



KINGMAKER FOOTWEAR HOLDINGS LIMITED
信星鞋業集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 01170



Annual Report **2020** 年報

Contents

目錄

Corporate Information 公司資料	2
Financial Highlights 財務摘要	4
Chairman's Statement 主席報告	6
Management Discussion and Analysis 管理層討論及分析	16
Environmental, Social and Governance Report 環境·社會及管治報告	30
Corporate Governance Report 企業管治報告	52
Directors and Senior Management Profiles 董事及高層管理人員履歷	73
Report of the Directors 董事會報告	85
Independent Auditor's Report 獨立核數師報告	100
Audited Financial Statements 經審核財務報表	
Consolidated Statement of Profit or Loss 綜合損益表	110
Consolidated Statement of Comprehensive Income 綜合全面收益表	111
Consolidated Statement of Financial Position 綜合財務狀況表	113
Consolidated Statement of Changes in Equity 綜合權益變動表	115
Consolidated Statement of Cash Flows 綜合現金流量表	117
Notes to Financial Statements 財務報表附註	120
Particulars of Investment Properties Held by the Group 本集團持有之投資物業詳情	255



Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mdm. Huang Hsiu-duan, Helen
Mr. Mumma, Adin David (resigned on 1 May 2019)
Mr. Wong Hei-chiu
Mr. Chen Yi-wu, Ares
(appointed as executive director on 1 May 2019)

Non-executive Directors

Mr. Chan Ho-man, Daniel
Mr. Kimmel, Phillip Brian
Dr. Chow Wing-kin, Anthony, SBS, J.P.

Independent non-executive Directors

Mr. Tam King-ching, Kenny
Mr. Yung Tse-kwong, Steven
Ms. Chan Mei-bo, Mabel

COMPANY SECRETARY

Mr. Wong Hei-chiu

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

17th Floor
Empress Plaza
17-19 Chatham Road South
Tsimshatsui
Kowloon
Hong Kong

SOLICITORS

Guantao and Chow
Solicitors and Notaries

AUDITOR

Ernst & Young
Certified Public Accountants

董事會

執行董事

黃秀端女士
馬大衛先生 (於二零一九年五月一日辭任)
黃禧超先生
陳奕舞先生
(於二零一九年五月一日獲委任為執行董事)

非執行董事

陳浩文先生
柯民佑先生
周永健博士，銀紫荊星章，太平紳士

獨立非執行董事

譚競正先生
戎子江先生
陳美寶女士

公司秘書

黃禧超先生

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

香港總辦事處及主要營業地點

香港
九龍
尖沙咀
漆咸道南17-19號
帝后廣場
17樓

律師

觀韜律師事務所
律師及公證人

核數師

安永會計師事務所
執業會計師

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited
China Construction Bank (Asia) Corporation Limited
Credit Agricole Corporate & Investment Bank

STOCK CODE

01170

WEBSITE

<http://www.irasia.com/listco/hk/kingmaker>

KEY DATES

Closure of Register of Members

Entitlement to attend and vote at the Annual General Meeting

21 August 2020 to 26 August 2020

Entitlement to the proposed special dividend

2 September 2020 to 4 September 2020

Annual General Meeting

26 August 2020

Proposed Payment Date of Special Dividend

On or about 25 September 2020

百慕達主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
灣仔
皇后大道東183號
合和中心54樓

主要往來銀行

中國工商銀行(亞洲)有限公司
中國建設銀行(亞洲)股份有限公司
東方匯理銀行企業及投資銀行

股份代號

01170

網站

<http://www.irasia.com/listco/hk/kingmaker>

重要日期

暫停辦理股份過戶登記

獲得出席股東週年大會並於會上投票的資格

二零二零年八月二十一日至二零二零年八月二十六日

擬派特別股息的獲得資格

二零二零年九月二日至二零二零年九月四日

股東週年大會

二零二零年八月二十六日

建議派發特別股息日期

二零二零年九月二十五日或該日前後

Financial Highlights

財務摘要

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	Change 變動
Revenue	收益	1,050,064	1,100,649	-4.6%
Gross profit	毛利	74,315	116,255	-36.1%
Gross profit margin	毛利率	7.1%	10.6%	-3.5 points -3.5個百分點
Profit/(loss) for the year attributable to equity holders of the Company	本公司權益持有人應佔年內溢利/(虧損)	(51,386)	35,593	N/A 不適用
Basic earnings/(loss) per share	每股基本盈利/(虧損)	HK cents 港仙 (7.50)	5.14	N/A 不適用
Proposed final and special dividends	擬派末期及特別股息			
Interim dividend per share	每股中期股息	-	2.8	
Special interim dividend per share	每股特別中期股息	2.0	1.2	
Final dividend per share	每股末期股息	-	-	
Special final dividend per share	每股特別末期股息	2.0	2.0	
Total dividends per share for the year	全年每股股息合計	4.0	6.0	-33.3%

• Cash and cash equivalents of approximately HK\$444 million

• 現金及等同現金項目約444,000,000港元

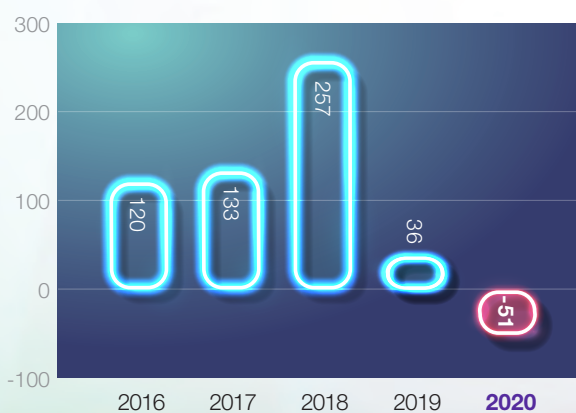
Turnover 營業額

(HK\$ Mil 百萬港元)



Profit/(loss) for the Year Attributable to Equity Holders of the Company 本公司權益持有人應佔年度溢利/(虧損)

(HK\$ Mil 百萬港元)



Financial Highlights 財務摘要

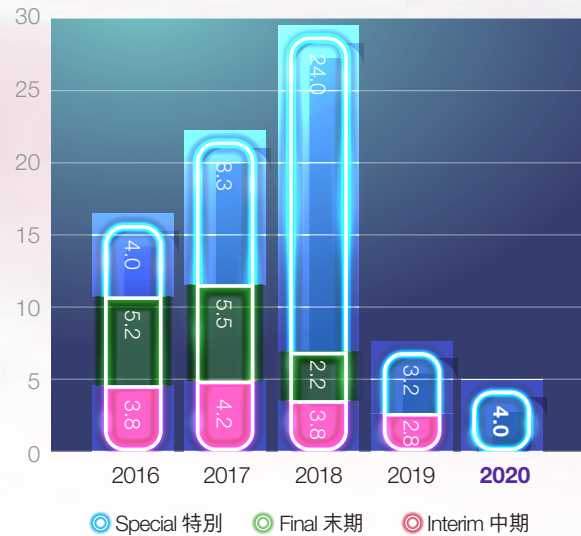
Net Asset Value Per Share Attributable to Equity Holders of the Company 本公司權益持有人應佔每股資產淨值

(HK\$ 港元)

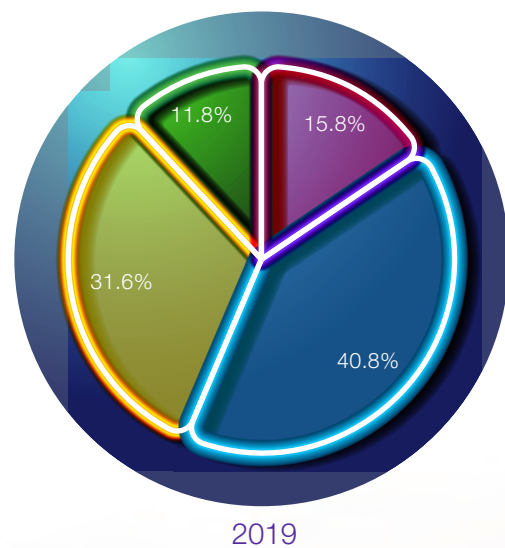
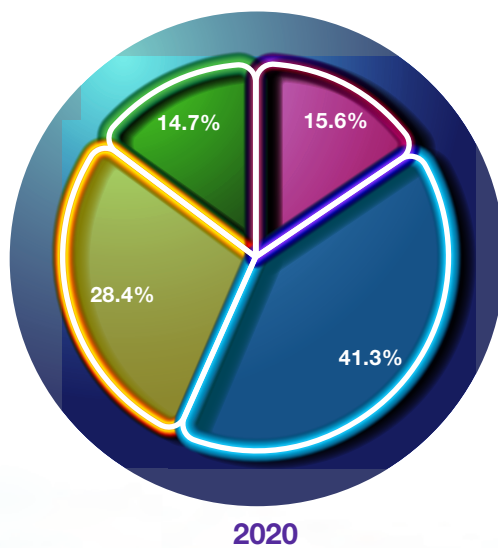


Dividend Per Share 每股股息

(HK Cents 港仙)



Revenue (by geography) 收益 (按地區劃分)



● Others 其他
 ● Asia 亞洲
 ● Europe 歐洲
 ● United States of America 美國

Chairman's Statement 主席報告

I am honored and humbled to address you for the first time as the Chairman of the Board. In this report, we will share with you our developments over the past year, ongoing plans and how we adjust them in response to new challenges, and importantly, the strategy we will adopt to weather and recover from the COVID-19 crisis.

For 40 years, our people have been building Kingmaker Footwear brick-by-brick in partnership with world-leading brands. These are highly uncertain times, but I remain confident in our long-term strategy and core manufacturing competence to revive our business and return to a sustainable growth track.

Huang Hsiu-duan, Helen

Chairman

很榮幸首次以董事會主席身份發表年度報告，我當懷謙卑之心，勤勉務實，擔起重任。本報告中，我們將闡釋集團過去一年的發展，匯報當前各項部署及如何因應新挑戰而調整計劃，並重點論述我們將採取的策略，助集團渡過2019冠狀病毒(COVID-19)危機並邁向復甦。

過去四十年，我們的團隊與世界領先品牌攜手，一磚一瓦建立信星鞋業。我們現正經歷非常不明朗的時期，但我對集團的長遠策略和核心生產實力充滿信心，當可引領業務復元並重回可持續發展的軌道。

主席

黃秀端



MACROECONOMIC DISCUSSION

The financial year ended 31 March 2020 witnessed persisting weakness in retail markets across most developed economies. Tensions between the United States (the "US") and mainland China, despite a phase one trade deal signed in January 2020, have also caused global trade disruptions and undermined business confidence.

Impact of the COVID-19 Outbreak

The onset of the COVID-19 outbreak in early 2020 aggravated the disruption to the global supply chain, and has unleashed a series of unprecedented events affecting almost every economy. Global retail spending is expected to fall amid pandemic-led lockdowns.

Challenges including more rapid consumer demand shifts and widespread discounting, compounded by the impact of store shutdowns, have driven footwear brands to step up speed-to-market strategies, thus requiring suppliers to cope flexibly with their conservative procurement plans and short turnaround time.

Volatility and further economic slowdown will most likely be the overriding theme for the year ending 31 March 2021. Across all the markets where the Group's products are shipped, none will have immunity from a growth rate dip as they brace for heightened uncertainties in both the socio-political and economic realms. Further declines in apparel and footwear sales are expected, owing to weak retail sentiments and COVID-19 impacts. It will take time for branded customers to digest inventories before order placements can pick up again for the Group. We therefore expect our business to remain slow until at least the end of 2020.

宏觀經濟討論

截至二零二零年三月三十一日止財政年度內，大部分已發展經濟體的零售市場持續疲弱。儘管中美在二零二零年一月簽署第一階段貿易協議，但雙方的緊張局面仍困擾全球貿易並削弱營商信心。

2019冠狀病毒爆發之影響

2019冠狀病毒於二零二零年初爆發，進一步擾亂全球供應鏈，並引發一系列前所未見的事件，幾近所有經濟體均受到影響。隨著疫情觸發封城，全球零售開銷料將下挫。

消費者的需求轉變得更为快速，折扣促銷屢見不鮮，為零售業造成挑戰。店舖關閉更使問題惡化。有見及此，鞋履品牌加緊執行策略，加快產品推出市場的速度，採購計劃遂更為保守，付運週轉期也更為短促，並要求供應商靈活配合這些策略。

市場的不穩定性和經濟的進一步放緩很可能成為截至二零二一年三月三十一日止年度的宏觀主調。綜觀本集團所有付運的市場將無一不面臨經濟增長下滑，並將在社會政治及經濟層面面臨更大的不明朗因素。受疲弱的零售氣氛和2019冠狀病毒(COVID-19)所影響，預期服裝及鞋履的整體銷售將拾級而下。品牌客戶將需時消化現有存貨，其後集團訂單方有反彈機會。因此我們預料業務將持續放緩，目前估計直至二零二零年年底。

Chairman's Statement

主席報告

GROWTH STRATEGIES

Strategic goals:

1. Adopt a prudent and proactive approach to growth.
2. Steadily guide the Group through the current turmoil.
3. Maintain and, where there are market opportunities, expand income base.
4. Invest in technology and innovation to provide reliable and cost-effective solutions to customers.
5. Explore opportunities for asset enhancement to increase return for shareholders.
6. Talent development – a continuous task for management.

Operational goals:

1. Develop business with a focus on higher-value products and brands with growth potential.
2. Seek an optimal scale to strike a balance between business volume and profitability.
3. Continue with the deployment of lean manufacturing and semi-automation in the southern Vietnam and Cambodia production bases, with an aim of phasing in smart manufacturing in the medium-term future.
4. Enforce stringent cost control measures in light of weak market conditions.
5. Attract, retain and engage talents from diverse backgrounds to strengthen the Group's professional management.

Financial goals:

1. Continue with prudent financial management.
2. Maintain a healthy financial position, and preserve liquidity to cope with an operating environment of extremely low visibility.
3. Improve the Return on Investment (ROI) in the long term.
4. Maintain a broadly stable dividend policy while seeking to deliver higher payouts if deemed appropriate.

增長策略

戰略目標：

1. 採取審慎的增長方針，並積極探索發展機會。
2. 平穩地帶領集團走出動盪的宏觀環境。
3. 維持穩定收益，及適時把握機會拓闊收入基礎。
4. 投資於技術及創新，務求向客戶提供可靠和合乎成本效益的解決方案。
5. 發掘資產增值的機會，從而增加股東回報。
6. 人才發展乃長期管理工作目標。

業務目標：

1. 專注發展較高價值產品和具增長潛力的品牌業務。
2. 尋求最佳規模以平衡業務量及盈利能力。
3. 繼續於越南南部及柬埔寨生產基地部署精益生產及半自動化，而中期目標為逐步引入智能製造。
4. 鑑於市場狀況疲軟，實施嚴格的成本控制措施。
5. 吸引、挽留多元化人才，激發團隊潛能，以鞏固本集團的專業管理。

財務目標：

1. 審慎理財，持之以恆。
2. 維持穩健的財政狀況及流動資金以應付極不明朗的營運環境。
3. 提高長期投資回報(ROI)。
4. 維持大致穩定的股息政策，同時在適當時機爭取更高派息。

OUR VISION 願景

To become the leading lifestyle footwear company trusted by premium brands for value creation and innovation.
成為領先的生活潮流鞋履企業，深受優質品牌信賴，共同創造價值和變革創新。

OUR MISSION 使命

To partner with leading brands in making the best lifestyle products to meet and create consumer demand in footwear and related products.
與領導品牌合作製造最佳生活潮流產品，滿足消費者對鞋履及相關產品的需要，並攜手創造需求。

STRATEGIES AND OUTLOOK

Building Resilience Against the Pandemic

The world has changed dramatically since the outbreak of the pandemic. With an unprecedented magnitude and speed of a slowdown in activity, a global recession is widely expected for this year.

With the support of local authorities in Vietnam and Cambodia, as well as our teams' tireless efforts to cope with all necessary safety and health precautionary measures, our manufacturing facilities have not been seriously affected by the outbreak. However, with great uncertainty around how the pandemic may impact orders and sales visibility, the Group's performance throughout the remainder of 2020/21 will likely be affected.

策略和前景

增強抗疫韌性

疫情爆發以來，全球經歷劇變。經濟活動以前所未有的規模和速度縮減，因此市場廣泛預期今年全球將出現衰退。

在越南和柬埔寨當局的支持下，加上我們的團隊努力落實所有必要的安全和衛生預防措施，集團的生產設施未有因疫情而受到嚴重影響。然而，疫情將如何影響訂單和銷售可視性，仍然極難預料，因此本集團於二零二零／二一年度餘下時間的表現很可能會受到拖累。

Chairman's Statement

主席報告

During this challenging time, we seek to tide over the difficulties together with our team members who have always supported our business and corporate developments. As such, we continue to pledge that there will not be layoffs due to the pandemic. I, as Chairman of the Board, have opted to forego remuneration from May through December 2020. As a further measure to cut administrative costs, the other executive directors and the senior management team have accepted a 20% compensation reduction for eight months also commencing May 2020. Middle level team members will take unpaid leave (for a certain number of days) during the period.

For our production centers, we have started to streamline the work forces in anticipation of slower business for the remainder of the financial year. Other cost control measures will include a budgeted decrease in overheads for every operating unit during 2020/21.

With profit margin enhancement remaining our priority goal, we are committed to raising production efficiency and further re-allocating our production capacity from the People's Republic of China (the "PRC") to Southeast Asia. We also continue to proactively manage our product mix, including the development of higher-value leather footwear lines which have met with positive market response.

Most importantly, we will strive to sustain the Group's financial strength by focusing on working capital and risk management. Corresponding measures are implemented to hedge against longer credit periods as requested by clients. Capital expenditure projects will be postponed to after 2020/21.

Another move that we took was to discontinue our manufacturing activity in Zhuhai, the PRC in February 2020, and to vacate the production floors for leasing out under an agreement signed in May 2020. This arrangement will serve the dual purposes of reducing manufacturing costs, thus achieving gross profit improvement, and to enhance the Group's working capital.

我們的團隊一直支持集團業務和企業發展，而在目前充滿挑戰的環境下，我們會致力與員工共渡時艱。為此，我們延續不因疫情而裁員的承諾。另一方面，身為董事會主席，本人不領取由二零二零年五月至十二月的全部酬金，而為進一步縮減行政成本，其他執行董事和高級管理人員亦已同意減薪20%，同樣由二零二零年五月起，為期八個月。中層團隊成員則會在此段期間放取（若干天數）的無薪假期。

生產中心方面，我們預計本財政年度其餘時間的業務將進一步減慢，因此已著手精簡勞動力。其他控制成本的措施，包括削減每個運營單位在二零二零／二一年度的營運開支預算。

我們仍以改善利潤率為優先目標，並為此致力提升生產效率，以及進一步將產能由中華人民共和國（「中國」）遷移至東南亞。我們亦繼續積極管理產品組合，包括開發較高價值的皮革鞋履線，此等項目獲得市場正面反應。

最重要的是，我們專注管控營運資金並做好風險管理，以維持集團的財政實力。針對客戶要求延長信貸期，我們已實施相應措施以作對沖。資本性開支項目將推遲至二零二零／二一年度以後。

另一舉措為在二零二零年二月終止中國珠海的製造業活動，並根據於二零二零年五月所簽訂的協議，騰空生產樓層作出租之用。該協議一方面通過減低製造業成本以改善毛利，同時可優化本集團的營運資金，發揮雙重作用。

Chairman's Statement

主席報告

We will continue to monitor the impacts of the pandemic and may impose any additional measures as deemed appropriate. Our long-standing financial policy has helped us build resilience against uncertainty, and we continue to maintain a healthy financial position. Backed by our financial strength, we have deep confidence in our long-term sustainable development.

A Robust and Scalable Platform to Serve World-leading Brands

Our success is premised on our capability to provide high-quality, reliable and cost-effective production solutions for the world's leading footwear brands. For years, we have sought to strengthen this capability by reinvesting our earnings in our manufacturing and research and development ("R&D") platform. Our existing facilities supplement each other to meet current client needs, and we have made advance capacity planning to ready ourselves for long-term expansion.

This strong and scalable platform strategy has positioned the Group well to respond in time to capture future business rebounds.

Technological and Process Enhancement

In line with the Group's vision to foster sturdy customer relationships, we are committed to helping our clients keep abreast of market trends. The uncertainty and weak retail conditions have reached unprecedented levels, compelling footwear brand owners to adopt an even more conservative procurement strategy. Turnaround time is also shortened as the brands seek to reduce their time to market. In response, we have expanded the concept-line production set-up to cover the majority of our lines.

We also continue to raise the levels of automation and digitalization in our facilities in order to overcome the challenges of short labor supply, while at the same time promoting productivity and quality. With customer interests at the heart of our management and operation, the Group is prepared to go one step further by phasing in the smart manufacturing system, which is an efficient way to achieve production efficiency and flexibility.

我們將繼續監察疫情的影響，如將合適增訂措施以作應對。行之有效的財務政策有助集團在不明朗的環境中鞏固復元能力，並維持穩健的財政狀況。憑藉我們的財政實力，集團對長遠可持續發展抱有充分信心。

穩健而可延展平台有助服務世界領先品牌

本集團的成功，建基於我們有能力為全球領先鞋履品牌提供優質、可靠和符合成本效益的生產方案。多年來，我們將盈利再投資於生產和研究及開發（「研發」）平台，以此增強實力，和現有的生產設施可發揮互補作用，滿足客戶所需。我們並已提前部署產能規劃，為長遠擴展作好準備。

穩健而可延展的平台策略，能為本集團確立優勢，可適時回應並抓住未來業務回彈的機會。

技術與流程精益求精

本集團以鞏固客戶關係為經營願景，致力協助客戶緊貼市場趨勢。當前環境的不穩和零售疲弱程度達到空前水平，鞋履品牌商均不得不實行更為保守的採購策略。隨著品牌爭相縮短產品推出市面的時間，付運週轉期亦相應縮短。為回應此一趨勢，我們大部分生產線已實施小流水生產模式。

我們亦繼續提升廠房自動化和數碼化的水平，以克服勞動力短缺的挑戰，同時提高生產力和質素。集團以客戶的利益為管理和營運的首要考慮，準備逐步引入智能製造系統，冀有效提升生產效率和靈活性。

Chairman's Statement

主席報告

Taking initial and small steps towards smart manufacturing, we have incorporated our enterprise resource planning (ERP) system into the manufacturing execution system (MES). In preparation for the next phase, we are exploring ways to establish a smart supply chain and to integrate robotic processes into the current production lines. To advance further in technological applications, we will take reference and learn from our associated plant in central Vietnam, which has already taken steps to implement smart manufacturing.

Talent Development and Leadership Succession

The Group nurtures and retains a team of people with diverse talents. They are committed to making customers successful and to growing a world-class company that can share in that success. A robust second-generation management team is in place to continue the succession of managerial roles.

I must thank Mr. Chan Ho Man, Daniel for his relentless efforts to make possible the smooth transition of our Company's management during very difficult times. The Group has benefited greatly from his leadership. He will remain as a Non-executive Director and continue to offer his advice to the Board.

At the same time, I am delighted to have Mr. Chen Yi Wu, Ares and Mr. Wong Hei Chiu taking up the roles of Chief Executive Officer and Vice Chairman respectively. Mr. Chen is responsible for the execution of the Group's strategic plans and enterprise development, in charge of the management and overseeing the Group's production and customer relations. He and Mr. Wong will work with the other management team members to continue with the Group's key development initiatives.

As the production centers in Vietnam and Cambodia continue to grow and mature, the Group is training local staff members to take up management functions in these facilities. Localization will be an important step to strengthen the long-term development of these manufacturing locations.

本集團並已朝向智能製造邁出一小步，將企業資源計劃(ERP)系統併入生產執行系統(MES)，另正探索方法建立智能供應鏈，及為現有生產線引進機械人操作工序，為下一階段智能化工作做好準備。位於越南中部的聯營工廠已採取步驟落實智能製造，我們將汲取其經驗，作為提升科技應用的參考。

人才發展及領導層繼任

集團培育及保留一支具備多元才能的團隊。他們致力建立一家世界級企業，幫助客戶實現成功，並能助集團分享客戶成就。我們亦已建立穩健的第二代管理團隊，以延續管理層的繼任。

本人必須感謝陳浩文先生所付出的不懈努力，使本公司管理層在嚴峻的時刻仍能順利交接。在他領導下本集團受惠良多。他將以非執行董事的身份留任，繼續為董事會提供意見。

同時，本人樂見陳奕舞先生和黃禧超先生分別接任行政總裁和副主席職位。陳先生負責執行本集團的戰略計劃及企業發展，負責管理及監督本集團的生產和客戶關係。他和黃先生將與其他管理成員攜手推動本集團的主要發展項目。

越南和柬埔寨的生產中心持續發展和日益成熟，本集團現正培訓當地職員在所屬工廠擔任管理職務。本地化為鞏固該等生產基地長期發展的重要一步。

Chairman's Statement

主席報告

In addition to offering competitive compensation packages, the Company also operates a share option scheme and a share award scheme to provide further incentives and rewards to eligible participants who contribute to the success of the Group's operations.

Asset Enhancement

Depending on the Group's business needs and capacity planning, some self-owned factories and office properties may not be fully utilized at times. The Board has initiated a long-term asset enhancement program to consider the potential of sale or leasing in order to create returns on these assets.

Manufacturing activity in the Zhuhai plant has continuously been scaled down in line with the Group's strategy to move production from mainland China to lower-cost locations in Southeast Asia. Save for an R&D center that is being retained, all production lines have ceased to operate in February 2020 and part of the premises has remained idle since then. In May 2020, the Group entered into a lease agreement with an independent third party to lease out the unutilized part of the Zhuhai plant.

The Board considered that there would be potential of capital appreciation for the plant in future in view of the development of the Greater Bay Area. The lessee is engaged in property investment, development and operation. It has plans to transform the premises from a production site to an industrial/commercial project, particularly for new and emerging industries, at its own expense. Consideration was therefore given to the further potential value gain from the change of use of the site, approval of which is expected to be obtained in around two to three years. Upon completion of transformation, the leased premises will house workshops, offices and apartments for rental purposes.

The Board is thus of the view that it can create value for shareholders in the long run by holding the leased properties to generate recurrent rental income, while retaining the opportunity for future capital gains should the Company consider it appropriate to sell the properties at a later time.

除了提供具競爭力的薪酬待遇外，本公司亦設有購股權計劃及股份獎勵計劃，以向對本集團成功經營而作出貢獻之合資格員工提供進一步鼓勵和獎賞。

資產增值

視乎本集團業務需要和產能規劃，部分自有工廠和辦公室物業不時或會未有充分利用。董事會奉行一項長期資產增值計劃，持續評估物業的租售潛力，善用該等資產創造回報。

集團配合將生產線由中國大陸遷移至較低成本的東南亞之策略，持續縮減珠海廠房的生產規模。除了保留研發中心外，所有生產線已於二零二零年二月停止運作，部分廠房因而閒置。二零二零年五月，集團與獨立第三方簽訂租賃協議，出租珠海廠房未被使用部分。

董事會考慮到大灣區發展，廠房物業未來具有增值潛力。承租人從事物業投資、發展和營運，有計劃自資將物業由生產基地變更為專門針對新興產業的工業／商業項目。本集團同時考慮場地變更為新型產業用地後，可望帶來進一步潛在增值機會；預期批核需時兩至三年。完成轉型後，項目將包括工作室、辦公室和公寓，供出租之用。

因此董事會認為透過持有出租物業產生經常性租金收入，既能在長遠為股東創造價值，同時保留機會（如本公司認為合適）可於日後出售物業以享得增值之利益。

Chairman's Statement

主席報告

This arrangement will help the Group make good use of idle properties, realize the investment value of its assets, and generate additional stable income to enhance working capital. Details of the lease agreement are disclosed in an announcement dated 13 May 2020.

Concluding Remarks

The pandemic has compelled us to think beyond ordinary emergency response mechanisms. We can hardly predict how the pandemic will eventually play out, but with its global impact, no business will be able to stay unaffected.

As a manufacturer operating a multi-country platform, our best defense is to step up working capital and risk management. We foresee that as the crisis unfolds further, liquidity will be the critical issue for businesses to stay afloat. In this connection, the Group is well placed with a sound financial position.

Risk aversion will also be a key theme for footwear brands which need to navigate highly volatile markets. We therefore anticipate that our clients will speed up their globalization footprint and further diversify their procurements. Premised on a diversified production platform, we will steadily grow our capacity to fulfill branded customers' initiatives to apportion sourcing activities among multiple suppliers.

The year ending 31 March 2021 will be even more challenging than the previous year. However, we have weathered a few economic downturns over the past decades, and stand ready to brace for severe headwinds ahead. During trying times like these, it is important that we uphold our much valued principles of manufacturing strength, excellent client services and prudent financial management.

此項安排有助集團善用閒置物業，實現資產的投資價值，並產生額外穩定收入以優化營運資金。租賃協議詳情已刊載於日期為二零二零年五月十三日的公告內。

結語

疫情驅使我們跳出一般應急機制的思維框架。目前難以預測疫情將如何發展，但其對全球的衝擊，意味著企業難以獨善其身，難免會被危機所波及。

作為營運多國平台的製造商，我們的最佳防禦方法是鞏固營運資金和加強風險管理。預料隨著危機逐步展開，流動資金將成為企業存亡的關鍵。在這方面，集團強健的財政狀況，可讓我們立足於有利位置。

同樣地，鞋履品牌面對極不穩定的市場環境，規避風險亦將成為其經營主調。因此，我們預計客戶將加速其全球化步伐，以及進一步分散採購。我們將充分運用多元化的生產平台，循序漸進擴大產能，以期在品牌客戶向多個供應商分散採購的趨勢中受惠。

截至二零二一年三月三十一日止年度將較去年更具挑戰性。然而，我們過去數十年渡過多次經濟下行週期，已作好準備應對面前的逆境。處身艱難的時期，恪守我們珍而重之的經營原則，包括恒久的製造實力、出色的客戶服務和審慎的理財方針，實在至關重要。

Chairman's Statement

主席報告

APPRECIATION

There has never been a more important time to thank my fellow directors, senior management and all staff members for standing by the Group with full dedication. I am also thankful to our business partners, clients and shareholders. Your support sustains our confidence that we will emerge from this crisis an even stronger and better Company.

By order of the Board
Huang Hsiu-duan, Helen
Chairman

Hong Kong, 24 June 2020

致謝

在此嚴峻時刻，最需要表達的，是對各位董事、高級管理層人員以及全體員工的謝意，感謝他們全力支持集團。本人同時也要答謝各業務夥伴、客戶和股東。你們的支持，使本集團有信心走出危機，變得更加強大，成為一家更優秀的企業。

承董事會命
主席
黃秀端

香港，二零二零年六月二十四日

Management Discussion and Analysis

管理層討論及分析



FINANCIAL RESULTS

The Board is pleased to announce the annual results of Kingmaker Footwear Holdings Limited (the “Company”) together with its subsidiaries (the “Group”) for the year ended 31 March 2020.

The year under review was fraught with complex challenges. On the sales front, a slower pace of growth in many economies and uncertainties surrounding international trade have taken a toll on the retail environment. Operational challenges also stemmed from clients’ requirement for smaller order sizes and quick turnaround time, resulting in frequent assembly line rearrangements which have undermined economies of scale.

財務業績

董事會欣然公佈信星鞋業集團有限公司(「本公司」)連同其附屬公司(「本集團」)截至二零二零年三月三十一日止年度全年業績。

回顧年度內充滿複雜的挑戰。在銷售層面，眾多經濟體的增長放緩以至圍繞國際貿易的不確定性，均對零售環境造成沉重打擊。營運方面的挑戰則源於客戶訂單傾向小批量，加上快速付運週轉時間，導致裝配線需要頻繁重排，削弱規模經濟效益。

Management Discussion and Analysis

管理層討論及分析

The COVID-19 outbreak in China and parts of Asia since January 2020 has brought disruptions to the logistics of the supply chain for the Group's production lines in Vietnam and Cambodia. The situation was exacerbated in March as the United States (the "US") and Europe became hard hit by the pandemic. The subsequent lockdown of many cities resulted in a slowdown for retail businesses in major economies. In the face of the ongoing pandemic, the Group's branded customers have drastically cut back on, or deferred, their orders on consideration of high inventory levels, store closures and retail bankruptcies.

While the Group's performance has already been affected by soft market demand and thus conservative order placements, the pandemic is expected to add tremendous challenge to its business going forward.

In response, the Group has further tightened its cost and risk management measures. The Group's financial position remains healthy, with sufficient cash in hand to meet current business needs. As the pandemic and its aftermath hit economies across the globe, businesses lacking financial resources would suffer from new realities of longer credit periods and harsher transaction terms. The Group believes its financial strength, a result of its prudent financial management policy, will help it steer through this difficult operating environment.

二零二零年一月伊始，2019冠狀病毒在中國和亞洲部分地區爆發，本集團的越南和柬埔寨生產線在供應鏈物流方面已受到干擾。三月，疫情在歐美加速蔓延，情況更形惡劣。多個城市隨後封城，令主要經濟體零售業務普遍下滑。疫情持續導致存貨水平高企，不少店舖關閉，亦有零售企業破產，本集團的品牌客戶因而大幅削減或延遲下單。

市場需求疲弱，客戶的下單策略因此變得保守，兩者均對本集團的表現造成打擊。預料疫情將對未來業務再添巨大挑戰。

為應對危機，本集團已進一步收緊成本和風險管控措施，財務狀況維持穩健，所持現金足以應付當前的營運需要。由於疫情及其餘波打擊全球經濟，信貸期延長和交易條款嚴苛化等情況成為營運新常態，財力不足的企業勢將陷入困境，惟本集團憑藉一貫審慎的財務管理政策，已積累了一定的財務實力，有信心能渡過當前難關。



Management Discussion and Analysis

管理層討論及分析

Turnover

During the year ended 31 March 2020, turnover decreased by 4.6% year on year to approximately HK\$1,050 million (2019: approximately HK\$1,101 million) on a 3.3% decline in business volume (pairs) and a 2.0% drop in the average selling price (“ASP”).

The declines were due to the conservative procurement approach of the branded customers as purchasing power remained weak across their target markets, bringing about reduced order batch sizes and delays in the placement of certain orders. Despite the adversities, the Group stays committed to building a healthy portfolio of products that can generate higher value and profit margin over the long run.

In conformity with the Group’s forecast, and owing to the marketing efforts expended, orders in the third quarter of the fiscal year saw an upturn. Although the rebound was not sufficient to reverse the sales decline during the first half of 2019/20, the Group managed to achieve a reasonable level of full-year sales with only a mild decrease.

As market visibility remained low, clients were inclined to tightly control their R&D budgets, thus resulting in the introduction of less ‘star’ footwear products to the market. The ASP of the Group’s sales therefore fell slightly despite efforts to secure higher-value orders.

Gross Profit

The further decrease in turnover has undermined the cost advantages derived from economies of scale, and continuously rising costs have remained a major pressure on the gross margin.

To cope with the branded customers’ conservative procurement model, the traditional production lines were mostly transformed into concept lines, which can better accommodate small batch size production, as well as fast and frequent assembly line changes. However, with the lack of repeat orders, additional costs were incurred due to frequent re-adaptations to new production processes and thus workers’ re-training. Material usage and labor input both increased under this circumstance, while material costs also went up amid disrupted supply of certain raw materials from China.

營業額

截至二零二零年三月三十一日止年度，由於業務量（雙數）和平均售價（「平均售價」）分別下降3.3%和2.0%，營業額按年下降4.6%至約1,050,000,000港元（二零一九年：約1,101,000,000港元）。

營業額下降，主要由於品牌客戶本身的目標市場購買力持續疲弱，致使品牌客戶採取更保守的採購策略，令訂單批量縮減及延後。儘管逆境重重，但本集團仍然不遺餘力地建立穩固的產品組合，期望長遠而言可創造較高的價值和利潤率。

本集團致力營銷以提升銷售，成功使訂單數量在財政年度第三季回升，符合本集團的預期。雖然反彈不足以彌補二零一九／二零年上半年的銷售跌幅，本集團仍設法帶動全年銷售恢復至較合理水平，僅錄得輕微跌幅。

由於市場走勢難測，客戶傾向嚴格控制其研發預算，推出市場的「明星」鞋款因而減少。雖然本集團已全力爭取較高價值的訂單，所銷售鞋款的平均售價仍略微下降。

毛利

營業額進一步下跌，削弱規模經濟衍生的成本優勢。另一方面，成本持續上漲亦對毛利率構成壓力。

為應對品牌客戶保守的採購模式，本集團大部分傳統生產線已轉型為小流水概念。小流水生產模式不但更適合小批量生產，亦可迅速及較常變更裝配線。然而，因欠缺重複訂單，裝配線需經常按不同的生產程序而調整，員工亦需重複培訓，增添額外成本。在此情況下，生產線需投入更多原料及勞動力，而基於部分進口自中國的原材料供應受阻，材料成本亦告上漲。

Management Discussion and Analysis

管理層討論及分析

The gross profit margin was also adversely affected by increased wage levels in Vietnam and Cambodia as labor remained in short supply. When the Group developed production plans for the second half of the fiscal year, a rebound in orders was anticipated based on clients' sales forecasts. Considering the tight labor supply in Vietnam and Cambodia, the Group opted to make available a reserve of skilled workers. Labor costs thus did not drop in line with the decrease in orders.

During the year, wages and salaries, including allowances and other benefits, amounted to approximately HK\$318 million (2019: approximately HK\$322 million). This cost item's proportion to turnover rose 1.1 percentage points to 30.3% (2019: 29.2%).

Additionally, as some production lines were relocated between the Group's manufacturing centers to cater to clients' adjusted sourcing plans, efficiency loss and subcontracting charges were incurred to a considerable extent.

Costs associated with the furtherance of process automation and lean manufacturing also had an effect on the gross profit.

The gross profit margin dropped to 7.1% (2019: 10.6%) as a result of the above factors.

Net Loss

During the year, the Group recorded a net loss of approximately HK\$51 million (2019: profit of approximately HK\$36 million) attributable to equity holders of the Company mainly as a result of:

- (a) the decrease in the gross profit due to the aforementioned factors;
- (b) impairment losses on certain property, plant and equipment and accounts receivable; and
- (c) an increase in share of losses from associates, as there was an increase in losses incurred by the Group's associated company operating in Central Vietnam.

越南及柬埔寨的勞動力持續短缺，拉高當地工資水平，亦對毛利率構成不利影響。本集團在編訂財政年度下半年的生產計劃時，考慮到客戶當時的銷售預測，預期訂單數量將會回升，並按此作出配置。鑑於越南和柬埔寨的勞動力供應緊絀，本集團選擇儲備可適時上崗的熟練員工，工資成本雖有下調但並無跟隨訂單減少的幅度。

年度內，工資及薪金（包括津貼及其他福利）為約318,000,000港元（二零一九年：約322,000,000港元）。此成本項目於營業額的佔比則上升1.1個百分點至30.3%（二零一九年：29.2%）。

此外，為配合客戶的採購計劃調整，若干生產線在本集團製造中心之間調遷，造成相當程度的效率損失和外發加工費用。

與促進工序自動化和精益生產相關的成本，亦對毛利產生影響。

基於上述因素，毛利率下降至7.1%（二零一九年：10.6%）。

淨虧損

年內，本集團錄得本公司權益持有人應佔淨虧損約51,000,000港元（二零一九年：盈利約36,000,000港元），主要歸因於：

- (a) 因上述因素導致的毛利下跌；
- (b) 若干物業、廠房及設備以及應收賬項之減值虧損；及
- (c) 由於本集團於越南中部營運的聯營公司所產生的虧損增加，導致應佔聯營公司虧損增加。

Management Discussion and Analysis

管理層討論及分析

These negative factors were partially offset by the reversal of a tax provision in the amount of approximately HK\$27 million (2019: approximately HK\$35 million) due to an overprovision in prior years' income taxes, as well as a valuation gain of approximately HK\$1.5 million (2019: approximately HK\$10.1 million) from investment properties.

Impairment losses on property, plant and equipment were incurred for the cessation of manufacturing activity in part of the premises within the plant in Zhuhai and certain machineries in Cambodia. The vacated premises in Zhuhai were subsequently leased out in May 2020. Details of the lease are discussed under the Asset Enhancement section.

A share of losses of associates amounting to approximately HK\$20.7 million (2019: approximately HK\$7.4 million) was incurred. Despite an increase in orders, the associated factory in Central Vietnam has yet to achieve economies of scale to generate profit.

Loss per share attributable to equity holders of the Company for the year was approximately HK7.5 cents (2019: earnings per share of approximately HK5.1 cents).

Key Financial Ratios

Healthy financial ratios were maintained during the year:

- Debtors' turnover increased to 43 days for the year ended 31 March 2020 (2019: 34 days);
- Stock turnover was 103 days (2019: 101 days) owing to a temporary holding of stock on customers' request;
- Strong liquidity with net cash in hand of approximately HK\$444 million as at 31 March 2020 (2019: approximately HK\$610 million);
- Current and quick ratios were 2.9 and 2.3 respectively (2019: 2.7 and 2.3 respectively).

由於過往年度所得稅超額撥備，故作出稅項撥備撥回約27,000,000港元（二零一九年：約35,000,000港元），加上投資物業估值收益約1,500,000港元（二零一九年：約10,100,000港元），部分抵銷上述負面因素的影響。

物業、廠房及設備錄得減值虧損，歸因於本集團設於珠海部分廠房物業內的設施及於柬埔寨的若干機器設備停產。於珠海的空置廠房及後於二零二零年五月出租，租賃詳情見於資產增值章節。

應佔聯營公司虧損約為20,700,000港元（二零一九年：約7,400,000港元）。雖然位於越南中部的聯營工廠訂單有所增長，惟仍未達致足以產生盈利的規模經濟。

本年度本公司權益持有人應佔每股虧損為約7.5港仙（二零一九年：每股盈利約5.1港仙）。

主要財務比率

於年度內維持穩健的財務比率：

- 截至二零二零年三月三十一日止年度，應收賬款週轉天數增加至43天（二零一九年：34天）；
- 因應客戶要求臨時持有存貨，故存貨週轉天數為103天（二零一九年：101天）；
- 於二零二零年三月三十一日，流動資金強勁，手頭淨現金為約444,000,000港元（二零一九年：約610,000,000港元）；
- 流動及速動比率分別為2.9及2.3（二零一九年：分別為2.7及2.3）。

Management Discussion and Analysis

管理層討論及分析

Special Dividend

In light of the loss incurred for the year ended 31 March 2020 and in anticipation of ongoing uncertainty surrounding the COVID-19 pandemic, the Board has resolved not to pay a final dividend (2019: HK Nil cent) for the year. However, with dedicated working capital management efforts and plans to postpone all capital expenditure projects, the Company was able to maintain a healthy financial position. The Board therefore recommended to pay a special dividend of HK2.0 cents (2019: HK2.0 cents) per ordinary share for the year. Together with the interim dividend of HK Nil cent and the special interim dividend of HK2.0 cents per ordinary share, the total dividend for the year would amount to HK\$4.0 cents per ordinary share, a decrease of approximately 33.3% over the previous financial year.

The Board continues to pledge to share the Company's results with its shareholders, and will review its dividend policy from time to time.

OPERATIONAL REVIEW

Macro Environment

The US economy grew moderately albeit at a slower rate in 2019, with retail sales recording mild growth for the full year. The economy entered 2020 with a fair amount of momentum, and January sales of athletic footwear and activewear showed growth month by month. In the United Kingdom (the "UK"), 2019 witnessed its weakest retail performance on record, but sales rebounded at the start of this year.

However, as the COVID-19 outbreak accelerated in the US and many parts of Europe, these markets reversed their moderate growth trends with sales declines beginning to be recorded in February. A precipitous decline in global economic activity was witnessed from March when many cities were put into lockdown, and as major business, entertainment and sports events, including the Tokyo 2020 Olympic Games, were cancelled or postponed.

特別股息

有鑑於截至二零二零年三月三十一日止年度錄得虧損，以及預期圍繞2019冠狀病毒疫情的不明朗因素將會持續，董事會議決不派發本年度之末期股息（二零一九年：零港仙）。惟考慮到本公司致力管理營運資金，並已計劃延遲所有資本開支項目，因而能維持穩健的財務狀況，董事會因此建議派發本年度特別股息每股普通股2.0港仙（二零一九年：2.0港仙）。連同中期股息零港仙及特別中期股息每股普通股2.0港仙，本年度將共派發股息每股普通股4.0港仙，較上一個財政年度減少約33.3%。

董事會承諾與本公司股東繼續分享成果，並將不時檢視派息政策。

營運回顧

宏觀環境

縱使增速放緩，美國整體經濟及其全年零售銷售仍在二零一九年錄得溫和增長。踏入二零二零年，美國經濟仍展現一定動力，運動鞋和衣物銷售在一月份均錄得按月增長。英國方面，二零一九年是有紀錄以來零售表現最差的一年，但今年初銷售表現同樣回升。

然而，隨著2019冠狀病毒在美國和歐洲多國爆發，當地經濟的溫和增長趨勢逆轉，銷售量自二月開始下跌。三月起，多個城市實施封城，大型商務、娛樂和體育活動如二零二零年東京奧運會等被取消或延期，全球經濟活動急促減緩。

Management Discussion and Analysis

管理層討論及分析

Developing economies in East Asia and the Pacific have been struggling with international trade tensions and the virus outbreak, and they are facing a new round of turbulence brought by the economic downturn of the western economies.

As the Group braces for most challenging times ahead, it has taken steps to strengthen its readiness through stringent risk management and backed by strong financial health. It will also continue with its strategy of pursuing a multi-country supply chain and manufacturing platform to provide reliable and premium-quality production solutions for international footwear brands.

Manufacturing Business

The Group currently operates two core manufacturing bases in southern Vietnam and Cambodia, which are equipped with R&D facilities. A supplementary R&D center is in operation in Zhuhai, the PRC. In addition, the Group holds a 40% interest in a joint-venture factory in central Vietnam.

The Group's multi-year diversification program has continually geared its production activity away from the higher-cost PRC base to the Southeast Asian sites. As at the year-end date, all production lines were based in Vietnam and Cambodia. In accordance with the Group's plan to further scale down its manufacturing activity in the PRC, the production lines in Zhuhai have ceased to operate since February 2020. An R&D center was maintained on this site to serve the business needs of certain clients.

As at the year-end date, the Group had a combined production scale of 39 processing lines, mostly under the concept-line set-up. They contributed an annual capacity of around 9.4 million pairs, and was 71.0% utilized (2019: 68.9%). The rise in the utilization rate was mainly a result of the termination of manufacturing in PRC, against the efficiency loss due to the relocation of some production lines between different centers to meet clients' sourcing requirements.

東亞和太平洋地區的發展中國家本已受制於國際貿易的緊張局勢和病毒爆發，目前更面臨由西方經濟衰退所觸發的新一輪動盪。

本集團已為未來最嚴峻的時期作好準備，以強健的財務狀況為基礎，採取嚴格的風險管理措施以加強抗逆力，亦會延續於多國設置供應鏈和製造平台的策略，為國際鞋履品牌提供可靠而優質的生產解決方案。

製造業務

本集團現於越南南部及柬埔寨擁有兩個核心生產基地，兩地均配備研發設施。另於中國珠海設有作為輔助的研發中心，本集團亦持有越南中部合營工廠的40%權益。

本集團多年來秉持多元化方針，持續將生產活動自較高成本的中國基地遷往東南亞地區。於年結日，所有生產線皆扎根於越南及柬埔寨。本集團按計劃進一步縮減中國製造活動，位於珠海的生產線已自二零二零年二月起停止運作。上址的研發中心被保留以應部分客戶的業務所需。

於年結日，本集團的合併生產規模共39條生產線，大部分為小流水概念生產線，合共年產能為約9,400,000雙鞋履，使用率為71.0%（二零一九年：68.9%）。使用率上升主要由於中國的生產活動停止，抵銷因應客戶採購要求而於不同生產中心之間調遷生產線所引致的效率損失。

Management Discussion and Analysis

管理層討論及分析

In southern Vietnam, there were 25 concept lines and 4 traditional lines in operation, while in Cambodia the Group had 10 concept lines.

In terms of output, the Southeast Asian production base contributed 89.8% of total production (2019: 85.2%) in pairs of footwear, while mainland China's share was reduced to 10.2% (2019: 14.8%) of total output.

The geographical distribution of markets continued to be demand-driven, while the Group supports its clients' efforts to develop markets with good prospects. European markets' contribution dropped to 28.4% (2019: 31.6%), whereas turnover from the US increased to 14.7% (2019: 11.8%). Shipments to other markets, including Asia and other areas, accounted for 56.9% (2019: 56.6%).

Premium casual footwear remained the major product category, accounting for 42.7% (2019: 54.3%) of turnover. The rugged shoes category contributed 34.8% (2019: 22.2%) of the Group's turnover during the year, as this product line is regaining popularity in the market. Contribution of babies' and children's footwear increased to 20.9% (2019: 18.8%), while the performance of the athleisure product category continued to be lackluster with its share dropping to 1.6% (2019: 4.7%).

Major customers for the year included Asics, Clarks, Quiksilver, Skechers and Wolverine, these in aggregate contributed 91.9% (2019: 92.2%) of total turnover.

本集團於越南南部運營25條小流水生產線及4條傳統生產線。而在柬埔寨，本集團有10條小流水生產線。

就產出而言，東南亞生產基地貢獻總產量（以鞋履雙數計）的89.8%（二零一九年：85.2%），中國內地佔總產出的份額則降至10.2%（二零一九年：14.8%）。

本集團支援客戶開發前景良好的市場，市場地區分佈繼續由需求主導。歐洲市場貢獻下降至28.4%（二零一九年：31.6%），而來自美國的營業額上升至14.7%（二零一九年：11.8%）。輸往其他市場（包括亞洲及其他地區）的出貨量佔56.9%（二零一九年：56.6%）。

優質便服鞋仍為主要產品類別，佔營業額的42.7%（二零一九年：54.3%）。豪邁型鞋類於市場上重獲追捧，於本年度佔本集團營業額的34.8%（二零一九年：22.2%）。嬰幼兒鞋履的貢獻上升至20.9%（二零一九年：18.8%），而運動便服鞋仍表現遜色，該類別所佔份額降至1.6%（二零一九年：4.7%）。

本年度之主要客戶包括Asics、Clarks、Quiksilver、Skechers及Wolverine，五大客戶合共貢獻總營業額的91.9%（二零一九年：92.2%）。

Management Discussion and Analysis

管理層討論及分析

Key developments in the Group's production centers are summarized below:

Southern Vietnam

Southern Vietnam remained the core manufacturing site for the Group, contributing 72.6% (2019: 68.8%) of total volume output.

As the Phase I factory approached higher utilization, the Group made advance capacity planning by building new premises on an adjacent site. The new plant will prepare the Group for ramping up production capacity within a short lead time. The current plan is to fully utilize the capacity of the Phase I facilities before making moves to install machinery and equipment for the new premises.

The Group has also obtained the land use right of another plot of land in Vietnam Singapore Industrial Park II located about half-an-hour's drive from the existing facilities. This new site will be reserved for long-term expansion purposes.

With a production center in operation, new premises ready to house additional manufacturing within a short lead time, and a plot of land set aside for long-term development, the Group is well covered in fulfilling existing demand and capturing future growth opportunities.

Cambodia

As some clients opted to move their procurement to Cambodia, one concept line was added to this manufacturing site, which in total contributed 17.2% (2019: 16.4%) of output in pairs during the year. Additional workers were also employed during the year, thereby incurring increased labor costs for this center.

The Group will seek to further improve the operational efficiency of the Cambodian factory. This factory will be maintained as a supplementary production center for the core Vietnam site, while serving as an alternative to fulfill the global sourcing plans of clients.

本集團生產中心的主要發展概況如下：

越南南部

越南南部仍是本集團的核心生產基地，佔總產量的72.6%（二零一九年：68.8%）。

第一期廠房達到較高使用率時，本集團已提前作出產能籌劃，在毗鄰用地建成可於短期內抬升產能的新廠房，為將來發展做足準備。本集團現時計劃先充分利用第一期廠房的產能，下一步才於新廠房安裝機器及設備。

本集團亦已取得另一幅距離現有廠房約半小時車程，位於VSIP II工業園內的地塊土地使用權。新址將預留作長遠拓展用途。

本集團憑藉現有運營中之生產中心，及可於短期內投入運作以落實額外生產的新廠，加上為長期擴展留置的一幅地塊，全面佈局，既能滿足現有需求，且已做足準備把握未來發展機遇。

柬埔寨

由於部分客戶選擇遷移其採購基地至柬埔寨，此生產基地已增添一條小流水生產線，於本年度合共貢獻總產出（以鞋履雙數計）的17.2%（二零一九年：16.4%）。生產中心亦於年度內增聘員工，因此勞工成本有所增加。

本集團將力爭進一步提升柬埔寨工廠的營運效益，以支援越南核心基地的生產活動，同時向進行全球採購的客戶提供替代選擇。

Management Discussion and Analysis

管理層討論及分析

Mainland China

The Group's manufacturing activity in mainland China is based in Zhuhai in southern China. In light of the rising costs in the country and the ongoing Sino-US trade tensions, proportionate output (pairs) from this center has been reduced to 10.2% (2019: 14.8%).

As the Group continued to move its manufacturing activity from mainland China to other Southeast Asian locations, the production lines in Zhuhai discontinued operation in February 2020. At the request of clients, an established R&D center remains in operation with the support of a lean workforce.

Investments in associates

The Group holds a 40% interest in an associated company jointly owned with Evervan Group ("Evervan") in central Vietnam. Evervan is a leading international athletic footwear manufacturer.

This associated company continued to show steady revenue growth. During the year, it delivered an approximately 70.8% increase in turnover to approximately HK\$328 million (2019: approximately HK\$192 million). However, this business growth still fell short of original forecasts.

An increase in loss was thus incurred as the operation has not yet reached economies of scale. A share of losses from associates amounting to approximately HK\$20.7 million (2019: approximately HK\$7.4 million) was reported.

During the year, the associates expanded capacity from 10 production lines to 20. More workers have therefore been employed to cope with the expansion, resulting in an increase in labor costs. During its initial stage of ramping up, efforts have to be placed on worker training and adaptation, with optimal efficiency yet to be achieved. Additional costs such as airfreight and subcontracting charges were also incurred.

Given the strong background and expertise of Evervan, the Board believes that as the business scales up further to achieve better cost effectiveness, and with the skill sets of its workers maturing and processes further refined, the efficiency of this operation will improve in the future.

中國內地

本集團於中國內地的生產活動位於華南珠海。鑑於國內成本日益上漲，加上中美貿易局勢持續緊張，該中心的產出（雙數）比例已降至10.2%（二零一九年：14.8%）。

本集團按計劃持續將生產活動由中國內地遷移至其他東南亞地區，珠海生產線已於二零二零年二月終止營運。應客戶的要求，本集團保留了當地已建成的研發中心，配以精簡人手繼續運作。

於聯營公司的投資

本集團持有與榮誠集團（「榮誠」）於越南中部合資擁有的聯營公司40%權益。榮誠為領先的國際運動鞋履製造商。

該聯營公司持續取得穩定的營業額增長。年內，其營業額上升約70.8%至約328,000,000港元（二零一九年：約192,000,000港元）。然而，業務增幅仍遜於最初預期。

規模經濟仍未實現，虧損因而擴大。應佔聯營公司虧損約為20,700,000港元（二零一九年：約7,400,000港元）。

在本年度內，聯營公司把產能由十條生產線擴展至二十條，並增聘勞工以配合擴產，勞工成本因而錄得增幅。在生產擴容初期，公司需投放適度資源培訓員工和調整裝配線，故此未能達致理想效率。公司亦錄得航空運費和外發加工費等額外成本。

考慮到榮誠的強大背景和專業技術，董事會相信隨著其業務規模繼續擴張，其成本效益將漸入佳境；而當員工技術日益嫻熟且工作流程進一步改善，營運效率亦有望提升。

Management Discussion and Analysis

管理層討論及分析

The associated company is mainly engaged in production for a world-leading casual footwear brand. In light of the weak market conditions, it has adjusted its short-term marketing strategy to go for volume business in a bid to seize market share and to achieve higher facilities utilization.

Its long-term goals remain to enhance its competence and efficiency. In this connection, it has continued to increase the level of automation and begun to adopt smart manufacturing for its production process. The Board believes that with more automated processes installed, this operation will be able to improve its competitiveness. It can also provide know-how for the Group's reference.

Management has noted the consistent business growth trend of the associated company. However, in view of its loss-making position and taking a conservative approach, the Group has resolved to suspend any further financial assistance to the associates during the financial year 2020/21.

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group generally finances its operation by internally generated cashflow and banking facilities provided by its bankers.

Prudent financial management and selective investment criteria have enabled the Group to maintain a strong financial position. As at 31 March 2020, the Group's cash and cash equivalents were approximately HK\$444 million (2019: approximately HK\$610 million).

The Group is substantially debt-free. As at 31 March 2020, the Group had banking facilities amounted to an aggregate sum of approximately HK\$79 million (2019: approximately HK\$79 million) with various banks. Out of the trade and overdraft banking facilities of approximately HK\$79 million (2019: approximately HK\$79 million) in Hong Kong being granted to the Group, no facilities had been utilized as at 31 March 2020 (2019: Nil).

聯營公司主要為一個全球領先的休閒鞋履品牌進行生產。鑑於市道疲弱，已然調整短期營銷策略，轉向量產業務，冀能爭取市場份額並提高設備使用率。

聯營公司的長遠目標在於提升產能和效率。為此，聯營公司繼續提升自動化水平，並開始為其生產過程引進智能製造。董事會相信聯營公司增加自動化程序，有助提升競爭力，亦可為本集團提供相關技術知識以作參考。

管理層注意到聯營公司業務的穩定增長趨勢，惟鑑於其虧損狀況，本集團議決採取保守策略，於二零二零／二一財政年度暫停對聯營公司的進一步財政資助。

財務回顧

流動資金及財務資源

本集團一般以內部產生之現金流量及其往來銀行提供之銀行信貸為其業務提供資金。

審慎的財務管理及選擇性投資，令本集團之財務狀況維持穩健。於二零二零年三月三十一日，本集團之現金及等同現金項目約為444,000,000港元（二零一九年：約610,000,000港元）。

本集團基本上並無債項。於二零二零年三月三十一日，本集團獲得多間銀行之信貸總額約為79,000,000港元（二零一九年：約79,000,000港元）。本集團獲授予之香港貿易及透支之銀行信貸約79,000,000港元（二零一九年：約79,000,000港元）當中，於二零二零年三月三十一日並無動用融資（二零一九年：無）。

Management Discussion and Analysis

管理層討論及分析

For the year ended 31 March 2020, the current ratio was approximately 2.9 (2019: approximately 2.7) based on current assets of approximately HK\$827 million and current liabilities of approximately HK\$289 million and the quick ratio was approximately 2.3 (2019: approximately 2.3).

As at 31 March 2020, the Group did not have any interest-bearing bank borrowings (2019: Nil).

The Group will continue to maintain conservative cash flow management to sustain a strong cash position. Having considered the major expansion plans of the Group, including Vietnam and Cambodia in the next two to three years, the Directors are of the opinion that the Group has adequate liquidity to meet its current and future working capital requirements on its operations and expansion.

Foreign Exchange Risk Management

Most of the Group's assets and liabilities, revenue and expenditure are denominated in Hong Kong dollars, the Renminbi, the Vietnamese Dong and the US dollars. It is the Group's policy to adopt a conservative approach on foreign exchange exposure management.

However, the Group will continue to monitor its foreign exchange exposure and market conditions to determine if any hedging is required. The Group generally finances its operation with internal resources and bank facilities provided by banks in Hong Kong. Interest rates of borrowings are fixed by reference to the Hong Kong Inter-Bank Offered Rate or the London Inter-Bank Offered Rate.

截至二零二零年三月三十一日止年度，流動比率約為2.9(二零一九年：約2.7)，此乃按流動資產約827,000,000港元及流動負債約289,000,000港元之基準計算，而速動比率則約為2.3(二零一九年：約2.3)。

於二零二零年三月三十一日，本集團並無任何計息銀行借貸(二零一九年：無)。

本集團將繼續維持保守之現金流量管理，以鞏固現金狀況。經考慮本集團於未來兩至三年包括在越南及柬埔寨進行之主要擴充計劃，董事認為本集團具備充足之流動資金以應付其目前及日後營運及拓展之營運資金需求。

外匯風險管理

本集團大部分之資產與負債及收益與開支以港元、人民幣、越南盾及美元計值。採用保守方法管理外匯風險乃本集團之政策。

然而，本集團將繼續監控其外匯風險及市場狀況，以確定是否需要採取對沖措施。本集團一般以內部資源及香港銀行所提供之銀行融資作為營運所需資金。借貸利率按香港銀行同業拆息率或倫敦銀行同業拆息率釐定。

Management Discussion and Analysis

管理層討論及分析

The Group's treasury policies are designed to mitigate the impact of fluctuations in foreign currency exchange rates arising from the Group's global operations and to minimise the Group's financial risks. As a measure of additional prudence, the Group cautiously uses derivatives financial instruments, principally forward currency contracts as appropriate for risk management purposes only, for hedging transactions and for managing the Group's receivables and payables.

The exposure to foreign currency of the Group mainly arose from the net cash flows and the net working capital translation of its PRC and Vietnam subsidiaries. The management of the Group will actively hedge the foreign currency exposures through natural hedges, forward contracts and options, if consider necessary. The management of currency risk is centralised in the headquarter of the Group in Hong Kong.

Capital Structure

Shareholders' equity increased to approximately HK\$1,160 million as at 31 March 2020 (2019: approximately HK\$1,118 million). As at 31 March 2020, the Group did not have any interest-bearing bank borrowings (2019: Nil), resulting Nil% (2019: Nil%) of the shareholders equity.

Purchase, Redemption or Sale of Listed Securities

During the year, the Company repurchased and cancelled 4,326,000 of its ordinary shares of HK\$0.10 each on The Stock Exchange of Hong Kong Limited at an aggregate consideration of approximately HK\$5,120,000 excluding transaction cost. The repurchase of the Company's shares during the year was effected by the Board, pursuant to the repurchase mandate granted by the shareholders, with a view to benefit shareholders as a whole by enhancing the net asset value per share and earnings per share of the Company.

本集團之財務政策旨在減輕本集團環球業務所帶來之外幣匯率波動之影響，以及將本集團之財務風險降至最低。本集團採用一項更為審慎之措施，審慎運用衍生金融工具（主要為遠期貨幣合約（如適用）僅作風險管理之用）以作對沖交易及管理本集團應收賬項及應付賬項之用。

本集團面臨之外匯風險主要來自其中國及越南附屬公司之現金流量淨額及營運資金淨額之換算。本集團管理層將積極透過自然對沖、遠期合約及期權方式（倘必要）對沖外匯風險。貨幣風險集中由本集團之香港總部管理。

股本架構

股東權益增加至二零二零年三月三十一日約1,160,000,000港元（二零一九年：約1,118,000,000港元）。於二零二零年三月三十一日，本集團並無任何計息銀行借貸（二零一九年：零），因而佔股東權益比例為零%（二零一九年：零%）。

購買、贖回或出售上市證券

年內，本公司於香港聯合交易所有限公司購回及註銷4,326,000股每股面值0.10港元之普通股，總代價（不包括交易成本）約5,120,000港元。年內，董事會根據股東授予之購回授權購回本公司股份，旨在藉此提高本公司每股資產淨值及每股盈利而使股東整體獲益。

Management Discussion and Analysis

管理層討論及分析

Details of the shares repurchase during the year under review are as follows:

於回顧年度股份購回之詳情如下：

Month/Year 年/月	Number of shares repurchased 購回之股份數目	Highest price per share 每股最高價 HK\$ 港元	Lowest price per share 每股最低價 HK\$ 港元	Aggregate consideration (excluding transaction cost) 總代價 (不包括交易成本) HK\$'000 千港元
August 2019 二零一九年八月	1,058,000	1.19	1.16	1,250
September 2019 二零一九年九月	3,268,000	1.20	1.17	3,870
Total 總計	4,326,000			5,120

The premium paid on the repurchase of the shares of approximately HK\$4,688,000 has been debited to the share premium account. An amount equivalent to the par value of the shares cancelled has been transferred from the retained profits of the Company to the capital redemption reserve.

購回股份時已付之溢價約4,688,000港元已自股份溢價賬扣除。本公司亦已將相等於註銷股份面值之金額自本公司保留溢利轉撥至股本贖回儲備。

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

除上文所披露者外，本公司或其任何附屬公司年內概無購買、贖回或出售本公司之任何上市證券。

EMPLOYMENT AND REMUNERATION POLICIES

僱員及薪酬政策

The Group, including its subsidiaries in Hong Kong, Taiwan, the PRC, Vietnam and Cambodia, employed approximately 9,600 employees as at 31 March 2020. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Share options and awarded shares may also be granted in accordance to the terms of the Group's approved share option scheme and share award scheme, respectively. During the year ended 31 March 2020, the Board has resolved to terminate the existing share award scheme and adopt the new share award scheme (the "Share Award Scheme") with effect from 26 June 2019.

於二零二零年三月三十一日，本集團（包括其於香港、台灣、中國、越南及柬埔寨之附屬公司）共聘用約9,600名員工。本集團之薪酬政策主要根據現時之市場薪酬水平，以及各公司及員工個別之表現為基準釐定。本集團亦可根據本集團批准之購股權計劃及股份獎勵計劃之條款分別授出購股權及獎勵股份。截至二零二零年三月三十一日止年度，董事會已議決終止現有股份獎勵計劃並採納新股份獎勵計劃（「股份獎勵計劃」），自二零一九年六月二十六日起生效。

During the year ended 31 March 2020, the trustee of the Share Award Scheme (the "Trustee") purchased a total number of 7,686,000 shares on the market at a total consideration of approximately HK\$7,200,000. No shares have been awarded under the Share Award Scheme for the year ended 31 March 2020.

截至二零二零年三月三十一日止年度，股份獎勵計劃的受託人（「受託人」）於市場上以總代價約7,200,000港元購買合共7,686,000股股份。截至二零二零年三月三十一日止年度，概無股份根據股份獎勵計劃授出。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THE ESG REPORT

Kingmaker Footwear Holdings Limited (the “**Company**”) together with its subsidiaries (the “**Group**”) is delighted to present its fourth Environmental, Social and Governance Report (the “**ESG Report**”). This ESG Report herein focuses on providing an overview of the environmental and social aspects of the Group, and outlines how we seek to continually improve our operational strategy in regard to our environment and society in order to cope with the global standards of sustainability.

During the process of the preparation of this ESG Report, the Group has conducted thorough review and evaluation of the existing Group’s policies and practices.

ESG Report Scope and Boundary

The ESG Report is prepared in accordance with the ESG Reporting Guide (the “**Guide**”) as set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HKEX**”) (the “**Listing Rules**”).

In order to comply with the disclosure obligations of “comply or explain” provisions, this ESG Report has outlined the overall Group’s performance in environmental protection, human resources, operating practice and community involvement for the financial year from 1 April 2019 to 31 March 2020 (the “**Reporting Period**”).

關於ESG報告

信星鞋業集團有限公司(「**本公司**」)連同其附屬公司(「**本集團**」)欣然呈列其第四份環境、社會及管治報告(「**ESG報告**」)。本ESG報告專注於提供本集團環境及社會方面的概覽，以及概述我們如何尋求不斷改善我們在環境與社會方面的營運策略，以達到全球可持續發展標準。

在編製本ESG報告的過程中，本集團對其現有政策及實踐進行了全面的審視及評估。

ESG報告範圍及界限

ESG報告乃根據香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)附錄二十七所載的環境、社會及管治報告指引(「**指引**」)編製。

為遵守「不遵守就解釋」條文的披露規定，本ESG報告概述了本集團於二零一九年四月一日至二零二零年三月三十一日止財政年度(「**報告期間**」)在環境保護、人力資源、營運慣例及社區參與方面的整體表現。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group acknowledges the importance of proper disclosure of business activities, believing it as the key to building trust with investors and shareholders. For instance, this ESG Report will highlight the following aspects:

本集團認可妥當披露商業活動的重要性，並認為這是與投資者及股東建立信任的關鍵。例如，本ESG報告將突出以下方面：

- Emissions, Use of Resources and Generation of Waste;
- Employment and Labour Practices;
- Operating Practices; and
- Community Investment.

- 排放、利用資源及產生廢棄物；
- 僱傭及勞工常規；
- 營運慣例；及
- 社區投資。

OUR STAKEHOLDERS

As stakeholders play a crucial role in sustaining the success of our business, we make use of various communication channels to understand and engage our stakeholders. The probable points of concern of the stakeholders and the way of our communication and responses are listed below.

我們的持份者

由於持份者在我們持續業務成功方面扮演重要角色，我們運用多種溝通渠道與持份者增進了解及交流。持份者的可能關注點以及我們的溝通及回應方式列示如下。

Stakeholders 持份者	Probable Points of Concern 可能關注點	Communication and Responses 溝通與回應
HKEX 聯交所	Compliance with listing rules, and timely and accurate announcements. 遵守上市規則，及時準確地刊發公告。	Meetings, training, workshops, programs, website updates, and announcements. 會議、培訓、工作坊、計劃、網站更新及公告。
Government 政府	Compliance with laws and regulations, preventing tax evasion, and social welfare. 遵守法律及規例、防止逃稅及社會福利工作。	Interaction and visits, government inspections, tax returns and other information. 互動及拜訪、政府視察、納稅申報及其他資料。

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 持份者	Probable Points of Concern 可能關注點	Communication and Responses 溝通與回應
Investors 投資者	Corporate governance, business strategies and performance, and investment returns. 企業管治、業務策略及表現，以及投資回報。	Briefing sessions and seminars, interviews, shareholders' meetings, issue of financial reports or operation reports for investors, media and analysts. 組織簡報會及研討會、訪談、股東大會、向投資者、媒體及分析員提供財務報告或營運報告。
Media & Public 媒體及公眾	Corporate governance, environmental protection, and human right. 企業管治、環保及人權。	Newsletters on the Company's website, if appropriate. 在適當時於本公司網站發佈快訊。
Suppliers 供應商	Payment schedule, and stable demand. 付款時間表及穩定需求。	Site visits. 實地拜訪。
Customers 客戶	Service quality, service delivery schedule, reasonable prices, service value, and personal data protection. 服務質素、服務提供計劃、合理價格、服務價值及個人數據保護。	After-sales services. 售後服務。
Employees 僱員	Rights and benefits of employees, compensation, training and development, work hours, and working environment. 僱員的權利及福利、補償、培訓與發展、工作時數及工作環境。	Union activities, training, interviews with employees, internal memos, and employee suggestion boxes. 工會活動、培訓、僱員訪談，內部備忘錄及僱員意見箱。
Community 社區	Community environment, employment opportunities, community development, and social welfare. 社區環境、僱傭機會、社區發展及社會福利。	Community activities, employee voluntary activities, community welfare subsidies and donations. 社區活動、僱員義工活動、社區福利補貼及捐贈。

Environmental, Social and Governance Report

環境、社會及管治報告

Overview

With four decades of operations, the company has grown into a reputable manufacturer of footwear for famous brands including Asics, Clarks, Quiksilver, Skechers and Wolverine, and has operating factories and offices located in China, Vietnam, Cambodia, Taiwan, Macau and Hong Kong. Being one of the major footwear manufacturing groups in Asia, we recognize our corporate duties and obligations to protect the environment. As such, we have integrated the idea of sustainability into our day-to-day operations by implementing various measures to reduce carbon footprints and mitigate undesirable impacts on our environment.

We strive to work towards a 'green' and sustainable working environment by improving energy efficiency, addressing waste management, supporting environmental education and promoting the idea of recycling and reusing. The Group has established a set of management policies, mechanisms and measures on environmental protection and natural resources conservation to help ensure the operations of the Group is in line with the world-class environmental protection practices. Moreover, we have recruited third party professionals to conduct energy audit test in order to assess and evaluate our existing energy saving policies and to determine whether the adopted measures are adequate in terms of saving cost and energy as well as increasing productivity while meeting stakeholders' expectations.

概覽

經過四十年的營運，本公司已成長為眾多著名品牌的鞋類製造商，包括Asics、Clarks、Quiksilver、Skechers及Wolverine，並在中國、越南、柬埔寨、台灣、澳門及香港設有營運工廠及辦事處。作為亞洲一家大型鞋類製造集團，我們認識到保護環境的企業職責及義務。故此，我們將可持續發展理念與我們的日常營運相結合，通過實施多種措施減少碳足跡及減輕對環境造成的不良影響。

我們通過提高能源效率、解決廢棄物管理、支持環境教育以及推廣回收及再利用的理念，朝著「綠色」及可持續工作環境努力。本集團制定了一套有關環境保護及自然資源保護的管理政策、機制及措施，有助於確保本集團的業務營運符合世界級的環保實踐。此外，我們已聘請第三方專業人士進行能源審核測試，以評估及評價我們的現有節能策略，並確定所採取的措施在節省成本及能源以及提高生產力的同時，亦能滿足持份者的期望。

Environmental, Social and Governance Report

環境、社會及管治報告

Since our major operating factories are located in Vietnam and Cambodia, this ESG Report will mainly focus on the environmental issues and relevant measures that are applicable to these two operating units. To achieve the environmental goals, the Group has implemented the following measures:

- Comply with all applicable environmental laws and regulations;
- Identify, assess and mitigate all potential environmental impacts associated with the Group's activities;
- Commit leadership and develop a strong culture of environmental stewardship within the entire workforce; and
- Make resources and systems available, with provision of necessary training to empower our employees to fulfill our environmental responsibilities.

PART A. SOCIAL

Employment and Labour Practices

The management believes that the employees are one of the most valuable assets of our group and considers human resource management as an integral part of our overall business strategy. Therefore, getting the right person for the right job by understanding employees' personality traits and unique talents is the cornerstone to a company's success. As such, we offer attractive remuneration and provide many internal and external training opportunities to attract, motivate and retain the right people.

由於我們主要的營運工廠位於越南及柬埔寨，本ESG報告將著重關注適用於該兩個營運單位的環境問題及有關措施。為達致環境目標，本集團已實施下列措施：

- 遵守一切適用的環境法律及法規；
- 識別、評估及減輕與本集團活動有關之一切潛在環境影響；
- 在全體員工中保持領導力並發展強大的環境管理文化；及
- 開放資源及系統，以及提供必要的培訓，以便我們的員工能夠履行我們的環境責任。

A部. 社會

僱傭及勞工常規

管理層認為員工是本集團最寶貴的資產之一且人力資源管理是我們整體業務策略不可或缺的一部分。因此，為合適的工作尋找合適人選是公司成功的基石。因此，我們提供具吸引力的薪酬，並提供多項內部及外部培訓機會，以吸引、激勵及挽留合適的人才。

Environmental, Social and Governance Report

環境、社會及管治報告

Compliance and Grievance

During the Reporting Period, we complied with all laws and regulations in relation to employment that have a significant impact on us. No confirmed non-compliance incidents or grievances were noted by the Group in relation to employment aspects.

Employment

The Group strictly complies with the requirements of the Employment Law in Vietnam and Cambodia as well as other relevant laws and regulations related to employment protection and benefits. We have a set of personnel policies and procedures that set out the Group's standard internal procedures relating to recruitment and promotion, working hours, holidays, equal opportunities, compensation and dismissal, diversity of the origins of our employees, anti-discrimination and other human resources treatments and benefits, etc., to provide a standardized and comprehensive guideline on work practice for employees. For anti-discrimination we established a procedural policy prohibiting discrimination, harassment, and retaliation complete with a complaint and resolution process. Moreover, we have health policies and practices to protect uniquely female rights, and reinforce feminist social and political rights through training courses and policies.

In Vietnam and Cambodia factories, approximately 8,600 employees (2019: approximately 7,500 employees) are employed. We welcome industrial experts to join our team, add value to our pool of professional expertise of the industry, and bring in innovative ideas.

合規及投訴

於報告期間，我們已遵守對我們有重大影響之有關僱傭的一切法律及法規。本集團並未就僱傭方面發現已確認的不合規事件或投訴。

僱傭

本集團嚴格遵守越南及柬埔寨的僱傭法以及僱傭保護及福利有關的其他相關法律及法規。我們設有一套人事政策及程序，當中載列本集團有關招聘及晉升、工作時間、假期、平等機會、補償及解僱、僱員來源多元化、反歧視及其他人力資源待遇及福利的標準內部程序等，為員工的工作實踐提供標準化及全面的指引。就反歧視而言，我們制定了禁止歧視、騷擾及報復的程序政策，並設有投訴及解決程序。此外，我們設有健康政策及慣例保護女性特權，並通過培訓課程及政策，加強女性社會及政治權利。

在越南及柬埔寨的工廠，我們有約8,600名（二零一九年：約7,500名）僱員。我們歡迎行業專才加入我們的團隊，為我們行業的專業知識庫增值，激發創新理念。

Environmental, Social and Governance Report

環境、社會及管治報告

Attract and Retain Talents

Our remuneration policies are in line with prevailing market practices and are determined on the basis of competency, qualifications and experience of the individual employees. Management has been constantly reviewing the employees' remuneration packages and promotion opportunities. Adjustments are made, usually annually, to conform to the market standard in order to retain talents and ensure the offer is competitive as compared to the rivals in the industry. A standard package includes basic salary and variable incentive-based remunerations which are distributed in accordance with the individual employee's performance. Share options and awarded shares may also be granted in accordance with the terms of the Group's approved share option scheme and share award scheme.

Moreover, labor union is established as to protect the interests of our employees. To better understand the concerns from workers, meetings between management and the labor union is held on a quarterly basis, to ensure regular and constructive communication an employee welfare and employment.

Anti-discrimination and Equal Opportunities

The Group is committed to building a diversified and inclusive working environment to ensure no interviewee will be discriminated against or deprived of opportunities due to gender, ethnic background, religious belief, colour, sexual orientation, age, marital status or family status in respect of recruitment and promotion. Any kind of discrimination or harassment based on the employees' gender, age, marital status, race, sexual orientation and religion at our workplace is strictly prohibited.

吸引及挽留人才

我們的薪酬政策與通行市場慣例一致，並根據個別僱員的能力、資歷及經驗而釐定。管理層一直不斷檢討僱員的薪酬組合以及晉升機會。通常每年進行一次調整以符合市場標準以留住人才，並確保開出的條件與業內競爭對手相比具有競爭力。標準薪酬組合包括基本薪資及根據僱員個人表現分派的可變獎勵薪酬。購股權及獎勵股份亦可根據本集團批准的購股權計劃及股份獎勵計劃的條款授出。

此外，我們已建立工會保障僱員的利益。為更好了解員工的擔憂，管理層與工會將每個季度舉行會議，以確保就僱員的福利及僱傭情況進行定期且有建設性的溝通。

反歧視及平等機會

本集團致力於營造多元化和包容的工作環境，以確保在招聘及晉升時不會有應聘者因性別、種族背景、宗教信仰、膚色、性取向、年齡、婚姻狀況或家庭情況而受歧視或被剝奪機會。工作場所嚴禁任何基於僱員性別、年齡、婚姻狀況、種族、性取向及宗教的歧視或騷擾。

Environmental, Social and Governance Report

環境、社會及管治報告

We always listen and respond to the requests from our employees. It is the goal of the Group to create a friendly and peaceful working environment. We encourage our employees to provide feedback in relation to any employment-related matters, especially when they encounter any unpleasant or undesired treatments from colleagues or senior management. Employees may lodge their complaints in writing form and place them in the suggestion box at the office building. The Human Resources Department is responsible for handling all cases and conducts investigations. If any unfair treatments and harassments are found and confirmed, the Group will issue a warning in writing form to the employee who has done the wrongdoing and may dismiss him or her depending on the seriousness of the incident.

Welfare and Benefits

To increase the employees' sense of belonging, we offer various welfare and benefits to our employees. For instance, employees are entitled to extra number of days of paid leave according to their job level, in addition to all public holidays and minimum number of days of paid leave in accordance with the Employment Law.

Moreover, we also conduct a series of activities every year to promote our Group's corporate culture to our employees. During the Reporting Period, we organized an annual dinner and several gatherings for employees to mingle and have fun.

As most of our employees are female, the Group does its best to ensure its female staff are feeling comfortable and happy while working with us. During the Reporting Period, the Group organized a wide range of activities including training related to reproductive health care, health care of women, health and welfare of pregnant women and many more health related topics.

In addition, 6 months of paid maternity leave are offered to all pregnant employees of Vietnam factory to ensure that their job positions are available when they return from their maternity leave. As stipulated in our staff handbook, supports should be offered to pregnant staff. At the Vietnam office and factory, labels are provided to pregnant workers in order to remind other staff to provide special assistance to them when needed. Last but not least, employees who have children aged between 1 and 6 years old are entitled to subsidies if they are living in Binh Duong Province in Vietnam.

我們致力傾聽並回應僱員的要求。本集團的目標是營造友善和平的工作環境。我們鼓勵僱員就任何與僱傭相關的事宜提供反饋，特別是當他們遇到來自同事或高級管理層的任何不愉快或非期望的對待時。僱員可以書面形式提出投訴，並將其投入辦公樓的意見箱中。人力資源部負責處理所有事件並進行調查。倘發現並確認任何不公平的對待及騷擾，本集團將以書面形式向作出錯誤行為的僱員發出警告，並可視事件的嚴重性而將其解僱。

福利及利益

為增加僱員的歸屬感，我們為僱員提供各種福利及利益。例如，除所有公眾假期及根據僱傭法規定的帶薪假期的最少天數外，僱員有權根據其工作水平獲得額外的帶薪假期天數。

此外，我們每年亦會舉辦一系列活動，向僱員推廣本集團的企業文化。於報告期間，我們舉辦了年度晚宴及多場聚會，讓僱員交流玩樂。

由於我們大部分員工均為女性，本集團盡最大努力確保女性員工在與我們共事時感到舒適及快樂。於報告期間，本集團組織了廣泛的活動，包括有關生殖保健、婦女保健、孕婦健康及福利相關的培訓以及更多與健康相關的課題。

此外，我們為在越南工廠的所有懷孕的僱員提供6個月的帶薪產假，並確保彼等從產假回來時可以回歸工作崗位。正如我們的員工手冊所規定，應向懷孕的僱員提供支持。在越南辦公室及工廠，我們會為懷孕工人提供標籤，以提醒其他員工在需要時向彼等提供特別幫助。最後同樣重要的是，擁有1至6歲子女的僱員如在越南平陽省生活，則有權獲得補貼。

Environmental, Social and Governance Report

環境、社會及管治報告

Health and Safety

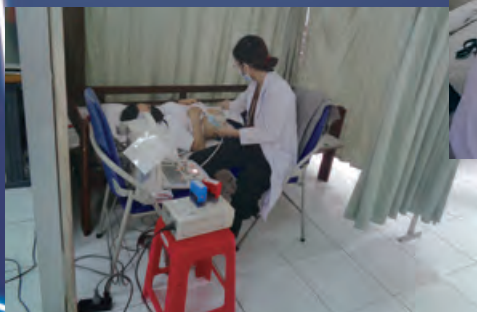
Employee's health and safety is of utmost importance to the Group and it complies with all relevant laws and regulations in relation to safety, as well as hygiene and health. We aim to provide a safe and healthy working environment to our employees, and encourage them to achieve a balance between work and a healthy lifestyle. As working in a manufacturing factory may expose our employees to occupational hazards, we have established "Occupational Safety and Health Policy, Chemical Safety Policy, Personal Protective Equipment Policy, Accident Investigation Procedure, and Risk Assessment Policies" that covers labor safety and health. The policies clearly detail all the appropriate practices and requirements in order to protect the safety of our employees. For instance, workers are required to wear earplugs during trimming and wear gloves during the process of gluing. While using dusting machines, workers are required to wear masks.

Moreover, the Vietnam factory has an HSE team (Health, Safety, Environment) to conduct random check on workers to ensure that they are wearing proper work gear at work.

健康與安全

僱員健康與安全對本集團而言至關重要，本集團遵守有關安全、衛生及健康的所有相關法律法規。我們旨在為僱員提供安全及健康的工作環境，並鼓勵員工在工作與健康生活方式之間取得平衡。由於在製造工廠工作，我們的僱員可能面臨職業危害，故我們設立涵蓋勞工安全及健康的「職業安全與健康政策、化學品安全政策、個人防護裝備政策、事故調查程序及風險評估政策」。該等政策明確詳述所有適當的慣例及要求，以保護僱員的安全。例如，工人須在修剪過程中佩戴耳塞以及在粘合過程中戴上手套。在使用除塵器時，工人需要佩戴口罩。

另外，越南工廠擁有一支HSE（健康、安全及環境）團隊對工人進行隨機檢查，確保彼等在工作中穿戴合適的工作裝備。



Environmental, Social and Governance Report

環境、社會及管治報告

To avoid safety hazards, standard operating procedures are affixed on the machines to set out clear guidance regarding proper machine operations. Regular inspections are performed to make sure that all of our machines are well-functioning. Any machinery defects and malfunctions would be immediately reported to Maintenance Department for repair and maintenance.

For instance, the Group has ensured the following actions are properly carried out in order to create and maintain a good, comfortable, safe and healthy work environment for its employees:

- Keep all emergency exits in the workplace unobstructed;
- Provide sufficient light at the workplace;
- Ensure that all devices, machines and working equipment are safe;
- Carry out regular repair and maintenance work on all devices and machines used in the workplace;
- Maintain high standard of hygiene in the workspace;
- Prohibit smoking in the workplace; and
- Conduct regular safety inspections and fire drills, etc.

In response to quarantine of labour force, the Group has developed guidelines and policies on prevention of COVID-19 and work arrangements for offices and factories. The policies include quarantining employees who resides in high-risk areas and preventative measures, hygienic guidelines and etc., such that the risk of infection to the factories could be mitigated:

- Encouraging those feeling unwell to take appropriate measures to care for their wellbeing;
- Cleaning shared vehicles daily;
- All visitors and staffs are required to wear surgical mask when entering office and factory;
- Maintain high standard of hygiene in the workspace;
- People visiting office or factory are required to have their temperature checked; and
- Those who have respiratory symptoms will be advised to leave and should be seek medical advice promptly.

The Group will continue to assess the impact of COVID-19 pandemic on its financial performance and closely monitor the development of the COVID-19 pandemic and the exposure to the risks and uncertainties in this connection. The Group will take appropriate measures as necessary.

為避免安全隱患，我們已對機器操作採用了標準的操作程序，以制定有關正確操作機器的明確指引。我們定期進行檢查，以確保所有機器均運轉良好。任何機械缺陷及故障均將立即報告給保養部門進行維修及保養。

例如，本集團已確保適當採取以下行動，以為其僱員創造並維持良好、舒適、安全及健康的工作環境：

- 保持工作場所內所有緊急出口暢通無阻；
- 於工作場所提供充足照明；
- 確保所有設備、機器及工作設備安全；
- 對工作場地的所有設備及機器進行定期維修及保養；
- 在工作場地維持高標準的衛生；
- 禁止於工作場所內吸煙；及
- 定期進行安全檢查及火警演習等。

為應對勞動力隔離事宜，本集團已制定預防新型冠狀病毒(COVID-19)的指引及政策，並作出辦公室及工廠的工作安排。該等政策包括隔離居住在高風險地區的僱員、預防措施、衛生指引等，以減輕工廠感染的風險：

- 鼓勵感覺不適者採取適當措施照顧自身健康；
- 每天清潔共用車輛；
- 進入辦公室及工廠時，所有訪客及員工均須配戴口罩；
- 在工作場地維持高標準的衛生；
- 拜訪辦公室或工廠的人員必須接受體溫檢查；及
- 呈現呼吸道症狀者會被勸離並應立即就醫。

本集團將繼續評估新型冠狀病毒(COVID-19)疫情對其財務業績的影響，並密切監測該流行病的發展以及與此相關的風險及不確定性。必要時本集團將採取適當的措施。

Environmental, Social and Governance Report

環境、社會及管治報告

Development and Training

The Group believes that skills and experience of employees are critical to the long-term development of the Group. The Group offers opportunities that foster our employees' leadership skills and professional development, and in turn, promotes job satisfaction, work motivation and staff loyalty. An annual training schedule is in place to ensure our employees are offered with training during the year in order to get updated with information, knowledge and skills required at work. All new joiners would receive induction training on their first day of employment. The total number of training hours for the Reporting Period was approximately 62,000 hours (2019: approximately 146,000 hours). The average number of training hours completed per each male and female employee were approximately 16 and 5 hours (2019: approximately 25 and 19 hours) respectively. We committed to provide a healthy and safe environment to our staffs and normally the training scheduled in Q4. However, most of the planned training opportunities and activities for our staffs in Q4 2019/20 was cancelled due to the outbreak of the COVID-19, in result the overall training time was largely decreased. We have scheduled the training hours in later 2020 for our staffs to ensure they have adequate information, knowledge and skills required at work.

發展及培訓

本集團認為僱員的技能及經驗對本集團的長遠發展至關重要。本集團向僱員提供機遇，培養彼等的領導技能及專業發展，從而提高工作滿意度、工作動力及員工的忠誠度。我們制定了年度培訓計劃，以確保我們的僱員在年內獲得培訓，以更新工作所需的信息、知識及技能。所有新入職員工於受僱首日即接受入職培訓。報告期間培訓小時總數為約62,000小時（二零一九年：約146,000小時）。平均每名男性及女性僱員完成的培訓小時數分別約為16小時及5小時（二零一九年：約25小時及19小時）。我們致力於為員工提供健康及安全的環境，並通常安排於第四季度進行培訓。然而，由於新型冠狀病毒(COVID-19)疫情的爆發，我們於二零一九年／二零年第四季度為員工制訂的大多數培訓機遇和活動均被取消，導致總體培訓時間大大減少。我們已為員工安排二零二零年內進行培訓的時間，以確保彼等掌握工作所需的足夠信息、知識及技能。



Environmental, Social and Governance Report

環境、社會及管治報告

The Group's professional training programs cover a wide range of specialties; some are on human rights, while some are on safety and skills applicable to work. Moreover, employees are also encouraged to attend external training courses and seminars that help them gaining knowledge in the fast changing business world. Any fees incurred for the courses or seminars are sponsored by the Group.

Labour Standards

We are committed to complying with the laws and regulations applicable to the various production bases, as well as the relevant international human rights conventions relating to employees' protection and prevention of child and forced labour. Every employment is subject to a stringent internal review process that involves a well-established monitoring procedure verifying a candidate's personal information in order to avoid misrepresentation and any form of child labour. For instance, the staff member responsible for recruitment collects the identity proof from the candidates to ensure that the age of the candidates fulfils the requirements as stipulated by the law.

The employment of forced and child labour is strictly prohibited. At Vietnam, the law allows younger generation aged 15 or above to work. As such, the Group has established a policy for young employees (15 to 18 years old) to provide guidance on the arrangement of welfare and work allocations. The Group strictly follows the relevant laws and regulations, and provide adequate protection for our employees. Employees' rest time is well respected by the Group, and any arrangement of overtime work must be agreed by the employees voluntarily in advance in order to prevent forced overtime work.

If any employment of child or forced labour is discovered, we will immediately terminate the employment concerned. During the Reporting Period, all employees were legally and properly employed in accordance with the requirements of all applicable laws and regulations.

本集團的專業培訓計劃涵蓋多種專業；一部分有關人權知識，而一部分有關適用於工作的安全及技能。另外，我們亦鼓勵僱員參加外部培訓課程及研討會，以幫助彼等在急速轉變的商業世界獲得新知識。課程或研討會所產生的任何費用均由本集團資助。

勞工準則

我們致力於遵守各生產基地適用的法律法規及有關僱員保護以及防止童工及強迫勞工的國際人權公約。每次僱傭均須遵守嚴格的內部覆核過程，當中涉及目的為核實有關應聘者個人資料的明確監察程序，以避免失實陳述及任何形式的童工。例如，負責招聘的工作人員負責收集申請人身份證明以確保申請者年齡符合法律規定。

嚴格禁止強迫勞工及童工行為。在越南，法律允許15歲或以上的更年輕一代參加工作。因此，本集團已制定一項針對15至18歲的年輕僱員的政策，以就福利及工作分派安排提供指導。本集團嚴格遵循相關法律法規，並為我們的僱員提供充分保障。本集團充分尊重僱員的休息時間。為防止強制加班，任何加班安排須經僱員自願同意。

倘發現僱傭童工或強迫勞工，我們將立刻終止相關僱傭。於報告期間，所有僱員均合法及根據所有適用法律及法規的規定妥為僱用。

Environmental, Social and Governance Report

環境、社會及管治報告

OPERATING PRACTICES

Supply Chain Management

The Group understands that supply chain management has an inseparable relationship with its sustainable development, and is therefore committed to establishing a long-term and harmonious cooperation relationship with its suppliers. We expect our suppliers to uphold the principles of integrity and pragmatism, and provide products and services in strict compliance with the requirements of applicable laws and regulations concerning both environmental and social aspects.

Although most of the suppliers are designated by our customers, in order to control the quality of the materials more effectively, we have an internal mechanism to assess and evaluate our suppliers. We evaluate their background, qualifications, expertise, experience, financial status, and professionalism, etc. Moreover, social and environmental aspects are also important criteria for supplier selection. Approved suppliers are reviewed regularly to ensure the quality of the services and products purchased is up to standard.

Product Responsibility

Providing a safe, quality and reliable product to our customers is one of the core values of the Group, and it has a strong commitment to attain high quality in our manufacturing process. Therefore, we strictly comply with laws and regulations in regard to product responsibility in the PRC, Vietnam, Cambodia, Taiwan, Macau and Hong Kong that have a significant impact on us, including, but not limited to, the Consumer Protection Law of China, China's Law of Tort, the Trade Description Ordinance and the Sale of Goods Ordinance in Hong Kong, and Law on Protection of Consumer Rights in Vietnam. During the Reporting Period, no confirmed non-compliance incidents or grievances were noted by the Group in relation to copyright infringement.

營運慣例

供應鏈管理

本集團深知供應鏈管理與其可持續發展有著不可分割的關係，因此致力於與其供應商建立長期和諧的合作關係。我們預期供應商將堅守誠信和務實的原則，並於提供產品及服務時嚴格遵守有關環境及社會方面的適用法律及法規規定。

儘管大部分供應商乃由我們客戶指定，但為了更有效地控制材料的質素，我們設有內部機制以評價及評估我們的供應商。我們會評估供應商的背景、資質、專業知識、經驗、財務狀況及專業水準等。此外，社會及環境方面亦是甄選供應商的重要標準。本集團將定期審核獲認可的供應商，以確保所購服務及產品的質素符合標準。

產品責任

為我們的客戶提供安全、優質、可靠產品是本集團核心價值之一，我們堅定承諾於生產過程中達致高質量。因此，我們嚴格遵守中國、越南、柬埔寨、台灣、澳門及香港關於產品責任，且對我們有重大影響的有關法律及法規，包括但不限於中國消費者權益保護法、中國侵權責任法、香港商品說明條例與貨品售賣條例，以及越南消費者權益保護法。於報告期間，本集團並無得知在侵犯版權方面有確認的不遵守事件或投訴。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group's primary focus is to provide high quality services and products to our customers. In order to build customer trust and loyalty, the Group has established relevant policies which cover service quality, intellectual property and privacy protection. At our factory in Vietnam, we have a product quality inspection team that monitors product quality and ensures the quality of products is meeting our customers' expectations. We also welcome our customer's quality control teams to come to our factories to conduct quality inspections.

During the Reporting Period, we did not make any advertisements relating to products and services provided. In case we do make any advertisements, we will adhere to all relevant laws and regulations in relation to advertising and labelling of products that have a significant impact on us to ensure that we do not convey false or misleading message in relation to our products.

If customers are not pleased with the products or service quality, they may lodge a formal complaint and we would respond promptly, conduct internal investigations and search for solutions to settle the issue. Our management would contact the customers (i.e. brand owners) regarding the issues directly.

In respect of privacy and confidentiality protection, the Group's employees are obligated to retain in confidence all information obtained during the course of their employment, including, but not limited to, trade secrets, know-how, customer's information and personal data, supplier information and other confidential information. We also maintain information technology systems with high level of security to prevent unauthorized access to confidential information. Fingerprint identification facilities are installed at the show room to allow only a small number of authorized employees to enter into the show room.

本集團主要注重向我們的客戶提供高質素的服務及產品。為建立客戶信任及忠誠度，本集團已制定涵蓋服務質素、知識產權及私隱保護的相關政策。於越南工廠，我們設立產品質檢團隊，監控產品質量並確保產品質素符合我們客戶的預期。我們亦歡迎我們客戶的質檢團隊造訪我們的工廠，以進行質檢。

於報告期間，我們並無刊登有關所提供產品及服務的任何廣告。倘我們確有刊登任何廣告，我們將遵守所有與產品廣告及標籤有關且對我們有重大影響的相關法律及法規，以確保不會傳遞任何有關我們產品的虛假或誤導信息。

倘客戶對產品或服務質素並不滿意，客戶或會提出正式投訴，而我們會迅速回應、開展內部調查及尋求解決問題的解決方案。我們的管理層會就該等事宜直接聯繫客戶（即品牌擁有人）。

保護私隱及機密方面，本集團僱員有義務保密供職期間獲取之一切資料，包括但不限於商業秘密、專有技術、客戶資料及個人數據、供應商資料以及其他機密資料。我們亦已建立高安全級別的信息技術系統，以防止未經授權獲取機密資料。展廳內已安裝指紋識別設備，僅少數授權僱員獲准進入展廳。

Environmental, Social and Governance Report

環境、社會及管治報告

Anti-corruption

The Group strictly prohibits corruption and bribery committed by its employees. In the case of conflict of interests, employees must declare the concerns to management. In the case of suspected corrupt practices, those should be reported to the management. Employees are strictly prohibited to use business opportunities, power and/or occupational position for obtaining personal interests or benefits. During the Reporting Period, no report of any corruption or bribery behavior was noted by within the Group.

To prevent any corruption or bribery behavior within the Group, we brief newly joined employees on our anti-corruption practices that we do not tolerate any form of corruption and will take the most serious view of any attempt to commit corrupt practices.

Community Investment

The Group earnestly fulfils its social responsibilities, actively carries out public welfare activities, and regards public welfare as an important aspect of its corporate culture. Therefore, we encourage our employees to take part in community services so as to contribute to a more sustainable and harmonious society. In particular, we are devoted to helping the orphans through making donations to charitable bodies, building primary schools and participating in school visits.

Our employees are committed to caring for the elderly, women, children and other vulnerable groups by organizing different voluntary activities, such as inviting children with special education needs to visit the Company, organizing parties and giving out presents to children.

反貪污

本集團嚴格禁止僱員貪污及行賄。一旦出現利益衝突，僱員必須向管理層申報衝突事宜。一旦涉嫌貪污行為，應向管理層舉報。僱員嚴禁使用商機、權力及／或職位牟取私利。於報告期間，本集團並不知悉任何有關貪污或行賄行為的舉報。

為預防本集團內的任何貪污或行賄行為，我們向新加入的僱員簡要介紹我們的反貪污慣例，即我們絕不容忍任何形式的貪污，並將對任何貪污企圖進行最嚴肅處理。

社區投資

本集團切實履行社會責任，積極開展公益活動，並將公益視為企業文化的重點。因此，我們鼓勵僱員參與社區服務，為建立一個更可持續且更和諧的社會作出貢獻。具體而言，我們致力於透過向慈善機構捐款、建立小學及參與校訪幫助孤兒。

我們的僱員致力於透過組織不同的志願活動關愛長者、婦女、兒童及其他弱勢群體，如邀請有特殊教育需求的兒童參觀本公司、組織聚會及向兒童分發禮物。

Environmental, Social and Governance Report

環境、社會及管治報告

Children are the pillars of society and education is one of the most effective means to sustain community developments. During the Reporting Period, the Group made donations of approximately HK\$698,000 (2019: approximately HK\$277,000). The Group has donated to World Vision for Child Sponsor in helping the children enjoy good health, receive education, care and protection, and participating in making their community a better place to live.

The Group will continue to contribute to local community to develop a better environment for the society and children.

PART B. ENVIRONMENTAL

Emissions

The Group's greenhouse gas ("GHG") emissions mainly resulted from three types of activities, including but not limited to, direct vehicle emissions, direct air-conditioning at offices and factories, and the use of purchased electricity. Direct GHG emissions are very subtle as the production process of footwear only includes, abrasive, gluing and drying, universal pressing and pressed lining, repairing, shading, labeling, inspection, and packaging; while other indirect emissions mainly arise from the use of business facilities. We have implemented various measures to ensure that the emissions are kept at the minimum, and to reduce the impact of our business activities caused to the environment.

Vehicles, forklifts and generators

8 motor vehicles are used to serve our management team members, guests and clients, and 3 forklifts are used for lifting and transporting heavy loads in Vietnam and Cambodia factories. In our business operations, employees are seldom required to travel to different locations for work.

孩童乃社會的支柱，而教育為維持社區發展的其中一種最有效的方式。於報告期間，本集團捐款約698,000港元（二零一九年：約277,000港元）。本集團已向世界宣明會兒童保護項目作出捐贈以幫助兒童能夠擁有健康、接受教育、得到關懷及受到保護，並參與更好的生活社區建設活動。

本集團將繼續貢獻當地社區，為社會和孩童創造更好的環境。

B部. 環境

排放

本集團的溫室氣體（「溫室氣體」）排放主要來自三類活動，其中包括但不限於車輛直接排放、辦公室及工廠的空調直接排放以及使用購買的電力。直接溫室氣體排放非常輕微，因為鞋類的生產過程僅包括研磨、粘合及乾燥、通用沖壓及壓襯、修補、著色、加標籤、檢驗及包裝；而其他間接排放主要來自使用之商業設施。我們已採取多項措施以確保排放保持在最低水平，從而減少我們的業務活動對環境造成的影響。

車輛、叉車及發電機

越南及柬埔寨工廠使用8輛汽車接送我們的管理團隊成員、賓客及客戶，及使用3輛叉車起重及運輸重物。在我們的業務營運中，僱員很少需要前往不同地點工作。

Environmental, Social and Governance Report

環境、社會及管治報告

All usage of fuel and mileage of the vehicles are recorded by drivers on a daily basis in order to monitor the usage of vehicles. Furthermore, all vehicles are under regular maintenance check to facilitate fuel consumption efficiency, ensure road safety and keep carbon dioxide emission at its minimum.

The total mileage travelled by the vehicles was approximately 324,000 kilometers (2019: approximately 391,000 kilometers). The total consumption of fuel for both vehicles and forklifts was approximately 56,000 litres (2019: approximately 73,000 litres); the total nitrogen oxides and sulphur oxides emissions were approximately 24,000 grams (2019: approximately 29,000 grams) and approximately 1,000 grams (2019: approximately 1,000 grams) respectively; while the total particle emission was approximately 2,000 grams (2019: approximately 2,000 grams); and the total carbon dioxide emission was approximately 150,000 kilograms (2019: approximately 195,000 kilograms). Due to the COVID-19, the company had decreased business travelling which lead to decrease in vehicle usage and fuel consumption.

Generators are used to support the operations in Cambodia. The total fuel consumption was approximately 72,000 litres (2019: approximately 32,000 litres), with a total carbon dioxide emission was approximately 190,000 kilograms (2019: approximately 85,000 kilograms). Generator is used more frequently as a result of the increase in the number of days with unstable electricity supply in Manhattan Industrial Zone in Cambodia. Therefore, fuel consumption of the generator has vastly increased as compared to the previous year. In order to help reduce the use of fuel and the emissions of greenhouse gases, all machines and equipment would be turned off when they are not in use.

Based on our resource consumption, the total GHGs emissions within our operations was approximately 11,455,000 kilograms (2019: approximately 10,657,000 kilograms); and the intensity was approximately 1.73 kilograms per pair of shoes (2019: approximately 1.41 kilograms per pair of shoes).

司機每天會記錄車輛的所有燃料使用及里程情況，以監測車輛的使用情況。此外，所有車輛均會進行定期維護檢查，以便提高燃油消耗的效率、確保道路安全以及將二氧化碳排放量保持在最低水平。

汽車行駛總里程約324,000千米（二零一九年：約391,000千米）。汽車及叉車的燃料總消耗量約56,000升（二零一九年：約73,000升）；氮氧化物及硫氧化物總排放量分別約24,000克（二零一九年：約29,000克）及約1,000克（二零一九年：約1,000克）；而顆粒物總排放量約2,000克（二零一九年：約2,000克）；以及二氧化碳總排放量約150,000千克（二零一九年：約195,000千克）。由於新型冠狀病毒(COVID-19)疫情，本公司減少商務旅行，從而減少了車輛使用和燃油消耗。

柬埔寨使用發電機支持其營運。燃料總消耗量為約72,000升（二零一九年：約32,000升），而二氧化碳總排放量約190,000千克（二零一九年：約85,000千克）。由於柬埔寨曼哈頓工業區的不穩定供電天數增加，發電機的使用頻率更高。因此，發電機的燃料消耗較上一年度大幅增加。為有助降低燃料的使用及溫室氣體的排放，所有不使用的機器及設備會關閉。

基於我們的資源消耗情況，我們業務營運的溫室氣體總排放量約為11,455,000千克（二零一九年：約10,657,000千克），而強度則為每雙鞋約1.73千克（二零一九年：每雙鞋約1.41千克）。

Environmental, Social and Governance Report

環境、社會及管治報告

Air-conditioning

In Vietnam and Cambodia factories, indoor temperature is maintained at 24 degrees Celsius or above to reduce unnecessary energy wastage. Air-conditioners are switched off when they are not in use. The Group has also put notices at prominent locations to raise employees' awareness of energy conservation.

Use of Resources

The Group always endeavors to promote sustainability and aim to cease resources wastage that provokes detrimental harm to the environment. Various measures have been implemented to attain the goal of using resources efficiently. These measures have been effectively communicated to all levels of staff, ensuring that all employees understand clearly the importance of conserving energy and make full use of available resources during work.

Use of Resources Policy has been issued, and certain goals and plans have been made to save energy. We have also assigned a department responsible for energy management, which includes carrying out regular inspections and monitoring the usage of energy. We are aware of the significance of energy saving for the business and the society, and have made several investments on saving the use of energy and resources. The measures taken are as follows.

Water Usage

Water usage arises from the production process of footwear and the daily use of water by employees at the offices during working hours. Monthly water consumption depends highly on the production volume of the month and has slight fluctuation throughout the year.

At the factory in Vietnam, meters are installed to monitor the water consumption which makes analyzing the consumption index of each production stage easier. As for Cambodia factory, it is convenient for the site to source natural water from wells in the nearby area.

空調

越南及柬埔寨工廠的室內溫度維持在24攝氏度或以上，以減少不必要的能源浪費。空調在不使用時會關閉。本集團亦於顯眼的位置張貼告示，以提高僱員的節能意識。

資源使用

本集團一向致力於提升可持續發展能力以及旨在杜絕資源浪費，以免對環境造成損害。為達致高效使用資源的目標，我們實施了多項措施。該等措施已有效傳達至各級員工，確保全體僱員清楚明白節約能源的重要性並在工作中充分使用可用資源。

本集團已發佈資源使用政策，並已制定若干節能目標及計劃。我們亦指派部門負責能源管理，其中包括開展定期檢查及監測能源的使用情況。我們意識到節能對於企業及社會的重要性，並已在節約能源及資源的使用方面作出數項投資。所採取的措施如下。

用水

用水需求來自鞋履的生產過程以及辦公室僱員於辦公時間內的日常用水。每月的用水量很大程度上取決於當月的產量，並且全年只有小幅波動。

越南工廠已安裝計量表以監測用水量，從而更易於分析每個生產階段的消耗指數。至於柬埔寨工廠，從附近地區的井中獲取天然水更加方便。

Environmental, Social and Governance Report

環境、社會及管治報告

In order to use water efficiently, the Group has installed automatic water saving taps in toilets and has placed written notices in conspicuous areas to remind staff to save resources. Moreover, we have also consulted third party professionals to evaluate the existing energy saving policies and suggest ways to improve our measures.

We would continue to put more efforts to reduce unnecessary water consumption. During the Reporting Period, the total consumption of water in Vietnam site was approximately 318,000 cubic meters (2019: approximately 347,000 cubic meters), with a total of approximately 283,000¹ cubic meters (2019: approximately 278,000 cubic meters) of sewage discharged into pipes. The total water consumption and water sewage generated during the Reporting Period per one pair of shoes sold were approximately 0.0482 cubic meters and 0.0428 cubic meters respectively (2019: approximately 0.0531 cubic meters and 0.0426 cubic meters). During the Reporting Period, we complied with all relevant laws and regulations in relation to the discharge of sewage in Vietnam and Cambodia, and paid Vietnam Singapore Industrial Park in Vietnam and Manhattan Industrial Zone in Cambodia sewage fee to handle the waste water on our behalf. No confirmed non-compliance incidents or grievances were noted by the Group.

為高效利用水資源，本集團在廁所安裝了自動節水水龍頭，並在顯眼的位置設置了書面告示，提醒員工節省資源。此外，我們亦諮詢第三方專業人士對現有節能政策進行評估，並建議改進措施的方法。

我們將繼續加大力度以減少不必要的用水量。於報告期間，越南工廠總用水量約318,000立方米（二零一九年：約347,000立方米），排入管道的總污水量約283,000¹立方米（二零一九年：約278,000立方米）。於報告期間，每售出一雙鞋分別產生總用水量及污水量約0.0482立方米及0.0428立方米（二零一九年：約0.0531立方米及0.0426立方米）。於報告期間，我們已遵守越南及柬埔寨有關污水排放的所有相關法律及法規，並向位於越南的越南新加坡工業園及柬埔寨的曼哈頓工業區支付相關的排污費，以代表我們處理廢水。本集團並不知悉經確認的不合規事件或投訴。

¹ Our operating factory in Cambodia started to record sewage discharged into pipes since 2020 due to the availability of data. 2020 figure represents both Cambodia and Vietnam operating factories, whereas, 2019 figure only represents Vietnam operating factory.

¹ 基於數據的可得性，柬埔寨營運工廠自二零二零年開始記錄排入管道的污水量。二零二零年的數據包括柬埔寨和越南營運工廠，而二零一九年的數據僅包括越南營運工廠。

Environmental, Social and Governance Report

環境、社會及管治報告

Electricity and Energy Usage

In consideration of the potential environmental threats to the communities, the Group has made steady progress in reducing its carbon footprints across the business. The Group's electricity consumption for the Reporting Period was approximately 17,065,000 kilowatt-hour ("kWh") (2019: approximately 15,468,000 kWh), with a total carbon dioxide emission was approximately 11,081,000 kilograms (2019: approximately 10,276,000 kilograms). The total electricity consumption and carbon dioxide emission generated during the Reporting Period per one pair of shoes sold were approximately 2.5841 kWh and approximately 1.6779 kilograms respectively (2019: approximately 2.3688 kWh and approximately 1.5737 kilograms). It is mainly arising from daily consumption by the offices and factories in Vietnam and Cambodia. Moreover, the Group has recruited third party consulting company to perform energy audit tests at the Vietnam factory and provide suggestions and comments on the existing policies for room of improvements in electricity and energy usage.

The following are the measures that the Group has implemented to preserve energy and electricity:

- Lighting, appliances, machines and equipment are turned off when they are not in use to reduce energy consumption;
- Air conditioners and lights are turned off during non-office hours, including lunch hours, and in idle rooms;
- Employees are required to put computers and other devices into sleep mode or turn them off when they are not in use (such as during customer visit and lunch time) during business hours;
- Regular maintenance of office equipment such as air conditioners, computers, lights, refrigerators, etc. to ensure they are operating efficiently;

電力及能源使用

考慮到社區可能面臨的環境威脅，本集團在減少整個業務的碳足跡方面已取得穩步進展。本集團於報告期間的耗電量約為17,065,000千瓦時（「千瓦時」）（二零一九年：約15,468,000千瓦時），二氧化碳總排放量約為11,081,000千克（二零一九年：約10,276,000千克）。於報告期間，每售出一雙鞋分別會產生總耗電量及二氧化碳排放量約2.5841千瓦時及約1.6779千克（二零一九年：約2.3688千瓦時及約1.5737千克），主要產生自越南及柬埔寨的辦公室及工廠日常消耗。此外，本集團已聘請第三方諮詢公司在越南工廠進行能源審核測試，並就現有電力及能源使用可改進空間的政策提出建議及意見。

以下為本集團所實施保護能源及電力的措施：

- 關閉未使用的照明、電器、機器及設備，以減少能耗；
- 關閉非辦公時間（包括午餐時間）及閒置房間的空調及照明；
- 僱員於營業時間須將電腦及其他設備在未使用時（如客戶造訪及午餐時間）轉入睡眠模式或關閉；
- 定期維護空調、電腦、照明及冰箱等辦公設備以確保其有效率運作；

Environmental, Social and Governance Report

環境、社會及管治報告

- Printing machine in the office is set at energy-saving mode by default, and the sleep mode is automatically turned on, if not in use for a certain interval in time so as to reduce unnecessary energy consumption;
- Used printer cartridges are sent to the printing company for recycling; and
- Investment in technology is made to improve the efficient use of energy.
- 辦公室的打印機默認設置為節能模式，及倘於一段時間內不使用，睡眠模式會自動開啟，以減少不必要的能耗；
- 使用過的打印機墨盒將被送到印刷公司進行回收；及
- 投資技術以改善能源的有效利用。

Packaging

Our products mainly used materials such as paper, paper boxes, partition cardboard. In response to environmental protection, we have tried to minimize wastage of packaging materials to the greatest extent by reducing the use of new cartons through reusing and recycling old card boxes. The shoe boxes and carton boxes consumed were approximately 1,100 tonnes and 700 tonnes respectively (2019: approximately 1,200 tonnes and 850 tonnes).

Generation of Waste

The solid waste generated by the Group mainly arises from day-to-day operations, including, but not limited to, office-use paper, office waste and excessive materials generated during the production process. Total paper waste disposed at landfills has leading to carbon dioxide emission of approximately 35,000 kilograms (2019: approximately 22,000 kilograms). In 2020, our suppliers delivered the raw materials with non-recyclable paper packing, hence, paper waste had largely increased due to the packing of raw materials. In order to alleviate the pressure on landfills and promote environmental friendliness, we have implemented various measures to encourage recycling of office supplies and other materials, and eliminating the over-consumption of unnecessary products; prioritizing reuse and recycling over disposal.

包裝

我們的產品主要使用紙張、紙箱、分隔紙板等材料。為應對環境保護，我們盡量減少包裝材料的浪費，最大限度地通過重複使用及回收舊紙盒減少新紙箱的使用。消耗的鞋盒及硬紙盒分別約為1,100噸及700噸（二零一九年：約1,200噸及850噸）。

產生廢棄物

本集團產生的固體廢物主要由日常營運產生，包括但不限於辦公用紙、辦公室廢棄物及生產過程中所產生的剩餘材料。在堆填區處置的廢紙總量導致產生二氧化碳排放約35,000千克（二零一九年：約22,000千克）。於二零二零年，我們的供應商交付帶有不可回收紙張包裝的原材料，因此，廢紙由於原材料包裝而大幅增加。為減輕對堆填區的壓力及促進環保意識，我們已實行多項措施，鼓勵回收辦公用品及其他物料，以杜絕過度消耗不必要用品；就處理而言優先重複使用及回收。

Environmental, Social and Governance Report

環境、社會及管治報告

Both hazardous and non-hazardous wastes are generated during the manufacturing processes. In order to reduce the production of solid waste, statistics of waste is recorded monthly in order to keep track of the volume of disposal of hazardous and non-hazardous wastes. Employees are always reminded to use resources carefully and avoid using excessive materials during the process of shoe-making. The total hazardous and non-hazardous wastes generated during the Reporting Period were approximately 7,000² kilograms and 804,000 kilograms respectively (for the year ended 31 March 2019: approximately 13,000 kilograms and 897,000 kilograms). The total hazardous and non-hazardous wastes generated during the Reporting Period per one pair of shoes sold were approximately 0.0011 kilograms and 0.1469 kilograms respectively (2019: approximately 0.0020 kilograms and 0.1374 kilograms).

The Group actively advocates the idea of green and sustainable working environment, and full compliance with Part D of Article 36 Chapter V of the Vietnam Law on Environmental Protection and Law on Environmental Protection and Natural Resources Management of Cambodia. We have recruited licensed parties to handle all wastes generated during the manufacturing process. During the Reporting Period, no confirmed non-compliance incidents or grievances were noted by the Group in relation to waste disposal.

Compliance and Grievance

During the Reporting Period, the Group complied with all relevant environmental laws and regulations that have a significant impact on us, including but not limited to, “Law on Environmental Protection and Natural Resources Management” in Cambodia and “Law on Environmental Protection” in Vietnam. No confirmed non-compliance incidents or grievances were noted by the Group in relation to environmental issues.

² The service provider for collecting wastes in Cambodia operating factory was no longer able to categorize and measure the hazardous and non-hazardous, therefore, wastes for hazardous and non-hazardous in Cambodia operating factory was a reasonable assumption based on the wastes data of Vietnam operating factory, and the Group is of view that it better reflects the results. Hence, the decrease in wastes was due to change in data collection method.

製造過程中會產生有害及無害廢棄物。為減少產生固體廢棄物，我們每月記錄廢棄物統計數據，以便跟蹤有害及無害廢棄物的處置量。我們始終提醒僱員小心使用資源，避免在製鞋過程中使用過量的材料。於報告期間產生的有害及無害廢棄物總量分別約為7,000²千克及約804,000千克（截至二零一九年三月三十一日止年度：約13,000千克及897,000千克）。於報告期間，每售出一雙鞋會分別產生有害及無害廢棄物總量約0.0011千克及0.1469千克（二零一九年：約0.0020千克及0.1374千克）。

本集團積極倡導綠色及可持續工作環境的理念，並全面遵守越南環境保護法第V章第36條D部分及柬埔寨環境保護及自然資源管理法。我們已招募許可方處理製造過程中產生的所有廢棄物。於報告期間，本集團並不知悉與廢棄物處理有關的經確認不合規事件或投訴。

合規及投訴

於報告期間，本集團遵守了對我們有重大影響的所有相關環保法律法規，包括但不限於柬埔寨的「環境保護及自然資源管理法」及越南的「環保法」。本集團並不知悉與環保事項有關的經確認不合規事件或投訴。

² 柬埔寨營運工廠廢棄物收集服務供應商不再能夠分類及衡量有害及無害廢棄物，因此，基於越南營運工廠的廢棄物數據，柬埔寨營運工廠有害及無害廢棄物為合理假設，且本集團認為其更能反映結果。因此，廢棄物減少乃因數據收集方法改變所致。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company has established a formal and transparent procedure to protect the interests of the shareholders of the Company. The Board is committed to ensuring the self-regulatory practices exist to protect the interests of the shareholders of the Company. These include a Board with high caliber members, Board Committees and effective internal audit and good systems of internal controls. The Board and the management of the Company are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, sustainable business growth and enhancing shareholders' value. The Company regularly reviews the corporate governance procedures and developments of the Company. The corporate governance duties have been delegated by the Board to the audit committee of the Company. The primary duties of the audit committee in relation to corporate governance include developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board, so as to enhance and to ensure the corporate governance practices of the Company are in line with the relevant requirements. The Company applied the principles and complied with all the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the year under review.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms without deviation from the required standard of dealings as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules. Having made specific enquiry with all Directors, the Directors have complied with such code of conduct and the required standard of dealings in the Model Code and its code of conduct regarding securities transactions by the Directors throughout the year ended 31 March 2020.

企業管治常規

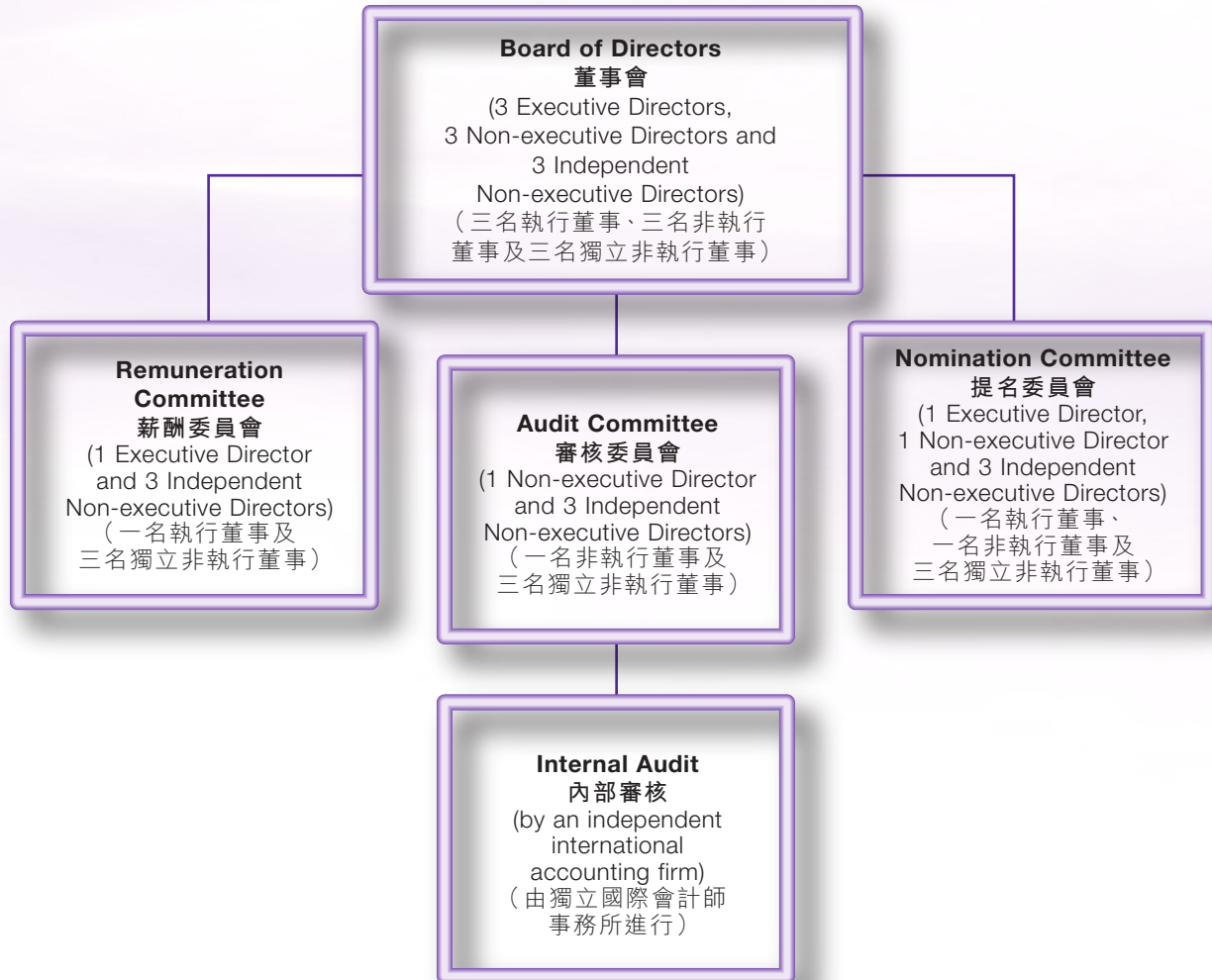
本公司已制訂正式及透明之程序，以保障本公司股東之利益。董事會致力確保具備自我規管常規，以保障本公司股東利益。有關常規包括由資深專業成員組成之董事會、董事委員會、有效內部審核及優良內部監控制度。本公司董事會及管理層致力於維持良好的企業管治常規及程序。本公司深信良好的企業管治能為有效的管理、健全的公司文化、可持續的業務發展及股東價值的提升確立框架。本公司會定期檢討本公司之企業管治程序及發展。董事會已委派本公司審核委員會處理本公司之企業管治事項。審核委員會有關企業管治之主要職責包括制訂及檢討本公司之企業管治政策及常規及向董事會作出建議，藉此提升本公司之企業管治常規及確保其符合相關條款。本公司於整個回顧年內採用載於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四之企業管治常規守則（「企業管治守則」）所有守則條文之原則，並遵守該等守則條文。

董事進行證券交易

本公司已採納一套董事進行證券交易之行為守則，其條款並未偏離上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）所載之規定買賣標準。在向所有董事作出具體查詢後，董事於截至二零二零年三月三十一日止年度內均已遵守該行為守則及標準守則所規定之買賣標準以及其本身就董事進行證券交易之行為守則。

GOVERNANCE STRUCTURE

管治架構



BOARD OF DIRECTORS

The duty of the Board is to manage the Group in a responsible and effective manner and every Director has to carry out his/her duty in good faith and achieve the standard of any prevailing applicable laws and regulations and act in the best interests of the Company and its shareholders. During the year under review and up to the date of this report, the members of the Board included:

Executive Directors:

Mdm. Huang Hsiu-duan, Helen (*Chairman*)
 Mr. Mumma, Adin David (resigned on 1 May 2019)
 Mr. Wong Hei-chiu (*Vice Chairman*)
 Mr. Chen Yi-wu, Ares (appointed on 1 May 2019)
 (*Chief Executive Officer*)

董事會

董事會之職責乃以盡責之態度及有效之方式管理本集團，而董事均須摯誠履行其職務，達致通行適用法例及法規之標準，行事時須以本公司及其股東之最佳利益為先。於回顧年內及直至本報告日期，董事會之成員包括：

執行董事：

黃秀端女士 (*主席*)
 馬大衛先生 (於二零一九年五月一日辭任)
 黃禧超先生 (*副主席*)
 陳奕舞先生 (於二零一九年五月一日獲委任)
 (*行政總裁*)

Corporate Governance Report

企業管治報告

Non-executive Directors:

Mr. Chan Ho-man, Daniel
Mr. Kimmel, Phillip Brian
Dr. Chow Wing-kin, Anthony, SBS, J.P.

Independent non-executive Directors:

Mr. Tam King-ching, Kenny
Mr. Yung Tse-kwong, Steven
Ms. Chan Mei-bo, Mabel

The Directors' biographies and the relationship among the Board members, if any, are set out in "Directors and Senior Management Profiles" of this annual report. In particular, Mdm. Huang Hsiu-duan, Helen, the Chairman, is the mother of Mr. Chen Yi-wu, Ares, the Chief Executive Officer. Save as disclosed above and in the "Directors and Senior Management Profiles", there is no financial, business, family or other material/relevant relationship(s) among the Directors. Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the year, the Chairman and the Chief Executive Officer were two separate positions held by Mr. Chan Ho-man, Daniel and Mdm. Huang Hsiu-duan, Helen respectively during the period from 1 April 2019 to 31 January 2020 and by Mdm. Huang Hsiu-duan, Helen and Mr. Chen Yi-wu, Ares respectively with effect from 1 February 2020 with clear distinction in responsibilities.

Directors' Attendance Records

The records of attendance of individual Directors at the Board meetings and annual general meeting, and relevant committee members at Board committee meetings held during the year under review are set out in the following table:

Name of Directors 董事姓名	Board 董事會	Number of Meetings Attended/Held 出席／舉行會議次數				Annual General Meeting 股東週年大會
		Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會		
Executive Directors 執行董事						
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	4/4	N/A不適用	0/0	1/1		1/1
Mr. Wong Hei-chiu 黃禧超先生	4/4	N/A不適用	N/A不適用	N/A不適用		1/1
Mr. Chen Yi-wu, Ares 陳奕舞先生	4/4	N/A不適用	N/A不適用	N/A不適用		1/1
Non-executive Directors 非執行董事						
Mr. Chan Ho-man, Daniel 陳浩文先生	4/4	N/A不適用	1/1	N/A不適用		1/1
Mr. Kimmel, Phillip Brian 柯民佑先生	4/4	N/A不適用	N/A不適用	N/A不適用		1/1
Dr. Chow Wing-kin, Anthony, SBS, J.P. 周永健博士，銀紫荊星章，太平紳士	4/4	2/2	1/1	N/A不適用		1/1
Independent non-executive Directors 獨立非執行董事						
Mr. Tam King-ching, Kenny 譚競正先生	4/4	2/2	1/1	1/1		1/1
Mr. Yung Tse-kwong, Steven 戎子江先生	4/4	2/2	1/1	1/1		1/1
Ms. Chan Mei-bo, Mabel 陳美寶女士	4/4	2/2	1/1	1/1		1/1

非執行董事：

陳浩文先生
柯民佑先生
周永健博士，銀紫荊星章，太平紳士

獨立非執行董事：

譚競正先生
戎子江先生
陳美寶女士

董事履歷及董事會成員間之關係（如有）載於本年報「董事及高層管理人員履歷」。具體而言，主席黃秀端女士為行政總裁陳奕舞先生的母親。除上文所披露者及「董事及高層管理人員履歷」所披露者外，董事之間並無任何財務、業務、家族或其他重大／有關關係。根據企業管治守則守則條文第A.2.1條，主席及行政總裁的角色應予以區分及由不同人士擔任。於年內，自二零一九年四月一日起至二零二零年一月三十一日止期間，主席及行政總裁分別由陳浩文先生及黃秀端女士擔任，自二零二零年二月一日起，分別由黃秀端女士及陳奕舞先生擔任，其職責範圍有明確區分。

董事出席會議紀錄

下表載列各董事於回顧年度內舉行之董事會會議及股東週年大會，以及相關委員會成員於回顧年度內舉行之董事委員會會議之出席紀錄：

Corporate Governance Report

企業管治報告

Apart from the above regular Board meetings of the year, the Board will meet on other occasions when a Board level decision on a particular matter is required. The Directors receive details of agenda items for decision and minutes of committee meetings in advance of each Board meeting. The Board has reserved for its decision or consideration matters covering corporate strategy, annual and interim results, Directors' appointment, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim financial statements for Board approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements, rules and regulations.

The Board is responsible for determining the corporate strategic development and ensuring the business operations are properly monitored. The Board reserves the right to decide all policy matters and material transactions of the Group.

The Board delegates the day-to-day operations to general managers and department heads who are responsible for different business functional units of the operations of the Group.

Besides, to assist the Board in discharge of its duty, the Board established the audit committee, remuneration committee and nomination committee and their scope of duties and terms of reference were discussed and approved in the Board meetings.

Non-executive Directors

All the non-executive Directors were appointed for a specific term of three years that are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the bye-laws of the Company.

Independent non-executive Directors

The Board has received from each of the independent non-executive Directors a written annual confirmation of their independence and satisfied that their independence up to the date of this report is in accordance with the Listing Rules.

除上述定期董事會會議外，董事會會於有需要就特定事項作出決策之其他情況下會晤。董事於每次董事會會議舉行前均會接獲有待決定之詳細議程項目及委員會會議記錄。董事會負責決定或考慮公司策略、年度及中期業績、董事委任、繼任計劃、風險管理、主要收購、出售及資本交易，以及其他重大營運及財務事宜。董事會特別委派管理層處理之重大公司事項包括：編製年度及中期財務報表，供董事會於公佈前批准；執行董事會採取之業務策略及措施；實行足夠之內部監控制度及風險管理程序；及遵守有關法定規定、規則及法規。

董事會負責決定公司策略發展，並確保妥善監察業務運作。董事會保留本集團一切政策事宜及重大交易之決定權。

董事會委派總經理及負責本集團不同業務營運職能之部門主管處理日常運作。

此外，為協助董事會履行其職責，董事會成立審核委員會、薪酬委員會及提名委員會，並於董事會會議上商討及批准各委員會之職責範圍及職權範圍。

非執行董事

全體非執行董事按特定任期三年獲委任，須根據本公司之公司細則於本公司股東週年大會上輪值告退及重選。

獨立非執行董事

董事會已接獲各獨立非執行董事有關其獨立性之年度書面確認書，並信納彼等於截至本報告日期具有上市規則所規定之獨立性。

Corporate Governance Report

企業管治報告

CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to code provision A.6.5 of the CG Code, Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the year under review, relevant materials on legislative and regulatory updates were circulated to all Directors, namely Mdm. Huang Hsiu-duan, Helen, Mr. Wong Hei-chiu, Mr. Chen Yi-wu, Ares, Mr. Chan Ho-man, Daniel, Mr. Kimmel, Phillip Brian, Dr. Chow Wing-kin, Anthony, Mr. Tam King-ching, Kenny, Mr. Yung Tse-kwong, Steven and Ms. Chan Mei-bo, Mabel, as to keep them abreast of any changes to the regulations and disclosure obligations. Mdm. Huang Hsiu-duan, Helen, Mr. Wong Hei-chiu, Mr. Chen Yi-wu, Ares, Mr. Chan Ho-man, Daniel and Mr. Kimmel, Phillip Brian, also attended relevant training courses on management, duties and responsibilities of a director and/or other topics organized by external professional bodies during the year under review to develop and refresh their knowledge and skills.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has subscribed an insurance policy since 2000 with an aim to indemnify its Directors and senior executives from any losses, claims, damages, liabilities and expenses arising from, including but not limited to, any proceedings brought against them during the performance of their duties pursuant to their respective service agreements entered into with the Company.

持續專業發展

根據企業管治守則之守則條文第A.6.5條，董事均須參與持續專業發展以增長及更新其知識及技能。此為確保彼等對董事會之貢獻保持瞭解及與之相關。於回顧年度內，與法律及法規更新的相關資料已發送給全體董事（即黃秀端女士、黃禧超先生、陳奕舞先生、陳浩文先生、柯民佑先生、周永健博士、譚競正先生、戎子江先生及陳美寶女士），令彼等掌握關於法規及披露責任之任何變更。黃秀端女士、黃禧超先生、陳奕舞先生、陳浩文先生及柯民佑先生於回顧年度內亦參加了由外部專業機構主辦與管理、董事的職能及責任相關及／或其他課題的培訓課程，以發展並更新其知識及技能。

董事及行政人員的責任保險

本公司自二零零零年起已投購保險，旨在彌償其董事及高級行政人員的任何損失、索償、損害、責任及開支，包括但不限於因董事及行政人員根據各自與本公司訂立的服務協議履行其職責時而被提出的任何訴訟。

PROCEEDINGS OF BOARD MEETINGS AND BOARD COMMITTEE MEETINGS

The Board considers that all meetings should be properly convened. With the assistance of the Company Secretary, the Chairman of the Board takes the lead to ensure that Board meetings and Board committee meetings are convened in accordance with the requirements set out in the bye-laws of the Company, the terms of reference of the respective Board committees and the Listing Rules.

In convening Board meetings, the Chairman is responsible for drawing up and approving the agenda for each meeting after consultation with all the Directors and the Company Secretary. Prior notice of each regular Board meeting is given to all the Directors at least 14 days in advance.

Board meetings are held at least four times a year. In addition, special Board meetings are held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of all the Directors.

Dates of regular Board meetings are scheduled in advance to provide sufficient notice to give all the Directors an opportunity to attend. For special Board meetings, reasonable notice is given.

The Directors have access to the advice and services of the Company Secretary to ensure that Board procedures and all applicable rules and regulations are followed.

The minutes of Board meetings record in sufficient detail the matters considered by the Board, including all concerns raised by the Directors and dissenting views expressed. The minutes of all Board meetings and Board committee meetings are kept by the Company Secretary and are available for inspection by any Director, auditors or any relevant eligible parties who can have access to such minutes.

董事會會議及董事委員會會議程序

董事會認為所有會議均應按妥善的方式召開。在公司秘書的協助下，董事會主席領導董事會以確保董事會會議及董事委員會會議均按載於本公司公司細則、各董事委員會的職權範圍及上市規則的要求召開。

於召開董事會會議時，主席負責在向全體董事及公司秘書作出諮詢後，草擬及批准每次會議的議程。每次召開定期董事會會議時，全體董事獲發出最少14天的預先通知。

董事會會議每年召開至少四次。此外，會在有需要時召開董事會特別會議。此等董事會會議均由全體董事親身出席，或透過其他電子通訊方法積極參與。

董事會定期會議的日期均預先訂定以發出充足通知，讓所有董事皆有機會騰空出席。至於董事會特別會議，則發出合理通知召開。

所有董事均可獲得公司秘書的意見和服務，以確保董事會程序及所有適用規則及規例均獲得遵守。

董事會的會議記錄已充分記錄董事會所考慮事宜的詳情，其中包括由董事提出的所有關注事項及發表的反對意見。所有董事會會議及董事委員會會議記錄均由公司秘書保存，任何董事、核數師或任何合資格取得該等會議記錄的有關人士均可查閱。

Corporate Governance Report

企業管治報告

REMUNERATION OF DIRECTORS

Pursuant to Rules 3.25 and 3.26 of the Listing Rules, the Company should establish a remuneration committee (the “Remuneration Committee”) with specific written terms of reference which deal clearly with its authority and duties.

The principal role and function of the Remuneration Committee include the determination of the specific remuneration packages of all executive Directors and senior management of the Company, including benefits in kind, pension rights and compensation payments, such as any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors and independent non-executive Directors.

During the year, the Remuneration Committee consisted of an executive Director and three independent non-executive Directors as set out below:

Mr. Yung Tse-kwong, Steven (*Chairman*)
Mdm. Huang Hsiu-duan, Helen
Mr. Tam King-ching, Kenny
Ms. Chan Mei-bo, Mabel

The Remuneration Committee has considered and reviewed the remuneration packages of the Directors with reference to the factors including salaries paid by comparable companies, time commitment and responsibilities of the Directors and employment conditions elsewhere in the Group. The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual executive Directors and senior management. The Remuneration Committee considers that the remuneration packages of the Directors are fair and reasonable and has recommended the same for approval by the Board. Details of the emolument policy of the Directors are set out on page 92 of this report.

董事薪酬

根據上市規則第3.25條及3.26條，本公司應設立具有明確成文職權範圍之薪酬委員會（「薪酬委員會」）；有關職權範圍應清楚說明委員會之權限及職責。

薪酬委員會之主要職責及職能包括釐定本公司各執行董事及高級管理層之特定薪酬組合（包括實物利益、退休金權利及補償金，如因離職或終止委任而招致損失之補償），及就非執行董事及獨立非執行董事之薪酬向董事會作出建議。

於本年度，薪酬委員會由下列一名執行董事及三名獨立非執行董事組成：

戎子江先生（主席）
黃秀端女士
譚競正先生
陳美寶女士

薪酬委員會參照可資比較公司提供之薪金、董事投入之時間及其職責及本集團其他部門之僱傭條件等多項因素，考慮及檢討董事之薪酬組合。薪酬委員會在其採納之運作模式中擔任董事會之顧問角色，董事會保留最終批准各執行董事及高級管理層人士薪酬待遇之權力。薪酬委員會認為，董事之薪酬組合屬公平合理，並已向董事會建議通過。董事之酬金政策詳情載於本報告第92頁。

Corporate Governance Report

企業管治報告

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management (excluding Directors) by band for the year ended 31 March 2020 is set out below:

根據企業管治守則之守則條文第B.1.5條，截至二零二零年三月三十一日止年度，高級管理層成員（不包括董事）酬金分級載列如下：

Remuneration band	Number of individuals	酬金分級	人數
HK\$500,001 to HK\$1,000,000	2	500,001港元至1,000,000港元	2
HK\$1,000,001 to HK\$1,500,000	2	1,000,001港元至1,500,000港元	2
HK\$3,000,001 to HK\$3,500,000	1	3,000,001港元至3,500,000港元	1

NOMINATION COMMITTEE

The principal role and function of the Nomination Committee include to review the structure, size and composition of the Board on a regular basis and to make recommendations to the Board regarding any proposed changes. The Board considers the past performance and qualification of the candidates for Directors, general market conditions and the Company's bye-laws in selecting and recommending candidates for directorship.

提名委員會

提名委員會之主要職責及職能包括定期檢討董事會之架構、規模及組成，並就任何建議變更向董事會作出建議。董事會考慮候任董事人選之過往表現及資格、整體市況以及本公司有關甄選及推薦候任董事人選之公司細則。

Board Diversity Policy

The Company has adopted the board diversity policy with effect from 1 September 2013. The policy sets out the approach to achieve diversity on the Board. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. In determining the Board's composition, the Nomination Committee will consider board diversity in terms of, among other things, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on merit, and candidates will be considered against appropriate objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee will monitor the implementation of the diversity policy and review the same as appropriate.

董事會成員多元化政策

自二零一三年九月一日起，本公司已採納董事會成員多元化政策。該政策載列董事會為達致成員多元化而採取之方針。本公司明白並深信董事會成員多元化對提升本公司表現質素裨益良多。於釐定董事會組成時，提名委員會將會從以下方面考慮董事會成員多元化，其中包括性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並於考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。提名委員會將監察多元化政策之實施並於適當時作出檢討。

Corporate Governance Report

企業管治報告

Nomination Policy

The Board has adopted a nomination policy, which sets out the criteria and process in the nomination and appointment of Directors, with the objective to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

1. Selection Criteria

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

- Reputation for integrity
- Accomplishment and experience
- Qualifications
- Compliance with legal and regulatory requirements
- Commitment in respect of available time and relevant interest
- Independence – in case of nomination or re-appointment of independent non-executive Directors, the requirements and guidelines on independence of a candidate in accordance with Rule 3.13 of the Listing Rules
- Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, professional experience, skills, knowledge and length of service

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

提名政策

董事會已採納一項提名政策，其載列提名及委任董事的標準及流程，旨在確保董事會按本公司業務需要在技能、經驗和多元化觀點等三方面都保持平衡。

1. 揀選標準

提名委員會評估建議候選人是否合適時將參考下列因素：

- 誠信聲譽
- 成就及經驗
- 資格
- 遵守法律及法規要求
- 對可投入時間及相關事務關注之承諾
- 獨立性—就提名或重新委任獨立非執行董事而言，有關候選人獨立性的標準及指引按照上市規則第3.13條
- 董事會各方面之多元化，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、專業經驗、技能、知識及服務年限

上述因素僅供參考，並非盡列所有因素，亦不具決定性作用。提名委員會可酌情決定提名其認為適當任何人士。

2. Nomination Procedures

The secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.

The Nomination Committee should evaluate such candidate based on the selection criteria mentioned above to determine whether such candidate is qualified for directorship. If he or she is considered appropriate, the Nomination Committee shall make recommendations for the Board's consideration and approval for filling a casual vacancy. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation. A candidate is allowed to withdraw his/her candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Company. The Board shall have the final decision on all matters relating to the recommendation of candidates to stand for election at any general meeting.

Retiring Directors are eligible for nomination by the Board to stand for re-election at a general meeting. The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring Director and his/her level of participation and performance on the Board.

If an independent non-executive Director is subject to re-election, the Nomination Committee and/or the Board will also assess and consider whether the independent non-executive Director will continue to satisfy the independence requirements as set out in the Listing Rules.

2. 提名流程

提名委員會之秘書須召開提名委員會會議，並於會議前邀請董事會成員提名候選人（如有）以供提名委員會考慮。提名委員會亦可提名並非由董事會成員提名之候選人。

提名委員會應按上述揀選準則評核有關候選人，以釐定有關候選人是否符合資格出任董事職務。倘彼被認為合資格，則提名委員會須向董事會作出推薦建議以供其考慮及批准填補臨時空缺。就於股東大會上提名候選人選舉而言，提名委員會須向董事會作出提名以供其考慮及提供推薦建議。董事候選人可於股東大會舉行前任何時候向本公司公司秘書發出書面通知退選。對有關推薦候選人於股東大會上參選之所有事宜，董事會擁有最終決定權。

退任董事符合資格獲董事會提名於股東大會上膺選連任。提名委員會及／或董事會應檢討退任董事對本公司整體貢獻及服務，以及彼於董事會的參與程度及表現。

倘獨立非執行董事須膺重選，提名委員會及／或董事會亦將評估及考慮獨立非執行董事是否將繼續符合上市規則所載的獨立性規定。

Corporate Governance Report

企業管治報告

During the year, Mdm. Huang Hsiu-duan, Helen (an executive Director) was appointed as the chairman of the Nomination Committee in place of Mr. Chan Ho Man, Daniel (a non-executive Director) with effect from 1 February 2020, and the members of the Nomination Committee consisted of one non-executive Director and three independent non-executive Directors as set out below:

Mdm. Huang Hsiu-duan, Helen (*Chairman*)
(appointed on 1 February 2020)
Mr. Chan Ho-man, Daniel (*Chairman*)
(resigned on 1 February 2020)
Dr. Chow Wing-kin, Anthony, SBS, J.P.
Mr. Tam King-ching, Kenny
Mr. Yung Tse-kwong, Steven
Ms. Chan Mei-bo, Mabel

The Nomination Committee considered and resolved that all the existing Directors shall be recommended to be retained by the Company. Further, in accordance with the Company's bye-laws and as resolved by the Nomination Committee, Mdm. Huang Hsiu-duan, Helen, Mr. Kimmel, Phillip Brian and Mr. Yung Tse-kwong, Steven will retire from office by rotation, and being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

AUDIT COMMITTEE

As required by Rule 3.21 of the Listing Rules, the Company has established an audit committee (the "Audit Committee") with written terms of reference, which deals clearly with its authority and duties. Its principal duties are to review and supervise the Group's financial reporting process and internal control systems.

During the financial year ended 31 March 2020, the Audit Committee consisted of a non-executive Director and three independent non-executive Directors as set out below:

Mr. Tam King-ching, Kenny (*Chairman*)
Dr. Chow Wing-kin, Anthony, SBS, J.P.
Mr. Yung Tse-kwong, Steven
Ms. Chan Mei-bo, Mabel

During the year under review, the Audit Committee reviewed the Group's consolidated financial statements, interim and annual reports, the accounting principles and practices adopted and internal control systems. The Audit Committee also reviewed and approved the external auditor's remuneration and terms of engagement and recommended the Board for re-appointment of the external auditor.

於本年度，黃秀端女士（執行董事）獲委任為提名委員會之主席以代替陳浩文先生（非執行董事陳），自二零二零年二月一日起生效，且提名委員會成員由下列一名非執行董事及三名獨立非執行董事組成：

黃秀端女士（主席）
（於二零二零年二月一日獲委任）
陳浩文先生（主席）
（於二零二零年二月一日辭任）
周永健博士，銀紫荊星章，太平紳士
譚競正先生
戎子江先生
陳美寶女士

提名委員會考慮及議決建議本公司留任全體現任董事。此外，根據本公司之公司細則，並如提名委員會所議決，黃秀端女士、柯民佑先生及戎子江先生輪值退任，並符合資格及願意於應屆股東週年大會上膺選連任。

審核委員會

如上市規則第3.21條所規定，本公司已成立審核委員會（「審核委員會」），並以書面清晰訂明其職權範圍。其主要職責為審閱及監督本集團之財務申報程序及內部監控制度。

截至二零二零年三月三十一日止財政年度，審核委員會由下列一名非執行董事及三名獨立非執行董事組成：

譚競正先生（主席）
周永健博士，銀紫荊星章，太平紳士
戎子江先生
陳美寶女士

於回顧年內，審核委員會已審閱本集團之綜合財務報表、中期及年度報告、採納之會計原則及慣例以及內部監控系統。審核委員會亦已檢討及批准外聘核數師之薪酬及聘用條款，並已向董事會建議重新委任外聘核數師。

Corporate Governance Report

企業管治報告

The Audit Committee is also responsible for performing the corporate governance duties, including:

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

The Group's audited consolidated financial statements for the year ended 31 March 2020 have been reviewed by the Audit Committee, which was of the opinion that the preparation of the consolidated financial statements complied with the applicable accounting standards, the Listing Rules and legal requirements, and that adequate disclosures have been made.

The Audit Committee considered that the existing proposed terms in relation to the appointment of the Group's external auditor are fair and reasonable.

AUDITOR'S REMUNERATION

The Audit Committee is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Group. During the year under review, the fees payable to the Company's external auditor for audit services and non-audit services were HK\$2,048,000 and HK\$582,000, respectively. The non-audit services relate primarily to tax compliance and consultancy services.

審核委員會亦負責履行企業管治職責，包括：

- 制訂及檢討本公司之企業管治政策及常規以及向董事會作出建議；
- 檢討及監察董事及高級管理層之培訓及持續專業發展；
- 檢討及監察本公司遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於僱員及董事之操守守則及合規手冊（如有）；及
- 檢討本公司遵守企業管治守則之情況以及於本企業管治報告內之披露。

審核委員會已審閱本集團截至二零二零年三月三十一日止年度之經審核綜合財務報表，認為綜合財務報表之編製方式符合適用會計準則、上市規則及法律規定，並已作出足夠披露。

審核委員會認為，有關委聘本集團外聘核數師之現有建議條款屬公平合理。

核數師薪酬

審核委員會負責考慮委聘外聘核數師，及檢討其履行之任何非審核職能，包括有關非審核職能會否對本集團造成任何潛在重大不利影響。於回顧年度內，就核數服務及非核數服務應付予本公司之外聘核數師之費用分別為2,048,000港元及582,000港元。非核數服務主要與稅務合規及諮詢服務有關。

Corporate Governance Report

企業管治報告

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements for each financial year, which give a true and fair view of the financial position of the Company and its subsidiaries as at the end of the reporting period and of their financial performance and cash flows for that year in accordance with Hong Kong Financial Reporting Standards and in compliance with relevant law and disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules. The Directors have prepared the financial statements for the year ended 31 March 2020 on a going concern basis. The Directors are responsible for keeping proper accounting records which reflect the financial position of the Group with reasonable accuracy at any time.

The Directors' responsibilities and the responsibilities of the independent auditor with respect to the consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2020 are set out on pages 100 to 109 of this report.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board recognizes its responsibility for maintaining an adequate and sound enterprise risk management and internal control system and through the Audit Committee and, if necessary, an external independent professionals to provide internal control services, conducts reviews on the effectiveness of these systems at least annually, covering material controls, including financial, operational, compliance and strategic risk control functions. The Board understands that such 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.

董事及核數師於財務報表之責任

董事確認，彼等須根據香港財務報告準則就各個財政年度編製財務報表，有關財務報表須真實及公平地反映本公司及其附屬公司於報告期末之財務狀況，以及其於有關年度之財務業績及現金流，並須符合香港公司條例及上市規則之相關法例及披露規定。董事已按持續經營基準編製截至二零二零年三月三十一日止年度之財務報表。董事亦負責保存適當之會計記錄，以反映本集團於任何時間之合理而準確之財務狀況。

董事及獨立核數師就本公司及其附屬公司截至二零二零年三月三十一日止年度之綜合財務報表之責任載於本報告第100至109頁。

風險管理及內部監控

董事會知悉其維持適當及良好的企業風險管理及內部監控系統的責任並透過審核委員會及(如需要)外部獨立專業人士提供內部監控服務，至少每年檢討該等系統的有效性，內容涵蓋重大監控，包括財務、營運、合規及策略風險監控職能。董事會明白有系統旨在管理而非消除未能達成業務目標的風險，旨在提供合理的保證而並非絕對保證能夠避免出現重大錯誤陳述或損失。

Corporate Governance Report

企業管治報告

During the year under review, the Board, through the Audit Committee, conducted an annual review of both design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues identified to the Board.

During the year under review, the Company appointed BT Corporate Governance Limited (an operating entity of Baker Tilly Hong Kong) ("BTCGL"), an external independent professionals to:

- assist in identifying and assessing the risks of the Group through a series of workshops and interviews; and
- independently perform internal control review and assess effectiveness of the Group's risk management and internal control systems.

The results of the independent review and assessment were reported to the Audit Committee and the Board. Moreover, improvements in internal control and risk management measures as recommended by BTCGL to enhance the risk management and internal control systems of the Group and mitigate risks of the Group were adopted by the Board. Based on the findings and recommendations of BTCGL as well as the comments of the Audit Committee, the Board considered the internal control and risk management systems effective and adequate.

於回顧年度內，董事會透過審核委員會，對本集團風險管理及內部監控系統的設計及實施成效進行年度檢討，涵蓋所有重大監控，包括財務、營運及合規監控，以確保本集團的會計、內部審核及財務報告職能均具備充足的資源、員工資歷及經驗、培訓方案及預算。就此而言，審核委員會向董事會通報識別的任何重大事項。

於回顧年度內，本公司委任外部獨立專業機構企業管治專才有限公司（「企管專才」，為天職香港的營運實體）以：

- 通過一系列研討會及訪談，協助識別及評估本集團的風險；及
- 獨立進行內部監控審查及評估本集團的風險管理及內部監控系統的效用。

獨立審閱及評估的結果已向審核委員會及董事會報告。此外，董事會採納了企管專才建議的內部監控及風險管理措施的改進，以加強本集團的風險管理及內部監控系統以及減少本集團的風險。根據企管專才的調查結果及建議以及審核委員會的意見，董事會認為內部監控及風險管理系統有效且充分。

Corporate Governance Report

企業管治報告

Our Enterprise Risk Management Framework

The Group established its enterprise risk management framework during the year. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing an internal control system to manage all kinds of risks faced by the Group.

Through the risk identification and assessment processes, risks are identified, assessed, prioritized and allocated treatments. Our risk management framework follows the COSO Enterprise Risk Management – Integrated Framework, which allows the Board and management to manage the risks of the Group effectively. The Board receives regular reports through the Audit Committee that oversight risk management and internal audit functions.

Principal Risks

During the year ended 31 March 2020, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

Risk Areas	Principal Risks
Strategic Risks	Risk of economic recession Unstable political environment of some of the countries where we operate our production plants
Operational Risks	Pressure on rise in operating cost
Financial Risks	Risk of inflation/deflation
Compliance Risks	No significant risks identified

我們的企業風險管理框架

本集團於年內建立了企業風險管理框架。雖然董事會有整體責任確保維持良好有效的內部監控，但管理層負責設計及實施內部監控系統，以管理本集團面臨的各種風險。

通過風險識別及評估過程，風險被識別、評估、確定優先次序並進行分配處理。我們的風險管理框架遵循COSO企業風險管理—綜合框架，允許董事會及管理層有效地管理本集團的風險。董事會透過審核委員會收取定期報告，監督風險管理及內部審核職能。

主要風險

截至二零二零年三月三十一日止年度，本集團識別及將下列主要風險分類為戰略風險、營運風險、財務風險及合規風險。

風險領域	主要風險
戰略風險	經濟衰退的風險 我們經營我們的生產廠房所在的若干國家的政治環境不穩定
營運風險	營運成本壓力增加
財務風險	通脹／通縮風險
合規風險	未識別出重大風險

Risk Control Mechanism

The Group adopts a “three lines of defence” corporate governance structure with operational management and controls performed by operations management, coupled with risk management monitoring carried out by the finance and compliance team and independent internal audit outsourced to and conducted by Baker Tilly. The Group adopts risk management policy and procedure (the “Risk Management Policy”) and maintains a risk register to keep track of all identified major risks of the Group. The risk register provides the Board, the Audit Committee, and management with a profile of its major risks and records management’s action taken to mitigate the relevant risks. Each risk is evaluated at least annually based on its likelihood of occurrence and potential impact upon the Group. The risk register is updated by management as the risk owners with addition of new risks and/or removal of existing risks, if applicable, at least annually, after the annual risk evaluation has been performed. This review process can ensure that the Group proactively manages the risks faced by it in the sense that all risk owners have access to the risk register and are aware of and alert to those risks in their area of responsibility so that they can take follow-up action in an efficient manner.

Our risk management activities are performed by management on an ongoing process. The effectiveness of our risk management framework will be evaluated at least annually, and periodic management meeting is held to update the progress of risk monitoring efforts. Management is committed to ensuring that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

風險監控機制

本集團採用「三線防守」企業管治結構，由營運管理層執行經營管理及監控，加上財務及合規團隊開展的風險管理監督，以及由天職外包及執行的獨立內部審核。本集團採納風險管理政策及程序（「風險管理政策」）並維繫風險記錄，以監察本集團所有已識別的主要風險之動向。風險記錄為董事會、審核委員會及管理層提供其主要風險組合並記錄管理層為緩解相關風險所採取行動。本集團至少每年根據各風險發生的可能性和對本集團的潛在影響進行評估。在執行年度風險評估之後，管理層（作為風險所有者）將至少每年更新風險記錄，增加新風險及／或刪除現有風險（如適用）。審核流程可確保本集團主動管理其面臨的風險，即所有風險所有者都可以取得風險記錄，並且了解並警惕其責任領域的風險，以便彼等有效率地採取後續行動。

我們的風險管理活動由管理層持續進行。我們的風險管理框架的有效性將至少每年進行一次評估，並定期舉行管理層會議以更新風險監測工作的進展。管理層致力於確保風險管理構成日常業務運營流程的一部分，以便有效地統一風險管理與公司目標。

Corporate Governance Report

企業管治報告

The Company will continue to engage external independent professionals to review the Group's system of internal controls and risk management annually and further enhance the Group's internal control and risk management systems as appropriate.

There is currently no internal audit function within the Group. The directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the directors will continue to review at least annually the need for an internal audit function.

Disclosure of Inside Information

The Group has established internal control procedures for the handling and dissemination of inside information in order to comply with Chapter 13 of the Listing Rules as well as Part XIVA of the Securities and Futures Ordinance ("SFO"). The internal control mechanism includes information flow and reporting processes, confidentiality arrangements, disclosure procedures, and staff training arrangements, etc.

DIVIDEND POLICY

It is the policy of the Board, in recommending dividends, to allow shareholders to participate in the Company's profits and for the Company to retain adequate reserves for future growth. The Company expects to maintain a general dividend policy of declaring and paying approximately 30% to 60% of the Company's consolidated net profit attributable to shareholders of the Company in each financial year subject to the financial performance, business development, working capital requirements and capital expenditure plan of the Group. The Company may in addition from time to time consider to declare special dividends subject to the macroeconomic environment, funding needs on business development, overall cash position and any future capital commitments of the Group.

本公司將繼續聘請外部獨立專業人士每年審閱本集團的內部監控及風險管理系統，並進一步加強本集團的內部監控及風險管理系統（如適用）。

本集團目前尚無內部審核職能。董事已檢討內部審核職能的需要，並認為鑑於本集團業務規模、性質及複雜程度，任命外部獨立專業人士執行內部審核職能將更具成本效益以滿足本集團需求。然而，董事會將繼續每年至少檢討一次內部審核職能的需要。

內幕消息披露

本集團已就處理及發佈內幕消息制訂內部監控程序，以遵守上市規則第13章以及證券及期貨條例（「證券及期貨條例」）第XIVA部。內部控制機制包括消息流向與申報流程、保密安排、披露程序及員工培訓安排等。

股息政策

董事會在建議派發股息時遵循讓股東分享本公司溢利，同時為本公司日後發展保留充足儲備的政策。本公司預期維持一般股息政策，以宣派及派付於各財政年度內本公司股東應佔本公司綜合純利約30%至60%，乃須遵守本集團的財務表現、業務發展、營運資金需求及資本開支計劃。此外，本公司可不時考慮根據宏觀經濟環境、業務發展的資金需求、本集團整體現金狀況及任何未來資本承擔宣派特別股息。

Corporate Governance Report

企業管治報告

Declaration and payment of dividends shall remain to be determined at the sole discretion of the Board, taking into consideration of, among others, the following factors:

- (i) operations and earnings;
- (ii) business development;
- (iii) liquidity position;
- (iv) capital requirements and surplus;
- (v) general financial conditions;
- (vi) contractual restrictions (if any); and
- (vii) any other factors that the Board considers appropriate.

Subject to the Companies Act of Bermuda and the bye-laws of the Company (the “Bye-laws”), the Company may from time to time declare dividends in any currency to be paid to the members of the Company but no dividend shall be declared in excess of the amount recommended by the Board.

The Board may also from time to time pay to the members of the Company such interim dividends as appear to the Board to be justified by the profits of the Company. Any declaration and payment as well as the amount of the dividend will be subject to the Bye-laws and the Companies Act of Bermuda.

INVESTOR RELATIONS

The Company continues to promote and enhance investor relations and communications with its investors. An intensive communications channel has been maintained with the media, analysts and fund managers through one-on-one meeting, road shows and conferences. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them abreast of the Company’s development.

宣派及派付股息須由董事會經計及下列因素（其中包括）後全權酌情釐定：

- (i) 營運及盈利；
- (ii) 業務發展；
- (iii) 流動資金狀況；
- (iv) 資金需求及盈餘；
- (v) 整體財務狀況；
- (vi) 合約限制（如有）；及
- (vii) 董事會認為適宜的任何其他因素。

根據百慕達公司法及本公司細則（「細則」），本公司可不時宣佈以任何貨幣向本公司成員派付股息，惟股息額不超過董事會建議宣派的數額。

倘董事會認為本公司溢利足以作出分派，董事會亦可不時向本公司成員派付有關中期股息。任何宣派及派付以及股息金額將須遵守細則及百慕達公司法。

投資者關係

本公司繼續提倡及提升投資者關係及與其投資者之通訊。本公司通過與傳媒、分析員及基金經理舉行個別會議、舉辦路演及研討會，從而維持廣泛之通訊渠道，並委派高級管理層與機構投資者及分析員維持定期會晤，從而向彼等提供有關本公司發展之最新消息。

Corporate Governance Report

企業管治報告

COMMUNICATION WITH SHAREHOLDERS

The Company sets high priority in communicating with shareholders and investors. Regular meetings with institutional shareholders and general presentation of financial results are made when financial results are announced. The Company also provides extensive information in its annual report, interim report and announcements.

The Board endeavours to maintain an ongoing dialogue with shareholders. All directors are encouraged to attend the general meetings to have personal communication with shareholders. In annual general meeting, the chairman of the Board and the chairman of each committee are required to attend and answer questions from shareholders in respect of the matters that they are responsible and accountable for. In addition, a representative of the Company's external auditors is requested to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, accounting policies and auditor independence.

The Company's annual general meeting ("AGM") and special general meeting ("SGM") provide good opportunities for shareholders to express their views and ask Directors and management questions regarding the Company. All shareholders of the Company receive the annual report, circulars and notices of AGM and SGM and other corporate communications. Separate resolutions are required at general meetings on each distinct issue. Each shareholder is permitted to appoint a proxy to attend and vote in his stead.

與股東之通訊

本公司特別重視與股東及投資者之通訊。公佈財務業績時，本公司會與機構股東舉行例會及總體財務業績發佈會。本公司亦會於其年報、中期報告及公佈中提供大量資料。

董事會致力與股東保持持續對話。本集團鼓勵全體董事出席股東大會並與股東進行個人溝通。董事會主席及各委員會主席均須出席股東週年大會，並回應股東就彼等負責之事宜所作出之提問。此外，本公司外聘核數師之代表須出席股東週年大會，回答有關進行審計、核數師報告之編製及內容、會計政策及核數師獨立性之提問。

藉本公司股東週年大會（「股東週年大會」）及股東特別大會（「股東特別大會」），股東可表達彼等對本公司之意見及向董事及管理層提問。本公司全體股東均獲寄發年報、通函、股東週年大會及股東特別大會通告以及其他公司通訊。本公司須就各項不同事項於股東大會上個別提呈決議案。每名股東可委派一名代表出席大會及代其投票。

PROCEDURES FOR SHAREHOLDERS TO NOMINATE A DIRECTOR, MAKE PROPOSALS AND CONVENE GENERAL MEETINGS

Pursuant to the Bye-laws of the Company, if a shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person (other than the shareholder himself/herself) for election as a director of the Company, the shareholder must deposit a written notice to the principal place of business of the Company in Hong Kong for the attention of the company secretary of the Company. Details for nominating candidates to stand for election as a director are set out in the Corporate Governance section of the Company website.

(i) Any one or more shareholders holding not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting; or (ii) not less than 100 shareholders may submit a written request to make proposals or move a resolution at a general meeting; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting. Such request must be deposited at the principal place of business of the Company in Hong Kong, for the attention of the company secretary of the Company, not less than six weeks before the meeting in the case of a requisition requiring notice of a resolution and not less than one week before the meeting in the case of any other requisition. Details of the requirements and procedures for making proposals or moving a resolution at a general meeting are set out in the Corporate Governance section of the Company website.

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office and at its principal place of business in Hong Kong, for the attention of the Board or the company secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition. Details of the requirements and procedures for convening general meetings are set out in the Corporate Governance section of the Company website.

股東提名董事、作出提議及召開股東大會之程序

根據本公司之公司細則，倘正式合資格出席因處理委任／選舉董事而召開之股東大會並於會上投票之股東希望提名某一人士（股東本身除外）參選本公司董事，其必須將書面通知呈遞至本公司位於香港之主要營業地點，以供本公司之公司秘書垂注。提名候選人參選董事之詳情載於本公司網站之企業管治部分。

(i) 持有有權於股東大會上投票之全體股東之總投票權不少於二十分之一之一名或多名股東；或(ii) 不少於100名股東，可提呈於股東大會上作出動議或決議案之書面要求，或就於特定股東大會上擬提出之決議案所述之事項或將處理之事務作出不超過1,000字之陳述。有關要求必須於大會舉行前六週（倘要求獲提供決議案通知）或股東大會舉行前一週（倘為任何其他要求）呈遞至本公司香港主要營業地點，致本公司之公司秘書。有關在股東大會上提出動議或議案之規定及程序之詳情載於本公司網站企業管治部分。

於遞呈要求當日持有不少於附有本公司股東大會投票權之本公司繳足股本十分之一之任何一名或多名股東，可隨時向本公司註冊辦事處及香港主要營業地點發出書面要求，致董事會或本公司之公司秘書，要求董事會召開股東特別大會，處理有關要求所指明任何事項的相關議程。有關召開股東大會之規定及程序之詳情載於本公司網站企業管治部分。

Corporate Governance Report

企業管治報告

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Shareholders may send their enquiries and concerns to the Board of the Company by addressing them to the principal place of business of the Company in Hong Kong at 17th Floor, Empress Plaza, 17-19 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong by post or by email to kingmkra@netvigator.com for the attention of the company secretary of the Company.

Upon receipt of the enquiries, the company secretary will forward:

1. communications relating to matters within the Board's purview to the executive Directors of the Company;
2. communications relating to matters within a Board committee's area of responsibility to the chairman of the appropriate committee; and
3. communications relating to ordinary business matters, such as suggestions, inquiries and complaints, to the appropriate management of the Company.

VOTING BY POLL

Pursuant to the Listing Rules, all voting at the Company's general meetings shall be conducted by poll. The Company's bye-laws have set out the procedures and requirements of voting by poll. Such voting procedure would be explained by the Chairman at the commencement of the general meeting of shareholders.

CODE OF CONDUCT

To enhance the standards of employees, the Company has set out standards of professional and ethical conduct for all employees of the Group. The employees at all levels are expected to conduct themselves in an honest, diligent and responsible manner.

CONCLUSION

The Company will continue its enduring effort in reviewing the corporate governance practices from time to time and will try its best in maintaining, strengthening and improving the standard and quality of the Company's corporate governance to meet with the continuous changing environment and for the benefit of the shareholders.

向董事會查詢之程序

股東可向本公司董事會寄發查詢及關注事宜，以郵寄方式寄往本公司於香港之主要營業地點（地址為香港九龍尖沙咀漆咸道南17-19號帝后廣場17樓），或電郵至kingmkra@netvigator.com，收件人為本公司之公司秘書。

收到查詢後，公司秘書將轉發：

1. 與董事會職權範圍內有關事宜之通訊予本公司執行董事；
2. 與董事委員會職權範圍內有關事宜之通訊予相關委員會主席；及
3. 與日常事務有關事宜（如建議、查詢及投訴）之通訊予本公司相關管理層。

以投票方式表決

根據上市規則，本公司股東大會上之所有表決須以投票方式進行。本公司之公司細則已載列以投票方式表決之程序及規定。於股東大會開始時主席亦會闡釋該等表決程序。

行為守則

為提升僱員水準，本公司已為本集團所有僱員制訂專業及操守標準。各級僱員均須本著誠實、勤奮及盡責之態度行事。

結論

本公司將繼續致力不時檢討其企業管治常規，盡力維持、鞏固及改善本公司企業管治標準及質素，以迎合瞬息萬變之環境及照顧股東利益。

Directors and Senior Management Profiles 董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Huang Hsiu-duan, Helen 黃秀端	63	Executive director and Chairman (with effect from 1 February 2020) 執行董事及主席 (由二零二零年二月一日起 生效)	39	<p>Madam Huang is a co-founder of the Group, and served as the Chairman and the Chairman of the nomination committee of the Company with effect from 1 February 2020. She is also a member of the Remuneration Committee of the Company and serves as a director for the subsidiaries of the Company. She is responsible for formulating the overall business strategies and policy development, and future development plans for the Group. Madam Huang has more than 43 years' experience in the footwear industry. Madam Huang is the mother of Ms. Chen Zi-yun, Fiona Apple and Mr. Chen Yi-wu, Ares. Madam Huang is one of the directors of King Strike Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance.</p> <p>黃女士為本集團創辦人之一，自二零二零年二月一日起擔任主席兼本公司提名委員會主席。彼亦為本公司薪酬委員會成員並於本公司多家附屬公司擔任董事。負責制定本集團整體業務策略及政策發展以及未來發展計劃。黃女士具有逾43年製鞋業經驗。黃女士為陳子芸小姐及陳奕舞先生之母。黃女士為King Strike Limited (本公司於證券及期貨條例第XV部項下界定的主要股東)的其中一名董事。</p>
Chen Yi-wu, Ares 陳奕舞	28	Executive director (with effect from 1 May 2019) and Chief Executive Officer (with effect from 1 February 2020) 執行董事 (由二零一九年五月一日起 生效)及行政總裁 (由二零二零年二月一日起 生效)	4	<p>Mr. Ares Chen joined the Group in 2016 and is also the vice president of the Group. Mr. Chen was appointed as the Chief Operating Officer of the Group with effect from 1 May 2019. Mr. Chen was also appointed as the Chief Executive Officer with effect from 1 February 2020. He is responsible for the execution of the Group's strategic plans and enterprise development, in charge of the management and overseeing the Group's production and customer relations. He holds a bachelor's degree of Arts in Economics from Tamkang University in 2014. After graduation, he continued to further his studies in Business Psychology at University of Leeds, the United Kingdom. Mr. Chen is the son of Madam Huang Hsiu-duan, Helen and a brother of Ms. Chen Zi-yun, Fiona Apple. Mr. Ares Chen is one of the directors of King Strike Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance.</p> <p>陳奕舞先生於二零一六年加入本集團，並為本集團的副總裁。陳先生自二零一九年五月一日起獲委任為本集團的首席營運官。陳先生亦獲委任為行政總裁，自二零二零年二月一日起生效。彼負責執行本集團策略規劃及企業發展，負責管理並監督本集團的生產及客戶關係。彼於二零一四年取得淡江大學經濟學學士學位。畢業後，彼於英國利茲大學繼續攻讀商業心理學碩士學位。陳先生為黃秀端女士之子，並為陳子芸小姐的弟弟。陳奕舞先生為King Strike Limited (本公司於證券及期貨條例第XV部項下界定的主要股東)的其中一名董事。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Wong Hei-chiu 黃禧超	53	Executive director and Vice Chairman (with effect from 1 February 2020) 執行董事及副主席 (由二零二零年二月一日起 生效)	12	<p>Mr. Wong is also the chief financial officer of the Group and company secretary of the Company. Mr. Wong is responsible for assisting the chairman to formulate the overall corporate strategy and policy development, supervision and management of the Group's overall financial matters and investor relations. Mr. Wong obtained an Executive Diploma in Corporate Governance and Sustainability Directorship from The Hong Kong Institute of Directors and completed the Prince of Wales' Business Sustainability Programme from the University of Cambridge Institute for Sustainability Leadership in 2019. Mr. Wong holds an Executive Master's degree in business administration from The Chinese University of Hong Kong and a Bachelor's degree in business administration from Lingnan University, Hong Kong. He is a Certified Public Accountant (Practising), a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, a fellow member of The Institute of Chartered Accountants in England and Wales and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Wong is also a fellow member of the Hong Kong Institute of Directors.</p> <p>黃先生亦為本集團之首席財務官兼本公司之公司秘書。黃先生負責協助主席制定整體企業策略及政策發展，監督及管理本集團之整體財務事宜及投資者關係。黃先生於二零一九年分別取得香港董事學會的企業管治與可持續董事的行政人員文憑(Executive Diploma in Corporate Governance and Sustainability Directorship)，並於劍橋大學可持續領導力學院(University of Cambridge Institute for Sustainability Leadership)完成威爾斯王子可持續業務課程(Prince of Wales' Business Sustainability Programme)。黃先生持有香港中文大學EMBA碩士學位及香港嶺南大學商業管理學士學位。彼為執業會計師，乃英國特許公認會計師公會資深會員、英格蘭及威爾斯特許會計師公會資深會員及香港會計師公會會員。黃先生亦為香港董事學會資深會員。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
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Mr. Wong has over 29 years of corporate finance and financial management experience in Hong Kong and the PRC. Mr. Wong is an independent non-executive director of Prosperous Printing Company Limited, whose shares are listed on the GEM of the Stock Exchange. He was an independent non-executive director of Vico International Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange, from January 2018 to March 2019. Prior to joining the Group in 2008, Mr. Wong has worked as the group financial controller and company secretary in a Hong Kong listed electronics manufacturing company for over 8 years; and as the finance director and company secretary in another Hong Kong listed wholesale and distribution company for over 4 years.

黃先生在香港及中國積累逾29年企業財務及財務管理方面之經驗。黃先生為股份於聯交所GEM上市之萬里印刷有限公司之獨立非執行董事。自二零一八年一月至二零一九年三月，彼為股份於聯交所主板上市之域高國際控股有限公司之獨立非執行董事。黃先生於二零零八年加入本集團前，曾於一間在香港上市之電子製造公司擔任集團財務總監及公司秘書逾8年；並曾於另一間在香港上市之批發及分銷公司擔任財務董事及公司秘書逾4年。

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chan Ho-man, Daniel 陳浩文	65	Non-executive director (resigned as Chairman on 1 February 2020) 非執行董事 (於二零二零年二月一日 辭任主席)	24	<p>Mr. Chan has been with the Group since 1996. With effect from 1 February 2020, Mr. Chan ceased to be the Chairman of the Board and the Chairman of the Nomination Committee. He is responsible for advising the management on the corporate strategy and policy development.</p> <p>Mr. Chan is an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Chan is also the company secretary of Kin Yat Holdings Limited, a company listed on the Main Board of the Stock Exchange. Mr. Chan has more than 41 years' accounting and corporate finance experience in Hong Kong.</p> <p>陳先生於一九九六年加入本集團。自二零二零年二月一日起陳先生不再擔任董事會主席及提名委員會主席。彼負責就企業策略及政策發展並就此向管理層提供意見。</p> <p>陳先生為香港會計師公會會員。陳先生亦為建溢集團有限公司之公司秘書，該公司於聯交所主板上市。陳先生具有逾41年香港會計及公司財務經驗。</p>
Kimmel, Phillip Brian 柯民佑	68	Non-executive director 非執行董事	26	<p>Mr. Kimmel has been with the Group since 1994. He is responsible for the Group's investors and customer relations. Mr. Kimmel has more than 44 years' extensive experience in the footwear industry. He holds a Bachelor's degree from the University of Southern California and a Master's degree from the University of Washington in China Regional Studies.</p> <p>柯先生於一九九四年加入本集團。彼主要負責本集團之投資者及客戶關係事宜。柯先生在製鞋業有超過44年之豐富經驗。彼擁有美國南加州大學學士學位及華盛頓大學中國研究碩士學位。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Dr. Chow Wing-kin, Anthony, SBS, J.P. 周永健博士 銀紫荊星章·太平紳士	70	Non-executive director 非執行董事	26	<p>Dr. Chow serves as a member of the Nomination Committee and the Audit Committee of the Company.</p> <p>Dr. Chow is a solicitor admitted to practise in Hong Kong and England and Wales. He has been a practising solicitor in Hong Kong for over 40 years and is currently a senior consultant and global chairman of the law firm Messrs. Guantao & Chow Solicitors and Notaries. His principal areas of practice include corporate and commercial, property law, probate and civil litigation. Dr. Chow is a China-Appointed Attesting Officer and an arbitrator of South China International Economic and Trade Arbitration Commission/Shenzhen Court of International Arbitration, the deputy chairman of the Council of The Hong Kong Academy for Performing Arts and the chairman of Process Review Panel for the Financial Reporting Council. He was the chairman of the board of stewards of The Hong Kong Jockey Club from August 2018 to June 2020. Dr. Chow was conferred Doctor of Social Sciences, <i>honoris causa</i>, by The Open University of Hong Kong in 2018. He was appointed a Justice of the Peace in 1998 and awarded the Silver Bauhinia Star medal in 2003.</p> <p>He is also an independent non-executive director of MTR Corporation Limited and Ping An Healthcare and Technology Company Limited, both of which are listed on the Main Board of the Hong Kong Stock Exchange. He is also an independent non-executive director of S.F. Holdings Co., Ltd. (formerly known as Maanshan Dingtai Rare Earth & New Materials Co., Ltd), a company listed on the Shenzhen Stock Exchange.</p> <p>Dr. Chow was previously a non-executive director of China City Construction Group Holdings Limited and the president of The Law Society of Hong Kong and is the former chairman of the Process Review Panel for the Securities and Futures Commission of Hong Kong.</p> <p>周博士為本公司提名委員會及審核委員會之成員。</p> <p>周博士分別於香港、英格蘭及威爾斯獲認可為執業律師。彼於香港擔任執業律師逾40年，現為觀韜律師事務所（香港）之高級顧問及全球主席。彼之主要執業範圍包括公司法及商業法、產權法、遺產事務及民事訴訟。周博士為中國委託公證人及華南國際經濟貿易仲裁委員會／深圳國際仲裁院仲裁員，香港演藝學院校董會副主席及香港財務匯報局程序覆檢委員會主席。自二零一八年八月起至二零二零年六月，他曾為香港賽馬會董事局主席。周博士於二零一八年獲香港公開大學頒授榮譽社會科學博士。於一九九八年，彼獲委任為太平紳士，並於二零零三年獲頒銀紫荊星章。</p> <p>彼亦為香港鐵路有限公司及平安健康醫療科技有限公司（兩間於聯交所主板上市之公司）之獨立非執行董事。彼亦為順豐控股股份有限公司（前稱馬鞍山鼎泰稀土新材料股份有限公司，一間於深圳證券交易所上市之公司）之獨立非執行董事。</p> <p>周博士曾任中國城建集團股份有限公司的非執行董事及香港律師會會長，亦為香港證監會程序覆檢委員會前任主席。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Tam King-ching, Kenny 譚競正	71	Independent non-executive director 獨立非執行董事	26	<p>Mr. Tam serves as the Chairman of the Audit Committee, and a member of each of the Nomination Committee and Remuneration Committee of the Company. He is a practising Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of Chartered Professional Accountants of Ontario, Canada. Mr. Tam is serving as a member of the Restructuring and Insolvency Faculty Executive Committee in the Hong Kong Institute of Certified Public Accountants. He is a past president of The Society of Chinese Accountants and Auditors. Mr. Tam also serves as an independent non-executive director of eight other listed companies on the Main Board of the Stock Exchange, namely, Shougang Concord Grand (Group) Limited, CCT Fortis Holdings Limited, Starlite Holdings Limited, Hong Kong Shanghai Alliance Holdings Limited, BeijingWest Industries International Limited, West China Cement Limited, Greater Bay Area Investments Group Holdings Limited and Wisdom Education International Holdings Company Limited.</p> <p>譚先生為本公司審核委員會之主席，提名委員會及薪酬委員會之成員。彼為香港執業會計師。彼為香港會計師公會之資深會員及加拿大安大略省特許專業會計師公會會員。譚先生為香港會計師公會重整及破產管理專項學會執行委員會委員。彼為香港華人會計師公會前任會長。譚先生亦出任其他八間於聯交所主板上市之公司（即首長四方（集團）有限公司、中建富通集團有限公司、星光集團有限公司、滬港聯合控股有限公司、京西重工國際有限公司、中國西部水泥有限公司、大灣區投資控股集團有限公司及睿見教育國際控股有限公司）之獨立非執行董事。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Yung Tse-kwong, Steven 戎子江	70	Independent non-executive director 獨立非執行董事	15	<p>Mr. Yung serves as the Chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Yung was the former Chief Executive Officer of Imagi International Holdings Limited and was the former Chairman of Clear Media Limited, both of which are listed on the Main Board of the Stock Exchange. As Managing Partner of Glocal LLC, Mr. Yung has over 39 years' management experience from leading multinational companies in the media, entertainment, consumer and retail industries. Mr. Yung began his career as a producer with Hong Kong Commercial Broadcasting Company Limited and has since held various senior management positions at The Coca-Cola Company in the United States of America and Asia, served as Regional Managing Director of AC Nielsen China, Hong Kong, Taiwan and Korea and as President of Nielsen Media International. He had been a director of the Cable and Satellite Broadcasting Association of Asia (CASBAA), and is currently a Director of the Child Development Matching Fund.</p> <p>戎先生為本公司薪酬委員會主席，以及審核委員會及提名委員會成員。戎先生為意馬國際控股有限公司之前任行政總裁，並為白馬戶外媒體有限公司之前任主席，兩者均於聯交所主板上市。作為Glocal LLC之管理合夥人，戎先生擁有超過39年於領先跨國企業，包括媒體、娛樂、消費及零售業務之管理經驗。戎先生的職途始於香港商業廣播有限公司，當時擔任監製一職，隨後曾於美國及亞洲地區可口可樂公司任職多個高級管理職位，擔任尼爾森之地區董事長專責中國、香港、台灣及韓國，及Nielsen Media International之總裁。彼曾任Cable and Satellite Broadcasting Association of Asia (CASBAA)董事，現為兒童發展配對基金董事。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chan Mei-bo, Mabel 陳美寶	48	Independent non-executive director 獨立非執行董事	9	<p>Ms. Chan serves as a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Ms. Chan is the founder of Mabel Chan & Co, Certified Public Accountants (Practicing) and became the deputy managing partner of Grant Thornton Limited in 2015. Ms. Chan has over 27 years' experience in professional accounting field in Hong Kong. She holds a master degree of business administration from the Hong Kong University of Science and Technology in 2000 and a degree of Bachelor of Arts (Hons) in accountancy from City Polytechnic of Hong Kong (now known as City University of Hong Kong) in 1993. She served as a council member of the Association of Women Accountants HK Ltd. (香港女會計師協會) from January 2006 to March 2017, and served as the president in 2010. She had served as the president of the Society of Chinese Accountants and Auditors (香港華人會計師公會) from December 2009 to December 2010, a member of Barristers Disciplinary Tribunal Panel of Hong Kong (香港大律師紀律審裁團) since May 2010, a member of the Council of Hong Kong Baptist University from January 2013 to December 2018, a member of the Appeal Panel (Housing) of Hong Kong (香港上訴委員會(房屋)) from April 2014 to April 2018, and a member of the Council of Hong Kong Institute of Certified Public Accountants (香港會計師公會) from December 2007 to December 2018 and the president of the aforesaid Institute from December 2016 to December 2017, a member of the Small and Medium Enterprises Committee of HKSAR (香港中小型企業委員會) since January 2017, a member of the Securities and Futures Appeals Tribunal of HKSAR (香港證券及期貨事務上訴審裁處) since April 2017, a member of the Export Credit Insurance Corporation Advisory Board of HKSAR (香港出口信用保險局諮詢委員會) since April 2017, a member of the Air Transport Licensing Authority of HKSAR (香港空運牌照局) since August 2017 and a member of the Trade and Industry Advisory Board of HKSAR (香港工業貿易諮詢委員會) since September 2017.</p> <p>陳女士為本公司審核委員會、提名委員會及薪酬委員會之成員。陳女士為陳美寶會計師事務所的創辦人，並於二零一五年成為致同(香港)會計師事務所有限公司副管理合夥人。陳女士於香港之專業會計方面擁有逾27年經驗。彼於二零零零年獲得香港科技大學工商管理碩士學位，並於一九九三年獲香港城市理工學院(現時稱為香港城市大學)頒授文學學士(榮譽)學位，主修會計。彼於二零零六年一月至二零一七年三月擔任香港女會計師協會的理事並於二零一零年擔任會長，於二零零九年十二月至二零一零年十二月擔任香港華人會計師公會會長，於二零一零年五月起擔任香港大律師紀律審裁團成員，於二零一三年一月至二零一八年十二月擔任香港浸會大學校董會成員，於二零一四年四月至二零一八年四月擔任香港上訴委員會(房屋)成員，於二零零七年十二月至二零一八年十二月擔任香港會計師公會理事會理事並於二零一六年十二月至二零一七年十二月擔任會長，於二零一七年一月起擔任香港中小型企業委員會委員，於二零一七年四月起擔任香港證券及期貨事務上訴審裁處成員，於二零一七年四月起擔任香港出口信用保險局諮詢委員會委員，於二零一七年八月起擔任香港空運牌照局成員，於二零一七年九月起擔任香港工業貿易諮詢委員會委員。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
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Ms. Chan is a Certified Public Accountant (Practicing) in Hong Kong, a fellow member of The Association of Chartered Certified Accountants, a council member and an associate member of The Hong Kong Institute of Certified Public Accountants, an associate member of The Institute of Chartered Accountants in England and Wales and a member of CPA Australia.

Ms. Chan currently serves as an independent non-executive director of Bank of Zhengzhou Co., Ltd. and Renrui Human Resources Technology Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange.

陳女士為香港執業會計師、英國特許公認會計師公會之資深會員、香港會計師公會會員理事及會員、英格蘭和威爾斯特許會計師公會會員及澳洲會計師公會會員。

陳女士現時擔任鄭州銀行股份有限公司（其股份於聯交所主板上市）及人瑞人才科技控股有限公司（其股份於聯交所主板上市）的獨立非執行董事。

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Hong Kong Office 香港辦事處				
Lai Chi-hang, David 黎志恆	53	Group financial controller 集團財務總監	27	Mr. David Lai has been with the Group since 1993. He is responsible for the Group's accounting and financial management. Mr. Lai holds a Master's degree in business administration from University of Wales. He has more than 31 years' experience in auditing, financial accounting and financial management. 黎志恆先生於一九九三年加入本集團。彼負責本集團之會計及財務管理。黎先生持有威爾斯大學工商管理碩士學位，具有超過31年核數、財務會計及財務管理經驗。
PRC base 中國大陸區				
Yang Mu Lang 楊木龍	59	Senior manager 執行協理	16	Mr. Yang Mu Lang has been with the Group since 2004. He is in charge of the factory operation in Zhuhai. Mr. Yang has more than 36 years' experience in footwear factory. 楊木龍先生於2004年加入本集團，主要負責珠海廠之營運。楊先生在製鞋廠有超過36年之經驗。
South Asia base 南亞區				
Hsu Ming-hsien, Jack 許明顯	61	Vice general manager 副總經理	16	Mr. Jack Hsu has been with the Group since 2004. He is in charge of the factory production in Vietnam and also factory operations in Cambodia. Mr. Hsu has more than 38 years' experience in the footwear industry. 許明顯先生於二零零四年加入本集團。彼主要負責越南廠之生產事宜及兼管柬埔寨廠之營運。許先生在製鞋業有超過38年之經驗。

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Wertz Todd Anthony 文德光	51	Vice President, Marketing and Business development 市場推廣及業務發展副總裁	2	<p>Mr. Todd Wertz joined the Group in January 2018. He is responsible for the Group's sales and marketing and business development. Mr. Wertz has over 27 years' experience in the footwear industry. Prior joining the Group, Mr. Wertz served as a Regional President (Asia) in K-Swiss International Manufacturing Limited ("K-Swiss") from 1998 to 2017. He was mainly responsible for the establishment of legal entities and standard operating procedures for quality control, in charge of the manufacturing and supply chain management within APAC, including Vietnam, Indonesia, Hong Kong, Thailand, China and Taiwan; and the management of planning and operations with OEM factories. Before joining K-Swiss, Mr. WERTZ served as a sales manager in Trust Leather Company and as a SMU manager in K-Swiss International from 1992 to 1993 and from 1993 to 1994 respectively. From 1995 to 1998, he served as a Line Planner and Finished Goods Buyer in Pearl Izumi. In 2017, Mr. WERTZ also established Lysi Solutions to act as OEM sourcing strategist and turnaround specialist on helping companies to optimize their supply chains, quality enhancement, software integration management, corporate trainings and providing profitability solutions.</p> <p>Mr. WERTZ holds a bachelor degree of Arts in International Relations from the University of Colorado in 1991. He also studied in Tunghai University for several intensive Mandarin Chinese language study programs.</p> <p>文德光先生於二零一八年一月加入本集團，主要負責本集團的銷售、市場推廣及業務發展。文先生於鞋履行業擁有逾27年經驗。彼在加入本集團前，於一九九八年至二零一七年擔任K-Swiss International Manufacturing Limited (「K-Swiss」)的區域總裁(亞洲)。文先生主要負責成立法律實體及制訂質量控制的標準操作程序，並負責亞太地區的製造及供應鏈管理，包括越南、印尼、香港、泰國、中國及台灣；以及負責管理OEM工廠的規劃及營運。彼在加入K-Swiss前，分別於一九九二年至一九九三年及一九九三年至一九九四年擔任Trust Leather Company的銷售經理及K-Swiss International的SMU經理。彼曾於一九九五年至一九九八年於Pearl Izumi擔任生產線規劃師及成品採購員。二零一七年，文先生還成立了Lysi Solutions，並擔任OEM採購策略師及企業再造專家，以協助企業優化其供應鏈、提升質量、管理軟件集成、企業培訓及提供盈利解決方案。</p> <p>文先生於一九九一年獲得科羅拉多大學國際關係文學學士學位。彼亦曾於東海大學修讀多項普通話漢語學習精研課程。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chen Zi-yun, Fiona Apple 陳子芸	37	Assistant to Chief Executive Officer 行政總裁助理	13	<p>Ms. Fiona Apple Chen has been with the Group since 2007. She was previously the Managing Director and was in charge of the Group's retailing business. She assists the Chief Executive Officer for the implementation of corporate strategies and coordination among different departments and business units of the Group. She is responsible for the overall administration and management information systems of the Group and oversees the Group's business operation in Taiwan. She also serves as a director for the subsidiaries of the Company. She holds a Bachelor's degree from National Taiwan University in International Business. After graduation, she studied footwear design at De Montfort University, the United Kingdom. Ms. Chen is a daughter of Madam Huang Hsiu-duan, Helen and a sister of Mr. Chen Yi-wu Ares.</p> <p>陳子芸小姐自二零零七年加入本集團。彼先前為董事總經理，負責本集團的零售業務。彼現協助行政總裁落實企業戰略及各部門與本集團業務單位之間的協調。彼負責本集團的整體行政與管理資訊系統及監管本集團台灣的業務營運。彼亦於本公司多家附屬公司擔任董事。彼擁有國立台灣大學學士學位，主修國際商務。畢業後，彼在英國De Montfort University繼續深造，主修鞋類設計。陳小姐為黃秀端女士之女兒，並為陳奕舞先生的姐姐。</p>

Report of the Directors

董事會報告

The directors (the “Directors”) of the Company present their report and the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 March 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 34 to the financial statements. There were no significant changes in the nature of the principal activities of the Group during the year.

BUSINESS REVIEW

A discussion and analysis of the activities of the Group as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the business, a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2020, and an indication of likely future development in the Group’s business, are provided in the sections headed “Chairman’s Statement”, “Management Discussion and Analysis”, and “Environmental, Social and Governance Report” set out on pages 6 to 72 of this annual report.

For the year ended 31 March 2020 and up to the date of this report, to the best knowledge of the Directors, the Group complied with applicable laws, rules and regulations in all material respects.

RESULTS AND DIVIDENDS

The Group’s loss for the year ended 31 March 2020 and the Group’s financial position at that date are set out in the financial statements on pages 110 to 254.

本公司董事（「董事」）謹此提呈董事會報告及本公司與其附屬公司（「本集團」）截至二零二零年三月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務詳情載於財務報表附註34。本集團主要業務之性質在本年度並無重大變動。

業務回顧

香港公司條例附表五所規定之本集團活動之討論與分析，包括對業務之中肯審閱、本集團面臨的主要風險和不明朗因素之討論、在二零二零年財政年度完結後發生並對本集團有影響的重大事件的詳情及本集團業務日後可能發展的指標，載於本年度報告第6至72頁的「主席報告」、「管理層討論及分析」和「環境、社會及管治報告」各節內。

於截至二零二零年三月三十一日止年度及直至本報告日期，就董事所知，本集團於所有重大方面遵守適用法律、規則及法規。

業績及股息

本集團於截至二零二零年三月三十一日止年度之虧損及本集團於該日之財務狀況載於第110至254頁的財務報表。

Report of the Directors

董事會報告

A special dividend of HK2.0 cents per ordinary share was paid on 20 January 2020. The Directors recommend the payment of a special dividend of HK2.0 cents per ordinary share in respect of the year to shareholders on the register of members on 4 September 2020. No final dividend in respect of the year was recommended by the Directors. Details are set out in note 12 to the financial statements. Subject to the passing of the relevant resolution at the forthcoming annual general meeting of the Company, the special dividend will be payable on or about 25 September 2020 in cash in Hong Kong dollars.

CLOSURE OF REGISTER OF MEMBERS

Entitlement to attend and vote at the Annual General Meeting

The Annual General Meeting of the Company is scheduled to be held on 26 August 2020. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 21 August 2020 to 26 August 2020, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 20 August 2020.

Entitlement to the proposed special dividend

The record date for entitlement to the proposed special dividend is 4 September 2020. For determining the entitlement to the proposed special dividend, the register of members of the Company will be closed from 2 September 2020 to 4 September 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed special dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, for registration not later than 4:30 p.m. on 1 September 2020.

本集團已於二零二零年一月二十日派付特別股息每股普通股2.0港仙。董事建議派發本年度特別股息每股普通股2.0港仙予於二零二零年九月四日名列股東名冊之股東。董事會並無建議派發本年度之末期股息。詳情載於財務報表附註12。待於本公司應屆股東週年大會上通過有關決議案後，有關特別股息將於二零二零年九月二十五日或前後以港元現金派付。

暫停辦理股份過戶登記

出席股東週年大會並於會上投票的資格

本公司股東週年大會謹訂於二零二零年八月二十六日舉行。為釐定出席股東週年大會並於會上投票的資格，本公司將由二零二零年八月二十一日至二零二零年八月二十六日（包括首尾兩日）暫停辦理股份過戶登記手續，於此期間不會辦理任何股份過戶手續。為符合資格出席股東週年大會並於會上投票，所有填妥之股份過戶文件連同有關股票，須不遲於二零二零年八月二十日下午四時三十分，送達本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東183號合和中心54樓，以辦理登記手續。

獲派擬派特別股息的資格

獲派擬派特別股息的資格之記錄日期為二零二零年九月四日。為釐定獲派擬派特別股息的資格，本公司將由二零二零年九月二日至二零二零年九月四日（包括首尾兩日）暫停辦理股東過戶登記手續，於此期間不會辦理任何股份過戶手續。為符合資格獲派擬派特別股息，所有填妥之股份過戶表格連同有關股票，須不遲於二零二零年九月一日下午四時三十分，送達本公司之香港股份過戶登記分處卓佳登捷時有限公司，以辦理登記手續。

Report of the Directors

董事會報告

SUMMARY OF FINANCIAL INFORMATION

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

Results

財務資料概要

本集團於過往五個財政年度之業績及資產與負債之概要載列如下。本概要並非經審核財務報表之一部分。

業績

	Year ended 31 March 截至三月三十一日止年度				
	2020	2019	2018	2017	2016
	二零二零年	二零一九年	二零一八年	二零一七年	二零一六年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
CONTINUING OPERATIONS 持續經營業務					
REVENUE 收益	1,050,064	1,100,649	1,164,873	1,830,267	2,308,161
PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS					
來自持續經營業務之除稅前溢利/(虧損)	(73,790)	5,956	227,629	163,083	152,797
Income tax credit/(expense) 所得稅抵免/(開支)	20,783	27,978	25,634	(14,631)	(12,743)
PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS					
來自持續經營業務之年內溢利/(虧損)	(53,007)	33,934	253,263	148,452	140,054
DISCONTINUED OPERATION 已終止經營業務					
Profit/(loss) for the year from discontinued operation					
來自已終止經營業務之年內溢利/(虧損)	-	-	2,165	(17,099)	(20,682)
PROFIT/(LOSS) FOR THE YEAR 年內溢利/(虧損)	(53,007)	33,934	255,428	131,353	119,372
Attributable to: 下列各項應佔:					
Equity holders of the Company 本公司權益持有人	(51,386)	35,593	257,260	132,556	120,205
Non-controlling interests 非控股權益	(1,621)	(1,659)	(1,832)	(1,203)	(833)
	(53,007)	33,934	255,428	131,353	119,372

Report of the Directors

董事會報告

Assets and liabilities

資產及負債

	As at 31 March 於三月三十一日				
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
PROPERTY, PLANT AND EQUIPMENT 物業、廠房及設備	208,531	250,454	278,740	338,037	523,592
RIGHT-OF-USE ASSETS 使用權資產	73,356	-	-	-	-
PREPAID LAND LEASE PAYMENTS 預付土地租賃款項	-	85,744	91,048	51,587	86,579
INVESTMENT PROPERTIES 投資物業	398,711	203,565	197,718	136,484	123,247
DEPOSITS 按金	-	-	-	3,916	22,440
INVESTMENTS IN ASSOCIATES 聯營公司投資	17,817	38,501	45,930	57,558	-
INVESTMENTS IN CLUB MEMBERSHIPS 會所會籍投資	1,924	1,970	858	870	887
AVAILABLE-FOR-SALE INVESTMENTS 可供出售投資	-	-	-	530	489
CURRENT ASSETS 流動資產	827,252	920,389	1,116,529	1,152,205	1,078,747
TOTAL ASSETS 總資產	1,527,591	1,500,623	1,730,823	1,741,187	1,835,981
CURRENT LIABILITIES 流動負債	(289,429)	(338,814)	(464,510)	(556,115)	(664,684)
NON-CURRENT LIABILITIES 非流動負債	(59,525)	(25,156)	(25,059)	(19,877)	(16,878)
TOTAL LIABILITIES 總負債	(348,954)	(363,970)	(489,569)	(575,992)	(681,562)
NON-CONTROLLING INTERESTS 非控股權益	(19,011)	(18,721)	(20,380)	(19,638)	(22,324)
	1,159,626	1,117,932	1,220,874	1,145,557	1,132,095

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year, together with the reasons therefor, are set out in notes 24 and 25 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the bye-laws of the Company or the Companies Act 1981 of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

During the year, the Company repurchased and cancelled its 4,326,000 shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Directors considered that the share repurchases are beneficial to the shareholders of the Company who retain their investments in the Company. Details of the share repurchases are set out below:

股本及購股權

年內，本公司股本及購股權變動之詳情及理由分別載於財務報表附註24及25。

優先購買權

本公司之公司細則或百慕達一九八一年公司法概無有關優先購買權之規定，故本公司毋須按比例向現有股東發行新股。

購買、贖回或出售本公司之上市證券

年內，本公司於香港聯合交易所有限公司（「聯交所」）購回及註銷其4,326,000股股份。董事認為，股份購回對保留於本公司之投資之股東有利。股份購回之詳情載列如下：

Month/Year 年／月	Number of shares repurchased 購回之股份數目	Highest price per share 每股最高價 HK\$ 港元	Lowest price per share 每股最低價 HK\$ 港元	Aggregate consideration (excluding transaction cost) 代價總額 (不包括交易成本) HK\$'000 千港元
August 2019 二零一九年八月	1,058,000	1.19	1.16	1,250
September 2019 二零一九年九月	3,268,000	1.20	1.17	3,870
Total 總計	4,326,000			5,120

Report of the Directors

董事會報告

Further details of these transactions are set out in note 24 to the financial statements.

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

DISTRIBUTABLE RESERVES

As at 31 March 2020, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to HK\$517,711,000, of which HK\$13,689,000 has been proposed as a special dividend for the year after the reporting period. In addition, the Company's share premium account, in the amount of HK\$92,806,000, may be distributed in the form of fully paid bonus shares.

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling HK\$698,000 (2019: HK\$277,000).

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the Group's sales to the five largest customers accounted for 91.9% of the total sales for the year and sales to the largest customer included therein amounted to 31.3%. Purchases from the Group's five largest suppliers accounted for less than 30% of the total purchases for the year.

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

該等交易之進一步詳情載於財務報表附註24。

除上文所披露者外，於截至二零二零年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

可供分派儲備

根據百慕達一九八一年公司法計算，於二零二零年三月三十一日，本公司可供分派之儲備為517,711,000港元，其中13,689,000港元為年內報告期結束後擬派特別股息。此外，本公司之股份溢價賬為92,806,000港元，可以繳足紅股之方式分派。

慈善捐款

年內，本集團作出慈善捐款合共698,000港元（二零一九年：277,000港元）。

主要客戶及供應商

於回顧年度內，本集團對五大客戶之銷售額佔本年度總銷售額91.9%，而其中本集團對最大客戶之銷售額則佔31.3%。本集團向五大供應商之採購額佔本年度總採購額少於30%。

本公司董事、其任何緊密聯繫人或就董事所知擁有本公司已發行股本5%以上之任何本公司股東均無擁有本集團五大客戶及供應商之任何實益權益。

Report of the Directors

董事會報告

DIRECTORS

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

Executive Directors:

Mdm. Huang Hsiu-duan, Helen
Mr. Mumma, Adin David (resigned on 1 May 2019)
Mr. Wong Hei-chiu
Mr. Chen Yi-wu, Ares (appointed on 1 May 2019)

Non-executive Directors:

Mr. Chan Ho-man, Daniel
Mr. Kimmel, Phillip Brian
Dr. Chow Wing-kin, Anthony, SBS, J.P.

Independent Non-executive Directors:

Mr. Tam King-ching, Kenny
Mr. Yung Tse-kwong, Steven
Ms. Chan Mei-bo, Mabel

Pursuant to bye-law 87 of the bye-laws of the Company, Mdm. Huang Hsiu-duan, Helen, Mr. Kimmel, Phillip Brian, and Mr. Yung Tse-kwong, Steven will retire from office by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

董事

年內及截至本報告當日本公司之董事如下：

執行董事：

黃秀端女士
馬大衛先生（於二零一九年五月一日辭任）
黃禧超先生
陳奕舞先生（於二零一九年五月一日獲委任）

非執行董事：

陳浩文先生
柯民佑先生
周永健博士，銀紫荊星章，太平紳士

獨立非執行董事：

譚競正先生
戎子江先生
陳美寶女士

根據本公司之公司細則第87條規定，黃秀端女士、柯民佑先生及戎子江先生將於應屆股東週年大會上輪值退任，並符合資格及願意膺選連任。

Report of the Directors

董事會報告

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' REMUNERATION

The Directors' remuneration is recommended by the Remuneration Committee and subject to approval by the Company's board of Directors with reference to Directors' duties, responsibilities and performance and the results of the Group.

PERMITTED INDEMNITY PROVISION

According to the bye-laws of the Company, the Directors for the time being of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about, the execution of their duty in their respective offices. The Company has maintained appropriate directors liability insurance in respect of legal action against the Directors during the year ended 31 March 2020.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

董事之服務合約

擬於應屆股東週年大會上重選之董事概無與本公司訂立本公司一年內不作賠償（法定賠償除外）則不得終止之服務合約。

董事酬金

董事酬金由薪酬委員會建議，並須待本公司董事會參考董事職責、責任及表現，以及本集團業績而批准釐定。

獲准許的彌償保證條文

根據本公司之公司細則，本公司當時之董事可從本公司的資產及利潤獲得彌償，該等人士或任何該等人士因執行各自的職務時因所作出、發生的作為或不作為而招致或蒙受或可能招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免於就此受任何損害。於截至二零二零年三月三十一日止年度，本公司已為針對董事的法律訴訟投購適當的董事責任保險。

管理合約

年內概無訂立或存有任何有關本公司整體或任何重大業務部分之管理及行政合約。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

The related party transactions as set out in note 29 to the financial statements constitute connected transactions of the Company and are exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company confirmed that it has complied with the applicable disclosure requirements of Chapter 14A of the Listing Rules. Apart from those transactions disclosed in note 29 to the financial statements, no Director nor a connected entity of a director had a material beneficial interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

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

董事於交易、安排或合約之權益

財務報表附註29載列之關聯方交易構成本公司之關連交易，及獲豁免遵守上市規則第14A章所載有關申報、公佈及獨立股東批准之規定。本公司確認已遵守上市規則第14A章之適用披露規定。除財務報表附註29所披露者外，年內，各董事或董事之關連實體在本公司或其任何附屬公司所訂立且與本集團業務有重大關係之交易、安排或合約中，並無直接或間接擁有重大實益權益。

董事於股份及相關股份所擁有之權益及淡倉

於二零二零年三月三十一日，董事於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股本及相關股份中擁有按本公司根據證券及期貨條例第352條須存置之登記冊所示，或根據上市發行人董事進行證券交易之標準守則（「標準守則」）須另行知會本公司及聯交所之權益及淡倉如下：

Report of the Directors

董事會報告

Long positions in ordinary shares of the Company:

本公司普通股之好倉：

Name of director 董事姓名	Number of shares held, capacity and nature of interest 所持股份數目、身份及權益性質			Percentage of the Company's issued shares 佔本公司 已發行股份 之百分比
	Directly beneficially owned	Through controlled corporation	Total	
	直接 實益擁有	透過 受控制公司	總計	
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	500,000	298,467,541 (Note 1) (附註 1)	298,967,541	43.68%
Mr. Kimmel, Phillip Brian 柯民佑先生	2,000,000	–	2,000,000	0.29%
Mr. Chan Ho-man, Daniel 陳浩文先生	5,290,000	–	5,290,000	0.77%
Mr. Wong Hei-chiu 黃禧超先生	2,875,000	–	2,875,000	0.42%
Mr. Chen Yi-wu, Ares 陳奕舞先生	5,585,000	–	5,585,000	0.82%
Dr. Chow Wing-kin, Anthony, SBS, J.P. 周永健博士·銀紫荊星章·太平紳士	3,088,000	–	3,088,000	0.45%
Mr. Tam King-ching, Kenny 譚競正先生	510,000	–	510,000	0.07%
Mr. Yung Tse-kwong, Steven 戎子江先生	1,900,000	–	1,900,000	0.28%

Note:

附註：

- These shares comprised (a) 263,960,041 shares held by King Strike Limited; and (b) 34,507,500 shares held by Fat Tat Assets Limited. Fat Tat Assets Limited is wholly owned by Mdm. Huang Hsiu-duan, Helen. The issued share capital of King Strike Limited was owned by Mdm. Huang Hsin-duan, Helen as to approximately 38.04% and her four children (including Mr. Chen Yi-wu, Ares) in aggregate as to 61.96%.

- 此等股份包括(a)由King Strike Limited持有的263,960,041股股份；及(b)由Fat Tat Assets Limited持有的34,507,500股股份。Fat Tat Assets Limited 由黃秀端女士全資擁有。King Strike Limited的已發行股本由黃秀端女士擁有約38.04%及其四名子女（包括陳奕舞先生）合共擁有61.96%。

Report of the Directors

董事會報告

Long positions in share options of the Company:

本公司購股權之好倉：

Name of Director 董事姓名	Number of options directly beneficially owned 直接實益擁有之購股權數目
Executive Directors: 執行董事：	
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	150,000
Mr. Mumma, Adin David (Note 1) 馬大衛先生(附註1)	-
Mr. Chen Yi-wu, Ares (Note 2) 陳奕舞先生(附註2)	1,100,000
Mr. Wong Hei-chiu 黃禧超先生	1,500,000
Non-executive Directors: 非執行董事：	
Mr. Chan Ho-man, Daniel 陳浩文先生	900,000
Mr. Kimmel, Phillip Brian 柯民佑先生	1,200,000
Dr. Chow Wing-kin, Anthony, SBS, J.P. 周永健博士，銀紫荊星章，太平紳士	540,000
Independent Non-executive Directors: 獨立非執行董事：	
Mr. Tam King-ching, Kenny 譚競正先生	1,620,000
Mr. Yung Tse-kwong, Steven 戎子江先生	750,000
Ms. Chan Mei-bo, Mabel 陳美寶女士	1,440,000
	9,200,000

Notes:

附註：

- | | |
|--|------------------------------|
| 1. Mr. Mumma, Adin David resigned as an executive director with effect from 1 May 2019. | 1. 馬大衛先生自二零一九年五月一日起辭任執行董事。 |
| 2. Mr. Chen Yi-wu, Ares has been appointed as an executive director with effect from 1 May 2019. | 2. 陳奕舞先生自二零一九年五月一日起獲委任為執行董事。 |

Report of the Directors

董事會報告

In addition to the above, certain Directors have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above, as at 31 March 2020, none of the Directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed in the share option scheme disclosures in note 25 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

Details of the Company's share option scheme are disclosed in note 25 to the financial statements.

SHARE AWARD SCHEME

Details of the Company's share award scheme are disclosed in note 25 to the financial statements.

During the year ended 31 March 2020, the Trustee purchased a total number of 7,686,000 shares on the market at a total consideration of approximately HK\$7,200,000. No shares have been awarded under the share award scheme for the year ended 31 March 2020.

除上述者外，若干董事純粹為符合公司股東最低數目規定而代本公司持有若干附屬公司之非實益個人股權。

除上文所披露者外，於二零二零年三月三十一日，概無董事登記擁有根據證券及期貨條例第352條須予登記，或根據標準守則須知會本公司及聯交所之本公司或其任何相聯法團股份、相關股份或債券之權益或淡倉。

董事購買股份或債券之權利

除財務報表附註25所披露有關購股權計劃之資料外，於年內任何時間，各董事或彼等各自之配偶或未成年子女並無獲授或行使任何可藉購入本公司股份或債券而獲益之權利；或本公司或其任何附屬公司亦無參與任何安排，致使董事可購買任何其他法人團體之該等權利。

購股權計劃

本公司購股權計劃之詳情於財務報表附註25中披露。

股份獎勵計劃

本公司股份獎勵計劃之詳情於財務報表附註25中披露。

截至二零二零年三月三十一日止年度，受託人於市場上以總代價約7,200,000港元購買合共7,686,000股股份。截至二零二零年三月三十一日止年度，概無股份根據股份獎勵計劃授出。

EQUITY-LINKED AGREEMENTS

Other than the share option scheme and share award scheme of the Company, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

股票掛鈎協議

除本公司的購股權計劃及股份獎勵計劃外，於年內或年度結束時，本公司概無訂立或存在任何股票掛鈎協議將會或可導致本公司發行股份，或規定本公司訂立任何將會或可導致本公司發行股份的協議。

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

As at 31 March 2020, the following interests of 5% or more of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東及其他人士於股份及相關股份所擁有之權益

於二零二零年三月三十一日，以下本公司已發行股本及購股權5%或以上權益已記錄於本公司根據證券及期貨條例第336條須存置之權益登記冊內：

Long positions:

好倉：

Name 姓名／名稱	Capacity and nature of interest 身份及權益性質	Number of ordinary shares held 所持普通股數目	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
King Strike Limited (Note 1) (附註1)	Beneficially owned 實益擁有	263,960,041	38.57
Fat Tat Assets Limited (Note 2) (附註2)	Beneficially owned 實益擁有	34,507,500	5.04
Aggregate of Standard Life Aberdeen plc affiliated investment management entities (Note 3) (附註3)	Investment Manager 投資經理	40,044,000	5.85
Mr. David Michael Webb (Note 4) (附註4)	Beneficially owned/ Through controlled corporation 實益擁有／ 透過受控法團	47,986,000	7.01
Mr. Lee Chi Keung 李志強先生	Beneficially owned 實益擁有	35,198,000	5.14

Report of the Directors

董事會報告

Notes:

1. King Strike Limited was owned by Mdm. Huang Hsiu-duan, Helen and her four children as to 38.04% and in aggregate 61.96%, respectively.
2. Fat Tat Assets Limited was wholly owned by Mdm. Huang Hsiu-duan, Helen.
3. The 40,044,000 shares were held in the capacity as an investment manager by Aggregate of Standard Life Aberdeen plc affiliated investment management entities based on its form of disclosure notification dated 30 July 2019.
4. Mr. David Michael Webb was interested in a total of 47,986,000 shares, comprising 18,000,675 shares held by him as beneficial owner and 29,985,325 shares held by Preferable Situation Assets Limited, the entire share capital of which is owned by Mr. David Michael Webb based on his form of disclosure notification dated 15 January 2020.

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

附註：

1. King Strike Limited分別由黃秀端女士擁有38.04%及其四名子女合共擁有61.96%。
2. Fat Tat Assets Limited由黃秀端女士全資擁有。
3. 根據日期為二零一九年七月三十日的披露表格，Aggregate of Standard Life Aberdeen plc affiliated investment management entities作為投資經理持有40,044,000股股份。
4. 根據日期為二零二零年一月十五日的披露表格，David Michael Webb先生於合共47,986,000股股份（包括其作為實益擁有人持有的18,000,675股股份及Preferable Situation Assets Limited（其全部已發行股本由David Michael Webb先生擁有）擁有的29,985,325股股份）中擁有權益。

除上文所披露者外，於二零二零年三月三十一日，除本公司董事（其所持權益載於上文「董事於股份及相關股份所擁有之權益及淡倉」一節）外，概無人士登記擁有根據證券及期貨條例第336條須予登記之本公司股份或相關股份之權益或淡倉。

Report of the Directors

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

EVENT AFTER THE REPORTING PERIOD

Details of the significant event of the Group after the reporting period are set out in note 35 to the financial statements.

AUDITOR

Ernst & Young retire and a resolution for the re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Huang Hsiu-duan, Helen

Chairman

Hong Kong
24 June 2020

足夠之公眾持股量

根據本公司可公開取得之資料，以及就董事所知，於本報告日期，公眾人士持有之本公司已發行股份總數不少於25%。

報告期後事件

本集團報告期後重大事件之詳情載於財務報表附註35。

核數師

安永會計師事務所任滿退任，有關續聘安永會計師事務所為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

主席

黃秀端

香港
二零二零年六月二十四日

Independent Auditor's Report

獨立核數師報告



To the shareholders of
Kingmaker Footwear Holdings Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Kingmaker Footwear Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 110 to 254, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致全體股東
信星鞋業集團有限公司
(於百慕達註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第110至254頁的信星鞋業集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零二零年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了 貴集團於二零二零年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已根據香港《公司條例》的披露規定妥為編製。

Independent Auditor's Report

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKASAs”) 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.

KEY AUDIT MATTERS

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

意見的基礎

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

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。就以下各事項而言，我們是在該背景下提供我們在審計中處理該事項的方式。

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」部分所述的責任，包括與該等事項相關之責任。據此，我們的審計包括執行程序，以應對我們對綜合財務報表重大錯誤陳述風險的評估。我們的審計程序（包括為處理下列事項而採取的程序）的結果，為我們就隨附的綜合財務報表發表的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter

Provision for inventories

As at 31 March 2020, the Group had net inventories of HK\$166.5 million, representing 20% and 11% of the Group's total current assets and total assets, respectively. The estimation of the inventory provision requires significant management judgement, which includes judgement about the recoverability of the cost of inventories, the nature and condition of inventories, the marketability of finished goods and the future usage of raw materials.

Related disclosures are included in notes 3, 7 and 17 to the financial statements.

關鍵審計事項

存貨撥備

於二零二零年三月三十一日，貴集團擁有存貨淨額166,500,000港元，分別相當於貴集團流動資產總額及總資產的20%及11%。存貨撥備的估計需要管理層作出重大判斷，包括對存貨成本的可收回性、存貨的性質和狀況、製成品的市場和原材料的未來使用情況的判斷。

相關披露載於財務報表附註3、7及17。

關鍵審計事項 (續)

How our audit addressed the key audit matter

We tested the ageing analysis of the Group's inventories. We recalculated the inventory provision based on management's estimation and assessed the assumptions being used in the inventory provision calculation by reviewing the basis, the rationale and the consistency of the inventory provision estimation. We assessed obsolescence provisions by considering the inventory level against historical inventory turnover days and substantively checked to both past and subsequent sales and usage information on selected inventory samples. We also discussed with management the inventory items with potential obsolescence.

我們的審計如何處理關鍵審計事項

我們已對貴集團存貨的賬齡分析進行測試。我們基於管理層估計對存貨撥備作出重新計量，評估了存貨撥備計算使用的假設，方法為檢討存貨撥備估計的基準、理由和一致性。我們透過將存貨水平與歷史存貨週轉天數進行考慮以評估報廢撥備，並查核過往及後續選定存貨樣品之銷售及使用數據。我們亦與管理層就存在的潛在存貨項目報廢進行討論。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter

Estimation of fair value of investment properties

As at 31 March 2020, the Group's investment properties amounted to HK\$398.7 million, representing 57% and 26% of the Group's total non-current assets and total assets, respectively. Management appointed an external valuer to determine the fair value of the Group's investment properties twice a year. The valuation of the investment properties at fair value was highly dependent on estimates and assumptions, such as those relating to the rental value, rental growth rate, market yield, market knowledge and historical transactions.

Related disclosures are included in notes 3 and 15 to the financial statements.

關鍵審計事項

投資物業公平值的估計

於二零二零年三月三十一日，貴集團的投資物業達398,700,000港元，分別相當於貴集團非流動資產總額及總資產的57%及26%。管理層已委任外部估值師每年兩次釐定貴集團投資物業的公平值。投資物業的公平值估值高度倚賴估計和假設，例如與租金價格、租金增長率、市場收益率、市場通識及歷史交易有關之估計及假設。

相關披露載於財務報表附註3及15。

關鍵審計事項 (續)

How our audit addressed the key audit matter

We considered the competence, capabilities and objectivity of the external valuer engaged by management. We involved our internal valuation specialists to assist us in assessing the assumptions and estimates made by management and the external valuer in the valuation methodology about the property related data supporting the fair value of the investment properties. Such procedures included comparing the rent and term periods against the existing lease agreements and performing market research on key valuation parameters including the capitalisation rate and market rent of similar properties.

我們的審計如何處理關鍵審計事項

我們已考慮管理層委聘的外部估值師的資歷、能力及客觀性。我們的內部估值專家參與協助評估管理層及外部估值師在有關物業相關數據估值方法中作出的假設及估計，以支持投資物業公平值。有關程序包括將租金及期限與現有租賃協議比較並對主要估值參數進行市場調研（包括類似物業的資本化率及市場租金）。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter

Tax

As at 31 March 2020, the Group had tax payable of HK\$113.8 million and deferred tax liabilities of HK\$57.9 million, representing 49% of the Group's total liabilities in aggregate. The income tax credit amounted to HK\$21 million for the year ended 31 March 2020. Management is required to make judgement and estimates in relation to tax risks when determining the tax provision. The Group operates in a number of tax jurisdictions. Due to the complexity of local and international tax legislation, judgements have to be made by management on the tax treatment on transactions in advance of the ultimate tax determination being certain. Where the amount of tax payable or recoverable is uncertain, the Group estimates provision based on management's judgement of the probable amount of the liability, or expected amounts recoverable.

Related disclosures are included in notes 3, 10 and 23 to the financial statements.

關鍵審計事項

稅項

於二零二零年三月三十一日，貴集團擁有應付稅項113,800,000港元及遞延稅項負債57,900,000港元，合共相當於貴集團總負債之49%。截至二零二零年三月三十一日止年度，所得稅抵免為21,000,000港元。計提稅務撥備要求管理層就稅務風險作出判斷及估計。貴集團於多個稅務司法權區經營業務。由於當地和國際稅務立法的複雜性，在最終稅務確定前，管理層須就交易之稅務處理作出判斷。倘應付稅項或可收回稅項金額不確定，貴集團會依據管理層對負債估計金額或預計可收回金額的判斷估計撥備。

相關披露載於財務報表附註3、10及23。

關鍵審計事項 (續)

How our audit addressed the key audit matter

We involved our tax specialists to review the tax provision of the Group. We assessed management's judgements in respect of estimates of tax exposures by considering the associated fact pattern and the Group's correspondence with the relevant tax authorities and recent developments in the tax jurisdictions which may have an impact on existing tax exposures.

我們的審計如何處理關鍵審計事項

我們的稅務專家參與審閱貴集團之稅務撥備。我們已對管理層就估計稅務風險作出的判斷進行評估，方法為考慮相關的事實模式、貴集團與有關稅務機關的通訊及可能對現有稅務風險產生影響的稅務司法權區的近期發展情況。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter

Impairment assessment of property, plant and equipment and right-of-use assets

As at 31 March 2020, the Group had property, plant and equipment ("PPE") of HK\$208.5 million and right-of-use assets ("ROU") of HK\$73.4 million. During the year ended 31 March 2020, an impairment provision of HK\$7.3 million for PPE was made.

Management carried out an impairment assessment on the assets of the Group which have an impairment indicator. The amount of any impairment loss was measured as the difference between the asset's carrying amount and its recoverable amount. The recoverable amounts of these assets have been determined based on their fair value less costs of disposal. Management appointed an external valuer to determine the fair value of these assets. The valuation of fair value of PPE and ROU is highly dependent on estimates and assumptions.

Related disclosures are included in notes 3, 7, 13 and 14 to the financial statements.

關鍵審計事項

物業、廠房及設備以及使用權資產的減值評估

於二零二零年三月三十一日，貴集團擁有物業、廠房及設備（「物業、廠房及設備」）208,500,000港元及使用權資產（「使用權資產」）73,400,000港元。於截至二零二零年三月三十一日止年度，就物業、廠房及設備計提減值撥備7,300,000港元。

管理層就有減值跡象的貴集團資產進行減值評估。減值虧損金額按資產的賬面值與其可收回金額之間的差額計量。該等資產的可收回金額乃根據其公平值減出售成本釐定。管理層委任外部估值師釐定該等資產的公平值。物業、廠房及設備以及使用權資產的公平值估值高度倚賴估計和假設。

相關披露載於財務報表附註3、7、13及14。

關鍵審計事項 (續)

How our audit addressed the key audit matter

We reviewed the competency, capabilities and objectivity of the external valuer appointed by management. We assessed the related data and assumptions being adopted, including unobservable inputs and other estimates, by comparing key valuation parameters including utilisation rate and market rent of similar properties. We also involved our internal valuation specialists to assist us in reviewing the valuation methodologies applied and key valuation parameters adopted in the valuation. We further assessed the calculation of the impairment loss and the disclosures related to the assumptions used in impairment assessment.

我們的審計如何處理關鍵審計事項

我們已檢討管理層委任的外部估值師的資歷、能力及客觀性。我們透過比較主要估值參數（包括使用率及類似物業的市場租金）評估所採用的相關數據及假設，包括不可觀察輸入數據及其他估計。我們的內部估值專家亦參與協助審閱估值時應用的估值方法及採用的主要估值參數。我們進一步評估減值虧損的計算及與減值評估所用假設有關的披露。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

年報所載的其他信息

貴公司董事須對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所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。倘若我們基於已執行的工作，認為其他信息存在重大錯誤陳述，我們須報告該事實。我們就此並無任何報告。

董事對綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定編製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編製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監控負責。

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

Independent Auditor's Report

獨立核數師報告

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

董事對綜合財務報表須承擔的責任 (續)

貴公司董事在審核委員會協助下，須負責監督 貴集團的財務報告過程。

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。根據百慕達公司法（一九八一年）第90條，我們的報告僅向全體股東作出，除此之外，本報告不可作其他用途。我們不會就本報告內容向任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期彼等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。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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.

核數師就審計綜合財務報表承擔的責任 (續)

- 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。
- 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表中的相關披露。假若有關的披露不足，則修改我們的意見。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 貴集團停止持續經營。
- 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。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

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 Chan Kam Yee.

核數師就審計綜合財務報表承擔的責任 (續)

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

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

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

出具本獨立核數師報告的審計項目合夥人為陳錦儀。

Ernst & Young

Certified Public Accountants

22/F, CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

24 June 2020

安永會計師事務所

執業會計師

香港
中環
添美道1號
中信大廈22樓

二零二零年六月二十四日

Consolidated Statement of Profit or Loss

綜合損益表

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

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
REVENUE 收益	5	1,050,064	1,100,649
Cost of sales 銷售成本		(975,749)	(984,394)
Gross profit 毛利		74,315	116,255
Other income and gains, net 其他收入及收益淨額	5	24,816	41,152
Distribution and selling expenses 分銷及銷售開支		(22,367)	(30,555)
Administrative expenses 行政開支		(129,774)	(113,421)
Finance costs 融資成本	6	(96)	(46)
Share of losses of associates 應佔聯營公司虧損		(20,684)	(7,429)
PROFIT/(LOSS) BEFORE TAX 除稅前溢利／(虧損)	7	(73,790)	5,956
Income tax credit 所得稅抵免	10	20,783	27,978
PROFIT/(LOSS) FOR THE YEAR 年內溢利／(虧損)		(53,007)	33,934
Attributable to: 下列各項應佔：			
Equity holders of the Company 本公司權益持有人		(51,386)	35,593
Non-controlling interests 非控股權益		(1,621)	(1,659)
		(53,007)	33,934
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY 本公司權益持有人應佔每股盈利／(虧損)	11		
Basic 基本			
– For profit/(loss) for the year 一年內溢利／(虧損)		HK(7.50 cents)港仙	HK5.14 cents港仙
Diluted 攤薄			
– For profit/(loss) for the year 一年內溢利／(虧損)		HK(7.50 cents)港仙	HK5.13 cents港仙

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
PROFIT/(LOSS) FOR THE YEAR 年內溢利／（虧損）	(53,007)	33,934
OTHER COMPREHENSIVE INCOME/(EXPENSE) 其他全面收益／（開支）		
Other comprehensive income/(expense) that may be reclassified to profit or loss in subsequent periods: 期後可能重新分類至損益表之其他全面收益／（開支）：		
Exchange differences: 匯兌差額：		
Exchange differences on translation of foreign operations 換算海外經營業務之匯兌差額	(19,550)	(17,058)
Reclassification adjustment for deregistration of subsidiaries 附屬公司註銷登記之重新分類調整	1,279	(1,816)
	(18,271)	(18,874)
Other comprehensive income/(expense) that will not be reclassified to profit or loss in subsequent periods: 期後不會重新分類至損益表之其他全面收益／（開支）：		
Asset revaluation reserve: 資產重估儲備：		
Gain on revaluation of land and buildings 重估土地及樓宇之收益	13, 14 183,727	18,751
Deferred tax liabilities on gain on revaluation of land and buildings 重估土地及樓宇之收益之遞延稅項負債	23 (33,828)	-
	149,899	18,751

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
OTHER COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR 年度其他全面收益／(開支)	131,628	(123)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR 年度全面收益總額	78,621	33,811
Attributable to: 下列各項應佔：		
Equity holders of the Company 本公司權益持有人	80,242	35,470
Non-controlling interests 非控股權益	(1,621)	(1,659)
	78,621	33,811

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2020 二零二零年三月三十一日

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
NON-CURRENT ASSETS 非流動資產			
Property, plant and equipment 物業、廠房及設備	13	208,531	250,454
Right-of-use assets 使用權資產	14	73,356	–
Prepaid land lease payments 預付土地租賃款項	14	–	85,744
Investment properties 投資物業	15	398,711	203,565
Investments in associates 聯營公司投資	16	17,817	38,501
Investments in club memberships 會所會籍投資		1,924	1,970
Total non-current assets 非流動資產總額		700,339	580,234
CURRENT ASSETS 流動資產			
Inventories 存貨	17	166,539	148,321
Accounts receivable 應收賬項	18	137,407	109,321
Prepayments, deposits and other receivables 預付款項、按金及其他應收賬項		9,668	14,277
Due from an associate 應收聯營公司款項	16	69,073	37,873
Tax recoverable 可收回稅項		619	763
Cash and cash equivalents 現金及等同現金項目	19	443,946	609,834
Total current assets 流動資產總額		827,252	920,389
CURRENT LIABILITIES 流動負債			
Accounts payable 應付賬項	20	93,966	96,391
Accrued liabilities, other payables and contract liabilities 應計負債、其他應付賬項及合約負債	21	80,784	107,912
Lease liabilities 租賃負債	14	872	–
Tax payable 應付稅項		113,807	134,511
Total current liabilities 流動負債總額		289,429	338,814

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2020 二零二零年三月三十一日

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
NET CURRENT ASSETS 流動資產淨值		537,823	581,575
TOTAL ASSETS LESS CURRENT LIABILITIES 資產總額減流動負債		1,238,162	1,161,809
NON-CURRENT LIABILITIES 非流動負債			
Lease liabilities 租賃負債	14	448	–
Deposits received 已收按金		1,211	1,005
Deferred tax liabilities 遞延稅項負債	23	57,866	24,151
Total non-current liabilities 非流動負債總額		59,525	25,156
Net assets 資產淨值		1,178,637	1,136,653
EQUITY 權益			
Equity attributable to equity holders of the Company 本公司權益持有人應佔權益			
Issued share capital 已發行股本	24	68,443	68,875
Reserves 儲備	26	1,091,183	1,049,057
		1,159,626	1,117,932
Non-controlling interests 非控股權益		19,011	18,721
Total equity 權益總額		1,178,637	1,136,653

Huang Hsiu-duan, Helen 黃秀端
Director 董事

Wong Hei-chiu 黃禧超
Director 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

Attributable to equity holders of the Company

本公司權益持有人應佔

	Issued share capital	Share premium account	Capital redemption reserve	Shares held under	Share option reserve	Exchange fluctuation reserve	Asset revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity
				share award scheme							
	已發行股本	股份溢價賬	股本贖回儲備	股份獎勵計劃所持股份	購股權儲備	匯兌波動儲備	資產重估儲備	保留溢利	合計	非控股權益	權益總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2018 於二零一八年四月一日	69,350	104,782	6,134	-	7,368	39,821	47,789	945,630	1,220,874	20,380	1,241,254
Profit/(loss) for the year 年內溢利/(虧損)	-	-	-	-	-	-	-	35,593	35,593	(1,659)	33,934
Exchange differences related to foreign operations 與海外經營業務有關之匯兌差額	-	-	-	-	-	(18,874)	-	-	(18,874)	-	(18,874)
Changes in fair value of buildings recognised directly in equity 直接於權益確認之樓宇之公平值變動	-	-	-	-	-	-	18,751	-	18,751	-	18,751
Total comprehensive income/ (expense) for the year 年度全面收益/(開支)總額	-	-	-	-	-	(18,874)	18,751	35,593	35,470	(1,659)	33,811
Issue of shares (note 24) 發行股份(附註24)	30	621	-	-	(177)	-	-	-	474	-	474
Shares repurchased (note 24) 購回股份(附註24)	(505)	(7,909)	505	-	-	-	-	(505)	(8,414)	-	(8,414)
Final 2018 dividend declared and paid (note 12) 已宣派及派付之二零一八年度末期股息 (附註12)	-	-	-	-	-	-	-	(15,264)	(15,264)	-	(15,264)
Special 2018 dividend declared and paid (note 12) 已宣派及派付之二零一八年度特別股息 (附註12)	-	-	-	-	-	-	-	(88,806)	(88,806)	-	(88,806)
Interim 2019 dividend paid (note 12) 已派付之二零一九年度中期股息 (附註12)	-	-	-	-	-	-	-	(19,426)	(19,426)	-	(19,426)
Special 2019 dividend paid (note 12) 已派付之二零一九年度特別股息 (附註12)	-	-	-	-	-	-	-	(8,326)	(8,326)	-	(8,326)
Recognition of equity-settled share-based payments (note 25) 確認以權益結算以股份支付之款項 (附註25)	-	-	-	-	1,350	-	-	-	1,350	-	1,350

Consolidated Statement of Changes in Equity

綜合權益變動表

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

	Attributable to equity holders of the Company 本公司權益持有人應佔										
	Issued share capital	Share premium account	Capital redemption reserve	Shares held under share award scheme	Share option reserve	Exchange fluctuation reserve	Asset revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity
	已發行股本	股份溢價賬	股本贖回儲備	獎勵計劃所持股份	購股權儲備	匯兌波動儲備	資產重估儲備	保留溢利	合計	非控股權益	權益總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 March 2019 and 1 April 2019 於二零一九年三月三十一日及 二零一九年四月一日	68,875	97,494*	6,639*	-	8,541*	20,947*	66,540*	848,896*	1,117,932	18,721	1,136,653
Loss for the year 年內虧損	-	-	-	-	-	-	-	(51,386)	(51,386)	(1,621)	(53,007)
Exchange differences related to foreign operations 與海外經營業務有關之匯兌差額	-	-	-	-	-	(18,271)	-	-	(18,271)	-	(18,271)
Changes in fair value of land and buildings recognised directly in equity 直接於權益確認之土地及樓宇 之公平值變動	-	-	-	-	-	-	183,727	-	183,727	-	183,727
Deferred tax liabilities on gain on revaluation of land and buildings 重估土地及樓宇之收益 之遞延稅項負債	-	-	-	-	-	-	(33,828)	-	(33,828)	-	(33,828)
Total comprehensive income/ (expense) for the year 年度全面收益/(開支)總額	-	-	-	-	-	(18,271)	149,899	(51,386)	80,242	(1,621)	78,621
Loan from a non-controlling shareholder 一名非控股股東貸款	-	-	-	-	-	-	-	-	-	1,911	1,911
Shares purchased under share award scheme (note 25) 根據股份獎勵計劃購入股份(附註25)	-	-	-	(7,200)	-	-	-	-	(7,200)	-	(7,200)
Shares repurchased (note 24) 購回股份(附註24)	(432)	(4,688)	432	-	-	-	-	(432)	(5,120)	-	(5,120)
Special 2019 dividend declared and paid (note 12) 已宣派及派付之二零一九年度特別股息 (附註12)	-	-	-	-	-	-	-	(13,754)	(13,754)	-	(13,754)
Special 2020 dividend paid (note 12) 已派付之二零二零年度特別股息 (附註12)	-	-	-	-	-	-	-	(13,649)	(13,649)	-	(13,649)
Recognition of equity-settled share-based payments (note 25) 確認以權益結算以股份支付之款項 (附註25)	-	-	-	-	1,175	-	-	-	1,175	-	1,175
Share options lapsed (note 25) 已失效購股權(附註25)	-	-	-	-	(300)	-	-	300	-	-	-
At 31 March 2020 於二零二零年三月三十一日	68,443	92,806*	7,071*	(7,200)*	9,416*	2,676*	216,439*	769,975*	1,159,626	19,011	1,178,637

* These reserve accounts comprise the consolidated reserves of HK\$1,091,183,000 (2019: HK\$1,049,057,000) in the consolidated statement of financial position.

* 該等儲備賬組成綜合財務狀況表之綜合儲備1,091,183,000港元(二零一九年:1,049,057,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES			
經營活動所得之現金流量			
Profit/(loss) before tax 除稅前溢利／(虧損)		(73,790)	5,956
Adjustments for: 經調整:			
Finance costs 融資成本	6	96	46
Depreciation of property, plant and equipment 物業、廠房及設備折舊	7, 13	32,161	33,379
Depreciation of right-of-use assets 使用權資產折舊	7, 14	3,754	–
Amortisation of prepaid land lease payments 攤銷預付土地租賃款項	7, 14	–	2,719
Provision for inventories 存貨撥備	7	1,575	5,034
Loss/(gain) on disposal of items of property, plant and equipment, net 出售物業、廠房及設備項目虧損／(收益)淨額	7	3,976	(2)
Loss on disposal of investment properties 出售投資物業虧損	7	–	3,873
Loss/(gain) on deregistration of subsidiaries 註銷附屬公司之虧損／(收益)	7	1,279	(1,816)
Amortisation of club memberships 會所會籍攤銷	7	46	38
Fair value gains on revaluation of investment properties 重估投資物業之公平值收益	7, 15	(1,490)	(10,130)
Impairment of property, plant and equipment 物業、廠房及設備減值	7, 13	7,299	–
Write-off of items of property, plant and equipment 物業、廠房及設備項目撇銷	7, 13	–	17
Impairment allowance of accounts receivable 應收賬項減值撥備	7	4,947	–
Interest income 利息收入	7	(12,561)	(16,823)
Equity-settled share option expense 以權益結算之購股權開支	7	1,175	1,350
Share of losses of associates 應佔聯營公司虧損		20,684	7,429
Effect of foreign exchange rate changes 匯率變動之影響		(2,269)	50
		(13,118)	31,120
Decrease/(increase) in inventories 存貨減少／(增加)		(19,793)	16,590
Increase in accounts receivable 應收賬項增加		(33,033)	(13,435)
Decrease/(increase) in prepayments, deposits and other receivables 預付款項、按金及其他應收賬項減少／(增加)		(775)	196
Decrease in accounts payable 應付賬項減少		(2,425)	(36,568)
Decrease in accrued liabilities, other payables and contract liabilities 應計負債、其他應付賬項及合約負債減少		(25,329)	(51,377)
Increase/(decrease) in deposits received 已收按金增加／(減少)		206	(343)
Decrease in derivative financial instruments 衍生金融工具減少		–	(927)

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash used in operations 經營所用現金		(94,267)	(54,744)
Interest received 已收利息		15,208	16,705
Interest paid 已付利息		(13)	(46)
Hong Kong profits tax refunded 已退還香港利得稅		190	–
Overseas taxes refunded/(paid) 已退還/(已付)海外稅項		1,490	(298)
Net cash flows used in operating activities 經營活動所用之現金流量淨額		(77,392)	(38,383)
CASH FLOWS FROM INVESTING ACTIVITIES			
投資活動所得之現金流量			
Purchases of items of property, plant and equipment 購置物業、廠房及設備項目	13, 31(a)	(17,471)	(24,100)
Purchases of items of club memberships 購置會所會籍項目		–	(1,166)
Proceeds from disposal of items of property, plant and equipment 出售物業、廠房及設備項目所得款項		1,035	170
Proceeds from disposal of items of investment properties 出售投資物業項目所得款項		–	15,759
Increase in an amount due from an associate 應收聯營公司款項增加		(31,200)	(6,240)
Decrease in time deposits with original maturity of over three months when acquired 於收購時原定到期日多於三個月之定期存款減少		128,727	192,950
Net cash flows from investing activities 投資活動所得之現金流量淨額		81,091	177,373
CASH FLOWS FROM FINANCING ACTIVITIES			
融資活動所得之現金流量			
Dividends paid 已付股息	12	(27,403)	(131,822)
Issue of shares 發行股份	24	–	474
Repurchase of shares 購回股份	24	(5,120)	(8,414)
Shares purchased under share award scheme 根據股份獎勵計劃購入股份	25	(7,200)	–
Increase in loan from a non-controlling shareholder 一名非控股股東貸款增加		1,911	–
Principal portion of lease payments 租賃付款的本金部分		(1,330)	–
Net cash flows used in financing activities 融資活動所用之現金流量淨額		(39,142)	(139,762)
NET DECREASE IN CASH AND CASH EQUIVALENTS			
現金及等同現金項目減少淨額			
Cash and cash equivalents at beginning of year 年初之現金及等同現金項目		116,195	117,703
Effect of foreign exchange rate changes, net 匯率變動之影響淨額		(1,718)	(736)

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
CASH AND CASH EQUIVALENTS AT END OF YEAR 年終之現金及等同現金項目		79,034	116,195
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS 現金及等同現金項目結餘之分析			
Cash and bank balances 現金及銀行結餘	19	78,478	78,098
Time deposits with original maturity of less than three months when acquired 於收購時原定到期日少於三個月之定期存款	19	556	38,097
Cash and cash equivalents as stated in the consolidated statement of cash flows 綜合現金流量表列示之現金及等同現金項目		79,034	116,195

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

1. CORPORATE AND GROUP INFORMATION

Kingmaker Footwear Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

During the year, the Group was involved in the manufacture and trading of footwear and property investment. Particulars of the Company's principal subsidiaries are detailed in note 34 to the financial statements.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司及集團資料

信星鞋業集團有限公司為於百慕達註冊成立之有限公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

年內，本集團從事製造及買賣鞋類以及物業投資。本公司主要附屬公司之詳情載於財務報表附註34。

2.1 編製基準

財務報表已根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」，其包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則以及香港公司條例之披露規定編製。財務報表乃根據歷史成本法而編製，惟按公平值計量之投資物業除外。財務報表以港元（「港元」）呈列，除另有註明者外，所有款項已捨入至最接近之千位數。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2020. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2.1 編製基準 (續)

綜合賬目基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至二零二零年三月三十一日止年度之財務報表。附屬公司乃本公司直接或間接控制之實體（包括結構性實體）。當本集團對參與投資對象業務之浮動回報承擔風險或享有權利以及能透過對投資對象之權力（即本集團獲賦予現有能以主導投資對象相關活動之既存權利）影響該等回報時，即取得控制權。

倘本公司直接或間接對投資對象沒有大多數投票權或類似之權利，本集團於評估其是否擁有對投資對象之權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司與本公司之財務報表之報告期間相同，並採用一致之會計政策編製。附屬公司之業績由本集團獲得控制權當日起作綜合入賬，並繼續入賬直至有關控制權終止當日為止。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準 (續)

綜合賬目基準 (續)

損益及其他全面收益之各組成部分歸屬於本公司權益持有人及非控股權益，即使此舉將導致非控股權益出現虧絀結餘。所有集團內公司間之資產及負債、權益、收入、開支以及與本集團成員公司間之交易有關之現金流量均於綜合賬目時悉數對銷。

倘事實及情況反映上文所述三項控制權因素之其中一項或多項有變，則本集團會重估是否仍然控制投資對象。附屬公司擁有權權益之變動（並無失去控制權），於入賬時列作權益交易。

倘本集團失去對附屬公司之控制權，則終止確認(i)該附屬公司之資產（包括商譽）及負債，(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計換算差額；及確認(i)已收代價之公平值，(ii)所保留任何投資之公平值及(iii)任何因此於損益內產生之盈餘或虧絀。先前於其他全面收益內確認之本集團應佔部分按猶如本集團已直接出售相關資產或負債所規定之相同基準重新分類至損益或保留溢利（如適當）。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Except for the amendments to HKFRS 9 and HKAS 19, and Annual Improvements to HKFRSs 2015-2017 Cycle, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

2.2 會計政策及披露之變更

本集團已於本年度財務報表中首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則第9號之修訂	<i>提早還款特性及負補償</i>
香港財務報告準則第16號	<i>租賃</i>
香港會計準則第19號之修訂	<i>計劃修訂、削減或結算</i>
香港會計準則第28號之修訂	<i>聯營公司及合營企業之長期權益</i>
香港(國際財務報告詮釋委員會)一詮釋第23號	<i>所得稅處理的不確定性</i>
二零一五年至二零一七年週期之年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂

除與編製本集團財務報表無關之香港財務報告準則第9號及香港會計準則第19號以及香港財務報告準則二零一五年至二零一七年週期之年度改進外，新訂及經修訂香港財務報告準則之性質及影響載述如下：

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (a) HKFRS 16 supersedes HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 April 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 April 2019, and the comparative information for the year ended 31 March 2019 was not restated and continued to be reported under HKAS 17 and related interpretations.

2.2 會計政策及披露之變更 (續)

- (a) 香港財務報告準則第16號取代香港會計準則第17號租賃、香港（國際財務報告詮釋委員會）－詮釋第4號釐定安排是否包括租賃、香港（常設詮釋委員會）－詮釋第15號經營租賃－優惠及香港（常設詮釋委員會）－詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人按照單一資產負債表模式對所有租賃進行會計處理，以確認及計量使用權資產及租賃負債，惟若干確認豁免除外。香港財務報告準則第16號大致沿用香港會計準則第17號項下出租人的會計處理方式。出租人繼續使用與香港會計準則第17號類似的原則將租賃分類為經營租賃或融資租賃。

本集團以修訂追溯法採納香港財務報告準則第16號，且首次應用日期為二零一九年四月一日。根據該方法，該準則已獲追溯應用，並將首次採納的累計影響確認為對二零一九年四月一日保留溢利期初結餘的調整，且截至二零一九年三月三十一日止年度的比較資料並未重列，而是繼續根據香港會計準則第17號及相關詮釋予以呈報。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for various items of leasehold land, buildings and equipment. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 April 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

2.2 會計政策及披露之變更 (續)

(a) (續)

租賃的新定義

根據香港財務報告準則第16號，倘合約為換取代價而授予在一段期間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。當客戶有權從使用可識別資產獲得絕大部分經濟利益以及有權主導可識別資產的使用時，即擁有控制權。本集團選擇使用過渡性的可行權宜方法，僅在首次應用日期對先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）一詮釋第4號確定為租賃的合約應用該準則。根據香港會計準則第17號及香港（國際財務報告詮釋委員會）一詮釋第4號未確定為租賃的合約不會進行重新評估。因此，香港財務報告準則第16號項下的租賃定義僅適用於在二零一九年四月一日或之後訂立或變更的合約。

作為承租人 – 先前分類為經營租賃的租賃

採納香港財務報告準則第16號的影響性質

本集團就若干租賃土地、樓宇及設備項目訂立租賃合約。作為承租人，本集團先前根據對租賃是否將資產所有權的絕大部分回報及風險轉移至本集團的評估，將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團採用單一方法確認及計量所有租賃的使用權資產及租賃負債，惟低價值資產租賃（按個別租賃基準選擇）及租期為十二個月或以下的租賃（「短期租賃」）（按相關資產類別選擇）的兩項選擇性豁免除外。本集團確認使用權資產之折舊（及減值（如有））以及未償還租賃負債產生之利息（作為融資成本），而並非於二零一九年四月一日開始之租期內按直線法確認經營租賃項下的租金開支。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

As a lessee – Leases previously classified as operating leases (continued)

Impact on transition

Lease liabilities at 1 April 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 April 2019.

All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position. This includes the prepaid land lease payments of HK\$85,744,000 which were reclassified to right-of-use assets. For the leasehold land and buildings (that were held to earn rental income and/or for capital appreciation) previously included in investment properties and measured at fair value, the Group has continued to include them as investment properties at 1 April 2019. They continue to be measured at fair value applying HKAS 40.

2.2 會計政策及披露之變更 (續)

(a) (續)

作為承租人 – 先前分類為經營租賃的租賃 (續)

過渡的影響

於二零一九年四月一日的租賃負債按剩餘租賃付款的現值，經使用於二零一九年四月一日的增量借貸利率貼現後予以確認。使用權資產按租賃負債金額計量，並就緊接二零一九年四月一日前在財務狀況表中確認有關租賃的任何預付或應計租賃付款金額進行調整。

所有該等資產於該日根據香港會計準則第36號對任何減值進行評估。本集團選擇在財務狀況表內單獨呈列使用權資產。此項資產包括重新分類至使用權資產的預付土地租賃付款85,744,000港元。對於先前納入投資物業並按公平值計量的租賃土地及樓宇（為賺取租金收入及／或作資本增值而持有者），本集團於二零一九年四月一日繼續將其納入投資物業。其繼續應用香港會計準則第40號按公平值計量。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

As a lessee – Leases previously classified as operating leases (continued)

Impact on transition (continued)

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 April 2019:

- Applying the low-value assets exemptions
- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend the lease
- Relying on the entity's assessment of whether leases were onerous by applying HKAS 37 immediately before 1 April 2019 as an alternative to performing an impairment review; and
- Excluding the initial direct costs from the measurement of the right-of-use asset at the date of initial application

2.2 會計政策及披露之變更 (續)

(a) (續)

作為承租人 – 先前分類為經營租賃的租賃 (續)

過渡的影響 (續)

本集團於二零一九年四月一日應用香港財務報告準則第16號時已使用以下有選擇性的可行權宜方法：

- 應用低價值資產豁免
- 對於租期自初步應用之日起十二個月內終止的租賃應用短期租賃豁免
- 倘合約包含延長租賃的選擇權，則於事後釐定租賃期
- 依賴對實體於緊接於二零一九年四月一日前透過應用香港會計準則第37號評估租賃是否屬繁重，作為進行減值審閱的替代方法；及
- 不包括於首次應用日期計量使用權資產產生的初始直接成本

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

Financial impact at 1 April 2019

The impact arising from the adoption of HKFRS 16 at 1 April 2019 was as follows:

2.2 會計政策及披露之變更 (續)

(a) (續)

於二零一九年四月一日的財務影響

於二零一九年四月一日採納香港財務報告準則第16號產生的影響如下：

	Increase/ (decrease) 增加／(減少) HK\$'000 千港元
Assets 資產	
Increase in right-of-use assets 使用權資產增加	95,486
Decrease in prepaid land lease payments 預付土地租賃款項減少	(85,744)
Decrease in property, plant and equipment 物業、廠房及設備減少	(4,466)
Decrease in prepayments, deposits and other receivables 預付款項、按金及其他應收賬項減少	(2,737)
Increase in total assets 總資產增加	2,539
Liabilities 負債	
Increase in lease liabilities 租賃負債增加	2,618
Decrease in accrued liabilities, other payables and contract liabilities 應計負債、其他應付賬項及合約負債減少	(79)
Increase in total liabilities 總負債增加	2,539

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

Financial impact at 1 April 2019 (continued)

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 are as follows:

2.2 會計政策及披露之變更 (續)

(a) (續)

於二零一九年四月一日的財務影響 (續)

於二零一九年四月一日之租賃負債與於二零一九年三月三十一日之經營租賃承擔之對賬如下：

	HK\$'000 千港元
Operating lease commitments as at 31 March 2019	
於二零一九年三月三十一日之經營租賃承擔	3,503
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 March 2020	
減：與短期租賃及剩餘租期於二零二零年三月三十一日或之前屆滿的該等租賃有關之承擔	(814)
Commitment relating to leases of low-value assets	
與低價值資產租賃有關之承擔	(21)
	2,668
Weighted average incremental borrowing rate as at 1 April 2019	
於二零一九年四月一日之加權平均增量借貸利率	3.98%
Lease liabilities as at 1 April 2019	
於二零一九年四月一日之租賃負債	2,618

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates upon adoption of the amendments on 1 April 2019 and concluded that the amendments did not have any impact on the financial position or performance of the Group.

(c) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group’s tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities. Accordingly, the interpretation did not have any impact on the financial position or performance of the Group.

2.2 會計政策及披露之變更 (續)

(b) 香港會計準則第28號之修訂釐清香港財務報告準則第9號之豁免範圍僅包括應用權益法的聯營公司或合營企業之權益，而不包括實質上構成該聯營公司或合營企業淨投資之長期權益（並無就此應用權益法）。因此，實體應用香港財務報告準則第9號而非香港會計準則第28號（包括香港財務報告準則第9號下之減值規定）將長期權益入賬。僅就確認聯營公司或合營企業之虧損及於聯營公司或合營企業之淨投資減值而言，香港會計準則第28號繼而應用於淨投資（包括長期權益）。本集團已於二零一九年四月一日採納該等修訂時評估其有關於聯營公司的長期權益的業務模式，結論為該等修訂並無對本集團的財務狀況或表現造成任何影響。

(c) 香港（國際財務報告詮釋委員會）－詮釋第23號處理於稅項處理方法涉及影響應用香港會計準則第12號的不確定性（普遍稱為「不確定稅務狀況」）時，所得稅（即期及遞延）的入賬方法。該項詮釋不適用於香港會計準則第12號範圍以外的稅項或徵稅，亦無具體包括與不確定稅項處理方法相關的權益及處罰的規定。該項詮釋具體處理(i)實體是否單獨考慮不確定稅項處理方法；(ii)實體對稅務機關審視稅項處理方法時作出的假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率；及(iv)實體如何考慮事實及情況變動。本集團已於採納該項詮釋時考慮其是否有任何因集團內公司間銷售的轉讓定價而起的不確定稅務狀況。基於本集團稅務合規及轉讓定價研究，本集團認為稅務機關很可能接納其轉讓定價政策。因此，該項詮釋並無對本集團的財務狀況或表現造成任何影響。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Definition of a Business</i> ¹
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 17	<i>Insurance Contracts</i> ³
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ¹
Amendments to HKFRS 16	<i>COVID-19-Related Rent Concessions</i> ²

- ¹ Effective for annual periods beginning on or after 1 January 2020
- ² Effective for annual periods beginning on or after 1 June 2020
- ³ Effective for annual periods beginning on or after 1 January 2021
- ⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未於此等財務報表中應用以下已頒佈但尚未生效的新增及經修訂香港財務報告準則。

香港財務報告準則第3號之修訂	業務之定義 ¹
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革 ¹
香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
香港財務報告準則第17號	保險合約 ³
香港會計準則第1號及香港會計準則第8號之修訂	重大之定義 ¹
香港財務報告準則第16號之修訂	2019冠狀病毒病相關租金減免 ²

- ¹ 於二零二零年一月一日或之後開始的年度期間生效
- ² 於二零二零年六月一日或之後開始的年度期間生效
- ³ 於二零二一年一月一日或之後開始的年度期間生效
- ⁴ 尚未釐定強制生效日期，但可予以採納

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

預期將適用於本集團的該等香港財務報告準則的進一步資料說明如下。

香港財務報告準則第3號之修訂澄清及提供有關業務之定義的額外指引。該等修訂闡明，一組綜合活動及資產須至少包括一項投入與一項實質過程共同對產生收益的能力作出重大貢獻，方能被視為一項業務。在並未包含產生收益所需的所有投入及過程的情況下，業務亦可存在。該等修訂取消了對市場參與者是否具備能力收購業務並持續產生收益進行的評估，而將重點放在已取得投入及已取得實質過程能否共同對產生收益的能力作出重大貢獻。該等修訂亦收窄收益的定義，以聚焦於向客戶提供的貨品或服務、投資收入或來自日常活動的其他收入。此外，該等修訂提供評估已取得過程是否具實質性的指引，並引入選擇性公平值集中度測試，允許對一組已收購活動及資產是否不屬於一項業務進行簡化評估。本集團預期於二零二零年四月一日起前瞻採納該等修訂。由於該等修訂前瞻適用於首次應用日期或之後發生之交易或其他事件，故本集團於過渡日期將不受該等修訂的影響。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報 告準則 (續)

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營公司或合營企業之間資產出售或注資兩者規定之不一致情況。該等修訂規定,當投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時,須確認全數收益或虧損。當交易涉及不構成一項業務之資產時,由該交易產生之收益或虧損於該投資者之損益內確認,惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該等修訂已前瞻應用。香港會計師公會已於二零一六年一月剔除香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂的以往強制生效日期,而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的檢討後釐定。然而,該等修訂現時可供採納。

香港會計準則第1號及香港會計準則第8號之修訂提供重大的新定義。新定義列明,倘資料遭忽略、錯誤陳述或隱瞞時可合理預期會影響一般用途財務報表主要使用者根據該等財務報表作出的決定,則資料屬重大。該等修訂澄清重大與否視乎資料的性質或幅度。倘可合理預期會影響主要使用者的決定,則資料錯誤陳述屬重大。本集團預期於二零二零年四月一日起按前瞻基準採納該等修訂。該等修訂預期不會對本集團的財務報表造成任何重大影響。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.4 重大會計政策概要

於聯營公司的投資

聯營公司為本集團於其一般不少於20%股本投票權中擁有長期權益的實體，且可對其發揮重大影響力。重大影響力指的是參與投資對象的財務和經營決策的權力，但不是控制或共同控制這些決策的權力。

本集團於聯營公司的投資乃按本集團根據權益會計法應佔資產淨值減任何減值虧損於綜合財務狀況表列賬。倘出現任何不相符的會計政策，即會作出調整加以修正。本集團應佔聯營公司收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益表。此外，倘於聯營公司的權益直接確認變動，則本集團會於綜合權益變動表確認其應佔任何變動（倘適用）。本集團與其聯營公司間交易的未變現收益及虧損將以本集團於聯營公司的投資為限對銷，惟倘未變現虧損證明所轉讓資產減值則除外。收購聯營公司所產生的商譽已計入作本集團於聯營公司投資的一部分。

倘於聯營公司之投資變成於合營企業之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，失去對聯營公司之重大影響力後，本集團按其公平值計量及確認任何剩餘投資。聯營公司於失去重大影響力時的賬面值與剩餘投資及出售所得款項的公平值之間的任何差額乃於損益內確認。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement

The Group measures its investment properties at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 重大會計政策概要 (續)

公平值計量

本集團於各報告期末按公平值計量其投資物業。公平值乃市場參與者於計量日期在有序交易中出售資產所收取之價格或轉讓負債所支付之價格。公平值計量乃根據假設出售資產或轉讓負債之交易於資產或負債主要市場或(在無主要市場情況下)於資產或負債最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債之公平值乃按假設市場參與者於資產或負債定價時會假設以彼等最佳經濟利益行事而計量。

非財務資產之公平值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途之其他市場參與者所產生之經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平值之估值方法，盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	–	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
Level 3	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 重大會計政策概要 (續)

公平值計量 (續)

所有載於財務報表計量或披露之資產及負債乃基於對公平值計量整體而言屬重大之最低層輸入數據按以下公平值等級分類：

第一級	–	基於相同資產或負債於活躍市場之報價 (未經調整)
第二級	–	基於對公平值計量而言屬重大之可觀察 (直接或間接) 最低層輸入數據之估值方法
第三級	–	基於對公平值計量而言屬重大之不可觀察最低層輸入數據之估值方法

就按經常性基準於財務報表確認之資產及負債而言，本集團透過於各報告期末重新評估分類 (基於對公平值計量整體而言屬重大之最低層輸入數據) 確定是否發生不同等級轉移。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

2.4 重大會計政策概要 (續)

非財務資產減值

倘若出現任何減值跡象，或當有需要為資產（不包括存貨、財務資產及投資物業）進行每年減值測試，則會估計資產的可收回金額。除非某類資產產生之現金流入不能很大程度上獨立於其他資產或多項資產所產生之現金流入（在此情況下，可收回金額按資產所屬之現金產生單位釐定），否則資產的可收回金額按資產或現金產生單位的使用價值與其公平值減出售成本兩者中的較高者計算，並按個別資產釐定。

僅於資產的賬面值超過可收回金額時，減值虧損方予確認。評估使用價值時，估計未來現金流量是以除稅前貼現率貼現至現值，而該貼現率反映當時市場對貨幣之時間價值之評估及該項資產的特有風險。減值虧損在其於符合減值資產功能的開支類別中所產生期間於損益表扣除。

於各報告期末，將評定是否有跡象顯示先前確認之減值虧損不再存在或減少。倘出現該等跡象，則會估計可收回金額。先前確認之資產（商譽除外）減值虧損，只會在使用以釐定資產之可收回金額之估計有所改變時撥回，惟撥回之金額不得超過該項資產倘於過往年度未獲確認減值虧損而釐定的賬面值（經扣除任何折舊）。所撥回之減值虧損，乃於其發生期間計入損益表。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Freehold land	Not depreciated
Buildings	5%
Leasehold improvements	Over the shorter of the lease terms and 10% to 25%
Machinery, furniture, equipment and motor vehicles	10% to 25%

2.4 重大會計政策概要 (續)

物業、廠房及設備及折舊

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本,包括其購買價及使該項資產達至其營運狀態及地點以用於其擬定用途之任何直接應佔成本。物業、廠房及設備項目於運作後所產生之支出,包括維修及保養費乃通常於產生時於該期間之損益表內扣除。如符合確認條件,則有關主要查驗之支出乃於資產之賬面值中資本化為重置。倘物業、廠房及設備之重要部分須不時重置,則本集團將確認該等部分為擁有特定使用年期之獨立資產,並將該等資產進行相應折舊。

折舊乃採用直線法於每項物業、廠房及設備項目估計可使用年限內將其成本撇銷至其剩餘價值予以計算。為此目的所使用的主要年率如下:

永久業權土地	不計算折舊
樓宇	5%
租賃物業裝修	按租期及10%至25% (以較短者為準)
機器、傢具、設備及汽車	10%至25%

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investments in club memberships

The useful lives of club memberships are assessed to be either finite or indefinite. Club memberships with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the club memberships may be impaired. The amortisation period and the amortisation method for club memberships with a finite useful life are reviewed at least at each financial year end.

2.4 重大會計政策概要 (續)

物業、廠房及設備及折舊 (續)

當一項物業、廠房及設備項目的各部分有不同的可使用年期，該項目的成本按合理基礎在各部分分配，而每部分將作個別折舊。剩餘價值、可使用年期和折舊方法至少於各財政年度末進行檢討和修正（如適合）。

一項物業、廠房及設備項目（包括初步獲確認的任何重要部分）於出售時或預計經其使用或出售而不再產生日後經濟效益時，將被取消確認。於年內被取消確認的資產因其出售或報廢並在損益表被確認的任何收益或虧損乃有關資產的出售所得款項淨額與賬面值的差額。

在建工程指建設中的樓宇，乃按成本減任何減值虧損列賬，且不會予以折舊。成本包括建築期間之直接建築成本。在建工程於完工並投入使用後重新列入物業、廠房及設備之適當類別。

會所會籍投資

會所會籍之可使用年期評估為有限或無限。年期有限之會所會籍其後於可使用經濟年期內攤銷，並評估是否有跡象顯示會所會籍可能出現減值。可使用年期有限之會所會籍之攤銷年期及攤銷方法至少於各財政年度末檢討一次。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in club memberships (continued)

Club memberships with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such club memberships are not amortised. The useful life of a club membership with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as right-of-use asset (2019: leasehold property under an operating lease) which would have otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

2.4 重大會計政策概要 (續)

會所會籍投資 (續)

無限可使用年期之會所會籍於每年按個別或於現金產生單位作減值測試。該等會所會籍不予攤銷。具無限年期之會所會籍之可使用年期於每年作評估，以釐定無限可使用年期之評估是否持續可靠。如不可靠，則可使用年期之評估自此由按無限年期更改為有限年期按前瞻基準列賬。

投資物業

投資物業是指在持有以賺取租金收入及／或資本增值而非用作生產、提供貨品或服務、行政用途或在日常業務過程中持作銷售之土地和樓宇（包括持作為使用權資產之租賃物業）（二零一九年：經營租賃項下的租賃物業）之權益。該等物業初始時按成本（包括交易成本）計量。於初始確認後，該等投資物業於報告期末以反映市況之公平值列賬。

投資物業公平值的變動產生之收益或虧損於其產生當年之損益表中列賬。

任何投資物業因報廢或出售而產生之收益或虧損於報廢或出售當年之損益表中確認。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties (continued)

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under “Property, plant and equipment and depreciation” for owned property and/or accounts for such property in accordance with the policy stated under “Right-of-use assets” for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is dealt with as movements in the asset revaluation reserve in accordance with the policy stated under “Property, plant and equipment and depreciation” above.

Leases (applicable from 1 April 2019)

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2.4 重大會計政策概要 (續)

投資物業 (續)

倘投資物業轉撥為自置物業，進行後續會計處理之物業之被視作成本為其改變用途之日的公平值。倘本集團所佔用之自置物業變為投資物業，則截至改變用途當日，按「物業、廠房及設備及折舊」所述政策將有關物業入賬列作自有物業及／或按「使用權資產」所述政策將有關物業入賬列作持作為使用權資產之物業，而該日相關物業賬面值與公平值之任何差額將按上文「物業、廠房及設備及折舊」所述政策於資產重估儲備作為變動處理。

租賃 (自二零一九年四月一日起適用)

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約轉讓於一段時間內控制已確認資產使用的權利以換取代價，則該合約為租賃或包含租賃。

本集團作為承租人

本集團對所有租賃採用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認作出租賃款項的租賃負債及代表相關資產使用權的使用權資產。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 April 2019) (continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	19 to 38 years
Buildings	3 to 4 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 重大會計政策概要 (續)

租賃 (自二零一九年四月一日起適用) (續)

(a) 使用權資產

使用權資產於租賃開始日期 (即相關資產可供使用的日期) 確認。使用權資產按成本減任何累計折舊及任何減值虧損計量, 並就租賃負債之任何重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、已發生初始直接成本及於開始日期或之前作出之租賃款項減已收取之任何租賃優惠。使用權資產於資產的租期及估計可使用年期 (以較短者為準) 內以直線法折舊如下:

租賃土地	19至38年
樓宇	3至4年

倘租賃資產所有權於租期結束時轉移至本集團或成本反映了購買選擇權的行使, 則使用該資產的估計可使用年期計算折舊。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 April 2019) (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

2.4 重大會計政策概要 (續)

租賃 (自二零一九年四月一日起適用) (續)

(b) 租賃負債

租賃負債於租賃開始日期按於租期內作出之租賃款項現值確認。租賃款項包括固定付款 (包括實質固定付款) 減任何應收租賃優惠、取決於某一指數或比率之可變租賃款項及預期根據在剩餘價值擔保中將支付之金額。租賃款項亦包括本集團合理確定行使購買選擇權之行使價，並倘租期反映了本集團行使終止選擇權，則須就終止租賃支付罰款。並非取決於某一指數或比率之可變租賃款項於觸發付款之事件或狀況出現期間確認為開支。

於計算租賃款項現值時，由於租賃中所隱含之利率不易釐定，本集團則於租賃開始日期使用其增量借貸利率。於開始日期後，租賃負債金額會增加，以反映利息增加並因作出的租賃款項而減少。此外，倘出現修訂、租期變動、租賃款項變動 (如因指數或比率變動導致未來租賃款項變動) 或購買相關資產的選擇權評估變動，租賃負債的賬面值將重新計量。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 April 2019) (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of buildings (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of equipment that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

2.4 重大會計政策概要 (續)

租賃 (自二零一九年四月一日起適用) (續)

(c) 短期租賃及低價值資產的租賃

本集團對其樓宇的短期租賃 (即自開始日期起該等租賃租期為12個月或以內且並無包含購買選擇權) 應用短期租賃確認豁免。其亦對被視作低價值的設備之租賃應用低價值資產租賃的確認豁免。短期租賃的租賃款項及低價值資產租賃在租期內按直線法確認為開支。

本集團作為出租人

倘本集團作為出租人，其於租賃開始時 (或於租賃修訂時) 將每一項租賃分類為經營租賃或融資租賃。

倘本集團於租賃中並無轉移一項資產擁有權附帶的絕大部分風險及回報，則租賃分類為經營租賃。倘合約包含租賃及非租賃部分，本集團根據相對獨立的售價基準將合約代價分配至各部分。租金收入於租期內按直線法入賬並因其屬經營性質而計入損益表內之收益。協商及安排經營租賃時產生的初始直接成本加至租賃資產的賬面值，並按與租金收入相同的基準在租期內確認。或然租金於其賺取之期間確認為收益。

將一項相關資產所有權附帶的絕大部分風險及回報轉移予承租人的租賃入賬為融資租賃。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable before 1 April 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

2.4 重大會計政策概要 (續)

租賃 (於二零一九年四月一日前適用)

將資產擁有權 (法定所有權除外) 所附帶之絕大部分回報及風險轉予本集團之租賃均入賬為融資租賃。當融資租賃開始時，租賃資產之成本乃按最低租賃款項之現值撥充資本，並連同責任 (不包括利息部分) 入賬，以反映購買與融資情況。按資本融資租賃所持有之資產 (包括融資租賃項下之預付土地租賃款項) 列入物業、廠房及設備內，並按資產租期及估計可使用年期兩者中較短者折舊。該等租賃之融資成本乃於損益表內扣除，以便於租期按固定比率扣除費用。

資產擁有權所附帶之絕大部分回報及風險仍屬於出租人之租賃入賬為經營租賃。倘本集團為出租人，本集團根據經營租賃所租賃之資產乃計入非流動資產，經營租賃之應收租金乃於租期內以直線法計入損益表。倘本集團為承租人，經營租賃之應付租金均於租期內以直線法自損益表扣除。

經營租賃之預付土地租賃款項初步以成本列賬，並隨後於租期內以直線法確認。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of accounts receivable that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Accounts receivable that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 重大會計政策概要 (續)

投資及其他財務資產

初步確認及計量

財務資產於初步確認時分類為其後按攤銷成本、按公平值計入其他全面收益及按公平值計入損益計量。

於初始確認時，財務資產分類取決於財務資產的合約現金流量特點及本集團管理該等財務資產的業務模式。除並無重大融資成分或本集團並未就此應用不調整重大融資成分影響可行權宜方法的應收款項外，本集團初步按其公平值加（倘並非按公平值計量且其變動計入損益的財務資產）交易成本計量財務資產。如下文「收益確認」所載政策，並無重大融資成分或本集團並未就此應用可行權宜方法的應收款項按香港財務報告準則第15號釐定的交易價格計量。

為使財務資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生純粹為支付未償還本金及本金利息（「純粹為支付本金及利息」）的現金流量。現金流量並非為純粹為支付本金及利息的財務資產以按公平值計入損益分類及計量，而不論業務模式。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4 重大會計政策概要 (續)

投資及其他財務資產 (續)

初步確認及計量 (續)

本集團管理財務資產的業務模式指其如何管理其財務資產以產生現金流量。業務模式確定現金流量是否來自收取合約現金流量、出售財務資產，或兩者兼有。按攤銷成本分類及計量之財務資產為在業務模式內以持有財務資產以收取合約現金流量為目的的財務資產，而按公平值計入其他全面收益分類及計量的財務資產為持有以收取合約現金流量及銷售為目的在業務模式內持有的財務資產。未於上述業務模式內持有之財務資產按公平值計入損益分類及計量。

所有一般買賣之財務資產概於交易日（即本集團承諾購買或出售該資產之日期）予以確認。一般買賣乃指按照市場一般規定或慣例在一定期間內交付資產之財務資產買賣。

其後計量

財務資產之其後計量取決於其以下分類：

按攤銷成本計量的財務資產 (債務工具)

按攤銷成本計量之財務資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益表確認。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2.4 重大會計政策概要 (續)

取消確認財務資產

財務資產 (或倘適用, 一項財務資產之一部分或一組同類財務資產之一部分) 在下列情況將取消確認 (即自本集團之綜合財務狀況表內移除):

- 收取該項資產所得現金流量之權利已經屆滿; 或
- 本集團已轉讓收取該項資產所得現金流量之權利, 或已根據一項「轉付」安排, 在未有對第三方造成嚴重延緩之情況, 已承擔全數支付所收取現金流量之責任; 及不論 (a) 本集團已轉讓該項資產之絕大部分風險及回報; 或 (b) 本集團並無轉讓或保留該項資產絕大部分風險及回報, 但已轉讓該項資產之控制權。

本集團凡轉讓其收取一項資產所得現金流量之權利或訂立轉付安排, 本集團將評估有否保留擁有該資產之風險及回報以及其程度。當無轉讓或保留該項資產之絕大部分風險及回報, 且並無轉讓該項資產之控制權, 本集團繼續以其持續參與程度為限確認所轉讓之資產。在該情況下, 本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團已保留權利及責任之基準計量。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

2.4 重大會計政策概要 (續)

取消確認財務資產 (續)

倘為就所轉讓資產提供擔保之形式持續參與有關資產，則該已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限（以較低者為準）計量。

財務資產減值

本集團就並非透過損益以公平值列賬持有的所有債務工具確認預期信貸虧損（「預期信貸虧損」）撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取並按原始實際利率的相若利率貼現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

一般方法

預期信貸虧損分兩個階段確認。就初始確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸虧損（12個月預期信貸虧損）計提預期信貸虧損撥備。就初始確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提虧損撥備，不論違約的時間（全期預期信貸虧損）。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 重大會計政策概要 (續)

財務資產減值 (續)

一般方法 (續)

於各報告日期，本集團評估金融工具的信貸風險是否自初始確認後大幅提高。於作出該評估時，本集團比較報告日期金融工具產生的違約風險及於初步確認時金融工具產生的違約風險，並考慮在毋須付出繁重成本或努力而可獲得合理及支持資料，包括過往及前瞻性資料。

本集團認為，財務資產於合約付款逾期90日時視作違約。然而，於若干情況下，在並無計及本集團持有的任何信貸升級前，本集團亦可於內部或外部資料顯示本集團不大可能悉數收取尚未償還合約金額時將財務資產視作違約。於無法合理預期收回合約現金流量時，則撇銷財務資產。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for accounts receivable which apply the simplified approach as detailed below.

- | | | |
|---------|---|--|
| Stage 1 | – | Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs |
| Stage 2 | – | Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs |
| Stage 3 | – | Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs |

2.4 重大會計政策概要 (續)

財務資產減值 (續)

一般方法 (續)

按攤銷成本計量的財務資產須根據一般方法進行減值，以及分類在計量預期信貸虧損的以下三個階段內，惟應收款項應用以下詳述的簡化方法除外。

- | | | |
|------|---|---|
| 第1階段 | – | 自初步確認以來信貸風險未顯著增加的金融工具，其虧損撥備按等於12個月預期信貸虧損的金額計量 |
| 第2階段 | – | 自初步確認以來信貸風險顯著增加但並非信貸減值財務資產的金融工具，其虧損撥備按等於全期預期信貸虧損的金額計量 |
| 第3階段 | – | 於報告日期信貸減值的財務資產（但並非購買或原始信貸減值），其虧損撥備按等於全期預期信貸虧損的金額計量 |

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Simplified approach

For accounts receivable that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For accounts receivable that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or other payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and other payables, net of directly attributable transaction costs.

The Group's financial liabilities include accounts payable, accrued liabilities, other payables, lease liabilities and loans from non-controlling shareholders.

2.4 重大會計政策概要 (續)

財務資產減值 (續)

簡化法

就不包含重大融資組成部分的應收賬項或當本集團使用不調整重大融資組成部分影響的可行權宜方法時，本集團計算預期信貸虧損時應用簡化法。根據簡化法，本集團並無追蹤信貸風險的變化，但於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據過往信貸虧損經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

對於包含重大融資組成部分的應收賬項及應收租金，本集團選擇以上述政策採納簡化方法計算預期信貸虧損作為其會計政策。

財務負債

初步確認及計量

財務負債於初步確認時可分類為透過損益以公平值列賬之財務負債、貸款及借貸或其他應付賬項（倘適用）。

所有財務負債初步按公平值確認及倘為貸款及借貸以及其他應付賬項，則扣除直接應佔交易成本。

本集團之財務負債包括應付賬項、應計負債、其他應付賬項、租賃負債及非控股股東貸款。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

2.4 重大會計政策概要 (續)

財務負債 (續)

其後計量

財務負債之其後計量取決於其以下分類：

按攤銷成本計量之財務負債 (貸款及借貸)

於初步確認後，付息貸款及借貸隨後以實際利率法按攤銷成本計量，倘折現之影響並不重大，於該情況下則按成本列賬。當取消確認負債時，收益及虧損以實際利率按攤銷過程於損益表內確認。

計算攤銷成本時會計及收購所產生之任何折現或溢價，以及作為實際利率一部分之費用或成本。實際利率攤銷已計入損益表。

財務擔保合約

本集團所發行的財務擔保合約指明因債務人未能根據債務工具的條款於到期時付款而須就持有人所招致的損失向其付款以補償持有人的合約。一份財務擔保合約初步計量按其公平值並就發出該等財務擔保合約直接相關的交易成本進行調整後，確認為負債。初步確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i)根據「財務資產減值」所載的政策釐定的信貸虧損撥備；及(ii)初步確認的金額減（倘適用）已確認收入的累計金額。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 重大會計政策概要 (續)

取消確認財務負債

當負債責任獲解除或註銷或屆滿時，即取消確認財務負債。

倘現有財務負債被來自同一借方但不同條款之另一筆財務負債替代，或現有負債之條款被大幅修訂，此變動或修訂被視作取消確認原來負債並確認新負債，而各賬面金額間之差額則於損益表中確認。

抵銷金融工具

當具法定權利抵銷已確認金額及計劃以淨額結算，或同時變賣資產以清償負債，財務資產與財務負債可互相抵銷，並在財務狀況表內以淨額列示。

存貨

存貨按成本值與可變現淨值兩者中之較低者列賬。成本值乃根據先入先出法計算，就在製品及製成品而言，成本值包括直接材料、直接人工及適當比例之經常性費用。可變現淨值以估計售價扣除完成及出售時預期所產生之任何估計成本計算。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 重大會計政策概要 (續)

撥備

倘因過往事件而產生之現時責任（法律或推定），且將來極可能需有資源流出以應付有關責任時，則確認撥備，惟責任所涉及之數額必須能可靠地估計。

倘貼現之影響屬重大時，所確認撥備之數額乃為預期須履行有關責任之未來開支於報告期末之現值。因時間流逝而導致所貼現之現值增加之數額，乃計入損益表中。

所得稅

所得稅包括即期及遞延稅項。有關損益表外確認項目的所得稅，於損益外確認，即於其他全面收益或直接於權益內確認。

即期稅項資產及負債乃根據於報告期末已頒佈或實際上已頒佈的稅率（及稅法），並考慮本集團業務所在國家的現有詮釋及慣例，按預期可獲稅務當局退回或支付予稅務當局之金額計算。

遞延稅項為就財務申報而言，於報告期末就資產與負債之稅基與彼等賬面值差額之所有暫時差額，利用負債法作出撥備。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項負債就所有應課稅暫時差額予以確認，惟以下情況除外：

- 倘遞延稅項負債是由於並非業務合併之交易中首次確認之資產或負債而產生，且於交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司及聯營公司之投資有關之應課稅暫時差額而言，可以控制撥回暫時差額之時間及可能不會在可見將來撥回暫時差額。

遞延稅項資產乃就所有可予扣減暫時差額以及未動用稅項抵免結轉及未動用稅項虧損而確認。於可能獲得應課稅溢利作為抵銷，以動用該等可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損之情況下，均確認為遞延稅項資產，惟以下情況除外：

- 倘與可扣稅暫時差額有關之遞延稅項資產是由於並非業務合併之交易中首次確認之資產或負債而產生，且於交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司及聯營公司之投資有關之可予扣減暫時差額而言，僅於暫時差額可能會在可見將來撥回及將有應課稅溢利作為抵銷，以動用暫時差額時，才確認遞延稅項資產。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Shares held under share award scheme

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項資產之賬面值乃於各報告期末進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利以動用全部或部分遞延稅項資產為止。未確認之遞延稅項資產乃於各報告期末重新評估，並於應課稅溢利足以可收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債乃根據於報告期末已頒佈或實際上已頒佈的稅率（及税法），按變現資產或清償負債之期間預期適用之稅率予以計量。

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

根據股份獎勵計劃持有之股份

購回及持有本公司或本集團本身股本工具（庫存股份）乃按成本直接於權益中確認。不會於損益表中確認因購買、出售、發行或註銷本集團本身股本工具之盈虧。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

2.4 重大會計政策概要 (續)

股息

末期股息於股東大會上獲股東批准後確認為負債。建議末期股息披露於財務報表附註。

因本公司組織章程大綱及章程細則授權董事宣派中期股息，故同時建議並宣派中期股息。因此，中期股息在建議並宣派時即確認為負債。

外幣

該等財務報表以港元呈列，該貨幣為本公司之功能貨幣。本集團內各實體自行釐定本身之功能貨幣，各實體列入財務報表之項目均以有關實體之功能貨幣計量。本集團之實體錄得之外幣交易初步按其各自的交易日期適用的功能貨幣匯率列賬。以外幣計值的貨幣資產與負債按於報告期末適用的功能貨幣匯率換算。結算或換算貨幣項目產生的差額均於損益表確認。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related assets, expenses or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipt in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

2.4 重大會計政策概要 (續)

外幣 (續)

按外幣歷史成本計量的非貨幣項目按首次交易日期的匯率換算。按外幣公平值計量的非貨幣項目採用釐定公平值當日的匯率換算。換算按公平值計量的非貨幣項目所產生之損益根據確認該項目公平值變動所產生之損益而衡量（即該項目公平值損益於其他全面收益或損益確認之換算差額，亦各自於其他全面收益或損益確認）。

就終止確認非貨幣資產或預付代價有關的非貨幣負債的相關資產、開支或收入而言，於釐定初次確認的匯率時，初次交易的日期為本集團初次確認預付代價所產生的非貨幣資產或非貨幣負債的日期。倘有多筆預付付款或收款，本集團就每筆預付代價的付款或收款分別釐定交易日期。

若干海外附屬公司及聯營公司的功能貨幣並非港元。於報告期末，該等實體的資產與負債按報告期末的現行匯率換算為港元，其損益表則按本年度的加權平均匯率換算為港元。因此而產生的匯兌差額於其他全面收益確認及於匯兌波動儲備累計。出售外國經營業務時，有關該項外國業務之其他全面收益之組成部分於損益表中確認。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 重大會計政策概要 (續)

外幣 (續)

就綜合現金流量表而言，海外附屬公司之現金流量乃以現金流量日期之適用匯率換算為港元。海外附屬公司於整個年度內產生之經常性現金流量乃以年內之加權平均匯率換算為港元。

收益確認

來自客戶合約之收益

來自客戶合約之收益在貨品或服務轉移至客戶時按反映本集團就交換該等貨品或服務而預期有權收取之代價金額確認。

當合約中的代價包含可變金額時，代價金額於本集團向客戶轉讓貨品或服務而有權獲得交換時估計。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後得到解決時，確認的累積收益金額極有可能不會發生重大收益撥回。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Sale of footwear products

Revenue from the sale of footwear products is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the footwear products.

2.4 重大會計政策概要 (續)

收益確認 (續)

來自客戶合約之收益 (續)

當合約包含融資成分，該融資成分為客戶提供超過一年的商品或服務轉讓融資的重大利益時，收益按應收賬項的現值計量，使用貼現率折現，該貼現率將反映在本集團與客戶在合約開始時的單獨融資交易中。當合約包含融資部分，該融資部分為在本集團提供了一年以上的重大財務利益時，合約項下確認的收益包括按實際利率法在合約負債上加算的利息開支。就客戶付款與轉移已承諾貨品或服務之間的期限一年或以下的合約，交易價格並不會就重大融資部分的影響並以香港財務報告準則第15號可行權宜方法作出調整。

銷售鞋類產品

銷售鞋類之收益會於資產之控制權轉移予客戶之時間點確認，通常為交付鞋類產品時。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Other income

Rental income is recognised on a time proportion basis over the lease terms.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.4 重大會計政策概要 (續)

收益確認 (續)

其他收入

租金收入按時間比例基準在租期內確認。

利用實際利率法計算按累計基準確認的利息收入，實際利率即將於金融工具估計可用年期或較短期內（如適用）所收取估計日後現金流量確切折算至該財務資產賬面淨值的利率。

股息收入於當股東收取款項的權利獲確立時確認，股息相關經濟利益很可能流向本集團，且股息金額能可靠計量。

合約負債

合約負債於本集團向客戶轉移相關貨品或服務前收取或付款到期時（以較早者為準）確認。合約負債於本集團根據合約履行時（即向客戶轉移相關貨品或服務的控制權）確認為收益。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

2.4 重大會計政策概要 (續)

關連人士

在下列情況下，一方將被視為與本集團有關：

- (a) 一方為一名人士或該人士的家族近親，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層人員的其中一名成員；

或

- (b) 一方為實體，且符合下列任何條件：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體的母公司、附屬公司或同系附屬公司）；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

(b) (continued)

- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Share-based payments

The Company operates a share option scheme and a share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in note 25 to the financial statements.

2.4 重大會計政策概要 (續)

關連人士 (續)

(b) (續)

- (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
- (vi) 該實體受(a)項定義的人士控制或共同控制；
- (vii) 於(a)(i)項定義的人士對該實體有重大影響或屬該實體（或該實體的母公司）主要管理層人員；及
- (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團母公司提供主要管理層人員服務。

以股份支付的款項

本公司設有購股權計劃及股份獎勵計劃，為所有對本集團成功經營之業務作出貢獻之合資格參與者提供鼓勵和獎賞。本集團的僱員（包括董事）會收取以股份支付的酬金，而僱員會提供服務作為權益工具之代價（「以權益結算之交易」）。

與僱員進行之以權益結算之交易的成本，乃參照授出日期的公平值而計量。公平值乃由外聘估值師以適合之定價模式釐定。進一步詳情載於財務報表附註25。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

2.4 重大會計政策概要 (續)

以股份支付的款項 (續)

以權益結算之交易的成本，連同在績效及／或服務條件獲達成之期間內權益相應增加部分於僱員福利開支內確認。在歸屬日期前，各報告期末確認的以權益結算之交易的累計開支，反映歸屬期已到期部分及本集團對最終將會歸屬的權益工具數目的最佳估計。在某一期間內在損益表內之扣除或進賬，乃反映累計開支於期初與期末確認時的變動。

釐定獎勵之授出日公平值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為將最終歸屬為本集團權益工具數目之最佳估計之一部分。市場表現條件將反映在授出日之公平值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公平值若當中亦不包含服務及／或表現條件時乃即時支銷該獎勵。

因未能達至非市場表現及／或服務條件而導致最終並無歸屬之獎勵並不會確認支銷。倘獎勵包括一項市場或非歸屬條件，無論市場或非歸屬條件是否達成，該等交易均會被視為已歸屬，前提是所有其他表現及／或服務條件須已達成。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 重大會計政策概要 (續)

以股份支付的款項 (續)

倘若以權益結算之獎勵的條款有所變更(倘獎勵的原有條款獲達成),所確認的開支最少須達到猶如條款並無任何變更的水準。此外,倘若按變更日期計量,任何變更導致以股份支付的款項的總公平值有所增加,或對僱員帶來其他利益,則應就該等變更確認開支。

倘若以權益結算之獎勵被註銷,應被視為已於註銷日期歸屬,任何尚未確認的獎勵的開支,均應立刻確認。此包括非歸屬條件於本集團或僱員控制範圍內未能達成的任何獎勵。然而,若授予新獎勵代替已註銷的獎勵,並於授出日期指定為替代獎勵,則一如前段所述,已註銷的獎勵及新獎勵均應被視為原獎勵的變更。

計算每股盈利時,未行使購股權的攤薄效應,反映為額外股份攤薄。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Vietnam, Cambodia and Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and the Group recognises restructuring costs involving the payment of termination benefits.

2.4 重大會計政策概要 (續)

其他僱員福利

退休福利計劃

本集團已遵照強制性公積金計劃條例為合資格參與定額供款強制性公積金退休福利計劃(「強積金計劃」)之僱員管理強積金計劃。供款乃按僱員基本薪金某個百分比作出，並於根據強積金計劃之規則應付時自損益表扣除。強積金計劃之資產與本集團之資產分開，由獨立管理之基金持有。本集團之僱主一旦就強積金計劃作出供款，有關供款將悉數歸予該僱員所有。

本集團於越南、柬埔寨及中國內地經營的附屬公司之僱員為需要參加地方政府運作之中央退休金計劃之成員。該等附屬公司須按工資若干百分比向中央退休金計劃作出供款。供款於根據中央退休金計劃規則應付時自損益表扣除。

終止受僱福利

終止受僱福利於本集團不再可撤回該等福利要約時及本集團確認涉及支付終止受僱福利之重組成本時(以較早者為準)確認。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

2.4 重大會計政策概要 (續)

現金及等同現金項目

就綜合現金流量表而言，現金及等同現金項目乃指手頭現金及活期存款及可隨時轉換為已知金額現金之短期高流動性投資，該等投資之價值轉變風險較低，並為較短期之投資項目（一般為於購入日期起計三個月內到期），並已減去須於要求時償還並構成本集團現金管理之主要部分之銀行透支。

就綜合財務狀況表而言，現金及等同現金項目乃指用途不受限制之手頭現金及銀行存款（包括定期存款）。

3. 重大會計判斷及估計

編製本集團財務報表需要管理層作出會影響所呈報收入、費用、資產及負債之金額及其隨附之披露以及或然負債披露之判斷、估計及假設。由於有關該等假設及估計之不確定因素，可能導致須就日後受影響之資產或負債之賬面值作出重大調整。

判斷

於應用本集團會計政策之過程中，除有關估計者外，管理層曾作出以下對財務報表之確認數額有最重大影響之判斷：

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards identical to ownership of these properties which are leased out and account for the contracts as operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

3. 重大會計判斷及估計 (續)

判斷 (續)

物業租賃分類 — 本集團為出租人

本集團已就其投資物業組合訂立商業物業租賃。根據對有關安排條款及條件之評估，如租賃期不構成商業物業之經濟壽命的主要部分且最低租賃付款現值不等於商業物業之絕大部分公平值，本集團已釐定其保留已出租並作為經營租賃入賬為合約的該等物業所有權附帶的絕大部分風險及回報。

投資物業及自置物業兩者間之分類

本集團決定其物業是否屬投資物業，並制定有關判斷標準。投資物業為持作賺取租金收入或資本增值（或上述兩者）之物業。因此，本集團對物業可否產生現金流量之評估，大致上獨立於本集團持有之其他資產。若干物業包含部分持作賺取租金收入或資本升值及部分持作生產，或提供商品或服務，或作行政用途。如該等部分可獨立出售（或獨立以融資租賃形式出租），本集團會將該等部分分別入賬。倘該等部分不可獨立出售，該物業（僅在物業之極少部分持作生產，或提供商品或服務，或作行政用途之情況下）則列作投資物業。輔助服務是否因重要而使物業不被列為投資物業乃按個別物業基準作出判斷。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Provision for inventories

The estimation of the inventory provision requires significant management judgement, which includes judgement about the recoverability of the cost of inventories, the nature and condition of inventories, the marketability of finished goods and the future usage of raw materials.

Provision for expected credit losses on accounts receivable

The Group uses a provision matrix to calculate ECLs for accounts receivable. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type). The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's accounts receivable is disclosed in note 18 to the financial statements.

3. 重大會計判斷及估計 (續)

不確定因素之估計

於報告期末有關未來之主要假設及其他不確定因素估計之主要來源，具有導致下個財政年度之資產及負債賬面值出現重大調整之重大風險，詳情於下文討論。

存貨撥備

存貨撥備的估計需要管理層作出重大判斷，包括對存貨成本的可收回性、存貨的性質和狀況、製成品的市場和原材料的未來使用情況的判斷。

應收賬項預期信貸虧損撥備

本集團使用撥備矩陣計算應收賬項的預期信貸虧損。撥備率乃基於具有類似虧損模式（即按客戶類型劃分）的不同客戶分部組合逾期日數釐定。撥備矩陣初步基於本集團過往觀察所得違約率而釐定。本集團將調整矩陣，藉以按前瞻性資料調整過往信貸虧損經驗。於各報告日期，過往觀察所得違約率已予更新，並分析前瞻性估計變動。

對過往觀察所得違約率、預測經濟狀況及預期信貸虧損之間的關連性進行的評估屬重大估計。預期信貸虧損金額對環境及預測經濟狀況的變化相當敏感。本集團過往信貸虧損經驗及預測經濟狀況亦未必能代表客戶日後的實際違約情況。有關本集團應收賬項預期信貸虧損的資料已於財務報表附註18披露。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Estimation of fair value of investment properties

The best evidence of fair value is current prices in an active market for properties in the same location and condition and subject to similar lease and other contracts. In the absence of such information, the Group considers information from a variety of sources. The valuation of the investment properties at fair value was highly dependent on estimates and assumptions, such as those relating to the rental value, rental growth rate, market yield, market knowledge and historical transactions.

Further details, including the key assumptions used for fair value measurement, a sensitivity analysis and the carrying amount of investment properties, are given in note 15 to the financial statements.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details, including the key assumptions used for the impairment assessment, are given in notes 13 and 14 to the financial statements.

3. 重大會計判斷及估計 (續)

不確定因素之估計 (續)

投資物業公平值估計

公平值的最佳證據是在相同地點及狀況下，擁有相似租賃及其他合約的物業，在活躍市場的現時價格。沒有該等資料情況下，本集團考慮不同來源的資料，投資物業的公平值估值高度倚賴估計和假設，例如與租金價格、租金增長率、市場收益率、市場通識及歷史交易有關的估計及假設。

進一步詳情（包括公平值計量所用之主要假設、敏感度分析及投資物業之賬面值）載於財務報表附註15。

非財務資產減值

本集團於各報告期間結算日評估所有非財務資產（包括使用權資產）是否出現任何減值跡象。具無限可使用年期的無形資產每年及於出現減值跡象的其他時候測試減值。其他非財務資產於有跡象顯示賬面值可能無法收回時測試減值。資產或現金產生單位賬面值超逾其可回收金額（即公平值減出售成本與使用價值兩者間的較高者）時，則存在減值。計量公平值減出售成本時，按以公平基準就類似資產進行具有約束力的銷售交易可得數據，或可觀察所得市價減資產處置的增量成本得出。當計算使用價值時，管理層必須估計來自資產或現金產生單位的預期未來現金流量，並選擇合適的貼現率，以計算該等現金流量的現值。有關詳情（包括減值評估所用之主要假設）載於財務報表附註13及14。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Tax

The Group is subject to income taxes in several tax jurisdictions. Due to the complexity of local and international tax legislation, judgements have to be made by management on the tax treatment on transactions in advance of the ultimate tax determination being certain. Where the amount of tax payable or recoverable is uncertain, the Group estimates provision based on management's judgement of the probable amount of the liability, or expected amounts recoverable, which may be materially different from the estimated provision. Further details are included in note 10 to the financial statements

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their business activities and has two reportable operating segments as follows:

- (a) manufacturing and sale of footwear products; and
- (b) property investment.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that interest income, non-lease related finance costs and other unallocated income and gains/(losses), net and unallocated expenses are excluded from the measurement.

3. 重大會計判斷及估計 (續)

不確定因素之估計 (續)

稅項

本集團於若干稅務司法權區內繳納所得稅。由於地方及國際稅收立法的複雜性，管理層必須於最終稅收決定確定之前對交易的稅務處理作出判斷。當應付稅項或可收回稅項金額不確定時，本集團根據管理層對可能的負債金額或預計可收回金額的判斷估計撥備，其可能與估計撥備有重大不同。進一步詳情載於財務報表附註10。

4. 營運分部資料

由於管理需要，本集團根據業務活動劃分業務單元及擁有下列兩個可報告經營分部：

- (a) 製造及銷售鞋類產品；及
- (b) 物業投資。

管理層個別監控本集團營運分類之業績，以便作出有關資源分配及表現評估之決定。評估分類表現乃根據可報告分類之溢利／（虧損）（為經調整除稅前溢利／（虧損）之計量）。經調整除稅前溢利／（虧損）的計量方式與本集團除稅前之溢利／（虧損）的計量方式一致，惟利息收入、非租賃相關融資成本及其他未分配收入及收益／（虧損）淨額及未分配開支除外。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

4. OPERATING SEGMENT INFORMATION

(continued)

Segment assets exclude unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated liabilities as these liabilities are managed on a group basis.

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's operating segments for the years ended 31 March 2020 and 2019.

4. 營運分部資料 (續)

分部資產不包括未分配資產，因該等資產乃以集團基準管理。

分部負債不包括未分配負債，因該等負債乃以集團基準管理。

下表呈列截至二零二零年及二零一九年三月三十一日止年度本集團經營分部的收益、業績及若干資產、負債及開支資料。

	Manufacturing and sale of footwear products 製造及銷售鞋類產品		Property investment 物業投資		Consolidated 綜合	
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Segment revenue 分部收益						
Sales to external customers 銷售予外界客戶	1,050,064	1,100,649	-	-	1,050,064	1,100,649
Rental income 租金收入	-	-	13,506	12,603	13,506	12,603

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

4. OPERATING SEGMENT INFORMATION

(continued)

4. 營運分部資料 (續)

	Manufacturing and sale of footwear products 製造及銷售鞋類產品		Property investment 物業投資		Consolidated 綜合	
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Segment results 分部業績	(88,441)	(15,156)	12,446	15,006	(75,995)	(150)
Unallocated income and gains/(loss), net 未分配收入及 收益/(虧損)淨額					(7)	1
Interest income 利息收入					12,561	16,823
Unallocated expenses 未分配開支					(10,336)	(10,672)
Finance costs (other than interest on lease liabilities) 融資成本(租賃負債之 利息除外)					(13)	(46)
Profit/(loss) before tax 除稅前溢利/(虧損)					(73,790)	5,956
Income tax credit 所得稅抵免					20,783	27,978
Profit/(loss) for the year 年度溢利/(虧損)					(53,007)	33,934
Assets and liabilities 資產及負債						
Segment assets 分部資產	681,557	685,372	398,711	203,565	1,080,268	888,937
Unallocated assets 未分配資產					447,323	611,686
Total assets 資產總值					1,527,591	1,500,623
Segment liabilities 分部負債	112,135	148,526	59,616	25,628	171,751	174,154
Unallocated liabilities 未分配負債					177,203	189,816
Total liabilities 負債總額					348,954	363,970

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

4. OPERATING SEGMENT INFORMATION

(continued)

4. 營運分部資料 (續)

	Manufacturing and sale of footwear products 製造及銷售鞋類產品		Property investment 物業投資		Consolidated 綜合	
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other segment information 其他分部資料						
Depreciation: 折舊: Segment 分部 Unallocated 未分配	32,161	32,794	-	-	32,161	32,794
					-	585
					32,161	33,379
Depreciation of right-of-use assets 使用權資產折舊	3,754	-	-	-	3,754	-
Amortisation of prepaid land lease payments 攤銷預付土地租賃款項	-	2,719	-	-	-	2,719
Capital expenditure* 資本開支*	15,751	18,085	-	-	15,751	18,085
Share of losses of associates 應佔聯營企業虧損	20,684	7,429	-	-	20,684	7,429
Impairment of property, plant and equipment 物業、廠房及設備減值	7,299	-	-	-	7,299	-
Impairment allowance of accounts receivable 應收賬項減值撥備	4,947	-	-	-	4,947	-
Fair value gains on revaluation of investment properties 重估投資物業之公平值收益	-	-	(1,490)	(10,130)	(1,490)	(10,130)
Loss/(gain) on deregistration of subsidiaries 註銷附屬公司之虧損/(收益)	1,279	(1,816)	-	-	1,279	(1,816)
Provision for inventories 存貨撥備	1,575	5,034	-	-	1,575	5,034
Loss on disposal of investment properties 出售投資物業虧損	-	-	-	3,873	-	3,873
Loss/(gain) on disposal of items of property, plant and equipment, net 出售物業、廠房及設備項目 之虧損/(收益)淨額	3,976	(2)	-	-	3,976	(2)

* Capital expenditure consists of additions to property, plant and equipment (2019: property, plant and equipment and prepaid land lease payments).

* 資本開支包括添置物業、廠房及設備(二零一九年:物業、廠房及設備及預付土地租賃款項)。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

4. OPERATING SEGMENT INFORMATION

(continued)

Geographical information

(a) Revenue from external customers

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The United States of America 美利堅合眾國	153,893	130,295
Europe 歐洲	298,577	347,385
Asia 亞洲	434,200	448,552
Others 其他	163,394	174,417
	1,050,064	1,100,649

The revenue information above is based on the locations of the customers.

(b) Non-current assets

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong 香港	93,431	48,725
Mainland China 中國內地	333,266	217,102
Cambodia 柬埔寨	86,487	95,251
Vietnam 越南	166,388	177,260
Others 其他	1,026	1,425
	680,598	539,763

The non-current asset information above is based on the locations of the assets and excludes investments in associates and club memberships.

4. 營運分部資料 (續)

地區資料

(a) 來自外界客戶的收益

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	153,893	130,295
	298,577	347,385
	434,200	448,552
	163,394	174,417
	1,050,064	1,100,649

上述收益資料以客戶所在地為依據。

(b) 非流動資產

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	93,431	48,725
	333,266	217,102
	86,487	95,251
	166,388	177,260
	1,026	1,425
	680,598	539,763

上述非流動資產資料以資產所在地為依據，且未計及於聯營公司的投資及會所會籍。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

4. OPERATING SEGMENT INFORMATION

(continued)

Information about major customers

Revenue derived from the manufacturing and sale of footwear products business with over 10% of the total revenue of the Group during the years ended 31 March 2020 and 2019 is as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A 客戶A	328,414	274,562
Customer B 客戶B	290,916	403,260
Customer C 客戶C	181,080	185,868
Customer D 客戶D	123,258	121,139
	923,668	984,829

The above amounts include sales to a group of entities which are known to be under common control with these customers.

4. 營運分部資料 (續)

主要客戶資料

截至二零二零年及二零一九年三月三十一日止年度內，佔本集團總收益超過10%之製造及銷售鞋履產品業務所產生的收益如下：

上述金額包括向一組實體（該等實體受上述客戶共同控制）的銷售額。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

5. REVENUE, OTHER INCOME AND GAINS, NET

(a) Revenue

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue from contracts with customers 來自客戶合約之收益		
Sale of goods 出售貨品	1,050,064	1,100,649

(i) Disaggregated revenue information

All the revenue from contracts with customers is recognised at a point in time. The revenue information disaggregated by geographical market is disclosed in note 4(a) to the financial statements.

Revenue recognised in the current reporting period that was included in contract liabilities at the beginning of the reporting period:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Sale of goods 出售貨品	899	4,342

(ii) Performance obligation

The performance obligation is satisfied upon delivery of goods and payment is generally due within 30 to 90 days from delivery.

5. 收益、其他收入及收益淨額

(a) 收益

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue from contracts with customers 來自客戶合約之收益		
Sale of goods 出售貨品	1,050,064	1,100,649

(i) 分拆收入資料

與客戶合約的所有收益均於某個時間點確認。按地域市場分拆的收益資料於財務報表附註4(a)披露。

本報告期間確認的收益金額於報告期初計入合約負債：

(ii) 履約責任

履約責任於貨物發出時完成，客戶付款時間通常為發貨後的30至90天內。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

5. 收益·其他收入及收益淨額(續)

(b) Other income and gains, net

(b) 其他收入及收益淨額

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank interest income 銀行利息收入	12,268	16,499
Interest income from accounts receivable 應收賬項之利息收入	293	324
Fair value gains on derivative financial instruments 衍生金融工具之公平值收益	-	1,295
Gain/(loss) on disposal of items of property, plant and equipment, net 出售物業·廠房及設備項目之收益/(虧損)淨額	(3,976)	2
Loss on disposal of investment properties 出售投資物業之虧損	-	(3,873)
Write-off of items of property, plant and equipment 物業·廠房及設備項目撇銷	-	(17)
Fair value gains on revaluation of investment properties 重估投資物業之公平值收益	1,490	10,130
Gross rental income 租金收入總額	13,506	12,603
Gain/(loss) on deregistration of subsidiaries 註銷附屬公司之收益/(虧損)	(1,279)	1,816
Foreign exchange differences, net 匯兌差額淨值	633	(2,011)
Others 其他	1,881	4,384
	24,816	41,152

6. FINANCE COSTS

6. 融資成本

An analysis of finance costs is as follows:

融資成本分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on bank loans 銀行貸款之利息	13	46
Interest on lease liabilities 租賃負債之利息	83	-
	96	46

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

7. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

7. 除稅前溢利／（虧損）

本集團的除稅前溢利／（虧損）乃經扣除／（計入）以下項目：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost of inventories sold 銷售存貨成本	557,659	573,848
Depreciation of property, plant and equipment 物業、廠房及設備折舊	32,161	33,379
Depreciation of right-of-use assets 使用權資產折舊	3,754	-
Amortisation of prepaid land lease payments 攤銷預付土地租賃款項	-	2,719
Provision for inventories* 存貨撥備*	1,575	5,034
Minimum lease payments under operating leases 經營租賃項下之最低應付租金	-	2,312
Lease payment not included in the measurement of lease liabilities 不計入租賃負債計量的租賃付款	1,345	-
Impairment of property, plant and equipment** 物業、廠房及設備減值**	7,299	-
Impairment allowance of accounts receivable 應收賬項減值撥備	4,947	-
Loss/(gain) on disposal of items of property, plant and equipment, net 出售物業、廠房及設備項目之虧損／（收益）淨額	3,976	(2)
Loss on disposal of investment properties 出售投資物業虧損	-	3,873
Write-off of items of property, plant and equipment 物業、廠房及設備項目撇銷	-	17
Loss/(gain) on deregistration of subsidiaries 註銷附屬公司之虧損／（收益）	1,279	(1,816)
Auditor's remuneration 核數師酬金	2,048	2,247
Employee benefit expense (including directors' remuneration (note 8)): 僱員福利開支（包括董事酬金（附註8））：		
Wages and salaries 工資及薪金	353,027	355,171
Termination benefits 終止受僱福利	8,823	-
Equity-settled share option expense 以權益結算之購股權開支	1,175	1,350
Pension scheme contributions 退休金計劃供款	31,608	33,595
	394,633	390,116

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

7. PROFIT/(LOSS) BEFORE TAX (continued)

7. 除稅前溢利／（虧損）（續）

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Amortisation of club memberships*** 會所會籍攤銷***	46	38
Fair value gains on derivative financial instruments 衍生金融工具之公平值收益	-	(1,295)
Fair value gains on revaluation of investment properties 重估投資物業之公平值收益	(1,490)	(10,130)
Bank interest income 銀行利息收入	(12,268)	(16,499)
Interest income from accounts receivable 應收賬項之利息收入	(293)	(324)
Foreign exchange differences, net 匯兌差額淨值	(633)	2,011
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties 賺取租金之投資物業所產生之直接經營開支（包括維修及保養）	2,550	3,854

Cost of sales includes HK\$313,206,000 (2019: HK\$313,442,000) relating to direct staff costs and depreciation of manufacturing facilities, which are also included in the respective total amounts disclosed above for each of these types of expenses.

銷售成本包括關於直接員工成本及製造設施折舊共313,206,000港元（二零一九年：313,442,000港元），其亦已包含於以上披露相關總額之各類開支內。

* Provision for inventories is included in “Cost of sales” in the consolidated statement of profit or loss.

* 存貨撥備已計入綜合損益表之「銷售成本」內。

** Impairment of items of property, plant and equipment is included in “Administrative expenses” in the consolidated statement of profit or loss.

** 物業、廠房及設備項目之減值已計入綜合損益表之「行政開支」內。

*** Amortisation of club memberships is included in “Administrative expenses” in the consolidated statement of profit or loss.

*** 會所會籍攤銷已計入綜合損益表之「行政開支」內。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Fees 袍金		
– Independent non-executive directors – 獨立非執行董事	576	576
– Non-executive directors – 非執行董事	1,495	1,122
– Executive directors – 執行董事	428	–
	2,499	1,698
Other emoluments: 其他酬金:		
Salaries, allowances and benefits in kind 薪金、津貼及實物利益	3,372	5,158
Discretionary bonuses 酌定獎金	361	1,037
Pension scheme contributions 退休金計劃供款	70	36
Equity-settled share option expense 以權益結算之購股權開支	523	618
	4,326	6,849
	6,825	8,547

During the year and in prior years, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 25 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

8. 董事酬金

年內，董事酬金按照香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）、香港公司條例第383(1)(a)、(b)、(c)及(f)條及《公司（披露董事利益資料）規例》第2部披露如下：

於本年度及於過往年度內，若干董事在本公司購股權計劃之下，根據其對本集團之服務獲授予購股權，進一步詳情載於財務報表附註25。在歸屬期內已於損益表確認之該等購股權之公平值於授出日期釐定，而包含於本年度財務報表之數額則載於以上董事酬金披露部分內。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

8. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	Fees	Allowances and benefits in kind	Equity-settled share option expense	Total remuneration
	袍金	津貼及實物利益	以權益結算之購股權開支	酬金總額
2020 二零二零年	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Mr. Tam King-ching, Kenny 譚競正先生	192	-	34	226
Mr. Yung Tse-kwong, Steven 戎子江先生	192	-	34	226
Ms. Chan Mei-bo, Mabel 陳美寶女士	192	-	34	226
	576	-	102	678

	Fees	Allowances and benefits in kind	Equity-settled share option expense	Total remuneration
	袍金	津貼及實物利益	以權益結算之購股權開支	酬金總額
2019 二零一九年	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Mr. Tam King-ching, Kenny 譚競正先生	192	16	41	249
Mr. Yung Tse-kwong, Steven 戎子江先生	192	16	41	249
Ms. Chan Mei-bo, Mabel 陳美寶女士	192	16	41	249
	576	48	123	747

There were no other emoluments payable to the independent non-executive directors during the year (2019: Nil).

8. 董事酬金 (續)

(a) 獨立非執行董事

年內支付予獨立非執行董事之袍金如下：

下：

年內並無其他應付獨立非執行董事之酬金(二零一九年：無)。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and non-executive directors

8. 董事酬金 (續)

(b) 執行董事及非執行董事

	Fees	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Discretionary bonuses 酌定獎金	Pension scheme contributions 退休金計劃供款	Equity-settled share option expense 以權益結算之購股權開支	Total remuneration 酬金總額
2020 二零二零年	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors: 執行董事:						
Mdm. Huang Hsiu-duan, Helen* 黃秀端女士*	192	942	80	17	-	1,231
Mr. Chen Yi-wu, Ares**** 陳奕舞先生****	206	770	86	17	85	1,164
Mr. Mumma, Adin David*** 馬大衛先生***	-	124	-	-	83	207
Mr. Wong Hei-chiu 黃禧超先生	30	1,536	135	18	112	1,831
	428	3,372	301	52	280	4,433
Non-executive directors: 非執行董事:						
Mr. Chan Ho-man, Daniel 陳浩文先生	660	-	60	18	67	805
Dr. Chow Wing-kin, Anthony 周永健博士	192	-	-	-	34	226
Mr. Kimmel, Phillip Brian 柯民佑先生	360	283	-	-	40	683
	1,212	283	60	18	141	1,714
	1,640	3,655	361	70	421	6,147

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

8. DIRECTORS' REMUNERATION (continued)

8. 董事酬金 (續)

(b) Executive directors and non-executive directors (continued)

(b) 執行董事及非執行董事 (續)

	Fees	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Discretionary bonuses 酌定獎金	Pension scheme contributions 退休金計劃供款	Equity-settled share option expense 以權益結算之購股權開支	Total remuneration 酬金總額
	袍金	袍金	袍金	袍金	袍金	袍金
2019	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零一九年	千港元	千港元	千港元	千港元	千港元	千港元
Executive directors: 執行董事:						
Mdm. Huang Hsiu-duan, Helen* 黃秀端女士*	-	1,093	16	-	-	1,109
Mr. Kimmel, Phillip Brian** 柯民佑先生**	-	981	-	-	-	981
Mr. Mumma, Adin David 馬大衛先生	-	1,484	796	-	172	2,452
Mr. Wong Hei-chiu 黃禧超先生	-	1,536	135	18	137	1,826
	-	5,094	947	18	309	6,368
Non-executive directors: 非執行董事:						
Mr. Chan Ho-man, Daniel 陳浩文先生	720	-	60	18	82	880
Dr. Chow Wing-kin, Anthony 周永健博士	192	16	-	-	41	249
Mr. Kimmel, Phillip Brian** 柯民佑先生**	210	-	30	-	63	303
	1,122	16	90	18	186	1,432
	1,122	5,110	1,037	36	495	7,800

* Mdm. Huang Hsiu-duan, Helen is the chief executive of the Group.

* 黃秀端女士為本集團行政總裁。

** Mr. Kimmel, Phillip Brian was re-designated from an executive director to a non-executive Director on 1 September 2018.

** 柯民佑先生於二零一八年九月一日由執行董事重新委任為非執行董事。

*** Mr. Mumma, Adin David resigned as an executive director on 1 May 2019.

*** 馬大衛先生於二零一九年五月一日辭任執行董事。

**** Mr. Chen Yi-wu, Ares has been appointed as an executive director on 1 May 2019.

**** 陳奕舞先生已於二零一九年五月一日獲委任為執行董事。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2019: Nil).

董事概無於年內訂立任何安排放棄或同意放棄任何酬金(二零一九年: 無)。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2019: four) directors of the Company, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two highest paid employees who are not a director are as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and benefits in kind 薪金、津貼及實物利益	3,171	2,730
Discretionary bonuses 酌定獎金	807	230
Equity-settled share option expense 以權益結算之購股權開支	125	69
	4,103	3,029

The remuneration of the remaining two (2019: one) non-director highest paid employees fell within the band of HK\$1,000,001 to HK\$1,500,000 and HK\$3,000,001 to HK\$3,500,000 (2019: HK\$3,000,001 to HK\$3,500,000).

During the year and in prior years, share options were granted to non-director highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 25 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director highest paid employees' remuneration disclosures.

9. 五名最高薪僱員

年內五名最高薪僱員包括本公司三名(二零一九年:四名)董事,其酬金詳情載於上文附註8。本年度其餘二名非董事之最高薪僱員之酬金詳情如下:

其餘二名(二零一九年:一名)非董事之最高薪僱員之酬金組別介乎1,000,001港元至1,500,000港元及3,000,001港元至3,500,000港元(二零一九年:介乎3,000,001港元至3,500,000港元)。

於年內及過往年度,非董事之最高薪僱員就彼等向本集團提供之服務獲授購股權,進一步詳情於財務報表附註25中披露。該等購股權之公平值於歸屬期間在損益表確認,並於授出日期釐定,而包含於本年度財務報表之數額則載於以上非董事之最高薪僱員之酬金披露部分內。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

10. 所得稅

香港利得稅乃根據年內於香港賺取之估計應課稅溢利按16.5% (二零一九年: 16.5%) 之稅率撥備。其他地區有關應課稅溢利之稅項乃按本集團經營業務所在國家/司法權區之當時稅率計算。

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current – Hong Kong 即期稅項 – 香港		
Charge for the year 本年度稅項支出	33	28
Current – Elsewhere 即期稅項 – 其他地區		
Charge for the year 本年度稅項支出	4,827	5,034
Overprovision in prior years 過往年度超額撥備	(27,100)	(35,000)
Deferred (note 23) 遞延 (附註23)	1,457	1,960
Total tax credit for the year 年內稅項抵免總額	(20,783)	(27,978)

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

10. INCOME TAX (continued)

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax at the statutory rates for the countries/jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax credit at the effective tax rate is as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit/(loss) before tax 除稅前溢利／(虧損)	(73,790)	5,956
Tax at the applicable tax rates 按適用稅率計算之稅項	(20,192)	374
Adjustments to tax charge in respect of prior years 過往年度稅項開支之調整	(27,100)	(35,000)
Losses attributable to associates 聯營公司應佔虧損	3,516	1,263
Income not subject to tax 毋須課稅收入	(2,024)	(2,942)
Expenses not deductible for tax 不可扣稅之開支	24,084	8,327
Tax losses not recognised 未確認稅項虧損	933	-
Tax credit at the Group's effective rate 按本集團實際稅率計算之稅項抵免	(20,783)	(27,978)

The share of tax attributable to associates amounting to Nil (2019: Nil) is included in "Share of losses of associates" in the consolidated statement of profit or loss.

The applicable tax rate is calculated based on the Hong Kong profits tax rate of 16.5% (2019: 16.5%), the Vietnam Corporate Tax rates of 15% to 20% (2019: 15% to 20%), the Cambodia Corporate Tax rate of 20% (2019: 20%), the Taiwan Corporate Tax rate of 17% (2019: 17%), the Corporate Income Tax rate in Mainland China of 25% (2019: 25%) and the respective tax holidays granted to the subsidiaries of the Group in Cambodia (2019: Cambodia).

10. 所得稅 (續)

按本公司及其大部分附屬公司所在國家／司法權區之法定稅率計算適用於除稅前溢利／(虧損)之稅項支出／(抵免)與按實際稅率計算之稅項抵免之對賬如下：

聯營公司應佔稅項為零(二零一九年:零)載於綜合損益表「聯營公司應佔虧損」。

適用稅率根據香港利得稅稅率16.5%(二零一九年:16.5%)、越南企業稅稅率15%至20%(二零一九年:15%至20%)、柬埔寨企業稅稅率20%(二零一九年:20%)、台灣企業稅稅率17%(二零一九年:17%)、中國內地企業所得稅稅率25%(二零一九年:25%)及本集團於柬埔寨之附屬公司所獲有關免稅期計算(二零一九年:柬埔寨)。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

10. INCOME TAX (continued)

Pursuant to the Corporate Income Tax Law of the People's Republic of China ("PRC"), a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rates are 5% and 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated.

In addition, pursuant to Cambodian withholding tax regulations, a 14% withholding tax is levied on dividends declared to non-resident shareholders. Therefore, the Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Cambodia in respect of earnings generated.

At 31 March 2020, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China and Cambodia. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with undistributed profit of Mainland China and Cambodia subsidiaries for which deferred tax liabilities have not been recognised totalled approximately HK\$28,018,000 (2019: HK\$47,290,000) at 31 March 2020.

The Group has estimated tax losses of approximately HK\$82,525,000 (2019: HK\$76,870,000) arising in Hong Kong that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is considered not probable that the Group can utilise these losses in the foreseeable future.

10. 所得稅 (續)

根據中國企業所得稅法，於中華人民共和國（「中國」）內地成立之外資企業向外國投資者宣派之股息將被徵收10%預扣稅。該規定於二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後產生之盈利。倘中國內地與外國投資者所屬司法權區之間訂立稅務條約，則可應用較低之預扣稅率。就本集團而言，適用稅率為5%及10%。本集團因而須就於中國內地成立之附屬公司就產生之盈利所派發之股息繳納預扣稅項。

此外，根據柬埔寨預扣稅條例，向非本地居民股東宣派之股息將被徵收14%預扣稅。因此，本集團須就於柬埔寨成立之附屬公司產生之盈利所派發之股息繳納預扣稅。

於二零二零年三月三十一日，並無就本集團於中國內地及柬埔寨成立之附屬公司應繳納預扣稅之未匯出盈利之應付預扣稅確認遞延稅項。董事認為，該等附屬公司於可見將來不大可能分派有關盈利。於二零二零年三月三十一日，就中國內地及柬埔寨之附屬公司之未確認遞延稅項負債之未分派溢利相關之暫時性差額合共約28,018,000港元（二零一九年：47,290,000港元）。

本集團估計於香港產生之稅項虧損約為82,525,000港元（二零一九年：76,870,000港元），該等虧損可無限期用作抵銷錄得虧損之公司日後應課稅溢利。由於該等附屬公司一直錄得虧損，且本集團在可見將來使用該等虧損之可能性不大，故並無就有關虧損確認遞延稅項資產。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

11. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share (2019: basic earnings per share) amount is based on the loss for the year attributable to equity holders of the Company of HK\$51,386,000 (2019: profit of HK\$35,593,000), and the weighted average number of ordinary shares of 685,096,849 (2019: 693,065,324) in issue during the year, as adjusted to reflect the number of shares of 7,686,000 (2019: Nil) held under the share award scheme of the Company.

No adjustment had been made to the basic loss per share amount presented for the year ended 31 March 2020 in respect of the potentially dilutive ordinary shares in issue during the year as the impact had an anti-dilutive effect on the basis loss per share amount presented.

In prior year, the calculation of the diluted earnings per share amount was based on the profit for the year attributable to equity holders of the Company of HK\$35,593,000 and 694,213,271 ordinary shares, being the weighted average number of ordinary shares in issue during the year, adjusted for the effects of the potentially dilutive ordinary shares outstanding during the year ended 31 March 2019.

11. 本公司權益持有人應佔每股盈利／(虧損)

每股基本虧損(二零一九年:每股基本盈利)金額乃根據本公司權益持有人應佔年內虧損51,386,000港元(二零一九年:溢利35,593,000港元)及年內已發行普通股加權平均數685,096,849股(二零一九年:693,065,324股)計算,並經調整以反映根據本公司的股份獎勵計劃所持有的股份數目7,686,000股(二零一九年:零)。

截至二零二零年三月三十一日止年度就年內已發行潛在攤薄普通股而言並未對所呈列的每股基本虧損金額作出任何調整,由於其影響對所呈列的每股基本虧損金額產生反攤薄效應。

於過往年度,每股攤薄盈利金額乃根據本公司權益持有人應佔年內溢利35,593,000港元及經截至二零一九年三月三十一日止年度已發行潛在攤薄普通股之影響作出調整後之年內已發行普通股加權平均數694,213,271股計算。

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Earnings/(loss) 盈利／(虧損)		
Profit/(loss) attributable to equity holders of the Company 本公司權益持有人應佔溢利／(虧損)	(51,386)	35,593

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

11. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY (continued)

11. 本公司權益持有人應佔每股盈利/ (虧損) (續)

	Number of shares 股份數目	
	2020 二零二零年	2019 二零一九年
Shares 股份		
Weighted average number of ordinary shares used in calculating the basic earnings/(loss) per share 就計算每股基本盈利/(虧損)為目的之普通股加權平均數	685,096,849	693,065,324
Weighted average number of ordinary shares assumed to have been issued at no consideration on deemed exercise of all dilutive options in issue during the year 年內視作因行使全部已發行可攤薄購股權而假設無償發行之普通股加權平均數	100,086	1,147,947
Weighted average number of ordinary shares used in calculating the diluted earnings/(loss) per share 就計算每股攤薄盈利/(虧損)為目的之普通股加權平均數	685,196,935	694,213,271

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

12. DIVIDENDS

12. 股息

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Dividends paid during the year 年內已派付股息		
Final in respect of the financial year ended		
31 March 2019 – Nil (2019: final dividend of HK2.2 cents per ordinary share, in respect of the financial year ended 31 March 2018)		
就截至二零一九年三月三十一日止財政年度的末期股息 – 零 (二零一九年: 就截至二零一八年三月三十一日止財政年度, 末期股息每股普通股2.2港仙)	–	15,264
Special in respect of the financial year ended		
31 March 2019 – HK2.0 cents per ordinary share (2019: special dividend of HK12.8 cents per ordinary share, in respect of the financial year ended 31 March 2018)		
就截至二零一九年三月三十一日止財政年度的特別股息 – 每股普通股2.0港仙 (二零一九年: 就截至二零一八年三月三十一日止財政年度, 特別股息每股普通股12.8港仙)	13,754	88,806
Interim – Nil (2019: HK2.8 cents per ordinary share)		
中期股息 – 零 (二零一九年: 每股普通股2.8港仙)	–	19,426
Special – HK2.0 cents (2019: HK1.2 cents) per ordinary share		
特別股息 – 每股普通股2.0港仙 (二零一九年: 1.2港仙)	13,649	8,326
	27,403	131,822
Proposed dividends 擬派股息		
Special – HK2.0 cents (2019: HK2.0 cents) per ordinary share		
特別股息 – 每股普通股2.0港仙 (二零一九年: 2.0港仙)	13,689	13,775

The proposed special dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. These financial statements do not reflect the dividends payable.

本年度擬派特別股息須經本公司股東於即將舉行之股東週年大會上批准後, 方可作實。該等財務報表並無反映應付股息。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

	Land and buildings	Construction in progress	Machinery, furniture, equipment, leasehold improvements and motor vehicles	Total
	土地及樓宇	在建工程	機器、傢具、 設備、租賃物業 裝修及汽車	合計
31 March 2020	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零二零年三月三十一日	千港元	千港元	千港元	千港元
Cost: 成本:				
At beginning of year 於年初	345,979	11,806	376,543	734,328
Effect of adoption of HKFRS 16 採納香港財務報告準則第16號的影響	(15,498)	-	-	(15,498)
At 1 April 2019 (restated) 於二零一九年四月一日(經重列)	330,481	11,806	376,543	718,830
Additions 添置	-	1,063	14,688	15,751
Disposals 出售	-	-	(23,953)	(23,953)
Write-off 撇銷	-	-	(30,501)	(30,501)
Transfer to investment properties (note 15) 轉入投資物業(附註15)	(96,457)	-	-	(96,457)
Transfer from investment properties (note 15) 轉自投資物業(附註15)	14,951	-	-	14,951
Transfers 轉撥	12,869	(12,869)	-	-
Exchange realignment 外匯調整	(9,636)	-	(11,539)	(21,175)
At 31 March 2020 於二零二零年三月三十一日	252,208	-	325,238	577,446

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

13. PROPERTY, PLANT AND EQUIPMENT

(continued)

13. 物業、廠房及設備 (續)

	Land and buildings	Construction in progress	Machinery, furniture, equipment, leasehold improvements and motor vehicles	Total
	土地及樓宇	在建工程	機器、傢具、設備、租賃物業裝修及汽車	合計
31 March 2020 (continued)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零二零年三月三十一日 (續)	千港元	千港元	千港元	千港元
Accumulated depreciation and impairment:				
累計折舊及減值：				
At beginning of year 於年初	185,134	–	298,740	483,874
Effect of adoption of HKFRS 16				
採納香港財務報告準則第16號的影響	(11,032)	–	–	(11,032)
At 1 April 2019 (restated)				
於二零一九年四月一日 (經重列)	174,102	–	298,740	472,842
Depreciation provided during the year				
年內計提折舊	12,487	–	19,674	32,161
Impairment during the year 年內減值	–	–	7,299	7,299
Disposals 出售	–	–	(18,942)	(18,942)
Write-off 撇銷	–	–	(30,501)	(30,501)
Transfer to investment properties (note 15)				
轉入投資物業 (附註15)	(77,635)	–	–	(77,635)
Exchange realignment 外匯調整	(6,594)	–	(9,715)	(16,309)
At 31 March 2020				
於二零二零年三月三十一日	102,360	–	266,555	368,915
Net book value: 賬面淨值：				
At 31 March 2020				
於二零二零年三月三十一日	149,848	–	58,683	208,531

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

13. PROPERTY, PLANT AND EQUIPMENT

(continued)

13. 物業、廠房及設備 (續)

	Land and buildings	Construction in progress	Machinery, furniture, equipment, leasehold improvements and motor vehicles 機器、傢具、 設備、租賃物業 裝修及汽車	Total
	土地及樓宇	在建工程	裝修及汽車	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
31 March 2019	千港元	千港元	千港元	千港元
二零一九年三月三十一日				
Cost: 成本:				
At beginning of year 於年初	368,282	11,806	374,680	754,768
Additions 添置	51	–	18,034	18,085
Disposals 出售	–	–	(691)	(691)
Write-off 撇銷	–	–	(6,569)	(6,569)
Transfer to investment properties (note 15)				
轉入投資物業 (附註15)	(14,037)	–	–	(14,037)
Exchange realignment 外匯調整	(8,317)	–	(8,911)	(17,228)
At 31 March 2019				
於二零一九年三月三十一日	345,979	11,806	376,543	734,328

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

13. PROPERTY, PLANT AND EQUIPMENT

(continued)

13. 物業、廠房及設備 (續)

	Land and buildings	Construction in progress	Machinery, furniture, equipment, leasehold improvements and motor vehicles 機器、傢具、 設備、租賃物業 裝修及汽車	Total
	土地及樓宇	在建工程	裝修及汽車	合計
31 March 2019 (continued)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零一九年三月三十一日 (續)	千港元	千港元	千港元	千港元
Accumulated depreciation and impairment:				
累計折舊及減值：				
At beginning of year 於年初	181,708	–	294,320	476,028
Depreciation provided during the year				
年內計提折舊	13,864	–	19,515	33,379
Disposals 出售	–	–	(523)	(523)
Write-off 撇銷	–	–	(6,552)	(6,552)
Transfer to investment properties (note 15)				
轉入投資物業 (附註15)	(4,888)	–	–	(4,888)
Exchange realignment 外匯調整	(5,550)	–	(8,020)	(13,570)
At 31 March 2019				
於二零一九年三月三十一日	185,134	–	298,740	483,874
Net book value: 賬面淨值：				
At 31 March 2019				
於二零一九年三月三十一日	160,845	11,806	77,803	250,454

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

13. PROPERTY, PLANT AND EQUIPMENT

(continued)

During the year ended 31 March 2020, certain land and buildings with a carrying amount of HK\$18,822,000 (2019: HK\$9,149,000) were transferred to investment properties at fair value of HK\$196,238,000 (2019: HK\$27,900,000) based on valuation by Castores Magi (Hong Kong) Limited, independent professionally qualified valuers. Accordingly, a gain on revaluation of HK\$177,416,000 (2019: HK\$18,751,000) was recorded in the asset revaluation reserve.

Impairment assessment of property, plant and equipment and right-of-use assets

During the year, the Group's management identified certain subsidiaries which continued to under-perform and estimated the recoverable amounts of property, plant and equipment and right-of-use assets by using fair value less costs of disposal based on valuation performed by Castorer Magi (Hong Kong) Limited, independent professionally qualified valuers. Based on the estimation of recoverable amounts, the carrying amounts of property, plant and equipment were written down by HK\$7,299,000 (2019: Nil) during the year. No impairment loss on right-of-use assets was provided as at 31 March 2020. As at 31 March 2020, the aggregate recoverable amounts of these impaired assets amounted to HK\$17,603,000. The fair value measurement was categorised under Level 3.

13. 物業、廠房及設備 (續)

截至二零二零年三月三十一日止年度，根據獨立專業合資格估值師嘉漫（香港）有限公司的估值，賬面值為18,822,000港元（二零一九年：9,149,000港元）的若干土地及樓宇乃按196,238,000港元（二零一九年：27,900,000港元）的公平值轉入投資物業。因此，就重估於資產重估儲備錄得收益177,416,000港元（二零一九年：18,751,000港元）。

物業、廠房及設備以及使用權資產減值評估

年內，本集團管理層識別出若干表現繼續未如理想的附屬公司，並根據獨立專業合資格估值師嘉漫（香港）有限公司進行的估值得用公平值減出售成本估算了物業、廠房及設備以及使用權資產的可收回金額。根據可收回金額的估算，年內物業、廠房及設備的賬面值撇減7,299,000港元（二零一九年：零）。於二零二零年三月三十一日並無計提使用權資產減值虧損。於二零二零年三月三十一日，該等減值資產的可收回總金額為17,603,000港元。公平值計量分類為第三級。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

13. PROPERTY, PLANT AND EQUIPMENT

(continued)

Impairment assessment of property, plant and equipment and right-of-use assets (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of property, plant and equipment and right-of-use assets:

13. 物業、廠房及設備 (續)

物業、廠房及設備以及使用權資產減值評估 (續)

以下為物業、廠房及設備以及使用權資產估值所使用之估值方法及主要輸入數據之概要：

Categories 類別	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍
			2020 二零二零年
Right-of-use assets 使用權資產	Income capitalisation approach 收入資本化法	Estimated rental value (per square metre and per month) 估計租金價值 (每平方米及每月)	HK\$36.7 – HK\$124.8 36.7港元至124.8港元
Buildings 樓宇	Income capitalisation approach 收入資本化法	Estimated rental value (per square metre and per month) 估計租金價值 (每平方米及每月)	HK\$42.3 – HK\$285.1 42.3港元至285.1港元
Remaining property, plant, equipment 餘下物業、廠房及設備	Depreciated replacement approach 折舊替代法	Utilisation rate 使用率	40% – 80%

A significant increase/(decrease) in the estimated rental value (per square metre and per month) and utilisation rate in isolation would result in a significant increase/(decrease) in the fair value of the property, plant and equipment and right-of-use assets.

當估計租金價值 (每平方米及每月) 及使用率大幅單獨上升 / (下跌) 將導致物業、廠房及設備以及使用權資產之公平值大幅上升 / (下跌)。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

14. LEASES

The Group as a lessee

The Group has lease contracts for various prepaid land lease payments, leasehold land and buildings. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 19 to 38 years, and no ongoing payments will be made under the terms of these land leases. Lease of building has a lease term of 4 years. There is a lease contract that include extension options, which are further discussed below.

(a) Prepaid land lease payments (before 1 April 2019)

	HK\$'000 千港元
Carrying amount at 1 April 2018 於二零一八年四月一日之賬面值	92,867
Amortised during the year 於年內攤銷	(2,719)
Exchange realignment 外匯調整	(1,667)
Carrying amount at 31 March 2019 於二零一九年三月三十一日之賬面值	88,481
Current portion included in prepayments, deposits and other receivables 列入預付款項、按金及其他應收賬項之即期部分	(2,737)
Non-current portion 非即期部分	85,744

14. 租賃

本集團作為承租人

本集團就多項預付土地租賃款項、租賃土地及樓宇訂有租賃合約。已提前作出一次性付款以向擁有人收購租賃期為19至38年的租賃土地，並且根據該等土地租賃的條款不會有後續付款。樓宇租賃的租期為4年。一份租賃合約中包括續期選擇權，其進一步討論如下。

(a) 預付土地租賃款項（於二零一九年四月一日前）

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

14. LEASES (continued)

The Group as a lessee (continued)

(b) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Prepaid land lease payments 預付土地 租賃款項 HK\$'000 千港元	Leasehold land 租賃土地 HK\$'000 千港元	Building 樓宇 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2019 於二零一九年四月一日	88,481	4,466	2,539	95,486
Depreciation charged during the year 年內折舊支出	(2,689)	(172)	(893)	(3,754)
Transfer to investment properties (note 15) 轉入投資物業(附註15)	(17,223)	-	-	(17,223)
Transfer from investment properties (note 15) 轉自投資物業(附註15)	-	566	-	566
Exchange realignment 外匯調整	(1,741)	-	22	(1,719)
At 31 March 2020 於二零二零年三月三十一日	66,828	4,860	1,668	73,356

During the year ended 31 March 2020, prepaid land lease payments with a carrying amount of HK\$17,223,000 were transferred to investment properties at fair value of HK\$23,534,000 based on valuation by Castores Magi (Hong Kong) Limited, independent professionally qualified valuers. Accordingly, a gain on revaluation of HK\$6,311,000 was recorded in the asset revaluation reserve.

No impairment loss on right-of-use assets was provided as at 31 March 2020. Further details are included in note 13 to the financial statements.

14. 租賃(續)

本集團作為承租人(續)

(b) 使用權資產

年內本集團之使用權資產賬面值及變動如下：

截至二零二零年三月三十一日止年度，根據獨立專業合資格估值師嘉漫(香港)有限公司的估值，賬面值為17,223,000港元的預付土地租賃款項乃按23,534,000港元的公平值轉入投資物業。因此，就重估於資產重估儲備錄得收益6,311,000港元。

於二零二零年三月三十一日並無就使用權資產計提減值虧損。進一步詳情載於財務報表附註13。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

14. LEASES (continued)

The Group as a lessee (continued)

(c) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2019 於二零一九年四月一日	2,618
Accretion of interest recognised during the year 年內已確認利息增幅	83
Payments 付款	(1,413)
Exchange realignment 外匯調整	32
At 31 March 2020 於二零二零年三月三十一日	1,320
Analysed into: 分析為：	
Current portion 即期部分	872
Non-current portion 非即期部分	448

The maturity analysis of lease liabilities is disclosed in note 32 to the financial statements.

14. 租賃 (續)

本集團作為承租人 (續)

(c) 租賃負債

年內租賃負債賬面值及變動如下：

	Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2019 於二零一九年四月一日	2,618
Accretion of interest recognised during the year 年內已確認利息增幅	83
Payments 付款	(1,413)
Exchange realignment 外匯調整	32
At 31 March 2020 於二零二零年三月三十一日	1,320
Analysed into: 分析為：	
Current portion 即期部分	872
Non-current portion 非即期部分	448

租賃負債的到期日分析於財務報表附註32披露。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

14. LEASES (continued)

The Group as a lessee (continued)

(d) The amounts recognised in profit or loss in relation to leases are as follows:

	2020 二零二零年 HK\$'000 千港元
Interest on lease liabilities 租賃負債利息	83
Depreciation charge of right-of-use assets 使用權資產折舊開支	3,754
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 March 2020 (included in administrative expenses) 與短期租賃及餘下租期於二零二零年三月三十一日或之前屆滿的其他租賃有關之開支(計入行政開支)	1,333
Expense relating to leases of low-value assets (included in administrative expenses) 與低價值資產租賃有關的開支(計入行政開支)	12
Total amount recognised in profit or loss 於損益中確認的總額	5,182

(e) Extension options

The Group has a lease contract that include extension option. This option is negotiated by management to provide flexibility in managing the leased-asset portfolio and they are aligned with the Group's business needs. Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension options that are not included in the lease terms:

14. 租賃(續)

本集團作為承租人(續)

(d) 有關租賃於損益中確認的金額如下：

(e) 續期選擇權

本公司訂有包括續期選擇權的租賃合約。該選擇權乃由管理層磋商以於管理租賃資產組合時提供靈活性且其符合本集團的業務需求。與未包含於租賃條款中的續期選擇權的行使日期以後期間有關的未貼現潛在未來租賃付款載列如下：

	Payable within five years 於五年內應付 HK\$'000 千港元	Payable after five years 於五年後應付 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Extension options expected not to be exercised 預計將不獲行使的續期選擇權	2,828	8,178	11,006

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

14. LEASES (continued)

The Group as a lessor

The Group leases its investment properties (note 15) consisting of three (2019: two) commercial properties and four (2019: three) industrial properties in Hong Kong and the PRC under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK\$13,506,000 (2019: HK\$12,603,000), details of which are included in note 5 to the financial statements.

At 31 March 2020, the undiscounted lease payments receivables by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

14. 租賃 (續)

本集團作為出租人

本集團根據經營租賃安排出租其投資物業(附註15)，包括位於香港及中國的三項(二零一九年：兩項)商業物業及四項(二零一九年：三項)工業物業。租賃條款一般要求租戶支付保證金並根據當時的現行市況定期調租。本集團於年內確認的租金收入為13,506,000港元(二零一九年：12,603,000港元)，其詳情載於財務報表附註5。

於二零二零年三月三十一日，本集團於未來期間根據與其租戶訂立的不可撤銷經營租賃的未貼現應收租賃付款如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year 於一年內	6,245	7,128
After one year but within two years 一年後但於兩年內	1,937	2,071
After two years but within three years 兩年後但於三年內	1,937	2,071
After three years but within four years 三年後但於四年內	1,018	2,071
After four years but within five years 四年後但於五年內	-	1,090
	11,137	14,431

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

15. INVESTMENT PROPERTIES

15. 投資物業

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Fair value at beginning of year 於年初之公平值	203,565	197,718
Fair value gains on revaluation 重估公平值收益	1,490	10,130
Transfer from property, plant and equipment (note 13) 轉撥自物業、廠房及設備 (附註13)	196,238	27,900
Transfer from right-of-use assets (note 14) 轉撥自使用權資產 (附註14)	23,534	–
Transfer to property, plant and equipment (note 13) 轉撥至物業、廠房及設備 (附註13)	(14,951)	–
Transfer to right-of-use assets (note 14) 轉撥至使用權資產 (附註14)	(566)	–
Disposal 出售	–	(19,632)
Exchange realignment 外匯調整	(10,599)	(12,551)
Fair value at 31 March 於三月三十一日之公平值	398,711	203,565

The Group has determined that the investment properties consist of two classes of assets, i.e., commercial and industrial, based on the nature, characteristics and risks of each property.

The Group's investment properties were revalued on 31 March 2020 based on valuations performed by Castores Magi (Hong Kong) Limited, independent professionally qualified valuers, at HK\$398,711,000 (2019: HK\$203,565,000). There has been no change from the valuation technique used in prior years.

Each year, the Group appoints an external valuer to be responsible for the external valuations of the Group's properties. Selection criteria of an external valuer include market knowledge, reputation, independence and whether professional standards are maintained. The Group discusses with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 14 to the financial statements.

本集團已決定根據各物業之性質、特點及風險將該等投資物業分類為兩類資產（即商業物業及工業物業）。

於二零二零年三月三十一日，本集團之投資物業根據由獨立專業合資格估值師嘉漫（香港）有限公司所進行之估值重估為398,711,000港元（二零一九年：203,565,000港元）。過往年度所使用之估值方法並無變動。

每年，本集團委聘外聘估值師負責對本集團之物業進行外部估值。外聘估值師之甄選準則包括市場知識、聲譽、獨立性及是否可保持專業標準。本集團每年兩次於就中期及年度財務申報進行估值時與估值師對估值假設及估值結果進行討論。

該等投資物業乃根據經營租賃租予第三方，進一步概要詳情載於財務報表附註14。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

15. INVESTMENT PROPERTIES (continued)

Fair value hierarchy

The fair values of the Group's investment properties as at 31 March 2020 and 31 March 2019 are estimated by using significant unobservable inputs and the fair value measurements are categorised under Level 3.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2019: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

15. 投資物業 (續)

公平值層級

於二零二零年三月三十一日及二零一九年三月三十一日，本集團之投資物業之公平值乃使用重大不可觀察輸入數據估計及公平值計量分類為第三級。

年內，第一級與第二級之間概無轉換公平值計量，亦無轉入第三級或自第三級轉出（二零一九年：無）。

於公平值層級第三級內分類之公平值計量對賬：

	Commercial properties 商業物業 HK\$'000 千港元	Industrial properties 工業物業 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Carrying amount at 1 April 2018 於二零一八年四月一日的賬面值	49,135	148,583	197,718
Fair value gains on revaluation recognised in profit or loss 於損益中確認之重估公平值收益	886	9,244	10,130
Transfer from property, plant and equipment (note 13) 轉撥自物業、廠房及設備（附註13）	-	27,900	27,900
Disposal 出售	-	(19,632)	(19,632)
Exchange realignment 外匯調整	(2,390)	(10,161)	(12,551)
Carrying amount at 31 March 2019 and 1 April 2019 於二零一九年三月三十一日及 二零一九年四月一日之賬面值	47,631	155,934	203,565
Fair value gains/(loss) on revaluation recognised in profit or loss 於損益中確認之重估公平值收益／（虧損）	(4,896)	6,386	1,490
Transfer from property, plant and equipment (note 13) 轉撥自物業、廠房及設備（附註13）	52,015	144,223	196,238
Transfer from right-of-use assets (note 14) 轉撥自使用權資產（附註14）	-	23,534	23,534
Transfer to property, plant and equipment (note 13) 轉撥至物業、廠房及設備（附註13）	-	(14,951)	(14,951)
Transfer to right-of-use assets (note 14) 轉撥至使用權資產（附註14）	-	(566)	(566)
Exchange realignment 外匯調整	(2,487)	(8,112)	(10,599)
Carrying amount at 31 March 2020 於二零二零年三月三十一日之賬面值	92,263	306,448	398,711

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

15. INVESTMENT PROPERTIES (continued)

Fair value hierarchy (continued)

Set out below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

Class of property 物業類別	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	
			2020 二零二零年	2019 二零一九年
Commercial properties 商業物業	Income capitalisation approach 收入資本化法	Estimated rental value (per square metre and per month) 估計租金價值 (每平方米及每月)	HK\$34 to HK\$239 34港元至 239港元	HK\$129 to HK\$295 129港元至 295港元
		Rental growth rate 租金增長率	1%	1%
		Market yield 市場收益率	2.7%-4%	4%
		Industrial properties 工業物業	Income capitalisation approach 收入資本化法	Estimated rental value (per square metre and per month) 估計租金價值 (每平方米及每月)
		Rental growth rate 租金增長率	1%	1%
		Market yield 市場收益率	8%	8%

A significant increase/(decrease) in the estimated rental value (per square metre and per month) and rental growth rate in isolation would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the market yield in isolation would result in a significant decrease/(increase) in the fair value of the investment properties.

15. 投資物業 (續)

公平值層級 (續)

以下為投資物業估值所使用之估值方法及主要輸入數據之概要：

當估計租金價值 (每平方米及每月) 及租金增長率大幅單獨上升 / (下跌) 將導致投資物業之公平值大幅上升 / (下跌)。當市場收益率大幅單獨上升 / (下跌) 時，會導致投資物業之公平值大幅下跌 / (上升)。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

16. INVESTMENTS IN ASSOCIATES

16. 聯營公司投資

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Share of net assets 應佔資產淨值	17,817	38,501

The amount due from an associate is unsecured, interest-free and repayable on demand.

應收一間聯營公司款項為無抵押、免息及須按要求償還。

The particulars of the Group's principal associates are as follows:

本集團主要聯營公司之詳情如下：

Name	Particulars of issued shares held	Place of incorporation and business	Percentage of ownership interest attributable to the Group 本集團應佔擁有權權益百分比	Principal activities
名稱	所持已發行股份詳情	註冊成立及營業地點		主要業務
Alliance Investment Development Limited	Ordinary shares 普通股	British Virgin Islands 英屬維爾京群島	40	Investment holding 投資控股
Star Praised Limited*	Ordinary shares 普通股	British Virgin Islands 英屬維爾京群島	40	Investment holding 投資控股
Kingmaker III (Vietnam) Footwear Co., Ltd.	Registered capital of US\$23,000,000 註冊資本 23,000,000美元	Vietnam 越南	40	Footwear manufacturing 製造鞋類產品
Empress Choice Limited*	Ordinary shares 普通股	British Virgin Islands 英屬維爾京群島	40	Investment holding 投資控股

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

16. INVESTMENTS IN ASSOCIATES (continued)

16. 聯營公司投資 (續)

Name	Particulars of issued shares held	Place of incorporation and business	Percentage of ownership interest attributable to the Group 本集團應佔擁有權權益百分比	Principal activities
名稱	所持已發行股份詳情	註冊成立及營業地點	百分比	主要業務
Maystar (Vietnam) Footwear Co., Ltd.*	Registered capital of US\$3,600,000 註冊資本 3,600,000美元	Vietnam 越南	40	Property holding 持有物業
Ally Power Developments Ltd.	Ordinary shares 普通股	British Virgin Islands 英屬維爾京群島	40	Trading of footwear products 鞋類產品貿易
Able Team (China) Ltd. 威聯(中國)有限公司	Ordinary shares 普通股	Hong Kong 香港	40	Investment holding 投資控股
Guangzhou Able Team Trading Ltd.*	Registered capital of US\$1,000,000 註冊資本 1,000,000美元	PRC 中國	40	Trading of footwear products 鞋類產品貿易
Cheer Benefit Trading Limited 展益貿易有限公司**	Ordinary shares 普通股	Hong Kong 香港	40	Trading of footwear products 鞋類產品貿易

Note:

* Associates whose statutory financial statements were not audited by Ernst & Young, Hong Kong nor another member firm of the Ernst & Young global network.

** It was newly incorporated during the year ended 31 March 2020.

附註：

* 法定財務報表並非由香港安永會計師事務所或安永會計師全球網絡之其他會員公司審核的聯營公司。

** 其於截至二零二零年三月三十一日止年度新註冊成立。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

16. INVESTMENTS IN ASSOCIATES (continued)

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Share of losses of associates for the year 應佔聯營公司年內虧損	(20,684)	(7,429)
Share of other comprehensive expense of associates 應佔聯營公司其他全面開支	-	-
Share of total comprehensive expense of associates 應佔聯營公司全面開支總額	(20,684)	(7,429)
Aggregate carrying amount of the Group's investments in associates 本集團於聯營公司之投資之賬面總值	17,817	38,501

16. 聯營公司投資 (續)

下表列示本集團於個別而言並不重大之聯營公司之合併財務資料：

17. INVENTORIES

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Raw materials 原材料	90,610	77,997
Work in progress 在製品	13,006	12,813
Finished goods 製成品	62,923	57,511
	166,539	148,321

17. 存貨

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

18. ACCOUNTS RECEIVABLE

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accounts receivable 應收賬項	142,354	109,321
Impairment 減值	(4,947)	-
	137,407	109,321

The Group's accounts receivable mainly relate to a few recognised and creditworthy customers. Payment terms with customers are largely on credit. Invoices are normally payable within 30 to 90 days of issuance. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are regularly reviewed by the Group's senior management. Accounts receivable are non-interest-bearing, except for a balance due from a customer of approximately HK\$11,382,000 (2019: HK\$6,728,000), which bears interest at 0.25% (2019: 0.25%) for a fixed period of 60 days.

An ageing analysis of the accounts receivable as at the end of the reporting period, based on the date of goods delivered, is as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within 90 days 90日內	134,432	102,710
Between 91 and 180 days 91至180日	2,383	5,392
Between 181 and 365 days 181至365日	592	1,219
	137,407	109,321

18. 應收賬項

本集團之應收賬項主要跟少數知名及有信譽之客戶有關。給予客戶之付款條款主要為信貸方式。通常而言，發票須於開具後30至90日內償付。本集團屬行嚴格控制未收回之應收賬項，以儘量減低信貸風險。逾期結餘由本集團高級管理層定期審核。應收賬項不計息，惟一位客戶欠付之餘額約11,382,000港元（二零一九年：6,728,000港元）按0.25厘（二零一九年：0.25厘）之息率計息，固定還款期為60日。

以貨物交付日期為基準，應收賬項於報告期末之賬齡分析如下：

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

18. ACCOUNTS RECEIVABLE (continued)

The movements in the loss allowance for impairment of accounts receivable are as follows:

	HK\$'000 千港元
At 1 April 2018, 31 March 2019 and 1 April 2019 於二零一八年四月一日、二零一九年三月三十一日及 二零一九年四月一日	-
Impairment losses charged during the year (note 7) 年內計提的減值虧損(附註7)	4,947
At 31 March 2020 於二零二零年三月三十一日	4,947

An impairment analysis is performed at each reporting date using a provision matrix to measure ECLs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, accounts receivable are written off if past due for more than one year and are not subject to enforcement activity. As at 31 March 2019, the Group estimated that the ECL rate of accounts receivable was minimal and no ECL allowance in respect of these balances was made.

18. 應收賬項(續)

應收賬項減值虧損撥備之變動如下：

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於因就擁有類似虧損模式的多個客戶分部進行分組（即按客戶類型）而逾期的日數計算。該計算反映或然率加權結果、貨幣之時間價值及於報告日期可得的有關過往事項、當前狀況及未來經濟狀況預測的合理及可靠資料。一般而言，倘逾期超過一年及並無可強制執行活動，將撇銷應收賬項。於二零一九年三月三十一日，本集團估計應收賬項的預期信貸虧損率極微及並未就該等結餘作出預期信貸虧損撥備。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

18. ACCOUNTS RECEIVABLE (continued)

Set out below is the information about the credit risk exposure on the Group's accounts receivable using a provision matrix:

As at 31 March 2020

	Current 即期	Past due 逾期		Total 合計
		Less than 3 months 少於3個月	Over 3 months 超過3個月	
Expected credit loss rate 預期信貸虧損率	3.39%	3.77%	3.93%	3.48%
Gross carrying amount (HK\$'000) 賬面總值 (千港元)	112,776	26,878	2,700	142,354
Expected credit losses (HK\$'000) 預期信貸虧損 (千港元)	3,828	1,013	106	4,947

18. 應收賬項 (續)

下表載列本集團使用撥備矩陣計算的應收賬項的信貸風險資料：

於二零二零年三月三十一日

19. CASH AND CASH EQUIVALENTS

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash and bank balances 現金及銀行結餘	78,478	78,098
Time deposits with original maturity of less than three months 原定到期日少於三個月之定期存款	556	38,097
Time deposits with original maturity of over three months when acquired 於收購時原定到期日多於三個月之定期存款	364,912	493,639
Cash and cash equivalents 現金及等同現金項目	443,946	609,834

19. 現金及等同現金項目

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

19. CASH AND CASH EQUIVALENTS *(continued)*

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$5,504,000 (2019: HK\$25,662,000). RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one week and one year depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates.

The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

19. 現金及等同現金項目 (續)

於報告期末，本集團以人民幣（「人民幣」）計值之現金及銀行結餘為5,504,000港元（二零一九年：25,662,000港元）。人民幣不得自由兌換為其他貨幣。然而，根據中國內地外匯管制條例及結匯、售匯及付匯管理規定，本集團可在獲准進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率之浮動利率計息。定期存款之期限由一週至一年不等，視乎本集團之即時現金需求而定，按有關定期存款利率計息。

銀行結餘及定期存款存置在信譽良好且近期並無拖欠記錄之銀行。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

20. ACCOUNTS PAYABLE

An ageing analysis of the accounts payable as at the end of the reporting period, based on the date of goods received, is as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within 90 days 90日內	87,659	86,787
Between 91 and 180 days 91至180日	3,110	7,627
Between 181 and 365 days 181至365日	1,609	69
Over 365 days 365日以上	1,588	1,908
	93,966	96,391

The accounts payable are non-interest-bearing and are normally settled on 90-day terms.

20. 應付賬項

以收訖貨物日期為基準，應付賬項於報告期末之賬齡分析如下：

應付賬項不計息，且一般須於90日期限內清付。

21. ACCRUED LIABILITIES, OTHER PAYABLES AND CONTRACT LIABILITIES

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accrued liabilities and other payables			
應計負債及其他應付賬項	(a)	79,660	107,013
Contract liabilities 合約負債	(b)	1,124	899
		80,784	107,912

21. 應計負債、其他應付賬項及合約負債

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

21. ACCRUED LIABILITIES, OTHER PAYABLES AND CONTRACT LIABILITIES

(continued)

Notes:

- (a) Other payables are non-interest-bearing.
- (b) Details of contract liabilities as at 31 March 2020 and 31 March 2019 are as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term advances received from customers 自客戶收取的短期墊款	1,124	899

Contract liabilities include short-term advances received to deliver goods. The increase in contract liabilities in 2020 was mainly due to the increase in short-term advances received from customers in relation to the sale of shoes at the end of the year.

21. 應計負債、其他應付賬項及合約負債 (續)

附註：

- (a) 其他應付賬項為免息。
- (b) 於二零二零年三月三十一日及二零一九年三月三十一日的合約負債詳情如下：

合約負債包括為交付貨物而收取之短期墊款。於二零二零年，合約負債增加主要由於年末就鞋類銷售而自客戶收取之短期墊款增加。

22. BANKING FACILITIES

As at 31 March 2020, the Group had available banking facilities amounting to HK\$79,000,000 (2019: HK\$79,000,000), of which HK\$Nil (2019: HK\$Nil) was utilised. The banking facilities were secured by corporate guarantees executed by the Company.

22. 銀行融資

於二零二零年三月三十一日，本集團有可動用銀行融資共79,000,000港元（二零一九年：79,000,000港元），其中已動用零港元（二零一九年：零港元）。銀行融資由本公司簽立的公司擔保作抵押。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

23. DEFERRED TAX LIABILITIES

23. 遞延稅項負債

	Revaluation of buildings and investment properties 樓宇及 投資物業重估值 HK\$'000 千港元
At 1 April 2018 於二零一八年四月一日	23,711
Deferred tax charged to the consolidated statement of profit or loss during the year (note 10) 年內於綜合損益表中扣除的遞延稅項(附註10)	1,960
Exchange realignment 外匯調整	(1,520)
At 31 March 2019 and 1 April 2019 於二零一九年三月三十一日及二零一九年四月一日	24,151
Deferred tax charged to the consolidated statement of profit or loss during the year (note 10) 年內於綜合損益表中扣除的遞延稅項(附註10)	1,457
Deferred tax charged to asset revaluation reserves during the year 年內於資產重估儲備扣除的遞延稅項	33,828
Exchange realignment 外匯調整	(1,570)
At 31 March 2020 於二零二零年三月三十一日	57,866

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

24. SHARE CAPITAL

Authorised and issued ordinary shares

24. 股本

法定及已發行普通股

	Number of ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股數目		HK\$'000 千港元	
	2020	2019	2020	2019
	二零二零年	二零一九年	二零二零年	二零一九年
Authorised: 法定：				
Balance at beginning and end of year 年初及年終結餘	1,000,000,000	1,000,000,000	100,000	100,000
Issued and fully paid: 已發行及繳足：				
Balance at beginning of year 年初結餘	688,755,445	693,501,445	68,875	69,350
Share options exercised (note (a)) 已行使購股權(附註(a))	-	300,000	-	30
Share repurchased (note (b)) 購回股份(附註(b))	(4,326,000)	(5,046,000)	(432)	(505)
Balance at end of year 年終結餘	684,429,445	688,755,445	68,443	68,875

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

24. SHARE CAPITAL (continued)

Authorised and issued ordinary shares (continued)

During the year, the movements in share capital were as follows:

- (a) During the year ended 31 March 2019, the subscription rights attaching to 300,000 share options were exercised at the subscription price of HK\$1.58 per share. These resulted in the issue of 300,000 shares of HK\$0.1 each and a total cash consideration, before expenses, of approximately HK\$474,000. An amount of HK\$177,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.
- (b) During the year, the Company repurchased its 4,326,000 (2019: 5,046,000) ordinary shares at prices ranging from HK\$1.16 to HK\$1.20 (2019: HK\$1.62 to HK\$1.75) per share at a total consideration of approximately HK\$5,120,000 (2019: HK\$8,414,000). 4,326,000 (2019: 5,046,000) repurchased ordinary shares were cancelled during the year. Details of the repurchases are disclosed under the section heading of "Purchase, redemption or sale of the Company's listed securities" in the Report of the Directors. The premium of approximately HK\$4,688,000 (2019: HK\$7,909,000) paid on the repurchase of these shares was debited to the share premium account and an amount of HK\$432,000 (2019: HK\$505,000) was transferred from retained profits of the Company to the capital redemption reserve.

24. 股本 (續)

法定及已發行普通股 (續)

年內，股本之變動如下：

- (a) 截至二零一九年三月三十一日止年度，附於300,000份購股權上之認購權按每股1.58港元之認購價獲行使。因此發行300,000股每股面值0.1港元之股份，未扣除費用之總現金代價約為474,000港元。購股權獲行使後，購股權儲備中177,000港元轉撥至股份溢價賬。
- (b) 年內，本公司以介乎每股1.16港元至1.20港元（二零一九年：1.62港元至1.75港元）之價格購回其4,326,000股普通股（二零一九年：5,046,000股），總代價約為5,120,000港元（二零一九年：8,414,000港元）。所購回之4,326,000股（二零一九年：5,046,000股）普通股已於年內註銷。購回之詳情於董事會報告內「購買、贖回或出售本公司之上市證券」一節披露。就購回該等股份所支付之溢價約4,688,000港元（二零一九年：7,909,000港元）已自股份溢價賬中扣除，並已從本公司保留溢利轉撥432,000港元（二零一九年：505,000港元）至股本贖回儲備。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

24. SHARE CAPITAL (continued)

Shares held under share award scheme

	Number of ordinary shares held 所持有普通股之數目		HK\$'000 千港元	
	2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年
	Balance at beginning of year 年初結餘	-	-	-
Share purchased under share award scheme (note (a)) 根據股份獎勵計劃所購入的股份(附註(a))	7,686,000	-	7,200	-
Balance at end of year 年終結餘	7,686,000	-	7,200	-

Note:

- (a) During the year, 7,686,000 (2019: Nil) ordinary shares were purchased by the Trustee (as defined in note 25) at prices ranging from HK\$0.74 to HK\$1.00 per share (2019: Nil) at a total consideration of approximately HK\$7,200,000 (2019: Nil). The shares have been classified as treasury shares.

Share options and share awards

Details of the Company's share option scheme and the share award scheme and the movements of the share options and share awards under the schemes are included in note 25 to the financial statements.

24. 股本(續)

根據股份獎勵計劃所持有的股份

	Number of ordinary shares held 所持有普通股之數目		HK\$'000 千港元	
	2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年
	Balance at beginning of year 年初結餘	-	-	-
Share purchased under share award scheme (note (a)) 根據股份獎勵計劃所購入的股份(附註(a))	7,686,000	-	7,200	-
Balance at end of year 年終結餘	7,686,000	-	7,200	-

附註：

- (a) 年內，受託人(定義見附註25)以介乎每股0.74港元至1.00港元(二零一九年：零)之價格購入7,686,000股(二零一九年：零)普通股，總代價約為7,200,000港元(二零一九年：零)。該等股份已分類為庫存股份。

購股權及股份獎勵

有關本公司購股權計劃及股份獎勵計劃，以及該等計劃項下之購股權及股份獎勵變動之詳情載於財務報表附註25。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME

Share option scheme

The Company operates a share option scheme (the “Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Share Option Scheme included the Company’s directors (including independent non-executive directors), other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group, and any shareholder of the Group. The Share Option Scheme became effective on 29 August 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date and will expire in 2021.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Group may not exceed 30% of the shares of the Company in issue at any time. Unless approved by the shareholders of the Company in a general meeting, the maximum number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue as at the date of grant.

25. 購股權計劃及股份獎勵計劃

購股權計劃

本公司設立購股權計劃（「購股權計劃」），旨在鼓勵及嘉獎為本集團業務成功作出貢獻之合資格參與者。購股權計劃之合資格參與者包括本公司之董事（包括獨立非執行董事）、本集團之其他僱員、本集團之貨品或服務供應商、本集團之客戶、向本集團提供研究、開發或其他技術支持之任何人士或實體及本集團之任何股東。購股權計劃於二零一一年八月二十九日生效，而除另行予以註銷或修訂外，將於該日起計有效十年，並將於二零二一年到期。

因行使根據購股權計劃及本集團採納的任何其他購股權計劃授出而尚未行使其所有尚未行使之購股權而可發行之股份數目最高不得超過本公司任何時間已發行股份之30%。除非經本公司股東於股東大會上批准，否則於截至授出日期止任何十二個月期間因行使根據購股權計劃及本公司任何其他購股權計劃授出之購股權（包括已行使、註銷及尚未行使之購股權）而向每名合資格參與者發行及可發行之股份數目最高不得超過本公司於授出日期已發行股份之1%。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or any independent non-executive director of the Company, or to any of their associates in excess of 0.1% of the shares of the Company in issue on that date and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in a general meeting.

The period within which the options must be exercised will be determined by the board of directors of the Company at its absolute discretion. This period will expire no later than 10 years from the date of grant of the options. At the time of grant of the options, the Company may specify a minimum period for which an option must be held before it can be exercised. The offer of a grant of share options may be accepted within 28 days from the date of offer, and the amount payable on acceptance of an offer is HK\$1.

The subscription price for the shares of the Company to be issued upon exercise of the options shall be no less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average of closing prices of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share of the Company on the date of grant.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

向本公司之董事、主要行政人員或主要股東或彼等任何聯繫人授出購股權必須經本公司獨立非執行董事事先批准。此外，於任何十二個月期間，倘向本公司主要股東或任何獨立非執行董事或彼等任何聯繫人授出涉及超過本公司於該日已發行股份0.1%而總值（根據本公司於授出日期之股份價格計算）超過5百萬港元之任何購股權，則本公司須事先於股東大會獲得股東批准。

購股權須予行使之期間將由本公司董事會全權酌情決定。該期間將不遲於授出購股權當日起計十年後屆滿。於授出購股權時，本公司可指定購股權獲行使前須持有之最短期限。建議授出之購股權可於建議授出日期起計28天內接納，且接納授出建議時須繳付1港元之代價。

於購股權獲行使時將發行之本公司股份之認購價，不得低於(i)本公司股份於授出日期在聯交所每日報價表所報之收市價；(ii)本公司股份於緊接授出日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii)本公司股份於授出日期之面值三者中之最高者。

購股權並未賦予持有人收取股息或於股東大會上投票之權利。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

The following share options were outstanding under the Share Option Scheme during the year:

Name or category of participants	Number of share options 購股權數目					At 31 March 2020	Date of grant of share options*	Exercise period of share options	Exercise price of share options** HK\$港元 per share每股	Price of the Company's shares at grant date of options*** 於購股權 授出日期之 本公司股價*** HK\$港元 per share每股
	At 1 April 2019	Granted during the year	Exercised during the year	Forfeited/ cancelled during the year	At 31 March 2020					
參與者姓名或類別	於二零一九年 四月一日	年內授出	年內行使	年內沒收/ 註銷	於二零二零年 三月三十一日	購股權之授出日期*	購股權之行使期間	購股權之 行使價** HK\$港元 per share每股	授出日期之 本公司股價*** HK\$港元 per share每股	
Directors 董事										
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	150,000	-	-	-	150,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90	
Mr. Kimmel, Phillip Brian 柯民佑先生	100,000	-	-	-	100,000	16 January 2014 二零一四年一月十六日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.580	1.57	
	200,000	-	-	-	200,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90	
	150,000	-	-	-	150,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90	
	150,000	-	-	-	150,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90	
	120,000	-	-	-	120,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12	
	90,000	-	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12	
	90,000	-	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12	
	60,000	-	-	-	60,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62	
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62	
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62	
	-	60,000	-	-	60,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零三零年一月十九日	0.958	0.94	
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二一年一月一日至二零三零年一月十九日	0.958	0.94	
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零三零年一月十九日	0.958	0.94	

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

下列購股權為年內購股權計劃下尚未行使之購股權：

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目					Date of grant of share options*	Exercise period of share options	Exercise price of share options** 購股權之行使價** HK\$港元 per share每股	Price of the Company's shares at grant date of options*** 於購股權授出日期之本公司股價*** HK\$港元 per share每股
	At 1 April 2019 於二零一九年四月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited/cancelled during the year 年內沒收/註銷	At 31 March 2020 於二零二零年三月三十一日				

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

Directors (continued) 董事 (續)

Mr. Mumma, Adin David ¹ 馬大衛先生 ¹	260,000	-	-	(260,000)	-	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	195,000	-	-	(195,000)	-	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	195,000	-	-	(195,000)	-	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
	240,000	-	-	(240,000)	-	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62
	180,000	-	-	(180,000)	-	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62
	180,000	-	-	(180,000)	-	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62
Mr. Wong Hei-chiu 黃禱超先生	200,000	-	-	-	200,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	150,000	-	-	-	150,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	150,000	-	-	-	150,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
	200,000	-	-	-	200,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62
	150,000	-	-	-	150,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62
	150,000	-	-	-	150,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62
	-	200,000	-	-	200,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零三零年一月十九日	0.958	0.94
	-	150,000	-	-	150,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二一年一月一日至二零二一年一月十九日	0.958	0.94
-	150,000	-	-	150,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零二二年一月十九日	0.958	0.94	

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目					At 31 March 2020	Date of grant of share options*	Exercise period of share options	Exercise price of share options** 購股權之行使價** HK\$港元 per share每股	Price of the Company's shares at grant date of options*** 於購股權授出日期之本公司股價*** HK\$港元 per share每股
	At 1 April 2019	Granted during the year	Exercised during the year	Forfeited/cancelled during the year	At 31 March 2020					

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

Directors (continued) 董事 (續)

Mr. Chen Yi-wu, Ares ² 陳奕堯先生 ²	120,000	-	-	-	120,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	90,000	-	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	90,000	-	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
	160,000	-	-	-	160,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62
	120,000	-	-	-	120,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62
	120,000	-	-	-	120,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62
	-	160,000	-	-	160,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零三零年一月十九日	0.958	0.94
	-	120,000	-	-	120,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二一年一月一日至二零三零年一月十九日	0.958	0.94
	-	120,000	-	-	120,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零三零年一月十九日	0.958	0.94
Dr. Chow Wing-kin, Anthony, SBS, J.P. 周永健博士, 銀紫荊星章, 太平紳士	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	60,000	-	-	-	60,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
	60,000	-	-	-	60,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62
	-	60,000	-	-	60,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零三零年一月十九日	0.958	0.94
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二一年一月一日至二零三零年一月十九日	0.958	0.94
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零三零年一月十九日	0.958	0.94

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目				At 31 March 2020	Date of grant of share options*	Exercise period of share options	Exercise price of share options**	Price of the Company's shares at grant date of options***
	At 1 April 2019	Granted during the year	Exercised during the year	Forfeited/ cancelled during the year					
參與者姓名或類別	於二零一九年 四月一日	年內授出	年內行使	年內沒收/ 註銷	於二零二零年 三月三十一日	購股權之授出日期*	購股權之 行使價**	本公司股價*** 於購股權 授出日期之 本公司股價***	
							HK\$港元 per share每股	HK\$港元 per share每股	
Directors (continued) 董事 (續)									
Mr. Chan Ho-man, Daniel 陳浩文先生	120,000	-	-	-	120,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	90,000	-	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	90,000	-	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
	120,000	-	-	-	120,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62
	90,000	-	-	-	90,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62
	90,000	-	-	-	90,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62
	-	120,000	-	-	120,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零三零年一月十九日	0.958	0.94
	-	90,000	-	-	90,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二一年一月一日至二零三零年一月十九日	0.958	0.94
	-	90,000	-	-	90,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零三零年一月十九日	0.958	0.94

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目					At 31 March 2020	Date of grant of share options*	Exercise period of share options	Exercise price of share options** 購股權之行使價** HK\$港元 per share每股	Price of the Company's shares at grant date of options*** 於購股權授出日期之本公司股價*** HK\$港元 per share每股
	At 1 April 2019	Granted during the year	Exercised during the year	Forfeited/cancelled during the year	At 31 March 2020					

Directors (continued) 董事 (續)

Mr. Tam King-ching, Kenny 譚競正先生	90,000	-	-	-	90,000	13 January 2012 二零一二年一月十三日	1 January 2014 to 28 August 2021 二零一四年一月一日至二零二一年八月二十八日	0.972	0.95
	90,000	-	-	-	90,000	15 January 2013 二零一三年一月十五日	1 January 2014 to 28 August 2021 二零一四年一月一日至二零二一年八月二十八日	1.196	1.19
	90,000	-	-	-	90,000	15 January 2013 二零一三年一月十五日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.196	1.19
	120,000	-	-	-	120,000	16 January 2014 二零一四年一月十六日	16 January 2014 to 28 August 2021 二零一四年一月十六日至二零二一年八月二十八日	1.580	1.57
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.580	1.57
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.580	1.57
	120,000	-	-	-	120,000	19 January 2015 二零一五年一月十九日	19 January 2015 to 28 August 2021 二零一五年一月十九日至二零二一年八月二十八日	1.250	1.25
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.250	1.25
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.250	1.25
	120,000	-	-	-	120,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	60,000	-	-	-	60,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
	60,000	-	-	-	60,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62
	-	60,000	-	-	60,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零三零年一月十九日	0.958	0.94
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二一年一月一日至二零三零年一月十九日	0.958	0.94
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零三零年一月十九日	0.958	0.94

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目				At 31 March 2020	Date of grant of share options*	Exercise period of share options	Exercise price of share options** 購股權之行使價** HK\$港元 per share每股	Price of the Company's shares at grant date of options*** 於購股權授出日期之本公司股價*** HK\$港元 per share每股
	At 1 April 2019	Granted during the year	Exercised during the year	Forfeited/cancelled during the year					
參與者姓名或類別	於二零一九年四月一日	年內授出	年內行使	年內沒收/註銷	於二零二零年三月三十一日	購股權之授出日期*	購股權之行使期間		
Directors (continued) 董事 (續)									
Mr. Yung Tse-kwong, Steven 戎子江先生	120,000	-	-	-	120,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	60,000	-	-	-	60,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
	60,000	-	-	-	60,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62
	-	60,000	-	-	60,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零三零年一月十九日	0.958	0.94
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二一年一月一日至二零三零年一月十九日	0.958	0.94
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零三零年一月十九日	0.958	0.94

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目					At 31 March 2020	Date of grant of share options ¹	Exercise period of share options	Exercise price of share options ²	Price of the Company's shares at grant date of options ³
	At 1 April 2019	Granted during the year	Exercised during the year	Forfeited/cancelled during the year	At 31 March 2020					
參與者姓名或類別	於二零一九年四月一日	年內授出	年內行使	年內沒收/註銷	於二零二零年三月三十一日	購股權之授出日期 ¹	購股權之行使期間	購股權之行使價 ²	本公司股價 ³	
								HK\$港元 per share每股	HK\$港元 per share每股	
Directors (continued) 董事 (續)										
Ms. Chan Mei-bo, Mabel 陳美寶女士	90,000	-	-	-	90,000	15 January 2013 二零一三年一月十五日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.196	1.19	
	120,000	-	-	-	120,000	16 January 2014 二零一四年一月十六日	16 January 2014 to 28 August 2021 二零一四年一月十六日至二零二一年八月二十八日	1.580	1.57	
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.580	1.57	
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.580	1.57	
	120,000	-	-	-	120,000	19 January 2015 二零一五年一月十九日	19 January 2015 to 28 August 2021 二零一五年一月十九日至二零二一年八月二十八日	1.250	1.25	
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.250	1.25	
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.250	1.25	
	120,000	-	-	-	120,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90	
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90	
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90	
	60,000	-	-	-	60,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12	
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12	
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12	
	60,000	-	-	-	60,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62	
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62	
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62	
	-	60,000	-	-	60,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零三零年一月十九日	0.958	0.94	
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二一年一月一日至二零二一年一月十九日	0.958	0.94	
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零二二年一月十九日	0.958	0.94	
	8,500,000	1,950,000	-	(1,250,000)	9,200,000					

- ¹ Mr. Mumma, Adin David resigned as an executive director with effect from 1 May 2019.
- ² Mr. Chen Yi-wu, Ares has been appointed as an executive director with effect from 1 May 2019.

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

Name or category of participants	Number of share options 購股權數目					At 31 March 2020	Date of grant of share options ¹	Exercise period of share options	Exercise price of share options ²	Price of the Company's shares at grant date of options ³
	At 1 April 2019	Granted during the year	Exercised during the year	Forfeited/cancelled during the year	At 31 March 2020					
參與者姓名或類別	於二零一九年四月一日	年內授出	年內行使	年內沒收/註銷	於二零二零年三月三十一日	購股權之授出日期 ¹	購股權之行使期間	購股權之行使價 ²	本公司股價 ³	
								HK\$港元 per share每股	HK\$港元 per share每股	
Directors (continued) 董事 (續)										
Ms. Chan Mei-bo, Mabel 陳美寶女士	90,000	-	-	-	90,000	15 January 2013 二零一三年一月十五日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.196	1.19	
	120,000	-	-	-	120,000	16 January 2014 二零一四年一月十六日	16 January 2014 to 28 August 2021 二零一四年一月十六日至二零二一年八月二十八日	1.580	1.57	
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.580	1.57	
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.580	1.57	
	120,000	-	-	-	120,000	19 January 2015 二零一五年一月十九日	19 January 2015 to 28 August 2021 二零一五年一月十九日至二零二一年八月二十八日	1.250	1.25	
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.250	1.25	
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.250	1.25	
	120,000	-	-	-	120,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90	
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90	
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90	
	60,000	-	-	-	60,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12	
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12	
	45,000	-	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12	
	60,000	-	-	-	60,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62	
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62	
	45,000	-	-	-	45,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62	
	-	60,000	-	-	60,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零三零年一月十九日	0.958	0.94	
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二一年一月一日至二零二一年一月十九日	0.958	0.94	
	-	45,000	-	-	45,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零二二年一月十九日	0.958	0.94	
	8,500,000	1,950,000	-	(1,250,000)	9,200,000					

- ¹ 馬大衛先生已辭任執行董事，自二零一九年五月一日起生效。
- ² 陳奕舞先生已獲委任為執行董事，自二零一九年五月一日起生效。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

The following share options were outstanding under the Share Option Scheme during the year: (continued)

Name or category of participants	Number of share options 購股權數目					Date of grant of share options*	Exercise period of share options	Exercise price of share options**	Price of the Company's shares at grant date of options***
	At 1 April 2019	Granted during the year	Exercised during the year	Forfeited/cancelled during the year	At 31 March 2020				
參與者姓名或類別	於二零一九年四月一日	年內授出	年內行使	年內沒收/註銷	於二零二零年三月三十一日	購股權之授出日期*	購股權之行使期間	購股權之行使價** HK\$港元 per share每股	授出日期之本公司股價*** HK\$港元 per share每股
Other employees 其他僱員									
In aggregate 合共	40,000	-	-	-	40,000	13 January 2012 二零一二年一月十三日	13 January 2012 to 28 August 2021 二零一二年一月十三日至二零二一年八月二十八日	0.972	0.95
	30,000	-	-	-	30,000	13 January 2012 二零一二年一月十三日	1 January 2013 to 28 August 2021 二零一三年一月一日至二零二一年八月二十八日	0.972	0.95
	30,000	-	-	-	30,000	13 January 2012 二零一二年一月十三日	1 January 2014 to 28 August 2021 二零一四年一月一日至二零二一年八月二十八日	0.972	0.95
	112,000	-	-	-	112,000	15 January 2013 二零一三年一月十五日	15 January 2013 to 28 August 2021 二零一三年一月十五日至二零二一年八月二十八日	1.196	1.19
	110,000	-	-	-	110,000	15 January 2013 二零一三年一月十五日	1 January 2014 to 28 August 2021 二零一四年一月一日至二零二一年八月二十八日	1.196	1.19
	288,000	-	-	-	288,000	15 January 2013 二零一三年一月十五日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.196	1.19
	15,000	-	-	-	15,000	15 January 2013 二零一三年一月十五日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.196	1.19
	300,000	-	-	-	300,000	16 January 2014 二零一四年一月十六日	16 January 2014 to 28 August 2021 二零一四年一月十六日至二零二一年八月二十八日	1.580	1.57
	225,000	-	-	-	225,000	16 January 2014 二零一四年一月十六日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.580	1.57
	225,000	-	-	-	225,000	16 January 2014 二零一四年一月十六日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.580	1.57
	340,000	-	-	(60,000)	340,000	19 January 2015 二零一五年一月十九日	19 January 2015 to 28 August 2021 二零一五年一月十九日至二零二一年八月二十八日	1.250	1.25
	255,000	-	-	(45,000)	255,000	19 January 2015 二零一五年一月十九日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.250	1.25
	315,000	-	-	(45,000)	315,000	19 January 2015 二零一五年一月十九日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.250	1.25
	644,000	-	-	-	644,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90
	558,000	-	-	-	558,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90
	948,000	-	-	-	948,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	620,000	-	-	-	620,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	465,000	-	-	-	465,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	465,000	-	-	-	465,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
	1,300,000	-	-	-	1,300,000	18 January 2019 二零一九年一月十八日	18 January 2019 to 28 August 2021 二零一九年一月十八日至二零二一年八月二十八日	1.620	1.62
	975,000	-	-	-	975,000	18 January 2019 二零一九年一月十八日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	1.620	1.62
	975,000	-	-	-	975,000	18 January 2019 二零一九年一月十八日	1 January 2021 to 28 August 2021 二零二一年一月一日至二零二一年八月二十八日	1.620	1.62
	-	1,300,000	-	-	1,300,000	20 January 2020 二零二零年一月二十日	20 January 2020 to 19 January 2030 二零二零年一月二十日至二零二零年一月十九日	0.958	0.94
	-	975,000	-	-	975,000	20 January 2020 二零二零年一月二十日	1 January 2021 to 19 January 2030 二零二零年一月一日至二零二零年一月十九日	0.958	0.94
	-	975,000	-	-	975,000	20 January 2020 二零二零年一月二十日	1 January 2022 to 19 January 2030 二零二二年一月一日至二零二零年一月十九日	0.958	0.94
	9,235,000	3,250,000	-	(150,000)	12,335,000				
	17,735,000	5,200,000	-	(1,400,000)	21,535,000				

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

下列購股權為年內購股權計劃下尚未行使之購股權：(續)

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Notes to the reconciliation of share options outstanding during the year:

- * The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** The price of the Company's shares disclosed as at the date of grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of grant of the options.

During the year ended 31 March 2020, no share options were exercised.

In prior year, 300,000 share options exercised during the year ended 31 March 2019 resulted in the issue of 300,000 ordinary shares of the Company and new share capital of approximately HK\$300,000 and share premium of approximately HK\$444,000, as further detailed in note 24 to the financial statements. An amount of HK\$177,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options. The weighted average share price at the date of exercise for share options exercised during the year ended 31 March 2019 was HK\$2.15 per share.

25. 購股權計劃及股份獎勵計劃(續)

購股權計劃(續)

年內尚未行使購股權對賬表附註：

- * 購股權之歸屬期自授出日期起至開始行使日期止。
- ** 購股權之行使價或因供股或紅股發行或本公司股本之其他類似變動而調整。
- *** 於購股權授出日期披露之本公司股價乃緊接購股權授出日期前一個交易日之聯交所收市價。

截至二零二零年三月三十一日止年度，概無行使購股權。

於過往年度，截至二零一九年三月三十一日止年度獲行使之300,000份購股權導致發行300,000股本公司普通股以及新股本約300,000港元及股份溢價約444,000港元，進一步詳情載於財務報表附註24。金額177,000港元已於行使購股權時由購股權儲備轉撥至股份溢價賬。截至二零一九年三月三十一日止年度，購股權於獲行使日期之加權平均股價為每股2.15港元。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

As at the end of the reporting period, the Company had 190,000, 795,000, 1,450,000, 1,360,000, 3,790,000, 3,550,000, 5,200,000 and 5,200,000 share options with exercise prices of HK\$0.972, HK\$1.196, HK\$1.580, HK\$1.250, HK\$1.908, HK\$2.170, HK\$1.620 and HK\$0.958 per share, respectively, outstanding under the Share Option Scheme, which altogether represented approximately 3.1% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 21,535,000 additional ordinary shares of the Company and additional issued share capital of approximately HK\$2,154,000 and share premium of approximately HK\$31,313,000 (before issue expenses).

As at the date of this report, the number of options available for granting by the Company and the number of share options outstanding under the Share Option Scheme were approximately 58,950,000 and 21,535,000, respectively, representing approximately 8.6% and 3.1% of the issued share capital of the Company as at the date of this report respectively.

During the year ended 31 March 2020, 5,200,000 (2019: 5,800,000) share options were granted and their fair value was estimated at approximately HK\$908,000 (2019: HK\$1,401,000). The Group recognised share option expense of HK\$1,175,000 (2019: HK\$1,350,000) during the year. In addition, 1,400,000 (2019: Nil) share options were lapsed and the Group's share option reserve of HK\$300,000 (2019: Nil) were transferred to the retained profits during the year.

25. 購股權計劃及股份獎勵計劃(續)

購股權計劃(續)

於報告期末，本公司根據購股權計劃擁有尚未行使之購股權190,000份、795,000份、1,450,000份、1,360,000份、3,790,000份、3,550,000份、5,200,000份及5,200,000份，而行使價分別為每股0.972港元、1.196港元、1.580港元、1.250港元、1.908港元、2.170港元、1.620港元及0.958港元，合共佔本公司於當日已發行股份約3.1%。根據本公司現時股本架構，全面行使尚未行使購股權將導致額外發行21,535,000股本公司普通股，而額外已發行股本及股份溢價則分別約2,154,000港元及約31,313,000港元（未扣除發行費用）。

於本報告日期，本公司根據購股權計劃可供授出之購股權數目及尚未行使購股權數目分別約為58,950,000份及21,535,000份，分別佔於本報告日期本公司已發行股本約8.6%及3.1%。

截至二零二零年三月三十一日止年度，5,200,000份（二零一九年：5,800,000份）購股權已獲授出，其公平值估計約908,000港元（二零一九年：1,401,000港元）。年內，本集團已確認購股權開支為1,175,000港元（二零一九年：1,350,000港元）。此外，1,400,000份（二零一九年：零）購股權已失效及本集團購股權儲備300,000港元（二零一九年：零）已於年內轉撥至保留溢利。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

The fair value of share options granted during the year ended 31 March 2020 was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the respective model used for the year ended 31 March 2020:

Date of share options granted:	20 January 2020
Volatility (%):	33.31
Risk-free interest rate (%):	1.598
Expected life of options (year):	10.00
Dividend yield (%):	6.56

The expected life of the options is based on the historical data and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

Share award scheme

A share award scheme (the “Share Award Scheme”) was adopted by the board of directors (the “Board”) of the Company on 3 June 2010 (the “Adoption Date”). The specific objectives of the Share Award Scheme are to recognise the contributions of certain employees of any member of the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

25. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

截至二零二零年三月三十一日止年度授出的購股權公平值乃於授出日期使用二項式估計，已考慮授出購股權之條款及條件。下表列出就截至二零二零年三月三十一日止年度各自所使用之模式之輸入數據：

授出購股權日期：	二零二零年一月二十日
波幅 (%)：	33.31
無風險利率 (%)：	1.598
購股權之預期年期 (年)：	10.00
股息率 (%)：	6.56

購股權之預期年期乃按照歷史數據計算，但未必能顯示可能出現之行使模式。預期波幅反映有關歷史波幅顯示未來趨勢之假設，但未來趨勢未必與實際結果相同。

股份獎勵計劃

本公司董事會（「董事會」）於二零一零年六月三日（「採納日期」）採納一項股份獎勵計劃（「股份獎勵計劃」）。股份獎勵計劃之特定目標為表揚本集團任何成員公司之若干僱員作出之貢獻並給予獎勵，務求挽留該等僱員繼續為本集團之持續營運及發展效力，並吸引合適人員推動本集團之進一步發展。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share award scheme (continued)

The Board may, from time to time, at its sole discretion select any employee (the “Selected Employee”) of any member of the Group for participation in the Share Award Scheme and determine the number of awarded shares to be awarded to the Selected Employees by taking into consideration matters including (without limitation) the general financial condition of the Group and the rank and performance of the relevant Selected Employee. The Board is entitled to impose any conditions (including a period of continued service within the Group after the date of the final approval by the Board of the total amount of shares to be awarded to the relevant Selected Employee on a single occasion pursuant to the Share Award Scheme), as it deems appropriate in its absolute discretion with respect to the entitlement of the Selected Employee to the awarded shares.

The Board shall not make any further award of awarded shares which will result in the nominal value of the shares awarded by the Board under the Share Award Scheme exceeding 10% of the issued share capital of the Company from time to time. The maximum number of shares which may be awarded to the Selected Employee under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company from time to time.

The Share Award Scheme shall terminate on the earlier of the 10th anniversary date of the Adoption Date and such date of early termination as determined by the Board.

Details of the Share Award Scheme are set out in the Company’s announcement dated 3 June 2010.

25. 購股權計劃及股份獎勵計劃 (續)

股份獎勵計劃 (續)

董事會可不時全權酌情挑選本集團任何成員公司之任何僱員(「選定僱員」)參與股份獎勵計劃，並經考慮包括(但不限於)本集團之整體財政狀況及相關選定僱員之職級及表現等事項後釐定授予選定僱員之獎勵股份數目。董事會可全權酌情在其認為合適之情況下就選定僱員所享有之獎勵股份權利施加任何條件(包括於根據股份獎勵計劃於單一事件情況下董事會決定獎勵相關選定僱員的股份總額的最終批准日期後繼續為本集團服務之期限)。

倘若進一步授出獎勵股份將使董事會根據股份獎勵計劃授出的股份面值超過本公司不時已發行股本的10%，則董事會不得進一步授出。根據股份獎勵計劃授予選定僱員的股份數目最高不得超過本公司不時已發行股本的1%。

股份獎勵計劃須於採納日期第十週年之日及董事會釐定提早終止之日期(以較早者為準)予以終止。

股份獎勵計劃之詳情載於本公司日期為二零一零年六月三日之公佈。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share award scheme (continued)

During the year ended 31 March 2020, the Board has resolved to terminate the Share Award Scheme and adopt the New Share Award Scheme (“New Share Award Scheme”) with effect from 26 June 2019. Details of the New Share Award Scheme are set out in the Company’s announcement dated 26 June 2019.

The specific objectives of the New Share Award Scheme are to recognise and motivate the contributions by certain eligible participants and to give incentives thereto in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group and to provide certain eligible participants with a direct economic interest in attaining a long-term relationship between the Group and certain eligible participants.

The Board may, from time to time, at its absolute discretion select any eligible participant for participation in the New Share Award Scheme as a selected participant and determine the number of awarded shares to be awarded to the respective selected participants, the terms and conditions before the awarded shares may be vested and other related matters as expressly provided under the New Share Award Scheme. However, until so selected, no eligible participant shall be entitled to participate in the New Share Award Scheme.

The Board shall not make any further grant of award of shares under the New Share Award Scheme such that the total number of shares granted under the New Share Award Scheme will exceed 10% of the total number of issued shares as of the adoption date. If the relevant subscription or purchase would result in the trustee holding in aggregate, more than 10% of the total number of issued shares of the Company as of the adoption date, the trustee of the New Share Award Scheme (the “Trustee”) shall not subscribe or purchase any further shares.

25. 購股權計劃及股份獎勵計劃 (續)

股份獎勵計劃 (續)

截至二零二零年三月三十一日止年度，董事會已議決終止股份獎勵計劃並採納新股份獎勵計劃（「新股份獎勵計劃」），自二零一九年六月二十六日起生效。有關新股份獎勵計劃之詳情載於本公司日期為二零一九年六月二十六日之公佈。

新股份獎勵計劃之特定目標為表揚若干合資格參與者所作之貢獻並給予激勵，務求挽留該等人士為本集團之持續營運及發展效力，吸引合適人員推動本集團之進一步發展，並在本集團與若干合資格參與者之間建立長期關係中向若干合資格參與者提供直接經濟利益。

董事會可不時全權酌情挑選任何合資格參與者作為選定參與者參與新股份獎勵計劃，並釐定將授予各選定參與者之獎勵股份數目、獎勵股份可能歸屬前之條款及條件以及新股份獎勵計劃項下明確規定之其他相關事宜。然而，直至獲選前，概無合資格參與者可參與新股份獎勵計劃。

倘若進一步根據新股份獎勵計劃授出任何獎勵股份將使根據新股份獎勵計劃授出的股份總數超過採納日期當日已發行股份總數的10%，則董事會不得進一步授出。倘相關認購或購買將導致受託人合共持有超過於採納日期本公司已發行股份總數的10%，則新股份獎勵計劃之受託人（「受託人」）不得進一步認購或購買任何股份。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

25. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share award scheme (continued)

Subject to any early termination as may be determined by the Board pursuant to the scheme rules, the New Share Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date.

During the year, the Trustee purchased a total number of 7,686,000 (2019: Nil) ordinary shares at prices ranging from HK\$0.74 to HK\$1.00 per share at a total consideration of approximately HK\$7,200,000 (2019: Nil). The amount paid on the repurchase of these shares was debited to the shares held under share award scheme account.

No shares were awarded under the New Share Award Scheme for the year ended 31 March 2020 (2019: Nil).

26. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

27. OPERATING LEASE ARRANGEMENTS

As lessee

The Group leased certain of its land and buildings under operating lease arrangements, with leases negotiated for terms ranging from one to four years.

25. 購股權計劃及股份獎勵計劃 (續)

股份獎勵計劃 (續)

新股份獎勵計劃將自採納日期起計為期十年有效及生效，惟董事會可根據計劃規則決定任何提前終止。

年內，受託人按每股介乎0.74港元至1.00港元之價格購買合計7,686,000股（二零一九年：零）普通股，總代價為約7,200,000港元（二零一九年：零）。購買該等股份已付之款項已於股份獎勵計劃賬目項下所持有之股份中扣除。

截至二零二零年三月三十一日止年度概無根據新股份獎勵計劃授出任何股份（二零一九年：無）。

26. 儲備

本集團於本年度及過往年度之儲備數額及其變動呈列於財務報表之綜合權益變動表。

27. 經營租賃安排

作為承租人

本集團根據經營租賃安排租賃其若干土地及樓宇，租約議訂之租期介乎一至四年。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

27. OPERATING LEASE ARRANGEMENTS

(continued)

As lessee (continued)

At 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2019 二零一九年 HK\$'000 千港元
Within one year 一年內	1,741
In the second to fifth years, inclusive 第二至第五年(包括首尾兩年)	1,762
	3,503

28. COMMITMENTS

In addition to the operating lease commitments detailed in note 27 above, the Group had contracted for the following capital commitments:

- (i) As at the end of the reporting period, the Group had commitments in respect of management fees payable in relation to certain land in Vietnam falling due as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year 一年內	1,322	1,322
In the second to fifth years, inclusive 第二至第五年(包括首尾兩年)	5,286	5,286
After five years 五年後	35,560	36,881
	42,168	43,489

27. 經營租賃安排 (續)

作為承租人 (續)

於二零一九年三月三十一日，本集團根據不可撤銷經營租賃之未來最低租賃付款總額之到期情況如下：

28. 承擔

除上文附註27所詳述之經營租賃承擔外，本集團亦就下列資本承擔訂立合約：

- (i) 於報告期末，本集團於下列期限到期應付之有關就若干越南土地之應付管理費之承擔如下：

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

28. COMMITMENTS (continued)

- (ii) As at the end of the reporting period, the Group had capital commitments in respect of property, plant and equipment as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted but not provided for 已簽約但未撥備 – construction of factory buildings – 廠房大廈工程	–	1,755

- (iii) Other commitments

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted but not provided for 已簽約但未撥備 – establishment of production plants in Mainland China – 於中國內地設立生產廠房	–	132,846

28. 承擔 (續)

- (ii) 於報告期末，本集團有關物業、廠房及設備之資本承擔如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted but not provided for 已簽約但未撥備 – construction of factory buildings – 廠房大廈工程	–	1,755

- (iii) 其他承擔

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted but not provided for 已簽約但未撥備 – establishment of production plants in Mainland China – 於中國內地設立生產廠房	–	132,846

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

29. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, during the year, the Group paid rental expenses of HK\$996,000 (2019: HK\$989,000) to Kingmaker Footwear Company Limited, a related company of which Mdm. Huang Hsiu-duan, Helen, a director and shareholder of the Company, is also a director and shareholder.

As at 31 March 2019, the total operating lease commitment that falls due within one year was HK\$745,000 and in the second to fifth years was HK\$9,000.

The rental expenses were determined with reference to the market conditions existing at the time when the respective rental agreements were entered into.

The related party transactions above also constitute connected transactions as defined in Chapter 14A of the Listing Rules.

- (b) Compensation of key management personnel of the Group:

29. 關聯方交易

- (a) 除此等財務報表其他部分所詳述之交易外，本集團於年內曾向關聯公司信星製鞋股份有限公司支付租金費用996,000港元（二零一九年：989,000港元），而本公司董事兼股東黃秀端女士亦為該公司董事兼股東。

於二零一九年三月三十一日，於一年內到期的經營租賃承擔總額為745,000港元，而於第二至第五年的則為9,000港元。

該等租金開支乃參考訂立有關租賃協議當時之市況而釐定。

上述關聯方交易亦構成上市規則第14A章所定義之關連交易。

- (b) 本集團關鍵管理人員的報酬：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term employee benefits 短期僱員福利	11,693	13,979
Post-employment benefits 僱用後福利	106	72
Equity-settled share option expense 以權益結算之購股權開支	739	964
Total compensation paid to key management personnel 支付給關鍵管理人員的報酬合計	12,538	15,015

Further details of directors' emoluments are included in note 8 to the financial statements.

有關董事酬金之其他詳情載於財務報表附註8。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

30. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

	Financial assets at amortised cost 按攤銷成本計量的財務資產	
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accounts receivable 應收賬項	137,407	109,321
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收賬項之財務資產	6,542	7,174
Due from an associate 應收一間聯營公司款項	69,073	37,873
Cash and cash equivalents 現金及等同現金項目	443,946	609,834
	656,968	764,202

Financial liabilities

	Financial liabilities at amortised cost 按攤銷成本計量的財務負債	
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accounts payable 應付賬項	93,966	96,391
Financial liabilities included in accrued liabilities, other payables and contract liabilities 計入應計負債、其他應付賬項及合約負債之財務負債	60,954	61,309
Lease liabilities 租賃負債	1,320	–
Loans from non-controlling shareholders 非控股股東貸款	32,046	30,135
	188,286	187,835

30. 按類別劃分之金融工具

各類別金融工具於報告期末之賬面值如下：

財務資產

	Financial assets at amortised cost 按攤銷成本計量的財務資產	
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accounts receivable 應收賬項	137,407	109,321
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收賬項之財務資產	6,542	7,174
Due from an associate 應收一間聯營公司款項	69,073	37,873
Cash and cash equivalents 現金及等同現金項目	443,946	609,834
	656,968	764,202

財務負債

	Financial liabilities at amortised cost 按攤銷成本計量的財務負債	
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accounts payable 應付賬項	93,966	96,391
Financial liabilities included in accrued liabilities, other payables and contract liabilities 計入應計負債、其他應付賬項及合約負債之財務負債	60,954	61,309
Lease liabilities 租賃負債	1,320	–
Loans from non-controlling shareholders 非控股股東貸款	32,046	30,135
	188,286	187,835

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

As at 31 March 2020, payables for additions of items of property, plant and equipment and prepaid land lease payments of HK\$16,310,000 (2019: HK\$18,030,000), were not yet settled. No addition of lease in current year.

(b) Changes in liabilities arising from financing activities

31. 綜合現金流量表附註

(a) 主要非現金交易

於二零二零年三月三十一日，添置物業、廠房及設備項目應付賬項及預付土地租賃款項16,310,000港元（二零一九年：18,030,000港元）仍未清付。本年度並未添置租賃。

(b) 融資活動所得負債之變動

	Lease liabilities 租賃負債 HK\$'000 千港元	Loans from non-controlling shareholders 非控股股東貸款 HK\$'000 千港元
At 1 April 2018 於二零一八年四月一日	-	30,135*
Changes from financing cash flows 融資現金流量之變動	-	-
At 31 March 2019 於二零一九年三月三十一日	-	30,135*
Effect of adoption of HKFRS 16 採納香港財務報告準則第16號之影響	2,618	-
At 1 April 2019 (restated) 於二零一九年四月一日（經重列）	2,618	30,135*
Changes from financing cash flows 融資現金流量之變動	(1,330)	1,911
Interest expense 利息開支	83	-
Interest paid classified as operating cash flows 分類為經營現金流量之已付利息	(83)	-
Exchange realignment 外匯調整	32	-
At 31 March 2020 於二零二零年三月三十一日	1,320	32,046*

* Balance represented the loans from non-controlling shareholders which are included in "non-controlling interests" in the consolidated statement of financial position. The loans are unsecured, interest-free and not repayable within one year.

* 結餘指非控股股東提供的貸款，計入綜合財務狀況表「非控股權益」內。該貸款為無抵押、免息及毋須於一年內償還。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) The total cash outflow for leases included in the statement of cash flows is as follows:

	2020 二零二零年 HK\$'000 千港元
Within operating activities 計入經營活動	1,428
Within financing activities 計入融資活動	1,330
	2,758

31. 綜合現金流量表附註 (續)

(c) 計入現金流量表內的租賃的現金流出總額如下：

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and time deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as accounts receivable, other receivables, accounts payable and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

32. 財務風險管理目標及政策

本集團之主要金融工具包括現金及定期存款。該等金融工具之主要用途在於為本集團業務集資。本集團有多項由經營直接產生之其他財務資產及負債，如應收賬項、其他應收賬項、應付賬項及其他應付賬項等。

本集團之金融工具所產生的主要風險為外匯風險、信貸風險及流動資金風險。董事會已審閱並同意管理各項風險之政策，政策之概要如下。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars, Renminbi or United States dollars. Given that the Hong Kong dollar is pegged to the United States dollar, the Group does not have a foreign currency hedging policy on it. Moreover, the majority of the Group's operating assets are located in Mainland China and denominated in RMB. As the Group's financial statements are reported in Hong Kong dollars, there will be a translation credit/(charge) to the exchange fluctuation reserve as a result of the RMB appreciation/(depreciation).

The following table demonstrates the sensitivity as at the end of the reporting period to a reasonably possible change in the RMB and Vietnamese Dong ("VND") exchange rates, with all other variables held constant, of the Group's profit/(loss) before tax (due to changes in the fair value of monetary assets and liabilities and forward currency contracts).

32. 財務風險管理目標及政策 (續)

外匯風險

本集團之貨幣資產、負債及交易主要以港元、人民幣或美元計值。鑑於港元與美元掛鈎，本集團並無就此採用外匯對沖政策。此外，本集團大部分業務資產均位於中國內地，並以人民幣計值。由於本集團之財務報表以港元呈報，故人民幣升值／（貶值）將對匯兌波動儲備產生換算收益／（開支）。

下表列示在所有其他變數維持不變之情況下，本集團之除稅前溢利／（虧損）（因貨幣資產及負債以及遠期貨幣合約之公平值變動而產生）對報告期末人民幣及越南盾（「越南盾」）匯率可能合理出現之變動之敏感度。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

	Increase/ (decrease) in exchange rate 匯率 上升/(下降) %	Increase/ (decrease) in loss before tax 除稅前虧損 增加/(減少) HK\$'000 千港元
2020 二零二零年		
If Hong Kong dollar weakens against RMB 倘港元兌人民幣貶值	5	(1,347)
If Hong Kong dollar strengthens against RMB 倘港元兌人民幣升值	(5)	1,347
If Hong Kong dollar weakens against VND 倘港元兌越南盾貶值	5	1,354
If Hong Kong dollar strengthens against VND 倘港元兌越南盾升值	(5)	(1,354)

	Increase/ (decrease) in exchange rate 匯率 上升/(下降) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
2019 二零一九年		
If Hong Kong dollar weakens against RMB 倘港元兌人民幣貶值	5	1,591
If Hong Kong dollar strengthens against RMB 倘港元兌人民幣升值	(5)	(1,591)
If Hong Kong dollar weakens against VND 倘港元兌越南盾貶值	5	(1,095)
If Hong Kong dollar strengthens against VND 倘港元兌越南盾升值	(5)	1,095

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and on an individual basis. Each of the customers has been attached with a trading limit and any excess to the limit must be approved by the general manager of the operation unit. Under the tight control of the credit term and detailed assessment of the creditworthiness of individual customers, the Group's exposure to bad debts is maintained as minimal.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, deposits, other receivables and an amount due from an associate, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

At the end of the reporting period, the Group had certain concentrations of credit risk as 30% (2019: 32%) and 76% (2019: 88%) of the Group's accounts receivable were due from the Group's largest customer and the five largest customers, respectively.

32. 財務風險管理目標及政策 (續)

信貸風險

本集團僅與具知名度及信譽良好之客戶進行交易。本集團之政策為所有欲以信貸條款進行貿易之客戶均須經信貸核實過程。此外，應收賬項結餘會以持續基準及獨立基準監察。各客戶均有買賣限額，而任何超逾限額之買賣必須經由營運單位總經理批准。由於實施嚴格之信貸條款限制及對每名客戶進行詳細之信譽評審，本集團所承受之壞賬風險維持於低水平。

本集團其他財務資產（包括現金及等同現金項目、按金、其他應收賬項及應收一間聯營公司款項）之信貸風險乃來自對方違約，而所承受之最大風險相當於該等工具之賬面值。

於報告期末，本集團來自本集團最大客戶及五大客戶之應收賬項承受若干信貸集中風險分別為30%（二零一九年：32%）及76%（二零一九年：88%）。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March. The amounts presented are gross carrying amounts for financial assets.

As at 31 March 2020

32. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年終階段

下表載列於三月三十一日按照本集團的信貸政策劃分的信貸質素及最高信貸風險，乃主要基於逾期資料（除非取得其他資料無須不必要的成本或努力）及年終階段分類。所呈列金額為財務資產之賬面總值。

於二零二零年三月三十一日

	12-month ECLs		Lifetime ECLs			Total
	十二個月預期信貸虧損		全期預期信貸虧損			
	Stage 1	Stage 2	Stage 3	Simplified approach		
	第一階段	第二階段	第三階段	簡化方法	合計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Accounts receivable* 應收賬項*	-	-	-	142,354	142,354	
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收賬項之財務資產						
- Normal# 一正常#	6,542	-	-	-	6,542	
Due from an associate 應收一間聯營公司款項						
- Normal# 一正常#	69,073	-	-	-	69,073	
Cash and cash equivalents 現金及等同現金項目						
- Not yet past due 一尚未逾期	443,946	-	-	-	443,946	
	519,561	-	-	142,354	661,915	

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 March 2019

	12-month ECLs		Lifetime ECLs			Total
	十二個月預期信貸虧損		全期預期信貸虧損			
	Stage 1 第一階段	Stage 2 第二階段	Stage 3 第三階段	Simplified approach 簡化方法	合計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Accounts receivable* 應收賬項*	-	-	-	109,321		109,321
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收賬項之財務資產						
- Normal# 一正常#	7,174	-	-	-		7,174
Due from an associate 應收一間聯營公司款項						
- Normal# 一正常#	37,873	-	-	-		37,873
Cash and cash equivalents 現金及等同現金項目						
- Not yet past due 一尚未逾期	609,834	-	-	-		609,834
	654,881	-	-	109,321		764,202

* For accounts receivable to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 18 to the financial statements.

The credit quality of the financial assets included in prepayments, deposits and other receivables and an amount due from an associate is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

32. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年終階段 (續)

於二零一九年三月三十一日

* 就本集團採用簡化方法釐定減值的應收賬項而言，基於撥備矩陣得出的資料於財務報表附註18披露。

財務資產之信貸質素計入預付款項、按金及其他應收賬項及倘應收一間聯營公司款項未逾期時則被視為「正常」以及並無資料顯示財務資產之信貸風險已自初始確認起發生顯著增加。否則，財務資產之信貸質素被視為「呆賬」。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., accounts receivable) and the projected cash flows from operations.

The Group maintains a balance between continuity of funding and flexibility through maintaining sufficient cash and available banking facilities. The directors have reviewed the Group's working capital and capital expenditure requirements and determined that the Group has no significant liquidity risk.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

As at 31 March 2020

	On demand 按要求 HK\$'000 千港元	Within 1 year 一年內 HK\$'000 千港元	2 to 5 years 第二年至第五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Accounts payable 應付賬項	-	93,966	-	93,966
Financial liabilities included in accrual liabilities, other payable and contract liabilities 計入應計負債、其他應付賬項及合約負債 之財務負債	59,743	-	1,211	60,954
Lease liabilities 租賃負債	-	917	458	1,375
Loans from non-controlling shareholders 非控股股東貸款	-	-	32,046	32,046
	59,743	94,883	33,715	188,341

32. 財務風險管理目標及政策 (續)

流動資金風險

本集團採用經常性流動資金規劃工具監察資金短缺之風險。該工具會考慮其金融工具及財務資產（如應收賬項）之到期情況，以及來自經營業務之預期現金流量。

本集團透過維持充足現金及備用銀行信貸，保持資金持續性及靈活性之間的平衡。董事已審閱本集團之營運資金及資本開支需求，並釐定本集團並無重大流動資金風險。

本集團之財務負債於報告期末根據非貼現合約付款作出之到期日詳情如下：

於二零二零年三月三十一日

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

As at 31 March 2019

	On demand 按要求 HK\$'000 千港元	Within 1 year 一年內 HK\$'000 千港元	2 to 5 years 第二年至第五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Accounts payable 應付賬項	–	96,391	–	96,391
Financial liabilities included in accrual liabilities, other payable and contract liabilities 計入應計負債、其他應付賬項及合約負債 之財務負債	60,304	–	1,005	61,309
Loans from non-controlling shareholders 非控股股東貸款	–	–	30,135	30,135
	60,304	96,391	31,140	187,835

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2020 and 2019.

32. 財務風險管理目標及政策 (續)

流動資金風險 (續)

於二零一九年三月三十一日

	Within 1 year 一年內 HK\$'000 千港元	2 to 5 years 第二年至第五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Accounts payable 應付賬項	96,391	–	96,391
Financial liabilities included in accrual liabilities, other payable and contract liabilities 計入應計負債、其他應付賬項及合約負債 之財務負債	–	1,005	61,309
Loans from non-controlling shareholders 非控股股東貸款	–	30,135	30,135
	96,391	31,140	187,835

資本管理

本集團管理資本之主要目標為保障本集團以持續基準經營之能力，以及維持穩健的資本比率，為業務提供支持。

本集團因應經濟狀況變動管理其資本架構及對其作出調整。為維持或調整資本架構，本集團可能需調整支付予股東之股息、向股東退還資本或發行新股。於截至二零二零年及二零一九年三月三十一日止年度，有關管理資本之目的、政策或程序並無變動。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 33. 本公司財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

本公司於報告期末之財務狀況表資料如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
NON-CURRENT ASSETS 非流動資產		
Investments in subsidiaries 於附屬公司之投資	81,340	81,340
CURRENT ASSETS 流動資產		
Due from subsidiaries 應收附屬公司款項	339,708	585,685
Prepayments, deposits and other receivables 預付款項、按金及其他應收賬項	1,618	-
Cash and cash equivalents 現金及等同現金項目	267,309	221
Total current assets 流動資產總額	608,635	585,906
CURRENT LIABILITIES 流動負債		
Accrued liabilities and other payables 應計負債及其他應付賬項	1,728	1,725
NET CURRENT ASSETS 流動資產淨值	606,907	584,181
Net assets 資產淨值	688,247	665,521
EQUITY 權益		
Issued share capital 已發行股本	68,443	68,875
Reserves (note) 儲備(附註)	619,804	596,646
Total equity 權益總額	688,247	665,521

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 33. 本公司財務狀況表 (續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司儲備概述如下：

	Share premium account	Capital redemption reserve	Contributed surplus	Shares held under share award scheme	Share option reserve	Retained profits	Total
	股份溢價賬	股本贖回儲備	繳入盈餘	股份獎勵計劃所持股份	購股權儲備	保留溢利	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2018 於二零一八年四月一日	104,782	6,134	66,982	-	7,368	408,626	593,892
Profit for the year and total comprehensive income for the year							
年內溢利及本年度全面收益總額	-	-	-	-	-	140,691	140,691
Issue of shares 發行股份	621	-	-	-	(177)	-	444
Shares repurchased 購回股份	(7,909)	505	-	-	-	(505)	(7,909)
Final 2018 dividend declared and paid 已宣派及派付之二零一八年度末期股息	-	-	-	-	-	(15,264)	(15,264)
Special 2018 dividend declared and paid 已宣派及派付之二零一八年度特別股息	-	-	-	-	-	(88,806)	(88,806)
Interim 2019 dividend paid 已派付之二零一九年度中期股息	-	-	-	-	-	(19,426)	(19,426)
Special 2019 dividend paid 已派付之二零一九年度特別股息	-	-	-	-	-	(8,326)	(8,326)
Recognition of equity-settled share-based payments 確認以權益結算以股份支付之款項	-	-	-	-	1,350	-	1,350
At 31 March 2019 and 1 April 2019 於二零一九年三月三十一日及二零一九年四月一日	97,494	6,639	66,982	-	8,541	416,990	596,646
Profit for the year and total comprehensive income for the year							
年內溢利及本年度全面收益總額	-	-	-	-	-	61,335	61,335
Share purchased under share award scheme 根據股份獎勵計劃購回之股份	-	-	-	(7,200)	-	-	(7,200)
Shares repurchased 購回股份	(4,688)	432	-	-	-	(432)	(4,688)
Special 2019 dividend declared and paid 已宣派及派付之二零一九年度特別股息	-	-	-	-	-	(13,775)	(13,775)
Special 2020 dividend paid 已派付之二零二零年度特別股息	-	-	-	-	-	(13,689)	(13,689)
Recognition of equity-settled share-based payments 確認以權益結算以股份支付之款項	-	-	-	-	1,175	-	1,175
Share option lapsed 已失效購股權	-	-	-	-	(300)	300	-
At 31 March 2020 於二零二零年三月三十一日	92,806	7,071	66,982	(7,200)	9,416	450,729	619,804

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in September 1994, over the nominal value of the Company's shares issued in exchange therefor.

本公司之繳入盈餘乃指根據一九九四年九月本集團重組時所收購附屬公司股份之公平值超逾本公司為交換該等資產而發行股份之面值之差額。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2020 are as follows:

34. 主要附屬公司詳情

於二零二零年三月三十一日，本公司主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 經營地點	Issued share/ registered capital 已發行股份／ 註冊資本	Percentage of equity attributable to the Company 本公司 持股百分比	Principal activities 主要業務
Directly held 直接持有				
Ready Luck Limited *	British Virgin Islands 英屬維爾京群島	Ordinary US\$5,000 普通股5,000美元	100	Investment holding 投資控股
Indirectly held 間接持有				
Discovery Star Development Limited 愉星發展有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100	Property holding 持有物業
Kingmaker (Vietnam) Footwear Co., Ltd. 順星製鞋(越南)有限公司	Vietnam 越南	US\$15,000,000 15,000,000美元	100	Footwear manufacturing 製造鞋類產品
Maystar Footwear Company Limited* 美星製鞋有限公司*	PRC/ Mainland China 中國／中國內地	US\$43,000,000 (Note (a)) 43,000,000美元(附 註(a))	100	Footwear manufacturing and property holding 製造鞋類產品及持 有物業

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

34. 主要附屬公司詳情 (續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 經營地點	Issued share/ registered capital 已發行股份／ 註冊資本	Percentage of equity attributable to the Company 本公司 持股百分比	Principal activities 主要業務
Indirectly held (continued) 間接持有 (續)				
Miri International Limited 盛星國際貿易股份有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100	Investment holding and provision of administrative services 投資控股及提供行 政服務
Kingmaker (Cambodia) Footwear Co., Ltd.	Kingdom of Cambodia 柬埔寨王國	Ordinary US\$10,000,000 普通股 10,000,000美元	100	Footwear manufacturing 製造鞋類產品
Opal Star International Holdings Limited* 寶星國際控股有限公司*	British Virgin Islands 英屬維爾京群島	Ordinary US\$1 普通股1美元	100	Investment holding 投資控股
上海信星商貿有限公司*	PRC/ Mainland China 中國／中國內地	US\$9,000,000 (Note (a)) 9,000,000美元 (附註(a))	100	Property holding 持有物業
King Eternal Investments Limited*	British Virgin Islands 英屬維爾京群島	Ordinary US\$100 普通股100美元	51	Investment holding 投資控股

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

34. 主要附屬公司詳情 (續)

Name	Place of incorporation/ registration and operations	Issued share/ registered capital	Percentage of equity attributable to the Company	Principal activities
名稱	註冊成立/註冊及經營地點	已發行股份/註冊資本	本公司 持股百分比	主要業務
Indirectly held (continued) 間接持有 (續)				
Star (1) Limited 寶星(1)有限公司	Hong Kong 香港	Ordinary HK\$300,000 普通股 300,000港元	100	Trading of footwear products 買賣鞋類產品
Star (3) Limited 寶星(3)有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	Trading of footwear products 買賣鞋類產品
King Riches Limited 景鑫有限公司	British Virgin Islands/ Mainland China 英屬維爾京群島/ 中國內地	Ordinary US\$1 普通股1美元	100	Trading of footwear products 買賣鞋類產品
Sanford Resources Macau Commercial Offshore Limited	Macau 澳門	Ordinary MOP100,000 普通股100,000 澳門元	100	Trading of footwear products 買賣鞋類產品
Yingfeng Industrial (Hongkong) Co., Limited 迎豐實業(香港)有限公司	Hong Kong 香港	Ordinary US\$20,409 普通股20,409美元	51	Investment holding 投資控股

Note:

(a) These subsidiaries are registered as wholly-foreign-owned enterprises under the laws of the PRC.

* Subsidiaries whose statutory financial statements were not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

附註：

(a) 該等附屬公司乃根據中國法律註冊為外商獨資企業。

* 附屬公司的法定財務報表並非由香港安永會計師事務所或安永會計師全球網絡之會員公司審核。

Notes to Financial Statements

財務報表附註

31 March 2020 二零二零年三月三十一日

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

35. EVENT AFTER THE REPORTING PERIOD

After the end of the reporting period, Maystar Footwear Company Limited, a wholly-owned subsidiary of the Company, as lessor entered into a lease agreement (the "Lease Agreement") with Zhuhai Jiaxinde Investment Limited (the "Lessee") as lessee in respect of the lease of the Group's properties in Zhuhai, the PRC to the Lessee on 13 May 2020, for a period of 12 years commencing from 15 May 2020 to 14 May 2032 (both days inclusive). The Lessee shall pay the rent of approximately RMB931,984 per month, for the first year of the lease term. The rent shall be increased each year for the 2nd to 12th years of the lease term. Details of the Lease Agreement are disclosed in the Company's announcement dated 13 May 2020.

36. COMPARATIVE AMOUNTS

Certain amounts in the consolidated financial statements for the year ended 31 March 2019 have been reclassified to conform with current year presentation.

37. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 24 June 2020.

34. 主要附屬公司詳情 (續)

董事認為，上表所列公司為主要影響本年度業績或組成本集團資產淨值重大部分之本公司附屬公司。董事認為載列其他附屬公司詳情將使資料過於冗長。

35. 報告期後事項

於報告期末後，於二零二零年五月十三日，本公司全資附屬公司美星製鞋有限公司作為出租人與珠海嘉信德投資有限公司（「承租人」）作為承租人就向承租人出租本集團於中國珠海的物業訂立租賃協議（「租賃協議」），自二零二零年五月十五日起至二零三二年五月十四日止（包括首尾兩日）為期十二年。承租人應於租期第一年每月支付約人民幣931,984元的租金。租期第二至第十二年租金每年增加。租賃協議詳情披露於本公司日期為二零二零年五月十三日之公告。

36. 比較金額

截至二零一九年三月三十一日止年度之綜合財務報表內之若干金額已獲重新分類，以與本年度的呈列一致。

37. 財務報表之批准

財務報表已於二零二零年六月二十四日獲董事會批准及授權發佈。

Particulars of Investment Properties Held by the Group

本集團持有之投資物業詳情

Location	地點	Group's interest 本集團之權益	Approximate gross floor area (sq. m) 概約總建築面積 (平方米)	Existing use 現時用途	Term of lease 租期
Levels 4-7 of Block A, whole of Blocks B and C situated at No.1 Cuizhu Street, Cui Zhu Industrial Zone, Qianshan District, Zhuhai City, Guangdong Province, The PRC	中國 廣東省 珠海市 前山區 翠珠工業區 翠珠路1號 甲棟4-7樓、乙棟及丙棟全棟	100%	35,067	Industrial 工業	Medium* 中期*
Whole of composite building, Levels 1-7 situated at No. 1 Cuizhu Street, Cui Zhu Industrial Zone, Qianshan District, Zhuhai City, Guangdong Province, The PRC	中國 廣東省 珠海市 前山區 翠珠工業區 翠珠路1號 綜合樓全棟1-7樓	100%	9,225.72	Industrial 工業	Medium* 中期*
Unit Nos. 1401, 1414, 1415 and 1416 on Level 14, Metro Plaza, Nos. 183-187 Tianhe North Road, Tianhe District, Guangzhou, Guangdong Province, The PRC	中國 廣東省 廣州 天河區 天河北路183-187號 大都會廣場14樓 1401、1414、1415及1416室	100%	330.18	Commercial 商業	Medium* 中期*
Whole of Level 20, Asia Mansion, Nos. 663-669 Jiu Jiang Road, Huangpu District, Shanghai, The PRC	中國 上海市 黃浦區 九江路663-669號 亞洲大廈20樓全層	100%	851.16	Commercial 商業	Medium* 中期*

Particulars of Investment Properties Held by the Group

本集團持有之投資物業詳情

Location	地點	Group's interest 本集團之權益	Approximate gross floor area (sq. m) 概約總建築面積 (平方米)	Existing use 現時用途	Term of lease 租期
Factory Unit 13 on 16th Floor, Vanta Industrial Centre, Nos. 21-33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong	香港 新界 葵涌 大連排道21-33號 宏達工業中心 16樓13號工廠單位	100%	726.12	Industrial 工業	Medium* 中期*
Whole of Level 21, Empress Plaza, Nos. 17-19 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong	香港 九龍 尖沙咀 漆咸道南17-19號 帝后廣場 21樓全層	100%	409.79	Commercial 商業	Medium* 中期*
A parcel of land and the buildings erected thereon, No. 3047 Ming Zhu South Road, Qianshan District, Zhuhai City, Guangdong Province, The PRC	中國 廣東省 珠海市 前山區 明珠南路 3047號 一塊土地及在其上豎立之建築物	100%	57,314.7	Industrial 工業	Medium* 中期*

* The term for which the lease was granted remaining unexpired as at 31 March 2020 is less than 50 years but not less than 10 years.

* 於二零二零年三月三十一日，所授予租期之尚未屆滿部分少於五十年但不少於十年。



KINGMAKER FOOTWEAR HOLDINGS LIMITED
信 星 鞋 業 集 團 有 限 公 司