnover has reached millions of Hong Kong dollars. The Group remains to expand the sales channels of the products to more cities across the country to further widen the sales network of the Group's product.

The Company, through a non-wholly owned subsidiary of the Company, provides medical supplies including medical thermometers, masks, protective clothing, disinfectant, virus testing kits and reagents, breathing machines and other medical products, and also provides value-added services in respect of the procurement of such medical supplies and products including providing market intelligence, sourcing of bids, comparative assessment of technical specifications and cost analysis, and negotiation of terms of supply.

Due to the frequent occurrence of regional COVID-19 pandemic, the Group's genetic testing business and export business were restricted, and the Group is committed to developing domestic healthcare equipment service business. Taking advantage of its own advantages, the Group integrates health data analysis software and healthcare equipment to provide new healthcare services and products business, which has been recognized by the industry. Due to the domestic epidemic control results in the increased costs of the Group, and the overall economic downturn led to intense competition in the industry, which result in a significant decrease in overall revenue and gross profit margin.

The Group continues to enlarge and diversify the types of its genetic testing and health data analysis products and novative medical technology products, make efforts to extend the healthcare product supply. Meanwhile, in the coming year, the Group will actively expand international business and improve its healthcare products and services business in Hong Kong and overseas, to facilitate more comprehensive services to its customers with better profit margin.

Apart from healthcare services, the Group is also engaged in money lending business.

經過多種推廣手段，本集團目前已經開始在全國各地開展對羥基苯丙氨酸尿液檢測產品的銷售。其營業額已達到數百萬港元。本集團仍在繼續擴展銷售渠道，以爭取將產品銷售擴展到全國更多的城市，將本集團產品之銷售網絡進一步擴大。

本公司透過本公司一間非全資附屬公司提供醫療用品，包括醫用溫度計、口罩、防護服、消毒劑、病毒檢測試劑盒及試劑、呼吸機及其他醫療產品，並就該等醫療用品及產品的採購提供增值服務，包括提供市場情報、招標、技術規格比較評估及成本分析，以及供應條款談判。

由於區域性新型冠狀病毒疫情時有發生，本集團的基因檢測業務，以及出口業務受限，本集團致力於開展國內健康設備服務業務。本集團利用自身優勢，集成健康數據分析軟件與健康設備，提供全新健康服務及產品業務獲得業內認可。由於國內疫情管控造成集團成本增加，整體經濟下滑引發行業競爭激烈，從而導致整體收入及毛利率大幅減少。

本集團繼續擴大及多元化發展基因檢測及健康數據分析產品、創新醫療技術產品之種類，努力擴大健康產品供應。與此同時，本集團未來一年將積極開拓國際業務，加重在香港及海外的健康產品服務業務，以獲取更多利潤，為客戶提供更全面服務。

除健康服務外，本集團亦從事借貸業務。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Continuing operations

財務回顧

持續經營業務

		Year ended 31 March 2022 截至二零二二年 三月三十一日 止年度 HK\$'000 千港元	Year ended 31 March 2021 截至二零二一年 三月三十一日 止年度 HK\$'000 千港元
Revenue	收益	92,873	102,041
Cost of sales and services	銷售及服務成本	(79,119)	(73,719)
Gross profit	毛利	13,754	28,322
Interest income	利息收入	6	344
Other income and gains	其他收入及收益	927	2,608
Selling, distribution, administrative and other expenses	銷售、分銷、行政及其他開支	(45,438)	(25,632)
Share of result of associates	分佔聯營公司之業績	(5,936)	(5,001)
(Loss)/profit before tax	除稅前(虧損)/溢利	(36,687)	641
Loss per share	每股虧損		
— Basic and diluted (HK cents)	— 基本及攤薄(港仙)	(2.68)	(0.38)

Revenue

For the year ended 31 March 2022, the Group recorded a revenue of approximately HK\$92.87 million (year ended 31 March 2021: approximately HK\$102.04 million), representing a decrease of approximately 8.98% as compared with the corresponding period last year.

For the year ended 31 March 2022, the Group recorded gross profit of approximately HK\$13.75 million (year ended 31 March 2021: approximately HK\$28.32 million). The Group's overall gross profit margin was 14.81% (year ended 31 March 2021: 27.76%). During the year ended 31 March 2022 and 2021, the Group's overall gross profit was primarily attributable to the healthcare products and services.

收益

截至二零二二年三月三十一日止年度，本集團錄得收益約92,870,000港元(截至二零二一年三月三十一日止年度：約102,040,000港元)，較去年同期減少約8.98%。

截至二零二二年三月三十一日止年度，本集團錄得毛利約13,750,000港元(截至二零二一年三月三十一日止年度：約28,320,000港元)。本集團之整體毛利率為14.81%(截至二零二一年三月三十一日止年度：27.76%)。截至二零二二年及二零二一年三月三十一日止年度，本集團之整體毛利主要源自健康產品及服務。

Management Discussion and Analysis 管理層討論及分析

The loss for the year ended 31 March 2022 was approximately HK\$37.32 million (year ended 31 March 2021: approximately HK\$2.35 million), representing an increase of approximately HK\$34.97 million as compared with the corresponding period last year. The increase in loss was mainly attributable to (i) Due to the COVID-19 pandemic, the export businesses of the Company was restricted, and domestic epidemic control results in the increased costs of the Group, and the overall economic downturn led to intense competition in the industry, which result in a significant decrease in overall revenue; and (ii) the increase in expenses of the Group is mainly attributable to the full impairment of investment in associate as well as the prepayment in relation to share options this year.

Basic and diluted loss per share for the year ended 31 March 2022 was approximately HK2.68 cents (year ended 31 March 2021: approximately HK0.38 cents), representing an increase in loss of approximately HK2.30 cents as compared with the corresponding period last year.

BUSINESS REVIEW

Healthcare products and services business

Over the years, the Group has built up its experience in the operation of and understanding in the business environment of the healthcare industry in PRC.

Amongst the principal businesses of the Group, the healthcare business became the largest contributor to the Group's revenue in the past five years.

The Group currently owns one production and testing centre in Guangzhou, with Practice License of Medical Institution* (醫療機構執業許可證), which allows the Group to organize and perform core technologies research and exploitations, as well as provide healthcare services to the clients nationwide.

The Group owns one medical and healthcare service and product sales centre in Yangzhou, with a business operation license of medical devices, which allows the Group to organize and perform the operation, sales and import and export of special medical products, as well as provide healthcare services to customers across the country and around the world.

截至二零二二年三月三十一日止年度之虧損約為37,320,000港元(截至二零二一年三月三十一日止年度:約2,350,000港元),較去年同期增加約34,970,000港元。虧損增加主要由於(i)由於新型冠狀病毒疫情,出口業務受限,國內疫情管控造成集團成本增加,整體經濟下滑引發行業競爭激烈,從而導致整體收入大幅減少;及(ii)本集團開支增加主要是由於本年度對聯營公司投資悉數減值,以及有關購股權的預付款項。

截至二零二二年三月三十一日止年度,每股基本及攤薄虧損約為2.68港仙(截至二零二一年三月三十一日止年度:約0.38港仙),較去年同期虧損增加約2.30港仙。

業務回顧

健康產品及服務業務

多年來,本集團對於中國健康行業營商環境中經營業務已累積一定經驗及認識。

於本集團主要業務中,健康業務於近五年成為本集團貢獻最多收益之業務。

本集團目前於廣州擁有一間持有醫療機構執業許可證之生產檢測中心,使本集團可統籌及進行核心技術之研究與開發,及可為全國各地客戶提供健康服務。

本集團於揚州擁有一間持有醫療器械經營許可證之醫療健康服務及產品銷售中心,使本集團可以統籌進行特殊醫療產品經營銷售和進出口貿易,可為全國、全世界各地客戶提供健康服務。

Management Discussion and Analysis

管理層討論及分析

Due to the frequent occurrence of regional COVID-19 pandemic, the Group's genetic testing business and export business were restricted, and the Group is committed to developing domestic healthcare equipment service business. Taking advantage of its own advantages, the Group integrates health data analysis software and healthcare equipment to provide new healthcare services and products business, which has been recognized by the industry.

Due to the domestic epidemic control results in the increased costs of the Group, and the overall economic downturn led to intense competition in the industry, which result in a significant decrease in overall revenue and gross profit margin.

Looking forward, the Group continues to enlarge and diversify the types of its genetic testing and health data analysis products and novative medical technology products, make efforts to extend the healthcare product supply. Meanwhile, in the coming year, the Group will actively expand international business and improve its healthcare products and services business in Hong Kong and overseas, to facilitate more comprehensive services to its customers with better profit margin.

For the year ended 31 March 2022, the healthcare products and services segment recorded a turnover of HK\$92.12 million (year ended 31 March 2021: HK\$98.95 million) representing the turnover generated by genetic testing and health data analysis services and trading of healthcare products and a segment loss of HK\$2.35 million (year ended 31 March 2021: segment profit of HK\$7.74 million), representing a decrease of approximately HK\$10.09 million as compared with the corresponding period last year.

Domestic epidemic control resulted in increased costs of the Group, and the overall economic downturn lead to intense competition in the industry, which result in a significant decrease in gross profit margin.

由於區域性新型冠狀病毒疫情時有發生，本集團的基因檢測業務，以及出口業務受限，本集團致力於開展國內健康設備服務業務。本集團利用自身優勢，集成健康數據分析軟件與健康設備，提供全新健康服務及產品業務獲得業內認可。

由於國內疫情管控造成集團成本增加，整體經濟下滑引發行業競爭激烈，從而導致整體收入及毛利率大幅減少。

展望未來，本集團繼續擴大及多元化發展基因檢測及健康數據分析產品、創新醫療技術產品之種類，努力擴大健康產品供應。與此同時，本集團未來一年將積極開拓國際業務，加重在香港及海外的健康產品服務業務，以獲取更多利潤，為客戶提供更全面服務。

截至二零二二年三月三十一日止年度，健康產品及服務分部錄得營業額92,120,000港元(截至二零二一年三月三十一日止年度：98,950,000港元)，包括基因檢測及健康數據分析服務及健康產品貿易所產生營業額，以及分部虧損2,350,000港元(截至二零二一年三月三十一日止年度：分部溢利7,740,000港元)，較去年同期減少約10,090,000港元。

國內疫情管控造成集團成本增加，整體經濟下滑引發行業競爭激烈，從而導致整體毛利率大幅減少。

Management Discussion and Analysis 管理層討論及分析

Money lending business

The Group currently has a money lender license in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) for developing its money lending business to generate interest income for the Group. The gross profit margin generated from the money lending business has been the highest amongst the principal businesses of the Group owing to its low cost of funding. However, the money lending business recorded a loss for the year ended 31 March 2022 because of handling costs incurred in recovering a long overdue loan.

During the year ended 31 March 2022, interest income from the money lending business was HK\$0.76 million (year ended 31 March 2021: HK\$3.09 million), representing a decrease of approximately 75.40% as compared with the corresponding period last year. The decrease in interest income from the money lending business was owing to the downsize of the loan portfolio to zero balance as at 31 March 2022.

The Group's money lending business mainly focuses on short term loans, both secured and unsecured, with loan period not exceeding 12 months. Most of the customers are corporate customers. The Group will charge market interest rate on the loans after taking into account of the creditworthiness and collaterals of the customers. To cope with the keen market competition, the Group focuses on existing customers and leverages on them and their business associates for referral of new customers. This enables the Group to build up its customers' portfolio gradually.

The Group did not grant any new loans during the year ended 31 March 2022. The loan brought forward from last year was secured, with an aggregate principal amount of approximately HK\$17,154,000, bear interest at 18% per annum and repayable within one year. The loan was fully settled during the year and thus there was no outstanding loan as at 31 March 2022.

借款業務

為發展本集團之借貸業務以產生利息收入，本集團已根據香港法例第163章放債人條例取得香港放債人牌照。借貸業務所得毛利率為本集團主要業務當中最高，此乃由於其資金成本低。然而，由於收回一筆長期逾期貸款之手續費，截至二零二二年三月三十一日止年度借款業務錄得虧損。

截至二零二二年三月三十一日止年度，借貸業務利息收入為760,000港元(截至二零二一年三月三十一日止年度：3,090,000港元)，較去年同期減少約75.40%。借貸業務利息收入減少乃由於貸款組合規模於二零二二年三月三十一日縮小至零餘額。

本集團借貸業務主要集中於短期貸款(包含有抵押貸款及無抵押貸款)，貸款期限不超過12個月。大多客戶為企業客戶。在考慮客戶的信譽及抵押物後，本集團將對貸款收取市場利率。為應對市場激烈競爭，本集團以現有客戶為重心，利用彼等及其業務夥伴轉介新客戶。此舉有助本集團逐步建立其客戶組合。

本集團於截至二零二二年三月三十一日止年度並無授出任何新貸款。於去年結轉的抵押貸款本金總額17,154,000港元，按年利率18厘計息及須於一年內償還。該貸款已於年內悉數結清，故於二零二二年三月三十一日並無未償還貸款。

Management Discussion and Analysis

管理層討論及分析

Before granting loans to potential borrowers, the Group performs credit assessment process to assess the potential borrowers' credit quality and defines the credit limits granted to them. The credit assessment process encompasses assessment on the financial background of the potential borrowers, as well as the value and nature of the collaterals to be pledged. The credit limits of loans successfully granted to the borrowers are reviewed by the management as part of the ongoing loan monitoring process.

The Group has a loan approval policy in place which covers information collection, approval limits, loan approval procedures and loan collection guidelines as follows:

- | | |
|---|---|
| <ol style="list-style-type: none"> 1. Information collection and verification: documents and information provided by the loan applicant will be verified; 2. Assessment: credit assessment on the loan applicant will be performed with reference to the financial background and value of the collateral provided (if any); 3. Approval: if the loan application is approved, the Group will arrange preparation and signing of the loan documentations and ensure their proper execution, including drawdown of the loan amounts by the applicant; and 4. Collection: will make calls and send reminders to borrower for overdue loan repayment and when there is a default of loan repayment, will take appropriate enforcement action, including legal action, to recover the loan. | <ol style="list-style-type: none"> 1. 資料收集及驗證：貸款申請人提供的文件及資料需進行核實； 2. 評估：將對貸款申請人進行信貸評估，並參考其財務背景及所提供的抵押品價值(如有)； 3. 審批：倘若貸款申請獲得批准，本集團將安排編製及簽署貸款文件，確保妥善執行，包括申請人提取貸款金額；及 4. 收回款項：將致電借款人及發送通知提醒逾期償還貸款，當拖欠償還貸款時，將採取適當的執法行動，包括法律訴訟，以收回貸款。 |
|---|---|

Impairment on interest in an associate

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

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

* For identification purpose only 僅供識別

於向潛在借款人授出貸款前，本集團採用信貸評審機制以評估潛在借款人之信貸質素，並界定向其授出信貸額度。信貸評估過程包括評估潛在借款人之財務背景，以及用作抵押之抵押品之價值及性質。作為持續貸款監控過程之一部分，成功授予借款人之貸款信貸額度將由管理層進行審閱。

本集團制定的貸款審批政策涵蓋資料收集、審批限額、貸款審批程序及貸款收款指引如下：

於一家聯營公司之權益減值

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

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

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The directors of the Company provide an impairment of approximately HK\$9.10 million for interest in Manrui Biotech for the year ended 31 March 2022.

Impairment of prepayment on share option

The prepayment relates to the accounting treatment of share options granted to certain consultants. The Company granted the share options to the consultants for their services to assist the Company to expand the healthcare market and to introduce business and financing opportunities to the Group that such services could bring future economic benefit to the Company's healthcare business segment. Because the experts above failed to provide the services as contracted for three consecutive years, the Company made full impairment for carrying amounts of HK\$11.70 million.

PROSPECTS

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

The Group will carry out new energy vehicles conversion in the future to initiate basic public health examination program for the elderly, which has been included in the construction of national basic public health services sponsored by the government.

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

截至二零二二年三月三十一日止年度，本公司董事就於漫瑞生物之權益計提悉數減值撥備約9,100,000港元。

購股權預付款項減值

預付款項與向若干顧問授出購股權之會計處理有關。本公司就其服務向顧問授出購股權，以協助本公司拓展健康市場及為本集團介紹業務及融資機會，故有關服務可為本公司之醫療健康業務分部帶來日後經濟利益。因為以上專家連續3年未能按合同約定提供服務，故本公司對賬面值11,700,000港元作出全面減值。

前景

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

本集團未來開展新能源汽車改裝後，用於基本公共衛生之老年體檢項目，該項目已經納入政府主辦的國家基本公共衛生服務建設。

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

Management Discussion and Analysis

管理層討論及分析

Money lending business

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

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

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

Save as disclosed herein, there was no significant investment, material acquisitions and disposals of subsidiaries and associated companies for the year ended 31 March 2022.

- (a) On 10 September 2021, 北京蓮合醫療科技有限公司, a wholly-owned subsidiary of the Company, entered into the joint venture agreement with the joint venture partner under which the parties agreed to establish the joint venture company, 北京蓮合醫療健康管理服務有限公司, to develop the big health market in intelligent medical examination, distribution of medical supplies and equipment, Internet medical technology, and medical research and development for public healthcare in the rural areas.

Pursuant to the terms of the joint venture agreement, the registered capital of the joint venture company would be RMB40,000,000 (equivalent to approximately HK\$48,400,000). 北京蓮合醫療科技有限公司 would contribute RMB26,000,000 (equivalent to approximately HK\$31,460,000) towards the registered capital and own 65% equity interest of 北京蓮合醫療健康管理服務有限公司.

借貸業務

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

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

附屬公司及聯營公司之重大投資、重大收購及出售事項

除本年報所披露外，截至二零二二年三月三十一日止年度概無附屬公司及聯營公司之重大投資、重大收購及出售事項。

- (a) 於二零二一年九月十日，北京蓮合醫療科技有限公司(本公司之全資附屬公司)與合營夥伴訂立合營協議，據此，訂約方同意成立合營企業北京蓮合醫療健康管理服務有限公司，以開發智能體檢、醫療物資及設備配送、互聯網醫療科技及農村地區公共衛生醫療研發等大健康市場。

根據合營協議之條款，合營企業之註冊資本將為人民幣40,000,000元(相當於約48,400,000港元)。北京蓮合醫療科技有限公司將出資人民幣26,000,000元(相當於約31,460,000港元)，作為合營企業之註冊資本，並擁有其65%權益。

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The investment in the 北京蓮合醫療健康管理服務有限公司, which would be principally engaged in the investment in and/or operation of Internet medical health service platforms and other big health data services, allows the Group to further develop its core businesses in the healthcare industry and expand its reach to the rural area, which is in line with the business development strategy of the Group.

For details, please refer to the announcement of the Company dated 10 September 2021.

- (b) On 23 December 2021, 北京蓮合醫療科技有限公司, a wholly-owned subsidiary of the Company, entered into the joint venture agreement with the joint venture partners under which the parties agreed to establish the joint venture company 億雲力蓮合(北京)健康管理有限公司 to cooperate on the development of Internet medical technology, physiotherapy chain management and standardized physiotherapy platform construction.

Pursuant to the terms of the joint venture agreement, the registered capital of the joint venture company would be RMB120,000,000 (equivalent to approximately HK\$146,400,000). 北京蓮合醫療科技有限公司 would contribute RMB30,000,000 (equivalent to approximately HK\$36,600,000) towards the registered capital and own 25% equity interest of 億雲力蓮合(北京)健康管理有限公司.

The investment in the 億雲力蓮合(北京)健康管理有限公司, which would be principally engaged in the development of Internet medical technology, physiotherapy chain management and standardized physiotherapy platform construction, allows the Group to further participate in the healthcare industry, which is in line with the business development strategy of the Group.

For details, please refer to the announcement of the Company dated 23 December 2021.

於北京蓮合醫療健康管理服務有限公司(將主要從事互聯網醫療健康服務平台及其他大健康數據服務之投資及/或營運)之投資使本集團能夠進一步發展其於健康行業之核心業務及將其業務擴張至農村地區,其符合本集團之業務發展策略。

有關詳情,請參閱本公司日期為二零二一年九月十日之公告。

- (b) 於二零二一年十二月二十三日,本公司之全資附屬公司北京蓮合醫療科技有限公司與合營夥伴訂立合營協議,據此,訂約方同意成立合營企業億雲力蓮合(北京)健康管理有限公司,以合作開發互聯網醫療技術、理療連鎖管理及標準化理療平台建設。

根據合營協議之條款,合營企業之註冊資本將為人民幣120,000,000元(相當於約146,400,000港元)。北京蓮合醫療科技有限公司將出資人民幣30,000,000元(相當於約36,600,000港元),作為合營企業之註冊資本,並擁有其25%權益。

億雲力蓮合(北京)健康管理有限公司將主要從事開發互聯網醫療技術、理療連鎖管理及標準化理療平台建設,故於億雲力蓮合(北京)健康管理有限公司的投資將令本集團可進一步參與健康行業,這符合本集團的業務發展策略。

有關詳情,請參閱本公司日期為二零二一年十二月二十三日之公告。

Management Discussion and Analysis

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- (c) On 25 January 2022, 北京蓮合健康管理有限公司, a 65%-owned subsidiary of the Company, entered into the agreement with the supplier under which 北京蓮合健康管理有限公司 agreed to procure and the supplier agreed to supply and remodel 132 中通牌 mini-buses for the Group's operational requirements for an aggregate consideration of not more than RMB26,588,000 (equivalent to approximately HK\$32,703,240).

The Group is of the view that healthcare services in the rural areas lag behind that of the developed urban areas and provide significant development opportunities. Owing to the remoteness of the rural areas, the deployment of mobile healthcare testing centers would provide the best solution for the Group to provide such services to the rural populations. The procurement will provide the Group with the necessary platform to carry out such business initiative. Furthermore, the use of pre-owned vehicles will reduce the initial purchase costs and will be more cost-effective to the Group during this initial development stage.

For details, please refer to the announcement of the Company dated 25 January 2022.

- (d) On 3 March 2022, 北京蓮合醫療科技有限公司, a wholly-owned subsidiary of the Company, entered into the joint venture agreement with the joint venture partners under which the parties agreed to establish the joint venture company 山東蓮合耀奇醫療器械有限公司 to develop a standardized information services technology sharing and cooperation platform for the intelligent management of special drugs.

- (c) 於二零二二年一月二十五日，本公司擁有65%權益的附屬公司北京蓮合健康管理有限公司與供應商訂立該協議，據此，北京蓮合健康管理有限公司同意採購，而供應商同意供應及為本集團營運需要改造132輛中通牌中巴，總代價不超過人民幣26,588,000元（相當於約32,703,240港元）。

本集團認為，農村地區的醫療衛生服務滯後於發達城市地區，存在巨大的發展機遇。由於農村地區偏遠，部署移動醫療檢測中心將有助於本集團向農村人口提供有關服務的最佳解決方案。採購事項將為本集團提供開展該業務計劃的必要平台。此外，於此初始發展階段，使用二手車將降低初始採購成本，對本集團而言更具成本效益。

有關詳情，請參閱本公司日期為二零二二年一月二十五日之公告。

- (d) 於二零二二年三月三日，本公司之全資附屬公司北京蓮合醫療科技有限公司與合營夥伴訂立合營協議，據此，訂約方同意成立合營企業山東蓮合耀奇醫療器械有限公司，以就特殊藥品智能管理開發標準化的信息服務技術共享與合作平台。

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Pursuant to the terms of the joint venture agreement, the registered capital of the 山東蓮合耀奇醫療器械有限公司 would be RMB100,000,000 (equivalent to approximately HK\$124,000,000). 北京蓮合醫療科技有限公司 would contribute RMB25,000,000 (equivalent to approximately HK\$31,000,000), towards the registered capital and own 25% equity interest of 山東蓮合耀奇醫療器械有限公司.

山東蓮合耀奇醫療器械有限公司 would focus on the application of new technologies such as the Internet, big data, and artificial intelligence to connect, and reconstruct the refined intelligent management of drug inventories through independent research and development, production of drug management cabinets that meet industry standards promulgated in China, and development of a standardized information services technology sharing and cooperation platform for intelligent management equipment for special drugs.

For details, please refer to the announcement of the Company dated 3 March 2022.

根據合營協議之條款，山東蓮合耀奇醫療器械有限公司之註冊資本將為人民幣100,000,000元(相當於約124,000,000港元)。北京蓮合醫療科技有限公司將出資人民幣25,000,000元(相當於約31,000,000港元)，作為山東蓮合耀奇醫療器械有限公司之註冊資本，並擁有其25%權益。

山東蓮合耀奇醫療器械有限公司將專注通過自主研發、生產符合國家出台的行業標準的藥品管理櫃並開發特殊藥品智能管理設備的標準化信息服務技術共享與合作平台，應用互聯網、大數據、人工智能等新技術以連接及重構藥品庫存的精細化智能管理。

有關詳情，請參閱本公司日期為二零二二年三月三日之公告。

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PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 14 June 2022, the Company conducted a placing of 257,000,000 new ordinary shares of HK\$0.05 each (“Placing Share”) at a price of HK\$0.105 each to raise a gross proceeds of approximately HK\$26.99 million (the “Placing”). The Placing Shares were issued under the relevant general mandate granted to the Directors at the annual general meeting of the Company held on 31 August 2021. The closing price per share of the Company on the Stock Exchange on 14 June 2022 was HK\$0.121. The net price per Placing Share was approximately HK\$0.103. Completion of the Placing took place on 5 July 2022. For further details of the Placing, please refer to the announcements of the Company dated 14 June 2022 and 5 July 2022.

DELAY IN PUBLICATION OF AUDITED ANNUAL RESULTS

Due to the implementation of the COVID-19 pandemic prevention and control quarantine measures and restrictions in certain cities in mainland China, especially Beijing where the Company's head office and accounting department are located, the Company's auditing process for the year ended 31 March 2022 had been adversely affected by the practical difficulties encountered in obtaining the required information relating to audit procedures. Accordingly, there was a delay in publication of audited annual results for the year ended 31 March 2022. Application had been made to the Stock Exchange for waiver from strict compliance with the requirements of relevant Listing rules which was subsequently granted by the Stock Exchange.

The unaudited annual results for the year ended 31 March 2022 was published on 30 June 2022. The major difference between the audited and unaudited annual results of the Company for the year ended 31 March 2022 is the loss for the year is increased from HK\$31.2 million (unaudited) to HK\$37.3 million (audited) which is mainly attributable to a provision of RMB5 million (HK\$ equivalent of 6.1 million) for claims by an agent relating to procurement of healthcare products made according to a judgement of the court in PRC.

根據一般授權配售新股份

於二零二二年六月十四日，本公司按每股0.105港元之價格配售257,000,000股每股面值0.05港元之新普通股（「配售股份」），以籌集所得款項總額約26,990,000港元（「配售事項」）。配售股份根據本公司於二零二一年八月三十一日舉行之股東週年大會向董事授出之相關一般授權發行。本公司股份於二零二二年六月十四日在聯交所之收市價為每股0.121港元。每股配售股份淨價格約為0.103港元。配售事項已於二零二二年七月五日完成。有關配售事項之進一步詳情，請參閱本公司日期為二零二二年六月十四日及二零二二年七月五日之公佈。

延遲刊發經審核全年業績

由於中國內地若干城市（尤其是本公司總部及會計部所在的北京）實行新型冠狀病毒疫情防控隔離措施及限制，取得與審核程序有關的所需資料方面遇到實際困難，故本公司截至二零二二年三月三十一日止年度的審核過程受到不利影響。因此，需延遲刊發截至二零二二年三月三十一日止年度之經審核全年業績。本公司已向聯交所申請豁免嚴格遵守相關上市規則的規定，並獲得其批准。

截至二零二二年三月三十一日止年度的未經審核年度業績已於二零二二年六月三十日公佈。本公司截至二零二二年三月三十一日止年度的經審核及未經審核年度業績的主要差異為本年度虧損由31,200,000港元（未經審核）增加至37,300,000港元（經審核），主要由於代理人根據中國法院判決就採購健康產品提出索賠撥備人民幣5,000,000元（相當於6,100,000港元）。

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PLEDGE OF ASSETS

During the year ended 31 March 2022, the Group had no charge on assets.

CONTINGENT LIABILITIES

As at 31 March 2022, the Group had no significant contingent liabilities.

FOREIGN EXCHANGE EXPOSURE

The Group recognises most of its revenue and incurs most of the expenditures in RMB or HK\$. The Directors consider that the Group's foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in functional currency of each individual group entity. The Group currently does not have a foreign currency hedging policy. However, the Group's management will continue to monitor foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

TREASURY POLICY

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

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

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

資產抵押

截至二零二二年三月三十一日止年度，本集團並無抵押資產。

或然負債

於二零二二年三月三十一日，本集團並無重大或然負債。

外匯風險

本集團確認其大部分收益及所產生之大部分支出均以人民幣或港元計值。董事認為，由於本集團大部分交易以各個別集團實體之功能貨幣計值，故本集團之外匯風險並不重大。本集團目前並無外幣對沖政策。然而，本集團管理層將繼續監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

庫務政策

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

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

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

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

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

As of 31 March 2022, the Group's net current assets were approximately HK\$157.67 million including cash and cash equivalents of approximately HK\$37.40 million (31 March 2021: net current assets of approximately HK\$228.45 million including cash and cash equivalents of approximately HK\$8.57 million).

No gearing ratio was calculated as the Group had no debt as at 31 March 2022 (2021: 0).

CAPITAL EXPENDITURE COMMITMENTS

As of 31 March 2022, the Group had no capital commitments to acquire property, plant and equipment (31 March 2021: HK\$Nil).

EMPLOYEES AND REMUNERATION POLICIES

As of 31 March 2022, the Group had 15 full-time employees excluding Directors (2021: 19 employees). The decrease in the number of employees was attributed to the marketing strategy to focus on distributor sales. The Group remunerates its employees based on their performance, working experience and prevailing market standards. Employee benefits include medical insurance coverage, mandatory provident fund for Hong Kong employees, state-managed retirement benefits scheme for PRC employees and share option scheme.

To provide incentive or rewards to staff, the Company adopted a share option scheme, particulars of which are set out in the section headed "Share Option Scheme" in note 30 to the consolidated financial statements.

流動資金、財務資源及資本結構

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

於二零二二年三月三十一日，本集團之流動資產淨值約為157,670,000港元，包括現金及現金等價物約37,400,000港元（二零二一年三月三十一日：流動資產淨值約228,450,000港元，包括現金及現金等價物約8,570,000港元）。

於二零二二年三月三十一日，本集團並無債務，因此並無計算資本負債比率（二零二一年：零）。

資本開支承擔

於二零二二年三月三十一日，本集團並無資本承擔以收購物業、廠房及設備（二零二一年三月三十一日：零港元）。

僱員及薪酬政策

於二零二二年三月三十一日，除董事外，本集團共聘用15名全職僱員（二零二一年：19名僱員）。僱員數目減少乃由於專注於分銷商銷售之營銷策略所致。本集團根據僱員之表現、工作經驗及現行市場標準釐定僱員酬金。僱員福利包括：香港僱員享有醫療保險及強制性公積金，而中國僱員享有國家管理退休福利計劃及購股權計劃。

本公司已採納一項購股權計劃以激勵或獎勵員工，其詳情於綜合財務報表附註30「購股權計劃」一節列載。

Management Discussion and Analysis 管理層討論及分析

EVENTS AFTER THE REPORTING PERIOD

(a) Discloseable Transaction on Disposal of an Investment

Reference is made to the announcement of the Company dated 26 June 2020 in relation to, among other things, the formation of 北京蓮和眾成醫療科技有限公司 (Beijing Life Healthcare Zhongcheng Medical Technologies Co., Ltd.*) as a joint venture company and the Group's contribution of RMB30,000,000 towards the registered capital of 北京蓮和眾成醫療科技有限公司 (Beijing Life Healthcare Zhongcheng Medical Technologies Co., Ltd.*).

On 29 June 2022, the Group, entered into the disposal agreement with the purchaser pursuant to which the Group agreed to sell, and the purchaser agreed to acquire, the 15% equity interest in 北京蓮和眾成醫療科技有限公司 (Beijing Life Healthcare Zhongcheng Medical Technologies Co., Ltd.*) held by the Group ("Sale Interest") for a consideration of RMB30,000,000. The consideration of RMB30,000,000 was determined after arm's length negotiations between the Group and the purchaser with reference to the valuation of the Sale Interest as at 31 March 2022 at RMB26,350,000, as appraised by an independent valuer using the market approach.

The consideration was fully received by the Group as at the date of this report. The Company intends to apply the proceeds from the disposal for enrichment of general working capital for operation and existing business of the Group.

Following the completion of the disposal, the Company ceases to hold any equity interest in the 北京蓮和眾成醫療科技有限公司 (Beijing Life Healthcare Zhongcheng Medical Technologies Co., Ltd.*).

For details, please refer to the announcement of the Company dated 29 June 2022.

報告期後事項

(a) 出售投資之須予披露交易

茲提述本公司日期為二零二零年六月二十六日之公佈，內容有關(其中包括)成立北京蓮和眾成醫療科技有限公司作為合營企業及本集團對北京蓮和眾成醫療科技有限公司之註冊資本出資人民幣30,000,000元。

於二零二二年六月二十九日，本集團與買方訂立出售協議，據此，本集團同意出售，而買方同意購入本集團於北京蓮和眾成醫療科技有限公司15%之股權(「銷售權益」)，代價為人民幣30,000,000元。代價為人民幣30,000,000元乃由本集團及買方參考獨立估值師以市場法對銷售權益於二零二二年三月三十一日的估值人民幣26,350,000元後公平磋商釐定。

本集團已於本報告日期悉數收到代價。本公司擬將出售事項所得款項用於豐富本集團一般營運資金及現有業務。

出售事項完成後，本公司不再持有北京蓮和眾成醫療科技有限公司的任何股權。

詳情請參閱本公司日期為二零二二年六月二十九日的公告。

Management Discussion and Analysis

管理層討論及分析

(b) Placing of New Shares Under General Mandate

On 14 June 2022, the Company conducted a placing of 257,000,000 new ordinary shares of HK\$0.05 each (“**Placing Share**”) at a price of HK\$0.105 each to raise a gross proceeds of approximately HK\$26.99 million (the “**Placing**”). The Placing Shares were issued under the relevant general mandate granted to the Directors at the annual general meeting of the Company held on 31 August 2021. The closing price per share of the Company on the Stock Exchange on 14 June 2022 was HK\$0.121. The net price per Placing Share was approximately HK\$0.103. Completion of the Placing took place on 5 July 2022. For further details of the Placing, please refer to the announcements of the Company dated 14 June 2022 and 5 July 2022.

AUDIT COMMITTEE

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

The Company’s annual results for the year ended 31 March 2022 have been reviewed by the Audit Committee.

APPRECIATION

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

On behalf of the Board
Life Healthcare Group Limited

Pang Zhen
Executive Director

Hong Kong, 31 August 2022

(b) 根據一般授權配售新股份

於二零二二年六月十四日，本公司按每股0.105港元之價格配售257,000,000股每股面值0.05港元之新普通股（「**配售股份**」），以籌集所得款項總額約26,990,000港元（「**配售事項**」）。配售股份根據本公司於二零二一年八月三十一日舉行之股東週年大會向董事授出之相關一般授權發行。本公司股份於二零二二年六月十四日在聯交所之收市價為每股0.121港元。每股配售股份淨價格約為0.103港元。配售事項已於二零二二年七月五日完成。有關配售事項之進一步詳情，請參閱本公司日期為二零二二年六月十四日及二零二二年七月五日之公佈。

審核委員會

本公司審核委員會（「**審核委員會**」）包括三名獨立非執行董事王洋先生（審核委員會主席）、劉興華先生及陳文喬先生（**陳先生**），陳先生具備所需專業資格及會計專業知識。

本公司截至二零二二年三月三十一日止年度之全年業績已由審核委員會審閱。

致謝

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

代表董事會
蓮和醫療健康集團有限公司

執行董事
逢震

香港，二零二二年八月三十一日

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

DIRECTORS

Executive Directors

Mr. Yuan Limin ("Mr. Yuan") has been appointed as the chief executive officer and an executive Director of the Company with effect from 29 July 2022.

Mr. Yuan, aged 62, has more than 30 years' valuable experience in the capital, investment and financial analysis and handled more than 15 listing and fund raising projects in the PRC and Hong Kong. Mr. Yuan was appointed as executive director of United Strength Power Holdings Limited (stock code: 2337), a main board listed company of The Stock Exchange of Hong Kong Limited ("Stock Exchange") from November 2018 to July 2022. He was appointed as executive director, deputy chairman of the board and chief executive officer of China Asia Valley Group Limited (formerly known as China Graphene Group Limited) (stock code: 0063), a main board listed company of the Stock Exchange from November 2015 to January 2018. He was also the chairman of the board and non-executive director of Asia Fashion Holdings Limited (SGX:BQI) which is a main board listed company of the Singapore Stock Exchange from December 2013 to November 2015. Mr. Yuan was a senior business analyst with American Etech Securities Inc. from 2009 to 2012. He was also the general manager of the CAD Company of the China Ministry of Aerospace from 1987 to 1998 and an analyst with the Beijing Government's Finance office from 1982 to 1985.

Mr. Yuan graduated with a Bachelor Degree in Finance at the Beijing Institute of Technology.

董事

執行董事

原立民先生(「原先生」)已獲委任為本公司行政總裁及執行董事，自二零二二年七月二十九日起生效。

原先生，62歲，於資本、投資及財務分析方面擁有逾30年的寶貴經驗，曾處理超過15項中國及香港上市及集資項目。原先生曾於二零一八年十一月至二零二二年七月擔任香港聯合交易所有限公司(「聯交所」)主板上市公司眾誠能源控股有限公司(股份代號：2337)執行董事。於二零一五年十一月至二零一八年一月擔任聯交所主板上市公司中亞烯谷集團有限公司(原名中國烯谷集團有限公司)(股份代號：0063)執行董事、董事會副主席兼首席執行官。二零一三年十二月至二零一五年十一月擔任新加坡交易所主板上市公司Asia Fashion Holding Limited (SGX:BQI)董事會主席及非執行董事。原先生亦於二零零九年至二零一二年擔任美國億泰證券有限公司的高級業務分析師，並曾於一九八七年至一九九八年擔任中國航天部CAD公司總經理，亦曾於一九八二年至一九八五年擔任北京市政府金融辦分析師。

原先生於北京理工大學畢業，並取得財政學士學位。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷詳情

Mr. Pang Zhen (“Mr. Pang”) has been appointed as an executive Director and an authorised representative of the Company with effect from 6 December 2021.

Mr. Pang, aged 46, graduated from the real estate operation and management major of the Department of Civil Engineering of Anshan Iron and Steel College in July 1998. Mr. Pang has over 20 years work experience in the real estate industry in PRC, mainly engaged in the development, sales and leasing activities of properties in PRC since graduation from college in 1998.

Mr. Man Wai Lun (“Mr. Man”), aged 49, obtained his diploma in Business Management from the School of Continuing Education, Hong Kong Baptist University in April 2003 and obtained a bachelor degree of accountancy from the University of South Australia in March 2007. Mr. Man was appointed as an executive Director and a member of the Nomination Committee in January 2019. Mr. Man has over 16 years of experience in accounting.

Currently, Mr. Man is an independent non-executive director of Elegance Optical International Holdings Limited (stock code: 907), Millennium Pacific Group Holdings Limited (Stock code: 8147) and Momentum Financial Holdings Limited (Stock code: 1152). He is an executive director of Century Group International Holdings Limited (Stock code: 2113) and China Clean Energy Technology Group Limited (Stock code: 2379). He was previously an independent non-executive director of Roma Group Limited (Stock code: 8072) until 1 March 2020, an independent non-executive director of China Trustful Group Limited (Stock code: 8265, delisted on 12 November 2021) until 9 November 2020, an executive director of CT Environmental Group Limited (Stock code: 1363, delisted on 10 September 2021) until 19 April 2021 and an executive director and compliance officer of Glory Flame Holdings Limited (Stock code: 8059) until 19 September 2018.

逢震先生(「逢先生」)已獲委任為本公司執行董事及授權代表，自二零二一年十二月六日起生效。

逢先生，46歲，一九九八年七月畢業於鞍山鋼鐵學院土木工程系房地產經營與管理專業。逢先生擁有逾20年中國房地產行業經驗，自一九九八年畢業起一直於中國主要從事物業開發、銷售及租賃活動。

文偉麟先生(「文先生」)，49歲，於二零零三年四月取得香港浸會大學持續教育學院工商管理文憑及於二零零七年三月取得南澳洲大學會計學學士學位。文先生於二零一九年一月獲委任為執行董事兼提名委員會成員。文先生擁有逾16年的會計經驗。

目前，文先生為高雅光學國際集團有限公司(股份代號：907)，匯思太平洋集團控股有限公司(股份代號：8147)及正乾金融控股有限公司(股份代號：1152)之獨立非執行董事。彼為世紀集團國際控股有限公司(股份代號：2113)及中國清潔能源科技集團有限公司(股份代號：2379)之執行董事。彼亦曾為羅馬集團有限公司(股份代號：8072)之獨立非執行董事，直至二零二零年三月一日，中國之信集團有限公司(股份代號：8265，於二零二一年十一月十二日除牌)之獨立非執行董事，直至二零二零年十一月九日，中滔環保集團有限公司(股份代號：1363，於二零二一年九月十日除牌)之執行董事，直至二零二一年四月十九日，及朝威控股有限公司(股份代號：8059)之執行董事及合規主任，直至二零一八年九月十九日。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Mr. Huang Zhifang (“Mr. Huang”) has been appointed as an executive Director of the Company with effect from 31 May 2022.

Mr. Huang, aged 46, has 23 years of experience in the trading, marketing and supply chain management in the field of commodity and new material, as well as risk management, investment and financing. Mr. Huang was appointed as general manager of Guangdong GW International Group Company Limited from 2017 to 2021. He acted as deputy general manager of Zhejiang Fuchuen Company Limited from 2009 to 2016. He was also a sales manager of Baosteel Precision Steel Tube Co., Ltd from 2000 to 2008.

Mr. Huang obtained an EMBA degree at City University of Hong Kong, and a bachelor degree in International Economics and Trade at Fudan University.

Independent Non-Executive Directors

Mr. Liu Xinghua (“Mr. Liu”), aged 65, holds a bachelor degree in Chinese language and literature from Beijing Normal University in the PRC, and was appointed as an independent non-executive Director with effect from 12 September 2016. Mr. Liu is also the chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Liu is currently a senior management of a fund company. Mr. Liu was with Industrial Bank Co., Ltd. since August 2001 to August 2016, where he held the position of president of Beijing Dongdan sub-branch, Shijingshan Science & Technology Park sub-branch and Fengtai sub-branch. Mr. Liu has approximately 32 years' experience in the financial services industry.

黃志芳先生(「黃先生」)已獲委任為本公司執行董事，自二零二二年五月三十一日起生效。

黃先生，46歲，於期貨及新材料銷售、市場營銷、供應鏈管理，及風險管理與投融資領域擁有23年經驗。黃先生2017年至2021年於廣東廣物國際集團有限公司擔任總經理，2009年至2016年於富春有限公司任副總經理，2000年至2008年於寶鋼精密鋼管有限公司任業務經理。

黃先生持有香港城市大學EMBA學位，及復旦大學國際經濟與貿易專業學士學位。

獨立非執行董事

刘兴华先生(「刘先生」)，65歲，持有中國北京師範大學中文及文學學士學位。自二零一六年九月十二日起獲委任為獨立非執行董事。刘先生亦為薪酬委員會主席及審核委員會成員。刘先生現時為一家基金公司之高級管理層。於二零零一年八月至二零一六年八月，刘先生任職於興業銀行股份有限公司，擔任北京東單支行、石景山科技園支行及豐臺支行行長。刘先生於金融服務業擁有約32年經驗。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷詳情

Mr. Wang Yang (“Mr. Wang”) has been appointed as an independent non-executive Director, chairman and a member of the audit committee of the Company (“**Audit Committee**”), chairman and a member of the nomination committee of the Company (“**Nomination Committee**”) and a member of the remuneration committee of the Company (“**Remuneration Committee**”) with effect from 6 December 2021.

Mr. Wang, aged 37, graduated from Miyun Campus of Capital University of Economics and Business major in Business Management in 2006. Mr. Wang has approximately 14 years work experience in the film industry in PRC mainly engaged in finance and production of films. At present, Mr. Wang is working as a self-employed marketing executive in a securities firm in Beijing.

Mr. Chan Man Kiu (“Mr. Chan”) has been appointed as an independent non-executive Director, a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee with effect from 25 April 2022.

Mr. Chan, aged 60, is the chief financial officer and the company secretary of Jiangnan Group Limited, a company listed on the main board of the Stock Exchange of Hong Kong Limited (Stock code: 1366). Mr. Chan has over 30 years of experience in the field of finance and operations. Previously Mr. Chan worked for Jardine Fleming Holdings Limited, Xinhua Financial Network Limited and Xinhua Sports and Entertainment Limited. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan obtained his Professional Diploma in Accountancy from The Hong Kong Polytechnic (currently the Hong Kong Polytechnic University) in November 1984 and EMBA from the City University of Hong Kong in November 2003.

SENIOR MANAGEMENT

Mr. Ma Lei (“Mr. Ma”), aged 47, joined the Group in September 2020 as the chief executive officer in PRC. He is responsible for overseeing the operations and daily management of the Group’s subsidiaries in PRC.

Mr. Ma graduated from Nanjing Institute of Architecture and Engineering with bachelor’s degree in Civil Engineering in 1996, and obtained Master of Business Administration/Marketing from Nanjing University in 2004.

王洋先生(「王先生」)已獲委任為獨立非執行董事、本公司審核委員會(「**審核委員會**」)主席及成員、本公司提名委員會(「**提名委員會**」)主席及成員及本公司薪酬委員會(「**薪酬委員會**」)成員，自二零二一年十二月六日起生效。

王先生，37歲，於二零零六年畢業於首都經濟貿易大學密雲分校工商管理專業。王先生擁有約14年中國電影行業經驗，主要從事電影的財務及製作。王先生目前在北京一家證券公司擔任自僱營銷人員。

陳文喬先生(「陳先生」)已獲委任為獨立非執行董事、審核委員會成員、提名委員會成員及薪酬委員會成員，自二零二二年四月二十五日起生效。

陳先生，60歲，為江南集團有限公司(一家於香港聯合交易所有限公司主板上市的公司，股份代號：1366)的首席財務官及公司秘書。陳先生於金融營運方面擁有逾30年經驗。陳先生先前就職於怡富集團有限公司、新華財經有限公司及新華悅動傳媒有限公司。陳先生乃香港會計師公會成員。陳先生分別於一九八四年十一月及於二零零三年十一月獲得香港理工學院(現稱香港理工大學)會計專業文憑及香港城市大學高層管理人員工商管理碩士。

高級管理層

馬雷先生(「馬先生」)，47歲，於二零二零年九月加入本集團為中國區行政總裁，彼負責監督本集團中國附屬公司之經營及日常管理事宜。

馬先生於一九九六年畢業於南京建築工程學院持有土木工程學士學位，及於二零零四年獲得南京大學企業管理／市場營銷碩士。

Directors' Report 董事會報告

The Board submits their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 March 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in healthcare products and services business and money lending business. Details of the principal activities and other particulars of the Company's principal subsidiaries are set out in note 33 to the consolidated financial statements.

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

RESULTS AND DIVIDENDS

For the year ended 31 March 2022, the Group recorded a revenue of approximately HK\$92.87 million, gross profit of approximately HK\$13.75 million, and loss before tax of approximately HK\$36.69 million.

The results of the Group for the year ended 31 March 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on page 105 to 106.

The Board does not recommend the payment of a dividend for the year ended 31 March 2022 (2021: Nil).

董事會謹此提呈截至二零二二年三月三十一日止年度之年報連同本公司及其附屬公司(「本集團」)之經審核綜合財務報表。

主要業務

本公司為一家投資控股公司。本集團主要從事健康產品及服務業務及借貸業務。有關本公司主要附屬公司之主要業務詳情及其他資料載於綜合財務報表附註33。

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

業績及股息

截至二零二二年三月三十一日止年度，本集團錄得收益約92,870,000港元、毛利約13,750,000港元及除稅前虧損約36,690,000港元。

本集團於截至二零二二年三月三十一日止年度之業績載於第105至106頁之綜合損益及其他全面收益表。

董事會不建議就截至二零二二年三月三十一日止年度派付股息(二零二一年：無)。

Directors' Report

董事會報告

RESERVES

Pursuant to the relevant rules of the Cayman Islands, the reserves available for distribution to shareholders of the Company as at 31 March 2022 was approximately HK\$73.06 million.

Details of movements in the reserves of the Group and the Company during the year ended 31 March 2022 are set out in the consolidated statement of changes in equity on page 109 and note 28 to the consolidated financial statements.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out in section headed "Five Year Financial Summary" on page 196.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 March 2022 are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share options are set out in notes 27 and 30 respectively to the consolidated financial statements.

儲備

於二零二二年三月三十一日，根據開曼群島相關規定，可供分派予本公司股東之儲備約為73,060,000港元。

本集團及本公司於截至二零二二年三月三十一日止年度之儲備變動詳情分別載於第109頁之綜合權益變動表及綜合財務報表附註28。

財務摘要

本集團於過去五個財政年度之業績與資產及負債摘要載於第196頁五年財務概要一節。

物業、廠房及設備

本集團之物業、廠房及設備於截至二零二二年三月三十一日止年度之變動詳情載於綜合財務報表附註16。

股本及購股權

本公司之股本及購股權詳情分別載於綜合財務報表附註27及30。

Directors' Report 董事會報告

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

I. Interest in associates

- (a) The Company has discussed with the auditor that as full impairment has been made on investment in Manrui Biotech, an associate of the Company, this year. Technically, the auditors will qualify the profit and loss figures of Manrui Biotech for the year ended 31 March 2022 to be presented under the comparative column of the Group's profit and loss account for the year ended 31 March 2023. There will not be any qualification in respect of Manrui Biotech after the year ended 31 March 2023.

The Audit Committee concurs to the treatment on Manrui Biotech.

- (b) The Group has received refund of all its investment cost of RMB30,000,000 (equivalent to approximately HK\$36,990,000) in 億雲力蓮合(北京)健康管理有限公司(“億雲力蓮合”), an associate of the Company, subsequent to the year end date. Pursuant to a resolution of shareholders of 億雲力蓮合, it was unanimously passed by all shareholders to temporarily return the investment costs to its shareholders because the intended business plan of 億雲力蓮合 to develop the internet platform and customer sales could not be implemented according to the planned timeline as a result of the outbreak and widespread infection of COVID-19 pandemic in Shanghai. The present status of 億雲力蓮合 comes to a standstill. Therefore, the auditor was unable to obtain sufficient appropriate audit evidence of 億雲力蓮合.

本公司及審核委員會對獨立核數師 報告內保留意見之意見

I. 於聯營公司之權益

- (a) 本公司已與核數師討論，由於今年本公司對聯營公司漫瑞生物的投資已作出全面減值。技術上，核數師將漫瑞生物截至二零二二年三月三十一日止年度的損益數字列入本集團截至二零二三年三月三十一日止年度之損益賬比較欄。於截至二零二三年三月三十一日止年度後，漫瑞生物將無任何保留意見。

審核委員會同意對漫瑞生物之處理。

- (b) 於年結日後，本集團已收到本公司一家聯營公司億雲力蓮合(北京)健康管理有限公司(「億雲力蓮合」)的全部投資費用退款人民幣30,000,000元(相當於約36,990,000港元)。根據億雲力蓮合股東決議案，其由全體股東一致通過，以向其股東暫時退還投資費用，乃由於上海新型冠狀病毒的爆發及大範圍感染，億雲力蓮合開發網絡平台及客戶銷售的原定商業計劃無法按計劃進行。億雲力蓮合目前處於停頓狀況。因此，核數師無法獲得億雲力蓮合充分適當審核憑證。

Directors' Report

董事會報告

The Company has discussed with the auditor that as all the Group's investment cost in 億雲力蓮合 has been refunded to the Group. If the associate resumes business and the Company provides the necessary financial information of the associate for future audits, other than the opening balance, there will not be any qualification on 億雲力蓮合 for the year ended 31 March 2023.

Similarly, the Group has received refund of all its investment cost of RMB25,000,000 (equivalent to approximately HK\$30,824,000) in 山東蓮合耀奇醫療器械有限公司(“山東蓮合”), an associate of the Company, subsequent to the year end date. Pursuant to a resolution of shareholders of 山東蓮合, it was unanimously passed by all shareholders to temporarily return the investment costs to its shareholders because the intended business plan of 山東蓮合 to acquire and develop land and instal production equipment could not be implemented according to the planned timeline as a result of the various and different restriction policy on COVID-19 pandemic in PRC. The present status of 山東蓮合 comes to a standstill. Therefore, the auditor was unable to obtain sufficient appropriate audit evidence of 山東蓮合.

The Company has discussed with the auditor that as all the Group's investment cost in 山東蓮合 has been refunded to the Group. If the associate resumes business and the Company provides the necessary financial information of the associate for future audits, other than the opening balance, there will not be any qualification on 山東蓮合 for the year ended 31 March 2023.

The Audit Committee concurs to the treatments on investment in 億雲力蓮合 and 山東蓮合.

本公司已與核數師討論，本集團於億雲力蓮合的投資費用已向本集團退還，截至二零二三年三月三十一日止年度，倘聯營公司恢復業務且本公司為未來的審計提供聯營公司的必要財務信息，除期初結餘除外，億雲力蓮合將無任何保留意見。

相似地，於年結日後，本集團已收到本公司一家聯營公司山東蓮合耀奇醫療器械有限公司(「山東蓮合」)全部投資費用退款人民幣25,000,000元(相當於約30,824,000港元)。根據山東蓮合股東決議案，其由全體股東一致通過，以向其股東暫時退還投資費用，乃由於中國新型冠狀病毒疫情各種不同限制政策，山東蓮合收購及開發土地以及安裝生產設備的原定商業計劃無法按計劃進行。山東蓮合目前處於停頓狀況。因此，核數師無法獲得山東蓮合充分適當審核憑證。

本公司已與核數師討論，本集團於山東蓮合的投資費用已向本集團退還，截至二零二三年三月三十一日止年度，倘聯營公司恢復業務且本公司為未來的審計提供聯營公司的必要財務信息，除期初結餘除外，山東蓮合將無任何保留意見。

審核委員會同意對億雲力蓮合及山東蓮合的投資的處理。

Directors' Report 董事會報告

2. Trade and other receivables

(a) *Prepayment for consultancy services*

The Company has discussed with the auditor that as full impairment has been made on prepayment for consultants' services this year. Technically, the auditor will qualify the profit and loss figures of prepayment for consultants' services for the year ended 31 March 2022 to be presented under the comparative column of the Group's profit and loss account for the year ended 31 March 2023. There will not be any qualification in respect of prepayment for consultants' services after the year ended 31 March 2023.

The Audit Committee concurs to the treatment on prepayment for consultants' services.

(b) *Prepayments for healthcare supplies*

Owing to the outbreak and prolonged proliferation of COVID-19 pandemic in PRC, the suppliers could not order the healthcare materials and equipment overseas to be imported to PRC according to the contracts signed with the Group. Therefore, the underlying contracts for the prepayment could not be fulfilled. Thus, the Group entered into cancellation agreement with the suppliers to cancel the contracts. According to the cancellation agreement, the suppliers agreed to refund the prepayment amount to the Group.

The Company has discussed with the auditor that as the Group received refund of prepayment amount for purchase of healthcare materials and equipment in full, technically, the auditors will qualify the opening balance of the prepayment for the year ended 31 March 2022 to be presented under the comparative column of the Group's statement of financial position for the year ended 31 March 2023. There will not be any qualification in respect of the prepayment for healthcare supplies after the year ended 31 March 2023.

The Audit Committee concurs to the treatment on prepayments for healthcare supplies.

2. 應收貿易及其他應收款項

(a) *諮詢服務預付款項*

本公司已與核數師討論，由於今年諮詢服務預付款項已作出全面減值。技術上，核數師將諮詢服務預付款項截至二零二二年三月三十一日止年度的損益數字列入本集團截至二零二三年三月三十一日止年度之損益賬比較欄。於截至二零二三年三月三十一日止年度後，諮詢服務預付款項將無任何保留意見。

審核委員會同意對諮詢服務預付款項之處理。

(b) *醫療保健用品之預付款項*

由於中國新型冠狀病毒疫情爆發及持續擴散，供應商無法根據與本集團簽署的合約訂購海外醫療保健材料及設備並進口到中國。因此，無法履行有關預付款項合約。故本集團與供應商簽訂取消協議以取消合約。根據取消協議，供應商同意向本集團退還預付款項。

本公司已與核數師討論，由於本集團已悉數收到退還購買醫療保健材料及設備之預付款項，技術上，核數師將預付款項截至二零二二年三月三十一日止年度的期初結餘列入本集團截至二零二三年三月三十一日止年度之財務狀況表比較欄。於截至二零二三年三月三十一日止年度後，醫療保健用品之預付款項將無任何保留意見。

審核委員會同意對醫療保健用品之預付款項之處理。

Directors' Report

董事會報告

3. Equity investment at fair value through other comprehensive income

The Group has received the consideration (the "Consideration") of RMB30,000,000 (equivalent to approximately HK\$36,990,000) on disposal of its 15% equity interest in Beijing Life Healthcare Zhongcheng Medical Technologies Co., Ltd (北京蓮和眾成醫療科技有限公司) (the "Investee") as at the date of this report.

The Company has discussed with the auditor that as the Group received the Consideration technically, the auditor will qualify the opening balance and the profit and loss figures of the Investee for the year ended 31 March 2022 to be presented under the comparative column of the Group's profit and loss account for the year ended 31 March 2023. There will not be any qualification in respect of the Investee after the year ended 31 March 2023.

The auditor was unable to obtain sufficient appropriate audit evidence on the Investee for the two years ended 31 March 2022 and 2021 because the Investee failed to provide the relevant financial information to the auditor timely. The Group, being a 15% shareholder of the Investee, had been using its best endeavour to follow up on urging the Investee to provide its financial information to the auditor timely but its effort was fruitless.

The Audit Committee concurs to the treatment on the Investee.

3. 透過其他全面收益按公平值列賬之股本投資

於本公佈日期，本集團已收到出售北京蓮和眾成醫療科技有限公司（「被投資方」）15%權益的代價（「代價」）人民幣30,000,000元（相當於約36,990,000港元）。

本公司已與核數師討論，由於本集團已收到代價，技術上，核數師將被投資方截至二零二二年三月三十一日止年度的期初結餘及損益數字列入本集團截至二零二三年三月三十一日止年度之損益賬比較欄。於截至二零二三年三月三十一日止年度後，被投資方將無任何保留意見。

截至二零二二年及二零二一年三月三十一日止兩個年度，核數師無法獲得被投資方足夠適當審核憑證，乃由於被投資方無法向核數師及時提供相關財務資料。作為被投資方15%之股東，本集團一直在竭盡全力跟進敦促被投資方及時提供其財務資料，但無果。

審核委員會同意被投資方之處理。

Directors' Report 董事會報告

STRUCTURED CONTRACTS

In order to streamline the organization structure of the Relevant Business (as defined below), the group had undergone a re-organization during the year ended 31 March 2021 pursuant to which 北京蓮和健康科技有限公司 (Beijing Life Healthcare Technology Co., Ltd.) (“**Beijing Lianhe**”), a 100% owned subsidiary of the Group, has entered into the Exclusive Business Cooperation Agreement, the Exclusive Call Option Agreement, the Power of Attorney and the Share Pledge Agreement on 29 March 2021, which supersede the previous agreements, (together, the “**VIE Agreements**” and each a “**VIE Agreement**”) by and among Beijing Lianhe, 蓮和(北京)醫療科技有限公司 (Life Healthcare (Beijing) Co., Ltd.) (“**Life Healthcare**”) and the two registered shareholders (namely, Mr. Du Peilin and Mr. Ma Lei, both are not connected persons (as defined under the Listing Rules) of the Company) of Life Healthcare (the “**Registered Shareholders**”) who hold all the equity capital of Life Healthcare.

Life Healthcare was established on 22 February 2016 and its principal activities are provision of genetic testing and health data analysis services (the “**Relevant Business**”). Pursuant to the Special Administrative Measures (Negative List) for Foreign Investment Access (2021) (《外商投資准入特別管理措施(負面清單)(2021年版)》) issued by National Development and Reform Commission and Ministry of Commerce of PRC on 27 December 2021 and would be effected on 1 January 2022, the “**development and application of human stem cells and genetic diagnosis therapy technology**” is listed as an item forbidden for foreign investment. By entering into the VIE Agreements, the Group obtained effective control over Life Healthcare and the right to receive substantially all of Life Healthcare’s economic benefits (the “**Contractual Arrangements**”). Details of each of the VIE Agreements are set out below.

結構合約

為簡化有關業務(定義見下文)的組織架構,本集團已於截至二零二一年三月三十一日止年度進行重組,據此,本集團擁有100%權益之附屬公司北京蓮和健康科技有限公司(「**北京蓮和**」)並與蓮和(北京)醫療科技有限公司(「**蓮和醫療**」)及兩名擁有蓮和醫療全部股本之蓮和醫療登記股東(並非本公司關連人士(定義見上市規則)之杜沛林先生及馬雷先生「**註冊股東**」),於二零二一年三月二十九日訂立獨家業務合作協議、獨家購買權合同、授權書及股份質押協議(統稱及個別稱為「**VIE協議**」),以取代過往協議。

蓮和醫療於二零一六年二月二十二日成立,其主要業務為提供基因檢測及健康數據分析服務(「**有關業務**」)。根據國家發展和改革委員會、中華人民共和國商務部於二零二一年十二月二十七日頒佈並將於二零二二年一月一日生效的《外商投資准入特別管理措施(負面清單)(2021年版)》,「**人體幹細胞、基因診斷與治療技術開發和應用**」為禁止外商投資產業。本集團通過訂立VIE協議以取得蓮和醫療之實質控制權及取得蓮和醫療絕大部分經濟利益之權利(「**合約安排**」)。各份VIE協議詳情載列如下。

Directors' Report

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

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

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

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

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

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

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

Save as disclosed above, there has not been any material change in the Contractual Arrangements during the year ended 31 March 2022.

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

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

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

除上述所披露外，截至二零二二年三月三十一日止年度，合約安排概無任何重大變動。

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

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

The Board is of the view that healthcare services especially the genetic testing and health data analysis services market in PRC is expected a new but growing field. Healthcare products and services segment recorded revenue and assets of approximately HK\$92.12 million and HK\$196.06 million respectively in the year ended 31 March 2022 and has become the most important business segment of the Group.

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

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

董事會認為，預期健康業務(特別是中國基因檢測及健康數據分析服務市場)屬新興但增長之領域。截至二零二二年三月三十一日止年度，健康產品及服務分部分別錄得收益及資產約92,120,000港元及196,055,000港元，並成為本集團最重要之業務分部。

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

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

During the year ended 31 March 2022, none of the VIE Agreements mentioned above has been unwound as none of the restrictions that led to the adoption of structured contracts has been removed.

RISKS AND UNCERTAINTIES

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

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

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

截至二零二二年三月三十一日止年度，概無上述VIE協議獲解除，原因為概無刪除導致採納結構性合約之限制。

風險及不確定性

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

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

Economic Risks

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

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

Operational Risks

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

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

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

經濟風險

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

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

經營風險

- 未能在本集團經營所在之競爭環境中有效競爭或追上科技發展。

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

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

Due to the fierce competition of talents in the healthcare industry, the Group's operation may be affected adversely if the Group has an insufficient talent pool. A shortage of professional technicians will affect the progress and quality of the R&D projects, thus the Group's operation. Therefore, if the Group fails to retain suitable talents, the turnover rate being above the acceptable level may affect the long-term development of the Group. In view of the above, the Group will properly reduce the corresponding risks by stepping up its effort in recruitment, enhancing the professionalism of technicians and establishing the Group's reputation as an employer in the human resources market under the premise of taking certain risks.

Regulatory Risks

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

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

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

- 未能招聘及留聘足夠具備健康服務業務相關經驗及專長之合資格員工。

由於健康服務行業的人才競爭激烈，如集團出現人才儲備不足，或會對集團的營運造成負面影響。專業技術人員出現短缺將會影響研發項目進度和質量，從而影響集團的營運。因此，若集團未能挽留合適的人才，流失率超過可接受水平或會影響團長遠的發展。有鑒於此，集團會在承擔一定風險的前提下，通過加強招聘力度、提高技術人員的專業性、以及建立集團於人力資源市場的僱主品牌，以適當降低對應之風險。

監管風險

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

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

- 影響VIE協議合法性及可執行性之法律及法例出現變動而造成之不利影響。

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

Financial Risks

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

ENVIRONMENT AND COMPLIANCE WITH LAWS

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

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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

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

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

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

財務風險

— 財務風險詳情載於綜合財務報表附註5。

環境及遵守法律

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

與僱員、客戶及供應商之重要關係

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

本集團與供應商建立合作關係以有效及高效地滿足顧客之需求。

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

Directors' Report 董事會報告

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2022.

SHARE OPTIONS

The Company has adopted a share option scheme ("Share Option Scheme") on 18 September 2012. Particulars of the Share Option Scheme are summarized and set out in note 30 to the consolidated financial statements. No option was granted, exercised, cancelled or lapsed under the Share Option Schemes during the year ended 31 March 2022.

As the Share Option Scheme will soon expire. The Company has put forward a resolution at the forthcoming AGM to approve and adopt a new share option scheme. For details, please refer to the circular of the Company dated 9 September 2022.

EQUITY-LINKED AGREEMENT

Save for the share option scheme of the Company, no equity-linked agreement that would or might result in the Company issuing shares, or that requiring the Company to enter into an agreement that would or might result in the Company issuing shares, was entered into by the Company during the year ended 31 March 2022 or subsisted at the end of the year ended 31 March 2022.

購買、出售或贖回本公司之上市證券

於截至二零二二年三月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

購股權

本公司已於二零一二年九月十八日採納一項購股權計劃(「購股權計劃」)。購股權計劃之詳情已概述並載於綜合財務報表附註30。截至二零二二年三月三十一日止年度，概無購股權已授出、行使、註銷或失效。

由於購股權計劃即將到期。本公司已於即將舉行之股東週年大會上提出決議案，以批准及採用一項新的購股權計劃。詳情請參閱本公司日期為二零二二年九月九日之通函。

股票掛鈎協議

除本公司購股權計劃外，於截至二零二二年三月三十一日止年度內或截至二零二二年三月三十一日止年終，本公司均不曾訂立或存有會導致或可導致本公司發行股份或規定本公司訂立將會或可導致本公司發行股份協議之股票掛鈎協議。

Directors' Report

董事會報告

DIRECTORS

The Directors during the year ended 31 March 2022 and up to the date of this report were:

Executive Directors

Mr. Yuan Limin (*Chief Executive Officer*)

(appointed on 29 July 2022)

Mr. Pang Zhen

(appointed on 6 December 2021)

Mr. Man Wai Lun

Mr. Huang Zhifang

(appointed on 31 May 2022)

Mr. Xu Xueping

(resigned on 6 December 2021)

Non-executive Director

Ms. Fu Xiaoji

(resigned on 25 April 2022)

Independent Non-executive Directors

Mr. Liu Xinghua

Mr. Wang Yang

(appointed on 6 December 2021)

Mr. Chan Man Kiu

(appointed on 25 April 2022)

Mr. Cheng Chun Man

(resigned on 30 November 2021)

Ms. Zheng Xin

(resigned on 31 August 2021)

Mr. Li Li

(appointed on 31 August 2021 and
resigned on 25 April 2022)

In accordance with Article 84(1) of the articles of association of the Company (the "**Articles of Association**"), Mr. Yuan Limin, Mr. Pang Zhen, Mr. Huang Zhifang, Mr. Liu Xinghua, Mr. Wang Yang and Mr. Chan Man Kiu will retire at the forthcoming annual general meeting and being eligible, offer themselves for re-election at that meeting.

董事

於截至二零二二年三月三十一日止年度及截至本報告日期止，董事為：

執行董事

原立民先生(行政總裁)

(於二零二二年七月二十九日獲委任)

逢震先生

(於二零二一年十二月六日獲委任)

文偉麟先生

黃志芳先生

(於二零二二年五月三十一日獲委任)

徐學平先生

(於二零二一年十二月六日辭任)

非執行董事

傅曉姬女士

(於二零二二年四月二十五日辭任)

獨立非執行董事

刘兴华先生

王洋先生

(於二零二一年十二月六日獲委任)

陳文喬先生

(於二零二二年四月二十五日獲委任)

鄭振民先生

(於二零二一年十一月三十日辭任)

鄭欣女士

(於二零二一年八月三十一日辭任)

李力先生

(於二零二一年八月三十一日獲委任
及於二零二二年四月二十五日辭任)

根據本公司之組織章程細則(「**組織章程細則**」)84(1)條，原立民先生、逢震先生、黃志芳先生、刘兴华先生、王洋先生及陳文喬先生將於應屆股東週年大會告退，彼等符合資格於該大會上重選連任。

Directors' Report 董事會報告

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

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2022, the interests and short positions of the Directors and chief executive of the Company or their respective associates in shares, underlying shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules, were as follows:

Long positions in ordinary shares of HK\$0.05 each of the Company:

Name of Director	Capacity	Number of ordinary shares held	Approximate percentage of shareholding
董事姓名	身份	所持普通股數目	股權概約百分比
Pang Zhen 逢震	Beneficial owner 實益擁有人	285,004,080	18.48%

Save as disclosed above and in note 30 to the consolidated financial statements, at no time during the year ended 31 March 2022 was the Company, any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

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

董事及主要行政人員於股份及相關股份之權益及淡倉

於二零二二年三月三十一日，董事及本公司主要行政人員或彼等各自之聯繫人於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊或根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益或淡倉如下：

於本公司每股面值0.05港元之普通股之好倉：

Name of Director	Capacity	Number of ordinary shares held	Approximate percentage of shareholding
董事姓名	身份	所持普通股數目	股權概約百分比
Pang Zhen 逢震	Beneficial owner 實益擁有人	285,004,080	18.48%

除上文及綜合財務報表附註30所披露者外，本公司、其任何控股公司、附屬公司或同系附屬公司概無於截至二零二二年三月三十一日止年度任何時間訂立任何安排，致使董事可藉收購本公司或任何其他法人團體之股份或債券而獲取利益。

Directors' Report

董事會報告

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 March 2022 and up to and including the date of this report.

DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance to which the Company, its holding company or subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted as at 31 March 2022 or at any time during the year ended 31 March 2022.

董事於競爭業務中之權益

截至二零二二年三月三十一日止年度及直至本報告日期(包括該日)內任何時間，除本集團之業務外，董事概無於任何直接或間接與本集團之業務進行競爭或曾經進行競爭或現時或過往可能進行競爭之業務中擁有或曾經擁有任何權益。

董事於合約之權益

於二零二二年三月三十一日或於截至二零二二年三月三十一日止年度任何時間，本公司、其控股公司或附屬公司概無參與訂立董事於當中直接或間接擁有重大權益之重大合約。

Directors' Report 董事會報告

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

As at 31 March 2022, the following persons and company had interests and short positions of 5% or more of the issued share capital and underlying shares of the Company (other than a Director or chief executive of the Company) were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of HK\$0.05 each of the Company:

Name of shareholder 股東姓名／名稱	Capacity 身份	Number of ordinary shares held 所持普通股 數目	Approximate percentage of shareholding 股權概約百分比
Wang Wen 王文	Beneficial owner 實益擁有人	257,000,000	16.67%
Zhou Chunyan 周春燕	Beneficial owner 實益擁有人	244,212,611	15.84%
Pioneer Environmental International Industries Company Limited (note) Pioneer Environmental International Industries Company Limited (附註)	Beneficial owner 實益擁有人	160,120,000	10.38%
Liu Na (note) 刘娜(附註)	Interest of controlled corporation 受控法團之權益	160,120,000	10.38%

Note:

These interests are held by Pioneer Environmental International Industries Company Limited which is 100% own by Liu Na. Liu Na is therefore deemed to be interested in the shares of the Company held by Pioneer Environmental International Industries Company Limited for the purpose of the SFO.

Save as disclosed above, as at 31 March 2022, no person had registered an interest or short position in the shares or underlying shares of the Company which was required to be recorded pursuant to Section 336 of the SFO.

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二二年三月三十一日，按本公司根據證券及期貨條例第336條所存置之權益登記冊所記錄，以下人士及公司（並非董事或本公司主要行政人員）持有本公司已發行股本及相關股份5%或以上之權益及淡倉：

於本公司每股面值0.05港元之普通股之好倉：

Name of shareholder 股東姓名／名稱	Capacity 身份	Number of ordinary shares held 所持普通股 數目	Approximate percentage of shareholding 股權概約百分比
Wang Wen 王文	Beneficial owner 實益擁有人	257,000,000	16.67%
Zhou Chunyan 周春燕	Beneficial owner 實益擁有人	244,212,611	15.84%
Pioneer Environmental International Industries Company Limited (note) Pioneer Environmental International Industries Company Limited (附註)	Beneficial owner 實益擁有人	160,120,000	10.38%
Liu Na (note) 刘娜(附註)	Interest of controlled corporation 受控法團之權益	160,120,000	10.38%

附註：

該等權益由 Pioneer Environmental International Industries Company Limited 持有，而該公司由刘娜100%擁有。因此，就證券及期貨條例而言，刘娜被視為於 Pioneer Environmental International Industries Company Limited 所持本公司股份中擁有權益。

除上文所披露者外，於二零二二年三月三十一日，概無任何人士於本公司股份或相關股份中擁有須根據證券及期貨條例第336條記錄之權益或淡倉。

Directors' Report

董事會報告

CONNECTED TRANSACTIONS

During the year ended 31 March 2022, there were no connected transactions and continuing connected transactions between the Group and its connected persons (as defined under the Listing Rules) which are subject to the reporting, announcement and the independent shareholders' approval requirement under the Listing Rules.

The related party transactions in relation to the compensation of key management personnel as disclosed in Note 32 to the consolidated financial statements are connected transactions exempt from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.95 of the Listing Rules.

RETIREMENT BENEFIT SCHEMES

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

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2022, the percentage of the Group's revenue attributable to its largest customer and five largest customers were 91% and 100% respectively.

For the year ended 31 March 2022, the percentage of the Group's purchases attributable to its largest supplier and five largest suppliers were 99% and 100%, respectively.

At no time during the year ended 31 March 2022 did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owned more than 5% of the Company's issued share capital) have any material interest in any of the Group's five largest suppliers or customers.

關連交易

於截至二零二二年三月三十一日止年度，本集團與其關連人士(定義見上市規則)概無進行任何須遵守上市規則項下申報、公佈及獨立股東批准規定之關連交易及持續關連交易。

綜合財務報表附註32所披露有關主要管理人員酬金之關連人士交易為獲豁免遵守上市規則第14A.95條之申報、公佈及獨立股東批准規定之關連交易。

退休福利計劃

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

主要客戶及供應商

截至二零二二年三月三十一日止年度，最大客戶及五大客戶所佔本集團收益之百分比分別為91%及100%。

截至二零二二年三月三十一日止年度，最大供應商及五大供應商所佔本集團採購額之百分比分別為99%及100%。

於截至二零二二年三月三十一日止年度任何時間，本公司董事、董事之聯繫人士或股東(據董事所知擁有本公司已發行股本超過5%)並無於本集團五大供應商或客戶中擁有任何重大權益。

Directors' Report 董事會報告

MANAGEMENT CONTRACTS

Save for the VIE Agreements, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 March 2022.

PERMITTED INDEMNITY PROVISIONS

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

Such provision was in force during the year ended 31 March 2022. In addition, the Company has also maintained Directors and officers liability insurance during the year ended 31 March 2022 and up to the date of this report.

PRE-EMPTIVE RIGHTS

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

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company had received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considered all of the independent non-executive Directors are independent.

EMOLUMENT POLICY

The emolument of the Directors shall be decided by the Board as recommended by the Remuneration Committee having regard to a written remuneration policy (which ensures a clear link of business strategy and a close alignment with the Shareholders' interest and current market best practice). Remuneration should be paid with reference to the Board's corporate goals and objectives, the salaries paid by comparable companies, time commitment and responsibilities of the executive and non-executive Directors and applicability of performance based remuneration. The Director's fees are paid in line with market practice. No individual should determine his or her own remuneration.

管理合約

於截至二零二二年三月三十一日止年度，除了VIE協議外，概無訂立或存在任何有關本公司業務整體或任何主要部分管理及行政事宜之合約。

准許彌償條文

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

有關條文已於截至二零二二年三月三十一日止年度生效。此外，截至二零二二年三月三十一日止年度及直至本報告日期，本公司亦已為董事及高級人員投購責任保險。

優先認股權

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

獨立非執行董事之獨立確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為，全體獨立非執行董事均為獨立人士。

薪酬政策

董事之酬金由薪酬委員會經參照一套書面薪酬政策(以確保與業務策略清晰聯繫，並密切符合股東之權益及現行市場最佳常規)提供推薦意見而由董事會釐定。酬金應參考董事會企業目標及目的、可予以比較公司支付的薪金、執行及非執行董事的時間投入及職責及與表現掛鈎的薪酬之適用性而支付。董事袍金則以符合市場慣例之基準而支付。並無個別人士可自行釐定其酬金。

Directors' Report

董事會報告

Employees' remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performances as well as market pay level. Remuneration package includes, as the case may be, basic salaries, contribution to MPF Scheme, discretionary bonus relating to financial performance of the Group and individual performance, share options and other fringe benefits such as medical insurance. Details of the emoluments of the Directors and the five highest paid individuals in the Group are set out in note 13 to the consolidated financial statements.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report from pages 47 to 66.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDITOR

The consolidated financial statements of the Company for the year ended 31 March 2022 were audited by ZHONGHUI ANDA CPA Limited ("ZHONGHUI"). A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint ZHONGHUI as auditor of the Company.

By order of the Board
Life Healthcare Group Limited

Pang Zhen
Executive Director

31 August 2022

僱員薪酬乃根據個人責任、能力及技術、經驗及表現以及市場薪酬水平釐定。薪酬組合包括(視情況而定)基本薪金、強積金計劃供款、有關本集團財務表現及個人表現之酌情花紅、購股權及其他額外福利(如醫療保險)。董事及本集團五位最高薪人士之薪酬詳情載於綜合財務報表附註13。

企業管治

本公司採納之主要企業管治常規載於第47至66頁之企業管治報告。

足夠公眾持股量

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

核數師

本公司截至二零二二年三月三十一日止年度之綜合財務報表已由中匯安達會計師事務所有限公司(「中匯」)審核。本公司將於應屆股東週年大會提呈決議案，續聘中匯為本公司之核數師。

承董事會命
蓮和醫療健康集團有限公司

執行董事
逢震

二零二二年八月三十一日

Corporate Governance Report 企業管治報告

OVERVIEW

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

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) during the year ended 31 March 2022, except for the following deviation:

- Code provision A.4.1 of the CG Code provides that the non-executive directors should be appointed for a specific term and subject to re-election. An independent non-executive Director was not appointed for specific terms. In accordance with Article 84 of the Articles of Association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are in line to those of the CG Code. With the implementation of the new CG Code effective from 1 January 2022, the requirement for non-executive directors be appointed for specific term no longer exists.
- Following the resignation of Mr. Cheng Chun Man as an independent non-executive Director on 30 November 2021, the Company fails to meet the requirements of (i) having at least three independent non-executive Directors on the Board under rule 3.10(1) of the Listing Rules; and (ii) having a minimum of three non-executive directors in the Audit Committee under rule 3.21 of the Listing Rules. Following the appointment of Mr. Wang Yang as an independent non-executive Director, chairman and member of the Audit Committee on 6 December 2021, the Company has complied with the requirements under rule 3.10(1) and rule 3.21 of the Listing Rules.

概覽

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

企業管治常規

本公司於截至二零二二年三月三十一日止年度一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載企業管治守則(「企業管治守則」)所載守則條文，惟以下偏離情況除外：

- 企業管治守則之守則條文A.4.1規定，非執行董事應按明確任期獲委任，並須重選連任。一名獨立非執行董事並無明確任期。根據本公司組織章程細則第84條，於每屆股東週年大會上，當時在任董事其中三分之一(倘人數並非三之倍數，則為最接近但不少於三分之一之人數)須輪值退任，惟每名董事至少須每三年於股東週年大會上輪值退任一次。因此，董事會認為已採取足夠措施確保本公司之企業管治常規符合企業管治守則規定。隨著新的企業守則於二零二二年一月一日起生效實施，非執行董事按明確任期獲委任之要求不再存在。
- 於鄭振民先生在二零二一年十一月三十日辭任獨立非執行董事後，本公司未能符合(i)上市規則第3.10(1)條，即董事會包括至少三名獨立非執行董事；及(ii)上市規則第3.21條，即審核委員會須至少由三名非執行董事組成的要求。於王洋先生在二零二一年十二月六日獲委任為獨立非執行董事、審核委員會主席及成員後，本公司已遵守上市規則第3.10(1)條及第3.21條。

Corporate Governance Report

企業管治報告

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

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the standard for securities transactions by Directors. The Company has made specific enquiries of all the Directors and all the Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Directors' securities transactions for the year ended 31 March 2022.

BOARD OF DIRECTORS

The Board currently comprises seven members, being four executive Directors and three independent non-executive Directors. None of the members of the Board has any relationship (including financial, business, family or other material/relevant relationship) among each other. The list of Directors is set out in the section headed "Directors' Report" and the details of the Directors including their backgrounds and qualifications are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report. The term of service of the Directors with the Company is 2 to 3 years except Mr. Liu Xinghua who has no fixed term of service with the Company. The Directors have not entered into service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation but is subject to retirement and re-election in accordance with the Articles of Association.

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

董事會將繼續適時檢討及建議合適之措施，以符合企業管治守則之規定。

董事之證券交易

本公司已採納上市規則附錄十所載標準守則作為董事進行證券交易之準則。本公司已向全體董事作出特定查詢，全體董事確認，彼等於截至二零二二年三月三十一日止年度一直遵守標準守則所載規定標準及其有關董事進行證券交易之行為守則。

董事會

董事會現由七名成員組成，即四名執行董事及三名獨立非執行董事。董事會成員之間概無任何關係(包括財務、業務、家屬或其他重大／相關關係)。董事名單載於本年報「董事會報告」一節，而董事之詳情(包括背景及資格)則載於「董事及高級管理層履歷詳情」一節。除刘兴华於本公司並無固定服務年期外，董事於本公司服務年期為兩至三年，董事並無與本公司訂立本公司不可於一年內不作補償(法定補償除外)而終止之服務合約，惟須根據組織章程細則退任及重選連任。

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

Corporate Governance Report 企業管治報告

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

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

The number of Board meetings and general meetings attended by each Director during the year ended 31 March 2022 is set out below:

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

各獨立非執行董事已根據上市規則向本公司作出年度確認，確認彼等之獨立身分。本公司認為各獨立非執行董事均符合上市規則第3.13條所載評估獨立身分之指引，故被視為獨立人士。本公司在所有需要披露董事姓名的公司通訊中，均已明確列明獨立非執行董事之身份。

各董事於截至二零二二年三月三十一日止年度出席董事會會議及股東大會次數如下：

Executive Directors		Number of Board meetings attended	Number of general meetings attended
執行董事		出席董事會會議次數	出席股東大會次數
Mr. Pang Zhen	逢震先生	4/4	0/0
Mr. Man Wai Lun	文偉麟先生	13/15	1/1
Mr. Xu Xueping	徐學平先生	9/11	1/1
Non-executive Directors		Number of Board meetings attended	Number of general meetings attended
非執行董事		出席董事會會議次數	出席股東大會次數
Ms. Fu Xiaoji	傅曉姬女士	5/15	1/1

Corporate Governance Report

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Independent Non-executive Directors		Number of Board meetings attended	Number of general meetings attended
獨立非執行董事		出席董事會會議次數	出席股東大會次數
Mr. Liu Xinghua	刘兴华先生	15/15	0/1
Mr. Wang Yang	王洋先生	4/4	0/0
Mr. Cheng Chun Man	鄭振民先生	9/10	1/1
Ms. Zheng Xin	鄭欣女士	6/6	0/0
Mr. Li Li	李力先生	2/9	1/1

During the year ended 31 March 2022, the Chairman held a meeting with independent non-executive Directors without the presence of executive Directors in compliance with code provision C.2.7 of the CG Code.

The Board has reviewed the contribution required from each Director to perform his/her responsibilities to the Company and is satisfied that each Director has been spending sufficient time in performing his/her responsibilities during the year ended 31 March 2022.

Save for regular Board meetings held during the year ended 31 March 2022, meetings of the Directors were held to discuss and transact other special businesses. Proper notice of meetings was sent to the Directors. The Board members are provided with appropriate and sufficient information in a timely manner to keep abreast of the Group's latest developments. The Directors have access to the advice and services of the company secretary. All businesses transacted at the Board meetings are properly documented and recorded in minutes with draft and final versions being circulated to the Directors for their comment and records respectively, within reasonable time after the meetings are held. Originals of such minutes, being kept by the company secretary, are open for inspection upon reasonable notice by any Director.

於截至二零二二年三月三十一日止年度內，在沒有執行董事出席的情況下，根據企業管治守則守則條文第C.2.7條的規定，主席與獨立非執行董事舉行了一次會議。

董事會已檢討各董事於履行其對本公司之職責時須作出的貢獻，並信納各董事已於截至二零二二年三月三十一日止年度投入足夠時間，履行其職責。

除於截至二零二二年三月三十一日止年度舉行之董事會常規會議外，董事會亦舉行會議討論及處理其他特別事項。適當的會議通知已發送予董事。董事會成員會適時取得適當且充足之資料，使彼等瞭解本集團之最新發展情況。董事可獲取公司秘書之意見及服務。所有於董事會會議審議之事項均已妥善存檔及記錄在會議記錄內，會議紀錄之初稿及最終定稿，均會交予董事傳閱，分別供彼等於舉行有關會議後之合理時間內表達意見及備案之用。有關會議紀錄之正本由公司秘書保存，可供任何董事於發出合理通知後查閱。

Corporate Governance Report 企業管治報告

If a Director has conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution. That Director will abstain from voting on the relevant Board resolution in which he/she or any of his/her associates has a material interest and he/she shall not be counted in the quorum present at such Board meeting. Independent non-executive Directors, who, and whose close associates, have no material interest in the transaction are present at that Board meeting.

In respect of the corporate governance functions, the Board formulated their terms of reference and performed the following corporate governance duties during the year ended 31 March 2022:

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

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision C.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the year ended 31 March 2022 and up to the date of this annual report, the chairman of the Board has provided leadership to the Board and the chief executive officer (China), who performed the role of the chief executive officer of the Company, has overseen the general management and daily operation of the subsidiaries of the Group in PRC.

若董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則該事項將以召開董事會會議而非以書面決議案方式處理，而該董事將就彼或其任何聯繫人士具有重大利益之相關董事會決議案放棄投票，且不會計入出席該董事會會議之法定人數內。在交易中自身及其緊密聯繫人均沒有重大利益的獨立非執行董事會出席該董事會會議。

企業管治職能方面，董事會制訂了職權範圍，並於截至二零二二年三月三十一日止年度內履行了下列企業管治職責：

- 制定及檢討本公司企業管治政策及常規，並向董事會提出建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察董事及僱員適用的操守守則及合規手冊(如有)；及
- 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露事項。

主席與行政總裁

企業管治守則之守則條文C.2.1規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。於截至二零二二年三月三十一日止年度及截至本年報日期，董事會主席領導董事會，而本公司行政總裁職責由中國區行政總裁執行監督本集團中國附屬公司整體管理及日常營運。

Corporate Governance Report

企業管治報告

Mr. Xu Xueping resigned as the chairman of the Board with effect from 6 December 2021. Mr. Pang Zhen deemed to take up the role of the chairman of the Board on the same day.

Delegation to the Management

The management is led by the chief executive officer (China) who has been delegated to carry out the day-to-day management and operation of the subsidiaries of Group in PRC, formulate business policies and make decision on key business issues. The general manager shall have all powers and authorities of the Board except the following major matters:

- determining the Group's objectives and strategies;
- approving annual and interim results and financial reporting;
- declaring or recommending payment of dividends or other distributions;
- approving major changes that require notification by announcement under the Listing Rules;
- approving publication of the announcement for notifiable transactions under the Listing Rules;
- approving non-exempt connected transactions;
- approving major capital restructuring and issue of new securities of the Company; and
- material transactions.

徐學平先生於二零二一年十二月六日辭任董事會主席，逢震先生於同日視為接任董事會主席職責。

授權予管理層

管理層乃由中國區行政總裁領導，並獲授權進行本集團中國附屬公司之日常管理及營運、制定業務政策，並就主要業務事項作出決定。總經理須具有董事會之一切權力及授權，惟下列主要事項除外：

- 釐定本集團之目標及策略；
- 批准年度及中期業績以及財務報告；
- 宣派或建議派付股息或其他分派；
- 批准根據上市規則須以公告形式作出通知之重大變動；
- 批准刊發上市規則項下之須予公佈交易之公告；
- 批准非豁免關連交易；
- 批准本公司之主要資本重組及新證券發行；及
- 重大交易。

Corporate Governance Report 企業管治報告

TRAINING FOR DIRECTORS

Each newly appointed Director receives a comprehensive and formal induction to ensure that he/she has an appropriate understanding of (i) the business and operations of the Group; (ii) his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements; (iii) the corporate governance code of the Company and (iv) the Model Code. The Directors may seek independent professional advice in appropriate circumstances, at the Company's expenses in order to assist them to perform their duties to the Company.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors will be arranged at the expenses of the Company whenever necessary. The Directors are committed to complying with code provision C.1.4 of the CG Code on Directors' training. All Directors have been updated on the latest developments regarding the Listing Rules to ensure compliance and enhance their awareness of good corporate governance practices. The Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided their training records for the year ended 31 March 2022 to the Company.

董事培訓

每名獲委任之新董事均獲提供全面及正式之入職培訓，以確保彼可適當掌握(i)本集團之業務及營運；(ii)彼根據上市規則及相關監管規定須履行之責任及職務；(iii)本公司之企業管治守則；及(iv)標準守則。董事可在適當情況下尋求獨立專業意見以協助彼等為本公司執行職責，費用由本公司承擔。

董事將不斷獲得法定及監管機制發展以及業務環境之最新消息，以協助彼等履行職責。於有需要時，董事將獲安排接受持續簡報及專業發展，費用由本公司承擔。董事致力遵守企業管治守則之守則條文C.1.4有關董事培訓之規定。全體董事亦已就上市規則之發展獲得最新資料，從而確保遵例，同時加強彼等對良好企業管治常規之意識。董事有參與增進及重溫彼等知識及技能之持續專業發展，並已向本公司提供彼等於截至二零二二年三月三十一日止年度之培訓記錄。

Name of Directors	董事姓名	Topics on training covered (Notes) 所涵蓋之培訓主題(附註)
Pang Zhen	逢震	(1)
Man Wai Lun	文偉麟	(1), (2), (3), (4)
Liu Xinghua	刘兴华	(1), (4)
Wang Yang	王洋	(1)
Cheng Chun Man	鄭振民	(1)
Zheng Xin	鄭欣	(1)
Xu Xueping	徐學平	(1)
Fu Xiaoji	傅晓姬	(1)
Li Li	李力	(1)

Notes:

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

附註：

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

Corporate Governance Report

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DIRECTORS' INSURANCE

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

REMUNERATION COMMITTEE

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

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

The Remuneration Committee held 3 meetings during the year ended 31 March 2022. Details of the attendance of the committee members are as follows:

Committee Members	Attendance
Mr. Liu Xinghua (<i>Chairman of the Committee</i>)	3/3
Mr. Wang Yang	0/0
Mr. Xu Xueping	3/3
Mr. Cheng Chun Man	2/2
Mr. Li Li	1/1

The major work performed by the Remuneration Committee during the year ended 31 March 2022 included, amongst other things, the following:

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

董事之保險

本公司已就其董事可能會面對之任何法律訴訟作出適當之投保安排。

薪酬委員會

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

薪酬委員會由一名獨立非執行董事擔任主席。薪酬委員會由三名獨立非執行董事組成。

薪酬委員會於截至二零二二年三月三十一日止年度曾舉行3次會議。委員會成員之出席詳情如下：

委員會成員	出席率
刘兴华先生(委員會主席)	3/3
王洋先生	0/0
徐學平先生	3/3
鄭振民先生	2/2
李力先生	1/1

薪酬委員會於截至二零二二年三月三十一日止年度履行之主要工作其中包括以下各項：

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

Corporate Governance Report 企業管治報告

REMUNERATION POLICY OF THE DIRECTORS

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

The remuneration of the Directors by band for the year ended 31 March 2022 is set out below:

Remuneration band	Number of persons
Not more than HK\$1,000,000	8
HK\$1,000,001–HK\$1,800,000	1

Particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 13 to the consolidated financial statements in this annual report.

NOMINATION COMMITTEE

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

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

董事之薪酬政策

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

董事截至二零二二年三月三十一日止年度按範圍劃分之薪酬載列如下：

薪酬範圍	人數
不超過1,000,000港元	8
1,000,001港元至1,800,000港元	1

須根據上市規則附錄十六披露之董事薪酬及五名最高薪人士詳情載於本年報綜合財務報表附註13。

提名委員會

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

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

Corporate Governance Report

企業管治報告

The Nomination Committee held 3 meetings during the year ended 31 March 2022. Details of the attendance of the committee members are as follows:

Committee Members	Attendance
Mr. Wang Yang (<i>Chairman of the Committee</i>)	0/0
Mr. Man Wai Lun	1/3
Ms. Zheng Xin	2/2
Mr. Xu Xueping	1/1
Mr. Li Li	1/1
Mr. Cheng Chun Man	2/2

The major work performed by the Nomination Committee during the year ended 31 March 2022 included, amongst other things, the following:

- reviewing the structure, size, composition and diversity of the Board;
- reviewing the board diversity policy;
- considering and making recommendations to the Board for the appointment of Directors and management;
- considering the re-election of Directors at the annual general meeting of the Company held in August 2021; and
- reviewing the independence of the independent non-executive Directors.

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

提名委員會於截至二零二二年三月三十一日止年度曾舉行3次會議。委員會成員之出席詳情如下：

委員會成員	出席率
王洋先生(委員會主席)	0/0
文偉麟先生	1/3
鄭欣女士	2/2
徐學平先生	1/1
李力先生	1/1
鄭振民先生	2/2

提名委員會於截至二零二二年三月三十一日止年度履行之主要工作其中包括以下各項：

- 檢討董事會之架構、規模、組成及多元化；
- 檢討董事會多元化政策；
- 考慮委任董事及高級管理層及就此向董事會提供建議；
- 於二零二一年八月舉行之本公司股東週年大會上考慮重選董事；及
- 檢討獨立非執行董事之獨立性。

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

Corporate Governance Report 企業管治報告

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

Nomination Policy

The Company had adopted a written Nomination Policy of the Group which aims at assisting the Nomination Committee in identifying and nominating suitable candidates for directorship based on the Board Diversity Policy and sets out the nomination criteria and the nomination procedures for (i) nominating new Director to fill a casual vacancy on the Board; (ii) making recommendation to Shareholders regarding any Director proposed for election or re-election at general meeting; and (iii) nomination by Shareholders on election of new Director.

AUDIT COMMITTEE

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

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

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

提名政策

本公司已採納本集團之書面提名政策。該政策旨在協助提名委員會根據董事會多元化政策物色及提名董事之合適候選人，並訂明有關以下內容之提名標準及提名程序：(i) 提名新董事，以填補董事會之臨時空缺；(ii) 就擬於股東大會上選舉或重選董事，向股東提供推薦意見；及(iii) 股東就選舉新董事之提名。

審核委員會

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

審核委員會由三名獨立非執行董事組成，審核委員會一名成員具備合適專業資格或會計或相關財務管理專業知識。

Corporate Governance Report

企業管治報告

The Audit Committee held 2 meetings during the year ended 31 March 2022. Details of the attendance of the committee members are as follows:

Committee Members	Attendance
Mr. Wang Yang (<i>Chairman of the Committee</i>)	0/0
Mr. Liu Xinghua	2/2
Ms. Zheng Xin	1/1
Mr. Li Li	0/1
Mr. Cheng Chun Man	2/2

The major work performed by the Audit Committee during the year ended 31 March 2022 included, amongst other things, the following:

- reviewing the annual results of the Group for the financial year ended 31 March 2021 with the conclusion that the preparations of such results have been complied with the applicable accounting standards;
- reviewing the interim results of the Group for the six months ended 30 September 2021;
- reviewing the effectiveness of the Group's internal control procedures and risk management system; and
- reviewing and recommending the re-appointment of the auditor to the Board for approval.

COMPANY SECRETARY

The company secretary of the Company (the "Company Secretary") provides advice, services and supports to the Board. All Directors have access to the advice and services of the Company Secretary.

The Company Secretary is Mr. Chung Yuk Lun ("Mr. Chung"). Mr. Chung has complied with the relevant professional training requirement of the Listing Rules during the year ended 31 March 2022.

審核委員會於截至二零二二年三月三十一日止年度曾舉行2次會議。委員會成員之出席詳情如下：

委員會成員	出席率
王洋先生(委員會主席)	0/0
刘兴华先生	2/2
鄭欣女士	1/1
李力先生	0/1
鄭振民先生	2/2

審核委員會於截至二零二二年三月三十一日止年度履行之主要工作其中包括以下各項：

- 審閱本集團截至二零二一年三月三十一日止財政年度之年度業績，結論為有關業績之編製方式符合適用會計準則之規定；
- 審閱本集團截至二零二一年九月三十日止六個月之中期業績；
- 審閱本集團內部監控程序及風險管理系統之成效；及
- 檢討及推薦重新委任核數師予董事會批准。

公司秘書

本公司之公司秘書(「公司秘書」)負責向董事會提供意見、服務及支援，所有董事均可獲公司秘書提供意見及服務。

公司秘書為鍾育麟先生(「鍾先生」)。鍾先生於截至二零二二年三月三十一日止年度已遵守上市規則相關專業培訓規定。

Corporate Governance Report 企業管治報告

EXTERNAL AUDITOR

The Audit Committee is responsible for considering the appointment of the external auditor and reviewing any non-audit services performed by the external auditor. During the year ended 31 March 2022, the fee for audit and non-audit services to the Company's external auditors, for the provision of services are as follows:

		ZHONGHUI 中匯 HK\$'000 千港元
Audit services	核數服務	1,800
Non-audit services	非核數服務	210
		2,010

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group. The responsibilities of the Directors and auditor of the Company are set out on pages 103 to 104 of this annual report.

In preparing the consolidated financial statements for the Year, the Board had adopted appropriate accounting policies and applied them consistently, made judgment and estimates that were prudent and reasonable and ensured the consolidated financial statements are prepared on a "going concern" basis (with supporting assumptions or qualifications as necessary) and showed a true view of the state of affairs of the Group for the year ended 31 March 2022. The management had provided sufficient explanation and information to the Board on the consolidated financial statements to enable it to make an informed assessment of the financial and other information put before it for approval. The auditor of the Company had made a statement about their reporting responsibilities in the Independent Auditor's Report.

外聘核數師

審核委員會負責審議外聘核數師之任命及檢討外聘核數師提供之任何非核數服務。於截至二零二二年三月三十一日止年度，本公司外聘核數師提供之核數及非核數服務費用如下：

		ZHONGHUI 中匯 HK\$'000 千港元
Audit services	核數服務	1,800
Non-audit services	非核數服務	210
		2,010

董事及核數師於財務報表之責任

董事確認須負責編製本集團之財務報表。董事及本公司核數師之責任載於本年報第103至104頁。

於編製截至二零二二年三月三十一日止年度綜合財務報表時，董事會已採納適用之會計政策，並貫徹應用該等政策、作出審慎及合理之判斷及估計，並確保綜合財務報表按「持續經營」基準編製（於需要時附上佐證假設或保留意見）及真實反映本集團於本年度之財務狀況。管理層已向董事會提供有關綜合財務報表之充分解釋及資料，以便董事會就向其提交作審批之財務及其他資料作出知情評估。本公司之核數師已就彼等之匯報責任於獨立核數師報告內作出聲明。

Corporate Governance Report 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The key objectives of the Control Systems include:

- safeguarding assets;
- ensuring completeness, accuracy and validity of financial records and reports;
- promoting adherence to policies, procedures, regulations and laws; and
- promoting effectiveness and efficiency of operations.

風險管理及內部監控

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

監控系統之主要目標包括：

- 保障資產；
- 確保財務記錄及報告之完整性、準確性及有效性；
- 促進遵守政策、程序、法規及法律；及
- 促進經營效益性及效率性。

Corporate Governance Report 企業管治報告

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

Control structure

- The Board
- responsible for the overall Control Systems and reviewing their effectiveness;
 - oversee the Control Systems on an ongoing basis with the assistance of Audit Committee;
 - ensure the maintenance of appropriate and effective Control Systems in order to safeguard the shareholders' investment and assets of the Group;
 - define management structure with clear lines of responsibility and limit of authority; and
 - determine the nature and extent of significant risk that the Company is willing to take in achieving the strategic objectives and formulate the Group's risk management strategies.

- Audit Committee
- oversee the Control Systems of the Group;
 - review and discuss with the management annually to ensure that the management has performed its duty to have effective Control Systems; and
 - consider major findings on internal control matters and make recommendations to the Board.

風險管理及內部監控系統(「監控系統」)之主要特點

監控架構

- 董事會
- 負責整個監控系統並審閱其有效性;
 - 在審核委員會協助下持續監督監控系統;
 - 確保維持合適及有效的監控系統,以保障股東投資及本集團資產;
 - 制定有明確責任及權限的管理架構;及
 - 釐定本公司就達致戰略目標所願承擔之重大風險之性質及程度,並制定本集團之風險管理策略。

- 審核委員會
- 監察本集團之監控系統;
 - 每年與管理層檢討並討論,以確保管理層履行其職責以維持監控系統之有效性;及
 - 考慮有關內部監控事宜的重要調查結果並向董事會提出建議。

Corporate Governance Report 企業管治報告

<p>The management</p>	<ul style="list-style-type: none"> • design, implement and monitor the Control Systems properly and ensure the Control Systems are executed effectively; • monitor risks and take measures to mitigate risks in day-to-day operations; • give prompt responses to, and follow up the findings on internal control matters; and • provide confirmation to the Board on the effectiveness of the Control Systems. 	<p>管理層</p>	<ul style="list-style-type: none"> • 妥善設計、實施及監督監控系統，並確保監控系統得以有效執行； • 監督風險並採取措施降低日常營運風險； • 對有關內部監控事宜之調查結果作出及時的回應及跟進；及 • 向董事會確認監控系統之有效性。
<p>Internal Audit Function</p>	<ul style="list-style-type: none"> • carry out the analysis and independent appraisal of the adequacy and effectiveness of the Control Systems; and • alert the management/Audit Committee/Board on the audit review findings or irregularities, if any, and advise them on the implementation of necessary steps and actions to enhance the internal controls of the Group. 	<p>內部審核職能</p>	<ul style="list-style-type: none"> • 對監控系統之充足性及有效性進行分析及獨立評核；及 • 向管理層／審核委員會／董事會提報審核檢討結果或不規範行為(如有)及就實施必要步驟及行動以提高本集團之內部監控向彼等提供意見。

Control approach

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

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

監控方法

風險管理過程包括風險識別，風險評估及風險管理措施。

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

Corporate Governance Report 企業管治報告

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

INTERNAL AUDIT FUNCTION

The Board has appointed a professional firm during the year ended 31 March 2022 to review the risk management and internal control system of the Group. The report identified the findings in internal control system of the Company, the risks associated with operating units of the Company and the recommendations to rectify the findings in internal control systems and to lower the risks identified. The recommendations are adopted for implementation by the Company in due course.

The Board acknowledged that it had received a confirmation from the management on the effectiveness of the Control Systems of the Group for the year ended 31 March 2022.

During the year ended 31 March 2022, the Board, through the Audit Committee, has reviewed effectiveness of the Group's systems of internal control and risk management in respect of financial, operational and compliance aspect annually and considers that the systems are adequate and effective.

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

DIVIDEND POLICY

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

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

內部審核職能

董事會於截至二零二二年三月三十一日止年度委任專業事務所審閱本集團之風險管理及內部監控制度。報告識別出本公司內部監控制度之有關發現、與本公司營運單位相關之風險以及糾正內部監控制度有關發現和減低所識別風險之推薦建議。建議獲本公司採納並在適當的時候予以執行。

於截至二零二二年三月三十一日止年度內董事會確認已接獲管理層就本集團之監控系統之成效的確認書。

董事會於截至二零二二年三月三十一日止年度已透過審核委員會每年檢討本集團財務、營運及合規方面內部監控及風險管理系統之成效，並認為系統為完備及有效。

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

股息政策

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

Corporate Governance Report

企業管治報告

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

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

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

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

- the Company's annual general meeting;
- interim and annual results announcements published on the websites of the Company and the Stock Exchange;
- interim and annual reports of the Company delivered to all shareholders;
- timely update of the websites of the Stock Exchange and the Company;
- meeting with shareholders;
- circulars and letters to shareholders; and
- prompt news releases and announcements regarding major corporate actions and business initiatives.

處理及發放內幕消息之程序及內部監控

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

與股東及投資者之溝通

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

- 本公司股東週年大會；
- 於本公司及聯交所網站登載中期及年度業績公佈；
- 寄發本公司中期及年度報告予全體股東；
- 適時更新聯交所及本公司網站；
- 與股東會面；
- 向股東發出通函及函件；及
- 主動發表關於主要公司活動及經營方案之新聞稿及公佈。

Corporate Governance Report 企業管治報告

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

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

The Company always welcome shareholders' views and input. Shareholders and other stakeholders may at any time address their concerns to the Company by mail to the Company's principal office in Hong Kong at Office A, 12/F, Aubin House, 171-172 Gloucester Road, Wanchai, Hong Kong, or email to alex.chung@lifehealthcare.com.

Separate resolutions are proposed at the general meetings for substantially separate issues. The chairman of the 2021 AGM and chairman/members of the Board committees and the external auditor had attended the 2021 AGM to answer questions from the Shareholders. With the assistance of the company secretary, the chairman of the meeting had explained the procedures for conducting a poll voting during the meeting.

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

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

本公司向來歡迎股東提供觀點及意見。股東及其他利益相關者可隨時向本公司發出信函予本公司之香港主要辦事處，地址為香港灣仔告士打道171-172號安邦商業大廈12樓A室，或電郵至alex.chung@lifehealthcare.com，提出彼等之關注事項。

各重大獨立事項均會於股東大會上提呈個別決議案。2021股東週年大會之主席及董事委員會之主席／成員及外部核數師均已出席2021股東週年大會以回答股東之提問。透過公司秘書之協助，大會主席已於大會上解釋進行投票表決之程序。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting by shareholders

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

Putting forward proposals at general meetings

A shareholder shall make a written requisition to the Board or the Company Secretary at the Company's principal office in Hong Kong at Office A, 12/F, Aubin House, 171-172 Gloucester Road, Wanchai, Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

CONSTITUTIONAL DOCUMENTS

There has been no change to the Company's constitutional documents during the year ended 31 March 2022.

股東權利

股東召開股東特別大會

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

於股東大會上提呈建議

股東須致函本公司香港主要辦事處(地址為香港灣仔告士打道171-172號安邦商業大廈12樓A室)向董事會或公司秘書提出書面要求，當中列明該股東之股權資料、其詳細聯絡資料，以及擬就任何特定事項／事宜而於股東大會上提呈之建議及其證明文件。

憲章文件

本公司憲章文件於截至二零二二年三月三十一日止年度概無變動。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THE REPORT

Life Healthcare Group Limited and its subsidiaries (collectively the “Group”) are pleased to publish the Environmental, Social and Governance (“ESG”) Report for the reporting period from 1 April 2021 to 31 March 2022 (the “Year”). The ESG Report summarises the Group’s efforts and achievements in corporate social responsibility and sustainable development.

Reporting Boundaries

The ESG Report focuses on the environmental and social performance of the Group’s business in providing healthcare services in the People’s Republic of China (the “PRC”). The disclosure of the key performance indicators (“KPIs”) in the Year focuses on: (i) the research and development centre of the Group in Economic-Technological Development Area in Yizhuang, Beijing; (ii) the office in Beijing; (iii) the production and testing centre in Guangzhou; and (iv) the trading of healthcare products in Yangzhou.

Reporting Framework

The ESG Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” under Appendix 27 to the Listing Rules, which presents the sustainability approach and performance in four environmental and eight social aspects of the Group for the Year. The Group will continue to strengthen information collection in order to enhance its environmental performance and to further disclose relevant information on sustainable development.

Governance Structure

Board’s oversight of ESG issues

The Board is committed to the long-term sustainability of the environment and communities in which the Group operates and continually enhances investment value to stakeholders through proper and effective internal control systems and ESG risk management measures throughout its operations. The Board considers ESG-related risks and opportunities as part of the Group’s overall strategic formulation, and the significant ESG impact caused by daily operations and businesses. The Board maintains oversight of and approves the identification and assessment of ESG issues and confirms that to the best of its knowledge, this ESG Report addresses material topics related to the operations of the Group and fairly presents its ESG performance and impacts.

關於報告

蓮和醫療健康集團有限公司及其附屬公司(統稱「本集團」)欣然發表其於二零二一年四月一日至二零二二年三月三十一日報告期間(「本年度」)之環境、社會及管治(「ESG」)報告。ESG報告概述本集團於企業社會責任及可持續發展方面作出之貢獻及成就。

報告範圍

ESG報告集中於本集團在中華人民共和國(「中國」)提供健康服務業務時之環境及社會表現。本年度之關鍵績效指標(「關鍵績效指標」)集中披露：(i)本集團位於北京亦莊經濟技術開發區之研發中心；(ii)北京辦事處；(iii)廣州生產及檢測中心；及(iv)於揚州買賣健康產品。

報告框架

ESG報告乃根據上市規則附錄二十七《環境、社會及管治報告指引》編製，該報告介紹了本集團於本年度內在四個環境方面及八個社會方面之可持續發展方法及表現。本集團將繼續加強資料收集，以提升其環境表現及進一步披露可持續發展之相關資料。

管治架構

董事會對ESG事宜的監管

董事會致力維持本集團營運所在環境及社區的長期可持續發展，在各個經營環節妥善有效地實施內部管控和ESG的風險管理措施，不停加強投資，為持份者提升價值。董事會將ESG的相關風險和機遇，以及日常業務營運對ESG造成的重大影響，視為本集團整體策略制定的一環。董事會負責監督審批ESG事宜的識別及評估，彼等就其所知確認，ESG報告已回應本集團業務涉及的重大議題，並公正反映其ESG表現和影響。

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

The Board has delegated the Group's management to supervise the ESG-related issues and work of the Group. The Group's management is responsible for monitoring and reviewing the compliance with local laws and regulations with regards to ESG-related issues. The management is also responsible for establishment of sustainability strategies, policies and measures to implement sustainability initiatives, provide sustainability reporting and prepare the ESG Report.

Board's ESG management approach and strategy for material ESG-related issues

To better understand the opinions and expectations of different stakeholders on the ESG issues, materiality assessment is conducted annually. The Group ensures various platforms and channels of communication are used to reach, listen and respond to its key stakeholders. Through communication with the stakeholders, the Group is able to understand their expectations and concerns. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the impacts of the business decisions.

The Group has evaluated the materiality for each of the ESG aspects through the following steps: (i) identification of ESG issues by the Group; (ii) key ESG areas prioritisation with stakeholder engagement; and (iii) validation and determining material ESG issues based on the results of communication with the stakeholders.

Engaging these steps can enhance the understanding of the degree of importance of the Group's stakeholders to each material ESG issue, which enable the Board to plan the sustainable development direction more comprehensively in the future.

董事會委託本集團管理層監察本集團的ESG相關事宜與工作。本集團管理層亦負責監察檢討在ESG事宜方面對地方法律法規的遵守情況。管理層亦負責制定可持續策略、政策及措施，據以執行可持續舉措、匯報可持續發展狀況，以及擬備ESG報告。

董事會的對重要ESG相關事宜的ESG管理方針及策略

為加深了解不同持份者對ESG事宜的意見及期望，我們每年均會進行評估工作。本集團確保以多個平台及渠道來接觸、聆聽及回應主要持份者。本集團透過與持份者溝通來了解彼等的期望及關注。本集團依據收集到的回饋作出更明智決策，更妥善評估及管理業務決策帶來的影響。

本集團經由以下步驟評估各ESG層面的重要程度：(i)由本集團識別ESG事宜；(ii)持份者參與排列主要ESG領域的緩急先後；及(iii)根據與持份者的溝通成果審定重大ESG事宜。

採取上述步驟可加深了解各重大ESG事宜對本集團持份者的重要程度，有助董事會日後更全面地制定可持續發展方向。

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

Board reviews progress made against ESG-related goals and targets

The Group will closely review from time to time for the performance and implementation progress of the goals and targets. If the progress falls short of expectation or changes of business operations, it may be necessary to make changes and communicate about the goals and targets with key stakeholders such as employees, customers and suppliers.

The Group has set strategic goals to enable the Group to develop a realistic path and focus on the development direction for achieving its visions. The Board will carefully examine the attainability of the targets which should be weighed against the Group's philosophy and goals.

Reporting Principles

This ESG Report is based on the following four reporting principles:

Materiality: Stakeholder engagement and materiality assessment were conducted to identify material ESG issues, and to ensure that these issues are addressed in the report.

Quantitative: Data presented in this ESG Report have been collected prudently. Please refer to the environmental and social performance data for standards and methodologies used for calculation of key performance indicators.

Balance: Both positive and negative sides of the performance have been presented in a transparent manner.

Consistency: Unless otherwise stated, the disclosures, data collection and calculation methods have remained consistent throughout the years to facilitate comparability over time.

董事會按ESG相關目標檢討進度

本集團會不時就目標與方針密切檢討我們的表現及執行進度。如進度落後預期或趕不上業務營運變動，可能有需要作出改變，並向僱員、顧客及供應商等主要持份者傳遞有關目標及方針。

本集團已定下戰略目標，方便本集團因應發展方向制定可行路線及重心，向願景邁進。董事會依據本集團理念及目標，審慎權衡有關方針能否實現。

報告原則

本ESG報告基於以下四個原則：

重要性：持份者參與及重要性評估旨在識別重大ESG問題，並確保這些問題在報告中提及。

量化：本ESG報告中呈現的數據是經過審慎收集的。有關用於計算關鍵績效指標的標準和方法，請參閱環境和社會績效數據。

平衡：正面及負面的表現同樣已以透明的方式呈現出來。

一致性：除非另有所指，否則披露、數據收集和計算方法多年來一直保持一致，以便隨著時間的推移進行比較。

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholder Engagement

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

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

持份者參與

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

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

Stakeholders 持份者	Expectations and requirements 期望及需要	Communication and response 溝通及回應
Government and regulatory bodies 政府及監管機構	<ul style="list-style-type: none"> Strict compliance with national policies, law and regulation Paying taxes in full and on time 	<ul style="list-style-type: none"> Regular information reporting Examinations and inspections
Shareholders 股東	<ul style="list-style-type: none"> Returns Operation in compliance with laws 	<ul style="list-style-type: none"> General meetings Announcements
Business partners 商業夥伴	<ul style="list-style-type: none"> Operational integrity Equal rivalry Performance of contracts Mutual benefits 	<ul style="list-style-type: none"> Review and appraisal meetings Business communications Exchanges and discussions Engagement and cooperation

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

Stakeholders 持份者	Expectations and requirements 期望及需要	Communication and response 溝通及回應
Customers 客戶	<ul style="list-style-type: none"> Outstanding products and services Health and safety Performance of contracts Operation integrity Privacy protection 	<ul style="list-style-type: none"> Quality assurance program Training for employees Customer Communication meetings Social media platforms Privacy Policy
Environment 環境	<ul style="list-style-type: none"> Compliant emission Energy saving and emission reduction Ecosystem protection 	<ul style="list-style-type: none"> Compliance with local environmental emission requirements Efficient use of resources Compliance with environmental policies
Industry 行業	<ul style="list-style-type: none"> Promoting industry development 	<ul style="list-style-type: none"> Compliance with industry standards

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Stakeholders 持份者	Expectations and requirements 期望及需要	Communication and response 溝通及回應
Employees 僱員	<ul style="list-style-type: none"> Protection of rights Occupational health Remunerations and benefit Career development Humanity cares 	<ul style="list-style-type: none"> Employee communication meetings Corporate journal, intranet and email One-to-one communication Training and workshop Employee activities
Community and the public 社區及公眾	<ul style="list-style-type: none"> Improvement of community environment Participation in charity Information transparency 	<ul style="list-style-type: none"> Communication through property management Social media platforms Timely information disclosure
	<ul style="list-style-type: none"> 改善社區環境 參與慈善活動 信息透明 	<ul style="list-style-type: none"> 透過物業管理溝通 社交媒體平台 及時的信息披露

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

本集團將繼續提高持份者之參與程度，收集具建設性的寶貴意見，定下發展方向。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIALITY MATRIX

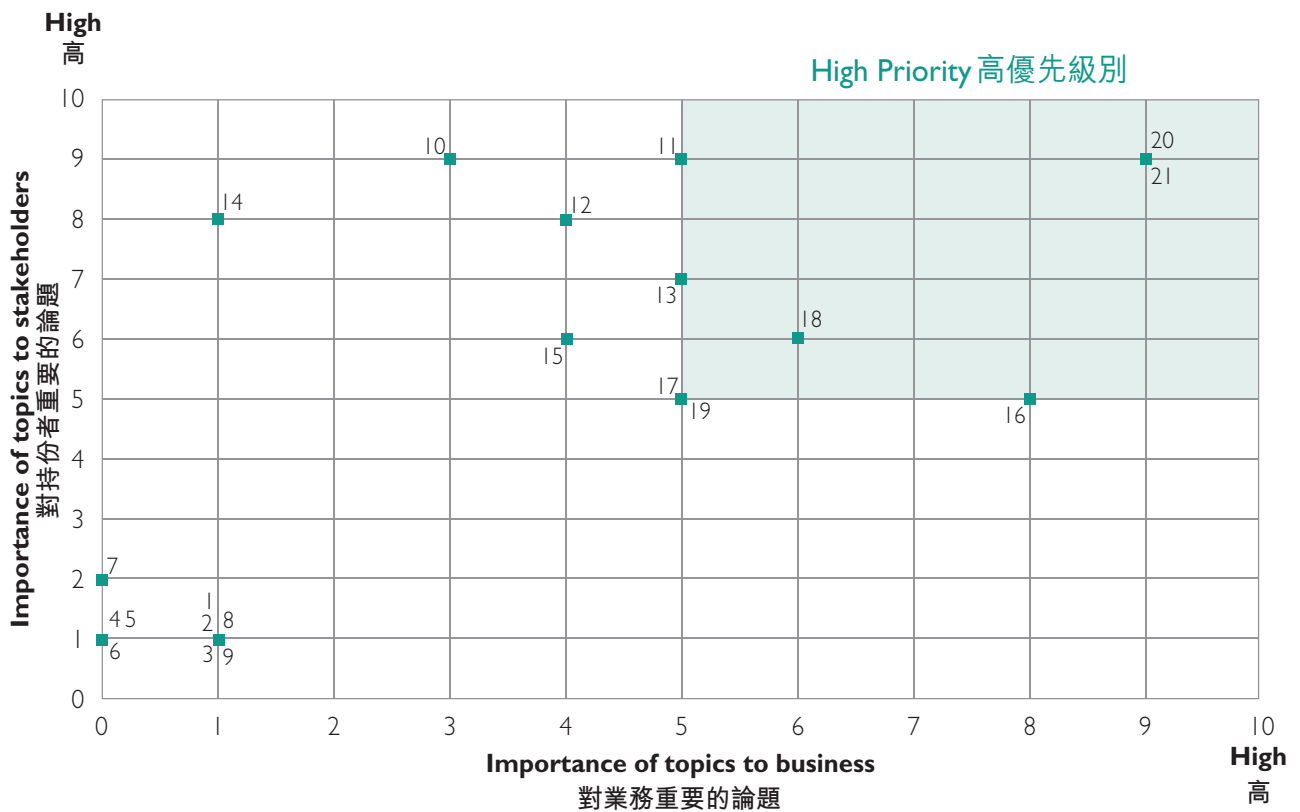
In the Year, the Group carried out materiality assessment on a number of ESG issues in order to identify which issues were crucial to the Group's business and were of the utmost concerned by stakeholders. It helps the Group to ensure its business development meeting the expectations and requirements of stakeholders. The Group has identified 22 ESG issues covering environmental, social and operation, and has invited stakeholders to assess the materiality of the ESG issues through a scoring tool, discussions or interviews. The Group's management has reviewed the ranking of materiality of the ESG issues and then disclosed the result in this report. The results of materiality assessment prioritised stakeholder inputs and made the Group focused on the material aspects for actions, achievements and reporting.

重要性矩陣

於本年度，本集團對多項ESG事宜進行重要性評估，以識別對本集團業務最重要及持份者最關注的事宜。該評估有助於本集團確保其業務發展符合持份者的期望及需求。本集團已識別出22項涵蓋環境、社會及營運的ESG事宜，並邀請持份者透過評分工具、討論或面談，以評估ESG事宜的重要性。本集團管理層已審閱ESG事宜的重要性級別，並隨後於本報告內披露結果。重要性評估的結果為優先考慮持份者的意見並使本集團注重行動、成就及報告的重要方面。

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

本集團於本年度的ESG事宜重要性矩陣：



Environmental, Social and Governance Report

環境、社會及管治報告

Environmental issues 環境事宜

1. Greenhouse gas emissions
2. Energy consumption
3. Water consumption
4. Waste
5. Environmental impact of business
6. Use of raw materials and packaging materials
7. Customer engagement in environmental issues
8. Use of chemicals

1. 溫室氣體排放
2. 能源消耗
3. 用水
4. 廢物
5. 業務對環境的影響
6. 使用原材料及包裝材料
7. 客戶對環境事宜的參與
8. 化學品使用

Social issues 社會事宜

9. Local community engagement
10. Community investment
11. Occupational health and safety
12. Labour standards in supply chain
13. Training and development
14. Employee welfare
15. Inclusion and equal opportunities
16. Talent attraction and retention

9. 本地社區參與
10. 社區投資
11. 職業健康及安全
12. 供應鏈內的勞工準則
13. 培訓及發展
14. 僱員福利
15. 包容及平等機會
16. 吸納及挽留人才

Operation issues 營運事宜

17. Economic value generated
18. Corporate governance
19. Anti-corruption
20. Supply chain management
21. Customer satisfaction
22. Customer privacy

17. 已產生的經濟價值
18. 企業管治
19. 反貪污
20. 供應鏈管理
21. 客戶滿意度
22. 客戶私隱

PROTECTING THE ENVIRONMENT

Emissions

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

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

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

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

保護環境

排放物

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

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

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

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

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During the Year, air emission for nitrogen oxides (“NO_x”), sulphur oxides (“SO_x”) and particulate matter (“PM”) were mainly generated from the use of motor vehicles of the Group. The table below shows the key environmental performance indicators of different types of air emissions generated by the Group’s operation during the Year.

於本年度內，氮氧化物(「氮氧化物」)、硫氧化物(「硫氧化物」)和顆粒物(「顆粒物」)的氣體排放主要產自本集團的機動車輛的使用。下表顯示本集團於本年度營運時所產生的各類氣體排放關鍵環境績效指標。

Air emissions ^(Note 1) 氣體排放 ^(附註1)	Unit 單位	Year 2022 二零二二年	Year 2021 二零二一年
NO _x emissions 氮氧化物排放	g 克	505	1,074
SO _x emissions 硫氧化物排放	g 克	9	30
PM emissions 顆粒物排放	g 克	37	79

Note 1: The emission factors used to calculate the NO_x, SO_x and PM are sourced from: (i) the Hong Kong Environmental Protection Department’s (“EPD”) EMFAC-HK Vehicle Emission Calculation model; and (ii) the United States Environmental Protection Agency’s Vehicle Emission Modeling Software – MOBILE6.I. The assumption of 80% relative humidity, a temperature of 25 degrees Celsius, an average speed of 30kmh, and include running exhaust emissions only.

附註1：用於計算氮氧化物、硫氧化物和顆粒物的排放因子乃摘自：(i)香港環境保護署(「環保署」)EMFACHK汽車排放計算模型；及(ii)美國環境保護署的汽車排放模型軟件—MOBILE6.I。假設相對濕度80%，溫度25攝氏度，平均速度30公里／小時及僅包括行車時的廢氣排放量。

Reduction target of air emissions intensity

氣體排放密度減排目標

Environmental Indicators 環境指標	Reduction Target 減排目標	Baseline Year 基準年	Status 情況
NO _x intensity 氮氧化物密度	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中
SO _x intensity 硫氧化物密度	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中
PM intensity 顆粒物密度	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中

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The table below shows the key environmental performance indicators of greenhouse gas ("GHG") emissions generated by the Group's operation during the Year.

下表顯示本集團於本年度營運時所產生的溫室氣體(「溫室氣體」)排放關鍵環境績效指標。

GHG emissions 溫室氣體排放	Unit 單位	Year 2022 二零二二年	Year 2021 二零二一年
Total GHG emissions 溫室氣體排放總量	kg CO ₂ e 千克二氧化碳當量	21,987	19,712
Area of operation 營運面積	m ² 平方米	1,040	1,040 (Note 2) (附註2)
GHG emissions intensity 溫室氣體排放密度	kg CO ₂ e/m ² 千克二氧化碳當量/平方米	21	19 (Note 2) (附註2)
Direct emissions due to combustion of fuels in mobile sources (Scope 1) 移動源燃料燃燒產生的直接排放(範疇1)	kg CO ₂ e 千克二氧化碳當量	1,585	5,352
Indirect emissions due to consumption of purchased electricity (Scope 2) (Note 1) 消耗外購電力產生的間接排放(範疇2)(附註1)	kg CO ₂ e 千克二氧化碳當量	19,936	13,509
Other indirect emissions due to paper waste disposed at landfills, electricity used for processing fresh water and sewage water (Scope 3) 填埋處理紙類廢物、處理淡水及污水 所用電力產生的其他間接排放(範疇3)	kg CO ₂ e 千克二氧化碳當量	466	851

Note 1: National emission factors for China (Source: The Ministry of Ecology and Environment of People's Republic of China (2019)).

Note 2: Area of operation for calculating intensity figure is restated to cover the area of the offices in Beijing and Hong Kong and the production and testing centre in Guangzhou.

Scope 1: Direct GHG emissions from the fuel consumed by motor vehicles that are owned or controlled by the relevant company.

Scope 2: "Energy indirect" GHG emissions resulting from purchased electricity.

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

附註1: 中國國家排放係數(來源: 中華人民共和國生態環境部(2019))。

附註2: 經重列, 計算強度數字的營運面積包括北京及香港的辦事處及廣州生產及檢測中心。

範疇1: 由相關公司擁有或控制的汽車消耗燃料產生的直接溫室氣體排放。

範疇2: 外購電力產生的「能源間接」溫室氣體排放。

範疇3: 填埋處理紙類廢物或用水產生的所有其他間接溫室氣體排放。

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

Reduction target of GHG emissions intensity

溫室氣體排放密度減排目標

Environmental Indicators 環境指標	Reduction Target 減排目標	Baseline Year 基準年	Status 情況
GHG emission intensity (Scope 1) 溫室氣體排放密度(範圍1)	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中
GHG emission intensity (Scope 2) 溫室氣體排放密度(範圍2)	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中
GHG emission intensity (Scope 3) 溫室氣體排放密度(範圍3)	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中

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

下表顯示本集團於本年度營運時所產生的廢物關鍵環境績效指標。

Waste 廢物	Unit 單位	Year 2022 二零二二年	Year 2021 二零二一年
Total non-hazardous waste produced 所產生的無害廢物總量	tonnes 噸	2	314
Non-hazardous waste produced intensity 所產生的無害廢物密度	tonnes/m ² 噸/平方米	0.0019	0.30 (Note 1) (附註1)
Total hazardous waste produced 所產生的有害廢物總量	tonnes 噸	0.098	0.095
Hazardous waste produced intensity 所產生的有害廢物密度	tonnes/m ² 噸/平方米	0.000095	0.000092 (Note 1) (附註1)

Note 1: Area of operation for calculating intensity figure is restated to cover the area of the offices in Beijing and Hong Kong and the production and testing centre in Guangzhou.

附註1：經重列，計算強度數字的營運面積包括北京及香港的辦事處及廣州生產及檢測中心。

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Reduction target of hazardous and non-hazardous wastes produced intensity

有害及無害廢棄物產生密度減廢目標

Environmental Indicators 環境指標	Reduction Target 減廢目標	Baseline Year 基準年	Status 情況
Non-hazardous waste produced intensity 所產生的無害廢物密度	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中
Hazardous waste produced intensity 所產生的有害廢物密度	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中

Compliance with relevant laws and regulations

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

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

Use of Resources

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

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

遵守相關法律及法規

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

此外，於本年度並無報告因違反相關法律及法規而導致巨額罰款或非貨幣制裁。

資源使用

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

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

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To conserve water, the office in Beijing and Guangzhou uses dual-flush toilets. Employees are reminded to turn off faucets tightly to avoid water wastage. Also, the property management of the office building carries out regular checks on concealed piping and fixes dripping taps immediately to minimise water leakage. There is no any issue in sourcing water that is fit for the usage of the Group.

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

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

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

為節約用水，北京及廣州的辦事處使用雙沖水式馬桶。公司亦提醒僱員關緊水龍頭，避免浪費食水。此外，辦公大樓的物業管理公司定期檢查隱蔽管道，並即時修理滴水的水龍頭，以減少漏水。尋找適合本集團使用的水源並無任何問題。

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

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

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

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

下表顯示本集團於本年度使用資源的關鍵環境績效指標。

Total use of resources 資源使用總量	Unit 單位	Year 2022 二零二二年	Year 2021 二零二一年
Electricity purchases for consumption 外購電力消耗	kWh 千瓦時	33,634	24,495
Fuel purchases for consumption ^(Note 1) 外購燃料消耗 ^(附註1)	kWh 千瓦時	5,776	19,498
Total energy consumption 能源消耗總量	kWh 千瓦時	39,410	43,993
Total energy consumption intensity 能源消耗總量密度	kWh/m ² 千瓦時/平方米	38	42 ^(Note 2) ^(附註2)
Water consumption 耗水量	m ³ 立方米	29	1,080
Water consumption intensity 耗水密度	m ³ /m ² 立方米/平方米	0.03	1.04 ^(Note 2) ^(附註2)
Packaging material used for finished products ^(Note 3) 製成品所用包裝材料 ^(附註3)	kg 千克	N/A 不適用	N/A 不適用
Packaging material per unit produced ^(Note 3) 每件產品的包裝材料 ^(附註3)	kg/unit 千克/件	N/A 不適用	N/A 不適用

Note 1: The conversion factor used to calculate the units to kWh are sourced from the Energy Statistics Manual issued by the International Energy Agency.

Note 2: Area of operation for calculating intensity figure is restated to cover the area of the offices in Beijing and Hong Kong and the production and testing centre in Guangzhou.

Note 3: No packaging material is used for product or service provided by the Group.

附註1：用於計算千瓦時單位的轉換因子乃摘自國際能源署刊發的《能源統計手冊》。

附註2：用於計算強度的經營面積被重述以涵蓋北京及香港的辦事處以及廣州的生產及測試中心的面積。

附註3：本集團所提供產品或服務並無使用包裝材料。

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Reduction target of energy and water consumption intensity

耗能及耗水密度的節約目標

Environmental Indicators 環境指標	Reduction Target 節約目標	Baseline Year 基準年	Status 狀態
Energy consumption intensity 耗能密度	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中
Water consumption intensity 耗水密度	Reduce 2% by Year 2027 二零二七年前減少2%	2022 二零二二年	In progress 進行中

The Environment and Natural Resources

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

Climate Change

Awareness over climate change continues to grow and is one of the most discussed topics among companies. The Group is no exception, having increasing concerns over the potential impact from climate change on the Group's business and operation. The Group regularly reviews global and local government policies, regulatory updates and market trends to identify potential climate-related risks which may have impact on the Group's business operation.

In accordance with the reporting framework developed by the Task Force on Climate-related Financial Disclosures, there are two major categories of climate-related risks, physical and transition risks. The Group will immediately develop a response plan such as changing the business strategy and modifying the development plan in order to reduce the negative impacts of such climate-related risks.

The Group will continuously incorporate sustainable practices in its business operations and prepare and maintain sufficient resources for managing identified climate-related risks and studying the potential remediation measures.

During the Year, there is no climate-related risk, including physical and transitional risks, which have significant impact to the Group.

環境及天然資源

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

氣候變化

大眾對氣候變化的意識不斷提高，氣候變化亦為公司間最常探討的話題之一。本集團亦不例外，日益關注氣候變化對本集團業務及營運的潛在影響。本集團定期審閱全球及地方政府政策、監管最新信息及市場趨勢，以識別可能影響本集團業務營運的潛在氣候相關風險。

根據氣候相關財務信息披露工作組制定的報告框架，氣候相關風險分為實體及過渡風險兩大類。本集團將立即制定應對計劃，如改變業務策略及修改發展計劃，以降低該等氣候相關風險的負面影響。

本集團將繼續把可持續發展常規納入其業務營運，並準備及維持充足資源，藉以管理已識別的氣候相關風險並研究潛在補救措施。

於本年度，概無對本集團有重大影響的氣候相關風險(包括實體及過渡風險)。

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CARING FOR EMPLOYEES

Employment

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

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

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

關懷僱員

僱傭

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

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

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

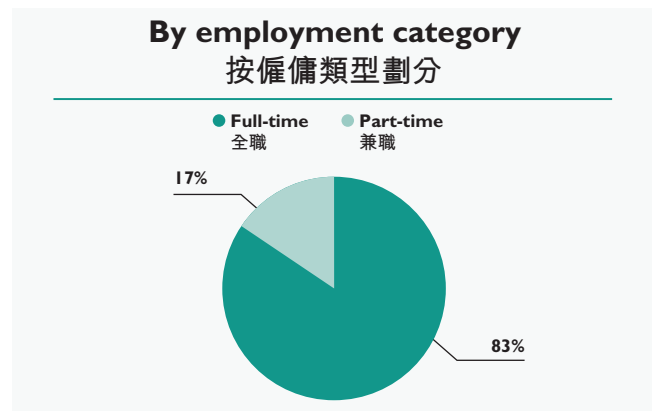
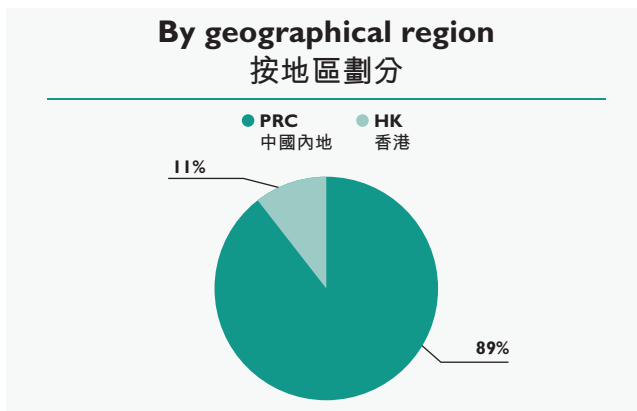
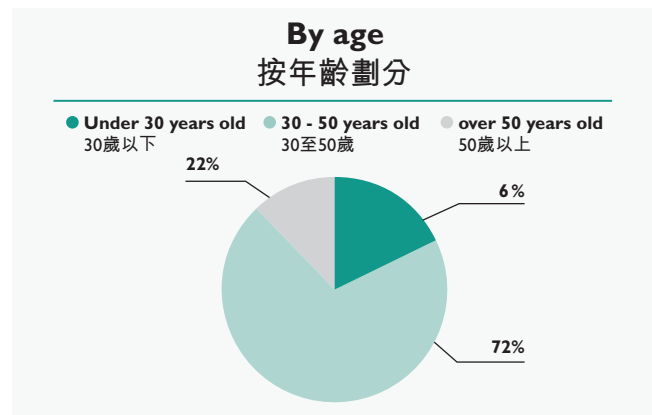
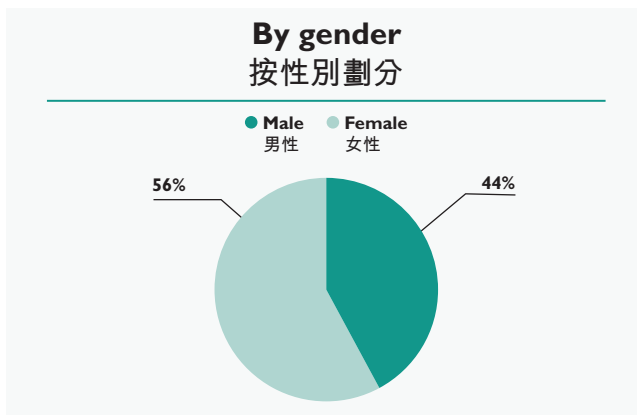
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To promote the concept of work-life balance to employees, the Group organises leisure activities for the employees. The Group has organised birthday parties and team building activities from time to time with festive gifts given out to foster positive workplace relationships as well as employees' sense of belonging towards (i) the research and development centre; (ii) office in Beijing; (iii) the production and testing centre in Guangzhou; and (iv) the office in Yangzhou.

為了向僱員宣揚工作與生活平衡之概念，本集團為僱員舉辦休閒活動。本集團不時舉辦生日派對及團隊建設活動，並送贈節慶禮物，以促進良好的職場關係及培養僱員於(i)研發中心；(ii)北京辦事處；(iii)廣州生產及檢測中心；及(iv)揚州辦事處之歸屬感。

Distribution of work force of the Group as at 31 March 2022 classified by different categories as follows:

本集團於二零二二年三月三十一日按不同類別劃分的員工分佈如下：



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The Group's employee turnover rate during the Year is stated as follows (Note 1):

本集團於本年度的僱員流失率載列如下(附註1)：

		2022 二零二二年
Turnover rate by gender	按性別劃分的流失率	
Male	男性	—
Female	女性	9%
Turnover rate by age	按年齡劃分的流失率	
Under 30 years old	30歲以下	—
30-50 years old	30至50歲	8%
Over 50 years old	50歲以上	—
Turnover rate by geographical region	按地區劃分的流失率	
Hong Kong	香港	—
PRC	中國內地	6%

Note 1: The employee turnover rate is calculated based on the number of employees who cease employment in each category during the Year divided by the average number of employees in that category.

附註1：僱員流失率乃根據於本年度各類別的離職僱員人數除以該類別的平均僱員人數計算。

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Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with the Employment Ordinance of Hong Kong, Employees' Compensation Ordinance of Hong Kong, Labour Law of the PRC (《中華人民共和國勞動法》), Labour Contract Law of the PRC (《中華人民共和國勞動合同法》), and other applicable laws and regulations that has a significant impact relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare on the Group during the Year.

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

Health and Safety

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

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

遵守相關法律及法規

本集團並不知悉於本年度有任何嚴重違反《香港僱傭條例》、《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及其他有關補償及解僱、招聘及晉升、工作時數、休息時間、平等機會、多元化、反歧視及其他待遇及福利而對本集團產生重大影響的適用法律及法規情況。

此外，於本年度並無報告因違反相關法律及法規而導致巨額罰款或非貨幣制裁。

健康與安全

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

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

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

There were no work-related fatalities reported for the three years ended 31 March 2020, 2021 and 2022. During the Year, no lost days due to work injury were noted.

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with the Occupational Safety and Health Ordinance, Prevention and Control of Occupational Diseases of the PRC (《中華人民共和國職業病防治法》) and other applicable laws and regulations that has a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards during the Year.

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

Development and Training

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

由於二零一九新型冠狀病毒肺炎爆發，本集團嚴格採取多項預防政策，如(i)在工作時間內保持辦公室區域的空氣流通；(ii)個人健康管理；(iii)頻繁清潔辦公室區域；(iv)所有員工進入辦公室區域前須戴口罩；及(v)進入辦公室區域前測量員工及客戶的體溫。此外，本集團安排彈性工作時間，並通過虛擬專用網絡遠程訪問本集團系統而採用在家辦公政策。

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三個年度，並無匯報因工亡故。於本年度內，概無因工傷而損失的日數。

遵守相關法律及法規

本集團並不知悉於本年度有任何嚴重違反有關提供安全工作環境及保障僱員免受職業危害而對本集團產生重大影響的《中華人民共和國職業病防治法》及其他適用法律及法規情況。

此外，於本年度並無報告因違反相關法律及法規而導致巨額罰款或非貨幣制裁。

發展及培訓

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

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

During the Year, the percentage of employees trained and the average training hours completed per employee are as follows:

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

於本年度內，受訓僱員百分比及每名僱員完成受訓的平均時數如下所示：

2022 二零二二年		
Percentage of employees trained ^(Note 1)	受訓僱員百分比 ^(附註1)	17%
Percentage of employees trained by gender ^(Note 2)	按性別劃分之受訓僱員百分比 ^(附註2)	
Male	男性	67%
Female	女性	33%
Percentage of employees trained by employee category ^(Note 2)	按僱員類別劃分之受訓僱員百分比 ^(附註2)	
Senior management	高級管理層	33.33%
Middle management	中級管理層	33.33%
General staff	一般員工	33.33%
Average training hours completed per employee ^(Note 3)	每名僱員完成受訓平均時數 ^(附註3)	12 hours 12小時
Average training hours completed per employee by gender ^(Note 4)	按性別劃分之每名僱員完成受訓平均時數 ^(附註4)	
Male	男性	12 hours 12小時
Female	女性	12 hours 12小時
Average training hours completed per employee by employee category ^(Note 4)	按僱員類別劃分之每名僱員完成受訓平均時數 ^(附註4)	
Senior management	高級管理層	12 hours 12小時
Middle management	中級管理層	12 hours 12小時
General staff	一般員工	12 hours 12小時

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Note 1: Percentage of employees trained is calculated by dividing the number of employees who took part in training by the number of employees.

Note 2: Percentage of employees trained by category is calculated based on the number of employees trained in each category during the Year divided by the number of employees who took part in training.

Note 3: Average training hours per employee is calculated by dividing the total number of training hours by the number of employees.

Note 4: Average training hours by categories is calculated by dividing the total number of training hours for such category by the number of employees in the corresponding category.

Labour Standards

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

Compliance with relevant laws and regulations

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

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

附註1：受訓僱員百分比乃按參加培訓的僱員人數除以員工人數計算。

附註2：按類別分類的僱員百分比乃基於於本年度內各類別受訓僱員人數除以參加培訓的僱員人數計算。

附註3：每名僱員受訓平均時數乃按總受訓時數除以僱員人數。

附註4：按類別劃分的平均受訓時數乃按該類別總受訓時數除以相關類別的僱員人數。

勞工準則

本集團深知僱用童工及強制勞工嚴重違反普世價值觀，因此竭力反對一切僱用童工及強制勞工的行為。本集團已實施該政策，以確保絕不會僱用未成年或受脅迫人士，而倘若在招聘過程中發現任何有關情況，將上報相關機構。如發現童工及強制勞工的情況，本集團將會立刻與其解除勞動合同，並對責任人追究責任。

遵守相關法律及法規

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

此外，於本年度並無因違反相關法律及法規而導致巨額罰款或制裁。

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OPERATING PRACTICES

Supply Chain Management

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

In situations where several suppliers can meet its requirements, the Group will select those with a good reputation for being environmentally and socially responsible and/or that hold environmental certification. The Group supports in its efforts to further improve their environmental protection which has the greatest respect for the laws and regulations that govern its business. The Group always adheres to good practices and conducts fair and unbiased procurement processes when dealing with suppliers.

During the Year, the number of suppliers of the Group by geographical region is as follows:

Region	地區	Number of suppliers 供應商數目
PRC	中國內地	17

營運慣例

供應鏈管理

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

倘多個供應商可滿足要求，本集團將選擇環境及社會責任方面信譽良好及／或持有環保證書的供應商。本集團支持提升其進一步環保工作，盡可能以法律法規管理其業務。在與供應商交易時，本集團始終堅持良好慣例，開展公平及不偏不倚的採購過程。

於本年度內，按地區劃分的供應商數目如下：

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Product Responsibility

Quality Assurance

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

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

During the Year, there were no cases of complaints received against the Group's products and services and no product or service subject to recall due to health and safety issues.

Compliance with relevant laws and regulations

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

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

產品責任

質量保證

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

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

於本年度內，本集團並未接到有關本集團產品及服務的投訴案例，且並無產品或服務因健康或安全問題被召回。

遵守相關法律及法規

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

此外，於本年度並無因違反相關法律及法規而導致巨額罰款或制裁。

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

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

Clients' Information Protection

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

Respect for Intellectual Property Rights

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

Anti-Corruption

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

During the Year, the Group provided anti-corruption education and training through webcast and circulation of e-training materials to its directors and staff on a regular basis to raise their awareness towards ethical and corruption issues.

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

保障客戶資料

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

尊重知識產權

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

反貪污

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

於本年度，本集團通過網絡直播及傳閱電子培訓材料定期向董事及僱員提供反貪污教育及培訓，以提高彼等對道德及貪污問題的意識。

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

Compliance with relevant laws and regulations

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

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

COMMUNITY

Community Investment

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

Information and Feedbacks

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

遵守相關法律及法規

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

此外，於本年度，概無針對本集團或其僱員的貪污法律案件。

社區

社區投資

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

資料及回饋意見

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

Independent Auditor's Report 獨立核數師報告



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

QUALIFIED OPINION

We have audited the consolidated financial statements of Life Healthcare Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 105 to 195, which comprise the consolidated statement of financial position as at 31 March 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致蓮和醫療健康集團有限公司
列位股東
(於開曼群島註冊成立之有限公司)

保留意見

本核數師(以下簡稱「我們」)已審核第105至195頁所載蓮和醫療健康集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，當中包括於二零二二年三月三十一日之綜合財務狀況表，以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表與綜合財務報表附註，包括主要會計政策概要。

我們認為，除本報告保留意見基準一節所述事宜之可能影響外，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零二二年三月三十一日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

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獨立核數師報告

BASIS FOR QUALIFIED OPINION

I. Interest in associates

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

Manrui Biotech's genetic testing and related technologies had not generated any income in its financial statements since the Group's acquisition, nor contributed to the Group's revenue during the year ended 31 March 2022 and 2021. The Group has fully impaired the investment in Manrui Biotech during the year.

We were unable to obtain the financial information to support the basis and assumptions adopted in the valuation of the purchase price allocation of the associate, as well as in the valuation in the subsequent year end dates which were used for impairment assessment of the Group's interests in Manrui Biotech. Such basis and assumptions included the forecast of Manrui Biotech, the growth rates and the discount rates adopted in the valuation. As such, the value of the genetic testing technologies cannot be reliably determined.

保留意見基準

I. 於聯營公司之權益

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

自貴集團收購以來，漫瑞生物的基因檢測及相關技術於其財務報表中未產生任何收入，亦未對貴集團截至二零二二年及二零二一年三月三十一日止年度的收入作出貢獻。貴集團年內對漫瑞生物之投資已悉數減值。

我們無法獲取財務資料以支持於評估聯營公司之購買價格分配以及於其後的年結日期對貴集團於漫瑞生物之權益進行減值評估時所採用之基礎及假設。該等基礎及假設包括對漫瑞生物的預測、估值所採用之增長率及折現率。因此，無法可靠地確定基因檢測技術之價值。

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As a result, we have not yet obtained sufficient and appropriate audit evidence to satisfy ourselves as to (i) whether the valuation of the purchase price allocation of that associate on 5 August 2016 was properly performed, (ii) the carrying amounts and the recoverability of the interest in an associate of approximately HK\$14,436,000 as at 31 March 2021; (iii) whether the share of loss of interest in that associate of approximately HK\$5,936,000 and HK\$5,992,000 were properly recorded for the years ended 31 March 2022 and 2021, respectively; (iv) whether the share of foreign currency translation reserve of that associate of approximately HK\$25,000 (Debit) and HK\$2,617,000 (Credit) were properly recorded for the years ended 31 March 2022 and 2021, respectively; (v) whether the balance of translation reserve of that associate of HK\$2,163,000 (Credit) and HK\$2,188,000 (Credit) were properly recorded as at 31 March 2022 and 2021, respectively; (vi) whether the impairment for interest in that associate of HK\$9,101,000 and HK\$3,180,000 for the year ended 31 March 2022 and 2021 was properly recorded and whether this expense should be recorded in current or prior year; and (vii) the related disclosure of the interest in that associate disclosed in note 18 to the consolidated financial statements.

因此，我們仍未取得充分適當審核憑證，致使我們信納(i)是否妥善就該聯營公司於二零一六年八月五日之購買價分配進行估值；(ii)於二零二一年三月三十一日於一家聯營公司之權益之賬面值及其可收回性約為14,436,000港元；(iii)截至二零二二年及二零二一年三月三十一日止年度分佔於該聯營公司之權益之虧損分別約5,936,000港元及5,992,000港元是否妥善入賬；(iv)截至二零二二年及二零二一年三月三十一日止年度分佔該聯營公司之外幣換算儲備分別約25,000港元(借項)及2,617,000港元(貸項)是否妥善入賬；(v)於二零二二年及二零二一年三月三十一日該聯營公司之換算儲備結餘分別約2,163,000港元(貸項)及2,188,000港元(貸項)是否妥善入賬；(vi)截至二零二二年及二零二一年三月三十一日止年度於該聯營公司之權益減值分別為9,101,000港元及3,180,000港元是否妥善入賬，且此項開支是否須於本年度或過往年度入賬；及(vii)綜合財務報表附註18所披露於該聯營公司之權益之相關披露資料。

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- (b) During the year ended 31 March 2022, the Group invested RMB30,000,000 (equivalent to approximately HK\$36,990,000) and RMB25,000,000 (equivalent to approximately HK\$30,824,000) in two associates, namely 億雲力蓮合(北京)健康管理有限公司 and 山東蓮合耀奇醫療器械有限公司, respectively. The Group holds 25% equity interests in each of these two associates. These two associates engaged in healthcare services in the People's Republic of China (the "PRC"). We were unable to perform audit works on the financial statements of the two associates, specifically arrangement of bank confirmations to confirm the material bank balances of the associates as at 31 March 2022.

We have not yet obtained sufficient and appropriate audit evidence to satisfy ourselves as to the valuation of the Group's interests in the above two associates of approximately HK\$67,814,000 as at 31 March 2022.

- (b) 截至二零二二年三月三十一日止年度，貴集團分別向兩家聯營公司億雲力蓮合(北京)健康管理有限公司及山東蓮合耀奇醫療器械有限公司投資人民幣30,000,000元(相當於約36,990,000港元)及人民幣25,000,000元(相當於約30,824,000港元)。貴集團分別持有這兩家聯營公司25%之股權。該兩家聯營公司於中華人民共和國(「中國」)從事醫療保健服務。截至二零二二年三月三十一日，我們無法對兩家聯營公司之財務報表進行審計工作，特別是安排銀行詢證函以確認聯營公司之重大銀行餘額。

我們仍未取得充分適當審核憑證，致使我們信納於二零二二年三月三十一日貴集團於上述兩家聯營公司之權益之估值為約67,814,000港元。

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2. Trade and other receivables

(a) *Prepayments for consultancy services*

On 25 October 2017, the Group granted share options with a total fair value of HK\$20,947,000 to certain consultants of the Group covering a service period up to October 2027. The consultants' services included, but not limited to, providing reports and advisory services to assist the Company in expanding the healthcare market and introducing business and financing opportunities to the Group. The purpose of the grant of share options is to provide consultants an incentive to expand the Group's business.

We have not yet obtained sufficient and appropriate audit evidence to ascertain the economic benefits from the consultants' works/services in accordance with the original plan. During the year ended 31 March 2022, the Group had not received any services from the consultants and decided to cancel the remaining services period and requested the consultants to give up their rights on the share options. The Group has fully impaired the prepayments of approximately HK\$11,694,000 during the year ended 31 March 2022.

2. 應收貿易及其他應收款項

(a) *諮詢服務之預付款項*

於二零一七年十月二十五日，貴集團向貴集團若干顧問授出公平值總值為20,947,000港元之購股權，所涵蓋之服務期至二零二七年十月。顧問服務包括但不限於提供報告及顧問服務以協助貴公司拓展醫療保健市場及為貴集團引入業務及融資機會。授出購股權目的在於獎勵顧問以擴展貴集團業務。

我們仍未取得充分適當審核憑證，以按照原計劃確定顧問工作／服務的經濟利益。截至二零二二年三月三十一日止年度，貴集團未收到顧問提供之任何服務，決定取消餘下服務期，並要求顧問放棄其對購股權之權利。截至二零二二年三月三十一日止年度，貴集團預付款項約11,694,000港元已悉數減值。

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We were unable to obtain information to support the values of the proposed services that would be carried out by the consultants at the time of granting the share options. In the subsequent years after granting of the share options and up to 31 March 2022, we were unable to obtain sufficient and appropriate audit evidence to support the services provided by the consultants. Such evidence included the revenue/income/assets brought by the consultants to the Group and proof of such services performed. As a result, we were unable to quantify the value of the services performed by the consultants, which formed the basis for calculation of the amortisation of prepayment. As such, we have not yet obtained sufficient and appropriate audit evidence to satisfy ourselves as to (i) the carrying amounts and the recoverability of prepayment of approximately HK\$13,789,000 as at 31 March 2021; (ii) whether the amortisation of prepayment included in administrative and other expenses of approximately HK\$2,095,000 and HK\$2,095,000 was properly recorded for the years ended 31 March 2022 and 2021, respectively; and (iii) whether the impairment on prepayments of approximately HK\$11,694,000 was properly recorded and whether this expense should be recorded in current or prior years.

(b) Prepayments for healthcare supplies

The Group recorded prepayments for purchases of HK\$89,620,000 to certain materials suppliers as at 31 March 2022, including payments of RMB22,685,000 (equivalent to approximately HK\$27,971,000) and payments of RMB50,000,000 (equivalent to approximately HK\$61,649,000) for purchases of healthcare materials and equipment.

我們無法獲取資料以支持顧問於授予購股權時將提供建議服務之價值。於授予購股權後的幾年內以及直至二零二二年三月三十一日，我們無法取得充分適當審核憑證以支持顧問提供之服務。該等憑證包括顧問為貴集團帶來的收入／收益／資產以及提供該等服務的證明。因此，我們無法量化顧問所提供服務之價值，這構成計算預付款項攤銷之基礎。我們仍未取得充分適當審核憑證，致使我們信納(i)於二零二一年三月三十一日預付款項之賬面值及可收回性約13,789,000港元；(ii)截至二零二二年及二零二一年三月三十一日止年度預付款項攤銷(計入行政及其他開支)分別約2,095,000港元及2,095,000港元是否妥善入賬；及(iii)預付款項減值約11,694,000港元是否妥善入賬，以及該開支是否應於本年度或過往年度入賬。

(b) 醫療保健用品之預付款項

於二零二二年三月三十一日，貴集團向若干材料供應商預付採購款項89,620,000港元，包括支付人民幣22,685,000元(相當於約27,971,000港元)及支付人民幣50,000,000元(相當於約61,649,000港元)以購買保健材料及設備。

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Up to 31 March 2022, the Group has not yet received the healthcare materials and equipment from the suppliers. In July 2022, the Group has entered into cancellation agreements with the suppliers to cancel the purchases and requested for full refund of the amounts prepaid. The amounts were fully refunded subsequent to the end of the reporting period. We were unable to obtain sufficient and appropriate audit evidence about the details of the suppliers and the reasons for the cancellation.

In respect of the abovementioned transactions, we were unable to obtain sufficient appropriate audit evidence or satisfactory management explanations to ascertain the nature of the prepayment of approximately HK\$89,620,000 as at 31 March 2022.

3. Equity investment at fair value through other comprehensive income

The equity investment at fair value through other comprehensive income relates to Beijing Life Healthcare Zhongcheng Medical Technologies Co., Ltd (北京蓮和眾成醫療科技有限公司) (the "Investee"), with principal activities such as research and development of medical technology innovations of genomics, cell therapy and their application in the field of human health and precision medicine. As at 26 June 2020, the Group has entered into a joint venture agreement pursuant to which the Group has contributed RMB30,000,000 in the Investee, represented 15% of its share capital.

截至二零二二年三月三十一日，貴集團尚未收到供應商提供的醫療物資及設備。於二零二二年七月，貴集團已與供應商簽訂取消協議以取消採購，並要求悉數退還預付款項。有關款項已於報告期末後悉數退還。我們仍無法就供應商的詳細資料及取消原因獲得充分適當審核憑證。

就上述交易而言，截至二零二二年三月三十一日，我們仍未取得充分適當審核憑證或令人滿意的管理層解釋，以確定預付款項約89,620,000港元之性質。

3. 透過其他全面收益按公平值列賬之股本投資

透過其他全面收益按公平值列賬的股本投資與北京蓮和眾成醫療科技有限公司(「被投資方」)有關，其主要業務包括基因組學及細胞療法創新醫療技術研發及其於人類健康及精準醫療領域之應用。於二零二零年六月二十六日，貴集團已訂立合營企業協議，據此，貴集團向被投資方出資人民幣30,000,000元，佔其股本的15%。

Independent Auditor's Report

獨立核數師報告

During the years ended 31 March 2022 and 2021, we have not obtained sufficient financial information of the Investee, which form the basis for assessing the underlying assumptions and calculation of the fair value of the Investee.

We were unable to obtain sufficient and appropriate audit evidence to satisfy ourselves as to (i) the fair value of equity investment at fair value through other comprehensive income of approximately HK\$36,990,000 and HK\$38,037,000 as at 31 March 2022 and 2021, respectively; (ii) whether the fair value change on equity investment at fair value through other comprehensive income of approximately HK\$2,603,000 (loss) and HK\$2,460,000 (gain) was properly recorded for the years ended 31 March 2022 and 2021, respectively; and (iii) whether the revaluation reserve of approximately HK\$143,000 and HK\$2,460,000 were properly recorded as at 31 March 2022 and 2021, respectively.

Any adjustments to the figures as described above might have a consequential effect on the Group's financial performance and cash flows for the years ended 31 March 2022 and 2021 and the financial positions of the Group as at 31 March 2022 and 2021, and the related disclosures thereof in the consolidated financial statements.

截至二零二二年及二零二一年三月三十一日止年度，我們未獲取充足的被投資方財務資料，該等資料構成評估被投資方的相關假設及計算公平值的基礎。

我們仍無法取得充分適當審核憑證，致使我們信納(i)於二零二二年及二零二一年三月三十一日，透過其他全面收益按公平值列賬之股本投資的公平值分別約為36,990,000港元及38,037,000港元；(ii)於二零二二年及二零二一年三月三十一日止年度，透過其他全面收益按公平值列賬之股本投資之公平值變動分別約為2,603,000港元(虧損)及2,460,000港元(收益)是否妥善入賬；及(iii)於二零二二年及二零二一年三月三十一日，重估儲備分別約143,000港元及2,460,000港元是否妥善入賬。

對上述數字的任何調整可能對貴集團於截至二零二二年及二零二一年三月三十一日止年度的財務表現及現金流量，以及貴集團於二零二二年及二零二一年三月三十一日的財務狀況及其於綜合財務報表的相關披露造成後續影響。

Independent Auditor's Report 獨立核數師報告

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

KEY AUDIT MATTERS

Key audit matter is a matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Trade and other receivables

Refer to Note 23 to the consolidated financial statements.

The Group tested the amounts of trade and other receivables for impairment. This impairment test is significant to our audit because the aggregate balance of trade and other receivables of approximately HK\$70,016,000 as at 31 March 2022 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」一節中作進一步闡述。根據香港會計師公會的《專業會計師道德守則》(「守則」)，我們獨立於貴公司，並已根據守則履行其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的保留意見提供基準。

關鍵審計事項

關鍵審計事項乃根據我們的專業判斷，對本期綜合財務報表的審核最為重要的事項。該事項乃於我們審核整體綜合財務報表及就此出具意見時進行處理，而我們不會就該事項提供單獨意見。除保留意見基準一節所述事項外，我們已確定以下事項為關鍵審計事項，須於我們的報告中傳達。

應收貿易及其他應收款項

茲提述綜合財務報表附註23。

貴集團對應收貿易及其他應收款項金額進行減值測試。該減值測試對我們的審核而言屬重大，原因是二零二二年三月三十一日應收貿易及其他應收款項總額約70,016,000港元對綜合財務報表而言屬重大。此外，貴集團的減值測試涉及應用判斷，並以假設及估計為基礎。

Independent Auditor's Report

獨立核數師報告

Our audit procedures included, among others:

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

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

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

我們的審計程序包括(其中包括):

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

我們認為， 貴集團應收貿易及其他應收款項的減值測試獲可得憑證支持。

其他資料

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

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

Independent Auditor's Report 獨立核數師報告

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence about the interest in associates, trade and other receivables and investment at fair value through other comprehensive income. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to those matters.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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.

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

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

董事就綜合財務報表須承擔的責任

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

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

Independent Auditor's Report

獨立核數師報告

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

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

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

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Yeung Hong Chun

Audit Engagement Director

Practising Certificate Number P07374

Hong Kong, 31 August 2022

核數師就審計綜合財務報表承擔的責任

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

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

該描述構成我們核數師報告的一部分。

中匯安達會計師事務所有限公司

執業會計師

楊匡俊

審計項目董事

執業證書號碼P07374

香港，二零二二年八月三十一日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Healthcare products and services revenue	健康產品及服務收益		92,118	98,953
Loan interest income	貸款利息收入		755	3,088
Total revenue	總收益	7	92,873	102,041
Cost of sales and services	銷售及服務成本		(79,119)	(73,719)
Gross profit	毛利		13,754	28,322
Interest income	利息收入		6	344
Other income and gains	其他收入及收益	9	927	2,608
Share of result of associates	分佔聯營公司之業績	18	(5,936)	(5,001)
Selling and distribution expenses	銷售及分銷開支		(227)	(3,968)
Administrative and other expenses	行政及其他開支		(45,188)	(21,601)
Finance costs	財務成本	10	(23)	(63)
(Loss)/profit before tax	除稅前(虧損)/溢利		(36,687)	641
Income tax expense	所得稅開支	11	(631)	(2,987)
Loss for the year	本年度虧損	12	(37,318)	(2,346)
Other comprehensive income/(loss):	其他全面收益/(虧損):			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目:</i>			
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額		8,644	15,251
Share of foreign currency translation reserve of an associate	分佔一家聯營公司之外幣換算儲備		(25)	2,617
Reclassification of translation reserve to profit or loss upon disposal of subsidiaries	出售附屬公司時重新分類換算儲備至損益		–	(1,510)
			8,619	16,358
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目:</i>			
Fair value change on equity investment at fair value through other comprehensive income	透過其他全面收益按公平值列賬的股本投資的公平值變動		(2,603)	1,847
Total comprehensive (loss)/income for the year	本年度全面(虧損)/收益總額:		(31,302)	15,859

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss for the year attributable to:	以下人士應佔本年度虧損：			
Owners of the Company	本公司擁有人		(34,458)	(4,583)
Non-controlling interests	非控股權益		(2,860)	2,237
			(37,318)	(2,346)
Total comprehensive (loss)/income for the year attributable to:	以下人士應佔本年度全面 (虧損)／收益總額：			
Owners of the Company	本公司擁有人		(28,299)	13,868
Non-controlling interests	非控股權益		(3,003)	1,991
			(31,302)	15,859
Loss per share	每股虧損	15		
<i>Basic and diluted (HK cents)</i>	<i>基本及攤薄 (港仙)</i>		(2.68)	(0.38)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2022 於二零二二年三月三十一日

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	401	1,129
Right-of-use assets	使用權資產	17	419	680
Interest in associates	於聯營公司之權益	18	67,814	14,436
Equity investment at fair value through other comprehensive income	透過其他全面收益按公平 值列賬之股本投資	19	37,258	38,294
Prepayment	預付款項	20	–	11,694
			105,892	66,233
Current assets	流動資產			
Inventories	存貨	21	10	54,180
Loan receivables	應收貸款	22	–	17,154
Loan interest receivables	應收貸款利息	22	–	5,489
Trade and other receivables	應收貿易及其他應收款項	23	159,636	173,378
Bank balances and cash	銀行結餘及現金	24	37,402	8,574
			197,048	258,775
Current liabilities	流動負債			
Trade and other payables	應付貿易及其他應付款項	25	34,890	26,135
Lease liabilities	租賃負債	26	249	715
Tax payable	應付稅項		4,244	3,472
			39,383	30,322
Net current assets	流動資產淨值		157,665	228,453
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		263,557	294,686
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	26	173	–
			173	–
NET ASSETS	資產淨值		263,384	294,686

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2022 於二零二二年三月三十一日

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Capital and reserves	資本及儲備			
Share capital	股本	27	64,251	64,251
Reserves	儲備	28	198,032	226,331
Equity attributable to owners of the Company	本公司擁有人應佔權益		262,283	290,582
Non-controlling interests	非控股權益		1,101	4,104
TOTAL EQUITY	權益總額		263,384	294,686

The consolidated financial statements on pages 105 to 195 were approved and authorised for issue by the board of directors on 31 August 2022 and are signed on its behalf by:

第105至195頁之綜合財務報表於二零二二年八月三十一日已獲董事會批准及授權刊發，並由下列人士代表簽署：

Yuan Limin
原立民
Director
董事

Pang Zhen
逢震
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

 Attributable to owners of the Company
 本公司擁有人應佔

		Share capital	Share premium	Contributed surplus	Translation reserve	Other reserve	Revaluation reserve	Share option reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本	股份溢價	繳入盈餘	換算儲備	其他儲備	重估儲備	購股權儲備	累計虧損	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note i) (附註i)		(Note ii) (附註ii)						
At 1 April 2020	於二零二零年 四月一日	53,543	1,275,023	167,780	(17,780)	5,518	(2,532)	17,136	(1,251,257)	247,431	2,113	249,544
Total comprehensive income/(loss) for the year	本年度全面收入/ (虧損)總額	-	-	-	16,604	-	1,847	-	(4,583)	13,868	1,991	15,859
Placing of new shares under general mandate	根據一般授權 配售新股份	10,708	18,575	-	-	-	-	-	-	29,283	-	29,283
At 31 March 2021	於二零二一年 三月三十一日	64,251	1,293,598	167,780	(1,176)	5,518	(685)	17,136	(1,255,840)	290,582	4,104	294,686

 Attributable to owners of the Company
 本公司擁有人應佔

		Share capital	Share premium	Contributed surplus	Translation reserve	Other reserve	Revaluation reserve	Share option reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本	股份溢價	繳入盈餘	換算儲備	其他儲備	重估儲備	購股權儲備	累計虧損	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note i) (附註i)		(Note ii) (附註ii)						
At 1 April 2021	於二零二一年 四月一日	64,251	1,293,598	167,780	(1,176)	5,518	(685)	17,136	(1,255,840)	290,582	4,104	294,686
Total comprehensive income/(loss) for the year	本年度全面收入/ (虧損)總額	-	-	-	8,762	-	(2,603)	-	(34,458)	(28,299)	(3,003)	(31,302)
At 31 March 2022	於二零二二年 三月三十一日	64,251	1,293,598	167,780	7,586	5,518	(3,288)	17,136	(1,290,298)	262,283	1,101	263,384

Notes:

- (i) The contributed surplus represents the difference between nominal value of the shares of subsidiaries acquired by the Company and the nominal value of the shares of the Company issued for the acquisition pursuant to the reorganisation in April 2002.
- (ii) The other reserve represents the transfer from share options reserve upon exercise of share options.

附註：

- (i) 繳入盈餘指本公司所收購附屬公司股份面值與本公司根據於二零二零年四月之重組進行收購所發行股份面值之差額。
- (ii) 其他儲備指購股權獲行使時自購股權儲備轉出。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量		
(Loss)/profit before tax	除稅前(虧損)/溢利	(36,687)	641
Adjustments for:	就下列項目作出調整:		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	774	927
Depreciation of right-of-use assets	使用權資產折舊	775	954
Share of result of associates	分佔聯營公司之業績	5,936	5,001
Bank interest income	銀行利息收入	(6)	(344)
Finance cost	財務成本	23	63
Impairment of trade receivables	應收貿易款項減值	-	34
Impairment of prepayments	預付款項減值	13,978	4,351
Impairment of interest in associates	於聯營公司之權益減值	9,101	3,180
Gain on disposal of subsidiaries	出售附屬公司之收益	-	(2,448)
Early termination of lease agreement	提前終止租賃協議	-	17
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(6,106)	12,376
Change in inventories	存貨變動	54,170	(54,170)
Change in loan and loan interest receivables	應收貸款及應收貸款利息變動	22,643	(3,087)
Change in trade and other receivables	應收貿易及其他應收款項變動	18,068	(112,274)
Change in trade and other payables	應付貿易及其他應付款項變動	8,083	(23,509)
Change in contract liabilities	合約負債變動	-	(509)
Cash generated from/(used in) operations	營運所得/(所用)現金	96,858	(181,173)
Income tax paid	已付所得稅	-	(513)
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額	96,858	(181,686)

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from investing activities	投資活動所得現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(13)	-
Purchase of equity investment at fair value through other comprehensive income	購買透過其他全面收益按公平值列賬的股本投資	-	(34,347)
Investment in associates	投資聯營公司	(67,814)	-
Bank interest received	已收銀行利息	6	344
Disposal of subsidiaries (net of cash and cash equivalents disposed of)	出售附屬公司(扣除已出售現金及現金等價物)	-	(109)
Net cash used in investing activities	投資活動所用現金淨額	(67,821)	(34,112)
Cash flows from financing activities	融資活動所得現金流量		
Issue of new shares	發行新股份	-	29,283
Lease interests paid	已繳租賃利息	(23)	(63)
Repayment of lease liabilities	租賃負債還款	(807)	(932)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(830)	28,288
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	28,207	(187,510)
Cash and cash equivalents at the beginning of the year	於年初之現金及現金等價物	8,574	187,578
Effect of changes in foreign exchange rate	外幣匯率變動之影響	621	8,506
Cash and cash equivalents at the end of the year	於年終之現金及現金等價物	37,402	8,574
Analysis of cash and cash equivalents	現金及現金等價物分析		
Bank and cash balances	銀行及現金結餘	37,402	8,574

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

I. GENERAL INFORMATION

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

The Company is an investment holding company. The Company and its subsidiaries (the “Group”) are principally engaged in healthcare products and services business, and money lending business.

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

I. 一般資料

蓮和醫療健康集團有限公司(「本公司」)為於二零零一年三月十二日根據開曼群島公司法在開曼群島註冊成立之獲豁免有限公司，其股份於二零零二年四月二十九日在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands，而本公司之香港主要營業地點則設於香港灣仔告士打道171-172號安邦商業大廈12樓A室。

本公司為投資控股公司。本公司及其附屬公司(「本集團」)主要從事健康產品及服務業務，以及借貸業務。

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

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

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 April 2021. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies and amounts reported for the current year and prior years.

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

2. 應用新訂及經修訂香港財務報告準則

於本年度，本集團已採納由香港會計師公會（「香港會計師公會」）頒佈且與其業務營運有關並自二零二一年四月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。採納該等新訂及經修訂香港財務報告準則並無對於本年度及過往年度之本集團會計政策及所呈報金額造成重大變動。

3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定之適用披露。

此等綜合財務報表乃根據歷史成本慣例編製，並經按公平值列賬之投資修訂。

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

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Consolidation

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

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

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

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

3. 主要會計政策(續)

編製此等綜合財務報表所應用之主要會計政策載列如下。

綜合賬目

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

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

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

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidation (Continued)

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

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

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

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

3. 主要會計政策(續)

綜合賬目(續)

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

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

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

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

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill

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

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

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

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

3. 主要會計政策(續)

業務合併及商譽

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

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

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

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

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill (Continued)

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

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

Associates

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

3. 主要會計政策(續)

業務合併及商譽(續)

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

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

聯營公司

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

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Associates (Continued)

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

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

3. 主要會計政策(續)

聯營公司(續)

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

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Associates (Continued)

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

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

Foreign currency translation

(a) Functional and presentation currency

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

3. 主要會計政策(續)

聯營公司(續)

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

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

外幣換算

(a) 功能及呈列貨幣

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

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

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

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

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

3. 主要會計政策(續)

外幣換算(續)

(b) 各實體財務報表的交易及結餘

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

按公平值計量及以外幣計值的非貨幣項目乃按釐定公平值當日的匯率折算。

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

(c) Translation on consolidation

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

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

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

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

3. 主要會計政策(續)

外幣換算(續)

(c) 綜合賬目的換算

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

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

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

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

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

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

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

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

Leasehold improvements	Over the shorter of the term of lease or 7 years
Furniture fixtures and equipment	3 – 7 years

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

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

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬。

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

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

租賃物業	租賃期或7年
裝修	(以較短者為準)
傢俬、裝置及設備	3至7年

於各報告期末均會檢討及調整剩餘價值、可使用年期及折舊方法(如適用)。

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

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

The Group as lessee

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

Land and buildings	35.3% – 50%
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Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

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

3. 主要會計政策(續)

租賃

本集團作為承租人

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

土地及樓宇	35.3%–50%
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使用權資產乃按成本(包括初始計量租賃負債金額、預付租賃款項、初始直接成本及恢復成本)計量。租賃負債包括按租賃中隱含的利率(如可釐定)或本集團的遞增借貸利率折現的租賃款項現值淨額。各租賃款項於負債與融資成本之間作出分配。融資成本於租賃期內在損益內扣除，以計算租賃負債餘下結餘的固定期間利率。

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

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Research and development expenditure

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

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

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

Inventories

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

3. 主要會計政策(續)

研發開支

研究活動開支於其產生期間確認為開支。本集團健康服務發展所產生內部產生之無形資產只在下列所有條件達成時方會確認：

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

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

存貨

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recognition and derecognition of financial instruments

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

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

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

Financial assets

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

3. 主要會計政策(續)

確認及終止確認財務工具

財務資產及財務負債於本集團成為工具合約條文之訂約方時，於財務狀況表內確認。

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

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

財務資產

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

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

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

- Financial assets at amortised cost; and
- Equity investments at fair value through other comprehensive income

(i) Financial assets at amortised cost

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

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

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

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

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

3. 主要會計政策(續)

財務資產(續)

本集團將財務資產分類為以下類別：

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

(i) 按攤銷成本計量之財務資產

符合下列兩項條件的財務資產(包括應收貿易及其他應收款項)分類至此類別：

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

有關項目其後以實際利率法按攤銷成本減去預期信貸虧損之虧損撥備計量。

(ii) 透過其他全面收益按公平值列賬之股本投資

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

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

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

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

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

Loss allowances for expected credit losses

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

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

3. 主要會計政策(續)

財務資產(續)

(ii) 透過其他全面收益按公平值列賬之股本投資(續)

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

除非該等投資之股息清楚代表收回部分投資成本，否則股息於損益確認。

預期信貸虧損之虧損撥備

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

於各報告期末，本集團計量財務工具的虧損撥備，金額等於該財務工具預計年內所有可能違約事件所產生應收貿易款項的預期信貸虧損(「全期預期信貸虧損」)，或自初步確認後該財務工具的信貨風險大幅增加。

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss allowances for expected credit losses (Continued)

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

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

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

3. 主要會計政策(續)

預期信貸虧損之虧損撥備(續)

倘於報告期末，財務工具(應收貿易款項除外)的信貸風險自初步確認後並無大幅增加，本集團會按相等於反映該財務工具可能於報告期後12個月內發生的違約事件所引致預期信貸虧損的全期預期信貸虧損部分的金額，計量該財務工具之虧損撥備。

於報告期末將虧損撥備調整至所需金額的預期信貸虧損或撥回金額，於損益中確認為減值收益或虧損。

現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行及手頭現金、存於銀行及其他金融機構的活期存款，及可隨時轉換為已知數額現金且受價值變動之風險影響不大之短期高流通投資。應要求償還及構成本集團現金管理一個完整部分的銀行透支亦列入現金及現金等價物之一部分。

財務負債及股本工具

財務負債及股本工具乃根據所訂立的合約安排的內容及根據香港財務報告準則對財務負債及股本工具的定義而分類。股本工具為證明於本集團經扣除其所有負債後的資產中所剩餘權益的任何合約。就特定財務負債及股本工具而採納的會計政策載於下文。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

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

3. 主要會計政策(續)

應付貿易及其他應付款項

應付貿易及其他應付款項初步按公平值確認，其後以實際利率法按攤銷成本計量，除非折現影響甚微，於此情況下，則按成本入賬。

股本工具

本公司發行之股本工具以扣除直接發行成本後之已收所得款項入賬。

來自客戶合約收益

收益乃按經參考商業慣例後與客戶訂立的合約所訂明的代價計量，且不包括代表第三方收取的金額。就客戶付款與轉移已承諾產品或服務之間的期限超過一年的合約，代價會就重大融資部分的影響作出調整。

本集團透過將產品或服務的控制權轉移予客戶而完成其履約責任時確認收益。視乎合約的條款及該合約適用的法例，履約責任可隨時間或於某一時間點完成。倘屬以下情況，履約責任乃隨時間完成：

- 當客戶同時收取及消耗本集團履約所提供的利益；
- 當本集團的履約行為創造或改良一項其於被創造或改良時受客戶控制的資產；或
- 當本集團的履約行為並無創造一項對本集團有替代用途的資產，及本集團對迄今為止已完成的履約行為擁有可強制執行付款的權利。

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Other revenue

Interest income is recognised using the effective interest method.

Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the at the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group participates in the MPF Scheme under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) for qualifying employees of the Group in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of independent trustees. The Group contributes at the lower of HK\$1,500 or 5% of relevant monthly payroll costs to the MPF Scheme, which contribution is matched by employees. The Group's contributions to the MPF Scheme vest fully and immediately with the employees. Accordingly, there were no forfeited contributions available for the Group to reduce its existing level of contributions to the MPF Scheme.

3. 主要會計政策(續)

來自客戶合約收益(續)

倘履約責任屬於隨時間完成，收益經參考已完成有關履約責任的進度確認。否則，收益於客戶獲得產品或服務控制權之時間點確認。

其他收益

利息收入使用實際利率法確認。

僱員福利

(a) 僱員享有之假期

僱員享有之年假及長期服務假期在僱員應享有時確認。就僱員於截至報告期末止所提供服務而享有之年假及長期服務假期之估計負債作出撥備。

僱員享有之病假及產假於休假時方始確認。

(b) 退休金責任

本集團根據香港法例第485章強制性公積金計劃條例為本集團合資格香港僱員參與強積金計劃。強積金計劃之資產由獨立信託人所控制基金持有，並與本集團之資產分開持有。本集團按1,500港元或有關月薪成本之5%（以較低者為準）作出強積金計劃供款，而僱員亦須作出同等供款。本集團向強積金計劃作出的供款全數及立刻歸屬於僱員所有。因此，本集團並無已沒收供款可用於減低強積金計劃之現有供款水平。

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

(c) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

3. 主要會計政策(續)

僱員福利(續)

(c) 離職福利

離職福利於本集團無法撤銷提供該等福利時及本集團確認重組成本及涉及離職福利付款當日(以較早者為準)予以確認。

以股份為基礎之付款

本集團向若干董事、僱員及顧問發行以股權結算以股份為基礎之付款。

授予董事及僱員以股權結算以股份為基礎之付款乃按於授出日期股本工具之公平值(不包括非市場歸屬條件之影響)計量。按以股權結算以股份為基礎之付款於授出日期釐定之公平值，乃根據本集團估計股份最終歸屬於歸屬期內以直線法支銷，並就非市場歸屬條件的影響作出調整。

授予顧問以股權結算以股份為基礎之付款乃按所提供服務之公平值計量，或倘所提供服務之公平值不能可靠計量時，則按已授出股本工具之公平值計量。公平值於本集團獲取服務當日計量，並確認為開支。

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

Income tax represents the sum of the current tax and deferred tax.

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

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

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

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

3. 主要會計政策(續)

稅項

所得稅指即期稅項及遞延稅項之總和。

現時應繳稅項乃按本年度應課稅溢利計算。應課稅溢利與損益中確認之溢利不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入或開支項目，並且不包括從未課稅或扣稅之項目。本集團即期稅項之負債乃按報告期間未已頒佈或實際上已頒佈之稅率計算。

遞延稅項乃根據綜合財務報表資產及負債賬面值與計算應課稅溢利所採用相應稅基間之差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產於可能有可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可用作抵扣應課稅溢利時確認。因商譽或初步確認一項既不影響應課稅溢利或會計溢利之交易(業務合併除外)中之其他資產及負債且而引致之暫時差額，則不會確認該等資產及負債。

遞延稅項負債乃就於附屬公司及聯營公司之投資而產生之應課稅暫時差額確認，惟若本集團可控制暫時差額之撥回及暫時差額不大可能於可見將來撥回則除外。

遞延稅項資產之賬面值於各報告期末作檢討，並在不再可能會有足夠應課稅溢利可收回全部或部分資產時加以削減。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Segment reporting

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

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of 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.

3. 主要會計政策(續)

稅項(續)

遞延稅項乃按預期於負債償還或資產變現期間適用之稅率計算，所根據之稅率為於報告期末已頒佈或實質上已頒佈之稅率。遞延稅項於損益中確認，惟倘遞延稅項與於其他全面收益或直接於權益中確認之項目有關，則遞延稅項亦於其他全面收益或直接於權益中確認。

遞延稅項資產及負債的計量反映了本集團於報告期末所預期收回或償還其資產及負債的賬面值的方式所產生的稅務結果。

倘有可依法強制執行之權利將即期稅項資產與即期稅項負債抵銷，而該等資產及負債與同一稅務機構徵收之所得稅有關，且本集團擬按淨額基準結算即期稅項資產及負債，則會抵銷遞延稅項資產及負債。

分部報告

經營分部及財務報表所呈報各分部項目的金額，乃根據向本集團各項業務分配資源及評估其業績表現而定期向本集團最高行政管理層提供的財務資料當中識別出來。

個別重要的經營分部不會合計以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部分條件，則可以合計為一個報告分部。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A related party is a person or entity that is related to the Group.

(a) *A person or a close member of that person's family is related to the Group if that person:*

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

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

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

3. 主要會計政策(續)

關聯方

關聯方為與本集團相關的人士或實體。

(a) *倘屬以下人士，即該人士或該人士之近親與本集團有關連：*

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本公司或本公司母公司的主要管理層成員。

(b) *倘符合下列任何條件，即實體(申報實體)與本集團有關連：*

- (i) 該實體與本公司屬同一集團的成員(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

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

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except investments, inventories and receivables, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

3. 主要會計政策(續)

關聯方(續)

(b) *倘符合下列任何條件，即實體(申報實體)與本集團有關連：(續)*

- (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。倘本集團本身為該項計劃，則贊助僱主亦與本集團有關。
- (vi) 實體受(a)所識別人士控制或受共同控制。
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 實體或其所屬集團的任何成員公司向本公司或本公司之母公司提供主要管理層人員服務。

資產減值

於各報告期末，本集團將審閱其有形及無形資產(投資、存貨及應收款項除外)之賬面值，以釐定該等資產是否出現任何減值虧損跡象。倘出現有關跡象，則估計資產之可收回數額，以釐定任何減值虧損。倘未能估計個別資產之可收回數額，則本集團估計該資產所屬現金產生單位之可收回數額。

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

3. 主要會計政策(續)

資產減值(續)

可收回數額乃公平值減出售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量將使用反映當前市場對金錢時間值及該資產特有風險之稅前折現率折現至其現值。

倘資產或現金產生單位之可收回數額估計低於其賬面值，則資產或現金產生單位賬面值將扣減至其可收回數額。減值虧損即時於損益確認，除非有關資產按重估金額列賬，於該等情況下，減值虧損視為重估減少。

倘減值虧損其後撥回，則資產或現金產生單位賬面值增至其可收回數額之經修訂估計，惟所增加賬面值不得高於假設於往年該資產或現金產生單位並無確認減值虧損下釐定之賬面值(經扣除攤銷或折舊)。減值虧損撥回即時於損益確認，除非有關資產按重估金額列賬，於該等情況下，減值虧損撥回視為重估增加。

撥備及或然負債

當本集團因過去事項須承擔法定責任或推定責任，而履行該責任很可能需要經濟利益流出並能可靠估計其數額時，便為未確定時間或金額之負債確認撥備。倘金錢時間值屬重大，則按預期履行該責任所需支出之現值作出撥備。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions and contingent liabilities (Continued)

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

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) Control over a subsidiary

Notwithstanding the lack of equity ownership in 蓮和(北京)醫療科技有限公司 (Life Healthcare (Beijing) Co., Ltd.*) ("Life Healthcare"), the Group is able to exercise control over Life Healthcare and its subsidiaries ("Life Healthcare Group") through a series of agreements with all of its ultimate shareholders (the "Structural Agreements").

3. 主要會計政策(續)

撥備及或然負債(續)

當不大可能需要經濟利益流出，或其數額未能可靠估計時，除非經濟利益流出之可能性極小，否則該責任披露為或然負債。當潛在責任之存在僅能以一宗或數宗未來事項發生或不發生來證實，除非經濟利益流出之可能性極小，否則亦披露為或然負債。

報告期後事項

提供本集團於報告期末狀況額外資料之報告期後事項或顯示持續經營假設為不適當之資料乃調整事項，並於綜合財務報表內反映。並非調整事項之報告期後事項如屬重大者，乃於綜合財務報表附註內披露。

4. 重要判斷及主要估計

應用會計政策之重要判斷

於應用會計政策時，董事作出以下對綜合財務報表確認金額具最大影響之判斷。

(a) 對一家附屬公司之控制權

儘管未能取得蓮和(北京)醫療科技有限公司(「蓮和醫療」)之股本擁有權，本集團能透過與其全體最終股東所訂立之一系列協議(「結構協議」)控制蓮和醫療及其附屬公司(「蓮和醫療集團」)。

Notes to the Consolidated Financial Statements

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Critical judgements in applying accounting policies (Continued)

(a) Control over a subsidiary (Continued)

The directors of the Company assessed whether or not the Group has control over Life Healthcare based on whether the Group has the practical ability to direct the relevant activities of Life Healthcare unilaterally. In making their judgement, the directors of the Company considered the Group's rights through the Structural Agreements, and concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of Life Healthcare and therefore the Group has control over Life Healthcare.

Key sources of estimation uncertainty

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

(a) Impairment loss of trade and other receivables

The Group makes impairment loss of trade and other receivables based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

4. 重要判斷及主要估計(續)

應用會計政策之重要判斷(續)

(a) 對一家附屬公司之控制權(續)

本公司董事基於本集團有否單方面主導蓮和醫療相關活動之實際能力，評估本集團對蓮和醫療是否有控制權。本公司董事於作出判斷時考慮本集團透過結構協議所取得之權利，而結論為本集團有充足主導投票權可主導蓮和醫療之相關活動，故本集團對蓮和醫療有控制權。

估計不明朗因素之主要來源

下文討論於報告期末有極大風險引致在下一財政年度內對資產及負債之賬面值作重大調整之有關將來之主要假設及其他估計不明朗因素之主要來源。

(a) 應收貿易及其他應收款項減值虧損

本集團之應收貿易及其他應收款項減值虧損乃根據對應收貿易及其他應收款項可收回性之評估作出，包括每位債務人之目前信譽及過往收款記錄。於發生事件或情況出現變動，顯示餘額可能無法收回時出現減值。本集團需作出判斷及估計以識別呆壞賬。倘實際結果有別於原來估計，則該等差額將影響上述估計出現變動年度的應收貿易及其他應收款項以及呆賬開支之賬面值。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(b) Impairment loss of interest in associates

Interest in associates is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Value-in-use calculations are used for assessing the recoverable amount of these interests. These calculations require use of judgements and estimates.

Management judgement is required for assessing impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related carrying value of interests may not be recoverable; and (ii) whether the carrying value of the interests can be supported by the recoverable amount. Changing the estimations used by management in assessing impairment could materially affect the recoverable amount used in the impairment test and as a result affect the Group's consolidated financial position and consolidated results of operations.

4. 重要判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(b) 於聯營公司之權益減值虧損

倘有事件或情況變化顯示賬面值可能無法收回時，則對於聯營公司之權益進行減值檢討。使用價值計算用於評估有關權益的可收回金額。該等計算須使用判斷及估計。

於評估減值時需要管理層作出判斷，尤其是評估(i)是否已發生事件而可能顯示權益相關賬面值可能無法收回；及(ii)權益賬面值是否可透過可收回金額予以支持。更改管理層於評估減值時所用之估計可對減值測試所用之可收回金額產生重大影響，因而影響本集團綜合財務狀況及綜合經營業績。

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(c) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(d) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4. 重要判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(c) 物業、廠房及設備以及折舊

本集團釐定其物業、廠房及設備之估計可使用年期、剩餘價值及相關折舊開支。此項估計乃基於性質及功能相若之物業、廠房及設備之實際可使用年期及剩餘價值之歷史經驗作出。本集團將於可使用年期及剩餘價值有別於以往估計時調整折舊開支，或會撇銷或撇減已棄置或出售之技術過時或非策略資產。

(d) 所得稅

本集團須於多個司法權區繳納所得稅。於釐定所得稅撥備時須作出重大估計。於日常業務過程中有大量未能確定最終稅項之交易及計算。倘此等事項之最終稅務結果與初步記錄之金額不同，則有關差異將影響作出決定期間內之所得稅及遞延稅項撥備。

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5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group's entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to loan receivables which carried at fixed rates.

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances.

The Group currently does not have interest rate hedging policy. However, the management will consider hedging significant interest rate exposure should the need arise.

In the opinion of the management of the Group, the expected change in interest rate will not have significant impact on the interest income on bank balances, hence sensitivity analysis is not presented.

5. 財務風險管理

本集團之業務須承受各種財務風險：外幣風險、利率風險、信貸風險及流動資金風險。本集團之整體風險管理項目集中於金融市場無法預測之特性，以及尋求盡量減少對本集團財務表現可能造成之不利影響。

(a) 外幣風險

由於本集團大部分業務交易、資產及負債均主要以本集團實體之功能貨幣計值，因此本集團所面對之外匯風險極微。本集團目前並無有關外幣交易、資產及負債之外幣對沖政策。本集團將會密切監察外幣風險，並會於需要時考慮對沖重大外幣風險。

(b) 利率風險

本集團承受定息應收貸款之公平值利率風險。

本集團承受浮息銀行結餘之現金流量利率風險。

本集團目前並無利率對沖政策。然而，管理層將於有需要時考慮對沖重大利率風險。

本集團管理層認為，利率之預期變動將不會對銀行結餘之利息收入造成重大影響，因此並無呈列敏感度分析。

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5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk

The carrying amount of the cash and bank balances, trade and other receivables, loan receivables and loan interest receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

As at 31 March 2022, the Group had certain concentration of credit risk as approximately 37% (2021: 55%) and 93% (2021: 96%) of the Group's trade receivables were due from the Group's largest customer and the five largest customers.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

5. 財務風險管理(續)

(c) 信貸風險

綜合財務狀況表所載現金及銀行結餘、應收貿易及其他應收款項、應收貸款及應收貸款利息之賬面值指本集團就其財務資產所面臨最大信貸風險。

於二零二二年三月三十一日，由於本集團約37%（二零二一年：55%）及93%（二零二一年：96%）的應收貿易款項為應收本集團最大客戶及五大客戶的欠款，因此本集團存在一定的信貸風險集中情況。

現金及銀行結餘的信貸風險有限，原因是交易對方乃獲國際信貸評級機構給予高度信貸評級之銀行。

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral or in the quality of guarantees or credit enhancements; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days when they fall due.

5. 財務風險管理(續)

(c) 信貸風險(續)

本集團比較財務資產於報告日期之違約風險與於初始確認日期之違約風險，以評估財務資產之信貸風險有否於各報告期內按持續基準大幅增加。本集團亦考慮所得合理及有理據支持之前瞻性資料。尤其使用以下資料：

- 預期導致對借款人履行責任之能力出現重大變動之業務、財務或經濟狀況之實際或預期重大不利變動；
- 借款人經營業績之實際或預期重大變動；
- 同一借款人之其他財務工具之信貸風險大幅增加；
- 抵押品價值或擔保或信貸提升措施之質素出現重大變動；及
- 借款人預期表現及行為之重大變動，包括借款人之付款狀況變動。

倘涉及合約付款之債務人逾期超過30日，則假定信貸風險大幅增加。當交易對手無法於合約付款到期時於60日內支付款項，則財務資產出現違約。

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments longer than 360 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the loans or receivables due.

The Group uses two categories for non-trade receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category 類別	Definition 定義	Loss provision 虧損撥備
Performing 履約	Low risk of default and strong capacity to pay 違約風險低及還款能力強	12 month expected losses 12個月預期虧損
Non-performing 違約	Significant increase in credit risk 信貸風險顯著增加	Lifetime expected losses 全期預期虧損

5. 財務風險管理(續)

(c) 信貸風險(續)

財務資產於合理預期無法收回(如債務人無法與本集團達成還款計劃)時撇銷。倘債務人於逾期後超過360日無法作出合約付款，則本集團通常會將有關貸款或應收款項分類以作撇銷。倘貸款或應收款項撇銷，則本集團在實際可行及符合經濟效應的情況下，繼續採取強制行動試圖收回到期貸款或應收款項。

本集團採用兩種非應收貿易款項，反映其信貸風險及各類貸款虧損撥備之釐定方式。於計算預期信貸虧損率時，本集團考慮各類別之歷史虧損率及就前瞻性數據作出調整。

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follows:

5. 財務風險管理(續)

(d) 流動資金風險

本集團之政策是定期監察目前及預期流動資金需求，以確保其維持足夠現金儲備，從而滿足短期及長期之流動資金需求。

本集團財務負債之到期分析如下：

		Less than 1 year 少於一年 HK\$'000 千港元
At 31 March 2022	於二零二二年三月三十一日	
Trade and other payables	應付貿易及其他應付款項	34,890
		Less than 1 year 少於一年 HK\$'000 千港元
At 31 March 2021	於二零二一年三月三十一日	
Trade and other payables	應付貿易及其他應付款項	26,135

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

(e) Categories of financial instruments

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets:	財務資產：		
Equity investment at fair value through other comprehensive income	透過其他全面收益按公平值列賬之股本投資	37,258	38,294
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量之財務資產(包括現金及現金等價物)	71,041	51,503
Financial liabilities:	財務負債：		
Financial liabilities at amortised cost	按攤銷成本計量之財務負債	34,890	26,135

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities at amortised cost as reflected in the consolidated statement of financial position approximate their respective fair values.

5. 財務風險管理(續)

(e) 財務工具類別

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元

(f) 公平值

綜合財務狀況表所反映本集團按攤銷成本計量之財務資產及財務負債之賬面值與彼等各自的公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

6. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

6. 公平值計量

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格。以下公平值計量披露乃採用用於計量公平值之估值技術將輸入數據劃分為三級之公平值等級作出：

第1級輸入數據：本集團可於計量日期取得相同資產或負債於活躍市場之報價(未經調整)。

第2級輸入數據：除第1級所包括之報價以外，資產或負債之直接或間接可觀察輸入數據。

第3級輸入數據：資產或負債之不可觀察輸入數據。

本集團之政策為截至事件或情況變動導致轉撥當日確認任何三個等級之轉入及轉出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

6. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at 31 March 2022:

		Fair value measurements using 採用公平值計量			
		Level 1: 第1級:	Level 2: 第2級:	Level 3: 第3級:	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity investment at fair value through other comprehensive income	透過其他全面收益按公平值列賬之股本投資	—	—	36,990	36,990
Total recurring fair value measurements	經常性公平值計量總額	—	—	36,990	36,990

Disclosures of level in fair value hierarchy at 31 March 2021:

於二零二一年三月三十一日按公平值等級披露：

		Fair value measurements using 採用公平值計量			
		Level 1: 第1級:	Level 2: 第2級:	Level 3: 第3級:	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity investment at fair value through other comprehensive income	透過其他全面收益按公平值列賬之股本投資	—	—	38,037	38,037
Total recurring fair value measurements	經常性公平值計量總額	—	—	38,037	38,037

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

6. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of assets measured at fair value based on level 3:

6. 公平值計量(續)

(b) 根據第3級按公平值計量資產之對賬：

Equity investments at fair value through
other comprehensive income
透過其他全面收益按公平值列賬之
股本投資

Description	概述	2022	2021
		二零二二年 HK\$'000 千港元	二零二一年 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	38,037	–
Acquisition	收購	–	35,495
Fair value loss recognised in other comprehensive income	於其他全面收益確認之 公平值虧損	(2,603)	2,460
Exchange difference	匯兌差額	1,556	82
At 31 March 2022	於二零二二年三月三十一日	36,990	38,037

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

6. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least twice a year.

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Effect on fair value for		
			Range	increase of inputs	2021
概述	估值技術	不可觀察輸入數據	範圍	輸入數據增加對公平值之影響	二零二一年 RMB'000 人民幣千元
Equity investments at fair value through other comprehensive income	Market approach	P/S ratio	7%-39%	increase	
透過其他全面收益按公平值列賬之股本投資	市場法	市銷率	7%-39%	增加	
		Discount on lack of marketability	15%	decrease	36,990
		缺少市場能力的折讓	15%	減少	36,990
Equity investments at fair value through other comprehensive income	Discounted cash flow method	Growth rate	33%-50%	increase	
透過其他全面收益按公平值列賬之股本投資	貼現現金流量法	增長率	33%-50%	增加	
		Discount rate	19.85%	decrease	38,037
		貼現率	19.85%	減少	38,037

Market approach was adopted as valuation technique for the year ended 31 March 2022 as the Group considered it will better reflect the fair value of the investment.

截至二零二二年三月三十一日止年度，市場法獲採用為估值技術，原因為本集團認為其將更好地反映投資的公平值。

6. 公平值計量(續)

(c) 本集團所用估值程序以及公平值計量所用估值技術及輸入數據之披露：

本集團之財務主管負責財務報告目的所需資產及負債之公平值計量(包括第3級公平值計量)。財務主管直接向董事會匯報該等公平值計量。財務主管與董事會每年至少進行兩次估值程序及結果之討論。

第3級公平值計量

Range	Effect on fair value for	
	increase of inputs	2021
範圍	輸入數據增加對公平值之影響	二零二一年 RMB'000 人民幣千元
7%-39%	increase	
7%-39%	增加	
15%	decrease	36,990
15%	減少	36,990
33%-50%	increase	
33%-50%	增加	
19.85%	decrease	38,037
19.85%	減少	38,037

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

7. REVENUE

Revenue represents the amounts received and receivable for products delivered and services provided by the Group to outside customers during the year.

7. 收益

收益指本集團於本年度向外界客戶交付產品及提供服務之已收及應收款項。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue from contracts with customers	來自客戶合約收益		
— Healthcare services	— 健康服務	7,390	25,298
— Healthcare products	— 健康產品	84,728	73,655
Loan interest income	貸款利息收入	755	3,088
		92,873	102,041

Disaggregation of revenue from contracts with customers:

Geographical markets

For the years ended 31 March 2022 and 2021, all revenues from healthcare services and trading of healthcare products were recognised in PRC.

Timing of revenue recognition

For the years ended 31 March 2022 and 2021, all revenues from healthcare services and trading of healthcare products were recognised at a point in time.

來自客戶合約收益分析：

地區市場

截至二零二二年及二零二一年三月三十一日止年度，全部健康服務及健康產品貿易收益均於中國確認。

收益確認時間

截至二零二二年及二零二一年三月三十一日止年度，全部健康服務及健康產品貿易收益均於某一時間點確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

7. REVENUE (Continued)

Healthcare services

The service income is recognised when the services are rendered, the amount for which can be reliably estimated and it is probable that the income will be received.

A receivable is recognised when the services are rendered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Healthcare products

Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products. Sales to customers are normally made with credit period within 365 days.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

7. 收益(續)

健康服務

服務收入於提供服務時確認，其金額能夠可靠估計並很可能收取收入。

應收款項於向客戶提供服務時確認，原因為此乃代價成為無條件之時間點，到期支付款項前僅須待時間流逝。

健康產品

本集團於產品之控制權轉移(即向客戶交付產品)、再無未履行責任可影響客戶接納產品且客戶已取得產品之法定所有權時確認銷售額。本集團一般就客戶銷售提供365日內之信貸期。

應收款項於向客戶交付產品時確認，原因為此乃代價成為無條件之時間點，到期支付款項前僅須待時間流逝。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

8. SEGMENT INFORMATION

Information was reported to the executive directors of the Company, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focusing on types of goods or services delivered or provided. This is also the basis upon which the Group is organised.

For the year ended 31 March 2022 and 2021, the Group has two operating and reportable segments, namely (i) healthcare products and services business and (ii) money lending business.

The accounting policies of the operating segments are the same as the Group’s accounting policies described in note 3. Segment loss/profit represents the loss/profit of each segment without allocation of interest income, other income and gains, share of result of associates and central administration costs. This is the measure reported to the Group’s CODM for the purposes of resource allocation and performance assessment.

For the purposes of monitoring segment performances and allocating resources among segments, all assets and liabilities are allocated to operating segments on the basis of the revenue earned by individual reportable segment. Segment assets exclude interest in associates, equity investment at fair value through other comprehensive income, prepayment and unallocated corporate assets while segment liabilities exclude tax payable and unallocated corporate liabilities. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

8. 分部資料

向本公司執行董事(即主要營運決策者)(「主要營運決策者」)報告以供分配資源及評估分部表現之資料集中於所交付或提供之貨品或服務類型，亦為組織本集團所依據之基準。

截至二零二二年及二零二一年三月三十一日止年度，本集團有兩個經營及可呈報分部，即(i)健康產品及服務業務及(ii)借貸業務。

經營分部之會計政策與附註3所述之本集團會計政策相同。分部虧損／溢利指未分配利息收入、其他收入及收益、分佔聯營公司之業績以及中央行政成本之各分部虧損／溢利。此乃向本集團主要營運決策者呈報以分配資源及評估表現之計量基準。

為監察分部表現及在分部之間分配資源，所有資產及負債均按個別可呈報分部所賺取收益為基準分配至經營分部。分部資產不包括於聯營公司之權益、透過其他全面收益按公平值列賬之股本投資、預付款項及未分配公司資產，而分部負債不包括應付稅項及未分配公司負債。此乃向主要營運決策者呈報以分配資源及評估表現之計量基準。

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment revenue and results

For the year ended 31 March 2022

8. 分部資料(續)

分部收益及業績

截至二零二二年三月三十一日止年
度

		Healthcare products and services business 健康產品及 服務業務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益	92,118	755	92,873
Segment loss	分部虧損	(2,348)	(1,876)	(4,224)
Interest revenue	利息收益			6
Other income and gains	其他收入及收益			927
Share of result of associates	分佔聯營公司之業績			(5,936)
Unallocated expenses	未分配支出			(27,460)
Loss before tax	除稅前虧損			(36,687)

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2021

8. 分部資料(續)

分部收益及業績(續)

截至二零二一年三月三十一日止年度

		Healthcare products and services business 健康產品及 服務業務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益	98,953	3,088	102,041
Segment profit	分部溢利	7,741	2,761	10,502
Interest revenue	利息收益			344
Other income and gains	其他收入及收益			2,608
Share of result of associates	分佔聯營公司之業績			(5,001)
Unallocated expenses	未分配支出			(7,812)
Profit before tax	除稅前溢利			641

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

As at 31 March 2022

8. 分部資料(續)

分部資產及負債

於二零二二年三月三十一日

		Healthcare products and services business 健康產品及 服務業務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	196,055	9	196,064
Interest in associates	於聯營公司之權益			67,814
Equity investments at fair value through other comprehensive income	透過其他全面收益按 公平值列賬之股本投資			37,258
Unallocated corporate assets	未分配公司資產			1,804
Consolidated total assets	綜合資產總值			302,940
Segment liabilities	分部負債	27,094	44	27,138
Tax payable	應付稅項			4,244
Unallocated corporate liabilities	未分配公司負債			8,174
Consolidated total liabilities	綜合負債總額			39,556

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)**Segment assets and liabilities (Continued)**

As at 31 March 2021

8. 分部資料(續)**分部資產及負債(續)**

於二零二一年三月三十一日

		Healthcare products and services business 健康產品及 服務業務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	232,735	22,653	255,388
Interest in associates	於聯營公司之權益			14,436
Equity investments at fair value through other comprehensive income	透過其他全面收益按公平值 列賬之股本投資			38,294
Prepayment	預付款項			13,789
Unallocated corporate assets	未分配公司資產			3,101
Consolidated total assets	綜合資產總值			325,008
Segment liabilities	分部負債	22,343	–	22,343
Tax payable	應付稅項			3,472
Unallocated corporate liabilities	未分配公司負債			4,507
Consolidated total liabilities	綜合負債總額			30,322

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 March 2022

		Healthcare products and services business 健康產品及服務業務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	774	–	–	774
Depreciation of right-of-use assets	使用權資產折舊	775	–	–	775
Impairment of prepayment	預付款項減值	13,978	–	–	13,978
Impairment of interest in associates	於聯營公司之權益減值	9,101	–	–	9,101

For the year ended 31 March 2021

截至二零二一年三月三十一日止年度

		Healthcare products and services business 健康產品及服務業務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	927	–	–	927
Depreciation of right-of-use assets	使用權資產折舊	954	–	–	954
Impairment of trade receivables	應收貿易款項減值	34	–	–	34
Impairment of prepayment	預付款項減值	4,351	–	–	4,351
Impairment of interest in associates	於聯營公司之權益減值	3,180	–	–	3,180

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Geographical information

Healthcare services and trading of healthcare products revenue for the years ended 31 March 2022 and 2021, were revenue derived from contracts with customers, the geographical information of revenue could be referred to note 7 to the consolidated financial statements.

For the year ended 31 March 2022, loan interest income derived from Hong Kong was approximately HK\$755,000 (2021: HK\$3,088,000).

Information about the Group's non-current assets by geographical location of the assets are detailed below:

8. 分部資料(續)

地區資料

截至二零二二年及二零二一年三月三十一日止年度，健康服務及健康產品貿易收益均來自客戶合約，有關收益之地區資料可參閱綜合財務報表附註7。

截至二零二二年三月三十一日止年度，來自香港之貸款利息收入約為755,000港元(二零二一年：3,088,000港元)。

有關本集團按資產地理位置劃分之非流動資產資料詳情如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
PRC	中國	105,473	54,341
Hong Kong	香港	419	11,892
		105,892	66,233

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

8. SEGMENT INFORMATION (Continued)

Information about major customers

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Healthcare products and services business 健康產品及服務業務			
Customer A 客戶A		—*	66,203
Customer B 客戶B		84,690	—#

* No revenue was generated from this customer for the year ended 31 March 2022.

No revenue was generated from this customer for the year ended 31 March 2021.

8. 分部資料(續)

主要客戶資料

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Healthcare products and services business 健康產品及服務業務		
Customer A 客戶A	—*	66,203
Customer B 客戶B	84,690	—#

* 截至二零二二年三月三十一日止年度，沒有收益來自該客戶。

截至二零二一年三月三十一日止年度，沒有收益來自該客戶。

9. OTHER INCOME AND GAINS

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Exchange gain, net 匯兌收益淨額		2	80
Gain on disposal of subsidiaries 出售附屬公司之收益		—	2,448
Sundry income 雜項收入		925	80
		927	2,608

9. 其他收入及收益

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

10. FINANCE COSTS

10. 財務成本

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Lease interest	租賃利息	23	63

11. INCOME TAX EXPENSE

11. 所得稅開支

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Hong Kong Profits Tax:	香港利得稅：		
— Current year	— 當前年度	631	11
PRC Enterprise income tax (the "EIT")	中國企業所得稅 (「企業所得稅」)		
— Current year	— 當前年度	—	2,976
		631	2,987

For the year ended 31 March 2022 and 2021, Hong Kong Profits Tax is calculated under two-tier profits tax system under first HK\$2 millions of estimated assessable profits is taxed at a rate of 8.25% and remaining estimated assessable profits is taxed at 16.5%. The Group should elect one of the Hong Kong subsidiaries to apply the two-tier profits tax rate.

截至二零二二年及二零二一年三月三十一日止年度，香港利得稅乃按利得稅兩級制計算，估計應課稅溢利首2,000,000港元按稅率8.25%繳稅，而餘下估計應課稅溢利則按稅率16.5%繳稅。本集團須選定其中一家香港附屬公司採用兩級制利得稅率。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司自二零零八年一月一日起之稅率為25%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

II. INCOME TAX EXPENSE (Continued)

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

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(Loss)/profit before tax	除稅前(虧損)/溢利	(36,687)	641
Taxation at the domestic income tax rate of 8.25% (2021: 8.25%)	按本地所得稅稅率8.25% (二零二一年: 8.25%) 計算之稅項	165	11
Taxation at the domestic income tax rate of 16.5% (2021: 16.5%)	按本地所得稅稅率16.5% (二零二一年: 16.5%) 計算之稅項	(6,379)	116
Tax effect of income not taxable and expenses not deductible for tax purpose	毋須課稅收入及不可扣稅 開支之稅務影響	3,601	(517)
Effect of different tax rates of entities operating in other jurisdictions	於其他司法權區經營之實體 之不同稅率之影響	(442)	1,757
Tax effect on share of result of associates not recognised	尚未確認分佔聯營公司業績 之稅務影響	950	800
Tax effect of tax losses not recognised	尚未確認稅務虧損之稅務 影響	2,736	820
		631	2,987

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries, the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

II. 所得稅開支(續)

本年度之所得稅開支與綜合損益及其他全面收益表之除稅前溢利/(虧損)對賬如下:

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(Loss)/profit before tax	(36,687)	641
Taxation at the domestic income tax rate of 8.25% (2021: 8.25%)	165	11
Taxation at the domestic income tax rate of 16.5% (2021: 16.5%)	(6,379)	116
Tax effect of income not taxable and expenses not deductible for tax purpose	3,601	(517)
Effect of different tax rates of entities operating in other jurisdictions	(442)	1,757
Tax effect on share of result of associates not recognised	950	800
Tax effect of tax losses not recognised	2,736	820
	631	2,987

根據中國企業所得稅法，自二零零八年一月一日起就中國附屬公司所賺取溢利所宣派的股息須繳納預扣稅。由於本集團能控制撥回暫時差額之時間，且有關暫時差額可能不會於可見將來撥回，故並未就中國附屬公司所賺取溢利帶來之暫時差額於綜合財務報表作出遞延稅項撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

11. INCOME TAX EXPENSE (Continued)

At the end of the reporting period, the Group's subsidiaries in the PRC have unused tax losses of approximately HK\$79,940,000 (2021: HK\$73,759,000) available for offset against future profits, which will expire in five years. No deferred tax asset has been recognised in respect of the tax losses and the deductible temporary differences due to unpredictability of future profit streams.

12. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging the following:

11. 所得稅開支(續)

於報告期末，本集團之中國附屬公司有約79,940,000港元(二零二一年：73,759,000港元)之未動用稅務虧損可供抵銷未來溢利，有效期為五年。由於未能預計未來溢利來源，故並無就稅務虧損及可扣減暫時差額確認遞延稅項資產。

12. 本年度虧損

本集團之本年度虧損乃於扣除下列各項後達致：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	1,800	1,880
Cost of inventories sold	已售存貨成本	79,119	73,719
Depreciation of property, plant and equipment	物業、廠房及設備折舊	774	927
Depreciation of right-of-use assets	使用權資產折舊	775	954
Expenses related to short-term lease	短期租賃開支	1,107	356
Impairment of trade receivables	應收貿易款項減值	—	34
Impairment of prepayment	預付款項減值	13,978	4,351
Impairment of interest in associates	於聯營公司之權益減值	9,101	3,180
Directors' remuneration (note 13)	董事薪酬(附註13)	1,961	2,937
Other staff costs	其他員工成本	4,170	4,063
Retirement benefits scheme contributions, excluding directors	退休福利計劃供款(不包括董事)	570	478
Total staff costs	員工成本總額	6,701	7,478

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

For the year ended 31 March 2022

13. 董事及主要行政人員酬金

截至二零二二年三月三十一日止年度

		Note	Fees	Salaries and other benefits	Contribution to retirement benefits scheme	Total
		附註	袍金	薪金及其他福利	退休福利計劃供款	總計
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元
Executive Director	執行董事					
Xu Xue Ping	徐學平	(i)	1,229	—	—	1,229
Man Wai Lun	文偉麟		140	—	7	147
Pang Zhen	逢震	(ii)	38	—	1	39
Non-Executive Director	非執行董事					
Fu Xiao Ji	傅晓姬	(ix)	140	—	—	140
Independent Non-Executive Director	獨立非執行董事					
Liu Xinghua	刘兴华		140	—	—	140
Cheng Chun Man	鄭振民	(iii)	80	—	—	80
Zheng Xin	鄭欣	(iv)	70	—	3	73
Wang Yang	王洋	(ii)	38	—	1	39
Li Li	李力	(v)	71	—	3	74
Total	總計		1,946	—	15	1,961

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(Continued)

For the year ended 31 March 2021

13. 董事及主要行政人員酬金(續)

截至二零二一年三月三十一日止年度

		Note	Fees	Salaries and other benefits	Contribution to retirement benefits scheme	Total
		附註	袍金	薪金及其他福利	退休福利計劃供款	總計
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive Director	執行董事					
Xu Xue Ping	徐學平		1,800	—	—	1,800
Man Wai Lun	文偉麟		200	—	10	210
Yang Zhiying	楊志英	(vi)	91	—	—	91
Non-Executive Director	非執行董事					
Fu Xiao Ji	傅曉姬		141	—	—	141
Shan Hua	單華	(vii)	83	—	4	87
Independent Non-Executive Director	獨立非執行董事					
Zheng Chunlei	鄭春雷	(viii)	100	—	—	100
Liu Xinghua	劉興華		240	—	—	240
Cheng Chun Man	鄭振民		120	—	—	120
Zheng Xin	鄭欣	(iv)	141	—	7	148
Total	總計		2,916	—	21	2,937

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(Continued)

The executive directors' emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were paid for their services as directors of the Company or its subsidiaries. The independent non-executive directors' emoluments shown above were paid for their services as directors of the Company.

The bonus was determined on a discretionary basis with reference to the individual's performance.

Notes:

- (i) Resigned as a director on 6 December 2021
- (ii) Appointed as a director on 6 December 2021
- (iii) Resigned as a director on 30 November 2021
- (iv) Appointed as a director on 31 August 2020 and resigned as a director on 31 August 2021
- (v) Appointed as a director on 31 August 2021 and resigned as a director on 25 April 2022
- (vi) Appointed as a director on 17 January 2020 and resigned as a director on 19 October 2020
- (vii) Redesignated from an executive director to non-executive director on 8 November 2019 and resigned as a director on 9 December 2020
- (viii) Resigned as a director on 31 August 2020
- (ix) Resigned as a director on 25 April 2022

13. 董事及主要行政人員酬金(續)

上述執行董事之薪酬乃就有關彼等管理本公司及本集團事務之服務而支付。上述非執行董事之薪酬乃為彼等作為本公司或其附屬公司董事之服務而支付。上述獨立非執行董事之薪酬乃為彼等作為本公司董事之服務而支付。

花紅乃參考個別人士表現酌情釐定。

附註：

- (i) 於二零二一年十二月六日辭任董事
- (ii) 於二零二一年十二月六日獲委任為董事
- (iii) 於二零二一年十一月三十日辭任董事
- (iv) 於二零二零年八月三十一日獲委任為董事並於二零二一年八月三十一日辭任董事
- (v) 於二零二一年八月三十一日獲委任為董事並於二零二二年四月二十五日辭任董事
- (vi) 於二零二零年一月十七日獲委任為董事並於二零二零年十月十九日辭任董事
- (vii) 於二零一九年十一月八日由執行董事調任為非執行董事及於二零二零年十二月九日辭任董事
- (viii) 於二零二零年八月三十一日辭任董事
- (ix) 於二零二二年四月二十五日辭任董事

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(Continued)

The five highest paid employees during the year included one (2021: one) director, details of whose remuneration are set out above. Details of the remuneration of the remaining four (2021: four), highest paid employees for the year are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,205	2,196
Retirement benefits scheme contributions	退休福利計劃供款	356	216
		2,561	2,412

Their emoluments were within the following bands:

		Number of employees 僱員人數	
		2022 二零二二年	2021 二零二一年
Below HK\$1,000,000	低於1,000,000港元	3	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

During the years ended 31 March 2022 and 2021, no emoluments were paid by the Group to the five highest paid individuals or directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

13. 董事及主要行政人員酬金(續)

年內，五名最高薪酬僱員包括一名(二零二一年：一名)董事，其薪酬詳情載於上文。餘下四名(二零二一年：四名)年內最高薪酬僱員薪酬詳情如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,205	2,196
Retirement benefits scheme contributions	退休福利計劃供款	356	216
		2,561	2,412

有關酬金介乎以下範圍：

		Number of employees 僱員人數	
		2022 二零二二年	2021 二零二一年
Below HK\$1,000,000	低於1,000,000港元	3	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

截至二零二二年及二零二一年三月三十一日止年度，本集團並無向五名最高薪人士或董事支付任何酬金作為鼓勵加盟或加盟本集團而給予的獎金或離職補償。

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

14. DIVIDENDS

The Directors do not recommend the payment of any dividend for the years ended 31 March 2022 and 2021.

15. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year of approximately HK\$34,458,000 (2021: approximately HK\$4,583,000) attributable to owners of the Company and the weighted average number of approximately 1,285,025,000 (2021: approximately 1,204,052,000).

Diluted loss per share

The effects of all potential ordinary shares are anti-dilutive for the years ended 31 March 2022 and 2021.

14. 股息

董事不建議就截至二零二二年及二零二一年三月三十一日止年度派付任何股息。

15. 每股虧損

每股基本虧損

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔本年度虧損約34,458,000港元(二零二一年：約4,583,000港元)及約1,285,025,000股(二零二一年：約1,204,052,000股)加權平均數計算。

每股攤薄虧損

截至二零二二年及二零二一年三月三十一日止年度，所有潛在普通股均具有反攤薄影響。

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Furniture, fixtures and equipment 傢俬、裝置及 設備 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 April 2020	於二零二零年四月一日	4,945	6,404	11,349
Disposals	出售	(215)	–	(215)
Exchange adjustments	匯兌調整	374	517	891
At 31 March 2021 and 1 April 2021	於二零二一年三月三十一日 及二零二一年四月一日	5,104	6,921	12,025
Addition	添置	13	–	13
Exchange adjustments	匯兌調整	205	292	497
At 31 March 2022	於二零二二年三月三十一日	5,322	7,213	12,535
Accumulated depreciation	累計折舊			
At 1 April 2020	於二零二零年四月一日	3,042	6,309	9,351
Provided for the year	本年度撥備	830	97	927
Disposal of subsidiaries	出售附屬公司	(148)	–	(148)
Exchange adjustments	匯兌調整	251	515	766
At 31 March 2021 and 1 April 2021	於二零二一年三月三十一日 及二零二一年四月一日	3,975	6,921	10,896
Provided for the year	本年度撥備	774	–	774
Exchange adjustments	匯兌調整	172	292	464
At 31 March 2022	於二零二二年三月三十一日	4,921	7,213	12,134
Carrying value	賬面值			
At 31 March 2022	於二零二二年三月三十一日	401	–	401
At 31 March 2021	於二零二一年三月三十一日	1,129	–	1,129

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

17. RIGHT-OF-USE ASSETS

17. 使用權資產

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Right-of-use assets	使用權資產		
— Land and buildings	— 土地及樓宇	419	680
Lease commitments of short-term leases	短期租賃之租賃承擔	666	869

The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:

基於未貼現現金流量之本集團租賃負債到期分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
— Less than 1 year	— 少於一年	264	729
— Between 1 and 2 years	— 一年至兩年	176	—
		440	729
Depreciation charge of right-of-use assets	使用權資產折舊支出		
— Land and buildings	— 土地及樓宇	775	954
Lease interests	租賃利息	23	63
Expenses related to short-term leases	短期租賃開支	1,107	356
Total cash outflow for leases	租賃現金流出總額	1,937	1,351
Additions to right-of-use assets	使用權資產添置	503	—

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17. RIGHT-OF-USE ASSETS (Continued)

The Group leases various land and buildings. Lease agreements are typically made for fixed periods of approximately 2 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

18. INTEREST IN ASSOCIATES

17. 使用權資產(續)

本集團租賃多項土地及樓宇。租賃協議通常按約2至3年之固定租期訂立。租賃條款按個別基準磋商，當中包含多種不同之條款及條件。租賃協議並無施加任何契諾，及租賃資產亦不可用作借貸之抵押。

18. 於聯營公司之權益

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Unlisted investments:	非上市投資：		
Share of net assets	分佔資產淨值	93,818	31,964
Loan to an associate	借予一家聯營公司之貸款	11,073	10,448
Impairment loss	減值虧損	(37,077)	(27,976)
		67,814	14,436

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

18. INTEREST IN ASSOCIATES (Continued)

As at 31 March 2022 and 2021, the Group had interest in the following associates:

18. 於聯營公司之權益(續)

於二零二二年及二零二一年三月三十一日，本集團於以下聯營公司擁有權益：

Name of entity 實體名稱	Form of entity 實體形式	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值所佔比例		Principal activity 主要業務
			2022 二零二二年	2021 二零二一年	
廣州漫瑞生物資訊技術有限公司	Incorporated 註冊成立	PRC 中國	30%	30%	Research and development of genetic testing 研發基因檢測
億雲力蓮合(北京)健康管理有限公司	Incorporated 註冊成立	PRC 中國	25%	N/A 不適用	Manufacturing and sales of healthcare products 製造及銷售健康產品
山東蓮合耀奇醫療器械有限公司	Incorporated 註冊成立	PRC 中國	25%	N/A 不適用	Manufacturing and sales of healthcare products 製造及銷售健康產品

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

18. INTEREST IN ASSOCIATES (Continued)

The following table shows information of the associate that is material to the Group. These associates are accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the HKFRS financial statements of the associates.

18. 於聯營公司之權益(續)

下表載列對本集團而言屬重大之聯營公司資料。該等聯營公司採用權益法於綜合財務報表入賬。所呈列財務資料概要乃基於聯營公司按香港財務報告準則編製之財務報表。

Name 名稱		億雲力蓮合	山東蓮合	廣州漫瑞生物資訊技術	
		(北京)健康 管理有限公司	耀奇醫療器械 有限公司	有限公司	
		2022	2022	2022	2021
		二零二二年	二零二二年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 March:	於三月三十一日：				
Non-current assets	非流動資產	–	–	123,883	123,906
Current assets	流動資產	147,959	123,296	450	4,796
Current liabilities	流動負債	–	–	(37,652)	(22,155)
Net assets	資產淨值	147,959	123,296	86,681	106,547
Group's share of net assets	本集團分佔資產淨值	36,990	30,824	26,004	31,964
Year ended 31 March:	截至三月三十一日止年度：				
Revenue	收益	–	–	409	456
Loss from continuing operations	持續經營業務之虧損	–	–	(19,787)	(16,669)
Loss after tax from discontinued operations	已終止經營業務之 除稅後虧損	–	–	–	–
Other comprehensive loss	其他全面虧損	–	–	(79)	8,723
Total comprehensive loss	全面虧損總額	–	–	(19,866)	(7,946)

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

18. INTEREST IN ASSOCIATES (Continued)

As at 31 March 2022, the bank and cash balances of the Group's associates in the PRC denominated in RMB amounted to approximately HK\$271,547,000 (2021: HK\$736,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

19. EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Equity securities	股本證券		
— Unlisted equity securities	— 非上市股本證券		
— 北京新清泰克體育科技有限公司	— 北京新清泰克體育科技有限公司	268	257
— 北京蓮和眾成醫療科技有限公司	— 北京蓮和眾成醫療科技有限公司	36,990	38,037

2022
二零二二年
HK\$'000
千港元

2021
二零二一年
HK\$'000
千港元

37,258

38,294

The above investments are intended to be held for the medium to long-term. Designation of these investments as equity investments at fair value through other comprehensive income can avoid the volatility of the fair value changes of these investments to the profit or loss. The 北京新清泰克體育科技有限公司 used the cost of the investment approximated to their fair value. The cost of the equity investment at fair value through other comprehensive income approximate its fair value and is an appropriate estimate of fair value since there is insufficient latest information available to measure fair value. 北京蓮和眾成醫療科技有限公司 is stated as fair value.

18. 於聯營公司之權益(續)

於二零二二年三月三十一日，本集團於中國之聯營公司以人民幣計值之銀行及現金結餘約為271,547,000港元(二零二一年：736,000港元)。人民幣兌外幣須遵守中國外匯管制規例。

19. 透過其他全面收益按公平值列賬之股本投資

上述投資乃計劃作為中長期投資而持有。指定有關投資為透過其他全面收益按公平值列賬之股本投資可避免有關投資之公平值變動對損益產生波動。北京新清泰克體育科技有限公司所使用的投資成本與其公平值相若。透過其他全面收益按公平值列賬之股本投資成本與其公平值相若，並且是公平值之適當估計，原因是並無足夠最新資料用以計量公平值。北京蓮和眾成醫療科技有限公司按公平值列賬。

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20. PREPAYMENT

On 25 October 2017, the Group granted share options with a total fair value of HK\$20,947,000 to certain consultants of the Group covering a service period up to October 2027. The Group recognised total expense of approximately HK\$2,095,000 (2021: HK\$2,095,000) for the year ended 31 March 2022 in relation to such share options granted. The remaining value of the options of approximately HK\$11,694,000 (2021: HK\$13,789,000) was fully impaired during the year ended 31 March 2022.

21. INVENTORIES

20. 預付款項

於二零一七年十月二十五日，本集團向本集團若干顧問授出公平總值為20,947,000港元之購股權，所涵蓋之服務期至二零二七年十月止。本集團於截至二零二二年三月三十一日止年度就該等已授出購股權確認總開支約2,095,000港元(二零二一年：2,095,000港元)。截至二零二二年三月三十一日止年度，購股權之餘下價值約11,694,000港元(二零二一年：13,789,000港元)已悉數減值。

21. 存貨

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Consumables	消耗品	10	13
Software	軟件	-	54,167
		10	54,180

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22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES

22. 應收貸款／應收貸款利息

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Secured loan receivables	應收有抵押貸款	—	17,154

The loan receivables granted to customers are mainly ranging from 3-9 months. As at 31 March 2021, loans to third parties with an aggregate principal amount of approximately HK\$17,154,000 were secured, bear interest at 18% per annum and are repayable within one year and thus classified as current assets. The loan receivables are due for settlement at the date specified in the respective loan agreements. The loan receivables together with the interest receivables were fully settled during the year ended 31 March 2022.

As at 31 March 2021, loan receivables amounting to approximately HK\$17,154,000 together with interest receivables from the one third party of which approximately HK\$5,489,000 were pledged by a property.

授予客戶之應收貸款主要介乎3至9個月。於二零二一年三月三十一日，借予第三方本金總額約17,154,000港元之貸款為有抵押，按年利率18厘計息及須於一年內償還，故分類為流動資產。應收貸款於各貸款協議所指定之日期到期清償。截至二零二二年三月三十一日止年度，應收貸款及應收貸款利息已全部清償。

於二零二一年三月三十一日，應收貸款約17,154,000港元連同應收一名第三方之利息約5,489,000港元以一項物業作抵押。

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22. LOAN RECEIVABLES/LOAN INTEREST RECEIVABLES

(Continued)

The ageing analysis of loan receivables based on the loans draw down date at the end of the reporting periods is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Over 365 days	365日以上	—	17,154

Loan interest receivables:

Loan interest receivables represented interest accrued on the loan receivables over due according to the terms of the relevant loan agreements. The ageing analysis of loan interest receivables based on the loans draw down date at the end of the reporting periods is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 to 90 days	0至90日	—	771
91 to 180 days	91至180日	—	772
181 to 365 days	181至365日	—	1,544
Over 365 days	365日以上	—	2,402
		—	5,489

22. 應收貸款／應收貸款利息(續)

於報告期末，按貸款提取日期呈列應收貸款之賬齡分析如下：

應收貸款利息：

應收貸款利息指根據相關貸款協議之條款逾期應收貸款所累計之利息。於報告期末，按貸款提取日期呈列應收貸款利息之賬齡分析如下：

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23. TRADE AND OTHER RECEIVABLES

23. 應收貿易及其他應收款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade receivables	應收貿易款項	24,358	11,550
Less: allowance for trade receivables	減：應收貿易款項撥備	(139)	(133)
		24,219	11,417
Prepayments and deposits	預付款項及按金	132,778	157,589
Less: allowance for prepayments and deposits	減：預付款項及按金撥備	(6,781)	(4,497)
		125,997	153,092
Other receivables	其他應收款項	9,420	8,869
		159,636	173,378

Included in prepayments and deposit are mainly advances to suppliers for purchases of goods amounting to HK\$125,997,000 net of impairment provision of HK\$6,781,000 (2021: HK\$149,908,000 net of impairment provision of HK\$4,497,000).

For the year ended 31 March 2022, for the receivables from healthcare services and trading of healthcare products, the Group allows a credit period 0 – 365 days (2021: 0–365 days) to corporate customers. Most of the healthcare services were receipt in advance from individual customers.

預付款項及按金包括主要向供應商提供的購買貨物的墊款125,997,000港元，扣除減值撥備6,781,000港元(二零二一年：149,908,000港元，扣除減值撥備4,497,000港元)。

截至二零二二年三月三十一日止年度，本集團健康服務及健康產品貿易之應收款項給予企業客戶之信貸期為0至365日(二零二一年：0至365日)。大部分健康服務乃向個別客戶預收款項。

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23. TRADE AND OTHER RECEIVABLES (Continued)

Allowance for trade receivables

The movements in allowance for trade receivables are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At beginning of the reporting period	於報告期初	133	90
Allowance for the year	年內撥備	–	34
Exchange adjustments	匯兌調整	6	9
At the end of the reporting period	於報告期末	139	133

Aged analysis of trade receivables is presented based on the invoice dates at the end of the reporting period, which approximate the respective revenue recognition dates, are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 90 days	90日內	3,317	8,495
91 – 180 days	91至180日	–	214
Over 181 days	181日以上	20,902	2,708
		24,219	11,417

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the number of days past due. The expected credit losses also incorporate forward looking information.

23. 應收貿易及其他應收款項(續)

應收貿易款項撥備

應收貿易款項撥備變動如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At beginning of the reporting period	於報告期初	133	90
Allowance for the year	年內撥備	–	34
Exchange adjustments	匯兌調整	6	9
At the end of the reporting period	於報告期末	139	133

於報告期末，按發票日期(與相關收益確認日期相近)呈列應收貿易款項之賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 90 days	90日內	3,317	8,495
91 – 180 days	91至180日	–	214
Over 181 days	181日以上	20,902	2,708
		24,219	11,417

本集團應用香港財務報告準則第9號項下簡化法，就所有應收貿易款項使用全期預期虧損撥備以為預期信貸虧損計提撥備。為計算預期信貸虧損，應收貿易款項已根據共享信貸風險特徵及逾期日數分組。預期信貸虧損亦包含前瞻性資料。

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23. TRADE AND OTHER RECEIVABLES (Continued)

		Current	1-30 days past due 逾期	31-60 days past due 逾期	Over 60 days past due 逾期	Total
		流動	1至30日	31至60日	超過60日	總計
At 31 March 2022	於二零二二年三月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	0%	0%	0%	1%	1%
Receivable amount (HK\$'000)	應收款項(千港元)	3,318	–	–	21,040	24,358
Loss allowance (HK\$'000)	虧損撥備(千港元)	(1)	–	–	(138)	(139)
At 31 March 2021	於二零二一年三月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	0%	0%	0%	4%	1%
Receivable amount (HK\$'000)	應收款項(千港元)	8,499	2	–	3,049	11,550
Loss allowance (HK\$'000)	虧損撥備(千港元)	(4)	–	–	(129)	(133)

24. BANK BALANCES AND CASH

As at 31 March 2022, the bank balances and cash of the Group denominated in RMB amounted to HK\$35,055,000 (2021: HK\$1,121,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

23. 應收貿易及其他應收款項(續)

24. 銀行結餘及現金

於二零二二年三月三十一日，本集團以人民幣計值之銀行及現金結餘為35,055,000港元(二零二一年：1,121,000港元)。人民幣兌外幣須遵守中國外匯管制規例。

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25. TRADE AND OTHER PAYABLES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade payables	應付貿易款項	5,009	11,003
Accruals and other payables (note)	應計費用及其他應付款項(附註)	29,881	15,132
		34,890	26,135

Note :

The amounts included provision for litigation of RMB5,000,000 (equivalent to approximately HK\$6,165,000) in relation to a legal claim brought against the Group by an intermediary for trading of healthcare products. The provision is made based on a PRC court's decision. The Group is currently seeking legal advice for a further appeal on the claim.

The following is an aged analysis of trade payables presented based on the invoice dates at the end of reporting period:

附註：

款項包括為一名中介人就健康產品買賣向本集團提起的法律索賠作出的訴訟撥備人民幣5,000,000元(相當於約6,165,000港元)。該撥備乃根據中國法院的決定作出。本集團現時正尋求法律意見以就索賠作出進一步上訴。

於報告期末，按發票日期呈列應付貿易款項之賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 90 days	90日內	3,698	6,366
91-180 days	91至180日	6	95
181 days to 1 year	181日至1年	-	2,407
Over 1 year	1年以上	1,305	2,135
		5,009	11,003

The credit period granted by suppliers is normally within 90 days as at 31 March 2022 (2021: within 90 days).

於二零二二年三月三十一日，供應商給予之信貸期通常為90日內(二零二一年：90日內)。

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26. LEASE LIABILITIES

26. 租賃負債

		Lease payments		Present value of lease payments	
		租賃付款		租賃付款現值	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Within one year	第一年	264	729	249	715
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	176	–	173	–
		440	729	422	715
Less: Future finance charges	減：未來財務費用	(18)	(14)	–	–
Present value of lease liabilities	租賃負債現值	422	715	422	715
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內應結算款項 (於流動負債項下列示)			(249)	(715)
Amount due for settlement after 12 months	12個月後應結算款項			173	–

At 31 March 2022, the average effective borrowing rate was 4.75% (2021: 4.75%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

於二零二二年三月三十一日，平均有效借貸率為4.75% (二零二一年：4.75%)。利率於合約日期確定，因此本集團面臨公平值利率風險。

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

27. SHARE CAPITAL

27. 股本

		Notes 附註	Number of shares 股份數目 '000 千股	HK\$'000 千港元
Authorised:	法定：			
Ordinary shares of HK\$0.01 each at 1 April 2020	二零二零年四月一日之 每股面值0.01港元之普通股		50,000,000	500,000
Share consolidation (note b)	股份合併(附註b)	(b)	(40,000,000)	–
Ordinary shares of HK\$0.05 each at 31 March 2021 and 2022	於二零二一年及二零二二年 三月三十一日之 每股面值0.05港元之普通股		10,000,000	500,000
Issued and fully paid:	已發行及繳足：			
Ordinary shares of HK\$0.01 each at 1 April 2020	於二零二零年四月一日之 每股面值0.01港元之普通股		5,354,285	53,543
Issue of shares on placement (note a)	配售時發行股份(附註a)	(a)	1,070,840	10,708
Share consolidation (note b)	股份合併(附註b)	(b)	(5,140,100)	–
Ordinary shares of HK\$0.05 each at 31 March 2021 and 2022	於二零二一年及二零二二年 三月三十一日之 每股面值0.05港元之普通股		1,285,025	64,251

Notes:

- (a) On 30 July 2020, the Company entered into a placing agreement with a placing agent in respect of the placement of 1,070,840,000 ordinary shares of HK\$0.01 each to independent investors at a price of HK\$0.028 per share. The placement was completed on 17 August 2020 and the premium on the issue of shares, amounting to approximately HK\$18,575,000, net of share issue expenses of approximately HK\$700,000, was credited to the Company's share premium account.
- (b) Pursuant to a special general meeting resolution passed on 21 September 2020, every 5 ordinary shares of HK\$0.01 each in the issued and unissued share capital of the Company were consolidated into one consolidated ordinary share of HK\$0.05 each in the issued and unissued share capital of the Company effective on 23 September 2020.

附註：

- (a) 於二零二零年七月三十日，本公司與配售代理訂立配售協議，內容有關以每股0.028港元的價格向獨立投資者配售每股面值0.01港元之1,070,840,000股普通股。該配售於二零二零年八月十七日完成及發行股份之溢價(金額約18,575,000港元，扣除股份發行支出約700,000港元)計入本公司之股份溢價賬。
- (b) 根據於二零二零年九月二十一日通過之股東特別大會決議案，本公司之已發行及未發行股本中每股面值0.01港元的每5股普通股合併入賬於本公司之已發行及未發行股本中每股面值0.05港元之1股合併普通股，於二零二零年九月二十三日生效。

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綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

27. SHARE CAPITAL (Continued)

Capital risk management

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The directors of the Company review the capital structure regularly. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, issuance of new shares as well as the issue of new debt or the redemption of borrowings.

27. 股本(續)

資本風險管理

本集團管理其資本以確保本集團實體能夠持續經營，同時透過優化債務及股本結存將股東回報提升至最高水平。本集團之整體策略與過往年度維持不變。

本集團之資本架構包括債務淨額(扣除現金及現金等價物，以及本公司擁有人應佔權益)，由已發行股本、儲備及累計虧損組成。

本公司董事定期審閱資本架構。作為該審閱之一環，本公司董事考慮資本成本及與各類資本相關之風險。本集團將透過派付股息、發行新股以及發行新債或贖回借貸來平衡其整體資本架構。

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

28. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

28. 儲備

(a) 本集團

本集團儲備及變動金額呈列於綜合損益及其他全面收益表及綜合權益變動表內。

(b) 本公司

		Share premium	Contributed surplus	Other reserve	Share option reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	其他儲備	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2020	於二零二零年四月一日	1,275,023	167,780	5,518	17,136	(1,311,606)	153,851
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	-	-	-	-	(81,342)	(81,342)
Placing of new shares under general mandate	根據一般授權配售新股份	18,575	-	-	-	-	18,575
At 31 March 2021	於二零二一年三月三十一日	1,293,598	167,780	5,518	17,136	(1,392,948)	91,084
At 1 April 2021	於二零二一年四月一日	1,293,598	167,780	5,518	17,136	(1,392,948)	91,084
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	-	-	-	-	(18,022)	(18,022)
At 31 March 2022	於二零二二年三月三十一日	1,293,598	167,780	5,518	17,136	(1,410,970)	73,062

Notes to the Consolidated Financial Statements

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

29. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

29. 本公司財務狀況表及儲備

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in subsidiaries	於附屬公司之投資	—	—
Prepayments	預付款項	—	11,694
		—	11,694
Current assets	流動資產		
Loan receivables	應收貸款	10,448	10,448
Amount due from subsidiaries	應收附屬公司款項	612,160	129,549
Other receivables	其他應收款項	1,625	3,720
Bank balance and cash	銀行結餘及現金	1,501	5,004
		625,734	148,721
Current liabilities	流動負債		
Amount due to subsidiaries	應付附屬公司款項	480,549	250
Other payables	其他應付款項	7,872	4,830
		488,421	5,080
Net current assets	流動資產淨值	137,313	143,641
Net assets	資產淨值	137,313	155,335
Capital and reserves	資本及儲備		
Share capital	股本	64,251	64,251
Reserves	儲備	73,062	91,084
Total equity	權益總額	137,313	155,335

Notes to the Consolidated Financial Statements

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

30. SHARE-BASED PAYMENTS

Equity-settled share option scheme

On 11 April 2002, the Company adopted a share option scheme (the “Old Scheme”) for the primary purpose of providing incentives to any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers to the Group (“Participants”) who the board of directors considers, in its sole discretion, have contributed or shall contribute to the Group. The Old Scheme shall be valid and effective for a period of 10 years commencing on 11 April 2002. Under the Old Scheme, the board of directors of the Company may grant options to the Participants to subscribe for shares in the Company.

On 18 September 2012, the Company adopted a new share option scheme (the “New Scheme”) with an effective period of 10 years commencing on 18 September 2012. The Old Scheme expired on 10 April 2012. The principal terms (including the purpose and participants) of the New Scheme are similar to the Old Scheme. All other provisions of the Old Scheme shall remain in full force and holders of all options granted under the Old Scheme prior to such expiry shall be entitled to exercise the outstanding options pursuant to the terms of the Old Scheme until expiry of the said options. The total number of shares which may be issued upon exercise of all options to be granted under the New Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issued as at the date of the passing of the resolution on refreshment of the mandate limit of the New Scheme on 26 August 2014.

30. 以股份為基礎之付款

以股權結算購股權計劃

於二零零二年四月十一日，本公司採納一項購股權計劃（「舊計劃」），主要目的在於獎勵董事會全權酌情認為已經或將會對本集團作出貢獻之本集團任何董事（包括執行董事、非執行董事及獨立非執行董事）及僱員，以及本集團任何顧問、諮詢人、分銷商、承包商、供應商、代理、客戶、業務夥伴、合營業務夥伴、發起人及服務供應商（「參與者」）。舊計劃自二零零二年四月十一日起計10年有效。根據舊計劃，本公司董事會可向參與者授出購股權以供認購本公司股份。

於二零一二年九月十八日，本公司採納一項新購股權計劃（「新計劃」），自二零一二年九月十八日起計10年有效。舊計劃已於二零一二年四月十日屆滿。新計劃之主要條款（包括目的及參與者）與舊計劃類似。舊計劃所有其他條文仍具有十足效力，而於屆滿前根據舊計劃授出之所有購股權之持有人有權於上述購股權屆滿前，根據舊計劃之條款行使尚未行使之購股權。因行使根據新計劃及本集團任何其他計劃將予授出之所有購股權而可能發行之股份總數，合共不得超過於二零一四年八月二十六日通過有關更新新計劃授權限額之決議案當日已發行股份之10%。

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

30. SHARE-BASED PAYMENTS (Continued)

At 31 March 2022, the number of shares in respect of which options had been granted and remained outstanding under the New Scheme was 86,040,000 as adjusted to reflect the impact of share consolidation on 23 September 2020 (2021: same), representing 8% (2021: 8%) of the shares of the Company in issue at that date. No option may be granted to any Participant of the New Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time unless shareholders' approval has been obtained pursuant to requirements under the New Scheme and the Listing Rules. An option may be exercised in accordance with the terms of the New Scheme at any time during a period as determined by the board of directors of the Company and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised. Participants of the New Scheme are required to pay the Company HK\$1.0 upon acceptance of the grant on the offer date. The subscription price of the options is determined by the board of directors of the Company in its absolute discretion and shall not be less than the highest of:

- (a) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of the grant, which must be a business day;
- (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the grant; or
- (c) the nominal value of a share.

30. 以股份為基礎之付款(續)

於二零二二年三月三十一日，新計劃項下已授出但尚未行使購股權所涉及股份數目為86,040,000股(調整以反映於二零二零年九月二十三日股份合併之影響)(二零二一年：相同)，相當於本公司於該日已發行股份之8%(二零二一年：8%)。根據新計劃及上市規則之規定，除非獲股東批准，否則於截至最近授出日期之任何12個月期間，不得向新計劃之任何參與者授出購股權，致使因行使已授予或將授予該人士之購股權而發行及將予發行之股份總數超過本公司不時之已發行股本1%。購股權可根據新計劃之條款於本公司董事會釐定之期間及不超過授出日期起計10年內隨時予以行使。所授出之購股權於其可獲行使前並無最短持有期限之規定。於要約日期接納授出時，新計劃之參與者須向本公司支付1.0港元。購股權之認購價由本公司董事會全權酌情釐定，惟不得低於下列各項之最高者：

- (a) 股份於授出日期(必須為營業日)在聯交所每日報價表所報之收市價；
- (b) 股份於緊接授出日期前五個交易日在聯交所每日報價表所報之平均收市價；或
- (c) 股份之面值。

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30. SHARE-BASED PAYMENTS (Continued)

The share option has no vesting period and exercisable from 25 October 2017 to 24 October 2027.

The following table discloses movements of the Company's share options held by independent third parties during the year:

		Outstanding at 1 April 於四月一日 尚未行使	Grand during the year 本年度已授出	Exercise during the year 本年度已行使	Outstanding at 31 March 於三月三十一日 尚未行使
2021	二零二一年	86,040,000	–	–	86,040,000
Exercisable at the end of the year	於年終可予行使				86,040,000
Weighted average exercise price	加權平均行使價	HK\$0.902港元	N/A 不適用	N/A 不適用	HK\$0.902港元

		Outstanding at 1 April 於四月一日 尚未行使	Grand during the year 本年度已授出	Exercise during the year 本年度已行使	Outstanding at 31 March 於三月三十一日 尚未行使
2022	二零二二年	86,040,000	–	–	86,040,000
Exercisable at the end of the year	於年終可予行使				86,040,000
Weighted average exercise price	加權平均行使價	HK\$0.902港元	N/A 不適用	N/A 不適用	HK\$0.902港元

30. 以股份為基礎之付款(續)

購股權不具歸屬期，並可於二零一七年十月二十五日至二零二七年十月二十四日期間予以行使。

下表披露本公司於本年度由獨立第三方持有之購股權變動：

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30. SHARE-BASED PAYMENTS (Continued)

Fair value of the share option was calculated using the Black-Scholes pricing model. The inputs of the model were as follows:

Grant date	25 October 2017
授出日期	於二零一七年十月二十五日
Fair value at measurement date	HK\$20,947,000
計量日期之公平值	20,947,000港元
Share price	HK\$0.178
股份價格	0.178港元
Exercise price	HK\$0.1804
行使價	0.1804港元
Expected volatility	11.14%
預期波幅	11.14%
Expected life	10 years
預計年期	10年
Risk free interest rate	1.88%
無風險利率	1.88%

The expected volatility is based on the historical volatility. Expected dividend are based on historical dividends. Changes in the subjective input assumption could materially affect the fair value estimate.

30. 以股份為基礎之付款(續)

購股權之公平值乃使用柏力克—舒爾斯定價模式計算。模式之輸入數據如下：

預期波幅以歷史波幅為依據，預期股息則以歷史股息為依據。倘主觀假設輸入數據有所變動，則會對公平值之估算構成重大影響。

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31. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

31. 融資活動的負債變動

		Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2020	於二零二零年四月一日	1,875
Changes in cash flows	現金流量變動	(995)
Non-cash changes	非現金變動	
— Interest charged	— 收取利息	63
— Early termination	— 提前終止	(311)
— Exchange adjustments	— 匯兌調整	83
At 31 March 2021 and 1 April 2021	於二零二一年三月三十一日及 二零二一年四月一日	715
Changes in cash flows	現金流量變動	(830)
Non-cash changes	非現金變動	
— Interest charged	— 收取利息	23
— Addition	— 添置	503
— Exchange adjustments	— 匯兌調整	11
At 31 March 2022	於二零二二年三月三十一日	422

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For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

32. RELATED PARTY DISCLOSURE

Key management personnel remuneration

The remuneration of directors of the Company and other members of key management who have authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Group during the reporting periods were as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Short-term benefits	短期福利	4,151	5,112
Post-employment benefits	退休福利	371	237
		4,522	5,349

32. 關聯方披露

主要管理人員酬金

於報告期間，本公司董事及其他直接或間接有權及責任規劃、指導及控制本集團業務之主要管理人員之酬金如下：

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33. PARTICULARS OF PRINCIPAL SUBSIDIARIES

33. 主要附屬公司詳情

Name of subsidiary 附屬公司名稱	Notes 附註	Place of incorporation/ establishment and operation 註冊成立/成立及 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值所佔比例		Principal activities 主要業務
				2022 二零二二年	2021 二零二一年	
Directly held subsidiary 直接持有附屬公司						
Tack Fiori International Group Limited 野馬國際集團有限公司		BVI 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股
Indirectly held subsidiaries 間接持有附屬公司						
Life Healthcare Corporate Services Limited		Hong Kong 香港	HK\$1 1港元	100%	100%	Corporate administrative services 企業管理服務
Real Victor Limited 真卓有限公司		Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股
TF Treasury Activities Limited		BVI 英屬處女群島	US\$1 1美元	100%	100%	Securities trading and investment 證券買賣及投資
蓮和(北京)醫療科技有限公司	(a) and (b) (a)及(b)	PRC 中國	RMB1,000,000 人民幣1,000,000元	100%	100%	Healthcare services 健康服務
北京蓮和醫學檢驗所有限公司	(a) and (b) (a)及(b)	PRC 中國	RMB6,000,000 人民幣6,000,000元	100%	100%	Healthcare services 健康服務
廣州蓮和醫學檢驗實驗室有限公司	(a) and (b) (a)及(b)	PRC 中國	RMB6,000,000 人民幣6,000,000元	100%	100%	Healthcare services 健康服務
Allied Kingdom Holdings Limited 嘉暉控股有限公司		Hong Kong 香港	HK\$100 100港元	100%	100%	Money lending business 借貸業務
揚州醫采陽光科技有限公司	(a) (a)	PRC 中國	RMB30,000,000 人民幣30,000,000元	51%	51%	Trading of healthcare products 健康產品買賣
北京蓮合醫療科技有限公司	(a) (a)	PRC 中國	HK\$1,000,000 1,000,000港元	100%	100%	Trading of healthcare products 健康產品買賣
北京蓮合健康管理有限公司	(a) (a)	PRC 中國	RMB40,000,000 人民幣40,000,000元	65%	N/A 不適用	Trading of healthcare products 健康產品買賣

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

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Note:

- (a) The companies were established as limited liability companies under laws of the PRC.
- (b) No equity interests of Life Healthcare was held by the Company. 北京蓮和健康科技有限公司 (the “蓮和健康”), a wholly owned subsidiary of the Company, entered into the VIE Agreements with Life Healthcare and its then shareholders on 29 March 2021. Notwithstanding the lack of equity ownership, through the VIE Agreements, 蓮和健康 is able to exercise control over Life Healthcare Group by way of controlling the voting rights of Life Healthcare, governing their financial and operating policies, appointing and removing the majority of the members of their controlling authorities, casting the majority of votes at meeting of such authorities and deriving economic benefits from Life Healthcare Group. Accordingly, Life Healthcare Group is accounted for as subsidiaries of the Group. As all shareholders of Life Healthcare were contracting parties to the VIE Agreements, 100% of the financial results of Life Healthcare Group is attributable to the Group.
- (c) These companies are subsidiaries owned and controlled by Life Healthcare.

34. EVENTS AFTER THE REPORTING PERIOD

- (a) **Placing of new shares under general mandate**
On 14 June 2022 (after the trading hours), the Company entered into the placing agreement with the placing agent, pursuant to which the placing agent has conditionally agreed to place, on a best efforts basis, up to 257,000,000 placing shares to placee(s) at the placing price of HK\$0.105 per placing share. Details of the placing of new shares please refer to the announcement dated on 14 June 2022. The placing was completed on 5 July 2022.

33. 主要附屬公司詳情(續)

附註：

- (a) 該等公司根據中國法例成立為有限責任公司。
- (b) 本公司並無持有蓮和醫療之股權。於二零二一年三月二十九日，本公司之全資附屬公司北京蓮和健康科技有限公司(「蓮和健康」)與蓮和醫療及其當時之股東訂立VIE協議。儘管未能取得股本擁有權，惟通過訂立VIE協議，蓮和健康能透過控制蓮和醫療之投票權而控制蓮和醫療集團、監管其財務及營運政策、委任及罷免其管治組織之大部分成員並於有關組織之會議上投大多數票以及從蓮和醫療集團獲取經濟利益。因此，蓮和醫療集團作為本集團之附屬公司列賬。由於蓮和醫療之全體股東為VIE協議之訂約方，故蓮和醫療集團之100%財務業績歸屬於本集團。
- (c) 該等公司為蓮和醫療擁有及控制之附屬公司。

34. 報告期後事項

- (a) **根據一般授權配售新股份**
於二零二二年六月十四日(交易時段後)，本公司與配售代理訂立配售協議，據此，配售代理已有條件地同意盡力向承配人以配售價每股配售股份0.105港元配售最多257,000,000股配售股份。新股份之配售詳情請參閱日期為二零二二年六月十四日之公佈。該配售事項於二零二二年七月五日完成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度

34. EVENTS AFTER THE REPORTING PERIOD (Continued)

(b) Disposal of equity investment at fair value through other comprehensive income

On 29 June 2022, the Group entered into a disposal agreement with an independent third party (the "Purchaser") to dispose the Group's 15% interests in Beijing Life Healthcare Zhongcheng Medical Technologies Co., Ltd (北京蓮和眾成醫療科技有限公司), at a consideration of RMB30,000,000 (equivalent to approximately HK\$36,990,000). The consideration was fully received by the Group subsequent to the end of the reporting period.

35. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 31 August 2022.

34. 報告期後事項(續)

(b) 出售透過其他全面收益按公平值列賬之股本投資

於二零二二年六月二十九日，本集團與獨立第三方(「買方」)訂立出售協議，以人民幣30,000,000元(相當於約36,990,000港元)的代價出售本集團於北京蓮和眾成醫療科技有限公司的15%權益。本集團於報告期末後已悉數收到代價。

35. 批准綜合財務報表

綜合財務報表已於二零二二年八月三十一日獲董事會批准及授權刊發。

Five Year Financial Summary

五年財務概要

KEY FINANCIAL RESULTS

主要財務業績

		2022 二零二二年 HK'000 千港元	2021 二零二一年 HK'000 千港元	2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元	2018 二零一八年 HK'000 千港元
Turnover from continuing operations	持續經營業務之營業額	92,873	102,041	58,061	48,589	47,615
Loss for the year from continuing operations	持續經營業務之本年度虧損	(37,318)	(2,346)	(23,723)	(121,434)	(93,685)
Loss for the year from discontinued operations	已終止業務之本年度虧損	—	—	—	(20)	(3,717)
Loss for the year	本年度虧損	(37,318)	(2,346)	(23,723)	(121,454)	(97,402)
Loss for the year attributable to:	以下人士應佔本年度虧損：					
Equity holders of the Company	本公司權益持有人	(34,458)	(4,583)	(24,854)	(118,854)	(94,242)
Non-controlling interest	非控股權益	(2,860)	2,237	1,131	(4,181)	(3,160)
		(37,318)	(2,346)	(23,723)	(123,035)	(97,402)
Assets and Liabilities	資產及負債					
Total assets	資產總值	302,940	325,008	303,949	300,586	420,423
Total liabilities	負債總額	(39,556)	(30,322)	(54,405)	(12,245)	(22,582)
		263,384	294,686	249,544	288,341	397,841
Capital and reserves	資本及儲備					
Equity attributable to	以下人士應佔權益					
— Equity holders of the Company	— 本公司權益持有人	262,283	290,582	247,431	288,341	398,807
— Non-controlling interest	— 非控股權益	1,101	4,104	2,113	—	(966)
		263,384	294,686	249,544	288,341	397,841

