

Annual Report 年報 2021/2022

Mobicon Group Limited
萬保剛集團有限公司
(股份編號 Stock Code:1213)



Strengthening Our Footprints In

深化非洲市場 *Africa*



Enterprising - Pragmatic - Aspiring





CONTENTS 目錄

2	Corporate Information	公司資料
4	Group Structure	集團架構
5	Financial Highlights	財務摘要
7	CEO's Statement	行政總裁報告
11	Management Discussion and Analysis	管理層討論及分析
16	Directors' and Senior Management's Profile	董事及高級管理層簡介
23	Corporate Governance Report	企業管治報告書
36	Environmental, Social and Governance Report	環境、社會及管治報告
57	Report of the Directors	董事會報告
67	Independent Auditors' Report	獨立核數師報告
74	Consolidated Statement of Profit or Loss	綜合損益表
75	Consolidated Statement of Comprehensive Income	綜合全面收益表
76	Consolidated Statement of Financial Position	綜合財務狀況表
78	Consolidated Statement of Changes in Equity	綜合權益變動表
80	Consolidated Statement of Cash Flows	綜合現金流量表
82	Notes to the Consolidated Financial Statements	綜合財務報表附註
167	Financial Summary	財務概要

Corporate Information 公司資料

Board of Directors

Executive Directors

Hung Kim Fung, Measure (*Chairman*)
Yeung Man Yi, Beryl (*Deputy Chairman and Chief Executive Officer*)
Hung Ying Fung
Yeung Kwok Leung, Allix

Independent Non-Executive Directors

Charles E. Chapman
Leung Wai Cheung
Ku Wing Hong, Eric

Audit Committee

Leung Wai Cheung (*Chairman*)
Charles E. Chapman
Ku Wing Hong, Eric

Remuneration Committee

Leung Wai Cheung (*Chairman*)
Yeung Man Yi, Beryl
Ku Wing Hong, Eric

Nomination Committee

Hung Kim Fung, Measure (*Chairman*)
Charles E. Chapman
Leung Wai Cheung

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business

7/F New Trend Centre
704 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

Company Secretary

Tsoi Ho Yin

董事會

執行董事

洪劍峯(主席)
楊敏儀(副主席兼行政總裁)
洪英峯
楊國樑

獨立非執行董事

Charles E. Chapman
梁偉祥
古永康

審核委員會

梁偉祥(主席)
Charles E. Chapman
古永康

薪酬委員會

梁偉祥(主席)
楊敏儀
古永康

提名委員會

洪劍峯(主席)
Charles E. Chapman
梁偉祥

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要營業地點

香港
九龍
新蒲崗
太子道東704號
新時代工貿商業中心7樓

公司秘書

蔡浩賢

Corporate Information

公司資料

Auditors

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F Gloucester Tower
The Landmark
11 Pedder Street, Central
Hong Kong

Principal Share Registrar and Transfer Office

MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

Branch Share Registrar and Transfer Office

Hong Kong Registrars Limited
Shops 1712–1716, 17/F
Hopewell Centre
183 Queen's Road East
Hong Kong

Principal Bankers

Dah Sing Bank, Limited
DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited
United Overseas Bank Limited

Legal Advisers

David Fong & Co., Solicitors
Unit A, 12/F, China Overseas Building
139 Hennessy Road
Wan Chai
Hong Kong

Corporate Website

<http://www.mobicon.com>

Investor Relations Contact

Telephone no: (852) 2397 6628
Facsimile no: (852) 2397 0339

Stock Code

1213

核數師

國衛會計師事務所有限公司
香港執業會計師
香港
中環畢打街11號
置地廣場
告羅士打大廈31樓

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

股份過戶登記分處

香港證券登記有限公司
香港
皇后大道東183號
合和中心
17樓1712–1716室

主要往來銀行

大新銀行有限公司
星展銀行(香港)有限公司
恒生銀行有限公司
大華銀行有限公司

法律顧問

方良佳律師事務所
香港灣仔
軒尼詩道139號
中國海外大廈
12樓A室

公司網站

<http://www.mobicon.com>

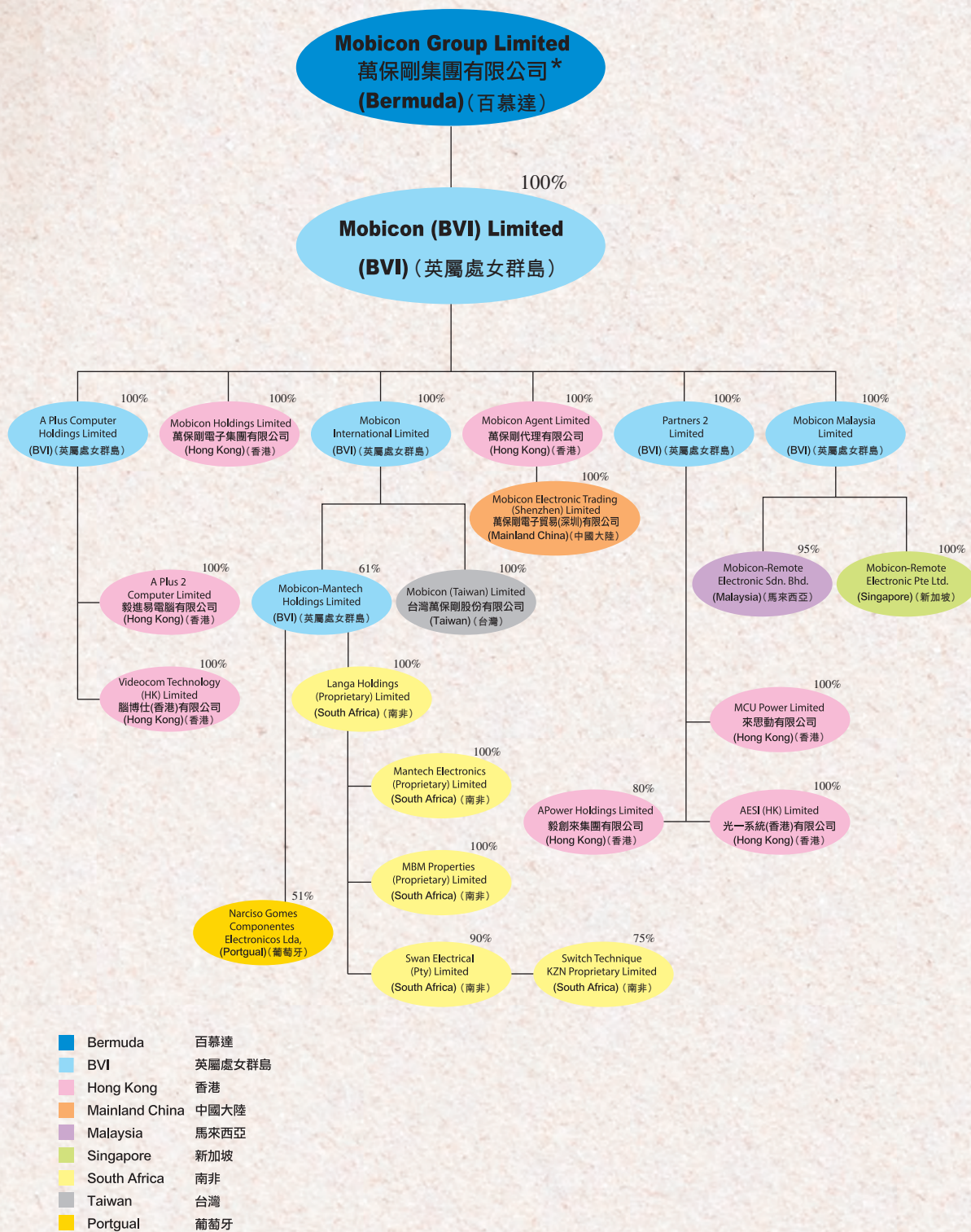
投資者關係聯絡

電話號碼：(852) 2397 6628
傳真號碼：(852) 2397 0339

股份代號

1213

Group Structure 集團架構



* For identification purpose only 僅供識別

Financial Highlights

財務摘要

Major Financial Indicators and Ratios

主要財務指標及比率

For the year ended 31st March

截至三月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	% changes increase (decrease) 百分比變動 增(減)
Operating results	經營業績			
Revenue	收益	501,269	456,369	9.8
Gross profit	毛利	131,768	109,853	19.9
Operating profit	經營溢利	30,078	23,239	29.4
Net profit	純利	21,140	18,589	13.7

		HK cents 港仙	HK cents 港仙	%
Per share data	每股資料			
Earnings per share	每股盈利	6.6	6.1	8.2
Total dividend per share	每股總股息	1.0	1.0	–
Net assets per share	每股資產淨值	94.1	86.4	8.9

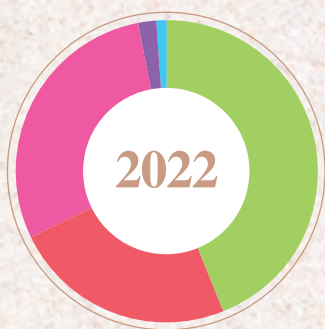
		HK\$'000 千港元	HK\$'000 千港元	%
Financial position	財務狀況			
Total assets	資產總值	355,925	334,479	6.4
Net assets	資產淨值	188,169	172,875	8.8
Financial ratio	財務比率			
Current ratio (Times)	流動比率(倍)	1.9	1.9	–
Quick ratio (Times)	速動比率(倍)	0.7	0.7	–
Gross margin (%)	毛利率(%)	26.3	24.1	2.2
Net gearing ratio (%)	淨資產負債比率(%)	33	35.5	(2.5)

		Days 日	Days 日	%
Turnover ratio	週轉比率			
Inventory turnover	存貨週轉	185	185	–
Debtors turnover	應收賬週轉	42	43	(2.3)
Creditors turnover	應付賬週轉	36	36	–

Financial Highlights 財務摘要

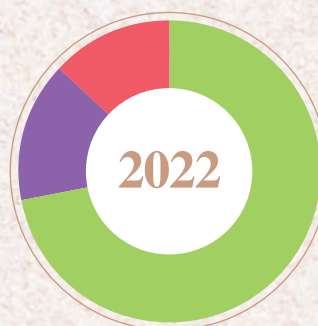
For the year ended 31st March 截至三月三十一日止年度

Revenue by Geographical Segments (by %) 按地區分類之收益(按百分比顯示)



- ▲ Hong Kong 香港
- ▲ Asia Pacific (other than Hong Kong) 亞太地區 (香港除外)
- ▲ South Africa 南非
- ▲ Europe 歐洲
- ▲ Others 其他地區

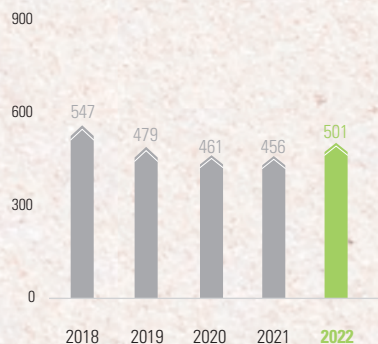
Revenue by Business Segments (by %) 按業務分類之收益(按百分比顯示)



- ▲ Electronic and Electrical Trading Business 電子、電氣元件買賣業務 72%
- ▲ Computer Business 電腦業務 15%
- ▲ Cosmetic and Online Retail Business 化妝品及網上零售業務 13%
- ▲ Others 2%

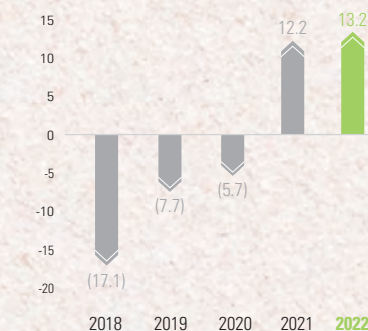
Revenue 收益

HK\$ in million
百萬港元



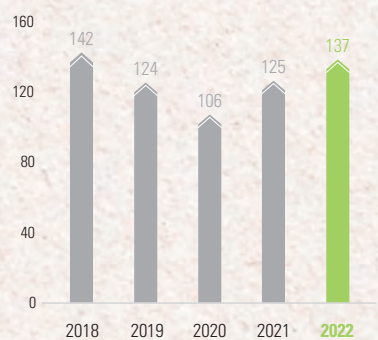
Profit (Loss) Attributable to Shareholders 股東應佔溢利(虧損)

HK\$ in million
百萬港元



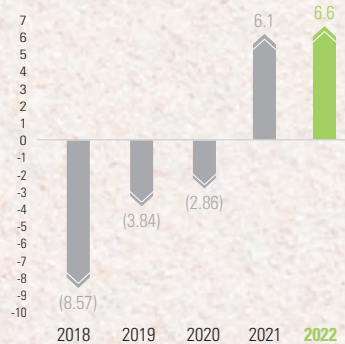
Shareholders' Equity 股東權益

HK\$ in million
百萬港元



Earnings (Loss) per Share – Basic 每股盈利(虧損) – 基本






HK cents
港仙



CEO's Statement 行政總裁報告






Financial Results

For the financial year ended 31st March 2022 (the "Reporting Period"), the Group recorded a turnover of approximately HK\$501 million, representing an increase of approximately 9.9% from approximately HK\$456 million recorded in the last year. Gross profit increased by approximately 20.0% from approximately HK\$110 million in the last year to approximately HK\$132 million for the Reporting Period, while the gross profit margin increased by approximately 2.2% from 24.1% to 26.3%. The Group recorded an operating profit of approximately HK\$30 million for the Reporting Period (for the year ended 31st March 2021: approximately HK\$23 million). The profit attributable to shareholders was approximately HK\$13.2 million for the Reporting Period (for the year ended 31st March 2021: profit of approximately HK\$12.2 million). This represented an increase in the earnings per share of approximately HK\$0.066 for the Reporting Period (earning per share of approximately HK\$0.061 for the year ended 31st March 2021). The Board has resolved that subject to the approval of the shareholders at the forthcoming annual general meeting of the Company, a final dividend of HK0.5 cents per ordinary share shall be declared for the Reporting Period, in the sum of HK\$1 million to the shareholders whose names appeared on the register of members of the Company on 25th August 2022. The final dividend, if approved, is expected to be paid on 5th September 2022.

During the Reporting Period, the Group continued to focus on its three core business operations, namely: (1) the distribution of electronic components, electrical components and equipment under the brand of  (the "Electronic and Electrical Trading Business"); (2) the computer business (the "Computer Business") which includes (i) the retail sales of computer products and smartphone accessories under the brand of  (the "Computer Retail Business") and (ii) the distribution of computer products and consumer products under the brand of  (the "Computer Distribution Business"); and (3) the cosmetic and online retail business mainly under the brand of  and  (the "Cosmetic and Online Retail Business"). During the Reporting Period, the Group's turnover derived from the Electronic and Electrical Trading Business increased by approximately 22.8% from approximately HK\$294 million in the last year to approximately HK\$361 million. Turnover from the Computer Business decreased by approximately 19.6% from approximately HK\$97 million in the last year to approximately HK\$78 million. Turnover from Cosmetic and Online Retail Business decreased by approximately 4.5% from approximately HK\$66 million in the last year to approximately HK\$63 million.

財務業績

截至二零二二年三月三十一日止財政年度(「報告年度」)，本集團之營業額約為五億零一百萬港元，與上年度約四億五千六百萬港元的營業額比較，上升約9.9%；毛利由上年度約一億一千萬港元上升約20.0%至報告年度約一億三千二百萬港元。與上年度比較，毛利率從24.1%升至26.3%，增幅約為2.2%。本集團於報告年度的經營利潤約為三千萬港元(截至二零二一年三月三十一日止年度：利潤約二千三百萬港元)，股東應佔溢利於報告年度約為一千三百二十萬港元(截至二零二一年三月三十一日止年度：利潤約一千二百二十萬港元)，相等於每股盈利約0.066港元(截至二零二一年三月三十一日止年度：每股盈利約0.061港元)。董事會議決，待股東於本公司應屆股東週年大會上批准後，將向在二零二二年八月二十五日名列於本公司股東名冊之股東宣派報告年度末期股息每股普通股五港仙，合共一百萬港元。末期股息一經股東批准，預期將於二零二二年九月五日派付。

於報告年度，本集團繼續專注發展三大核心業務分析，本集團擁有三大核心業務，即：(1)以  為品牌的電子零件、電氣元件和儀器分銷業務(「電子、電氣元件買賣業務」)；(2)電腦業務，當中包括(i)以  為品牌的電腦產品及智能手機配件零售業務(「電腦零售業務」)；及(ii)以  為品牌的電腦產品及消費產品分銷業務(「電腦分銷業務」)；及(3)以  為主要品牌的  化妝品業務及網購業務(「化妝品及網購業務」)。於報告年度，本集團來自電子、電氣元件買賣業務之營業額約為三億六千一百萬港元，較去年約二億九千四百萬港元上升約22.8%；電腦業務錄得營業額約七千八百萬港元，較去年約九千七百萬港元下跌約19.6%；化妝品業務及網購業務營業額錄得約六千三百萬港元，較去年約六千六百萬港元下跌約4.5%。

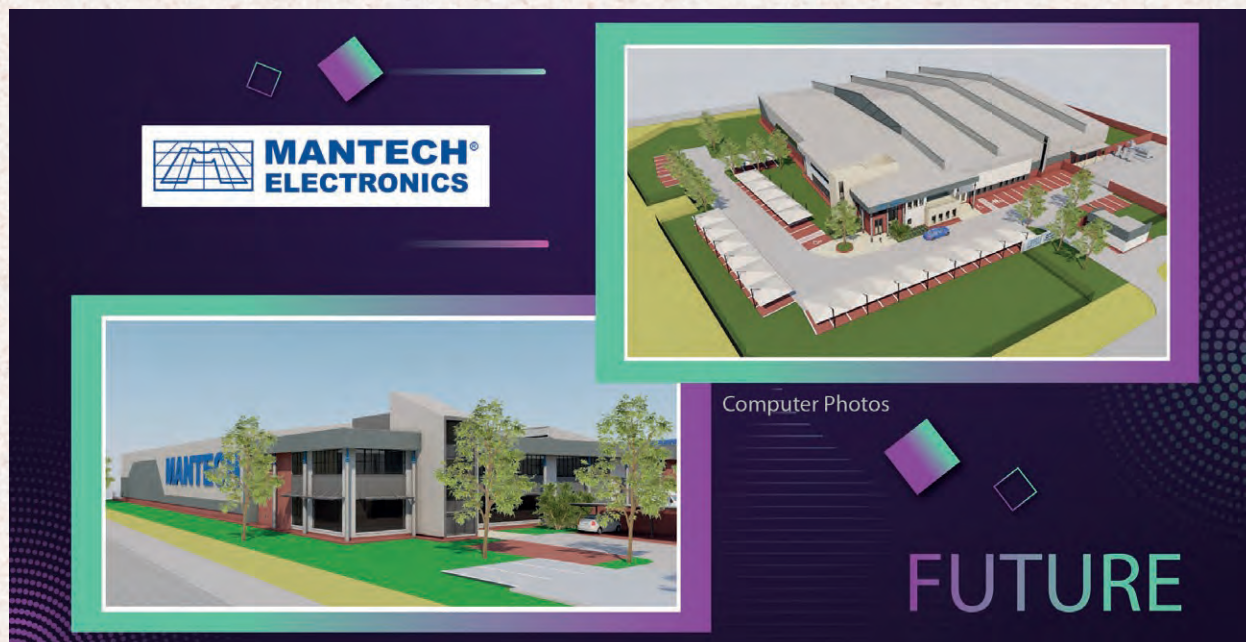
CEO's Statement 行政總裁報告

During the Reporting Period, the Group's total operating expenses increased by approximately 6.7% to approximately HK\$105 million (for the year ended 31st March 2021: approximately HK\$98 million), among which the distribution and selling expenses were approximately HK\$35 million which have increased by approximately 2.9% from approximately HK\$34 million recorded in the last year. During the Reporting Period, the general and administrative expenses increased by approximately 7.8% to approximately HK\$69 million (for the year ended 31st March 2021: approximately HK\$64 million). As at 31st March 2022, the headcount for the Electronic and Electrical Trading Business increased from 312 full-time employees last year by approximately 6.1% to 331 full-time employees this year while the headcount for the Computer Business decreased from 51 full-time employees last year by approximately 7.8% to 47 full-time employees for the Reporting Period; and the headcount for Cosmetic and Online Retail Business decreased from 18 full-time employees last year by approximately 11.1% to 16 full-time employees. Meanwhile, finance cost for the Reporting Period decreased by approximately 3.7% to approximately HK\$2.6 million (for the year ended 31st March 2021: approximately HK\$2.7 million).

於報告年度，本集團經營開支總額約為一億零五百萬港元，增加約6.7%（截至二零二一年三月三十一日止年度：約九千八百萬港元），其中分銷及銷售費用約為三千五百萬港元，較去年約三千四百萬港元上升約2.9%。於報告年度，一般及行政管理費用上升約7.8%至約六千九百萬港元（截至二零二一年三月三十一日止年度：約六千四百萬港元）。於二零二二年三月三十一日，電子、電氣元件買賣業務的員工數目增加約6.1%至331名全職員工（於二零二一年三月三十一日：312名全職員工），而電腦業務的員工數目下跌約7.8%至47名全職員工（於二零二一年三月三十一日：51名全職員工），而化妝品零售業務的員工數目減少約11.1%至16名全職員工（於二零二一年三月三十一日：18名全職員工）。與此同時，報告年度的融資成本下降約3.7%至二百六十萬港元（截至二零二一年三月三十一日止年度：約二百七十萬港元）。



CEO's Statement 行政總裁報告



Development Strategy and Outlook

Looking forward to the fiscal year 2022, the regional war will be an unfavorable factor pressuring on the consumer electronics market, especially in Europe. Any deterioration of the situation may have negative impact on our business. On the other hand, in the US market, there are no obvious signs of slowdown in demand by American consumers despite high inflation rate. On the supply side, material shortage, logistic delay and the lockdown of certain China cities are impacting every facet of the electronic components supply chain. It is expected that the shortage will persist throughout 2022.

In South Africa, Swan Electrical (Pty) Limited ("Swan") and Switch Technique KZN Proprietary Limited ("Switch"), our subsidiaries engaging in electrical components trading business are expected to grow continuously. Considering the potential growth of renewable energy market, Swan and Switch has established the individual solar energy systems business and will further develop it in the coming year. Overall, the Group is optimistic about the Electronic and Electrical Trading Business.

Regarding the Computer Business, the Group expects that the demand for computer and mobile accessories will remain stable, but the profit margin of flash memory will be under pressure due to fierce competition. We will continue to explore distinctive products and introduce new brands to maintain the market share of the computer distribution business in the local market. With the successful experience in developing our own brand MEC, the Group endeavors to market another fashionable consumer electronics brand JT.

發展策略及展望

展望2022財政年度，地區戰爭將成為對消費電子產品市場造成壓力的不利因素，尤其影響歐洲市場。如情況惡化可能對我們的業務產生負面影響。另一方面，在美國市場，儘管通脹率居高不下，但美國消費者需求放緩的跡象並不明顯。在供應方面，材料短缺、物流延遲以及中國某些城市的封城措施正在影響電子元件供應鏈的各方面。預計短缺將持續到2022年。

在南非，從事電氣元件貿易業務的子公司Swan Electrical (Pty) Limited (「Swan」)和Switch Technique KZN Proprietary Limited (「Switch」)預計將持續增長。考慮到可再生能源市場的潛在增長，Swan和Switch已經建立了獨立的太陽能系統業務，並將在明年進一步發展。整體而言，本集團對電子及電氣元件貿易業務持樂觀態度。

電腦業務方面，本集團預計電腦及手機配件需求將保持穩定，但由於競爭激烈，快閃記憶體的利潤率將面臨壓力。我們將繼續尋找有特色的產品並推出新品牌，以保持電腦分銷業務在本地市場的市場份額。憑藉發展自有品牌MEC的成功經驗，本集團將努力推銷另一個時尚消費電子產品品牌JT。

CEO's Statement

行政總裁報告

The Group anticipates that the cosmetic retail business will continue to be under pressure. The economic outlook of Hong Kong remains uncertain since the COVID-19 pandemic (the "COVID-19 Pandemic") is still not fully under control. The social-distancing restrictive measures and the 'mask order' are not expected to be lifted in Hong Kong shortly. Nevertheless, the Group will continue to monitor the situation and tailor its strategies flexibly to achieve a turnaround. Meanwhile, the Group is optimistic about its online business. In the first quarter of 2022/23, we appointed a sourcing agent in Japan to improve our sourcing network and streamline the procurement process. The Group will be able to introduce greater variety of Japanese products to consumers with shorter procurement cycle.

Appreciation

I would like to thank our management team and all our staff members for their effort and significant contribution to the Group during the Reporting Period. In addition, I would like to express my heartfelt gratitude to our shareholders, institutional investors, customers, bankers and business partners for their continuous support and confidence in the Group.

By order of the Board

Yeung Man Yi, Beryl

Deputy Chairman and Chief Executive Officer

Hong Kong, 29 June 2022

本集團預計化妝品零售業務將繼續受壓。由於新冠肺炎疫情(「新冠肺炎疫情」)仍未完全控制，香港的經濟前景仍不明朗。預計香港短期內不會取消社交距離限制和「口罩令」。儘管如此，本集團將繼續監察情況，靈活調整策略以實現扭虧為盈。同時，本集團看好線上業務。在2022/23年第一季度，我們在日本委託了一定採購代理公司，以改進我們的採購網絡並精簡採購流程。本集團將能夠以更短的採購週期向消費者推出更多種類的日本產品。

致謝

本人謹此感謝公司管理層及全體員工過去一年的努力及為本集團作出重大的貢獻。此外，本人亦衷心感謝股東、機構投資者、客戶、往來銀行及業務夥伴對本集團一直以來的支持與信賴。

承董事會命

副主席兼行政總裁






楊敏儀

香港，二零二二年六月二十九日

Management Discussion and Analysis

管理層討論及分析

Business Review






During the Reporting Period, the Group operated in three core business operations, namely: (1) the distribution of electronic components, electrical components and equipments under the brand of  (the “Electronic and Electrical Trading Business”); (2) the Computer Business which includes (i) the retail sales of computer products and smartphone accessories under the brand of  (the “Computer Retail Business”) and (ii) the distribution of computer products and consumer products under the brand of  (the “Computer Distribution Business”); and (3) the Cosmetic Business and Online Retail Business mainly under the brand of  and  (the “Cosmetic and Online Retail Business”). The Electronic and Electrical Trading Business, the Computer Business and the Cosmetic and Online Retail Business accounted for approximately 72% and 15% and 13% of the Group’s total turnover respectively for the Reporting Period.

By analysis on the three core business operations, the gross profit margin of the Electronic and Electrical Trading Business, the Computer Business and the Cosmetic and Online Retail Business were approximately 27.1%, 23.3% and 25.1% respectively for the Reporting Period (for the year ended 31st March 2021: approximately 24.6%, 21.5% and 25.7%).

Electronic and Electrical Trading Business Hong Kong

The Electronic and Electrical Trading Business is the primary contributor to the Group’s revenue during the Reporting Period and recorded revenue of approximately HK\$361 million as compared with that of approximately HK\$294 million recorded in the last year, representing an increase of approximately 22.8%. During the Reporting Period, there was a global shortage in electronic components, mainly caused by lockdown of manufacturing plants and supply shortage. To maintain enough storage for production, manufacturers were willing to pay increased price for components or looking for alternatives for scarce components. Therefore, considerable amount of out-of-date code microcontroller units (“MCU”) were sold at a decent price during the Reporting Period.

業務回顧

於報告年度，本集團經營三大核心業務，即：(1) 以  為品牌的電子元件、電氣元件和儀器分銷業務（「電子、電氣元件買賣業務」）；(2) 電腦業務，當中包括(i)以  為品牌的電腦產品及智能手機配件零售業務（「電腦零售業務」）及(ii)以  為品牌的電腦產品及消費產品分銷業務（「電腦分銷業務」）；及(3)以  和  為主要品牌的化妝品業務及網上業務（「化妝品及網購業務」）。於報告年度，電子、電氣元件買賣業務、電腦業務及化妝品零售業務分別佔本集團總收益約72%、15%及13%。

從本集團三大核心業務分析，於報告年度，電子、電氣元件買賣業務、電腦業務及化妝品業務及網上業務之毛利率分別約為27.1%、23.3%及25.1%（截至二零二一年三月三十一日止年度：約24.6%、21.5%及25.7%）。

電子、電氣元件買賣業務 香港

電子、電氣元件買賣業務於報告年度內是本集團收益主要來源，錄得收益約三億六千一百萬港元，較去年錄得約二億九千四百萬港元收益上升約22.8%。於報告年度內，全球電子元件供應短缺，主要是由於製造廠停工及供應短缺所致。為了維持足夠的生產存儲空間，製造商願意為元件支付更高的價格或為稀缺元件尋找替代品。因此，於報告年度有相當數量的舊款代碼微控制器（「MCU」）以可觀的價格售出。

Management Discussion and Analysis

管理層討論及分析

Overseas

The aggregate turnover of all of the Group's overseas subsidiaries was approximately HK\$175 million for the Reporting Period, representing an overall increase of approximately 28.7% as compared to that of approximately HK\$136 million recorded in the last year.

The Group's subsidiaries in South Africa recorded turnover of approximately HK\$143 million for the Reporting Period, representing an increase of about 31.2% from approximately HK\$109 million last year. For the year ended 31 March 2021, the Government of South Africa implemented a stringent lockdown in response to the outbreak of the COVID-19 Pandemic (the "COVID-19 Pandemic"). The operation of Mantech Electronics (Proprietary) Limited ("Mantech"), a subsidiary engaging in electronic components trading business in South Africa, was suspended for almost two months. During the Reporting Period, though the COVID-19 Pandemic was still uncertain, business activities resumed to normal as the restrictions imposed by the government were relaxed. Moreover, the global shortage of components also contributed to the growth in the South African business. With wide variety of products and relatively higher inventory level, Mantech managed to meet the high demand of local customers.

In terms of geographical segments, the turnover from Hong Kong, the Asia Pacific region (other than Hong Kong), South Africa, Europe and other regions accounted for approximately 44%, 24%, 29%, 2% and 1%, respectively of the Group's total turnover during the Reporting Period.

Computer Business

During the Reporting Period, the Computer Retail Business recorded a turnover of approximately HK\$20 million (for the year ended 31st March 2021: approximately HK\$25 million), representing a decrease of about 20%. During the Reporting Period, the turnover of the Computer Distribution Business recorded a decrease of about 19.4% to approximately HK\$58 million (for the year ended 31st March 2021: approximately HK\$72 million). For the year ended 31 March 2021, the Computer Business benefited from the distance-learning and work-from-home arrangements, which increased the demand for computer accessories unexpectedly. As students returned to school and work-from-home arrangement had come to end, the demand for computer accessories resumed to ordinary level.

海外

本集團海外附屬公司於報告年度錄得收益約為一億七千五百萬港元，（截至二零二一年三月三十一日止年度：約一億三千六百萬港元），上升約28.7%。

於報告年度，本集團南非附屬公司錄得營業額約一億四千三百萬港元，較去年約一億零九百萬港元增加約31.2%。截至二零二一年三月三十一日止年度，南非政府針對新冠肺炎疫情（「新冠肺炎疫情」）的爆發實施了嚴格的封城措施。從事電子元器件貿易業務的子公司Mantech Electronics (Proprietary) Limited（「Mantech」）停業了接近兩個月。報告年度內，雖然新冠肺炎疫情仍不明朗，但隨著政府放寬限制，商業活動恢復正常。此外，全球零部件短缺也促進了南非業務的增長。憑藉豐富的產品種類和相對較高的庫存水平，Mantech成功滿足了當地客戶的高需求。

按地區分類，香港、亞太地區（不包括香港）、南非、歐洲及其他地區於報告年度分別佔本集團總營業額的44%、24%、29%、2%及1%。

電腦業務

於報告年度，電腦零售業務錄得營業額約二千萬港元（截至二零二一年三月三十一日止年度：約二千五百萬港元），下跌約20%。於報告年度，電腦分銷業務的營業額錄得下跌約19.4%至約五千八百萬港元（截至二零二一年三月三十一日止年度：約七千二百萬港元）。截至二零二一年三月三十一日止年度，電腦業務受惠於遠程學習和在家工作的安排，市場電腦配件的需求意外增加。隨著學生回校上課和在家工作的安排結束，電腦配件的需求回到了正常水平。

Management Discussion and Analysis

管理層討論及分析

Cosmetic Business and Online Business

During the Reporting Period, the Cosmetic and Online Retail Business recorded a turnover of approximately HK\$63 million (for the year ended 31st March 2021: approximately HK\$66 million), representing a decrease of about 4.5%. During the Reporting Period, it was still challenging and difficult for the retail store business in face of the Omicron outbreak. The imposition of “mask order” led to a low demand for makeup and cosmetic products. The gathering and social distancing restrictive measures weakened the consumer sentiment and led to low retail foot traffic. In December 2021, we closed one retail store located in Mong Kok. During the final quarter of the Reporting Period, the Group managed to source rapid antigen test kit and other protective products with its strong sourcing network to fulfil the sudden surge in market demand, when the fifth wave of the COVID-19 Pandemic outbreak was at the peak.

Liquidity and Financial Resources

As at 31st March 2022, the Group’s cash and bank balances amounted to approximately HK\$37 million and the net current assets were approximately HK\$138 million. As at 31st March 2022, the current ratio remained at approximately 1.9 (as at 31st March 2021: approximately 1.9). Out of the Group’s cash and bank balances, about 34% and 11% were denominated in Hong Kong dollars (“HKD”) and United States dollars (“USD”), respectively. The balance of approximately 17%, 14%, 8%, 3%, 12% and 1% of its total cash and bank balances was denominated in Chinese Renminbi (“RMB”), South African Rand, Malaysia Ringgit, New Taiwan dollars, Singapore dollars and Euro, respectively. The Group’s total assets amounted to approximately HK\$356 million as at 31st March 2022 (as at 31st March 2021: approximately HK\$334 million). Net assets per share amounted to approximately HK\$0.94 (as at 31st March 2021: approximately HK\$0.86). Dividend and basic earnings per share were approximately HK\$0.01 and HK\$0.066, respectively (as at 31st March 2021: approximately HK\$0.01 and basic earnings per share HK\$0.061, respectively)

化妝品業務及網購業務

於報告年度，化妝品業務及網上業務錄得營業額約為六千三百萬港元（截至二零二一年三月三十一日止年度：約六千六百萬港元），減少約4.5%。於報告年度，面對Omicron疫情爆發，零售店業務依然是充滿挑戰和艱難。「口罩令」的實施導致彩妝產品需求低迷。聚會和社交距離限制措施削弱了消費者的情緒，導致零售店舖人流量減少。在二零二一年十二月，我們關閉了一間位於旺角的零售店。截至報告年度最後一個季度，本集團憑藉強大的採購網絡成功採購了快速抗原檢測試劑盒和其他防護產品，以滿足在第五波新冠肺炎疫情高峰期突然激增的市場需求。

流動資金及財政資源

於二零二二年三月三十一日，本集團之現金及銀行結餘約為三千七百萬港元，而流動資產淨值則約為一億三千八百萬港元。於二零二二年三月三十一日，流動比率維持在約1.9水平。於本集團的現金及銀行結餘中，約34%及11%分別以港元及美元列值，其餘約17%、14%、8%、3%、12%及1%則分別以人民幣、南非蘭特、馬來西亞林吉特、新台幣及新加坡元列值。於二零二二年三月三十一日，本集團之資產總值約為三億五千六百萬港元（於二零二一年三月三十一日：約三億三千四百萬港元）。於二零二二年三月三十一日每股資產淨值約為0.94港元（於二零二一年三月三十一日：約0.86港元），每股股息及基本盈利則分別約0.01港元及0.066港元（於二零二一年三月三十一日：股息約0.01港元及盈利約0.061港元）。

Management Discussion and Analysis

管理層討論及分析

The Group generally finances its operation by internal resources and banking facilities provided by banks in Hong Kong. As at 31st March 2022, the Group had banking facilities for overdrafts, loans and trade finance from banks totaling approximately HK\$89 million (as at 31st March 2021: approximately HK\$104 million), with an unused balance of approximately HK\$20 million (as at 31st March 2021: approximately HK\$34 million). The Directors believe that the Group's existing financial resources are sufficient to fulfill its current commitments and working capital requirements.

Capital Structure

As at 31st March 2022, the total borrowings of the Group were approximately HK\$69 million (as at 31st March 2021: HK\$70 million), which were in the form of short-term bank loans (including short-term loans, bank overdraft, and trade finance) for financing the daily business operations and future development plans. The majority of the Group's bank borrowings as at 31st March 2022 were denominated in Hong Kong dollars. These short-term loans and trade finance were secured by the Company's corporate guarantees of around HK\$76 million and the leasehold properties in Singapore and Portugal (as at 31st March 2021: HK\$96 million). During the Reporting Period, the Group's borrowings bore interest at rates ranging from 2.2% to 7% per annum (for the year ended 31st March 2021: ranging from 2.1% to 9% per annum).

Gearing ratio

As at 31st March 2022, the Group's gross borrowings repayable within one year, amounted to approximately HK\$99 million (as at 31st March 2021: approximately HK\$95 million). After deducting cash and cash equivalents of approximately HK\$37 million, the Group's net borrowings amounted to approximately HK\$62 million (as at 31st March 2021: approximately HK\$61 million). The total equity as at 31st March 2022 was approximately HK\$188 million (as at 31st March 2021: approximately HK\$173 million). Accordingly, the Group's net gearing ratio, based on net borrowings to total equity, decreased to 33% (as at 31st March 2021: 35.3%).

本集團一般以內部資源及香港多家銀行提供之銀行融資撥付其業務資金。於二零二二年三月三十一日止，本集團獲多家銀行提供銀行融資作透支、貸款及貿易融資之用，總額約八千九百萬港元（於二零二一年三月三十一日止年度：約一億零四百萬港元，其中約二千萬港元（於二零二一年三月三十一日：約三千四百萬港元）結餘尚未動用。董事相信，本集團現有財務資源足以應付其現時的承擔及營運資金所需。

資本結構

於二零二二年三月三十一日，本集團以短期銀行貸款形式（包括短期貸款，銀行透支及貿易融資）取得之借貸總額約為六千九百萬港元（於二零二一年三月三十一日：七千萬港元），可為日常業務運作及日後拓展計劃提供資金。於二零二二年三月三十一日，本集團之銀行借貸主要以港元列值，該等短期貸款及貿易融資乃以本公司所提供約七千六百萬港元之公司擔保及新加坡租賃物業作抵押（於二零二一年三月三十一日：九千六百萬港元）。於報告年度，本集團之借貸以介乎每年2.2%至7%（截至二零二一年三月三十一日止年度：介乎每年2.1%至9%）之利率計息。

資產負債比率

於二零二二年三月三十一日，本集團須於一年內償還之借貸總額約為九千九百萬港元（於二零二一年三月三十一日：約九千五百萬港元）。扣除現金及現金等值物約三千七百萬港元後，本集團借貸淨額約為六千二百萬港元（於二零二一年三月三十一日：約六千一百萬港元）。於二零二二年三月三十一日之權益總額約為一億八千八百萬港元（於二零二一年三月三十一日：約一億七千三百萬港元）。因此，於二零二二年三月三十一日，本集團淨資產負債比率（按借貸淨額除權益總額計算）下降至33%（於二零二一年三月三十一日：35.3%）。

Management Discussion and Analysis

管理層討論及分析

Exposure to Fluctuations in Exchange Rates

Most of the Group's transactions were denominated in HKD, RMB and USD. Given that the exchange rate of HKD against RMB has been and is likely to be under control and that the Hong Kong Government's policy of pegging HKD to USD remains in effect, the Directors consider that the risk faced by the Group on foreign exchange will remain minimal and no hedging or other alternative measures have been undertaken by the Group. As at 31st March 2022, the Group had no significant risk exposure pertaining to foreign exchange contracts, interest rates, currency swaps, or other financial derivatives.

Charges on Assets

As at 31st March 2022, the properties with carrying value of approximately HK\$14 million have been pledged to secure the general banking facilities granted to the Group's subsidiaries in Singapore and Portugal.

Contingent Liabilities

The Group had no contingent liabilities as at 31st March 2022.

Employment, Training and Remuneration Policy

As at 31st March 2022, the Group had a total of 394 full-time employees inclusive of its staff in Hong Kong and overseas subsidiaries. The Group has developed its human resources policies and procedures based on the performance, merits and market conditions. Remuneration packages are normally reviewed on a regular basis. Apart from salary payments, other staff benefits include provident fund contributions, medical insurance coverage and performance-based bonuses (based on the Group's financial results as well as individual performance).

Significant Investment, Material Acquisitions and Disposals of Subsidiaries and Associated Companies

Save as disclosed in this annual report, the Group did not have any significant investment, material acquisition and disposals of subsidiaries and associated companies during the Reporting Period.

匯率波動風險

本集團大部分交易以港元、人民幣及美元列值。鑑於港元兌人民幣之匯率一直並極可能繼續保持穩定，加上香港政府仍然實施港元與美元掛鈎之政策，故董事認為，本集團承受之外匯風險仍屬輕微，而本集團暫時亦沒有採取任何對沖交易或其他措施。截至二零二二年三月三十一日，本集團並無承擔任何有關外匯合約、利率、貨幣掉期或其他金融衍生工具之重大風險。

資產抵押

於二零二二年三月三十一日，本集團將賬面值約一千四百萬港元之物業作抵押，作為本集團新加坡和葡萄牙附屬公司獲授之一般銀行融資額度之抵押品。

承擔及或然負債

於二零二二年三月三十一日，本集團並無任何或然負債。

僱員、培訓及薪酬政策

於二零二二年三月三十一日，本集團在香港及海外附屬公司合共僱用394名全職員工，並制定按表現、功績及市況釐定之人力資源政策及程序。薪酬回報會定期檢討。除了員工薪金外，其他福利包括強積金供款、醫療保險及個人表現花紅（因應本集團業績及個別員工之表現發放）。

重大投資、收購及出售附屬公司及聯營公司

除本年報所披露者外，本集團於報告年度並無重大投資、收購及出售附屬公司及聯營公司。

Directors' and Senior Management's Profile

董事及高級管理層簡介

Executive Directors

Hung Kim Fung, Measure,

aged 61, Executive Director

was the founder of the Group and is the Chairman of the Company (the "Chairman"). He obtained an Honorary Doctorate in Business Administration from Newport University in the United States. Dr. Hung has more than 41 years of experience in the electronics industry, and is responsible for the Group's strategic planning and corporate policies.

Since 1995, Dr. Hung has been a member of the Executive Committee of the Hong Kong Electronic Industries Association Limited (the "HKEIA") and was nominated as Honorary Vice-chairman of the HKEIA in 2015.

Dr. Hung is also a General Committee Member and the Group 20 Chairman (Non-manufacturing II: Trading (Hong Kong Trade Services Council)) of the Federation of Hong Kong Industries, the Independent Manager of Chan Sui Ki (La Salle) Primary School, the School Manager of De La Salle Secondary School New Territories.

Dr. Hung is the husband of Ms. Yeung Man Yi, Beryl, the deputy chairman and chief executive officer of the Company. He is also the elder brother of Hung Ying Fung, an executive director of the Company.

Save for currently being an executive Director, Dr. Hung did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed in the paragraph headed "Directors' and Chief Executive's Interests in Equity and Debt Securities" in the report of the Directors in this annual report, Dr. Hung was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as at 31 March 2022. Save as disclosed above, Dr. Hung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

執行董事

洪劍峰，

61歲，執行董事

為本集團之創辦人及本公司主席(「主席」)。彼持有美國洛普大學工商管理榮譽博士學位。洪博士於電子行業累積逾41年經驗，負責本集團的策略規劃及企業政策。

洪博士自一九九五年起一直出任香港電子業商會(「HKEIA」)執行委員會會員，並於二零一五年獲委任為該會榮譽副會長。

洪博士亦是香港工業總會理事會理事及第20分組(第II類非製造業—貿易(香港貿易服務業協會))主席、陳瑞祺(喇沙)小學的獨立校董和新界喇沙中學校董。

洪博士為本公司副主席及行政總裁楊敏儀女士之丈夫，亦是本公司執行董事洪英峯先生之胞兄。

除現出任執行董事一職外，洪博士過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位。除本年報董事會報告之「董事及主要行政人員於股本及債務證券之權益」一段中所披露者外，截至二零二二年三月三十一日，洪博士概無於任何股份(定義見證券及期貨條例(「證券及期貨條例」)第XV部)中擁有權益。除上文所披露者外，洪博士與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關係。

Directors' and Senior Management's Profile

董事及高級管理層簡介

Yeung Man Yi, Beryl,

aged 60, Executive Director

was the founder of the Group and is the Deputy Chairman (the "Deputy Chairman") and the Chief Executive Officer (the "CEO") of the Company. With more than 41 years of experience in the electronics industry, Ms. Yeung is responsible for the Group's finance, administration and internal control.

In 2004, Ms. Yeung was also made an Associate (Electronics Industry) by The Professional Validation Council of Hong Kong, in recognition of her professional knowledge in electronics, extensive application of existing and new technology, achievements and contributions to the industry. In 2006, Ms. Yeung obtained the Master Degree of Business Administration from Lincoln University in the United States.

In recognition of her valuable experience and knowledge in the electronics engineering industry, Ms. Yeung was invited to be the Adjunct Professor in the Department of Electronic Engineering, City University of Hong Kong (2014–2015) and Advisory Committee (2010–2014) of Hong Kong Trade Development Council Electronics/Electrical Appliances Industries. She is the wife of the Chairman of the Company, Dr. Hung Kim Fung, Measure and the sister of an executive director of the Company, Mr. Yeung Kwok Leung, Allix.

Save for currently being an executive Director, Ms. Yeung did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed in the paragraph headed "Directors' and Chief Executive's Interests in Equity and Debt Securities" in the report of the Directors in this annual report, Ms. Yeung was not interested in any Shares within the meaning of Part XV of the SFO as at 31 March 2022. Save as disclosed above, Ms. Yeung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Hung Ying Fung,

aged 58, Executive Director

was the founder of the Group and is an executive director of the Company. He is responsible for the management and both the computer and cosmetic retail business development of the Group and has over 36 years of experience in the electronics industry. In 2001, he was nominated as the director of the Chamber of Hong Kong Computer Industry Company Limited. Mr. Hung was nominated as an executive member of the Sham Shui Po District Commerce and Industrial Liaison Committee (2021–2023). He is the brother of Dr. Hung Kim Fung, Measure.

楊敏儀，

60歲，執行董事

為本集團之創辦人及本公司副主席(「副主席」)兼行政總裁(「行政總裁」)。楊女士於電子業累積逾41年經驗，負責本集團之財務、行政管理及內部監控。

楊女士於二零零四年獲香港工業專業評審局頒發電子業副院士一銜，以表揚彼在電子業方面的專業知識、對現有及嶄新先進科技的廣泛應用及對業界所作出的貢獻與成就。於二零零六年，楊女士取得美國林肯大學的工商管理碩士學位。

楊女士在電子工程業界的寶貴經驗和知識備受肯定，並獲香港城市大學電子工程系邀請出任客席教授(二零一四至二零一五年度)及出任香港貿易發展局電子及家電業諮詢委員會委員(二零一零至二零一四年度)。彼為本公司主席洪劍峯博士之妻子及本公司執行董事楊國樑先生之胞姊。

除現出任執行董事一職外，楊女士過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位。除本年報董事會報告之「董事及主要行政人員於股本及債務證券之權益」一段中所披露者外，截至二零二二年三月三十一日，楊女士概無於任何股份(定義見證券及期貨條例第XV部)中擁有權益。除上文所披露者外，楊女士與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關係。

洪英峯，

58歲，執行董事

為本集團之創辦人及本公司執行董事。洪先生負責本集團之管理與電腦及化妝品零售業務發展工作。彼於電子業累積逾36年經驗。於二零零一年，彼獲提名為香港電腦商會之理事。此外，洪先生亦獲選為深水埗工商業聯絡委員會委員(二零二一至二零二三年度)。彼為洪劍峯博士之胞弟。

Directors' and Senior Management's Profile

董事及高級管理層簡介

Save for currently being an executive Director, Mr. Hung did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed in the paragraph headed "Directors' and Chief Executive's Interests in Equity and Debt Securities" in the report of the Directors in this annual report, Mr. Hung was not interested in any Shares within the meaning of Part XV of the SFO as at 31 March 2022. Save as disclosed above, Mr. Hung does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Yeung Kwok Leung, Allix,

aged 59, Executive Director

was the founder of the Group and is an executive director of the Company. Mr. Yeung is responsible for the management and business development of the retail business in the PRC and Asia Pacific region of the Group. He has over 38 years of experience in the electronics and computer industry. He is the brother of Ms. Yeung Man Yi, Beryl.

Save for currently being an executive Director, Mr. Yeung did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed in the paragraph headed "Directors' and Chief Executive's Interests in Equity and Debt Securities" in the report of the Directors in this annual report, Mr. Yeung was not interested in any Shares within the meaning of Part XV of the SFO as at 31 March 2022. Save as disclosed above, Mr. Yeung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Independent Non-executive Directors

Charles E. Chapman,

aged 73, Independent Non-executive Director

is an independent non-executive director of the Company. He is currently the independent non-executive director of AV Concept Holdings Limited (Stock Code: 595) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and a senior industry consultant for a number of overseas-based trade fair organizers. He was the executive director of the HKEIA and managing director of the HKEIA's subsidiary publishing company, the Hong Kong Electronics Promotions Ltd. from May 1988 to June 2007 when he retired. Prior to joining HKEIA, Mr. Chapman worked for 12 years as economics editor at the Hong Kong Trade Development Council and for 8 years as business editor in a local English-language newspaper.

除現出任執行董事一職外，洪先生過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位。除本年報董事會報告之「董事及主要行政人員於股本及債務證券之權益」一段中所披露者外，截至二零二二年三月三十一日，洪先生概無於任何股份(定義見證券及期貨條例第XV部)中擁有權益。除上文所披露者外，洪先生與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關係。

楊國樑，

59歲，執行董事

為本集團之創辦人及本公司執行董事。楊先生負責本集團中國及亞太地區之零售業務管理及業務發展。彼於電子及電腦業累積逾38年經驗。彼為楊敬儀女士之胞弟。

除現出任執行董事一職外，楊先生過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位。除本年報董事會報告之「董事及主要行政人員於股本及債務證券之權益」一段中所披露者外，截至二零二二年三月三十一日，楊先生概無於任何股份(定義見證券及期貨條例第XV部)中擁有權益。除上文所披露者外，楊先生與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關係。

獨立非執行董事

Charles E. Chapman，

73歲，獨立非執行董事

為本公司之獨立非執行董事。彼現為香港聯合交易所有限公司(「聯交所」)主板上市公司AV Concept Holdings Limited(股份代號：595)之獨立非執行董事及為一些海外貿易展覽會的主辦機構擔任資深行業顧問。彼於一九八八年五月出任HKEIA執行董事以及該公司旗下出版公司香港電子促進有限公司之董事總經理，於二零零七年六月退休。加盟HKEIA前，Chapman先生曾於香港貿易發展局任職12年，出任經濟編輯，並在一家本地英文報社擔任商業編輯8年。

Directors' and Senior Management's Profile

董事及高級管理層簡介

Save as disclosed above, Mr. Chapman did not hold any directorship in the last three years in public companies the shares of which are listed on any securities markets in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Leung Wai Cheung,

aged 58, Independent Non-executive Director

is an independent non-executive director of the Company. Dr. Leung is a qualified accountant, chartered secretary and Chartered Governance Professional with over 35 years of experience in accounting, auditing and financial management. He holds the Doctor of Philosophy degree in Forensic Accounting and Auditing, the Doctor of Philosophy degree in Management, the Doctor of Education degree in Educational Management, a Doctor of Business Administration degree, a Master of Professional Accounting degree, a Master of Law in International and Commercial Law, a Postgraduate Diploma in Corporate Administration, a Bachelor of Commerce degree majoring in Accounting, and a Diploma in Forensic Accounting. He is an associate member of each of the Hong Kong Institute of Certified Public Accountants, CPA Australia, Chartered Governance Institute and the Taxation Institute of Hong Kong and a fellow member of the Association of Chartered Certified Accountants and the Institute of Chartered Accountants in England & Wales. Dr. Leung is also an adjunct lecturer of the Hong Kong University (SPACE). He is currently an independent non-executive director of AV Promotions Holdings Limited (stock code: 8419), and chief financial officer of HM International Holdings Limited (stock code: 8416) He was an executive director in 2021 of Bamboos Health Care Holdings Limited (stock code 2293).

Save as disclosed above, Mr. Leung did not hold any directorship in the last three years in public companies the shares of which are listed on any securities markets in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ku Wing Hong, Eric,

aged 66, Independent Non-executive Director

is an independent non-executive director of the Company. He obtained an Honorary Bachelor's Degree in Social Sciences and a Diploma in Education from the Chinese University of Hong Kong in 1979 and 1985 respectively. He joined De La Salle Secondary School, NT in 1981 and was appointed Principal of the School in September 2004. He retired in August 2016 at the age of 60. Mr. Ku has been the Vice-chairman of the Tai Po & North District Secondary Schools Area Committee of Hong Kong Schools Sports Federation (the "Federation") and the Chairman in the Federation's Tai Po & North District Competition Committee. He has also been the Vice-chairman of the North District Secondary School Principals' Association and is currently a member of the Hong Kong Lasallian Education Council.

除上文所披露者外，Chapman先生過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位，與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關連，亦無於須根據證券及期貨條例第XV部披露之股份中擁有任何權益。

梁偉祥，

58歲，獨立非執行董事

為本公司之獨立非執行董事。梁博士乃合資格會計師、特許秘書及公司治理師，於會計、審計及財務管理方面累積逾35年經驗。彼持有法務會計及審計哲學博士學位、管理學哲學博士學位、教育管理博士學位、工商管理博士學位、專業會計碩士學位、國際與商業法學碩士學位、企業管理研究生文憑、商學士學位(主修會計)及法務會計文憑。彼為香港會計師公會、澳洲執業會計師公會、特許公司治理公會及香港稅務學會之會員、英格蘭及威爾斯特許會計師公會之資深會員以及英國特許公認會計師公會之資深會員。梁博士亦為香港大學專業進修學院客席講師。梁博士現任為AV策劃推廣(控股)有限公司(股份代號：8419)之獨立非執行董事及HM International Holdings Limited(股份代號：8416)之首席財務官。梁博士於二零二一年曾出任百本醫護控股有限公司(股份代號：2293)之執行董事。

除上文所披露者外，梁先生過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位，與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關連，亦無於須根據證券及期貨條例第XV部披露之股份中擁有任何權益。

古永康，

66歲，獨立非執行董事

為本公司之獨立非執行董事。彼分別於一九七九年及一九八五年獲香港中文大學頒授社會科學榮譽學士學位及教育文憑。彼於一九八一年加入新界喇沙中學，並於二零零四年九月獲委任為該校校長至二零一六年八月年滿六十歲退休。古先生曾任香港學界體育聯會(「聯會」)大埔及北區中學分會副主席兼聯會比賽委員會主席。彼亦曾任北區中學校長會副主席，現為香港喇沙修士會教育議會委員。

Directors' and Senior Management's Profile

董事及高級管理層簡介

Save as disclosed above, Mr. Ku did not hold any directorship in the last three years in public companies the shares of which are listed on any securities markets in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Senior Management

Manuel Arnaldo de Sousa Moutinho,

aged 64, Senior Management

has been an executive director of the Company from June 2013 to 31st March 2016. Despite his resignation as an executive director of the Company, he is the director of five subsidiaries of the Company, namely Langa Holdings (Proprietary) Limited, MBM Properties (Proprietary) Limited (formerly known as AP Electronics (Proprietary) Limited), Mantech Electronics (Proprietary) Limited ("Mantech Electronics"), Mobicon International Limited and Mobicon-Mantech Holdings Limited. Mr. Moutinho has been appointed as an advisor to the Portuguese diaspora by Portuguese World Council since February 2014.

Mr. Moutinho is responsible for the business operations of the Group in South Africa and Portugal. He joined the Group in December 2001 when Mantech Electronics was acquired by the Group and became an executive director of the Company in June 2013. Mr. Moutinho obtained his national certificate in Electronics from the University of Johannesburg (formerly known as Technikon Witwatersrand) in 1982 and matriculated at the Johannesburg Technical College in South Africa in 1977. He is a qualified electrical technician engineer.

Save as disclosed above, Mr. Moutinho did not hold any directorship in the last three years in public companies the shares of which are listed on any securities markets in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Wan Lam Keng,

aged 59, Senior Management

is the senior business manager of the Group. Ms. Wan joined the Group in June 1988 and has over 33 years of experience in retailing and trading business. She is responsible for the Group's Urgent Requirement Service division. She is the wife of Mr. Yeung Kwok Leung, Allix.

除上文所披露者外，古先生過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位，與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關連，亦無於須根據證券及期貨條例第XV部披露之股份中擁有任何權益。

高級管理層

Manuel Arnaldo de Sousa Moutinho,

64歲，高級管理人員

於二零一三年六月至二零一六年三月三十一日期間為本公司執行董事。縱使辭任了本公司之執行董事職務，Moutinho先生仍為本公司五間附屬公司之董事，包括 Langa Holdings (Proprietary) Limited、MBM Properties (Proprietary) Limited (前稱 AP Electronics (Proprietary) Limited)、Mantech Electronics (Proprietary) Limited (「Mantech Electronics」)、Mobicon International Limited 及 Mobicon-Mantech Holdings Limited。Moutinho先生自二零一四年二月起獲 Portuguese World Council 委任為葡萄牙僑民顧問。

Moutinho先生負責本集團之南非和葡萄牙的業務運作。彼於二零零一年十二月加入本集團(當時 Mantech Electronics 獲本集團收購)，並於二零一三年六月成為本公司執行董事。Moutinho先生於一九八二年自約翰內斯堡大學(前稱 Technikon Witwatersrand)取得國家電子專業證書，並於一九七七年畢業於南非 Johannesburg Technical College。彼為合資格電力技術工程人員。

除上文所披露者外，Moutinho先生過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位，與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關連，亦無於須根據證券及期貨條例第XV部披露之股份中擁有任何權益。

雲林瓊，

59歲，高級管理人員

為本集團之高級業務經理。雲女士於一九八八年六月加入本集團，於零售及貿易業務方面累積逾33年經驗。彼負責本集團之緊急需求服務部門。雲女士為楊國樑先生之妻子。

Directors' and Senior Management's Profile

董事及高級管理層簡介

Save as disclosed above, Ms. Wan did not hold any directorship in the last three years in public companies the shares of which are listed on any securities markets in Hong Kong or overseas. Saved as disclosed above, she is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does she have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Tsoi Ho Yin,

aged 37, Senior Management

is the financial controller of the Group and the company secretary of the Company. He is responsible for the financial management of the Group. Mr. Tsoi is a member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. Mr. Tsoi joined the Group in September 2016. He has more than 13 years of experience in auditing and accounting.

Save as disclosed above, Mr. Tsoi did not hold any directorship in the last three years in public companies the shares of which are listed on any securities markets in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Hung Lok Lam, Joyce,

aged 32, Senior Management

is the business development manager of Videocom Technology (HK) Limited. Ms. Hung joined the Group in August 2011 and is responsible for overseeing the product development and brand management of *wishh!*, and merchandising and marketing wide range of cosmetic products for the customers of the Group. Ms. Hung holds a Bachelor of Social Sciences degree in Psychology from The University of Hong Kong. She is the daughter of Dr. Hung Kim Fung, Measure and Ms. Yeung Man Yi, Beryl, the niece of Mr. Hung Ying Fung and the niece of Mr. Yeung Kwok Leung, Allix.

Save as disclosed above, Ms. Hung did not hold any directorship in the last three years in public companies the shares of which are listed on any securities markets in Hong Kong or overseas. Saved as disclosed above, she is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does she have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

除上文所披露者外，雲女士過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位，與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關連，亦無於須根據證券及期貨條例第XV部披露之股份中擁有任何權益。

蔡浩賢，

37歲，高級管理人員

為本集團之財務總監及本公司之公司秘書。彼負責本集團之財務管理。蔡先生為香港會計師公會會員及英格蘭及威爾斯特許會計師公會會員。彼於二零一六年九月加入本集團。蔡先生於審計及會計方面累積逾13年經驗。

除上文所披露者外，蔡先生過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位，與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關連，亦無於須根據證券及期貨條例第XV部披露之股份中擁有任何權益。

洪樂琳，

32歲，高級管理人員

為腦博仕(香港)有限公司之業務發展經理。洪女士於二零一一年八月加入本集團，負責監督 *wishh!* 之產品開發及品牌管理工作，並負責採購及向本集團客戶推廣各式各樣的化妝品。洪女士持有香港大學頒發之社會科學學士學位(心理學)。洪女士為洪劍峯博士及楊敏儀女士之女兒、洪英峯先生之侄女及楊國樑先生之外甥女。


除上文所披露者外，洪女士過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位，與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關連，亦無於須根據證券及期貨條例第XV部披露之股份中擁有任何權益。

Directors' and Senior Management's Profile

董事及高級管理層簡介

Hung Lok Tin,

aged 31, Senior Management

is the business development manager of A Plus 2 Computer Limited and Apower Holdings Limited. Mr. Hung joined the Group in January 2013 and is responsible for overseeing the product development, merchandising and brand management of  and "APower logo". Mr. Hung holds a Bachelor of Asia-Pacific Studies degree from the Australian National University and he is the executive member of the HKEIA. He is the son of Dr. Hung Kim Fung, Measure and Ms. Yeung Man Yi, Beryl, the nephew of Mr. Hung Ying Fung and the nephew of Mr. Yeung Kwok Leung, Allix.

Save as disclosed above, Mr. Hung did not hold any directorship in the last three years in public companies the shares of which are listed on any securities markets in Hong Kong or overseas. Saved as disclosed above, he is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Chooi Chow Sek, Jasmond,


aged 55, Senior Management

is the general manager of Mobicon-Remote Electronic Sdn. Bhd. in Malaysia and Mobicon-Remote Electronic Pte Ltd. in Singapore. He graduated from Federal Institute of Technology in Malaysia with a Diploma in Electronic Engineering. Mr. Chooi joined the Group in July 2001 and has over 30 years of experience in distribution of electronic components and test and measurement instruments. He is currently responsible for the overall operation of these two companies covering Southeast Asia.

Save as disclosed above, Mr. Chooi did not hold any directorship in the last three years in public companies the shares of which are listed on any securities markets in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

洪樂天，

31歲，高級管理人員

為毅進易電腦有限公司和毅創來集團有限公司之業務發展經理。洪先生於二零一三年一月加入本集團，負責監督  和「APower logo」之產品開發、採購及品牌管理工作。洪先生持有澳洲國立大學頒發之亞太區研究學士學位，並出任HKEIA執行委員。洪先生為洪劍峯博士及楊敏儀女士之兒子、洪英峯先生之侄兒及楊國樑先生之外甥。

除上文所披露者外，洪先生過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位，與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關連，亦無於須根據證券及期貨條例第XV部披露之股份中擁有任何權益。

徐宙石，

55歲，高級管理人員

為馬來西亞Mobicon-Remote Electronic Sdn. Bhd.及新加坡Mobicon-Remote Electronic Pte Ltd.之總經理。彼畢業於馬來西亞Federal Institute of Technology，持有電子工程文憑。徐先生於二零零一年七月加入本集團，於分銷電子元件及測試和測量儀器方面累積逾30年經驗。彼現負責上述兩間公司遍及東南亞之整體業務運作。

除上文所披露者外，徐先生過去三年間並無於其證券在任何香港或海外證券市場上市之上市公司擔任其他董事職位，與任何其他本公司董事、高級管理層、主要股東或控股股東之間並無任何關連，亦無於須根據證券及期貨條例第XV部披露之股份中擁有任何權益。

Corporate Governance Report

企業管治報告書

Corporate Governance Practices

The Board is committed to principles of corporate governance practices and procedures. The corporate governance principles of the Company emphasize transparency, accountability and independence.

The Company has complied with the Code Provisions as set out in the Corporate Governance Code (the “Code”) in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) during the Reporting Period except for the following deviations:

Code Provision B.2.2 of the Code provides that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. However, the Bye-laws of the Company provides that the Chairman and the Deputy Chairman will not be subject to retirement by rotation or be taken into account in determining the number of directors to retire. As continuation of the services of the Chairman and the Deputy Chairman is a key factor to the successful implementation of any long term business plan, the Board believes that present arrangement is most beneficial to the Company and the shareholders as a whole. The independent non-executive directors of the Company (the “INEDs”) are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company under Bye-law 111 of the Company’s Bye-laws.

Directors’ Securities Transactions

The Company has adopted its own Securities Dealing Code on terms no less exacting than the required standard as set out in the Model Code in Appendix 10 to the Listing Rules. Upon specific enquiry by the Company, all directors have confirmed that they fully complied with the required standard set out in the Securities Dealing Code throughout the Reporting Period.

Board of Directors

The Board is collectively responsible for overseeing the management of the business and affairs of the Group with the objective of enhancing share value.

The Board comprises a total of seven directors, with four executive directors, namely Dr. Hung Kim Fung, Measure (*Chairman*), Ms. Yeung Man Yi, Beryl (*Deputy Chairman and Chief Executive Officer*), Mr. Hung Ying Fung, and Mr. Yeung Kwok Leung, Allix and three INEDs, namely, Mr. Charles E. Chapman, Dr. Leung Wai Cheung and Mr. Ku Wing Hong, Eric. One of the INEDs has appropriate professional qualifications, or accounting or related financial management expertise, which is required by the Listing Rules. Ms. Yeung Man Yi, Beryl is the wife of Dr. Hung Kim Fung, Measure. She is also the sister of Mr. Yeung Kwok Leung, Allix. Mr. Hung Ying Fung is the brother of Dr. Hung Kim Fung, Measure.

企業管治常規

董事會致力遵守企業管治常規之原則及程序。本公司的企業管治原則強調透明度、問責性及獨立監察。

本公司於報告年度一直遵守聯交所證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）之守則條文，惟下列偏離情況除外：

企業管治守則之守則條文第B.2.2條規定，各董事（包括任期為指定長度之董事）須最少每三年輪值退任一次。然而，本公司之公司細則規定，主席及副主席不須輪值告退，於決定董事告退人數時亦不會被計算在內。基於主席及副主席能否持續提供服務乃成功推行任何長期業務發展計劃之重要因素，董事會相信現時之安排對本公司及股東整體而言最為有利。本公司獨立非執行董事（「獨立非執行董事」）並無指定任期，惟須根據本公司之公司細則第111條，於本公司股東週年大會輪值告退及重選連任。

董事進行證券交易

本公司已採納其本身之證券買賣守則，該守則之條款不會較上市規則附錄10標準守則所訂規定準則寬鬆。經本公司作出特定查詢後，全體董事確認彼等於報告年度內一直全面遵守證券買賣守則所訂規定準則。

董事會

董事會共同負責監督本集團的業務及事務管理，以提升股份價值為目標。

董事會由七名董事組成，其中四名為執行董事包括洪劍峯博士（主席）、楊敏儀女士（副主席兼行政總裁）、洪英峯先生及楊國樑先生，另外三名為獨立非執行董事包括Charles E. Chapman先生、梁偉祥博士及古永康先生，當中一名獨立非執行董事具備上市規則所要求之適當專業資格，或會計或相關財務管理的專門知識。楊敏儀女士為洪劍峯博士之妻子，亦為楊國樑先生之胞姊。洪英峯先生為洪劍峯博士之胞弟。

Corporate Governance Report

企業管治報告書

Each of the INEDs has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all INEDs meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

The Board composition will be reviewed regularly to ensure that it has a balance of skills, experience and diversity appropriate for the requirements of the business of the Group. To enhance the standard of corporate governance, the Company also adopted a board diversity policy on 29th August 2013. The directors' biographical information is set out on pages 16 to 22 of this annual report.

The Board, led by the Chairman, is responsible for the approval and monitoring of the Group's long term and short term investments, business strategies and annual budgets, evaluating the performance of the Group and oversight of the management. One of the important roles of the Chairman is to provide leadership to the Board such that the Board acts in the best interests of the Group. The Chairman shall ensure that the Board works effectively and discharges its responsibilities, and that all key and appropriate issues are discussed and approved by the Board before execution. All directors have been consulted about any matters proposed for inclusion in the agenda. The Chairman has delegated the responsibility for drawing up the agenda for each Board meeting to the Company Secretary. With the support of the Company Secretary, the Chairman seeks to ensure that all directors are properly briefed on issues arising at Board meetings and adequate and reliable information is given to the Board in a timely manner.

The CEO is responsible for the implementation of corporate goals, business strategies and policies resolved by the Board from time to time. The CEO assumes full accountability to the Board in respect of the Group's operations.

The Company Secretary shall convene a Board meeting at the request of any one director and 14 days' notice of Board meeting will be given to all directors. The Company Secretary shall circulate the Board papers not less than three days before the Board meeting to enable the directors to clearly understand and make informed decisions on all matters to be raised, discussed and resolved at the Board meetings. The Company Secretary who is also the financial controller of the Group shall attend all regular Board meetings to advise on corporate governance, statutory compliance, accounting and financial matters when necessary. The directors shall have full access to information on the Group and arrangement has been in place to enable directors to obtain independent professional advice whenever deemed necessary. The Company Secretary shall prepare minutes and keep records of matters discussed and decisions resolved at all Board meetings.

各名獨立非執行董事均已根據上市規則第3.13條就其獨立身分發出年度確認函。本公司認為全體獨立非執行董事均符合上市規則第3.13條所載獨立身分指引，而根據指引條款，彼等均為獨立人士。

董事會之組成架構會定期獲檢討，確保董事會在技能、經驗和成員多元化方面取得平衡，切合本集團業務的需要。為加強企業管治水平，本公司亦於二零一三年八月二十九日採納董事會成員多元化政策。董事的履歷資料載於本年報第16頁至第22頁。

董事會由主席領導，負責審批及監察本集團的長期及短期投資、經營策略及年度預算、評估本集團的表現，並監督管理工作。主席其中一項主要職能為帶領董事會，令董事會以最有利於本集團的方式行事。主席應確保董事會有效運作及履行其職責，而所有重大及適切事宜在執行前必須經董事會商議及批准。任何建議納入會議議程的事項均會先諮詢全體董事。主席已授權公司秘書負責擬訂每次董事會會議的議程。在公司秘書的協助下，主席會盡力確保全體董事均獲妥善告知將於董事會會議提出的事項，並及時接收充足可靠的資訊。

行政總裁負責推行董事會不時議決之企業目標、業務策略及政策。行政總裁就本集團之營運對董事會負全責。

公司秘書須應任何一名董事要求召開董事會會議，並會於董事會會議召開前14日向全體董事發出會議通知。公司秘書須在董事會會議舉行日期最少三日前呈上會議文件，使各董事能充分了解董事會會議上將提出、討論及議決的所有事務，並作出知情決定。身兼本集團財務總監之公司秘書在有需要時須出席所有董事會常規會議，就企業管治、法規遵守、會計及財務事宜提供意見。董事有權取得本集團所有資料，而本公司已作出安排致使董事於認為有需要時能獲得獨立專業意見。公司秘書須編備會議記錄，記錄所有於董事會會議上討論的事項及所作出的決定。

Corporate Governance Report

企業管治報告書

Four regular Board meetings of the Reporting Period were scheduled in advance at approximately quarterly intervals; the other two Board meetings had been convened in relation to the discussions of two continued connected transactions pursuant to Chapter 14A of the Listing Rules. The directors can attend meetings in person or by means of a conference telephone or other communications facilities in accordance with Bye-law 136 of the Company's Bye-laws.

The senior management is responsible for the daily operations of the Group under the leadership of the Board. To this end, the senior management has to implement, follow up and monitor the business plans, internal control and corporate governance practices developed by the Board.

Directors' Training

Every director keeps abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company. The Company provides all members of the Board with monthly updates on the Group's performance and financial position.

During the year, the Company had arranged an in-house training session to the directors on the implications of late disclosure of inside information from recent cases. In addition, the directors had attended external courses, conferences and luncheons organized by various organizations to further enhance their capacities to carry out directors' duties.

The directors also reviewed the monthly business and financial updates and other reading materials provided to them concerning latest developments in corporate governance practices and relevant legal and regulatory developments.

於報告年度內舉行之四次董事會常規會議均為預先安排之會議，大致每季舉行。另外兩次董事會會議乃根據上市規則第14A章為討論兩項持續關連交易而召開。依據本公司的公司細則第136條，董事可親身出席會議，或透過會議電話或其他通訊設備參與會議。

高級管理層在董事會領導下負責本集團的日常業務運作。就此，高級管理層須實施、跟進及監管董事會制定之業務計劃、內部監控及企業管治常規。

董事培訓

每位董事均知悉有關本公司董事責任，以及本公司的經營、業務活動及動向的最新資料。本公司每月向董事會全體成員匯報本集團表現及財務狀況的最新資料。

年內，本公司曾安排董事參與內部培訓，講述近期數度延遲披露內幕消息造成之影響。此外，董事亦曾參與由不同機構舉辦的外界課程、會議及午餐會，旨在進一步提高履行董事職責的能力。

董事亦審閱提供予彼等有關業務及財務情況的每月最新資料，以及其他有關企業管治常規和相關法律及法規最新發展的閱覽資料。

Corporate Governance Report 企業管治報告書

According to the records maintained by the Company Secretary, all Directors pursued continuous professional development during the Reporting Period and relevant details are set out below:

根據本公司秘書保存之記錄，所有董事均有於報告年度進行持續專業進修，有關詳情載述如下：

		Type of trainings 進修種類
Dr. Hung Kim Fung, Measure	洪劍峯博士	A&B
Ms. Yeung Man Yi, Beryl	楊敏儀女士	A&B
Mr. Hung Ying Fung	洪英峯先生	A&B
Mr. Yeung Kwok Leung, Allix	楊國樑先生	A&B
Charles E. Chapman	Charles E. Chapman	A&B
Leung Wai Cheung	梁偉祥	A&B
Ku Wing Hong Eric	古永康	A&B

A: attending seminars/conferences/forums

A: 出席研討會/會議/論壇

B: reading newspapers, journals and updates relating to the economy, general business, corporate governance and directors' duties and responsibilities

B: 閱讀有關經濟、宏觀商業、企業管治以及董事職責及責任之報紙、期刊及最新資訊。

Appointment, Re-election and Removal of Directors

委任、重選及罷免董事

There is no specific term of the appointment of INEDs. However, they are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provision of the Bye-laws of the Company. This deviates from the Code Provision B.2.2 of the Code which requires that non-executive directors be appointed for specific terms subject to rotation and re-election by shareholders. The Board considers that this current practice is fair and reasonable and does not intend to change this practice at the moment.

獨立非執行董事的任期並無指定長度，惟彼等須根據本公司的公司細則規定於本公司股東週年大會輪值告退及重選連任。此情況偏離企業管治守則之守則條文第B.2.2條，該條文規定非執行董事僅可於指定任期內擔任董事職務，並須輪值告退及接受股東重選。董事會認為，現行做法屬公平合理，故目前無意變更此做法。

According to Bye-law 111 of the Company's Bye-laws, one-third of the directors for the time being (excluding the Chairman and the Deputy Chairman of the Board) shall retire from office by rotation at each annual general meeting. Currently, two directors are subject to retirement by rotation at the forthcoming annual general meeting.

根據本公司的公司細則第111條，於每屆股東週年大會上，當時三分之一的董事（董事會主席及副主席除外）須輪值告退。現時，兩名董事須於應屆股東週年大會輪值告退。

According to Bye-law 117 of the Company's Bye-laws, the members may, at any general meeting and by an ordinary resolution, remove a director at any time before the expiration of his/her period of office provided that the notice of any such meeting convened for the purpose of removing a director shall contain a statement of the intention so to do and be served on such director not less than 14 days before the meeting and at such meeting, such director shall be entitled to be heard on the motion for his/her removal.

根據本公司之公司細則第117條，股東可於任何股東大會上透過普通決議案在董事之任期屆滿前隨時罷免該董事，惟就罷免董事而召開之會議之通告須說明會議有此目的，而通告須於會議舉行至少14日前送交該名董事，且於該次會議上，該名董事有權就其罷免動議辯護。

Corporate Governance Report

企業管治報告書

Board Diversity Policy

The Board has adopted a board diversity policy (the “Board Diversity Policy”) on 29th August 2013. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board.

In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at 31 March 2022, the Board consisted of six male Directors and one female Director. Among all employees of the Group, male employees accounted for 54% and female employees accounted for 46%. The Group believes that the gender ratio of employees is within the reasonable range.

Corporate Governance Functions

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

1. to develop and review the Company’s policies and practices on corporate governance;
2. to review and monitor the training and continuous professional development of directors and senior management;
3. to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
5. to review the Company’s compliance with the Code and disclosure in corporate governance reports.

董事會成員多元化政策

董事會於二零一三年八月二十九日採納董事會成員多元化政策(「董事會成員多元化政策」)，本公司明白並深信董事會成員多元化對提升公司的表現素質裨益良多。董事會成員多元化政策旨在列載為達致董事會成員多元化而採取的方針。

本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、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，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

本公司按一系列多元化範疇為基準甄選人選，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會帶來的貢獻而作決定。

於二零二二年三月三十一日，董事會成員包括六名男性董事及一名女性董事。本集團之全體僱員當中，男性僱員佔54%，女性僱員佔46%。本集團相信僱員之性別比例屬合理範圍內。

企業管治職能

董事會負責履行企業管治職責，包括：

1. 制定及檢討本公司之企業管治政策及常規；
2. 檢討及監察董事及高級管理人員之培訓及持續專業發展；
3. 檢討及監察本公司遵守法律及監管規定之政策及常規；
4. 制定、檢討及監察適用於僱員及董事之操守準則及合規手冊(如有)；及
5. 檢討本公司遵守企業管治守則之情況及企業管治報告書內之披露事項。

Corporate Governance Report 企業管治報告書

Remuneration Committee and Directors' Remuneration

The Remuneration Committee of the Company was established on 20th February 2006 to assist the Board to oversee the remuneration packages of and determine the remuneration structure of the executive directors and senior management of the Group. Its current members are Dr. Leung Wai Cheung, Ms. Yeung Man Yi, Beryl and Mr. Ku Wing Hong, Eric. Dr. Leung is the Chairman of the Remuneration Committee. The terms of reference including the duties of the Remuneration Committee have been posted on the Company's website and the Stock Exchange's website.

With effect from the fiscal year 2020/2021, the Remuneration Committee adopted the management bonus package mechanism of executive directors which provides that the aggregate amount of management bonuses payable to all directors in respect of any financial year of the Company shall not exceed (i) 5% of the net profits of the Group if the net profits of the Group is HK\$8 million or above but is less than HK\$10 million; and (ii) 10% of the net profits of the Group if the net profits of the Group is HK\$10 million or above. Furthermore, the Remuneration Committee also approved to delegate the authority to the Chairman of the Group to determine the distribution level on the management bonus payout to all executive directors and each executive director shall entitle to not less than 10% of the aggregate amount of the management bonuses.

During the Reporting Period, the Remuneration Committee held one meeting. The minutes of the Remuneration Committee were tabled to the Board for noting and for confirmation by the Board where appropriate. On 23rd February 2022, the Remuneration Committee resolved that a new management bonus package mechanism of executive directors for the fiscal year 2022/2023 will be adopted which provides that the aggregate amount of management bonuses payable to all executive directors in respect of any financial year of the Company shall not exceed (i) 5% of the net profits of the Group if the net profits of the Group is HK\$10 million or above but is less than HK\$15 million; and (ii) 10% of the net profits of the Group if the net profits of the Group is HK\$15 million or above. Furthermore, the Remuneration Committee also approved that, with effect from the fiscal year 2022/2023, it shall delegate the authority to the Chairman of the Group to determine the distribution level on the management bonus payout to all executive directors and each executive director shall entitle to not less than 10% of the aggregate amount of the management bonuses.

薪酬委員會及董事薪酬

本公司薪酬委員會於二零零六年二月二十日成立，以協助董事會監督本集團執行董事及高級管理層的薪酬待遇及釐定本集團執行董事及高級管理層的薪酬結構。薪酬委員會現任成員包括梁偉祥博士、楊敏儀女士及古永康先生。梁博士為薪酬委員會主席。載列薪酬委員會職務之職權範圍登載於本公司網站及聯交所網站。

自二零二零／二零二一年財政年度起，薪酬委員會採用執行董事管理花紅組合機制，有關機制規定，本公司於任何財政年度應付全體董事之管理花紅總額(i)不得多於本集團純利之5%(倘本集團純利達八百萬港元或以上但低於一千萬港元)；及(ii)不得多於本集團純利之10%(倘本集團純利達一千萬港元或以上)。此外，薪酬委員會亦批准通過授權本集團主席可決定全體執行董事所獲分配管理花紅之數額，而每位執行董事可享有不少於管理花紅總額之10%。

於報告年度，薪酬委員會曾舉行一次會議。薪酬委員會之會議記錄已呈交董事會以供董事會省覽及確認(如有需要)。於二零二二年二月十三日，薪酬委員會決議於二零二二／二零二三年財政年度，採用新的執行董事管理花紅組合機制。新的機制規定本公司於任何財政年度應付全體執行董事之管理花紅總額(i)不得多於本集團純利之5%(倘本集團純利達一千萬港元或以上但低於一千五百萬港元)；及(ii)不得多於本集團純利之10%(倘本集團純利達一千五百萬港元或以上)。此外，薪酬委員會亦批准通過由二零二二／二零二三年財政年度起，授權本集團主席可決定全體執行董事所獲分配管理花紅之數額，而每位執行董事可享有不少於管理花紅總額之10%。

Corporate Governance Report

企業管治報告書

The following table lists out in bands the remuneration of the executive directors and senior management whose names appear in the "Directors' and Senior Management's Profile" section for the year:

HK\$ 港元	Number of persons 人數
500,001 – 1,000,000	2
1 – 500,000	11
Total number of persons 總人數	13

Nomination Committee

The Nomination Committee of the Company was established on 28th March 2012 to lead the process for the appointment of directors of the Company. Its current members are Dr. Hung Kim Fung, Measure, Mr. Charles E. Chapman and Dr. Leung Wai Cheung. Dr. Hung is the Chairman of the Nomination Committee. The terms of reference including the responsibilities of the Nomination Committee have been posted on the Company's website and the Stock Exchange's website.

The terms of reference including the duties of the Nomination Committee was amended on 28th December 2018 and the amended version has been posted on the Company's website and the Stock Exchange's website.

Nomination Policy

The Nomination Committee adopted a policy for the nomination of the directors (the "Nomination Policy"). According to the Nomination Policy, the Nomination Committee will use the following non-exhaustive factors, including reputation for integrity, accomplishment and experience, commitment in respect of available time and relevant interest, the Company's board diversity policy and the independence of the candidate (in the case of independent non-executive Directors) as reference in assessing the suitability of a proposed candidate. 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 Board shall have the ultimate responsibility and final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

下表列出名列「董事及高級管理層簡介」一節之執行董事及高級管理層於本年度之酬金組別：

提名委員會

本公司提名委員會於二零一二年三月二十八日成立，專責領導本公司董事之委任程序。提名委員會現任成員包括洪劍峯博士、Charles E. Chapman 先生及梁偉祥博士。洪博士為提名委員會主席。載列提名委員會職責之職權範圍登載於本公司網站及聯交所網站。

載列提名委員會職務之職權範圍曾於二零一八年十二月二十八日作出修訂，經修訂版本登載於本公司網站及聯交所網站。

提名政策

提名委員會已採納有關提名董事之政策（「提名政策」）。根據提名政策，在評估候任人選之合適性時，提名委員會會以下列因素（只屬部分因素而非所有因素）作參考，包括誠信品格、成就及經驗、投入程度（能夠付出之時間及對相關事務的關注）、本公司之董事會成員多元化政策，以及候選人之獨立性（就獨立非執行董事而言）。提名委員會須召開提名委員會會議，並邀請董事會成員於會議前提名人選（如有）以供提名委員會考慮。提名委員會亦可提呈並非由董事會成員提名之人選。就董事會推薦候選人在任何股東大會上參選一事而言，董事會對所有相關事宜負有最終責任，並就此擁有最終決定權。

Corporate Governance Report

企業管治報告書

During the Reporting Period, the Nomination Committee held one meeting. The minutes of the Nomination Committee meeting was tabled to the Board for noting and for confirmation by the Board where appropriate.

Audit Committee

The Audit Committee of the Company was established on 18th April 2001 to assist the Board in providing an independent review of the effectiveness of the financial reporting process, risk management and internal control system of the Company.

All members of the Audit Committee are the INEDs. One member has appropriate professional qualifications, accounting and related financial management expertise as required under the Listing Rules. None of them is employed by or otherwise affiliated with former or existing auditors of the Company. The current members of the Audit Committee are Mr. Charles E. Chapman, Dr. Leung Wai Cheung and Mr. Ku Wing Hong, Eric. Dr. Leung is the Chairman of the Audit Committee.

The terms of reference including the duties of the Audit Committee was amended on 28th December 2018 and the amended version has been posted on the Company's website and the Stock Exchange's website.

The Audit Committee held four meetings during the Reporting period. The minutes of the Audit Committee meetings were tabled to the Board for noting and for action by the Board where appropriate.

During the meetings held in the Reporting Period, the Audit Committee had performed the following work:

- (i) reviewed annual results and the financial reports for the year ended 31st March 2021 and the interim results and the financial reports for the six months ended 30th September 2021;
- (ii) reviewed the findings and recommendations of the internal audit on the operations and performance of the Group;
- (iii) reviewed the accounting principles and practices adopted by the Group and ensured the Company to comply with the Listing Rules and other statutory compliance;

於報告年度內，提名委員會曾舉行一次會議。提名委員會會議之會議記錄已提呈董事會過目，並供董事會確認(如有需要)。

審核委員會

本公司審核委員會於二零零一年四月十八日成立，以協助董事會獨立檢討本公司之財務申報程序、風險管理及內部監控系統之成效。

審核委員會全體成員皆為獨立非執行董事，其中一名成員具有上市規則規定的適當專業資格、會計及相關財務管理專業知識。彼等概無受僱於本公司前任或現任核數師或與彼等有聯屬關係。審核委員會現任成員包括Charles E. Chapman先生、梁偉祥博士及古永康先生。梁博士為審核委員會主席。

載列審核委員會職務之職權範圍曾於二零一八年十二月二十八日作出修訂，經修訂版本登載於本公司網站及聯交所網站。

於報告年度內，審核委員會曾舉行四次會議。審核委員會會議之會議記錄已提呈董事會過目，並供董事會採取行動(如有需要)。

於報告年度舉行之會議上，審核委員會曾執行下述工作：

- (i) 審閱截至二零二一年三月三十一日止年度的全年業績及財務報告以及截至二零二一年九月三十日止六個月的中期業績及財務報告；
- (ii) 審閱內部審核部就本集團營運及表現之發現及建議；
- (iii) 審閱本集團採納的會計原則及慣例，並確保本公司遵守上市規則及其他法定規章；

Corporate Governance Report

企業管治報告書

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|------|--|------|------------------------------------|
| (iv) | reviewed the effectiveness of internal control and risk management systems of the Group; | (iv) | 檢討本集團內部監控及風險管理系統之成效； |
| (v) | reviewed the external auditors' management letter and management's response; and | (v) | 審閱外聘核數師致管理層的函件及管理層的回應；及 |
| (vi) | reviewed and recommended for approval to the Board the 2021/2022 audit scope and auditors' remuneration. | (vi) | 檢討二零二一／二零二二年度之核數範圍及核數師酬金，並推薦董事會批准。 |

Dividend Policy

The Company has adopted a dividend policy. Subject to any restrictions under the Laws of Bermuda, the Bye-laws of the Company and any applicable laws, rules and regulations, the Company may declare dividend according to the recommendation of the Board. The Company may in its full discretion decide not to declare dividend due to various reasons, including but not limited to maintaining or adjusting the capital structure and reserving more capital to capture opportunities, etc. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia:

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|--------|---|--------|---------------------------|
| (i) | the general financial condition of the Group; | (i) | 本集團之整體財務狀況； |
| (ii) | the Group's actual and future operations and liquidity position; | (ii) | 本集團之實際及未來營運及流動資金狀況； |
| (iii) | the Group's expected working capital requirements and future expansion plans; | (iii) | 本集團之預期營運資金需求及未來拓展計劃； |
| (iv) | the Group's debt to equity ratios and the debt level; | (iv) | 本集團之負債權益比率及債務水平； |
| (v) | any restrictions on payment of dividends that may be imposed by the Group's lenders; | (v) | 本集團借款人可能施加的有關支付股息的任何限制； |
| (vi) | the retained earnings and distributable reserves of the Company and each of the members of the Group; | (vi) | 本公司及本集團各成員公司之留存溢利及可供分派儲備； |
| (vii) | the shareholders' and the investors' expectation and industry's norm; | (vii) | 股東及投資者之期望及行業慣例； |
| (viii) | the general market conditions; and | (viii) | 整體市場情況；及 |
| (ix) | any other factors that the Board deems appropriate. | (ix) | 董事會認為適用的任何其他因素。 |

股息政策

本公司採納了股息政策。在符合百慕達法例、本公司之公司細則及任何適用法律、法規及規例之任何限制下，本公司可依照董事會之建議宣派股息。本公司可全權酌情決定基於不同的原因（包括但不限於維持或調整資本結構及保留更多資金以便把握機遇等）不宣派股息。在決定是否建議派付股息時及在釐定股息金額時，董事會須考慮（其中包括）下列因素：

Corporate Governance Report

企業管治報告書

Attendance of Individual Directors

The attendance of individual directors at the Board, Audit Committee, Remuneration Committee, Nomination Committee and Annual General Meeting during the Reporting Period is set out in the table below.

各董事之會議出席記錄

於報告年度，各董事出席董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議及股東週年大會之記錄載於下表。

Name of Director	董事姓名	Number of meeting(s) attended/held in 2021/2022				
		Board Meetings	Audit Committee Meetings	Remuneration Committee Meeting	Nomination Committee Meeting	Annual General Meeting
		董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議	股東週年大會
Dr. Hung Kim Fung, Measure	洪劍峯博士	6/6	N/A不適用	N/A不適用	1/1	1/1
Ms. Yeung Man Yi, Beryl	楊敏儀女士	6/6	N/A不適用	1/1	N/A不適用	1/1
Mr. Hung Ying Fung	洪英峯先生	6/6	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Yeung Kwok Leung, Allix	楊國樑先生	6/6	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Charles E. Chapman	Charles E. Chapman先生	6/6	4/4	N/A不適用	1/1	1/1
Dr. Leung Wai Cheung	梁偉祥博士	6/6	4/4	1/1	1/1	1/1
Mr. Ku Wing Hong, Eric	古永康先生	6/6	4/4	1/1	N/A不適用	1/1

Directors' Responsibility for the Financial Statements

The directors acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group.

As at 31st March 2022, the directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the directors have prepared the financial statements of the Company on a going concern basis.

The responsibilities of the external auditors with respect to financial reporting are set out in the Independent Auditors' Report on pages 67 to 73 of this annual report.

The consolidated financial statements for the year ended 31st March 2022 were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting of the Company. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited be re-appointed as the auditors of the Company at the forthcoming annual general meeting of the Company.

董事就財務報表須承擔之責任

董事確認其須就每個財政年度編製真實兼公平反映本集團事務狀況之財務報表。

於二零二二年三月三十一日，董事並不知悉有任何重大不明朗事件或情況可能會嚴重影響本公司持續經營之能力，故董事按持續經營基準編製本公司財務報表。

外聘核數師就財務申報須承擔之責任載於本年報第67頁至第73頁之獨立核數師報告內。

截至二零二二年三月三十一日止年度之綜合財務報表已經由國衛會計師事務所有限公司審核，彼將於應屆本公司股東週年大會上任滿。審核委員會已向董事會建議，於應屆本公司股東週年大會上續聘國衛會計師事務所有限公司為本公司核數師。

Corporate Governance Report

企業管治報告書

Auditors' Remuneration

For the year ended 31st March 2022, the remuneration paid to the Company's auditors, HLB Hodgson Impey Cheng Limited, is set out as follows:

Services rendered	所提供服務	Fee paid/payable 已付／應付費用 HK\$'000 千港元
Audit services	核數服務	900
Non-audit services – Interim review	非核數服務－中期審閱	220
		1,120

Risk Management and Internal Control

The Board acknowledges its responsibility for the risk management and internal control systems and the review of their effectiveness. Such systems are designed to identify, analyze, evaluate and mitigate risk exposures that may impact the continued efficiency and effectiveness of our operation or prevent it from achieving its business objectives.

The risk management process of the Group is coordinated and facilitated by our compliance officer. The objectives of risk management are to, inter alia, enhance the Company's governance and corporate management processes as well as to safeguard the Group against unacceptable levels of risks and losses. The risk management process of the Group will involve, inter alia, (i) an annual risk identification exercise which involves assessment of the consequence and likelihood of risks (including documenting those of potentially high impact) and the development and/or review of risk management plans for mitigating such risks; (ii) testing of documented risk management procedures at approval intervals; and (iii) providing our staff and other stakeholders appropriate and reasonable access to relevant information and training in the area of risk management.

Our internal control staff has performed an assessment on our internal control systems including reviewing guidelines and policies which are implemented through our operational process and the results of the same has been reported to the Board. An internal audit function is set up to examine key issues in relation to the financial and operational matters/practices and to provide its findings and any recommendations for improvement to the Audit Committee.

核數師酬金

截至二零二二年三月三十一日止年度，支付予本公司核數師國衛會計師事務所有限公司之酬金如下：

風險管理與內部監控

董事會有責任進行風險管理及管理內部監控系統，以及檢討其成效。有關系統旨在識別、分析、評估及降低可能會影響本公司業務運作的一貫效率及效益或妨礙實現業務目標的風險。

本集團的風險管理程序由本公司的合規主任協調及促成。風險管理的目標是要(其中包括)加強本公司的管治及企業管理程序，以及保護本集團免受無法承受的風險及損失。本集團的風險管理程序涉及(其中包括)(i)進行年度風險識別工作，有關工作涉及評估風險(包括記錄可能產生嚴重影響的風險)的後果及發生機率，以及制訂及／或檢討關於降低有關風險的風險管理計劃；(ii)每隔一段認許時間，測試已記錄的風險管理程序；及(iii)在合適及合理範圍內，讓本公司員工及其他利益相關者取用有關風險管理方面的資料及接受相關培訓。

本公司的內部監控員工已對內部監控系統進行評估，包括審視在本公司營運過程中執行的指引及政策並將有關評估的結果匯報予董事會。本公司已成立內部審核部門，旨在審查有關財務及營運事宜／常規的主要問題，以及向審核委員會提交其調查結果及任何改善建議。

Corporate Governance Report

企業管治報告書

With a view to identifying, handling and disseminating inside information, procedures have been implemented by the Group to ensure that unauthorized access and use of information are strictly prohibited.

During the Reporting Period, the Board, as supported by the Audit Committee, our compliance officer and internal audit function, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the mentioned period, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources in respect thereof.

Investor Relations and Communications

The Company establishes different communication channels with shareholders and investors: (i) the annual general meeting provides a forum for shareholders to raise comments and exchange views with the Board; (ii) updated company news and published announcements of the Group are available on the websites of the Stock Exchange and the Company; and (iii) different means are opened to the shareholders and investors for communication channel such as (a) by mail to the Company's head office at 7/F, New Trend Centre, 704 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; (b) by telephone at (852) 2397 6628; or (c) by fax at (852) 2397 0339.

Company Secretary

The Company Secretary is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the Chairman. From time to time, the Company Secretary advises the Board on governance matters and ensures the board procedures, applicable law, rules and regulations are followed. During the Reporting Period, the Company Secretary has confirmed that he has complied with all the qualifications and training requirements under the Listing Rules.

Shareholders' Right

(i) Procedures by which shareholders can convene a Special General Meeting (the "SGM")

The Board shall, on the requisition in writing of the shareholders of not less than one-tenth of the paid-up capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene a SGM.

If within twenty-one days of such deposit, the Board fails to proceed to convene the SGM, the requisitionists or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM, but any meeting so convened shall not be held after three months from the date of the original deposit.

就識別、處理及發佈內幕消息而言，本集團已實施程序，嚴格禁止未經授權存取及使用資料。

於報告年度，在審核委員會、合規主任及內部審核部門的支援下，董事會已檢討上述期間之風險管理及內部監控系統，包括財務、營運及合規等方面之監控，並認為有關系統屬有效及足夠。年度檢討亦涵蓋財務申報及內部審核職能以及相關的員工資格、經驗及相關資源。

投資者關係及溝通

本公司設有不同渠道與股東及投資者溝通：(i)股東週年大會為股東提供發表意見及與董事會交流觀點之場合；(ii)本集團之最新公司消息及本集團已刊發之公佈在聯交所及本公司的網站可供查閱；及(iii)向股東及投資者提供各種交流渠道，例如：(a)郵寄至本公司總辦事處，地址為香港九龍新蒲崗太子道東704號新時代工貿商業中心7樓；(b)致電(852) 2397 6628；或(c)傳真至(852) 2397 0339。

公司秘書

公司秘書為本公司之全職僱員，能緊貼本公司之日常事務。公司秘書負責向主席匯報。公司秘書不時向董事會提供有關管治事宜之意見，確保遵循董事會程序、適用法律、法規及規例。公司秘書已確認，於報告年度內，彼符合上市規則中有關資格及培訓之所有規定。

股東權利

(i) 股東可召開股東特別大會（「股東特別大會」）之程序

在持有不少於本公司十分之一繳足股本（即已繳付所有到期催繳股款或其他到期款項）之股東作出書面要求時，董事會須立即就此召開股東特別大會。

倘董事會並未於有關要求發出日期起計二十一日內召開股東特別大會，則提出該要求之人士或彼等當中持有過半數總投票權之任何人士可自行召開股東特別大會，惟任何此等會議不得於要求原發出日期起計三個月後舉行。

Corporate Governance Report

企業管治報告書

(ii) Procedures for putting forward proposals at General Meetings (the “GM”)

Shareholders can submit a written requisition to move a resolution at GM. The number of shareholders shall represent not less than one-twentieth of the total voting rights of all shareholders having at the date of the requisition a right to vote at the GM, or who are no less than 100 shareholders.

The written requisition must state the resolution, accompanied by 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 the GM. It must also be signed by all of the shareholders concerned and be deposited to the Company Secretary at the Company’s office in Hong Kong at 7/F, New Trend Centre, 704 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong not less than six weeks before the GM in case of a requisition requiring notice of a resolution and not less than one week before the GM in case of any other requisition.

The request will be verified with the Company’s Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the meeting provided that the shareholders concerned have deposited a sum of money reasonably sufficient to meet the Company’s expenses in serving the notice of the resolution and circulating the statement submitted by the shareholders concerned in accordance with the statutory requirements to all the registered shareholders.

(iii) Shareholders’ enquiries

Shareholders may at any time send their enquires and concerns to the Board in writing with contact information of the requisitionists and deposited to the Company Secretary at the Company’s office in Hong Kong at 7/F, New Trend Centre, 704 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong.

Constitutional Documents

During the Reporting Period, there was no change in the Company’s Memorandum of Association and Bye-laws.

(ii) 於股東大會(「股東大會」)提出議案之程序

股東可於股東大會上提出書面要求動議一項決議案。股東人數不得少於該要求提出當日有權於股東大會上投票之所有股東之總投票權的二十分之一，或不少於100名股東。

該請求書須列明有關決議案，連同一份不多於1,000字之陳述書，內容有關任何提呈決議案所述事宜或將於股東大會上處理之事項。該請求書亦須由全體有關股東簽署，並送交本公司香港辦事處(地址為香港九龍新蒲崗太子道東704號新時代工貿商業中心7樓)予公司秘書。倘該請求書要求發出決議案通知，則須於股東大會舉行前不少於六個星期送達；倘屬任何其他情況，則須於股東大會舉行前不少於一個星期送達。

本公司會向本公司之股份過戶登記處核實該要求，於獲得股份過戶登記處確認該要求為恰當及適當後，公司秘書將要求董事會在大會之議程內加入有關決議案，惟有關股東須存放一筆合理充足之款項，以支付本公司根據法定要求向所有登記股東送達決議案通知及傳閱有關股東所提交陳述書產生之開支。

(iii) 股東之查詢

股東可隨時以書面形式向董事會提出查詢及顧慮，連同提出該要求人士之聯絡資料，送交本公司香港辦事處(地址為香港九龍新蒲崗太子道東704號新時代工貿商業中心7樓)予公司秘書。

憲章文件

於報告年度內，本公司組織章程大綱及公司細則並無變動。

Environmental, Social and Governance Report

環境、社會及管治報告

About This Report

During the Reporting Period (defined hereinunder), Mobicon Group Limited (the “Company”, and its subsidiaries from time to time (our “Group” or “we”)) operated three core business operations, namely: (1) the distribution of electronic components, electrical components and equipment under the brand of MOBICON (the “Electronic and Electrical Trading Business”); (2) the Computer Business which includes (i) the retail sales of computer products and smartphone accessories under the brand of VideoCom (the “Computer Retail Business”) and (ii) the distribution of computer products and consumer products under the brand of APower (the “Computer Distribution Business”); and (3) the Cosmetic and Online Retail Business under the brand of Wishh! and APower. Our Group’s head office is in Hong Kong and has subsidiaries in South Africa, Mainland China, Malaysia, Singapore, Taiwan and Portugal.

This report (“Report”) is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” issued by the Stock Exchange (Appendix 27 to the Listing Rules. Since our Group’s head office and main business are in Hong Kong, based on materiality principle, unless otherwise specified, this report focuses principally on our measures and performance of the environmental and social aspects of our trading, distribution and retail businesses in Hong Kong.

This Report covers the period from 1 April 2021 to 31 March 2022 (the “Reporting Period”). This Report is accessible at the Stock Exchange’s website (www.hkexnews.hk) or the Company’s official website (www.mobicon.com).

Stakeholder Engagement

We understand that the engagement of stakeholders including shareholders, customers, staff, suppliers and community public is important to our environmental and social sustainability. During our operation, we keep communicating effectively with our stakeholders through various channels including employee workshops, shareholder meetings, and customer daily contacts to understand their concerns and expectations. All these feedbacks and communication help us to formulate our strategies in respect of sustainability and serve as the reference of materiality assessment in this report.

關於本報告

萬保剛集團有限公司(「本公司」，及其不時之附屬公司「集團」或「我們」)主要經營三大核心業務，即：(1)以MOBICON為品牌的電子元件，電氣元件和儀器分銷業務(「電子、電氣元件買賣業務」)；(2)電腦業務，當中包括(i)以VideoCom為品牌的電腦產品及智能手機配件零售業務(「電腦零售業務」)及(ii)以APower為品牌的電腦產品及消費產品分銷業務(「電腦分銷業務」)；及(3)以wishh!及APower為品牌的化妝品及網上零售業務。香港是集團總部所在地，集團在南非、中國大陸、馬來西亞、新加坡、台灣和葡萄牙設有分公司。

本報告依照香港聯合交易所上市規則附錄二十七《環境、社會及管治報告指引》編製。由於香港是集團的總部和主要業務所在地，基於重大性原則，除特別說明，本報告主要描述香港地區的貿易、批發及零售業務在環境和社會可持續發展的措施和表現。

本報告的報告期間為2021年4月1日至2022年3月31日(「報告期間」)。本報告會刊載於香港聯合交易所網站(www.hkexnews.hk)和本公司網站(www.mobicon.com)。

持份者溝通和參與

我們明白各持分者，包括股東、客戶、員工、供應商、社區公眾的參與，對我們的環境、社會和管治的可持續發展甚為重要。在日常運作中，我們一直透過不同的渠道和各持份者作有效溝通，包括僱員工作坊，股東會議，客戶日常接觸，及供應商定期會晤，了解各持份者所關注的議題和期望。透過該等溝通和反饋，集團定立在各可持續發展範疇的策略，並作為本報告決定重要性議題的參考。

Environmental, Social and Governance Report

環境、社會及管治報告

Environmental Performance

We understand that environmental protection is important to our business and social sustainability. In our operation, we use our best endeavour to minimize our impact on the environment. Reducing, reusing and recycling are our strategies for commitment to the environment.

Aspect A1 : Emissions

In light of the business nature of our Group, no hazardous waste and emission was produced. Greenhouse gas ("GHG") was our Group's main emission. Electricity usage was the major source of GHG emission. Our Group continues to improve the operation units' facilities to enhance resource efficiency and produce less emission to protect the environment. The amount of emissions has been reduced as a result of our measures.

Hazardous Waste

In view of our business nature, our Group did not generate substantial hazardous waste during the Reporting Period. Nevertheless, our Group has established guidelines for governing the management and disposal of hazardous waste. All disposal processes must comply with all relevant laws and regulations.

Non-hazardous Waste

The non-hazardous waste generated by our Group was mainly office paper. During the Reporting Period, we generated a total of 1,800 kg of waste paper. To control paper consumption effectively, our Group implements environmental protection rules and guidance for our staff to follow. We encourage our staff to make good use of office paper, including collecting single-sided paper for reuse and double-side used paper for recycle. Also, we provide green recycle boxes in our workplaces, warehouses and offices for collecting paper for reuse or recycling.

環境範疇

集團明白環境保護對企業和社會可持續發展的重要性。在企業運作方面，我們盡最大努力減低我們對環境的影響，推行綠色辦公室及綠色營運。節約、重用及循環再造是我們對環境的承諾。

層面A1：排放物

集團業務性質使然，運作時並不產生任何有害廢棄物和廢氣。溫室氣體（「溫室氣體」）是集團業務的最主要排放物，而電力使用是溫室氣體產生的主要來源。集團透過持續改善各運作單位的設置，提升資源使用效率、減少排放及保護環境。我們的減低排放量措施已使排放量減少。

有害廢棄物

鑑於我們的業務性質，集團於報告期間並無產生大量有害廢棄物。儘管如此，集團已製定有關有害廢棄物的管理和處置的準則。所有處理過程必須遵守所有相關法律和法規。

無害廢棄物

集團產生的無害廢棄物主要為辦公用紙。報告期間，我們共產生了1,800千克廢紙。為減少用紙量，集團執行環境保護規則和指南供員工遵循。我們鼓勵員工充分利用辦公用紙，包括收集單面紙以供再用和雙面廢紙以進行回收。此外，我們在工作場所，倉庫和辦公室提供綠色回收箱，用於收集紙張以進行再利用或回收。

Environmental, Social and Governance Report

環境、社會及管治報告

During the Reporting Period, our Group had strictly complied with all relevant laws and regulations that have a significant impact on us relating to air and GHG emissions, discharges into water and land, and generation of the hazardous and non-hazardous waste. During the Reporting Period, our Group did not commit any material breach of or non-compliance with the applicable laws and regulations related to environmental protection, including but not limited to, the Product Eco-Responsibility Ordinance (Chapter 603 of the Laws of Hong Kong) and Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong).

在報告期間，集團嚴格遵守所有對其有重大影響的相關廢氣及溫室氣體排放，向水及土地的排污，有害及無害廢棄物的產生等的法律及規例。報告期間，集團未發生任何重大違反或不符合集團有關環境保護的適用法律法規的情況，包括但不限於《產品環保責任條例》(香港法例第603章)及《空氣污染管制條例》(香港法例第311章)。

Indicators	指標	2020/2021 Approximately 約	2021/2022 Approximately 約
NOx emissions from vehicles (kg)	車輛的氮氧化物(NOx)排放量(千克)	42.75	40.91
SOx emissions from vehicles (kg)	車輛的硫氧化物(SOx)排放量(千克)	0.17	0.13
PM emissions from vehicles (kg)	車輛的顆粒物(PM)排放量(千克)	3.95	3.79
Total GHG emissions (Scope 1, 2 and 3) (tonnes)	溫室氣體排放總量(範圍1、2及3)(噸)	350	293
Total GHG emissions (Scope 1, 2 and 3) per floor area (tonnes/sq m)	每平方米樓面面積的溫室氣體排放總量(範圍1、2及3)(噸/平方米)	0.05	0.04
Total GHG emissions (Scope 1, 2 and 3) per employee (tonnes/employee)	每位僱員溫室氣體排放總量(範圍1、2及3)(噸/僱員)	2	2
Scope 1 direct emissions (tonnes) – company fleet	範圍1的直接排放量(噸) – 公司車隊	27	22
Scope 2 indirect emissions (tonnes) – electricity	範圍2的間接排放量(噸) – 電力	321	269
Scope 3 indirect emissions (tonnes) – business air travel	範圍3的間接排放量(噸) – 公幹航空	0	0

Environmental, Social and Governance Report

環境、社會及管治報告

Our Group proactively takes effective measures to reduce emissions of GHG and exhaust gas. Our Group encourages our staff to use virtual video conference in order to reduce carbon emission from transportation. Our Group also encourages our employees to travel by public transport to reduce exhaust gas and GHG emissions by private cars.

Our Group's five year plan is to reduce the intensity of the emissions of GHG and exhaust gas by 5%, using the Reporting Period as the baseline year.

Our Group will continuously seek ways to minimize our Group's carbon footprint and improve its energy saving, as well as reducing emissions, including but not limited to communicating with our Group's employees on the importance of environmental issues, and formulating and implementing measures in reducing GHG and exhaust gas emissions during the course of business.

Aspect A2 : Use of Resources

During the Reporting Period, our Group continued employing various energy-saving plans to improve our energy efficiency and to lessen our power consumption. We educated our staff on the green environment concept and promoted paperless office, green office and low carbon life. All new decoration or renovation in our offices or shops used high-efficiency T5 tubes and LED lighting. Room temperature of our offices was always kept at 25 degree Celsius to minimize unnecessary power consumption. The air conditioners and lighting of our office/warehouse had various zone controls to achieve energy efficiency. Employees were encouraged to switch off the computers, monitors and equipment when they were not in use or when the employee(s) was/were off duty to save energy. Our staff was requested to ensure that air conditioners, lighting and office equipment were switched off when he/she was the last one to leave the office/shop. The amount of emissions has been reduced as a result of our measures.

集團積極採取有效措施減少溫室氣體及廢氣排放。本集團鼓勵員工使用虛擬視頻會議，以減少交通碳排放。另外，本集團鼓勵員工乘坐公共交通工具出行，以減少私家車的廢氣和溫室氣體排放。

集團的五年計劃是以報告期為基準年，溫室氣體和廢氣排放強度降低 5%。

集團將不斷尋求減少本集團碳足跡及改善節能減排的方法，包括但不限於與集團員工就環境問題的重要性進行溝通，制定和實施減少溫室氣體和業務過程中的廢氣排放。

層面A2：資源使用

在報告期間，集團持續透過多項節約能源措施，提升我們的能源效益及減低能源耗用。我們並積極向員工宣傳綠色環保理念，推動無紙化辦公室、綠色辦公室和低碳環保生活。集團內所有辦公室和店舖的新裝修及翻新工程，採用高效能的T5光管和LED燈照明。集團辦公室的室內溫度維持在攝氏25度，以減少不必要能源消耗。辦公室和貨倉的空調和照明採用分區控制，更有效使用能源。集團鼓勵員工下班時，或無需使用設備時，關閉電腦、顯示器及其他電器，以節省能源使用；並規定每天最後離開辦公室／店舖的員工，須確保冷氣機、照明系統及其他設備電源均已關閉。我們的能源使用效益計劃已使能源總耗量減低。

Environmental, Social and Governance Report

環境、社會及管治報告

Indicators	指標	2020/2021	2021/2022
		2020/2021 Approximately 約	2021/2022 Approximately 約
Total energy consumption (kWh)	能源總耗量(千瓦時)	706,000	583,000
Total energy consumption per floor area (kWh/sq m)	每平方米樓面面積 能源總耗量 (千瓦時/平方米)	110	92
Total energy consumption per employee (kWh/employee)	每位僱員能源總耗量 (千瓦時/僱員)	4,700	4,300
Direct energy consumption (kWh)	直接能源耗量(千瓦時)	112,000	84,000
Unleaded petrol	無鉛汽油	35,000	12,000
Diesel	柴油	77,000	72,000
Indirect energy consumption (kWh) – electricity	間接能源耗量(千瓦時) – 電力	594,000	499,000

Our business is operated mostly in commercial buildings, industrial buildings and shopping malls. Water supply/wastewater drainage is generally managed by the respective building/mall management office. The management offices do not provide meter or data in respect of the consumption level to individual tenant, so our Group does not possess information in respect of water consumption for disclosure. During the Reporting Period, our Group did not encounter any problems in sourcing water that is fit for purpose. Our Group encourages water conservation and reduces water wastage in our operation whenever possible.

Our Group's five year plan is to reduce energy consumption by 5%, using the Reporting Period as the baseline year. Our Group will continue to educate the employees on energy-saving in order to reduce energy consumption. Changes will be made to our policies if our Group identifies any measures that are detrimental to environmental protection.

Our Group is principally engaged in the trading and distribution of electronic components, electrical components and equipment and computer products and mobile accessories and trading of cosmetic products, hence does not involve a significant amount of packaging materials for the finished products. Nevertheless, for other resources consumed from our business activities, the Company upholds the principle of resources management and is committed to the proper use of all resources.

由於集團業務都是在工商大廈或商場營運，供水和排水均是大廈或商場管業處負責，而相關管業處並沒有向個別單位提供用水和排水量數據或分錶，故集團不具備相關資料，無法披露使用水量的資料。報告期間，集團在採購符合目的的水源方面未遇到任何問題。集團在運營中鼓勵節約用水，並在可能的情況下減少的水資源浪費。

集團的五年計劃是以報告期為基準年，能源消耗降低 5%。集團將繼續對員工進行節能教育，以減少能源消耗。倘集團發現任何有損環境保護的措施，我們的政策將會作出改變。

集團主要從事買賣及分銷電子元件、電氣元件及儀器與電腦產品及手機配件，以及買賣化妝品之業務，並不涉及大量成品包裝材料。儘管如此，對於業務活動中消耗的其他資源，本公司堅持資源管理原則，致力於合理使用所有資源。

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect A3 : The Environment and Natural Resources

Although the business nature of our Group has little impact on the environment and natural resources, we still use our best endeavour to minimize our impact on the environment. Our Group educates our employees on environmental protection concepts, such as using less paper, using electronic communication (e.g. email, mobile phone Apps) to deliver information and avoiding unnecessary printing and use of paper and ink. The default setting of our Group network's printers is for both sides printing to minimize paper consumption. We encourage our staff to print on both sides, reuse one side printed paper or recycle paper, and to use network copier for sending or saving files to minimize paper consumption. At our warehouse, our carton boxes are reused repeatedly and recycled when they are no longer fit for use. At our offices, we provide recycle bins for waste paper and plastic bottles and arrange for collection periodically to reduce waste disposal and recycle materials. Old defective computers, office equipment and printer cartridges are also collected by recyclers to reduce environmental pollution. Our Group is committed to reducing waste generated from our business operation. We avoid purchasing new equipment when decorating and/or renovating our office/shops.

層面A3：環境及天然資源

雖然集團業務對環境及天然資源影響甚微，我們亦會盡最大努力以減少我們對環境的影響。集團向所有員工宣傳環保理念，包括盡量減少用紙、以電子通訊方式（如電郵或手機通訊程式）發佈資料、避免不必要的打印及減少紙張和碳粉的使用。集團的內網絡打印機，預設雙面打印模式，以減少用紙數量。集團鼓勵員工採用雙面列印，紙張背面重用打印，以及使用影印機的網絡功能代替文件傳真及檔案儲存，以減少紙張消耗量。在集團倉庫我們亦會盡量重用紙箱，直至最後被回收為止。集團辦公室設有廢紙及膠樽回收箱，定期安排回收商進行回收，以減少廢棄物數量，使資源得以循環再用。集團亦會安排回收商回收陳舊損壞的電腦、辦公設置及碳粉盒，以減低對環境的污染。集團致力減少業務營運所產生的廢棄物，在進行新裝修及改善工程時會盡量避免採購新設置。

Indicators	指標	2020/2021 Approximately 約	2021/2022 Approximately 約
Office paper purchased (kg)	辦公室用紙採購量(千克)	2,600	1,800
Carton purchased (pce)	紙箱採購量(件)	13,000	12,000
Plastic bag purchased (pce)	膠裝採購量(件)	8,000	7,000
Paper/carton recycled (kg)	廢紙/廢紙箱回收量 (千克)	8,500	8,000
Plastic bottle recycled (pce)	膠樽回收量(件)	1,000	1,200

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect A4: Climate Change

Our Group recognizes the harm brought by climate change to its business operations, stakeholders and the global economy. Our Group has been closely monitoring the impact of climate change and is committed to mitigating its effect on our Group.

Physical Risks: the increased frequency of extreme weathers, such as typhoons and heat wave can disrupt our Group's business operations, for instance, hindering the transportation and travelling of the employees, and interrupting our Group's sale and distribution of products to customers. To minimize potential risks, our Group has adopted work contingency plan to ensure the safety of the employees and smooth business operations of our Group under extreme weather conditions.

Transition Risks: Our Group expects that more stringent climate legislation and regulations to combat climate change and support global efforts in decarbonization. The enhanced disclosure in the environmental, social and governance reports required by the Stock Exchange is likely to result in the increase in compliance costs. Our Group's reputation is likely to be affected if our Group fails to implement relevant measures to meet climate change compliance requirements. Our Group is committed to assessing the effectiveness of the existing measures and plans in tackling climate change and monitoring the climate-related trends and policies, so that our Group can adopt appropriate measures to avoid non-compliance fines, economic loss and/or reputational risks owing to delayed actions.

Social Performance

Employment and Labour Practices

Aspect B1 : Employment

Human capital is a valuable asset of our Group for the sustainability and growth of our business. As at 31 March 2022, our Group had a total of 394 full-time employees and 31 short-term and part-time staff. Our Group follows the principle of meritocracy and employs talent, regardless of gender, age, marital status, family status, race and religion. All employees are treated equally and have the same opportunity. To the best information and knowledge of our directors, there were no discrimination and no harassment cases reported in our Group during the Reporting Period. The recruitment, promotion and remuneration of our staff are based on their abilities and performances without any discrimination.

層面A4：氣候變化

集團認識到氣候變化對其業務營運、利益相關者和全球經濟帶來的傷害。集團一直密切關注氣候變化的影響，並致力於減輕其對本集團的影響。

物理風險：極端天氣的發生頻率增加，如颱風和熱浪等可能會擾亂集團的業務運營，也阻礙員工的交通和旅行，以及中斷本集團向客戶銷售和分銷產品。為盡量減少潛在風險，集團已制定工作應變計劃，以確保員工在極端天氣條件下的安全及本集團業務的順利運作。

轉型風險：集團期望更嚴格的氣候立法和法規來應對氣候變化並全力支持低碳化。聯交所要求在環境、社會和管治報告中加強披露可能會導致遵循成本增加。如果集團未能採取相關措施滿足氣候變化合規要求，集團的聲譽可能會受到影響。集團致力於評估現有應對氣候變化的措施和計劃以及監測氣候相關趨勢和政策的有效性，集團可以採取適當的措施避免因延遲行動而導致的違規罰款、經濟損失和/或聲譽風險。

社會範疇

僱傭及勞工常規

層面B1：僱傭

人力資本為集團業務持續發展和增長的寶貴資產。截止於2022年3月31日，集團共394名全職僱員和31名短期和臨時員工。集團用人唯才，不論任何性別、年齡、婚姻狀況、家庭狀況、殘疾、種族和宗教信仰，人才均獲得平等待遇相同機會。盡集團董事有所知所悉，集團在報告期間沒有發生任何歧視或騷擾個案。集團的招聘、晉升及薪酬只考慮員工個人的才能和表現，絕不帶任何歧視。

Environmental, Social and Governance Report

環境、社會及管治報告

To attract, motivate and retain talent, our Group provides our employees with competitive remuneration and welfare. Based on personnel performance and our Group's business performance, there will be a discretionary bonus at year-end. Our Group will review the remuneration and welfare provided to individual staff every year in order to maintain our market competitiveness on the retention of human resources.

During the Reporting Period, our Group had strictly complied with all relevant employment laws and regulations in Hong Kong that have a significant impact on us relating to compensation and dismissal, recruitment and promotion, working hour, rest period, equal opportunity, diversity, anti-discrimination and other benefit and welfare, including but not limited to the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), the Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong) and all other relevant ordinances. During the Reporting Period, no claims of employment matters were brought against our Group by our employees. Our Group provides more holidays and rest periods than the statutory requirements to our employees. In addition to the entitlement of paid annual leave and statutory holidays, the office staff has paid rest days on Saturday and Sunday, and the staff of Wishh! shops has five (5) days off per month. Our Group also provides medical insurance benefits to our employees.

Working hours and rest periods are clearly stated in our Group's employee handbook ("Employee Handbook") and comply with the local employment laws.

Our Group compensates our employees according to the statutory requirements. Unreasonable dismissal under any circumstances is strictly prohibited. There was no material non-compliance on part of our Group relating to compensation and dismissal, working hours and rest periods during the Reporting Period.

為吸引、激勵及保留人才，集團向員工提供具競爭力的薪酬和福利。我們按照員工個人表現及集團業務表現於年底發放酌情花紅。每年集團亦會檢討員工薪酬和福利，以確保我們在市場上保持人力資源的競爭力。

集團嚴格遵守香港所有有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利有重大影響的相關法律及規例，包括但不限於香港《僱傭條例》(香港法例第57章)、《強制性公積金計劃條例》(香港法例第485章)、《最低工資條例》(香港法例第608章)及其他相關法例。於報告期間，沒有任何集團僱員就僱傭事宜向集團提出索償。集團向員工提供的假期亦較香港法例所規定的為多，除有薪年假及公眾假期外，辦公室員工享有星期六及星期日休息日。Wishh!店舖員工每月享有五天休息日。集團亦為員工提供醫療保險福利。

集團的員工手冊(「集團員工手冊」)中有明確說明工作時數及假期，該安排亦遵守當地的僱傭法。

集團根據法定要求對僱員進行補償。我們嚴禁在任何情況下不合理的解僱。於報告期間，集團並無任何有關薪酬及解僱，工作時間及休息時間的重大不合规情況。

Environmental, Social and Governance Report

環境、社會及管治報告

To boost our staff motivation and increase their sense of belonging, our Group organizes birthday broadcasting party and snacks sharing. We offer various kinds of awards for outstanding staff on a monthly, quarterly and annual basis, e.g. The Best Attendance Award, The Best Cleaning Award and The Most Customer Visit Award. Our Group has been hiring hearing-impaired people as full-time employees for several years.

為加強員工的工作投入度及對集團的歸屬感，集團舉辦生日會及分享零食，並按每月／每季／每年設立並頒發各種傑出員工表現獎，如最佳出勤獎、最佳清潔獎及探訪客戶最多獎。集團持續多年聘用聽障人士為全職僱員。

Number of total Employee	員工人數	2021/2022
By gender	按性別劃分	
Male	男性	54%
Female	女性	46%
By age	按年齡組別劃分	
30 or below	30歲或以下	23%
31-40	31-40歲	29%
41-50	41-50歲	25%
51 or above	51歲或以上	23%
By employment category	按僱傭類別劃分	
Senior management	高層	3%
Middle management	中層	10%
General	一般	80%
Short-term and Part-time	短期和臨時員工	7%
By geographical region	按地區劃分	
Asia	亞洲	45%
Europe	歐洲	3%
Africa	非洲	52%

Employee turnover rate	員工流失率	2021/2022
By gender	按性別劃分	
Male	男性	19%
Female	女性	21%
By age	按年齡組別劃分	
30 or below	30歲或以下	38%
31-40	31-40歲	18%
41-50	41-50歲	15%
51 or above	51歲或以上	8%
By geographical region	按地區劃分	
Asia	亞洲	35%
Europe	歐洲	0%
Africa	非洲	7%

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

Aspect B2 : Health and Safety

We are committed to providing a healthy and safe working environment to every employee and to providing our employees with the appropriate equipment, safety information and training. Our Group also helps improve our employee's concept of work safety and health by providing relevant trainings. Our Group further endeavours to build a healthy and safe working environment with zero accident and zero work injury.

Prolonged usage of computers is a common problem for our employees in office. In Hong Kong, our Group provides every employee in office with a glass stand to elevate the position of the computer monitor or notebook to encourage staff to have a correct posture when using a computer. We endeavour to provide a healthy and comfortable working environment for our employees.

In response to the outbreak of COVID-19 pandemic, our Group is well-positioned to prevent and control measure in order to safeguard the health and safety of our staff. We provide pandemic prevention materials to our staff, the health and safety of employees in times of the pandemic remains our Group's primary concern.

During the Reporting Period, our Group had complied with the relevant laws and regulations that have a significant impact on us relating to providing a safe working environment and protecting our employees from occupational hazards, including but not limited to, the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong).

層面B2：健康與安全

集團承諾為每一位員工提供一個健康和安全工作環境，向員工提供合適的工作設備、工作安全資訊和訓練。集團盡力提升員工對職業安全和健康意識以建立一個零意外及零工傷的健康安全工作環境。

長時間使用電腦是辦公室同事常有的問題，集團為香港辦公室每位員工提供一張玻璃檯，以提高電腦顯示器或筆記型電腦放置的高度，從而鼓勵員工以正確坐姿使用電腦。我們盡力為所有員工提供一個健康舒適工作環境。

為應對2019冠狀病毒病的爆發，集團就預防和施展控制措施佔據有利位置，以維護員工的健康和安全。我們向員工提供防疫物資。在2019冠狀病毒病的爆發時期員工的健康和安全一直是集團的主要關注點。

在報告期間，集團遵守所有對其有重大影響的有關提供安全工作環境和保障僱員避免職業性危害之相關法律及規例，包括但不限於《職業安全及健康條例》(香港法例第509章)。

Occupational Health and Safety Data	職業健康與安全數據	2020/2021	2021/2022
Work related fatality	因工作關係而死亡案	0 0宗	0 0宗
Work injury cases >3 days	工傷案>3天	0 0宗	0 0宗
Work injury cases ≤3 days	工傷案≤3天	0 0宗	0 0宗
Lost days due to work injury	因工傷損失工作日數	0 day 0天	0 day 0天

Our Group did not record any work-related fatality of the employees during the past three years (including the Reporting Period).

集團於過去三年(包括報告期間)未發生員工因工而死亡的情況。

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect B3 : Development and Training

Our Group believes staff development and training are key factors for the development and growth of our business. We promote lifelong continuing learning among our staff and encourage them to equip themselves with knowledge of the latest technology or development for improvement in work performance. Our Group provides continuous on-the-job training to our employees to enhance their knowledge and skill. We also encourage our staff to attend courses or trainings for personal professional development organized by external entities.

Our Group was awarded “Happy Company” by the Promoting Happiness Index Foundation in 2021.

層面B3：發展及培訓

集團深信員工發展及培訓對集團業務發展和增長至為關鍵。我們推動員工終生持續學習，鼓勵他們裝備自己在新科技及發展方面的知識，以提昇工作上的表現。集團持續為員工提供在職訓練，提升職責所需的知識及技能。我們亦鼓勵員工參加外部相關的課程或培訓，以提升員工個人事業發展。

集團於2021年再次獲頒發香港提升快樂指數基金的「開心工作間」。

Percentage of employees trained	受訓僱員明細百分比	2021/2022
Employee trained by gender	按性別劃分	
Male	男性	26%
Female	女性	25%
Employee trained by employment category	按僱傭類別劃分	
Senior management	高層	82%
Middle management	中層	39%
General	一般	24%

The average training hours for employees by gender and employment category during the Reporting Period are as follows:

僱員平均培訓時數：

Hours of employees trained	受訓僱員時數	2021/2022
By gender	按性別劃分	
Male	男性	31
Female	女性	21
By employment category	按僱傭類別劃分	
Senior management	高層	4
Middle management	中層	28
General	一般	29

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect B4 : Labour Standards

During the Reporting Period, our Group had complied with all relevant laws and regulations that have a significant impact on us relating to preventing child and forced labour, including but not limited to the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). Our Group did not have material non-compliance in relation to laws and regulations regarding prevention of child and forced labour during the Reporting Period. We do not accept any forms of forced labour.

We also prohibit employing child labour at any working place under any circumstances. To ensure that job applicants have met the legal working age, our Group will inspect job applicant's documents and qualifications strictly during the recruitment process to ensure that all relevant laws and regulations in respect thereof are complied with, and all records will be kept for re-inspection when needed. During the Reporting Period, we did not identify any issue related to child labour or forced labour within our Group.

Operating Practices

Aspect B5 : Supply Chain Management

Our Group was awarded ISO9001 certification, and we are committed to maintaining a high standard on purchase and supply chain management to improve our operational efficiency and manage the environmental and social risks of the supply chain.

Our Group has our own procurement process to ensure the quality of our supply chain. We aim to build and maintain trust with suppliers to ensure stable and reliable cooperation. To ensure the quality of our suppliers, we implement procedures for the suppliers' selection, including but not limited to, performing due diligence on the new suppliers and regular review of the supplier performance with a view to ensuring the products provided to our Group are of high quality and safe for their purposes. Our Group also assesses the suppliers' track record in complying with environmental practices and social responsibility when selecting suppliers.

Our Group had a total of 1,197 suppliers during the Reporting Period.

層面B4：勞工準則

集團嚴格遵守所有對其有重大影響的有關防止童工或強制勞工的相關法律和規例，包括但不限於《僱傭條例》(香港法律第57章)。報告期間，集團在預防童工和強迫勞動方面未發生重大違規行為。我們不接受任何形式的強迫勞動。

我們嚴格禁止在任何工作場所和任何情況下僱用童工。為確保求職者達到法定工作年齡，集團在招聘員工時，會嚴格查核應徵者的證件和資格，以確保符合相關法律及規例，亦會保留相關記錄，在需要時作複查之用。報告期間，集團未發現任何與童工或強迫勞動有關的問題。

營運慣例

層面B5：供應鏈管理

集團擁有ISO9001認證，我們承諾對採購及供應鏈管理維持高質素水平，以提高營運效益和管理供應鏈潛在的環境及社會風險，並會定期審核檢討供應商之表現，以確保集團向客戶提供優質和安全的產品。

集團擁有自己的採購流程以確保其供應鏈的質量。它旨在與供應商建立並保持信任，以確保穩定可靠的合作。為確保供應商的質量，我們實施供應商選擇程序，包括但不限於對新供應商進行盡職調查和定期檢查供應商績效，以確保向我們提供的產品質量可靠、高質量和安全。

集團總共有1,197供應商報告期間。

Environmental, Social and Governance Report

環境、社會及管治報告

The following is an analysis of our Group's number of suppliers by geographical area during the Reporting Period:

以下是對集團報告期間供應商數量按地區劃分的分析：

Number of suppliers by geographical area	按地區劃分的供應商數量	
Asia	亞洲	60%
Africa	非洲	32%
Europe	歐洲	8%
Total	總計	100%

Aspect B6 : Product Responsibility

Product quality is very important to our business and customers and we have a system to ensure product quality and safety. Under our supply chain management, our suppliers are requested to provide relevant documents and certification to us, and we shall ensure that the quality of our products complies with the relevant laws and regulations that have a significant impact on us relating to health, safety and intellectual property right matters. If there are any defects in the products supplied by the suppliers, our Group would require the suppliers to provide alternatives so that the products meet the legal and environmental requirements, and are fit for our Group's uses and purposes. Our Group constantly communicates with the suppliers to ensure product quality.

We also use our best endeavour to ensure that our advertisements and communication to customers do not contain any false and misleading messages. It is our Group's policy that if any product is found to have health, safety and/or labelling issues, the sale and/or distribution of such product will be suspended immediately. Our Group performs internal checks and testing before the products are sold and delivered to the customers. Unsatisfactory products will be rectified until they reach the requisite standards. If there is any quality issue to our Group's products, our Group is prepared to recall the products and remedial actions will be implemented immediately. Analysis of the defective products will be carried out to avoid future recurrence. Our Group strives to maintain good relationship with the major customers and is keen to develop business relationships with new customers.

層面B6：產品責任

產品的素質對集團業務和客戶至關重要，我們以嚴謹的制度確保產品素質和安全。在集團的供應鏈管理之下，我們要求供應商提供相關的文件和證書，以確保向我們提供的產品都符合對集團有重大影響的有關健康、安全、知識產權的相關法律及規例。如果供應商提供的產品存在任何缺陷，集團將會要求供應商提供替代品，以使產品符合法律和環保要求，並適合集團的用途和目的。集團不斷與供應商溝通確保產品質量。

我們盡最大努力確保我們的廣告和與客戶的交流不包含任何虛假和誤導性信息。本集團的政策是，如果發現任何產品存在健康、安全和/或標籤問題，則將立即暫停銷售或分銷該產品。集團於產品銷售及交付予客戶前進行內部檢查及測試。不合格的產品將被修改，直到達到必要的標準。如果集團的產品出現任何質量問題，集團準備召回產品並立即採取補救措施。將對有缺陷的產品進行分析，以避免日後再發生。集團致力與主要客戶維持良好關係，並熱衷於與新客戶發展業務關係。

Environmental, Social and Governance Report

環境、社會及管治報告

During the Reporting Period, our Group did not (i) record any products sold or shipped which were subjected to recalls for safety and health reasons; or (ii) any complaints in relation to our products sold or services provided.

During the Reporting Period, our Group complied with the relevant laws and regulations that have a significant impact on us relating to advertising and labelling, e.g. the Trade Descriptions Ordinance (Chapter 362 of the Laws of Hong Kong). There was no material non-compliance relating to health and safety, advertising and labeling that have a significant impact on our Group during the Reporting Period.

We support the protection of intellectual property rights, and comply with relevant legislation, including the Copyright Ordinance (Chapter 528 of the Laws of Hong Kong) and Trade Marks Ordinance (Chapter 599 of the laws of Hong Kong). Our Group respects, observes and protects intellectual property rights and undertakes not to sell products that infringe intellectual property rights.

During the Reporting Period, our Group was not aware of any material infringement of intellectual property rights of our Group.

We respect customer's privacy and we comply with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) in protecting customer personal data. We only collect personal data relevant and necessary to conduct our business. Unless with the customer's consent or being compelled by law or for reasons of obtaining professional services such as legal and audit, we will not disclose customer personal data to any organization or person not belonged to our Group. Also, our Employee Handbook also clearly prohibits the unauthorized disclosure of the personal data of our customers. During the Reporting Period, our Group had complied with all relevant laws and regulations that have a significant impact on us relating to privacy matters and there was no non-compliance case concerning breaches of customer privacy or losses of the personal data of our customers.

報告期間，集團沒有 (i) 記錄任何因安全和健康原因被召回的已售或發貨產品；(ii) 與我們銷售的產品或提供的服務有關的任何投訴。

於報告期間，集團遵守與我們有關的廣告及標籤方面重大影響的相關法律及法規，例如《商品說明條例》(香港法律第362章)。於報告期間，概無重大與健康及安全，廣告及標籤有關的違規事項，對本集團有重大影響。

我們支持保護知識產權，並遵守相關法例，包括《版權條例》(香港法例第528章)和商標條例(香港法例第599章)。集團尊重、遵守和保護知識產權，承諾不銷售侵犯知識產權的產品。

報告期間，集團未發現有重大侵犯知識產權的情況。

我們尊重客戶隱私，遵守《個人資料(私隱)條例》(香港法例第486章)，保護客戶個人資料。我們僅收集與經營業務有關及需要的個人資料。除非已取得客戶同意、或因法律強制、或因專業服務如法律或核數所須的情況下，我們不會向集團以外機構或人士披露客戶個人資料。此外，集團員工手冊也明確禁止未經授權披露客戶的個人資料。在報告期間，集團遵守所有對其有重大影響的有關提隱私的相關法律及規例並且沒有違反客戶隱私或丟失我們的客戶個人資料的不合規案件。

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect B7 : Anti-Corruption

Our Group is committed to maintaining our ethics and integrity at the highest standard in business. We have zero tolerance to corruption and bribery. All directors and staff must strictly comply with our Group's employee conduct code to prevent any action of bribery and corruption and they shall also follow relevant rules and guidelines when any conflict of interests arises. Our Group provided anti-corruption education and training to the Directors and the employees to raise their awareness in ethical and corruption issues during the Reporting Period.

It is our Group's policy that our employee is not allowed to solicit or accept any advantages from our customers, potential customers, or company business partners. The types of advantages and interests include but not limited to money, gift, loan, fee, reward, employment, contract, service and favour.

Our Group has a whistle-blowing policy and we encourage the employees to report any suspected corruption case directly to our Group's top management. When a report is received, our Group will conduct immediate investigations and take appropriate actions to rectify the situations as soon as practicable. The identity of the whistleblower is protected to avoid unfair treatment.

Our Group has been in strict compliance with laws and regulations related to anti-corruption, including the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong). During the Reporting Period, there was no legal case regarding bribery, extortion, fraud and money laundering brought against our Group or our employees.

Community

Aspect B8 : Community Investment

Our Group has a strong commitment to corporate social responsibility to support the long-term development of the communities. We endeavour to participate in and organize activities that will bring positive influence to the communities and take into consideration the communities' needs and interests. We concern youth education and vulnerable persons. We encourage our employees to participate in community charitable activities to help those in need. Our Group has continuously employed hearing-impaired people as full-time employees for several years. Our Group has also provided placement opportunities to secondary school students. Our Group had been awarded the Caring Company Logo for 16 consecutive years by the Hong Kong Council of Social Service in recognition of our achievement in corporate social responsibility in areas such as "Giving", "Employing the Vulnerable", "Caring the Employees" and "Caring the Environment". Our Group joined Love Teeth Day 2021/2022 in order to sponsor "Oral Health Service for the Needy" supported by The Community Chest.

During the Reporting Period, charitable and other donations made by our Group amounted to approximately HK\$3,000.

層面B7 : 反貪污

集團致力於業務運作中維持最高的道德及誠信標準。我們對貪污及賄賂持零容忍態度。我們所有董事及員工必須嚴格遵守本集團的僱員操守守則，以防止任何行賄及受賄，當有利益衝突出現時，他們必須遵守相關的規則和指引。報告期內，集團對董事及員工進行了反腐敗教育和培訓，以提高他們對道德和腐敗問題的認識。

根據集團的政策，僱員不得向我們的客戶、準客戶或與公司有業務來往的人士索取或接受任何好處和利益。好處和利益的形式包括但不限於金錢、禮物、借貸、費用、報酬、職位、契約、服務或優惠等。

集團設有舉報政策，鼓勵員工直接向集團最高管理層舉報任何懷疑貪污個案。接獲舉報後，集團將立即展開調查並採取適當行動盡快糾正有關情況。舉報人的身份受到保護，以避免不公平待遇。

集團一直嚴格遵守與反腐敗有關的法律法規，包括《防止賄賂條例》(香港法律第201章)。於報告期間，集團及員工未涉及於任何賄賂、勒索、欺詐及洗黑錢等訴訟案件。

社區

層面B8 : 社區投資

集團承擔企業的社會責任，並支持社區的長遠發展。我們積極考慮社區的利益，亦致力參與及舉辦一些能為社區帶來正面影響的活動。我們鼓勵員工參與社區的公益活動，以幫助有需要人士。集團持續多年聘用聽障人士作全職員工，又為中學生提供實習機會。集團已連續十六年榮獲由香港社會服務聯會策劃的「商界展關懷」標誌，以表彰我們在「樂於捐助社群」、「支持弱勢社群就業」、「關懷員工」和「關懷環境」方面履行企業社會責任。集團參加了公益金愛牙日2021/2022為公益金資助《有需要人士加強口腔護理服務》。

於報告期間，集團作出慈善及其他捐款約3,000港元。

Environmental, Social and Governance Report

環境、社會及管治報告

HKEX's Environmental, Social and Governance Reporting Guide Index

聯交所《環境、社會及管治報告指引》索引

Subject Areas and Aspects 主要範疇和層面	Corresponding section 相關章節
A. Environmental A.環境	
Aspect A1: Emissions	Environmental
層面A1：排放物	環境
General Disclosure 一般披露	
	Information on: 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. (b) 遵守對發行人有重大影響的相關法律及規例的資料。
KPI A1.1	The types of emission and respective emissions data 排放物種類及相關排放數據
KPI A1.2	Greenhouse gas emissions in total and intensity 溫室氣體總排放量及密度
KPI A1.3	Total hazardous waste produced and intensity 所產生有害廢棄物總量及密度
KPI A1.4	Total non-hazardous waste produced and intensity 所產生無害廢棄物總量及密度
KPI A1.5	Description of measures to mitigate emission and results achieved 描述減低排放量的措施及所得成果
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction, initiatives and results achieved 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果

Environmental, Social and Governance Report

環境、社會及管治報告

Subject Areas and Aspects 主要範疇和層面		Corresponding section 相關章節
Aspect A2: Use of Resources 層面A2：資源使用		Environmental 環境
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials	
一般披露	有效使用資源(包括能源、水及其他原材料)的政策	
KPI A2.1	Direct and/or indirect energy consumption by type and intensity 按類型劃分的直接及／或間接能源總耗量及密度	
KPI A2.2	Water consumption in total and intensity 總耗水量及密度	
KPI A2.3	Description of energy use efficiency initiatives and result achieved 描述能源使用效益計劃及所得成果	
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	
KPI A2.5	Total packaging material used for finished products and with reference to per unit produced 製成品所用包裝材料的總量及每生產單位估量	
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		Environmental 環境
General Disclosure	Policies on minimizing the issuer's significant impact on the environment and natural resources	
一般披露	減低發行人對環境及天然資源造成重大影響的政策	
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	
Aspect A4: Climate Change 層面A4：氣候變化		Environmental 環境
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	
一般披露	識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	
KPI A4.1	Description of the significant climate-rated issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	

Environmental, Social and Governance Report

環境、社會及管治報告

Subject Areas and Aspects 主要範疇和層面	Corresponding section 相關章節
B. Social B. 社會	
Aspect B1: Employment 層面B1：僱傭	Employment 僱傭
General Disclosure 一般披露	Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. (b) 遵守對發行人有重大影響的相關法律及規例的資料。
KPI B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數
KPI B1.2	Employee turnover rate by gender, employment type, age group and geographical region 按性別、年齡組別及地區劃分的僱員流失比率
Aspect B2: Health and Safety 層面B2：健康與安全	Health and Safety 健康與安全
General Disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員避免職業性危害的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to provision of a safe working environment and protecting employees from occupational hazards. (b) 遵守對發行人有重大影響的相關法律及規例的資料。
KPI B2.1	Number and rate of work-related fatalities 因工作關係而死亡的人數及比率
KPI B2.2	Lost days due to work injury 因工傷損失工作日數
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行及監察方法

Environmental, Social and Governance Report

環境、社會及管治報告

Subject Areas and Aspects 主要範疇和層面	Corresponding section 相關章節
Aspect B3: Development and Training	Development and Training 發展及培訓
層面B3：發展及培訓	
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work and description of training activities.
一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management) 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比
KPI B3.2	The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數
Aspect B4: Labour Standards	Labour Standards 勞工準則
層面B4：勞工準則	
General Disclosure	Information on: 有關防止童工及強制勞工的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. (b) 遵守對發行人有重大影響的相關法律及規例的資料。
一般披露	
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工

Environmental, Social and Governance Report

環境、社會及管治報告

Subject Areas and Aspects 主要範疇和層面	Corresponding section 相關章節
Aspect B5: Supply Chain Management	Supply Chain Management 供應鏈管理
層面B5：供應鏈管理	
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain 管理供應鏈的環境及社會風險政策
KPI B5.1	Number of suppliers by geographical region 按地區劃分的供應商數目
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述用於識別供應鏈中環境及社會風險的慣例，以及相關執行及監察方法。
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述甄選供應商時用於推廣環保產品和服務的慣例，以及相關執行及監察方法。
Aspect B6: Product Responsibility	Product Responsibility 產品責任
層面B6：產品責任	
General Disclosure 一般披露	Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. (b) 遵守對發行人有重大影響的相關法律及規例的資料。
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須找回的百分比。
KPI B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。

Environmental, Social and Governance Report

環境、社會及管治報告

Subject Areas and Aspects 主要範疇和層面		Corresponding section 相關章節
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障智慧財產權有關的慣例。	
KPI B6.4	Description of quality assurance process and recall procedures. 描述品質保證過程及產品召回程序。	
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	
Aspect B7: Anti-Corruption 層面B7：反貪污		Anti-Corruption 反貪污
General Disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	
KPI B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	
Aspect B8: Community Investment 層面B8：社區投資		Community Investment 社區投資
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport) 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)	
KPI B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	

Report of the Directors

董事會報告

The directors submit their report together with the audited consolidated financial statements of Mobicon Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the Reporting Period.

Principal Activities

The Company is an investment holding company. Its subsidiaries are principally engaged in the trading and distribution of electronic components, electrical components, equipment and computer products and mobile accessories and trading of cosmetic products.

An analysis of the Group’s performance for the year by business and geographical segments is set out in Note 5 to the consolidated financial statements.

Business Review

A fair review of the business of the Group as required pursuant to Schedule 5 to the Companies Ordinance (Chapter 622 of the laws of Hong Kong), is set out in the sections “CEO’s Statement” on pages 7 to 10 and “Business review” on pages 11 to 13, of this Annual Report respectively. An analysis using financial key performance indicators, a discussion of the Group’s environmental policies and performance, and its compliance with the relevant laws and regulations that have a significant impact on the Group as well as an account of the key relationships with its stakeholders are set out in the sections “Five Year Financial Summary” on pages 167 and 168, “Revenue and Segment Information” on pages 120 to 126, and “Major Customers and Suppliers” of this Report of the Directors on page 63 respectively. Detailed information on the environmental, social and governance practices adopted by the Group is set out in the sections headed “Environmental, Social and Governance Report” (“ESG Report”) of this annual report.

Results and Appropriations

The results of the Group for the Reporting Period are set out in the consolidated statement of profit or loss and the consolidated statement of comprehensive income on pages 74 and 75 respectively.

The directors declared an interim dividend of HK 0.5 cents per ordinary share, totalling HK\$1 million, which was paid on 3rd January 2022.

The directors recommend the payment of a final dividend of HK cent 0.5 per ordinary share, totalling HK\$1 million for the Reporting Period.

董事謹此提呈彼等之報告，連同萬保剛集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)報告年度之經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司。旗下附屬公司主要從事買賣及分銷電子元件、電氣元件及儀器與電腦產品及手機配件，以及買賣化妝品之業務。

本集團於年內按業務及地區劃分之表現分析載於綜合財務報表附註5。

業務回顧

本集團根據公司條例(香港法例第622章)附表5之規定而編製之中肯業務回顧分別載於本年報第7頁至第10頁之「行政總裁報告」及第11頁至第13頁之「業務回顧」。使用關鍵財務績效指標作出的分析、本集團環境政策及表現的討論及有關對本集團有重大影響的相關法律及法規的合規情況以及與利益相關者的重要關係的描述，分別載於第167頁及第168頁之「五年財務概要」、第120頁至第126頁之「收益及分部資料」及第63頁之董事會報告「主要客戶及供應商」內。有關本集團採納的環境、社會及管治慣例的詳細資料載於本年報「環境、社會及管治報告」(「環境、社會及管治報告」)一節。

業績及分派

本集團報告年度之業績分別載於第74頁及第75頁之綜合損益表及綜合全面收益表。

董事已宣派中期股息每股普通股0.5港仙，合共1,000,000港元，有關股息已於二零二二年一月三日派付。

董事建議派付報告年度末期股息每股普通股0.5港仙，合共1,000,000港元。

Report of the Directors

董事會報告

Closure of Register of Members

The Register of Members of the Company will be closed from 12th August 2022 to 17th August 2022, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right to attend the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at its office situated at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 11th August 2022. The Register of Members of the Company will be closed from 23rd August 2022 to 25th August 2022, during which period no transfer of shares will be effected, and the final dividend will be paid on 5th September 2022. In order to qualify for the final dividend, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at the above address for registration not later than 4:30 p.m. on 22nd August 2022.

Share Capital

Details of the movements in the share capital of the Company during the year are set out in Note 25 to the consolidated financial statements.

Reserves

Details of movements in the reserves of the Company and of the Group during the year are set out in Note 31 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

Donations

Charitable and other donations made by the Group during the year amounted to approximately HK\$3,000.

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group during the year are set out in Note 14 to the consolidated financial statements.

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's bye-laws and there is no restriction against such rights under the laws in Bermuda.

暫停辦理股份過戶登記手續

本公司將於二零二二年八月十二日至二零二二年八月十七日(包括首尾兩日)期間暫停辦理股份過戶登記手續。為確定出席股東週年大會之權利，所有過戶文件連同有關股票必須於二零二二年八月十一日下午四時三十分前送抵本公司之香港股份過戶登記分處香港證券登記有限公司之辦事處，地址為香港皇后大道東183號合和中心17樓1712-1716室，以辦理登記手續。此外，本公司將於二零二二年八月二十三日至二零二二年八月二十五日期間暫停辦理股份過戶登記手續，而末期股息將於二零二二年九月五日派付。為符合資格收取末期股息，所有填妥之股份過戶表格連同有關股票必須於二零二二年八月二十二日下午四時三十分前送抵本公司之香港股份過戶登記分處香港證券登記有限公司(地址見上文)，以辦理登記手續。

股本

年內，本公司股本變動詳情載於綜合財務報表附註25。

儲備

年內，本公司及本集團之儲備變動詳情分別載於綜合財務報表附註31及綜合權益變動表。

捐款

年內，本集團作出慈善及其他捐款約3,000港元。

物業、廠房及設備

年內，本集團之物業、廠房及設備變動詳情載於綜合財務報表附註14。

優先購買權

本公司之公司細則並無有關優先購買權之規定，而百慕達法例亦無有關該權利之限制。

Report of the Directors

董事會報告

Purchase, Sale or Redemption of Shares

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed shares during the Reporting Period.

Directors

The directors who held office during the year and up to the date of this report were:

Executive directors

Dr. Hung Kim Fung, Measure (*Chairman*)
Ms. Yeung Man Yi, Beryl (*Deputy Chairman and Chief Executive Officer*)
Mr. Hung Ying Fung
Mr. Yeung Kwok Leung, Allix

Independent non-executive directors

Mr. Charles E. Chapman
Dr. Leung Wai Cheung
Mr. Ku Wing Hong, Eric

Mr. Yeung Kwok Leung, Allix and Mr. Ku Wing Hong, Eric are required to retire by rotation under the Company's bye-laws and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Directors' Service Contracts

Each of the executive directors of the Company (except Dr. Hung Kim Fung, Measure who did not enter into any service contract with the Company) has entered into a service contract with the Company for an initial fixed term of three years commencing from 1st April 2001, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other.

Save as disclosed above, none of the directors who are 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.

購買、出售或贖回股份

本公司於年內並無贖回任何股份，而本公司或其任何附屬公司於報告年度內亦無買賣本公司任何上市股份。

董事

年內及截至本報告日期之在任董事如下：

執行董事

洪劍峯博士(主席)
楊敏儀女士(副主席兼行政總裁)
洪英峯先生
楊國樑先生

獨立非執行董事

Charles E. Chapman先生
梁偉祥博士
古永康先生

根據本公司之公司細則，楊國樑先生及古永康先生須於應屆股東週年大會輪值告退，而彼等符合資格並願意膺選連任。

董事服務合約

本公司各執行董事(洪劍峯博士除外，彼與本公司並無訂立任何服務合約)已各自與本公司訂立服務合約，自二零零一年四月一日起計，初步固定任期為三年，其後一直存續，直至其中一方向另一方發出不少於三個月之書面通知予以終止為止。

除上文披露者外，擬於應屆股東週年大會膺選連任之董事概無與本公司訂立本公司不可於一年內免付賠償(法定賠償除外)予以終止之服務合約。

Report of the Directors 董事會報告

Share Option Scheme

On 8th August 2003, the Company adopted a new share option scheme (the "New Share Option Scheme"), pursuant to which the eligible persons may be granted options to subscribe for shares of the Company (the "Shares") upon and subject to the terms and conditions of the rules of the New Share Option Scheme. The New Share Option Scheme is in line with current Chapter 17 of the Listing Rules.

Since the adoption, no options have been granted under the New Share Option Scheme up to the date of this report. The New Share Option Scheme expired on 7th August 2013. No new share option scheme was adopted afterwards.

Directors' and Chief Executive's Interests in Equity and Debt Securities

As at 31st March 2022, the interests and short positions of each director and chief executive of the Company and his/her associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Ordinary shares of HK\$0.10 each in the Company

購股權計劃

於二零零三年八月八日，本公司採納一項新的購股權計劃（「新購股權計劃」）。據此，本公司可根據新購股權計劃規則之條款及條件並在其規限下，授出購股權予合資格人士以認購本公司股份（「股份」）。新購股權計劃符合上市規則第17章之現行規定。

自採納新購股權計劃以來，截至本報告日期，本公司概無據此授出任何購股權。新購股權計劃已於二零一三年八月七日屆滿。期後概無採納新購股權計劃。

董事及主要行政人員於股本及債務證券之權益

於二零二二年三月三十一日，本公司各董事及主要行政人員以及其聯繫人士於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有已記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或已根據證券及期貨條例第XV部第7及8分部或上市發行人董事進行證券交易的標準守則（「標準守則」）另行知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

本公司每股面值0.10港元之普通股

Name of Director 董事姓名	Long/short position 好倉／淡倉	Number of shares 股份數目			Percentage 百分比
		Personal interests 個人權益	Family interests 家屬權益	Corporate interests 公司權益	
Dr. Hung Kim Fung, Measure 洪劍峯博士	Long 好倉	—	90,000,000 (Note a) (附註a)	90,000,000	45%
Ms. Yeung Man Yi, Beryl 楊敏儀女士	Long 好倉	—	90,000,000 (Note a) (附註a)	90,000,000	45%
Mr. Hung Ying Fung 洪英峯先生	Long 好倉	26,990,000	—	—	13.50%
Mr. Yeung Kwok Leung, Allix 楊國樑先生	Long 好倉	—	30,000,000 (Note b) (附註b)	30,000,000	15%

Report of the Directors 董事會報告

Directors' and Chief Executive's Interests in Equity and Debt Securities (continued)

Ordinary shares of HK\$0.10 each in the Company (continued)

Notes:

- (a) These shares are held by M2B Holding Limited, a company owned as to 50% by Dr. Hung Kim Fung, Measure and the remaining 50% by his wife, Ms. Yeung Man Yi, Beryl. Accordingly, Dr. Hung Kim Fung, Measure and Ms. Yeung Man Yi, Beryl were deemed to be interested in 90,000,000 shares of the Company under SFO. Dr. Hung Kim Fung, Measure and Ms. Yeung Man Yi, Beryl were in respect of the same interest and duplicated each other.
- (b) These shares are held by Bestmark Management Limited, a company owned as to 50% by Mr. Yeung Kwok Leung, Allix and the remaining 50% by his wife, Ms. Wan Lam Keng. Accordingly, Mr. Yeung Kwok Leung, Allix and Ms. Wan Lam Keng were deemed to be interested in 30,000,000 shares of the Company under SFO. Mr. Yeung Kwok Leung, Allix and Ms. Wan Lam Keng were in respect of the same interest and duplicated each other.

Model Code for Securities Transactions

During the Reporting Period, the Company had adopted a Code of Conduct regarding directors' transactions in securities of the Company on terms no less exacting than the required standard set out in the Model Code under Appendix 10 to the Listing Rules. Having made all reasonable enquires with the directors of the Company, the Company was of the view that the directors had complied with the said Code of Conduct throughout the year.

Directors and Officers' Indemnity

The Company continues to subscribe for an insurance policy to indemnify the directors and senior management against any losses, claims, damages, liabilities, expenses and any proceedings brought against them, arising from the performance of his/her duties as director or senior management (as the case may be) of the Company. The current policy has been renewed and shall be under constant review.

Directors' Interests in Contracts

Save as disclosed in the paragraph headed "Connected Transactions" in this report and Note 28 to the consolidated financial statements, no contract of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事及主要行政人員於股本及債務證券之權益(續)

本公司每股面值0.10港元之普通股(續)

附註：

- (a) 此等股份由M2B Holding Limited持有，該公司分別由洪劍峯博士及其妻子楊敏儀女士擁有50%及50%權益。因此，根據證券及期貨條例，洪劍峯博士及楊敏儀女士被視作於90,000,000股本公司股份中擁有權益。洪劍峯博士及楊敏儀女士被視作擁有相同權益，兩者毫無二致。
- (b) 此等股份由Bestmark Management Limited持有，該公司分別由楊國樑先生及其妻子雲林瓊女士擁有50%及50%權益。因此，根據證券及期貨條例，楊國樑先生及雲林瓊女士被視作於30,000,000股本公司股份中擁有權益。楊國樑先生及雲林瓊女士被視作擁有相同權益，兩者毫無二致。

證券交易之標準守則

於報告年度，本公司採納有關董事進行本公司證券交易之操守準則，有關規定標準不會較上市規則附錄10標準守則所載規定標準寬鬆。在向本公司董事作出一切合理查詢後，本公司認為，董事於年內一直遵守上述操守準則。

董事及行政人員之彌償保證

本公司一直投購保險，以彌償董事及高級管理層因履行本公司董事或高級管理層（視情況而定）之職責而產生之任何損失、索償、損害賠償、債務、開支及針對彼等提出之任何訴訟。本公司已續訂現有保單並將定期檢討。

董事於合約之權益

除本報告中「關連交易」一段及綜合財務報表附註28披露者外，本公司或其任何附屬公司概無訂立本公司董事直接或間接於其中擁有重大權益，與本集團業務相關，且於年末或年內任何時間為有效之任何重大合約。

Report of the Directors

董事會報告

Controlling Shareholders' Interests in Contracts

No contracts of significance between the controlling shareholders and any of its subsidiaries and the Group was made during the Reporting Period.

Compliance with Relevant Laws and Regulations

During the Reporting Period, as far as the Board and the management are concerned, there was no material breach or non-compliance with the applicable laws and regulations by the Group that has material impact on the business and operations of the Group.

Interests of Substantial Shareholders and Other Persons in the Share Capital of the Company

As at 31st March 2022, so far as is known to the directors of the Company, the following persons (other than a director or the chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

控股股東於合約中之權益

於報告年度，控股股東及任何其附屬公司概無與本集團訂立任何重大合約。

相關法規及規例之合規事宜

於報告年度，就董事會及管理層所悉，本集團概無嚴重違反或不遵守適用法規及規例，以致重大影響本集團之業務及經營。

主要股東及其他人士於本公司股本中擁有之權益

於二零二二年三月三十一日，據本公司董事所知悉，下列人士（不包括本公司董事或主要行政人員）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之權益或淡倉：

Name 名稱／姓名	Long/short position 好倉／淡倉	Number of shares 股份數目		Percentage 百分比
		Beneficial owner 實益擁有人	Family interests 家屬權益	
M2B Holding Limited	Long 好倉	90,000,000 (Note (a)) (附註(a))	—	45%
Bestmark Management Limited	Long 好倉	30,000,000 (Note (b)) (附註(b))	—	15%
Ms. Wan Lam Keng 雲林瓊女士	Long 好倉	—	30,000,000 (Note (b)) (附註(b))	15%
Notes:			附註：	
(a)	Please refer to Note (a) under the section headed "Directors' and Chief Executive's Interests in Equity and Debt Securities".	(a)	請參閱「董事及主要行政人員於股本及債務證券之權益」一節附註(a)。	
(b)	Please refer to Note (b) under the section headed "Directors' and Chief Executive's Interests in Equity and Debt Securities". The interests of Bestmark Management Limited and Ms. Wan Lam Keng were in respect of the same interest and duplicated each other.	(b)	請參閱「董事及主要行政人員於股本及債務證券之權益」一節附註(b)。Bestmark Management Limited及雲林瓊女士被視作擁有相同及彼此的權益。	

Report of the Directors

董事會報告

Save as disclosed above, as at 31st March 2022, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no person who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

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.

Major Customers and Suppliers

During the Reporting Period, the Group sold less than 10% of its goods to its five largest customers.

The percentages of purchases for the year attributable to the Group's major suppliers are as follows:

– the largest supplier	16%
– five largest suppliers in aggregate	26%

None of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

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 issued share capital was held by the public as at the date of this report.

Directors' Interests in a Competing Business

None of the Directors or their respective associates was interested in, apart from the Group's business, any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

Connected Transactions

During the Reporting Period, the Group entered into certain transactions with "related parties" in the normal course of business as defined under the applicable accounting standards and the details of the material related party transactions (the "Transactions") are disclosed in Note 28 to the consolidated financial statements of this annual report. Details of such connected transactions are as follows:

除上文披露者外，於二零二二年三月三十一日，按本公司根據證券及期貨條例第336條存置之權益登記冊之記錄，概無任何人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之任何權益或淡倉。

管理合約

本公司於年內並無訂立或訂有任何有關本公司全部業務或其中任何重大部分之管理及行政合約。

主要客戶及供應商

於報告年度，本集團向其五大客戶出售之貨品少於本集團貨品之10%。

年內，本集團主要供應商應佔採購百分比如下：

– 最大供應商	16%
– 五大供應商合計	26%

概無董事、彼等之聯繫人士或任何股東（據董事所深知擁有本公司股本逾5%之人士）於該等主要供應商或客戶中擁有任何權益。

足夠公眾持股量

根據本公司可公開取得之資料並就董事所深知，於本報告日期，公眾持股量佔本公司已發行股本總數不少於25%。

董事於競爭業務之權益

除了本集團之業務外，董事或彼等各自之聯繫人士概無於任何目前或可能與本集團業務直接或間接競爭之業務中擁有權益。

關連交易

於報告年度，本集團於正常業務過程中與適用會計準則所定義的「關聯方」訂立若干交易，而有關重大關聯方交易（「該等交易」）的詳情披露於本年報綜合財務報表附註28。該等關連交易之詳情如下：

Report of the Directors 董事會報告

Connected Transactions (continued)

On 11 March 2022, Langa Holdings (Proprietary) Limited (“Langa”), a non-wholly owned subsidiary of the Group entered into a sale and purchase agreement with Mr. Brendyn Meyer, an independent third party for the acquisition of 25% of the equity interests in Swan, a non-wholly owned subsidiary of the Group, for a consideration of approximately Rand 9 million (equivalent to approximately HK\$4 million) (the “Share Acquisition”). Upon completion of the Share Acquisition, Swan is owned as to 90% by Langa.

The Share Acquisition constituted a one-off connected transaction pursuant to Chapter 14A of the Listing Rules. For details of the Share Acquisition, please refer to the Company’s announcement dated 11 March 2022.

Save as disclosed in this annual report, the Transactions falls under the definition of “connected transactions” or “continuing connected transactions” under Chapter 14A of the Listing Rules, but are fully exempted from shareholders’ approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

Exempted Continuing Connected Transactions

1. The Group occupies the following shops and premises leased from M-Bar Limited (“M-Bar”). M-Bar is a company beneficially owned as to 30% by Dr. Hung Kim Fung, Measure, 30% by Ms. Yeung Man Yi, Beryl, 20% by Mr. Hung Ying Fung and as to the remaining 20% by Mr. Yeung Kwok Leung, Allix, all of whom being the executive directors of the Company.

On 30th September 2020, Mobicon Holdings Limited (“MHL”), a wholly-owned subsidiary of the Company, entered into a new tenancy agreement with M-Bar to renew the lease agreements in respect of the lease agreements in respect of Units 1–11 on 7th Floor, Units 1–4 on 8th Floor and Units 1–9 on 23rd Floor, New Trend Centre, 704 Prince Edward Road East, 104 King Fuk Street, San Po Kong, Kowloon, Hong Kong for a term of one year from 1st October 2020 to 30th September 2021 at an aggregate monthly rental of HK\$187,000.

On 30th September 2021, MHL entered into a new tenancy agreement with M-bar to renew the tenancies in respect of the same premises for a term of one year from 1st October 2021 to 30th September 2022 at an aggregated monthly rental of HK\$187,000.

關連交易(續)

於二零二二年三月十一日，本集團非全資附屬公司Langa Holdings (Proprietary) Limited (「Langa」)與獨立第三方Brendyn Meyer先生訂立買賣協議，收購本集團非全資附屬公司Swan 25%之股權，代價約為九百萬蘭特(相等於約四百萬港元)(「股權收購事項」)。股權收購事項完成後，Langa擁有Swan 90%股權。

根據上市規則第14A章，股權收購事項構成一次性關連交易。有關股權收購事項之詳情，請參閱本公司日期為二零二二年三月十一日之公告。

除於本年報所披露者外，該等交易屬上市規則第14A章所定義之「關連交易」或「持續關連交易」，惟獲完全豁免遵守上市規則第14A章項下股東批准、年度檢討及所有披露規則。

獲豁免持續關連交易

1. 本集團佔用下列向M-Bar Limited(「M-Bar」)租用之店舖及物業。M-Bar由洪劍峯博士、楊敏儀女士、洪英峯先生及楊國樑先生分別實益擁有30%、30%、20%及20%權益，上述人士均為本公司執行董事。

於二零二零年九月三十日，萬保剛集團有限公司(「MHL」，本公司全資附屬公司)就香港九龍新蒲崗太子道東704號及景福街104號新時代工貿商業中心7樓1至11號單位、8樓1至4號單位及23樓1至9號單位之續租事宜與M-Bar訂立一份新租賃協議，租期由二零二零年十月一日起至二零二一年九月三十日止為期一年，月租合共187,000港元。

於二零二一年九月三十日，MHL與M-bar就相同物業之續租事宜訂立新租賃協議，租期由二零二一年十月一日起至二零二二年九月三十日止為期一年，月租合共187,000港元。

Report of the Directors

董事會報告

Connected Transactions (continued)

Exempted Continuing Connected Transactions (continued)

1. (continued)

The leased premises are used as the headquarters of the Group and ancillary use.

On 30th September 2020, MHL entered into a new tenancy agreement with M-Bar to renew the lease agreement in respect of Portion of 3rd Floor, Efficiency House, 35 Tai Yau Street, San Po Kong, Kowloon, Hong Kong for a term of one year commencing from 1st October 2020 to 30th September 2021 at an aggregated monthly rental of HK\$45,000.

On 30th September 2021, MHL entered into a new tenancy agreement with M-bar to renew the tenancies in respect of the same premises for a term of one year from 1st October 2021 to 30th September 2022 at an aggregated monthly rental of HK\$45,000.

The leased premises are used as storage with ancillary office (in respect of Portion of 1st Floor) and godown for storage (in respect of 3rd Floor).

During the year, the Group paid rental expenses amounting to HK\$2,784,000 (Note 28) to M-Bar.

The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

Discloseable Transactions

During the Reporting Period, MBM Properties (Proprietary) Limited, a non-wholly owned subsidiary of the Group had entered into (i) a land purchase agreement with GGP Investments, Pivotal Fund and Redefine for the acquisition of a piece of land in South Africa (the "Land") for a consideration of approximately Rand 17 million (equivalent to approximately HK\$8 million); and (ii) a construction agreement with Project House and Purple Fountain Properties for the construction of office, warehouse and carpark bays on the Land for a consideration of approximately Rand 26 million (equivalent to approximately HK\$13 million). To the best of the knowledge, information, and belief of the Directors, having made all reasonable enquiries, each of GGP Investments, Pivotal Fund, Redefine, Project House and Purple Fountain Properties are independent third parties. Both the purchase of the Land and the construction agreement constituted discloseable transactions pursuant to Chapter 14 of the Listing Rules. For details of the two agreements, please refer to the Company's announcements dated 20 December 2021 and 24 December 2021, respectively.

關連交易(續)

獲豁免持續關連交易(續)

1. (續)

該等租用物業用作本集團總部及輔助用途。

於二零二零年九月三十日，MHL就香港九龍新蒲崗大有街35號義發工業大廈3樓其中部分之續租事宜與M-Bar訂立一份新租賃協議，租期由二零二零年十月一日起至二零二一年九月三十日止為期一年，月租金合共45,000港元。

於二零二一年九月三十日，MHL與M-bar就相同物業之續租事宜訂立新租賃協議，租期由二零二一年十月一日起至二零二二年九月三十日止為期一年，月租金合共45,000港元。

該等租用物業用作存貨及輔助辦公室(就1樓其中部分而言)以及貨倉(就3樓而言)用途。

年內，本集團已向M-Bar支付租金開支2,784,000港元(附註28)。

本公司已遵守上市規則第14A章之披露規定。

須予披露交易

於報告年度，本集團非全資附屬公司MBM Properties (Proprietary) Limited (i)與GGP Investments、Pivotal Fund及Redefine訂立購地協議，收購一塊南非土地(「該土地」)，代價約為17,000,000蘭特(相等於約8,000,000港元)；及(ii)與Project House及Purple Fountain Properties訂立建築協議，於該土地建設辦公室、貨倉及停車位，代價約為26,000,000蘭特(相等於約13,000,000港元)。就董事作出所有合理查詢後所深知、盡悉及確信，GGP Investments、Pivotal Fund、Redefine、Project House及Purple Fountain Properties均為獨立第三方。根據上市規則第14章，購地一事及建築協議均構成須予披露交易。有關兩份協議之詳情，請參閱本公司日期分別為二零二一年十二月二十日及二零二一年十二月二十四日之公告。

Report of the Directors 董事會報告

Distributable Reserves

Under the Companies Act of Bermuda (as amended), retained profit and contributed surplus are distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of retained profit and contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realizable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

Distributable reserves of the Company as at 31st March 2022 amounted to approximately HK\$65,831,000 (2021: HK\$67,484,000).

Five Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for each of the last five financial years is set out on pages 167 and 168.

Auditors

The consolidated financial statements for the Reporting Period were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

On behalf of the board of directors

Hung Kim Fung, Measure
Chairman

Hong Kong, 29 June 2022

可供分派儲備

根據百慕達公司法(經修訂)，留存溢利及繳入盈餘可供分派予股東，惟倘本公司(i)於作出分派後無法償還到期負債，或(ii)其可變現資產值將因而少於其負債以及其已發行股本及股份溢價之總和，則本公司不可使用留存溢利及繳入盈餘宣派或派付股息或作出分派。

本公司於二零二二年三月三十一日之可供分派儲備約為65,831,000港元(二零二一年：67,484,000港元)。

五年財務概要

本集團過去五個財政年度各年之業績及資產與負債概要載於第167頁及第168頁。

核數師

報告年度之綜合財務報表已經由國衛會計師事務所有限公司審核，其將於應屆股東週年大會上任滿。本公司將於應屆股東週年大會上提呈一項決議案，續聘國衛會計師事務所有限公司為本公司來年之核數師。

代表董事會

主席
洪劍峯

香港，二零二二年六月二十九日

Independent Auditors' Report

獨立核數師報告



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

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MOBICON GROUP LIMITED

(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Mobicon Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 74 to 166, which comprise the consolidated statement of financial position as at 31st March 2022, 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 31st March 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

致萬保剛集團有限公司

(於百慕達註冊成立之有限公司)

全體股東之 獨立核數師報告

意見

本核數師(以下簡稱「我們」)已審計第74頁至第166頁所載萬保剛集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表。此綜合財務報表包括於二零二二年三月三十一日的綜合財務狀況表以及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，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二二年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》之披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」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》(「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。

Independent Auditors' Report

獨立核數師報告

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.

Inventory valuation and allowance

存貨估值及撥備

Refer to Note 2.12, Note 4(a) and Note 18 to the consolidated financial statements.
請參閱綜合財務報表附註2.12、附註4(a)及附註18。

We identified the valuation and allowance of inventories as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the judgements associated with determining the amount of allowances on inventories.

鑑於存貨結餘對整體綜合財務報表屬重要，加上釐定存貨撥備金額時所作的相關判斷，故此我們確定存貨的估值及撥備為關鍵審計事項。

At 31st March 2022, the Group held inventories of approximately HK\$188,877,000. As described in the accounting policies in Note 2.12 to the consolidated financial statements, inventories are carried at the lower of cost and net realizable value. As a result, management applied judgement to assess the net realizable value of slow-moving stocks based upon the stock ageing report with reference to the current marketability and latest selling prices of the relevant inventories. Stocks are written down to their net realizable value where this falls below their cost.

於二零二二年三月三十一日，貴集團持有的存貨約為188,877,000港元。誠如綜合財務報表附註2.12之會計政策所述，存貨乃按成本值或可變現淨值（以較低者為準）入賬。因此，管理層根據存貨賬齡報告，參考相關存貨的當前可銷售性及最新銷售價格，運用判斷評估滯銷存貨的可變現淨值。如存貨跌至低於其成本值，便會撇減至其可變現淨值。

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。

Our audit procedures in relation to inventory valuation and allowance mainly included:

我們審計存貨估價及撥備的程序主要包括：

- Evaluating whether inventories were stated at the lower of cost and net realizable value at the reporting date by comparing the sales prices of inventories subsequent to the reporting date with their carrying values as at 31st March 2022;
- 透過將報告日期後之存貨售價與存貨於二零二二年三月三十一日之賬面值作比較，評價於報告日期存貨是否按成本值及可變現淨值兩者中之較低者列賬；
- Evaluating analysis and assessment made by Management with respect to slow-moving inventories;
- 評價管理層就滯銷存貨所作之分析及評估；
- Checking for individual products that invoiced costs have been correctly recorded; and
- 核實各個個別產品已正確記錄之發票費用；及
- Assessing whether items in the inventory ageing report were classified within the appropriate ageing category by comparing individual items in the report with the underlying documentation.
- 透過將存貨賬齡報告內的各個個別項目與相關文件作比較，評估存貨賬齡報告內的項目是否歸類於洽當的賬齡類別。

Independent Auditors' Report

獨立核數師報告

Key Audit Matters (continued)

Impairment of trade receivables

應收貿易賬款的減值

Refer to Note 2.10, Note 3.1(b), Note 4(b) and Note 19 to the consolidated financial statements.

請參閱綜合財務報表附註2.10、附註3.1(b)、附註4(b)及附註19。

As at 31st March 2022, the Group had trade receivables amounted to approximately HK\$57,827,000 (net of provision for impairment of approximately HK\$1,666,000).

於二零二二年三月三十一日，貴集團的應收貿易賬款約為57,827,000港元(已扣除減值撥備約1,666,000港元)。

We identified the valuation of trade receivables as a key audit matter due to the estimation of expected credit losses involved a significant level of judgement by management to determine the use of internal and external data from various sources to establish the historical credit loss experience and to adjust this experience for expected future changes, recognizing that these factors are all subject to a certain level of uncertainty.

鑑於估算預期信貸虧損涉及管理層作出重大判斷，以決定來自不同來源的內部及外部數據的使用，以便確定過往信貸虧損經驗及根據預期未來變動對此經驗作出調整，而該等因素皆被公認為具有一定程度的不確定性，因此我們確定應收貿易賬款的估值為關鍵審計事項。

The Group applied the HKFRS 9 simplified approach to measure lifetime expected credit losses ("ECL") allowance for all trade receivables. Accordingly, management grouped trade receivables with similar credit risk characteristics and ageing profile. The estimated ECL rates were based on historical credit loss rates for different groups and adjusted to reflect the current and multiple forward-looking information on macro-economic factors that are considered relevant to determine the ability of customers to settle the receivables in the future. Management also assessed the sufficiency of the ECL estimation by considering the subsequent settlement status, credit profile and on-going trading relationships with the customers.

貴集團應用香港財務報告準則第9號下的簡化處理方法來計量所有應收貿易賬款的全期預期信貸虧損(「預期信貸虧損」)撥備。因此，管理層把具有類似信貸風險特徵及賬齡情況的應收貿易賬款分組。預期信貸虧損率乃基於不同組別的過往信貸虧損率而估計，並已作出調整以反映就釐定客戶日後償付應收款項能力屬相關的宏觀經濟因素的現有及多項前瞻性資料。此外，管理層亦透過考慮後續償付情況、信貸組合以及與客戶的持續貿易往來關係，評估預期信貸虧損估算是否充足。

關鍵審計事項(續)

Our audit procedures in relation to impairment of trade receivables mainly included:

我們審計應收貿易賬款減值的程序主要包括：

- Understanding, evaluating and validating the key controls performed by management over the impairment assessment process, in particular those over the identification of impaired receivables and the calculation of provisions according to the lifetime ECL model;
- 了解、評估及核實管理層於減值評估過程中履行的主要控制措施，尤其是識別已減值應收款項及根據全期預期信貸虧損模式計算撥備的方法；
- Evaluating management's assessment of the historical credit loss rates by sample checking inputs in respect of the assumptions made, such as historical payment records, correspondence on any disputes or claims with the customers and subsequent records;
- 透過抽樣檢查所作假設的輸入數據，例如過往付款記錄、任何與客戶糾紛或客戶索償有關的通訊記錄及後續償付記錄，評估管理層對過往信貸虧損率的評估；
- Understanding the status of each of the material trade receivables past due as at year end, the Group's on-going business relationships with the relevant customers and past settlement history of the customers through discussion with management;
- 透過與管理層進行討論，以了解於年結日各項重大逾期應收貿易賬款的情況、貴集團與有關客戶的持續業務往來關係以及有關客戶的過往償付情況；
- Checking the computation of the amount of provision and evaluated the expected future changes in credit risks in management's assessment by sample checking the inputs to the assumptions to external data sources; and
- 通過抽樣檢查各項假設的輸入數據與外部數據來源，核實撥備金額的計算及評估管理層評估所得的預期信貸風險未來變動；及
- Performing testing, on a sample basis, of the accuracy of the trade receivables ageing report.
- 抽樣測試應收貿易賬款的賬齡報告是否準確。

Independent Auditors' Report

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' 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 Directors and The Audit Committee 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 are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們就此發出的核數師報告。

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

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告有關事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定，擬備真實而中肯的綜合財務報表，及落實其認為編製綜合財務報表所必要的內部監控，以確保綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

審核委員會須負責監督 貴集團的財務報告過程。

Independent Auditors' Report

獨立核數師報告

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，除此之外報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙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監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditors' Report 獨立核數師報告

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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

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

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

核數師就審計綜合財務報表須承擔的責任(續)

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

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

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，就消除威脅而採取的行動或所應用的防範措施。

Independent Auditors' Report

獨立核數師報告

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

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

The engagement director on the audit resulting in this independent auditors' report is Hui Chun Keung, David.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Hui Chun Keung, David
Practising Certificate Number: P05447

Hong Kong, 29th June 2022

核數師就審計綜合財務報表須承擔的責任(續)

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

出具本獨立核數師報告的審計項目合夥人是許振強。

國衛會計師事務所有限公司
執業會計師

許振強
執業證書號碼：P05447

香港，二零二二年六月二十九日

Consolidated Statement of Profit or Loss

綜合損益表

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

			2022	2021
		Notes	二零二二年	二零二一年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Revenue	收益	5	501,269	456,369
Cost of sales	銷售成本		(369,501)	(346,516)
Gross profit	毛利		131,768	109,853
Other income and net gains	其他收入及收益淨額	6	2,812	11,398
Distribution and selling expenses	分銷及銷售費用		(35,179)	(34,193)
General and administrative expenses	一般及行政管理費用		(69,323)	(63,819)
Operating profit	經營溢利		30,078	23,239
Finance costs	融資成本	8	(2,642)	(2,700)
Profit before income tax	除所得稅前溢利		27,436	20,539
Income tax expense	所得稅開支	9	(6,296)	(1,950)
Profit for the year	年內溢利	7	21,140	18,589
Profit attributable to:	應佔溢利：			
Equity holders of the Company	本公司權益持有人		13,211	12,151
Non-controlling interests	非控股權益		7,929	6,438
			21,140	18,589
Earnings per share attributable to the equity holders of the Company during the year	年內本公司權益持有人應佔每股盈利			
– Basic and diluted (<i>HK cents</i>)	– 基本及攤薄(港仙)	10	6.61	6.08

Details of dividends are disclosed in Note 11 to the consolidated financial statements.

股息詳情於綜合財務報表附註11披露。

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit for the year	年內溢利	21,140	18,589
Other comprehensive income	其他全面收入		
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可重新分類至損益之項目</i>		
Currency translation differences:	貨幣換算差額：		
– Subsidiaries	– 附屬公司	2,207	14,957
<i>Item that will not be reclassified subsequently to profit or loss</i>	<i>其後不會重新分類至損益之項目</i>		
Revaluation gain on property, plant and equipment	物業、廠房及設備之重估收益	151	45
Other comprehensive income for the year, net of tax	年內其他全面收入（已扣除稅項）	2,358	15,002
Total comprehensive income	全面收入／（開支）總額	23,498	33,591
Total comprehensive income attributable to:	應佔全面收入總額：		
Equity holders of the Company	本公司權益持有人	15,449	20,871
Non-controlling interests	非控股權益	8,049	12,720
		23,498	33,591

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31st March 2022 於二零二二年三月三十一日

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	39,316	29,107
Right-of-use assets	使用權資產	14	8,741	6,937
Intangible assets	無形資產	16	138	92
Investment properties	投資物業	15	4,685	4,623
Goodwill	商譽	16	—	—
Other receivables	其他應收款項		2,016	2,688
			54,896	43,447
Current assets	流動資產			
Inventories	存貨	18	188,877	186,590
Trade receivables	應收貿易賬款	19	57,827	56,868
Other receivables and deposits	其他應收款項及按金		17,023	13,871
Current income tax recoverable	可收回即期所得稅		82	178
Cash and bank balances	現金及銀行結餘	20	37,220	33,525
			301,029	291,032
Total assets	資產總值		355,925	334,479
Current liabilities	流動負債			
Trade payables	應付貿易賬款	21	33,331	40,985
Other payables and accruals	其他應付款項及應計費用		20,619	15,327
Contract liabilities	合約負債		3,240	1,294
Loan from a shareholder	股東貸款	22	30,000	25,000
Lease liabilities	租賃負債	14	5,929	4,188
Short-term bank borrowings	短期銀行借貸	23	69,292	69,937
Current income tax liabilities	即期所得稅負債		284	102
			162,695	156,833
Net current assets	流動資產淨值		138,334	134,199
Total assets less current liabilities	資產總值減流動負債		193,230	177,646

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31st March 2022 於二零二二年三月三十一日

		Notes	2022	2021
		附註	二零二二年 HK\$'000 千港元	二零二一年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	24	1,698	1,646
Lease liabilities	租賃負債	14	3,363	3,125
			5,061	4,771
Net assets	資產淨值		188,169	172,875
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	25	20,000	20,000
Reserves	儲備		117,279	105,155
			137,279	125,155
Non-controlling interests	非控股權益		50,890	47,720
Total equity	權益總額		188,169	172,875

The consolidated financial statements were approved and authorized for issue by the Board of Directors on 29th June 2022 and signed on its behalf by:

綜合財務報表已於二零二二年六月二十九日獲董事會批准及授權刊發，並由下列董事代表董事會簽署：

HUNG KIM FUNG, MEASURE

洪劍峯

Chairman

主席

YEUNG MAN YI, BERYL

楊敏儀

Deputy Chairman and Chief Executive Officer

副主席兼行政總裁

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st March 2022 截至二零二二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								
		Reserves 儲備							Non-	
		Share Capital	Share premium	capital reserve	Translation reserve	Revaluation reserve	Retained profits	Total reserves	controlling interests	Total equity
		股本	股份溢價	股本儲備	換算儲備	重估儲備	留存溢利	儲備合計	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
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note 25)		(Note)						
		(附註25)		(附註)						
Balance at 1st April 2020	於二零二零年四月一日之結餘	20,000	16,706	800	(24,442)	4,995	88,225	86,284	35,200	141,484
Total comprehensive income for the year	年內全面收入總額	-	-	-	8,675	45	12,151	20,871	12,720	33,591
Release of revaluation reserve upon depreciation of property, plant and equipment	物業、廠房及設備折舊時轉撥重估儲備	-	-	-	-	(51)	51	-	-	-
Dividends paid to non-controlling interests of a subsidiary	已派予一間附屬公司非控股權益之股息	-	-	-	-	-	-	-	(200)	(200)
Dividends of the Company:	本公司股息：									
2020 final dividend	二零二零年末期股息	-	-	-	-	-	(1,000)	(1,000)	-	(1,000)
2021 interim dividend	二零二一年中期股息	-	-	-	-	-	(1,000)	(1,000)	-	(1,000)
Balance at 31st March 2021	於二零二一年三月三十一日之結餘	20,000	16,706	800	(15,767)	4,989	98,427	105,155	47,720	172,875
Representing:	相當於：									
2021 final dividend	二零二一年末期股息						1,000			
Others	其他						97,427			
							<u>98,427</u>			

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st March 2022 截至二零二二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								
		Reserves 儲備							Non-	
		Share capital 股本	Share premium 股份溢價	Capital reserve 股本儲備	Translation reserve 換算儲備	Revaluation reserve 重估儲備	Retained profits 留存溢利	Total reserves 儲備合計	controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 千港元 (Note 25) (附註25)	HK\$'000 千港元	HK\$'000 千港元 (Note) (附註)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1st April 2021	於二零二一年四月一日之結餘	20,000	16,706	800	(15,767)	4,989	98,427	105,155	47,720	172,875
Total comprehensive income for the year	年內全面收入總額	-	-	-	2,087	151	13,211	15,449	8,049	23,498
Acquisition of non-controlling interest of subsidiaries	收購多間附屬公司之非控股權益	-	-	-	-	-	(1,325)	(1,325)	(4,416)	(5,741)
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	(313)	(313)
Dividends paid to non-controlling interests of a subsidiary	已派予一間附屬公司非控股權益之股息	-	-	-	-	-	-	-	(150)	(150)
Dividends of the Company:	本公司股息：									
2021 final dividend	二零二一年末期股息	-	-	-	-	-	(1,000)	(1,000)	-	(1,000)
2022 interim dividend	二零二二年中期股息	-	-	-	-	-	(1,000)	(1,000)	-	(1,000)
Balance at 31st March 2022	於二零二二年三月三十一日之結餘	20,000	16,706	800	(13,680)	5,140	108,313	117,279	50,890	188,169
Representing:	相當於：									
2022 final dividend	二零二二年末期股息						1,000			
Others	其他						107,313			
							<u>108,313</u>			

Note:

Capital reserve represents the difference between the nominal value of the ordinary shares issued by the Company and the aggregate of the share capital and share premium of subsidiaries acquired through exchanges of shares pursuant to the reorganization which took place on 18th April 2001.

附註：

股本儲備為本公司已發行普通股之面值，與根據二零零一年四月十八日進行之重組交換股份所得之附屬公司股本加上股份溢價之總和兩者之間的差額。

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from operating activities	經營業務產生之現金流量		
Net cash generated from operations	經營業務產生之現金淨額 26	34,713	28,568
Overseas income tax paid	已付海外所得稅	(5,863)	(4,799)
Overseas income tax refunded	海外所得稅退稅	52	23
Hong Kong Profits Tax paid	已付香港利得稅	(86)	(368)
Net cash generated from operating activities	經營業務產生之現金淨額	28,816	23,424
Cash flows from investing activities	投資活動產生之現金流量		
Interest received	已收利息	254	169
Purchase of property, plant and equipment	購置物業、廠房及設備 14	(12,199)	(1,027)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	273	61
Purchase of intangible assets	購置無形資產	(95)	(52)
Net cash inflow from disposal of a subsidiary	出售一間附屬公司所得現金流入淨額 30	146	—
Net cash used in investing activities	投資活動動用之現金淨額	(11,621)	(849)
Cash flows from financing activities	融資活動產生之現金流量		
Interest paid	已付利息	(2,642)	(2,700)
Acquisition of non-controlling interest of subsidiaries	收購多間附屬公司之非控股權益	(5,741)	—
Dividends paid to the Company's shareholders	已派予本公司股東之股息	(2,000)	(2,000)
Dividends paid to non-controlling interest of a subsidiary	已派予一間附屬公司非控股權益之股息	(150)	(200)
Loan from a shareholder	股東貸款	5,000	—
Repayments of a shareholder's loan	償還股東貸款	—	(7,000)
Repayments of lease liabilities	償還租賃負債	(7,298)	(9,504)
Repayments of short-term bank borrowings	償還短期銀行借貸	(129,197)	(116,109)
Proceeds from short-term bank borrowings	短期銀行借貸所得款項	129,452	114,044
Net cash used in financing activities	融資活動動用之現金淨額	(12,576)	(23,469)

Consolidated Statement of Cash Flows

綜合現金流量表

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

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Notes 附註		
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物 增加/(減少)淨額		4,619	(894)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值物		29,712	28,830
Effect of foreign exchange rate changes	匯率變動之影響		(169)	1,776
Cash and cash equivalents at end of the year	年終之現金及現金等值物		34,162	29,712
Analysis of balances of cash and cash equivalents:	現金及現金等值物 結餘分析：			
Cash at bank and in hand	銀行及手頭現金	20	37,220	33,525
Bank overdrafts	銀行透支	23	(3,058)	(3,813)
			34,162	29,712

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 General Information

Mobicon Group Limited (the “Company”) and its subsidiaries (collectively, the “Group”) are principally engaged in the trading and distribution of electronic components, electrical components and equipment and computer products and mobile accessories and trading of cosmetic products.

The Company is a limited liability company incorporated in Bermuda as an exempted company under the Companies Act of Bermuda. The addresses of its registered office and principal place of business are set out in the Company’s annual report.

The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 7th May 2001.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK\$’000), unless otherwise stated.

2 Summary of Significant Accounting Policies

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

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of property, plant and equipment and investment properties, which are carried at fair value.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

1 一般資料

萬保剛集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事買賣及分銷電子元件、電氣元件及儀器與電腦產品及手機配件，以及買賣化妝品之業務。

本公司根據百慕達公司法在百慕達註冊成立為獲豁免有限公司。其註冊辦事處及主要營業地點之地址載於本公司年報。

本公司股份自二零零一年五月七日起在香港聯合交易所有限公司(「聯交所」)上市。

除另有註明外，此等綜合財務報表以千港元(千港元)列值。

2 主要會計政策概要

編製此等綜合財務報表所採用之主要會計政策載列如下。除另有註明外，此等政策於所有呈報年度貫徹應用。

2.1 編製基準

本集團之綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)而編製。此外，綜合財務報表亦遵循香港聯合交易所有限公司證券上市規則內及香港公司條例(第622章)內之適用披露規定。綜合財務報表乃根據歷史成本常規編製，並已就按公平值列賬之物業、廠房及設備以及投資物業之重估作出修訂。

編製符合香港財務報告準則規定之綜合財務報表時，須使用若干重大會計估計。管理層亦須在應用本集團會計政策之過程中作出判斷。涉及較高度判斷或較複雜之範疇，或假設及估計對綜合財務報表有重大影響之範疇於附註4披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.1 Basis of preparation (continued)

Amendments to standards adopted by the Group

- (a) The Group has adopted or early adopted the following amendments to standards that have been issued and effective for the Group's financial year beginning on or after 1st April 2021:

Amendments to HKFRS 9, HKAS 39 and HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2
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The amendments listed above did not have any significant impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

2 主要會計政策概要(續)

2.1 編製基準(續)

本集團採納之準則修訂

- (a) 本集團已採納或提早採納以下於二零二一年四月一日或之後開始之本集團財政年度已頒佈及生效之準則修訂：

香港財務報告準則第9號、香 港會計準則第39號、香港財 務報告準則第7號、香港財 務報告準則第4號及香港財 務報告準則第16號之修訂本	利率基準改革一 第2階段
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上列修訂本並無對於過往期間所確認的金額構成任何重大影響，並預期將不會對本期間或未來期間構成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.1 Basis of preparation (continued)

New standards and amendments to standards not yet adopted

(b) New standards, amendments to existing standards which have been issued but are not effective for the financial year beginning on 1st April 2021 and have not been early adopted:

HKFRS 17	Insurance Contracts and the related Amendments ²
Amendments to HKFRS 3	Reference to the Conceptual Framework ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ²
Amendments to HKAS 8	Definition of Accounting Estimates ²
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ²
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ¹
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 ¹

¹ Effective for annual periods beginning on or after 1 January 2022

² Effective for annual periods beginning on or after 1 January 2023

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

2 主要會計政策概要(續)

2.1 編製基準(續)

尚未採納之新訂準則及準則修訂

(b) 已頒佈但於二零二一年四月一日開始之財政年度尚未生效，且並無提早採納之新訂準則、現有準則修訂本：

香港財務報告準則第17號	保險合約及相關修訂本 ²
香港財務報告準則第3號之修訂本	概念框架之提述 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港會計準則第1號之修訂本	將負債分類為流動或非流動及香港詮釋第5號的相關修訂(二零二零年) ²
香港會計準則第1號及香港財務報告準則實務聲明第2號之修訂本	會計政策的披露 ²
香港會計準則第8號之修訂本	會計估計的定義 ²
香港會計準則第12號之修訂本	與單一交易產生的資產及負債相關的遞延稅項 ²
香港會計準則第16號之修訂本	物業、廠房及設備-作擬定用途前之所得款項 ¹
香港會計準則第37號之修訂本	虧損性合約-履行合約的成本 ¹
香港財務報告準則之修訂本	香港財務報告準則二零一八年至二零二零年之年度改進 ¹

¹ 於二零二二年一月一日或以後開始之年度期間生效

² 於二零二三年一月一日或以後開始之年度期間生效

³ 於待定期日或以後開始之年度期間生效

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.1 Basis of preparation (continued)

New standards and amendments to standards not yet adopted (continued)

The Group is in the process of assessing the potential impact of the above new HKFRSs upon initial application but is not yet in a position to state whether the above new and amendments to HKFRSs will have a significant impact on the Group's and the Company's results of operations and financial position.

2.2 Subsidiaries

2.2.1 Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of financial position respectively.

2 主要會計政策概要(續)

2.1 編製基準(續)

尚未採納之新訂準則及準則修訂(續)

本集團現正評估上述新訂香港財務報告準則於首次應用時可能構成之影響，惟目前未能指出上述新訂香港財務報告準則及其修訂本會否對本集團及本公司之經營業績及財務狀況構成任何重大影響。

2.2 附屬公司

2.2.1 綜合賬目

附屬公司為本集團擁有其控制權之所有實體(包括結構性實體)。當本集團對實體業務之浮動回報承擔風險或享有權利以及能透過支配實體活動而影響該等回報時，即屬可控制該實體。附屬公司之賬目自控制權轉讓予本集團之日起全面綜合計入賬目，而有關賬目將於該控制權終止之日終止綜合計入賬目。

集團內公司間之交易、結餘以及集團內公司間之交易所產生之未變現收益均予以對銷。未變現虧損亦予以對銷，惟如有關交易提供已轉讓資產之減值憑證則除外。附屬公司之會計政策已按需要作出改變，以確保與本集團所採用之會計政策一致。

非控股權益所佔附屬公司業績及權益會分別在綜合損益表、全面收益表、權益變動表及財務狀況表中獨立呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.3 Subsidiaries (continued)

2.3.1 Consolidation (continued)

(a) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the business, the equity interests issued by the Group, the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquired entity and the acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the identifiable net assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized directly in profit or loss as a bargain purchase.

2 主要會計政策概要(續)

2.3 附屬公司(續)

2.3.1 綜合賬目(續)

(a) 業務合併

所有業務合併均以收購會計法入賬，而不論收購股權工具或其他資產。收購一間附屬公司所轉讓的代價為所轉讓資產的公平值、該業務前擁有人所產生的負債、本集團發行之股權、或然代價安排所導致的任何資產或負債之公平值及附屬公司任何先前存在的股權的公平值。

在業務合併過程所收購的可識別資產以及所承擔的負債及或然負債於收購日期按其公平值初步計量。本集團於收購日期確認於被收購實體的任何非控股權益。本集團按逐項收購基準，按公平值或按非控股權益所佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

收購相關成本乃於產生時支銷。

所轉讓代價、於被收購實體的任何非控股權益金額及任何先前於被收購實體的股權於收購日期的公平值超出所收購可識別資產淨值公平值的部分乃入賬列作商譽。倘該等金額低於所收購業務之可識別資產淨值之公平值，則該差額將直接於損益確認為議價購買。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.3 Subsidiaries (continued)

2.3.1 Consolidation (continued)

(a) Business combinations (continued)

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognized in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognized in profit or loss.

(b) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized in a separate reserve within equity attributable to owners of the Company.

2 主要會計政策概要(續)

2.3 附屬公司(續)

2.3.1 綜合賬目(續)

(a) 業務合併(續)

倘任何部分現金代價的結算獲遞延，日後應付金額貼現至彼等於兌換日期的現值。所用的貼現率乃該實體的新增借款利率，即根據相若的條款及條件可從獨立融資人獲得同類借款的利率。或然代價分類為權益或金融負債。分類為金融負債的金額隨後按公平值重新計量，其公平值變動於損益內確認。

倘業務合併分階段進行，則收購方先前在被收購方持有的股權於收購當日的賬面值乃於收購當日重新計量為公平值。因該重新計量產生的任何收益或虧損乃於損益中確認。

(b) 擁有權權益變動

本集團將不會導致失去控制權之非控股權益交易視作與本集團權益擁有人進行之交易。擁有權權益變動會導致控股與非控股權益之間的賬面值作出調整，以反映彼等於附屬公司之相關權益。非控股權益調整數額與任何已付或已收代價之間的任何差額於本公司擁有人應佔權益中的獨立儲備內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.3 Subsidiaries (continued)

2.3.1 Consolidation (continued)

(b) Changes in ownership interests (continued)

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

2.3.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 主要會計政策概要(續)

2.3 附屬公司(續)

2.3.1 綜合賬目(續)

(b) 擁有權權益變動(續)

當本集團因失去控制權、共同控制權或重大影響力而停止綜合入賬或按權益會計法入賬一項投資時，其於該實體之任何保留權益按公平值重新計算，而賬面值變動則於損益表中確認。其後當此保留權益入賬列作聯營公司、合營企業或金融資產時，此公平值將成為初始賬面值。此外，過往於其他全面收入內確認與該實體有關之任何金額按猶如本集團直接出售有關資產或負債之方式入賬。這意味著先前在其他全面收入內確認之金額重新分類至損益表或轉撥至適用香港財務報告準則所指明／許可之另一權益類別內。

倘於合營企業或聯營公司之擁有權權益減少，惟仍然保留共同控制權或重大影響力，則僅將以往在其他全面收入中確認之金額按應佔比例重新分類至損益表(如適用)。

2.3.2 獨立財務報表

於附屬公司之投資乃按成本扣除減值列賬。成本包括投資之直接應佔成本。本公司按已收及應收股息基準入賬附屬公司之業績。

倘於附屬公司投資產生的股息超過附屬公司於宣派股息期間的全面收入總額，或倘該投資於獨立財務報表內之賬面值超出被投資公司之資產淨值(包括商譽)於綜合財務報表內之賬面值，則於收到該等投資之股息後須對該等投資進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

2.5 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of profit or loss, within "finance costs". All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss on a net basis within "general and administrative expenses".

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognized in other comprehensive income.

2 主要會計政策概要(續)

2.4 分部報告

經營分部按照公司內部向主要經營決策者提供報告之一貫方式予以呈報。主要經營決策者負責分配資源及評估經營分部表現，並已確認為作出策略決定之督導委員會。

2.5 外幣換算

(a) 功能及呈報貨幣

本集團旗下各實體之財務報表所列項目均採用有關實體營業所在的主要經濟環境通用的貨幣(「功能貨幣」)為計算單位。綜合財務報表以港元呈報，而港元為本公司之功能貨幣及本集團之呈報貨幣。

(b) 交易及結餘

外幣交易按交易當日之匯率換算為功能貨幣。因該等交易結算及按結算日之匯率換算以外幣計值之貨幣資產及負債而產生之匯兌損益，通常於損益表確認。倘彼等有關合資格作現金流量對沖及合資格作投資淨額對沖或於海外經營中投資淨額部分應佔損益，則於權益中遞延。

與借貸有關之匯兌收益及虧損乃於綜合損益表之「融資成本」內呈列。所有其他匯兌收益及虧損於綜合損益表之「一般及行政管理費用」內呈列。

以公平值計算之外匯非貨幣項目乃按公平值釐定日期之匯率換算。按公平值列賬之資產及負債之匯兌差額呈報為公平值收益或虧損之一部分。例如：非貨幣資產及負債(例如：按公平值計入損益之權益)之換算差額於損益表中確認為公平值收益或虧損之一部分，非貨幣資產(例如：分類為按公平值計入其他全面收入之股票)之換算差額則於其他全面收入確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.5 Foreign currency translation (continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

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

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognized in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2 主要會計政策概要(續)

2.5 外幣換算(續)

(c) 集團旗下公司

集團旗下所有功能貨幣與呈報貨幣不同之實體(概無任何實體使用通脹嚴重之經濟體系之貨幣)之業績及財務狀況，按以下方式換算為呈報貨幣：

- (a) 各財務狀況表所呈列資產及負債，按該財務狀況表結算日之收市匯率換算；
- (b) 各損益表及全面收益表所示之收入及開支均按照平均匯率換算(但如此平均匯率未能合理地反映各交易日之匯率所帶來之累計影響則除外，在此情況下，收入及開支按照各交易日之匯率換算)；及
- (c) 所有據此產生之匯兌差額於其他全面收入確認。

在綜合賬目時，換算海外實體任何投資淨額所產生之匯兌差額以及換算被指定作為有關投資之對沖項目之借款及其他金融工具所產生之匯兌差額，均於其他全面收入中確認。當出售海外業務時或償還構成該投資淨額一部分之任何借貸時，相關匯兌差額會重新分類至損益表，作為出售盈虧之一部分。

收購海外業務所產生之商譽及公平值調整被視作有關海外業務之資產及負債處理，並按收市匯率換算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.5 Foreign currency translation (continued)

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognized in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

2.6 Investment properties

Investment properties, principally comprising leasehold properties, are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the Group. Investment properties are initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequently, they are carried at fair value. Changes in fair values are presented in the consolidated statement of profit or loss as part of a valuation gain or loss in "other income and net gains" or "general and administrative expenses".

2 主要會計政策概要(續)

2.5 外幣換算(續)

(d) 出售境外業務及部分出售

於出售境外業務(即出售本集團於境外業務之全部權益或導致失去附屬公司(包含境外業務)控制權之出售、導致失去合營企業(包含境外業務)共同控制權之出售,或導致失去聯營公司(包含境外業務)重大影響力之出售)時,在權益內與該項業務相關並歸屬於本公司擁有人之所有累計匯兌差額均重新分類至損益表。

倘部分出售不會導致本集團失去附屬公司(包含境外業務)之控制權,有關累計匯兌差額之應佔比例會重新歸屬予非控股權益及不會於損益表確認。至於所有其他部分出售(即本集團於聯營公司或合營企業之擁有權權益有所下降,惟不會導致本集團失去重大影響力或共同控制權),累計匯兌差額之應佔比例則重新分類至損益表。

2.6 投資物業

投資物業(主要包括租賃物業)乃為了長期租金收益或為了資本增值或為了上述兩種目的而持有,且並非由本集團佔用。投資物業初步按成本值(包括相關交易成本及(倘適用)借貸成本)計量。彼等隨後按公平值列賬。公平值的變動於綜合損益表內「其他收入及收益淨額」或「一般及行政管理費用」呈列為估值損益之一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.7 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Freehold land is stated at cost and not depreciated.

Depreciation is calculated using the straight-line method to allocate their costs, net of their residual values, over their estimated useful lives as follows:

Leasehold properties	25 to 60 years
Furniture and fixtures	4 to 10 years
Office equipment	4 to 10 years
Motor vehicles	4 to 6 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the consolidated statement of profit or loss.

2 主要會計政策概要(續)

2.7 物業、廠房及設備

物業、廠房及設備按歷史成本減去折舊及減值虧損列賬。歷史成本包括收購有關項目之直接應佔開支。

當與項目有關之未來經濟利益有可能流入本集團，以及項目成本能可靠計量時，其後成本方計入資產之賬面值或確認為獨立資產(視適用情況而定)。入賬為獨立資產的置換部分之賬面值將終止確認。所有其他維修及保養費於產生之報告期間於損益表扣除。

永久業權土地按成本列賬，且不予折舊。

折舊以直線法按其估計可用年期分配其成本(扣除剩餘價值)計算如下：

租賃物業	25至60年
傢俬及裝置	4至10年
辦公室設備	4至10年
汽車	4至6年

資產之剩餘價值及可用年期會於各報告期間結算日審閱及調整(如適用)。

倘資產之賬面值超過其估計可收回金額，則其賬面值將即時撇減至其可收回金額。

出售所得收益及虧損透過比較所得款項與賬面值釐定，並於綜合損益表入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.8 Intangible assets

(i) Goodwill

Goodwill is measured as described in Note 2.3.1. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(ii) Licenses

Separately acquired licenses are shown at historical cost. Licenses acquired in a business combination are recognized at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortization and impairment losses.

(iii) Amortization methods and periods

The Group amortizes intangible assets with a limited useful life using the straight-line method over the following periods:

Licenses	3 years
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2 主要會計政策概要(續)

2.8 無形資產

(i) 商譽

商譽按附註2.3.1所述計量。收購附屬公司所產生之商譽計入無形資產。商譽不作攤銷，惟會每年進行減值測試或於有事件或情況變動顯示其可能出現減值時更頻密地進行減值測試。商譽按成本減去累計減值虧損列賬。出售實體所得盈虧計入已出售實體之相關商譽之賬面值。

為進行減值測試，商譽會分配至現金產生單位。商譽會分配至預期可從產生商譽之業務合併中得益之現金產生單位或現金產生單位組別。有關現金產生單位或單位組別為內部管理監察商譽之最基層，即經營分部。

(ii) 許可權

獨立購入之許可權按歷史成本列賬。在業務合併中所得之許可權於收購日期按公平值確認。上述各項具有限定可使用年期，以及其後按成本減去累計攤銷及減值虧損列賬。

(iii) 攤銷方法及年期

本集團於下列期間使用直線法攤銷具有限使用年期之無形資產：

許可權	3年
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Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.9 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.10 Investments and other financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2 主要會計政策概要(續)

2.9 非金融資產之減值

商譽及並無限定可用年期之無形資產毋須攤銷，惟須每年進行減值測試或於有事件或情況變動顯示其可能出現減值時更頻密地進行減值測試。其他資產則於發生任何可能導致未能收回賬面值之事項或情況變化時進行減值測試。資產賬面值高出可收回金額之數會確認為減值虧損。可收回金額為資產公平值減去出售成本或使用價值(以較高者為準)。為評估資產減值，本集團可按個別識別現金流入(大致上獨立於來自其他資產或資產組別之現金流入)的最低層面(現金產生單位)劃分資產類別。出現減值之非金融資產(商譽除外)將於各報告期間結算日檢討撥回減值之可能性。

2.10 投資及其他金融資產

(a) 分類

本集團將其金融資產分類為以下計量類別：

- 其後按公平值計量(透過其他全面收入或透過損益)的金額資產；及
- 按攤銷成本計量的金融資產。

分類取決於實體管理金融資產之業務模式及現金流量之合約條款。

就按公平值計量的資產而言，收益或虧損將於損益或其他全面收入入賬。就並非持作貿易的股權工具之投資而言，這將取決於本集團於初步確認時有否作出不可撤回的選擇，將股本投資以按公平值計入其他全面收入入賬。

本集團於(及僅會於)其管理債務投資之業務模式有變時重新分類有關資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.10 Investments and other financial assets (continued)

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (the "FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments as financial assets at amortized cost.

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other income and net gains together with foreign exchange gains and losses. Impairment losses are included in general and administrative expenses.

2 主要會計政策概要(續)

2.10 投資及其他金融資產(續)

(b) 確認及終止確認

一般金融資產買賣乃於買賣日期，即本集團承諾買賣有關資產當日確認入賬。本集團於收取金融資產現金流量之權利屆滿或已經轉讓且本集團已轉讓擁有權絕大部分風險和回報時，終止確認有關金融資產。

(c) 計量

於初步確認時，本集團按公平值加上(如屬並非按公平值計入損益之金融資產)收購金融資產之直接應佔交易成本計量金融資產。按公平值計入損益之金融資產之交易成本於損益中支銷。

確定具有嵌入衍生工具之金融資產之現金流量是否僅代表本金及利息之付款時，需從金融資產之整體進行考慮。

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及資產之現金流量特徵。本集團將其債務工具分類為按攤銷成本計量之金融資產。

按攤銷成本：為收取合約現金流量而持有，而其現金流量僅為本金及利息付款的資產按攤銷成本計量。該等金融資產之利息收入按實際利率法計入財務收入。終止確認產生之任何收益或虧損直接於損益確認，並於其他收入及收益淨額中與匯兌收益及虧損一併呈列。減值虧損則計入一般及行政管理費用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.10 Investments and other financial assets (continued)

(c) Measurement (continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognized in the consolidated statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(d) Impairment

The Group assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables. For other receivables, impairment is measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

2.11 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position where the Company currently has a legally enforceable right to offset the recognized amounts, and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

2 主要會計政策概要(續)

2.10 投資及其他金融資產(續)

(c) 計量(續)

股權工具

本集團其後按公平值計量所有股本投資。倘本集團管理層已選擇在其他全面收入中呈列股本投資之公平值收益或虧損，則在終止確認有關投資後，隨後不會把公平值收益及虧損重新分類至損益表。有關投資之股息收入會於本集團確立收款權利後，繼續在損益表確認為其他收入。

按公平值計入損益之金融資產之公平值變動於綜合損益表確認(倘適用)。按公平值計入其他全面收入計量之股本投資之減值虧損(及減值虧損之撥回)不會與其他公平值變動分開呈報。

(d) 減值

本集團按具有前瞻性之基準，評估其按攤銷成本列賬之債務工具之相關預期信貸虧損。所應用之減值方法取決於信貸風險是否已大幅上升。附註3.1詳述本集團釐定信貸風險有否大幅上升之方法。

就應收貿易賬款而言，本集團應用香港財務報告準則第9號所允許之簡化處理方法，其規定預期全期虧損須自初步確認應收款項起予以確認。就其他應收款項而言，減值按12個月預期信貸虧損或全期預期信貸虧損計量，取決於自初步確認後信貸風險是否大幅上升。倘應收款項之信貸風險自初步確認後大幅上升，則減值按全期預期信貸虧損計量。

2.11 金融工具之抵銷

如本公司現時具有抵銷已確認金額之合法執行權利，並計劃以淨額結算或同時變現資產及清償負債，則金融資產與負債可相互抵銷，而有關淨額在綜合財務狀況表中呈報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.12 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the weighted average method and excludes borrowing costs. Costs of purchased inventories are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.13 Trade receivables

Trade receivables are amounts due from customers for merchandize sold or services performed in the ordinary course of business. If collection of trade receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method.

2.14 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

2 主要會計政策概要(續)

2.12 存貨

存貨按成本值或可變現淨值(以較低者為準)列賬。成本使用加權平均法計算釐定，其不包括借貸成本。已購入存貨之成本經扣除回扣及折扣後計算釐定。可變現淨值則按日常業務過程中之估計售價減去估計完成成本及估計進行銷售所需成本計算釐定。

2.13 應收貿易賬款

應收貿易賬款為在日常業務過程中就已售商品或已提供服務應收客戶的款項。倘應收貿易賬款預期可於一年或之內收回(或仍在業務之一般經營週期中，則可延長)，則分類為流動資產。否則，在非流動資產中呈列。

應收貿易賬款初步按無條件代價金額確認，但如有關金額包含重大融資成份則除外，屆時應收貿易賬款將按公平值確認。由於本集團持有應收貿易賬款之目的為收取合約現金流量，故此其後使用實際利息法按攤銷成本計量應收貿易賬款。

2.14 現金及現金等值物

就綜合現金流量表之呈報而言，現金及現金等值物包括手頭現金、於財務機構之活期存款、原定到期日為三個月或以下並可隨時兌換為已知金額現金及其價值變動風險並不重大之其他短期及高流通性投資及銀行透支。銀行透支於綜合財務狀況表流動負債內以借貸列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.15 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.16 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

2.17 Contract assets and contract liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods or provide services to the customer. The combination of those rights and performance obligations gives rise to a net asset or a net liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognized as contract assets if the measure of the remaining rights exceeds the measure of the remaining performance obligations. Conversely, the contract is a liability and recognized as contract liabilities if the measure of the remaining performance obligations exceeds the measure of the remaining rights.

2 主要會計政策概要(續)

2.15 股本

普通股分類為權益。

發行新股或購股權直接有關之新增成本於權益列作所得款項之扣減(已扣除稅項)。

2.16 應付貿易賬款及其他應付款項

該等金額指於財政年度結算日前已向本集團提供之貨品及服務之未付負債。倘應付貿易賬款及其他應付款項於一年或更短時間內到期(或仍在業務之一般經營週期中,則可延長),則分類為流動負債。否則,在非流動負債中呈列。

應付貿易賬款及其他應付款項初步按公平值確認,其後以實際利息法按攤銷成本計量。

2.17 合約資產及合約負債

當本集團與客戶訂立合約後,本集團便獲得從客戶收取代價之權利,並承擔將貨品轉讓予客戶或向客戶提供服務之履約責任。該等權利及履約責任之結合導致產生淨資產或淨負債,而此視乎剩餘權利與履約責任之間的關係而定。如計量所得餘下權利超過計量所得餘下履約責任,則合約為資產,並確認為合約資產。相反,如計量所得餘下履約責任超過計量所得餘下權利,則合約為負債,並確認為合約負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.18 Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2 主要會計政策概要(續)

2.18 借貸

借貸初步以公平值確認，並扣減所產生交易成本。借貸其後以攤銷成本列賬。所得款項(已扣除交易成本)與贖回金額間之任何差額，乃以實際利息法於借貸期間在綜合損益表確認。

設立貸款融資時支付之費用，於有可能提取部分或所有融資時確認為貸款之交易成本。在此情況下，該費用會遞延至提取融資為止。倘並無證據顯示有可能提取部分或所有融資，則有關費用將資本化作流動資金服務之預付款項，並在融資相關期間攤銷。

當有關合約內指定之責任獲解除、取消或屆滿時，借貸乃自資產負債表剔除。已失效或轉移至另一方的金融負債的賬面值與已付代價間的差額(包括已轉移之任何非現金資產或承擔之負債)於損益內確認為融資成本。

倘金融負債的條款已獲重新磋商，且實體向債權人發行股權工具以註銷全部或部分負債(權益掉期債務)，則收益或虧損於損益內確認，並按金融負債的賬面值與已發行股權工具的公平值間的差額計量。

借貸歸類為流動負債，除非本集團有權無條件將負債延長至報告期間結算日後最少12個月後清償則作別論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.19 Borrowing costs

Borrowing costs are recognized in the consolidated statement of profit or loss in the period in which they are incurred.

2.20 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due, in accordance with the terms of a debt instrument.

Financial guarantee contract issued by the Group are initially measured at the fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount determined in accordance with expected credit loss model under HKFRS 9 Financial Instruments and
- the amount initially recognized less, when appropriate, cumulative amortization recognized in accordance with the principles of HKFRS 15 Revenue from Contracts with Customers.

The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

2.21 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 主要會計政策概要(續)

2.19 借貸成本

借貸成本於產生期間在綜合損益表確認。

2.20 財務擔保合約

財務擔保合約乃當指定債務人無法根據債務工具條款償還到期應付款項時要求發行人向持有人支付特定金額以補償其所蒙受損失之合約。

由本集團發出之財務擔保合約初步按公平值計量，如其並非指定為按公平值計入損益之財務擔保合約，其後以下列較高者計量：

- 按照香港財務報告準則第9號「金融工具」項下之預期信貸虧損模式釐定之金額及
- 初步確認之款額減(如適用)根據香港財務報告準則第15號「客戶合約收益」之原則確認之累計攤銷。

財務擔保之公平值按債務工具項下之合約付款與在並無擔保之情況下所需付款之間之淨現金流量差額之現值或按因承擔責任而應付第三方之估計金額釐定。

2.21 即期及遞延所得稅

期內所得稅開支或抵免指根據各司法權區的適用所得稅稅率計算當期應課稅收入的應付稅項，並經暫時差額及未使用稅務虧損所致的遞延稅項資產及負債變動調整。

(a) 即期所得稅

即期所得稅支出根據本公司附屬公司及聯營公司營運及產生應課稅收入之國家於報告期間結算日已頒佈或實際頒佈之稅務法例計算。管理層就適用稅務法例詮釋所規限之情況，定期評估報稅表狀況，並在適用情況下根據預期須向稅務機關支付之稅款設立撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.21 Current and deferred income tax (continued)

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 主要會計政策概要(續)

2.21 即期及遞延所得稅(續)

(b) 遞延所得稅

內在基準差異

遞延所得稅乃就資產與負債之稅基及有關資產與負債於綜合財務報表之賬面值兩者之暫時差額，以負債法確認。然而，倘遞延所得稅乃來自交易(業務合併除外)資產或負債之初步確認，而在交易發生時並無影響會計損益或應課稅損益，則遞延所得稅不會列賬。遞延所得稅乃以於報告期間結算日前已頒佈或實際頒佈，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時適用之稅率(及法律)釐定。

遞延所得稅資產僅按將來可能錄得應課稅溢利以抵銷可動用暫時差額為限確認。

外在基準差異

本集團就於附屬公司及聯營公司之投資所產生應課稅暫時差額作出遞延所得稅負債撥備，惟本集團可控制撥回該暫時差額之時間且該暫時差額不大可能於可預見將來撥回之遞延所得稅負債則屬例外。

(c) 抵銷

倘有合法執行權利將即期稅項資產抵銷即期稅項負債且遞延所得稅資產及負債與同一稅務機關對擬按淨額結算結餘之同一應課稅實體或不同應課稅實體所徵收所得稅有關，則遞延所得稅資產與負債會抵銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.22 Employee benefits

(a) Pension obligations

The Group operates a number of defined contribution plans, the assets of which are generally held in independently administered funds. The Group's contributions to the defined contribution retirement schemes are expensed as incurred and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

(b) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognized until the time of leave.

(c) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to become exercisable. It recognizes the impact of the revision of original estimates, if any, in the consolidated statement of comprehensive income, with a corresponding adjustment to equity. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

2 主要會計政策概要(續)

2.22 僱員福利

(a) 退休金承擔

本集團設有多項定額供款計劃，計劃之資產一般由獨立管理基金持有。本集團向定額供款退休計劃作出之供款於產生時支銷，並可利用僱員在全數獲得供款前退出計劃所沒收之供款抵銷。

(b) 僱員享有之假期

僱員可享有之年假及長期服務假期於僱員應享有時確認，並就僱員於截至報告期間結算日為止提供服務而可享有之年假及長期服務假期之估計負債作出撥備。

僱員可享有之病假及產假於休假時方予確認。

(c) 股份付款報酬

本集團設有一項以股本結算並以股份付款之報酬計劃。就僱員所提供服務而授出購股權作交換之公平值乃確認為開支。歸屬期內支銷總額乃參考所授出購股權之公平值釐定，惟不包括任何非市場性質歸屬條件(例如：盈利能力及銷售額增長目標)所產生之影響。預計可予行使之購股權數目時，非市場性質歸屬條件納入假設中。於各報告期間結算日，實體修訂預計可予行使購股權之估計數目，並於綜合全面收益表確認修訂原有估計之影響(如有)，並對權益作出相應調整。已收所得款項扣除任何直接應計交易成本後，於購股權獲行使時計入股本(面值)及股份溢價。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.22 Employee benefits (continued)

(d) Profit-sharing and bonus plans

The expected cost of profit sharing and bonus payments are recognized as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for profit sharing and bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

2.23 Provisions

Provisions for legal claims are recognized when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

2 主要會計政策概要(續)

2.22 僱員福利(續)

(d) 溢利分享及花紅計劃

溢利分享及派付花紅之預計成本，於本集團因僱員所提供服務而產生現有法定或推定責任，且該等責任能夠可靠估計時確認為負債。

溢利分享及花紅計劃之負債預期於12個月內清付，並按清付時預期支付之金額計量。

2.23 撥備

當本集團因過往事件而承擔現有法律或推定責任，而解除責任有可能導致資源流出，且金額能可靠估計，便會就法律索償確認撥備。本公司不會就未來經營虧損確認撥備。

倘出現多項類似責任，則需要從整體角度考慮責任之類別，以決定在償付時流出資源的可能性。即使在同一責任類別所包含之任何一個項目相關的資源流出可能性極低，仍須確認撥備。

撥備按管理層對於報告期結算日預期償付現有責任所需的支出的最佳估計的現值計量。用於釐定現值的貼現率為反映當時市場對貨幣時間價值及負債特定風險的評估的稅前利率。隨時間流逝而增加的撥備確認為利息開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.24 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Group recognizes revenue to depict the transfer of control to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for goods or services.

- (a) Revenue from sales of goods is recognized when control over such products is transferred, being when the products are delivered or shipped, the customer has accepted the products and there is no unfulfilled obligation that could affect the customers' acceptance of the products. Delivery occurs when the products have been shipped to the specified location and the risk of obsolescence and loss have been transferred to the customers.

A receivable is recognized when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

A contract liability is recognized when the Group has received deposits from the customers. The Group records these as other payables and accruals in advance in the liabilities section of the consolidated statement of financial position. Such contract liability is recognized as revenue when such goods are delivered to customers.

- (b) Interest income is recognized using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired receivables is recognized using the original effective interest rate.
- (c) Service income, management fee and commission income are recognized over time based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously.
- (d) Rental income is recognized on a straight-line basis over the lease term.

2 主要會計政策概要(續)

2.24 收益確認

收益按已收或應收之代價公平值計量，其為已提供貨品之應收款項，所列示收益已扣除折扣、退貨及增值稅。本集團按能反映實體預期就交換貨品或服務而有權獲得之代價金額確認收益，以說明控制權已轉交客戶。

- (a) 銷售貨品之收益乃於有關貨品之控制權轉移時(即有關貨品已交付或付運，而客戶已接納有關貨品，且並無有可能影響客戶接納有關貨品之未履約義務時)確認。當有關貨品付運至指定地點，且陳舊及損失風險已轉移至客戶時，則落實交付。

應收款項於交付貨品時確認，原因為從那一刻開始，付款成為到期應付僅須待時間的流逝，收取代價成為無條件。

當本集團從客戶收取按金後，便會確認合約負債。本集團會於綜合財務狀況表負債部分入賬有關款項為其他應付款項及應計費用。有關合約負債會於相關貨品交付客戶後確認為收益。

- (b) 利息收入採用實際利息法確認。當應收款項出現減值，本集團會將賬面值減至其可收回金額，可收回金額為按工具原本實際利率貼現之估計日後現金流量，而貼現額持續撥作利息收入。已減值應收款項之利息收入按原本實際利率確認。
- (c) 服務收入、管理費及佣金收入隨時間確認，並以報告期結算日所提供實際服務佔將予提供全部服務之比例為基準，原因為客戶同時獲得及使用利益。
- (d) 租金收入乃於租期內按直線法確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.25 Lease

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2 主要會計政策概要(續)

2.25 租賃

在租賃資產可供本集團使用之日，本集團會將租賃確認為使用權資產及相應負債。

合約可能包含租賃及非租賃部分。本集團根據租賃及非租賃部分之相對獨立價格，將合約代價分配至租賃及非租賃部分。然而，就本集團作為承租人之房地產租賃而言，本集團已選擇不區分租賃及非租賃部分，而是將該等部分作為單一租賃部分入賬。

租賃產生的資產及負債初步按現值基準計量。租賃負債包括下列租賃款項之淨現值：

- 定額付款(包括實質定額款項)減去任何應收租賃優惠
- 基於指數或利率並於開始日期按指數或利率初步計量的可變租賃付款
- 預期本集團根據剩餘價值擔保須予支付之金額
- 購買選擇權之行使價(如合理確定本集團將予行使該選擇權)，及
- 有關終止租賃之罰款(如租期反映本集團行使有關選擇權)。

根據合理確定擴大選擇權作出的租賃付款亦計入負債的計量。

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率(本集團的租賃一般屬此類情況)，則使用承租人增量借款利率，即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產價值類似的資產所需資金必須支付的利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies (continued)

2.25 Lease (continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third-party financing, and
- makes adjustments specific to the lease, eg term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

2 主要會計政策概要(續)

2.25 租賃(續)

為釐定增量借貸利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整以反映自獲得第三方融資以來融資條件的變動
- 使用累加法，首先就本公司所持有租賃的信貸風險(最近並無第三方融資)調整無風險利率，及
- 進行特定於租約的調整，例如期限、國家、貨幣及抵押。

倘個別承租人可以使用易於獲得的攤銷貸款利率(通過最近的融資或市場數據)，且其付款情況與租賃類似，則集團實體將以該利率作為出發點來確定增量借貸利率。

本集團未來可能根據指數或利率增加可變租賃付款額，而有關指數或利率在生效前不會計入租賃負債。當根據指數或利率對租賃付款作出的調整生效時，租賃負債會根據使用權資產進行重新評估及調整。

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期間於損益扣除，藉以令各期間的負債餘額的期間利率一致。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初始計量金額
- 於開始日期或之前做出的任何租賃付款減已收取任何租賃優惠
- 任何初始直接成本，及
- 修復費用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.25 Lease (continued)

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the group.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option. Low-value assets comprise IT equipment and small items of office furniture.

Lease income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term (Note 27). Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognized as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2.26 Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2.27 Government grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grants will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognized in the income statement over the period necessary to match them with the costs that they are intended to compensate.

2 主要會計政策概要(續)

2.25 租賃(續)

使用權資產一般於資產的可使用年期及租賃期(以較短者為準)內按直線法予以折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。本集團在對其土地及樓宇(於物業、廠房及設備內呈列)重新估值時，已選擇不就本集團所持有的使用權樓宇行使有關權利。

與設備及車輛短期租賃相關的付款及所有低價值資產的租賃以直線法於損益中確認為開支。短期租賃指租賃期限為12個月或以下且不附帶購買選擇權的租賃。低價值資產包括資訊科技設備及小型辦公家具。

本集團作為出租人的經營租賃的租賃收入按直線法於租期內在收入確認(附註27)。獲取經營租賃產生的初始直接成本計入相關資產的賬面值，並於租期內在確認租賃收入的相同基準確認為開支。個別租賃資產按其性質計入資產負債表。採納新租賃準則後，本集團無需對作為出租人所持有資產的會計處理作任何調整。

2.26 股息分派

向本公司股東作出的股息分派於本公司股東或董事(視何者適用)批准股息期間在本集團及本公司財務報表確認為負債。

2.27 政府補助

倘可合理地保證將會收到補貼及本集團將符合所有附帶條件，則政府補貼按公平值確認。

有關成本的政府補貼將予遞延，並於將有關補貼與其擬定補償的成本配對所需的期間內於收益表中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 Summary of Significant Accounting Policies

(continued)

2.28 Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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

2 主要會計政策概要(續)

2.28 關聯人士

(a) 某人士或其近親家庭成員為與本集團有關聯，如該人士：

- (i) 擁有本集團之控制權或共同控制權；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本集團母公司之主要管理人員。

(b) 如有關方為一間實體且符合下列任何一項條件：

- (i) 該實體與本集團屬同一集團之成員公司；
- (ii) 一家實體為另一實體的聯營公司或合營公司(或另一實體的母公司、附屬公司或同系附屬公司)；
- (iii) 該實體及本集團均為同一第三方的合營公司；
- (iv) 一家實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司；
- (v) 該實體為本集團或一家與本集團有關之實體就僱員的福利而設的離職後福利計劃；
- (vi) 該實體受(a)所述人士控制或受共同控制；
- (vii) 於(a)(i)所述人士對實體有重大影響或屬該實體(或該實體母公司)主要管理人員的其中一名成員；及
- (viii) 向本集團或向本集團之母公司提供主要管理人員服務之實體或其所屬集團之任何成員公司。

某人士之近親家庭成員指預期可影響該人士與該實體交易之家庭成員，或受該人士與該實體交易影響之家庭成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Risk management is carried out by a central treasury department (group treasury) under policies approved by the Board. Group treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(a) Market risk

(i) Foreign exchange risk

The Group operates mainly in Hong Kong, Mainland China, South Africa, Malaysia, Singapore and Taiwan and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to United States dollars ("USD"). Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

The directors of the Company consider that the foreign exchange risk is not significant and the Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange risk exposure and will consider hedging significant foreign exchange risk exposure should the need arise.

3 財務風險管理

3.1 財務風險因素

本集團之業務活動令本集團承受多種財務風險：市場風險(包括貨幣風險、公平值利率風險、現金流量利率風險及價格風險)、信貸風險及流動資金風險。本集團整體風險管理計劃集中於金融市場之不能預測特質，並致力盡量減低對本集團財務表現之潛在不利影響。

風險管理由中央庫務部(集團庫務部)根據董事會批准之政策進行。集團庫務部與本集團各個營運單位緊密合作，以識別、評估及對沖財務風險。董事會提供整體風險管理之書面原則，以及涵蓋特定範疇之書面政策，例如：匯兌風險、利率風險、信貸風險、使用衍生金融工具及非衍生金融工具，以及將剩餘流動資金作投資。

(a) 市場風險

(i) 匯兌風險

本集團主要於香港、中國內地、南非、馬來西亞、新加坡及台灣經營業務，因而面對來自不同貨幣之匯兌風險，而匯兌風險主要來自美元(「美元」)。匯兌風險因日後進行之商業交易、已確認資產與負債以及海外業務投資淨額而產生。

本公司董事認為，匯兌風險並不重大，故本集團目前並無外幣對沖政策。然而，管理層一直監察匯兌風險，並將於有需要時考慮對沖重大匯兌風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

The following table demonstrates the sensitivity at the reporting date to a reasonably possible change in the USD exchange rates, with all other variables held constant, of the Group's profit before income tax (due to changes in the fair value of monetary assets and liabilities).

		Increase/ (decrease) in foreign currency rate	Increase/ (decrease) in profit before income tax	Increase/ (decrease) in equity*
		外幣匯率 上升/(下跌) %	除所得稅前 溢利增加/ (減少) HK\$'000 千港元	權益增加/ (減少)* HK\$'000 千港元
2022	二零二二年			
If New Taiwan dollar weakens against USD	倘新台幣兌美元貶值	5%	(657)	-
If New Taiwan dollar strengthens against USD	倘新台幣兌美元升值	-5%	657	-
If Singapore dollar weakens against USD	倘新加坡元兌美元貶值	5%	(113)	-
If Singapore dollar strengthens against USD	倘新加坡元兌美元升值	-5%	113	-
If South African Rand weakens against USD	倘南非蘭特兌美元貶值	5%	(201)	-
If South African Rand strengthens against USD	倘南非蘭特兌美元升值	-5%	201	-
2021	二零二一年			
If New Taiwan dollar weakens against USD	倘新台幣兌美元貶值	5%	(578)	-
If New Taiwan dollar strengthens against USD	倘新台幣兌美元升值	-5%	578	-
If Singapore dollar weakens against USD	倘新加坡元兌美元貶值	5%	(251)	-
If Singapore dollar strengthens against USD	倘新加坡元兌美元升值	-5%	251	-
If South African Rand weakens against USD	倘南非蘭特兌美元貶值	5%	(471)	-
If South African Rand strengthens against USD	倘南非蘭特兌美元升值	-5%	471	-

* Excluding retained profits

* 不包括留存溢利

(ii) Price risk

The Group is not exposed to significant price risks during the years ended 31st March 2022 and 2021.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 匯兌風險(續)

下表顯示於報告日期倘所有其他變數維持不變，本集團除所得稅前溢利對美元匯率可能合理變動之敏感度(因貨幣資產及負債公平值變動)。

(ii) 價格風險

截至二零二二年及二零二一年三月三十一日止年度，本集團並無面對重大價格風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest-rate risk

The Group's exposure to changes in interest rates is mainly attributable to its interest-bearing bank borrowings. Borrowings issued at variable rates expose the Group to cash flow interest-rate risk. Details of the Group's interest-bearing borrowings have been disclosed in Note 23 to the consolidated financial statements. The Group currently does not have any interest rate hedging policies. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before income tax (through the impact on floating rate borrowings) and the Group's equity.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(iii) 現金流量及公平值利率風險

本集團之利率變動風險主要源自其計息銀行借貸。按浮動利率授出之借貸導致本集團須面對現金流量利率風險。本集團計息借貸之詳情於綜合財務報表附註23披露。本集團現時並無任何利率對沖政策。然而，管理層一直監察利率風險，並會於有需要時考慮對沖重大利率風險。

下表顯示倘所有其他變數維持不變，本集團除所得稅前溢利(透過浮息借貸之影響)及本集團權益對利率可能出現合理變動的敏感度。

		Increase/ (decrease) in basis points	Increase/ (decrease) in profit before income tax 除所得稅前 溢利增加/ (減少)	Increase/ (decrease) in equity*
		基點上升/ (下跌)	HK\$'000 千港元	權益增加/ (減少)* HK\$'000 千港元
2022	二零二二年			
Floating rate borrowings	浮息借貸	50	(346)	—
Floating rate borrowings	浮息借貸	(50)	346	—
2021	二零二一年			
Floating rate borrowings	浮息借貸	50	(350)	—
Floating rate borrowings	浮息借貸	(50)	350	—

* Excluding retained profits

* 不包括留存溢利

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(b) Credit risk

The Group is exposed to credit risk in relation to its financial assets at trade receivables, other receivables and deposits, and cash and bank balances. The carrying amounts of trade receivables, other receivables and deposits, and cash and bank balances represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group expects that there is no significant credit risk associated with cash deposits at banks since they are substantially deposited at medium or large-sized listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties. The existing counterparties do not have default in the past. Therefore, the identified impairment loss was immaterial.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for impairment of all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit loss. It considers available reasonable and supportive forward-looking information.

To measure the expected credit losses, trade receivables have been grouped based on nature of customer accounts and shared credit risk characteristics and the days past due.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險

本集團之應收貿易賬款、其他應收款項及按金，以及現金及銀行結餘令本集團面臨金融資產信貸風險。應收貿易賬款、其他應收款項及按金以及現金及銀行結餘之賬面值為本集團就金融資產承受之最大信貸風險。

本集團預期與銀行現金存款相關之信貸風險並不重大，原因為有關存款大部分存放於中大型上市銀行。管理層預期，不會產生因對手方違約而導致之任何重大損失。現有對手方過往並無拖欠紀錄。因此，已確定之減值虧損並不重大。

本集團應用香港財務報告準則第9號所訂明之簡化處理方法就預期信貸虧損作出撥備，該規定允許對所有應收貿易賬款採用全期預期信貸虧損作出減值撥備。為計量預期信貸虧損，已根據共通信貸風險特徵將應收貿易賬款分組。本集團已進行歷史分析，並識別出影響信貸風險及預期信貸虧損之主要經濟變數，並經考慮可得的合理及有理據的前瞻性資料。

為計量預期信貸虧損，應收貿易賬款已根據客戶賬目性質及共通信貸風險特徵以及逾期日數分組。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

On that basis, the loss allowance as at 31st March 2022 and 2021 was determined as follows for trade receivables:

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

根據該基準，於二零二二年及二零二一年三月三十一日之應收貿易賬款虧損撥備釐定如下：

As at 31st March 2022	於二零二二年 三月三十一日	Lifetime expected loss rate 全期預期 虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Lifetime expected credit loss 全期預期 信貸虧損 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
Individual assessment	個別評估	100%	227	(227)	—
Collective assessment (based on due dates)	集體評估 (按到期日)				
0 to 60 days	零至60日	2%	51,803	(884)	50,919
61 to 120 days	61至120日	3%	6,851	(239)	6,612
121 to 180 days	121至180日	9%	169	(15)	154
181 to 365 days	181至365日	68%	443	(301)	142
			59,493	(1,666)	57,827
As at 31st March 2021	於二零二一年 三月三十一日	Lifetime expected loss rate 全期預期 虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Lifetime expected credit loss 全期預期 信貸虧損 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
Individual assessment	個別評估	100%	218	(218)	—
Collective assessment (based on due dates)	集體評估 (按到期日)				
0 to 60 days	零至60日	2%	56,798	(997)	55,801
61 to 120 days	61至120日	6%	987	(57)	930
121 to 180 days	121至180日	21%	92	(19)	73
181 to 365 days	181至365日	84%	395	(331)	64
			58,490	(1,622)	56,868

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments.

The loss allowances for trade receivables as at 31st March 2022 and 2021 reconcile to the opening loss allowance as follows:

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

應收貿易賬款會在沒有收回之合理期望時予以撇銷。沒有收回之合理期望之指標包括(其中包括)欠債人未能與本集團達成還款計劃及未能作出合約付款。

於二零二二年及二零二一年三月三十一日之應收貿易賬款虧損撥備與年初虧損撥備之對賬如下:

		Trade receivables 應收貿易賬款 2022 二零二二年 HK\$'000 千港元
At 1st April 2021	於二零二一年四月一日	1,622
Provision	撥備	256
Reversal	撥回	(144)
Disposal of a subsidiary	出售一間附屬公司	(90)
Exchange difference	匯兌差額	22
At 31st March 2022	於二零二二年三月三十一日	1,666

		Trade receivables 應收貿易賬款 2021 二零二一年 HK\$'000 千港元
At 1st April 2020	於二零二零年四月一日	1,432
Provision	撥備	208
Reversal	撥回	(119)
Exchange difference	匯兌差額	101
At 31st March 2021	於二零二一年三月三十一日	1,622

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

As at 31st March 2022 and 2021, the Group has assessed that the expected loss rate for other receivables and deposits was immaterial. Thus, no loss allowance for other receivables and deposits was recognized.

(c) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

At 31st March 2022, the Group had several short-term bank borrowings including bank overdrafts with carrying amounts of approximately HK\$69,292,000 (2021: approximately HK\$69,937,000).

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

於二零二二年及二零二一年三月三十一日，本集團評定其他應收款項及按金之預期虧損率並不重大。因此，並無就其他應收款項及按金確認虧損撥備。

(c) 流動資金風險

董事會須承擔流動資金風險管理之最終責任，並已制定適當流動資金風險管理結構，以管理本集團之短期、中期及長期資金及流動資金管理需要。本集團透過保持充足儲備及預留借貸融資、持續監察預測及實際現金流量以及因應金融資產及負債的到期情況，管理流動資金風險。

於二零二二年三月三十一日，本集團具有數筆短期銀行借貸(包括銀行透支)，賬面值約為69,292,000港元(二零二一年：約69,937,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The maturity profile of the Group's financial assets and liabilities as at the reporting date, based on the contractual undiscounted payments, was as follows:

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

本集團金融資產及負債於報告日期按合約未貼現款額計算之到期情況如下：

	Weighted average interest rate	On demand or within 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total undiscounted cash flow	Total carrying amount
	加權平均利率	按要 求 或一年內	一至二年	二至五年	超過五年	未貼現現金 流量總額	賬面總值
	%	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
2022	二零二二年						
Trade payables	應付貿易賬款	33,331	–	–	–	33,331	33,331
Other payables and accruals	其他應付款項及 應計費用	20,619	–	–	–	20,619	20,619
Loan from a shareholder	股東貸款	30,000	–	–	–	30,000	30,000
Lease liabilities	租賃負債	6.01	6,529	3,700	–	10,229	9,292
Short-term bank borrowings	短期銀行借貸	2.79	69,465	–	–	69,465	69,292
			159,944	3,700	–	163,644	162,534
2021	二零二一年						
Trade payables	應付貿易賬款	40,985	–	–	–	40,985	40,985
Other payables and accruals	其他應付款項及 應計費用	15,327	–	–	–	15,327	15,327
Loan from a shareholder	股東貸款	25,000	–	–	–	25,000	25,000
Lease liabilities	租賃負債	4.90	4,585	2,907	341	7,833	7,313
Short-term bank borrowings	短期銀行借貸	2.74	70,022	–	–	70,022	69,937
			155,919	2,907	341	159,167	158,562

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management (continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including loan from a shareholder and short-term bank borrowings) less cash and cash equivalents.

The Group's strategy remains unchanged and the gearing ratios at 31st March 2022 and 2021 were as follows:

3 財務風險管理(續)

3.2 資本風險管理

本集團管理資本之目標為保障本集團可持續經營之能力，從而為股東提供回報及為其他權益持有人締造利益，以及保持最佳資本結構以減低資金成本。

為維持或調整資本結構，本集團可調整向股東派付之股息金額、向股東退還資本或發行新股或出售資產減債。

本集團按資產負債比率監察資本。此比率乃按債務淨額除以權益總額計算。債務淨額乃按借貸總額(包括股東貸款及短期銀行借貸)減現金及現金等值物計算。

本集團之策略維持不變。於二零二二年及二零二一年三月三十一日之資產負債比率如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total borrowings	借貸總額	99,292	94,937
Less: Cash at bank and in hand	減：銀行現金存款及在手現金	(37,220)	(33,525)
Net debt	債務淨額	62,072	61,412
Total equity	權益總額	188,169	172,875
Gearing ratio	資產負債比率	33.0%	35.5%

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 Financial Risk Management (continued)

3.3 Fair value estimation

The table below analyzes financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable input) (level 3).

At 31st March 2022 and 2021, the Group did not have any financial assets and liabilities that are measured at the above fair value measurements hierarchy.

There were no significant transfers of financial assets between Levels 1, 2 and 3 during the year.

3.4 Financial instruments by category

The carrying amounts of each of the categories of financial instruments at the reporting date are as follows:

3 財務風險管理(續)

3.3 公平值估計

下表按估值方法分析以公平值列賬之金融工具。各等級界定如下：

- 相同資產或負債在活躍市場之報價(未經調整)(第一級)。
- 除第一級包括之報價外，可直接(即按價格)或間接(即由價格衍生)觀察所得之資產或負債輸入值(第二級)。
- 並非依據觀察所得市場數據之資產或負債輸入值(即非觀察所得輸入值)(第三級)。

於二零二二年及二零二一年三月三十一日，本集團並無任何按上述公平值計量級別計量之金融資產及負債。

年內，第一級、第二級及第三級之間並無任何重大金融資產轉移。

3.4 按類別劃分之金融工具

於報告日期，各金融工具類別之賬面值如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortized cost	按攤銷成本計量之金融資產		
– Trade receivables	– 應收貿易賬款	57,827	56,868
– Other receivables and deposits	– 其他應收款項及按金	12,657	9,512
– Cash and bank balances	– 現金及銀行結餘	37,220	33,525
Financial liabilities	金融負債		
Liabilities at amortized cost	按攤銷成本計量之負債		
– Trade payables	– 應付貿易賬款	33,331	40,985
– Other payables and accruals	– 其他應付款項及應計費用	20,619	15,327
– Loan from a shareholder	– 股東貸款	30,000	25,000
– Lease liabilities	– 租賃負債	9,292	7,313
– Short-term bank borrowings	– 短期銀行借貸	69,292	69,937

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Net realizable value of inventories

Net realizable value of inventories is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer demand and competitor actions. Management reassesses these estimates at the end of each reporting date.

(b) Impairment of receivables

The provision of impairment for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses significant judgement in making these assumptions and selecting the inputs to the impairment calculation based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumption and inputs used are disclosed in Note 3.1(b).

(c) Income tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the amount of the provision for income taxes. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax provisions in the period in which such determination is made.

4 重大會計估計及判斷

本集團持續按過往經驗及其他因素，包括於有關情況下相信是對日後事項的合理預期，評核估計及判斷。

本集團就未來作出估計及假設。顧名思義，所作出之會計估計大多有別於相關實際結果。下文討論很大可能會導致下一個財政年度之資產及負債賬面值須作出重大調整之估計及假設。

(a) 存貨之可變現淨值

存貨之可變現淨值為日常業務過程中估計售價減去完成之估計成本及就銷售而言屬必要之估計成本後之款項。該等估計乃根據現行市況及類似性質產品之過往銷售經驗作出。客戶需求變動及競爭對手之行動均會令有關估計產生重大變動。管理層於各報告期間結算日重新評估該等估計。

(b) 應收款項之減值

金融資產減值撥備乃根據違約風險之假設及預期虧損率而釐定。在作出該等假設及選取計算減值之輸入數據時，本集團須使用重大判斷，有關判斷乃基於本集團的過往歷史、現行市場情況以及於各個報告期間結算日的前瞻性估算而作出。所使用之關鍵假設及輸入數據之詳情於附註3.1(b)披露。

(c) 所得稅

本集團須繳納多個司法權區之所得稅。於釐定所得稅撥備金額時，須作出重大判斷。於日常業務過程中，本集團無法肯定若干交易及計算之最終稅項。倘該等事項之最終稅項結果與初步記錄之款額不同，該等差額將對本集團釐定有關稅款之期間之即期所得稅及遞延所得稅撥備造成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 Revenue and Segment Information

Revenue recognized during the year is as follows:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收益		
Sales of electronic components, electrical components and equipment	銷售電子元件、電氣元件及儀器	360,776	293,733
Sales of computer products, mobile accessories and service income	銷售電腦產品、手機配件以及服務收入	77,659	97,057
Sales of cosmetic products	銷售化妝品	62,834	65,579
		501,269	456,369

The chief operating decision-maker has been identified as the executive directors of the Company (the "Executive Directors"). The Executive Directors have reviewed the Group's internal reports in order to assess the performance and allocate resources; they have also determined the operating segments based on these reports. The Executive Directors have further considered the business from product perspective and have assessed the performance of three main business segments: (i) Electronic and Electrical Trading Business – Distribution of electronic components, electrical components and equipment; and (ii) Computer Business – Retail sales of computer products, mobile accessories, distribution of computer products and provision of IT outsourcing and solution services and (iii) Cosmetic and Online Retail Business – Trading and retail and distribution of cosmetic products through retail shops and online channels.

The Executive Directors have assessed the performance of the operating segments based on segment results before corporate expenses and finance costs.

5 收益及分部資料

年內確認之收益如下：

本公司已確定本公司執行董事（「執行董事」）為主要經營決策者。執行董事已審閱本集團之內部報告，以評估表現及分配資源；彼等亦已根據該等報告釐定經營分部。執行董事從產品角度進一步考慮業務及評估三個主要業務分部之表現：(i) 電子、電氣元件買賣業務—分銷電子元件、電氣元件及儀器；及(ii) 電腦業務—電腦產品及手機配件零售業務、分銷電腦產品及提供資訊科技技術外包及解決方案服務及(iii) 化妝品及網上零售業務—透過零售店舖及網上渠道買賣、零售及分銷化妝品。

執行董事已根據扣除企業開支及融資成本前之分部業績評估經營分部之表現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 Revenue and Segment Information (continued)

The segment results for the year ended 31st March 2022 are as follows:

5 收益及分部資料(續)

截至二零二二年三月三十一日止年度之分部業績如下：

		Electronic and Electrical Trading Business 電子、電氣元件買賣業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Cosmetic and Online Retail Business 化妝品及網上零售業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外界客戶之收益	360,776	77,659	62,834	–	501,269
Time of revenue recognition	收益確認時間					
– At a point in time	– 於某一時點	360,776	75,346	62,834	–	498,956
– Over time	– 於一段時間內	–	2,313	–	–	2,313
		360,776	77,659	62,834	–	501,269
Segment results	分部業績	28,328	773	1,004	(27)	30,078
Finance costs	融資成本					(2,642)
Profit before income tax	除所得稅前溢利					27,436
Income tax expense (Note 9)	所得稅開支(附註9)					(6,296)
Profit for the year	年內溢利					21,140
Other segment items included in the consolidated statement of profit or loss are as follows:	其他列入綜合損益表之分部項目如下：					
Amortization of intangible assets	無形資產攤銷	53	–	–	–	53
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,435	72	361	–	1,868
Depreciation of right-of-use assets	使用權資產折舊	2,470	3,411	1,586	–	7,467
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(24)	–	–	–	(24)
Provision for impairment of trade receivables	應收貿易賬款減值撥備	254	2	–	–	256
Reversal of provision for impairment of trade receivables	應收貿易賬款減值撥備撥回	(143)	(1)	–	–	(144)
Provision/(reversal) for impairment of slow-moving inventories	滯銷存貨減值撥備/(撥回)	2,232	(9)	7	–	2,230

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 Revenue and Segment Information (continued)

The segment results for the year ended 31st March 2021 are as follows:

5 收益及分部資料(續)

截至二零二一年三月三十一日止年度之分部業績如下：

		Electronic and Electrical Trading Business 電子、電氣元件買賣業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Cosmetic and Online Retail Business 化妝品及網上零售業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外界客戶之收益	293,733	97,057	65,579	–	456,369
Time of revenue recognition	收益確認時間					
– At a point in time	– 於某一時點	293,733	95,985	65,579	–	455,297
– Over time	– 於一段時間內	–	1,072	–	–	1,072
		293,733	97,057	65,579	–	456,369
Segment results	分部業績	16,454	4,329	2,478	(22)	23,239
Finance costs	融資成本					(2,700)
Profit before income tax	除所得稅前溢利					20,539
Income tax expense (Note 9)	所得稅開支(附註9)					(1,950)
Profit for the year	年內虧損					18,589
Other segment items included in the consolidated statement of profit or loss are as follows:	其他列入綜合損益表之分部項目如下：					
Amortization of intangible assets	無形資產攤銷	37	–	–	–	37
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,438	120	486	–	2,044
Depreciation of right-of-use assets	使用權資產折舊	2,255	4,306	2,989	–	9,550
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(29)	–	–	–	(29)
Impairment losses on goodwill	商譽減值虧損	190	–	–	–	190
Provision for impairment of trade receivables	應收貿易賬款減值撥備	207	1	–	–	208
Reversal of provision for impairment of trade receivables	應收貿易賬款減值撥備撥回	(114)	(3)	(2)	–	(119)
Provision/(reversal) for impairment of slow-moving inventories	滯銷存貨減值撥備/(撥回)	(2,919)	142	(20)	–	(2,797)

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 Revenue and Segment Information (continued)

Segment assets consist primarily of property, plant and equipment, right-of-use assets, investment properties, intangible assets, goodwill, inventories, trade and other receivables and cash and bank balances. Unallocated assets comprise current income tax recoverable and certain other receivables.

Segment liabilities comprise operating liabilities. Unallocated liabilities comprise items such as other payables and accruals.

Additions to non-current assets comprise additions to property, plant and equipment, right-of-use assets and intangible assets.

The segment assets and liabilities as at 31st March 2022 and additions to non-current assets for the year then ended are as follows:

		Electronic and Electrical Trading Business 電子、電氣 元件買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Cosmetic and Online Retail Business 化妝品 及網上 零售業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Assets	資產	305,362	27,514	20,207	2,842	355,925
Liabilities	負債	140,478	12,515	10,674	4,089	167,756
Additions to non-current assets	添置非流動資產	16,694	3,036	1,732	—	21,462

5 收益及分部資料(續)

分部資產主要包括物業、廠房及設備、使用權資產、投資物業、無形資產、商譽、存貨、應收貿易賬款及其他應收款項以及現金及銀行結餘。未分類資產包括可收回即期所得稅及若干其他應收款項。

分部負債包括經營負債。未分類負債包括其他應付款項及應計費用等項目。

添置非流動資產包括添置物業、廠房及設備、使用權資產及無形資產。

於二零二二年三月三十一日之分部資產及負債以及截至該日止年度之非流動資產添置如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 Revenue and Segment Information (continued)

The segment assets and liabilities as at 31st March 2021 and additions to non-current assets for the year then ended are as follows:

		Electronic and Electrical Trading Business 電子、電氣元件買賣業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Cosmetic and Online Retail Business 化妝品及網上零售業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Assets	資產	282,005	27,560	21,399	3,515	334,479
Liabilities	負債	131,726	12,961	12,829	4,088	161,604
Additions to non-current assets	添置非流動資產	1,456	1,565	2,321	-	5,342

The Group's revenue is generated mainly within Hong Kong, Asia Pacific, South Africa and Europe.

5 收益及分部資料(續)

於二零二一年三月三十一日之分部資產及負債以及截至該日止年度之非流動資產添置如下：

本集團之收益主要源自香港、亞太地區、南非及歐洲。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益		
Hong Kong (country of domicile)	香港(註冊營業國家)	222,595	241,310
Asia Pacific	亞太地區	121,784	94,490
South Africa	南非	143,153	109,362
Europe	歐洲	12,786	9,099
Other countries	其他國家	951	2,108
		501,269	456,369

Revenue is allocated based on the country in which the customer is located.

收益按客戶所在國家分類。

Notes to the Consolidated Financial Statements
綜合財務報表附註

5 Revenue and Segment Information (continued) 5 收益及分部資料(續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total assets	資產總值		
Hong Kong	香港	165,413	165,971
Asia Pacific	亞太地區	31,199	27,473
South Africa	南非	130,715	110,668
Europe	歐洲	25,756	26,852
		353,083	330,964
Unallocated assets	未分類資產	2,842	3,515
		355,925	334,479

Total assets are allocated based on where the assets are located. 資產總值按資產所在地分類。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Additions to non-current assets	添置非流動資產		
Hong Kong	香港	4,901	3,952
Asia Pacific	亞太地區	1,544	45
South Africa	南非	14,559	1,345
Europe	歐洲	458	—
		21,462	5,342

Additions to non-current assets is allocated based on where the assets are located.

非流動資產之添置按資產所在地分類。

The total of non-current assets other than financial instruments located in Hong Kong, Asia Pacific, South Africa and Europe are approximately HK\$5,119,000, HK\$10,312,000, HK\$24,284,000 and HK\$13,165,000 respectively (2021: approximately HK\$5,776,000, HK\$9,587,000, HK\$11,513,000 and HK\$13,883,000 respectively).

位於香港、亞太地區、南非及歐洲之非流動資產總值(金融工具除外)分別約為5,119,000港元、10,312,000港元、24,284,000港元及13,165,000港元(二零二一年:分別約為5,776,000港元、9,587,000港元、11,513,000港元及13,883,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 Revenue and Segment Information (continued)

Information about major customers

No customer accounted for 10% or more of the total revenue for the years ended 31st March 2022 and 2021.

(a) Contract liabilities

The Group has recognized the following liabilities related to contracts with customers:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Contract liabilities related to sales of electronic components, electrical components and equipment	與銷售電子元件、電氣元件及儀器有關之合約負債	1,475	99
Contract liabilities related to sales of computer products, mobile accessories and service income	與銷售電腦產品、手機配件及服務收入有關之合約負債	1,739	846
Contract liabilities related to sales of cosmetic products	與銷售化妝品有關之合約負債	26	349
		3,240	1,294

Contract liabilities represent receipts in advance from customers for goods that have not yet been delivered to the customers. As at 31st March 2022 and 2021, the contract liabilities mainly included the receipts in advance from individual customers for sales of electronic components, automation parts and equipment, sales of computer products and mobile accessories and sales of cosmetic products after the end of respective reporting period.

(b) Revenue recognized in relation to contract liabilities

Revenue of approximately HK\$899,000 (2021: approximately HK\$2,135,000) is recognized in relation to contract liabilities in the year ended 31st March 2022 related to carried forward contract liabilities at the beginning of the reporting period.

All of the Group's remaining performance obligations for contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5 收益及分部資料(續)

主要客戶之資料

截至二零二二年及二零二一年三月三十一日止兩個年度，概無客戶佔收益總額10%或以上。

(a) 合約負債

本集團已確認下列與客戶合約有關之負債：

合約負債指就尚未交付予客戶之貨品預收客戶之款項。於二零二二年及二零二一年三月三十一日，合約負債主要包括於有關報告期間結算日後就銷售電子元件、自動化組件及儀器、銷售電腦產品及手機配件以及銷售化妝品預收獨立客戶之款項。

(b) 就合約負債確認之收益

就截至二零二二年三月三十一日止年度之合約負債(涉及於報告期初結轉之合約負債)確認之收益約為899,000港元(二零二一年：約2,135,000港元)。

本集團與客戶訂立的所有合約的餘下履約責任之期限均為一年或以下。按香港財務報告準則第15號所允許，並無披露分配予該等未履約合約之交易價格。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 Other Income and Net Gains

6 其他收入及淨收益

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Management fee received from third parties	已收第三方之管理費	1,384	1,464
Commission income	佣金收入	277	704
Interest income from bank deposits	銀行存款利息收入	254	169
Gain on disposal of a subsidiary	出售一間附屬公司之收益	12	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	24	29
Gross rental income from investment properties	投資物業租金收入總額	236	192
Government grants (note)	政府補助(附註)	47	8,189
Other income	其他收入	578	651
		2,812	11,398

Note: Under Anti-Epidemic Fund launched by the Hong Kong SAR government, wage subsidies of approximately HK\$6,329,000 related to the Employment Support Scheme and subsidies of approximately HK\$1,360,000 related to the one-off Retail Sector Subsidy Scheme were recognized in the year ended 31st March 2021. Other government subsidies of approximately HK\$10,000 were granted to subsidiaries in Hong Kong during the year ended 31st March 2021.

Government subsidies of approximately HK\$47,000 (2021: approximately HK\$490,000) granted to subsidiaries in other jurisdictions were recognized in the year ended 31st March 2022.

附註：根據香港特區政府推出的「防疫抗疫基金」，截至二零二一年三月三十一日止年度，就「保就業」計劃確認的工資補貼約為6,329,000港元，而就一次性「零售業資助計劃」確認的資助則約為1,360,000港元。截至二零二一年三月三十一日止年度，授予香港附屬公司的其他政府補貼約為10,000港元。

截至二零二二年三月三十一日止年度，已確認授予其他司法權區附屬公司的政府補貼約47,000港元(二零二一年：約490,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 Profit for the Year

Profit for the year has been arrived at after charging/(crediting):

7 年內溢利

年內溢利已扣除/(計入)下列各項：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Costs of inventories expensed	存貨成本開支	363,154	346,516
Employee benefit expense (Note 12)	僱員福利開支(附註12)	60,223	57,964
Amortization of intangible assets	無形資產攤銷	53	37
Depreciation of right-of-use assets	使用權資產折舊	7,467	9,550
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,868	2,044
Impairment losses on goodwill	商譽減值虧損	—	190
Provision for impairment of trade receivables (included in general and administrative expenses)	應收貿易賬款減值撥備 (已計入一般及行政管理費用)	256	208
Reversal of provision for impairment of trade receivables (included in general and administrative expenses)	應收貿易賬款減值撥備撥回 (已計入一般及行政管理費用)	(144)	(119)
Provision/(reversal) for impairment of slow-moving inventories (included in cost of sales)	滯銷存貨減值撥備/(撥回) (已計入銷售成本)	2,230	(2,797)
Expenses related to short-term leases	短期租賃相關開支	7,824	5,701
Auditors' remuneration	核數師酬金	1,120	1,120
Net foreign exchange gain (included in general and administrative expenses)	匯兌收益淨額(已計入 一般及行政管理費用)	(5,669)	(5,976)

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 Finance Costs

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest expense on short-term bank borrowings	短期銀行借貸之利息開支	1,940	2,153
Interest expense on lease liabilities	租賃負債之利息開支	702	547
		2,642	2,700

8 融資成本

9 Income Tax Expense

Hong Kong Profits Tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

9 所得稅開支

本集團根據年內於香港產生或源自香港之估計應課稅溢利按16.5%(二零二一年：16.5%)之稅率撥備香港利得稅，並按年內估計應課稅溢利以本集團經營業務之國家當時之稅率計算海外溢利之稅項。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current income tax	即期所得稅		
– Hong Kong Profits Tax	– 香港利得稅	117	161
– Overseas taxation	– 海外稅項	6,180	2,809
– Over-provision in prior years	– 過往年度超額撥備	(9)	(1)
		6,288	2,969
Deferred tax expense/(credit)	遞延稅項開支/(抵免)		
– Overseas taxation	– 海外稅項	8	(1,019)
Income tax expense	所得稅開支	6,296	1,950

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 Income Tax Expense (continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the Hong Kong Profits Tax rate as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	27,436	20,539
Tax calculated at Hong Kong Profits Tax rate of 16.5% (2021: 16.5%)	按香港利得稅稅率16.5% (二零二一年：16.5%) 計算之稅項	4,527	3,389
Effect of different tax rates of subsidiaries operating in other countries	於其他國家營運之附屬 公司採用不同稅率之影響	2,410	1,421
Tax losses of subsidiaries not recognized	尚未確認之附屬公司 稅項虧損	448	672
Utilization of previously unrecognized tax losses	動用先前尚未確認之 稅項虧損	(1,172)	(16)
Over provision in prior years	過往年度超額撥備	(9)	(1)
Others	其他	92	(3,515)
Income tax expense	所得稅開支	6,296	1,950

As the Company is an exempted company incorporated in Bermuda, it is exempted from taxation in Bermuda until 2035.

As at 31st March 2022, the Group has unused tax losses of approximately HK\$84,939,000 (2021: approximately HK\$90,758,000) available for offset against future profits (subject to the approval of the relevant tax authorities). No deferred tax asset had been recognized in respect of such tax losses due to the unpredictability of future profit streams. The tax losses have no expiry date.

9 所得稅開支(續)

本集團除所得稅前溢利之稅項與採用香港利得稅稅率計算得出之理論數額不同，載列如下：

由於本公司為於百慕達註冊成立之獲豁免公司，故獲豁免繳納百慕達稅項直至二零三五年。

於二零二二年三月三十一日，本集團之未動用稅項虧損約為84,939,000港元(二零二一年：約90,758,000港元)，有關稅項虧損可供抵銷未來溢利(須待有關稅務機關批准後方可作實)。並無就上述稅項虧損確認遞延稅項資產，原因為未能預測未來溢利來源。稅項虧損不設到期日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 Earnings Per Share

The calculation of basic earnings per share for the year ended 31st March 2022 is based on the Group's profit attributable to equity holders of the Company of approximately HK\$13,211,000 and the calculation of basic earnings per share for the year ended 31st March 2021 is based on the Group's profit attributable to equity holders of the Company of approximately HK\$12,151,000. The calculation was based on the weighted average number of 200,000,000 (2021: 200,000,000) ordinary shares in issue during the year.

The diluted earnings per share is equal to the basic earnings per share as the Company has no dilutive potential ordinary shares in issue during the years ended 31st March 2022 and 2021.

10 每股盈利／虧損

截至二零二二年三月三十一日止年度之每股基本盈利乃按本公司權益持有人應佔本集團溢利約13,211,000港元計算，而截至二零二一年三月三十一日止年度之每股基本盈利乃按本公司權益持有人應佔本集團溢利約12,151,000港元計算。有關計算乃基於年內已發行普通股之加權平均數200,000,000股（二零二一年：200,000,000股）。

由於本公司於截至二零二二年及二零二一年三月三十一日止兩個年度並無任何具潛在攤薄影響之已發行普通股，故每股攤薄盈利與每股基本盈利相同。

11 Dividends

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interim dividend paid of HK cents 0.5 (2021: HK cents 0.5) per ordinary share	已派中期股息每股普通股0.5港仙（二零二一年：0.5港仙）	1,000	1,000
Proposed final dividend of HK cents 0.5 (2021: HK cents 0.5) per ordinary share	擬派末期股息每股普通股0.5港仙（二零二一年：0.5港仙）	1,000	1,000
		2,000	2,000

At a meeting held on 29th June 2021, the directors of the Company proposed a final dividend of HK cents 0.5 per ordinary share in respect of the year ended 31st March 2021.

At a meeting held on 29th June 2022, the directors of the Company proposed a final dividend of HK cents 0.5 per ordinary share in respect of the year ended 31st March 2022. This proposed final dividend is not reflected as a dividend payable in these financial statements.

11 股息

於二零二一年六月二十九日舉行之會議上，本公司董事建議派付截至二零二一年三月三十一日止年度之末期股息每股普通股0.5港仙。

於二零二二年六月二十九日舉行之會議上，本公司董事建議派付截至二零二二年三月三十一日止年度之末期股息每股普通股0.5港仙。此項擬派的末期股息不會於此等財務報表列作應付股息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 Employee Benefit Expense

12 僱員福利開支

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries, wages and other benefits	薪金、工資及其他福利	57,649	55,518
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃	2,574	2,446
Total employee benefit expense (including directors' remuneration)	僱員福利開支總額 (包括董事酬金)	60,223	57,964

(a) Pensions – defined contribution plans

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme ("the MPF Scheme"). The MPF Scheme is a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contribution to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund Schemes Ordinance. Except for voluntary contribution, no forfeited contribution under the MPF Scheme is available to reduce the contribution payable in future years. The employer's and employees' contribution are subject to a cap of monthly earnings of HK\$30,000 (2021: HK\$30,000).

Mobicon-Remote Electronic Sdn. Bhd., a 95% owned subsidiary of the Group, has arranged for its employees in Malaysia to join the Employee Provident Fund Scheme ("the EPF Scheme"). The EPF Scheme is a defined contribution scheme managed by the government of Malaysia. Under the EPF Scheme, the employer and its employees make monthly contribution to the scheme at 13% and 11%, respectively, of the employees' earnings as defined under the Employee Provident Fund Act 1991, and the Group has no further obligations for the actual pension payments or post-retirement benefits beyond its contributions. The relevant government agency is responsible for the pension obligation payable to the retired employees.

(a) 退休金 – 定額供款計劃

本集團已為其香港僱員安排參與強制性公積金計劃(「強積金計劃」)。強積金計劃乃由獨立信託人管理之定額供款計劃。根據強積金計劃，本集團及其僱員須各自按僱員收入(定義見強制性公積金計劃條例)之5%每月向該計劃供款。除自願供款以外，強積金計劃中並無可用作減少未來數年應付供款之沒收供款。僱主及僱員供款之每月收入上限為30,000港元(二零二一年：30,000港元)。

Mobicon-Remote Electronic Sdn. Bhd. (本集團擁有95%權益之附屬公司)已為其馬來西亞僱員安排參與僱員公積金計劃(「公積金計劃」)。公積金計劃乃由馬來西亞政府管理之定額供款計劃。根據公積金計劃，僱主及僱員須分別按僱員收入(定義見一九九一年僱員公積金法令)之13%及11%每月向該計劃供款。除供款以外，本集團並不須就實際支付退休金或退休後福利負上進一步責任。有關政府機關須負責向退休僱員支付退休金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 Employee Benefit Expense (continued)

(a) Pensions – defined contribution plans (continued)

Mobicon-Remote Electronic Pte Ltd., a wholly-owned subsidiary of the Group, has arranged for its employees in Singapore to join the Central Provident Fund Scheme (“the CPF Scheme”). The CPF Scheme is a defined contribution scheme managed by the government of Singapore. Under the CPF Scheme, the employer and its employees make monthly contribution to the scheme at 17% and 20%, respectively, of the employees’ earnings as defined under the Central Provident Fund Act, and the Group has no further obligations for the actual pension payments or post-retirement benefits beyond its contributions. The relevant government agency is responsible for the pension obligation payable to the retired employees.

As stipulated by rules and regulations in the PRC, the Group contributes to state-sponsored retirement plans for its employees in Mainland China as determined by the relevant local governments, which are defined contribution plans. Contributions are based on certain percentage of the applicable salaries of its employees in Mainland China and have no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the pension obligations payable to the retired employees.

Pursuant to the Labor Pension Act of Republic of China, the Group contributes its employees in Taiwan of no less than 6% of its employee’s monthly wages to the employee’s individual pension account. The Group’s contributions are expensed as incurred.

The Group has arranged for its South African employees to join the Mandatory Provident Fund Schemes. The Schemes is a defined contribution plan managed by an independent trustee. Under the schemes, each of the group and its employees make monthly contributions to the schemes ranging between 5% to 7.5% of the employees’ earnings as defined under Mandatory Provident Fund Schemes Ordinance.

12 僱員福利開支(續)

(a) 退休金－定額供款計劃(續)

Mobicon-Remote Electronic Pte Ltd. (本集團全資附屬公司)已為其新加坡僱員安排參與中央公積金計劃(「中央公積金計劃」)。中央公積金計劃乃由新加坡政府管理之定額供款計劃。根據中央公積金計劃，僱主及僱員須分別按僱員收入(定義見中央公積金法)之17%及20%每月向該計劃供款。除供款以外，本集團並不須就實際支付退休金或退休後福利負上進一步責任。有關政府機關須負責向退休僱員支付退休金。

根據中國法規及規例所訂明，本集團為其中國內地僱員向國家資助退休計劃作出供款，有關供款由有關當地政府釐定，而該等計劃為定額供款計劃。供款額按其中國內地僱員適用薪金之若干百分比計算。除每年供款外，本集團並不須就實際支付退休金或退休後福利負上進一步責任。國家資助退休計劃須負責向退休僱員支付退休金。

根據中華民國之勞工退休金條例，本集團向其台灣僱員之個人退休金賬戶作出不少於該名僱員每月工資6%之供款。本集團之供款於產生時支銷。

本集團已安排其南非僱員參與強制性公積金計劃。該計劃乃由獨立受託人管理之定額供款計劃。根據該計劃，集團及其僱員均須按僱員收入(定義見強制性公積金計劃條例)之5%至7.5%每月向計劃供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 Directors' and Chief Executive's Emoluments

The remuneration of every director and the chief executive for the year ended 31st March 2022 is set out below:

13 董事及主要行政人員之酬金

截至二零二二年三月三十一日止年度，各董事及主要行政人員之酬金載列如下：

Name of director	董事姓名	Fees	Salaries, allowances and other benefits in kind	Employer's contributions to defined contribution scheme	Total
		袍金	薪金、津貼及其他實物福利	定額供款計劃之僱主供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors	執行董事				
Dr. Hung Kim Fung, Measure (chairman)	洪劍峯博士 (主席)	—	—	—	—
Ms. Yeung Man Yi, Beryl (deputy chairman and chief executive officer)	楊敏儀女士 (副主席兼行政總裁)	—	—	—	—
Mr. Hung Ying Fung	洪英峯先生	—	—	—	—
Mr. Yeung Kwok Leung, Allix	楊國樑先生	—	—	—	—
Independent non-executive directors	獨立非執行董事				
Mr. Charles E. Chapman	Charles E. Chapman先生	80	—	—	80
Dr. Leung Wai Cheung	梁偉祥博士	120	—	—	120
Mr. Ku Wing Hong, Eric	古永康先生	80	—	—	80
		280	—	—	280

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 Directors' and Chief Executive's Emoluments (continued)

The remuneration of every director and the chief executive for the year ended 31st March 2021 is set out below:

Name of director	董事姓名	Fees	Salaries, allowances and other benefits in kind	Employer's contributions to defined contribution scheme	Total
		袍金	薪金、津貼及其他實物福利	僱主供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors		執行董事			
Dr. Hung Kim Fung, Measure (chairman)	洪劍峯博士 (主席)	-	-	-	-
Ms. Yeung Man Yi, Beryl (deputy chairman and chief executive officer)	楊敏儀女士 (副主席兼行政總裁)	-	-	-	-
Mr. Hung Ying Fung	洪英峯先生	-	-	-	-
Mr. Yeung Kwok Leung, Allix	楊國樑先生	-	-	-	-
Independent non-executive directors		獨立非執行董事			
Mr. Charles E. Chapman	Charles E. Chapman先生	80	-	-	80
Dr. Leung Wai Cheung	梁偉祥博士	120	-	-	120
Mr. Ku Wing Hong, Eric	古永康先生	80	-	-	80
		280	-	-	280

Note:

During the year ended 31st March 2022, four directors (2021: four) of the Group waived emoluments in an aggregate amount of approximately HK\$600,000 (2021: approximately HK\$600,000). No incentive payment for joining the Group or compensation for loss of office was paid or payable to any director during the year (2021: Nil).

13 董事及主要行政人員之酬金 (續)

截至二零二一年三月三十一日止年度，各董事及主要行政人員之酬金載列如下：

附註：

於截至二零二二年三月三十一日止年度，本集團四名董事(二零二一年：四名)放棄酬金合共約600,000港元(二零二一年：約600,000港元)。年內，概無已付或應付予任何董事之獎勵或補償，作為彼加入本集團時之獎勵或離職補償(二零二一年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 Directors' and Chief Executive's Emoluments (continued)

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include no (2021: nil) executive director whose emoluments are set out above. Details of the remuneration for the year of the remaining five (2021: five) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	2,872	2,849
Employer's contributions to defined contribution scheme	定額供款計劃之僱主供款	70	111
		2,942	2,960

The emoluments of each of these highest paid individuals whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2022 二零二二年	2021 二零二一年
Nil to HK\$1,000,000	零至1,000,000港元	5	5

During the year, no emoluments were paid to the above individual as inducement to join or upon joining the Group or as compensation for loss of office (2021: Nil).

13 董事及主要行政人員之酬金 (續)

五名最高薪人士

年內，本集團五名最高薪人士當中並無(二零二一年：無)執行董事，彼等之酬金載於上文。餘下五名(二零二一年：五名)既非本公司董事亦非主要行政人員之最高薪僱員之年內薪酬詳情如下：

薪酬介乎以下範圍之最高薪人士之酬金詳情如下：

年內，並無向上述人士支付酬金作為吸引彼等加入或於加入本集團時之獎勵或作為離職補償(二零二一年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 Property, Plant and Equipment and Leases 14 物業、廠房及設備以及租賃

(a) Property, Plant and Equipment (a) 物業、廠房及設備

		Freehold land 永久業權土地 HK\$'000 千港元	Leasehold properties 租賃物業 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31st March 2021	截至二零二一年 三月三十一日止年度						
Opening net book amount	年初賬面淨值	6,818	17,889	728	1,025	854	27,314
Exchange differences	匯兌差額	1,440	1,105	44	83	125	2,797
Additions	添置	-	-	115	755	157	1,027
Surplus on revaluation	重估盈餘	-	45	-	-	-	45
Disposals	出售	-	-	-	(8)	(24)	(32)
Depreciation	折舊	-	(575)	(270)	(965)	(234)	(2,044)
Closing net book amount	年終賬面淨值	8,258	18,464	617	890	878	29,107
At 31st March 2021	於二零二一年三月三十一日						
Cost or valuation	成本值或估值	8,258	19,271	20,335	18,193	3,250	69,307
Accumulated depreciation	累計折舊	-	(807)	(19,718)	(17,303)	(2,372)	(40,200)
Net book amount	賬面淨值	8,258	18,464	617	890	878	29,107
Year ended 31st March 2022	截至二零二二年 三月三十一日止年度						
Opening net book amount	年初賬面淨值	8,258	18,464	617	890	878	29,107
Exchange differences	匯兌差額	545	(596)	10	11	(3)	(33)
Additions	添置	10,532	-	419	509	739	12,199
Surplus on revaluation	重估盈餘	-	169	-	-	-	169
Disposal of a subsidiary	出售一間附屬公司	-	-	-	(9)	-	(9)
Disposals	出售	-	-	(14)	(18)	(217)	(249)
Depreciation	折舊	-	(509)	(257)	(709)	(393)	(1,868)
Closing net book amount	年終賬面淨值	19,335	17,528	775	674	1,004	39,316
At 31st March 2022	於二零二二年三月三十一日						
Cost or valuation	成本值或估值	19,335	18,670	20,781	18,521	3,675	80,982
Accumulated depreciation	累計折舊	-	(1,142)	(20,006)	(17,847)	(2,671)	(41,666)
Net book amount	賬面淨值	19,335	17,528	775	674	1,004	39,316

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 Property, Plant and Equipment and Leases (continued)

(a) Property, Plant and Equipment (continued)

The analysis of the cost or valuation at 31st March 2022 and 2021 of the above assets is as follows:

2022

		Freehold land 永久業權土地 HK\$'000 千港元	Leasehold properties 租賃物業 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At cost	成本值	19,335	13,928	20,781	18,521	3,675	76,240
At valuation	估值	-	4,742	-	-	-	4,742
		19,335	18,670	20,781	18,521	3,675	80,982

2021

		Freehold land 永久業權土地 HK\$'000 千港元	Leasehold properties 租賃物業 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At cost	成本值	8,258	14,591	20,335	18,193	3,250	64,627
At valuation	估值	-	4,680	-	-	-	4,680
		8,258	19,271	20,335	18,193	3,250	69,307

The leasehold properties are located outside Hong Kong and held under a long-term lease.

At 31st March 2022, had the leasehold properties of the Group been carried at historical cost less accumulated depreciation, the carrying values would have been approximately HK\$2,346,000 (2021: approximately HK\$2,467,000).

At 31st March 2022, leasehold properties with net book amount of approximately HK\$4,742,000 (2021: approximately HK\$4,680,000) have been pledged to secure certain banking facilities granted by a bank to a subsidiary amounting to approximately HK\$4,187,000 (2021: approximately HK\$4,166,000).

14 物業、廠房及設備以及租賃 (續)

(a) 物業、廠房及設備 (續)

上述資產於二零二二年及二零二一年三月三十一日之成本值或估值分析如下：

二零二二年

二零二一年

租賃物業位於香港境外並按長期租賃持有。

於二零二二年三月三十一日，倘本集團之租賃物業乃按歷史成本減累計折舊列賬，則賬面值將約為2,346,000港元(二零二一年：約2,467,000港元)。

於二零二二年三月三十一日，賬面淨值約為4,742,000港元(二零二一年：約4,680,000港元)之租賃物業已被抵押作為銀行授予附屬公司金額約為4,187,000港元(二零二一年：約4,166,000港元)之若干銀行融資之抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 Property, Plant and Equipment and Leases (continued)

(a) Property, Plant and Equipment (continued)

The fair value of the Group's leasehold properties at 31st March 2022 and 2021 have been arrived at on the basis of a valuation carried out on that date by an independent qualified professional valuer not connected with the Group. The independent valuer is a member of Singapore Institute of Surveyors and Valuers, and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuations were arrived at by reference to market evidence of transaction prices for similar properties.

The Group's policy is to recognize transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

There were no transfers among Levels 1, 2 and 3 during the year.

Valuation basis

(i) Valuation processes

The Group obtains independent valuations for its leasehold properties at least annually. In the current year, the valuations are performed by an independent firm of professional valuer. At the end of each reporting period, the directors update their assessment of the fair value of each leasehold property, taking into account the most recent independent valuations. The directors review the valuations performed by an independent valuer for financial reporting purposes. Discussions of valuation processes and results are held between the directors and valuer at least annually, in line with the Group's annual report date.

At each financial year end the directors:

- (i) Verify all major inputs to the independent valuation report;
- (ii) Assess leasehold properties valuations movements when compared to prior year valuation report; and
- (iii) Hold discussions with the independent valuer.

14 物業、廠房及設備以及租賃 (續)

(a) 物業、廠房及設備(續)

本集團租賃物業於二零二二年及二零二一年三月三十一日之公平值乃根據與本集團並無關連之獨立合資格專業估值師於該日進行之估值而釐定。獨立估值師為新加坡測量師及估值師協會會員，在有關地點同類物業估值方面具有適當資格及近期經驗。有關估價乃經參考同類物業成交價之市場證據後作出。

本集團之政策是於引致轉撥之事件或變數發生當日確認公平值等級之轉入及轉出。

年內，第一級、第二級及第三級之間並無任何轉撥。

估值基準

(i) 估值程序

本集團最少每年一次就其租賃物業尋求獨立估值。於本年度，有關估值由獨立專業估值師行進行。於各個報告期間結算日，董事會更新彼等對每項租賃物業公平值之評估，當中已計及最新之獨立估值。董事審閱獨立估值師作出之估值，以便作出財務申報。董事與估值師最少每年一次配合本集團年報日期討論估值程序及結果。

於各個財政年度末，董事會：

- (i) 核實獨立估值報告中的所有主要輸入數據；
- (ii) 透過與過往年度之估值報告作比較，評估租賃物業之估值變動；及
- (iii) 與獨立估值師進行討論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 Property, Plant and Equipment and Leases (continued)

(a) Property, Plant and Equipment (continued)

Valuation basis (continued)

(ii) Valuation techniques

The fair value of the leasehold properties of the Group held for own use as at 31st March 2022 and 2021 are classified as Level 2 valuations.

The fair value of leasehold properties for own use is determined using market comparison approach by reference to recent sales price and rental of comparable properties on a price per square feet basis using market data which is publicly available.

The Group leases machinery under non-cancellable lease agreements and the lease term is 5 years.

(b) Leases

This note provides information for leases where the Group is a lessee.

(i) Amounts recognized in the consolidated statement of financial position

14 物業、廠房及設備以及租賃 (續)

(a) 物業、廠房及設備(續)

估值基準(續)

(ii) 估值技術

於二零二二年及二零二一年三月三十一日，本集團持作自用之租賃物業之公平值獲分類為第二級估值。

自用租賃物業之公平值乃使用市場比較法釐定，其經參考可供公眾取閱之市場資料中可供比較物業按每平方呎價格基準計算之近期售價及租金。

本集團根據不可撤銷租賃協議租賃機器，租期為期5年。

(b) 租賃

本附註提供本集團作為承租人之租賃之資料。

(i) 於綜合財務狀況表確認之金額

		As at 31st March 2022 於 二零二二年 三月三十一日 HK\$'000 千港元	As at 31st March 2021 於 二零二一年 三月三十一日 HK\$'000 千港元
Right-of-use assets	使用權資產		
Retail stores, office premises and warehouses	零售店舖、辦公室物業及貨倉	8,741	6,937
Lease Liabilities	租賃負債		
Current	即期	5,929	4,188
Non-current	非即期	3,363	3,125
		9,292	7,313

Additions to the right-of-use assets during the year ended 31st March 2022 were approximately HK\$9,168,000 (2021: approximately HK\$4,263,000).

於截至二零二二年三月三十一日止年度，使用權資產之添置約為9,168,000港元（二零二一年：約4,263,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 Property, Plant and Equipment and Leases (continued)

(b) Leases (continued)

(ii) Amount recognized in the consolidated statement of profit or loss

The consolidated statement of profit or loss shows the following amounts relating to leases:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Depreciation charge of right-of-use assets	使用權資產折舊開支		
Retail stores, office premises and warehouse	零售店舖、辦公室物業及貨倉	7,467	9,536
Office equipment	辦公室設備	—	14
		7,467	9,550
Interest expense (included in finance costs)	利息開支(已計入融資成本)	702	547
Expenses relating to short-term leases (included in general and administrative expenses)	與短期租賃有關之開支(已計入一般及行政管理費用)	7,824	5,701
Expenses relating to variable lease payments not included in lease liabilities (included in general and administrative expenses)	與不計入租賃負債的可變租賃付款有關的開支(已計入一般及行政管理費用)	(39)	(186)

Note:

The total cash outflow for leases for the year ended 31st March 2022 was approximately HK\$15,824,000 (2021: approximately HK\$15,566,000).

(iii) The Group's leasing activities and how these are accounted for

The Group leases retail stores, office premises, warehouses and equipment. Rental contracts are typically made for fixed periods of 1 to 5 years.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

14 物業、廠房及設備以及租賃 (續)

(b) 租賃(續)

(ii) 於綜合損益表確認之金額

綜合損益表載列下列與租賃有關之金額：

附註：

於截至二零二二年三月三十一日止年度，租賃之現金流出總額約為15,824,000港元(二零二一年：約15,566,000港元)。

(iii) 本集團之租賃活動及有關租賃之入賬方法

本集團租賃數個零售店舖、辦公室物業、貨倉及設備。租約一般固定為期1年至5年。

租賃條款乃按個別合約協商達致，當中包含各種不同的條款及條件。除了出租人持有之租賃資產中之擔保權益外，租賃協議並無施加任何契諾。租賃資產不可用作借貸抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 Property, Plant and Equipment and Leases (continued)

(b) Leases (continued)

(iv) Variable lease payments

Leases of the Group do not contain variable payment terms that are linked to an index or a rate.

(v) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

(vi) Residual value guarantees

The Group did not provide residual value guarantees in relation to leases during the year ended 31st March 2022 (2021: Nil).

14 物業、廠房及設備以及租賃 (續)

(b) 租賃(續)

(iv) 可變租賃付款

本集團之租賃並不包含與指數或利率掛鈎的可變付款條款。

(v) 延展及終止選擇權

本集團多項物業租賃包含延展及終止選擇權。就管理本集團業務運作所使用之資產而言，該等選擇權乃用於盡量提高運作之靈活性。所持有的大部分延展及終止選擇權僅可由本集團而非有關出租人行使。

(vi) 剩餘價值擔保

於截至二零二二年三月三十一日止年度，本集團並無提供有關租賃的剩餘價值擔保(二零二一年：無)。

15 Investment Properties

15 投資物業

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current asset – at fair value	非流動資產 – 按公平值		
Opening balance at 1st April	於四月一日之年初結餘	4,623	4,518
Exchange differences	匯兌差額	4	276
Fair value gain/(loss)	公平值收益/(虧損)	58	(171)
Closing balance at 31st March	於三月三十一日之年終結餘	4,685	4,623
Gross rental income from investment properties	投資物業租金收入總額	236	192
Less: Direct operating expenses from investment properties that generated rental income	減：產生租金收入之投資物業之直接營運開支	(40)	(31)
		196	161

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 Investment Properties (continued)

The fair value of the Group's investment properties at 31st March 2022 and 2021 have been arrived at on the basis of a valuation carried out on that date by an independent qualified professional valuer not connected with the Group. The independent valuer is a member of Singapore Institute of Surveyors and Valuers, and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuations were arrived at by reference to market evidence of transaction prices for similar properties.

At 31st March 2022, investment properties with aggregate amount of approximately HK\$4,685,000 (2021: approximately HK\$4,623,000) have been pledged to secure certain banking facilities granted by a bank to a subsidiary amounting to approximately HK\$4,187,000 (2021: approximately HK\$4,166,000).

The fair value change is included in "general and administrative expenses" in the consolidated statement of profit or loss.

Valuation basis

(a) Valuation processes

The Group obtains independent valuations for its investment properties at least annually. In the current year, the valuations are performed by an independent firm of professional valuer. At the end of each reporting period, the directors update their assessment of the fair value of each investment property, taking into account the most recent independent valuations. The directors review the valuations performed by an independent valuer for financial reporting purposes. Discussions of valuation processes and results are held between the directors and valuer at least annually, in line with the Group's annual report date.

As at 31st March 2022 and 2021, the directors:

- (i) Verify all major inputs to the independent valuation report;
- (ii) Assess investment properties valuations movements when compared to prior year valuation report; and
- (iii) Hold discussions with the independent valuer.

15 投資物業(續)

本集團投資物業於二零二二年及二零二一年三月三十一日之公平值乃根據與本集團並無關連之獨立合資格專業估值師於該日進行之估值而釐定。獨立估值師為新加坡測量師及估值師協會會員，在有關地點同類物業估值方面具有適當資格及近期經驗。有關估價乃經參考同類物業成交價之市場證據後作出。

於二零二二年三月三十一日，總金額約為4,685,000港元(二零二一年：約4,623,000港元)之投資物業已被抵押，作為銀行授予附屬公司金額約為4,187,000港元(二零二一年：約4,166,000港元)之若干銀行融資之抵押品。

公平值變動列入綜合損益表「一般及行政管理費用」項下。

估值基準

(a) 估值程序

本集團最少每年一次就其投資物業尋求獨立估值。於本年度，有關估值由獨立專業估值師行進行。於各個報告期間結算日，董事會更新彼等對各項投資物業公平值之評估，當中已計及最新之獨立估值。董事審閱獨立估值師作出之估值，以便作出財務申報。董事與估值師最少每年一次配合本集團年報日期討論估值程序及結果。

於二零二二年及二零二一年三月三十一日，董事會：

- (i) 核實獨立估值報告中的所有重大輸入數據；
- (ii) 透過與過往年度之估值報告作比較，評估投資物業之估值變動；及
- (iii) 與獨立估值師進行討論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 Investment Properties (continued)

Valuation basis (continued)

(b) Valuation techniques

The fair value of the investment properties of the Group held to earn rentals as at 31st March 2022 and 2021 are classified as Level 2 valuations.

The fair value of investment properties is determined using market comparison approach by reference to recent sales price and rental of comparable properties on a price per square feet basis using market data which is publicly available.

The Group's interests in investment properties at their net book values are analyzed as follows:

15 投資物業(續)

估值基準(續)

(b) 估值技術

於二零二二年及二零二一年三月三十一日，本集團持有賺取租金之投資物業之公平值獲分類為第二級估值。

投資物業之公平值乃使用市場比較法釐定，其經參考可供公眾取閱之市場資料中可供比較物業按每平方呎價格基準計算之近期售價及租金。

本集團之投資物業權益按賬面淨值作出之分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Leases of between 10 and 50 years:	租賃介乎10年至50年：		
– Properties held outside Hong Kong	– 在香港境外持有之物業	4,685	4,623

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 Investment Properties (continued)

Valuation basis (continued)

(c) Fair value hierarchy

The following tables present the investment properties of the Group carried at fair value by valuation method as at 31st March 2022 and 2021:

		Quoted prices in active market for identified assets Level 1 已識別資產 於活躍市場 之報價 第一級 HK\$'000 千港元	Significant other observable inputs Level 2 其他重大 可觀察輸 入數據 第二級 HK\$'000 千港元	Significant unobservable inputs Level 3 重大 不可觀察 輸入數據 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2022	二零二二年				
Recurring fair value measurements	經常性的公平值計量				
– Properties held outside	– 在香港境外持有之				
Hong Kong	物業	–	4,685	–	4,685
2021	二零二一年				
Recurring fair value measurements	經常性的公平值計量				
– Properties held outside	– 在香港境外持有之				
Hong Kong	物業	–	4,623	–	4,623

The Group's policy is to recognize transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

There were no transfers among Levels 1, 2 and 3 during the year.

(d) Leasing arrangement

The Group leases out investment properties under operating leases with rentals payable monthly. The leases run for a period of 2 years. None of the leases include variable lease payment. For minimum lease payment receivables on leases of investment properties are disclosed in Note 27.

15 投資物業(續)

估值基準(續)

(c) 公平值等級

下表呈列於二零二二年及二零二一年三月三十一日按估值方法劃分之本集團按公平值列賬之投資物業：

本集團之政策是於引致轉撥之事件或變數發生當日確認公平值等級之轉入及轉出。

年內，第一級、第二級及第三級之間並無任何轉撥。

(d) 租賃安排

本集團根據經營租賃出租投資物業，租金須每月支付。有關租賃為期兩年，且並無可變租賃付款。投資物業租賃之應收最低租賃款項詳情於附註27披露。

Notes to the Consolidated Financial Statements
綜合財務報表附註

16 Goodwill and other intangible assets

16 商譽及其他無形資產

		Goodwill 商譽 HK\$'000 千港元	Licenses 許可權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31st March 2021	截至二零二一年 三月三十一日止年度			
Opening net book amount	年初賬面淨值	171	63	234
Exchange differences	匯兌差額	19	14	33
Additions	添置	–	52	52
Impairment loss recognized in the year	年內確認之減值虧損	(190)	–	(190)
Amortization charge	攤銷開支	–	(37)	(37)
Closing net book amount	年終賬面淨值	–	92	92
At 31st March 2021	於二零二一年三月三十一日			
Cost	成本值	207	171	378
Accumulated amortization and impairment	累計攤銷及減值	(207)	(79)	(286)
Net book amount	賬面淨值	–	92	92
Year ended 31st March 2022	截至二零二二年 三月三十一日止年度			
Opening net book amount	年初賬面淨值	–	92	92
Exchange differences	匯兌差額	–	4	4
Additions	添置	–	95	95
Amortization charge	攤銷開支	–	(53)	(53)
Closing net book amount	年終賬面淨值	–	138	138
At 31st March 2022	於二零二二年三月三十一日			
Cost	成本值	212	273	485
Accumulated amortization and impairment	累計攤銷及減值	(212)	(135)	(347)
Net book amount	賬面淨值	–	138	138

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 Goodwill and other intangible assets (continued)

For the purpose of impairment testing, goodwill has been allocated to an individual CGU in the trading and distribution of electronic components, electrical components and equipment by Swan Electrical (Pty) Limited ("Swan").

Goodwill is allocated to the Group's cash generating unit ("CGU") identified according to country of operation and operating segment as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Electronic Trading Business – South Africa	電子買賣業務 – 南非	–	–

The recoverable amount of the CGU has been determined based on value in use calculation. That calculation uses cash flow projections based on a business forecast approved by management covering a 5-year period, and pre-tax discount rate of 18.5%. The CGU's cash flows beyond the 5-year period are extrapolated at 3% growth rate. Revenue growth rate are based on the directors' best estimate on the average growth rate of the industry. Other key assumptions for the value in use calculation relate to the estimate of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the past performance and management's expectation for the market development. During the year ended 31st March 2021, the recoverable amount of the CGU was assessed to be less than the carrying amount due to the challenges and uncertainties resulting from the strategy adjustment in the future development of this CGU by the Group. The management determined an impairment loss of approximately HK\$190,000 during the year ended 31st March 2021. No impairment of the other assets in this CGU is considered necessary as there is no other material assets subject to impairment in this CGU.

16 商譽及其他無形資產(續)

為了進行減值測試，商譽已獲分配至 Swan Electrical (Pty) Limited (「Swan」) 買賣及分銷電子元件、電氣元件及儀器項下之獨立現金產生單位。

商譽分配至本集團按營運國家及經營分部而確定之現金產生單位，詳情如下：

上述現金產生單位之可收回金額已根據使用價值計算法釐定，該計算法利用按管理層已核准之五年期間業務預測作出之現金流量預測以及稅前貼現率18.5%計算金額。現金產生單位超過五年期間之現金流量則以增長率3%推算。收益增長率乃根據董事對行業平均增長率之最佳估計而釐定。使用價值計算法之其他關鍵假設涉及有關現金流入／流出之估計，包括預算銷售額及毛利率，有關估計乃根據過往表現及管理層對市場發展之預期而作出。於截至二零二一年三月三十一日止年度，由於本集團對該現金產生單位的未來發展作出了策略性調整，帶來了挑戰及不確定因素，該現金產生單位的可收回金額被評為低於賬面值。截至二零二一年三月三十一日止年度，管理層確定減值虧損約190,000港元。由於該現金產生單位中概無其他重大資產須予減值，故認為毋須就該現金產生單位中的其他資產進行減值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 Subsidiaries

Details of the subsidiaries as at 31st March 2022 and 2021, all of which are held indirectly by the Company (except for Mobicon (BVI) Limited which is held directly by the Company), are as follows:

17 附屬公司

於二零二二年及二零二一年三月三十一日，附屬公司(皆由本公司間接持有(惟 Mobicon (BVI) Limited 除外，其由本公司直接持有))詳情如下：

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operations 主要業務及營運地點	Particulars of issued share capital/registered capital 已發行股本/註冊資本詳情	Proportion of ownership interest held by the Group 本集團所持擁有權權益百分比	
				2022 二零二二年	2021 二零二一年
A Plus Computer Holdings Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in Hong Kong 於香港進行投資控股	Ordinary USD800,000 普通股800,000美元	100%	100%
A Plus 2 Computer Limited 毅進易電腦有限公司	Hong Kong, limited liability company 香港，有限公司	Trading and distribution of computer products and mobile accessories in Hong Kong 於香港進行電腦產品及手機配件買賣與分銷	Ordinary HK\$1,000 普通股1,000港元	100%	100%
APower Holdings Limited 毅創來集團有限公司	Hong Kong, limited liability company 香港，有限公司	Trading and distribution of computer products, cosmetic products and mobile accessories in Hong Kong 於香港進行電腦產品、化妝品及手機配件買賣與分銷	Ordinary HK\$500,000 普通股500,000港元	80%	60%
AESI (HK) Limited 光一系統(香港)有限公司	Hong Kong, limited liability company 香港，有限公司	Provision of information technology services in Hong Kong 於香港提供資訊科技服務	Ordinary HK\$1,000 普通股1,000港元	100%	100%
Langa Holdings (Proprietary) Limited	Republic of South Africa, limited liability company 南非共和國，有限公司	Investment holding in South Africa 於南非進行投資控股	Ordinary South African Rand ("ZAR") 100 普通股100南非蘭特	61%	61%
Mantech Electronics (Proprietary) Limited	Republic of South Africa, limited liability company 南非共和國，有限公司	Trading and distribution of electronic components, electrical components and equipment in South Africa 於南非進行電子元件、電氣元件及儀器買賣與分銷	Ordinary ZAR 100 普通股100南非蘭特	61%	61%

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 Subsidiaries (continued)

17 附屬公司(續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operations 主要業務及營運地點	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本詳情	Proportion of ownership interest held by the Group 本集團所持擁有權權益百分比	
				2022 二零二二年	2021 二零二一年
MBM Properties (Proprietary) Limited	Republic of South Africa, limited liability company 南非共和國, 有限公司	Trading and distribution of electronic components, electrical components and equipment in South Africa 於南非進行電子元件、電氣元件及儀器買賣與分銷	Ordinary ZAR 100 普通股100南非蘭特	61%	61%
MCU Power Limited 來思動有限公司	Hong Kong, limited liability company 香港, 有限公司	Trading and distribution of electronic components, electrical components and equipment in Hong Kong 於香港進行電子元件、電氣元件及儀器買賣與分銷	Ordinary HK\$1,000,000 普通股1,000,000港元	100%	100%
Milliard Devices Limited 美創來元件有限公司	Hong Kong, limited liability company 香港, 有限公司	Trading and distribution of electronic components, electrical components and equipment in Hong Kong 於香港進行電子元件、電氣元件及儀器買賣與分銷	Ordinary HK\$1,000,000 普通股1,000,000港元	—	70%
Mobicon (BVI) Limited	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding in Hong Kong 於香港進行投資控股	Ordinary USD10,000 普通股10,000美元	100%	100%
Mobicon (Taiwan) Limited 台灣萬保剛股份有限公司	Republic of China, limited liability company 中華民國, 有限公司	Trading and distribution of electronic components, electrical components and equipment in Taiwan 於台灣進行電子元件、電氣元件及儀器買賣與分銷	Ordinary New Taiwan dollar 5,000,000 普通股5,000,000新台幣	100%	100%
Mobicon Agent Limited 萬保剛代理有限公司	Hong Kong, limited liability company 香港, 有限公司	Trading and distribution of electronic components, electrical components and equipment in Hong Kong 於香港進行電子元件、電氣元件及儀器買賣與分銷	Ordinary HK\$10,000 普通股10,000港元	100%	100%

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 Subsidiaries (continued)

17 附屬公司(續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operations 主要業務及營運地點	Particulars of issued share capital/registered capital 已發行股本/註冊資本詳情	Proportion of ownership interest held by the Group 本集團所持擁有權權益百分比	
				2022 二零二二年	2021 二零二一年
Mobicon Electronic Trading (Shenzhen) Limited (Note (i)) 萬保剛電子貿易(深圳)有限公司(附註(i))	PRC, wholly-owned foreign enterprise 中國, 外商獨資企業	Trading and distribution of electronic components, electrical components and equipment in the PRC 於中國進行電子元件、電氣元件及儀器買賣與分銷	Registered capital HK\$2,000,000 註冊資本2,000,000港元	100%	100%
Mobicon Holdings Limited 萬保剛電子集團有限公司	Hong Kong, limited liability company 香港, 有限公司	Trading and distribution of electronic components, electrical components and equipment in Hong Kong 於香港進行電子元件、電氣元件及儀器買賣與分銷	Ordinary HK\$10 普通股10港元	100%	100%
Mobicon International Limited	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding in Hong Kong 於香港進行投資控股	Ordinary USD100 普通股100美元	100%	100%
Mobicon Malaysia Limited	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding in Hong Kong 於香港進行投資控股	Ordinary USD1 普通股1美元	100%	100%
Mobicon-Mantech Holdings Limited	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding in Hong Kong 於香港進行投資控股	Ordinary USD1,000 普通股1,000美元	61%	61%
Mobicon-Remote Electronic Pte Ltd.	Republic of Singapore, limited liability company 新加坡共和國, 有限公司	Trading and distribution of electronic components, electrical components and equipment in Singapore 於新加坡進行電子元件、電氣元件及儀器買賣與分銷	Ordinary Singaporean dollar 300,000 普通股300,000新加坡元	100%	100%
Mobicon-Remote Electronic Sdn. Bhd.	Malaysia, limited liability company 馬來西亞, 有限公司	Trading and distribution of electronic components, electrical components and equipment in Malaysia 於馬來西亞進行電子元件、電氣元件及儀器買賣與分銷	Ordinary Malaysian Ringgit 1,000,000 普通股1,000,000 馬來西亞林吉特	95%	95%

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 Subsidiaries (continued)

17 附屬公司(續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operations 主要業務及營運地點	Particulars of issued share capital/registered capital 已發行股本/註冊資本詳情	Proportion of ownership interest held by the Group 本集團所持擁有權權益百分比	
				2022 二零二二年	2021 二零二一年
Narciso Gomes – Componentes Electronicos Lda	Portugal, limited liability company 葡萄牙, 有限公司	Trading and distribution of electronic components, electrical components and equipment in Portugal 於葡萄牙進行電子元件、電氣元件及儀器買賣與分銷	Ordinary EURO 1,221,000 普通股1,221,000歐羅	31%	31%
Partners 2 Limited	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding in Hong Kong 於香港進行投資控股	Ordinary USD100 普通股100美元	100%	100%
Swan Electrical (Pty) Limited	Republic of South Africa, limited liability company 南非共和國, 有限公司	Trading and distribution of electronic components, electrical components and equipment in South Africa 於南非進行電子元件、電氣元件及儀器買賣與分銷	Ordinary ZAR 100 普通股100南非蘭特	55%	40%
Switch Technique KZN Proprietary Limited	Republic of South Africa, limited liability company 南非共和國, 有限公司	Trading and distribution of electronic components, electrical components and equipment in South Africa 於南非進行電子元件、電氣元件及儀器買賣與分銷	Ordinary ZAR 100 普通股100南非蘭特	41%	30%
Videocom Technology (HK) Limited 腦博仕(香港)有限公司	Hong Kong, limited liability company 香港, 有限公司	Trading of cosmetic products in Hong Kong 於香港進行化妝品買賣	Ordinary HK\$2 普通股2港元	100%	100%

Note:

- (i) The subsidiary has a financial year-end date falling on 31st December in accordance with the local statutory requirements, which is not coterminous with the Group. The consolidated financial statements of the Group were prepared based on the financial statements of the subsidiary for the twelve months ended 31st March 2022 and 2021.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31st March 2022 (2021: Nil).

附註：

- (i) 根據當地法定規定，該附屬公司之財政年度結算日為十二月三十一日，與本集團並不一致。本集團之綜合財務報表乃根據該附屬公司截至二零二二年及二零二一年三月三十一日止十二個月之財務報表編製。

各附屬公司於截至二零二二年三月三十一日止年度內任何時間概無任何已發行之借貸資本(二零二一年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 Subsidiaries (continued)

Material non-controlling interests

As at 31st March 2022, the total non-controlling interests is approximately HK\$50,890,000 (2021: approximately HK\$47,720,000), of which approximately HK\$39,273,000 (2021: approximately HK\$33,384,000) is for Mobicon-Mantech Holdings Limited and its subsidiaries ("Mobicon-Mantech Group") in relation to the Group's business in South Africa. The non-controlling interests in respect of the other subsidiary is not material.

Summarized financial information on the subsidiary with material non-controlling interests

Set out below are the summarized financial information for the subsidiary, Mobicon-Mantech Group that has a non-controlling interests that is material to the Group.

Summarized statement of financial position

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current	流動		
Assets	資產	106,496	99,195
Liabilities	負債	(44,383)	(40,154)
Total current net assets	流動資產淨值總計	62,113	59,041

17 附屬公司(續)

重大非控股權益

於二零二二年三月三十一日，非控股權益總額約為50,890,000港元(二零二一年：約47,720,000港元)，其中約39,273,000港元(二零二一年：約33,384,000港元)屬於涉及本集團南非業務之Mobicon-Mantech Holdings Limited及其附屬公司(「Mobicon-Mantech集團」)。其他附屬公司之非控股權益並不重大。

具有重大非控股權益之附屬公司之財務資料概要

下文載列附屬公司Mobicon-Mantech集團之財務資料概要。Mobicon-Mantech集團具有對本集團而言屬重大之非控股權益。

財務狀況表概要

Notes to the Consolidated Financial Statements
綜合財務報表附註

17 Subsidiaries (continued)

Material non-controlling interests (continued)

Summarized financial information on the subsidiary with material non-controlling interests (continued)

Summarized statement of financial position (continued)

17 附屬公司(續)

重大非控股權益(續)

具有重大非控股權益之附屬公司之財務資料概要(續)

財務狀況表概要(續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current	非流動		
Assets	資產	34,917	23,146
Liabilities	負債	(4,097)	(2,982)
Total non-current net assets	非流動資產淨值總計	30,820	20,164
Net assets	資產淨值	92,933	79,205

Summarized statement of comprehensive income

全面收益表概要

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益	143,131	109,362
Profit before income tax	除所得稅前溢利	21,437	5,702
Income tax expense	所得稅開支	(6,118)	(1,746)
Profit for the year	年內溢利	15,319	3,956
Other comprehensive income	其他全面收入	2,439	13,453
Total comprehensive income for the year	年內全面收入總額	17,758	17,409
Total comprehensive income allocated to non-controlling interests	分配予非控股權益之全面收入總額	6,925	6,789

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 Subsidiaries (continued)

Material non-controlling interests (continued)

Summarized financial information on the subsidiary with material non-controlling interests (continued)

Summarized statement of cash flows

17 附屬公司(續)

重大非控股權益(續)

具有重大非控股權益之附屬公司之財務資料概要(續)

現金流量表概要

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from operating activities	經營業務產生之現金流量		
Cash generated from operations	經營業務產生之現金	15,387	5,164
Overseas income tax paid	已付海外所得稅	(5,708)	(4,797)
Net cash generated from operating activities	經營業務產生之現金淨額	9,679	367
Net cash used in investing activities	投資活動動用之現金淨額	(11,278)	(285)
Net cash generated from/(used in) financing activities	融資活動產生/(動用)之現金淨額	789	(2,588)
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(810)	(2,506)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值物	2,944	4,693
Effect of foreign exchange rate changes	匯率變動之影響	54	757
Cash and cash equivalents at end of the year	年終之現金及現金等值物	2,188	2,944

The information above is the amount before inter-company eliminations.

上述資料為作出集團內公司間對銷前之金額。

Transactions with non-controlling interests

On 30th July 2021, the Group acquired an additional 20% of equity interests in APower Holdings Limited for a cash consideration of approximately HK\$1,731,000. The carrying amount of non-controlling interests in APower Holdings Limited on the date of acquisition was approximately HK\$1,780,000. The Group recognized a decrease in non-controlling interests of approximately HK\$1,780,000 and an increase in equity attributable to owners of the Company of approximately HK\$49,000.

涉及非控股權益之交易

於二零二一年七月三十日，本集團額外收購毅創來集團有限公司20%股權，現金代價約為1,731,000港元。於收購日期，所持有之毅創來集團有限公司非控股權益之賬面值約為1,780,000港元。本集團確認非控股權益減值約1,780,000港元，並確認本公司擁有人應佔權益增值約49,000港元。

On 11th March 2022, the Group acquired an additional 25% of equity interests in Swan Electric (Pty) Ltd for a cash consideration of approximately approximately Rand 7,720,450 (equivalent to approximately HK\$4,010,000). The carrying amount of non-controlling interests in Swan Electric (Pty) Ltd on the date of acquisition was approximately Rand 5,074,000 (equivalent to approximately HK\$2,636,000). The Group recognized a decrease in non-controlling interests of approximately Rand 5,074,000 (equivalent to approximately HK\$2,636,000) and a decrease in equity attributable to owners of the Company of approximately Rand 2,645,000 (equivalent to approximately HK\$1,374,000).

於二零二二年三月十一日，本集團額外收購Swan Electric (Pty) Ltd 25%股權，現金代價約為7,720,450蘭特(相等於約4,010,000港元)。於收購日期，所持有之Swan Electric (Pty) Ltd非控股權益之賬面值約為5,074,000蘭特(相等於約2,636,000港元)。本集團確認非控股權益減值約5,074,000蘭特(相等於約2,636,000港元)，並確認本公司擁有人應佔權益減值約2,645,000蘭特(相等於約1,374,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 Inventories

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Electronic components, electrical components and equipment	電子元件、電氣元件及儀器	164,069	159,776
Computer products and mobile accessories	電腦產品及手機配件	14,397	14,740
Cosmetic products	化妝品	10,411	12,074
		188,877	186,590

18 存貨

19 Trade Receivables

The Group normally grants to its customers credit periods for sales of goods ranging from 7 to 90 days. The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on due dates:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 to 60 days	零至60日	50,919	55,801
61 to 120 days	61至120日	6,612	930
121 to 180 days	121至180日	154	73
181 to 365 days	181至365日	142	64
		57,827	56,868

19 應收貿易賬款

本集團一般給予其客戶之售貨信貸期由7日至90日不等。按到期日呈列之應收貿易賬款(已扣除信貸虧損撥備)賬齡分析如下:

The maximum exposure to credit risk at the reporting date is the fair values of trade receivables. There is no concentration of credit risk with respect to trade receivables as the Group has a large number of customers. The Group does not hold any collateral as security in respect of its trade receivables.

於報告日期所承受之最高信貸風險為應收貿易賬款之公平值。由於本集團客戶數目眾多，故應收貿易賬款並無信貸集中風險。本集團並無就其應收貿易賬款持有任何抵押品作為抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 Trade Receivables (continued)

The Group applies the HKFRS 9 simplified approach to measure lifetime ECL allowance for all trade receivables.

Information about the impairment of trade receivables and the Group's exposure to credit risk can be found in Note 3.1(b).

20 Cash and Bank Balances

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash at bank and in hand	銀行及手頭現金	37,220	33,525

Cash and bank balances of the Group include an amount of approximately HK\$6,179,000 (2021: approximately HK\$2,454,000) was denominated in Renminbi and kept in Mainland China. The conversion of these Renminbi denominated balances into foreign currencies and the remittance of these funds out of Mainland China is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

21 Trade Payables

The ageing analysis of trade payables presented based on the invoice date is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 to 60 days	零至60日	28,533	33,650
61 to 120 days	61至120日	2,609	3,551
121 to 180 days	121至180日	309	2,550
181 to 365 days	181至365日	1,880	1,234
		33,331	40,985

19 應收貿易賬款(續)

本集團應用香港財務報告準則第9號下的簡化處理方法來計量所有應收貿易賬款的全期預期信貸虧損撥備。

有關應收貿易賬款減值及本集團面對的信貸風險的資料載於附註3.1(b)。

20 現金及銀行結餘

本集團之現金及銀行結餘包括約6,179,000港元(二零二一年：約2,454,000港元)以人民幣計值及存放於中國內地之款項。若擬兌換該等以人民幣計值之結餘為外幣及把該等資金匯出中國內地，則須受中國政府頒佈的外匯管制法規及規例所規限。

21 應付貿易賬款

按票據日期呈列之應付貿易賬款賬齡分析如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 Loan From a Shareholder

The amount is unsecured, interest free and was repayable on demand.

22 來自一名股東之貸款

有關款項為無抵押、免息及須應要求償還。

23 Short-Term Bank Borrowings

23 短期銀行借貸

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Short-term bank loans	短期銀行貸款	66,234	66,124
Bank overdrafts	銀行透支	3,058	3,813
		69,292	69,937

All short-term bank borrowings are due within one year and denominated in the following currencies:

所有短期銀行借貸均於一年內到期，並以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Hong Kong dollar	港元	59,611	57,698
US dollar	美元	—	1,305
Euro	歐羅	4,429	5,384
Singapore dollar	新加坡元	2,194	867
South African Rand	南非蘭特	3,058	4,683
		69,292	69,937

The effective interest rates of the short-term bank borrowings at the reporting date range from approximately 2.24% to 7.0% (2021: 2.13% to 7.0%).

於報告日期，短期銀行借貸之實際利率介乎約2.24%至7.0%（二零二一年：2.13%至7.0%）。

The Group's certain banking facilities are secured by the leasehold properties (Note 14) and investment properties (Note 15) of the Group.

本集團若干銀行融資乃以本集團之租賃物業（附註14）及投資物業（附註15）作抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 Deferred Tax Liabilities

Analysis of deferred tax liabilities as follows:

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deferred tax liabilities 遞延稅項負債	1,698	1,646

Deferred tax liabilities are expected to be recoverable and settled after one year.

預期遞延稅項負債將於一年後收回及結清。

The movements in deferred tax liabilities during the year were as follows:

遞延稅項負債於年內之變動如下：

	Inventories 存貨 HK'000 千港元	Others 其他 HK'000 千港元	Total 總計 HK'000 千港元
As at 1st April 2020 於二零二零年四月一日	2,119	160	2,279
Exchange differences 匯兌差額	352	34	386
Credited to consolidated statement of profit or loss 計入綜合損益表	(1,019)	-	(1,019)
As at 31st March 2021 and 1st April 2021 於二零二一年三月三十一日及二零二一年四月一日	1,452	194	1,646
Exchange differences 匯兌差額	38	6	44
Credited to consolidated statement of profit or loss 計入綜合損益表	-	8	8
As at 31st March 2022 於二零二二年三月三十一日	1,490	208	1,698

25 Share Capital

25 股本

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Authorized: 2,000,000,000 ordinary shares of HK\$0.10 each 法定： 2,000,000,000股每股面值 0.10港元之普通股	200,000	200,000
Issued and fully paid: 200,000,000 ordinary shares of HK\$0.10 each 已發行及繳足： 200,000,000股每股面值 0.10港元之普通股	20,000	20,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 Notes to the Consolidated Statement of Cash Flows 26 綜合現金流量表附註

Reconciliation of profit before income tax to net cash generated from operations:

除所得稅前溢利與經營業務產生之現金淨額之對賬：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	27,436	20,539
Adjustments for:	以下項目之調整：		
– Amortization of intangible assets	– 無形資產攤銷	53	37
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊	1,868	2,044
– Depreciation of right-of-use assets	– 使用權資產折舊	7,467	9,550
– Gain on disposal of a subsidiary	– 出售一間附屬公司 所得收益	(12)	–
– Gain on disposal of property, plant and equipment	– 出售物業、廠房及設備 之收益	(24)	(29)
– Impairment losses on goodwill	– 商譽減值虧損	–	190
– Interest income	– 利息收入	(254)	(169)
– Interest expense	– 利息開支	2,642	2,700
– Provision/(reversal) for impairment of slow-moving inventories	– 滯銷存貨減值撥備/ (撥回)	2,230	(2,797)
– Provision for impairment of trade receivables	– 應收貿易賬款減值撥備	256	208
– Reversal of provision for impairment of trade receivables	– 應收貿易賬款減值撥備 撥回	(144)	(119)
– Fair value (gain)/loss on investment properties	– 投資物業公平值 (收益)/ 虧損	(58)	171
Changes in working capital:	營運資金變動：		
– Inventories	– 存貨	(3,063)	(7,017)
– Trade receivables	– 應收貿易賬款	(293)	(1,484)
– Other receivables and deposits	– 其他應收款項及按金	(2,821)	1,092
– Trade payables	– 應付貿易賬款	(7,711)	7,017
– Other payables and accruals	– 其他應付款項及應計費用	5,131	(1,324)
– Contract liabilities	– 合約負債	2,010	(2,041)
Net cash generated from operations	經營業務產生之現金淨額	34,713	28,568

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 Notes to the Consolidated Statement of Cash Flows (continued)

Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

		Loan from a shareholder 來自一名 股東之貸款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Short-term bank loans 短期 銀行貸款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1st April 2021	於二零二一年四月一日	25,000	7,313	66,124	98,437
Additions of lease liabilities	租賃負債增加	–	9,168	–	9,168
Financing cash flow	融資現金流量	5,000	(8,000)	(1,609)	(4,609)
Interest expense	利息開支	–	702	1,940	2,642
Exchange differences	匯兌差額	–	109	(221)	(112)
As at 31st March 2022	於二零二二年三月三十一日	30,000	9,292	66,234	105,526
As at 1st April 2020	於二零二零年四月一日	32,000	12,005	67,586	111,591
Additions of lease liabilities	租賃負債增加	–	4,263	–	4,263
Financing cash flow	融資現金流量	(7,000)	(10,051)	(4,218)	(21,269)
Interest expense	利息開支	–	547	2,153	2,700
Exchange differences	匯兌差額	–	549	603	1,152
As at 31st March 2021	於二零二一年三月三十一日	25,000	7,313	66,124	98,437

26 綜合現金流量表附註(續)

融資活動產生之負債對賬

下表載列本集團融資活動產生之負債之變動詳情，包括現金及非現金變動。融資活動產生之負債為曾於或將於本集團綜合現金流量表內分類為融資活動之現金流量之負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 Operating Leasing Arrangements

The Group as lessor

As at 31st March 2022 and 2021, the Group have future minimum lease receivables under non-cancellable leases with third parties.

27 經營租賃安排

本集團作為出租人

於二零二二年及二零二一年三月三十一日，根據本集團與第三方訂立之不可撤銷租賃，本集團可於日後收取最低租賃應收款項。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Minimum operating lease payments receivable:	經營租賃最低應收款項：		
No later than one year	一年內	229	225
Later than one year and no later than five years	一年後但五年內	133	132
		362	357

Operating lease receivables represent rentals receivable by the Group for its investment properties. Lease periods are two years.

經營租賃應收款項指本集團就其投資物業應收之租金。租期為期兩年。

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 Related Party Transactions

Save as disclosed elsewhere in these financial statements, the Group had the following significant related party transactions during the year:

- (a) Particulars of significant transactions between the Group and related parties are summarized below:

28 關聯人士交易

除此等財務報表其他部分所披露者外，本集團於年內曾進行以下重大關聯人士交易：

- (a) 本集團與關聯人士進行之重大交易詳情概述如下：

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Rental expenses to M-Bar Limited	付予M-Bar Limited之租金 開支	(i), (v)	2,784	2,784
Sales to PC Supply Limited and its subsidiaries ("PC Supply Group")	向資電網有限公司 及其附屬公司(「資電網 集團」)銷售	(ii)	150	223
Purchases from PC Supply Group	從資電網集團採購	(ii)	2,095	1,088
Commission income received from PC Supply Group	自資電網集團收取之 佣金收入	(iii)	13	8
Commission expense paid to PC Supply Group	已支付資電網集團之佣金 開支	(iii)	480	—
Management fee paid to PC Supply Group	已支付資電網集團之管理 費	(iv)	86	81

Notes:

- (i) M-Bar Limited is a wholly-owned subsidiary of Mobicon Electronic Supplies Company Limited, a company beneficially owned by Dr. Hung Kim Fung, Measure (30%), Ms. Yeung Man Yi, Beryl (30%), Mr. Hung Ying Fung (20%) and Mr. Yeung Kwok Leung, Allix (20%), directors and substantial shareholders of the Company. The lease agreements with M-Bar Limited were entered into at terms agreed between the contracting parties.
- (ii) PC Supply Limited is owned as to 99.99% and 0.01% by A Plus Computer Shop Limited ("A Plus") and Ms. Yeung Man Yi, Beryl respectively. A Plus is beneficially owned by Dr. Hung Kim Fung, Measure (30%), Ms. Yeung Man Yi, Beryl (30%), Mr. Hung Ying Fung (20%) and Mr. Yeung Kwok Leung, Allix (20%), directors and substantial shareholders of the Company. Sales to and purchases from PC Supply Group were conducted in the normal course of business at terms as agreed between the contracting parties.
- (iii) Commission income/expense received from PC Supply Group was conducted in the normal course of business at terms as agreed between the contracting parties.

附註：

- (i) M-Bar Limited 為 Mobicon Electronic Supplies Company Limited 之全資附屬公司，該公司由本公司董事兼主要股東洪劍峯博士(30%)、楊敏儀女士(30%)、洪英峯先生(20%)及楊國樑先生(20%)實益擁有。與 M-Bar Limited 訂立之租賃協議乃按訂約各方協定之條款訂立。
- (ii) 資電網有限公司分別由香港電腦店有限公司(「香港電腦店」)及楊敏儀女士擁有 99.99% 及 0.01% 權益。香港電腦店由本公司董事兼主要股東洪劍峯博士(30%)、楊敏儀女士(30%)、洪英峯先生(20%)及楊國樑先生(20%)實益擁有。與資電網集團進行之銷售及採購交易均於一般業務過程中按訂約各方協定之條款進行。
- (iii) 自資電網集團收取之佣金收入／開支乃於一般業務過程中按訂約各方協定之條款收取。

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 Related Party Transactions (continued)

Notes: (continued)

- (iv) Management fee paid to PC Supply Group was conducted in the normal course of business at terms as agreed between the contracting parties.
- (v) The lease agreements entered into between M-Bar Limited and Mobicon Holdings Limited constitute exempted continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (b) Included in other receivables of the Group as at 31st March 2022 were rental deposits paid to M-Bar Limited of approximately HK\$464,000 (2021: approximately HK\$464,000).
- (c) Included in other payables and accruals of the Group were amounts due to minority shareholders of certain subsidiaries of approximately HK\$8,099,000 (2021: approximately HK\$5,277,000). The amounts are unsecured, interest-free and repayable on demand.
- (d) Key management compensation

28 關聯人士交易(續)

附註：(續)

- (iv) 已支付資電網集團之管理費乃於一般業務過程中按訂約各方協定之條款支付。
- (v) M-Bar Limited與萬保剛集團有限公司訂立之租賃協議構成上市規則第14A章所界定之獲豁免持續關連交易。
- (b) 於二零二二年三月三十一日，本集團其他應收款項包括已支付M-Bar Limited之租金按金約464,000港元(二零二一年：約464,000港元)。
- (c) 本集團其他應付款項及應計費用包括應付若干附屬公司少數股東款項約8,099,000港元(二零二一年：約5,277,000港元)。有關款項為無抵押、免息及須按要求償還。
- (d) 主要管理人員報酬

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	—	—
Post-employment benefits	離職後福利	—	—
		—	—

Further details of directors' emoluments are included in Note 13 to the consolidated financial statements.

董事薪酬之進一步詳情載於綜合財務報表附註13。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 CAPITAL COMMITMENTS

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Capital expenditure	資本開支		
– contracted but not provided for (Note)	– 已訂約惟未撥備(附註)	14,079	–

Note:

This committed expenditure relates to buildings to be constructed on the land purchased in South Africa.

30 DISPOSAL OF A SUBSIDIARY

On 31 August 2021, the Group entered into a sale and purchase agreement to dispose 70% equity interests in Milliard Devices Limited to an independent third party at a cash consideration of approximately HK\$704,000. The disposal was completed on 31 August 2021.

Details of the net assets disposed and the gain on disposal are as follow:

29. 資本承擔

附註：

此承諾開支與將於所購南非土地上興建之建築物有關。

30 出售一間附屬公司

於二零二一年八月三十一日，本集團訂立買賣協議，向一名獨立第三方出售美創來元件有限公司70%股權，現金代價約為704,000港元。出售事項已於二零二一年八月三十一日完成。

有關已出售資產淨額及出售事項收益的詳情如下：

		Carrying value
		賬面值
		HK\$'000
		千港元
Property, plant and equipment	物業、廠房及設備	9
Inventories	存貨	407
Trade receivables	應收貿易賬款	284
Other receivables and deposits	其他應收款項及按金	125
Cash and bank balances	現金及銀行結餘	558
Trade payables	應付貿易賬款	(267)
Other payables and accruals	其他應付款項及應計費用	(65)
Contract liabilities	合約負債	(46)
Net assets disposed	已出售資產淨額	1,005
Consideration received	已收取代價	704
Less: Net assets disposed	減：已出售資產淨額	1,005
Non-controlling interests at disposal date	於出售日期之非控股權益	(313)
		692
Gain on disposal of a subsidiary	出售一間附屬公司之收益	12
Net cash inflow from disposal of a subsidiary	出售一間附屬公司所得現金流入淨額	
Cash consideration received	已收現金代價	704
Cash and bank balance disposed	已出售之現金及銀行結餘	(558)
		146

Notes to the Consolidated Financial Statements
綜合財務報表附註

31 Statement of Financial Position of the Company and Movement of Reserves of the Company

As at 31st March 2022

(a) Statement of financial position of the Company

31 本公司財務狀況表及本公司之儲備變動

於二零二二年三月三十一日

(a) 本公司之財務狀況表

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	100,640	100,640
		100,640	100,640
Current assets	流動資產		
Amount due from a subsidiary	應收一間附屬公司款項	1,766	3,418
Cash and bank balances	現金及銀行結餘	153	154
		1,919	3,572
Total assets	資產總值	102,559	104,212
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計費用	22	22
		22	22
Net current assets	流動資產淨值	1,897	3,550
Total assets less current liabilities	資產總值減流動負債	102,537	104,190
Net assets	資產淨值	102,537	104,190
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備		
Share capital	股本	20,000	20,000
Reserves	儲備	82,537	84,190
Total equity	權益總額	102,537	104,190

The statement of financial position of the Company were approved and authorized for issue by the Board of Directors on 29th June 2022 and signed on its behalf by:

本公司之財務狀況表已於二零二二年六月二十九日獲董事會批准及授權刊發，並由下列董事代表董事會簽署：

HUNG KIM FUNG, MEASURE

洪劍峯

Chairman

主席

YEUNG MAN YI, BERYL

楊敏儀

Deputy Chairman and Chief Executive Officer

副主席兼行政總裁

Notes to the Consolidated Financial Statements
綜合財務報表附註

31 Statement of Financial Position of the Company and Movement of Reserves of the Company (continued)

As at 31st March 2022 (continued)

(b) Movement of reserves of the Company

31 本公司財務狀況表及本公司之儲備變動(續)

於二零二二年三月三十一日(續)

(b) 本公司之儲備變動

		Company 本公司			Total
		Share premium	Contributed surplus	Retained profits/ (accumulated loss)	
		股份溢價	繳入盈餘	留存溢利/ (累積虧損)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
			(Note)		
			(附註)		
Balance at 1st April 2020	於二零二零年 四月一日之結餘	16,706	67,097	2,109	85,912
Profit for the year	年內溢利	–	–	278	278
Dividends	股息	–	–	(2,000)	(2,000)
Balance at 31st March 2021	於二零二一年三月 三十一日之結餘	16,706	67,097	387	84,190
Balance at 1st April 2021	於二零二一年四月一 日之結餘	16,706	67,097	387	84,190
Profit for the year	年內溢利	–	–	347	347
Dividends	股息	–	–	(2,000)	(2,000)
Balance at 31st March 2022	於二零二二年三月 三十一日之結餘	16,706	67,097	(1,266)	82,537
Representing:	代表：				
2022 final dividend	二零二二年末期股息			1,000	
Others	其他			(2,266)	
				(1,266)	

Note:

Contributed surplus represents the difference between the nominal value of the ordinary shares issued by the Company and the net asset value of subsidiaries acquired through exchanges of shares pursuant to the reorganization which took place on 18th April 2001.

附註：

繳入盈餘指本公司所發行普通股之面值與根據二零零一年四月十八日進行之重組交換股份所得附屬公司之資產淨值之差額。

Financial Summary

財務概要

A summary of the published results and of the assets and liabilities of the Group for the last five financial years is set out below:

本集團過去五個財政年度之已公佈業績及資產與負債概要載列如下：

Results

業績

		As at 31st March 於三月三十一日				
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	501,269	456,369	461,245	479,396	546,672
Profit/(loss) before income tax	除所得稅前溢利／ (虧損)	27,436	20,539	1,565	1,758	(5,929)
Income tax expense	所得稅開支	(6,296)	(1,950)	(4,814)	(4,672)	(5,080)
Profit/(loss) for the year	年內溢利／(虧損)	21,140	18,589	(3,249)	(2,914)	(11,009)
Attributable to:	下列人士應佔：					
Equity holders of the Company	本公司權益持有人	13,211	12,151	(5,729)	(7,690)	(17,132)
Non-controlling interests	非控股權益	7,929	6,438	2,480	4,776	6,123
		21,140	18,589	(3,249)	(2,914)	(11,009)

Financial Summary 財務概要

Assets and Liabilities

資產及負債

		Year ended 31st March 截至三月三十一日止年度				
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	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
Property, plant and equipment	物業、廠房及設備	39,316	29,107	27,314	30,160	16,917
Right-of-use assets	使用權資產	8,741	6,937	11,755	–	–
Intangible assets	無形資產	138	92	63	–	–
Investment properties	投資物業	4,685	4,623	4,518	4,805	–
Goodwill	商譽	–	–	171	–	–
Other receivables	其他應收款項	2,016	2,688	3,360	4,032	4,704
Current assets	流動資產	301,029	291,032	259,174	260,075	276,348
Total assets	資產總值	355,925	334,479	306,355	299,072	297,969
Current liabilities	流動負債	(162,695)	(156,833)	(158,383)	(139,956)	(129,776)
Net current assets	流動資產淨值	138,334	134,199	100,791	120,119	146,572
Total assets less current liabilities	資產總值減流動負債	193,230	177,646	147,972	159,116	168,193
Non-current liabilities	非流動負債	(5,061)	(4,771)	(6,488)	(28)	(43)
Net assets	資產淨值	188,169	172,875	141,484	159,088	168,150
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備					
Share capital	股本	20,000	20,000	20,000	20,000	20,000
Reserves	儲備	117,279	105,155	86,284	104,450	122,107
		137,279	125,155	106,284	124,450	142,107
Non-controlling interests	非控股權益	50,890	47,720	35,200	34,638	26,043
Total equity	權益總額	188,169	172,875	141,484	159,088	168,150

MOBICON

進取 - 務實 - 翱四方



Mobicon Group Limited

萬保剛集團有限公司

(股份編號 Stock Code : 1213)

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