

# Planting Goodness Everyday



Annual Report 2022/23 年度報告

Stock Code 股份代號：0345

# CONTENTS 目錄

Directors and Corporate Information 董事及集團資料	02	109	Independent Auditor's Report 獨立核數師報告
Financial Highlights 財務摘要	04	116	Consolidated Statement of Profit or Loss 綜合損益表
Chairman's Statement 主席報告	06	118	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表
Group Chief Executive Officer's Report/ Business Review 集團行政總裁報告／業務回顧	10	119	Consolidated Statement of Financial Position 綜合財務狀況表
Corporate Governance Report 企業管治報告	25	121	Consolidated Statement of Changes in Equity 綜合權益變動表
Directors and Senior Management 董事及高層管理人員	78	123	Consolidated Cash Flow Statement 綜合現金流量表
Report of the Directors 董事會報告	89	125	Notes to the Financial Statements 財務報表附註
		251	Five Year Summary 五年財務摘要

Some of Vitasoy's Flagship Products  
部分維他奶皇牌產品



Plant-based Milk Beverages 植物奶



Tofu 豆腐



Tea Beverages 茶



## **Board of Directors**

### **Executive Chairman**

Mr. Winston Yau-lai LO

### **Independent Non-executive Directors**

Dr. the Hon. Sir David Kwok-po LI

Mr. Jan P. S. ERLUND

Mr. Anthony John Liddell NIGHTINGALE

Mr. Paul Jeremy BROUGH

Dr. Roy Chi-ping CHUNG

### **Non-executive Directors**

Ms. Yvonne Mo-ling LO

Mr. Peter Tak-shing LO

Ms. May LO

### **Executive Director and Group Chief Executive Officer**

Mr. Roberto GUIDETTI

### **Executive Director**

Mr. Eugene LYE

### **Group Chief Financial Officer**

Ms. Ian Hong NG

### **Company Secretary**

Ms. Paggie Ah-hing TONG

### **Registered Office**

No. 1 Kin Wong Street, Tuen Mun,  
New Territories, Hong Kong

### **Auditors**

KPMG

Public Interest Entity Auditor registered in accordance with the  
Accounting and Financial Reporting Council Ordinance

## **董事會**

### **執行主席**

羅友禮先生

### **獨立非執行董事**

李國寶爵士

Jan P. S. ERLUND 先生

黎定基先生

Paul Jeremy BROUGH 先生

鍾志平博士

### **非執行董事**

羅慕玲女士

羅德承先生

羅其美女士

### **執行董事暨 集團行政總裁**

陸博濤先生

### **執行董事**

黎中山先生

### **集團首席財務總監**

吳茵虹女士

### **公司秘書**

湯亞卿女士

### **註冊辦事處**

香港新界  
屯門建旺街一號

### **核數師**

畢馬威會計師事務所

於《會計及財務匯報局條例》下的註冊  
公眾利益實體核數師



### Principal Bankers

The Bank of East Asia, Limited  
The Hongkong and Shanghai Banking Corporation Limited  
China Merchants Bank Company, Ltd.  
Citibank, N.A.  
Bank of China Limited  
BNP Paribas  
Westpac Banking Corporation

### Share Registrar

Computershare Hong Kong Investor Services Limited  
46/F., Hopewell Centre, 183 Queen's Road East,  
Wanchai, Hong Kong

### Investor Relations Contact

Tel: (852) 2468 9272  
Fax: (852) 2465 1008  
Email: ir@vitasoy.com

### 主要來往銀行

東亞銀行有限公司  
香港上海滙豐銀行有限公司  
招商銀行股份有限公司  
花旗銀行  
中國銀行股份有限公司  
法國巴黎銀行  
西太平洋銀行

### 股份過戶登記處

香港中央證券登記有限公司  
香港灣仔皇后大道東 183 號  
合和中心 46 樓

### 投資者關係聯絡

電話: (852) 2468 9272  
傳真: (852) 2465 1008  
電郵: ir@vitasoy.com

## Key Dates 重要日期

Closure of Register of Members  
暫停辦理股份過戶登記

- Annual General Meeting 股東週年大會	23rd August 2023 (Wednesday) to 28th August 2023 (Monday) 二零二三年八月二十三日 (星期三) 至二零二三年八月二十八日 (星期一)
Record Date 記錄日期	28th August 2023 (Monday) 二零二三年八月二十八日 (星期一)
- Proposed Final Dividend 建議末期股息	5th September 2023 (Tuesday) to 7th September 2023 (Thursday) 二零二三年九月五日 (星期二) 至二零二三年九月七日 (星期四)
Record Date 記錄日期	7th September 2023 (Thursday) 二零二三年九月七日 (星期四)

Annual General Meeting 股東週年大會	11:00 a.m., 28th August 2023 (Monday) Salons 5-6, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong 二零二三年八月二十八日 (星期一) 上午十一時正 香港金鐘道 88 號太古廣場香港 JW 萬豪酒店三樓萬豪 5-6 號宴會廳
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Final Dividend Payable 派發末期股息	20th September 2023 (Wednesday) 二零二三年九月二十日 (星期三)
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Year Ended 31st March 截至三月三十一日止年度

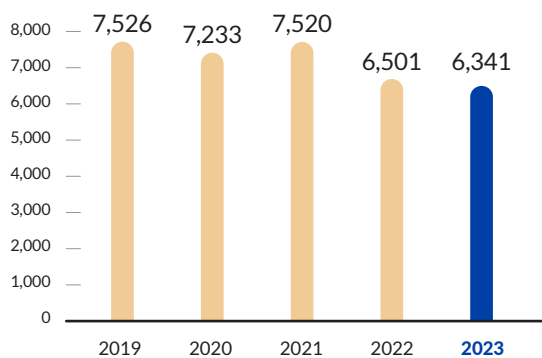
Results  
業績

		2023 二零二三年 HK\$ million 港幣百萬元	2022 二零二二年 HK\$ million 港幣百萬元	% Change 百分比變動
Revenue	收入	6,341	6,501	-2
Gross Profit	毛利	3,012	3,071	-2
EBITDA (Earnings Before Interest Income, Finance Costs, Income Tax, Depreciation, Amortisation and Share of Losses of Joint Venture)	未計利息收入、融資成本、所得稅、折舊、攤銷費用及所佔合營公司虧損前盈利 (「EBITDA」)	621	340	+82
Profit/(Loss) Attributable to Equity Shareholders of the Company	本公司股權持有人應佔溢利／(虧損)	46	(159)	N/A 不適用
Basic Earnings/(Loss) per Share (HK cents)	每股基本盈利／(虧損) (港仙)	4.3	(14.9)	N/A 不適用
Total Dividends per Ordinary Share (HK cents)	每股普通股總股息 (港仙)	2.7	-	N/A 不適用

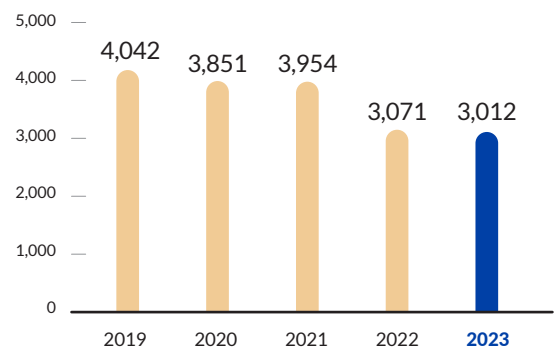
Year Ended 31st March 截至三月三十一日止年度

HK\$ million 港幣百萬元

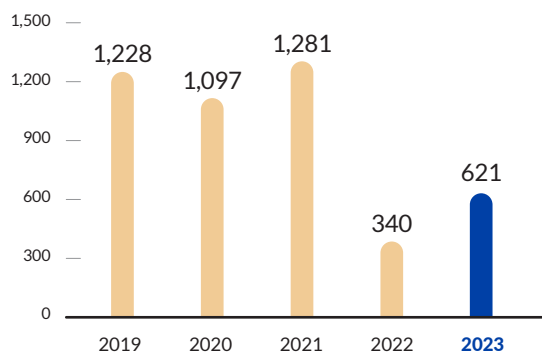
Revenue  
收入



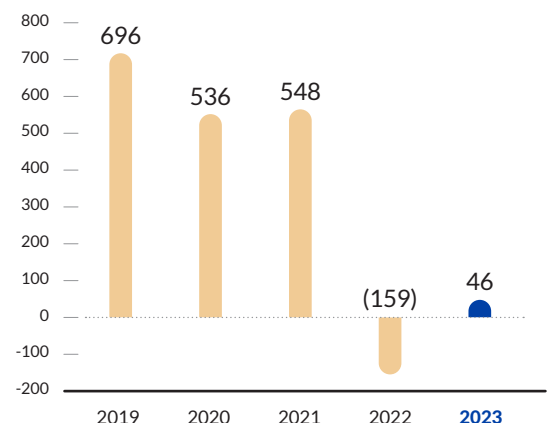
Gross Profit  
毛利



EBITDA  
未計利息收入、融資成本、所得稅、折舊、攤銷費用及所佔合營公司虧損前盈利



Profit/(Loss) Attributable to Equity Shareholders of the Company  
本公司股權持有人應佔溢利／(虧損)





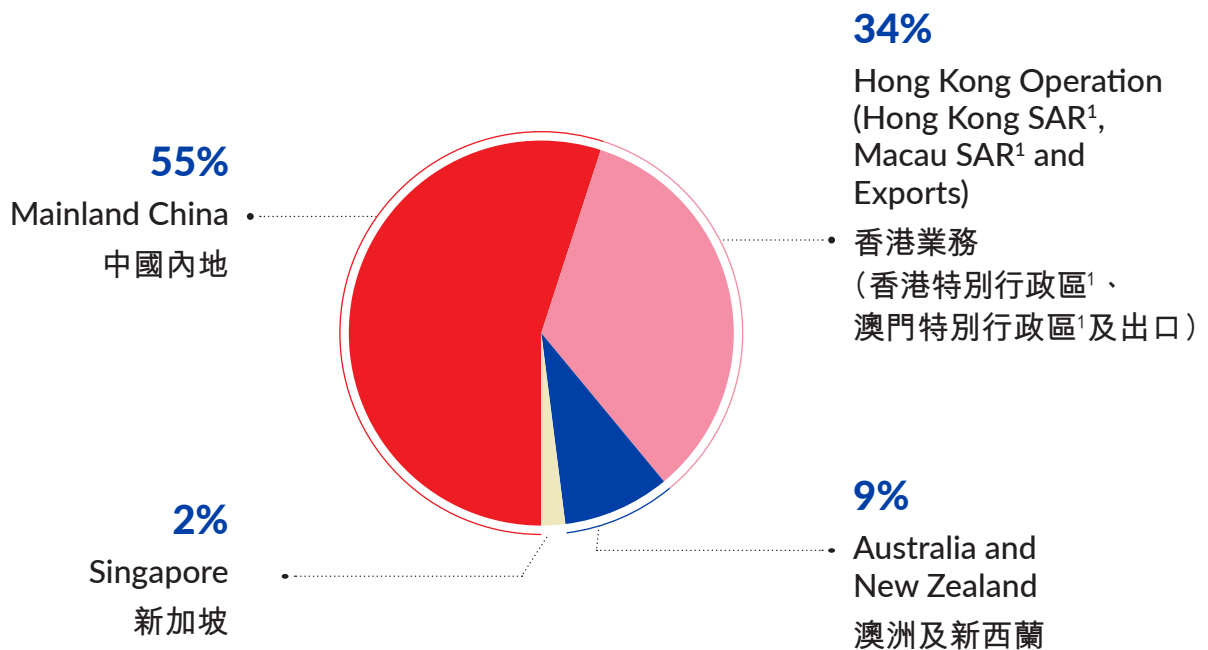
As at 31st March 於三月三十一日

## Financial Position 財務狀況

		2023 二零二三年 HK\$ million 港幣百萬元	2022 二零二二年 HK\$ million 港幣百萬元	% Change 百分比變動
Total Assets	總資產	5,850	6,807	-14
Net Debt Balance	負債淨額	197	232	-15
Total Equity Attributable to Equity Shareholders of the Company	本公司股權持有人應佔權益總額	2,985	3,258	-8

Year Ended 31st March 2023 截至二零二三年三月三十一日止年度

## Sales Analysis by Location 銷售額分析(按地區)



<sup>1</sup>Notes: "Hong Kong SAR" stands for the Hong Kong Special Administrative Region of the People's Republic of China.  
"Macau SAR" stands for the Macao Special Administrative Region of the People's Republic of China.

<sup>1</sup>附註：「香港特別行政區」指中華人民共和國香港特別行政區。  
「澳門特別行政區」指中華人民共和國澳門特別行政區。

# CHAIRMAN'S STATEMENT 主席報告

We improved the Group's performance with profitability during the 2022/2023 financial year. In the year ahead, we will remain focused on executing with discipline towards the goal of delivering sustainable growth and profitability.

我們於二零二二／二零二三財政年度改善了本集團的盈利能力。來年，我們將繼續專注於嚴格執行，以實現可持續增長及維持盈利能力。



**Mr. Winston Yau-lai LO**  
**(SBS, BSc, MSc)**

**羅友禮先生 (SBS, BSc, MSc)**

Executive Chairman  
執行主席





Vitasoy Group's revenue for FY2022/2023 dropped 2% in Hong Kong dollar terms but rose 2% net of currency impact over the previous year.

Despite surging input costs and utility expenses, we were able to register a profit attributable to shareholders of HK\$46 million, reversing a loss of HK\$159 million in the previous year.

As a result of the Group's improved financial performance, the Board of Directors will recommend a final dividend of HK1.4 cents per ordinary share at the Annual General Meeting to be held on 28th August 2023. Together with the interim dividend of HK1.3 cents per ordinary share, this brings the total dividend for FY2022/2023 to HK2.7 cents per ordinary share.

### Profit stability in Mainland China, growth across the Hong Kong SAR and overseas

Although our business in Mainland China stabilised with a growth in profit from operations and a slight 2% decline in revenue in local currency versus last year, we were able to register growth across our other main markets.

In the Hong Kong SAR, we achieved double-digit growth in revenue and profit from operations versus last year due to our core business strengths and shoppers' acceptance of our innovations as pandemic restrictions were relaxed.

In Australia and New Zealand, we acquired full ownership of our business, which grew revenues by 3% in local currency versus last year, driven by incremental growth in our Oat Milk line and the recently added plant-based Greek Style Yoghurt.

In ASEAN markets, Singapore revenue dropped due to the commoditisation of the tofu category and export challenges, while in the Philippines our business grew strongly across all platforms and channels.

於二零二二／二零二三財政年度，維他奶集團的收入以港幣計算下降2%，但撇除匯率影響後則較去年上升2%。

儘管原材料成本及公用開支大幅上升，我們仍能錄得股東應佔溢利港幣46,000,000元，扭轉去年港幣159,000,000元的虧損。

由於本集團財務表現有所改善，董事會將於二零二三年八月二十八日舉行的股東週年大會上建議派發末期股息每股普通股1.4港仙。連同中期股息每股普通股1.3港仙，二零二二／二零二三財政年度的股息總額達至每股普通股2.7港仙。

### 中國內地經營溢利穩定；香港特別行政區及海外業務有所增長

中國內地業務已逐步穩定，經營溢利有所增長，以當地貨幣計算的收入較去年略減2%，我們於其他主要市場仍能錄得增長。

於香港特別行政區，由於疫情限制放寬，加上我們的核心業務優勢以及創新產品深受消費者歡迎，業務收入及經營溢利較去年達致雙位數值增長。

於澳洲及新西蘭，我們收購當地業務的全部擁有權，當中燕麥奶系列及近期新推出的希臘式植物性乳酪產品持續增長，收入以當地貨幣計算較去年增長3%。

於東南亞市場，新加坡收入由於豆腐產品商品化及出口業務備受挑戰而有所下降，而菲律賓的業務在所有產品系列及銷售渠道均錄得強勁增長。



## Outlook for FY2023/2024

We have confidence in the long-term profitable growth trajectory of our business.

In Mainland China, we will continue to focus on improving the execution and expansion of our core VITASOY and VITA brand portfolio with new marketing campaigns, while selectively identifying and driving strategic innovation that has long term potential.

In the Hong Kong SAR and the Macau SAR, we will sustain the growth of our core products while promoting product innovation, which we believe is feasible given the high per capita consumption of our portfolio products.

Our Australia and New Zealand business will fortify its leadership position in plant-based milk and further develop the new plant-based yoghurt platform.

In ASEAN, we will improve the performance of our tofu category and scale up beverage sales in both Singapore and the Philippines, along with our newly launched plant milks.

As a responsible company, we will also enhance our Environmental, Social and Governance (ESG) performance and continue to decarbonise our operations following the implementation of our scope 1, 2 and 3 greenhouse gas emission inventory.

## 二零二三／二零二四財政年度展望

我們對業務的長期盈利增長軌道充滿信心。

於中國內地，我們將繼續專注以嶄新市場推廣活動，提升我們的核心維他奶及維他品牌組合的銷售執行及擴展，同時揀選及推動具長期潛力的策略創新產品。

於香港特別行政區及澳門特別行政區，我們產品組合的人均消耗較高，團隊將繼續推動創新產品並同時保持核心產品增長。

我們的澳洲及新西蘭業務將於植物奶領域上穩固領導地位，並進一步開發創新植物性乳酪產品平台。

於東南亞，我們將提升豆腐產品的表現，並推出新系列植物奶以加速於新加坡及菲律賓的飲品銷售。

作為一家負責任的公司，我們將繼續提高環境、社會及管治績效，並於達成範疇一、二及三溫室氣體排放清單後，繼續於業務營運降低碳排放。





## A note of appreciation

I would like to express my gratitude to our Board of Directors, management team, and staff for their diligent work and unwavering faith in our business and long-term growth potential. I would also like to thank our shareholders, customers, suppliers and business partners for their continued confidence in us.

Based on our portfolio of popular brands, product knowledge and organisational capabilities, I remain confident in our ability to generate profits and growth over the long term.

Winston Yau-lai LO  
Executive Chairman  
20 June 2023

## 致謝

本人謹藉此機會，衷心感謝我們的董事會、管理層團隊及全體員工辛勤工作，以及對我們業務及長遠增長潛力所抱有的堅定信念。本人亦謹此感謝我們的股東、客戶、供應商及業務合作夥伴對我們的持續信任。

基於我們備受歡迎的品牌組合、產品知識及組織能力，本人對我們能長期錄得溢利以及業務增長的能力充滿信心。

羅友禮  
執行主席  
二零二三年六月二十日



# GROUP CHIEF EXECUTIVE OFFICER'S REPORT/BUSINESS REVIEW 集團行政總裁報告／業務回顧

In FY2022/2023, we returned the Group to profitability and revenue growth net of currency impact. We will continue to improve our sales execution and the availability of our portfolio, with the goal of sustaining profitable growth in FY2023/2024.

於二零二二／二零二三財政年度，撇除匯率影響後，本集團恢復盈利能力及收入增長。我們將繼續提升銷售執行及擴大產品銷售渠道，旨在於二零二三／二零二四財政年度保持盈利增長。



**Mr. Roberto GUIDETTI**

**陸博濤先生**

Executive Director and  
Group Chief Executive Officer

執行董事暨集團行政總裁





Group revenue increased 2% net of currency impact, while falling slightly by 2% in Hong Kong dollar terms due to Renminbi and Australian dollar depreciation.

During the year, we successfully recorded a profit from operations of HK\$104 million versus a loss of HK\$213 million last year, despite increased raw material prices and utility costs. This result was mainly attributable to effective cost rationalisation across our operations and promotions in Mainland China, as well as higher government subsidies received by our Hong Kong Operation compared with last year. We also took selective pricing action to alleviate the increase in higher raw material prices.

Profit attributable to equity shareholders of the Company was HK\$46 million, compared with a loss of HK\$159 million last year. The result was in line with the profit alert announcement issued on 19th May 2023.

We remain confident about the long-term potential of the plant-based market and our ability to grow. We will also maintain our disciplined focus on our core fundamentals and expand product availability to improve revenue and profit.

撇除匯率影響後，本集團收入增長2%，但由於人民幣及澳元貶值，以港幣計算的收入則輕微下降2%。

年內，儘管原材料價格及公用開支成本高企，我們仍錄得經營溢利港幣104,000,000元，而去年則錄得虧損港幣213,000,000元，主要由於有效成本控制及中國內地業務的推廣，以及與去年相比香港業務獲得的政府補貼增加所致。我們亦採取特選定價措施，以緩解上漲的原材料價格壓力。

本公司股權持有人應佔溢利為港幣46,000,000元，而去年為虧損港幣159,000,000元。業績與二零二三年五月十九日公佈的盈利預告公告一致。

我們對以植物為本市場的長期潛力及增長能力充滿信心。我們亦將以審慎態度繼續專注核心業務，擴大產品銷售渠道，以提高收入及溢利。



## Environmental, Social and Governance (ESG)

During the year, we updated our list of ESG priorities through an extensive stakeholder engagement exercise, which was conducted according to the double materiality assessment process.

We also made progress towards meeting the targets established in our Vitasoy Sustainability Framework. This framework consists of two pillars: "Making the Right Products" and "Making Products the Right Way".

The "Making the Right Products" pillar covers our commitment to building a product portfolio commensurate with developing plant-based products that have high nutritional value and are lower in sugar and saturated fats, and with nutrition information clearly labelled on the front of our product packaging. "Making Products the Right Way" is our commitment to reducing our environmental impact through a Group-wide emissions reduction roadmap, as well as reducing water and energy consumption and eliminating manufacturing waste to landfill. We also ensured our workplaces are safe and inclusive, participated in social and environmental projects in the communities where we operate, and encouraged our suppliers to improve their ESG performance.

In FY2022/2023, we saw tangible results in our community projects in the Hong Kong SAR, Mainland China and Australia, which included initiatives in rural revitalisation, health and nutrition, and farmland rehydration.

In recognition of our ESG performance during the year, we received an "A" grade in the MSCI ESG ratings and were also featured on the Corporate Knights' Global 100 Most Sustainable Corporations list for the fourth consecutive year. In addition, our wholly-owned subsidiary in Singapore – Vitasoy International Singapore Pte. Ltd. ("Vitasoy Singapore") – became a Certified B Corporation™ ("B Corp") in January 2023.

The benefits of plant-based foods and beverages for people and the planet received positive attention during the year. This reinforced our belief that Vitasoy's growing range of plant-based products and commitment to social and environmental considerations in our business decisions will enhance our position in the market. Further details on our ESG performance can be found in our FY2022/2023 Sustainability Report and the Corporate Governance Report section in this Report.

## 環境、社會及管治

年內，我們根據雙重重要性評估的流程，透過廣泛持份者的參與，更新了我們環境、社會及管治議題上的優先重要性。

我們在實現維他奶可持續發展框架中設定的目標方面亦取得進展。該框架以「生產適當的產品」及「採用適當的生產方法」兩大支柱為基礎。

「生產適當的產品」，即致力開發以植物為本、具高營養價值、較低糖及飽和脂肪的產品組合，並在產品包裝正面上清楚標示營養資料。「採用適當的生產方法」，即承諾減少對環境的影響，透過整個集團減排藍圖、減少用水及能源消耗和廢棄物零堆填。我們亦確保我們的工作場所安全及具包容性。參與營運地區有關社會環境等項目，並鼓勵供應商提高其環境、社會及管治績效。

於二零二二／二零二三財政年度，我們在香港特別行政區、中國內地及澳洲的社區項目均取得切實可見的成果，其中包括振興鄉村、健康與營養以及農田補水等項目。

我們於年內的環境、社會及管治表現備獲肯定，於MSCI環境、社會及管治評級中獲得「A」級，並且連續第四年入選Corporate Knights全球最佳可持續發展企業100強。此外，新加坡的全資附屬公司 – Vitasoy International Singapore Pte. Ltd. (「維他奶新加坡」) – 於二零二三年一月亦成為Certified B Corporation™ (「共益企業」)。

年內，植物為本飲食對人類地球所帶來的益處，廣受積極迴響並印證我們一直以來的信念，以不斷擴大維他奶以植物為本的產品系列，同時積極將社會及環境因素融入業務決策中，進而鞏固我們的市場地位。有關我們環境、社會及管治績效的更多詳情，請參閱我們二零二二／二零二三財政年度可持續發展報告及本報告中企業管治報告一節。



## Financial Highlights

In the following table, we present highlights of the Group's financial performance for the year ended 31st March 2023, with comparisons against the year ended 31st March 2022.

## 財務摘要

在下表中，我們呈列本集團截至二零二三年三月三十一日止年度的財務業績摘要，與截至二零二二年三月三十一日止年度的對比。

	Year ended 31st March 截至三月三十一日止年度		Change - Net of currency impact	
	2023 二零二三年 (HK\$ million) (港幣百萬元)	2022 二零二二年 (HK\$ million) (港幣百萬元)	Change 變動	變動 - 撇除 匯率影響
Revenue 收入	6,341	6,501	-2%	+2%
Gross Profit 毛利	3,012	3,071	-2%	+2%
EBITDA (Earnings Before Interest Income, Finance Costs, Income Tax, Depreciation, Amortisation and Share of Losses of Joint Venture) EBITDA (未計利息收入、融資成本、所得稅、 折舊、攤銷費用及所佔合營公司虧損前盈利)	621	340	+82%	+83%
Profit/(Loss) Attributable to Equity Shareholders of the Company 本公司股權持有人應佔溢利／(虧損)	46	(159)	N/A 不適用	N/A 不適用
Basic Earnings/(Loss) per Share (HK cents) 每股基本盈利／(虧損)(港仙)	4.3	(14.9)	N/A 不適用	N/A 不適用
Gearing ratio 借貸比率	25%	26%	-1% point -1% 百分點	-1% point -1% 百分點
ROCE (Return on Capital Employed) 資本回報率	18%	9%	+9% points +9% 百分點	+9% points +9% 百分點





## Revenue

For the year ended 31st March 2023, the Group's revenue decreased 2% to HK\$6,341 million (FY2021/2022: HK\$6,501 million) but increased 2% net of currency impact.

### Mainland China: -9% (-2% in local currency)

The business stabilised with a slight decrease in revenue of 2% compared with last year, as we continued to focus on our fundamentals and core products.

### Hong Kong Operation (Hong Kong SAR, Macau SAR and Exports): +11%

Innovation-led growth complemented by the strong Vitaland tuckshop business helped us rebound due to the post-pandemic increase in the number of school days.

### Australia and New Zealand: -4% (+3% in local currency)

In local currency we grew 3%, an increase that was mainly driven by the strong VITASOY Oat Milk platform and the launch of our plant-based Greek Style Yoghurt.

### Singapore: -12% (-11% in local currency)

Our local tofu business was challenged by the growing commoditisation of this category, while exports were affected by weak consumer demand in overseas markets and high logistics costs.

## Gross Profit and Gross Profit Margin

The Group's gross profit for the year was HK\$3,012 million (FY2021/2022: HK\$3,071 million), representing a decrease of 2%, mainly driven by lower sales performance.

Gross profit margin increased to 48% (FY2021/2022: 47%), mainly attributable to lower trade promotional expenses and higher operational efficiency, partially offset by the impact of unfavourable foreign exchange movements, sales mix and higher raw material costs/utility costs.

## 收入

截至二零二三年三月三十一日止年度，本集團的收入減少2%至港幣6,341,000,000元（二零二一／二零二二財政年度：港幣6,501,000,000元），但撇除匯率影響後增加2%。

### 中國內地：-9%（以當地貨幣計算-2%）

我們繼續專注本業及核心產品，業務已逐步穩定，收入較去年略為下降2%。

### 香港業務（香港特別行政區、澳門特別行政區及出口）：+11%

創新帶領增長，加上維他天地學校小賣部疫情後上課天數增加，業務得以復甦。

### 澳洲及新西蘭：-4%（以當地貨幣計算+3%）

以當地貨幣計算，業務增長3%，主要來自增長強勁的維他奶燕麥奶產品以及推出希臘式植物性乳酪。

### 新加坡：-12%（以當地貨幣計算-11%）

當地豆腐業務面臨日益商品化的挑戰，出口則受到海外市場消費需求疲弱以及物流成本高企的影響。

## 毛利及毛利率

本集團於年內的毛利為港幣3,012,000,000元（二零二一／二零二二財政年度：港幣3,071,000,000元），減少2%，主要由於銷售表現下降所致。

毛利率上升至48%（二零二一／二零二二財政年度：47%），主要由於貿易推廣支出下降以及營運效率提升，其中部分被不利外匯變動、銷售組合改變以及原材料成本／公用開支成本增加所抵銷。



## Operating Expenses

Total operating expenses decreased 11% to HK\$3,022 million (FY2021/2022: HK\$3,409 million). This was mainly due to effective cost rationalisation in our operations; higher COVID-19 related government subsidies; efficiencies in advertising and promotional spending; lower impairment of property, plant and equipment; lower write-downs of inventories; and the absence of non-recurring expenses associated with the relocation of the Shenzhen operation to the new facility in Dongguan, Mainland China in FY2021/2022. There was no further impairment of goodwill in the Singapore business this year.

Marketing, selling and distribution expenses decreased 9% to HK\$2,024 million (FY2021/2022: HK\$2,215 million), mainly due to greater efficiencies in advertising and promotion spending, effective cost rationalisation in our operations, and higher COVID-19 related government subsidies.

Administrative expenses decreased 4% to HK\$672 million (FY2021/2022: HK\$702 million), mainly due, as noted above, to non-recurring costs associated with the relocation of the Shenzhen operation in Mainland China last year.

Other operating expenses mainly included staff costs for other supporting functions, sundry tax charges in Mainland China and a management fee charged by a related party. These expenses decreased by 34% to HK\$326 million (FY2021/2022: HK\$492 million), mainly due to lower impairment of property, plant and equipment, lower write-downs of inventories and the absence of goodwill impairment in the Singapore business this year.

## 經營費用

總經營費用減少11%至港幣3,022,000,000元（二零二一／二零二二財政年度：港幣3,409,000,000元），主要由於我們對營運進行有效成本控制；2019冠狀病毒病相關政府補貼增加；廣告及市場推廣支出效率提高；物業、廠房及設備減值減少；撇減存貨減少；及本年度並無錄得於二零二一／二零二二財政年度因深圳業務搬遷至東莞而衍生的非經常性開支，加上本年度新加坡業務並無進一步商譽減值。

市場推廣、銷售及分銷費用減少9%至港幣2,024,000,000元（二零二一／二零二二財政年度：港幣2,215,000,000元），主要由於廣告及推廣支出效率提高、營運成本有效合理化控制以及2019冠狀病毒病相關政府補貼增加所致。

行政費用減少4%至港幣672,000,000元（二零二一／二零二二財政年度：港幣702,000,000元），（如上所述）主要由於去年因有中國內地深圳業務搬遷所產生的非經常性開支所致。

其他經營費用主要包括其他支援職務的員工成本、中國內地的其他稅項費用以及關連方收取的管理費。該等費用減少34%至港幣326,000,000元（二零二一／二零二二財政年度：港幣492,000,000元），主要由於物業、廠房及設備減值、撇減存貨減少以及本年度再無新加坡業務商譽減值所致。



### COVID-19 related Government Grants

In FY2022/2023, the Group received COVID-19 related government subsidies of HK\$65 million (FY2021/2022: HK\$20 million), which were mainly related to COVID-19 financial assistance in support of the Vitaland school business in Hong Kong and staff retention.

### 2019 冠狀病毒病相關政府資助

於二零二二／二零二三財政年度，本集團獲得的2019冠狀病毒病相關政府補貼為港幣65,000,000元（二零二一／二零二二財政年度：港幣20,000,000元），主要來自維持香港維他天地的學校業務，以及員工僱用水平而收取的2019冠狀病毒病財務資助。

Segment 分部	Subsidy recognised 確認補貼	
	2023 二零二三年 (HK\$ million) (港幣百萬元)	2022 二零二二年 (HK\$ million) (港幣百萬元)
Hong Kong Operation 香港業務	60	17
Mainland China 中國內地	3	2
Singapore 新加坡	—	1
Others 其他	2	—
	65	20

### EBITDA (Earnings Before Interest Income, Finance Costs, Income Tax, Depreciation and Amortisation and Share of Losses of Joint Venture)

EBITDA for the year was HK\$621 million, an increase of 82% year-on-year, mainly driven by reduced operating expenses and higher COVID-19 related government subsidies. The EBITDA to revenue margin for the year increased from 5% to 10%.

### 未計利息收入、融資成本、所得稅、折舊、攤銷費用及所佔合營公司虧損前盈利（「EBITDA」）

年內的EBITDA為港幣621,000,000元，按年增加82%，主要由於經營費用減少及2019冠狀病毒病相關政府補貼增加所致。年內的EBITDA佔銷售利潤由5%增加至10%。

### Profit/(Loss) from Operations

Profit from operations was HK\$104 million for the year, versus a loss of HK\$213 million last year.

### 經營溢利／（虧損）

年內經營溢利為港幣104,000,000元，而去年則為虧損港幣213,000,000元。

### Profit/(Loss) before Taxation

Profit before taxation was HK\$49 million for the year, compared with last year's loss before taxation of HK\$236 million.

### 除稅前溢利／（虧損）

年內除稅前溢利為港幣49,000,000元，而去年則為除稅前虧損港幣236,000,000元。



## Taxation

Income tax charged for the year was HK\$28 million (FY2021/2022: income tax credited HK\$75 million) with an effective tax rate of 57% versus 32% last year, mainly due to lower recognition of deferred tax credits in respect of prior years' tax losses.

## Profit/(Loss) Attributable to Equity Shareholders of the Company

Profit attributable to equity shareholders of the Company was HK\$46 million, versus a loss of HK\$159 million last year.

## Financial Position

The Group finances its operations and capital expenditure primarily through internally-generated cash as well as banking facilities provided by our principal bankers.

As of 31st March 2023, cash and bank deposits amounted to HK\$555 million (31st March 2022: HK\$622 million), with 62%, 27% and 6% of our cash and bank deposits denominated in Hong Kong dollars (HKD), Renminbi (RMB) and United States dollars (USD), respectively (31st March 2022: 40%, 50% and 3%). As of 31st March 2023, the Group had a net debt balance (cash and bank deposits less bank borrowings, bills payable and lease liabilities) of HK\$197 million (31st March 2022: HK\$232 million). Available banking facilities amounted to HK\$1,146 million (31st March 2022: HK\$968 million) to facilitate future cash flow needs.

The Group's debt amounted to HK\$753 million (31st March 2022: HK\$854 million), of which bank borrowings amounted to HK\$525 million (31st March 2022: HK\$490 million), bills payable amounted to HK\$92 million (31st March 2022: HK\$176 million), and lease liabilities amounted to HK\$136 million (31st March 2022: HK\$188 million).

The gearing ratio (total debt/total equity attributable to equity shareholders of the Company) decreased to 25% (31st March 2022: 26%).

The Group's return on capital employed (ROCE) being (EBITDA/average non-current debt and equity) for the year was 18% (FY2021/2022: 9%).

## 稅項

年內的所得稅支出為港幣 28,000,000 元（二零二一／二零二二財政年度：可抵免的所得稅港幣 75,000,000 元），實際稅率為 57%，去年則為 32%，主要由於就過往年度稅項虧損確認的遞延稅項抵免減少所致。

## 本公司股權持有人應佔溢利／（虧損）

本公司股權持有人應佔溢利為港幣 46,000,000 元，而去年的虧損為港幣 159,000,000 元。

## 財務狀況

本集團主要透過動用內部現金及主要來往銀行所提供的銀行信貸額，為營運及資本支出提供資金。

於二零二三年三月三十一日，現金及銀行存款為港幣 555,000,000 元（二零二二年三月三十一日：港幣 622,000,000 元）。當中 62%、27% 及 6% 的現金及銀行存款分別以港幣、人民幣及美元計值（二零二二年三月三十一日：40%、50% 及 3%）。截至二零二三年三月三十一日，本集團的債務淨額（現金及銀行存款減銀行借貸、應付票據及租賃負債）為港幣 197,000,000 元（二零二二年三月三十一日：港幣 232,000,000 元）。可供動用的銀行信貸額為港幣 1,146,000,000 元（二零二二年三月三十一日：港幣 968,000,000 元），以滿足未來的現金流量需要。

本集團的債務為港幣 753,000,000 元（二零二二年三月三十一日：港幣 854,000,000 元），當中銀行借貸為港幣 525,000,000 元（二零二二年三月三十一日：港幣 490,000,000 元）、應付票據為港幣 92,000,000 元（二零二二年三月三十一日：港幣 176,000,000 元）及租賃負債為港幣 136,000,000 元（二零二二年三月三十一日：港幣 188,000,000 元）。

借貸比率（按債務總額與本公司股權持有人應佔權益總額比率計算）下降至 25%（二零二二年三月三十一日：26%）。

年內本集團的資本回報率（按 EBITDA／平均非流動債務及權益比率計算）為 18%（二零二一／二零二二財政年度：9%）。



Capital expenditure incurred during the year decreased to HK\$154 million (FY2021/2022: HK\$243 million), mainly due to normalised investment to maintain and upgrade our production lines and equipment.

There were no assets pledged or secured under loan and/or lease arrangements.

### Non-financial Key Performance Indicators

The Group publishes various non-financial KPIs in its Sustainability Report 2022/2023, which will be released in July 2023 together with this Annual Report.

### Tax Strategy

When considering tax, the Group gives due consideration to the importance of its corporate and social responsibilities. More specifically, the Group commits to paying taxes in the countries where it creates value and ensuring it is fully compliant with tax laws across all relevant jurisdictions. The Group also commits to following the Organisation for Economic Co-operation and Development (OECD) transfer pricing guidelines and to ensuring that the arm's length principle is always observed in transactions between Group companies. In addition, the Group commits to being open and transparent with tax authorities about the Group's tax affairs and to disclosing relevant information to enable tax authorities to carry out their reviews.

### Financial Risk Management

The Group's overall financial management policy focuses on anticipating, controlling and managing risks, and covering transactions directly related to the underlying businesses of the Group. For synergy, efficiency and control, the Group operates a central cash and treasury management system for all subsidiaries. Borrowings are normally taken out in local currencies by the operating subsidiaries to fund their investments and partially mitigate foreign currency risks.

### Potential Risk and Uncertainties

The Company has implemented a comprehensive risk management framework across the Group to consistently anticipate, assess and mitigate key business risks, as well as a risk governance structure to ensure risk ownership and proper oversight. In view of the rapidly changing business environment, the Group Internal Audit and Risk Management Department has stepped up its efforts to improve key risk indicators, identify external emerging risks, and facilitate risk reviews for key purchasing decisions. Details of these risk management processes are covered in the Risk Management section of the Corporate Governance Report in this Annual Report.

年內錄得的資本開支減少至港幣154,000,000元(二零二一／二零二二財政年度：港幣243,000,000元)，主要由於生產線及設備保養升級的常態化投資所致。

概無資產根據貸款及／或租賃安排而予以抵押或擔保。

### 非財務關鍵表現指標

本集團將於二零二三年七月連同本年報一併公佈的「二零二二／二零二三年可持續發展報告」中刊載多個非財務關鍵表現指標。

### 稅務策略

當考慮稅務時，本集團會適當考慮其企業及社會責任的重要性。更明確而言，本集團堅持於其創造價值的國家中繳納稅項，並確保其全面遵守所有相關司法管轄區的稅務法例。本集團同時堅持遵循經濟合作與發展組織轉讓定價指引，並確保集團公司間的交易時常遵從公平原則。此外，本集團就集團的稅項事務對稅務機關一直保持公開透明，並且披露相關資料讓稅務機關能執行其覆核工作。

### 財務風險管理

本集團的整體財務管理政策強調預測及管控風險，涵蓋與本集團的相關業務直接有關的交易。為達致協同效益、效率及監控的目的，本集團為所有附屬公司實行中央現金及財政管理系統。各營運附屬公司一般以當地貨幣進行借貸，為當地投資項目提供資金及減低部份外匯風險。

### 潛在風險及不明朗因素

本公司在集團內實施全面的風險管理框架，採用一致的流程以預測、評估及減輕關鍵業務風險，以及採納風險管治架構，確保風險責任管理得到落實和適當監督。鑑於營商環境瞬息萬變，本集團內部審計及風險管理部因而加強提升關鍵風險指標，識別外來新興風險，促進關鍵採購決策風險審核。該等風險管理流程的詳情刊載於本年報內企業管治報告的風險管理一節。





## Review of operations

### Mainland China

*Stabilisation of the business with a disciplined focus on core fundamentals*

## 業務回顧

### 中國內地

*嚴謹專注核心基礎以穩定業務*

(Rounded to the nearest million) (四捨五入至最接近百萬)	2023 二零二三年	2022 二零二二年	% Change 百分比變動
Revenue from external customers (HK\$ million) 來自外間顧客之收入 (港幣百萬元)	3,509	3,838	-9%
Profit/(loss) from operations (HK\$ million) 經營溢利／(虧損)(港幣百萬元)	46	(340)	N/A 不適用
Revenue from external customers (RMB million) 來自外間顧客之收入 (人民幣百萬元)	3,084	3,157	-2%
Profit/(loss) from operations (RMB million) 經營溢利／(虧損)(人民幣百萬元)	40	(280)	N/A 不適用

Revenue in local currency terms dropped slightly by 2% to RMB3,084 million.

Our Mainland China operation registered an operating profit of RMB40 million versus an operating loss of RMB280 million in FY2021/2022, mainly due to effective control of higher input costs and operating expenses.

We have successfully implemented a pricing strategy to partially alleviate input cost pressures and have strengthened our organisational capabilities in our Mainland China operation. VITASOY retains strong leadership in the soymilk market. In our VITA brand, our core premium Lemon Tea range was the main revenue driver, while sparkling tea and new fruit tea continued to gain popularity.

按當地貨幣計算的收入略跌2%至人民幣3,084,000,000元。

我們的中國內地業務錄得經營溢利人民幣40,000,000元，而於二零二一／二零二二財政年度經營虧損則為人民幣280,000,000元，主要由於有效控制較高的原材料成本及經營費用。

我們成功執行定價策略，得以局部緩減原材料成本壓力，並加強中國內地業務的組織能力。維他奶品牌仍在豆奶市場維持領先地位。就維他品牌而言，主要的高端檸檬茶系列仍是主要收入來源，而氣泡茶及全新果茶繼續備受消費者歡迎。



## Hong Kong Operation

*Strong innovation-led growth from on-the-go consumption and school business*

## 香港業務

*產品創新帶領便利店消費及學校業務增長強勁*

(Rounded to the nearest million) (四捨五入至最接近百萬)	2023 二零二三年 HK\$ million 港幣百萬元	2022 二零二二年 HK\$ million 港幣百萬元	% Change 百分比變動
Revenue from external customers 來自外間顧客之收入	2,144	1,934	+11%
Profit from operations 經營溢利	218	199	+10%

Our Hong Kong Operation made a strong recovery in FY2022/2023, driven by effective field sales execution, improved traffic since the removal of travel restrictions and an increase in the number of school days for the Vitaland tuck shop business. Revenue grew 11% from the previous year to HK\$2,144 million.

We also grew our market share for soymilk, plant milk and tea, despite already being the leader in these three categories. Successful new innovations such as VITASOY CALCI-PLUS Protein Drink, VITA Fresh Tea and Sparkling Peach Orange Tea have been well accepted by shoppers, thereby generating incremental revenue.

Our operating profit grew by 10% in FY2022/2023. Excluding COVID-19 related government subsidies, our operating profit would have dropped by 13%, mainly due to a surge in raw material prices and production costs, but partly offset by an increase in sales.

香港業務於二零二二／二零二三財政年度強勁復甦，由於有效地執行銷售策略、取消旅遊限制後的人流改善，以及受惠於上課日數增加的維他天地小食部業務。收入較去年增長11%至港幣2,144,000,000元。

儘管我們的豆奶、植物奶及茶產品已成為市場領導產品，我們仍能繼續擴大產品的市場份額。成功的創新產品，包括維他奶鈣思寶蛋白質飲品、維他新鮮茶及氣泡桃橙茶等深受消費者歡迎，帶動收入增加。

經營溢利於二零二二／二零二三財政年度增長10%。撇除2019冠狀病毒病相關政府補貼，經營溢利將減少13%，主要由於原材料價格及生產成本飆升，但銷售額增加抵銷部分成本上漲。



## Australia and New Zealand

Growth in the grocery channel driven by accelerated sales of our Oat Milk platform

## 澳洲及新西蘭

燕麥奶系列銷售迅增，帶動超級市場銷售增長

(Rounded to the nearest million) (四捨五入至最接近百萬)	2023 二零二三年	2022 二零二二年	% Change 百分比變動
Revenue from external customers (HK\$ million) 來自外間顧客之收入 (港幣百萬元)	580	607	-4%
Profit from operations (HK\$ million) 經營溢利 (港幣百萬元)	8	78	-90%
Revenue from external customers (AUD million) 來自外間顧客之收入 (澳元百萬元)	108	106	+3%
Profit from operations (AUD million) 經營溢利 (澳元百萬元)	1	14	-89%

Revenue increased by 3% in local currency during the year, despite economic headwinds.

儘管面對經濟逆境，年內以當地貨幣計算的收入仍增長3%。

Profit from operations dropped by 89% in local currency, mainly due to increased raw material prices and higher logistics and overhead costs.

以當地貨幣計算的經營溢利減少89%，主要由於原材料價格上漲以及物流及其他間接成本增加。

New products launched during the year, including VITASOY Café Latte Oat Milk and the VITASOY Greek Style Yoghurt range, have been well received by consumers.

年內推出的新產品，包括維他奶咖啡專業沖調燕麥奶及維他奶希臘式乳酪系列，深受消費者歡迎。

During the year, we completed the acquisition of the remaining 49% equity interest in our non-wholly owned subsidiary in Australia. The transition and integration were managed effectively by our competent local team, who will continue to drive the business via core and new products.

年內，我們完成收購澳洲非全資附屬公司餘下49%股權。在當地專業團隊對業務過渡及整合的有效管理下，將繼續通過推出核心產品及新產品，帶動業務發展。



## Singapore

Commoditisation of tofu category and weak exports affected the Singapore business

## 新加坡

豆腐產品商品化及出口疲弱，影響新加坡業務

(Rounded to the nearest thousand) (四捨五入至最接近千)	2023 二零二三年	2022 二零二二年	% Change 百分比變動
Revenue from external customers (HK\$ thousand) 來自外間顧客之收入 (港幣千元)	107,318	122,091	-12%
Loss from operation (HK\$ thousand) 經營虧損 (港幣千元)	(12,130)	(12,692)	+4%
Revenue from external customers (SGD thousand) 來自外間顧客之收入 (坡幣千元)	18,782	21,143	-11%
Loss from operation (SGD thousand) 經營虧損 (坡幣千元)	(2,123)	(2,198)	+3%

Revenue decreased by 11% in local currency terms. This was due in part to the commoditisation of the local tofu category, which caused consumers to switch to more affordable options. Furthermore, export sales to Europe, our main tofu export market, fell as a result of weak overseas demand and increased logistical costs.

Operating loss decreased owing to lower advertising and promotion expenses and sales-related transportation costs, partly offset by lower revenue and higher raw material prices and utility costs.

以當地貨幣計算的收入減少11%，部分原因是由於當地豆腐產品商品化，導致消費者轉向更能負擔的選擇。此外，海外需求疲弱及物流成本增加，導致主要豆腐出口市場－歐洲的銷售亦有所下降。

由於廣告及推廣開支以及與銷售相關的運輸成本減少，故經營虧損減少，然而部分經營虧損減少亦被收入減少、原材料價格及公用開支成本上漲所抵銷。



## Business Outlook

Our Company is well positioned for long-term growth because of the strong potential of the plant-based market, as well as the solid foundation of our proven product platforms, market understanding and organisational scale and capabilities. In the short term, however, cost pressures will likely persist, as the price of raw materials and utilities together with logistics expenses are expected to remain high.

### Mainland China

The goal of our business in this market is to continue scaling up via disciplined execution, ever-improving availability and selective innovation. VITASOY will drive core product sales via a new marketing campaign, while VITA will drive its product platforms (Fruit, No Sugar, Sparkling) by leveraging on-the-go consumption.

### Hong Kong Operation

As the Hong Kong SAR is our most developed market, we will complement execution on our core products with continuous innovation on both VITASOY and VITA brands, with a particular focus on the rapidly growing fresh short-shelf-life segment.

### Australia and New Zealand

The market for plant-based food and beverages continues to grow in Australia and New Zealand ahead of other markets in Asia, thus providing us with a unique opportunity to pilot new initiatives for broader reapplication. We will continue to drive key plant milk categories while strengthening the availability and range of our new plant-based yoghurt.

### Singapore

With the commoditisation of the tofu category, we will continue to drive cost efficiencies via product and organisational rationalisation, while at the same time driving growth in the export tofu business and beverages.

### The Philippines

This market's results are not consolidated but the joint venture with Universal Robina Corporation, our local joint venture partner, continues to perform strongly as a result of strong growth in the still small plant-based milk category. We are now leveraging local manufacturing and growth in both single serve and multi serve by offering a range that has evolved from soymilk to the broader plant milk segments of Almond Milk and Oat Milk. The increasing mobility of on-the-go consumers and wider distribution will help us revive our single-serve business.

## 展望

以植物為本的產品市場潛力巨大，加上我們的暢銷產品系列、對市場觸覺的理解、組織規模實力等穩固根基，使本公司具備實現長期增長的良好條件。然而，於短期內，由於原材料及公用開支價格以及物流開支預計將持續高企，成本壓力或會持續。

### 中國內地

中國內地市場的業務目標主要透過嚴格執行、不斷提高產品供應及具選擇性的創新，以繼續擴大業務規模。**維他奶**品牌將透過嶄新的市場推廣活動，帶動核心產品銷售，而**維他**品牌將利用便利店的消費渠道，推動其水果、無糖、氣泡等飲品系列。

### 香港業務

由於香港特別行政區市場為我們發展最成熟的市場，我們將透過**維他奶**及**維他**品牌的持續創新，繼續推廣核心產品，並推動急速增長的新鮮短保質期產品系列。

### 澳洲及新西蘭

以植物為本的澳洲及新西蘭食品飲料市場持續增長，並領先亞洲其他市場，為我們提供獨特的發展機會及試行新產品計劃，擴大應用於更多銷售市場。我們將繼續推動主要的植物奶產品，同時加強新推出的植物性乳酪供應及擴闊其產品系列。

### 新加坡

隨著豆腐產品商品化，我們將繼續透過改善產品及架構重組等措施，提高成本效益，同時推動出口豆腐業務及飲品增長。

### 菲律賓

此業務的業績並無綜合入賬。我們與合營公司夥伴 Universal Robina Corporation 成立的合營公司繼續表現強勁，在現有市場規模較小的植物奶產品類別中，實現強勁增長。現今更透過當地生產，一次性及家庭裝產品均錄得增長，而產品組合則由豆奶擴展至杏仁奶及燕麥奶等其他植物奶飲品系列。便利店消費人流增加，加上更廣泛的分銷，有助我們恢復一次性飲用裝產品業務。





## Conclusion

We continue to be in a very strong position to deliver long term value and growth in our markets, due to our positive brand equity, core product portfolio and innovation, all-round organisational capabilities and international breadth in growing plant-based food and beverages. Our goal is to continue scaling up in Mainland China while adding incremental growth via execution, expansion and innovation in our other markets. We will anticipate and mitigate the increased cost pressures of logistics, raw materials and utilities to gradually secure higher profitability.

I would like to thank our Executive Chairman and Board of Directors, whose wisdom and guidance have been invaluable during the past year. I would also like to acknowledge our staff and business partners, who have performed with great dedication and agility during the year.

**Roberto GUIDETTI**  
Group Chief Executive Officer  
20 June 2023

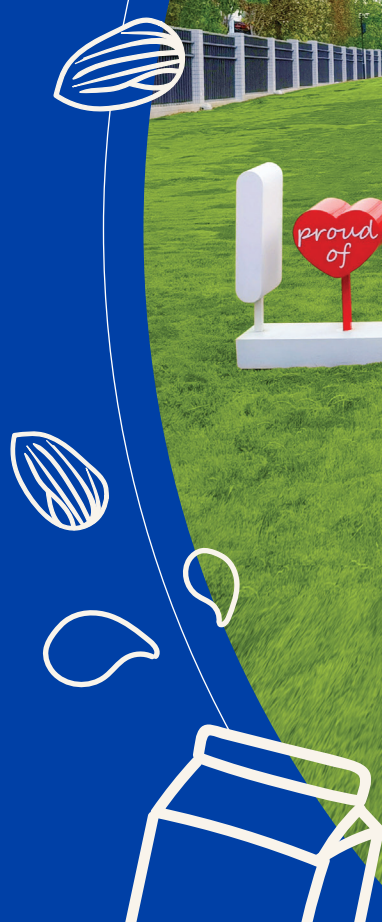
## 總結

正面的品牌價值、核心的產品組合及產品創新、加上全方位的組織能力以及具國際視野地發展以植物為本的食品飲料，令我們得以坐佔非常有利的地位繼續實現長期價值及市場增長。我們的目標為繼續擴大於中國內地業務的規模，同時透過於其他市場的有效執行、擴展及創新，實現更大幅度的增長。我們將致力應對物流、原材料及公用開支成本增加的壓力，以逐步確保達致更高的盈利能力。

本人謹此衷心感謝我們的執行主席及董事會，於過去一年，他們的睿智及指導為集團提供寶貴的意見。本人亦謹此感謝我們全體員工及業務夥伴於本年度所作的無私奉獻並能充分靈活應對工作。

**陸博濤**  
集團行政總裁  
二零二三年六月二十日

# CORPORATE GOVERNANCE REPORT 企業管治報告

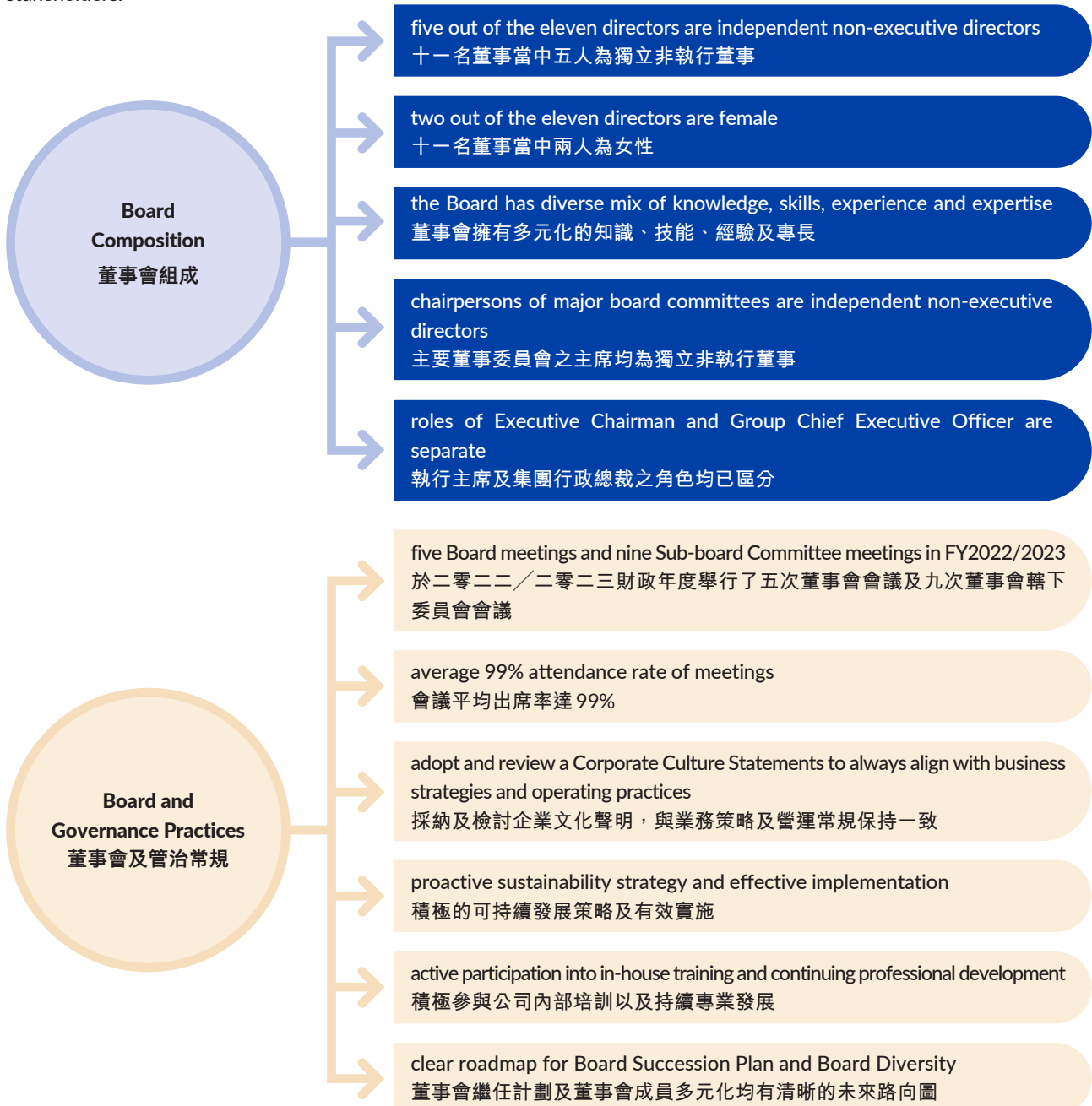






Vitasoy International Holdings Limited (the “Company”) is firmly committed to a high level of corporate governance and adherence to the governance principles and practices emphasising transparency, independence, accountability, responsibility and fairness. These principles and practices are regularly reviewed, enhanced and updated by the Board of Directors (the “Board”) or its delegated Board Committees to reflect the ever changing regulatory requirements and corporate governance development. The Board would conduct regular review on the implementation and effectiveness of those policies embracing those principles and practices. The Board believes that the high standards of corporate governance is the essential core for sustaining Vitasoy Group’s long term performance and value creation for our shareholders, the investing public and the other stakeholders.

維他奶國際集團有限公司（「本公司」）堅守高水平的企業管治，並時刻遵守注重具透明度、獨立性、問責、負責任與公平之管治原則及常規。本公司董事會（「董事會」）或其授權之董事會委員會定期檢討、改進並更新該等原則及常規，以反映不斷轉變的監管規定及企業管治發展。董事會對包含該等原則及常規的政策之實施及成效進行定期檢討。董事會相信，高標準的企業管治對維他奶集團持續其長遠表現，並為各股東、公眾投資者及其他持份者創造價值等，乃不可或缺的關鍵核心。





## Corporate Governance Practices

The Company has, throughout the year ended 31st March 2023, complied with the code provisions and, where appropriate, adopted the recommended best practices set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

## Corporate Culture

Vitasoy is one of the world’s leading producers of tasty nutritious plant-based foods and beverages for over 80 years. In 1940, our founder Dr. K.S. Lo was motivated to provide an abundant source of affordable nutrition to help improve the lives of others. Since then, we have built on his principles to champion sustainable practices across our business. We are leading the transition towards more sustainable plant-based nutrition. Our founding purpose continues to inspire us today.

### Vitasoy Culture Statement: Our Purpose, Values and Behaviours

#### Our Purpose

To advance the world’s transformation towards a sustainable future, through the amazing power of plants.

#### Our Core Values

We share the same three core values:

1. **Integrity** – Honest, trusted, loyal. We are reliable and responsible partners.
2. **Dedication** – Committed, enthusiastic, with a “can-do” spirit. We always give our best efforts.
3. **Advancement** – Striving, moving forward, always improving. We aspire to advance ourselves and the Company.

#### Our Vitasoy Success Drivers (VSD)

We set six competency-based behaviour standards for all our employees:

1. Customer Focus
2. Innovation
3. Quality Orientation
4. Strategic Agility
5. Collaboration
6. Accountability

By living our shared Purpose, Values and Behaviours, we create a culture of high performance, build a better environment in which to work and make positive impacts on each other.

## 企業管治常規

本公司於截至二零二三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」）附錄十四所載之企業管治守則（「企業管治守則」）中之守則條文，並（如適用）採納企業管治守則所載之建議最佳常規。

## 企業文化

八十多年以來，維他奶生產營養美味、以植物為本的食品及飲品，是世界首屈一指的生產商之一。於一九四零年，我們的創始人羅桂祥博士深受啟發，為大眾提供豐富且價格相宜的營養飲料，以改善大眾生活。自此我們秉承羅博士的初心，在業務經營中倡導可持續性。公司創辦的理念到今天仍然啟發著我們，繼續熱衷推動植物性飲食潮流。

### 維他奶文化聲明：我們的使命、價值及行為

#### 我們的使命

憑藉植物的神奇力量，推動世界邁向可持續發展的未來。

#### 我們的核心價值

我們擁有共同的三大核心價值：

1. **誠信為本** – 誠實、守信、忠誠，我們是值得信賴和負責任的合作夥伴。
2. **盡心竭力** – 專心致志，積極投入，擁有「敢想敢做」的精神，我們始終全力以赴。
3. **精益求精** – 努力、前進、不斷改進。我們矢志不渝，推動自身和公司持續進步。

#### 維他奶成功動力 (VSD)

我們為所有僱員制定了六項行為要求：

1. 客戶焦點
2. 創新變革
3. 優質為本
4. 前瞻策略
5. 團隊協作
6. 責無旁貸

透過實踐我們共同的使命、價值及行為，我們建立了高績效文化，營造了更理想的職場環境，讓彼此互相產生正面積極影響。



### Alignment of Culture with Business Strategies and Operating Practices

Vitasoy's Executive and Leadership team set the tone and develop the strategies for our Culture which is reviewed, aligned and endorsed by the Board of Directors or its Board Committee/s on a regular basis. The leadership team acts as a role model and cascades the Company's culture to all levels via various internal communication platforms and systems.

Our core values are embedded in the Group Business Ethics Policy and the Code of Conduct for employees and relevant stakeholders. The Code of Conduct is clearly laid out in our Staff Handbook and communicated to all new joiners. We provide refresher training to all employees and relevant stakeholders on Business Ethics and Code of Conduct on a regular basis to ensure strict compliance of all rules and regulations when we do our business.

The Company's talent acquisition, onboarding, performance management and talent development processes for our employees are all aligned with our Purpose, Values and Behaviours. Purpose, Values and VSD training has been mandated to all new joiners during their onboarding. Our Values and VSD standards are reinforced during day-to-day work and employees are recognised by role modelling our Purpose, Values and demonstrating positive VSD behaviours.

### 文化與業務策略及營運常規保持一致

維他奶的行政人員及領導團隊為我們的文化定下基調及制定策略，並由董事會或其轄下之董事委員會定期檢討、調整及確認。領導團隊以身作則，透過內部溝通平台及系統將本公司文化傳遞到各個層面。

我們的核心價值體現於集團商業道德政策以及員工與相關持份者的行為守則。行為守則清楚載列於《員工手冊》，並派發予所有新入職員工。我們定期向所有僱員及相關持份者提供有關商業道德及行為守則的進修培訓，確保我們經營業務時嚴格遵守所有規則及規例。

本公司的人才招聘、以及為僱員提供的入職活動、績效管理及人才發展進程均與我們的使命、價值及行為保持一致。所有新入職僱員均須接受使命、價值及VSD培訓。僱員透過日常工作鞏固我們的價值及VSD準則，亦通過為我們的使命、價值以身作則並展現正面VSD行為而獲得認可。



## Board of Directors

The general management of the Company's business is vested in the Board. The Board has established various committees to carry out specified functions assigned by the Board of Directors which require specialised areas of expertise. The Board has delegated the day-to-day management power of the Company to the Executive Directors and Senior Management of the Company. However, full delegation is not allowed for some specific matters under the Companies Ordinance, the Listing Rules, the CG Code or other regulatory requirements, and the final decisions on those specific matters are required to be made by the whole Board. A defined schedule of matters reserved for Board decisions has been adopted by the Board as follows:

## 董事會

董事會負責本公司業務之整體管理工作，並已成立不同之委員會來履行由董事會委派且需具備特定專業知識範疇之特定職能。董事會委任本公司之執行董事及高層管理人員負責管理本公司日常事務。然而，根據《公司條例》、上市規則、企業管治守則或其他規管要求規定，部分特定事項不允許全權委託他人負責，並須由全體董事會成員共同作出最終決定。董事會已採納如下明確之事項表，列載須待董事會作出決定之事項：

### Direction and Strategy 方向及策略



- Business direction and strategic plans  
業務方向及策略規劃
- ESG strategy  
環境、社會及管治策略
- Corporate culture  
企業文化
- Major merger, acquisition or disposal transactions  
合併、收購或出售交易

### Oversight role of ESG 環境、社會及管治之 監督角色



- Ensure the Company strategy is in alignment with ESG issues by taking account of ESG opportunities and risks  
透過考慮環境、社會及管治之機遇及風險，確保本公司策略與環境、社會及管治事宜一致
- Approval and review of corporate culture statement  
批准及檢討企業文化聲明
- Approval and review of ESG related policies  
批准及檢討環境、社會及管治相關政策

### Corporate Structure 企業架構



- Reorganisation of group and capital structure  
重組集團及資本架構
- Shares buy-back  
股份購回

### Appointments and delegation of authorities 委任及委託權力



- Appointment or removal of Directors, Chief Executive, and Company Secretary  
委任或罷免董事、行政總裁及公司秘書
- Appointment or removal of External Auditors  
委任或罷免外聘核數師
- Set up and dissolution of Board committee  
設立及解散董事委員會

### Financial Transactions, Internal Control and Risk Management 財務交易、內部監控 及風險管理



- Annual budget  
年度預算
- Capital expenditure plans and management  
資本開支計劃及管理
- Significant guarantee or indemnity  
重大擔保或彌償保證
- Notifiable and connected transactions  
須予公佈及關連交易
- Financial reporting  
財務報告
- Dividend policy  
股息政策
- Internal Control  
內部監控
- Risk Management  
風險管理





The Board strives to achieve high standards of corporate governance practices as well as the Company's mission to creating value for our shareholders. The Board is responsible for developing the strategic directions and overseeing the Company's ESG matters and ensuring the Company's ESG strategy is aligned with and incorporated into the Company's mission, vision and long term business strategy. A lot of focus and attention have been devoted to formulation and execution of the Company's strategic planning as well as integration of ESG considerations into the strategic plans.

Strategic planning horizons are currently set for five years. The Board has approved a Five Year Strategic Plan including the ESG Strategy for the fiscal years up to FY2027/2028 in August 2022 and has always been taking a proactive role in reviewing and revising the Strategic Plan periodically in response to changes in the macro economic, competitive business environment, ESG related risks and opportunities and regulatory requirements. The Board is also actively to define the Company's sustainability strategies and practices, and to prioritize and allocate resources to achieve the long-term success of the business and its sustainability.

董事會致力達致高標準的企業管治常規及履行本公司為股東創造價值之使命。董事會負責制訂策略性方向及監督本公司之環境、社會及管治事宜，並確保本公司之環境、社會及管治策略與本公司之使命、願景以及長遠業務策略融為一體。董事會非常重視並致力制訂及執行本公司策略規劃，亦將環境、社會及管治考慮因素融入策略規劃。

策略規劃目前設定為五年。董事會已於二零二二年八月批准達致二零二七／二零二八財政年度之五年策略規劃（包括環境、社會及管治策略），並一直因應宏觀經濟、競爭業務環境、環境、社會及管治相關風險及機遇以及監管規條之變動，積極定期檢討及修訂策略規劃。董事會亦積極制定本公司之可持續發展策略及常規，並優先考慮及分配資源以達致業務之長遠成功及持續發展。



## Board Composition

### 董事會組成

**Mr. Winston Yau-lai LO**

**羅友禮先生**

Executive Chairman  
執行主席

**Dr. the Hon. Sir  
David Kwok-po LI**  
**李國寶爵士**

Independent Non-executive Director  
獨立非執行董事

**Ms. Yvonne Mo-ling LO**  
**羅慕玲女士**

Non-executive Director  
非執行董事

**Mr. Roberto GUIDETTI**  
**陸博濤先生**

Executive Director  
執行董事

**Mr. Jan P. S. ERLUND**  
**先生**

Independent Non-executive Director  
獨立非執行董事

**Mr. Peter Tak-shing LO**  
**羅德承先生**

Non-executive Director  
非執行董事

**Mr. Eugene LYE**  
**黎中山先生**

Executive Director  
執行董事

**Mr. Anthony John Liddell  
NIGHTINGALE**  
**黎定基先生**

Independent Non-executive Director  
獨立非執行董事

**Ms. May LO**  
**羅其美女士**

Non-executive Director  
非執行董事

**Mr. Paul Jeremy BROUGH**  
**先生**

Independent Non-executive Director  
獨立非執行董事

**Dr. Roy Chi-ping CHUNG**  
**鍾志平博士**

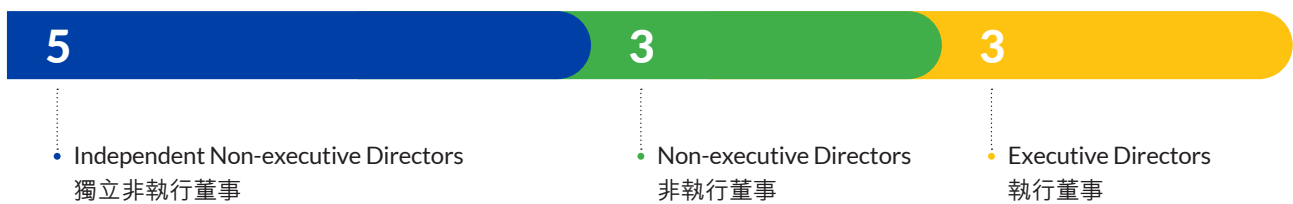
Independent Non-executive Director  
獨立非執行董事



The designation, position and brief biographical information of each Director, together with the relationship amongst each other, Senior Management or Substantial or Controlling Shareholder are set out in the “Directors and Senior Management” section in this Annual Report. In addition, a list containing the names of the Directors and their roles and functions has been published on the websites of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Company at [www.vitasoy.com](http://www.vitasoy.com).

各董事之職銜、職位及簡歷以及彼此間或與高層管理人員、主要股東或控股股東之關係載列於本年報「董事及高層管理人員」一節。此外，載列董事姓名及彼等之角色及職能之列表已刊登於香港聯合交易所有限公司（「聯交所」）網站及本公司網站 [www.vitasoy.com](http://www.vitasoy.com)。

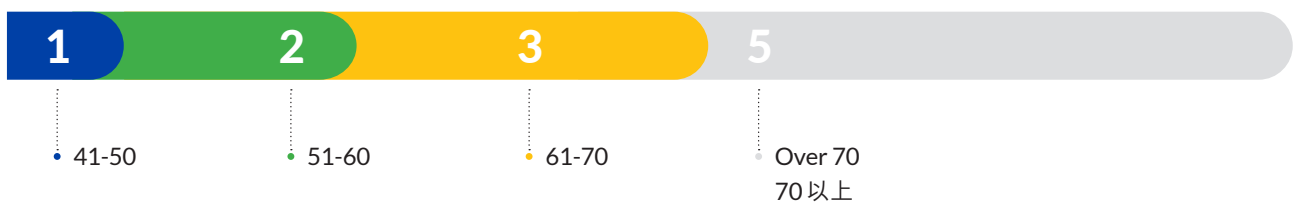
#### Designation 職銜



#### Gender 性別



#### Age Group 年齡組別



#### Tenure of Office (Years) 任期(年)





		Directors' Core skills, expertise and experience 董事之主要技能、專業知識及經驗					
Name	姓名	General Management 綜合管理	Accounting, Audit, Finance, Risk management 會計、審計、財務及風險管理	Legal 法律	Food technology 食品科技	Marketing 市場推廣	Manufacturing and Project Management 生產及項目管理
<b>Executive Chairman</b>							
Mr. Winston Yau-lai LO	羅友禮先生	*			*		
<b>Independent Non-executive Directors</b>							
Dr. the Hon. Sir David Kwok-po LI	李國寶爵士	*	*				
Mr. Jan P. S. ERLUND	Jan P. S. ERLUND 先生			*			
Mr. Anthony John Liddell NIGHTINGALE	黎定基先生	*					
Mr. Paul Jeremy BROUGH	Paul Jeremy BROUGH 先生		*				
Dr. Roy Chi-ping CHUNG	鍾志平博士						*
<b>Non-executive Directors</b>							
Ms. Yvonne Mo-ling LO	羅慕玲女士	*					
Mr. Peter Tak-shing LO	羅德承先生	*					
Ms. May LO	羅其美女士	*					
<b>Executive Directors</b>							
Mr. Roberto GUIDETTI	陸博濤先生	*				*	
Mr. Eugene LYE	黎中山先生	*				*	



## Board Independence

The Company recognises that Board independence is pivotal in good corporate governance and board effectiveness. The Board believes that the Company has effective mechanisms in place to ensure independent views and input from any director of the Company are conveyed to the Board for enhancing an objective and effective decision making. The governance framework and mechanisms are under regular review by the Board, through its Remuneration and Nomination Committee (“the R&N Committee”), to ensure their effectiveness. The R&N Committee had performed the review of such mechanisms in June 2023 as follows:

## 董事會獨立性

本公司深知董事會獨立性對良好企業管治及董事會效能至關重要。董事會相信，本公司已設立有效機制可確保本公司任何董事的獨立觀點及意見能夠傳達予董事會，以增加決策的客觀性和成效性。董事會通過其薪酬及提名委員會（「薪酬及提名委員會」）定期審查管治框架及機制，以確保其成效。薪酬及提名委員會於二零二三年六月就該等機制進行以下檢討：

Key Features or Mechanisms 主要特點或機制	Implementation and Review of Effectiveness 執行及檢討成效
<p>Number of Independent Non-executive Directors (INEDs) 獨立非執行董事人數</p>	<p>Five out of the eleven directors are INEDs which is near to half of the total Board members and also exceeds the Listing Rules requirement for INEDs to make up at least one third of the Board. 十一名董事中有五名為獨立非執行董事，接近董事會成員總數的一半，亦超過上市規則規定獨立非執行董事佔董事會人數最少三分之一之要求。</p> <p>Nearly half of the Board members are INEDs which ensure that independent views could be heard and be thoroughly considered during the Board meetings and decision making by the Board. 近半數董事會成員為獨立非執行董事，確保在董事會會議及董事會決策過程中能夠聽取及充分考慮獨立意見。</p> <p>Chairpersons of major Board Committees are INEDs. 主要董事委員會主席均為獨立非執行董事。</p>
<p>The R&amp;N Committee to assess and confirm independence of INEDs 薪酬及提名委員會評估及確認獨立非執行董事的獨立性</p>	<p>The R&amp;N Committee assesses the independence of a candidate for a new INED appointment and also the continued independence of existing INEDs on an annual basis. All INEDs are required to confirm in writing annually their compliance of independence requirements as set out under Rule 3.13 of the Listing Rules. 薪酬及提名委員會評估新任獨立非執行董事候選人的獨立性，以及每年評估現有獨立非執行董事的持續獨立性。所有獨立非執行董事須每年書面確認其遵守上市規則第 3.13 條所載的獨立性規定。</p> <p>Through the review by the R&amp;N Committee and the self-declaration of each INED, the Board could ensure the independence of each INED. 透過薪酬及提名委員會的審核及各獨立非執行董事的自我聲明，董事會可確保各獨立非執行董事的獨立性。</p>



Key Features or Mechanisms 主要特點或機制	Implementation and Review of Effectiveness 執行及檢討成效
<p>Time commitment of INEDs 獨立非執行董事所投入的時間</p>	<p>The R&amp;N Committee reviews annually the time commitment of each Directors, including INEDs. All Directors (including INEDs) would confirm in writing their time commitment to the Company annually.</p> <p>薪酬及提名委員會每年審閱每位董事（包括獨立非執行董事）所投入的時間。全體董事（包括獨立非執行董事）每年均會以書面形式確認其在本公司須付出的時間。</p> <p>The R&amp;N Committee reviews and confirms that INEDs allocate sufficient time to the Company to perform their duties and responsibilities effectively. Directors' attendance records for meetings in FY2022/2023 are also disclosed in the Corporate Governance Report.</p> <p>薪酬及提名委員會審閱並確認獨立非執行董事已分配足夠時間予本公司以有效履行其職責及責任。董事於二零二二／二零二三財政年度的會議出席記錄亦於企業管治報告中披露。</p>
<p>Long Serving INEDs (with tenure for more than nine years) 連任多年的獨立非執行董事（任期超過九年）</p>	<p>In respect of the re-election of an INED who has served on the Board for more than nine years, the Board and the R&amp;N Committee would take account of additional factors and reasons to justify why they consider the long serving director is still independent so as to ensure independent views and comments are sought from long serving INED.</p> <p>就重選任職董事會逾九年的獨立非執行董事而言，董事會與薪酬及提名委員會將考慮不同因素及理由確定任職多年的董事仍然獨立，從而確保可連任多年的獨立非執行董事的觀點及意見均為獨立。</p>
<p>Director Nomination Policy 董事提名政策</p>	<p>The Policy sets out the selection and nomination criteria and procedures for appointment/re-appointment of Directors. Independence is one of the factors to be considered for appointment/re-appointment of Directors, in particular for INED appointment.</p> <p>該政策載有委任／重新委任董事的甄選及提名標準以及程序。獨立性是考慮委任／重新委任董事（尤其是獨立非執行董事）的因素之一。</p> <p>The R&amp;N Committee would take account of the independence factor in accordance with the Policy before making recommendations to the Board for approval of the appointment/re-appointment of an INED.</p> <p>薪酬及提名委員會向董事會提交批准委任／重新委任獨立非執行董事的建議前，根據該政策考慮獨立性因素。</p>





Key Features or Mechanisms 主要特點或機制	Implementation and Review of Effectiveness 執行及檢討成效
<p>Directors Conflict of Interest Policy 董事利益衝突政策</p>	<p>The Company has policy and procedures in place to avoid any potential conflict of interests and not to weaken the objectivity and integrity of the Board for decisions making. Under the Policy, any Director has to declare his/her directorships outside the Company, interests in controlling company, public office appointment and any other interests that might be considered prejudicial to his/her independence and has to declare his/her interests in any transaction in which he/she may have interest and abstain from voting on such transaction.</p> <p>本公司已制定政策及程序以避免任何潛在利益衝突，且不會削弱董事會決策的客觀性及誠信性。根據該政策，任何一位董事必須申報其於本公司以外的董事職務、於控股公司中的權益、公職任命及任何其他可能被認為有礙其獨立性的利益，並須申報其於可能擁有利益的任何交易中的權益，並就該交易放棄投票。</p>
<p>Open Board Culture 開明的董事會文化</p>	<p>INEDs in family businesses will generally play a more active role in corporate governance area. Our Board culture under the leadership of Executive Chairman, encourages questions and challenges from directors in particular from INEDs who may hold different views from the Executive Directors and Senior Management and their comments and concerns will be closely followed up and addressed by the Executive Directors and Senior Management.</p> <p>家族企業中的獨立非執行董事一般會於企業管治方面發揮更為積極的作用。在執行主席領導下，我們的董事會文化鼓勵董事（尤其是獨立非執行董事）提出問題及質疑，彼等可能與執行董事及高層管理人員持有不同觀點，而執行董事及高層管理人員將密切跟進及應對彼等的意見及關注。</p>
<p>No equity-based remuneration with performance-related elements to INEDs 獨立非執行董事未曾授予與表現績效相關的股本權益酬金</p>	<p>Director fees payable to Director, including INEDs, are fixed fees without any discretionary element nor they are remunerated with equity-based awards. Directors Fees are also determined by the R&amp;N Committee and the Board with reference to the roles and responsibilities taken up by the Director and benchmarking against peers.</p> <p>應付董事（包括獨立非執行董事）的董事袍金為固定數額，並無任何酌情因素，而酬金亦無包括以股權為基礎的獎勵。董事袍金亦由薪酬及提名委員會與董事會參照董事所承擔的角色及職責以及行業標準而釐定。</p>



Key Features or Mechanisms 主要特點或機制	Implementation and Review of Effectiveness 執行及檢討成效
Access to independent professional advice 獲得獨立專業建議	<p>External independent professional advice is available to all Directors, including INEDs, whenever deemed necessary. 如有需要，所有董事（包括獨立非執行董事）均可獲得外部獨立專業意見。</p> <p>With prior consultation with the Chairman of the Board, Directors would be reimbursed for any professional fees in relation to their fulfilment of the roles and responsibilities. 在事先與董事會主席諮詢後，董事可報銷與其履行職務及責任有關的任何專業費用。</p>
Evaluation of Director's independence mechanism 評審董事的獨立性機制	<p>All Directors are encouraged to express freely their views and constructive challenges during the Board/Board Committees meetings. 我們鼓勵所有董事在董事會／董事委員會會議上自由表達其意見及富建設性之質疑。</p> <p>Regular board evaluation is conducted by external professional consultant or the Company Secretary alternatively on a confidential basis will help assess the effectiveness of the independence mechanism by identifying any potential vulnerable weaknesses for further improvement. 由外部專業顧問或公司秘書保密進行的定期董事會評審程序有助評估獨立機制的成效，識別任何潛在不足之處以便進一步改進。</p>

The Board, through its Remuneration and Nomination Committee, had reviewed and considered that the abovesaid key features or mechanisms are effective in ensuring that independent views are conveyed to the Board.

董事會已透過其薪酬及提名委員會檢討及認為，上述主要特點或機制可有效確保董事會可取得獨立意見。



## Board Composition and Diversity

The Board has adopted a Board Diversity Policy to set out the objectives and the factors to be considered for achieving the diversity of the Board in June 2013. The board diversity will be achieved through a number of factors, including but not limited to experience, professional qualification, knowledge, gender, ethnicity and age. The Board Diversity Policy has been updated on 22nd March 2022 to expressly include the disclosure of targets and timelines for achieving gender diversity at Board level. The Board Diversity Policy has been published on the Company's website. The Remuneration and Nomination Committee will review this policy annually and monitor the implementation to ensure continued effectiveness and compliance with regulatory requirements and good corporate governance practices.

During the year, the Board, through its Remuneration and Nomination Committee, had reviewed the structure, size, composition and diversity of the Board and the Board Diversity Policy, to ensure the Board's composition complies with the CG Code with an appropriate mix of skills, experience and diversity that are relevant to the Company's strategy, governance and business and contribute to the Board's effectiveness and efficiency. The implementation of the Board Diversity Policy during FY2022/2023 was considered effective.

## 董事會成員組成及多元化

董事會於二零一三年六月採納董事會成員多元化政策，當中載列董事會成員多元化的目的以及達致多元化的考慮因素。董事會成員多元化將透過一系列因素實現，包括但不限於經驗、專業資格、知識、性別、種族及年齡。董事會成員多元化政策已於二零二二年三月二十二日更新，以明確納入披露實現董事會成員性別多元化之目標及時間表。董事會成員多元化政策已刊登於本公司網站。薪酬及提名委員會將每年檢討該政策及監察其執行，確保其持續之成效以及符合監管要求及良好企業管治常規。

年內，董事會透過其薪酬及提名委員會檢討董事會的架構、規模、組成及多元化以及董事會成員多元化政策，以確保董事會的組成符合企業管治守則，並具備與本公司策略、管治及業務有關的適當技能、經驗及多樣性，提高董事會的效能及效率。於二零二二／二零二三財政年度實施的董事會成員多元化政策被認為行之有效。



The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Board appointment and renewal have been, and will continue to be, made based on merit as well as complementing and expanding the skills, knowledge and experience of the Board as a whole. The Remuneration and Nomination Committee reviews the progress on achieving measurable objectives for gender and age diversity annually and review such objectives, whenever applicable to ensure it leverages diversity to contribute to the achievement of the Company's strategic objectives. The Remuneration and Nomination Committee has established the measurable objectives for achieving gender and age diversity up to FY2024/2025. The Remuneration and Nomination has recently approved the new measurable objectives for achieving board diversity up to FY2029/2030. As at the year ended 31st March 2023, progress in achieving the objectives are:

本公司認同董事會成員多元化之裨益，並認為可增強董事會之表現質素。董事之委任及續聘過往並將繼續根據按候選人之功績以及能否補替及加強董事會整體之技能、知識及經驗為準則。薪酬及提名委員會將會每年檢討達致性別及年齡多元化的可計量目標之進度並適時地檢討該等目標，以確保政策能利用多元性協助達致本公司之策略目標。薪酬及提名委員會已制定截至二零二四／二零二五財政年度達致性別及年齡多元化的可計量目標。薪酬及提名委員會近期批准新的可計量目標，以於二零二九／二零三零財政年度前達致董事會成員多元化。於截至二零二三年三月三十一日止年度內，達致該等目標之進度如下：



Female representation during FY2022/2023 was 18.2% which has achieved the target of "not less than 18%" set up for the years up to FY2024/2025.

於二零二二／二零二三財政年度，女性代表達到18.2%，並已達到至二零二四／二零二五財政年度所釐訂「不少於18%」之目標。



Average age of the board members during FY2022/2023 was 68 which has achieved the target of "average age 67-70" set up for the years up to FY2024/2025.

於二零二二／二零二三財政年度，董事會成員的平均年齡為68歲，並已達到至二零二四／二零二五財政年度所釐訂「67至70歲」之目標。

The Remuneration and Nomination Committee has reviewed and targeted to maintain the current level for female representation of "not less than 18%" of the Board up to FY2024/2025. However, the Remuneration and Nomination Committee will continue reviewing the targeted female representation % over time as and whenever is appropriate.

薪酬及提名委員會已檢討並致力維持目前董事會女性比例「不少於18%」之目標水平，直至二零二四／二零二五財政年度。然而，薪酬及提名委員會將(如適合)不時檢討女性代表目標之百分比。

In considering the Board's succession, the Remuneration and Nomination Committee has already adopted a roadmap for the succession plan up to FY2029/2030. The Remuneration and Nomination Committee would identify and select the potential candidates for Directors in accordance with the Company's Directors Nomination Policy and may engage independent professional search firm to identify potential candidates for Independent Non-executive Directors.

在考慮董事會之繼任時，薪酬及提名委員會已採納繼任計劃之路向圖，直至二零二九／二零三零財政年度。薪酬及提名委員會將根據本公司董事提名政策物色及揀選董事人選，並可能委聘獨立專業獵頭公司物色潛在獨立非執行董事之人選。



## Workforce Diversity

The Company believes that workforce diversity creates a dynamic environment which leads to higher performance and improved well-being. We are committed to upholding diversity of gender, background, skills and experience across our workforce. In FY2022/2023, we continued to track the gender ratio by business functions, regions, and levels of employment. We reviewed the progress quarterly to ensure visibility on gender equity, and heads from functions and business operations were held accountable for driving actions.

Further details on the gender ratio of the Group and initiatives taken to improve gender diversity across senior management and the wider workforce, together with relevant data, can be found in the Sustainability Report 2022/2023, which will be published together with this Annual Report.

## Directors' and Officers' Liability Insurance

The Company has arranged Directors' and Officers' Liability Insurance for the Directors and Officers of the Company for the period from 1st October 2022 to 30th September 2023.

## 員工多元化

本公司認為，員工多元化可創造一個充滿活力的環境，提高個人表現及改善生活。我們致力於在性別、背景、技能及經驗方面維持員工多元化。於二零二二／二零二三財政年度，我們繼續按業務職能、地區及就業水平密切留意適合的性別比例。我們每季度審閱進展情況，以確保性別平等的可視性，同時有關職能及業務營運部門負責人亦須對推動行動負責。

有關本集團性別比例的進一步詳情以及為改善高級管理人員及廣泛員工性別多元化而採取的措施連同相關數據，請參閱將連同本年報一併刊發的二零二二／二零二三財政年度可持續發展報告。

## 董事及行政人員責任保險

本公司已為本公司董事及行政人員投買二零二二年十月一日至二零二三年九月三十日止期間的董事及行政人員責任保險。



## Changes in Major Appointments and Other Directorships

Changes in Directors' Information during the year ended 31st March 2023 and up to the date of this Annual Report are set out below:

## 主要委任及其他董事職務之變動

於截至二零二三年三月三十一日止年度及截至本年報日期止之董事資料變動載列如下：

### Changes in Major Appointments and Other Directorships 主要委任及其他董事職務之變動

#### Mr. Anthony John Liddell NIGHTINGALE

##### 黎定基先生

- ceased to be member of The Chief Executive's Council of Advisors on Innovation and Strategic Development on 30th June 2022.
- 於二零二二年六月三十日辭任行政長官創新及策略發展顧問團成員。
- ceased to be director of Jardine Cycle & Carriage Limited on 31st July 2022.
- 於二零二二年七月三十一日辭任怡和合發有限公司之董事。
- ceased to be a member of the HKUST Business School Advisory Council on 1st June 2023.
- 於二零二三年六月一日辭任香港科技大學商學院顧問委員會成員。

#### Mr. Paul Jeremy BROUGH

##### Paul Jeremy BROUGH 先生

- appointed as an independent non-executive director of Eagle Investments HoldCo on 13th July 2022.
- 於二零二二年七月十三日獲委任為 Eagle Investments HoldCo 之獨立非執行董事。
- appointed as an independent non-executive director of Pacific Primary Health Care Holdings Limited.
- 獲委任為 Pacific Primary Health Care Holdings Limited 之獨立非執行董事。
- ceased to be director of Habib Bank Zurich (Hong Kong) Limited on 28th February 2023.
- 於二零二三年二月二十八日辭任恒比銀行蘇黎世（香港）有限公司之董事。
- ceased to be chairman of the General Committee of The Hong Kong Club on 11th May 2023.
- 於二零二三年五月十一日辭任香港會理事會主席。
- appointed as an independent non-executive director of HSBC Holdings plc on 20th June 2023.
- 於二零二三年六月二十日獲委任為滙豐控股有限公司之獨立非執行董事。

#### Dr. Roy Chi-ping CHUNG

##### 鍾志平博士

- appointed as a board member of the West Kowloon Cultural District Authority on 23rd October 2022.
- 於二零二二年十月二十三日獲委任為西九文化區管理局之董事局成員。

#### Mr. Roberto GUIDETTI

##### 陸博濤先生

- appointed as a non-executive director of Givaudan on 23rd March 2023.
- 於二零二三年三月二十三日獲委任為奇華頓之非執行董事。





## Executive Chairman and Group Chief Executive Officer

The roles and responsibilities of Executive Chairman and Group Chief Executive Officer are clearly defined and separate with a very few overlapping of roles and responsibilities in the areas of promoting sustainable development, ensuring stakeholder communication, and promoting corporate culture and uphold of integrity and honesty.

## 執行主席及集團行政總裁

執行主席及集團行政總裁之角色及職責已清楚界定及區分，只有在促進可持續發展、確保持份者溝通，以及促進企業文化及秉持正直及誠實等方面之角色及職責上部份重疊。

### Mr. Winston Yau-lai LO

Executive Chairman

羅友禮先生

執行主席

### Mr. Roberto GUIDETTI

Group Chief Executive Officer

陸博濤先生

集團行政總裁

- provides leadership to the Board
- ensures compliance with good corporate governance practices and procedures
- sets strategic directions for the Group
- monitors Board effectiveness
- promotes a culture of openness and active contribution amongst directors
- provides continuous guidance and mentoring to the Group CEO

- 領導董事會
- 確保遵守良好企業管治常規及程序
- 為本集團制定策略性方向
- 監察董事會成效
- 促進董事間之開放文化及積極參與
- 持續指導並作為集團行政總裁的導師

- promotes social responsibility goals and long term sustainability development
- ensures effective stakeholder communication
- promotes corporate culture of accountability, integrity and honesty

- 宣揚社會責任目標及長遠可持續發展
- 確保與持份者的有效溝通
- 促進具問責性、正直及誠實之企業文化

- formulates the Group's strategic plans under the strategic directions of the Executive Chairman
- implements the strategies and policies approved by the Board
- leads day to day management of the Group
- promotes and develops the business and interests of the Group
- provides monthly management updates to the Board

- 根據執行主席之策略性指導方向制定本集團之策略計劃
- 實施董事會批准之策略及政策
- 領導本集團日常管理
- 促進及發展本集團業務及利益
- 每月向董事會提交最新之管理層報告



## Board Proceedings

The Board met five times in FY2022/2023 to discuss and approve the Group's long term strategic plan; to review and monitor the financial and business performance of the Group and each of its operating units; to consider and approve annual budget, the financial reports; to review and approve sustainability report and various corporate governance and sustainability related policies and practices; and to monitor and review the effectiveness of the Group's risk management performance.

The Board and its Committees are supplied with full and timely information in relation to the Company, which enables them to discharge their responsibilities. There are established procedures for Directors to seek independent professional advice for them to discharge their duties and responsibilities, where appropriate, at the Company's expenses.

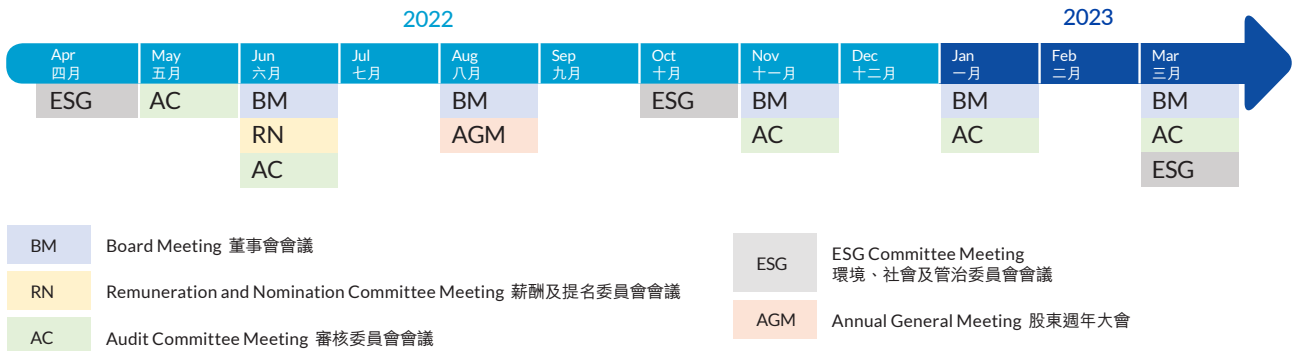
Directors have made active participation in the Board meetings, Board Committees meetings and the Annual General Meeting during the year.

## 董事會程序

董事會於二零二二／二零二三財政年度內召開五次會議，討論及批准本集團之長期策略規劃；審視及監察本集團及各營運單位之財務及業務表現；考慮及審批年度預算及財務報告；審閱及批准可持續發展報告及與企業管治及可持續發展相關之各種政策及常規；並監察及審視本集團風險管理表現之成效。

董事會及其委員會均適時獲得本公司所有相關資料，以履行職責。本公司已有既定程序致使董事在適當的情況下，為履行其職責及責任而諮詢獨立專業意見，費用由本公司支付。

年內，董事均積極參與董事會會議、董事委員會會議及股東週年大會。





Attendance records of the Directors at the Board Meetings, Remuneration and Nomination Committee Meetings, Audit Committee Meetings, ESG Committee Meeting and Annual General Meeting during FY2022/2023 are as follows:

於二零二二／二零二三財政年度，各董事於董事會會議、薪酬及提名委員會會議、審核委員會會議、環境、社會及管治委員會會議及股東週年大會之出席記錄表列如下：

Name	姓名	Meetings Attended/Held 出席次數/會議次數					Overall Attendance Rate 整體出席率
		Board 董事會	Remuneration and Nomination Committee 薪酬及提名委員會	Audit Committee 審核委員會	ESG Committee 環境、社會及管治委員會	Annual General Meeting 股東週年大會	
<b>Independent Non-executive Directors</b> 獨立非執行董事							
Dr. the Hon. Sir David Kwok-po LI	李國寶爵士	5/5	1/1 <sup>(b)</sup>	5/5	N/A 不適用	1/1	100%
Mr. Jan P. S. ERLUND	Jan P. S. ERLUND 先生	5/5	1/1	5/5	N/A 不適用	1/1	100%
Mr. Anthony John Liddell NIGHTINGALE	黎定基先生	5/5	1/1	5/5	3/3 <sup>(d)</sup>	1/1	100%
Mr. Paul Jeremy BROUGH	Paul Jeremy BROUGH 先生	4/5 <sup>(b)</sup>	1/1	5/5 <sup>(c)</sup>	N/A 不適用	1/1	92%
Dr. Roy Chi-ping CHUNG	鍾志平博士	5/5	1/1	N/A 不適用	N/A 不適用	1/1	100%
<b>Non-executive Directors</b> 非執行董事							
Ms. Yvonne Mo-ling LO	羅慕玲女士	5/5	1/1	N/A 不適用	N/A 不適用	1/1	100%
Mr. Peter Tak-shing LO	羅德承先生	5/5	1/1	N/A 不適用	N/A 不適用	1/1	100%
Ms. May LO	羅其美女士	5/5	1/1	N/A 不適用	3/3	1/1	100%
<b>Executive Directors</b> 執行董事							
Mr. Winston Yau-lai LO (Executive Chairman)	羅友禮先生 (執行主席)	5/5 <sup>(a)</sup>	1/1 <sup>(f)</sup>	5/5 <sup>(f)</sup>	3/3	1/1 <sup>(e)</sup>	100%
Mr. Roberto GUIDETTI	陸博濤先生	5/5	1/1 <sup>(f)</sup>	5/5 <sup>(f)</sup>	3/3	1/1	100%
Mr. Eugene LYE	黎中山先生	5/5	N/A 不適用	N/A 不適用	3/3	1/1	100%
<b>Average Attendance of the Board Members</b> 董事會成員平均出席率							99%
<b>Group Chief Financial Officer</b> 集團首席財務總監							
Ms. Ian-hong NG	吳茵虹女士	5/5 <sup>(f)</sup>	N/A 不適用	5/5 <sup>(f)</sup>	N/A 不適用	1/1 <sup>(f)</sup>	N/A 不適用
<b>Group Senior Director, Internal Audit and Risk Management</b> 集團內部審計及風險管理高級總監							
Mr. Terence Chiu-kit CHOW	周昭傑先生	N/A 不適用	N/A 不適用	4/4 <sup>(f)</sup>	N/A 不適用	N/A 不適用	N/A 不適用
<b>Group Director, Sustainability</b> 集團可持續發展總監							
Mr. Simeon Sing-hymn CHENG	鄭聲謙先生	N/A 不適用	N/A 不適用	N/A 不適用	3/3 <sup>(f)</sup>	N/A 不適用	N/A 不適用
<b>External Auditors</b> 外聘核數師							
KPMG	畢馬威會計師事務所	N/A 不適用	N/A 不適用	4/4 <sup>(f)</sup>	N/A 不適用	1/1 <sup>(f)</sup>	N/A 不適用



Notes:

- (a) Chairman of the Board
- (b) Chairman of the Remuneration and Nomination Committee
- (c) Chairman of the Audit Committee
- (d) Chairman of the ESG Committee
- (e) Chairman of the Annual General Meeting
- (f) Attendance by invitation
- (g) Was unable to attend meeting due to ad hoc commitment

The Company acknowledges any General Meeting is one of the important forums to engage our shareholders. In the 2022 Annual General Meeting, all Directors, including Executive Chairman, the Chairman of the Board Committees and the External Auditors attended the meeting and answered shareholders' questions. Overseas Directors attended the Annual General Meeting through video conferencing due to travel restrictions during the period.

During the year under review, the Executive Chairman communicated with the Independent Non-executive Directors on various occasions without the presence of other Directors and Senior Management.

### Board Committees

The Board has established a Remuneration and Nomination Committee, an Audit Committee, an Executive Committee and an ESG Committee with specific terms of reference.

附註：

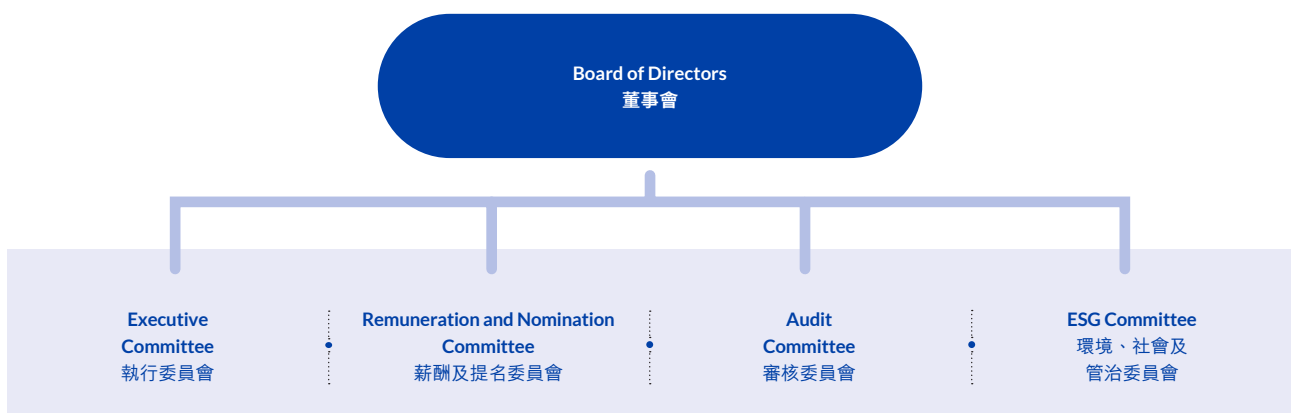
- (a) 董事會主席
- (b) 薪酬及提名委員會主席
- (c) 審核委員會主席
- (d) 環境、社會及管治委員會主席
- (e) 股東週年大會主席
- (f) 應邀出席
- (g) 因臨時事務而未能出席會議

本公司深明任何股東大會是與股東溝通的重要渠道之一。於二零二二年股東週年大會，全體董事包括執行主席、各董事委員會主席及外聘核數師均有出席大會並回答股東提問。身處海外的董事由於旅遊措施的限制故透過視像會議出席股東週年大會。

於回顧年度，執行主席曾在其他董事及高層管理人員不在場之情況下，於不同情況下與獨立非執行董事進行溝通。

### 董事委員會

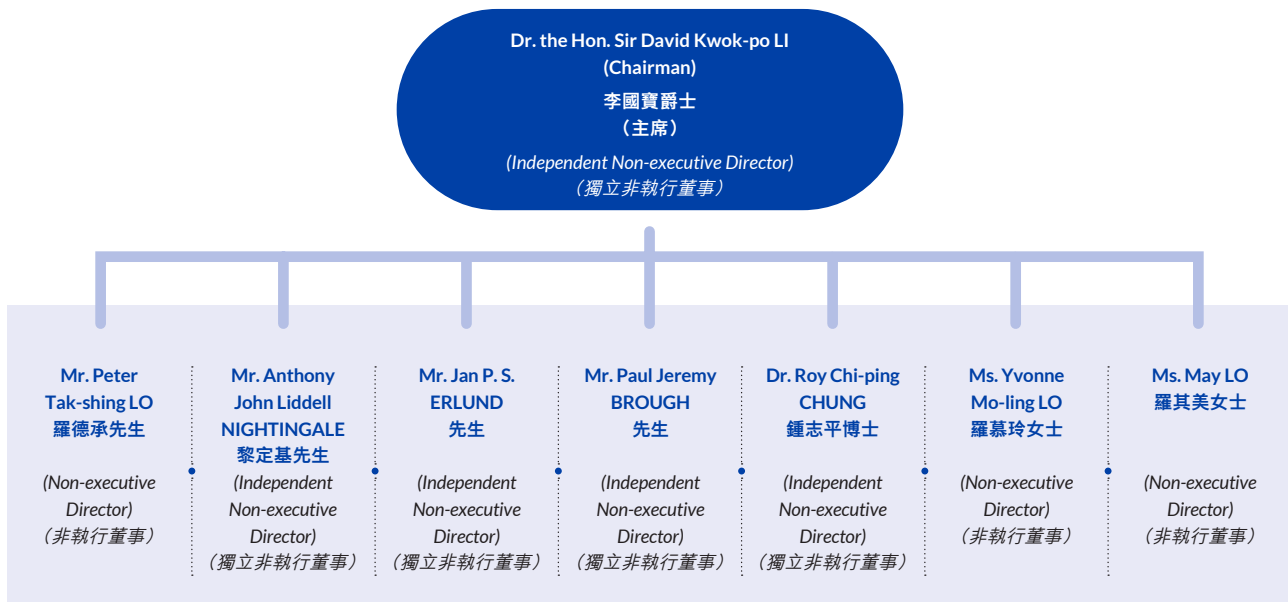
董事會轄下已成立薪酬及提名委員會、審核委員會、執行委員會及環境、社會及管治委員會，各有特定之職權範圍。





## Remuneration and Nomination Committee

## 薪酬及提名委員會



### Major responsibilities 主要職責

- to consider and approve the remuneration packages of Executive Directors and Senior Management of the Group, including salaries, benefits in kind and bonuses; bonus schemes and other long-term incentive schemes, including share option, share award and other benefit plans;  
審批本集團執行董事及高層管理人員之薪酬福利條件，包括薪金、實物利益及花紅；花紅計劃及其他長期激勵計劃，包括購股權、股份獎勵及其他福利計劃；
- to review the design of all employee share schemes and to administer all aspects of the share schemes in accordance with the applicable rules and requirements;  
檢討所有僱員股份計劃的設計並根據適用規則及要求處理所有股份計劃；
- to review the structure, size, composition and diversity (including the skills, knowledge, experience, gender and age) of the Board;  
檢討董事會之架構、規模、組成及成員多元化，當中包括技能、知識、經驗、性別及年齡等方面的多元化；
- to review the effectiveness of Board Diversity Policy and Director Nomination Policy;  
檢討董事會成員多元化政策及董事提名政策之成效；
- to assess the independence of independent non-executive directors and to review the annual confirmation on their independence;  
審視獨立非執行董事之獨立性及審閱其獨立性之年度確認；



	<ul style="list-style-type: none"><li>• to review Director's time commitment; 審視董事所須付出的時間；</li><li>• to identify and determine the measurable objectives for achieving board diversity and monitor any progress made in achieving such measurable objectives; 物色及釐定達致董事會成員多元化之可計量目標及監察達致該等可計量目標之進度；</li><li>• to recommend to the Board on appointment or re-appointment of and succession planning for Director and Group Chief Executive Officer; 就董事及集團行政總裁之委任或續聘及繼任計劃向董事會提出建議；</li><li>• to review and assess the adequacy and appropriateness of corporate culture statement; and 檢討及評估企業文化聲明是否足夠恰當；及</li><li>• to review the effectiveness and alignment of corporate culture with the corporate governance compliance functions. 檢討企業文化之成效及企業文化與企業管治合規職能是否一致。</li></ul>
<p><b>Work done during and for FY2022/2023</b> 於年內及為二零二二／二零 二三財政年度所作之工作</p>	<ul style="list-style-type: none"><li>• reviewed, discussed and approved the remuneration package of Senior Management including the Executive Directors and Senior Management of the Group by reference to the individuals' job responsibilities and performances, industry benchmarks and prevailing market conditions; 檢討、討論及批准高層管理人員（包括本集團執行董事及高層管理人員）之酬金福利條件，當中已參考個別人士之職責及表現、同業水平及現行市場環境；</li><li>• reviewed and approved the discretionary bonuses and the grant of share options and share awards, having given due consideration to both the Group's financial performance and the individuals' performances during the year in accordance with the performance-based compensation policy recommended by an independent consultant; 根據獨立顧問建議，以按表現釐定之薪酬政策，在充分考慮本集團之財務表現及有關人士年內之個人表現後，檢討及批准發放酌情花紅以及授出購股權及股份獎勵；</li><li>• reviewed and recommended to the Board and Shareholders for adoption of the new 2022 Share Option Scheme; 審閱及建議董事會及股東採納新二零二二年購股權計劃；</li><li>• reviewed and recommended to the Board for approval the re-appointment of the Executive Chairman; Group Chief Executive Officer and one Independent Non-executive Director; 審閱及建議董事會批准執行主席、集團行政總裁及一名獨立非執行董事之續聘；</li></ul>





- reviewed the structure, size, composition and diversity, including the skills, knowledge, professional qualification, experience, gender and age of the Board;  
審視董事會之架構、規模、組成及多元化，包括董事擁有之不同技能、知識、專業資格、經驗、性別及年齡等；
- reviewed the Board Succession Plan and its Road Map;  
審閱董事會繼任計劃及其未來路向圖；
- reviewed the measurable objectives for achieving Board diversity;  
審閱達致董事會成員多元化的可計量目標；
- reviewed Director's time commitment to perform his/her duties;  
審閱董事履行其職責所付出的時間；
- assessed and confirmed the independence of all Independent Non-executive Directors;  
評估並確認全體獨立非執行董事之獨立性；
- made recommendation to the Board for Directors' Fees for FY2022/2023;  
向董事會建議二零二二／二零二三財政年度之董事袍金；
- reviewed and approved an Executive Director's external directorship appointment;  
and  
檢討及批准一名執行董事之外部董事委任；及
- reviewed various Corporate Governance related policies and mechanisms in compliance with the Corporate Governance Code and Listing Rules requirements.  
檢視多項企業管治相關政策及機制是否符合企業管治守則及上市規則之規定。



Terms of reference of the Remuneration and Nomination Committee have been updated in March 2022 and been published on the websites of the Stock Exchange and the Company. The Remuneration and Nomination Committee is provided with sufficient resources, including the advice of independent professional firms, if necessary, to fulfill its roles and responsibilities.

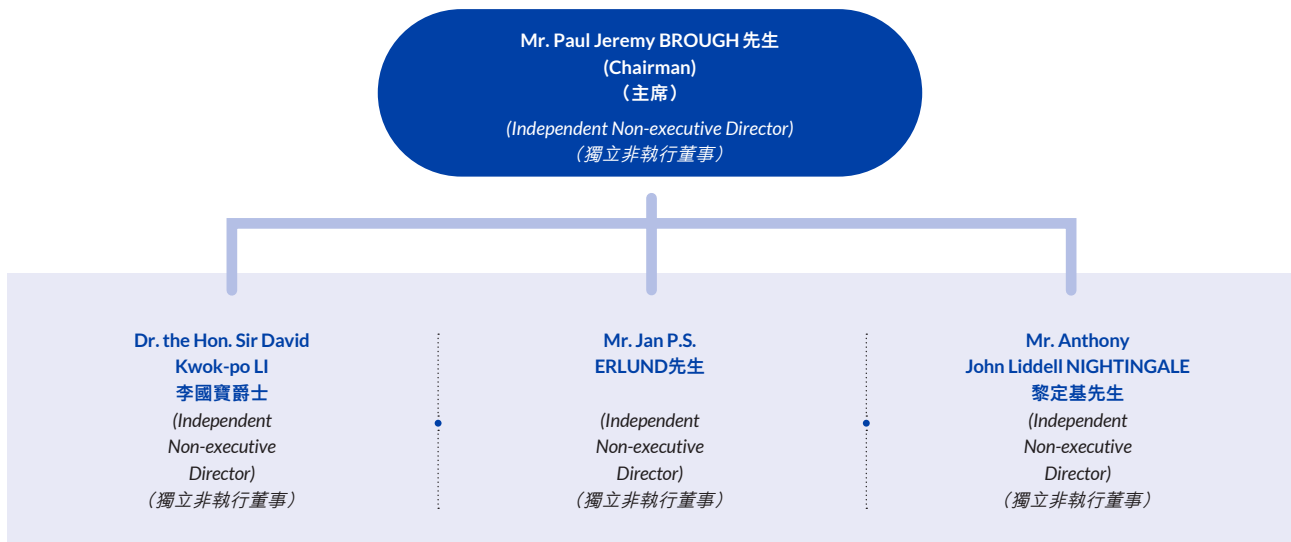
The Remuneration and Nomination Committee held one meeting during FY2022/2023. Each member's attendance record during the year is shown on page 44 of this Annual Report.

## Audit Committee

薪酬及提名委員會之職權範圍已於二零二二年三月更新並已刊登於聯交所及本公司之網站。薪酬及提名委員會獲提供充足資源，包括提供獨立專業公司之意見（如需要），以履行其角色及職責。

薪酬及提名委員會於二零二二／二零二三財政年度內舉行一次會議。各成員於年內出席會議之記錄列載於本年報第44頁。

## 審核委員會





Major responsibilities

主要職責

- to make recommendations to the Board on the appointment, re-appointment and removal of the External Auditors and their audit fees;  
就外聘核數師之委任、重新委任及罷免、以及彼等之核數師酬金等事宜向董事會提供建議；
- to meet with the External Auditors to discuss the nature and scope of the audit;  
與外聘核數師開會討論審核工作之性質及範圍；
- to review the interim financial report and annual financial statements before they are submitted to the Board;  
在提交予董事會前，審閱中期財務報告及全年財務報表；
- to discuss problems and reservations arising from the interim review and final audit, and any other matters the External Auditors may wish to discuss, and review the External Auditors' management letter and management's response;  
討論源於中期審閱及年結審核過程所發現之問題及得出之保留意見，及任何其他外聘核數師欲討論之事宜，以及審閱外聘核數師之審核情況說明函件及管理層之回應；
- to review the internal audit programs and to ensure co-ordination between the Internal and External Auditors, assess the effectiveness of the Company's risk management and internal control systems which cover all material financial, operational and compliance controls, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Group;  
審閱內部審核計劃並確保內部審計師及外聘核數師間之協調，評估本公司涵蓋所有重大財務、營運及合規監控方面的風險管理及內部監控系統之成效，以及確保內部審計職能獲足夠資源之支援及在本集團內保持適當之地位；
- to conduct an annual review of the adequacy of staffing of the financial reporting functions;  
對財務匯報職能方面之員工資歷是否足夠進行年度檢討；
- to review the whistleblowing policy and system for employees and those who deal with the Company to raise concerns, in confidence about possible improprieties in financial reporting, internal control or other matters; and to ensure proper arrangements are in place for fair and independent investigation of those matters and for appropriate follow up action;  
檢討有關本公司僱員可在保密情況下對財務報告、內部監控或其他事項之可能不正當行為提出關注所採取之舉報政策及系統；以及確保有適當安排對該等事宜作出公平獨立之調查及採取適當之跟進行動；



- to review the effectiveness of the policy and system that promote and support anti-corruption laws and regulations;  
檢討促進及維護反貪污之法律法規之政策及系統的成效；
- to act as the key representative body for overseeing the Company's relations with the External Auditors;  
作為監察本公司與外聘核數師關係之主要代表；
- to oversee and review the adequacy and effectiveness of relevant financial, operational and compliance controls and risk management procedures that have been in place;  
監察及檢討現有的有關財務、營運及合規監控及風險管理程序是否足夠有效；
- to develop and review the Company's policies and practices on corporate governance and making recommendations to the Board;  
制定及檢討本公司之企業管治政策及常規，並向董事會提出建議；
- to review and monitor the training and continuous professional development of Directors and Senior Management;  
檢討及監察董事及高層管理人員之培訓及持續專業發展；
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;  
檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- to develop, review and monitor the code of conduct and compliance manual applicable to Directors and employees; and  
制定、檢討及監察適用於董事及僱員之行為守則及合規手冊；及
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.  
檢討本公司對企業管治守則之合規情況並於企業管治報告內所作之披露。



Work done during and for  
FY2022/2023

於年內及為二零二二／二零  
二三財政年度所作之工作

- reviewed the FY2022/2023 preliminary interim results announcement, interim financial report, preliminary annual results announcement and annual financial statements with management and External Auditors, and recommended their adoption by the Board;  
會同管理層及外聘核數師審閱二零二二／二零二三財政年度之初步中期業績公告、中期財務報告、初步年度業績公告以及全年財務報表，並建議董事會予以採納；
- reviewed with the Internal Auditor the Company's internal control systems and the periodic audit reports prepared by the Internal Auditor and approved the FY2022/2023 and FY2023/2024 audit plans;  
與內部審計師檢討本公司之內部監控系統及審閱內部審計師定期編製之審計報告，並批准二零二二／二零二三財政年度及二零二三／二零二四財政年度之審核方案；
- reviewed the Group Risk Report prepared by the Internal Auditor;  
審閱由內部審計師編製之集團風險報告；
- met with the External Auditors to discuss the nature and scope of the audit and reporting obligations prior to the commencement of the audit work;  
於審核工作開始前，與外聘核數師開會討論審核工作之性質及範疇以及匯報責任；
- reviewed and considered the terms of engagement of the External Auditors;  
審閱及考慮外聘核數師之委聘條款；
- reviewed and approved/preapproved the audit and non-audit services provided by the External Auditors, together with their respective fees;  
審閱並批准／預先批准外聘核數師提供之審核及非審核服務及各有關收費；
- reviewed the adequacy of resources, qualifications and experience of the staff of the Group's accounting, financial reporting, risk management and internal audit functions, and their training programs and budget; effectiveness of the Group's internal audit function and compliance with the Corporate Governance Code;  
審閱本集團於會計、財務匯報、風險管理及內部審計功能部門方面之資源、員工資歷及經驗是否足夠，以及培訓課程及有關預算；本集團內部審計職能之成效及企業管治守則合規之情況；
- reviewed the training and continuous professional development of Directors and Senior Management;  
審閱董事及高層管理人員之培訓及持續專業發展；



- reviewed the Company's policies and practices on compliance with legal and regulatory requirements;  
審閱本公司在法律及監管規定合規之政策及常規；
- reviewed the code of conduct and compliance manual applicable to Directors and employees;  
審閱適用於董事及僱員之行為守則及合規手冊；
- reviewed the status of compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report;  
審閱企業管治守則之合規情況並於企業管治報告內所作之披露；
- held private session with External Auditors in the absence of Executive Directors and Senior Management;  
在執行董事及高層管理人員不在場之情況下單獨與外聘核數師會談；
- reviewed and approved the "Policy on Provision of Non-assurance Services by External Auditor"; and  
審閱及批准「有關外部核數師提供非鑒證服務的政策」；及
- reviewed various Corporate Governance related policies and systems in compliance with the Corporate Governance Code and Listing Rules requirements.  
檢視多項企業管治相關政策及系統是否符合企業管治守則及上市規則之規定。





The Board has approved a Whistleblowing Policy in March 2012 which has been revised in March 2022. The main objective of the Policy is to provide employees and external parties an open and unified reporting channel and procedures to report any serious misconduct or malpractice involving the Company and its employees even on an anonymous basis. The Audit Committee has been delegated with the overall responsibility for monitoring and reviewing the implementation and effectiveness of the Whistleblowing Policy.

The Company has adopted a Group Business Ethics Policy in March 2020 to establish the general principles of business ethical standards that all employees of the Company are expected to follow in daily operation. Every employee is required to undertake to adhere to this policy which includes provisions dealing with conflict of interests, protection and proper use of company assets, bribery and corruption, dishonesty and fraudulent act as well as reporting procedures for potential illegality and misconduct. The Company applies zero tolerance to any violation of this policy and shall not tolerate any illegal or unethical acts. The Audit Committee has the overall responsibility for reviewing the internal control system of anti-corruption.

During the year, no incident involving serious fraud or misconduct have been received from employees nor external parties which had or would have a material impact on the Company's financial position and overall operations. No significant area of concern is noted on the implementation and effectiveness of the Whistleblowing Policy and Group Business Ethics Policy.

The Board has adopted a Corporate Governance Policy in August 2012 which has been revised in March 2022. The main objective of the Policy is to provide a basic framework for developing the Company's policies and practices to ensure alignment of interests and expectations from our shareholders, the investing public and other stakeholders. The Corporate Governance Policy has been published on the Company's website.

The Audit Committee reviews regularly the corporate governance structure and practices within the Company and monitors compliance fulfillment on an ongoing basis.

Terms of reference of the Audit Committee have been updated in March 2022 and been published on the websites of the Stock Exchange and the Company. The Audit Committee is provided with sufficient resources, including independent professional advice, if necessary, to discharge its duties.

The Audit Committee met five times in FY2022/2023. Each member's attendance record during the year is shown on page 44 of this Annual Report.

於二零一二年三月，董事會已批准採納舉報政策，並於二零二二年三月作出修訂。政策之主要目標是為僱員及外間人士提供一個公開及統一之舉報渠道及程序，甚至接納匿名舉報任何涉及本公司及其僱員之嚴重失當或不良行為。審核委員會獲委派全權負責監察及檢討舉報政策之實施及成效。

於二零二零年三月，本公司已採納集團商業道德政策，以制定本公司所有僱員於日常營運時應遵守之商業道德標準的一般原則。每名僱員必須承諾遵守該政策，包括處理利益衝突、保護及適當使用本公司財產、賄賂及貪污、不誠實及欺詐行為等條文，以及舉報潛在違法及不當行為之程序。本公司對於違反該政策採取零容忍態度，絕不容忍任何違法及不道德行為。審核委員會全面負責檢討反貪污之內部監控系統。

年內，概無從僱員或外部人士接獲涉及嚴重欺詐或不當行為之事件而對或將對本公司之財務狀況及整體營運造成重大影響。於舉報政策及集團商業道德政策之實施及成效上並無發現重大問題。

於二零一二年八月，董事會已採納企業管治政策，並於二零二二年三月作出修訂。政策的主要目標乃為本公司在制定政策及常規方面建立基本框架，確保能符合各股東、公眾投資者及其他持份者的利益與期望。企業管治政策已刊登於本公司網站。

審核委員會定期檢討本公司之企業管治架構及常規，並持續監察有關之合規情況。

審核委員會之職權範圍已於二零二二年三月更新並已刊登於聯交所及本公司之網站。審核委員會獲提供充足資源，包括獨立專業意見（如有需要），以履行其職責。

審核委員會於二零二二／二零二三財政年度內召開五次會議。各成員於年內出席會議之記錄列載於本年報第44頁。



## Environmental, Social and Governance (ESG) Committee

環境、社會及管治委員會





**Major responsibilities**  
**主要職責**

- to provide vision, long term guidance and report to the Board on Group-level sustainability goals, strategies and priorities;  
就集團層面之可持續發展目標、策略及優先處理事項為董事會提供願景、長遠指導及匯報；
- to review international trends in ESG-related legislation and regulation developments, including public debates as regards social, environmental and ethical standards of corporate behaviour and recommend anticipatory measures and plans for the Company;  
審閱環境、社會及管治相關立法及法規發展的國際趨勢，包括關於社會、環境及企業行為道德標準的公開辯論，並向本公司建議預期措施及計劃；
- to advise the Board on environmental and social risks of strategic significance and provide anticipatory and mitigation plans;  
就具策略重要之環境及社會風險向董事會作出建議並提供預防及減輕風險計劃；
- to review the Company's sustainability performance against declared KPIs (Key Performance Indices) and goals;  
根據已宣佈之關鍵表現指標及目標檢討本公司之可持續發展表現；
- to review material interests of the Company's key stakeholders and provide corresponding long-term strategic direction to the Company;  
審閱本公司主要持份者的重大利益，並為本公司提供相應長遠戰略方向；
- to examine the relevance of sustainability indices and the desirability of inclusion;  
檢視可持續發展指數之相關性以及納入該等指數之合適性；
- to review and approve Group-level sustainability-related policies; and  
審閱及批准集團層面的可持續發展相關政策；及
- to review and approve the Company's sustainability reports.  
審閱及批准本公司可持續發展報告。



Work done during and for  
FY2022/2023

於年內及為二零二二／二零  
二三財政年度所作之工作

- reviewed and approved the Group's 2022/2023 Sustainability Report;  
檢討及批准本集團二零二二／二零二三年可持續發展報告；
- analysed, discussed and provided strategic direction on a decarbonation pathway for the Company;  
分析、討論並為本公司踏入脫碳之路提供戰略方向；
- reviewed key international landscape on sustainability frameworks and their relevances to the Company, including the sustainability disclosure standard being developed by the ISSB (International Sustainability Standards Board) and the nature risk management and disclosure framework being developed by the Task Force on Nature-related Financial Disclosures ("TNFD");  
審閱可持續發展框架的主要國際格局及其與本公司的關聯性，當中包括 ISSB (國際永續準則委員會) 所制定之可持續披露標準以及自然相關財務揭露工作小組 (「TNFD」) 所制定之自然風險管理及披露框架；
- provided strategic direction on focus areas on the Company's progress and achievements in various external ESG ratings;  
就本公司在各項外部環境、社會及管治評級方面之進展及成果等重點領域提供戰略方向；
- examined key local and international sustainability-related policies and regulations development, their implications to the Company, and provided directions on corresponding actions for the Company;  
審閱主要當地及國際可持續發展相關政策及法規發展以及其對本公司之影響，並就本公司須作出之相應行動提供方向；
- assessed the progress of and provided further direction on the Company's rural revitalisation projects in Mainland China market, which serve to promote the common prosperity of farmers and rural areas; and  
評估本公司在中國內地市場的鄉村振興項目進展，並提供進一步方向，以促進農民及農村地區共同富裕；及
- approved the set of external sustainability targets under the Company's Sustainability Framework, to be achieved by FY2025/2026.  
批准本公司可持續發展框架之一系列外部可持續發展目標，該目標預計將於二零二五／二零二六財政年度之前實現。



The Board-level ESG Committee continued to oversee our sustainability issues, and to advise the Board on a range of strategy ESG topics which present risks and opportunities for the Company. The ESG Committee also provided strategic long-term guidance on sustainability performance, goals and priorities. Please refer to our Sustainability Report for more details of our efforts on material ESG topics.

Terms of reference of the ESG Committee has been published on the Company's website.

The ESG Committee held three meetings during FY2022/2023. Each member's attendance record during the year is shown on page 44 of this Annual Report.

董事會級別之環境、社會及管治委員會持續監察我們的可持續發展事宜，並就一系列對本公司而言屬有危有機之策略性環境、社會及管治議題向董事會作出建議。環境、社會及管治委員會亦為可持續發展表現、目標及優先處理事項提供策略性長遠指導。有關我們於重大環境、社會及管治議題之工作詳情，請參閱可持續發展報告。

環境、社會及管治委員會之職權範圍已刊登於本公司網站。

環境、社會及管治委員會於二零二二／二零二三財政年度內舉行三次會議。各成員於年內出席會議之記錄列載於本年報第 44 頁。

## Executive Committee

## 執行委員會



<b>Major responsibilities</b> 主要職責	<ul style="list-style-type: none"> <li>to operate as a general management committee under the direct authority of the Board; and 如同一般管理委員會運作，直接隸屬董事會；及</li> <li>to consider and approve any contract, transaction and arrangement and exercise of powers and functions as conferred by the Board in relation to day to day management of the Company. 考慮及批准任何合約、交易及安排以及行使由董事會就本公司日常管理所授予之權力及職能。</li> </ul>
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## Appointment, Re-Election and Removal of Directors

The appointment of a new Director is made on the recommendation by the Remuneration and Nomination Committee of the Company or by shareholders in a general meeting. Shareholders may propose a candidate for election as Director in accordance with the Articles of Association of the Company and the Director Nomination Policy. The nomination procedures by shareholders have been published on the website of the Company. Any Director who is appointed by the Board shall retire at the next General Meeting.

Pursuant to the Company's Articles of Association and Code Provision B.2.2 of Appendix 14 of the Listing Rules, all Directors, including Non-executive Directors are subject to retirement by rotation at least every three years and one-third (or the number nearest to but not exceeding one-third) of Directors shall retire from office every year at the Company's Annual General Meeting.

## Director Nomination Policy

The Board has adopted a Director Nomination Policy in March 2012 to set out the procedures and criteria for identifying and selecting potential candidates for the appointment of new Director/s as well as for considering the renewal of director appointment. The Board has delegated to the Remuneration and Nomination Committee the authority to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of, individuals nominated for directorship; assess the independence of independent non-executive directors; and make recommendations to the Board to the appointment or re-appointment of directors.

The Director Nomination Policy is intended to guide the Remuneration and Nomination Committee when recommending new director(s) and when deciding whether to recommend that current Director(s) be re-elected. The Committee will carefully consider the qualifications, skills, experience, independence, gender and age diversity, time commitments and contributions of any currently sitting director before making a re-election recommendation to the Company's shareholders. Any shareholder of the Company who is qualified to be present and vote at the general meeting, may nominate one or more persons for election as a director of the Company at any general meeting if the shareholder complies with the director nomination provisions, including without limitation the notice, information and consent provisions under the Company's Articles of Association or the Listing Rules.

## 董事之委任、重選及罷免

本公司乃根據本公司薪酬及提名委員會之建議或通過股東大會由股東委任新董事。股東可根據本公司章程細則及董事提名政策提名候選人出任董事。股東之提名程序已在本公司之網站上刊載。凡董事會委任之董事均須於下一屆股東大會上告退。

根據本公司章程細則及上市規則附錄十四守則條文B.2.2條，全體董事（包括非執行董事）均須最少每三年輪席告退，而每年須有三分之一（或最接近但不能超越三分之一）之董事於本公司股東週年大會上告退。

## 董事提名政策

董事會已於二零一二年三月採納董事提名政策，當中載列物色及揀選準候選人擔任新任董事以及考慮續展現任董事委任之程序及準則。薪酬及提名委員會已獲董事會授權以物色具備合適資格成為董事會成員的人士，並揀選或向董事會推薦有關被提名人士出任董事；審視獨立非執行董事的獨立性；及就董事委任或重新委任向董事會提出建議。

董事提名政策旨在就推薦新任董事及決定是否推薦重選現任董事向薪酬及提名委員會提供指引。委員會在仔細考慮各現任董事之資歷、技能、經驗、獨立性、性別及年齡多元化、其已付出的時間及貢獻後，向本公司股東作出重選建議。任何符合資格出席股東大會並於會上投票之本公司股東，可在遵照董事提名條文（包括但不限於本公司章程細則或上市規則項下之通告、通知及許可條文）之情況下於任何股東大會上提名一名或以上人士競任本公司董事。





The Remuneration and Nomination Committee reviews the Director Nomination Policy, whenever appropriate, and recommends to the Board for approval any amendments or updates to the Policy from time to time.

The Director Nomination Policy has been published on the Company's website.

## Induction and Continuous Professional Development

Induction programs are arranged for any newly appointed Directors for provision of information which would assist him or her in understanding his or her role as a director as well as building an understanding of the nature of the Company, its business, products and markets. On appointment, new Directors will also be given an induction program kit outlining the responsibilities and duties as Directors under various regulatory requirements. The induction kit also contains the Board procedures, including the Terms of Reference of the Board Committees. Directors are provided with "A Guide on Directors' Duties" issued by the Companies Registry and "Guidelines for Directors" issued by The Hong Kong Institute of Directors as guidelines on the general principles of duties of directors and a "Code of Conduct for Directors" to avoid conflicts of interest as far as possible.

The Company also arranges continuous professional development program to Directors at the expense of the Company. The Company Secretary provides regularly to Directors information about the enrollment of external training courses and seminars as well as legal alerts and articles which are relevant for Directors to keep them up-to-date on any legislative, regulatory and corporate governance requirements and also professional practices in a dynamic business world. The program would help refresh Directors' knowledge and skills in performing their roles, functions and duties of directors of a listed company.

In August 2022, the Company organised an annual in-house training program for our Directors covering the general disclosure obligations and key considerations before undertaking transactions of the Company under the regulatory requirements.

All Directors have provided to the Company Secretary their training records for FY2022/2023 which have been reviewed by the Audit Committee. The average training hours of the Directors during the year was 50 hours.

薪酬及提名委員會在適當的時候檢討董事提名政策，並不時向董事會建議批准任何修訂或更新該政策。

董事提名政策已刊登於本公司網站。

## 董事就任及持續專業發展

本公司為任何新委任董事安排就任須知，以協助其理解董事職務，以及建立對本公司性質、其業務、產品及市場之認識。新任董事亦會獲發一份就任須知資料，向董事簡介在不同規管要求下之責任及職責。就任須知亦附有董事會程序（包括各董事委員會之職權範圍）。此外，董事亦獲提供公司註冊處刊發之「董事責任指引」及香港董事學會刊發之「董事指引」，作為董事責任一般原則性之指引，以及「董事行為守則」盡可能避免任何利益衝突。

本公司亦為董事安排持續專業發展課程，有關費用由本公司支付。公司秘書定期向董事提供外間培訓課程及研討會之報名資料，同時亦提供最新法規通告以及文章，有助董事持續掌握最新法例、監管及企業管治等規定以及不斷變化之商業領域內的專業實務。有關課程有助董事就其知識及技能溫故知新，從而履行上市公司董事所應擔任之角色、職能及責任等。

於二零二二年八月，本公司為董事舉行年度內部培訓計劃，內容涵蓋根據監管要求在進行本公司交易之前的一般披露責任及主要考慮因素。

全體董事均已向本公司秘書提供彼等於二零二二／二零二三財政年度之培訓記錄，該等記錄已經審核委員會審閱。年內董事平均受訓時數為50小時。



The following table summarizes topics of training program attended by all Directors during FY2022/2023:

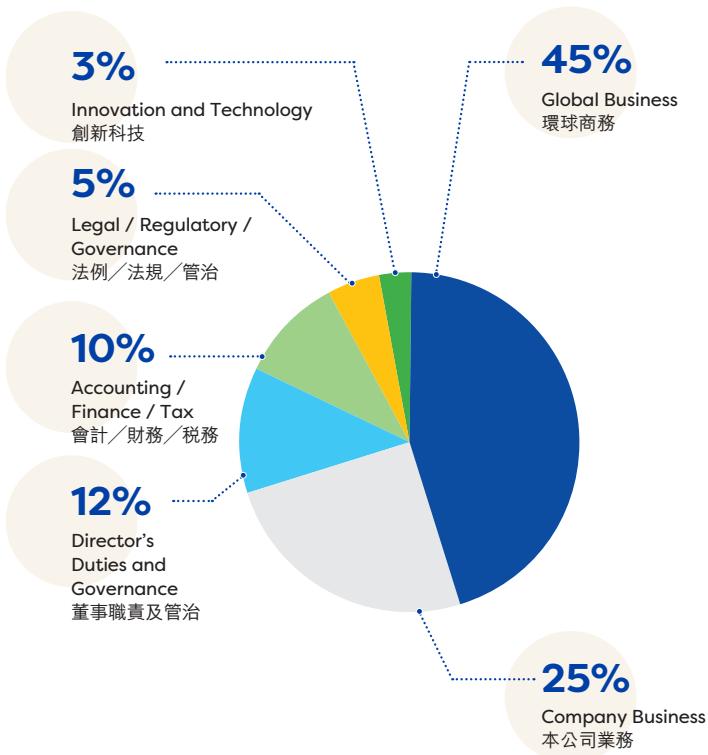
下表概述全體董事於二零二二／二零二三財政年度參加培訓計劃之專題：

Name	姓名	Areas 範疇					
		Global business 環球商務	Company business 本公司業務	Director duties and governance 董事職責及管治	Innovation and technology 創新科技	Legal, regulatory, governance 法例、法規、管治	Accounting, finance, tax 會計、財務、稅務
<b>Executive Chairman</b>							
Mr. Winston Yau-lai LO	羅友禮先生	✓	✓	✓	✓	✓	
<b>Independent Non-executive Directors</b>							
Dr. the Hon. Sir David Kwok-po LI	李國寶爵士	✓	✓	✓	✓	✓	✓
Mr. Jan P. S. ERLUND	Jan P. S. ERLUND 先生	✓	✓	✓			
Mr. Anthony John Liddell NIGHTINGALE	黎定基先生	✓	✓	✓			
Mr. Paul Jeremy BROUGH	Paul Jeremy BROUGH 先生	✓	✓	✓		✓	✓
Dr. Roy Chi-ping CHUNG	鍾志平博士	✓	✓	✓	✓	✓	✓
<b>Non-executive Directors</b>							
Ms. Yvonne Mo-ling LO	羅慕玲女士	✓	✓	✓			
Mr. Peter Tak-shing LO	羅德承先生	✓	✓	✓			
Ms. May LO	羅其美女士	✓	✓	✓		✓	
<b>Executive Directors</b>							
Mr. Roberto GUIDETTI	陸博濤先生	✓	✓	✓	✓	✓	
Mr. Eugene LYE	黎中山先生	✓	✓	✓	✓	✓	



### Directors' Training Records

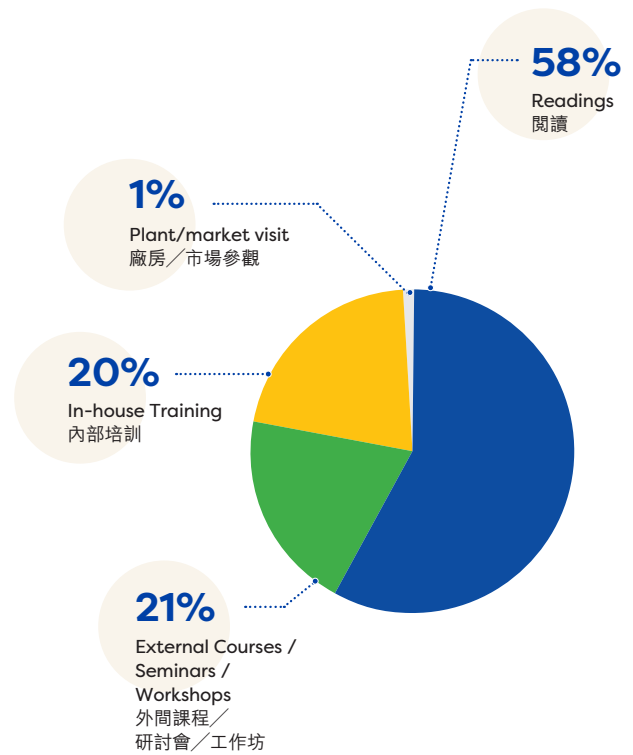
Analysis of training attended by Directors in FY2022/2023 - by topic  
董事於二零二二／二零二三財政年度參加之培訓 — 按專題分析



The Board also acknowledges the importance of continuous training and development to Senior Management, which enables them to boost their skills and knowledge to re-evaluate their roles with a newly informed perspective and in this highly competitive consumer product market. Senior Management is encouraged to participate in various continuous professional development programs and other training courses at the expense of the Company. The average training hours of Senior Management during the year was 67 hours.

### 董事之培訓記錄

Analysis of training attended by Directors in FY2022/2023 - by type  
董事於二零二二／二零二三財政年度參加之培訓 — 按類型分析

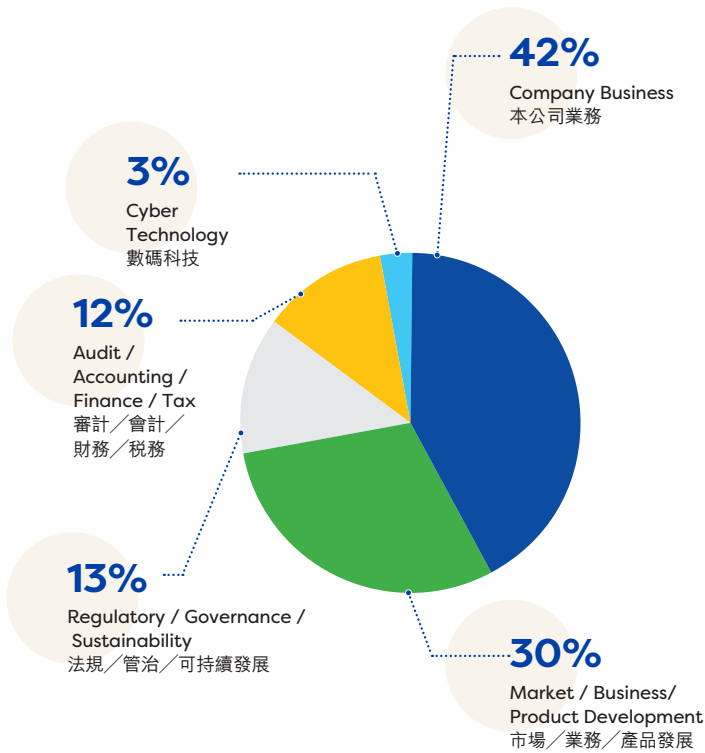


董事會亦明白在競爭激烈之消費產品市場上，持續培訓及發展對高層管理人員相當重要，使彼等得以提升其技能及知識，並以全新知情角度重新審視其董事之職能。本公司鼓勵高層管理人員參與各類型持續專業發展課程及其他培訓課程，費用由本公司支付。高層管理人員於本年內平均培訓時數為 67 小時。



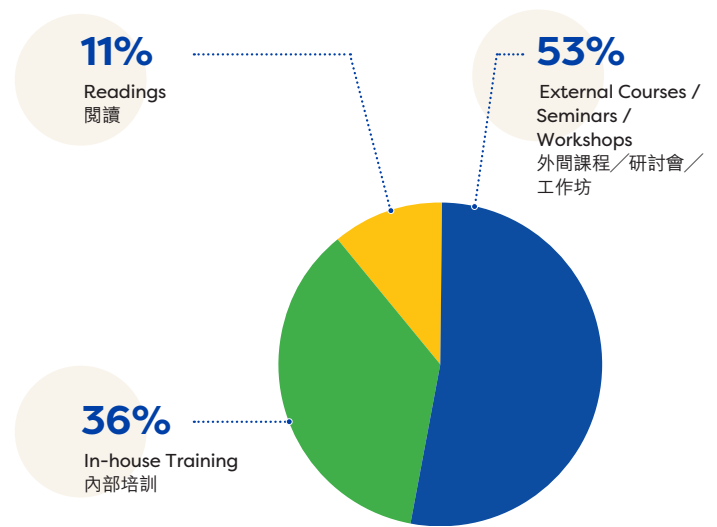
### Senior Management's Training Records

Analysis of training attended by Senior Management in FY2022/2023 - by topic  
高層管理人員於二零二二／二零二三財政年度參加之培訓 — 按專題分析



### 高層管理人員之培訓記錄

Analysis of training attended by Senior Management in FY2022/2023 - by type  
高層管理人員於二零二二／二零二三財政年度參加之培訓 — 按類型分析





## Responsibilities of Directors

Directors acknowledge their responsibilities for preparing the financial statements of the Company. Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The Annual Financial Statements for FY2022/2023 are prepared on a going-concern basis. All the new accounting standards and policies adopted by the Company have been thoroughly discussed and approved at the Audit Committee before adoption by the Board.

The Group has adopted its own Code for Securities Transactions by Directors (the "Code") on terms no less exacting than the required standards set out in the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules. Specific enquiries were made of all Directors and they have confirmed compliance with the required standard set out in the Code for the year ended 31st March, 2023. A similar code has also been adopted by the Group for the specified group of employees who may possess or have access to price sensitive/inside information.

Confirmations have been received from all Directors that they have provided sufficient time and attention to the affairs of the Company during FY2022/2023. Directors have also disclosed to the Company their interests as director and other office in other public companies and organisation in a timely manner, and have regularly reported to the Company Secretary on any subsequent changes.

## Evaluation of the Board and the Executive Chairman

The Board believes that the evaluation of the effectiveness of the Board and its Executive Chairman is an essential requirement of good corporate governance and has since FY2011/2012 adopted the Recommended Best Practice under the CG Code of conducting regular Board evaluation exercises. The latest Board evaluation conducted by external consultant was in June 2022. The Board is committed to reviewing its own performance and effectiveness at a regular interval of two to three years or should there be a substantial change in Board composition and structure.

## 董事責任

董事對編製本公司財務報表承擔責任。董事並不知悉有任何重大不明朗之事件或情況可能會嚴重影響本公司持續經營之能力。二零二二／二零二三財政年度之全年財務報表乃按持續經營基準編製。本公司採納之所有新會計準則及政策先經由審核委員會經周詳討論後批准，然後再提交董事會採納。

本集團已就董事之證券交易採納一套行為守則（「守則」），其條款不比上市規則附錄十所載之上市公司董事進行證券交易之標準守則所載列之規定標準寬鬆。本公司已對全體董事作出具體查詢，而彼等均確認於截至二零二三年三月三十一日止年度均已遵守守則載列之規定標準。本集團亦就可能擁有或得悉有關股價敏感或內幕消息之特定類別員工而採納一套類似守則。

本公司已接獲全體董事確認書確認他們於二零二二／二零二三財政年度已付出足夠時間及關注，處理本公司事務。董事亦適時向本公司披露彼等作為董事之利益申報及於其他公眾公司及組織之其他職務，並已就任何其後變動定期向公司秘書匯報。

## 董事會及執行主席之評審

董事會相信，對董事會及執行主席之成效進行評審，乃良好企業管治之重要要求，並已於二零一一／二零一二財政年度採納企業管治守則中之建議最佳常規定期為董事會作出評審。最近之董事會評審於二零二二年六月由外間顧問進行評估。董事會承諾將定期於二至三年間或董事會組成及架構發生重大變化時，審閱其表現及成效。



## Company Secretary

The Company Secretary is an employee of the Company and has been appointed by the Board. The Company Secretary is responsible for facilitating the procedures/activities of the Board and the Board Committees as well as good communication flow amongst the Board members, shareholders and Senior Management.

The appointment and removal of the Company Secretary is subject to Board approval. The Company Secretary reports to both the Executive Chairman and the Group Chief Executive Officer. The Company Secretary is accountable to the Board for matters relating to Directors' duties, such as giving advice on corporate governance developments and compliance and facilitating the professional development programme and induction programme of Directors. All members of the Board have access to the advice and service of the Company Secretary.

During the year, the Company Secretary undertook 15 hours of external CPD training courses to keep abreast of latest regulatory changes and corporate governance practices and to refresh her skills and knowledge.

## Risk Management and Internal Control

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. The systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. To achieve this, the Board ensures that there is an effective framework of risk governance and ongoing risk management process to promote the long-term success of the Company.

The Board is entrusted with the overall responsibility on an ongoing basis for ensuring that appropriate and effective risk management and internal controls are maintained to provide reasonable assurance against material misstatement of information. Main features of the risk management and internal control systems are described in the sections below:

## 公司秘書

公司秘書為本公司之僱員，並由董事會委任。公司秘書負責協助董事會及董事委員會之議事程序／活動，以及維繫董事會成員、股東及高層管理人員間之良好溝通。

公司秘書之委任及罷免須經董事會批准。公司秘書向執行主席及集團行政總裁匯報，並就有關董事職責之事宜向董事會負責，例如就企業管治發展及合規狀況給予意見以及協助安排董事之專業發展課程及就任須知。董事會全體成員均可獲公司秘書提供意見及服務。

年內，公司秘書接受 15 小時之外部持續專業發展培訓課程，以瞭解最新的監管法規以及企業管治常規，從而對其技能及知識溫故知新。

## 風險管理及內部監控

董事會明白其肩負風險管理及內部監控系統之責任，並檢討其成效。該系統之設計旨在管理而非消除無法達成業務目標之風險，並僅可為避免發生重大錯誤陳述或損失提供合理而非絕對之保證。為實現此目標，董事會確保已制定有效之風險管治架構及持續風險管理程序，以達致本公司業務之長久成功。

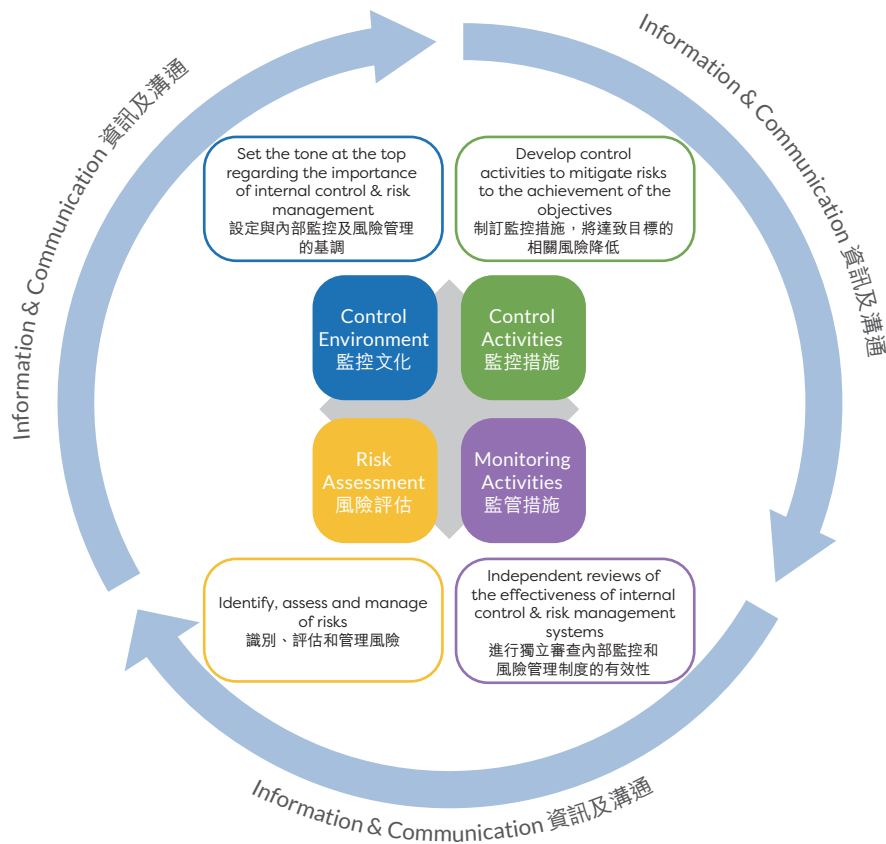
董事會一直獲委以確保維持適當及有效之風險管理及內部監控之整體職責，從而提供合理保證，以避免發生資訊之重大錯誤陳述。風險管理及內部監控系統之主要特點如下：





## Internal Control

The Company has had in place an internal control system, which is developed based on the Committee of Sponsoring Organizations of the Treadway Commission (COSO) components for internal controls, to manage and mitigate rather than to eliminate business risks. The key underlying components of effective internal control system are illustrated as below:



## 內部監控

本公司已根據Committee of Sponsoring Organizations of the Treadway Commission (COSO) 之內部監控原則制定內部監控系統，以管理及減低而非消除業務風險。有效之內部監控系統之主要相關原則載列如下：

Assessing risks and reviewing the effectiveness of internal controls is a continuing process in the Company. Our internal control system is designed to give reasonable assurance that:

- Assets are prudently safeguarded;
- Business activities are conducted in an effective and efficient manner;
- Financial reporting is accurate, timely and complete; and
- Laws and regulations relevant to the business are complied.

Under the Company's internal control system, management is charged with the responsibility to design and implement the internal controls while the Board and the Audit Committee oversee the effectiveness of the internal control system that has been put in place.

本公司持續評估風險及檢討內部監控之成效。本公司之內部監控系統旨在合理保證：

- 資產獲得審慎保障；
- 以有效及高效之方式進行業務活動；
- 作出準確、適時及完整之財務報告；及
- 遵守與業務相關之法律及法規。

在本公司之內部監控系統下，管理層負責設計及執行內部監控措施，而董事會及審核委員會則監察現有內部監控系統執行之成效。



## Internal Audit

Group Internal Audit (a team under Group Internal Audit and Risk Management Department) plays a critical role in monitoring the internal governance of the Company.

The scope of services of the department is set out in the approved Internal Audit Charter and includes:

- Unrestricted access to all the Company's activities, personnel, records, properties, and other information sources required to carry out internal audits;
- Review the effectiveness of internal control over operational, compliance and financial reporting as well as risk management function; and
- Special reviews of areas of concern identified by management or the Audit Committee.

Group Internal Audit, reporting to the Audit Committee, provides independent assurance as to the existence and effectiveness of risk management functions and controls in business operations.

## Risk Based Audit

Using risk assessment methodology and taking into account the Company structure, management's concern, nature and complexity of operation, and operating environment, Group Internal Audit prepares its annual audit plan which is reviewed and approved by the Audit Committee. The risk assessment methodology assists in identifying business risks and determining audit frequencies. Based on the approved audit plan, Group Internal Audit schedules its internal audit programs to conduct an independent review of different financial, business and functional operations and activities with resources focusing on areas with higher risk.

During FY2022/2023, Group Internal Audit issued reports to Senior Management covering various operational and financial units of the Company and its subsidiaries. Group Internal Audit also conducted reviews of major projects and areas of concern identified by management.

## 內部審計

集團內部審計（集團內部審計及風險管理部門轄下的團隊）肩負監察本公司內部管治的重任。

該部門之工作範圍載列於經審批之內部審計約章內，包括：

- 無限制地獲取就進行內部審計所需之所有本公司活動、員工、記錄、物業以及其他方面之資料來源；
- 審閱對營運、合規及財務報告以及風險管理職能方面之內部監控成效；及
- 對管理層或審核委員會所識別之關注範疇進行特定審閱。

集團內部審計向審核委員會報告，就業務營運風險管理職能及監控之存在價值及成效提供獨立保證。

## 風險基礎審計

集團內部審計編製由審核委員會審批的年度審計計劃時採用風險評估方法，並考慮本公司架構、管理層的關注範疇、營運性質及複雜性以及經營環境。風險評估方法有助識別業務風險及釐定審計之頻率。集團內部審計按照已批核的審計計劃安排內部審核程序，就財務、業務及職能方面之各項營運及活動進行獨立檢討，並安排將其資源集中處理高風險的範疇。

於二零二二／二零二三財政年度內，集團內部審計向高層管理人員出具涵蓋本公司及其附屬公司多個經營及財務單位的報告。集團內部審計亦就主要項目及管理層識別的關注範疇進行審核。



### Ethics Policy and Whistleblowing System

The Company is committed to maintain high standards of business ethics and corporate governance across all company's activities and operations. It is the responsibility of all directors and employees to comply with these minimum requirement.

The Company has established Group Business Ethics Policy and Code of Conduct, which outlines our commitment to integrity, and set out business ethical standards that the directors and employees are expected to follow. On top of that, the Code of Business Conduct for Suppliers and Customers also set clear expectations on the ethical conduct of our suppliers and customers, providing guidelines on various aspects such as conflicts of interest, confidentiality, anti-corruption and fraud. Group Internal Audit and Risk Management Department has launched Vitasoy Global Integrity Portal across our operations in phases. The portal embedded with e-learning platform, policy and publication library and online complaint channel, aims to enhance mutual communication of the Company's standards and expectation on ethics and integrity with employees, key suppliers and distributors.

The Company has established a Whistleblowing Policy and system for employees and other stakeholders to raise suspected misconduct, malpractice, irregularities or concerns through a confidential reporting channel. Procedures are in place for Group Internal Audit to conduct independent investigation and follow up. Group Internal Audit will report all the reporting received under the Whistleblowing Policy and action taken in response to such reporting to the Audit Committee on a regular basis.

### 道德政策及舉報制度

本公司致力在公司的所有活動及營運中保持高標準的商業道德和企業管治水平。所有董事及員工均有責任遵守該等最低要求。

本公司制定了集團商業道德政策及行為守則，概述了我們對誠信的承諾，並列明了董事和員工應遵守的商業道德標準。此外，《供應商和客戶行為準則》亦訂明對我們的供應商及客戶道德行為的期望，就利益衝突、保密、防止貪污及欺詐等各個方面提供指引。集團內部審計及風險管理部已就營運分階段推出維他奶環球誠信平台。平台設有網上學習功能，政策及出版刊物資訊庫和網上投訴渠道，旨在加強本公司與員工，主要供應商及經銷商之間的雙向溝通，明確維他奶在商業道德和誠信方面的標準及期望。

本公司建立了舉報政策及制度，以讓員工及其他持份者能夠通過保密舉報渠道舉報懷疑的不當行為、舞弊、違規行為或顧慮。集團內部審計設有獨立調查及跟進程序並定期向審核委員會報告根據舉報政策所收到的所有舉報以及針對有關舉報而採取的行動。



## Risk Management

Risk management framework with effective governance structure and management process are in place. Such framework enables the Company to adopt a proactive and structured approach to identify and manage risks across the Company with ongoing monitoring and oversight.

## 風險管理

我們已制定風險管理框架，實施有效的風險管治架構及管理程序。有關框架使本公司能夠採取積極及有系統之方法，透過持續監督及監察，識別及管理本公司所面臨之風險。

### Risk Management Framework 風險管理框架





## Risk Governance Structure

The risk governance structure consists of three layers of roles and responsibilities as explained below:

## 風險管治架構

風險管治架構包括下列三個層面之角色及職責：

Layer 層面	Roles and Responsibilities 職務及職責
<b>Oversight 監督</b>	<p><b>Audit Committee</b>, acting on behalf of the Board</p> <ul style="list-style-type: none"> <li>Oversees the Company's risk management and internal control on an ongoing basis.</li> <li>Oversees those risks that warrant the Committee's attention and supervise risk management process as part of good corporate governance.</li> </ul> <p>代表董事會之<b>審核委員會</b></p> <ul style="list-style-type: none"> <li>持續監督本公司之風險管理及內部監控。</li> <li>監督委員會需要注意之該等風險並監督風險管理程序，以配合良好企業管治。</li> </ul> <p><b>Group Internal Audit</b></p> <ul style="list-style-type: none"> <li>Conducts independent review on the effectiveness of risk management and internal control system and provides reasonable assurance to Audit Committee.</li> </ul> <p><b>集團內部審計</b></p> <ul style="list-style-type: none"> <li>對風險管理及內部監控系統之成效進行獨立審閱，並向審核委員會提供合理保證。</li> </ul>
<b>Risk Monitoring &amp; Review 風險監察及審閱</b>	<p><b>Enterprise Risk Management Executive Committee &amp; Entity CEOs</b></p> <ul style="list-style-type: none"> <li>Design, implement and monitor the risk management and internal control system.</li> <li>Provide assurance to the Audit Committee on the effectiveness of risk management and internal control system.</li> </ul> <p><b>企業風險管理執行委員會及地方公司行政總裁</b></p> <ul style="list-style-type: none"> <li>設計、實施及監察風險管理及內部監控系統。</li> <li>向審核委員會提供有關風險管理及內部監控系統成效之保證。</li> </ul> <p><b>Group Risk Management</b>, an independent team under Group Internal Audit and Risk Management</p> <ul style="list-style-type: none"> <li>Supports the Board of Directors, Audit Committee and Enterprise Risk Management Executive Committee.</li> <li>Develops and implements risk management frameworks, policies, tools and methodologies with all subsidiaries.</li> <li>Monitors status of risk and communicate with the Executive Committee and Audit Committee on an ongoing basis.</li> </ul> <p><b>集團風險管理</b>為集團內部審計及風險管理部門轄下之獨立團隊</p> <ul style="list-style-type: none"> <li>支援董事會、審核委員會及企業風險管理執行委員會。</li> <li>與所有附屬公司建立及執行風險管理框架、政策、工具及方法。</li> <li>持續監察風險狀況，並與執行委員會及審核委員會持續溝通。</li> </ul>
<b>Risk &amp; Control Ownership 風險及控制的責任</b>	<p><b>Department Heads &amp; Individual Employee</b></p> <ul style="list-style-type: none"> <li>Ownership of managing risks, executing control activities and identifying new risks in daily operation.</li> </ul> <p><b>部門主管及個別員工</b></p> <ul style="list-style-type: none"> <li>於日常營運中管理風險，執行監控活動及識別新風險。</li> </ul>



## Risk Management Process

Our risk management process is embedded in our daily operations, financial activities, compliance, strategy development & business planning, investment decision and external factors. The processes are as follows:

- **Anticipate:** Potential risks and threats that are related to different business processes and relevant to the Company's objectives will be anticipated and identified by all individual staff. Risks are grouped into six clusters (including reputation, strategy, market, liquidity, credit and operation) to facilitate the assessment appropriately.
- **Rate:** Each identified risk is evaluated on the basis of impact and likelihood consistent with the risk appetite set by the Board. The risk impact and likelihood will be rated according to the historical records, statistical analyses and relevant experiences, specialist and expert judgments by management. Group Risk Management facilitates the evaluation process including the summary discussion in the Enterprise Risk Management Executive Committee and Audit Committee.
- **Respond:** A delegated management is assigned to each risk as risk owner to fully respond on each risk. Risk management strategies and corresponding control owners are identified by risk owner to deploy appropriate control activities.
- **Regulate:** We take a close monitoring on the current status of risk, which is being monitored through key risk indicators with defined thresholds, occurrence of related incidents, control effectiveness and audit results. Any change in current status of risk to a worsened level will trigger a react process through creation of a mitigation plan.
- **React:** When there is a change on the current status of risk, the corresponding owner will coordinate mitigation plan with action details, responsible person and timeline to address the status.
- **Report:** To support the oversight of the Board on the effectiveness of Vitasoy's risk management, risk reporting requirement was approved by the Board of Directors under risk management framework. Periodic risk report is provided to the Enterprise Risk Management Executive Committee summarizing the results of risk monitoring, mitigation plans and the current risk management implementation progress. Besides, since the launch of the Governance, Risk and Compliance System ("GRC System"), Enterprise Risk Management Executive Committee and risk owners are able to obtain real-time risk status through the relevant system dashboards.

## 風險管理程序

我們之風險管理程序已納入日常營運範圍、財務活動、合規、策略發展與業務規劃、投資決定及外界因素，程序如下：

- **預測：**所有員工均參與識別不同業務流程及與本公司目標相關之潛在風險及威脅。為便於進行適當評估，我們將風險分為六個範疇（包括信譽、策略、市場、流動資金、信貸及營運）。
- **評估：**按照董事會設定之風險偏好，評估每項經識別風險的影響及可能性。風險之影響及可能性將根據過往記錄、統計分析、相關經驗及管理層之專業判斷進行評級。集團風險管理促進評估流程，包括協助企業風險管理執行委員會及審核委員會之討論。
- **控制：**各項風險將配對專責管理人員，成為風險負責人，以有效管理風險。風險負責人制定風險管理策略以及指派監控負責人，實施適當監控活動。
- **監察：**我們密切監控風險現況。各風險現況的結果取決於關鍵風險指標的預設量度級別基準、所發生之相關事故、內部監控程序之成效以及審計結果。風險現況倘出現任何不良轉變，均會啟動反應程序，展開減輕風險計劃。
- **緩解：**當風險現況有所改變，相應負責人將協調減輕風險計劃之行動細節、負責人及時間表，以處理風險情況。
- **通報：**風險報告內容及風險管理框架，均獲董事會批准，協助董事會監察維他奶風險管理之成效。集團風險管理定期向企業風險管理執行委員會提供風險報告，監控減輕風險計劃及現時風險管理實施之進度。此外，自推出管治、風險管理及合規系統（「GRC系統」）以來，企業風險管理執行委員會及風險負責人可透過相關系統指標獲得實時風險狀況。





## Risk Management Activities

- **Updated Risk Appetite Statement and Enhanced Risk Assessment Process**

Vitasoy Risk Appetite Statement articulates the amount and type of risk that the Group is prepared to accept to achieve our strategic objectives by maintaining sound risk management and internal control systems. The Risk Appetite Statement has been reviewed and updated to align with the current business context of the company. Besides, to enable a more holistic and effective approach to risk prioritization, we adopt an enhanced Risk Assessment Process where risk velocity is considered in addition to likelihood and impacts.

- **Managing ESG risks with risk management framework**

The effective management of ESG risks is a key focus of Vitasoy risk management activities. Particularly, ESG risks have been managed alongside with other relevant business and operational risks under the risk management framework. Moreover, the enhancement for scope and process of the GRC System will be continued to provide more timely and transparent information on the status of ESG risks.

- **Risk reviews for key purchases**

In addition to the regular risk management process, Vitasoy maintains the risk review process in making key purchasing decisions. The review has ensured that critical purchasing risks are adequately assessed and considered and hence improve the quality of purchasing decisions.

- **Risk management trainings**

With the ever-changing business environment, Vitasoy conducts risk management training for key associates to raise risk awareness and improve preparedness to incidents and crisis. These trainings are a core component in nurturing risk management culture and encouraging risk-informed decisions and operations.

## 風險管理措施

- **更新風險偏好聲明及增強風險評估流程**

維他奶風險偏好聲明闡述本集團準備承受的風險程度及種類，透過維持健全的風險管理及內部監控系統，實現我們的戰略目標。風險偏好聲明已經過審閱及更新，以更符合本公司當前的業務環境。此外，為了更全面及更有效將風險排列優先次序，我們強化風險評估流程，除了評估風險的可能性及影響外，同時會考慮風險速率。

- **透過風險管理框架以管理環境、社會及管治風險**

有效管理環境、社會及管治風險是維他奶風險管理活動的重點。與其他相關業務風險及營運風險一樣，環境、社會及管治風險均納入風險管理框架下進行管理。此外，我們持續加強GRC系統流程將有助提供即時透明的環境、社會及管治風險狀況。

- **為關鍵採購進行風險審視**

除日常的風險管理流程外，維他奶於關鍵採購之決策過程中加入風險審視流程，確保主要採購風險獲充分評估及考慮，提升採購決策質素。

- **風險管理培訓**

面對瞬息萬變之營商環境，維他奶為主要員工進行風險管理培訓以提高風險意識及提升面對事故及危機的應變能力。該等培訓是培育風險管理文化和鼓勵風險知情決策和營運的核心組成部份。



## Review of Risk Management and Internal Controls Effectiveness

Group Internal Audit has conducted annual review of the effectiveness of the Company's risk management and internal control system, including those of its operating companies. The Audit Committee has reviewed the findings and impartial opinion of Group Internal Audit on the effectiveness of the Company's risk management and internal control system.

The Board, with confirmation from management, considered the risk management and internal control system are effective and adequate for the year ended 31st March 2023. No significant areas of concern that might affect the financial, operational and compliance aspects and risk management functions of the Company were identified. The scope of this review also covered the adequacy of resources, qualification and experience of staff of the Company's accounting, financial reporting and internal audit functions, as well as training and relevant budget to them.

## Inside Information

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is aware of the requirements under the applicable Listing Rules and Securities and Futures Ordinance and the overriding principle that inside information should be announced as soon as reasonably practicable after such information comes to our attention unless it falls within any of the safe harbours provisions under the Securities and Futures Ordinance. The Company has had a system in place with established policies and procedures for complying with the Inside Information disclosure requirements under the regulatory regime. The Board has adopted a Disclosure Compliance Policy on 27th November 2012 which has been further revised with a few housekeeping amendments on 25th November 2021. The Policy has been formulated by reference to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission. The purpose of the Policy is to provide Directors and employees with guidelines on assessing, reporting and disseminating inside information, maintaining confidentiality and abiding shares dealing restrictions. The Company has included in its code of conduct and staff handbook a strict prohibition on the unauthorised disclosure or use of confidential and inside information.

## 檢討風險管理及內部監控之成效

集團內部審計已就本公司（包括其營運公司）風險管理及內部監控系統之成效進行年度檢討。審核委員會已審閱集團內部審計對本公司風險管理及內部監控系統成效之調查結果及所提供之公允意見。

經管理層確認，董事會認為，截至二零二三年三月三十一日止年度之風險管理及內部監控系統屬有效及充分，並無發現可能影響本公司之財務、營運及合規事宜以及風險管理職能之重大關注範疇。是次檢討之範圍亦涵蓋本公司於會計、財務報告及內部審計職能方面之資源、員工資歷及經驗是否足夠，以及彼等之培訓及有關預算。

## 內幕消息

有關處理及發放內幕消息之程序和內部監控方面，本公司知悉，根據上市規則及《證券及期貨條例》之適用規定以及首要原則，本公司在得悉內幕消息後，應於切實可行情況下盡快公佈有關資料，除非有關資料屬於《證券及期貨條例》中任何安全港條文所界定者則另當別論。為遵守監管體系下有關內幕消息披露規定，本公司已有一套擁有既定政策及程序之系統。董事會已於二零一二年十一月二十七日採納披露合規政策，並於二零一二年十一月二十五日進一步作出一些細微修訂。該政策乃參照證券及期貨事務監察委員會所頒佈之《內幕消息披露指引》而編製，旨在為董事及僱員提供有關評估、匯報及發佈內幕消息、保密及遵守股份交易限制之指引。本公司已於行為守則及員工手冊內訂明嚴禁未經授權披露或使用公司之機密資料以及內幕消息。



## External Auditors

KPMG has been appointed as the External Auditors of the Company by shareholders at the last Annual General Meeting. An amount of HK\$6.7 million (FY2021/2022: HK\$6.2 million) was charged for FY2022/2023 for statutory audits for the Company and subsidiaries. The amount for the other audit-related services and other non-audit services provided by KPMG for the Company and subsidiaries were HK\$0.3 million (FY2021/2022: HK\$0.3 million) and HK\$0.4 million (FY2021/2022: HK\$0.3 million) respectively. The non-audit services mainly comprised tax advisory services.

The responsibilities of the External Auditors with respect to the FY2022/2023 financial statements are set out in the section of "Independent Auditor's Report" on pages 109 to 115.

## Dividend Policy

The Board has adopted a Dividend Policy to provide guidance to the Board and the management of the Company for distribution of surplus funds to its shareholders.

In determining the level of dividend payment, the following criteria and consideration must be taken:

- Sharing of success with shareholders
- Liquidity and capital requirement
- Historical trend of dividend payout
- Benchmarking with competitors within the industry
- Fulfilment of financial covenants
- Taxation impact
- Restrictions
- Other factors that may deem relevant

The Company intends to declare dividends to shareholders to align with the fluctuation in profit attributable to shareholders net of one-off event impact and may declare special dividends from time to time in addition to interim or final dividends. The determination to pay dividends and level of dividend to be distributed will be subject to the discretion of the Board from time to time.

## 外聘核數師

畢馬威會計師事務所已於上屆股東週年大會上獲股東委聘為本公司外聘核數師，其為本公司及其附屬公司所提供之二零二二／二零二三財政年度法定審核服務之費用為港幣6,700,000元（二零二一／二零二二財政年度：港幣6,200,000元）。畢馬威會計師事務所為本公司及其附屬公司所提供之其他審核相關服務及非審核服務費用分別為港幣300,000元（二零二一／二零二二財政年度：港幣300,000元）及港幣400,000元（二零二一／二零二二財政年度：港幣300,000元）。非審核服務主要包括稅務顧問服務。

外聘核數師就二零二二／二零二三財政年度財務報表所須承擔之責任載列於第109至115頁之「獨立核數師報告」一節。

## 股息政策

董事會已採納股息政策，就派發盈餘資金予股東向董事會及管理層提供指引。

就決定所派付的股息水平，須計及下列準則及考慮因素：

- 與股東共享成果
- 流動資金及資本要求
- 過往股息派付之趨勢
- 與業內競爭對手之標準比較
- 符合財務契約
- 稅務影響
- 限制條件
- 任何其他視為相關之因素

本公司計劃配合扣除一次性事件影響後之股東應佔溢利之波動向股東宣派股息，並可能除中期或末期股息外不時宣派特別股息。董事會將不時酌情決定是否派發股息以及所派發股息之水平。



## Shareholders' Rights

### Procedures for Shareholders to convene General Meeting

Pursuant to section 566 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance"), shareholders representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings are entitled to send a request to the Company to convene a general meeting. Such request must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. A request may be sent to the Company Secretary at the Company's registered office in hard copy form or in electronic form to [ir@vitasoy.com](mailto:ir@vitasoy.com) and must also be authenticated by the person or persons making it.

### Procedures for Shareholders to request circulation of statement at General Meeting

Pursuant to section 580 of the Companies Ordinance, shareholder/s representing at least 2.5% of the total voting rights of all the shareholders or at least 50 shareholders, who have a relevant right to vote, can request the Company in writing to circulate to the shareholders a statement of not more than 1,000 words with respect to a matter mentioned in a proposed resolution to be dealt with at that meeting or other business to be dealt with at that meeting. A request may be sent to the Company Secretary at the Company's registered office in hard copy form or in electronic form to [ir@vitasoy.com](mailto:ir@vitasoy.com) and must identify the statement to be circulated. It must be authenticated by the person or persons making it and be received by the Company at least 7 days before such meeting.

### Procedures for proposing a Person for Election as a Director at General Meeting

Under the Articles of Association of the Company, if a shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, the shareholder should deposit a written notice of nomination which shall be given to the Company within the 7-day period commencing the day after the despatch of the notice of the meeting (or such other period as may be determined and announced by the Directors from time to time) and in no event ending no later than seven days prior to the date appointed for such meeting. The procedures for shareholders to propose a person for election as a Director have also been published on the Company's website.

## 股東權利

### 股東召開股東大會之程序

根據香港《公司條例》(香港法例第622章)(「公司條例」)第566條，佔擁有權利於股東大會上投票之全體股東總表決權最少5%之股東有權向本公司發送請求書，召開股東大會。該請求書必須列明將於大會上處理之事務之一般性質，及應包括將於大會上正式動議及擬動議之決議案文本。請求書之列印本可發送至本公司之註冊辦事處予公司秘書或以電子形式電郵至 [ir@vitasoy.com](mailto:ir@vitasoy.com)，並須由發出請求書之人士或人等核實。

### 股東於股東大會上要求傳閱陳述書之程序

根據公司條例第580條，佔全體股東總表決權最少2.5%之股東或最少50名擁有相關表決權之股東可以書面形式要求本公司向股東傳閱一份不多於1,000字之陳述書，內容有關將於該大會上處理之決議案所述之事宜或其他將於該大會上處理之事務。請求書之列印本可發送至本公司之註冊辦事處予公司秘書或以電子形式電郵至 [ir@vitasoy.com](mailto:ir@vitasoy.com)，並須識別須傳閱之陳述書。該陳述書必須由發出之人士或人等核實，並須於召開該大會最少七日前送交本公司。

### 於股東大會上提名一位人士參選董事之程序

根據本公司章程細則，倘股東有意於股東大會上提名一位人士(退任董事除外)參選董事，則該股東須於寄發會議通知翌日起計七天內(或董事不時釐定及公佈之其他期間)並在任何情況下不遲於有關指定會議日期前七日，向本公司寄存一份書面之提名通知。股東提名董事候選人之程序亦已刊登在本公司之網站。



## Constitutional Document

During the year, there has been no change in the Company's Articles of Association. A copy of the latest consolidated version of the Articles of Association of the Company has been published on the websites of the Stock Exchange and the Company.

## Communications with Shareholders and Investors

We believe accountability and transparency are indispensable for ensuring good corporate governance and, in this regard, timely communication with our shareholders is crucial.

The Board has adopted a formal Shareholders Communication Policy to ensure that shareholders are provided with ready, equal and timely access to the Company's information. The Shareholders Communication Policy has been updated on 22nd March 2022 and been posted on the Company's website. We have established multiple channels of communication to encourage effective participation by the shareholders and also effective dialogue with shareholders under the Shareholders Communication Policy. The Board reviewed the Shareholders Communication Policy in June 2023 and considered that the policy has been properly implemented and is effective. The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors.

We maintain a corporate website ([www.vitasoy.com](http://www.vitasoy.com)) to keep our shareholders and the investing public posted of our share price information, latest business developments, final and interim results announcements, financial reports, public announcements, corporate governance policies and practices and other relevant shareholder information.

The Company views its Annual General Meeting as one of the important platforms to communicate with its shareholders. All Directors make an effort to attend the Annual General Meeting. At the 2022 Annual General Meeting, the Chairman of the Board briefed shareholders the business review and the outlook of the Group and answered questions raised by shareholders. The chairpersons of the Remuneration and Nomination Committee, the Audit Committee and ESG Committee were also present to answer questions raised by shareholders. The Company's External Auditors attended the 2022 Annual General Meeting to address questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditors' independence. Overseas Directors attended the Annual General Meeting through video conferencing due to travel restrictions during the period.

## 章程性質文件

年內，本公司之章程細則概無變動。本公司章程細則之最新匯總版本已刊登在聯交所及本公司之網站。

## 與股東及投資者之溝通

我們相信問責制及具透明度乃良好企業管治不可或缺之部份，故此與股東作適時溝通實為重要。

董事會已採納正式之股東通訊政策，以確保股東能隨時、公平及適時地獲得本公司之資訊。股東通訊政策已於二零二二年三月二十二日更新並已刊登在本公司之網站。我們已根據股東溝通政策設立多方面溝通途徑鼓勵股東有效參與以及與股東有效對話。董事會已於二零二三年六月檢討股東溝通政策，並同意該政策已妥善實施且有效。本公司會繼續促進投資者關係及提升與現有股東及潛在投資者之溝通。

我們設有公司網站 ([www.vitasoy.com](http://www.vitasoy.com))，向股東及公眾投資者匯報本集團股價資料、最新業務發展概況、年度及中期業績公佈、財務報告、公告、企業管治政策及常規以及其他與股東相關的資訊。

本公司視其股東週年大會為其與股東溝通之重要平台之一。所有董事均盡量出席股東週年大會。於二零二二年股東週年大會上，董事會主席向股東簡報本集團之業務回顧及前景並回答股東之提問。薪酬及提名委員會主席、審核委員會主席以及環境、社會及管治委員會主席亦在場以回應股東之提問。本公司之外聘核數師亦有出席二零二二年股東週年大會，回答有關審核操守、核數師報告之編製及內容、會計政策以及核數師獨立性之問題。海外董事因期內實施旅遊限制而透過視像會議形式出席股東週年大會。





Separate resolutions in respect of each substantial issue, including the appointment and re-election of Directors were proposed by the Chairman at the Annual General Meeting and were voted on by poll. The detailed procedures of conducting a poll were explained by the Chairman at the commencement of the Annual General Meeting to ensure that shareholders were familiar with such procedures. An independent scrutineer was appointed to count the votes and the poll results were posted on the websites of the Stock Exchange and the Company on the same day following the Annual General Meeting.

The Company adheres to the listing rules and all regulatory requirements set for listed companies in Hong Kong. The Company is also committed to proactively provide its stakeholders with sufficient, accurate and consistent information in a timely manner. The commitment is evenly fulfilled irrespective of whether the information is positive or negative for the company. All material information is disclosed to recipients equally in terms of content and timing.

The Board and Senior Management acknowledge their responsibilities to represent the interests of all shareholders and to maximise shareholder value. Active engagement with our shareholders and accountability to our shareholders are of high priorities of the Company. We would actively reach out our shareholders by:

- one-on-one-meetings, conference calls, investor conferences, and Non-deal Roadshows
- publication of the Company's latest financial results, announcements, ESG and business performance on its own corporate website, including interim and annual financial reports, sustainability reports, audio webcasts of analyst presentations given at results announcements, presentation slides played at investors conferences, announcements and the Company's business performance.
- publication and distribution of interim and annual reports
- shareholders meeting
- set up of dedicated Investor Relations' email address/hotline to receive enquires from the shareholders and investing public

股東週年大會之主席就各重要事項（包括委任及重選董事）提呈獨立決議案，而有關決議案以股份投票方式進行表決。主席於股東週年大會開始時詳細解釋進行股份投票之程序，確保股東熟悉有關程序。本公司並委任獨立監票人進行點票，而股份投票結果於股東週年大會結束後即日在聯交所及本公司之網站刊登。

本公司遵守上市規則及為香港上市公司而訂立的所有監管要求。本公司亦致力主動及時向其持份者提供充足、準確及一致的資料。無論該資料對本公司帶來正面抑或負面影響，承諾均得以均衡履行。所有重要資料在內容及時間方面均統一披露予接收者。

董事會及高層管理人員認同彼等有責任代表所有股東的利益並盡量提高股東價值。本公司會高度重视與股東的積極參與及向股東負責。我們將透過以下方式積極聯繫股東：

- 一對一會議、電話會議、投資者會議及非交易路演
- 在本公司的公司網站上刊發其最近期財務業績、公告、環境、社會及管治以及業務表現，當中包括中期及年度財務報告、可持續發展報告、分析師在業績公告中發佈的音頻網絡廣播、投資者會議上的簡報、公告及本公司經營業績。
- 刊登及派發中期及年度報告
- 股東大會
- 設立投資者關係專有的電子郵件地址／熱線，接受股東及公眾投資者的查詢



# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高層管理人員

### BOARD OF DIRECTORS

#### Executive Chairman



**Mr. Winston Yau-lai LO** (SBS, BSc, MSc), aged 82, is the Executive Chairman of the Group. Mr. Lo was appointed a Director of the Company in 1972. Mr. Lo graduated from the University of Illinois with a Bachelor of Science degree in Food Science and gained his Master of Science degree in Food Science from Cornell University. Mr. Lo is an Honorary Court Member of the Hong Kong University of Science and Technology and life member of Cornell University Council. Mr. Lo is a director of Ping Ping Investment Company Limited. He is also a director of The Bank of East Asia, Limited, a company listed on the Hong Kong Stock Exchange. He was a member of The National Committee of the Chinese People's Political Consultative Conference. Save as disclosed, he has not held any directorship in other listed public companies in the last three years. He is the father of Ms. May Lo (a Non-executive Director of the Company) and Ms. Joy Lo Cheung (a substantial shareholder of the Company), the brother of Ms. Yvonne Mo-ling Lo (a Non-executive Director of the Company) and Ms. Irene Chan (the substantial shareholder of the Company) and the relative of Mr. Peter Tak-shing Lo (a Non-executive Director of the Company), Mr. Eugene Lye (an Executive Director of the Company), Mr. Christopher Lye, Dr. Keiko Aun Fukuda and Ms. Alexandra Chan (the substantial shareholders of the Company).

### 董事會

#### 執行主席

**羅友禮先生** (SBS, BSc, MSc), 八十二歲，本集團執行主席，於一九七二年獲委任為本公司董事。羅先生畢業於伊利諾大學，獲食物科學理學學士學位，並獲康乃爾大學頒授食物科學理學碩士學位。羅先生為香港科技大學顧問委員會榮譽委員及康乃爾大學校董會終身校董。羅先生為平平置業有限公司董事，亦為於香港聯交所上市之東亞銀行有限公司之董事。彼曾任中國人民政治協商會議全國委員會委員。除已披露者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務。彼為本公司非執行董事羅其美女士及本公司主要股東張羅其樂女士之父親、本公司非執行董事羅慕玲女士及本公司主要股東陳羅慕連女士之胞兄弟，亦為本公司非執行董事羅德承先生、本公司執行董事黎中山先生以及本公司主要股東黎東山先生、羅安女士及陳凌珊女士之親屬。



### Independent Non-executive Directors



**Dr. the Hon. Sir David Kwok-po LI** (GBM, GBS, OBE, JP, MA Cantab. (Economics & Law), Hon. LLD (Cantab), Hon. DSc. (Imperial), Hon. LLD (Warwick), Hon. DBA (Edinburgh Napier), Hon. D.Hum.Litt. (Trinity, USA), Hon. LLD (Hong Kong), Hon. DSocSc (Lingnan), Hon. DLitt (Macquarie), Hon. DSocSc (CUHK), FCA, FCPA, FCPA (Aust.), FCIB, FHKIB, FBCS, CITP, Officier de l'Ordre de la Couronne, Grand Officer of the Order of the Star of Italian Solidarity, The Order of the Rising Sun, Gold Rays with Neck Ribbon, Commandeur dans l'Ordre National de la Légion d'Honneur), aged 84, was appointed a Director of the Company in 1994. Sir David is the executive chairman of The Bank of East Asia, Limited, a company listed on the Hong Kong Stock Exchange. He is a member of the Council of the Treasury Markets Association. He is also an independent non-executive director of The Hong Kong and China Gas Company Limited, The Hongkong and Shanghai Hotels, Limited and San Miguel Brewery Hong Kong Limited, all being companies listed in Hong Kong. Sir David is founding chairman of The Friends of Cambridge University in Hong Kong Limited, chairman of the Advisory Board of The Salvation Army Hong Kong and Macau Territory, chairman of the Executive Committee of St. James' Settlement and a fellow of the Hong Kong Academy of Finance. He was a member of the Executive Council of Hong Kong from 2005 to 2008 and the Legislative Council of Hong Kong from 1985 to 2012. He was an independent non-executive director of Guangdong Investment Limited. Save as disclosed, he has not held any directorship in other listed public companies in the last three years.

### 獨立非執行董事

**李國寶爵士**(GBM, GBS, OBE, JP, MA Cantab. (Economics & Law), Hon. LLD (Cantab), Hon. DSc. (Imperial), Hon. LLD (Warwick), Hon. DBA (Edinburgh Napier), Hon. D.Hum. Litt. (Trinity, USA), Hon. LLD (Hong Kong), Hon. DSocSc (Lingnan), Hon. DLitt (Macquarie), Hon. DSocSc (CUHK), FCA, FCPA, FCPA (Aust.), FCIB, FHKIB, FBCS, CITP, Officier de l'Ordre de la Couronne, Grand Officer of the Order of the Star of Italian Solidarity, The Order of the Rising Sun, Gold Rays with Neck Ribbon, Commandeur dans l'Ordre National de la Légion d'Honneur), 八十四歲，於一九九四年獲委任為本公司董事。李爵士為於香港聯交所上市之東亞銀行有限公司之執行主席。李爵士亦為財資市場公會之議會成員。李爵士現今出任以下香港上市公司之獨立非執行董事，包括香港中華煤氣有限公司、香港上海大酒店有限公司及香港生力啤酒廠有限公司。李爵士為劍橋之友香港有限公司之創會主席、救世軍香港及澳門地域顧問委員會主席、聖雅各福群會執行委員會主席及金融學院院士。李爵士曾在二零零五年至二零零八年期間出任香港行政會議成員及在一九八五年至二零一二年期間出任香港立法會議員。李爵士曾出任粵海投資有限公司之獨立非執行董事。除已披露者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務。



## Directors and Senior Management 董事及高層管理人員



**Mr. Jan P. S. ERLUND**, aged 84, was appointed a Director of the Company in 2006. He graduated with a Master degree in Law from the University of Aarhus and studied at the Nordic Institute for Maritime Law, the University of Oslo. Mr. Erlund was admitted to the Danish Bar in 1968 and was admitted to the Supreme Court in 1976. Mr. Erlund is now a partner in Copenhagen Chambers focusing on Danish and international arbitration. He was a partner of Gorrissen Federspiel Kierkegaard, a law firm in Copenhagen, Denmark. He was the president of the Danish Bar and Law Association, president of the Danish Maritime Law Association and chairman of the Maritime and Transport Committee of the International Bar Association. Mr. Erlund was the chairman of the board of directors of The East Asiatic Company Ltd. A/S and Dansk Skovselskab A/S, deputy chairman of ERRIA A/S and a member of the board of directors of PSA International Pte. Ltd., all being companies listed overseas. Save as disclosed, he has not held any directorship in other listed public companies in the last three years.

**Jan P. S. ERLUND** 先生，八十四歲，於二零零六年獲委任為本公司董事。彼畢業於奧胡斯大學，獲法律碩士學位，其後於奧斯陸大學之北歐海事法研究院從事研究。Erlund 先生於一九六八年獲委任為丹麥大律師，及於一九七六年獲委任為丹麥最高法院律師。Erlund 先生現為哥本哈根大律師事務所（主要從事丹麥當地及國際間仲裁）之合夥人。彼曾為 Gorrissen Federspiel Kierkegaard（一間位於丹麥哥本哈根之律師行）之合夥人。彼曾任丹麥大律師及事務律師公會主席、丹麥海事法律師公會主席及國際大律師公會屬下海事及運輸委員會主席。Erlund 先生曾任 The East Asiatic Company Ltd. A/S 及 Dansk Skovselskab A/S 之董事會主席、ERRIA A/S 之副主席及 PSA International Pte. Ltd. 之董事會成員，該等公司均為海外上市公司。除已披露者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務。



**Mr. Anthony John Liddell NIGHTINGALE** (CMG, SBS, JP), aged 75, was appointed a Director of the Company in 2015. Mr. Nightingale graduated from Peterhouse College, University of Cambridge with a degree in Classics. Mr. Nightingale was Managing Director of the Jardine Matheson Group (“Jardine Group”) from 2006 to 2012. He joined Jardine Group in 1969 and was appointed a director in 1994. Mr. Nightingale is currently a non-executive director of Jardine Matheson Holdings Limited and of other Jardine Group companies. These include Dairy Farm and Hongkong Land. Jardine Matheson Holdings Limited has a standard listing on the London Stock Exchange as its primary listing, with secondary listings in Bermuda and Singapore. Mr. Nightingale is also the non-executive director of Shui On Land Limited, a company listed in Hong Kong. Mr. Nightingale is a commissioner of PT Astra International Tbk. He is the chairperson of The Sailors Home and Missions to Seafarers in Hong Kong. Mr. Nightingale is the former chairman of the Hong Kong General Chamber of Commerce and was appointed as a Hong Kong, China’s representative to the Asia Pacific Economic Cooperation (“APEC”) Business Advisory Council from 2005 to 2017 and a Hong Kong representative to the APEC Vision Group from 2018 to 2019. He was a member of The Chief Executive’s Council of Advisors on Innovation and Strategic Development and was a member of the HKUST Business School Advisory Council. He was a non-executive director of Schindler Holding Limited, Jardine Strategic Holdings Limited, Mandarin Oriental, Prudential plc and Jardine Cycle & Carriage Limited. Save as disclosed, he has not held any directorship in other listed public companies in the last three years.

**黎定基先生** (CMG, SBS, JP), 七十五歲，於二零一五年獲委任為本公司董事。黎先生畢業於劍橋大學 Peterhouse 書院，獲頒古典文學學位。黎先生曾於二零零六年至二零一二年期間，擔任怡和集團（「怡和集團」）董事總經理。彼於一九六九年加入怡和集團，並於一九九四年獲委任為董事。黎先生現為怡和控股有限公司及其他怡和集團旗下多間公司的非執行董事，包括牛奶國際控股有限公司及置地控股有限公司。怡和控股有限公司於倫敦證券交易所作第一上市，並於百慕達和新加坡交易所作第二上市。黎先生同時亦為香港上市公司瑞安房地產有限公司之非執行董事。黎先生為 PT Astra International Tbk 的委員。彼為香港海員俱樂部主席。黎先生曾為香港總商會主席，並於二零零五年至二零一七年獲委任為亞太區經濟合作組織商貿諮詢理事會之中國香港代表，以及於二零一八年至二零一九年為亞太經合組織願景小組香港代表。彼曾為行政長官創新及策略發展顧問團成員及香港科技大學商學院顧問委員會成員。彼曾為迅達控股有限公司、怡和策略控股有限公司、文華東方國際有限公司、保誠保險有限公司以及怡和合發有限公司之非執行董事。除已披露者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務。



## Directors and Senior Management 董事及高層管理人員



**Mr. Paul Jeremy BROUGH**, aged 66, was appointed a Director of the Company in 2016. Mr. Brough graduated from Nottingham Trent Business School with a Bachelor's degree (Honours) in Business Studies. Mr. Brough is an associate of the Institute of Chartered Accountants in England and Wales and an associate of the Hong Kong Institute of Certified Public Accountants. Mr. Brough is an independent non-executive director of Toshiba Corporation, a company listed on the Tokyo Stock Exchange, an independent non-executive director of Guoco Group Limited, a company listed on the Hong Kong Stock Exchange, an independent non-executive director of HSBC Holdings plc, a company listed in Hong Kong and overseas, an independent non-executive director of The Executive Centre Limited, an independent non-executive director of Eagle Investments HoldCo and an independent non-executive director of Pacific Primary Health Care Holdings Limited. Mr. Brough joined KPMG Hong Kong in 1983 and held appointments as its Head of Consulting in 1995 and as Head of Financial Advisory Services in 1997. In 1999, he was appointed the Asia Pacific Head of KPMG's Financial Advisory Services business and a member of its global advisory steering group. He held the position of Regional Senior Partner of KPMG Hong Kong from April 2009 before retiring in March 2012. Mr. Brough is a director of Run Hong Kong Limited, a not-for-profit entity. Mr. Brough is also a director of Blue Willow Limited. Mr. Brough was the executive chairman of Noble Group Limited, a company listed on the Singapore Stock Exchange, and its successor company, Noble Group Holdings Limited from 8th May 2017 to 1st October 2019. He was an independent non-executive director of GL Limited, a company listed on the Singapore Stock Exchange, from 1st July 2012 to 15th April 2021, an independent non-executive director of Habib Bank Zurich (Hong Kong) Limited, a Hong Kong restricted licence bank until 28th February 2023 and the chairman of the General Committee of The Hong Kong Club until 11th May 2023. Save as disclosed, he has not held any directorship in other listed public companies in the last three years.

**Paul Jeremy BROUGH 先生**，六十六歲，於二零一六年獲委任為本公司董事。Brough 先生畢業於諾丁漢特倫特大學商學院，獲頒商業學榮譽學士學位。Brough 先生現為英格蘭及威爾斯特許會計師公會會員以及香港會計師公會會員。Brough 先生為於東京證券交易所上市之株式會社東芝之獨立非執行董事、於香港聯交所上市之公司國浩集團有限公司之獨立非執行董事、於香港及海外上市之滙豐控股有限公司之獨立非執行董事、德事商務中心有限公司之獨立非執行董事、Eagle Investments HoldCo 之獨立非執行董事及 Pacific Primary Health Care Holdings Limited 之獨立非執行董事。Brough 先生於一九八三年加入畢馬威會計師事務所香港分部，於一九九五年出任業務顧問主管，並於一九九七年出任財務諮詢服務主管。彼於一九九九年出任畢馬威會計師事務所亞太區之財務諮詢服務主管，以及畢馬威會計師事務所全球諮詢督導委員會成員。彼自二零零九年四月起出任畢馬威會計師事務所香港區高級合夥人，至二零一二年三月退休。Brough 先生為非牟利機構 Run Hong Kong Limited 之董事。Brough 先生亦為 Blue Willow Limited 之董事。Brough 先生於二零一七年五月八日至二零一九年十月一日擔任來寶集團有限公司（為於新加坡證券交易所上市及 Noble Group Holdings Limited 之繼任公司）之執行主席。彼於二零一二年七月一日至二零二一年四月十五日擔任於新加坡證券交易所上市之 GL Limited 之獨立非執行董事、於二零二三年二月二十八日前擔任香港一家受限制持牌銀行恒比銀行蘇黎世（香港）有限公司之獨立非執行董事及於二零二三年五月十一日前擔任香港會理事會主席。除已披露者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務。





**Dr. Roy Chi-ping CHUNG** (*GBS, BBS, JP*), aged 70, was appointed a Director of the Company in June 2017. Dr. Chung holds a Doctor of Engineering Degree from the University of Warwick, United Kingdom and Doctor of Business Administration Degree from City University of Macau. He was re-appointed as an Industrial Professor by the University of Warwick, United Kingdom in December 2020. He was awarded an Honorary Doctor of Business Administration by the Lingnan University in 2015, an Honorary Doctor of Business Administration by the Hong Kong Polytechnic University in 2007, an Honorary Doctorate Degree by the University of Newcastle, New South Wales, Australia in 2006, an Honorary Doctor of Science by The University of Warwick, United Kingdom in 2019 and a Doctor of Business Administration honoris causa by The University of Macau in 2019. He was awarded the Bronze Bauhinia Star (BBS) and Gold Bauhinia Star (GBS) by the Hong Kong Special Administrative Region Government on 1st July 2011 and 1st July 2017 respectively. He was also appointed as Justice of Peace by the Hong Kong Special Administrative Region Government on 1st July 2005 and won the Hong Kong Young Industrialists Award in 1997. In November 2014, he was further awarded the Industrialist of the Year. Dr. Chung is a Board Member of the West Kowloon Cultural District Authority. He was appointed as the Chairman of the Federation of Hong Kong Industries from July 2011 to July 2013 and now its Honorary President. He was appointed as the chairman of Vocational Training Council from January 2018 to December 2019. He is also the founder and chairman of Bright Future Charitable Foundation. Dr. Chung is a co-founder and currently a non-executive director of Techtronic Industries Company Limited. Dr. Chung is also an independent non-executive director of TK Group (Holdings) Limited, a company listed in Hong Kong. Dr. Chung retired as independent non-executive director of Kin Yat Holdings Limited, KFM Kingdom Holdings Limited and Fujikon Industrial Holdings Limited effective from 25th August 2014, 27th August 2015 and 23rd June 2021 respectively. Save as disclosed, he has not held any directorship in other listed public companies in the last three years.

**鍾志平博士** (*GBS, BBS, JP*)，七十歲，於二零一七年六月獲委任為本公司董事。鍾博士分別持有英國華威大學頒授之工程學博士學位及澳門城市大學頒授之工商管理博士學位。彼於二零二零年十二月獲英國華威大學再次委任為工程教授。彼於二零一五年獲嶺南大學頒授榮譽工商管理學博士、於二零零七年獲香港理工大學頒授榮譽工商管理博士、於二零零六年獲澳洲新南威爾斯州紐卡斯爾大學頒發榮譽博士銜、於二零一九年獲英國華威大學頒授榮譽科學博士學位及於二零一九年獲澳門大學頒授榮譽工商管理博士學位。鍾博士分別於二零一一年七月一日及二零一七年七月一日分別獲得香港特別行政區政府頒授銅紫荊星章及金紫荊星章，於二零零五年七月一日獲香港特別行政區政府委任為太平紳士，亦於一九九七年榮獲香港青年工業家獎。彼更於二零一四年十一月獲頒傑出工業家獎。鍾博士為西九文化區管理局之董事局成員。彼曾於二零一一年七月至二零一三年七月委任為香港工業總會主席及現為名譽會長。彼於二零一八年一月至二零一九年十二月獲委任為職業訓練局主席。彼亦為鵬程慈善基金創辦人及主席。鍾博士為創科實業有限公司創辦人之一，現為該公司之非執行董事。鍾博士亦為香港上市公司東江集團（控股）有限公司之獨立非執行董事。鍾博士分別於二零一四年八月二十五日、二零一五年八月二十七日及二零二一年六月二十三日起退任建溢集團有限公司、KFM金德控股有限公司及富士高實業控股有限公司之獨立非執行董事。除已披露者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務。





### Non-executive Directors



**Ms. Yvonne Mo-ling LO**, aged 75, was appointed a Director of the Company in 1993. Ms. Lo received a Bachelor of Arts degree from Oberlin College, Ohio in the United States and undertook graduate studies in Urban and Regional Planning at the University of Toronto in Canada. Ms. Lo joined the Group in 1980 and was the President of Vitasoy USA until 2001. Ms. Lo was the president of the Soyfoods Association of North America which represents more than 30 soyfoods companies covering the US and Canada. She does not hold/has not held any directorship in other listed public companies currently and in the past three years. She is the mother of Dr. Keiko Aun Fukuda (a substantial shareholder of the Company), the sister of Mr. Winston Yau-lai Lo (the Executive Chairman of the Company) and Ms. Irene Chan (the substantial shareholder of the Company) and the relative of Mr. Peter Tak-shing Lo (a Non-executive Director of the Company), Ms. May Lo (a Non-executive Directors of the Company), Mr. Eugene Lye (an Executive Director of the Company), Ms. Joy Lo Cheung, Mr. Christopher Lye and Ms. Alexandra Chan (the substantial shareholders of the Company).



**Mr. Peter Tak-shing LO**, aged 61, was appointed a Director of the Company in June 2017, Mr. Lo holds a Bachelor's Degree in Electronic Engineering & Physics from the Loughborough University of Technology, a Master's Degree in Medical Physics from the University of Surrey, a Doctorate's Degree in Medical Physics from the University of London and an Honorary Fellow from The Chinese University of Hong Kong. Mr. Lo is an executive director and the chief executive officer of Cafe de Coral Holdings Limited, a company listed on the Hong Kong Stock Exchange. Mr. Lo is the chairman and a trustee of Lo Kwee Seong Foundation (a charitable trust) being a substantial shareholder of the Company within the meaning of Part XV of the SFO. Save as disclosed, he has not held any directorship in other listed public companies in the last three years. Mr. Lo is the relative of Mr. Winston Yau-lai Lo (the Executive Chairman of the Company), Ms. Yvonne Mo-ling Lo (a Non-executive Director of the Company), Ms. May Lo (a Non-executive Director of the Company), Mr. Eugene Lye (an Executive Director of the Company), Ms. Irene Chan, Ms. Joy Lo Cheung, Mr. Christopher Lye, Dr. Keiko Aun Fukuda and Ms. Alexandra Chan (the substantial shareholders of the Company).

### 非執行董事

**羅慕玲女士**，七十五歲，於一九九三年獲委任為本公司董事。羅女士獲美國俄亥俄州歐柏林大學頒發文學學士學位，並曾在加拿大多倫多大學修讀城市與區域規劃大學課程。羅女士於一九八零年加入本集團，並曾為維他奶美國公司之主席，直至二零零一年止。羅女士亦曾為北美大豆食品協會之主席，該會代表美國及加拿大三十多間大豆食品公司。彼於現時或過往三年並無於其他上市公眾公司擔任任何董事職務。彼為本公司主要股東羅安女士之母親、本公司執行主席羅友禮先生及本公司主要股東陳羅慕連女士之胞妹，亦為本公司非執行董事羅德承先生、本公司非執行董事羅其美女士、本公司執行董事黎中山先生以及本公司主要股東張羅其樂女士、黎東山先生及陳凌珊女士之親屬。

**羅德承先生**，六十一歲，於二零一七年六月獲委任為本公司董事。羅先生分別持有 Loughborough University of Technology 電子工程學士學位、University of Surrey 醫學物理碩士學位、英國倫敦大學醫學物理博士學位及香港中文大學榮譽院士銜。羅先生為於香港聯交所上市之大家樂集團有限公司之執行董事兼首席執行官。羅先生亦為羅桂祥基金（慈善基金）之主席兼受託人，根據《證券及期貨條例》第 XV 部之定義，該基金為本公司主要股東。除已披露者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務。羅先生乃本公司執行主席羅友禮先生、本公司非執行董事羅慕玲女士及羅其美女士、本公司執行董事黎中山先生、本公司主要股東陳羅慕連女士、張羅其樂女士、黎東山先生、羅安女士及陳凌珊女士之親屬。



**Ms. May LO**, aged 48, was appointed a Director of the Company in June 2017. Ms. Lo holds a Master's degree in Business Administration from MIT Sloan School of Management and a Bachelor of Science degree from Cornell University. She has worked in finance in various roles, including, as a fund manager for a global asset management company and has had experience investing in publicly listed companies. She does not hold/has not held any directorship in other listed public companies currently and in the past three years. Ms. Lo is the daughter of Mr. Winston Yau-lai Lo (the Executive Chairman of the Company), the sister of Ms. Joy Lo Cheung (a substantial shareholder of the Company), the relative of Ms. Yvonne Mo-ling Lo (a Non-executive Director of the Company), Mr. Peter Tak-shing Lo (a Non-executive Director of the Company), Mr. Eugene Lye (an Executive Director of the Company), Ms. Irene Chan, Mr. Christopher Lye, Dr. Keiko Aun Fukuda and Ms. Alexandra Chan (the substantial shareholders of the Company).

#### Executive Directors



**Mr. Roberto GUIDETTI**, aged 60, was appointed as the Executive Director of the Company on 1st April 2014. Mr. Guidetti is currently the Group Chief Executive Officer. Mr. Guidetti graduated with a Bachelor's Degree in Economics at the Bologna University in Bologna, Italy in 1987 and further obtained a Master's Degree in Business Administration at Centro Universitario di Organizzazione Aziendale in Altavilla Vicentina, Italy in 1988. Mr. Guidetti completed a Harvard Business School Executive Education programme in July 2017. Mr. Guidetti is responsible for the overall strategic planning, business development and general management of all the Group's operations. Mr. Guidetti joined the Group as the Group Chief Executive Officer on 1st April 2013 and has fully assumed the roles and responsibilities of the former Group Chief Executive Officer on 1st August 2013. He has 34 years of proven track record in general management, strategic/business planning, marketing/commercial leadership, product innovation and new business development. He has matured his professional expertise in two of the largest global fast moving consumer goods organisations and across local, regional and global roles in Europe and Asia. He has spent the last 23 years in this field in Mainland China, and regions including the Hong Kong SAR and Taiwan. Mr. Guidetti is a non-executive director of Ariston Group (listed company in Italy) and Givaudan (listed company in Switzerland). Saved as disclosed, he has not held any directorship in other listed public companies currently and in the last three years.

**羅其美女士**，四十八歲，於二零一七年六月獲委任為本公司董事。羅女士持有麻省理工史隆管理學院之工商管理碩士學位及康乃爾大學之理學士學位。羅女士曾於金融界擔任多個職位，包括曾擔任一間全球資產管理公司之基金經理，並具備投資於多間公眾上市公司之投資經驗。彼於現時或過往三年並無於其他上市公眾公司擔任任何董事職務。羅女士乃本公司執行主席羅友禮先生之女兒、本公司主要股東張羅其樂女士之胞妹、本公司非執行董事羅慕玲女士及羅德承先生、本公司執行董事黎中山先生、本公司主要股東陳羅慕連女士、黎東山先生、羅安女士及陳凌珊女士之親屬。

#### 執行董事

**陸博濤先生**，六十歲，於二零一四年四月一日獲委任為本公司執行董事。陸博濤先生現為本公司之集團行政總裁。陸博濤先生於一九八七年畢業於意大利博洛尼亞大學，取得經濟學學士學位，並於一九八八年在意大利阿爾塔維拉比森蒂娜之Centro Universitario di Organizzazione Aziendale榮獲工商管理碩士學位。陸博濤先生於二零一七年七月完成哈佛商學院之行政人員教育課程。陸博濤先生負責本集團所有業務之整體策略規劃、業務發展及日常管理。陸博濤先生於二零一三年四月一日加入本集團為集團行政總裁，並於二零一三年八月一日起全面替代負責前任集團行政總裁之角色及職能。彼於日常管理、策略性及業務規劃、市場銷售及商業領導、產品革新及新業務拓展方面擁有三十四年之豐富經驗。彼曾於兩間大型跨國高流轉消費品企業負責歐亞市場之本地、區域及全球性業務，累積豐富專業知識。彼曾於中國內地，以及地區包括香港特別行政區及台灣內的有關行業任職二十三年。陸博濤先生為阿里斯頓集團（意大利上市公司）及奇華頓（瑞士上市公司）之非執行董事。除已披露者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務。



**Mr. Eugene LYE**, aged 53, was appointed a Director of the Company in October 2017. Mr. Lye is currently the President and Chief Executive Officer of Vitasoy USA Inc. and Vitasoy North America Inc., the subsidiaries of the Company. Mr. Lye holds a Bachelor's Degree in Economics from the University of Toronto and a MBA from the Chinese University of Hong Kong. Mr. Lye is responsible for the general management and development of the Group's import business of the Group's products for sales in North America. He joined the Group in 2002 and has been closely involved in all aspects of the North American business for over 20 years. During his time at Vitasoy USA Inc., Mr. Lye has held management positions in sales and marketing in the Mainstream Channel, and has had oversight responsibilities for both the research & development and quality control departments as well as serving as the Senior Vice President of the Asian Channel. He does not hold/has not held any directorship in other listed public companies currently and in the past three years. Mr. Lye is the brother of Mr. Christopher Lye (a substantial shareholder of the Company), the relative of Mr. Winston Yau-lai Lo (the Executive Chairman of the Company), Ms. Yvonne Mo-ling Lo, Mr. Peter Tak-shing Lo and Ms. May Lo (the Non-executive Directors of the Company), Ms. Irene Chan, Ms. Joy Lo Cheung, Dr. Keiko Aun Fukuda and Ms. Alexandra Chan (the substantial shareholders of the Company).

**黎中山先生**，五十三歲，於二零一七年十月獲委任為本公司董事。黎先生現為本公司附屬公司 Vitasoy USA Inc. 及 Vitasoy North America Inc. 之總裁兼行政總裁。黎先生擁有多倫多大學經濟學學士學位及香港中文大學工商管理碩士學位。黎先生負責管理及發展本集團在北美洲銷售由香港進口之產品業務。彼於二零零二年加入本集團，並曾緊密參與北美洲業務多方面範疇的工作逾二十年。任職 Vitasoy USA Inc. 期間，黎先生曾於主流銷售渠道擔任多個銷售及市場推廣管理職位，任職監督研發和品控等部門，以及擔任亞裔市場之高級副總裁。彼於現時或過往三年並無於其他上市公眾公司擔任任何董事職務。黎先生乃本公司主要股東黎東山先生之胞弟、本公司執行主席羅友禮先生、本公司非執行董事羅慕玲女士、羅德承先生及羅其美女士、本公司主要股東陳羅慕連女士、張羅其樂女士、羅安女士及陳凌珊女士之親屬。



## SENIOR MANAGEMENT GROUP CHIEF FINANCIAL OFFICER

**Ms. Ian Hong NG**, aged 52, Group Chief Financial Officer. Ms. Ng is responsible for the strategic planning, financial management and control, accounting, corporate finance, investor relations and corporate services of the Group. Ms. Ng joined the Group in 2021 and has solid finance management experience gained with multinational companies. She also brings a wealth of experience to this role with leading start-up commercial operation, acquisitions, post-merger integration, finance and digital transformation with fast moving consumer goods (FMCG), agriculture, oil & gas, and technology industries. Ms. Ng is a US Certified Public Accountant, member of HKICPA, and holds a Master's Degree in Business Administration at the University of Southern California Marshall School of Business.

## CHIEF EXECUTIVE OFFICERS OF MAJOR SUBSIDIARIES *Mainland China*

**Mr. Roberto GUIDETTI**, the Group Chief Executive Officer, has assumed the current dual roles of the Group Chief Operating Officer and Chief Executive Officer of Mainland China upon the departure of Mr. Carl Qiang SU in May 2023. Mr. Guidetti has wealth of experience in general management, strategy planning and marketing in Asia Pacific and Europe, in particular in Mainland China.

(Mr. Guidetti's biographical details are set out on page 85)

## *Hong Kong Operation (Hong Kong SAR, Macau SAR and Exports)*

**Mr. Anthony Kai-yip CHAN**, aged 54, Chief Executive Officer, Hong Kong Operation. He joined the Group in 2007 and has been promoted to the Chief Executive Officer of the Group's Hong Kong Operation in April 2023. He was appointed the Sales Director of the Hong Kong Operation in 2009 with wealth of experience in general management particularly for the sales and marketing areas. Mr. Chan is currently responsible for the general management and development of the Group's operations in the Hong Kong SAR, the Macau SAR and global export markets. Mr. Chan has solid and extensive working experience in different leading multinational companies including fast moving consumer goods (FMCG) and consumer healthcare categories prior to joining the Company. Mr. Chan received his education in the Hong Kong SAR and earned his Master degree in Business Administration and Bachelor of Laws (LLB) in 1998 and 2002 respectively.

## 高層管理人員 集團首席財務總監

**吳茵虹女士**，五十二歲，集團首席財務總監。吳女士負責本集團之策略規劃、財務管理及監控、會計、企業財務、投資者關係及企業事務等職務。吳女士於二零二一年加入本集團，並在多間跨國公司任職，累積豐富的財務管理經驗。彼曾於快速消費品、農業、石油及天然氣以及科技等行業中工作，對領導初創企業的商業營運、收購、合併後整合、融資及數碼化轉型等方面擁有豐富經驗。吳女士為美國執業註冊會計師、香港會計師公會會員，並於美國南加州大學馬歇爾商學院取得工商管理碩士學位。

## 主要附屬公司行政總裁 *中國內地*

**陸博濤先生**，集團行政總裁，在蘇強先生於二零二三年五月離職後，一直兼任集團首席營運總監及中國內地業務之行政總裁雙職。陸博濤先生在亞太地區及歐洲，尤其是在中國內地之日常管理、策略規劃及營銷方面擁有豐富經驗。

(陸博濤先生之履歷詳情刊載於第 85 頁)

## *香港業務 (香港特別行政區、澳門特別行政區及出口)*

**陳啟業先生**，五十四歲，香港業務之行政總裁。彼於二零零七年加入本集團，於二零二三年四月獲晉升為本集團香港業務之行政總裁。彼於二零零九年獲委任為香港業務之銷售總監，擁有豐富日常管理經驗，尤其是在銷售及營銷領域方面。陳先生目前負責本集團香港特別行政區、澳門特別行政區及全球出口市場業務之日常管理及發展。加入本公司之前，陳先生在快速消費品及保健消費產品等不同領先跨國公司工作，擁有紮實豐富的工作經驗。陳先生於香港特別行政區接受教育，分別於一九九八年及二零零二年取得工商管理碩士學位及法學學士學位。





### Australia and New Zealand

**Mr. David Bruce Charles TYACK**, aged 52, Chief Executive Officer & Managing Director of Vitasoy Australia Products Pty. Ltd.. Mr. Tyack is responsible for general management and development of the Group's operation in Australia and New Zealand. He joined the Group in September 2019 and has extensive experience across the Asia-Pacific fast moving consumer goods (FMCG) industry over the past 28 years. Based in and a native of Melbourne, Mr. Tyack relocated back to his home town after leading Canberra based, Capitol Chilled Foods Pty Ltd. (a Joint Venture between Lion Dairy & Drinks and Bega Cheese) for 4 years. He has a strong track record in Sales, Marketing and General Management working for a few local and global FMCG companies.

### Singapore

**Mr. Christopher Lloyd MARCHANT**, aged 44, Chief Executive Officer of Vitasoy International Singapore Pte. Ltd., the Group's tofu manufacturing company in Singapore. Mr. Marchant is responsible for the general management and development of the Group's operation in Singapore. He joined the Singapore operation in September 2016 after spending 4 years heading up the Vitasoy Australia and New Zealand Sales team. Mr. Marchant has extensive experience across the fast moving consumer goods (FMCG) industry in Asia Pacific, and is very familiar with the Singapore market having spent 14 years in the city state, where he both started his career and completed his secondary education.

### CHIEF EXECUTIVE OFFICER IN JOINT VENTURE The Philippines

**Mr. Carlo Angelo M. LICUANAN**, aged 42, General Manager of Vitasoy-URC Inc., the Group's joint venture company in the Philippines. Mr. Licuanan is responsible for the general management and development of the Group's business in the Philippines. He joined the joint venture company in April 2021. Mr. Licuanan has extensive experience spanning two decades across Asia Pacific which includes General Management and Chief Marketing Officer roles, among others. He has delivered solid business building results and brings with him a wealth of experience managing multiple countries especially in Southeast Asia. His career has been mostly spent in key fast moving consumer goods (FMCG) roles in Fortune 500 multinational companies. After being expatriated to Singapore to handle a regional role, he came back to the Philippines where he originally comes from. He has double degrees in Economics and Accountancy, graduating Magna Cum Laude, and was even among the top passers in the Certified Public Accountancy board examination. He was awarded by the President of the country as one of the Ten Outstanding Students of the Philippines.

### 澳洲及新西蘭

**David Bruce Charles TYACK** 先生，五十二歲，Vitasoy Australia Products Pty. Ltd. 之行政總裁及董事總經理。Tyack 先生負責管理及發展本集團在澳洲及新西蘭之業務。彼於二零一九年九月加入本集團，於過去二十八年在亞太地區之快速消費品行業具豐富經驗。Tyack 先生領導總部設於坎培拉的 Capitol Chilled Foods Pty Ltd. (為 Lion Dairy & Drinks 及 Bega Cheese 之合資公司) 四年後，回流至土生土長的家鄉墨爾本。彼曾於多間當地及環球性之高流轉消費品公司任職，在銷售、市場推廣和綜合管理方面均擁有相當豐富經驗。

### 新加坡

**Christopher Lloyd MARCHANT** 先生，四十四歲，為本集團於新加坡之豆腐生產公司，Vitasoy International Singapore Pte. Ltd. 之行政總裁。Marchant 先生負責管理及發展本集團之新加坡業務。彼於二零一六年九月加入集團新加坡公司前，曾領導維他奶澳洲及其新西蘭銷售團隊達四年時間。Marchant 先生於亞太區快速消費品行業擁有豐富經驗，對其已居住達十四年的新加坡市場極為熟悉，他之前在新加坡完成中學教育並在此開展事業。

### 合營公司行政總裁 菲律賓

**Carlo Angelo M. LICUANAN** 先生，四十二歲，為本集團菲律賓合營公司 Vitasoy-URC Inc. 之總經理。Licuanan 先生負責本集團菲律賓業務之日常管理及發展。彼於二零二一年四月加入合營公司。Licuanan 先生在亞太地區擁有長達 20 年的豐富經驗，其中曾擔任總經理及首席營銷總監等職位。彼在建設業務拓展方面取得紮實成果，在管理多個國家（尤其是東南亞）業務方面擁有豐富經驗。其職業生涯主要在《財富》世界 500 強的快速消費品跨國公司擔任重要職務。在被派遣前往新加坡擔任地區職務後，彼再回歸菲律賓家鄉。彼擁有經濟學及會計學雙學位，以優異成績畢業，甚至在執業註冊會計師委員會考試中名列前茅，並獲國家總統頒授為菲律賓十大傑出學生。



The Directors have pleasure in submitting their Annual Report together with the audited financial statements for the year ended 31st March 2023.

## Principal Place of Business

Vitasoy International Holdings Limited (“the Company”) is a company incorporated and domiciled in Hong Kong SAR and has its registered office and principal place of business at No. 1 Kin Wong Street, Tuen Mun, New Territories, Hong Kong SAR.

## Principal Activities

The principal activities of the Company are the manufacture and sale of food and beverages. The principal activities and other particulars of the subsidiaries are set out in note 14 to the financial statements.

The segment analysis of the operations of the Company and its subsidiaries (“the Group”) during the financial year is set out in note 3 to the financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group’s business, can be found in the Group Chief Executive Officer’s Report/Business Review set out on pages 10 to 24 of this Annual Report. The environmental, employees, customers and suppliers matters that have a significant impact on the Group, are provided in the *Sustainability Report 2022/2023* to be posted on the Company’s corporate website at [www.vitasoy.com](http://www.vitasoy.com) together with this Annual Report. These discussions form part of this Report of the Directors.

董事會欣然提呈截至二零二三年三月三十一日止年度之年報及經審核財務報表。

## 主要營業地點

維他奶國際集團有限公司（「本公司」）為成立並居駐於香港特別行政區之公司，其註冊辦事處及主要營業地點位於香港特別行政區新界屯門建旺街一號。

## 主要業務

本公司之主要業務為製造及銷售食品及飲品。附屬公司之主要業務及其他詳情載於財務報表附註 14。

本公司及其附屬公司（「本集團」）於本財政年度內之業務分部分分析載於財務報表附註 3。

按香港公司條例附表 5 規定對該等業務作出之進一步討論及分析（包括有關本集團面對的主要風險及不明朗因素之討論以及本集團業務日後可能發展之顯示），載於本年報第 10 至 24 頁之集團行政總裁報告／業務回顧。有關環境、僱員、客戶及供應商且對本集團有重大影響之事宜載於「二零二二／二零二三年可持續發展報告」，該報告將連同本年報於本公司之公司網站 ([www.vitasoy.com](http://www.vitasoy.com)) 刊登。該等討論會作為本董事會報告之一部分。





## Major Customers and Suppliers

For the year ended 31st March 2023, the percentage of sales attributable to the Group's five largest customers was less than 30%.

The information in respect of the Group's purchases attributable to major suppliers during the financial year is as follows:

	Percentage of the Group's total purchases 佔本集團採購總額百分比
The largest supplier 最大供應商	21%
Five largest suppliers in aggregate 首五大供應商合計	29%

At no time during the year have the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued shares) held any interest in these major suppliers.

## Recommended Dividend

An interim dividend of HK1.3 cents per ordinary share (2022: nil) was paid on 16th December 2022. The Directors now recommend the payment of a final dividend of HK1.4 cents per ordinary share (2022: nil) in respect of the year ended 31st March 2023.

## Donations

Charitable and other donations made by the Group during the year amounted to HK\$1,799,000 (2022: HK\$6,280,000).

## Bank Loans

Particulars of bank loans of the Group, as at 31st March 2023 are set out in note 20 to the financial statements.

## Share Capital

Details of the movements in share capital of the Company during the year are set out in note 25(c) to the financial statements. Shares were issued during the year on the exercise of share options and vesting of share awards.

## 主要客戶及供應商

於截至二零二三年三月三十一日止年度，本集團五大客戶佔本集團之營業額少於30%。

以下所載為本財政年度主要供應商佔本集團採購額之資料：

各董事、彼等之聯繫人或任何據董事所知擁有本公司已發行股份超過5%之本公司股東於年內概無擁有該等主要供應商之任何權益。

## 建議股息

中期股息每股普通股 1.3 港仙（二零二二年：無）已於二零二二年十二月十六日派發。董事現推薦就截至二零二三年三月三十一日止年度派發末期股息每股普通股 1.4 港仙（二零二二年：無）。

## 捐款

本集團於年內之慈善及其他捐款共達港幣 1,799,000 元（二零二二年：港幣 6,280,000 元）。

## 銀行貸款

本集團於二零二三年三月三十一日之銀行貸款詳情載於財務報表附註 20。

## 股本

本公司於年內之股本變動詳情載於財務報表附註 25(c)。本公司因購股權獲行使及歸屬股份獎勵而於年內發行股份。



## Directors

The Directors during the financial year and up to the date of this Annual Report are set out on page 2.

In accordance with Article 104 of the Company's Articles of Association and under Code Provision B.2.2 of Part 2 of Appendix 14 of the Listing Rules, Dr. Roy Chi-ping CHUNG, Ms. Yvonne Molling LO, Mr. Peter Tak-shing LO, Ms. May LO and Mr. Eugene LYE retire from the board by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

None of the Directors proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

Non-executive Directors are appointed under the same terms for rotational retirement as other Directors, pursuant to the Articles of Association of the Company.

## Directors of Subsidiaries

A full list of the names of the Directors of the Group's subsidiaries during the financial year and up to the date of this Annual Report can be found in the Company's website at [www.vitasoy.com](http://www.vitasoy.com) under "For Investors/Governance/Board of Directors/Directors of Subsidiaries".

## Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

The Directors of the Company who held office at 31st March 2023 had the following interests in the shares of the Company and subsidiaries (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the Register of Directors' Interests and short positions ("Register") required to be kept under section 352 of the SFO:

## 董事

於本財政年度內及截至本年報之日期各董事之名單載於第2頁。

根據本公司之章程細則第104條及上市規則附錄十四之守則第二部分條文B.2.2條，鍾志平博士、羅慕玲女士、羅德承先生、羅其美女士及黎中山先生將於應屆股東週年大會上輪值退任董事會職務，且符合資格並願膺選連任。

擬於應屆股東週年大會上膺選連任之董事並無與本公司或其任何附屬公司簽訂本公司或其任何附屬公司不得於一年內終止而不作出賠償（一般法定賠償除外）之服務合約。

根據本公司之章程細則，非執行董事乃按與其他董事相同之輪值告退條款獲委任。

## 附屬公司之董事

於本財政年度內及截至本年報之日期本集團附屬公司之董事詳細名單於本公司網站 ([www.vitasoy.com](http://www.vitasoy.com))「投資者相關／管治／董事會／附屬公司董事」項下可供查閱。

## 董事於股份、相關股份及債權證之權益及淡倉

按《證券及期貨條例》第352條規定備存之董事權益及淡倉登記冊（「登記冊」）記錄所載，於二零二三年三月三十一日在職之本公司董事於當日持有本公司及附屬公司（定義見《證券及期貨條例》）之股份權益如下：



**Directors' Interests and Short Positions in Shares,  
Underlying Shares and Debentures (Continued)**

**董事於股份、相關股份及債權證之權  
益及淡倉 (續)**

(1) Interests in issued shares

(1) 於已發行股份之權益

Name 姓名	Note 附註	Number of ordinary shares 普通股數目				Equity derivatives 股本衍生工具	Total number of shares held 所持股份總數	* % of total issued shares * 佔已發行股份 總數之百分比
		Personal interests 個人權益	Family interests 家族權益	Trusts and similar interests 信託及同類權益				
Mr. Winston Yau-lai LO 羅友禮先生	(i), (iv)	66,202,091	28,702,500	72,678,300	481,984	168,064,875	15.69%	
Dr. the Hon. Sir David Kwok-po LI 李國寶爵士		10,000,000	-	-	-	10,000,000	0.93%	
Mr. Jan P.S. ERLUND Jan P. S. ERLUND 先生		180,000	-	-	-	180,000	0.02%	
Mr. Anthony John Liddell NIGHTINGALE 黎定基先生		200,000	-	-	-	200,000	0.02%	
Ms. Yvonne Mo-ling LO 羅慕玲女士	(ii), (iv)	-	-	92,084,750	-	92,084,750	8.60%	
Mr. Peter Tak-shing LO 羅德承先生	(iii), (iv)	9,198,000	-	121,657,000	-	130,855,000	12.22%	
Ms. May LO 羅其美女士		2,100,000	-	-	-	2,100,000	0.20%	
Mr. Roberto GUIDETTI 陸博濤先生	(v)	5,186,301	100,000	-	504,770	5,791,071	0.54%	
Mr. Eugene LYE 黎中山先生		442,313	-	-	-	442,313	0.04%	

\* The percentage has been compiled based on the total number of shares of the Company in issue (i.e. 1,070,899,023 ordinary shares) as at 31st March 2023.

\* 此百分比乃根據本公司於二零二三年三月三十一日已發行之股份總數 (即 1,070,899,023 股普通股) 計算。



## Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures (Continued)

### (1) Interests in issued shares (Continued)

Notes:

- (i) Mr. Winston Yau-lai LO is deemed to be interested in 28,702,500 shares through interests of his wife. The 481,984 equity derivatives represented interests in invested shares granted under the Company's Share Award Scheme.
- (ii) Ms. Yvonne Mo-ling LO is interested in 2,078,300 shares held by Yvonne Lo Charitable Remainder Unitrust, 2,560,150 shares held by Yvonne Lo Separate Property Trust and 14,768,000 shares held by Lo/Higashida Joint Trust. Ms. Yvonne Mo-ling LO is a beneficiary of such three trusts and is therefore deemed to be interested in such shares.
- (iii) Mr. Peter Tak-shing LO is interested in 48,978,700 shares held by two discretionary family trusts. Mr. Peter Tak-shing LO is a beneficiary of such two trusts and is therefore deemed to be interested in such shares.
- (iv) Each of Mr. Winston Yau-lai LO, Ms. Yvonne Mo-ling LO and Mr. Peter Tak-shing LO is interested in 72,678,300 shares held by The Bank of East Asia (Nominees) Limited which holds such shares as a nominee for the Lo Kwee Seong Foundation, a charitable trust. Each of them is a trustee of the Lo Kwee Seong Foundation and is therefore deemed to be interested in such shares.
- (v) Mr. Roberto GUIDETTI and his wife jointly hold family interests of 100,000 shares. The 504,770 equity derivatives represented interests in invested shares granted under the Company's Share Award Scheme.

### (2) Interests in underlying shares

Certain Directors of the Company have been granted options and share awards under the Company's share option scheme and share award scheme, details of which are set out in the sections "Share Option Scheme" and "Share Award Scheme" respectively.

All interests in the shares and underlying shares of the Company are long positions.

Apart from the foregoing, none of the Directors of the Company or any of their spouses or children under eighteen years of age holds an interest or a short position in the shares, underlying shares or debentures of the Company, any of its subsidiaries or other associated corporations, as recorded in the Register or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

## 董事於股份、相關股份及債權證之權益及淡倉 (續)

### (1) 於已發行股份之權益 (續)

附註：

- (i) 羅友禮先生由於其妻室擁有 28,702,500 股股份，故被視為擁有該等股份之權益。481,984 份股本衍生工具乃指根據本公司股份獎勵計劃所授出之未歸屬股份之權益。
- (ii) 羅慕玲女士擁有由 Yvonne Lo Charitable Remainder Unitrust 持有之 2,078,300 股股份、由 Yvonne Lo Separate Property Trust 持有之 2,560,150 股股份及由 Lo/Higashida Joint Trust 持有之 14,768,000 股股份之權益。羅慕玲女士為該三個信託基金之受益人，故被視為擁有該等股份之權益。
- (iii) 羅德承先生擁有由兩個全權家族信託基金持有之 48,978,700 股股份之權益。羅德承先生為該兩個信託基金之受益人，故被視為擁有該等股份之權益。
- (iv) 羅友禮先生、羅慕玲女士及羅德承先生均擁有由東亞銀行受託代管有限公司以代理人名義代羅桂祥基金（慈善基金）持有之 72,678,300 股股份之權益。彼等均為羅桂祥基金之受託人，故被視為擁有該等股份之權益。
- (v) 陸博濤先生及其妻室共同持有 100,000 股股份之家族權益。而 504,770 份股本衍生工具乃指根據本公司股份獎勵計劃所授出之未歸屬股份之權益。

### (2) 於相關股份之權益

本公司若干董事根據本公司之購股權計劃及股份獎勵計劃獲授購股權及股份獎勵，詳情載於「購股權計劃」及「股份獎勵計劃」一節。

於本公司股份及相關股份中之全部權益均為好倉。

除上文所披露者外，本公司各董事或彼等之任何配偶或未滿十八歲之子女概無在本公司、其任何附屬公司或其他相聯法團之股份、相關股份或債權證中擁有任何記錄在登記冊上或須根據上市公司董事進行證券交易的標準守則另行知會本公司之權益或淡倉。



## Equity-linked Agreements

### Share option scheme

#### (1) Share option scheme approved on 4th September 2002

On 4th September 2002, the Company adopted a share option scheme (the “2002 Share Option Scheme”) under which the Directors could, at their discretion, grant options to employees and Directors of the Company or any of its subsidiaries to subscribe for ordinary shares in the Company. The 2002 Share Option Scheme was valid for 10 years ending on 3rd September 2012. The purpose of the 2002 Share Option Scheme was to provide incentives and rewards to employees for their contribution to the Group. The principal terms of the 2002 Share Option Scheme were as follows:

- The exercise price of the options is the higher of (a) the closing price of the shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on the date of grant, which must be a business day; and (b) the average of the closing prices of the shares on the Stock Exchange for the five business days immediately preceding the date of grant.
- The options were exercisable for a period to be notified by the Directors to each option holder, such period not to exceed 10 years from the date of grant.
- There was no minimum period which an option must be held before it could be exercised during the vesting period, but the Directors were empowered to impose at their discretion any such minimum period at the date of offer.
- The maximum number of shares which may be issued upon exercise of all options to be granted must not exceed 10% of the shares in issue on the date of approval and adoption of the scheme.
- The maximum aggregate number of shares over which options could be granted to any one participant, when added to the number of shares issued or issuable to that participant under the share option scheme must not exceed 25% of the maximum aggregate number of shares for the time being issued and issuable under the share option scheme.
- An offer of the grant of an option remained open for acceptance by an eligible Director or employee for a period of 28 days from the date of offer or such longer or shorter period as the Directors might in their discretion determine. An eligible Director or employee had to pay HK\$10 on acceptance of the option as a consideration.

## 股票掛鈎協議

### 購股權計劃

#### (1) 於二零零二年九月四日批准之購股權計劃

於二零零二年九月四日，本公司採納一項購股權計劃（「二零零二年購股權計劃」），據此，董事可酌情向本公司或其任何附屬公司之僱員及董事授予購股權以認購本公司之普通股。二零零二年購股權計劃之有效期為十年，於二零一二年九月三日終止。二零零二年購股權計劃旨在獎勵及回饋對本集團作出貢獻之僱員。二零零二年購股權計劃之主要條款如下：

- 購股權之行使價為以下之較高者：(a) 股份於授出日期（當日必須為營業日）在香港聯合交易所有限公司（「聯交所」）錄得之收市價；及 (b) 股份於緊接授出日期前五個營業日在聯交所錄得之平均收市價。
- 購股權之行使期限由董事知會每名購股權持有人，該期限由授出日期起計不得超過十年。
- 購股權在歸屬期內毋須先行持有一段最短期限方可行使，惟董事獲授權可酌情於要約日期時附加任何最短持有期。
- 就行使全部將授予之購股權而可予發行之股份數目，最多不得超過批准及採納計劃當日之已發行股份 10%。
- 授予任何參與者之購股權所能認購之股份總數，在與根據購股權計劃已發行或可發行予該名參與者之股份數目合計時，最多不得超過根據購股權計劃當時已發行及可發行之股份最高總數之 25%。
- 合資格之董事或僱員可於要約日期起計二十八日或董事酌情決定之較長或較短期間內接納授出購股權之要約。合資格之董事或僱員須於接納購股權時支付港幣 10 元作為代價。





## Equity-linked Agreements (Continued)

### Share option scheme (Continued)

#### (1) Share option scheme approved on 4th September 2002 (Continued)

- Unless approved by shareholders of the Company in a general meeting, the total number of shares issued and which may fall to be issued upon exercise of the options granted (including exercised, cancelled and outstanding options) to any one participant in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant.

The 2002 Share Option Scheme was terminated by shareholders of the Company at the annual general meeting held on 28th August 2012. Outstanding share options granted under the 2002 Share Option Scheme prior to such termination shall continue to be valid, and subject to the vesting schedule, exercisable in accordance with the 2002 Share Option Scheme. As at 31st March 2023, there was no outstanding option to be exercised under the 2002 Share Option Scheme.

#### (2) Share option scheme approved on 28th August 2012

On 28th August 2012, the Company adopted a share option scheme (the "2012 Share Option Scheme"). The purpose of the 2012 Share Option Scheme is to recognise and acknowledge the contributions which the Directors, executives and employees of the Company or any of its subsidiaries ("Eligible Participants") have made or will make to the Group. It provides Eligible Participants with the opportunity to own a personal stake in the Company with a view to motivating the Eligible Participants to excel in their performance and efficiency for the benefit of the Group; and attracting and retaining or otherwise maintaining an ongoing relationship with the Eligible Participants whose contributions are or will be beneficial to the long term growth of the Group. The Board may at its discretion grant options to any Director, executive or employee of the Company or its subsidiaries.

The principal terms of the 2012 Share Option Scheme were as follows:

- The exercise price of the options is the higher of (a) the closing price of the shares on the Stock Exchange on the date of grant, which must be a business day; and (b) the average of the closing prices of the shares on the Stock Exchange for the five business days immediately preceding the date of grant.
- The period within which the options must be exercised would be specified by the Company at the time of grant. This period must expire no later than 10 years from the relevant date of grant.

## 股票掛鈎協議 (續)

### 購股權計劃 (續)

#### (1) 於二零零二年九月四日批准之購股權計劃 (續)

- 除獲本公司股東於股東大會上批准外，於截至授出日期止之任何十二個月期間內，就行使授予任何一名參與者之購股權（包括已行使、已註銷及未行使之購股權）而已發行及可能須予發行之股份總數，不得超過於授出日期之已發行股份 1%。

二零零二年購股權計劃由本公司股東於二零一二年八月二十八日舉行之股東週年大會上終止。於上述終止前根據二零零二年購股權計劃已授出但尚未行使之購股權仍將繼續有效，且根據歸屬安排可根據二零零二年購股權計劃予以行使。於二零二三年三月三十一日，概無根據二零零二年購股權計劃獲行使而未行使之購股權。

#### (2) 於二零一二年八月二十八日批准之購股權計劃

本公司於二零一二年八月二十八日採納購股權計劃（「二零一二年購股權計劃」）。二零一二年購股權計劃旨在肯定及表揚本公司或其任何附屬公司之董事、行政人員及僱員（「合資格參與者」）對本集團已作出或將作出之貢獻。該計劃讓合資格參與者持有本公司股份，以激勵合資格參與者為本集團之利益提升其表現及效率；以及吸引及挽留所作出之貢獻對或將對本集團長遠增長有所裨益之合資格參與者，或與彼等維持持續之關係。董事會可酌情向本公司或其附屬公司之任何董事、行政人員或僱員授予購股權。

二零一二年購股權計劃之主要條款如下：

- 購股權之行使價為以下之較高者：(a) 股份於授出日期（當日必須為營業日）在聯交所錄得之收市價；及 (b) 股份於緊接授出日期前五個營業日在聯交所錄得之平均收市價。
- 本公司將於授予購股權時指定購股權須予行使之期限。此屆滿期限須不遲於有關授予日期起計十年。





## Equity-linked Agreements (Continued)

### Share option scheme (Continued)

#### (2) Share option scheme approved on 28th August 2012 (Continued)

- There was no minimum period for which an option must be held nor a performance target which must be achieved before it could be exercised during the vesting period, but the Board may determine at its sole discretion any such terms on the grant of an option.
- The maximum number of shares which may be issued upon exercise of all options to be granted must not exceed 10% of the shares in issue on the date of approval and adoption of the 2012 Share Option Scheme.
- The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2012 Share Option Scheme and any other share option schemes for the time being of the Company shall not, in aggregate, exceed such number of shares as equals 30% of the shares in issue from time to time.
- An offer of the grant of an option remains open for acceptance by an Eligible Participant for a period of 28 days from the date of offer or such longer or shorter period as the Directors might in their discretion determine. An Eligible Participant had to pay HK\$10 on acceptance of the option as a consideration.
- Unless approved by shareholders of the Company in a general meeting, the total number of shares issued and which may fall to be issued upon exercise of the options granted (including exercised, cancelled and outstanding options) to any one Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant.

The 2012 Share Option Scheme was terminated on 27th August 2022.

During the year, 3,428,000 options were granted under the 2012 Share Option Scheme. Outstanding share options granted under the 2012 Share Option Scheme prior to such termination shall continue to be valid, and subject to the vesting schedule, exercisable in accordance with the 2012 Share Option Scheme. As at 31st March 2023, there were 18,502,000 outstanding options available to be exercised under the 2012 Share Option Scheme.

## 股票掛鈎協議 (續)

### 購股權計劃 (續)

#### (2) 於二零一二年八月二十八日批准之購股權計劃 (續)

- 在歸屬期內，並無購股權必須持有之最短期限或購股權可行使前必須達到之表現目標，惟董事會可就授予購股權自行酌情釐定任何有關條款。
- 就行使全部將授予之購股權而可予發行之股份數目，最多不得超過批准及採納二零一二年購股權計劃當日之已發行股份10%。
- 因行使根據二零一二年購股權計劃及本公司當時任何其他購股權計劃而獲授予但尚未行使之所有購股權而可予發行之股份數目整體限額，合共不得超過相等於不時已發行股份之30%之股份數目。
- 合資格參與者於要約日期起計二十八日或董事酌情決定之較長或較短期間內接納授出購股權之要約。合資格參與者須於接納購股權時支付港幣10元作為代價。
- 除獲本公司股東於股東大會上批准外，於截至授出日期止之任何十二個月期間內，就任何一名合資格參與者行使獲授予之購股權（包括已行使、已註銷及未行使之購股權）而已發行及須予發行之股份總數，不得超過於授出日期之已發行股份1%。

二零一二年購股權計劃於二零二二年八月二十七日終止。

年內，根據二零一二年購股權計劃授出3,428,000份購股權。於上述終止前根據二零一二年購股權計劃已授出但尚未行使之購股權仍將繼續有效，且根據歸屬安排可根據二零一二年購股權計劃予以行使。於二零二三年三月三十一日，仍有18,502,000份根據二零一二年購股權計劃獲行使而未行使的購股權。



## Equity-linked Agreements (Continued)

### Share option scheme (Continued)

#### (3) Share option scheme approved on 30th August 2022

On 30th August 2022, the Company adopted a new share option scheme (the “2022 Share Option Scheme”). The purpose of the 2022 Share Option Scheme is to attract and retain management and key employees, to align Eligible Participants’ interests with the long-term success of the Company, to provide fair and competitive compensation to management and key employees and to drive the achievement of strategic objectives of the Company. It provides Eligible Participants with an opportunity to own a personal stake in the Company with a view to motivating the Eligible Participants to utilise their performance and efficiency for the benefit of the Group; and attracting and retaining or otherwise maintaining an ongoing relationship with the Eligible Participants whose contributions are or will be beneficial to the long term growth of the Group. The Board may at its discretion grant options to any Director, executive or employee of the Company or its subsidiaries.

The principal terms of the 2022 Share Option Scheme were as follows:

- The exercise price of the options is the higher of (a) the closing price of the shares on the Stock Exchange on the date of grant, which must be a business day; and (b) the average of the closing prices of the shares on the Stock Exchange for the five business days immediately preceding the date of grant.
- The period within which the options must be exercised would be specified by the Company at the time of grant. This period must expire no later than 10 years from the relevant date of grant.
- Unless otherwise prescribed in the Listing Rules, there was no minimum period for which an option must be held nor a performance target which must be achieved before it could be exercised during the vesting period, but the Board may determine at its sole discretion any such terms on the grant of an option.

## 股票掛鈎協議 (續)

### 購股權計劃 (續)

#### (3) 於二零二二年八月三十日批准購股權計劃

於二零二二年八月三十日，本公司採納一項新購股權計劃（「二零二二年購股權計劃」）。二零二二年購股權計劃旨在吸引及挽留管理層和主要僱員、使合資格參與者的利益與本公司的長遠成功保持一致、為管理層和主要僱員提供公平和具有競爭力的薪酬，並推動實現本公司的策略目標。該計劃讓合資格參與者持有本公司股份，以激勵合資格參與者為本集團之利益提升其表現及效率；以及吸引及挽留所作出之貢獻對或將對本集團長遠增長有所裨益之合資格參與者，或與彼等維持持續之關係。董事會可酌情向本公司或其附屬公司之任何董事、行政人員或僱員授予購股權。

二零二二年購股權計劃之主要條款如下：

- 購股權之行使價為以下之較高者：(a) 股份於授出日期（當日必須為營業日）在聯交所錄得之收市價；及 (b) 股份於緊接授出日期前五個營業日在聯交所錄得之平均收市價。
- 本公司將於授予購股權時指定購股權須予行使之期限。此屆滿期限須不遲於有關授予日期起計十年。
- 除上市規則另有規定外，在歸屬期內，並無購股權必須持有之最短期限或購股權可行使前必須達到之表現目標，惟董事會可就授予購股權自行酌情釐定任何有關條款。



## Equity-linked Agreements (Continued)

### Share option scheme (Continued)

#### (3) Share option scheme approved on 30th August 2022 (Continued)

- Unless approved by the shareholders of the Company, the maximum number of shares which may be issued upon exercise of all options to be granted under the 2022 Share Option Scheme and any other share option schemes and share awards to be granted under any other share award schemes must not exceed 10% of the shares in issue on the date of approval and adoption of the 2022 Share Option Scheme. Such limit may be refreshed after three years from the date of approval and adoption of the 2022 Share Option Scheme subject to approval by shareholders.
- The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2022 Share Option Scheme and any other share option schemes and share awards to be granted under any other share award schemes for the time being of the Company shall not, in aggregate, exceed such number of shares as equals 30% of the shares in issue from time to time.
- An offer of the grant of an option remains open for acceptance by an Eligible Participant for a period of 28 days from the date of offer or such longer or shorter period as the Directors might in their discretion determine.
- Unless approved by shareholders of the Company in a general meeting, the total number of shares issued and which may fall to be issued upon exercise of the options or vested and to be vested under other share award schemes already granted or to be granted (including exercised, cancelled and outstanding options) to any one Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant.

## 股票掛鈎協議 (續)

### 購股權計劃 (續)

#### (3) 於二零二二年八月三十日批准購股權計劃 (續)

- 除經本公司股東批准外，就行使全部根據二零二二年購股權計劃及任何其他購股權計劃將授予之購股權以及根據任何其他股份獎勵計劃將予授出之股份獎勵而可予發行之股份數目，最多不得超過批准及採納二零二二年購股權計劃當日之已發行股份10%。該限額可能於批准及採納二零二二年購股權計劃當日起三年後經股東批准而予更新。
- 因行使根據二零二二年購股權計劃及本公司當時任何其他購股權計劃而獲授予但尚未行使之所有購股權以及根據本公司當時任何其他股份獎勵計劃將予授出之股份獎勵而可予發行之股份數目整體限額，合共不得超過相等於不時已發行股份之30%之股份數目。
- 任何合資格參與者於要約日期起計二十八日或董事酌情決定之較長或較短期間內接納授出購股權之要約。
- 除獲本公司股東於股東大會上批准外，於截至授出日期止之任何十二個月期間內，就任何一名合資格參與者行使或歸屬及將予歸屬根據其他股份獎勵計劃已獲授予或將獲授予之購股權（包括已行使、已註銷及未行使之購股權）而已發行及須予發行之股份總數，不得超過於授出日期之已發行股份1%。



## Equity-linked Agreements (Continued)

### Share option scheme (Continued)

#### (3) Share option scheme approved on 30th August 2022 (Continued)

During the year, no options were granted under the 2022 Share Option Scheme.

The 2022 Share Option Scheme will end on 29th August 2032.

At 31st March 2023, the number of shares available for grant under the scheme mandate was 107,080,103 (2022: nil).

At 31st March 2023, the Directors and employees of the Company had the following interests in options to subscribe for ordinary shares of the Company (market value per ordinary share at 31st March 2023 was HK\$15.20) in consideration of HK\$10 for each grant under the 2002 Share Option Scheme and 2012 Share Option Scheme of the Company. As at 31st March 2023, the total fair value as determined on date of grant of unexercised vested options and unvested options, amounted to HK\$49,338,025 and HK\$30,892,564 respectively, calculated in accordance with the accounting policy set out in note 1(r)(iv) to the financial statements. The options are unlisted. Once vested, each option gives the holder the right to subscribe for one ordinary share of the Company. Assuming that all the options outstanding as at 31st March 2023 were exercised, the Company would receive proceeds of HK\$346,185,000.

## 股票掛鈎協議 (續)

### 購股權計劃 (續)

#### (3) 於二零二二年八月三十日批准購股權計劃 (續)

年內，根據二零二二年購股權計劃，並無授出任何購股權。

二零二二年購股權計劃將於二零三二年八月二十九日終止。

於二零二三年三月三十一日，根據計劃授權可予授出之股份數目為 107,080,103 股 (二零二二年：無)。

於二零二三年三月三十一日，本公司董事及僱員在根據本公司二零零二年購股權計劃及二零一二年購股權計劃獲授可以每份購股權代價港幣 10 元認購本公司普通股 (於二零二三年三月三十一日之每股市值為港幣 15.20 元) 之購股權中擁有下列權益。於二零二三年三月三十一日，根據財務報表附註 1(r)(iv) 所載之會計政策，未行使之已歸屬購股權及未歸屬購股權以授出日期公允值計算，總值分別為港幣 49,338,025 元及港幣 30,892,564 元。該等購股權均為非上市。一旦歸屬後，各份購股權會賦予持有人認購本公司一股普通股之權利。假設所有於二零二三年三月三十一日尚未行使之購股權獲行使，本公司將收取所得款項港幣 346,185,000 元。



## Equity-linked Agreements (Continued)

### Share option scheme (Continued)

The Directors of the Company individually and other employees of the Group in aggregate had the following personal interests in options under the 2002 Share Option Scheme and 2012 Share Option Scheme to subscribe for ordinary shares of the Company during the year and at the end of the year:

Participants 參與者	Date of grant 授出日期	Period during which options are exercisable 購股權行使期	Price per share on exercise of options 行使購股權 時須付之 每股價格 HK\$ 港幣	Number of options outstanding at the beginning of the year 年初時 尚未行使之 購股權數目	Number of options granted during the year 年內授出之 購股權數目	Number of options exercised during the year 年內行使之 購股權數目	Number of options forfeited during the year 年內沒收之 購股權數目	Number of options outstanding at the end of the year 年結時 尚未行使之 購股權數目	* Market value per share at date of grant of options *授出 購股權之日 之每股市價 HK\$ 港幣	* Market value per share on exercise of options *行使 購股權時之 每股市價 HK\$ 港幣
<b>Directors</b> <b>董事</b>										
Mr. Winston Yau-lai LO 羅友禮先生	31/8/2012	31/8/2013 to 30/8/2022	6.400	706,000	-	(706,000)	-	-	6,700	11,660
	9/9/2013	9/9/2014 to 8/9/2023	9.370	1,704,000	-	-	-	1,704,000	9,950	-
	10/9/2014	10/9/2015 to 9/9/2024	10.080	1,792,000	-	-	-	1,792,000	9,890	-
	14/9/2015	14/9/2016 to 13/9/2025	13.600	1,588,000	-	-	-	1,588,000	11,520	-
	6/9/2016	6/9/2017 to 5/9/2026	14.792	1,420,000	-	-	-	1,420,000	15,280	-
Mr. Roberto GUIDETTI 陸博濤先生	26/6/2017	26/6/2018 to 25/6/2027	16.296	1,254,000	-	-	-	1,254,000	16,200	-
	19/6/2018	19/6/2019 to 18/6/2028	25.100	1,288,000	-	-	-	1,288,000	24,000	-
	21/6/2019	21/6/2020 to 20/6/2029	44.810	866,000	-	-	-	866,000	42,550	-
	22/6/2020	22/6/2021 to 21/6/2030	30.200	1,032,000	-	-	-	1,032,000	29,550	-
	* 24/8/2021	18/6/2022 to 23/8/2031	19.500	814,000	-	-	-	814,000	18,920	-
	4/7/2022	4/7/2023 to 3/7/2032	14.140	-	998,000	-	-	998,000	13,720	-
Five highest paid eligible employees ^ 五名最高薪合資格僱員 ^	* 28/1/2019	28/1/2020 to 27/1/2029	30.350	320,000	-	-	-	320,000	30,000	-
	21/6/2019	21/6/2020 to 20/6/2029	44.810	28,000	-	-	-	28,000	42,550	-
	22/6/2020	22/6/2021 to 21/6/2030	30.200	194,000	-	-	-	194,000	29,550	-
	* 24/8/2021	18/6/2022 to 23/8/2031	19.500	140,000	-	-	-	140,000	18,920	-
	4/7/2022	4/7/2023 to 3/7/2032	14.140	-	454,000	-	-	454,000	13,720	-
Other eligible employees working under employment contracts 根據僱傭合約工作之其他 合資格僱員	26/6/2015	26/6/2016 to 25/6/2025	13.600	18,000	-	-	-	18,000	13,620	-
	24/6/2016	24/6/2017 to 23/6/2026	14.792	208,000	-	(10,000)	-	198,000	13,960	17,620
	26/6/2017	26/6/2018 to 25/6/2027	16.296	294,000	-	-	-	294,000	16,200	-
	19/6/2018	19/6/2019 to 18/6/2028	25.100	360,000	-	-	(30,000)	330,000	24,000	-
	21/6/2019	21/6/2020 to 20/6/2029	44.810	328,000	-	-	(46,000)	282,000	42,550	-
	22/6/2020	22/6/2021 to 21/6/2030	30.200	458,000	-	-	(104,000)	354,000	29,550	-
	* 24/8/2021	18/6/2022 to 23/8/2031	19.500	1,572,000	-	-	(272,000)	1,300,000	18,920	-
	4/7/2022	4/7/2023 to 3/7/2032	14.140	-	1,976,000	-	(142,000)	1,834,000	13,720	-
				16,384,000	3,428,000	(716,000)	(594,000)	18,502,000		

## 股票掛鈎協議 (續)

### 購股權計劃 (續)

於本年度及年結時，個別本公司董事及本集團之其他僱員在根據二零零二年購股權計劃及二零一二年購股權計劃可認購本公司普通股之購股權中合共擁有之個人權益如下：



## Equity-linked Agreements (Continued)

### Share option scheme (Continued)

The options granted to each Director are registered under the names of the Directors who are also the beneficial owners.

- \* being the closing price or the weighted average closing price of the Company's ordinary shares immediately before the dates on which the options were granted or exercised, as applicable.
- ⊗ for the grant dated 28th January 2019, 50% of options will be vested after the first anniversary from the date of grant and 50% of options will be vested after the second anniversary from the date of grant.
- # for the grant dated 24th August 2021, options are subject to a vesting scale in tranches of 25% each per annum starting from 18th June 2022 and are fully vested on 18th June 2025.
- ^ of the five individuals with the highest emoluments, two are Directors whose emoluments are disclosed separately.

All options except for options granted on 28th January 2019 and 24th August 2021, are exercisable progressively and the maximum percentage of the options which may be exercised is determined in stages as follows:

	Percentage of options granted 佔獲授購股權之百分比
On or after 1st year anniversary of the date of grant 授出日期起計一週年或其後	25%
On or after 2nd year anniversary of the date of grant 授出日期起計兩週年或其後	another 另 25%
On or after 3rd year anniversary of the date of grant 授出日期起計三週年或其後	another 另 25%
On or after 4th year anniversary of the date of grant 授出日期起計四週年或其後	another 另 25%

Information on the accounting policy for share options granted and the value per option is provided in note 1(r)(iv) and note 23(a) to the financial statements respectively.

## 股票掛鈎協議 (續)

### 購股權計劃 (續)

授予各董事之購股權以同為實益擁有人之董事之名義登記。

- \* 即本公司普通股於緊接購股權授出或獲行使日期前一日適用之收市價或加權平均收市價。
- ⊗ 就二零一九年一月二十八日之授出而言，50%之購股權將自授出日期起計一週年後獲歸屬及50%之購股權將自授出日期起計兩週年後獲歸屬。
- # 就二零二一年八月二十四日之授出而言，自二零二二年六月十八日起以每年25%之比率分批歸屬，並於二零二五年六月十八日全部歸屬。
- ^ 在五名最高酬金人士中，兩名為董事，其酬金單獨披露。

可予行使之所有購股權數目（除於二零一九年一月二十八日及二零二一年八月二十四日授出之購股權外）乃逐步增加，而各階段可行使購股權之百分比上限如下：

有關授出購股權之會計政策及每份購股權價值之資料分別載於財務報表附註1(r)(iv)及附註23(a)。





## Equity-linked Agreements (Continued)

### Share award scheme

The Company adopted a share award scheme on 22nd March 2021 (the “Share Award Scheme”) under which the Directors may, at their discretion, select any eligible participant (being either a Director, executive or employee of the Company or any of its subsidiaries) to participate in the Share Award Scheme as an award holder, and such award holder may be granted an award of restricted shares, performance shares, restricted share units or performance share units. The purpose of the Share Award Scheme is to attract and retain management and key employees, to align eligible participants’ interests with the long-term success of the Company, to provide fair and competitive compensation to management and key employees and to drive the achievement of the Company’s strategic objectives.

The Share Award Scheme is valid and effective for a term of 10 years from 1st July 2021 unless terminated earlier by the Board and is administered by the Board and the trustee of the Share Award Scheme. The total number of shares to be awarded under the Share Award Scheme shall not exceed 5% of the total number of issued shares of the Company as at the date the Share Award Scheme becomes effective on 1st July 2021. The maximum number of shares which may be granted to any one eligible participant in any 12-month period up to the date of grant shall not exceed 0.2% of the shares in issue as at the date of grant. During the year, 1,466,981 awards were granted under the Share Award Scheme.

## 股票掛鈎協議 (續)

### 股份獎勵計劃

本公司已於二零二一年三月二十二日採納一項股份獎勵計劃（「股份獎勵計劃」），據此，董事可不時按其酌情權，選擇任何合資格參與者（為本公司或其附屬公司之董事、行政人員或僱員）以獎勵持有人的身份參與股份獎勵計劃，而有關獎勵持有人可獲授予受限制股份、表現股份、受限制股份單位或表現股份單位之獎勵。股份獎勵計劃旨在吸引及挽留管理層和主要僱員、務求合資格參與者的利益能與本公司的長遠成功保持一致、為管理層和主要僱員提供公平和具有競爭力的薪酬，並推動實現本公司的策略目標。

股份獎勵計劃由二零二一年七月一日起生效，有效期為十年（惟被董事會提前終止除外），並由董事會及股份獎勵計劃受託人管理。根據股份獎勵計劃授予的股份總數不得超過股份獎勵計劃於二零二一年七月一日生效時本公司已發行股份總數的5%。於截至授出日期止任何十二個月期間內可授予任何一名合資格參與者的股份數目不得超過於授出日期當日之已發行股份0.2%。年內，根據股份獎勵計劃共授出1,466,981份獎勵。



## Equity-linked Agreements (Continued)

### Share award scheme (Continued)

Particulars of share awards outstanding during the year and as at 31st March 2023 are as follows:

Participant 參與者	Date of grant 授出日期	Vesting period 歸屬期	Number of awards outstanding at the beginning of the year 年初時尚未 歸屬之獎勵 數目	Number of awards granted during the year 年內授出之 獎勵數目	Number of awards vested during the year 年內歸屬之 獎勵數目	Number of awards forfeited on termination of employment of eligible participants during the year 於年內因合 資格參與者 離職而沒收 之獎勵數目	Number of awards outstanding at the end of the year 年終時尚未 歸屬之獎勵 數目	*Market value per share at date of grant of awards 之日之 每股市價 HK\$ 港幣	Market value per share at date of vesting of awards 歸屬獎勵之日 之每股市價 HK\$ 港幣
<b>Directors</b> <b>董事</b>									
Mr. Winston Yau-lai LO 羅友禮先生	# 1/2/2022 4/7/2022	1/2/2022 - 18/6/2025 4/7/2022 - 4/7/2026	225,166 -	- 313,109	(56,291) -	- -	168,875 313,109	15.200 13.720	13.720** -
Mr. Roberto GUIDETTI 陸博濤先生	# 24/8/2021 4/7/2022	24/8/2021 - 18/6/2025 4/7/2022 - 4/7/2026	225,206 -	- 335,865	(56,301) -	- -	168,905 335,865	18.920 13.720	13.720** -
Five highest paid eligible employees ^	# 24/8/2021 @ 20/12/2021	24/8/2021 - 18/6/2025 20/12/2021 - 20/12/2023	38,783 187,706	- -	(9,696) (93,853)	- -	29,087 93,853	18.920 16.500	13.720** 16.080**
五名最高薪合資格僱員 ^	4/7/2022	4/7/2022 - 4/7/2026	-	153,185	-	-	153,185	13.720	-
Other eligible employees working under employment contracts 根據僱傭合約工作之其他 合資格僱員	# 24/8/2021 4/7/2022	24/8/2021 - 18/6/2025 4/7/2022 - 4/7/2026	435,065 -	- 664,822	(96,136) -	(69,392) (47,150)	269,537 617,672	18.920 13.720	13.720** -
			1,111,926	1,466,981	(312,277)	(116,542)	2,150,088		

The awards granted to each Director are registered under the name of the Director who is also the beneficial owner.

## 股票掛鈎協議 (續)

### 股份獎勵計劃 (續)

年內及於二零二三年三月三十一日尚未歸屬之獎勵股份詳情如下：

授予各董事之獎勵乃以董事之姓名登記，而其亦為實益擁有人。



## Equity-linked Agreements (Continued)

### Share award scheme (Continued)

- \* being the closing price or the weighted average closing price of the Company's ordinary shares immediately before the dates on which the awards were granted, as applicable.
- # for the grant dated 24th August 2021 and 1st February 2022, awards are subject to a vesting scale in tranches of 25% each per annum starting from 18th June 2022 and are fully vested on 18th June 2025.
- ⊙ for the grant dated 20th December 2021, 50% of awards will be vested after the first anniversary from the date of grant and 50% of awards will be vested after the second anniversary from the date of grant.
- ^ of the five individuals with the highest emoluments, two are Directors whose emoluments are disclosed separately.
- \*\* being the closing price or the weighted average closing price of the Company's ordinary shares immediately before 18th June 2022 on which the vesting period for applicable tranche ended.
- ## being the closing price or the weighted average closing price of the Company's ordinary shares immediately before 20th December 2022 on which the vesting period for applicable tranche ended.

All awards except for awards granted on 24th August 2021, 20th December 2021 and 1st February 2022, are subject to a vesting scale in tranches of 25% each per annum starting from the first anniversary from the date of grant and will be fully vested on the fourth anniversary of the date of grant.

Information on the accounting policy for share awards granted and the value per award is provided in note 1(r)(iv) and note 23(b) to the financial statements respectively.

Apart from the foregoing, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Other than the Company's Share Option Scheme and Share Award Scheme as disclosed in Note 23 to the consolidated financial statements, no equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year.

## 股票掛鈎協議 (續)

### 股份獎勵計劃 (續)

- \* 即本公司普通股於緊接獎勵授出日期前一日適用之收市價或加權平均收市價。
- # 就二零二一年八月二十四日及二零二二年二月一日之授出而言，獎勵自二零二二年六月十八日起以每年25%之比率分批歸屬，並於二零二五年六月十八日全部歸屬。
- ⊙ 就二零二一年十二月二十日之授出而言，50%之獎勵將自授出日期起計一週年後獲歸屬及50%之獎勵將自授出日期起計兩週年後獲歸屬。
- ^ 在五名最高酬金人士中，兩名為董事，其酬金單獨披露。
- \*\* 即本公司普通股於緊接適用批次在二零二二年六月十八日歸屬期結束前一日之收市價或加權平均收市價。
- ## 即本公司普通股於緊接適用批次在二零二二年十二月二十日歸屬期結束前一日之收市價或加權平均收市價。

除於二零二一年八月二十四日、二零二一年十二月二十日及二零二二年二月一日授出之獎勵以外之所有獎勵而言，自授出日期起首個週年以每年25%之比率分批歸屬，並將於授出日期起第四個週年全部歸屬。

有關授出股份獎勵的會計政策及每份獎勵的價值的資料分別載於財務報表附註1(r)(iv)及附註23(b)中。

除上文所披露者外，本公司或其任何附屬公司概無於年內任何時間參與任何安排，以使本公司董事或其任何配偶或十八歲以下的子女可藉購入本公司或任何其他公司的股份或債權證而獲益。

除綜合財務報表附註23所披露的本公司購股權計劃及股份獎勵計劃外，本公司於年內並無訂立或於年末存續的股票掛鈎協議。



## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

The Company has been notified of the following interests in the Company's issued shares at 31st March 2023 amounting to 5% or more of the ordinary shares in issue. These interests are in addition to those disclosed above in respect of the Directors.

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二三年三月三十一日，本公司已獲知會下列佔已發行普通股之5%或以上之本公司已發行股份權益。該等權益不包括上文所披露之董事權益。

Substantial shareholders 主要股東	Note 附註	Number of ordinary shares 普通股數目					Total number of shares held 所持股份總數	*% of total issued shares *佔已發行 股份總數 之百分比
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Trusts and similar interests 信託及 同類權益			
Mitsubishi UFJ Financial Group, Inc. 三菱日聯金融集團	(i)	-	-	192,253,369	-	192,253,369	17.95%	
Ms. Irene CHAN 陳羅慕連女士	(ii)	23,514,700	-	-	72,678,300	96,193,000	8.98%	
Ms. Joy Lo CHEUNG 張羅其樂女士	(ii)	2,766,250	-	-	72,678,300	75,444,550	7.04%	
Dr. Keiko Aun FUKUDA 羅安女士	(ii)	2,400,000	-	-	72,678,300	75,078,300	7.01%	
Mr. Christopher LYE 黎東山先生	(ii)	750,000	-	-	72,678,300	73,428,300	6.86%	
Ms. Alexandra CHAN 陳凌珊女士	(ii)	610,000	-	-	72,678,300	73,288,300	6.84%	

\* This percentage has been compiled based on the total number of shares of the Company in issue (i.e. 1,070,899,023 ordinary shares) as at 31st March 2023.

\* 此百分比乃根據本公司於二零二三年三月三十一日已發行之股份總數（即1,070,899,023股普通股）計算。

### Notes:

- (i) These interests are held by Mitsubishi UFJ Financial Group, Inc. through its wholly-owned subsidiaries.
- (ii) Each of Ms. Irene CHAN, Ms. Joy Lo CHEUNG, Dr. Keiko Aun FUKUDA, Mr. Christopher LYE and Ms. Alexandra CHAN is interested in 72,678,300 shares held by The Bank of East Asia (Nominees) Limited which holds such shares as a nominee for the Lo Kwee Seong Foundation, a charitable trust. Each of them is a trustee of the Lo Kwee Seong Foundation and is therefore deemed to be interested in such shares.

### 附註：

- (i) 該等權益乃由三菱日聯金融集團透過其全資附屬公司持有。
- (ii) 陳羅慕連女士、張羅其樂女士、羅安女士、黎東山先生及陳凌珊女士均擁有由東亞銀行受託代管有限公司以代理人名義代羅桂祥基金（為一慈善基金）持有之72,678,300股股份之權益。彼等均為羅桂祥基金之受託人，故被視為擁有該等股份之權益。



## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares (Continued)

All interests in the shares and underlying shares of the Company are long positions.

Apart from the foregoing, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this Annual Report, the Company has maintained the prescribed public float under the Listing Rules.

### Directors' Interests in Transactions, Arrangements or Contracts of Significance

No transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party, and in which a Director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

### Remuneration for Senior Management

The emoluments of the Senior Management, excluding Directors, by bands are as follows:

	Number of individuals 人數
HK\$2,000,001 to HK\$4,000,000 港幣 2,000,001 元至港幣 4,000,000 元	2
HK\$4,000,001 to HK\$6,000,000 港幣 4,000,001 元至港幣 6,000,000 元	1
HK\$6,000,001 to HK\$8,000,000 港幣 6,000,001 元至港幣 8,000,000 元	1
HK\$8,000,001 to HK\$10,000,000 港幣 8,000,001 元至港幣 10,000,000 元	1

## 主要股東及其他人士於股份及相關股份之權益及淡倉 (續)

於本公司股份及相關股份中之全部權益均為好倉。

除上文所披露者外，本公司並無獲知會有任何其他權益須記錄在根據《證券及期貨條例》第336條而備存之登記冊內。

### 充足公眾持股量

根據本公司所掌握之公開資料以及就本公司董事所知，於本年報日期，本公司一直保持上市規則規定之公眾持股量。

### 董事於重大交易、安排或合約之權益

本公司或其任何附屬公司概無於年結時或年內任何時間訂立本公司董事擁有重大權益之交易、安排或重要合約。

### 高層管理人員之酬金

按組別劃分之高層管理人員（不包括董事）之酬金如下：



## Employees and Human Resources Policy

Details of the number and remuneration of employees, human resources policy, development and learning of the Group's employees are set out in the *Sustainability Report 2022/2023* to be posted on the Company's corporate website at [www.vitasoy.com](http://www.vitasoy.com) together with this Annual Report.

## Indemnity of Directors

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the Directors of the Company is currently in force and was in force throughout the year.

## Directors' and Officers' Liability Insurance

Directors' and officers' liability insurance was maintained during the year.

## Related Party Transactions

Details of material related party transactions entered into by the Company in the normal course of business during the year ended 31st March 2023 are set out in note 29 to the financial statements. In respect of each related party transaction disclosed in note 29, the Company confirms that it has reviewed the transactions which are in compliance with the relevant requirements under the Listing Rules (if applicable).

## Employee Retirement Benefits

Particulars of employee retirement benefits of the Group are set out in note 22 to the financial statements.

## Five Year Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 251 and 252 of this Annual Report.

## Purchase, Sales or Redemption of the Company's Listed Securities

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

## 僱員及人力資源政策

本集團之僱員數目及薪酬、人力資源政策以及僱員發展及培訓之詳情載於「二零二二／二零二三年可持續發展報告」，該報告將連同本年報於本公司之公司網站 ([www.vitasoy.com](http://www.vitasoy.com)) 發佈。

## 董事之彌償保證

惠及本公司董事的獲准許彌償條文（定義見香港《公司條例》第469條）於現時生效及於本年度一直有效。

## 董事及行政人員之責任保險

本年度內，本公司已投資董事及行政人員責任保險。

## 關連人士交易

本公司於截至二零二三年三月三十一日止年度透過一般業務過程訂立之重大關連人士交易詳情載於財務報表附註29。就附註29所披露之各項關連人士交易而言，本公司確認已審閱交易，而交易已遵守上市規則項下之相關規定（如適用）。

## 僱員退休福利

有關本集團僱員退休福利之詳情載於財務報表附註22。

## 五年財務摘要

本集團於過去五個財政年度之業績、資產及負債摘要載於本年報第251至252頁。

## 購回、出售或贖回本公司之上市證券

年內，本公司或其任何附屬公司概無購回、出售或贖回本公司之任何上市證券。





## Auditors

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board  
**Winston Yau-lai LO**  
*Executive Chairman*

Hong Kong, 20th June 2023

## 核數師

畢馬威會計師事務所任滿告退，合資格並願受聘連任。有關續聘畢馬威會計師事務所擔任本公司核數師之決議案將於應屆股東週年大會上提呈。

承董事會命  
**羅友禮**  
*執行主席*

香港，二零二三年六月二十日



Independent auditor's report to the members of  
Vitasoy International Holdings Limited  
(Incorporated in Hong Kong with limited liability)

## Opinion

We have audited the consolidated financial statements of Vitasoy International Holdings Limited ("the Company") and its subsidiaries ("the Group") set out on pages 116 to 250, which comprise the consolidated statement of financial position as at 31st March 2023, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st March 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

## Basis for opinion

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

獨立核數師報告  
致維他奶國際集團有限公司成員  
(於香港註冊成立的有限公司)

## 意見

本核數師(以下簡稱「我們」)已審計列載於第116至250頁的維他奶國際集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零二三年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零二三年三月三十一日的綜合財務狀況及貴集團截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》妥為擬備。

## 意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」),我們獨立於貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。



## Key audit matters

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

## 關鍵審計事項

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

### Revenue recognition from sales to distributors and retailers 確認來自分銷商和零售商銷售的收入

Refer to note 3 and the accounting policies in note 1(v) to the consolidated financial statements.  
請參閱綜合財務報表附註3及附註1(v)的會計政策。

#### The Key Audit Matter 關鍵審計事項

The Group's revenue is principally generated from sales of food and beverages to a large number of distributors and retailers.  
貴集團的收入主要源於向眾多分銷商和零售商銷售食品及飲品。

Revenue from sales to distributors and retailers is recognised when the customer takes possession of and accepts the Group's food and beverage products, which generally occurs when the products are delivered to the location designated by the customers.

來自分銷商和零售商銷售的收入在客戶擁有及接受貴集團的食品及飲品產品時確認，這一般在產品送達至客戶指定地點時發生。

There are a large number of individual sales transactions each year which increase the risk of errors arising in the recognition of revenue.

貴集團每年發生大量的個別銷售交易，這增加了收入確認出現錯誤的風險。

#### How the matter was addressed in our audit 我們的審計如何處理該事項

Our audit procedures to assess the recognition of revenue from sales to distributors and retailers included the following:  
我們就評估有關確認來自分銷商和零售商銷售的收入的審計程序包括以下各項：

- assessing the design, implementation and operating effectiveness of management's key internal controls over revenue recognition;
- 評估管理層有關收入確認的關鍵內部控制的設計、實施及運行有效性；
- inspecting sales contracts with distributors and retailers, on a sample basis, to understand the trade terms agreed with individual customers and assessing the Group's revenue recognition policies with reference to the requirements of the prevailing accounting standards;
- 按樣本基準檢查與分銷商和零售商簽訂的銷售合同，以此了解與個別客戶約定的交易條款，並參考現行會計準則的規定評估貴集團的收入確認政策；
- comparing, on a sample basis, sales transactions recorded during the financial reporting period with the corresponding goods delivery notes, which contained evidence of acknowledgement of the customers' receipt of the goods, and assessing if the related revenue was properly recognised in accordance with the trade terms set out in the respective sales contracts;
- 按樣本基準比較財務報告期間內記錄的銷售交易與相應的發貨單，後者包含有關客戶確認收到貨物的證明，評估相關收入是否已根據相應的銷售合同中所載的交易條款確認；



## Key audit matters (Continued)

## 關鍵審計事項 (續)

The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>We identified the recognition of revenue from sales to distributors and retailers as a key audit matter because the revenue generated therefrom accounts for the majority of the Group's revenue and involves large number of individual sales contracts and because revenue is one of the key performance indicators of the Group which increases the risk of misstatement of the timing and amount of revenue recognised by management to achieve specific performance targets or expectations.</p> <p>我們把確認來自分銷商和零售商銷售的收入列為關鍵審計事項，因為其產生的收入佔 貴集團收入的絕大部分且涉及大量個別銷售合同，同時也因為收入是 貴集團的其中一項關鍵績效指標，這增加了管理層為實現特定業績目標或預期而錯誤確認收入時點和金額的風險。</p>	<ul style="list-style-type: none"><li>• assessing, on a sample basis, whether specific revenue transactions recorded around the end of the financial reporting period had been recognised in the appropriate financial period by inspecting the trade terms agreed with the individual customers and the delivery status of the relevant products;</li><li>• 按樣本基準透過檢查與個別客戶所協定之交易條款以及相關產品的交付狀態，評估在財務報告期結束後記錄的特定收入交易是否已在適當的財務期間內確認；</li><li>• identifying significant credit notes issued and sales returns from the sales ledger subsequent to the financial reporting period and by making enquiries of management and inspecting relevant underlying documentation to assess if the related revenue had been accounted for in the appropriate financial period in accordance with the requirements of the prevailing accounting standards; and</li><li>• 自財務報告期後的銷售賬識別已出具之重大的貸記單和銷售退回，並透過詢問管理層及檢查相關支持文件以評估相關收入是否已按照現行會計準則的規定於適當的財務期間確認；及</li><li>• inspecting significant manual adjustments to revenue during the reporting period, enquiring of management about the reasons for such adjustments and comparing details of the adjustments with relevant underlying documentation.</li><li>• 檢查財務報告期內對收入所作的重大手動調整，向管理層查詢有關調整的理由及調整相關支持文件的比較詳情。</li></ul>



## Information other than the consolidated financial statements and auditor's report thereon

The Directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the Directors for the consolidated financial statements

The Directors 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 Hong Kong Companies Ordinance and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## 綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

## 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》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。

審核委員會協助董事履行監督 貴集團的財務報告過程的責任。



## 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. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是按照香港《公司條例》第405條的規定，僅向整體成員報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。





### Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

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

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

### 核數師就審計綜合財務報表承擔的責任 (續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，採取行動解除威脅或作出防範。



### Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Lau Tai Cheong.

#### KPMG

Certified Public Accountants  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
20th June 2023

### 核數師就審計綜合財務報表承擔的責任 (續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過其產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是劉大昌。

#### 畢馬威會計師事務所

執業會計師  
香港中環  
遮打道十號  
太子大廈八樓  
二零二三年六月二十日



## Consolidated Statement of Profit or Loss 綜合損益表

For the year ended 31st March 2023 截至二零二三年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣計算)

	Note 附註	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Revenue</b> 收入	3	6,340,559	6,501,215
Cost of sales 銷售成本		(3,328,763)	(3,430,534)
<b>Gross profit</b> 毛利		3,011,796	3,070,681
Other income 其他收入	4	113,846	126,187
Marketing, selling and distribution expenses 推廣、銷售及分銷費用		(2,024,430)	(2,215,199)
Administrative expenses 行政費用		(671,978)	(702,358)
Other operating expenses 其他經營費用	5(c)	(325,641)	(492,162)
<b>Profit/(loss) from operations</b> 經營溢利／(虧損)		103,593	(212,851)
Finance costs 融資成本	5(a)	(32,547)	(23,071)
Share of losses of joint venture 所佔合營公司虧損		(22,253)	-
<b>Profit/(loss) before taxation</b> 除稅前溢利／(虧損)	5	48,793	(235,922)
Income tax 所得稅	6(a)	(27,736)	74,541
<b>Profit/(loss) for the year</b> 本年度溢利／(虧損)		21,057	(161,381)



## Consolidated Statement of Profit or Loss 綜合損益表

For the year ended 31st March 2023 截至二零二三年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣計算)

	Note 附註	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Attributable to:</b> 下列人士應佔：			
Equity shareholders of the Company 本公司股權持有人		45,721	(158,750)
Non-controlling interests 非控股權益		(24,664)	(2,631)
<b>Profit/(loss) for the year</b> 本年度溢利／(虧損)		<b>21,057</b>	(161,381)
<b>Earnings/(loss) per share</b> 每股盈利／(虧損)	10		
Basic 基本		4.3 Cents 仙	(14.9 Cents 仙)
Diluted 攤薄		4.3 Cents 仙	(14.9 Cents 仙)

The notes on pages 125 to 250 form part of these financial statements.

第 125 至 250 頁之附註乃本財務報表之一部份。

Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 25(b).

有關本年度溢利中應付予本公司股權持有人之股息詳情載於附註 25(b)。



## 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 31st March 2023 截至二零二三年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣計算)

	Note 附註	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Profit/(loss) for the year</b> 本年度溢利／(虧損)		<b>21,057</b>	(161,381)
<b>Other comprehensive income for the year (after tax)</b> 本年度其他全面收益 (除稅後)	9		
<b>Item that will not be reclassified to profit or loss:</b> 其後不會被重新分類至損益之項目：			
Remeasurement of employee retirement benefit liabilities 僱員退休福利負債之重新計量		(3,546)	569
<b>Items that may be reclassified subsequently to profit or loss:</b> 其後可能被重新分類至損益之項目：			
Exchange differences on translation of financial statements of subsidiaries and joint venture outside Hong Kong 因換算香港以外地區附屬公司及合營公司之財務報表而產生之匯兌差額		(201,452)	87,773
Cash flow hedge: net movement in the hedging reserve 現金流量對沖：對沖儲備淨變動		1,111	(427)
<b>Total comprehensive income for the year</b> 本年度全面收益總額		<b>(182,830)</b>	(73,466)
<b>Attributable to:</b> 下列人士應佔：			
Equity shareholders of the Company 本公司股權持有人		(137,184)	(76,049)
Non-controlling interests 非控股權益		(45,646)	2,583
<b>Total comprehensive income for the year</b> 本年度全面收益總額		<b>(182,830)</b>	(73,466)

The notes on pages 125 to 250 form part of these financial statements.

第 125 至 250 頁之附註乃本財務報表之一部份。



## Consolidated Statement of Financial Position 綜合財務狀況表

At 31st March 2023 於二零二三年三月三十一日  
(Expressed in Hong Kong dollars) (以港幣計算)

	Note 附註	2023 二零二三年		2022 二零二二年	
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Non-current assets</b> <b>非流動資產</b>					
Property, plant and equipment 物業、廠房及設備	11(a)				
- Investment properties - 投資物業			3,124		3,250
- Right-of-use assets - 使用權資產			277,724		341,130
- Other property, plant and equipment - 其他物業、廠房及設備			3,111,274		3,623,838
			<b>3,392,122</b>		<b>3,968,218</b>
Deposits for the acquisition of property, plant and equipment 購買物業、廠房及設備之訂金	11(f)		-		264
Intangible assets 無形資產	12		419		768
Goodwill 商譽	13		-		-
Interest in joint venture 合營公司之權益	15		-		-
Deferred tax assets 遞延稅項資產	24(b)		260,693		281,707
			<b>3,653,234</b>		<b>4,250,957</b>
<b>Current assets</b> <b>流動資產</b>					
Inventories 存貨	16	639,615		773,384	
Trade and other receivables 應收賬款及其他應收款	17	981,850		1,123,027	
Current tax recoverable 應收現期稅項	24(a)	19,528		37,889	
Cash and bank deposits 現金及銀行存款	18(a)	555,292		621,863	
			<b>2,196,285</b>		<b>2,556,163</b>
<b>Current liabilities</b> <b>流動負債</b>					
Trade and other payables 應付賬款及其他應付款	19	1,963,392		2,432,523	
Bank loans 銀行貸款	20	409,633		489,829	
Lease liabilities 租賃負債	21	84,665		96,901	
Current tax payable 應付現期稅項	24(a)	14,232		12,334	
			<b>2,471,922</b>		<b>3,031,587</b>
<b>Net current liabilities</b> <b>淨流動負債</b>			<b>(275,637)</b>		<b>(475,424)</b>
<b>Total assets less current liabilities</b> <b>總資產減流動負債</b>			<b>3,377,597</b>		<b>3,775,533</b>





## Consolidated Statement of Financial Position 綜合財務狀況表

At 31st March 2023 於二零二三年三月三十一日  
(Expressed in Hong Kong dollars) (以港幣計算)

	Note 附註	2023 二零二三年		2022 二零二二年	
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Non-current liabilities</b> <b>非流動負債</b>					
Bank loans 銀行貸款	20	115,053		-	
Lease liabilities 租賃負債	21	51,521		90,856	
Employee retirement benefit liabilities 僱員退休福利負債	22(b)	24,835		6,222	
Deferred tax liabilities 遞延稅項負債	24(b)	76,115		99,116	
Other payables 其他應付款	19	9,483		10,240	
			277,007		206,434
<b>NET ASSETS</b> <b>淨資產</b>					
			3,100,590		3,569,099
<b>CAPITAL AND RESERVES</b> <b>資本及儲備</b>					
Share capital 股本	25		1,021,453		1,013,028
Reserves 儲備			1,963,262		2,244,885
<b>Total equity attributable to equity shareholders of the Company</b> <b>本公司股權持有人應佔權益總額</b>					
			2,984,715		3,257,913
<b>Non-controlling interests</b> <b>非控股權益</b>					
			115,875		311,186
<b>TOTAL EQUITY</b> <b>權益總額</b>					
			3,100,590		3,569,099

Approved and authorised for issue by the Board of Directors on 20th June 2023.

於二零二三年六月二十日獲董事會批准並授權發佈。

Winston Yau-lai LO  
羅友禮  
Director  
董事

Roberto GUIDETTI  
陸博濤  
Director  
董事

The notes on pages 125 to 250 form part of these financial statements.

第 125 至 250 頁之附註乃本財務報表之一部份。



## Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31st March 2023 截至二零二三年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣計算)

	Attributable to equity shareholders of the Company 本公司股權持有人應佔													
	Share capital 股本 (note 25(c)(i)) (附註 25(c)(i))	Shares held for share award scheme 股份獎勵計劃持有之股份 (note 25(d)) (附註 25(d))	Capital reserve 資本儲備 (note 25(e)(i)) (附註 25(e)(i))	Surplus reserve 盈餘儲備 (note 25(e)(ii)) (附註 25(e)(ii))	Other reserve 其他儲備 (note 25(e)(iii)) (附註 25(e)(iii))	General reserve 一般儲備	Hedging reserve 對沖儲備 (note 25(e)(iv)) (附註 25(e)(iv))	Exchange reserve 匯兌儲備 (note 25(e)(v)) (附註 25(e)(v))	Share-based compensation reserve 股份基礎補償儲備 (note 25(e)(vi)) (附註 25(e)(vi))	Retained profits 保留溢利	Total 合計	Non-controlling interests 非控股權益	Total equity 權益總額	
	Note 附註	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	
Balance at 1st April 2021 於二零二一年四月一日結餘		984,030	-	32,740	133,126	(48,242)	2,261	1,064	(15,633)	52,138	2,474,569	3,616,053	340,821	3,956,874
Changes in equity for the year: 本年度之權益變動：														
Loss for the year 本年度虧損		-	-	-	-	-	-	-	-	(158,750)	(158,750)	(2,631)	(161,381)	
Other comprehensive income 其他全面收益	9	-	-	-	-	-	(427)	82,559	-	569	82,701	5,214	87,915	
Total comprehensive income 全面收益總額		-	-	-	-	-	(427)	82,559	-	(158,181)	(76,049)	2,583	(73,466)	
Transfer from retained profits to surplus reserve 自保留溢利轉撥至盈餘儲備		-	-	-	2,450	-	-	-	-	(2,450)	-	-	-	
Transfer from capital reserve to retained profits 自資本儲備轉撥至保留溢利	25(e)(i)	-	-	(1,218)	-	-	-	-	-	1,218	-	-	-	
Shares issued on exercise of share options 就行使購股權而發行股份	25(c)(ii)	28,998	-	-	-	-	-	-	(4,413)	-	24,585	-	24,585	
Transfer from share-based compensation reserve to retained profits 自股份基礎補償儲備轉撥至保留溢利		-	-	-	-	-	-	-	(2,508)	2,508	-	-	-	
Shares purchased under share award scheme 就股份獎勵計劃購買股份	25(d)	-	(10,002)	-	-	-	-	-	-	-	(10,002)	-	(10,002)	
Equity settled share-based transactions 以股份為付款基礎之交易		-	-	-	-	-	-	-	13,484	-	13,484	-	13,484	
Final dividend approved in respect of the previous year 批准屬於上一年度之末期股息	25(b)(ii)	-	-	-	-	-	-	-	-	(310,158)	(310,158)	-	(310,158)	
Dividends paid to non-controlling interests 向非控股權益派發股息		-	-	-	-	-	-	-	-	-	-	(32,218)	(32,218)	
Balance at 31st March 2022 於二零二二年三月三十一日結餘		1,013,028	(10,002)	31,522	135,576	(48,242)	2,261	637	66,926	58,701	2,007,506	3,257,913	311,186	3,569,099

The notes on pages 125 to 250 form part of these financial statements.

第 125 至 250 頁之附註乃本財務報表之一部份。



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31st March 2023 截至二零二三年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣計算)

	Attributable to equity shareholders of the Company 本公司股權持有人應佔													
	Share capital 股本 (note 25(c)(i) (附註 25(c)(i))	Shares held for share award scheme 股份獎勵計劃持有之股份 (note 25(d) (附註 25(d))	Capital reserve 資本儲備 (note 25(e)(i) (附註 25(e)(i))	Surplus reserve 盈餘儲備 (note 25(e)(ii) (附註 25(e)(ii))	Other reserve 其他儲備 (note 25(e)(iii) (附註 25(e)(iii))	General reserve 一般儲備	Hedging reserve 對沖儲備 (note 25(e)(iv) (附註 25(e)(iv))	Exchange reserve 匯兌儲備 (note 25(e)(v) (附註 25(e)(v))	Share-based compensation reserve 股份基礎補償儲備 (note 25(e)(vi) (附註 25(e)(vi))	Retained profits 保留溢利	Total 合計	Non-controlling interests 非控股權益	Total equity 權益總額	
	Note 附註	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	
<b>Balance at 31st March 2022 and 1st April 2022</b> 於二零二二年三月三十一日及二零二二年四月一日結餘		1,013,028	(10,002)	31,522	135,576	(48,242)	2,261	637	66,926	58,701	2,007,506	3,257,913	311,186	3,569,099
<b>Changes in equity for the year:</b> 本年度之權益變動：														
Profit for the year 本年度溢利		-	-	-	-	-	-	-	-	45,721	45,721	(24,664)	21,057	
Other comprehensive income 其他全面收益	9	-	-	-	-	-	1,111	(180,470)	-	(3,546)	(182,905)	(20,982)	(203,887)	
<b>Total comprehensive income</b> 全面收益總額		-	-	-	-	-	1,111	(180,470)	-	42,175	(137,184)	(45,646)	(182,830)	
Transfer from surplus reserve to retained profits 自盈餘儲備轉撥至保留溢利		-	-	-	(8,974)	-	-	-	-	8,974	-	-	-	
Transfer from capital reserve to retained profits 自資本儲備轉撥至保留溢利	25(e)(i)	-	-	(1,218)	-	-	-	-	-	1,218	-	-	-	
Shares issued on exercise of share options 就行使購股權而發行股份	25(c)(ii)	5,412	-	-	-	-	-	-	(746)	-	4,666	-	4,666	
Shares issued on vesting of share awards 就歸屬股份獎勵而發行股份	25(c)(i)	3,013	-	-	-	-	-	-	(3,013)	-	-	-	-	
Vesting shares of share award scheme 歸屬股份獎勵計劃之股份	25(d)	-	2,776	-	-	-	-	-	(2,388)	(388)	-	-	-	
Transfer from share-based compensation reserve to retained profits 自股份基礎補償儲備轉撥至保留溢利		-	-	-	-	-	-	-	(982)	982	-	-	-	
Equity settled share-based transactions 以股份為付款基礎之交易		-	-	-	-	-	-	-	25,549	-	25,549	-	25,549	
Acquisition of non-controlling interests in a subsidiary 收購一間附屬公司之非控股權益	28	-	-	-	(152,313)	-	-	-	-	-	(152,313)	(128,032)	(280,345)	
Interim dividend declared in respect of the current year 宣派本年度之中期股息	25(b)(i)	-	-	-	-	-	-	-	-	(13,916)	(13,916)	-	(13,916)	
Dividends paid to non-controlling interests 向非控股權益派發股息		-	-	-	-	-	-	-	-	-	-	(21,633)	(21,633)	
<b>Balance at 31st March 2023</b> 於二零二三年三月三十一日結餘		1,021,453	(7,226)	30,304	126,602	(200,555)	2,261	1,748	(113,544)	77,121	2,046,551	2,984,715	115,875	3,100,590

The notes on pages 125 to 250 form part of these financial statements.

第 125 至 250 頁之附註乃本財務報表之一部份。



## Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31st March 2023 截至二零二三年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣計算)

	Note 附註	2023 二零二三年		2022 二零二二年	
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Operating activities</b> <b>經營活動</b>					
Cash generated from operations 經營業務所得現金	18(b)	527,259		189,568	
Tax paid: 已繳稅項：					
– Hong Kong Profits Tax paid – 已繳香港利得稅		(9,028)		(54,911)	
– Tax paid outside Hong Kong – 已繳香港以外地區稅項		(15,876)		(10,267)	
<b>Net cash generated from operating activities</b> <b>經營活動所得現金淨額</b>			502,355		124,390
<b>Investing activities</b> <b>投資活動</b>					
Payment for the purchase of property, plant and equipment 購買物業、廠房及設備之款項		(187,473)		(409,507)	
Proceeds from sale of property, plant and equipment 出售物業、廠房及設備所得款項		8,190		3,059	
Government grants received for acquisition of plant and equipment 收購廠房及設備之已收政府補助	11(a)	93		632	
Investment in joint venture 於合營公司之投資		(22,253)		-	
Interest received 已收利息		12,283		5,553	
<b>Net cash used in investing activities</b> <b>投資活動所用現金淨額</b>			(189,160)		(400,263)



## Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31st March 2023 截至二零二三年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣計算)

	Note 附註	2023 二零二三年		2022 二零二二年	
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Financing activities</b>					
<b>融資活動</b>					
Proceeds from new bank loans 新增銀行貸款所得款項	18(c)	525,121		484,574	
Repayment of bank loans 償還銀行貸款	18(c)	(459,764)		(133,742)	
Capital element of lease rentals paid 已付租賃租金之資本部份	18(c)	(87,860)		(84,880)	
Interest element of lease rentals paid 已付租賃租金之利息部份	18(c)	(5,589)		(6,298)	
Interest on bank loans paid 已付銀行貸款之利息	18(c)	(26,958)		(16,773)	
Proceeds from shares issued on exercise of share options 就行使購股權發行股份所得款項	25(c)(ii)	4,666		24,585	
Purchases of shares held for share award scheme 就股份獎勵計劃購買股份	25(d)	-		(10,002)	
Payment for acquisition of non-controlling interest 收購非控股權益之款項	28	(280,345)		-	
Dividends paid to equity shareholders of the Company 向本公司股權持有人派發股息		(13,893)		(310,072)	
Dividends paid to non-controlling interests 向非控股權益派發股息		(21,633)		(32,218)	
<b>Net cash used in financing activities</b>			<b>(366,255)</b>		<b>(84,826)</b>
<b>融資活動所用現金淨額</b>			<b>(366,255)</b>		<b>(84,826)</b>
<b>Net decrease in cash and cash equivalents</b>			<b>(53,060)</b>		<b>(360,699)</b>
<b>現金及現金等值項目減少淨額</b>			<b>(53,060)</b>		<b>(360,699)</b>
<b>Cash and cash equivalents at 1st April</b>			<b>621,365</b>		<b>970,026</b>
<b>於四月一日之現金及現金等值項目</b>			<b>621,365</b>		<b>970,026</b>
<b>Effect of foreign exchange rate changes</b>			<b>(13,520)</b>		<b>12,038</b>
<b>匯率變動之影響</b>			<b>(13,520)</b>		<b>12,038</b>
<b>Cash and cash equivalents at 31st March</b>	18(a)		<b>554,785</b>		<b>621,365</b>
<b>於三月三十一日之現金及現金等值項目</b>			<b>554,785</b>		<b>621,365</b>

The notes on pages 125 to 250 form part of these financial statements.

第 125 至 250 頁之附註乃本財務報表之一部份。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 1 Significant accounting policies

### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

## 1 主要會計政策

### (a) 遵例聲明

本財務報表是按照所有適用之《香港財務報告準則》、香港公認會計原則及香港《公司條例》之規定而編製。《香港財務報告準則》一詞包括香港會計師公會頒佈之所有適用之個別《香港財務報告準則》、《香港會計準則》及詮釋。本財務報表亦符合香港聯合交易所有限公司證券上市規則（「上市規則」）之適用披露規定。本集團採納之主要會計政策於下文披露。

香港會計師公會已頒佈若干《香港財務報告準則》之修訂本，並於本集團及本公司之當前會計期間首次生效或可供提早採納。首次應用此等適用於本集團之新訂準則所引致於當前及過往會計期間之任何會計政策變動已於本財務報表內反映，有關資料載於附註 1(c)。





(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 1 Significant accounting policies (Continued)

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31st March 2023 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in a joint venture.

The consolidated financial statements have been prepared on a going concern basis notwithstanding that the Group had net current liabilities of \$275,637,000 at the end of the reporting period, and the breach of certain financial covenant clauses, which have now been resolved, in respect of outstanding bank loans of \$201,213,000 (the “Outstanding Borrowings”) disclosed under current liabilities in the Group’s consolidated statement of financial position as at 31st March 2023. In preparing these consolidated financial statements, the Directors have given careful consideration to the current and anticipated future liquidity of the Group. Taking into account, inter alia, (i) cash and bank deposits of \$555,292,000 at 31st March 2023, (ii) the unutilised loan facilities at the end of the reporting period, (iii) the bank waiver letters obtained on 22nd May 2023 and 25th May 2023 in relation to their covenant requirements for the Outstanding Borrowings and, as at the date of approval of these financial statements, the banks have not requested the Group’s repayment of the Outstanding Borrowings (Further details of the Group’s bank loans are disclosed in note 20 to the financial statements); and (iv) the net cash inflows projected to be generated from the Group’s operations for the next twelve months, the Directors are of the opinion that the Group will be able to meet its liabilities as and when they fall due. Accordingly, the Directors consider that the preparation of these consolidated financial statements on a going concern basis is appropriate.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that derivative financial instruments are stated at fair value as explained in the accounting policies set out in note 1(u).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

## 1 主要會計政策 (續)

### (b) 財務報表之編製基準

截至二零二三年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司 (統稱「本集團」) 以及本集團於一間合營公司之權益。

儘管本集團於報告期末有淨流動負債 275,637,000 元，且於二零二三年三月三十一日，本集團違反有關於綜合財務狀況表流動負債項下披露未償還銀行貸款 201,213,000 元 (「未償還借貸」) 的若干財務契諾條款 (現已解決)，綜合財務報表依然按持續經營基準編製。於編製本綜合財務報表時，董事已審慎考慮本集團目前及預期未來流動資金。經考慮 (其中包括) (i) 於二零二三年三月三十一日之現金及銀行存款 555,292,000 元、(ii) 於報告期末尚未使用之信貸額、(iii) 於二零二三年五月二十二日及二零二三年五月二十五日獲得有關未償還借款契諾要求的銀行豁免函，且於批准該等財務報表當日，銀行尚未要求本集團償還未償還借貸 (本集團銀行貸款之進一步詳情於財務報表附註 20 披露)；及 (iv) 預計本集團於未來十二個月營運所產生之預期現金流入淨額，董事認為，本集團將能應付其到期負債。因此，董事認為按持續經營基準編製本綜合財務報表乃屬恰當。

除附註 1(u) 所載會計政策闡釋之衍生金融工具按公允值計算外，編製財務報表是以歷史成本作為計量基準。

管理層須在編製符合《香港財務報告準則》之財務報表時作出會影響會計政策應用，以及資產、負債、收入及支出之報告金額之判斷、估計及假設。此等估計及相關假設是根據以往經驗和管理層因應當時情況認為合理之多項其他因素作出，其結果構成當管理層在無法依循其他途徑即時得知資產與負債之賬面值時所作出判斷之基礎。實際結果可能有別於估計數額。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 1 Significant accounting policies (Continued)

### (b) Basis of preparation of the financial statements (Continued)

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

### (c) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendment to HKAS 16, *Property, plant and equipment: Proceeds before intended use*
- Amendments to HKAS 37, *Provisions, contingent liabilities and contingent assets: Onerous contracts – cost of fulfilling a contract*

None of these amendments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in these financial statements. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### (d) Subsidiaries and non-controlling interests

Subsidiaries (including structured entities) are entities controlled by the Group. 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements.

## 1 主要會計政策 (續)

### (b) 財務報表之編製基準 (續)

管理層會不斷審閱各項估計和相關假設。倘若會計估計之修訂只影響某一期間，則該修訂便會在估計修訂期間內確認，或如果修訂對當期和未來期間均有影響，則在作出修訂之期間和未來期間確認。

有關管理層在應用《香港財務報告準則》時所作出對財務報表有重大影響之判斷，以及估計不確定因素之主要來源之討論內容，載於附註2。

### (c) 會計政策之變動

本集團已就本會計期間之本財務報表應用以下由香港會計師公會頒佈之《香港財務報告準則》修訂：

- 《香港會計準則》第16號「物業、廠房及設備：用作擬定用途前之所得款項」之修訂
- 《香港會計準則》第37號「撥備、或然負債及或然資產：虧損性合約 – 履約成本」之修訂

概無任何修訂對本集團於本財務報表所編製或呈列本集團於本期間或過往期間之業績及財務狀況之方式造成重大影響。本集團並無應用尚未於本會計期間生效之任何新訂準則或詮釋。

### (d) 附屬公司及非控股權益

附屬公司（包括結構性實體）為本集團所控制之實體。當本集團從參與某實體之業務獲得或有權獲得可變回報，及有能力藉對實體行使其權力而影響該等回報，則本集團控制該實體。當評估本集團是否有權力時，只考慮具體權利（由本集團及其他人士持有）。

結構性實體則指那些在釐定誰是其控制人時、投票權或類似權利並非重要考量的實體，例如當任何投票權僅與行政工作有關，而且相關的業務活動是透過合約安排方式指導。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 1 Significant accounting policies (Continued)

### (d) Subsidiaries and non-controlling interests (Continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(o) or (p) depending on the nature of the liability.

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

## 1 主要會計政策 (續)

### (d) 附屬公司及非控股權益 (續)

於附屬公司之投資由該控制權生效日期起至結束日期止期間於綜合財務報表綜合入賬。集團內公司之間之結餘、交易及現金流量，以及集團內公司之間之交易所產生之任何未變現溢利，均於編製綜合財務報表時全數撇銷。如無減值證據，集團內公司之間之交易所產生之未變現虧損按未變現收益相同之方式撇銷。

非控股權益指非本公司直接或間接應佔之附屬公司股權，而本集團並未與有關權益持有人協定任何附加條款，令本集團整體對該等權益產生符合金融負債定義之合約義務。就各企業合併而言，本集團可選擇按公允值或非控股權益所佔附屬公司之可識別資產淨值之比例計量任何非控股權益。

非控股權益在綜合財務狀況表之權益部份內，與本公司股權持有人應佔權益分開呈列。非控股權益所佔本集團業績之權益在綜合損益表及綜合損益及其他全面收益表呈列，以顯示本年度之總溢利或虧損及全面收益總額於非控股權益與本公司股權持有人之間之分配。非控股權益持有人之貸款及該等持有人之其他合約責任乃按該筆負債之性質根據附註 1(o) 或 (p) 在綜合財務狀況表呈列為金融負債。

本集團不導致喪失控制權之附屬公司權益變動乃以權益交易入賬，即只調整在綜合權益內之控股及非控股權益金額以反映相關權益變動，但不調整商譽及確認盈虧。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 1 Significant accounting policies (Continued)

### (d) Subsidiaries and non-controlling interests (Continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 1(e)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(k)(ii)).

### (e) Joint venture

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 1(f) and (k)(ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

## 1 主要會計政策 (續)

### (d) 附屬公司及非控股權益 (續)

當本集團喪失對附屬公司之控制權，將按出售該附屬公司之所有權益入賬，而所產生之盈虧於損益確認。任何於喪失控制權當日仍保留之該前附屬公司之權益乃按公允值確認，而此金額被視為初始確認金融資產之公允值，或（如適用）初始確認於聯營公司或合營公司之投資之成本（見附註 1(e)）。

本公司之財務狀況表所示於附屬公司之投資，是按成本值減去減值虧損後入賬（見附註 1(k)(ii)）。

### (e) 合營公司

合營公司為本集團或本公司及其他人士按合約同意下分配控制權及淨資產擁有權之安排。

除合營公司的投資被分類為持作出售或納入被分類為持作出售的出售組別外，於合營公司的投資是按權益法記入綜合財務報表，並且先以成本入賬，另調整本集團於收購日應佔該投資的可辨別淨資產之公允值所超出成本之任何金額（如有）。投資成本包括購買價格、直接歸屬於收購投資之其他成本及對構成本集團股權投資一部分之合營公司之任何直接投資。往後，需調整在收購後本集團應佔該投資淨資產之變動及在附註 1(f) 及 (k)(ii) 所載有關該投資的減值損失。任何超出收購日之成本、本集團應佔該投資收購後和已除稅的業績及年度內之任何減值損失均在綜合損益表內確認，而本集團應佔該投資收購後和已除稅之其他全面收益項目則在綜合損益及其他全面收益表內確認。





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## 1 Significant accounting policies (Continued)

### (e) Joint venture (Continued)

When the Group's share of losses exceeds its interest in the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in a joint venture becomes an investment in an associate or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

### (f) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

## 1 主要會計政策 (續)

### (e) 合營公司 (續)

當本集團對合營公司承擔的虧損額超過其所佔權益時，本集團所佔權益便會減少至零，並且不再確認額外虧損；但如本集團須履行法定或推定義務，或代該投資作出付款則除外。就此而言，本集團所佔權益是以按照權益法計算投資的賬面值，以及實質上構成本集團在合營公司投資淨額一部分的長期權益。

本集團及其合營公司之間交易所產生的未變現損益，均按本集團於該投資所佔的權益比率抵銷；但如有未變現虧損證明已轉讓資產出現減值，則會即時在損益中確認。

如於一間合營公司之投資轉變為於一間聯營公司之投資或反之亦然，其保留的權益不用重新計量，而該投資將繼續採用權益法入賬。

在其他情況，當本集團喪失對合營公司之共同控制權，將按出售該投資之所有權益入賬，而所產生的盈虧確認於損益內。在喪失共同控制權時，保留於前度投資的任何權益按公允值確認，而此金額被視為首次確認為金融資產的公允值。

### (f) 商譽

商譽指：

- (i) 已轉讓代價之公允值、於被收購方任何非控股權益金額與本集團先前持有被收購方股本權益公允值之總和；超出
- (ii) 於收購日期計量之被收購方可識別資產及負債之公允值淨額之部份。



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## 1 Significant accounting policies (Continued)

### (f) Goodwill (Continued)

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(k)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

### (g) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(j)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated in the statement of financial position at cost less accumulated depreciation and impairment losses (see note 1(k)(ii)).

Depreciation is calculated to write off the cost of investment properties using the straight-line method over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years.

The useful life of investment properties is reviewed annually.

Rental income from investment properties is accounted for as described in note 1(v)(iii).

## 1 主要會計政策 (續)

### (f) 商譽 (續)

倘第(ii)項高於第(i)項，該差額即時於損益確認為議價收購之收益。

商譽按成本值減去累計減值虧損後列賬。企業合併產生之商譽分配至預計將會受惠於合併之協同作用之各現金產生單位或現金產生單位之組別，並於每年進行減值測試（見附註1(k)(ii)）。

年內出售的現金產生單位，計算出售之損益時將計入購入商譽之任何應佔金額。

### (g) 投資物業

投資物業是指為賺取租金收入及／或為資本增值而擁有或以租賃權益持有之土地及／或樓宇（見附註1(j)）。該等物業包括目前持有但未確定未來用途之土地及興建中或已發展作未來投資物業用途之物業。

投資物業按成本值減去累計折舊及減值虧損（見附註1(k)(ii)）後於財務狀況表列賬。

折舊乃將投資物業成本在未屆滿租賃期及其估計可使用年期（不超過50年）兩者中較短期間以直線法計算而撇銷。

本公司會每年檢討投資物業之可使用年期。

投資物業之租金收入乃按附註1(v)(iii)所述方式入賬。





(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 1 Significant accounting policies (Continued)

### (h) Other property, plant and equipment

The following items of property, plant and equipment are stated in the statement of financial position at cost less accumulated depreciation and impairment losses (see note 1(k)(ii)):

- Freehold land and buildings;
- Interests in leasehold land and building where the Group is the registered owner of the property interest (see note 1(j));
- Right-of use assets arising from leases over freehold or leasehold properties where the Group is not the registered owner of the property interest; and
- Other items of plant and equipment including right-of-use assets arising from leases of underlying plant and equipment (see note 1(j)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(x)).

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

## 1 主要會計政策 (續)

### (h) 其他物業、廠房及設備

下列物業、廠房及設備項目按成本值減去累計折舊及減值虧損（見附註 1(k)(ii)）後於財務狀況表列賬：

- 永久業權之土地及樓宇；
- 當本集團為物業權益之註冊擁有人時，租賃土地及樓宇之權益（見附註 1(j)）；
- 當本集團並非物業權益之註冊擁有人時，永久業權物業或租賃物業之租賃所產生之使用權資產；及
- 廠房及設備之其他項目，包括租賃相關廠房及設備所產生之使用權資產（見附註 1(j)）。

物業、廠房及設備等自建項目之成本包括材料、直接勞工、初始估計之成本、（如相關）拆除及移除建築物及重置建築物所在土地之成本，以及生產成本及借貸成本之適當部份（見附註 1(x)）。

在物業、廠房及設備項目帶到管理層擬定之營運方式所需的地點及狀況時，即可生產物品。出售任何該等項目之所得款項及相關成本於損益確認。

報廢或出售物業、廠房及設備項目所產生之盈虧為出售該項目所得款項淨額與該項目賬面值之差額，並於報廢或出售當日在損益內確認。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 1 Significant accounting policies (Continued)

### (h) Other property, plant and equipment (Continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Freehold land is not depreciated.
- Buildings situated on freehold land are depreciated over their estimated useful lives, being no more than 25 years.
- Leasehold land and buildings are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years.
- Other plant and equipment:

Factory machinery and equipment	4 – 25 years
Fixtures, furniture and office equipment	3 – 12 years
Motor vehicles	4 – 10 years

No provision for depreciation is made for construction in progress until such time when the assets are substantially completed and ready for use.

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately.

Both the useful life of an asset and its residual value, if any, are reviewed annually.

## 1 主要會計政策 (續)

### (h) 其他物業、廠房及設備 (續)

折舊乃按物業、廠房及設備項目之成本減去其估計剩餘價值 (如有)，在其估計可使用年期採用直線法以下列方式撇銷計算：

- 永久業權之土地並無折舊。
- 於永久業權之土地上之樓宇以不超過 25 年之估計可使用年期折舊。
- 租賃土地及樓宇按未屆滿租賃期及估計可使用年期 (不超過 50 年) 兩者中之較短者折舊。
- 其他廠房及設備：

工廠機器及設備	4 – 25 年
裝置、傢俬及辦公室設備	3 – 12 年
汽車	4 – 10 年

直至有關資產已大致完成及可供使用前，並無就在建工程作出折舊撥備。

倘一項物業、廠房及設備中之各部份有不同之可使用年期，該項目之成本將合理地分配至各部份，而各部份則獨立計提折舊。

資產之可使用年期及其剩餘價值 (如有) 將於每年檢討。



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## 1 Significant accounting policies (Continued)

### (i) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(k)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

- Brand name	20 years
- Customer list	7 years
- Pollution discharge right	5 years

Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

### (j) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

## 1 主要會計政策 (續)

### (i) 無形資產 (商譽除外)

本集團收購之無形資產按成本值減去累計攤銷 (倘估計可使用年期有限) 及減值虧損後列賬 (見附註 1(k)(ii))。

具有有限可使用年期之無形資產攤銷於資產估計可使用年期內以直線法於損益內扣除。下列具有有限可使用年期之無形資產自其可供使用當日起攤銷，其估計可使用年期如下：

- 品牌名稱	20年
- 客戶名單	7年
- 排污權	5年

攤銷之期間及方法均於每年檢討。

倘無形資產被評估為具有無限可使用年期，則不會作攤銷。無形資產之可使用年期屬無限之任何結論經每年檢討，以釐定是否存在有關事件及情況繼續支持有關資產具有無限可使用年期之評估。如情況有變，則會自變更日期起就可使用年期從無限轉為有限之評估按未來適用基準並根據上文所載就具有有限可使用年期之無形資產作出攤銷之政策會計入賬。

### (j) 租賃資產

於合約開始時，本集團會評估合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用之權利，則該合約屬租賃或包含租賃。倘客戶既有權指示已識別資產之使用，亦有權自該使用中獲得絕大部分經濟利益，則控制權已轉移。



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## 1 Significant accounting policies (Continued)

### (j) Leased assets (Continued)

#### (i) As a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(h) and 1(k)(ii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

## 1 主要會計政策 (續)

### (j) 租賃資產 (續)

#### (i) 作為承租人

於租賃開始日期，除租期為十二個月或以下之短期租賃及低價值資產租賃外，本集團確認使用權資產及租賃負債。倘本集團就低價值資產訂立租賃，則本集團決定是否按個別租賃基準將租賃資本化。與該等未資本化租賃相關之租賃付款在租期內有系統地確認為開支。

倘租賃已資本化，租賃負債初步按租期內應付租賃付款現值確認，並按租賃中所隱含之利率折現，或倘該利率不能輕易釐定，則以相關遞增貸款利率折現。於初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。租賃負債之計量不包括並非依據某一指數或利率之可變租賃付款，因此於其產生之會計期間於損益中扣除。

於資本化租賃時確認之使用權資產初步時按成本計量，當中包括租賃負債之初始金額加上於開始日期或之前已支付之任何租賃付款，以及所產生之任何初始直接成本。於適用情況下，使用權資產之成本亦包括拆卸及移除相關資產或還原相關資產或該資產所在場所而產生之估計成本，按其現值折現並扣除任何已收之租賃優惠。使用權資產其後列入成本減累計折舊及減值虧損（見附註1(h)及1(k)(ii)）。

當未來租賃付款因某一指數或利率變化而出現變動，或本集團預期根據餘值擔保估計應付之金額有變，或因重新評估本集團是否合理確定將行使購買、續租或終止選擇權而產生變化，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產之賬面值將作相應調整，或倘使用權資產之賬面值已調減至零，則於損益內列賬。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 1 Significant accounting policies (Continued)

### (j) Leased assets (Continued)

#### (i) As a lessee (Continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16 *Leases*. In such cases, the Group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

The Group presents right-of-use assets and lease liabilities separately in the statement of financial position.

#### (ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis.

The rental income from operating leases is recognised in accordance with note 1(v)(iii).

## 1 主要會計政策 (續)

### (j) 租賃資產 (續)

#### (i) 作為承租人 (續)

當租賃範圍或代價出現未曾在原租賃合約中訂明之變動(「租賃修訂」)且不作為單獨的租賃合約入賬，亦須重新計量租賃負債。在此情況下，根據經修訂租賃付款額及租賃期限，於修訂生效日期使用經修訂折現率對租賃負債進行重新計量。唯一之例外是因2019冠狀病毒病疫情直接產生並因符合《香港財務報告準則》第16號「租賃」第46B段之條件所產生之租金寬減。在該等情況下，本集團利用《香港財務報告準則》第16號第46A段所載之可行權宜方法，以假設不曾出現租賃修訂之方式確認代價之變動。

於報告期後十二個月內到期待結算之合約付款之現值於綜合財務狀況表內確定為長期租賃負債之流動部份。

本集團於財務狀況表獨立呈列使用權資產及租賃負債。

#### (ii) 作為出租人

倘本集團作為出租人，其將於租賃開始時釐定各租賃是否屬融資租賃或經營租賃。倘租賃向承租人轉移相關資產擁有權附帶之絕大部分風險及回報，該租賃應分類為融資租賃。否則，該租賃則分類為經營租賃。

倘合約包含租賃及非租賃部分，本集團會按照相對獨立售價基準將合約代價分配至各部分。

來自經營租賃之租金收入根據附註1(v)(iii)確認。



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## 1 Significant accounting policies (Continued)

### (k) Credit loss and impairment of assets

#### (i) Credit loss from financial instruments

The Group recognises a loss allowance for expected credit losses (“ECLs”) on financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loan to joint venture).

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Where the effect of discounting is material, the expected cash shortfalls are discounted using the effective interest rate determined at initial recognition or an approximation thereof for trade and other receivables.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

## 1 主要會計政策 (續)

### (k) 信貸虧損及資產減值

#### (i) 金融工具之信貸虧損

本集團為按攤銷成本計量之金融資產 (包括現金及現金等值項目、應收賬款及其他應收款以及向合營公司借出之貸款) 確認預期信貸虧損之虧損撥備。

#### 預期信貸虧損之計量

預期信貸虧損乃信貸虧損之概率加權估計。信貸虧損以所有預期現金差額 (即根據合約應付予本集團之現金流量與本集團預期收取之現金流量之間的差額) 的現值計量。

倘折現之影響屬重大，則預期現金差額將採用應收賬款及其他應收款初始確認時釐定之實際利率或其近似值折現。

估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

在計量預期信貸虧損時，本集團考慮合理及有理據而無需付出過多的成本或努力獲得之資料。這包括有關過往事件、當前狀況及未來經濟狀況預測的資料。

預期信貸虧損基於下列其中一個基準計量：

- 十二個月之預期信貸虧損：預期於報告日期後十二個月內可能發生之違約事件而導致之虧損；及
- 可使用年期內之預期信貸虧損：預期於採用預期信貸虧損模式之項目在預期可使用年期內所有可能發生之違約事件而導致之虧損。





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## 1 Significant accounting policies (Continued)

### (k) Credit loss and impairment of assets (Continued)

#### (i) Credit loss from financial instruments (Continued)

Loss allowance for trade and other receivables is always measured at an amount equal to lifetime ECL. ECLs are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

#### Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

#### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets and investment properties;
- intangible assets;
- goodwill;
- interest in joint venture; and
- investment in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

## 1 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (i) 金融工具之信貸虧損 (續)

應收賬款及其他應收款之虧損撥備一般按相等於可使用年期內之預期信貸虧損之金額計量。預期信貸虧損乃使用基於本集團過往信貸虧損經驗之撥備矩陣進行估算，並就於報告日期債務人之特定因素以及對當前及預測整體經濟狀況之評估予以調整。

#### 撇銷政策

倘金融資產並無實際收回前景，則其賬面總值（部分或全部）將會被撇銷。該情況通常出現在本集團認為債務人並無資產或收入來源可產生足夠現金流量以償還將予撇銷之金額。

#### (ii) 其他資產之減值

本集團於每個報告期末檢討內部及外間資料來源，以確定下列資產有否出現減值跡象，或過往已確認之減值虧損不再存在或已減少（商譽除外）：

- 物業、廠房及設備，包括使用權資產及投資物業；
- 無形資產；
- 商譽；
- 合營公司之權益；及
- 於本公司財務狀況表的附屬公司之投資。

倘有任何減值跡象，則會估計該項資產之可收回金額。此外，就商譽而言，不論是否有任何減值跡象存在，亦於每年估計其可收回金額。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 1 Significant accounting policies (Continued)

### (k) Credit loss and impairment of assets (Continued)

#### (ii) Impairment of other assets (Continued)

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its 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 time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

- Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

## 1 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (ii) 其他資產之減值 (續)

- 計算可收回金額

資產之可收回金額為其公允值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，會使用除稅前折現率將估計未來現金流量折現至其現值。該折現率反映市場當時所評估之貨幣時間價值和該資產之獨有風險。倘個別資產所產生之現金流入基本上不能獨立於其他資產所產生之現金流入，則就獨立產生現金流入之最小資產組合（即現金產生單位）釐定可收回金額。

- 確認減值虧損

資產或其所屬之現金產生單位之賬面值高於其可收回金額時，則會於損益確認減值虧損。就現金產生單位確認之減值虧損會首先分配予削減已分配至該現金產生單位（或一組單位）之任何商譽之賬面值，然後按比例削減該單位（或一組單位）內其他資產之賬面值，惟資產賬面值不可下調至低於其個別公允值減去出售成本（如能計量）或使用價值（如能釐定）。

- 撥回減值虧損

就商譽以外之資產而言，倘用以釐定可收回金額之估計發生有利變動，則會將減值虧損撥回。商譽之減值虧損不可撥回。

所撥回之減值虧損僅限於倘若並無於過往年度確認減值虧損而可釐定之資產賬面值。所撥回之減值虧損在確認撥回之年度內計入損益。



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## 1 Significant accounting policies (Continued)

### (k) Credit loss and impairment of assets (Continued)

#### (iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(k)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

### (l) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (m) Receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 1(k)(i)).

## 1 主要會計政策 (續)

### (k) 信貸虧損及資產減值 (續)

#### (iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須按《香港會計準則》第34號「中期財務報告」就財政年度首六個月編製中期財務報告。本集團於中期期末應用之減值測試、確認及撥回之準則與於財政年度末所應用之準則相同（見附註1(k)(i)及(ii)）。

於中期期間就商譽確認之減值虧損不會於隨後期間撥回，即使在減值僅於中期期間之有關財政年度完結時評估之情況下原應確認為零虧損或較少虧損亦然。

### (l) 存貨

存貨按成本值及可變現淨值兩者中之較低者入賬。

成本值乃以加權平均方法計算，並包括所有購貨成本、加工成本及將存貨運往其現時地點及達至現有狀態之其他成本。

可變現淨值指正常業務過程中之估計售價減去完成交易之估計成本及進行銷售所需之估計成本。

出售存貨時，其賬面值於有關收入確認期內確認為開支。任何存貨金額撇減至可變現淨值及存貨之所有虧損均於撇減或虧損之發生期內確認為開支。倘存貨之撇減出現任何撥回，則於撥回出現期內將費用作減額確認。

### (m) 應收款

本集團於具有無條件權利收取代價時確認應收款。倘代價到期付款前僅需待時間推移，則收取代價之權利為無條件。

應收款以實際利率法按攤銷成本減去信貸虧損撥備後入賬（見附註1(k)(i)）。



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## 1 Significant accounting policies (Continued)

### (n) Software-as-a-service (SaaS) arrangement costs

A SaaS arrangement is a service arrangement where the Group has a right to access to the supplier's application software running on the supplier's cloud infrastructure during the term of the arrangement, but not control over the underlying software asset.

Costs to implement a SaaS arrangement, including those incurred in configuring or customising the access to the supplier's application software, are evaluated to determine if they give rise to a separate asset that the Group controls. Any resulting asset is recognised and accounted for in accordance with the policy for intangible assets as set out in note 1(i). Implementation costs that do not give rise to an asset are recognised in profit or loss as incurred, which may be over the period the configuration or customisation services are received to the extent that such services are distinct from the SaaS, or over the term of the SaaS arrangement to the extent the configuration or customisation services are not distinct from the SaaS.

Payment made in advance of receiving the related services is recognised as prepayment.

### (o) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

### (p) Payables and contract liabilities

#### (i) Payables

Payables are initially recognised at fair value and subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (ii) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 1(v)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(m)).

## 1 主要會計政策 (續)

### (n) 軟件即服務安排成本

軟件即服務安排指本集團有權於安排期限內使用供應商雲端基礎架構上運行的供應商應用軟件，惟對相關軟件資產並無控制權。

就實行軟件即服務安排之成本（包括配置或定制使用供應商應用軟件所產生之成本）進行評估，藉以確定其是否會產生本集團控制之獨立資產。據此產生之任何資產均根據附註 1(i) 所載之無形資產政策進行確認及入賬。不會產生資產之實行成本於發生時計入損益，即可能於收到配置或定制服務期間（如有關服務與軟件即服務不同）或於軟件即服務安排期限內（如在配置或定制服務方面與軟件即服務並無差異）。

在接受相關服務之前支付的款項確認為預付款項。

### (o) 附息借貸

附息借貸之初值按公允值扣除應佔交易成本後確認。首次確認後，附息借貸將按攤銷成本入賬，而最初確認金額與贖回值之間之任何差額則以實際利率法於借貸期內連同任何應付利息及費用於損益內確認。

### (p) 應付款及合約負債

#### (i) 應付款

應付款之初值按公允值確認，且其後按攤銷成本入賬，但如折現影響輕微，則按成本值入賬。

#### (ii) 合約負債

倘客戶於本集團確認相關收入之前支付代價，則確認合約負債（見附註 1(v)）。倘本集團擁有無條件權利可於本集團確認相關收入前收取代價，亦將確認合約負債。在此情況下，亦將確認相應之應收款（見附註 1(m)）。



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## 1 Significant accounting policies (Continued)

### (q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 1(k)(i).

### (r) Employee benefits

#### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are charged as expense in the year as the related service are provided by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

#### (ii) Defined benefit retirement plan obligations

The Group's net obligation in respect of defined benefit retirement plans is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine the present value and the fair value of any plan assets is deducted. The calculation is performed by a qualified actuary using the projected unit credit method.

Service cost and net interest expense/(income) on the net defined benefit liability/(asset) are recognised in profit and loss and allocated by function as part of "cost of sales", "marketing, selling and distribution expenses", "administrative expenses" or "other operating expenses". Current service cost is measured as the increase in the present value of the defined benefit obligation resulting from employee service in the current period. When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised as an expense in profit and loss at the earlier of when the plan amendment or curtailment occurs and when related restructuring costs or termination benefits are recognised. Net interest expense/(income) for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the reporting period to the net defined benefit liability/(asset). The discount rate is the yield at the end of the reporting period on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations.

## 1 主要會計政策 (續)

### (q) 現金及現金等值項目

現金及現金等值項目包括銀行結存及庫存現金、存於銀行及其他財務機構之活期存款及短期而高流動性之投資，此等投資可隨時兌換為已知金額之現金，且所須承受之價值波動風險不大，而兌換期乃購入日起計三個月內。現金及現金等值項目按附註 1(k)(i) 所載政策評估預期信貸虧損。

### (r) 僱員福利

#### (i) 短期僱員福利及向界定供款退休計劃之供款

薪酬、年終花紅、有薪年假、向界定供款退休計劃之供款及非金錢福利之成本均於僱員提供有關服務時計入該年費用。倘延遲付款或結算並構成重大影響，則有關金額按其現值入賬。

#### (ii) 界定福利退休計劃承擔

本集團就界定福利退休計劃所承擔之責任淨額，乃透過估計僱員於當前及過往期間以提供服務所賺取之未來利益金額而計算；在釐定現值時該項利益須予以折現，並扣除任何計劃資產之公允價值。計算工作由合資格精算師採用預計單位信貸法進行。

界定福利負債／(資產) 淨額之服務成本及利息費用／(收入) 淨額於損益確認，並按功能劃分為「銷售成本」、「推廣、銷售及分銷費用」、「行政費用」或「其他經營費用」之一部份。現有服務成本按本期間僱員服務所產生之界定福利責任現值之增加計量。倘計劃之福利出現變動或倘計劃縮減，則有關僱員以往服務之福利之變動部份或有關縮減之盈虧於計劃作出修訂或縮減時或於確認有關重組成本或終止福利時（以較早者為準）於損益確認為開支。期內利息費用／(收入) 淨額乃透過將計量報告期初界定福利責任所採用之折現率應用於界定福利負債／(資產) 淨額而釐定。折現率為優質公司債券（到期日與本集團履行責任之期限相近）於匯報日之收益率。





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## 1 Significant accounting policies (Continued)

### (r) Employee benefits (Continued)

#### (ii) Defined benefit retirement plan obligations (Continued)

Remeasurements arising from defined benefit retirement plans are recognised in other comprehensive income and reflected immediately in retained earnings. Remeasurements comprise actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability/(asset)) and any change in the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability/(asset)).

#### (iii) Long service payments obligation

The Group's net obligation under the Hong Kong Employment Ordinance in respect of long service payments on cessation of employment under certain circumstances is the estimated discounted amount of future benefit that employees have earned in return for their services in the current and prior periods. The obligation is calculated annually using the projected unit credit method, taking into account offsettable accrued benefits related to the Group's Mandatory Provident Fund (MPF) Scheme contributions.

#### (iv) Equity-settled share-based payment transactions

The Group operates a number of equity-settled, share-based compensation plans under which the Group receives services from employees as consideration for equity instruments of the Company. These plans comprise share option schemes and a share award scheme.

The fair value of share options or share awards granted to employees is recognised as an employee cost with a corresponding increase in the share-based compensation reserve within equity. The fair value is measured at grant date taking into account the terms and conditions upon which the options or the awarded shares were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options or the awarded shares, the total estimated fair value of the options or the awarded shares is spread over the vesting period, taking into account the probability that the options or the awarded shares will vest.

## 1 主要會計政策 (續)

### (r) 僱員福利 (續)

#### (ii) 界定福利退休計劃承擔 (續)

界定福利退休計劃產生之重新計量於其他全面收益內確認並即時於保留盈利內反映。重新計量包括精算損益、計劃資產收益（不包括計入界定福利負債／（資產）淨額之利息淨額之金額）及資產上限引致之任何變動（不包括計入界定福利負債／（資產）淨額之利息淨額之金額）。

#### (iii) 長期服務金承擔

根據香港《僱傭條例》，本集團就若干情況下終止僱傭關係而支付之長期服務金所承擔之淨責任乃僱員就其當前及過往期間任職所賺取之未來福利估計貼現金額。該責任在計及與本集團強制性公積金（強積金）計劃供款有關之可抵銷應計權益後，每年採用預計單位信貸法計算。

#### (iv) 以股份為付款基礎之交易

本集團設有多項以股權結算，以股份為基礎支付之薪酬計劃，而僱員則向本集團提供服務作為本公司股權工具之代價。該等計劃包括購股權計劃及股份獎勵計劃。

授予僱員之購股權或股份獎勵之公允值乃確認為僱員成本，並相應增加權益項下之股份基礎補償儲備。公允值乃於授出日期計量，並計及授出購股權或獎勵股份之條款及條件。若僱員須符合歸屬條件後方可無條件享有購股權或獎勵股份，則購股權或獎勵股份之估計公允值總額會在歸屬期間攤分，並計及購股權或獎勵股份將會歸屬之可能性。





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## 1 Significant accounting policies (Continued)

- (r) Employee benefits (Continued)
- (iv) Equity-settled share-based payment transactions (Continued)

During the vesting period, the number of share options or the awarded shares that are expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options or awarded shares that vest (with a corresponding adjustment to the share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares.

For the share option schemes, the equity amount is recognised in the share-based compensation reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

For the share award scheme, the Group may acquire its own shares through the trustee of the share award scheme on the Stock Exchange for the shares to be vested under the share award scheme. The shares acquired by the Group that are not yet vested for this share award scheme were recorded as treasury shares and recorded as "Shares held for share award scheme" as a deduction under equity. Upon vesting of the awarded shares, the related costs of the acquired shares are reduced from the "Shares held for share award scheme", and the related fair value of the awarded shares are debited to share-based compensation reserve with the difference charged/credited to equity.

The Group may also issue new shares for the vested share awards. The amount previously recognised in share-based compensation reserve will be transferred to share capital upon the issuance of new shares.

## 1 主要會計政策 (續)

- (r) 僱員福利 (續)
- (iv) 以股份為付款基礎之交易 (續)

於歸屬期間，本公司會檢討預期將歸屬之購股權或獎勵股份數目。於過往年度確認之任何累計公允值調整會在檢討年度從損益扣除／計入損益（除非原有僱員開支合資格確認為資產），並相應調整以股份為基礎之補償儲備。於歸屬日期，確認為開支之金額會作出調整，以反映所歸屬之購股權或獎勵股份之實際數目（而以股份為基礎之補償儲備亦會作出相應調整），惟只因未能達到與本公司股份市價有關之歸屬條件而導致被沒收則除外。

就購股權計劃而言，權益金額乃於以股份為基礎之補償儲備確認，直至購股權獲行使（此時有關金額計入於已發行股份之股本中確認之金額）或購股權屆滿（此時有關金額直接撥至保留溢利）為止。

就股份獎勵計劃而言，本集團可能會透過股份獎勵計劃受托人於聯交所購入其自有股份作為根據股份獎勵計劃將予歸屬之股份。本集團就本股份獎勵計劃購入但尚未歸屬之股份入賬為庫存股份，且作為「股份獎勵計劃持有之股份」入賬為權益之扣減項目。待獎勵股份歸屬後，購買股份之相關成本於「股份獎勵計劃持有之股份」內扣減，以及於股份基礎補償儲備內扣除獎勵股份之相關公允值，差額於權益內扣除／計入。

本集團亦可能就已歸屬獎勵股份發行新股份。先前已於股份基礎補償儲備確認之金額於發行新股份後將轉撥至股本。



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## 1 Significant accounting policies (Continued)

### (r) Employee benefits (Continued)

#### (v) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

### (s) Income tax

- (i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.
- (iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

## 1 主要會計政策 (續)

### (r) 僱員福利 (續)

#### (v) 離職福利

離職福利於本集團不再能夠撤回提供該等福利及於本集團確認包含支付離職福利的重組成本之較早期間予以確認。

### (s) 所得稅

- (i) 年內所得稅包括本期稅項及遞延稅項資產和負債之變動。本期稅項及遞延稅項資產和負債之變動於損益中確認，惟與於其他全面收益或直接於權益確認之項目相關者除外，在此情況下，相關稅額分別於其他全面收益或直接於權益中確認。
- (ii) 本期稅項是按年內應課稅收入以匯報日已生效或實際上已生效之稅率計算之預期應付稅項，加過往年度應付稅項之任何調整。
- (iii) 遞延稅項資產及負債分別由可抵扣及應課稅暫時差異產生。暫時差異是指資產及負債按財務申報目的之賬面值與稅務基礎之間之差異。遞延稅項資產亦由未動用之稅務虧損及未動用之稅款抵免產生。

除了若干有限之例外情況，所有遞延稅項負債及所有遞延稅項資產（只限於很可能獲得能動用該資產來抵扣之未來應課稅溢利）均予確認。支持確認由可抵扣暫時差異所產生遞延稅項資產之未來應課稅溢利包括因撥回現有應課稅暫時差異而產生之數額；但該等撥回之差異必須與同一稅務機關及同一應課稅實體有關，並預期在可抵扣暫時差異預計撥回之同一期間或遞延稅項資產所產生稅務虧損可向後期或向前期結轉之期間內撥回。在決定現有應課稅暫時差異是否支持確認由未動用稅務虧損和抵免所產生之遞延稅項資產時，亦會採用同一準則，即差異是否與同一稅務機關及同一應課稅實體有關，並是否預期在能夠使用稅務虧損或抵免之同一期間內撥回。



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## 1 Significant accounting policies (Continued)

### (s) Income tax (Continued)

#### (iii) (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

- (iv) Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

## 1 主要會計政策 (續)

### (s) 所得稅 (續)

#### (iii) (續)

不確認為遞延稅項資產和負債之暫時性差異是產生自以下有限之例外情況：不可扣稅之商譽；不影響會計或應課稅溢利之資產或負債之初始確認（如屬企業合併之一部份則除外）；以及投資附屬公司相關之暫時差異（如屬應課稅差異，只限於本集團可以控制撥回之時間，且差異不大可能在可預見之將來撥回；或如屬可抵扣差異，則只限於很可能在將來撥回之差異）。

已確認之遞延稅項金額是按照資產及負債賬面值之預期變現或清償方式，以匯報日已頒佈或實際上已頒佈之稅率計量。遞延稅項資產及負債均不進行折現計算。

於每個匯報日本集團會對遞延稅項資產之賬面值作出審閱，倘預期不再有足夠應課稅溢利以實現將動用之相關稅務利益，則有關資產賬面值將予以扣減。任何被扣減之數額在預期可取得足夠應課稅溢利時予以撥回。

- (iv) 股息分派產生之額外所得稅於支付相關股息負債確認時確認。



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## 1 Significant accounting policies (Continued)

### (s) Income tax (Continued)

(v) Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (t) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

## 1 主要會計政策 (續)

### (s) 所得稅 (續)

(v) 現期稅項結餘及遞延稅項結餘以及其變動會分開呈列，而且不予抵銷。現期及遞延稅項資產只會在本集團有合法可強制執行權利以現期稅項資產抵銷現期稅項負債，並且符合以下附帶條件之情況下，才可以分別抵銷現期及遞延稅項負債：

- 就現期稅項資產及負債而言，本集團計劃按淨額基準結算，或在變現資產之同時清償負債；或
- 就遞延稅項資產及負債而言，該等資產及負債必須與同一稅務機關就以下其中一項徵收之所得稅有關：
  - 同一應課稅實體；或
  - 不同之應課稅實體。該等實體擬在預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回之每個未來期間，按淨額基準變現現期稅項資產及清償現期稅項負債，或在變現資產之同時清償負債。

### (t) 撥備及或然負債

倘若本集團須就已發生之事件承擔法律或推定責任，履行該責任而預期會導致經濟利益流出，並可作出可靠之估計，便會確認撥備。如果貨幣時間價值重大，則按預計履行責任所需開支之現值計提撥備。

倘若經濟利益外流之可能性較低，或是無法對有關金額作出可靠之估計，便會將該責任披露為或然負債，但假如經濟利益流出之可能性渺茫則除外。須視乎一宗或多宗未來事件是否發生才能確定存在與否之潛在責任，亦會披露為或然負債，但假如這類經濟利益之流出之可能性渺茫則除外。



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## 1 Significant accounting policies (Continued)

### (u) Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk of a committed future transaction, the effective portion of any gains or losses on re-measurement of the derivative financial instrument to fair value is recognised in other comprehensive income and accumulated separately in equity in the hedging reserve. The ineffective portion of any gain or loss is recognised immediately in profit or loss.

If the hedging instrument is a non-derivative monetary item, which is permitted only for foreign currency risk, then the effective portion of the foreign currency gains or losses on the hedging instrument also are recognised in other comprehensive income and accumulated separately in equity in the hedging reserve. The ineffective portion of any foreign currency gains or losses are recognised immediately in profit or loss.

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated gain or loss reclassified from equity is to be included in the initial cost or other carrying amount of the non-financial asset or liability.

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gain or loss is reclassified from equity to profit or loss in the same period or periods during which the asset acquired or liability assumed affects profit or loss (such as when interest income or expense is recognised).

For cash flow hedges, other than those covered by the preceding two policy statements, the associated gain or loss is reclassified from equity to profit or loss in the same period or periods during which the hedged forecast transaction affects profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity until the transaction occurs and it is recognised in accordance with the above policy. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss is reclassified from equity to profit or loss immediately.

## 1 主要會計政策 (續)

### (u) 現金流量對沖

金融衍生工具被指定用作對沖因已確認之資產或負債或極有可能發生之預期交易而產生之現金流量變動或因已訂約之未來交易而承擔之外匯風險，重計該等金融衍生工具之公允值而產生之任何收益或虧損，其有效部份會於其他全面收益確認，並於對沖儲備之權益中獨立累計。任何收益或虧損之非有效部份即時於損益內確認。

倘若對沖工具為僅可用作對沖外匯風險之非衍生貨幣項目，則該對沖工具之外匯收益或虧損之有效部份亦於其他全面收益確認，並於對沖儲備之權益中獨立累計。任何外匯收益或虧損之非有效部份即時於損益內確認。

若被對沖之預期交易其後導致確認非金融資產或非金融負債，由權益重新分類之相關盈虧會計入該非金融資產或負債之最初成本或其他賬面值內。

若被對沖之預期交易其後導致確認金融資產或金融負債，相關盈虧會在該購入之資產或承擔之負債影響損益之同一個或多個期間內（例如當確認利息收入或支出時）由權益重新分類至損益。

有別於上述兩個政策所涵蓋之現金流量對沖，相關盈虧會在被對沖之預期交易影響損益之同一個或多個期間內由權益重新分類至損益。

當對沖工具到期或被出售、終止或行使或該實體取消該指定對沖關係，而被對沖之預期交易預期仍會發生時，其累計盈虧會保留在權益內，直至該交易發生為止，並按上述政策確認。若被對沖之交易預期不會發生，其累計未變現盈虧會即時由權益重新分類至損益。





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## 1 Significant accounting policies (Continued)

### (v) Revenue recognition

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

#### (ii) Service fees

Service fees are recognised when the related services are provided. Service fees exclude value added tax or other sales taxes.

#### (iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

## 1 主要會計政策 (續)

### (v) 收入確認

本集團於一般業務過程中自銷售貨物、提供服務或其他人士使用本集團租賃資產產生收入時分類收入。

收入於產品或服務之控制權轉移至客戶或承租人有權使用資產時確認，金額為本集團預期將有權收取之承諾代價，且不包括代表第三方收取之有關金額。收入不含增值稅或其他銷售稅並扣除一切貿易折扣。

本集團利用《香港財務報告準則》第15號第63段之可行權宜方法，倘融資期間為12個月或以下，則不會就重大融資部份的任何影響調整代價。

下列為本集團確認收入及其他收入之政策之進一步詳情：

#### (i) 貨物之銷售

倘客戶管有並接納產品則確認收入。倘該等產品為履行涵蓋其他貨物及／或服務之合約一部分，則收入之金額按合約項下交易價格總額之合適比例予以確認，並按照相對獨立售價基準在合約項下之所有承諾貨物及服務之間進行分配。

#### (ii) 服務費

服務費於提供有關服務時確認。服務費不含增值稅或其他銷售稅。

#### (iii) 經營租賃之租金收入

根據經營租賃應收之租金收入會於租賃期所涵蓋之期間內，以等額在損益內確認。所獲授之租賃獎勵乃於損益中確認為應收淨租賃付款總額之必要部分。並非取決於某一項指數或比率之可變租賃付款將於其賺取時之會計期間確認為收入。





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## 1 Significant accounting policies (Continued)

### (v) Revenue recognition (Continued)

#### (iv) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(k)(i)).

#### (v) Dividend income

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

#### (vi) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

#### (w) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those non-derivative monetary items used to hedge foreign currency risk which are recognised in other comprehensive income (see note 1(u)).

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

## 1 主要會計政策 (續)

### (v) 收入確認 (續)

#### (iv) 利息收入

利息收入按實際利率法累計確認。就按攤銷成本計量且並無出現信貸減值之金融資產而言，實際利率乃應用於資產之賬面總值。就已出現信貸減值之金融資產而言，實際利率乃應用於資產之攤銷成本（即經扣除虧損撥備之賬面總值）（見附註1(k)(i)）。

#### (v) 股息收入

來自非上市投資之股息收入乃於股東收取款項之權利確立時確認。

#### (vi) 政府補助

政府補助於可合理確保本集團將收取政府補助且將遵守其所附帶之條件時於財務狀況表初步確認。用於補償本集團已產生開支之補助於開支產生之同一期間有系統地於損益中確認為收入。補償本集團資產成本之補助乃於資產之賬面值中扣除，其後於該項資產之可使用期間以減少折舊開支之方式於損益中實際確認。

#### (w) 外幣換算

年內之外幣交易按交易當日之匯率換算。以外幣計值之貨幣資產及負債按匯報日之匯率換算。匯兌盈虧於損益內確認，惟該等於其他全面收益確認並用於對沖外匯風險之非衍生貨幣項目除外（見附註1(u)）。

按歷史成本法以外幣計值之非貨幣資產及負債，則按交易當日之匯率換算。交易日期為本集團初始確認有關非貨幣資產及負債之日。以外幣計值並以公允值列賬之非貨幣資產及負債按計量其公允值當日之匯率換算。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 1 Significant accounting policies (Continued)

### (w) Translation of foreign currencies (Continued)

The results of subsidiaries outside Hong Kong are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on consolidation of subsidiaries outside Hong Kong, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a subsidiary outside Hong Kong, the cumulative amount of the exchange differences relating to that subsidiary outside Hong Kong is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

Foreign exchange gains and losses arising from monetary items that in substance form part of the net investment in an operation outside Hong Kong, together with any related tax, are reclassified to equity on consolidation.

### (x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

### (y) Repair and maintenance expenditure

Repair and maintenance expenditure, including cost of overhaul, is expensed as incurred.

## 1 主要會計政策 (續)

### (w) 外幣換算 (續)

香港以外地區之附屬公司之業績以接近交易當日之匯率換算為港幣，而財務狀況表項目（包括香港以外地區之附屬公司綜合入賬時所產生之商譽）則於匯報日按收市匯率換算為港幣，由此而產生之匯兌差額於其他全面收益中確認，並於匯兌儲備之權益中獨立累計。

就出售香港以外地區之一間附屬公司而言，確認出售產生之損益時，與該香港以外地區之附屬公司有關之匯兌差額之累計金額會從權益重新分類至損益。

貨幣項目產生之外匯收益及虧損（實質屬於香港以外地區業務淨投資之一部份）與任何相關稅項乃於綜合入賬時重新分類至權益。

### (x) 借貸成本

倘一項資產需較長時間才可準備就緒用作預定用途或出售狀態，則直接歸屬於收購、興建或生產該項資產之借貸成本將被資本化為該項資產之成本之一部份。其他借貸成本在產生當期列作支出。

當資產開支及借貸成本已經產生，且為使資產可用作擬定用途或可出售狀態所必要之活動已經開始，借貸成本即資本化為該合資格資產之成本之一部份。倘為使合資格資產可用作擬定用途或可出售狀態所必需之大部份活動中止或完成，借貸成本之資本化則隨之中止或停止。

### (y) 維修及保養支出

維修及保養支出（包括檢修成本）於產生時支銷。



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## 1 Significant accounting policies (Continued)

### (z) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or 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 Group.

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

## 1 主要會計政策 (續)

### (z) 關連人士

- (a) 倘有關人士出現下列情況，則該人士或該人士之近親家庭成員與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團之主要管理人員之一。
- (b) 倘符合下列任何條件，則一間實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
  - (ii) 一間實體為另一實體之聯營公司或合營公司（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營公司）。
  - (iii) 兩間實體均為同一第三方之合營公司。
  - (iv) 一間實體為第三方實體之合營公司，而另一實體為該第三方實體之聯營公司。
  - (v) 該實體乃為本集團或與本集團有關連之實體就僱員福利而設立之離職後福利計劃。
  - (vi) 該實體受(a)所識別人士控制或共同控制。
  - (vii) 於(a)(i)所識別人士對該實體有重大影響力或屬該實體（或該實體之母公司）主要管理人員之一。
  - (viii) 該實體或其所屬集團之任何成員公司向本集團提供主要管理人員服務。

個別人士之近親家庭成員乃指在處理與實體交易時可能對該人士施予影響或被該人士影響之親屬成員。



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## 1 Significant accounting policies (Continued)

### (aa) 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 purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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

## 2 Accounting judgements and estimates

Notes 15, 22 and 23 contain information about the assumptions and their risk factors relating to interest in joint venture impairment assessment, defined benefit retirement liabilities and the fair value of share options and share awards granted. Other key sources of estimation uncertainty are as follows:

### (a) Impairment of property, plant and equipment

If circumstances indicate that the carrying values of property, plant and equipment may not be recoverable, the assets may be considered "impaired", and an impairment loss may be recognised in accordance with HKAS 36, *Impairment of assets*. Under HKAS 36, these assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of its fair value less costs of disposal and the value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to level of sales volume, selling prices and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount. However, actual sales volumes, selling prices and operating costs may be different from assumptions which may require a material adjustment to the carrying amount of the assets affected. Details of the nature and carrying amounts of property, plant and equipment are disclosed in note 11.

## 1 主要會計政策 (續)

### (aa) 分部報告

營運分部及本財務報表所呈報之各分部項目金額，乃根據定期向本集團高層管理人員提供之財務報告中識別。高層管理人員依據該等報告分配資源予本集團不同業務及地域以及評估該等業務及地域之表現。

就財務報告而言，個別重大營運分部不會綜合呈報，除非該等分部具有類似經濟特點及在產品及服務性質、生產程序性質、客戶類型或類別、分銷產品或提供服務所採用之方式及監管環境性質方面類似。倘個別而言並非屬重要之營運分部符合上述大部份特點，則可能綜合呈報。

## 2 會計判斷及估計

附註 15、22 及 23 分別載有關於合營公司權益之減值評估、界定福利退休負債及已授出購股權及股份獎勵之公允值之假設及其風險因素之資料。估計不確定因素之其他主要來源如下：

### (a) 物業、廠房及設備減值

倘有情況顯示物業、廠房及設備之賬面值可能無法收回，則該等資產可能被視為「已減值」，而減值虧損可能會根據《香港會計準則》第 36 號「資產減值」予以確認。根據《香港會計準則》第 36 號，凡有事件或情況變動顯示該等資產所錄得之賬面值可能無法收回，該等資產將進行減值測試。如減值已出現，賬面值將減至可收回金額。可收回金額為其公允值減去出售成本與使用價值兩者中之較高者。釐定使用價值時，將根據銷量、售價及營運成本金額之水平作出重大判斷，將該資產產生之預期現金流量折現至其現值。本集團運用所有可用之資料以釐定可收回金額之合理概約金額。然而，實際銷量、售價及營運成本金額可能有別於假設，並可能須對受影響資產之賬面值作出重大調整。物業、廠房及設備之性質及賬面值詳情於附註 11 披露。



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## 2 Accounting judgements and estimates (Continued)

### (b) Deferred tax assets

Deferred tax assets are recognised for unused tax losses and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax benefits can be utilised, management's judgements is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered. Details of the nature and carrying amounts of deferred tax assets are disclosed in note 24(b).

## 3 Revenue and segment reporting

### (a) Revenue

The principal activities of the Group are the manufacture and sale of food and beverages.

Revenue represents the invoiced value of products sold, net of returns, rebates and discounts.

No disaggregation of revenue from contracts with customers is presented as the entire revenue of the Group is derived from the manufacture and sale of food and beverages, and is recognised at point in time.

### (b) Segment reporting

The Group manages its businesses by entities, which are organised geographically. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following four reportable segments. No operating segments have been aggregated to form the following reportable segments.

- The Mainland China business mainly represents the manufacture and sale of soya milk, tea, juice, etc. in Mainland China;

## 2 會計判斷及估計(續)

### (b) 遞延稅項資產

遞延稅項資產乃就未動用稅務虧損及可抵扣暫時差額而確認。由於該等遞延稅項資產只限於有可能使用未動用稅收抵免來抵銷日後應課稅溢利時才會確認，因此需要管理層判斷日後獲得應課稅溢利之可能性。本集團不斷審閱管理層之評估，倘未來應課稅溢利能使遞延稅項資產被收回，便會確認額外之遞延稅項資產。遞延稅項資產之性質及賬面值詳情於附註24(b)披露。

## 3 收入及分部報告

### (a) 收入

本集團之主要業務為製造及銷售食品及飲品。

收入指已售產品之發票價值減退貨、回扣及折扣。

由於本集團全部收入均來自製造及銷售食品及飲品，並於某一時間點確認，故並無呈列客戶合約收入細分。

### (b) 分部報告

本集團透過按地區成立之實體管理其業務。本集團按照與向本集團最高層行政管理人員就資源配置及表現評估之內部匯報資料一致的方式，呈報下列四個須報告分部。本集團並無合併營運分部，以組成以下之須報告分部。

- 中國內地業務主要指在中國內地生產及銷售豆奶、茶及果汁等產品；





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### 3 Revenue and segment reporting (Continued)

#### (b) Segment reporting (Continued)

- The Hong Kong Operation (Hong Kong SAR, Macau SAR and Exports) mainly represents the manufacture and sale of soya milk, tea, water, juice, tofu, etc. in Hong Kong SAR, sale of beverages in Macau SAR, export of beverages from Hong Kong SAR and the operating of tuck shops and catering businesses in Hong Kong SAR;
- The Australia and New Zealand business mainly represents the manufacture and sale of soya milk and other plant milk products in Australia and sale of beverages in New Zealand; and
- The Singapore business mainly represents the manufacture and sale of soya related products in Singapore, sale of beverages in Singapore and the export of soya related products.

All of the Group's revenue is generated from the manufacture and sale of food and beverages.

#### (i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets, intangible assets and current assets with the exception of interest in joint venture, deferred tax assets, current tax recoverable, goodwill and unallocated head office and corporate assets. Segment liabilities include trade creditors and bills payable attributable to the manufacture and sales activities of the individual segments, bank loans, lease liabilities and other liabilities managed directly by the segments with the exception of employee retirement benefit liabilities, deferred tax liabilities, current tax payable and unallocated head office and corporate liabilities.

The measure used for reporting segment profit/(loss) is "profit/(loss) from operations". To arrive at "profit/(loss) from operations", the Group's profit/(loss) is further adjusted for items not specifically attributed to individual segments, such as finance costs, share of losses of joint venture, impairment loss on goodwill and brand name, acquisition related expenses on the remaining 49% equity interest in Vitasoy Australia Products Pty. Ltd. ("VAP") and unallocated head office and corporate expenses. Income tax is not allocated to reporting segments. Inter-segment sales are priced at cost plus a profit margin.

### 3 收入及分部報告 (續)

#### (b) 分部報告 (續)

- 香港業務 (香港特別行政區、澳門特別行政區及出口) 主要指在香港特別行政區生產及銷售豆奶、茶、水、果汁及豆腐等產品、在澳門特別行政區銷售飲料、從香港特別行政區出口飲料，以及在香港特別行政區經營學校小食部及餐飲業務；
- 澳洲及新西蘭業務主要指在澳洲生產及銷售豆奶及其他植物奶產品，以及在新西蘭銷售飲料；及
- 新加坡業務主要指在新加坡生產及銷售大豆相關產品、在新加坡銷售飲品以及出口大豆相關產品。

本集團之收入全部來自生產及銷售食品及飲品。

#### (i) 分部業績、資產及負債

就評估分部表現及各分部間之資源配置而言，本集團最高層行政管理人員根據下列基準監控各須報告分部之業績、資產及負債：

分部資產包括全部有形資產、無形資產及流動資產，惟於合營公司之權益、遞延稅項資產、應收現期稅項、商譽及未分配之總公司及企業資產除外。分部負債包括個別分部之生產及銷售活動之應付賬款及應付票據、銀行貸款及由分部直接管理之租賃負債及其他負債，惟僱員退休福利負債、遞延稅項負債、應付現期稅項及未分配之總公司及企業負債除外。

用於報告分部溢利／(虧損)之表示方法為「經營溢利／(虧損)」。為了得出「經營溢利／(虧損)」，本集團之溢利／(虧損)就並無明確歸於個別分部之項目(如融資成本、所佔合營公司虧損、商譽及品牌名稱之減值虧損、Vitasoy Australia Products Pty. Ltd. (「VAP」)餘下49%股權的收購相關開支以及未分配之總公司及企業費用)作出進一步調整。所得稅並無列入報告分部。分部間銷售乃按成本加邊際利潤定價。





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### 3 Revenue and segment reporting (Continued)

#### (b) Segment reporting (Continued)

##### (i) Segment results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31st March 2023 and 2022 is set out below:

	Mainland China 中國內地		Hong Kong Operation 香港業務		Australia and New Zealand 澳洲及新西蘭		Singapore 新加坡		Total 總計	
	2023 二零二三年 \$'000千元	2022 二零二二年 \$'000千元	2023 二零二三年 \$'000千元	2022 二零二二年 \$'000千元	2023 二零二三年 \$'000千元	2022 二零二二年 \$'000千元	2023 二零二三年 \$'000千元	2022 二零二二年 \$'000千元	2023 二零二三年 \$'000千元	2022 二零二二年 \$'000千元
Revenue from external customers 來自外間顧客之收入	3,509,101	3,838,297	2,143,815	1,933,856	580,325	606,971	107,318	122,091	6,340,559	6,501,215
Inter-segment revenue 分部間收入	138,276	74,773	20,079	23,558	3,408	6,630	4,491	4,314	166,254	109,275
<b>Reportable segment revenue 須報告分部之收入</b>	<b>3,647,377</b>	<b>3,913,070</b>	<b>2,163,894</b>	<b>1,957,414</b>	<b>583,733</b>	<b>613,601</b>	<b>111,809</b>	<b>126,405</b>	<b>6,506,813</b>	<b>6,610,490</b>
<b>Reportable segment profit/(loss) from operations 須報告分部之經營溢利/(虧損)</b>	<b>45,918</b>	<b>(340,309)</b>	<b>218,036</b>	<b>198,989</b>	<b>7,635</b>	<b>77,731</b>	<b>(12,130)</b>	<b>(12,692)</b>	<b>259,459</b>	<b>(76,281)</b>
Interest income from bank deposits 銀行存款之利息收入	2,669	3,706	9,348	1,845	266	-	-	2	12,283	5,553
Finance costs 融資成本	(22,639)	(17,438)	(7,120)	(4,459)	(2,360)	(741)	(428)	(433)	(32,547)	(23,071)
Depreciation and amortisation for the year 本年度之折舊及攤銷	(315,060)	(348,441)	(189,284)	(186,475)	(19,660)	(19,202)	(5,609)	(5,499)	(529,613)	(559,617)
Impairment losses on property, plant and equipment 物業、廠房及設備之減值虧損	(2,414)	(49,280)	(2,227)	(1,674)	-	-	-	(1,917)	(4,641)	(52,871)
<b>Reportable segment assets 須報告分部之資產</b>	<b>3,169,659</b>	<b>4,002,273</b>	<b>3,848,483</b>	<b>3,615,172</b>	<b>448,202</b>	<b>495,760</b>	<b>119,046</b>	<b>114,487</b>	<b>7,585,390</b>	<b>8,227,692</b>
<b>Reportable segment liabilities 須報告分部之負債</b>	<b>2,366,732</b>	<b>2,875,854</b>	<b>1,015,704</b>	<b>958,598</b>	<b>232,263</b>	<b>149,026</b>	<b>32,562</b>	<b>38,968</b>	<b>3,647,261</b>	<b>4,022,446</b>
<b>Additions to non-current segment assets during the year 本年度新增之非流動分部資產</b>	<b>102,567</b>	<b>125,860</b>	<b>80,325</b>	<b>135,660</b>	<b>20,252</b>	<b>42,732</b>	<b>2,503</b>	<b>20,872</b>	<b>205,647</b>	<b>325,124</b>

### 3 收入及分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 分部業績、資產及負債 (續)

截至二零二三年及二零二二年三月三十一日止年度，有關向本集團最高層行政管理人員提供之資源配置及分部表現評估之須報告分部資料載列如下：



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

### 3 Revenue and segment reporting (Continued)

#### (b) Segment reporting (Continued)

#### (ii) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities

### 3 收入及分部報告 (續)

#### (b) 分部報告 (續)

#### (ii) 須報告分部收入、損益、資產及負債之對賬

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Revenue</b> <b>收入</b>		
Reportable segment revenue 須報告分部之收入	6,506,813	6,610,490
Elimination of inter-segment revenue 分部間收入之撇銷	(166,254)	(109,275)
Consolidated revenue 綜合收入	6,340,559	6,501,215

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Profit or loss</b> <b>損益</b>		
Reportable segment profit/(loss) from operations 須報告分部之經營溢利／(虧損)	259,459	(76,281)
Finance costs (note 5(a)) 融資成本 (附註 5(a))	(32,547)	(23,071)
Share of losses of joint venture 所佔合營公司虧損	(22,253)	-
Impairment losses on goodwill (note 13) 商譽之減值虧損 (附註 13)	-	(18,323)
Impairment losses on brand name (note 12) 品牌名稱之減值虧損 (附註 12)	-	(2,303)
Acquisition related expenses on the remaining 49% equity interest in VAP VAP 餘下 49% 股權的收購相關開支	(43,403)	-
Unallocated head office and corporate expenses 未分配之總公司及企業費用	(112,463)	(115,944)
Consolidated profit/(loss) before taxation 綜合除稅前溢利／(虧損)	48,793	(235,922)



(Expressed in Hong Kong dollars unless otherwise indicated)  
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### 3 Revenue and segment reporting (Continued)

#### (b) Segment reporting (Continued)

#### (ii) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities (Continued)

### 3 收入及分部報告 (續)

#### (b) 分部報告 (續)

#### (ii) 須報告分部收入、損益、資產及負債之對賬 (續)

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Assets</b> <b>資產</b>		
Reportable segment assets 須報告分部之資產	7,585,390	8,227,692
Elimination of inter-segment receivables 分部間應收款之撇銷	(2,017,528)	(1,740,925)
	5,567,862	6,486,767
Deferred tax assets 遞延稅項資產	260,693	281,707
Current tax recoverable 應收現期稅項	19,528	37,889
Unallocated head office and corporate assets 未分配之總公司及企業資產	1,436	757
Consolidated total assets 綜合總資產	5,849,519	6,807,120



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

### 3 Revenue and segment reporting (Continued)

#### (b) Segment reporting (Continued)

#### (ii) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities (Continued)

### 3 收入及分部報告 (續)

#### (b) 分部報告 (續)

#### (ii) 須報告分部收入、損益、資產及負債之對賬 (續)

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Liabilities</b> <b>負債</b>		
Reportable segment liabilities 須報告分部之負債	3,647,261	4,022,446
Elimination of inter-segment payables 分部間應付款之撇銷	(1,015,339)	(927,210)
	2,631,922	3,095,236
Employee retirement benefit liabilities 僱員退休福利負債	24,835	6,222
Deferred tax liabilities 遞延稅項負債	76,115	99,116
Current tax payable 應付現期稅項	14,232	12,334
Unallocated head office and corporate liabilities 未分配之總公司及企業負債	1,825	25,113
Consolidated total liabilities 綜合總負債	2,748,929	3,238,021



(Expressed in Hong Kong dollars unless otherwise indicated)  
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### 3 Revenue and segment reporting (Continued)

#### (b) Segment reporting (Continued)

##### (iii) Geographic information

The following table sets out information about the geographic location of the Group's property, plant and equipment, deposits for the acquisition of property, plant and equipment, intangible assets, goodwill and interest in joint venture ("specified non-current assets"). The geographic location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment and deposits for the acquisition of property, plant and equipment, and the location of the operation to which they are allocated, in the case of intangible assets and goodwill and the location of operations, in the case of interest in joint venture.

	Specified non-current assets 特定非流動資產	
	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Mainland China 中國內地	2,443,857	2,877,540
Hong Kong Operation 香港業務	663,226	777,477
Australia and New Zealand 澳洲及新西蘭	235,809	262,447
Singapore 新加坡	49,649	51,786
	<b>3,392,541</b>	<b>3,969,250</b>

The revenue from external customers and specified non-current assets of the Group attributed to Hong Kong, the Group's place of domicile, amounted to \$1,888,674,000 (2022: \$1,703,210,000) and \$655,129,000 (2022: \$772,211,000) respectively.

### 3 收入及分部報告 (續)

#### (b) 分部報告 (續)

##### (iii) 地區資料

下表載列有關本集團物業、廠房及設備之地理位置、購置物業、廠房及設備之訂金、無形資產、商譽及於合營公司之權益(「特定非流動資產」)之資料。就物業、廠房及設備及購置物業、廠房及設備之訂金而言，特定非流動資產之地理位置乃根據該資產之實際地點確定；就無形資產及商譽而言則指其獲配置之業務所在地；就於合營公司之權益而言則指業務所在地。

香港(本集團所在地)佔本集團來自外間顧客之收入及本集團特定非流動資產分別為1,888,674,000元(二零二二年：1,703,210,000元)及655,129,000元(二零二二年：772,211,000元)。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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#### 4 Other income

#### 4 其他收入

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Government grants (Note) 政府補助 (附註)	64,397	77,060
COVID-19-related rent concessions (note 18(c)) 2019 冠狀病毒病相關租金寬減 (附註 18(c))	12,869	17,095
Interest income from bank deposits 銀行存款之利息收入	12,283	5,553
Interest income from loan to joint venture 向合營公司借出貸款之利息收入	-	894
Rental income 租金收入	4,179	4,120
Scrap sales 廢料銷售	4,823	5,175
Reversal of long outstanding other payables 長期未償還其他應付款撥回	-	215
Maintenance recharge income 收回維修費收入	5,606	6,963
Sundry income 雜項收入	9,689	9,112
	<b>113,846</b>	<b>126,187</b>

Note:

During the current year, government grants of \$32,092,000 (2022: \$53,319,000) were received from the government of the People's Republic of China ("PRC") in relation to an investment in Mainland China in 2020. Other government grants included COVID-19 financial assistance in Mainland China, Hong Kong SAR and Singapore amounting to \$25,521,000 (2022: \$13,847,000) and other financial assistance received from the government of the PRC.

Other government grants of \$93,000 (2022: \$632,000) received from the government of the PRC in relation to the acquisition of property, plant and equipment were netted off against the cost of the related assets (note 11(a)).

附註：

於本年內，一項有關二零二零年於中國內地的投資而獲得中華人民共和國（「中國」）政府一筆補助共 32,092,000 元（二零二二年：53,319,000 元）。其他與 2019 冠狀病毒病相關而於中國內地、香港特別行政區及新加坡等地政府獲得共 25,521,000 元（二零二二年：13,847,000 元）補助，以及從中國政府收取之其他財務資助。

就購置物業、廠房及設備收取中國政府之其他政府補助 93,000 元（二零二二年：632,000 元）已從相關資產之成本扣除（附註 11(a)）。





(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 5 Profit/(loss) before taxation

Profit/(loss) before taxation is arrived at after charging/(crediting):

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
(a) Finance costs: 融資成本：		
Interest on bank loans (note 18(c)) 銀行貸款之利息 (附註 18(c))	26,958	16,773
Interest on lease liabilities (note 18(c)) 租賃負債之利息 (附註 18(c))	5,589	6,298
	<b>32,547</b>	23,071

## 5 除稅前溢利／（虧損）

除稅前溢利／（虧損）已扣除／（計入）：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
(b) Staff costs: 員工成本：		
Contributions to defined contribution retirement plans 界定供款退休計劃之供款	111,710	122,469
Net expenses recognised in respect of: 以下項目之已確認費用淨額：		
– Retirement gratuities (note 22(c)(v)) – 退休金 (附註 22(c)(v))	2,266	2,587
– Long service payments – 長期服務金	16,369	1,230
Total retirement costs 總退休成本	130,345	126,286
Equity settled share-based payment expenses (note 23) 以股份為付款基礎之費用 (附註 23)	25,549	13,484
Severance payments 遣散費用	18,347	60,930
Salaries, wages and other benefits 薪金、工資及其他福利	1,492,128	1,619,612
	<b>1,666,369</b>	1,820,312



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 5 Profit/(loss) before taxation (Continued)

Profit/(loss) before taxation is arrived at after charging/(crediting):  
(Continued)

## 5 除稅前溢利／（虧損）（續）

除稅前溢利／（虧損）已扣除／（計入）：（續）

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
(c) Other operating expenses: 其他經營費用：		
Staff costs 員工成本	175,902	191,489
Sundry tax in Mainland China 中國內地的其他稅項	39,768	39,299
Management fee charged by a related party (note 29(a)) 關聯方收取的管理費（附註 29(a)）	25,371	34,279
Royalty withholding tax 特許權使用費預扣稅	12,214	13,434
Quality assurance and sampling expenses 質量保證及樣本費用	16,707	21,284
Depreciation and amortisation 折舊及攤銷	14,883	15,880
Professional fee 專業費	14,856	12,595
Repair and maintenance expenses 維修及保養費用	7,516	6,629
Donation 捐款	1,799	6,280
Net (gain)/loss on disposal of property, plant and equipment (note 18(b)) 出售物業、廠房及設備之（收益）／虧損淨額（附註 18(b)）	(802)	2,724
(Reversal)/recognition of write down of inventories （撥回）／確認撇減存貨	(2,409)	20,406
Impairment losses on trade and other receivables 應收賬款及其他應收款之減值虧損	1,278	11,867
Impairment losses on property, plant and equipment 物業、廠房及設備之減值虧損	4,641	52,871
Impairment losses on goodwill (note 13) 商譽之減值虧損（附註 13）	-	18,323
Impairment losses on brand name (note 12) 品牌名稱之減值虧損（附註 12）	-	2,303
Others 其他	13,917	42,499
	<b>325,641</b>	<b>492,162</b>



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 5 Profit/(loss) before taxation (Continued)

Profit/(loss) before taxation is arrived at after charging/(crediting):  
(Continued)

## 5 除稅前溢利／（虧損）（續）

除稅前溢利／（虧損）已扣除／（計入）：（續）

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
(d) Other items: 其他項目：		
Government grants (Note) 政府補助（附註）	(104,054)	(83,039)
COVID-19-related rent concessions (note 11(b)) 2019 冠狀病毒病相關租金寬減（附註 11(b)）	(17,729)	(22,409)
Amortisation of intangible assets 無形資產之攤銷	292	659
Depreciation 折舊		
- Investment properties - 投資物業	126	126
- Right-of-use assets - 使用權資產	99,569	100,763
- Other assets - 其他資產	429,626	458,069
Auditors' remuneration 核數師酬金		
- Audit services - 審核服務	6,697	6,175
- Other audit-related services - 其他審核相關服務	294	280
- Tax services - 稅務服務	410	313
Variable lease payments not included in the measurement of lease liabilities (note 11(b)) 不計入租賃負債計量之可變租賃付款（附註 11(b)）	14,585	13,368
Net foreign exchange loss/(gain) 外匯虧損／（收益）淨額	11,097	(317)
Cost of inventories (note 16(b)) 存貨成本（附註 16(b)）	3,327,851	3,451,179

Note:

During the current year, government grants of \$32,092,000 (2022: \$53,319,000) were received from the government of the PRC in relation to an investment in Mainland China in 2020. Other government grants included COVID-19 financial assistance in Mainland China, Hong Kong SAR, and Singapore amounting to \$65,178,000 (2022: \$19,826,000), of which \$25,521,000 (2022: \$13,847,000) was included in other income, \$34,304,000 (2022: \$2,662,000) was netted off against staff costs and \$5,353,000 (2022: \$3,317,000) was netted off against cost of sales and operating expenses.

附註：

於本年內，一項有關二零二零年於中國內地的投資而獲得中國政府一筆補助共 32,092,000 元（二零二二年：53,319,000 元）。其他與 2019 冠狀病毒病相關而於中國內地、香港特別行政區及新加坡等地政府獲得共 65,178,000 元（二零二二年：19,826,000 元）補助，當中其他收入為 25,521,000 元（二零二二年：13,847,000 元），34,304,000 元（二零二二年：2,662,000 元）與員工成本作抵銷，另 5,353,000 元（二零二二年：3,317,000 元）與銷售成本及經營費用作抵銷。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 6 Income tax in the consolidated statement of profit or loss

(a) Taxation in the consolidated statement of profit or loss represents:

## 6 綜合損益表之所得稅

(a) 綜合損益表之稅項如下：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Current tax – Hong Kong Profits Tax</b> <b>現期稅項 – 香港利得稅</b>		
Provision for the year 年內撥備	17,270	24,725
Under-provision in respect of prior year 以往年度之撥備不足	3,585	39
	20,855	24,764
<b>Current tax – Outside Hong Kong</b> <b>現期稅項 – 香港以外地區</b>		
Provision for the year 年內撥備	24,783	54,397
(Over)/under-provision in respect of prior years 以往年度之(高估撥備)/撥備不足	(1,868)	1,268
	22,915	55,665
<b>Deferred tax</b> <b>遞延稅項</b>	(16,034)	(154,970)
	27,736	(74,541)



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 6 Income tax in the consolidated statement of profit or loss (Continued)

### (a) Taxation in the consolidated statement of profit or loss represents: (Continued)

Notes:

- (i) The provision for Hong Kong Profits Tax for 2023 is calculated at 16.5% (2022: 16.5%) of the estimated assessable profits for the year.
- (ii) In accordance with the relevant PRC corporate income tax laws, regulations and implementation guidance notes, the statutory income tax rate applicable to the Company's subsidiaries in Shenzhen, Foshan, Shanghai, Wuhan, Dongguan and Nansha is 25%.  
  
In addition, the Group is subject to withholding tax at the applicable rate of 5% on distribution of profits generated after 31st December 2007 from the Group's foreign-invested enterprises in Mainland China. Deferred tax liabilities have been provided for in this regard based on the expected dividends to be distributed from the foreign-invested enterprises in Mainland China in the foreseeable future in respect of the profits generated after 31st December 2007.
- (iii) Taxation for subsidiaries outside Hong Kong SAR and Mainland China is charged at the appropriate current rates of taxation ruling in the relevant tax jurisdictions.

## 6 綜合損益表之所得稅(續)

### (a) 綜合損益表之稅項如下：(續)

附註：

- (i) 二零二三年之香港利得稅撥備是按年內之估計應課稅溢利以16.5%(二零二二年：16.5%)之稅率計算。
- (ii) 根據相關中國企業所得稅法律、法規及實施指引註釋，適用於本公司之深圳、佛山、上海、武漢、東莞及南沙附屬公司之法定所得稅率為25%。  
  
此外，本集團須就本集團中國內地外資企業以於二零零七年十二月三十一日後產生之溢利作出之分派按5%適用稅率繳納預扣稅。本集團已就此根據中國內地外資企業於可預見未來預計以於二零零七年十二月三十一日後產生之溢利分派之股息計提遞延稅項負債。
- (iii) 香港特別行政區及中國內地以外地區之附屬公司之稅項則按有關稅項司法管轄區之現行適用稅率計算。



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**6 Income tax in the consolidated statement of profit or loss (Continued)**

(b) Reconciliation between tax expense/(credit) and accounting profit/(loss) at applicable tax rates:

**6 綜合損益表之所得稅(續)**

(b) 稅項支出／(抵免)與會計溢利／(虧損)以適用稅率計算之對賬：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Profit/(loss) before taxation 除稅前溢利／(虧損)	48,793	(235,922)
Notional tax on profit/(loss) before taxation, calculated at the rates applicable to profit/(loss) in the tax jurisdictions concerned 按有關稅項司法管轄區適用於溢利／(虧損)之稅率計算除稅前溢利／(虧損)之名義稅項	(30,875)	(73,465)
Tax effect of non-deductible expenses 不可扣減支出之稅項影響	18,571	15,696
Tax effect of non-taxable revenue 非課稅收入之稅項影響	(12,891)	(5,554)
Withholding tax of Mainland China subsidiaries 中國內地附屬公司之預提稅項	(221)	(2,934)
Tax effect of unused tax losses not recognised 未確認之未動用稅務虧損之稅務影響	67,115	196
Tax effect of recognition of tax loss and deductible temporary differences not previously recognised 確認先前未確認之稅務虧損及可抵扣暫時差異之稅務影響	(11,197)	(6,048)
Net under-provision in respect of prior years 以往年度之撥備不足淨額	1,717	1,307
Tax credit on PRC Corporate Income Tax paid 已繳中國企業所得稅之稅項抵免	(7,798)	(4,500)
Others 其他	3,315	761
Actual tax expense/(credit) 實際稅項支出／(抵免)	27,736	(74,541)





(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 7 Emoluments of Directors

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

## 7 董事之酬金

根據香港《公司條例》第383(1)條及《公司(披露董事利益資料)規例》第2部披露之董事酬金如下：

	2023 二零二三年						
	Directors' fees 董事袍金	Salaries, allowances and other benefits in kind 薪金、津貼及其他實物福利	Discretionary bonuses 酌情發放之花紅	Retirement scheme contributions 退休計劃供款	Sub-total 小計	Share-based payments 以股份為基礎之付款 (Note) (附註)	Total 總計
	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<i>Executive Directors</i> 執行董事							
Mr. Winston Yau-lai LO 羅友禮先生	400	6,294	1,254	396	8,344	3,107	11,451
Mr. Roberto GUIDETTI 陸博濤先生	200	7,516	1,361	392	9,469	8,214	17,683
Mr. Eugene LYE 黎中山先生	200	2,300	576	65	3,141	-	3,141
<i>Non-executive Directors</i> 非執行董事							
Ms. Yvonne Mo-ling LO 羅慕玲女士	290	-	-	-	290	-	290
Mr. Peter Tak-shing LO 羅德承先生	290	-	-	-	290	-	290
Ms. May LO 羅其美女士	340	-	-	-	340	-	340
<i>Independent Non-executive Directors</i> 獨立非執行董事							
Dr. The Hon. Sir David Kwok-po LI 李國寶爵士	580	-	-	-	580	-	580
Mr. Jan P.S. ERLUND Jan P.S. ERLUND 先生	550	-	-	-	550	-	550
Mr. Anthony John Liddell NIGHTINGALE 黎定基先生	631	-	-	-	631	-	631
Mr. Paul Jeremy BROUGH Paul Jeremy BROUGH 先生	585	-	-	-	585	-	585
Dr. Roy Chi-ping CHUNG 鍾志平博士	421	-	-	-	421	-	421
	4,487	16,110	3,191	853	24,641	11,321	35,962



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 7 Emoluments of Directors (Continued)

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows: (Continued)

## 7 董事之酬金 (續)

根據香港《公司條例》第383(1)條及《公司(披露董事利益資料)規例》第2部披露之董事酬金如下：(續)

	2022 二零二二年						
	Directors' fees 董事袍金	Salaries, allowances and other benefits in kind 薪金、津貼及其他實物福利	Discretionary bonuses 酌情發放之花紅	Retirement scheme contributions 退休計劃供款	Sub-total 小計	Share-based payments 以股份為基礎之付款 (Note) (附註)	Total 總計
	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<i>Executive Directors</i> 執行董事							
Mr. Winston Yau-lai LO 羅友禮先生	400	7,020	-	387	7,807	538	8,345
Mr. Roberto GUIDETTI 陸博濤先生	200	7,461	-	386	8,047	8,315	16,362
Mr. Eugene LYE 黎中山先生	200	2,273	-	66	2,539	-	2,539
<i>Non-executive Directors</i> 非執行董事							
Ms. Yvonne Mo-ling LO 羅慕玲女士	290	-	-	-	290	-	290
Mr. Peter Tak-shing LO 羅德承先生	290	-	-	-	290	-	290
Ms. May LO 羅其美女士	340	-	-	-	340	-	340
<i>Independent Non-executive Directors</i> 獨立非執行董事							
Dr. The Hon. Sir David Kwok-po LI 李國寶爵士	580	-	-	-	580	-	580
Mr. Jan P.S. ERLUND Jan P.S. ERLUND 先生	550	-	-	-	550	-	550
Mr. Anthony John Liddell NIGHTINGALE 黎定基先生	631	-	-	-	631	-	631
Mr. Paul Jeremy BROUGH Paul Jeremy BROUGH 先生	585	-	-	-	585	-	585
Dr. Roy Chi-ping CHUNG 鍾志平博士	421	-	-	-	421	-	421
	4,487	16,754	-	839	22,080	8,853	30,933



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 7 Emoluments of Directors (Continued)

Note: These represent the estimated value of share options and share awards granted to the Directors under the Company's share option scheme and share award scheme. The value of these share options and share awards is measured according to the Group's accounting policies for share-based payment transactions as set out in note 1(r)(iv) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

The details of these benefits in kind, including the principal terms and number of options and awards granted, are disclosed under the paragraph "Share option scheme" and "Share award scheme" in the directors' report and note 23.

## 8 Individuals with highest emoluments

Of the five individuals with the highest emoluments, two (2022: two) are Directors whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other three (2022: three) individuals are as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Salaries and other emoluments 薪金及其他酬金	14,450	10,984
Retirement scheme contributions 退休計劃供款	261	374
Discretionary bonuses 酌情發放之花紅	3,064	1,409
Share-based payments 以股份為基礎之付款	4,031	1,912
	<b>21,806</b>	<b>14,679</b>

## 7 董事之酬金 (續)

附註：以股份為基礎之付款指根據本公司之購股權計劃及股份獎勵計劃授予董事之購股權及股份獎勵之估計價值。此等購股權及股份獎勵之價值乃根據附註1(r)(iv)所載本集團就以股份為付款基礎之交易採用之會計政策而計量，而按照該政策，包括對過往年度累計而所授出的股本工具在歸屬前已被沒收之撥回金額所作之調整。

此等實物福利之詳情（包括已授出之購股權及股份獎勵之主要條款及數目）於董事會報告「購股權計劃」及「股份獎勵計劃」一段及附註23中披露。

## 8 最高酬金人士

在五名最高酬金人士中，兩名（二零二二年：兩名）為董事，彼等之酬金於附註7中披露。其餘三名（二零二二年：三名）人士之酬金總額如下：



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 8 Individuals with highest emoluments (Continued)

The emoluments of the three (2022: three) individuals with the highest emoluments are within the following bands:

## 8 最高酬金人士 (續)

三名 (二零二二年：三名) 最高酬金人士之酬金介乎以下組別：

	2023 二零二三年 Number of individuals 人數	2022 二零二二年 Number of individuals 人數
\$4,000,001 to \$4,500,000 4,000,001 元至 4,500,000 元	-	2
\$4,500,001 to \$5,000,000 4,500,001 元至 5,000,000 元	-	-
\$5,000,001 to \$5,500,000 5,000,001 元至 5,500,000 元	-	-
\$5,500,001 to \$6,000,000 5,500,001 元至 6,000,000 元	-	1
\$6,000,001 to \$6,500,000 6,000,001 元至 6,500,000 元	1	-
\$6,500,001 to \$7,000,000 6,500,001 元至 7,000,000 元	-	-
\$7,000,001 to \$7,500,000 7,000,001 元至 7,500,000 元	1	-
\$7,500,001 to \$8,000,000 7,500,001 元至 8,000,000 元	-	-
\$8,000,001 to \$8,500,000 8,000,001 元至 8,500,000 元	1	-



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## 9 Other comprehensive income

(a) Tax effects relating to each component of other comprehensive income:

	2023 二零二三年			2022 二零二二年		
	Before-tax amount 除稅前金額 \$'000 千元	Tax credit/ (expense) 稅項 抵免 / (費用) \$'000 千元	Net-of-tax amount 扣除稅項金額 \$'000 千元	Before-tax amount 除稅前金額 \$'000 千元	Tax credit/ (expense) 稅項 抵免 / (費用) \$'000 千元	Net-of-tax amount 扣除稅項金額 \$'000 千元
Exchange differences on translation of financial statements of subsidiaries and joint venture outside Hong Kong 因換算香港以外地區附屬公司及合營公司之財務報表而產生的匯兌差額	(201,452)	-	(201,452)	87,773	-	87,773
Cash flow hedge: net movement in the hedging reserve 現金流量對沖：對沖儲備淨變動	1,329	(218)	1,111	(511)	84	(427)
Remeasurement of employee retirement benefit liabilities 僱員退休福利負債之重新計量	(4,226)	680	(3,546)	633	(64)	569
	(204,349)	462	(203,887)	87,895	20	87,915

## 9 其他全面收益

(a) 有關其他全面收益各部份之稅務影響：

(b) Components of other comprehensive income:

(b) 其他全面收益之部份：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Cash flow hedges: 現金流量對沖：		
Effective portion of changes in fair value of hedging instruments recognised during the year 年內確認之對沖工具公允價值變動之有效部份	(8,093)	6,552
Amounts transferred to initial carrying amount of hedged items 轉撥至對沖項目最初賬面值之金額	9,422	(7,063)
Net deferred tax (debited)/credited to other comprehensive income 於其他全面收益(扣除)/計入之遞延稅項淨額	(218)	84
Net movement in the hedging reserve during the year recognised in other comprehensive income 年內於其他全面收益確認之對沖儲備淨變動	1,111	(427)



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 10 Earnings/(loss) per share

### (a) Basic earnings/(loss) per share

The calculation of basic earnings per share (2022: basic loss per share) is based on the profit attributable to equity shareholders of the Company of \$45,721,000 (2022: loss of \$158,750,000) and the weighted average number of 1,070,165,000 ordinary shares (2022: 1,068,766,000 ordinary shares) in issue during the year, calculated as follows:

#### Weighted average number of ordinary shares

	2023 二零二三年 Number of shares 股份數目 '000 千股	2022 二零二二年 Number of shares 股份數目 '000 千股
Issued ordinary shares at 1st April 於四月一日之已發行普通股	1,070,010	1,067,188
Effect of share options exercised 已行使購股權之影響	469	1,888
Effect of share awards vested 已歸屬獎勵股份之影響	77	-
Effect of shares purchased under share award scheme 根據股份獎勵計劃購買股份之影響	(391)	(310)
Weighted average number of ordinary shares at 31st March (note 10(b)) 於三月三十一日之普通股之加權平均數 (附註 10(b))	1,070,165	1,068,766

## 10 每股盈利／（虧損）

### (a) 每股基本盈利／（虧損）

每股基本盈利（二零二二年：每股基本虧損）乃根據本公司股權持有人應佔溢利45,721,000元（二零二二年：虧損158,750,000元）及年內已發行普通股之加權平均數1,070,165,000股普通股（二零二二年：1,068,766,000股普通股）計算，其計算如下：

#### 普通股之加權平均數





(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 10 Earnings/(loss) per share (Continued)

### (b) Diluted earnings/(loss) per share

The calculation of diluted earnings per share (2022: diluted loss per share) is based on the profit attributable to equity shareholders of the Company of \$45,721,000 (2022: loss of \$158,750,000) and the weighted average number of 1,072,096,000 ordinary shares (2022: 1,068,766,000 ordinary shares) after adjusting for the effects of all dilutive potential ordinary shares, calculated as follows:

#### Weighted average number of ordinary shares (diluted)

	2023 二零二三年 Number of shares 股份數目 '000 千股	2022 二零二二年 Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares at 31st March (note 10(a)) 於三月三十一日之普通股之加權平均數 (附註 10(a))	1,070,165	1,068,766
Effect of deemed issue of ordinary shares under the Company's share option scheme for nil consideration 假設因根據本公司之購股權計劃以無償方式發行普通股之影響	1,178	-
Effect of shares awarded under share award scheme 根據股份獎勵計劃獎授股份之影響	753	-
Weighted average number of ordinary shares (diluted) at 31st March 於三月三十一日之普通股之加權平均數 (攤薄)	1,072,096	1,068,766

The Group had dilutive potential ordinary shares in connection with its share option scheme and share award scheme. As at 31st March 2022, the potential ordinary shares relating to the share option scheme and share award scheme were not included in the calculation of diluted loss per share as they did not give rise to any dilutive effect for the period.

## 10 每股盈利／（虧損）(續)

### (b) 每股攤薄盈利／（虧損）

每股攤薄盈利（二零二二年：每股攤薄虧損）乃根據本公司股權持有人應佔溢利45,721,000元（二零二二年：虧損158,750,000元）及就所有具潛在攤薄盈利之普通股之影響而作出調整後之普通股加權平均數1,072,096,000股普通股（二零二二年：1,068,766,000股普通股）計算，其計算如下：

#### 普通股之加權平均數（攤薄）

本集團之購股權計劃及股份獎勵計劃具潛在攤薄盈利之普通股。於二零二二年三月三十一日，因為購股權計劃及股份獎勵計劃之潛在普通股在期內沒有產生任何攤薄影響，故此購股權計劃及股份獎勵計劃之潛在普通股並未包括在每股攤薄虧損之計算。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 11 Property, plant and equipment

(a)

	Other property, plant and equipment 其他物業、廠房及設備								
	Land and buildings held for own use 持有作自用之土地及樓宇 \$'000 千元	Factory machinery and equipment 工廠機器及設備 \$'000 千元	Fixtures, furniture and office equipment 裝置、傢俬及辦公室設備 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Construction in progress 在建工程 \$'000 千元	Sub-total 小計 \$'000 千元	Right-of-use assets 使用權資產 \$'000 千元	Investment properties 投資物業 \$'000 千元	Total 總計 \$'000 千元
<b>Cost:</b> <b>成本：</b>									
At 1st April 2021 於二零二一年四月一日	1,668,456	4,207,043	598,363	157,153	39,894	6,670,909	533,990	22,698	7,227,597
Exchange adjustments 匯兌調整	48,052	104,669	7,217	1,876	1,915	163,729	9,855	-	173,584
Additions 添置	593	58,501	14,936	9,971	159,430	243,431	83,832	-	327,263
Transfer 轉撥	953	53,157	54,770	5,714	(114,594)	-	-	-	-
Disposals 出售	(1,417)	(55,045)	(18,828)	(8,670)	-	(83,960)	(68,460)	-	(152,420)
At 31st March 2022 於二零二二年三月三十一日	1,716,637	4,368,325	656,458	166,044	86,645	6,994,109	559,217	22,698	7,576,024
<b>Accumulated depreciation and impairment losses:</b> <b>累計折舊及減值虧損：</b>									
At 1st April 2021 於二零二一年四月一日	535,851	1,971,991	278,122	97,400	-	2,883,364	182,193	19,322	3,084,879
Exchange adjustments 匯兌調整	11,578	40,107	2,633	1,095	-	55,413	1,804	-	57,217
Charge for the year 本年度折舊	62,927	318,434	63,489	13,219	-	458,069	100,763	126	558,958
Impairment losses 減值虧損	-	50,063	959	475	-	51,497	1,374	-	52,871
Written back on disposals 出售時撥回	(765)	(52,302)	(16,445)	(8,560)	-	(78,072)	(68,047)	-	(146,119)
At 31st March 2022 於二零二二年三月三十一日	609,591	2,328,293	328,758	103,629	-	3,370,271	218,087	19,448	3,607,806
<b>Net book value:</b> <b>賬面淨值：</b>									
At 31st March 2022 於二零二二年三月三十一日	1,107,046	2,040,032	327,700	62,415	86,645	3,623,838	341,130	3,250	3,968,218



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 11 Property, plant and equipment (Continued)

## 11 物業、廠房及設備 (續)

(a) (Continued)

(a) (續)

	Other property, plant and equipment 其他物業、廠房及設備								
	Land and buildings held for own use 持有作自用之土地及樓宇 \$'000 千元	Factory machinery and equipment 工廠機器及設備 \$'000 千元	Fixtures, furniture and office equipment 裝置、傢俬及辦公室設備 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Construction in progress 在建工程 \$'000 千元	Sub-total 小計 \$'000 千元	Right-of-use assets 使用權資產 \$'000 千元	Investment properties 投資物業 \$'000 千元	Total 總計 \$'000 千元
<b>Cost:</b> <b>成本：</b>									
At 1st April 2022 於二零二二年四月一日	1,716,637	4,368,325	656,458	166,044	86,645	6,994,109	559,217	22,698	7,576,024
Exchange adjustments 匯兌調整	(104,302)	(233,067)	(23,558)	(8,516)	(11,535)	(380,978)	(18,880)	-	(399,858)
Additions 添置	1,779	23,015	13,273	12,040	103,510	153,617	52,294	-	205,911
Transfer 轉撥	3,589	75,093	38,603	76	(117,361)	-	-	-	-
Disposals 出售	(645)	(97,214)	(17,898)	(13,166)	-	(128,923)	(65,812)	-	(194,735)
At 31st March 2023 於二零二三年三月三十一日	1,617,058	4,136,152	666,878	156,478	61,259	6,637,825	526,819	22,698	7,187,342
<b>Accumulated depreciation and impairment losses:</b> <b>累計折舊及減值虧損：</b>									
At 1st April 2022 於二零二二年四月一日	609,591	2,328,293	328,758	103,629	-	3,370,271	218,087	19,448	3,607,806
Exchange adjustments 匯兌調整	(29,315)	(117,359)	(7,150)	(2,259)	-	(156,083)	(4,033)	-	(160,116)
Charge for the year 本年度折舊	59,092	290,457	67,091	12,986	-	429,626	99,569	126	529,321
Impairment losses 減值虧損	-	3,813	82	298	-	4,193	448	-	4,641
Written back on disposals 出售時撥回	(398)	(95,062)	(13,309)	(12,687)	-	(121,456)	(64,976)	-	(186,432)
At 31st March 2023 於二零二三年三月三十一日	638,970	2,410,142	375,472	101,967	-	3,526,551	249,095	19,574	3,795,220
<b>Net book value:</b> <b>賬面淨值：</b>									
At 31st March 2023 於二零二三年三月三十一日	978,088	1,726,010	291,406	54,511	61,259	3,111,274	277,724	3,124	3,392,122



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 11 Property, plant and equipment (Continued)

### (a) (Continued)

Government grants of \$93,000 (2022: \$632,000) were received from the PRC government in relation to the acquisition of plant and equipment and were netted off against the cost of the related assets during the year.

During the year, the carrying amounts of certain items of property, plant and equipment were written down by \$4,641,000 (2022: \$52,871,000) to their recoverable amounts as follows (the recoverable amounts were estimated using the higher of fair value less costs of disposal and value in use):

- (i) An impairment loss of \$2,635,000 (2022: \$23,697,000) was recognised on various items of property, plant and equipment utilised in the Mainland China and Hong Kong SAR operations reflecting the cessation of usage, where the recoverable amounts of these items were minimal.
- (ii) An impairment loss of \$1,321,000 (2022: \$25,584,000) was recognised on abandoned property, plant and equipment associated with the relocation of the Shenzhen operation to a modern facility in Dongguan as part of manufacturing innovation programme, where the recoverable amounts of these items were minimal.
- (iii) The Group's Vitaland tuckshop business continued to be impacted by COVID-19. Management has performed an assessment of future performance of each tuckshop and some of them continued to under-perform. Consequently, an impairment loss was recognised in respect of right-of-use assets of \$448,000 (2022: \$1,374,000) and other property, plant and equipment of \$237,000 (2022: \$300,000). The aggregate recoverable amounts of the affected tuckshops subject to impairment amounted to \$59,851,000 (2022: \$1,354,000), which was determined based on the value-in-use after applying a discount rate of 10% (2022: 10%).
- (iv) During the year ended 31st March 2022, an impairment loss of \$1,916,000 was recognised on property, plant and equipment in connection with Singapore operation. The recoverable amount was determined based on value-in-use calculations. No impairment were recorded on similar assets during the year.

## 11 物業、廠房及設備 (續)

### (a) (續)

年內從中國政府收取有關購置廠房及設備的政府補助 93,000 元 (二零二二年：632,000 元) 已從相關資產之成本扣除。

於年內，若干物業、廠房及設備之賬面值撇減 4,641,000 元 (二零二二年：52,871,000 元) 至下列之彼等可收回金額 (可收回金額按公允值減去出售成本及使用價值兩者中之較高者所估算)：

- (i) 中國內地及香港特別行政區業務使用的多項物業、廠房及設備項目因停止使用而確認減值虧損 2,635,000 元 (二零二二年：23,697,000 元)，該等項目的可收回金額乃微不足道。
- (ii) 將深圳廠房搬遷至東莞現代化廠房 (作為實現生產創新計劃的一部分) 而確認相關廢棄物業、廠房及設備的減值虧損 1,321,000 元 (二零二二年：25,584,000 元)，該等項目的可收回金額乃微不足道。
- (iii) 本集團之維他天地學校小賣部業務繼續受到 2019 冠狀病毒病影響。管理層已評估每個小賣部之未來表現，其中部分持續欠佳。因此，已確認有關使用權資產 (448,000 元 (二零二二年：1,374,000 元)) 及有關其他物業、廠房及設備 (237,000 元 (二零二二年：300,000 元)) 之減值虧損。因減值評估而受影響之小賣部的可收回總額為 59,851,000 元 (二零二二年：1,354,000 元)，該金額乃使用價值按 10% (二零二二年：10%) 之折現率釐定。
- (iv) 截至二零二二年三月三十一日止年度，就有關新加坡業務之物業、廠房及設備確認減值虧損 1,916,000 元。可收回金額乃根據使用價值計算釐定。年內概無就類似資產錄得減值。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 11 Property, plant and equipment (Continued)

### (b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

## 11 物業、廠房及設備(續)

### (b) 使用權資產

按相關資產分類之使用權資產之賬面淨值分析如下：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Interests in leasehold land held for own use, carried at depreciated cost, with remaining lease term of: 持作自用之租賃土地權益(按折舊成本列賬)之餘下租期：		
– 50 years or more – 50年或以上	6,471	6,489
– between 10 and 50 years – 10至50年之間	157,336	173,997
	<b>163,807</b>	180,486
Other properties leased for own use, carried at depreciated cost 租賃作自用之其他物業(按折舊成本列賬)	112,904	158,830
Factory machinery and equipment, carried at depreciated cost 工廠機器及設備(按折舊成本列賬)	848	1,599
Fixtures, furniture and office equipment, carried at depreciated cost 裝置、傢俬及辦公室設備(按折舊成本列賬)	165	215
	<b>277,724</b>	341,130



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 11 Property, plant and equipment (Continued)

### (b) Right-of-use assets (Continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

## 11 物業、廠房及設備 (續)

### (b) 使用權資產 (續)

與於損益確認之租賃相關之開支項目分析如下：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Depreciation charge of right-of-use assets by class of underlying asset: 按相關資產分類之使用權資產之折舊費用：		
– Ownership interests in leasehold land held for own use – 持有作自用之租賃土地擁有權權益	3,946	4,198
– Other properties leased for own use – 租賃作自用之其他物業	94,644	95,857
– Factory machinery and equipment – 工廠機器及設備	894	647
– Fixtures, furniture and office equipment – 裝置、傢俬及辦公室設備	85	61
	<b>99,569</b>	100,763
Interest on lease liabilities (note 5(a)) 租賃負債之利息 (附註 5(a))	5,589	6,298
Expense relating to short-term leases 有關短期租賃之開支	28,253	28,251
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets 有關低價值資產租賃之開支 (低價值資產之短期租賃除外)	3,128	3,268
Variable lease payments not included in the measurement of lease liabilities (note 5(d)) 不計入租賃負債計量之可變租賃付款 (附註 5(d))	14,585	13,368
COVID-19-related rent concessions (note 5(d)) 2019 冠狀病毒病相關租金寬減 (附註 5(d))	<b>(17,729)</b>	(22,409)





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## 11 Property, plant and equipment (Continued)

### (b) Right-of-use assets (Continued)

The Group leases various warehouses, offices and factory and office equipment for use in its operations. The leases included in right-of-use assets typically run for an initial period of more than one year to five years. Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities. The potential exposure to these future lease payments is summarised below:

	Lease liabilities recognised (discounted) 已確認之租賃負債 (已折現)		Potential future lease payments under extension options not included in lease liabilities (undiscounted) 延期選項下之未計入租賃負債之 潛在未來租賃付款 (未折現)	
	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Warehouse – Hong Kong Operation 倉庫 – 香港業務	28,288	63,611	120,191	120,191

In addition, the Group is the registered owner of several plots of leasehold land, in respect of which upfront lump sum payments were made to acquire them.

During the year, additions to right-of-use assets were \$52,294,000 (2022: \$83,832,000). This amount primarily related to the capitalised lease payments payable under new tenancy agreements.

## 11 物業、廠房及設備 (續)

### (b) 使用權資產 (續)

本集團租用多個倉庫、辦公室、工廠及辦公室設備供其營運使用。計入使用權資產之租賃一般初步為期超過一年至五年。部分租賃可於合約年期完結時選擇重續額外租期。在切實可行之情況下，本集團力求包括本集團可行使之有關延期選項，以提供運營靈活性。本集團於租賃開始日期評估是否合理肯定行使延期選項。倘本集團未能合理肯定行使延期選項，於延期期間之未來租賃付款不會計入租賃負債之計量。該等未來租賃付款之潛在風險概述如下：

此外，本集團為數塊租賃土地之註冊持有人，已就此提前作出一次性付款收購該等土地。

年內，添置至使用權資產為52,294,000元（二零二二年：83,832,000元）。該款項主要與新租賃協議項下資本化租賃付款有關。



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## 11 Property, plant and equipment (Continued)

### (b) Right-of-use assets (Continued)

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 18(d) and 21, respectively.

The Group has adopted the Amendment to HKFRS 16, *Covid-19-related rent concessions beyond 30 June 2021* in the financial statements for the year ended 31st March 2022, and has applied the practical expedient to all eligible rent concessions received by the Group, with COVID-19-related rent concessions of \$12,869,000 (2022: \$17,095,000) being recognised in “Other income” accordingly.

### (c) Property, plant and equipment leased out under operating leases

The Group leases out investment properties under an operating lease. The lease runs for an initial period of two years, with an option to be early terminated by either participating party. None of the leases includes contingent rentals.

The Group's undiscounted lease payments under non-cancellable operating lease are receivable as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Within one year 一年內	1,741	3,134

### (d) The fair value of investment properties

The fair value of investment properties at 31st March 2023 is \$63,300,000 (2022: \$63,300,000) which has been estimated at their open market value by reference to recent market transactions in comparable properties (2022: same basis of valuation adopted). The valuation was carried out by an independent firm of surveyors, Roma Appraisals Limited, who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of the properties being valued.

## 11 物業、廠房及設備 (續)

### (b) 使用權資產 (續)

有關租賃之現金流出總額及租賃負債之到期分析分別載列於附註 18(d) 及 21。

本集團已於截至二零二二年三月三十一日止年度之財務報表中採納《香港財務報告準則》第 16 號 (修訂本)「於二零二一年六月三十日後之 2019 冠狀病毒病相關租金寬減」，並將可行權宜方法應用於本集團收取之所有合資格租金寬減，而 2019 冠狀病毒病相關租金寬減 12,869,000 元 (二零二二年：17,095,000 元) 已相應於「其他收入」中確認。

### (c) 根據經營租賃租出之物業、廠房及設備

本集團以經營租賃租出投資物業。該等租賃初步為期兩年，任何參與方有權提早終止。該等租賃並無包括或然租金。

本集團根據不可解除之經營租賃應收之未折現租賃付款如下：

### (d) 投資物業之公允值

投資物業於二零二三年三月三十一日之公允值為 63,300,000 元 (二零二二年：63,300,000 元)，此乃經參考可比較物業之近期市場交易後按公開市場價值進行估計 (二零二二年：採取同一估值基準)。估值乃由獨立測量師行羅馬國際評估有限公司進行，其部份職員為香港測量師學會之會員，在所估值物業之地區及類別具有相關近期經驗。



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## 11 Property, plant and equipment (Continued)

### (d) The fair value of investment properties (Continued)

The fair value measurement is categorised as a Level 3 valuation under the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The fair value of investment properties is determined by using the direct comparison approach with reference to the market price of comparable properties and adjusted for building quality and timing of the reference transaction. The significant unobservable input in the fair value measurement is the property-specific adjusting rate, which ranged from 0.93 to 1.03 (2022: 0.96 to 1.05). The fair value measurement is positively correlated to the property-specific adjusting rate.

### (e) Property, plant and equipment pledged against bank loans

At the end of the reporting period, no items of property, plant and equipment of the Group are pledged to secure bank loans or bank facilities granted to the Group.

### (f) Deposits for the acquisition of property, plant and equipment

As at 31st March 2023, no deposit was paid to acquire property, plant and equipment (2022: \$264,000). The remaining amount of the consideration for the acquisition is included in capital commitments (note 27(a)).

## 11 物業、廠房及設備 (續)

### (d) 投資物業之公允值 (續)

公允值計量根據《香港財務報告準則》第13號「公允值計量」所界定之三級公允值架構分類為第三級估值。將某公允值計量分類之等級乃經參考如下估值方法所用數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量之公允值；
- 第二級估值：使用第二級輸入數據（即未能達到第一級之可觀察輸入數據）且並未使用重大不可觀察輸入數據計量之公允值。不可觀察輸入數據為無市場數據之輸入數據；及
- 第三級估值：使用重大不可觀察輸入數據計量之公允值。

投資物業之公允值乃參考可比較物業之市價使用直接比較法釐定，並就參考交易之樓宇質素及時間作出調整。公允值計量之重大不可觀察輸入數據乃個別物業調整率，介乎0.93至1.03（二零二二年：0.96至1.05）。公允值計量與個別物業調整率之間成正向關係。

### (e) 就銀行貸款抵押之物業、廠房及設備

於匯報日，本集團概無抵押任何物業、廠房及設備項目，以擔保本集團獲授之銀行貸款或銀行信貸。

### (f) 購置物業、廠房及設備之訂金

於二零二三年三月三十一日，概無為購置物業、廠房及設備而支付訂金（二零二二年：264,000元）。購置代價之餘下金額計入資本承擔（附註27(a)）。



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## 12 Intangible assets

## 12 無形資產

	Brand name 品牌名稱 \$'000 千元	Customer list 客戶名單 \$'000 千元	Pollution discharge right 排污權 \$'000 千元	Total 總計 \$'000 千元
<b>Cost:</b> <b>成本：</b>				
At 1st April 2021 於二零二一年四月一日	7,583	10,958	1,521	20,062
Exchange adjustments 匯兌調整	(4)	-	61	57
At 31st March 2022 於二零二二年三月三十一日	7,579	10,958	1,582	20,119
<b>Accumulated amortisation and impairment losses:</b> <b>累計攤銷及減值虧損：</b>				
At 1st April 2021 於二零二一年四月一日	4,929	10,958	478	16,365
Exchange adjustments 匯兌調整	-	-	24	24
Impairment losses 減值虧損	2,303	-	-	2,303
Charge for the year 本年度攤銷	347	-	312	659
At 31st March 2022 於二零二二年三月三十一日	7,579	10,958	814	19,351
<b>Net book value:</b> <b>賬面淨值：</b>				
At 31st March 2022 於二零二二年三月三十一日	-	-	768	768



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 12 Intangible assets (Continued)

## 12 無形資產(續)

	Brand name 品牌名稱 \$'000 千元	Customer list 客戶名單 \$'000 千元	Pollution discharge right 排污權 \$'000 千元	Total 總計 \$'000 千元
<b>Cost:</b> <b>成本：</b>				
At 1st April 2022 於二零二二年四月一日	7,579	10,958	1,582	20,119
Exchange adjustments 匯兌調整	158	-	(117)	41
At 31st March 2023 於二零二三年三月三十一日	7,737	10,958	1,465	20,160
<b>Accumulated amortisation and impairment losses:</b> <b>累計攤銷及減值虧損：</b>				
At 1st April 2022 於二零二二年四月一日	7,579	10,958	814	19,351
Exchange adjustments 匯兌調整	158	-	(60)	98
Impairment losses 減值虧損	-	-	292	292
Charge for the year 本年度攤銷				
At 31st March 2023 於二零二三年三月三十一日	7,737	10,958	1,046	19,741
<b>Net book value:</b> <b>賬面淨值：</b>				
At 31st March 2023 於二零二三年三月三十一日	-	-	419	419

The amortisation charges and impairment losses of brand name and pollution discharge right are included in "other operating expenses" and "administrative expenses" in the consolidated statement of profit or loss respectively.

品牌名稱及排污權之攤銷費用及減值虧損已分別計入綜合損益表之「其他經營費用」及「行政費用」內。



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### 13 Goodwill

### 13 商譽

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Cost:</b> <b>成本：</b>		
At 1st April 於四月一日	36,685	36,704
Exchange adjustments 匯兌調整	767	(19)
At 31st March 於三月三十一日	37,452	36,685
<b>Accumulated impairment losses:</b> <b>累計減值虧損：</b>		
At 1st April 於四月一日	36,685	18,352
Impairment losses 減值虧損	-	18,323
Exchange adjustments 匯兌調整	767	10
At 31st March 於三月三十一日	37,452	36,685
<b>Carrying amount:</b> <b>賬面值：</b>		
At 31st March 於三月三十一日	-	-

#### Impairment testing for cash-generating unit containing goodwill

Goodwill arose from the acquisition of the entire share capital of Vitasoy International Singapore Pte. Ltd. ("VIS").

As at 31st March 2022, a full impairment of the carrying amount of goodwill and an impairment charge of \$2,303,000 on brand name and \$1,916,000 on property, plant and equipment were recognised to reduce the carrying amount of the cash generating unit to its recoverable amount.

#### 包含商譽之現金產生單位之減值測試

商譽因收購 Vitasoy International Singapore Pte. Ltd. (「VIS」) 之全部股本而產生。

於二零二二年三月三十一日，確認商譽賬面值已全面減值，以及減值了品牌名稱 2,303,000 元及物業、廠房及設備 1,916,000 元，以減少現金產生單位之賬面值至其可收回金額。





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## 14 Subsidiaries

The following list contains the particulars of the subsidiaries of the Group. The class of shares held is ordinary unless otherwise stated.

All of these are controlled subsidiaries as defined under note 1(d) and have been consolidated into the Group's financial statements.

## 14 附屬公司

下表載有本集團附屬公司之詳情。除另有註明外，持有之股份類別均為普通股。

此等附屬公司均為附註1(d)所界定之受控制附屬公司，並在本集團之財務報表內綜合計算。

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及營業地點	Particulars of issued capital 已發行股本詳情	Proportion of ownership interest 擁有權權益比率		Principal activities 主要業務
			held by the Company 本公司持有 %	held by a subsidiary 附屬公司持有 %	
Vitasoy USA Inc.	United States of America 美利堅合眾國	100 shares 100 股股份	-	100	Sale of beverages 銷售飲品
Vitasoy North America Inc.	Canada 加拿大	1,000 shares 1,000 股股份	100	-	Sale of beverages 銷售飲品
Shenzhen Vitasoy (Guang Ming) Foods and Beverage Company Limited (note (i)) 深圳維他(光明)食品飲料有限公司(附註(i))	The PRC 中國	RMB80,000,000 人民幣 80,000,000 元	85	-	Manufacture and sale of beverages (ceased operation since 15th December 2021) 生產及銷售飲品 (自二零二一年十二月 十五日起終止經營)
Vitasoy (Dongguan) Company Limited (note (ii)) 維他奶(東莞)有限公司(附註(ii))	The PRC 中國	RMB335,000,000 人民幣 335,000,000 元	-	85	Manufacture and sale of beverages 生產及銷售飲品
Vitasoy (Foshan) Company Limited (note (iii)) 維他奶(佛山)有限公司(附註(iii))	The PRC 中國	RMB200,000,000 人民幣 200,000,000 元	-	85	Manufacture and sale of beverages 生產及銷售飲品
Vitasoy (Shanghai) Company Limited (note (iv)) 維他奶(上海)有限公司(附註(iv))	The PRC 中國	HK\$219,461,176 港幣 219,461,176 元	-	100	Manufacture and sale of beverages 生產及銷售飲品
Vitasoy (Wuhan) Company Limited (note (v)) 維他奶(武漢)有限公司(附註(v))	The PRC 中國	RMB170,000,000 人民幣 170,000,000 元	-	100	Manufacture and sale of beverages 生產及銷售飲品



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 14 Subsidiaries (Continued)

## 14 附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及營業地點	Particulars of issued capital 已發行股本詳情	Proportion of ownership interest 擁有權權益比率		Principal activities 主要業務
			held by the Company 本公司持有 %	held by a subsidiary 附屬公司持有 %	
Vitasoy Company Limited (note (vi)) 維他奶有限公司 (附註 (vi))	The PRC 中國	RMB100,000,000 人民幣 100,000,000元	-	100	Sales/distribution of beverages/food and headquarter management service (Mainland China) 銷售/分銷飲品/ 食品及總部管理 服務 (中國內地)
Vitasoy Australia Products Pty. Ltd. (note (vii)) (附註 (vii))	Australia 澳洲	V class shares: A\$8,925,000 N class shares: A\$8,575,000 V類股： 8,925,000 澳元 N類股： 8,575,000 澳元	-	100	Manufacture and sale of food and beverages 生產及銷售食品及 飲品
Vitasoja (Macau) Limitada 維他奶 (澳門) 有限公司	Macau SAR 澳門特別行政區	MOP100,000 澳門幣 100,000元	100	-	Distribution of beverages 分銷飲品
Produtos De Soja Hong Kong (Macau) Limitada 香港荳品 (澳門) 有限公司	Macau SAR 澳門特別行政區	MOP10,000 澳門幣 10,000元	-	100	Dormant 暫無營業
Vitaland Services Limited 維他天地服務有限公司	Hong Kong SAR 香港特別行政區	300,000 shares 300,000 股股份	100	-	Operation of tuck shops and concessions 經營學校小食部及 小食攤位
Hong Kong Gourmet Limited 香港美食有限公司	Hong Kong SAR 香港特別行政區	2 shares 2 股股份	-	100	Provision of catering services 提供餐飲服務
The Hong Kong Soya Bean Products Company, Limited 香港荳品有限公司	Hong Kong SAR 香港特別行政區	2 shares 2 股股份	100	-	Property investment 物業投資
Vitasoy (China) Holdings Limited 維他奶 (中國) 控股有限公司	Hong Kong SAR 香港特別行政區	1 share 1 股股份	100	-	Investment holding 投資控股



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## 14 Subsidiaries (Continued)

## 14 附屬公司(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及營業地點	Particulars of issued capital 已發行股本詳情	Proportion of ownership interest 擁有權益比率		Principal activities 主要業務
			held by the Company 本公司持有 %	held by a subsidiary 附屬公司持有 %	
Vitasoy Investment Holdings Limited 維他奶投資控股有限公司	Hong Kong SAR 香港特別行政區	1 share 1股股份	100	-	Investment holding 投資控股
Vita International Holdings Limited 維他國際集團有限公司	Hong Kong SAR 香港特別行政區	2 shares 2股股份	100	-	Investment holding 投資控股
Vitasoy International Investment Limited 維他奶國際投資有限公司	Hong Kong SAR 香港特別行政區	1 share 1股股份	100	-	Investment holding 投資控股
Vitasoy (China) Investments Company Limited 維他奶(中國)投資有限公司	Hong Kong SAR 香港特別行政區	2 shares 2股股份	100	-	Investment holding 投資控股
Vitasoy Holdings (Malta) Limited	Malta 馬爾他	Ordinary shares: HK\$20,257 Deferred share: HK\$7 普通股：港幣 20,257元 遞延股份：港幣7元	-	100	Sales of beverages 銷售飲品
Vitasoy Investment (Singapore) Pte. Limited	Singapore 新加坡	S\$10,000 10,000坡幣	-	100	Investment holding 投資控股
Vitasoy International Singapore Pte. Ltd. ("VIS") ("VIS")	Singapore 新加坡	S\$79,800,000 79,800,000坡幣	-	100	Manufacture and sale of soya related and beverage products 生產及銷售豆製產品 及飲品
Vitasoy Distributors (Singapore) Pte. Ltd.	Singapore 新加坡	S\$2,500,000 2,500,000坡幣	100	-	Dormant 暫無營業



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 14 Subsidiaries (Continued)

Notes:

- (i) Shenzhen Vitasoy (Guang Ming) Foods and Beverage Company Limited (“Shenzhen Vitasoy”) is a sino-foreign equity joint venture established in Mainland China and is to be operated up to 2049.
- (ii) Vitasoy (Dongguan) Company Limited (“Vitasoy Dongguan”) is a sino-foreign equity joint venture established in Mainland China and is to be operated up to 2067.
- (iii) Vitasoy (Foshan) Company Limited (“Vitasoy Foshan”) is a sino-foreign equity joint venture established in Mainland China and is to be operated up to 2049.
- (iv) Vitasoy (Shanghai) Company Limited is a wholly foreign owned subsidiary established in Mainland China and is to be operated up to 2045.
- (v) Vitasoy (Wuhan) Company Limited (“Vitasoy Wuhan”) is a wholly foreign owned subsidiary established in Mainland China and is to be operated up to 2064.
- (vi) Vitasoy Company Limited is a wholly foreign owned subsidiary established in Mainland China and is to be operated up to 2070.
- (vii) On 13th February 2023, the Group acquired the remaining 49% equity interest in Vitasoy Australia Products Pty. Ltd. (“VAP”), increasing the Group’s equity interest in VAP from 51% to 100% (see note 28).

## 14 附屬公司 (續)

附註：

- (i) 深圳維他(光明)食品飲料有限公司(「深圳維他奶」)為於中國內地成立之中外合資合營公司，經營期至二零四九年止。
- (ii) 維他奶(東莞)有限公司(「東莞維他奶」)為於中國內地成立之中外合資合營公司，經營期至二零六七年止。
- (iii) 維他奶(佛山)有限公司(「佛山維他奶」)為於中國內地成立之中外合資合營公司，經營期至二零四九年止。
- (iv) 維他奶(上海)有限公司為於中國內地成立之全外資附屬公司，經營期至二零四五年止。
- (v) 維他奶(武漢)有限公司(「武漢維他奶」)為於中國內地成立之全外資附屬公司，經營期至二零六四年止。
- (vi) 維他奶有限公司為於中國內地成立之全外資附屬公司，經營期至二零七零年止。
- (vii) 於二零二三年二月十三日，本集團收購Vitasoy Australia Products Pty. Ltd. (「VAP」)餘下49%股權，使本集團於VAP之股權由51%增加至100%(見附註28)。



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## 14 Subsidiaries (Continued)

The following table lists out the information relating to Shenzhen Vitasoy, Vitasoy Dongguan, Vitasoy Foshan and VAP, the subsidiaries of the Group which have material non-controlling interests (“NCI”). The summarised financial information presented below represents the amounts before any inter-company elimination.

## 14 附屬公司 (續)

下表載列有關擁有重大非控股權益（「非控股權益」）之本集團附屬公司深圳維他奶、東莞維他奶、佛山維他奶及VAP之資料。下文呈列之財務資料概要指出任何公司間撇銷前之金額。

	Shenzhen Vitasoy 深圳維他奶		Vitasoy Dongguan 東莞維他奶		Vitasoy Foshan 佛山維他奶		VAP	
	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元	2023 二零二三年 \$'000 千元 (Note) (附註)	2022 二零二二年 \$'000 千元
NCI percentage 非控股權益百分比	15%	15%	15%	15%	15%	15%	-	49%
Current assets 流動資產	106,026	111,581	170,968	166,214	116,511	225,802	217,142	232,830
Non-current assets 非流動資產	27,505	76,885	1,110,752	1,242,772	354,527	438,245	252,407	262,447
Current liabilities 流動負債	(6,172)	(53,274)	(522,340)	(608,179)	(109,231)	(156,011)	(231,469)	(149,624)
Non-current liabilities 非流動負債	-	-	(464,144)	(451,311)	(20,027)	(24,483)	(847)	(8,776)
Net assets 淨資產	127,359	135,192	295,236	349,496	341,780	483,553	237,233	336,877
Carrying amount of NCI 非控股權益之賬面值	19,906	21,084	43,261	51,676	52,708	73,476	-	164,950
Revenue 收入	-	171,485	586,354	540,161	705,801	847,484	583,733	613,601
Profit/(loss) for the year 本年度溢利/(虧損)	2,080	(64,033)	(28,335)	(39,635)	3,553	9,496	(56,367)	21,348
Total comprehensive income 全面收益總額	2,080	(64,033)	(28,335)	(39,635)	3,553	9,496	(55,584)	22,083
Profit/(loss) allocated to NCI 分配至非控股權益之溢利/(虧損)	313	(8,653)	(4,526)	(6,691)	1,047	1,545	(21,498)	11,168
Dividend paid to NCI 向非控股權益派發股息	-	7,876	-	-	16,383	18,166	5,250	6,176
Cash flows (used in)/generated from operating activities 經營活動(所用)/所得現金流量	(56,776)	39,761	(14,594)	(390,842)	124,386	135,066	(64,454)	38,848
Cash flows generated from/(used in) investing activities 投資活動所得/(所用)現金流量	58,806	2,669	(45,822)	(9,412)	(12,359)	(11,151)	(19,589)	(43,516)
Cash flows (used in)/generated from financing activities 融資活動(所用)/所得現金流量	-	(53,684)	50,885	353,692	(123,674)	(116,406)	68,369	9,883

Note: On 13th February 2023, the Group acquired the remaining 49% equity interest in VAP. Details are set out in note 28.

附註：於二零二三年二月十三日，本集團收購VAP餘下49%股權。詳情載於附註28。



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## 15 Interest in joint venture

Details of the Group's interest in the joint venture, which is accounted for using the equity method in the consolidated financial statements, are as follows:

Name of joint venture 合營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Particular of issued capital 已發行股本詳情	Proportion of ownership interest 擁有權權益比率			Principal activity 主要業務
				Group's effective interest 本集團之實際權益 %	Held by the Company 本公司持有 %	Held by a subsidiary 附屬公司持有 %	
Vitasoy - URC, Inc.	Incorporated 註冊成立	The Republic of the Philippines ("Philippines") 菲律賓共和國 ("菲律賓")	Registered capital of PHP 1,764,000,000 註冊股本 1,764,000,000 比索	50	-	50	Sale of beverages (note) 銷售飲品 (附註)

Note: Vitasoy-URC, Inc. ("VUR") was established by the Company in partnership with a major branded consumer food and beverage company in the Philippines, the other investor to this joint venture, for the manufacture and sale of the Group's plant-based beverages in the Philippines. VUR is mainly engaged in the sale of beverages.

VUR, the only joint venture in which the Group participates, is an unlisted corporate entity whose quoted market price is not available.

Summarised financial information of VUR is disclosed below:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Gross amounts of VUR's VUR之總額</b>		
Loss from continuing operations 持續經營虧損	(42,544)	(55,003)
Total comprehensive income 全面收益總額	(42,312)	(55,003)

## 15 於合營公司之權益

本集團於合營公司之權益（其採用權益法於綜合財務報表內入賬）詳情如下：

附註：Vitasoy - URC, Inc.（「VUR」）由本公司與一家菲律賓主要品牌消費飲品食品公司（為該合營公司之另一名投資者）合夥成立，以於菲律賓生產及銷售本集團以植物成分為主之飲品。VUR 主要從事飲品銷售。

VUR（本集團唯一參與之合營公司）為一間非上市企業實體，且並無市場報價。

VUR 之財務資料概要披露如下：





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## 15 Interest in joint venture (Continued)

### (a) Impairment

The carrying amount of interest in joint venture was fully impaired by recognising an impairment charge of \$42,800,000 after considering the adverse impact of COVID-19 on future sales projections in the year ended 31st March 2021.

During the year ended 31st March 2023, the performance of the joint venture recovered, leading to an improvement in level of losses incurred following the relaxation of quarantine restrictions by the Philippines government. Nevertheless, considering the current accumulated losses and uncertainty in evaluating market factors in the calculation of the recoverable amount, management concluded that no reversal of impairment was required.

### (b) Unrecognised share of losses

During the year ended 31st March 2023, the Group injected further capital of \$22,253,000 into the joint venture. With an unrecognised loss of \$26,676,000 brought forward from prior years, the Group has recognised a share of loss of \$22,253,000 after the capital injection.

As at 31st March 2023, the Group has discontinued recognising its share of losses of joint venture because its cumulative share of losses in the joint venture has exceeded the aggregate of the investment cost and shareholders' loan less subsequent accumulated impairment losses. The Group will not resume recognition of its share of any future profits in the joint venture until its share of such profits equals the cumulative share of losses not recognised in past years.

The amounts of unrecognised share of losses of joint venture for the year and cumulatively are \$24,296,000 (2022: \$26,676,000).

## 15 於合營公司之權益(續)

### (a) 減值

截至二零二一年三月三十一日止年度，於計及2019冠狀病毒病對未來銷售預測之不利影響後，通過確認減值費用42,800,000元，合營公司之權益之賬面值已全數減值。

截至二零二三年三月三十一日止年度，合營公司業績回升，菲律賓政府放寬檢疫限制後虧損水平有所改善。儘管如此，考慮到當前累計虧損以及計算可收回金額時評估市場因素的不確定性，管理層認為毋須作出減值撥回。

### (b) 未確認所佔虧損

截至二零二三年三月三十一日止年度，本集團向合營公司進一步注資22,253,000元。由於以往年度結轉未確認虧損26,676,000元，故本集團於注資後已確認應佔虧損22,253,000元。

於二零二三年三月三十一日，本集團已終止確認其所佔合營公司虧損，因為其累計所佔合營公司虧損已超過投資成本與股東貸款扣除其後累計減值虧損的總額。在本集團所佔合營公司任何未來溢利等於過往年度未確認之累計所佔虧損前，本集團將不會恢復確認該等溢利。

年內及累計之未確認所佔合營公司虧損金額為24,296,000元(二零二二年：26,676,000元)。



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## 16 Inventories

(a) Inventories in the consolidated statement of financial position comprise:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Raw materials 原材料	382,858	458,749
Finished goods 製成品	256,757	314,635
	639,615	773,384

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Carrying amounts of inventories sold 已售存貨之賬面值	3,323,592	3,423,729
Write down of inventories 撇減存貨	4,259	27,450
	3,327,851	3,451,179

## 16 存貨

(a) 綜合財務狀況表中之存貨包括：

(b) 已於損益內確認為開支之存貨金額分析如下：



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## 17 Trade and other receivables

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Trade debtors and bills receivable, net of loss allowance 應收賬款及應收票據，扣除虧損撥備	788,957	804,496
Other debtors, deposits and prepayments 其他應收款、按金及預付款項	192,893	318,531
	<b>981,850</b>	1,123,027

The amount of the Group's other debtors, deposits and prepayments expected to be recovered or charged as expense after more than one year is \$47,426,000 (2022: \$41,006,000). All of the other trade and other receivables are expected to be recovered or recognised as an expense within one year.

### (a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade debtors and bills receivable (which are included in trade and other receivables), based on the invoice date and net of loss allowance, is as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Within three months 三個月內	777,056	780,538
Three to six months 三至六個月	8,115	17,835
Over six months 六個月以上	3,786	6,123
	<b>788,957</b>	804,496

Trade debtors and bills receivable are generally due within one to three months from the date of billing. The Group does not hold any collateral over these balances. Further details on the Group's credit policy and credit risk arising from trade debtors and bills receivable are set out in note 26(a).

## 17 應收賬款及其他應收款

本集團預期於超過一年後收回或扣除為開支之其他應收款、按金及預付款項為47,426,000元（二零二二年：41,006,000元）。所有其他應收賬款及其他應收款預期於一年內收回或確認為一項開支。

### (a) 賬齡分析

於匯報日，應收賬款及應收票據（已包括於應收賬款及其他應收款內）按發票日期及已扣除虧損撥備之賬齡分析如下：

應收賬款及應收票據一般於發票日期起計一至三個月內到期。本集團並無就此等結餘持有任何抵押品。有關本集團信貸政策及自應收賬款及應收票據而產生之信貸風險之進一步詳情載於附註26(a)。



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## 18 Cash and bank deposits

(a) Cash and bank deposits comprise:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Cash at bank and in hand 銀行結存及庫存現金	259,778	487,795
Bank deposits maturing within three months when placed 存款期於三個月內之銀行存款	295,007	133,570
Cash and cash equivalents in the consolidated cash flow statement 綜合現金流量表內之現金及現金等值項目	554,785	621,365
Bank deposits maturing after three months 存款期超過三個月之銀行存款	507	498
Cash and bank deposits in the consolidated statement of financial position 綜合財務狀況表內之現金及銀行存款	555,292	621,863

At 31st March 2023, certain Renminbi bank balances totalling \$44,874,000 (2022: \$152,870,000) were designated as a hedge against the foreign currency risk on future purchases of raw materials. The gain (2022: loss) on re-translation of these bank balances at the exchange rate ruling at the end of the reporting period was included in other comprehensive income.

At 31st March 2023, cash and cash equivalents situated in Mainland China amounted to \$71,151,000 (2022: \$159,264,000). Remittance of funds out of Mainland China is subject to relevant rules and regulations of foreign exchange control.

## 18 現金及銀行存款

(a) 現金及銀行存款包括：

於二零二三年三月三十一日，若干以人民幣計值之銀行結存合共44,874,000元（二零二二年：152,870,000元）被指定用作對沖日後購買原材料之外匯風險。按匯報日之匯率重新換算該等銀行結存之收益（二零二二年：虧損）已計入其他全面收益。

於二零二三年三月三十一日，位於中國內地之現金及現金等值項目為71,151,000元（二零二二年：159,264,000元）。資金匯出中國內地須遵守相關外匯管制之規則及規例。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 18 Cash and bank deposits (Continued)

### (b) Reconciliation of profit/(loss) before taxation to cash generated from operations:

## 18 現金及銀行存款(續)

### (b) 除稅前溢利／(虧損)與經營業務所得現金之對賬：

	Notes 附註	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Profit/(loss) before taxation 除稅前溢利／(虧損)		48,793	(235,922)
Adjustments for: 調整：			
- Share of losses of joint venture - 應佔合營公司虧損		22,253	-
- Depreciation of right-of-use assets - 使用權資產之折舊	5(d)	99,569	100,763
- Depreciation of investment properties - 投資物業之折舊	5(d)	126	126
- Depreciation of other property, plant and equipment - 其他物業、廠房及設備之折舊	5(d)	429,626	458,069
- Amortisation of intangible assets - 無形資產之攤銷	5(d)	292	659
- Impairment losses on trade and other receivables - 應收賬款及其他應收款之減值虧損	5(c)	1,278	11,867
- Impairment losses on property, plant and equipment - 物業、廠房及設備之減值虧損	5(c)	4,641	52,871
- Impairment losses on goodwill - 商譽之減值虧損	5(c)	-	18,323
- Impairment losses on brand name - 品牌名稱之減值虧損	5(c)	-	2,303
- Write down of inventories - 撇減存貨	16(b)	4,259	27,450
- Interest on bank loans - 銀行貸款之利息	5(a)	26,958	16,773
- Interest on lease liabilities - 租賃負債之利息	5(a)	5,589	6,298



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 18 Cash and bank deposits (Continued)

### (b) Reconciliation of profit/(loss) before taxation to cash generated from operations: (Continued)

## 18 現金及銀行存款(續)

### (b) 除稅前溢利／(虧損)與經營業務所得現金之對賬：(續)

	Notes 附註	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
- Interest income from bank deposits - 銀行存款之利息收入	4	(12,283)	(5,553)
- Interest income from loan to joint venture - 向合營公司借出貸款之利息收入	4	-	(894)
- Net (gain)/loss on disposal of property, plant and equipment - 出售物業、廠房及設備之(收益)／虧損淨額	5(c)	(802)	2,724
- Equity settled share-based payment expenses - 以股份為付款基礎之費用	5(b)	25,549	13,484
- COVID-19-related rent concessions - 2019冠狀病毒病相關租金寬減	4	(12,869)	(17,095)
- Foreign exchange gain - 匯兌收益		24,534	(13,400)
Changes in working capital: 營運資金變動：			
- Decrease/(increase) in inventories - 存貨減少／(增加)		82,939	(55,940)
- Decrease in trade and other receivables - 應收賬款及其他應收款減少		95,272	77,772
- Decrease in trade and other payables - 應付賬款及其他應付款減少		(332,851)	(270,504)
- Increase/(decrease) in employee retirement benefit liabilities - 僱員退休福利負債增加／(減少)		14,386	(606)
Cash generated from operations 經營業務所得現金		527,259	189,568





(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 18 Cash and bank deposits (Continued)

### (c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

## 18 現金及銀行存款(續)

### (c) 融資活動產生之負債對賬

下表詳列本集團融資活動產生之負債變動，當中包括現金及非現金變動。融資活動所產生之負債指其現金流量曾於或未來現金流量將於本集團之綜合現金流量表內分類為融資活動之現金流量。

	Bank loans 銀行貸款 (Note 20) (附註 20) \$'000 千元	Lease liabilities 租賃負債 (Note 21) (附註 21) \$'000 千元	Total 總計 \$'000 千元
<b>At 1st April 2022</b> 於二零二二年四月一日	489,829	187,757	677,586
<b>Changes from financing cash flows:</b> 融資現金流量變動：			
Proceeds from new bank loans 新增銀行貸款所得款項	525,121	-	525,121
Repayment of bank loans 償還銀行貸款	(459,764)	-	(459,764)
Capital element of lease rentals paid 已付租賃租金之資本部份	-	(87,860)	(87,860)
Interest element of lease rentals paid 已付租賃租金之利息部份	-	(5,589)	(5,589)
Interest paid 已付利息	(26,958)	-	(26,958)
<b>Total changes from financing cash flows</b> 融資現金流量變動總額	<b>38,399</b>	<b>(93,449)</b>	<b>(55,050)</b>
<b>Exchange adjustments</b> 匯兌調整	<b>(30,500)</b>	<b>(2,221)</b>	<b>(32,721)</b>
<b>Other changes:</b> 其他變動：			
Increase in lease liabilities from entering into new leases during the period 期內來自訂立新租賃之租賃負債增加	-	52,294	52,294
COVID-19-related rent concessions (note 4) 2019 冠狀病毒病相關租金寬減 (附註 4)	-	(12,869)	(12,869)
Decrease in lease liabilities from lease modification 來自租賃修訂之租賃負債減少	-	(915)	(915)
Finance costs (note 5(a)) 融資成本 (附註 5(a))	26,958	5,589	32,547
<b>At 31st March 2023</b> 於二零二三年三月三十一日	<b>524,686</b>	<b>136,186</b>	<b>660,872</b>



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 18 Cash and bank deposits (Continued)

## 18 現金及銀行存款 (續)

### (c) Reconciliation of liabilities arising from financing activities (Continued)

### (c) 融資活動產生之負債對賬 (續)

	Bank loans 銀行貸款 (Note 20) (附註 20) \$'000 千元	Lease liabilities 租賃負債 (Note 21) (附註 21) \$'000 千元	Total 總計 \$'000 千元
<b>At 1st April 2021</b> 於二零二一年四月一日	130,306	205,435	335,741
<b>Changes from financing cash flows:</b> 融資現金流量變動：			
Proceeds from new bank loans 新增銀行貸款所得款項	484,574	-	484,574
Repayment of bank loans 償還銀行貸款	(133,742)	-	(133,742)
Capital element of lease rentals paid 已付租賃租金之資本部份	-	(84,880)	(84,880)
Interest element of lease rentals paid 已付租賃租金之利息部份	-	(6,298)	(6,298)
Interest paid 已付利息	(16,773)	-	(16,773)
<b>Total changes from financing cash flows</b> 融資現金流量變動總額	<b>334,059</b>	<b>(91,178)</b>	<b>242,881</b>
<b>Exchange adjustments</b> 匯兌調整	<b>8,691</b>	<b>983</b>	<b>9,674</b>
<b>Other changes:</b> 其他變動：			
Increase in lease liabilities from entering into new leases during the period 期內來自訂立新租賃之租賃負債增加	-	83,832	83,832
COVID-19-related rent concessions (note 4) 2019 冠狀病毒病相關租金寬減 (附註 4)	-	(17,095)	(17,095)
Decrease in lease liabilities from lease modification 來自租賃修訂之租賃負債減少	-	(518)	(518)
Finance costs (note 5(a)) 融資成本 (附註 5(a))	16,773	6,298	23,071
<b>At 31st March 2022</b> 於二零二二年三月三十一日	<b>489,829</b>	<b>187,757</b>	<b>677,586</b>



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 18 Cash and bank deposits (Continued)

### (d) Total cash outflow for leases

Amounts included in the consolidated cash flow statement for leases comprise the following:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Within operating cash flows 經營現金流量內	45,966	44,887
Within financing cash flows 融資現金流量內	93,449	91,178
	<b>139,415</b>	136,065

These amounts relate to the following:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Lease rentals paid 已付租賃租金	139,415	136,065

## 18 現金及銀行存款 (續)

### (d) 租賃現金流出總額

就租賃計入綜合現金流量表之款項包括以下項目：

該等款項與以下項目相關：

## 19 Trade and other payables

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<i>Current liabilities:</i> 流動負債：		
Trade creditors and bills payable 應付賬款及應付票據	885,593	995,042
Accrued expenses and other payables 應計費用及其他應付款	1,013,969	1,296,969
Receipts in advance from customers 預收客戶款項	63,830	140,512
	<b>1,963,392</b>	2,432,523
<i>Non-current liabilities:</i> 非流動負債：		
Accrued expenses 應計費用	9,483	10,240

## 19 應付賬款及其他應付款



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 19 Trade and other payables (Continued)

All of the trade and other payables included in current liabilities are expected to be settled within one year, except for customer deposits amounting to \$22,687,000 (2022: \$24,927,000) which are expected to be settled after more than one year.

As of the end of the reporting period, the ageing analysis of trade creditors and bills payable, based on the invoice date, is as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Within three months 三個月內	878,985	989,648
Three to six months 三至六個月	5,577	3,329
Over six months 六個月以上	1,031	2,065
	885,593	995,042

The Group's general payment terms are one to two months from the invoice date.

### Movements in receipts in advance from customers

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Balance at 1st April 於四月一日之結餘	140,512	214,616
Exchange adjustments 匯兌調整	(10,327)	7,466
Decrease in receipts in advance from customers as a result of recognising revenue during the year that was included in the receipts in advance from customers at the beginning of the period 因年內確認收入(已計入期初之預收客戶款項內)導致預收客戶款項減少	(129,107)	(219,066)
Increase in receipts in advance from customers as a result of receiving forward sales deposits during the year 因年內收取遠期銷售按金導致預收客戶款項增加	3,089,432	3,531,339
Decrease in receipts in advance from customers as a result of recognising revenue during the year that was included in the forward sales deposits received during the year 因年內確認收入(已計入年內收取之遠期銷售按金內)導致預收客戶款項減少	(3,026,680)	(3,393,843)
Balance at 31st March 於三月三十一日之結餘	63,830	140,512

## 19 應付賬款及其他應付款(續)

本集團預期計入流動負債之所有應付賬款及其他應付款將於一年內償還，惟22,687,000元(二零二二年：24,927,000元)之客戶按金則預期於超過一年後償還。

於匯報日，應付賬款及應付票據按發票日期之賬齡分析如下：

本集團之一般付款期限為自發票日期起計一至兩個月。

### 預收客戶款項之變動



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 20 Bank loans

At 31st March 2023, the bank loans were repayable as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Within one year or on demand 一年內或按要求	409,633	489,829
After one year but within two years 一年後但兩年內	115,053	-
	524,686	489,829

As of the end of the reporting period, no bank loans were secured by charges over property, plant and equipment (note 11(e)).

Certain of the Group's banking facilities are subject to compliance with certain financial covenants, as are commonly found in borrowing arrangements with financial institutions. The Group did not comply with certain financial covenants as required in the banking facilities agreements with certain banks for the outstanding loan amounts of approximately \$201,213,000 as at 31st March 2023 (31st March 2022: Nil), which are presented as current liabilities in the Group's consolidated statement of financial position as at 31st March 2023.

On 22nd May 2023 and 25th May 2023, the Group obtained waivers from banks in relation to their covenant requirements for the outstanding bank loans of approximately \$201,213,000.

Further details of the Group's management of liquidity risk are set out in note 26(b).

## 20 銀行貸款

於二零二三年三月三十一日，銀行貸款須於下列期限償還：

於匯報日，概無銀行貸款以物業、廠房及設備作為抵押擔保（附註11(e)）。

本集團若干銀行信貸須遵守若干財務契諾，此乃與財務機構訂立借貸安排時之常見規定。於二零二三年三月三十一日，本集團並無遵守與若干銀行訂立的銀行信貸協議所規定的若干財務契諾，未償還貸款金額約201,213,000元（二零二二年三月三十一日：無），其於本集團二零二三年三月三十一日之綜合財務狀況表中列為流動負債。

於二零二三年五月二十二日及二零二三年五月二十五日，本集團獲得多間銀行豁免有關未償還銀行貸款約201,213,000元的契諾要求。

有關本集團管理流動資金風險之進一步詳情載於附註26(b)。



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## 21 Lease liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities:

## 21 租賃負債

下表呈列本集團之租賃負債之餘下合約期限：

	2023 二零二三年		2022 二零二二年	
	Present value of the minimum lease payments 最低租賃付款之現值 \$'000 千元	Total lease payments 租賃付款總額 \$'000 千元	Present value of the minimum lease payments 最低租賃付款之現值 \$'000 千元	Total lease payments 租賃付款總額 \$'000 千元
Within one year 一年內	84,665	86,108	96,901	98,293
After one year but within two years 一年後但兩年內	34,202	36,176	62,499	65,181
After two years but within five years 兩年後但五年內	9,776	11,088	21,058	22,739
After five years 五年後	7,543	19,352	7,299	19,248
	51,521	66,616	90,856	107,168
	136,186	152,724	187,757	205,461
Less: Total future interest expenses 減：未來利息費用總額		(16,538)		(17,704)
Present value of lease liabilities 租賃負債之現值		136,186		187,757





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## 22 Employee retirement benefits

The Group operates and participates in a number of defined contribution and defined benefit retirement plans in and outside Hong Kong.

### (a) Defined contribution retirement plans

- (i) The Group operates a defined contribution retirement plan, Vitasoy International Holdings Limited Staff Provident Fund, which is available for all eligible staff employed by the Group in Hong Kong SAR and Macau SAR before 1st August 2000. The plan is funded by contributions from employees and the Group, both of which contribute sums representing 5% - 7.5% of their basic salaries. Forfeited contributions are credited to members' accounts in accordance with the rules of the plan. The plan is administered by trustees with the assets held separately from those of the Group. The employees are entitled to 100% of the employer's contributions after ten completed membership years, or at an increasing scale of between 50% to 90% after completion of five to nine membership years.

Staff employed by the Group in Hong Kong SAR not joining the defined contribution retirement plan are required to join the Group's Mandatory Provident Fund scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The MPF scheme is a defined contribution retirement plan administered by an independent corporate trustee. Under the MPF scheme, the Group and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of \$30,000. Contributions to the MPF scheme vest immediately.

- (ii) Employees of the subsidiaries in Mainland China are members of the central pension scheme operated by the PRC government. The Group is required to contribute a certain percentage of employees' remuneration to the central pension scheme to fund the benefits. The only obligation for the Group with respect to the central pension scheme is the associated required contribution under the central pension scheme. Contributions to the plan vest immediately.

## 22 僱員退休福利

本集團在香港及香港以外地區設立及參加多項界定供款及界定福利退休計劃。

### (a) 界定供款退休計劃

- (i) 本集團為所有於二零零零年八月一日之前在香港特別行政區及澳門特別行政區受聘之本集團合資格員工設立一項界定供款退休計劃（維他奶國際集團有限公司職員強積金）。該計劃之資金來自僱員及本集團之供款。雙方供款金額為底薪之5%至7.5%。沒收供款均根據計劃之規則撥入計劃成員之賬戶。該計劃交由信託人管理，所持資產亦與本集團之資產分開處理。在參與計劃滿十年後，僱員可享有全部僱主供款，而參與計劃達五至九年可享有之僱主供款百分比則由50%逐步增至90%。

受僱於本集團而並無參加界定供款退休計劃之香港特別行政區員工，必須根據香港《強制性公積金計劃條例》參加本集團之強制性公積金計劃（「強制性公積金計劃」）。強制性公積金計劃為一項界定供款退休計劃，由獨立法團信託人管理。根據強制性公積金計劃，本集團及僱員各自須按僱員有關收入（有關收入之每月上限為30,000元）之5%向計劃供款。向強制性公積金計劃支付之供款即時歸屬。

- (ii) 中國內地附屬公司之僱員均為中國政府設立之中央退休金計劃之成員。本集團須按僱員酬金之若干百分比向中央退休金計劃供款，為福利提供資金。本集團就中央退休金計劃所須履行之唯一責任為向中央退休金計劃作出所需之相關供款。向計劃支付之供款即時歸屬。



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## 22 Employee retirement benefits (Continued)

### (a) Defined contribution retirement plans (Continued)

(iii) For employees in Australia, contributions made by the Group to a registered superannuation fund for its employees increased from 10.0% to 10.5% of the employees' salaries since 1st July 2022 (2022: from 9.5% to 10.0% of the employees' salaries since 1st July 2021). The assets of the scheme are held separately by an independently administered fund. Contributions to the plan vest immediately.

### (b) Defined benefit retirement plans

At 31st March 2023, the Group recognised employee retirement benefit liabilities in respect of the following employee retirement benefits:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Employee retirement benefit liabilities 僱員退休福利負債		
- retirement gratuities (note 22(c)(i)) - 退休金 (附註 22(c)(i))	3,783	244
- long service payments (note 22(d)) - 長期服務金 (附註 22(d))	21,052	5,978
	<b>24,835</b>	<b>6,222</b>

### (c) Retirement gratuities

Employees of the Group in Hong Kong SAR and Macau SAR, who have completed a prescribed minimum period of service and joined the Group before a specific date, are entitled to retirement gratuities upon retirement age. The gratuity is based on the employee's last month's salary and the number of years of service.

A funded defined benefit retirement plan, Vitasoy International Holdings Limited Defined Benefit Scheme ("the Plan"), was established for the retirement gratuities. The Plan is administered by an independent corporate trustee, with assets held separately from those of the Group. The Plan is funded by contributions from the Group in accordance with an independent actuary's recommendation.

## 22 僱員退休福利 (續)

### (a) 界定供款退休計劃 (續)

(iii) 澳洲僱員方面，本集團向一項為其僱員而設之註冊退休基金之供款自二零二二年七月一日起按僱員薪金之10.0%增至10.5% (二零二二年：自二零二一年七月一日起按僱員薪金之9.5%增至10.0%)。計劃資產由獨立管理之基金分開持有。向計劃支付之供款即時歸屬。

### (b) 界定福利退休計劃

於二零二三年三月三十一日，本集團就下列僱員退休福利確認僱員退休福利負債：

### (c) 退休金

本集團在香港特別行政區及澳門特別行政區之僱員在服務年資達到一段指定之最短期限及於指定日期之前加入本集團，均有權在屆退休年齡時領取退休金。金額視乎僱員最後所領月薪及服務年資而定。

本集團為退休金成立一項資助界定福利退休計劃 - 維他奶國際集團有限公司界定福利計劃 (「該計劃」)。該計劃由獨立法團信託人管理，其資產與本集團之資產分開持有。該計劃由本集團按照獨立精算師之建議作出供款。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 22 Employee retirement benefits (Continued)

### (c) Retirement gratuities (Continued)

The latest actuarial valuation of the Plan was at 31st March 2023 and was prepared by independent professionally qualified actuaries at Willis Towers Watson, using the projected unit credit method. The valuation indicates that over 93% (2022: 99%) of the Group's obligation under this defined benefit retirement plan is covered by the plan assets held by the trustee.

- (i) The amounts recognised in the consolidated statement of financial position are as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Present value of wholly funded obligations 全面資助責任之現值	57,508	60,338
Fair value of plan assets 計劃資產之公允值	(53,725)	(60,094)
Employee retirement benefit liabilities 僱員退休福利負債	3,783	244

A portion of the above liabilities is expected to be settled after more than one year. However, it is not practicable to segregate this amount from the amounts payable in the next twelve months, as the retirement benefit entitled by scheme members and future contributions to the plan will also depend on staff turnover and future changes in actuarial assumptions. The Group expects to pay \$1,697,000 in contributions to defined benefit retirement plan during the year ending 31st March 2024.

## 22 僱員退休福利 (續)

### (c) 退休金 (續)

該計劃之最新精算估值乃於二零二三年三月三十一日由韋萊韜悅之獨立專業合資格精算師採用預計單位信貸法進行。有關估值顯示本集團根據該界定福利退休計劃所須履行之責任其中超過93% (二零二二年：99%) 受信託人持有之計劃資產保障。

- (i) 於綜合財務狀況表確認之金額如下：

預期上述負債部份將於超過一年後清償。然而，由於計劃成員有權享有之退休福利及日後之計劃供款亦將視乎員工流動率及精算假設日後之變動而定，故將此款額自未來十二個月內所應支付之金額中抽離並不可行。本集團預期於截至二零二四年三月三十一日止年度向界定福利退休計劃支付供款 1,697,000 元。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 22 Employee retirement benefits (Continued)

### (c) Retirement gratuities (Continued)

(ii) Plan assets consist of the following:

## 22 僱員退休福利 (續)

### (c) 退休金 (續)

(ii) 計劃資產包括下列各項：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Plan assets with quoted price in active market</b> <b>於活躍市場報價之計劃資產</b>		
Equities 股票		
– Financial – 財務	8,277	10,778
– Consumer discretionary – 非必需消費品	6,206	6,907
– Industrials – 工業	3,403	4,155
– Consumer staples – 必需消費品	2,792	2,893
– Other – 其他	16,594	18,841
	<b>37,272</b>	43,574
Bonds 債券		
– Corporate bonds – 公司債券	6,180	7,834
– Government-related bonds – 政府相關債券	9,734	7,794
	<b>15,914</b>	15,628
Cash, current assets and current liabilities 現金、流動資產及流動負債	539	892
<b>Total quoted plan assets</b> <b>已報價計劃資產總值</b>	<b>53,725</b>	60,094



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 22 Employee retirement benefits (Continued)

### (c) Retirement gratuities (Continued)

(iii) Movements in the present value of the defined benefit obligations are as follows:

## 22 僱員退休福利 (續)

### (c) 退休金 (續)

(iii) 界定福利責任之現值變動如下：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
At 1st April 於四月一日	60,338	70,496
Remeasurement: 重新計量：		
- Actuarial losses arising from changes in demographic assumptions - 由人口統計假設改變所致之精算虧損	28	16
- Actuarial gains arising from changes in financial and experience assumptions - 由財務及經驗假設改變所致之精算收益	(368)	(3,763)
Benefits paid by the Plan 該計劃已付福利	(5,919)	(9,725)
Current service cost 現有服務成本	2,183	2,498
Interest cost 利息成本	1,246	816
At 31st March 於三月三十一日	57,508	60,338

The weighted average duration of the defined benefit obligation is 5 years (2022: 7 years).

界定福利責任之加權平均期限為五年（二零二二年：七年）。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 22 Employee retirement benefits (Continued)

### (c) Retirement gratuities (Continued)

(iv) Movements in fair value of plan assets are as follows:

## 22 僱員退休福利 (續)

### (c) 退休金 (續)

(iv) 計劃資產之公允值變動如下：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
At 1st April 於四月一日	60,094	69,696
Contributions paid to the Plan 向該計劃作出之供款	3,000	3,345
Benefits paid by the Plan 該計劃已付福利	(5,919)	(9,725)
Administrative expenses paid from plan assets 由計劃資產支付之行政費用	(98)	(98)
Return on plan assets, excluding interest income 計劃資產回報，不包括利息收入	(4,613)	(3,949)
Interest income 利息收入	1,261	825
At 31st March 於三月三十一日	53,725	60,094





(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 22 Employee retirement benefits (Continued)

### (c) Retirement gratuities (Continued)

(v) Net expense recognised in the consolidated statement of profit or loss and other comprehensive income are as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Current service cost 現有服務成本	2,183	2,498
Administrative expenses paid from plan assets 由計劃資產支付之行政費用	98	98
Net interest on net defined benefit liability 界定福利負債淨額之淨利息	(15)	(9)
Total amounts recognised in profit or loss 於損益確認之總額	2,266	2,587
Actuarial gains 精算收益	(340)	(3,747)
Return on plan assets, excluding interest income 計劃資產回報，不包括利息收入	4,613	3,949
Total amounts recognised in other comprehensive income 於其他全面收益確認之總額	4,273	202
Total defined benefit expense 界定福利總開支	6,539	2,789

The current service cost and the net interest on net defined benefit liability are recognised in the following line items in the consolidated statement of profit or loss:

## 22 僱員退休福利 (續)

### (c) 退休金 (續)

(v) 於綜合損益及其他全面收益表確認之開支淨額如下：

界定福利負債淨額之現有服務成本及淨利息已於綜合損益表中按下列各項確認：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Cost of sales 銷售成本	-	564
Marketing, selling and distribution expenses 推廣、銷售及分銷費用	953	822
Administrative expenses 行政費用	932	822
Other operating expenses 其他經營費用	381	379
	2,266	2,587



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 22 Employee retirement benefits (Continued)

### (c) Retirement gratuities (Continued)

(vi) Significant actuarial assumptions and sensitivity analysis are as follows:

	2023 二零二三年	2022 二零二二年
Discount rate 折現率	3.0%	2.1%
Future salary increases 未來薪金增幅	4.0% per annum 每年 4.0%	3.0% per annum 每年 3.0%

The below analysis shows how the defined benefit obligations would have increased/(decreased) as a result of 0.5% change in the significant actuarial assumptions:

	2023 二零二三年		2022 二零二二年	
	Increase in 上升 0.5% \$'000 千元	Decrease in 下跌 0.5% \$'000 千元	Increase in 上升 0.5% \$'000 千元	Decrease in 下跌 0.5% \$'000 千元
Discount rate 折現率	(1,341)	1,399	(1,978)	2,080
Future salary increases 未來薪金增幅	1,474	(1,425)	2,148	(2,062)

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

## 22 僱員退休福利 (續)

### (c) 退休金 (續)

(vi) 重大精算假設及敏感性分析如下：

以下分析顯示界定福利責任因重大精算假設 0.5% 變動而上升 / (下跌)：

上述敏感性分析乃以假設精算假設之間之變動並無直接關係為基準，因此並無考慮精算假設之間之直接關係。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 22 Employee retirement benefits (Continued)

### (d) Long service payments

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employees' final salary and years of service, and is reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

The Government of the Hong Kong SAR gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the "Amendment Ordinance") in June 2022, which abolishes the use of the accrued benefits derived from employers' mandatory contributions under the MPF Scheme to offset severance payment and long service payment ("LSP") (the "offsetting arrangement").

The Amendment Ordinance has prospective effect from a date to be announced by the Government. In particular, (i) employers may continue to use the accrued benefits derived from their MPF contributions (irrespective of the contributions made before, on or after the transition date, and irrespective of mandatory or voluntary contributions) to offset employees' pre-transition portion of LSP; (ii) the pre-transition portion of LSP due to employees will be calculated on the basis of the employee's final month's salary immediately preceding the transition date and the years of service as at the transition date. Currently, the Group does not have any separate funding arrangement in place to meet its long service payment obligation. The Government is expected to introduce a subsidy scheme to assist employers after the abolition of the reduction.

As the amount of offsettable accrued benefits under the MPF Scheme is expected to decrease once the abolition of the offsetting arrangement takes effect, the expected reduction in the related negative benefits in the future has been attributed to each employee's past and current service periods. This leads to an adjustment for the past service cost of \$15,530,000 and a recognition of the current service cost of \$728,000 in the year of enactment of the Amendment Ordinance.

## 22 僱員退休福利 (續)

### (d) 長期服務金

根據香港《僱傭條例》，本集團須在若干情況下終止僱用某些為本集團服務至少五年之僱員時向彼等支付一筆過款項。所須支付之金額視乎僱員最後所領薪金及服務年資而定，並扣減本集團退休計劃下歸屬於本集團所作供款之應計權益。本集團並未預留任何資產以就履行任何剩餘責任提供所需之資金。

香港特別行政區政府於二零二二年六月刊憲《2022年僱傭及退休計劃法例(抵銷安排)(修訂)條例》(「該修訂條例」)，取消使用僱主根據強積金計劃作出強制性供款而產生之應計權益，以抵銷遣散費及長期服務金(「對沖安排」)。

該修訂條例自政府公佈當日起生效。具體而言，(i)僱主可繼續用其強積金供款(不論在轉制日期之前、當日或之後所作之供款，亦不論強制性或自願性供款)所產生之應計權益，以抵銷僱員轉制前部分之長期服務金；(ii)應付僱員之長期服務金轉制前部分將按僱員緊接轉制日期前最後一個月薪金及轉制日之任職年期計算。目前，本集團並無任何獨立融資安排以履行其長期服務金承擔。預計政府將於取消削減措施後推出一項補貼計劃為僱主提供援助。

如取消對沖安排生效，強積金計劃下之可抵銷應計福利金額預期將會減少，因此未來相關負面福利預期減少會歸因於各僱員過往及目前任職年期，從而導致在該修訂條例頒佈當年調整過往服務成本15,530,000元，並確認當期服務成本728,000元。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 22 Employee retirement benefits (Continued)

### (d) Long service payments (Continued)

An actuarial valuation of long service payments was also carried out at 31st March 2023, by independent professionally qualified actuaries at Willis Towers Watson, using the projected unit credit method.

- (i) The amounts recognised in the consolidated statement of financial position is the present value of unfunded obligations and its movement are as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
At 1st April 於四月一日	5,978	6,661
Remeasurement: 重新計量：		
– Actuarial gains arising from changes in financial and experience assumptions – 由財務及經驗假設改變所致之精算收益	(46)	(837)
Benefits paid by the Group 本集團已付福利	(1,249)	(1,076)
Current service cost 現有服務成本	728	1,171
Past service cost – scheme amendments 過往服務成本 – 計劃修訂	15,530	–
Interest cost 利息成本	111	59
At 31st March 於三月三十一日	21,052	5,978

A portion of the above liabilities is expected to be settled after more than one year. However, it is not practical to segregate this amount from the amounts payable in the next twelve months, as the retirement benefit payable will also depend on staff turnover and future changes in actuarial assumptions.

## 22 僱員退休福利 (續)

### (d) 長期服務金 (續)

長期服務金亦於二零二三年三月三十一日由韋萊韜悅之獨立專業合資格精算師採用預計單位信貸法進行精算估值。

- (i) 於綜合財務狀況表確認之金額為無資助責任之現值，其變動如下：

預期上述負債部份將於超過一年後清償。然而，由於應付退休福利亦將視乎員工流動率及精算假設日後之變動而定，故將此款額自未來十二個月內所應支付之金額中抽離並不可行。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 22 Employee retirement benefits (Continued)

### (d) Long service payments (Continued)

(ii) Significant actuarial assumptions and sensitivity analysis are as follows:

	2023 二零二三年	2022 二零二二年
Discount rate 折現率	3.0%	2.1%
Future salary increases 未來薪金增幅	4.0% per annum 每年 4.0%	3.0% per annum 每年 3.0%

The below analysis shows how the long service payment obligations would have increased/(decreased) as a result of 0.5% change in the significant actuarial assumptions:

	2023 二零二三年		2022 二零二二年	
	Increase in 上升 0.5% \$'000 千元	Decrease in 下跌 0.5% \$'000 千元	Increase in 上升 0.5% \$'000 千元	Decrease in 下跌 0.5% \$'000 千元
Discount rate 折現率	(1,163)	1,264	(161)	174
Future salary increases 未來薪金增幅	221	(272)	165	(181)

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

## 22 僱員退休福利 (續)

### (d) 長期服務金 (續)

(ii) 重大精算假設及敏感性分析如下：

以下分析顯示長期服務金責任因重大精算假設 0.5% 變動而上升 / (下跌)：

上述敏感性分析乃以假設精算假設之間之變動並無直接關係為基準，因此並無考慮精算假設之間之直接關係。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 23 Equity settled share-based transactions

### (a) Share option scheme

The Company adopted share option schemes on 4th September 2002 (the “2002 Share Option Scheme”) and 28th August 2012 (the “2012 Share Option Scheme”) whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including Directors of any company in the Group, to take up options to subscribe for ordinary shares in the Company. The 2002 Share Option Scheme and the 2012 Share Option Scheme were terminated on 28th August 2012 and 27th August 2022 respectively. At the annual general meeting of the Company held on 30th August 2022, ordinary resolutions were passed for the adoption of a new share option scheme (the “2022 Share Option Scheme”). As at 31st March 2023, there were no outstanding options to be exercised under the 2002 Share Option Scheme. Subject to their respective exercisable periods, all outstanding options granted under the 2012 Share Option Scheme will still be valid and exercisable after the expiration of the 2012 Share Option Scheme.

As at 31st March 2023, no options were granted under the 2022 Share Option Scheme.

The exercise price of the options is determined by the Directors of the Company and is the higher of (i) the closing price of the shares on the Stock Exchange on the date of grant, which must be a business day; and (ii) the average of the closing prices of the shares on the Stock Exchange for the five business days immediately preceding the date of grant.

The options are exercisable for a period not to exceed 10 years from the date of grant. Each option gives the holder the right to subscribe for one share in the Company.

## 23 以股份為付款基礎之交易

### (a) 購股權計劃

本公司於二零零二年九月四日採納購股權計劃（「二零零二年購股權計劃」）及於二零一二年八月二十八日採納購股權計劃（「二零一二年購股權計劃」），據此，本公司之董事獲授權酌情邀請本集團之僱員（包括本集團旗下任何公司之董事）接納購股權以認購本公司普通股。二零零二年購股權計劃及二零一二年購股權計劃分別已於二零一二年八月二十八日及二零二二年八月二十七日終止。於二零二二年八月三十日舉行之本公司股東週年大會上，通過了有關採納新購股權計劃（「二零二二年購股權計劃」）之普通決議案。於二零二三年三月三十一日，概無根據二零零二年購股權計劃獲行使而未行使的購股權。根據其各自行使期限，所有根據二零一二年購股權計劃授出之未行使購股權於二零一二年購股權計劃期限屆滿後將仍然有效及可予行使。

於二零二三年三月三十一日，概無根據二零二二年購股權計劃授出任何購股權。

購股權之行使價由本公司董事釐定，為以下之較高者：(i) 股份於授出日期（當日必須為營業日）在聯交所錄得之收市價；及(ii) 股份於緊接授出日期前五個營業日在聯交所錄得之平均收市價。

購股權之行使期不得超過授出日期起計之十年。每項購股權之持有人均有權認購一股本公司股份。





(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 23 Equity settled share-based transactions (Continued)

### (a) Share option scheme (Continued)

- (i) The terms and conditions of the unexpired and unexercised share options at the end of the reporting period are as follows, whereby all options are settled by physical delivery of shares:

Date of grant 授出日期	Exercise period 行使期	Contractual life of options 購股權之 合約年期	Exercise price 行使價 \$元	2023 二零二三年		2022 二零二二年	
				Remaining contractual life 尚餘合約年期	Number of options 購股權之數目 '000 千股	Remaining contractual life 尚餘合約年期	Number of options 購股權之數目 '000 千股
31/8/2012	31/8/2013 to 30/8/2022	10 years 年	6.400	-	-	5 months 月	706
9/9/2013	9/9/2014 to 8/9/2023	10 years 年	9.370	5 months 月	1,704	1 year 年	1,704
10/9/2014	10/9/2015 to 9/9/2024	10 years 年	10.080	1 year 年	1,792	2 years 年	1,792
26/6/2015	26/6/2016 to 25/6/2025	10 years 年	13.600	2 years 年	18	3 years 年	18
14/9/2015	14/9/2016 to 13/9/2025	10 years 年	13.600	2 years 年	1,588	3 years 年	1,588
24/6/2016	24/6/2017 to 23/6/2026	10 years 年	14.792	3 years 年	198	4 years 年	208
6/9/2016	6/9/2017 to 5/9/2026	10 years 年	14.792	3 years 年	1,420	4 years 年	1,420
26/6/2017	26/6/2018 to 25/6/2027	10 years 年	16.296	4 years 年	1,548	5 years 年	1,548
19/6/2018	19/6/2019 to 18/6/2028	10 years 年	25.100	5 years 年	1,618	6 years 年	1,648
28/1/2019	28/1/2020 to 27/1/2029	10 years 年	30.350	6 years 年	320	7 years 年	320
21/6/2019	21/6/2020 to 20/6/2029	10 years 年	44.810	6 years 年	1,176	7 years 年	1,222
22/6/2020	22/6/2021 to 21/6/2030	10 years 年	30.200	7 years 年	1,580	8 years 年	1,684
24/8/2021	18/6/2022 to 23/8/2031	10 years 年	19.500	8 years 年	2,254	9 years 年	2,526
4/7/2022	4/7/2023 to 3/7/2032	10 years 年	14.140	9 years 年	3,286	-	-
					18,502		16,384

## 23 以股份為付款基礎之交易 (續)

### (a) 購股權計劃 (續)

- (i) 於匯報日之未屆滿及未行使購股權之條款及條件如下，所有購股權均以股份之實物交收結算：



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 23 Equity settled share-based transactions (Continued)

### (a) Share option scheme (Continued)

#### (i) (Continued)

Except for the options granted on 28th January 2019 which will be 50% vested after the first anniversary from the date of grant and 50% vested after the second anniversary from the date of grant and the options granted on 24th August 2021 which are subject to a vesting scale in tranches of 25% each per annum starting from 18th June 2022 and are fully vested on 18th June 2025, all the options are exercisable progressively and the maximum percentage of the options which may be exercised is determined in stages as follows:

	Percentage of options granted 佔獲授購股權之百分比
On or after 1st year anniversary of the date of grant 授出日期起計一週年或其後	25%
On or after 2nd year anniversary of the date of grant 授出日期起計兩週年或其後	another 另 25%
On or after 3rd year anniversary of the date of grant 授出日期起計三週年或其後	another 另 25%
On or after 4th year anniversary of the date of grant 授出日期起計四週年或其後	another 另 25%

During the year, 706,000 options (2022: 2,116,000 options) were exercised under the 2002 Share Option Scheme, and 10,000 options (2022: 706,000 options) were exercised under the 2012 Share Option Scheme.

## 23 以股份為付款基礎之交易 (續)

### (a) 購股權計劃 (續)

#### (i) (續)

除於二零一九年一月二十八日授出之購股權將自授出日期起計首個週年後獲 50% 歸屬及自授出日期起計第二週年後獲 50% 歸屬以及由二零二一年八月二十四日授出之購股權須由二零二二年六月十八日起計以每年 25% 之比率分批歸屬，並於二零二五年六月十八日全部歸屬外，所有可予行使之購股權數目乃逐步增加，而各階段可行使購股權之百分比上限如下：

年內，706,000 份購股權（二零二二年：2,116,000 份購股權）根據二零零二年購股權計劃已獲行使及 10,000 份購股權（二零二二年：706,000 份購股權）根據二零一二年購股權計劃已獲行使。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 23 Equity settled share-based transactions (Continued)

### (a) Share option scheme (Continued)

(ii) The number and weighted average exercise prices of share options are as follows:

## 23 以股份為付款基礎之交易 (續)

### (a) 購股權計劃 (續)

(ii) 購股權之數目及加權平均行使價如下：

	2023 二零二三年		2022 二零二二年	
	Weighted average exercise price 加權平均行使價 \$ 元	Number of options 購股權之數目 '000 千股	Weighted average exercise price 加權平均行使價 \$ 元	Number of options 購股權之數目 '000 千股
Outstanding at 1st April 於四月一日尚未行使	19.265	16,384	18.130	17,448
Exercised during the year 於年內行使	6.517	(716)	8.712	(2,822)
Granted during the year 於年內授出	14.140	3,428	19.500	2,704
Forfeited on termination of employment of eligible participants or lapsed during the year 因合資格參與者離職而於年內沒收或失效	22.335	(594)	30.482	(946)
Outstanding at 31st March 於三月三十一日尚未行使	18.711	18,502	19.265	16,384
Exercisable at 31st March 於三月三十一日可行使		12,442		11,555

The weighted average share price at the date of exercise for share options exercised during the year was \$11.743 (2022: \$20.380).

已行使之購股權於年內之行使日期之加權平均股價為 11.743 元 (二零二二年：20.380 元)。

The number of options granted during the year divided by the weighted average number of issued shares for the year was 0.32% (2022: 0.25%).

年內授出之購股權數目除以年內已發行股份之加權平均數為 0.32% (二零二二年：0.25%)。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 23 Equity settled share-based transactions (Continued)

### (a) Share option scheme (Continued)

#### (iii) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial lattice model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial lattice model.

Fair values of share options and assumptions:

	Date of grant 授出日期												
	9/9/2013	10/9/2014	26/6/2015	14/9/2015	24/6/2016	6/9/2016	26/6/2017	19/6/2018	28/1/2019	21/6/2019	22/6/2020	24/8/2021	4/7/2022
Fair value at measurement date 於計量日期之公允值	\$2.244元	\$2.082元	\$3.038元	\$2.248元	\$2.795元	\$3.639元	\$3.323元	\$5.914元	\$7.339元	\$7.607元	\$7.651元	\$5.083元	\$4.190元
Share price 股價	\$9.950元	\$9.920元	\$13.600元	\$11.840元	\$13.700元	\$15.220元	\$16.080元	\$25.100元	\$30.350元	\$38.750元	\$30.200元	\$19.160元	\$13.500元
Exercise price 行使價	\$9.370元	\$10.080元	\$13.600元	\$13.600元	\$14.792元	\$14.792元	\$16.296元	\$25.100元	\$30.350元	\$44.810元	\$30.200元	\$19.500元	\$14.140元
Expected volatility 預期波幅	26%	26%	26%	26%	26%	26%	24%	23%	25%	25%	28%	29%	30%
Expected option life 預期購股權之有效期	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年
Expected dividends 預期股息	4.0%	3.5%	3.0%	3.0%	2.5%	2.5%	2.5%	2.0%	2.0%	2.0%	2.0%	2.0%	1.5%
Risk-free interest rate 無風險利率	2.400%	1.940%	1.750%	1.730%	1.050%	0.950%	1.240%	2.230%	1.850%	1.490%	0.570%	1.030%	2.770%

The expected volatility is based on the historic volatility, adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There was no market conditions associated with the share option grants.

## 23 以股份為付款基礎之交易 (續)

### (a) 購股權計劃 (續)

#### (iii) 購股權之公允值及假設

本集團以授出購股權來獲得之服務之公允值，乃參考已授出購股權之公允值計量。已授出購股權之估計公允值以二項式點陣模式計量。購股權之合約年期用作該模式之一項輸入參數。有關提早行使之預期已計入二項式點陣模式之內。

購股權之公允值及假設：

預期波幅按歷史波幅釐定，並根據公開可得資料就未來波幅之任何預期變化予以調整。預期股息按歷史股息釐定。主觀輸入假設之變動可對公允值之估計產生重大影響。

購股權是根據服務條件而授出。此項條件在計量所得服務之公允值（於授出日期）時不在考慮之列。授出購股權並無附有市場條件。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 23 Equity settled share-based transactions (Continued)

### (b) Share award scheme

On 22nd March 2021, the Company adopted a share award scheme (the "Share Award Scheme") under which the Company may, at its discretion, select any eligible participant to participate in the Share Award Scheme as an award holder, and such award holder may be granted an award of restricted shares, performance shares, restricted share units or performance share units. The Share Award Scheme shall be valid and effective for a term of 10 years from 1st July 2021 unless terminated earlier by the Board.

The terms and conditions of the share awards granted during the period are as follows, whereby all awards are settled by physical delivery of shares:

## 23 以股份為付款基礎之交易 (續)

### (b) 股份獎勵計劃

於二零二一年三月二十二日，本公司已採納一項股份獎勵計劃，據此，本公司可按其酌情權，選擇任何合資格參與者以獎勵持有人的身份參與股份獎勵計劃，而有關獎勵持有人可獲授予受限制股份、表現股份、受限制股份單位或表現股份單位之獎勵。股份獎勵計劃由二零二一年七月一日起生效，有效期為十年（惟被董事會提前終止除外）。

於本期內授出之獎勵股份之條款及條件如下，所有獎勵均以股份之實物交收結算：

Date of grant 授出日期	Vesting period 歸屬期	Note 附註	Fair value per award 每份獎勵之 公允值 \$元	Number of shares awarded 獎勵股份之數目				
				As at 1 April 2021 於二零二一年 四月一日 '000 千股	Granted during the year 於年內授出 '000 千股	Vested during the year 於年內歸屬 '000 千股	Lapsed during the year 於年內失效 '000 千股	As at 31 March 2022 於二零二二年 三月三十一日 '000 千股
24/8/2021	24/8/2021 to 18/6/2025	(i)	18.220	-	748	-	(49)	699
20/12/2021	20/12/2021 to 20/12/2023	(ii)	16.010	-	188	-	-	188
1/2/2022	1/2/2022 to 18/6/2025	(i)	14.460	-	225	-	-	225
				-	1,161	-	(49)	1,112



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 23 Equity settled share-based transactions (Continued)

### (b) Share award scheme (Continued)

## 23 以股份為付款基礎之交易 (續)

### (b) 股份獎勵計劃 (續)

Date of grant 授出日期	Vesting period 歸屬期	Note 附註	Fair value per award 每份獎勵之 公允價值 \$元	Number of shares awarded 獎勵股份之數目				As at 31 March 2023 於二零二三年 三月三十一日 '000 千股
				As at 1 April 2022 於二零二二年 四月一日 '000 千股	Granted during the year 於年內授出 '000 千股	Vested during the year 於年內歸屬 '000 千股	Lapsed during the year 於年內失效 '000 千股	
24/8/2021	24/8/2021 to 18/6/2025	(i)	18.220	699	-	(162)	(69)	468
20/12/2021	20/12/2021 to 20/12/2023	(ii)	16.010	188	-	(94)	-	94
1/2/2022	1/2/2022 to 18/6/2025	(i)	14.460	225	-	(56)	-	169
4/7/2022	4/7/2022 to 4/7/2026	(iii)	13.003	-	1,467	-	(47)	1,420
				1,112	1,467	(312)	(116)	2,151

The fair value of the awarded shares was based on the closing price per share at the date of grant and adjusted by the fair value of the dividends during the vesting periods as the grantees are not entitled to dividends during the vesting period.

The number of awards granted during the year divided by the weighted average number of issued shares for the year was 0.14% (2022: 0.11%).

Notes:

- (i) The share awards are subject to a vesting scale in tranches of 25% each per annum starting from 18th June 2022 and are fully vested on 18th June 2025.
- (ii) The share awards are subject to a vesting scale in tranches of 50% each per annum starting from 20th December 2022 and are fully vested on 20th December 2023.
- (iii) The share awards are subject to a vesting scale in tranches of 25% each per annum starting from the first anniversary of the date of grant and will be fully vested on the fourth anniversary of the date of grant.

獎勵股份之公允價值乃基於授出日期之每股收市價及按歸屬期內之股息公允價值作調整，因承授人在歸屬期內無權享有股息。

年內授出之獎勵數目除以年內已發行股份之加權平均數為0.14% (二零二二年：0.11%)。

附註：

- (i) 獎勵股份由二零二二年六月十八日起按每年25%之比率分批歸屬，並於二零二五年六月十八日全部歸屬。
- (ii) 獎勵股份由二零二二年十二月二十日起按每年50%之比率分批歸屬，並於二零二三年十二月二十日全部歸屬。
- (iii) 獎勵股份由授出日期一週年起按每年25%之比率分批歸屬，並將於授出日期四週年全部歸屬。





(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 24 Income tax in the consolidated statement of financial position

(a) Current tax recoverable/(payable) in the consolidated statement of financial position represents:

## 24 綜合財務狀況表之所得稅

(a) 綜合財務狀況表之應收／（應付）現期稅項如下：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Provision for Hong Kong Profits Tax for the year 本年度香港利得稅撥備	(17,270)	(24,725)
Provisional Profits Tax paid 已繳付之預繳利得稅	26,848	42,545
Balance of Profits Tax relating to prior years 與過往年度相關之利得稅款項	9,578	17,820
Taxation outside Hong Kong 香港以外地區稅項	(3,585)	-
	(697)	7,735
	<b>5,296</b>	<b>25,555</b>

### Summary

### 概要

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Current tax recoverable 應收現期稅項	19,528	37,889
Current tax payable 應付現期稅項	(14,232)	(12,334)
	<b>5,296</b>	<b>25,555</b>



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 24 Income tax in the consolidated statement of financial position (Continued)

### (b) Deferred tax assets/(liabilities) recognised:

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

## 24 綜合財務狀況表之所得稅(續)

### (b) 已確認遞延稅項資產／(負債)：

於綜合財務狀況表確認之遞延稅項資產／(負債)之組成部份及年內之變動如下：

	Depreciation allowances in excess of the related depreciation 超出有關折舊之折舊免稅額 \$'000千元	Future benefit of tax losses 稅務虧損之未來利益 \$'000千元	Employee retirement benefits 僱員退休福利 \$'000千元	Provisions 撥備 \$'000千元	Withholding tax on dividends 股息預扣稅 \$'000千元	Cash flow hedges 現金流量對沖 \$'000千元	Total 總計 \$'000千元
<i>Deferred tax arising from:</i> 來自以下各項之遞延稅項：							
At 1st April 2021 於二零二一年四月一日	(114,702)	29,867	1,017	126,487	(19,218)	(210)	23,241
Exchange adjustments 匯兌調整	(1,789)	1,926	-	4,223	-	-	4,360
Credited/(charged) to profit or loss 於損益計入／(扣除)	8,465	115,838	(58)	20,414	10,311	-	154,970
Credited/(charged) to reserves 於儲備計入／(扣除)	-	-	(64)	-	-	84	20
At 31st March 2022 於二零二二年三月三十一日	(108,026)	147,631	895	151,124	(8,907)	(126)	182,591
<i>Deferred tax arising from:</i> 來自以下各項之遞延稅項：							
At 1st April 2022 於二零二二年四月一日	(108,026)	147,631	895	151,124	(8,907)	(126)	182,591
Exchange adjustments 匯兌調整	5,413	(9,289)	-	(10,633)	-	-	(14,509)
Credited/(charged) to profit or loss 於損益計入／(扣除)	16,531	26,321	2,328	(34,009)	4,863	-	16,034
Credited/(charged) to reserves 於儲備計入／(扣除)	-	-	680	-	-	(218)	462
At 31st March 2023 於二零二三年三月三十一日	(86,082)	164,663	3,903	106,482	(4,044)	(344)	184,578



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 24 Income tax in the consolidated statement of financial position (Continued)

### (b) Deferred tax assets/(liabilities) recognised: (Continued)

*Reconciliation to the consolidated statement of financial position*

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Net deferred tax assets recognised in the consolidated statement of financial position 於綜合財務狀況表確認之遞延稅項資產淨額	260,693	281,707
Net deferred tax liabilities recognised in the consolidated statement of financial position 於綜合財務狀況表確認之遞延稅項負債淨額	(76,115)	(99,116)
	<b>184,578</b>	182,591

### (c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 1(s), the Group has not recognised deferred tax assets in respect of tax losses and other temporary differences of \$546,686,000 (2022: \$339,992,000) as it is not probable that future taxable profits against which the losses and other temporary differences can be utilised will be available in the relevant tax jurisdictions and entities.

Included in unrecognised tax losses is an amount of \$59,366,000 (2022: \$84,928,000) which can be carried forward up to twenty years from the year in which the loss originated, and an amount of \$269,334,000 (2022: nil) which can be carried forward up to five years from the year in which the loss originated. The remaining balance of \$217,986,000 (2022: \$255,064,000) does not expire under current tax legislation.

## 24 綜合財務狀況表之所得稅 (續)

### (b) 已確認遞延稅項資產／(負債)： (續)

*綜合財務狀況表對賬*

### (c) 未確認之遞延稅項資產

根據附註 1(s) 所載之會計政策，本集團並無確認有關稅務虧損及其他暫時差異 546,686,000 元（二零二二年：339,992,000 元）之遞延稅項資產，原因在於有關稅項司法管轄區及實體不大可能產生未來應課稅溢利以抵銷可動用之有關虧損及其他暫時差異。

未確認稅務虧損中有 59,366,000 元（二零二二年：84,928,000 元）將可自虧損產生之年度起結轉最多二十年，及 269,334,000 元（二零二二年：無）將可自虧損產生之年度起結轉最多五年。其餘 217,986,000 元（二零二二年：255,064,000 元）結餘不會根據現行稅法屆滿。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 25 Capital, reserves and dividends

### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### The Company

Note 附註	Share capital 股本 \$'000 千元	Shares held for share award scheme 股份獎勵計劃 持有之股份 \$'000 千元	Capital reserve 資本儲備 \$'000 千元	General reserve 一般儲備 \$'000 千元	Share-based compensation reserve 股份基礎 補償儲備 \$'000 千元	Hedging reserve 對沖儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total equity 權益總額 \$'000 千元
Balance at 1st April 2021 於二零二一年四月一日結餘	984,030	-	32,740	2,261	52,138	1,064	1,703,574	2,775,807
Changes in equity for the year: 本年度之權益變動：								
Transfer from capital reserve to retained profits 自資本儲備轉撥至保留溢利	25(e)(i)	-	(1,218)	-	-	-	1,218	-
Shares issued on exercise of share options 就行使購股權而發行股份	25(c)(ii)	28,998	-	-	(4,413)	-	-	24,585
Equity settled share-based transactions 以股份為付款基礎之交易		-	-	-	13,484	-	-	13,484
Transfer from share-based compensation reserve to retained profits 自股份基礎補償儲備轉撥至保留溢利		-	-	-	(2,508)	-	2,508	-
Shares purchased under share award scheme 根據股份獎勵計劃購買股份	25(d)	-	(10,002)	-	-	-	-	(10,002)
Final dividend approved in respect of the previous year 批准屬於上一年度之末期股息	25(b)(ii)	-	-	-	-	-	(310,158)	(310,158)
Total comprehensive income for the year 本年度全面收益總額		-	-	-	-	(427)	215,518	215,091
Balance at 31st March 2022 於二零二二年三月三十一日結餘	1,013,028	(10,002)	31,522	2,261	58,701	637	1,612,660	2,708,807

## 25 資本、儲備及股息

### (a) 權益組成部份之變動

本集團綜合權益各組成部份之年初與年末結餘之對賬載於綜合權益變動表。本公司權益個別組成部份於年初及年末之變動詳情載列如下：

#### 本公司



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 25 Capital, reserves and dividends (Continued)

### (a) Movements in components of equity (Continued) The Company (Continued)

## 25 資本、儲備及股息 (續)

### (a) 權益組成部份之變動 (續) 本公司 (續)

Note	Share capital 股本 \$'000 千元	Shares held for share award scheme 股份獎勵計劃 持有之股份 \$'000 千元	Capital reserve 資本儲備 \$'000 千元	General reserve 一般儲備 \$'000 千元	Share-based compensation reserve 股份基礎 補償儲備 \$'000 千元	Hedging reserve 對沖儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total equity 權益總額 \$'000 千元
Balance at 1st April 2022 於二零二二年四月一日結餘	1,013,028	(10,002)	31,522	2,261	58,701	637	1,612,660	2,708,807
<b>Changes in equity for the year:</b> 本年度之權益變動：								
Transfer from capital reserve to retained profits 自資本儲備轉撥至保留溢利	25(e)(i)	-	(1,218)	-	-	-	1,218	-
Shares issued on exercise of share options 就行使購股權而發行股份	25(c)(ii)	5,412	-	-	(746)	-	-	4,666
Shares issued on vesting of share awards 就歸屬股份獎勵而發行股份	25(c)(i)	3,013	-	-	(3,013)	-	-	-
Vesting shares of share award scheme 歸屬股份獎勵計劃之股份	25(d)	-	2,776	-	(2,388)	-	(388)	-
Equity settled share-based transactions 以股份為付款基礎之交易		-	-	-	25,549	-	-	25,549
Transfer from share-based compensation reserve to retained profits 自股份基礎補償儲備轉撥至保留溢利		-	-	-	(982)	-	982	-
Interim dividend declared in respect of the current year 宣派本年度之中期股息	25(b)(i)	-	-	-	-	-	(13,916)	(13,916)
Total comprehensive income for the year 本年度全面收益總額		-	-	-	-	1,111	113,091	114,202
Balance at 31st March 2023 於二零二三年三月三十一日結餘	1,021,453	(7,226)	30,304	2,261	77,121	1,748	1,713,647	2,839,308



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 25 Capital, reserves and dividends (Continued)

### (b) Dividends

#### (i) Dividends payable to equity shareholders of the Company attributable to the year

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Interim dividend declared and paid of 1.3 cents per ordinary share (2022: nil) 已宣派及已支付之中期股息 - 每股普通股 1.3 仙 (二零二二年：無)	13,916	-
Final dividend proposed after the end of the reporting period of 1.4 cents per ordinary share (2022: nil) (note 25(f)) 於匯報日後擬派之末期股息 - 每股普通股 1.4 仙 (二零二二年：無)(附註 25(f))	15,009	-
	<b>28,925</b>	-

The final dividend proposed after the end of 31st March 2023 reporting period is based on 1,072,099,023 ordinary shares, being the total number of issued shares at the date of approval of the financial statements.

The final dividend proposed after the end of 31st March 2023 reporting period was not recognised as a liability at 31st March 2023.

#### (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
No final dividend in respect of the previous financial year, approved and paid during the year (2022: 29.0 cents per ordinary share) 概無屬於上一財政年度並於年內批准及支付之末期股息 (二零二二年：每股普通股 29.0 仙)	-	310,158

## 25 資本、儲備及股息 (續)

### (b) 股息

#### (i) 應付予本公司股權持有人之本年度股息

於二零二三年三月三十一日匯報日後擬派之末期股息乃按批准財務報表當日已發行股份總數 1,072,099,023 股普通股計算。

於二零二三年三月三十一日匯報日後擬派之末期股息於二零二三年三月三十一日並未確認為負債。

#### (ii) 屬於上一財政年度，並於年內批准及支付予本公司股權持有人之應付股息





(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 25 Capital, reserves and dividends (Continued)

### (c) Share capital

#### (i) Issued share capital

	2023 二零二三年		2022 二零二二年	
	Number of shares 股份數目 '000 千股	Amount 金額 \$'000 千元	Number of shares 股份數目 '000 千股	Amount 金額 \$'000 千元
<i>Ordinary shares, issued and fully paid:</i> <i>已發行及已繳足普通股：</i>				
At 1st April 於四月一日	1,070,010	1,013,028	1,067,188	984,030
Shares issued on exercise of share options 就行使購股權而發行股份	716	5,412	2,822	28,998
Shares issued on vesting of share awards 就歸屬股份獎勵而發行股份	173	3,013	-	-
At 31st March 於三月三十一日	1,070,899	1,021,453	1,070,010	1,013,028

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

#### (ii) Shares issued under share option schemes

During the year, options were exercised to subscribe for 716,000 (2022: 2,822,000) ordinary shares in the Company. The net consideration of \$4,666,000 (2022: \$24,585,000) was credited to share capital. \$746,000 (2022: \$4,413,000) was transferred from the share-based compensation reserve to the share capital account in accordance with the policy set out in note 1(r)(iv).

## 25 資本、儲備及股息 (續)

### (c) 股本

#### (i) 已發行股本

普通股之持有人可收取不時宣派之股息，並可於本公司之大會上就每股股份享有一票投票權。就本公司之剩餘資產而言，所有普通股享有同等權利。

#### (ii) 根據購股權計劃發行之股份

年內，可認購716,000股（二零二二年：2,822,000股）本公司普通股之購股權獲行使。代價淨額為4,666,000元（二零二二年：24,585,000元）並已撥入股本。746,000元（二零二二年：4,413,000元）已根據附註1(r)(iv)所載之政策自股份基礎補償儲備撥入股本賬。



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## 25 Capital, reserves and dividends (Continued)

### (d) Shares held for share award scheme

Movement of the Company's shares held for share award scheme is set out as below:

	2023 二零二三年		2022 二零二二年	
	Number of shares 股份數目 '000 千股	Amount 金額 \$'000 千元	Number of shares 股份數目 '000 千股	Amount 金額 \$'000 千元
At 1st April 於四月一日	500	10,002	-	-
Shares purchased for share award scheme 就股份獎勵計劃購買之股份	-	-	500	10,002
Vesting shares of share award scheme 歸屬股份獎勵計劃之股份	(139)	(2,776)	-	-
At 31st March 於三月三十一日	361	7,226	500	10,002

Shares held for share award scheme includes shares issued by the Company and the Company's shares purchased through the trustee of the share award scheme from the open market. During the year ended 31st March 2023, no share has been acquired (2022: approximately \$10,002,000 was paid to acquire the shares) and deducted from shareholders' equity. The shares purchased by the Company that are not yet vested for this share award scheme were recorded as treasury shares of the Company.

As at 31st March 2023, there were 361,000 (2022: 500,000) treasury shares held through the trustee of the share award scheme.

### (e) Nature and purpose of reserves

#### (i) Capital reserve

As part of the restructuring of the Group in February 1994, the Company disposed of a property to a former subsidiary and consideration was received in the form of cash and another property. A total gain, representing the difference between the historical carrying value of the property disposed of and the fair value of the consideration received, resulted from such transaction.

## 25 資本、儲備及股息 (續)

### (d) 股份獎勵計劃持有之股份

本公司就股份獎勵計劃持有之股份之變動載列如下：

股份獎勵計劃持有之股份包括本公司發行之股份及本公司透過股份獎勵計劃受托人於公開市場購入之本公司股份。截至二零二三年三月三十一日止年度，概無購入任何股份（二零二二年：為購買股份支付約 10,002,000 元），其已自股東權益中扣除。本公司就本股份獎勵計劃購買但尚未歸屬之股份作為本公司庫存股份入賬。

於二零二三年三月三十一日，股份獎勵計劃之受託人持有 361,000 股（二零二二年：500,000 股）庫存股份。

### (e) 儲備之性質及用途

#### (i) 資本儲備

作為本集團於一九九四年二月進行之重組之一部份，本公司向一間前附屬公司出售一項物業，代價以現金及另一項物業支付，故自該交易產生總收益，即所出售物業之歷史賬面值與已收代價公允值之差額。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 25 Capital, reserves and dividends (Continued)

### (e) Nature and purpose of reserves (Continued)

#### (i) Capital reserve (Continued)

The gain arising from this transaction was divided into realised and unrealised portions in the ratio of the amount of cash and the fair value of the property received ("the property"). The unrealised gain was taken to capital reserve and is realised on depreciation of the property. During the year, \$1,218,000 (2022: \$1,218,000) was transferred from capital reserve to retained profits.

#### (ii) Surplus reserve

The surplus reserve has been set up by Shenzhen Vitasoy, Vitasoy Foshan, Vitasoy Wuhan, Vitasoy Shanghai and Vitasoja (Macau) Limitada, in accordance with regulations in Mainland China and Macau SAR respectively.

#### (iii) Other reserve

The other reserve arose from the equity transactions with the non-controlling interests of Shenzhen Vitasoy and Vitasoy Foshan in 2011, Vitasoy Dongguan in 2019 and VAP in 2023.

#### (iv) Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition of the hedged cash flow in accordance with the accounting policy adopted for cash flow hedges in note 1(u).

#### (v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of subsidiaries and the joint venture established outside Hong Kong and the foreign exchange differences arising from translation of monetary items that in substance form part of the net investment in subsidiaries and the joint venture established outside Hong Kong. The reserve is dealt with in accordance with the accounting policy set out in note 1(w).

#### (vi) Share-based compensation reserve

Share-based compensation reserve comprises the fair value of the actual or estimated number of unexercised share options and share awards granted to eligible participants recognised in accordance with the accounting policy adopted for share-based payments in note 1(r)(iv).

## 25 資本、儲備及股息 (續)

### (e) 儲備之性質及用途 (續)

#### (i) 資本儲備 (續)

該項交易之收益按已收現金及物業（「物業」）公允值之比例分為已變現及未變現部份。未變現收益已計入資本儲備，並於計算物業折舊時變現。於年內，1,218,000元（二零二二年：1,218,000元）自資本儲備轉撥至保留溢利。

#### (ii) 盈餘儲備

盈餘儲備由深圳維他奶、佛山維他奶、武漢維他奶、上海維他奶及維他奶（澳門）有限公司分別根據中國內地及澳門特別行政區之法規設立。

#### (iii) 其他儲備

其他儲備產生於二零一一年在深圳維他奶及佛山維他奶、於二零一九年在東莞維他奶以及於二零二三年在VAP與非控股權益之權益交易。

#### (iv) 對沖儲備

對沖儲備包括用作有待其後根據附註1(u)所載就現金流量對沖採納之會計政策確認對沖現金流量之現金流量對沖之對沖工具的公允值累計淨變動之有效部份。

#### (v) 匯兌儲備

匯兌儲備包含換算香港以外地區成立之附屬公司及合營公司之財務報表產生之所有外匯匯兌差額及換算香港以外地區成立之附屬公司及合營公司實質構成投資淨額一部份之貨幣項目產生之外匯匯兌差額。該儲備將根據附註1(w)所載之會計政策處理。

#### (vi) 股份基礎補償儲備

股份基礎補償儲備包含授予合資格參與者之實際或估計數目之尚未行使購股權及股份獎勵之公允值，乃根據附註1(r)(iv)所載就以股份為基礎之付款採納之會計政策而確認。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 25 Capital, reserves and dividends (Continued)

### (f) Distributability of reserves

At 31st March 2023, the aggregate amounts of reserves available for distribution to equity shareholders of the Company, as calculated under the provisions of Part 6 of the Hong Kong Companies Ordinance, was \$1,715,908,000 (2022: \$1,614,921,000).

After the end of the reporting period the directors proposed a final dividend of 1.4 cents per ordinary share (2022: nil), amounting to \$15,009,000 (2022: nil) (note 25(b)(i)). The dividend proposed after the end of 31st March 2023 reporting period was not recognised as liabilities at 31st March 2023.

### (g) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practices, the Group monitors its capital structure on the basis of a debt-to-adjusted capital ratio. For this purpose, the Group defines debt as the total of bills payable, bank loans and lease liabilities, and adjusted capital as all components of equity less unaccrued proposed dividends.

The Group's strategy, which was unchanged from the year ended 31st March 2022, was to maintain the debt-to-adjusted capital ratio below 30%. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

## 25 資本、儲備及股息 (續)

### (f) 可供分派儲備

於二零二三年三月三十一日，根據香港《公司條例》第6部之條文計算之可供分派予本公司股權持有人之儲備總額為1,715,908,000元（二零二二年：1,614,921,000元）。

於匯報日後，董事建議派發末期股息每股普通股1.4仙（二零二二年：無），總數為15,009,000元（二零二二年：無）（附註25(b)(i)）。於二零二三年三月三十一日匯報日後擬派之股息於二零二三年三月三十一日並未確認為負債。

### (g) 資本管理

本集團在管理資本時之首要目標為保障本集團能持續經營的能力，透過將產品及服務的價格訂於與風險相稱的水平及按合理成本籌措融資，使其能繼續為股東提供回報及為其他利益相關人士提供利益。

本集團積極及定期對資本架構進行檢討及管理，以在較高股東回報可能附帶較高借貸水平與雄厚資本狀況帶來之優勢及保障間取得平衡，並因應經濟環境之變化對資本架構作出調整。

本著業內慣例，本集團以負債對經調整資本比率作為監控其資本架構之基準。就此目的，本集團將負債界定為應付票據、銀行貸款及租賃負債之總額，經調整資本為權益之所有組成部份減非累計擬派股息。

本集團之策略與截至二零二二年三月三十一日止年度保持不變，將負債對經調整資本比率維持於30%以下。為保持或調整有關比率，本集團或會調整向股東派付之股息金額、發行新股份、向股東退回資本、籌集新債項融資或出售資產以減低負債。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 25 Capital, reserves and dividends (Continued)

### (g) Capital management (Continued)

The Group's debt-to-adjusted capital ratio at 31st March 2023 and 2022 was as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
<b>Current liabilities:</b> 流動負債：		
Bills payable 應付票據	91,712	176,748
Bank loans (note 20) 銀行貸款 (附註 20)	409,633	489,829
Lease liabilities (note 21) 租賃負債 (附註 21)	84,665	96,901
	<b>586,010</b>	<b>763,478</b>
<b>Non-current liabilities:</b> 非流動負債：		
Bank loans (note 20) 銀行貸款 (附註 20)	115,053	-
Lease liabilities (note 21) 租賃負債 (附註 21)	51,521	90,856
	<b>752,584</b>	<b>854,334</b>
<b>Total debt</b> 負債總額	<b>752,584</b>	<b>854,334</b>
Total equity 權益總額	3,100,590	3,569,099
Less: Proposed dividends (note 25(b)(i)) 減：擬派股息 (附註 25(b)(i))	(15,009)	-
<b>Adjusted capital</b> 經調整資本	<b>3,085,581</b>	<b>3,569,099</b>
<b>Debt-to-adjusted capital ratio</b> 負債對經調整資本比率	<b>24%</b>	<b>24%</b>

Certain of the Group's banking facilities are subject to fulfilment of covenants which include maintaining the Group's debt-to-adjusted capital ratio below a certain amount and maintaining the Group's net worth ratio above a certain amount. Except for the above, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 25 資本、儲備及股息 (續)

### (g) 資本管理 (續)

本集團於二零二三年及二零二二年三月三十一日之負債對經調整資本比率如下：

本集團若干銀行信貸須符合契諾，包括將本集團之負債對經調整資本比率維持於若干數值以下及將本集團之淨資產比率維持於若干數值以上。除以上所述外，本公司及其任何附屬公司概毋須遵守外部施加之資本規定。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 26 Financial risk management and fair values of financial instruments

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposures to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and exposure to credit risk is monitored on an ongoing basis.

The Group's cash and bank deposits are placed with financial institutions with sound credit ratings, and the management consider the Group's exposure to credit risk is low.

The Group does not provide any guarantees which would expose the Group to credit risk.

#### *Trade debtors and bills receivable (which are included in trade and other receivables)*

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments, when due, and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade debtors and bills receivables are generally due within one to three months from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group has no significant concentration of credit risk in industries or countries in which the customers operate. Significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 19.0% (2022: 15.5%) and 45.0% (2022: 37.6%) of the total trade and other receivables was due from the Group's largest customer and the five largest customers respectively.

## 26 財務風險管理及金融工具之公允值

本集團在一般業務過程中存在信貸、流動資金、利率及貨幣風險。本集團面臨之有關風險及本集團就管理該等風險所採用之財務風險管理政策與慣例載述如下。

### (a) 信貸風險

信貸風險指交易方違反其合約責任而導致本集團財務虧損之風險。

本集團之信貸風險主要來自應收賬款及其他應收款。管理層備有信貸政策，而所面臨之有關信貸風險持續受到監控。

本集團之現金及銀行存款乃存放於有良好信貸評級之金融機構，管理層認為本集團面臨之信貸風險為低。

本集團並無提供任何將令本集團面臨信貸風險之擔保。

#### *應收賬款及應收票據 (已包括於應收賬款及其他應收款內)*

所有要求超過特定信貸金額之客戶均須進行個別信貸評估。該等評估集中於客戶過往之到期還款記錄及現時還款能力，並會考慮客戶之特定資料以及有關客戶營運所在之經濟環境。應收賬款及應收票據一般於發單日起計一至三個月內到期。一般而言，本集團不會從客戶取得抵押品。

本集團於客戶經營業務所在之行業或國家並無重大集中信貸風險。重大集中信貸風險主要於本集團面臨個別客戶之重大風險時出現。於匯報日，本集團最大客戶及五大客戶之欠款分別佔應收賬款及其他應收款總額之19.0% (二零二二年：15.5%) 及45.0% (二零二二年：37.6%)。





(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 26 Financial risk management and fair values of financial instruments (Continued)

### (a) Credit risk (Continued)

#### Trade debtors and bills receivable (which are included in trade and other receivables) (Continued)

The Group measures loss allowances for trade debtors and bills receivable at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade debtors and bills receivable:

	2023 二零二三年		2022 二零二二年	
	Gross carrying amount 賬面總值 '000 千元	Loss allowance 虧損撥備 \$'000 千元	Gross carrying amount 賬面總值 '000 千元	Loss allowance 虧損撥備 \$'000 千元
Current (not past due) 即期 (未逾期)	712,720	-	716,025	-
Less than one month past due 逾期少於一個月	66,217	(1,829)	70,928	(1,441)
One to three months past due 逾期一至三個月	5,101	(733)	11,384	(757)
More than three months but less than twelve months past due 逾期超過三個月但少於十二個月	8,259	(1,900)	8,132	(904)
More than twelve months past due 逾期超過十二個月	1,165	(43)	2,335	(1,206)
	793,462	(4,505)	808,804	(4,308)

## 26 財務風險管理及金融工具之公允值 (續)

### (a) 信貸風險 (續)

#### 應收賬款及應收票據 (已包括於應收賬款及其他應收款內) (續)

本集團應收賬款及應收票據之虧損撥備一般按相等於可使用年期內之預期信貸虧損 (採用撥備矩陣計算) 之金額計量。由於本集團過往信貸虧損經驗並無顯示不同客戶分部之虧損模式存在巨大差異，故根據逾期狀況計算虧損撥備時並無對本集團不同客戶群體作進一步區分。

下表提供有關本集團就應收賬款及應收票據所面臨之信貸風險及預期信貸虧損之資料：





(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 26 Financial risk management and fair values of financial instruments (Continued)

### (a) Credit risk (Continued)

Trade debtors and bills receivable (which are included in trade and other receivables) (Continued)

Movement in the loss allowance account in respect of trade debtors and bills receivable during the year is as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Balance at 1st April 於四月一日結餘	4,308	2,238
Exchange adjustments 匯兌調整	(235)	52
Impairment losses recognised 確認減值虧損	1,278	2,097
Uncollectible amounts written off 不可收回金額之撇銷	(846)	(79)
Balance at 31st March 於三月三十一日結餘	4,505	4,308

### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management for daily operation, including placing short term cash deposits and raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. Cash surplus over operating needs are closely monitored and managed by the Group's central cash and treasury management system. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term. The Group's exposures to the liquidity risk and its policies for managing such risk were unchanged from the year ended 31st March 2022.

## 26 財務風險管理及金融工具之公允值 (續)

### (a) 信貸風險 (續)

應收賬款及應收票據 (已包括於應收賬款及其他應收款內) (續)

應收賬款及應收票據之虧損撥備賬於年內之變動如下：

### (b) 流動資金風險

本集團個別經營實體負責其日常運作之現金管理，包括存放短期現金存款及借入貸款以滿足預期現金需求，惟倘借貸超過若干預先釐定之授權水平，則須獲母公司董事會批准。超過營運所需之現金盈餘由本集團中央現金及財政管理制度密切監控及管理。本集團之政策乃定期監控其流動資金需要及其遵守貸款契諾之情況，以確保本集團維持充足現金儲備及獲主要金融機構承諾提供足夠之資金，以應付其短期及長期之流動資金需要。自截至二零二二年三月三十一日止年度起，本集團面臨之流動資金風險及其管理有關風險之政策概無變動。



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## 26 Financial risk management and fair values of financial instruments (Continued)

### (b) Liquidity risk (Continued)

The following table shows the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

## 26 財務風險管理及金融工具之公允值 (續)

### (b) 流動資金風險 (續)

下表呈列本集團之金融負債於匯報日之餘下合約期限，此乃根據合約未折現現金流量（包括按合約利率，或如屬浮息按匯報日通行之利率計算之利息付款）以及本集團須償還有關款項之最早日期作分析：

	2023 二零二三年					Carrying Amount 賬面值 \$'000 千元
	Contractual undiscounted cash outflow 合約未折現現金流出					
	Within one year or on demand 一年內或 按要求 \$'000 千元	More than one year but less than two years 多於一年但 少於兩年 \$'000 千元	More than two years but less than five years 多於兩年但 少於五年 \$'000 千元	After five years 五年後 \$'000 千元	Total 總計 \$'000 千元	
Trade and other payables (excluding receipts in advance and customer deposits) 應付賬款及其他應付款 (不包括預收款項及客戶按金)	1,695,182	-	-	9,483	1,704,665	1,704,665
Bank loans 銀行貸款	416,584	121,679	-	-	538,263	524,686
Lease liabilities 租賃負債	86,108	36,176	11,088	19,352	152,724	136,186
	2,197,874	157,855	11,088	28,835	2,395,652	2,365,537



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 26 Financial risk management and fair values of financial instruments (Continued)

## 26 財務風險管理及金融工具之公允值 (續)

### (b) Liquidity risk (Continued)

### (b) 流動資金風險 (續)

	2022 二零二二年				Total 總計 \$'000 千元	Carrying Amount 賬面值 \$'000 千元
	Contractual undiscounted cash outflow 合約未折現現金流出					
	Within one year or on demand 一年內或 按要求 \$'000 千元	More than one year but less than two years 多於一年但 少於兩年 \$'000 千元	More than two years but less than five years 多於兩年但 少於五年 \$'000 千元	After five years 五年後 \$'000 千元		
Trade and other payables (excluding receipts in advance and customer deposits) 應付賬款及其他應付款 (不包括預收款項及客戶按金)	2,072,191	-	-	10,240	2,082,431	2,082,431
Bank loans 銀行貸款	490,395	-	-	-	490,395	489,829
Lease liabilities 租賃負債	98,293	65,181	22,739	19,248	205,461	187,757
	2,660,879	65,181	22,739	29,488	2,778,287	2,760,017

### (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's interest rate risk arises primarily from interest-bearing borrowings, bank deposits and cash at bank. The Group monitors the level of its fixed rate and variable rate instruments. The Group's interest rate profile as monitored by management is set out in (i) below.

### (c) 利率風險

利率風險指金融工具之公允值或未來現金流量因應市場利率變動而波動之風險。

本集團之利率風險主要來自付息借貸、銀行存款及銀行結存。本集團監察其定息及浮息工具水平。本集團由管理層監控之利率資料載於下文第(i)項。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 26 Financial risk management and fair values of financial instruments (Continued)

### (c) Interest rate risk (Continued)

#### (i) Interest rate risk profile

The following table details the interest rate risk profile of the Group's interest-bearing instruments at the end of the reporting period:

	2023 二零二三年		2022 二零二二年	
	Interest rate range 利率範圍 %	Amount 金額 \$'000 千元	Interest rate range 利率範圍 %	Amount 金額 \$'000 千元
<i>Fixed rate instruments:</i> 定息工具：				
Bank deposits maturing after three months 存款期超過三個月之銀行存款	0.10	507	0.10	498
Bank deposits maturing within three months 存款期於三個月內之銀行存款	0.50 – 4.98	295,007	0.20 – 2.20	133,570
Lease liabilities 租賃負債	1.70 – 5.43	(136,186)	1.70 – 5.00	(187,757)
		159,328		(53,689)
<i>Variable rate instruments:</i> 浮息工具：				
Cash at bank 銀行結存	0.00 – 4.05	259,778	0.00 – 1.73	487,795
Bank loans 銀行貸款	3.30 – 6.77	(524,686)	0.79 – 3.90	(489,829)
		(264,908)		(2,034)
Total net instruments 工具淨總額		(105,580)		(55,723)

#### (ii) Sensitivity analysis

At 31st March 2023, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit (2022: loss) after taxation and decreased/increased (2022: increased/decreased) retained profits by approximately \$1,882,000 (2022: \$142,000).

## 26 財務風險管理及金融工具之公允值 (續)

### (c) 利率風險 (續)

#### (i) 利率資料

下表詳列本集團的付息工具於匯報日之利率資料：

#### (ii) 敏感性分析

於二零二三年三月三十一日，估計利率普遍上升／下跌一百個基點，在所有其他可變動因素保持不變之情況下，本集團除稅後溢利（二零二二年：虧損）將因此減少／增加及保留溢利將因此減少／增加（二零二二年：增加／減少）約1,882,000元（二零二二年：142,000元）。



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## 26 Financial risk management and fair values of financial instruments (Continued)

### (c) Interest rate risk (Continued)

#### (ii) Sensitivity analysis (Continued)

The sensitivity analysis above indicates the instantaneous change in the Group's profit/(loss) after taxation and retained profits in respect of the exposure to cash flow interest rate risk arising from floating rate instruments held by the Group at the end of the reporting period. The impact on the Group's profit/(loss) after taxation and retained profits is estimated as an annualised impact on interest expense of such a change in interest rates. Management assumed that certain interest-bearing borrowings maturing during the next reporting period will be rolled over upon the maturing for daily operation purposes.

The Group does not account for any fixed rate instruments at fair value through profit or loss, and the Group does not use derivative financial instruments to hedge its debt obligation. The fixed rate instruments of the Group are insensitive to any change in market interest rate. A change in interest rate at the end of the reporting period would not affect profit or loss.

The analysis has been performed on the same basis for the year ended 31st March 2022.

### (d) Currency risk

The Group is exposed to currency risk primarily through sales, purchases and borrowings which give rise to receivables, payables, cash balances and lease liabilities that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars ("USD"), Australian dollars ("AUD"), Singapore dollars ("SGD"), Renminbi ("RMB") and Euros ("EUR").

For group entities whose functional currency is Hong Kong dollars ("HKD"), all sales and purchases are denominated in either HKD or USD, except for certain transactions with group entities and purchases that are denominated in AUD, SGD, RMB and EUR. Given the HKD is pegged to the USD, management does not expect that there will be any significant currency risk associated with such USD denominated transactions.

## 26 財務風險管理及金融工具之公允值 (續)

### (c) 利率風險 (續)

#### (ii) 敏感性分析 (續)

上述敏感性分析顯示本集團於匯報日持有之浮動利率工具引致本集團面臨現金流量利率風險之除稅後溢利／(虧損)及保留溢利之即時變動。本集團除稅後溢利／(虧損)及保留溢利所受影響，乃按利率變動對利息支出之年度化影響估計。管理層假設於下一個報告期間到期之若干附息借貸於到期後將續借以作日常營運之用。

本集團並無將任何定息工具按公允值計算並計入損益，且本集團亦無使用衍生金融工具對沖其債務責任。本集團之定息工具對任何市場利率變動並不敏感。匯報日之利率變動並不影響損益。

截至二零二二年三月三十一日止年度之分析乃按照相同基準進行。

### (d) 貨幣風險

本集團面臨之貨幣風險主要來自因買賣及借貸而產生之應收款、應付款、現金結餘及租賃負債，該等項目乃按外幣（即交易所涉業務之功能貨幣以外之貨幣）計值。產生有關風險之貨幣主要為美元（「美元」）、澳元（「澳元」）、坡幣（「坡幣」）、人民幣（「人民幣」）及歐元（「歐元」）。

就功能貨幣為港幣（「港幣」）之集團實體而言，除若干與集團實體進行之交易及採購以澳元、坡幣、人民幣及歐元計值外，所有買賣均按港幣或美元計值。由於港幣與美元掛鈎，管理層預期有關該等以美元計值之交易並無任何重大貨幣風險。



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## 26 Financial risk management and fair values of financial instruments (Continued)

### (d) Currency risk (Continued)

For group entities whose functional currency is a currency other than HKD, except for certain sales and transactions with group entities and certain borrowings from group entities that are denominated in HKD, most of the other transactions are denominated in their functional currencies.

The Group's policies for managing such risk were unchanged from the year ended 31st March 2022. During the year ended 31st March 2023, the Group uses bank balances to hedge its currency risk arising from the purchase of raw materials that are denominated in foreign currency and classifies these as cash flow hedges as set out in note 18(a).

In respect of other trade receivables and payables denominated in foreign currencies, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

#### (i) Exposure to currency risk

The following table details the Group's significant exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in HKD, translated using the spot rates at the year end. Differences resulting from the translation of the financial statements of subsidiaries and joint venture outside Hong Kong into the Group's presentation currency, the exposure arising from the borrowings from group entities that in substance form part of the net investment in subsidiaries and the bank balances that are designated as a hedge of the Group's foreign currency risk of highly probable forecast transactions or committed future transactions are excluded.

## 26 財務風險管理及金融工具之公允值 (續)

### (d) 貨幣風險 (續)

就功能貨幣為港幣以外之貨幣之集團實體而言，除若干出售及與集團實體進行之交易以及與集團實體之若干借貸按港幣計值外，其他大部份交易均按其功能貨幣計值。

自截至二零二二年三月三十一日止年度起，本集團管理有關風險之政策並無變動。於截至二零二三年三月三十一日止年度，本集團利用銀行結存對沖其購置以外幣計值之原材料時所產生之貨幣風險，並如附註18(a)所載將該等銀行結存分類為現金流量對沖。

就以外幣計值之其他應收賬款及應付賬款而言，本集團在有需要時按即期匯率買賣外幣，以處理短期失衡情況，確保淨風險乃維持於可接納水平。

#### (i) 承受之貨幣風險

下表詳列本集團於匯報日以有關實體之功能貨幣以外之貨幣計值之已確認資產或負債所產生之重大貨幣風險。有關風險承擔之金額乃按年結之即期匯率換算為港幣作呈列之用。換算香港以外地區附屬公司及合營公司之財務報表為本集團之呈列貨幣而產生之差額、來自集團實體之借貸（實質構成於附屬公司之投資淨額之一部份）之風險，以及指定用作對沖本集團預期很可能進行之交易或已承諾進行之未來交易之外匯風險之銀行結存並不包括在內。





(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 26 Financial risk management and fair values of financial instruments (Continued)

### (d) Currency risk (Continued)

#### (i) Exposure to currency risk (Continued)

## 26 財務風險管理及金融工具之公允值 (續)

### (d) 貨幣風險 (續)

#### (i) 承受之貨幣風險 (續)

	Exposure to foreign currencies (expressed in HKD) 外匯風險承擔 (以港幣計算)											
	2023 二零二三年						2022 二零二二年					
	USD	EUR	SGD	HKD	RMB	AUD	USD	EUR	SGD	HKD	RMB	AUD
	美元	歐元	坡幣	港幣	人民幣	澳元	美元	歐元	坡幣	港幣	人民幣	澳元
\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	
Cash and bank deposits 現金及銀行存款	12,811	-	-	127	79,949	123	5,996	1	-	4,065	152,870	614
Amount due from/(to) group companies 應收/(應付)集團成員公司款項	10,036	(1,342)	2,567	(303,286)	563,495	45,994	6,500	-	1,742	(769,127)	50,659	9,524
Trade and other payables 應付賬款及其他應付款	(25,267)	(529)	(419)	-	(18,152)	(1,190)	(13,679)	(9)	(939)	-	(739)	(1,034)
Net exposure arising from recognised assets and liabilities 已確認資產及負債產生之風險承擔淨額	(2,420)	(1,871)	2,148	(303,159)	625,292	44,927	(1,183)	(8)	803	(765,062)	202,790	9,104



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 26 Financial risk management and fair values of financial instruments (Continued)

### (d) Currency risk (Continued)

#### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit/(loss) after taxation and retained profits that would arise if foreign exchange rates to which the Group entities have significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

## 26 財務風險管理及金融工具之公允值 (續)

### (d) 貨幣風險 (續)

#### (ii) 敏感性分析

下表列示於匯報日本集團各實體面對重大風險之匯率於該日出現變動可能導致本集團除稅後溢利／(虧損)及保留溢利之即時變動(假設所有其他風險可變動因素維持不變)。就此而言，乃假設港幣與美元之聯繫匯率不會因美元兌其他貨幣之任何匯價走勢變動而受到重大影響。

	2023 二零二三年		2022 二零二二年	
	Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌)	Increase/ (decrease) in profit after taxation and retained profits 除稅後溢利 及保留溢利 上升/(下跌) \$'000 千元	Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌)	Decrease/ (increase) in loss after taxation and increase/ (decrease) in retained profits 除稅後虧損 下跌/(上升) 及保留溢利 上升/(下跌) \$'000 千元
USD 美元	5% (5)%	(97) 97	5% (5)%	(239) 239
EUR 歐元	5% (5)%	(72) 72	5% (5)%	- -
SGD 坡幣	5% (5)%	90 (90)	5% (5)%	34 (34)



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

**26 Financial risk management and fair values of financial instruments (Continued)**

- (d) Currency risk (Continued)  
(ii) Sensitivity analysis (Continued)

**26 財務風險管理及金融工具之公允值 (續)**

- (d) 貨幣風險 (續)  
(ii) 敏感性分析 (續)

	2023 二零二三年		2022 二零二二年	
	Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌)	Increase/ (decrease) in profit after taxation and retained profits 除稅後溢利 及保留溢利 上升/(下跌) \$'000 千元	Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌)	Decrease/ (increase) in loss after taxation and increase/ (decrease) in retained profits 除稅後虧損 下跌/(上升) 及保留溢利 上升/(下跌) \$'000 千元
HKD 港幣	5% (5)%	(15,160) 15,160	5% (5)%	(38,374) 38,374
RMB 人民幣	5% (5)%	30,402 (30,402)	5% (5)%	8,640 (8,640)
AUD 澳元	5% (5)%	2,202 (2,202)	5% (5)%	456 (456)



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 26 Financial risk management and fair values of financial instruments (Continued)

### (d) Currency risk (Continued)

#### (ii) Sensitivity analysis (Continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit/(loss) after taxation measured in the respective functional currencies, translated into HKD at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of subsidiaries and joint venture outside Hong Kong into the Group's presentation currency, the exposure arising from the borrowings from group entities that in substance form part of the net investment in subsidiaries and the bank balances that are designated as a hedge of the Group's foreign currency risk of highly probable forecast transactions or committed future transactions. The analysis has been performed on the same basis for the year ended 31st March 2022.

## 26 財務風險管理及金融工具之公允值 (續)

### (d) 貨幣風險 (續)

#### (ii) 敏感性分析 (續)

上表呈述之分析結果顯示本集團各實體以各自功能貨幣計算之除稅後溢利／(虧損)，按匯報日通行之匯率換算為港幣以作呈報之總體即時影響。

敏感性分析乃假設匯率變動應用於重新計量本集團於匯報日持有令本集團面對外匯風險之該等金融工具，包括本集團公司間以貸款人或借款人之功能貨幣以外之貨幣計值之應付款及應收款。分析不包括因換算香港以外地區附屬公司及合營公司之財務報表為本集團之呈列貨幣而產生之差額、來自集團實體之借貸（實質構成於附屬公司之投資淨額之一部份）而產生之風險，以及指定用作對沖本集團預期很可能進行之交易或已承諾進行之未來交易之外匯風險之銀行結存。截至二零二二年三月三十一日止年度之分析乃按照相同基準進行。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 27 Commitments

(a) Capital commitments outstanding at 31st March 2023 not provided for in the financial statements were as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Contracted for 已訂約	30,176	89,892
Authorised but not contracted for 已授權但未訂約	184,592	263,146
	<b>214,768</b>	353,038

As at 31st March 2023, the Group is committed to certain contracts for the purchase of factory machinery and equipment.

(b) The Group's share of capital commitments of the joint venture not included above are as follows:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Authorised but not contracted for 已授權但未訂約	86	311

## 28 Equity transaction with non-controlling interests

On 13th February 2023, the Group acquired the remaining 49% equity interest in Vitasoy Australia Products Pty. Ltd. ("VAP") from National Foods Holdings Ltd. ("National Foods") for AUD51,000,000 in cash (equivalent to approximately \$280,345,000), increasing the Group's equity interest in VAP from 51% to 100%. The fair value for the shares acquisition was determined by an independent valuer jointly appointed by both parties. At the date of acquisition, the carrying amount of VAP's net assets amounted to \$261,290,000. The acquisition resulted in a decrease in non-controlling interest of \$128,032,000 and an increase in other reserve of \$152,313,000.

## 27 承擔

(a) 於二零二三年三月三十一日，未在財務報表中撥備之未付資本承擔如下：

於二零二三年三月三十一日，本集團承諾履行若干購買工廠機器及設備之合約。

(b) 未有計入上文本集團應佔合營公司之資本承擔如下：

## 28 與非控股權益之權益交易

於二零二三年二月十三日，本集團自 National Foods Holdings Ltd. (「National Foods」) 以現金 51,000,000 澳元（相當於約 280,345,000 元）收購 Vitasoy Australia Products Pty. Ltd. (「VAP」) 餘下 49% 股權，使本集團於 VAP 的股權由 51% 增加至 100%。股份收購的公允值由訂約方共同委任的獨立估值師釐定。於收購當日，VAP 淨資產賬面值為 261,290,000 元，而收購導致非控股權益減少 128,032,000 元，其他儲備增加 152,313,000 元。



(Expressed in Hong Kong dollars unless otherwise indicated)  
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## 29 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

### (a) Transactions with related parties

- (i) The products of the Group are distributed in Australia by a related party (non-controlling interests of the Company's subsidiary up to 12th February 2023) and a management fee is charged for the provision of services. The management fee is calculated based on a pre-determined percentage of the net sales of products distributed by the related party. On 13th February 2023, the entity ceased to be a related party of the Group after the equity transaction disclosed in note 28 and the agreement was terminated. Total management fees charged by the related party for the year amounted to \$25,371,000 (2022: \$31,070,000). The amount due to the related party as at 31st March 2022 amounted to \$8,015,000.
- (ii) On 29th July 2013, the Group entered into a distribution agreement with a related party (non-controlling interests of the Company's subsidiaries up to 12th February 2023) in New Zealand pursuant to which the related party agreed to distribute the products of the Group in New Zealand. A management fee is charged for the provision of services. The management fee is calculated based on a pre-determined percentage of the net sales of products distributed by the related party. The distribution agreement with the related party was terminated effective from 1st October 2021 and the entity ceased to be a related party of the Group on 13th February 2023 after the equity transaction disclosed in note 28. No management fee was charged by the related party for the year (2022: \$3,209,000). No amount was due to the related party as at 31st March 2022.
- (iii) The Group has entered into a distribution agreement with a joint venture in the Philippines pursuant to which the Group agreed to supply soya related beverages and raw materials to the joint venture. Total sales to the joint venture for the year amounted to \$23,117,000 (2022: \$13,345,000). The amount due from the joint venture as at 31st March 2023 amounted to \$10,452,000 (2022: \$4,919,000).

## 29 重大關連人士交易

除該等財務報表另有披露之交易及結餘外，本集團已訂立以下重大關連人士交易。

### (a) 與關連人士之交易

- (i) 本集團之產品由一名關連人士（為本公司附屬公司之非控股權益直至二零二三年二月十二日）於澳洲分銷，該人士就提供服務收取管理費用。管理費用按預先釐定之該關連人士分銷產品銷售淨額之百分比計算。於二零二三年二月十三日，該實體在附註 28 所披露之權益交易後不再為本集團之關連人士，該協議亦已終止。年內，該關連人士收取之管理費用合共 25,371,000 元（二零二二年：31,070,000 元）。於二零二二年三月三十一日應付予該關連人士之款項為 8,015,000 元。
- (ii) 於二零一三年七月二十九日，本集團與一名關連人士（為本公司附屬公司之非控股權益直至二零二三年二月十二日）於新西蘭訂立一項分銷協議，據此，該關連人士同意於新西蘭分銷本集團之產品。該關連人士就提供服務收取管理費用。管理費用按預先釐定之該關連人士分銷產品銷售淨額之百分比計算。與該關連人士訂立之分銷協議已於二零二一年十月一日終止，而該實體已在附註 28 所披露之權益交易後於二零二三年二月十三日不再為本集團之關連人士。年內，並無該關連人士收取之管理費用（二零二二年：3,209,000 元）。於二零二二年三月三十一日概無應付予該關連人士之款項。
- (iii) 本集團已與一間菲律賓合營公司訂立一項分銷協議，據此，本集團同意向該合營公司供應大豆相關飲品及原材料。年內，向該合營公司作出之銷售總額為 23,117,000 元（二零二二年：13,345,000 元）。於二零二三年三月三十一日應收該合營公司之款項為 10,452,000 元（二零二二年：4,919,000 元）。





(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

## 29 Material related party transactions (Continued)

### (a) Transactions with related parties (Continued)

- (iv) The Group has entered into a loan agreement with its joint venture in the Philippines pursuant to which the Group agreed to provide a loan to finance the business activities of the joint venture. The loan bears interest at 4.75% per annum and is unsecured, and was capitalised during the year. No interest income was received from the joint venture for the year (2022: \$894,000).

The related party transactions in respect of (i) and (ii) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules (the “Chapter 14A”). However, they are exempt from the disclosure requirements in Chapter 14A as they are below the de minimis threshold under Rule 14A.76(1).

Equity transaction disclosed in note 28 constitutes a connected transaction as defined in Chapter 14A and is subject to the reporting and announcement requirements, but is exempt from the circular, independent financial advice and shareholders’ approval requirements under Chapter 14A.

### (b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company’s Directors as disclosed in note 7 and certain of the highest paid individuals as disclosed in note 8, is as follows:

	2023 二零二三年 \$’000 千元	2022 二零二二年 \$’000 千元
Short-term employee benefits 短期僱員福利	40,959	38,263
Post-employment benefits 離職後福利	1,406	1,451
Equity compensation benefits 股本補償福利	15,227	7,715
	<b>57,592</b>	47,429

Total remuneration is included in “staff costs” (see note 5(b)).

## 29 重大關連人士交易 (續)

### (a) 與關連人士之交易 (續)

- (iv) 本集團已與其菲律賓合營公司訂立一項貸款協議，據此，本集團同意提供一筆貸款，為該合營公司之業務活動撥資。該貸款按年息4.75%計息，並無抵押，且於年內被資本化。於年內，概無收取來自該合營公司之利息收入（二零二二年：894,000元）。

上述有關第(i)及(ii)項之關連人士交易構成上市規則第14A章（「第14A章」）所界定之持續關連交易。然而，由於該等交易低於第14A.76(1)條最低門檻，因此獲豁免遵守第14A章之披露規定。

附註28所披露之權益交易構成第14A章所界定之關連交易，並須遵守報告及公告規定，惟獲豁免遵守第14A章項下之通函、獨立財務意見及股東批准規定。

### (b) 關鍵管理人員之酬金

本集團關鍵管理人員之酬金（包括附註7所披露向本公司董事支付之款項以及附註8所披露向若干最高薪人士支付之款項）如下：

總酬金已計入「員工成本」(見附註5(b))。



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

### 30 Company-level statement of financial position

### 30 公司層面之財務狀況表

	Note 附註	2023 二零二三年		2022 二零二二年	
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Non-current assets</b> <b>非流動資產</b>					
Property, plant and equipment 物業、廠房及設備					
- Investment properties - 投資物業			3,123		3,250
- Right-of-use assets - 使用權資產			61,507		105,302
- Other property, plant and equipment - 其他物業、廠房及設備			481,442		542,197
			546,072		650,749
Interest in subsidiaries 於附屬公司之權益			1,646,958		1,507,711
Deposits for the acquisition of property, plant and equipment 購買物業、廠房及設備之訂金			-		102
Employee retirement benefit assets 僱員退休福利資產			-		170
			2,193,030		2,158,732
<b>Current assets</b> <b>流動資產</b>					
Inventories 存貨		196,367		179,831	
Trade and other receivables 應收賬款及其他應收款		511,879		492,528	
Amounts due from subsidiaries 應收附屬公司款項		632,513		485,627	
Current tax recoverable 應收現期稅項		10,482		18,114	
Cash and bank deposits 現金及銀行存款		425,550		394,388	
		1,776,791		1,570,488	
<b>Current liabilities</b> <b>流動負債</b>					
Trade and other payables 應付賬款及其他應付款		637,920		639,737	
Bank loans 銀行貸款		100,000		109,000	
Amounts due to subsidiaries 應付附屬公司款項		254,201		88,214	
Lease liabilities 租賃負債		50,477		62,918	
		1,042,598		899,869	
<b>Net current assets</b> <b>淨流動資產</b>			734,193		670,619
<b>Total assets less current liabilities</b> <b>總資產減流動負債</b>			2,927,223		2,829,351



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

**30 Company-level statement of financial position (Continued)**

**30 公司層面之財務狀況表(續)**

	Note 附註	2023 二零二三年		2022 二零二二年	
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Non-current liabilities</b> <b>非流動負債</b>					
Lease liabilities 租賃負債		20,386		55,937	
Employee retirement benefit liabilities 僱員退休福利負債		12,462		-	
Deferred tax liabilities 遞延稅項負債		55,067		64,607	
			87,915		120,544
<b>NET ASSETS</b> <b>淨資產</b>			2,839,308		2,708,807
<b>CAPITAL AND RESERVES</b> <b>資本及儲備</b>					
Share capital 股本	25(a)		1,021,453		1,013,028
Reserves 儲備			1,817,855		1,695,779
<b>TOTAL EQUITY</b> <b>權益總額</b>			2,839,308		2,708,807

Approved and authorised for issue by the Board of Directors on 20th June 2023.

於二零二三年六月二十日獲董事會批准並授權發佈。

**Winston Yau-lai LO**  
羅友禮  
Director  
董事

**Roberto GUIDETTI**  
陸博濤  
Director  
董事



(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，以港幣計算)

### 31 Non-adjusting events after the reporting period

Subsequent to the end of the reporting period, the Directors proposed a final dividend. Further details are disclosed in note 25(b)(i).

### 32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31st March 2023

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31st March 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

### 31 毋須作出調整之匯報日後事項

董事於匯報日後建議派發末期股息。進一步詳情於附註25(b)(i)中披露。

### 32 已頒佈但尚未於截至二零二三年三月三十一日止年度生效之修訂、新訂準則及詮釋可能構成之影響

截至該等財務報表刊發之日，香港會計師公會已頒佈截至二零二三年三月三十一日止年度尚未生效，亦無在該等財務報表採用之數項新訂或經修訂準則，當中包括下列可能與本集團相關之修訂。

	Effective for accounting periods beginning on or after 於下列日期 或之後開始之 會計期間生效
HKFRS 17, <i>Insurance contracts</i> 《香港財務報告準則》第17號「保險合約」	1st January 2023 二零二三年一月一日
Amendments to HKAS 1, <i>Presentation of financial statements</i> and HKFRS Practice Statement 2, <i>Making materiality judgements: Disclosure of accounting policies</i> 《香港會計準則》第1號「財務報表之呈列」及《香港財務報告準則實務報告》第2號「作出重大判斷：會計政策披露」之修訂	1st January 2023 二零二三年一月一日
Amendments to HKAS 8, <i>Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates</i> 《香港會計準則》第8號「會計政策、會計估計及差誤之變動：會計估計之定義」之修訂	1st January 2023 二零二三年一月一日
Amendments to HKAS 12, <i>Income taxes: Deferred tax related to assets and liabilities arising from a single transaction</i> 《香港會計準則》第12號「所得稅：與單項交易產生之資產及負債有關之遞延稅項」之修訂	1st January 2023 二零二三年一月一日
Amendments to HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i> 《香港會計準則》第1號「財務報表之呈列：將負債分類為流動或非流動」之修訂	1st January 2024 二零二四年一月一日
Amendments to HKAS 1, <i>Presentation of financial statements: Non-current liabilities with covenants</i> 《香港會計準則》第1號「財務報表之呈列：附帶契諾之非流動負債」之修訂	1st January 2024 二零二四年一月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far the Group concluded that the adoption of any of the above amendments or new standard is unlikely to have a significant impact on the consolidated financial statements.

本集團正評估該等修訂於首次應用期間之預期影響。直到目前為止，採納上述任何修訂或新訂準則預期不會對本集團綜合財務報表產生重大影響。



## Five Year Summary 五年財務摘要

(Expressed in Hong Kong dollars) (以港幣計算)

	Note 附註	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
<b>Results</b> <b>業績</b>						
Revenue 收入	2	6,340,559	6,501,215	7,519,817	7,232,641	7,526,495
Profit/(loss) from operations 經營溢利／(虧損)	1, 2	103,593	(212,851)	843,471	707,433	977,160
Finance costs 融資成本	1, 3	(32,547)	(23,071)	(11,770)	(10,932)	(2,086)
Share of losses of joint venture 所佔合營公司虧損		(22,253)	-	(22,242)	(17,433)	(19,236)
Impairment loss on interest in joint venture 合營公司權益之減值虧損		-	-	(42,800)	-	-
Profit/(loss) before taxation 除稅前溢利／(虧損)		48,793	(235,922)	766,659	679,068	955,838
Income tax 所得稅	1, 2, 3	(27,736)	74,541	(177,151)	(109,477)	(208,143)
Profit/(loss) for the year 本年度溢利／(虧損)		21,057	(161,381)	589,508	569,591	747,695
Attributable to: 下列人士應佔：						
- Equity shareholders of the Company - 本公司股權持有人		45,721	(158,750)	548,346	535,878	695,907
- Non-controlling interests - 非控股權益		(24,664)	(2,631)	41,162	33,713	51,788
Profit/(loss) for the year 本年度溢利／(虧損)		21,057	(161,381)	589,508	569,591	747,695
<b>Assets and liabilities</b> <b>資產及負債</b>						
Property, plant and equipment 物業、廠房及設備	1	3,392,122	3,968,218	4,142,718	3,712,005	2,939,306
Other non-current assets 其他非流動資產		261,112	282,739	163,942	181,288	163,852
Net current (liabilities)/assets 淨流動(負債)／資產	1	(275,637)	(475,424)	(114,224)	(185,794)	488,007
Total assets less current liabilities 總資產減流動負債	1	3,377,597	3,775,533	4,192,436	3,707,499	3,591,165
Non-current liabilities 非流動負債	1	(277,007)	(206,434)	(235,562)	(289,395)	(121,605)
<b>NET ASSETS</b> <b>淨資產</b>		<b>3,100,590</b>	<b>3,569,099</b>	<b>3,956,874</b>	<b>3,418,104</b>	<b>3,469,560</b>



## Five Year Summary 五年財務摘要

(Expressed in Hong Kong dollars) (以港幣計算)

	Note 附註	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
<b>Capital and reserves</b> <b>資本及儲備</b>						
Share capital 股本		1,021,453	1,013,028	984,030	939,328	898,961
Reserves 儲備	2, 3	1,963,262	2,244,885	2,632,023	2,189,062	2,266,451
Total equity attributable to equity shareholders of the Company 本公司股權持有人應佔權益總額		2,984,715	3,257,913	3,616,053	3,128,390	3,165,412
Non-controlling interests 非控股權益		115,875	311,186	340,821	289,714	304,148
<b>TOTAL EQUITY</b> <b>權益總額</b>		<b>3,100,590</b>	<b>3,569,099</b>	<b>3,956,874</b>	<b>3,418,104</b>	<b>3,469,560</b>
Earnings/(loss) per share 每股盈利/(虧損)						
- Basic - 基本		4.3 cents 仙	(14.9 cents 仙)	51.5 cents 仙	50.4 cents 仙	65.6 cents 仙
- Diluted - 攤薄		4.3 cents 仙	(14.9 cents 仙)	51.0 cents 仙	49.9 cents 仙	65.0 cents 仙

### Notes to the five year summary

- As a result of the adoption of HKFRS 16, *Leases*, with effect from 1st April 2019, the Group has changed its accounting policies in respect of the lessee accounting model. In accordance with the transitional provisions of the standard, the changes in accounting policies were adopted by way of opening balance adjustments to recognise right-of-use assets and lease liabilities as at 1st April 2019. After initial recognition of these assets and liabilities, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Figures in years earlier than 2020 are stated in accordance with the policies applicable in those years.
- As a result of the adoption of HKFRS 15, *Revenue from contracts with customers*, with effect from 1st April 2018, the Group changed its accounting policies in respect of revenue recognition. Figures in years earlier than 2019 are stated in accordance with the policies applicable in those years.
- The Group adopted HKFRS 9, *Financial instruments*, including the amendments to HKFRS 9, *Prepayment features with negative compensation*, from 1st April 2018. As a result, the Group changed its accounting policies in relation to financial instruments. As allowed by HKFRS 9, the Group did not restate information relating to prior years. There was no difference in the carrying amounts of the financial assets and financial liabilities resulting from the adoption of HKFRS 9. Figures in years earlier than 2019 are stated in accordance with the policies applicable in those years.

### 五年財務摘要附註

- 由於採納自二零一九年四月一日起生效之《香港財務報告準則》第16號「租賃」，本集團變更有關承租人會計模式之會計政策。根據該準則之過渡性條文，會計政策之變動獲採納之方式為透過期初結餘調整之方式以確認於二零一九年四月一日之使用權資產及租賃負債。於初步確認該等資產及負債後，本集團（作為承租人）須確認租賃負債未償還結餘產生之利息費用及使用權資產折舊，而非根據過往之政策以直線法基準確認租期內經營租賃產生之租金費用。二零二零年以前的數字根據相關年度的適用政策呈列。
- 由於採納自二零一八年四月一日起生效之《香港財務報告準則》第15號「客戶合約收入」，本集團變更有關收入確認之會計政策。二零一九年以前的數字根據相關年度的適用政策呈列。
- 本集團自二零一八年四月一日起採納《香港財務報告準則》第9號「金融工具」，包括《香港財務報告準則》第9號「具有負補償特性之預付款項」之修訂。因此，本集團已變更有關金融工具的會計政策。根據《香港財務報告準則》第9號，本集團並無重列先前年度之資料。採納《香港財務報告準則》第9號並無導致金融資產及金融負債之賬面值出現差異。二零一九年以前的數字根據相關年度的適用政策呈列。





Vitasoy International Holdings Limited  
1 Kin Wong Street, Tuen Mun  
The New Territories, Hong Kong

維他奶國際集團有限公司  
香港新界屯門建旺街一號

Tel 電話 : (852) 2466 0333  
Fax 傳真 : (852) 2456 3441



www.vitasoy.com