



ANNUAL REPORT
2021/2022
年報



歐化國際有限公司
Uferts International Limited

於香港註冊成立之有限公司 (股份代號：1711)
Incorporated in Hong Kong with limited liability (Stock Code: 1711)

CONTENTS

目錄

CORPORATE INFORMATION AND KEY DATES 公司資料及重要日期	2
RESULTS SUMMARY 業績概要	4
MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析	5
BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES 董事及高級行政人員之履歷	17
DIRECTORS' REPORT 董事會報告	20
CORPORATE GOVERNANCE REPORT 企業管治報告	32
INDEPENDENT AUDITOR'S REPORT 獨立核數師報告	60
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表	66
CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表	67
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表	69
CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表	70
NOTES TO FINANCIAL STATEMENTS 財務報表附註	72
FIVE-YEAR FINANCIAL SUMMARY 五年財務概要	144

CORPORATE INFORMATION AND KEY DATES

公司資料及重要日期

Directors

Wong Chi Fai (*Chairman*)
Mok Fung Lin, Ivy
Fan Man Seung, Vanessa
Chan Yee Man**
Chiu Kin Fai**
Ng Hoi Yue**

** Independent Non-executive Directors

Company Secretary

Mok Fung Lin, Ivy

Audit Committee

Chan Yee Man (*Chairperson*)
Chiu Kin Fai
Ng Hoi Yue

Remuneration Committee

Ng Hoi Yue (*Chairman*)
Wong Chi Fai
Chan Yee Man

Nomination Committee

Chiu Kin Fai (*Chairman*)
Fan Man Seung, Vanessa
Chan Yee Man

Corporate Governance Committee

Fan Man Seung, Vanessa (*Chairperson*)
Chiu Kin Fai
Ng Hoi Yue
A representative of company secretarial function
A representative of finance and accounts function

Executive Committee

Wong Chi Fai (*Chairman*)
Mok Fung Lin, Ivy
Fan Man Seung, Vanessa

Investor Relations Contact

Luk Man Ching, Anna
Email: ir1711@EmperorGroup.com

Website

<https://www.UlfertsIntl.com>

Stock Code

Hong Kong Stock Exchange: 1711

董事

黃志輝 (主席)
莫鳳蓮
范敏嫦
陳綺雯**
招健暉**
伍海于**

** 獨立非執行董事

公司秘書

莫鳳蓮

審核委員會

陳綺雯 (主席)
招健暉
伍海于

薪酬委員會

伍海于 (主席)
黃志輝
陳綺雯

提名委員會

招健暉 (主席)
范敏嫦
陳綺雯

企業管治委員會

范敏嫦 (主席)
招健暉
伍海于
一名公司秘書職能代表
一名財務及會計職能代表

執行委員會

黃志輝 (主席)
莫鳳蓮
范敏嫦

投資者關係聯繫資訊

陸文靜
電郵: ir1711@EmperorGroup.com

網站

<https://www.UlfertsIntl.com>

股份代號

香港聯合交易所: 1711

CORPORATE INFORMATION AND KEY DATES

公司資料及重要日期

Auditor

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor

Principal Bankers

The Bank of East Asia, Limited
Chong Hing Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

Registered Office and Principal Place of Business

Units 1905-07, 19th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai, Hong Kong

Share Registrar

Tricor Secretaries Limited

Before 15 August 2022:
Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong

After 15 August 2022:
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

Key Dates

Annual Results Announcement	28 June 2022
Final Dividend	HK0.50 cent per share
– Last Time to Lodge Transfers	2 September 2022 (before 4:30 p.m.)
– Book Close Dates	5 and 6 September 2022 (both days inclusive)
– Record Date	6 September 2022
– Payment Date	16 September 2022
2022 Annual General Meeting	25 August 2022 11:30 a.m.
– Last Time to Lodge Transfers	19 August 2022 (before 4:30 p.m.)

核數師

安永會計師事務所
執業會計師
註冊公眾利益實體核數師

主要往來銀行

東亞銀行有限公司
創興銀行有限公司
香港上海滙豐銀行有限公司

註冊辦事處及主要營業地點

香港灣仔
軒尼詩道 288 號
英皇集團中心
19 樓 1905-07 室

股份過戶登記處

卓佳秘書商務有限公司

於 2022 年 8 月 15 日前：
香港皇后大道東 183 號
合和中心 54 樓

於 2022 年 8 月 15 日後：
香港夏慤道 16 號
遠東金融中心 17 樓

重要日期

全年業績公告	2022 年 6 月 28 日
末期股息	每股 0.50 港仙
– 遞交過戶文件 最後限期	2022 年 9 月 2 日 (下午 4 時 30 分前)
– 暫停辦理股份 過戶登記日期	2022 年 9 月 5 日及 6 日 (包括首尾兩日)
– 記錄日期	2022 年 9 月 6 日
– 派付日期	2022 年 9 月 16 日
2022 股東週年大會	2022 年 8 月 25 日 上午 11 時 30 分
– 遞交過戶文件 最後限期	2022 年 8 月 19 日 (下午 4 時 30 分前)

RESULTS SUMMARY

業績概要

The board of directors (the “Board” or “Directors”) of Ulferts International Limited (the “Company”) presents the consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2022 (the “Year”).

歐化國際有限公司（「本公司」）之董事會（「董事會」或「董事」）提呈本公司及其附屬公司（統稱「本集團」）截至 2022 年 3 月 31 日止年度（「本年度」）之綜合業績。

HK\$'000 千港元	For the year ended 31 March 截至 3 月 31 日止年度	
	2022 年	2021 年
Revenue 收入	225,457	234,504
<i>Retail</i> 零售	212,166	216,979
<i>Wholesale & Special projects</i> 批發及工程項目	13,291	17,525
Gross profit 毛利	142,637	152,891
Net profit 淨溢利	4,142	16,826
Basic earnings per share 每股基本盈利	HK0.52 cent 港仙	HK2.10 cents 港仙
Total dividends per share 每股股息總額	HK0.50 cent 港仙	HK0.63 cent 港仙

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

RESULTS

Facing the unfavourable market conditions resulting from the ongoing pandemic, the Group's total revenue decreased slightly to HK\$225.5 million (2021: HK\$234.5 million). Gross profit decreased to HK\$142.6 million (2021: HK\$152.9 million).

Revenue from the retail segment amounted to HK\$212.2 million (2021: HK\$217.0 million), accounting for 94.1% (2021: 92.5%) of the Group's total revenue. Aggregate sales revenue of "**Ulferts**" and "**Ulferts Signature**" amounted to HK\$136.4 million (2021: HK\$151.4 million), and remained the key revenue contributor, accounting for 64.3% (2021: 69.8%) of total retail revenue. The sales revenue of "**at • home**" grew by 9.1% to HK\$44.2 million (2021: HK\$40.5 million), accounting for 20.8% (2021: 18.7%) of total retail revenue.

The Group's net profit was HK\$4.1 million (2021: HK\$16.8 million) for the Year. Basic earnings per share was HK0.52 cent (2021: HK2.10 cents). The Board has recommended the payment of a final dividend of HK0.50 cent (2021: HK0.63 cent) per share.

MARKET REVIEW

During the first half of the Year, the local pandemic situation came somewhat under control, and the economy was on track towards recovery. The public's daily activities broadly returned to normal, and local consumption sentiment revived. However, in the second half of the Year, the fifth wave of the pandemic in Hong Kong was severe, greatly challenging anti-pandemic measures. Meanwhile, external concerns also loomed over Hong Kong throughout the Year. Sino-American contention and geopolitical issues remained unsolved, and the volatility of the stock market remained high. In light of the uncertain macroeconomic outlook and the surging local unemployment rate, Hong Kong recorded a plunge in local property transactions, while the retail market suffered from the sluggish consumption sentiment.

業績

面對疫情持續帶來的不利市況，本集團的總收入輕微減少至 225,500,000 港元（2021 年：234,500,000 港元）。毛利減少至 142,600,000 港元（2021 年：152,900,000 港元）。

零售分部收入為 212,200,000 港元（2021 年：217,000,000 港元），佔本集團總收入 94.1%（2021 年：92.5%）。「**歐化傢俬**」及「**歐化傢俬尊尚店**」之合共銷售額為 136,400,000 港元（2021 年：151,400,000 港元），仍為主要收入來源，佔總零售收入 64.3%（2021 年：69.8%）。「**at • home**」之銷售額增加 9.1% 至 44,200,000 港元（2021 年：40,500,000 港元），佔總零售收入 20.8%（2021 年：18.7%）。

於本年度，本集團之淨溢利為 4,100,000 港元（2021 年：16,800,000 港元）。每股基本盈利為 0.52 港仙（2021 年：2.10 港仙）。董事會建議派付末期股息每股 0.50 港仙（2021 年：0.63 港仙）。

市場回顧

於本年度上半年，本地疫情形勢在一定程度上得到控制，經濟步入復甦軌道。公眾日常生活基本回復正常，且本地消費氣氛恢復。然而，於本年度下半年，香港的第五波疫情形勢嚴峻，對防疫措施造成巨大考驗。同時，外部隱憂亦於本年度籠罩香港。中美爭端及地緣政治問題仍未解決，且股市仍大幅波動。鑒於宏觀經濟前景不明朗，加上本地失業率大幅上升，香港本地物業成交量驟降，同時零售市場受到消費氣氛低迷的影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is a leading retailer of high quality home furniture mainly imported from Europe. The Company has been listed on the Main Board of The Stock Exchange of Hong Kong Limited since January 2018 (the “IPO”).

The Group has been established for over 45 years, and takes pride in providing superior quality stylish furniture in Hong Kong. As at 31 March 2022, the Group operated 28 points-of-sale (“POS”) in Hong Kong under “**Ulferts Signature**”, “**Ulferts**” and “**at • home**”, which specialise in furniture products, as well as “**Ulfenbo**”/“**Dormire**” and “**Slumberland**”, which specialise in mattresses and bedding products.

“**Ulferts**” and “**Ulferts Signature**” are dedicated to elevating customers’ home living standard with style and quality, and offers a wide variety of contemporary style furniture products targeting middle to high-end groups. “**at • home**” offers quality compact furniture and home accessories to suit small living spaces of modern families.

業務回顧

本集團乃一家主要由歐洲進口優質傢俬的領先零售商。本公司自 2018 年 1 月起在香港聯合交易所有限公司主板上市（「首次公開招股」）。

本集團成立超過 45 年，一直以於香港提供上等優質時尚的傢俬為榮。於 2022 年 3 月 31 日，本集團以專注於傢俬產品的「歐化傢俬尊尚店」、「歐化傢俬」及「at • home」，以及專注於床褥及床上用品的「歐化寶」／「多眠樂」及「斯林百蘭」於香港經營 28 個銷售點。

「歐化傢俬」及「歐化傢俬尊尚店」致力以款式及質量提升顧客的家居生活水平，並提供多款具現代風格的傢俬產品，目標客戶為中至高端客戶群。「at • home」提供優質輕巧傢俬及家品，以迎合現代家庭細小之居住空間。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Targeting the mass market, “**Ulfenbo**” offers mattresses, pillows, sofas, sofas and other ancillary items, which are distributed through “**Ulfenbo**”/“**Dormire**” specialty stores, department store counters, pop-up stores and roadshows, as well as wholesaling to over 200 dealers. Additionally, there are several online shopping platforms which maximise market coverage.

In February 2022, the Group became the sole agent of “**Slumberland**” and “**Vono**” in Hong Kong and Macau. “**Slumberland**” is a well-known British mattress brand offering premium mattresses for households and hotels, targeting high-end market while “**Vono**”, another British mattress brand, targets the mass market. In addition to mattresses which are distributed through wholesaling to over 100 dealers, both brands also offer pillows and bedding products.

Retail Business

- **Effective Market Segmentation**

With a clear understanding of market segmentation, the Group defines and identifies target consumer profiles in order to develop product and marketing strategies to reach out to their specific preferences.

“**Ulferts**”, the Group’s core retail label, is dedicated to providing high quality, stylish and luxury furniture. It offers a wide variety of contemporary style furniture products, enabling its customers to create their ideal homes. The Group operates “**Ulferts**” showrooms across Hong Kong, targeting middle to high-mid income groups. “**Ulferts Signature**” offers high-end branded furniture products and also luxury European tailor-made furniture. It targets up-market customers seeking a superior lifestyle. Another retail line, “**at • home**”, offers quality, stylish and compact furniture. It targets the mid-range segment and is geared towards the needs of young couples and new families.

「**歐化寶**」針對大眾市場，提供床褥、枕頭、梳化床、梳化以及其他配套產品，其產品於「**歐化寶**」／「**多眠樂**」專營店、百貨公司專櫃、限定店及展銷會分銷，以及批發予逾 200 家經銷商。此外，已設有數個網上購物平台以擴大市場覆蓋。

於 2022 年 2 月，本集團成為「**斯林百蘭**」及「**Vono**」的港澳獨家代理。「**斯林百蘭**」為英國知名床褥品牌，為家庭及酒店提供優質床褥，針對高端市場，而另一英國床褥品牌「**Vono**」則針對大眾市場。該等床褥通過批發方式分銷予逾 100 家經銷商，此外，該兩個品牌均亦提供枕頭及床上用品。

零售業務

- **高效的市場細化**

本集團基於其對市場細分之深切了解，界定及辨識目標顧客的特徵，從而制定產品及市場推廣策略，以滿足顧客的特定偏好。

「**歐化傢俬**」是本集團的核心零售品牌，其致力提供優質、時尚及名貴的傢俬。其提供種類廣泛、具現代風格的傢俬產品，為顧客打造理想的家居。本集團之「**歐化傢俬**」陳列室遍佈香港，目標客戶為中端至中高端收入客戶群。「**歐化傢俬尊尚店**」提供高端品牌傢俬產品及歐洲名貴訂造傢具，其目標客戶為追求優越生活方式的高端客戶。另一條零售線「**at • home**」專門提供優質、時尚及精巧設計的傢俬。其以中端顧客為目標對象，特別傾向迎合年輕夫婦及新組成家庭的需要。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

With over 100 years' history, the British brand "**Slumberland**" targets up-market customers and is committed to providing premium mattresses that enable customers to enjoy better and healthier sleep. "**Slumberland**" products are distributed through its store and department store counters. Besides, mattresses of "**Vono**", another British brand which targets middle income group, are also distributed at the store or department store counters of "**Slumberland**". "**Ulfenbo**" products focus on mass market consumers who demand quality but affordable mattresses, pillows and other ancillary items to enhance their sleep experience. "**Ulfenbo**" products are distributed through "**Ulfenbo**" / "**Dormire**" stores, which are typically small-scale, and are designed with a casual and relaxing environment, to highlight smart living style. "**Ulfenbo**" products are also distributed at department store counters, pop-up stores and roadshows for enhancing the market reach.

- **Diverse Product Portfolio**

The Group offers a wide variety of furniture products – ranging from leather and fabric sofas, cabinets, dining tables and chairs, through wardrobes, coffee tables and sideboards, to beds, which are imported from European and Asian countries. The Group currently carries more than 50 furniture brands in "**Ulferts Signature**" and "**Ulferts**" showrooms, as well as "**at • home**" stores, including international brands such as himolla, Gamma, MIDJ, Bonaldo and egoitaliano, with most of which the Group has built long-standing relationship. "**at • home**" particularly offers various compact furniture products with special features and functions to suit the local small living spaces, as well as chic Scandinavian style home accessories.

The Group also specialises in mattress products, with "**Slumberland**" covering the high-end market and "**Vono**" and "**Ulfenbo**" covering the mass market. "**Slumberland**" mainly offers mattresses with its unique posture springing system which enhances the comfort and support of the body. Besides, the Group offers mattresses, pillows, sofas, sofabeds, beds, as well as other ancillary items under its self-owned label "**Ulfenbo**". By providing different models of mattresses and pillows in various sizes with varying supports and features, the Group endeavours to meet diverse customer needs.

英國品牌「**斯林百蘭**」擁有超過100年歷史，以高端客戶為目標，致力提供優質床褥，讓客戶享受更佳、更健康的睡眠。「**斯林百蘭**」產品通過其門店及百貨公司專櫃進行分銷。此外，針對中等收入群的另一英國品牌「**Vono**」，其床褥亦於「**斯林百蘭**」店及百貨公司專櫃進行分銷。「**歐化寶**」的產品主打大眾市場顧客，以合理價錢滿足大眾對優質床褥、枕頭及其他配套產品之需求，提升顧客的睡眠體驗。「**歐化寶**」產品透過「**歐化寶**」／「**多眠樂**」店分銷，該等店舖一般規模較小，其設計以營造休閒和輕鬆的環境為主，突顯簡約生活模式。「**歐化寶**」產品亦於百貨公司專櫃、限定店及展銷會分銷，以擴大市場覆蓋。

- **多元化的產品組合**

本集團提供各種不同款式的傢俬產品，從真皮及布藝梳化、儲物櫃、餐桌、餐椅，以至衣櫃、茶几、角几及睡床，均為歐洲及亞洲國家之進口產品。本集團於「**歐化傢俬尊尚店**」及「**歐化傢俬**」陳列室以及「**at • home**」店銷售超過50個傢俬品牌，包括himolla、Gamma、MIDJ、Bonaldo及egoitaliano等國際品牌，當中大多數已與本集團建立了長遠合作關係。「**at • home**」主打各類特色及具特別功能之輕巧傢俬，以切合本地的細小居住空間，另外亦有售賣北歐風格潮流家品。

本集團亦專注於床褥產品，「**斯林百蘭**」覆蓋高端市場，而「**Vono**」及「**歐化寶**」則覆蓋大眾市場。「**斯林百蘭**」主要提供床褥，其獨特的睡姿彈簧系統能夠增強身體的舒適度及承托。此外，本集團以自有品牌「**歐化寶**」提供床褥、枕頭、梳化、梳化床、床，以及其他配套產品。透過提供不同尺寸、承托度及特色之不同型號的床褥及枕頭，本集團致力滿足不同顧客之需要。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

• Comprehensive Retail Sales Channel

As at 31 March 2022, the Group had 28 POS in Hong Kong, with the number of outlets in each retail line as follows:

• 全方位零售銷售渠道

於 2022 年 3 月 31 日，本集團於香港設有 28 個銷售點，各零售線之商店數目如下：

	Number of POS 銷售點數目
Furniture Products 傢俬產品	
“Ulferts Signature” 「歐化傢俬尊尚店」	1
“Ulferts” 「歐化傢俬」	4
“at • home” 「at • home」	5
Mattresses and Bedding Products 床褥及床上用品	
“Slumberland” store and department store counters 「斯林百蘭」店及百貨公司專櫃	5
“Ulfenbo”/“Dormire” stores, department store counters and pop-up stores 「歐化寶」／「多眠樂」店、百貨公司專櫃及限定店	13
Total 合計	28

“Ulferts” showrooms are strategically located in either upscale residential areas or major shopping areas, targeting middle to high-mid income groups. With its solid presence in these mature locations, the Group enjoys substantial foot traffic and a high brand reputation. The Group’s flagship store, “Ulferts Signature”, is a 3-storey store with gross floor area of approximately 21,700 square feet, in Hung Hom. It features more luxurious lines of furniture and masterpieces with opulent designs and sophisticated finishing and excellent craftsmanship. Premium brands including Cornelio Cappellini, Malerba and Crystal Stone are available at “Ulferts Signature”. “at • home” stores are generally located in shopping malls which carries a furniture theme, and there has been growing awareness of the brand among residents and shoppers. Meanwhile, “Ulfenbo”/“Dormire” stores, department store counters, pop-up stores and roadshows are situated in residential areas, to capitalise on the market potential.

「歐化傢俬」陳列室均策略性地設於高尚住宅區或大型購物中心，以中端至中高端收入客戶群為目標。該等位置均配套成熟，駐足其中使本集團能吸引大量人流及享有高品牌知名度。本集團於紅磡的旗艦店「歐化傢俬尊尚店」樓高 3 層，總樓面面積約為 21,700 平方呎。其陳列更為名貴以及富華麗設計、精工細作和工藝精湛的傢俬產品。高端品牌包括 Cornelio Cappellini、Malerba 及 Crystal Stone 在「歐化傢俬尊尚店」出售。「at • home」店一般設於帶有傢俬主題的購物商場，其品牌知名度於居民及顧客間日益提高。同時，「歐化寶」／「多眠樂」店、百貨公司專櫃、限定店及展銷會均位於住宅區，以把握市場潛力。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the Year, two “**at • home**” stores were opened in Tseung Kwan O and Causeway Bay, and three “**Ulfenbo**” stores were opened in Prince Edward, Tsuen Wan and Yau Tong, to further expand the market coverage. Amongst these stores, the “**at • home**” store located at Fashion Walk, Causeway Bay and the “**Ulfenbo**” store at Yau Tong are respectively the flagship stores of “**at • home**” and “**Ulfenbo**”, occupying over 10,000 square feet and 2,000 square feet. Both flagship stores were well received by consumers.

During the Year, the Group has been appointed as the sole agent of “**Slumberland**” and “**Vono**” mattresses, pillows and bedding accessories in Hong Kong and Macau. There was one “**Slumberland**” showroom in MegaBox, Kowloon Bay, and four department store counters in Causeway Bay, Sheung Wan, Jordan and Tsim Sha Tsui East.

• **Excellent Customers Shopping Experience**

“**Ulferts Signature**” and “**Ulferts**” showrooms are spacious, with a stylish and elegant environment, enabling the Group to display a wide spectrum of products for customers to touch and feel and to maximise customers’ shopping experience. The ambience, setting and placement of furniture within the distinctive display zones have all been tailor-designed by a dedicated visual merchandising team to impart harmonious, home-like comfort. The salespersons are well-trained and offer customers advice catering for their personal needs. In recognition of its service excellence, “**Ulferts**” received the “Quality Service Leader Seasonal Award – Furniture & Home Accessories Category” award for the period October to December 2021, while “**at • home**” received the “2021 Quality Service Retailer of the Year – Furniture & Home Accessories Category”, in the Quality Service Programme organised by the Hong Kong Retail Management Association.

• **Diversified Marketing Strategies**

The Group believes that brand recognition is crucial for driving long-term growth and success. To enhance brand awareness, the Group conducted a range of marketing and promotional campaigns spanning social media engagements, print advertisements, TV coverage, outdoor billboards and advertising on regular basis as well as pop-up exhibitions at suitable venues. It also launched promotional campaigns such as seasonal sale, annual sale and stock clearance sale, as well as joint promotions with banks and other financial institutions.

於本年度，本集團於將軍澳及銅鑼灣開設了兩間「**at • home**」店，以及於太子、荃灣及油塘開設了三間「**歐化寶**」店，以進一步擴大市場覆蓋。其中，開設於銅鑼灣 Fashion Walk 的「**at • home**」店以及油塘的「**歐化寶**」店分別為「**at • home**」及「**歐化寶**」之旗艦店，面積分別超過 10,000 平方呎及 2,000 平方呎。兩家旗艦店均備受消費者歡迎。

於本年度，本集團獲指定為「**斯林百蘭**」及「**Vono**」床褥、枕頭及床上用品的港澳獨家代理。「**斯林百蘭**」於九龍灣 MegaBox 設有一間陳列室，以及於銅鑼灣、上環、佐敦及尖沙咀東部設有四個百貨公司專櫃。

• **優質顧客購物體驗**

「**歐化傢俬尊尚店**」及「**歐化傢俬**」陳列室面積寬敞、環境時尚及優雅，能讓本集團陳列出其種類繁多之產品，並能讓顧客觸摸及感受，以提升顧客購物體驗。各特定陳列區內之氛圍、佈置及傢俬的擺放，全部均由專業的商品展示團隊度身設計，以營造和諧及有如置身家居般之舒適感覺。銷售人員訓練有素，可因應顧客之個人需要提供意見。作為對其優質服務的認可，於香港零售管理協會舉辦的優質服務計劃中，「**歐化傢俬**」榮獲 2021 年 10 月至 12 月之「優質服務領袖季度獎（傢俱及居室用品組別）」，而「**at • home**」則榮獲「2021 年度優質服務零售商（傢俱及居室用品組別）」。

• **多元化市場推廣策略**

本集團相信，品牌知名度對推動長遠增長及成功相當重要。為提高品牌知名度，本集團定期進行一系列推廣及宣傳活動，包括社交媒體互動、印刷廣告、電視覆蓋、戶外廣告牌及廣告，以及在合適的場地安排限定展覽。其亦舉行了各種宣傳活動，如季節優惠、週年優惠及清貨減價活動，並與銀行及其他金融機構合作進行推廣活動。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Wholesale Business

The Group operates a wholesale business spanning mattresses, sofas and sofas under its self-owned label “**Ulfenbo**”, through over 200 dealers in Hong Kong and Macau. Based on its long establishment and quality products, the “**Ulfenbo**” brand has been recognised by the “Hong Kong Top Brand Mark” for eight consecutive years since 2014, under the Hong Kong Top Brand Scheme organised by the Chinese Manufacturers Association of Hong Kong and Hong Kong Brand Development Council. In addition, the Group distributes “**Slumberland**” and “**Vono**” mattresses through over 100 dealers in Hong Kong.

批發業務

本集團經營批發業務，其透過香港及澳門逾 200 家經銷商批發其自家品牌「**歐化寶**」之床褥、梳化床及梳化。憑藉其悠久歷史及優質產品，「**歐化寶**」自 2014 年起連續八年獲得由香港中華廠商聯合會及香港品牌發展局舉辦之香港名牌標識計劃授予「香港名牌標識」。此外，本集團透過香港逾 100 家經銷商分銷「**斯林百蘭**」及「**Vono**」床褥。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Special Projects

Complementing its retail and wholesale business, the Group has a special projects division, which undertakes furniture-related projects primarily for corporate customers such as cinemas, hotels, showflats, offices, staff quarters and tertiary institutions. The division provides services ranging from planning and designing, through procuring custom-made furniture to final installation for corporate customers, as well as liaison services with furniture manufacturers.

工程項目

為配合零售及批發業務，本集團設有工程項目分部，負責電影院、酒店、示範單位、辦公室、員工宿舍及大專院校等企業顧客為主之傢俬相關項目。該分部為企業顧客提供之服務涵蓋規劃與設計、採購訂製傢俬至最終安裝，並提供代為與傢俬製造商協調之服務。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PROSPECTS

The local economy, including the labour market, is showing signs of improvement subsequent to the Year. There was a recent upturn in local consumption, in particular with the rollout of consumption vouchers amid the gradual relaxation of anti-pandemic measures. The Group expects consumer confidence in Hong Kong to fully recover in due course. Boosted by the government's housing policy and property developers' resumption in launching new residential units, it is generally believed that both retail and property markets will exhibit a stable recovery. The Group therefore remains cautiously optimistic about the future retail market.

Consumers are increasingly using online platforms to make purchases during the pandemic. In response, the Group continues enhancing its online sales platforms, and showcases and promotes its furniture products on mobile apps and by social media engagements. In the face of challenges arising from the pandemic and external uncertainties, the Group will promptly react to market changes and implement prudent financial and capital management policy for enhancing operating efficiency. Meanwhile, the Group will strengthen its market presence by expanding the retail network, so it can fully seize opportunities once the market revives.

前景

於本年度後，本地經濟（包括勞動市場）呈現改善跡象。近期本地消費情況好轉，尤其是於防疫措施逐步放寬後推出消費券。本集團預計香港消費者信心將適時全面恢復。受政府住房政策及物業發展商恢復推出新住宅單位推動，人們普遍認為零售及物業市場均將呈現穩定復甦態勢。因此，本集團對未來零售市場保持審慎樂觀態度。

於疫情期間，消費者越來越多地使用網上平台購物。因應此情況，本集團將繼續完善其網上銷售平台，並通過手機應用程式及使用社交媒體展示及推廣其傢俬產品。面對疫情及外部不確定性帶來的挑戰，本集團將及時應對市場變化，並實施審慎的財務及資本管理政策，以提升營運效率。同時，本集團將通過擴大零售網絡加強市場佔有率，以於市場復甦時充分把握機遇。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL INFORMATION

Capital Structure, Liquidity and Financial Resources

There was no change in the capital structure during the Year. Cash and cash equivalents of the Group was HK\$76.8 million (2021: HK\$93.7 million), which were mainly denominated in Hong Kong dollars. As at 31 March 2022, bank borrowings of the Group was nil (2021: nil), hence its gearing ratio was zero (2021: zero). The Group has available banking facilities of approximately HK\$83.1 million as at 31 March 2022. The cash position and the available banking facilities enable the Group to retain high flexibility and endurance to cater for future development and market uncertainty.

As at 31 March 2022, the Group's current assets and current liabilities were approximately HK\$153.7 million (2021: HK\$162.7 million) and HK\$94.0 million (2021: HK\$83.2 million), respectively. Current ratio and quick ratio of the Group were 1.6 (2021: 2.0) and 1.0 (2021: 1.4), respectively.

In view of the Group's financial position as at 31 March 2022, the Board considered that the Group had sufficient working capital for its operations and future development plans against market challenges.

財務資料

資本架構、流動資金及財務資源

資本架構於本年度並無變動。本集團之現金及現金等價物為 76,800,000 港元（2021 年：93,700,000 港元），主要以港元計值。於 2022 年 3 月 31 日，本集團並無任何銀行借款（2021 年：無），因此其負債比率為零（2021 年：零）。於 2022 年 3 月 31 日，本集團擁有可動用銀行融資額度約 83,100,000 港元。本集團之現金狀況及可動用的銀行融資額度，促使本集團能為未來發展及市場不確定性保持高度靈活性和持久性。

於 2022 年 3 月 31 日，本集團之流動資產及流動負債分別約為 153,700,000 港元（2021 年：162,700,000 港元）及 94,000,000 港元（2021 年：83,200,000 港元）。本集團流動比率及速動比率分別為 1.6（2021 年：2.0）及 1.0（2021 年：1.4）。

經考慮本集團於 2022 年 3 月 31 日之財務狀況，董事會認為本集團就營運及未來發展計劃擁有充足營運資金，以應對市場挑戰。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Use of Proceeds

The net proceeds from the IPO in January 2018 amounting to approximately HK\$92.6 million were fully utilised during the Year. An analysis of the utilisation of the net proceeds up to 31 March 2022 is presented below:

所得款項用途

於 2018 年 1 月之首次公開招股所得款項淨額約 92,600,000 港元已於本年度全數動用。所得款項淨額截至 2022 年 3 月 31 日之使用情況分析如下：

	Up to 31 March 2021 截至 2021 年 3 月 31 日	Up to 31 March 2022 截至 2022 年 3 月 31 日	
	Planned allocation of use of net proceeds 所得款項淨額 用途之擬定分配 (HK\$ million) (百萬元)	**Reallocation of use of net proceeds ** 所得款項淨額 用途之重新分配 (HK\$ million) (百萬元)	Actual use of net proceeds 所得款項淨額之 實際用途 (HK\$ million) (百萬元)
Capital expenditure, rental deposits and overhead expenses for opening of “ <i>at • home</i> ” retail stores 開設「 <i>at • home</i> 」零售店之資本支出、租賃按金及經常性費用	34.2	39.3	39.3
Strengthening the Group's product portfolio 強化本集團之產品組合	24.2	24.2	24.2
Enhancing “ <i>Ulfenbo</i> ” sales channels and brand awareness 增強「 <i>歐化寶</i> 」產品銷售渠道及品牌知名度	10.3	10.3	10.3
Capital expenditure and rental deposits for opening of “ <i>Ulferts</i> ” retail store 開設「 <i>歐化傢俬</i> 」零售店之資本支出及租賃按金	9.1	9.1	9.1
Upgrading information technology system 提升資訊科技系統	5.7	0.6	0.6
General working capital 一般營運資金	9.1	9.1	9.1
Total 合計	92.6	92.6	92.6

** Details of the reallocation of use of net proceeds were disclosed in the announcement of the Company dated 28 July 2021.

** 所得款項淨額用途之重新分配詳情於本公司日期為 2021 年 7 月 28 日的公告內披露。

Employees and Remuneration Policy

As at 31 March 2022, the Group's number of employees was 144 (2021: 138). Total staff costs including Director's remuneration and the other staff costs for the Year were HK\$44.9 million (2021: HK\$45.7 million). Each employee's remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay levels. Staff benefits include medical and life insurance, retirement benefits and other competitive fringe benefits. The Company has adopted a share option scheme to provide incentives or rewards to its staff.

僱員及薪酬政策

於 2022 年 3 月 31 日，本集團之僱員數目為 144 (2021 年：138) 人。本年度之總員工成本（包括董事酬金及其他員工成本）為 44,900,000 港元（2021 年：45,700,000 港元）。每位僱員之薪酬乃根據個人職責、能力及技術、經驗及表現以及市場薪酬水平釐定。員工福利包括醫療及人壽保險、退休福利及其他具競爭力的額外福利。本公司已採納一項購股權計劃以鼓勵或嘉獎其員工。

BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES

董事及高級行政人員之履歷

Executive Director (Chairman)

WONG CHI FAI, aged 66, an Executive Director of the Company and Chairman of the Board. He has been involved in the management of the Group since 1992 and is responsible for overseeing the financial management and advising on the business strategic planning and development of our Group. He is the Chairman of the Executive Committee and a member of the Remuneration Committee of the Company as well as a director of certain subsidiaries of the Company. Currently, Mr. Wong is also a director of Emperor International Holdings Limited (Stock Code: 163) (“Emperor International”), Emperor Entertainment Hotel Limited (Stock Code: 296) (“Emperor E Hotel”), Emperor Watch & Jewellery Limited (Stock Code: 887) (“Emperor W&J”) and Emperor Culture Group Limited (Stock Code: 491) (“Emperor Culture”), all being listed members of Emperor Group. Having over 30 years of finance and management experience, he has diversified experiences in different businesses ranging from wholesaling and retailing of furniture, property investment and development, hotel and hospitality, retailing of watch and jewellery, financial and securities services, cinema development and operation to entertainment production and investment, artiste management as well as media and publication. Mr. Wong is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

Executive Director, General Manager and Company Secretary

MOK FUNG LIN, IVY, aged 57, an Executive Director of the Company and the General Manager of the Group. She joined the Group in July 2011 and is responsible for the business operational management and policy implementation in the Group. Ms. Mok is the Company Secretary of the Company and a member of the Executive Committee as well as a director of certain subsidiaries of the Company. Before joining our Group, she was a director of Emperor International and Emperor E Hotel from February 2000 to July 2011 and has accumulated over 20 years' experience in corporate management and possesses experience in businesses including property investment and development, retailing, wholesaling, marketing and trading. Ms. Mok was admitted as a solicitor in Hong Kong and the United Kingdom, and holds a Bachelor of Laws Degree awarded by The University of Hong Kong. She also holds a Degree of Master of Business Administration awarded by The Hong Kong University of Science and Technology.

執行董事（主席）

黃志輝，現年 66 歲，為本公司執行董事兼董事會主席。彼自 1992 年起參與管理本集團，負責監管財務管理並就本集團的業務策略計劃及發展提供意見。彼為本公司執行委員會主席及薪酬委員會成員以及本公司若干附屬公司之董事。黃先生現亦為英皇集團（國際）有限公司（股份代號：163）（「英皇國際」）、英皇娛樂酒店有限公司（股份代號：296）（「英皇娛樂酒店」）、英皇鐘錶珠寶有限公司（股份代號：887）（「英皇鐘錶珠寶」）及英皇文化產業集團有限公司（股份代號：491）（「英皇文化產業」）之董事，該等公司為英皇集團之上市成員公司。彼擁有逾 30 年之財務及管理經驗，於多項業務包括傢俬批發及零售、物業投資及發展、酒店營運、鐘錶珠寶零售、金融證券服務、戲院發展及營運以至娛樂製作及投資、藝人管理以及傳媒與出版業務等範疇具有廣泛經驗。黃先生為香港會計師公會執業會計師及特許公認會計師公會資深會員。

執行董事、總經理兼公司秘書

莫鳳蓮，現年 57 歲，為本公司執行董事兼本集團總經理。彼於 2011 年 7 月加盟本集團，負責本集團業務經營管理及政策實施。莫女士為本公司的公司秘書、執行委員會成員及本公司若干附屬公司之董事。於加盟本集團前，彼自 2000 年 2 月至 2011 年 7 月為英皇國際及英皇娛樂酒店的董事並累積逾 20 年之企業管理及營商經驗，行業包括物業投資及發展、零售、批發、營銷及貿易。莫女士具備香港律師及英國律師資格，並持有香港大學頒授的法律學士學位。彼亦持有香港科技大學頒授的工商管理碩士學位。

BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES

董事及高級行政人員之履歷

Executive Director

FAN MAN SEUNG, VANESSA (Former name: *Fan Man Seung*), aged 59, an Executive Director of the Company. She has been involved in the management of the Group since July 1992 and is responsible for overseeing the overall corporate management and advising on the business strategy of the Group. She is the Chairperson of the Corporate Governance Committee, a member of the Nomination Committee and the Executive Committee of the Company as well as a director of a subsidiary of the Company. Currently, Ms. Fan is also a director of Emperor International, Emperor E Hotel, Emperor W&J and Emperor Culture. Having over 33 years of corporate management experience, she possesses diversified experience in different businesses ranging from wholesaling and retailing of furniture, property investment and development, hotel and hospitality, retailing of watch and jewellery, financial and securities services, cinema development and operation to entertainment production and investment, artiste management as well as media and publication. She is a lawyer by profession in Hong Kong and a qualified accountant, and holds a Master's Degree in Business Administration.

Independent Non-executive Director

CHAN YEE MAN, aged 48, was appointed as Independent Non-executive Director of the Company in January 2018. She is the Chairperson of the Audit Committee as well as a member of the Remuneration Committee and Nomination Committee of the Company. Ms. Chan has been practising as a Certified Public Accountant in Hong Kong and has over 29 years of experience in the accounting profession. She holds a Bachelor of Accounting Degree awarded by The University of Hong Kong and a Master of Corporate Finance Degree awarded by The Hong Kong Polytechnic University. Ms. Chan is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and an associate member of The Taxation Institute of Hong Kong.

執行董事

范敏嫦，現年 59 歲，為本公司執行董事。彼自 1992 年 7 月起參與管理本集團，負責監管本集團整體企業管理及就業務策略提供意見。彼為本公司企業管治委員會主席、提名委員會及執行委員會成員以及本公司一家附屬公司之董事。范女士現亦為英皇國際、英皇娛樂酒店、英皇鐘錶珠寶及英皇文化產業之董事。彼擁有逾 33 年之企業管理經驗，於多項業務包括傢俬批發及零售、物業投資及發展、酒店營運、鐘錶珠寶零售、金融證券服務、戲院發展及營運以至娛樂製作及投資、藝人管理以及傳媒與出版業務等範疇具有廣泛經驗。彼具備香港專業律師資格及為合資格會計師，並持有工商管理碩士學位。

獨立非執行董事

陳綺雯，現年 48 歲，於 2018 年 1 月獲委任為本公司獨立非執行董事。彼為本公司審核委員會主席及薪酬委員會和提名委員會成員。陳女士在香港從事執業會計師工作並擁有逾 29 年會計專業經驗。彼持有香港大學頒授的會計學學士學位及香港理工大學頒授的企業金融學碩士學位。陳女士為香港會計師公會會員、英國特許公認會計師公會資深會員及香港稅務學會會員。

BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES

董事及高級行政人員之履歷

Independent Non-executive Director

CHIU KIN FAI, aged 48, was appointed as Independent Non-executive Director of the Company in January 2018. He is the Chairman of the Nomination Committee as well as a member of the Audit Committee and Corporate Governance Committee of the Company. Mr. Chiu is a partner of a solicitors firm, T.H. Koo & Associates. He was admitted as a solicitor in Hong Kong in 1998 and holds a Bachelor of Laws Degree awarded by The University of Hong Kong.

Independent Non-executive Director

NG HOI YUE, aged 58, was appointed as Independent Non-executive Director of the Company in January 2018. He is the Chairman of the Remuneration Committee as well as a member of the Audit Committee and Corporate Governance Committee of the Company. Mr. Ng is currently an executive director and deputy chief executive officer of Asian Citrus Holdings Limited (Stock Code: 73). He was previously an independent non-executive director of Imperial Pacific International Holdings Limited (Stock Code: 1076) until 11 March 2022. Mr. Ng has been practising as a Certified Public Accountant in Hong Kong since 1989. He is a fellow member of The Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in England.

獨立非執行董事

招健暉，現年 48 歲，於 2018 年 1 月獲委任為本公司獨立非執行董事。彼為本公司提名委員會主席及審核委員會和企業管治委員會成員。招先生為顧增海律師行的合夥人。招先生於 1998 年獲得香港律師資格，並持有香港大學頒授的法律學士學位。

獨立非執行董事

伍海于，現年 58 歲，於 2018 年 1 月獲委任為本公司獨立非執行董事。彼為本公司薪酬委員會主席及審核委員會和企業管治委員會成員。伍先生現為亞洲果業控股有限公司（股份代號：73）的執行董事兼副行政總裁。彼曾為博華太平洋國際控股有限公司（股份代號：1076）之獨立非執行董事，直至 2022 年 3 月 11 日。伍先生自 1989 年起在香港從事執業會計師工作。彼為英格蘭及威爾斯特許會計師公會、香港會計師公會及英國特許公認會計師公會資深會員。

DIRECTORS' REPORT

董事會報告

The Directors present this annual report and the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 1 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 66. The dividend proposed to be paid for the Year is set out in note 11 to the consolidated financial statements.

No interim dividend was paid to the shareholders of the Company ("Shareholders") during the Year (2021: Nil).

The Directors recommended the payment of a final dividend of HK0.50 cent (2021: HK0.63 cent) per share for the Year, amounting to approximately HK\$4,000,000 to the Shareholders whose names appear on the register of members on 6 September 2022 (Tuesday), subject to the approval of the Shareholders at the forthcoming annual general meeting to be held on 25 August 2022 (Thursday) ("2022 AGM").

BUSINESS REVIEW AND PERFORMANCE

A fair review of the Group's business, a discussion and analysis of the Group's performance during the Year and an analysis of the likely future development of the Group's business are set out in the Management Discussion and Analysis from pages 5 to 16 of this report. Description of the principal risks and uncertainties facing the Group are set out in the Corporate Governance Report from pages 52 to 56 of this annual report and note 29 to the consolidated financial statements respectively.

There is no important event affecting the Group that had occurred since the end of the Year up to the date of this report.

董事會提呈本集團於本年度之年報及經審核綜合財務報表。

主要業務

本公司為一間投資控股公司，其主要附屬公司之業務載於綜合財務報表附註 1。

業績及股息

本集團於本年度之業績載於第 66 頁之綜合損益及其他全面收益表。本年度建議派付之股息載於綜合財務報表附註 11 內。

本年度並無向本公司股東（「股東」）支付中期股息（2021 年：無）。

董事建議向於 2022 年 9 月 6 日（星期二）名列股東名冊之股東派付本年度末期股息每股 0.50 港仙（2021 年：0.63 港仙），合共約 4,000,000 港元，惟須獲股東於 2022 年 8 月 25 日（星期四）舉行之應屆股東週年大會（「2022 年股東週年大會」）上批准後方可作實。

業務回顧及表現

於本年度內本集團業務之中肯回顧、本集團本年度表現之討論與分析及本集團業務之可能未來發展分析乃載於本年報第 5 至 16 頁之管理層討論及分析。本集團面臨之主要風險及不明朗因素詳情乃分別列載於本年報第 52 至 56 頁之企業管治報告及綜合財務報表附註 29。

自本年度末直至本報告日期，概無發生影響本集團之重大事件。

DIRECTORS' REPORT

董事會報告

In addition, a summary of the Group's performance during the Year using financial key performance indicators is provided in the Five-year Financial Summary on page 144. Discussion on the Group's environmental policies and performance, key relationships with the Company's key stakeholders as well as compliance with relevant laws and regulations which have significant impact on the Company are set out in the 2021/2022 Environmental, Social and Governance Report of the Company.

PROPERTY, PLANT AND EQUIPMENT

Details of changes in the property, plant and equipment of the Group during the Year are set out in note 13 to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company during the Year are set out in note 22 to the consolidated financial statements.

RETAINED PROFITS/ACCUMULATED LOSSES

Details of movements in the retained profits/accumulated losses of the Group during the Year are set out on page 69 of this annual report.

DISTRIBUTABLE RESERVES

The Group's reserves available for distribution to Shareholders as at 31 March 2022, calculated in accordance with the Companies Ordinance, amounted to HK\$4,397,000 (2021: HK\$5,295,000).

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

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

此外，本集團使用財務關鍵表現指標之業績概要載於第 144 頁之五年財務概要。本集團環保政策及表現、有關與本公司主要持份者之重要關係，以及遵守對本公司有重大影響的相關法律及法規之討論載於本公司 2021/2022 環境、社會及管治報告內。

物業、廠房及設備

本集團於本年度內之物業、廠房及設備變動詳情載於綜合財務報表附註 13。

股本

本公司於本年度內之股本詳情載於綜合財務報表附註 22。

保留溢利／累計虧損

本集團於本年度內之保留溢利／累計虧損變動詳情載於本年報第 69 頁。

可供分派儲備

本集團於 2022 年 3 月 31 日根據公司條例計算之可供分派予股東之儲備為 4,397,000 港元（2021 年：5,295,000 港元）。

購買、出售或贖回本公司上市證券

於本年度內，本公司及其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

DIRECTORS' REPORT

董事會報告

DIRECTORS OF THE COMPANY

The Directors during the Year and up to the date of this annual report were:

Executive Directors:

Mr. Wong Chi Fai (*Chairman*)
Mr. Ng Koon Keung, Ricky
(*ceased directorship on 1 July 2021*)
Ms. Mok Fung Lin, Ivy
Ms. Fan Man Seung, Vanessa

Independent Non-executive Directors:

Ms. Chan Yee Man
Mr. Chiu Kin Fai
Mr. Ng Hoi Yue

Biographical details of the Directors as at the date of this report are set out from pages 17 to 19 of this annual report. Details of Directors' remuneration are set out in note 8 to the consolidated financial statements.

In accordance with Articles 80(1) and (3) of the Company's Articles of Association, Ms. Mok Fung Lin, Ivy and Ms. Chan Yee Man shall retire by rotation at the 2022 AGM and, being eligible, shall offer themselves for re-election thereat.

None of the Directors offering themselves for re-election at the 2022 AGM has an unexpired service contract with the Group within one year without payment of compensation (other than statutory compensation).

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Group's business were entered into or existed during the Year.

PERMITTED INDEMNITY PROVISIONS

During the Year and up to the date of this report, the Company has in force the permitted indemnity provisions which are provided for in the Company's Articles of Association and in the directors and officers liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against the Directors and the directors of the Group respectively.

本公司董事

本年度內及直至本年報日期止，董事如下：

執行董事：

黃志輝先生（主席）
吳冠強先生
(於 2021 年 7 月 1 日離任董事職務)
莫鳳蓮女士
范敏嫦女士

獨立非執行董事：

陳綺雯女士
招健暉先生
伍海于先生

本報告日期董事之履歷詳情乃載於本年報第 17 至 19 頁。董事之酬金詳情乃載於綜合財務報表附註 8。

按照本公司組織章程細則 80(1) 及 (3) 條之規定，莫鳳蓮女士及陳綺雯女士將於 2022 股東週年大會上輪值退任。彼等均符合資格並願意於會上膺選連任。

概無擬在 2022 年股東週年大會上膺選連任之董事與本集團訂有可於一年內免付賠償（法定賠償除外）之未屆滿服務合約。

管理合約

於本年度內，除僱傭合約外，並無訂立或存有關於本集團整體或任何重大部分業務的管理及行政事宜之合約。

獲准許的彌償條文

於本年度及直至本報告日期止，就董事及本集團董事可能分別面臨的法律訴訟而產生的潛在責任及費用，本公司備有彌償條文，該等條文分別載於本公司之章程細則以及本集團投購之董事及高級管理人員責任保險內。

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 31 March 2022, the interests and short positions of the Directors and chief executives of the Company 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 pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors adopted by the Company ("Ulferts Securities Code") were as follows:

(A) Long Positions interests in the Company

None of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company.

(B) Long Positions interests in associated corporation of the Company

(i) Ordinary shares

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/Nature of interests 身份／權益性質	Number of shares interested 持有權益之股份數目	% of issued voting shares 佔已發行有投票權股份 %
Ms. Fan Man Seung, Vanessa 范敏嫦女士	Emperor International 英皇國際	Beneficial Owner 實益擁有人	10,500,000	0.29%

(ii) Debentures

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/Nature of interests 身份／權益性質	Amount of debentures held 所持債權證金額
Mr. Wong Chi Fai 黃志輝先生	Emperor International 英皇國際	Interest in a controlled corporation 於受控制法團之權益	HK\$2,000,000 2,000,000 港元

Save as disclosed above, as at 31 March 2022, none of the Directors nor chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

董事及最高行政人員之證券權益

於 2022 年 3 月 31 日，董事及本公司之最高行政人員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、相關股份及債權證中擁有本公司根據證券及期貨條例第 352 條須予備存之登記冊所記錄之權益及淡倉，或根據本公司採納之《董事進行證券交易的標準守則》（「歐化證券守則」）須另行知會本公司及聯交所之權益及淡倉如下：

(A) 於本公司之好倉權益

概無董事或本公司最高行政人員於本公司股份、相關股份或債權證中擁有任何權益或淡倉。

(B) 於本公司相聯法團之好倉權益

(i) 普通股

(ii) 債權證

除上文披露者外，於 2022 年 3 月 31 日，概無董事或本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）之任何股份、相關股份及債權證中擁有任何權益或淡倉。

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS

The Company has adopted a share option scheme (“Share Option Scheme”) on 8 January 2018. Particulars of the Share Option Scheme are set out in note 23 to the consolidated financial statements. No option was granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as set out in note 23 to the consolidated financial statements, no equity-linked agreements were entered into by the Company during the Year or subsisted at the end of the Year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as stated above, at the end of the Year and at no time during the Year was the Company, any of its holding companies, subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors or chief executives of the Company or their spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 March 2022, none of the Directors nor their respective close associates was interested in any business which was considered to compete or was likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

購股權

本公司已於2018年1月8日採納一項購股權計劃（「購股權計劃」）。有關購股權計劃之詳情已載於綜合財務報表附註23。自購股權計劃採納以後，並無購股權根據購股權計劃授出、獲行使、註銷或失效。

股票掛鈎協議

除於綜合財務報表附註23所述的購股權計劃外，並無任何股票掛鈎協議由本公司於本年度訂立或於本年度末存續。

購買股份或債權證之安排

除上文所述外，於本年度末及本年度內任何時間，本公司、其任何控股公司、附屬公司或同系附屬公司概無訂立任何安排，致使董事或本公司最高行政人員或彼等之配偶或18歲以下子女可藉購入本公司或任何其他法人團體之股份或債權證而獲取利益。

董事於競爭業務之權益

於2022年3月31日，概無董事或彼等各自之緊密聯繫人士於被視為於可能與本集團業務直接或間接構成競爭，且根據香港聯合交易所有限公司證券上市規則（「上市規則」）須予披露之任何業務中擁有權益。

DIRECTORS' REPORT

董事會報告

OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SECURITIES

So far as is known to any Directors or chief executives of the Company, as at 31 March 2022, the persons or corporations (other than a Director or a chief executive of the Company) who had, or were deemed or taken to have interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO ("DI Register") were as follows:

Long Positions in the shares of the Company ("Shares")

Name 名稱／姓名	Capacity/Nature of interests 身份／權益性質	Number of Shares interested 擁有權益之股份數目	% of issued voting Shares 佔已發行有投票權股份 %
Albert Yeung Investments Holdings Limited ("AY Investments Holdings") 楊受成投資控股有限公司 (「楊受成投資控股」)	Interest in a controlled corporation 於受控制法團之權益	600,000,000	75%
First Trust Management AG ("First Trust")	Trustee of a private discretionary trust 私人酌情信託之受託人	600,000,000	75%
Dr. Yeung Sau Shing, Albert ("Dr. Albert Yeung") 楊受成博士 (「楊博士」)	Founder of a private discretionary trust 私人酌情信託之創立人	600,000,000	75%
Ms. Luk Siu Man, Semon ("Ms. Semon Luk") 陸小曼女士 (「陸女士」)	Interest of spouse 配偶權益	600,000,000	75%

Note:

These Shares were held by Ulferts International Group Holdings Limited, a wholly-owned subsidiary of AY Investments Holdings. AY Investments Holdings was held by First Trust in trust for a private discretionary trust which was set up by Dr. Albert Yeung. By virtue of being the spouse of Dr. Albert Yeung, Ms. Semon Luk also had deemed interests in the same Shares.

Save as disclosed above, as at 31 March 2022, the Directors or chief executives of the Company were not aware of any person or corporation who had, or were deemed or taken to have, any interests or short positions in any Shares or underlying Shares as recorded in the DI Register.

其他人士之權益及於證券之淡倉

於 2022 年 3 月 31 日，就任何董事或本公司最高行政人員所知，除董事或本公司最高行政人員外，以下人士或法團於本公司股份或相關股份中擁有或被視為或當作擁有須根據證券及期貨條例第 336 條須予備存於登記冊 (「權益登記冊」) 之權益及淡倉如下：

於本公司股份 (「股份」) 之好倉

附註：

該等股份乃由楊受成投資控股之全資附屬公司歐化國際集團控股有限公司持有。楊受成投資控股由 First Trust 代一私人酌情信託 (由楊博士創立) 持有。鑒於陸女士為楊博士之配偶，彼亦被視為擁有相同股份的權益。

除上文披露者外，於 2022 年 3 月 31 日，董事或本公司最高行政人員並不知悉任何人士或法團於任何股份或相關股份中擁有或被視為或當作擁有記錄於權益登記冊之任何權益或淡倉。

DIRECTORS' REPORT

董事會報告

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS, CONTRACTS AND CONNECTED TRANSACTIONS

During the Year, the Group had the following transactions with connected persons (as defined in the Listing Rules) of the Company and certain Director(s) had interests, directly or indirectly, in such transactions:

A. Master Leasing Agreement (“2020 MLA”)

Date:	3 December 2020
Parties:	(1) The Company (2) Emperor International
Term:	From 1 April 2021 to 31 March 2024
Nature:	The 2020 MLA sets out the framework of the terms governing all existing and future tenancy/licensing transaction(s) (“Tenancy Transaction(s)”) regarding leasing of certain properties (including offices or retail shops) from Emperor International for the each of the year ended/ending 31 March 2022, 2023 and 2024 with aggregate right-of-use annual cap and aggregate rental expense annual cap being set at HK\$20,000,000 and HK\$6,000,000 respectively for the financial year ended 31 March 2022 (“Aggregate Tenancy Annual Caps”).

董事於交易、安排或合約及關連交易之重大權益

於本年度內，本集團曾與本公司關連人士（定義見上市規則）進行下列交易，而若干董事於有關交易中直接或間接擁有權益：

A. 總租賃協議（「2020年總租賃協議」）

日期：	2020年12月3日
訂約方：	(1) 本公司 (2) 英皇國際
期限：	2021年4月1日至2024年3月31日
性質：	2020年總租賃協議載列規管截至2022年、2023年及2024年3月31日止年度各年自英皇國際租賃若干物業（包括辦公室或零售店鋪）之所有現有及未來租賃／授權交易（「租賃交易」）的框架條款並就截至2022年3月31日止財政年度訂立總使用權年度上限及總租賃年度上限分別為20,000,000港元及6,000,000港元（「總租賃年度上限」）。

DIRECTORS' REPORT

董事會報告

Pursuant to the 2020 MLA, relevant member(s) of the Group and any member(s) of Emperor International may from time to time enter into any definitive leasing agreements in relation to any Tenancy Transaction ("Definitive Leasing Agreement"). The terms of each Definitive Leasing Agreement shall be on normal commercial terms or on terms which are no less favorable than those offered by independent third parties. The terms and rental shall be subject to arm's length negotiation and determined based on the condition of the properties and with reference to the then prevailing market rents on properties comparable in location, area and permitted use.

根據2020年總租賃協議，本集團相關成員公司與英皇國際任何成員公司就任何租賃交易訂立正式租賃協議（「正式租賃協議」）。各正式租賃協議之條款應按一般商業條款或按不遜於獨立第三方所提供者訂立。條款及租金應經公平磋商協定，並應根據該等物業狀況及參考具有相若位置、面積及許可用途之物業當時市場租金釐定。

Aggregate amounts:

The aggregate amounts paid/payable in respect of the Tenancy Transactions for the Year were as follows:

Right-of-use : HK\$9,717,000

Rental expense : Nil

總額：於本年度，就租賃交易已付／應付之總額如下：

使用權 : 9,717,000 港元

租金開支：沒有

Connected Relationship:

As the Company and Emperor International were both indirectly controlled by the respective private discretionary trusts set up by Dr. Albert Yeung who was the deemed substantial shareholder of the Company, Emperor International was deemed as connected person of the Company under Chapter 14A of the Listing Rules.

關連關係：由於本公司與英皇國際均由楊博士（被視為本公司之主要股東）創立之相關私人酌情信託間接控制。因此，根據上市規則第14A章，英皇國際被視為本公司之關連人士。

Announcement: 8 June 2021

公告：2021年6月8日

Circular: 6 July 2021

通函：2021年7月6日

Independent Shareholders' approval: 10 August 2021

獨立股東批准：2021年8月10日

DIRECTORS' REPORT

董事會報告

B. Master Agreement on Provision of Products and Services ("Master Agreement")

B. 提供產品及服務之總協議（「總協議」）

Name of counterparty 對方姓名／名稱	Scope of Products and Services provided 提供產品及服務的範疇	(i) Date of agreement 協議日期	(ii) Term (D/M/Y) 協議年期（日／月／年）	(iii) Date of Announcement 公告日期	Amount for the Year (HK\$'000) 本年度之金額 (千港元)
Albert Yeung Holdings Limited ("AY Holdings") 楊受成產業控股有限公司 （「楊受成產業控股」）	Sales/provision of goods and services by the Group to AY Holdings (as agent acting on behalf of relevant members of Emperor Group): 本集團向楊受成產業控股（作為代表英皇集團相關成員公司行事的代理附註）銷售／提供商品及服務：	(i) 15 May 2020 2020年5月15日	(ii) 1 April 2020 – 31 March 2023 2020年4月1日至2023年3月31日	(iii) 15 May 2020 2020年5月15日	2,545
	(i) Selling products and providing furniture procurement consultancy services 銷售產品並提供傢俬採購諮詢服務				
	(ii) Selling furniture coupons 銷售傢俬禮券				
	(iii) Providing other types of ancillary services and any transaction of revenue nature 提供其他類別配套服務及進行屬收入性質的任何交易				

Annual cap for the Year: HK\$9,800,000

本年度之年度上限：9,800,000 港元

Connected relationship:

Emperor Group includes all companies and their respective associates directly or indirectly controlled by various private discretionary trusts set up by Dr. Albert Yeung from time to time (including but not limited to Emperor International, Emperor E Hotel, Emperor Capital Group Limited (Stock Code: 717), Emperor W&J, Emperor Culture and their respective subsidiaries and associates), other than the Group. Dr. Albert Yeung, was a deemed substantial shareholder of the Company and therefore companies under Emperor Group were deemed connected persons of the Company under Chapter 14A of the Listing Rules.

關連關係：

英皇集團包括楊博士不時創立的多家私人酌情信託直接或間接控制的所有公司及彼等各自的關聯公司（包括但不限於英皇國際、英皇娛樂酒店、英皇證券集團有限公司（股份代號：717）、英皇鐘錶珠寶、英皇文化產業及彼等各自的附屬公司及關聯公司），惟本集團除外。楊博士被視為本公司之主要股東，因此，根據上市規則 14A 章，英皇集團轄下之公司被視為本公司之關連人士。

Compliance with Disclosure Requirements

Save as the "sales of goods" in the amount of HK\$2,545,000 out of HK\$2,548,000 as shown in note 25(a) to the consolidated financial statements, none of the other related party transactions as set out in note 25 constituted connected transactions or non-exempt continuing connected transactions ("CCT") that are required to be disclosed under Chapter 14A of the Listing Rules. The Company had complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the above non-exempt connected transactions.

遵守披露規定

除綜合財務報表附註 25(a) 所載的「商品銷售」2,548,000 港元中的 2,545,000 港元，概無其他載於附註 25 之關聯方交易構成上市規則第 14A 條項下須予披露之關連交易或非豁免持續關連交易（「持續關連交易」）。本公司已遵守根據上市規則第 14A 條有關上述非豁免關連交易之披露要求。

DIRECTORS' REPORT

董事會報告

Auditor's Letter on Non-exempt Continuing Connected Transactions

The Company's auditor was engaged to report on the Group's non-exempt CCTs in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" ("Auditor's Letter") issued by the Hong Kong Institute of Certified Public Accountants.

The auditor had issued unqualified conclusions in respect of the non-exempt CCTs disclosed by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the Auditor's Letter had been provided by the Company to the Stock Exchange.

Confirmation of Independent Non-Executive Directors

Pursuant to rule 14A.55 of the Listing Rules, the Company's independent non-executive Directors ("INEDs") had reviewed the non-exempt CCTs and the Auditor's Letter and had confirmed that these transactions had been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better (as the case may be); and
- (iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

There was no transaction, arrangement or contract which was significant in relation to the Group's business to which the Company or any of its holding companies, subsidiaries or fellow subsidiaries was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

有關非豁免持續關連交易之核數師函件

本公司核數師已獲委聘按照香港會計師公會頒佈之《香港審驗應聘服務準則 3000 (經修訂)》的「歷史財務資料審計或審閱以外的審驗應聘」，並參照《實務說明》第 740 號「關於香港《上市規則》所述持續關連交易的核數師函件」(「核數師函件」)，匯報本集團之已披露非豁免持續關連交易。

核數師已按照上市規則第 14A.56 條，就本集團已披露非豁免持續關連交易發出無保留結論。本公司已向聯交所提供核數師函件之副本。

獨立非執行董事之確認

根據上市規則第 14A.55 條，本公司之獨立非執行董事(「獨立非執行董事」)已審閱非豁免持續關連交易及核數師函件，並確認該等交易：

- (i) 於本集團之日常及一般業務過程中訂立；
- (ii) 按一般或更佳(視情況而定)商業條款進行；及
- (iii) 根據規管該等交易之相關協議進行，其中條款公平合理，並符合股東整體利益。

於本年度完結時或本年度任何時間並無存在本公司或其任何控股公司、附屬公司或同系附屬公司所訂立而董事或其關連實體於當中擁有重大權益(無論直接或間接)且對本集團業務而言屬重大之交易、安排或合約。

DIRECTORS' REPORT

董事會報告

EMOLUMENT POLICY

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

Employee's remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay level. Remuneration package includes, as the case may be, basic salary, Directors' fees, housing allowances, contribution to pension schemes, discretionary bonus relating to financial performance of the Group and individual performance, ad hoc rewards, share options and other competitive fringe benefits such as medical and life insurances. Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 8 and 9 to the consolidated financial statements respectively.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the aggregate revenue from sales of goods or rendering of services attributable to the Group's five largest customers accounted for less than 30% and (2021:30%) of the Group's total revenue for the Year.

During the Year, the aggregate purchase attributable to the Group's five largest suppliers and the Group's largest supplier accounted for approximately 35.6% (2021:38.4%) and 13.0% (2021:13.5%) respectively of the Group's total purchases for the Year.

None of the Directors, their close associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) had any interest in the above major suppliers of the Group.

薪酬政策

董事之酬金須由董事會根據薪酬委員會參照一套書面薪酬政策（以確保與業務策略有清晰聯繫，並密切符合股東之權益及現行市場最佳常規）向其提供的推薦意見而釐定。酬金乃參考董事會企業目標及目的、可予以比較公司支付的薪金、執行及非執行董事的時間投入及職責、本集團內部一貫的僱傭條件及與表現掛鈎的薪酬之適用性。董事袍金則以符合市場常規而支付。並無個別人士可釐定其本身之酬金。

僱員薪酬乃根據個人責任、能力及技術、經驗及表現以及市場薪酬水平釐定。薪酬待遇包括（視情況而定）基本薪金、董事袍金、房屋津貼、退休金計劃供款、與本集團財務表現及個人表現掛鈎之酌情花紅、特設薪酬、購股權及其他具有競爭力之額外福利（如醫療及人壽保險）。董事及本集團五位最高薪人士之薪酬詳情分別載於綜合財務報表附註 8 及 9。

主要客戶及供應商

本年度，本集團五大客戶所帶來之銷售商品或提供服務總收入佔本集團本年度之收入總額少於 30% (2021 年：30%)。

本年度，本集團五大供應商及本集團最大供應商所帶來之總採購額佔本集團本年度之採購總額分別約 35.6% (2021 年：38.4%) 及 13.0% (2021 年：13.5%)。

董事、彼等之緊密聯繫人士或據董事所知擁有本公司已發行股份數目 5% 以上之任何股東，概無於上述本集團主要供應商中擁有任何權益。

DIRECTORS' REPORT

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, as at the latest practicable date prior to the issue of this annual report, there was sufficient public float of at least 25% of the Company's issued shares as required under the Listing Rules.

AUDITOR

Ernst & Young will retire at the 2022 AGM and a resolution for their reappointment as auditor of the Company will be proposed thereat.

On behalf of the Board

Wong Chi Fai

Chairman

Hong Kong

28 June 2022

足夠之公眾持股量

根據本公司可得之公開資料及據董事所知，於刊發本年報前之最後實際可行日期，本公司已發行股份維持上市規則所規定至少 25% 之足夠公眾持股量。

核數師

安永會計師事務所將於 2022 年股東週年大會上退任，而續聘其為本公司核數師之決議案將於會上提呈。

代表董事會

黃志輝

主席

香港

2022 年 6 月 28 日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is committed to maintaining a high standard of corporate governance for the Company so as to ensure "Accountability, Responsibility and Transparency" towards Shareholders, stakeholders, investors as well as employees of Company.

The Directors have adopted various policies to ensure compliance with the code provisions of the Corporate Governance Code (the "CG Code") under Appendix 14 of the Listing Rules. During the Year, the Company had fully complied with all the code provisions of the CG Code as set out in Appendix 14 of the Listing Rules.

THE BOARD

Roles and Responsibilities of The Board

The Company is headed by the Board which is responsible for the leadership, control and promotion of success of the Group in the interests of the Shareholders by directing and supervising its affairs and by formulating strategic directions and monitoring the financial and management performance of the Group.

Board Composition

As at 31 March 2022, the Board comprised six Directors (three Executive Directors and three INEDs) who possess the skills, experience and expertise either in the same industry or relevant to the management of the business of the Group. The Board considers that this composition provides a strong independent element with a balance of power and influence between individuals on the Board and an appropriate mix of skill, knowledge, experience and diversity. The biographies of the Directors are set out on pages 17 to 19 of this annual report under the "Biographies of Directors and Senior Executives" section.

Chairman and Chief Executives

Mr. Wong Chi Fai has been appointed as the Chairman of the Board who provides leadership for the Board. With the support of the company secretary of the Company ("Company Secretary"), he ensures that all Directors receive, in a timely manner, adequate information and are properly briefed on issues arising at the Board meetings. He is responsible for ensuring that the Board works effectively and performs its responsibilities. He holds meetings without the presence of Executive Directors with INEDs at least once a year.

董事會致力為本公司維持高水平之企業管治，以確保為股東、本公司持份者、投資者以及僱員提供「問責、負責及其透明度」之制度。

董事已採納多項政策，以確保遵守上市規則附錄十四「企業管治守則」（「企業管治守則」）的守則條文。於本年度內，本公司一直遵守上市規則附錄十四所載之企業管治守則之所有守則條文。

董事會

董事會之角色及職責

本公司由董事會主領，而董事會負責透過指導及監督本集團事務並制定戰略方向且監察其財務及管理表現，領導、監控及促進本集團之成功，以符合股東的利益。

董事會組成

於 2022 年 3 月 31 日，董事會由六名董事組成，包括三名執行董事及三名獨立非執行董事，彼等擁有於相同行業或與本集團業務管理相關之技能、經驗及專業知識。董事會認為該組合能賦予董事會強健的獨立元素，成員之間的權力及影響得以均衡以及適當技能、知識、經驗及多元化組合。董事履歷載於本年報第 17 至 19 頁「董事及高級行政人員之履歷」一節。

主席及最高行政人員

黃志輝先生獲委任為董事會主席，負責領導董事會。在本公司之公司秘書（「公司秘書」）之協助下，彼確保全體董事可及時收取充分資訊，及於董事會會議上均獲適當知悉當前討論之事項。彼負責確保董事會有效地運作及履行其職責。彼與獨立非執行董事每年至少舉行一次沒有執行董事出席的會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the Year, Mr. Ng Koon Keung, Ricky ceased to be Executive Director and the Chief Executive Officer of the Group. The Executive Directors (in particular Ms. Mok Fung Lin, Ivy, who is also the General Manager of the Company) and management team are responsible for the Group's day-to-day operation and business management.

The Board considers that such segregation of duties make the Board and the operation of the Group function effectively.

Independent Non-executive Directors

The INEDs are all professionals with recognized experience and expertise in legal, accounting or auditing who contribute impartial view and make independent judgment on issues to be discussed at Board meetings. The terms of the INEDs are subject to retirement by rotation and re-election provision under the Articles of Association of the Company and Listing Rules.

The Company had received confirmation of independence from each of the INEDs. Based on the annual review conducted by the Nomination Committee, the Board considered each of them to be independent with reference to the factors as set out in Rule 3.13 of the Listing Rules. The INEDs had been expressly identified as such in all corporate communications of the Company that disclose the names of Directors.

於本年度內，吳冠強先生離任執行董事及本集團之行政總裁。執行董事（尤其是莫鳳蓮女士，彼亦為本公司總經理）及管理團隊負責本集團之日常營運及業務管理。

董事會認為，此分工可使董事會及本集團職能有效運作。

獨立非執行董事

獨立非執行董事均為於法律、會計或審計領域擁有廣泛認可經驗及知識之專業人士，就將於董事會會議上討論之事宜提供公正觀點及作出獨立判斷。獨立非執行董事的任期受本公司組織章程細則及上市規則項下之輪值退任及重選連任條文所規限。

本公司已接獲各獨立非執行董事之獨立性確認書。基於提名委員會進行之年度審核，董事會認為在參照上市規則第 3.13 條所載之因素後，各獨立非執行董事屬獨立人士。本公司在所有需要披露董事姓名的公司通訊中，均已明確列明獨立非執行董事之身份。

CORPORATE GOVERNANCE REPORT

企業管治報告

Delegation to the Management

The management is led by the Executive Committee of the Company (which comprises all the Executive Directors of the Board) and has been delegated powers and authorities of the Board to carry out the day-to-day management and operation of the Group, formulate business policies and make decision on key business issues except the following major reserved matters as set out in a "Formal Schedule on matters specifically reserved for and delegated by the Board":

- determining the Group's objectives and strategies;
- approving annual and interim results and financial reporting;
- declaring or recommending payment of dividends or other distributions;
- approving major changes that require notification by announcement under the Listing Rules;
- approving publication of the announcement for notifiable transactions (except for discloseable transactions in relation to lease transactions recognizing the right-of-use asset by the Company as lessee according to HKFRS 16 "Lease") under the Listing Rules;
- approving non-exempted connected transactions; and
- approving major capital re-structuring and issue of new securities of the Company.

授權予管理層

管理層乃由本公司執行委員會（由董事會之所有執行董事所組成）領導，並獲董事會授予權力及授權，以進行本集團之日常管理及營運、制定業務政策，並就主要業務事項作出決定，除以下「需要董事會決定及由董事會授權之事項之正式預定計劃表」所載下列主要保留事項除外：

- 釐定本集團之目標及策略；
- 批准年度及中期業績以及財務報告；
- 宣派或建議派付股息或其他分派；
- 批准根據上市規則須以公告形式作出通知之重大變動；
- 批准根據上市規則刊發有關須予公佈交易之公告（根據香港財務報告準則第 16 號「租賃」就本公司作為租客確認使用權資產之租賃交易相關須予披露交易除外）；
- 批准非豁免關連交易；及
- 批准本公司之主要資本重組及發行新證券。

CORPORATE GOVERNANCE REPORT

企業管治報告

Induction, Support and Professional Development of Directors

All Directors have been given relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of equity and business interest in the Group and such induction materials will also be provided to newly appointed Directors shortly upon their appointment as Directors. All Directors have been updated on the latest developments of the Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices. There is a procedure agreed by the Board to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses in order to assist them to perform their duties to the Company.

The Directors confirmed that they had complied with the code provision C.1.4 of the CG Code on Directors' training. During the Year, each Director had participated in continuous professional development by attending e-seminars/reading materials on the following topics to develop and refresh their knowledge and skills and provided a record of training to the Company:

董事之啟導、支援及專業發展

所有董事均已獲提供有關擔任董事之職責及責任、適用於董事之相關法例及規例、於本集團之權益及業務權益披露之責任之相關指引資料，而於新任董事獲委任後，亦會於短期內向其提供該等就任董事須知資料。全體董事亦已就上市規則及其他適用監管要求之發展獲得最新資料，從而確保遵例，同時加強彼等對良好企業管治常規之意識。董事會已議定程序，使董事可在適當情況下經合理要求後尋求獨立專業意見以協助彼等為本公司執行職責，費用由本公司承擔。

董事確認，彼等已遵守企業管治守則內有關董事培訓之守則條文第C.1.4條。於本年度，各董事均已參與持續專業發展，透過出席有關以下主題之座談會／閱讀材料，以發展及更新彼等之知識及技能，並已向本公司提供培訓記錄：

Name of Directors	董事姓名	Topics of training covered 培訓所涵蓋課題
Mr. Wong Chi Fai	黃志輝先生	(1) corporate governance 企業管治
Mr. Ng Koon Keung, Ricky (ceased directorship on 1 July 2021)	吳冠強先生 (於2021年7月1日 離任董事職務)	(2) regulatory 監管
Ms. Mok Fung Lin, Ivy	莫鳳蓮女士	(3) finance 財務
Ms. Fan Man Seung, Vanessa	范敏嫦女士	(4) industry specific 行業相關
Ms. Chan Yee Man	陳綺雯女士	
Mr. Chiu Kin Fai	招健暉先生	
Mr. Ng Hoi Yue	伍海于先生	

Relationship between the Board Members

None of the members of the Board has any relationship (including financial, business, family or other material/relevant relations) among each other.

Directors' insurance

The Company has arranged appropriate insurance cover in respect of any legal action against the Directors.

董事會成員間之關係

董事會成員之間概無任何關係（包括財務、業務、家屬或其他重大／相關關係）。

董事之保險

本公司已就董事可能會面對之任何法律訴訟作出適當之投保安排。

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' Attendance and Time Commitment

The attendance of Directors at the meetings during the Year is set out below:

董事出席會議情況及時間投入

各董事於本年度出席會議之情況載列如下：

Name of Directors 董事姓名	No. of meetings attended/held 出席會議/舉行會議次數						
	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Corporate Governance Committee 企業管治委員會	Executive Committee 執行委員會	2021 AGM 2021 股東週年 大會
Executive Directors 執行董事							
Mr. Wong Chi Fai ^(Note 1) 黃志輝先生 (附註 1)	5/5	-	1/1	-	-	5/5	1/1
Mr. Ng Koon Keung, Ricky (ceased directorship on 1 July 2021) 吳冠強先生 (於 2021 年 7 月 1 日離任董事職務)	2/2	-	-	-	-	2/2	-
Ms. Mok Fung Lin, Ivy 莫鳳蓮女士	5/5	-	-	-	-	5/5	1/1
Ms. Fan Man Seung, Vanessa ^(Note 2) 范敏嫦女士 (附註 2)	5/5	-	-	1/1	1/1	5/5	1/1
Independent Non-Executive Directors 獨立非執行董事							
Ms. Chan Yee Man ^(Note 3) 陳綺雯女士 (附註 3)	5/5	3/3	1/1	1/1	-	-	1/1
Mr. Chiu Kin Fai ^(Note 4) 招健輝先生 (附註 4)	5/5	3/3	-	1/1	1/1	-	1/1
Mr. Ng Hoi Yue ^(Note 5) 伍海于先生 (附註 5)	5/5	3/3	1/1	-	1/1	-	1/1
Total number of meetings held: 舉行會議之總數：	5	3	1	1	1	5	1

Notes:

- Chairman of the Executive Committee
- Chairperson of the Corporate Governance Committee
- Chairperson of the Audit Committee
- Chairman of the Nomination Committee
- Chairman of the Remuneration Committee

附註：

- 執行委員會主席
- 企業管治委員會主席
- 審核委員會主席
- 提名委員會主席
- 薪酬委員會主席

During the Year, the Chairman held a meeting with INEDs without the presence of Executive Directors in compliance with code provision C.2.7 of the CG Code.

於本年度，根據企業管治守則之守則條文第 C.2.7 條，主席已與獨立非執行董事召開執行董事未出席之會議。

The Board had reviewed the contribution required from each Director to perform his/her responsibilities to the Company and was satisfied that each Director had been spending sufficient time in performing his/her responsibilities during the Year.

董事會已檢討各董事在履行本公司職責時所作貢獻，且信納於本年度內，全體董事均已付出足夠時間履行彼等之職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Meetings and Proceedings

Regular Board meetings were held at approximately quarterly intervals. The Directors have access to the advice and services of the Company Secretary and key officers of the company secretarial team for ensuring that the Board procedures, all applicable rules and regulations are followed.

With the assistance of the Company Secretary, the meeting agenda is set by the Chairman of the Board in consultation with other Board members. Board meeting notice was sent to the Directors at least 14 days prior to each regular Board meeting. For all other board meetings, reasonable notice was given. Board papers and related materials which provide appropriate, accurate, clear, complete and reliable information are generally sent to all Directors and relevant committee members at least 3 days before each Board meeting and Board committee meeting (or other agreed period) to enable the Directors to make informed decisions.

Minutes of Board meetings and Board committee meetings are drafted by the secretary of the meetings and recorded in sufficient details the matters considered and decisions reached, with draft and final versions being circulated to the Directors for their comment and records respectively, within reasonable time after the meetings are held. Originals of such minutes, being kept by the Company Secretary, are open for inspection at any reasonable time with reasonable notice by any Director.

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

Board Committees

To assist the Board in execution of its duties and facilitate effective management, certain functions of the Board have been delegated by the Board to the Executive Committee, Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee.

All members of the Audit Committee and majority members of the Remuneration Committee and Nomination Committee are INEDs. Clear written terms of reference of all the Board Committees are given to the respective members of these Committees. Details of the Board Committees are set out below:

董事會會議及程序

董事會定期會議約每季舉行。董事會可獲取公司秘書及公司秘書團隊主要職員之意見及服務，確保遵循董事會程序、所有適用之規則及規例。

在公司秘書之協助下，會議議程乃由董事會主席在諮詢其他董事會成員後設定。董事會會議之通告至少於各董事會定期會議舉行前 14 日發送予董事。至於其他董事會會議，亦會發出合理通知。董事會文件連同所有適當、準確、清晰、完整及可靠資料一般於每次董事會會議及董事委員會會議至少 3 日前（或其他獲同意的期間）送交予全體董事及相關委員會成員以便董事作出知情決定。

經由會議秘書起草以及就所考慮事宜及所達致決定作出足夠詳細記錄之董事會會議記錄及董事委員會會議記錄之初稿及最終定稿均會分發予董事，分別供彼等於舉行會議後在合理時間內表達意見及備案之用。有關會議記錄之正本由公司秘書保存，可供任何董事於發出合理通知後在任何合理時間查閱。

若任何董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則該事項將以召開董事會會議而非以書面決議案方式處理，而該董事將就自身或其任何聯繫人士於當中擁有重大利益之相關董事會決議案放棄投票，且不會計入出席該董事會會議之法定人數內。在交易中本身及其緊密聯繫人士均沒有重大利益之獨立非執行董事均有出席有關董事會會議。

董事委員會

為協助董事會履行其職責及促進有效管理，董事會若干職能已由董事會委派予執行委員會、審核委員會、薪酬委員會、提名委員會及企業管治委員會。

審核委員會所有成員及薪酬委員會及提名委員會之大多數成員為獨立非執行董事。所有董事委員會均以書面清晰訂明該等委員會內各成員之職權範圍。董事委員會詳情載列如下：

CORPORATE GOVERNANCE REPORT

企業管治報告

1. Executive Committee (set up on 8 January 2018)

The Executive Committee consists of all the Executive Directors, namely Mr. Wong Chi Fai (Chairman of the Committee), Ms. Mok Fung Lin, Ivy, Ms. Fan Man Seung, Vanessa and Mr. Ng Koon Keung, Ricky (ceased as member of the Committee on 1 July 2021).

The primary duties of the Executive Committee are (a) formulating business policies and making decision (including entering into transactions) on matters relating to the management and day-to-day operations of the Group; (b) making and reviewing corporate/financial/treasury planning, investment and operation strategy of the Group; (c) discussing and approving any financial, borrowing, charging and guarantee commitment to be made by or on behalf of the Group; (d) approving transactions, including discloseable transactions, exempted connected transactions and non-exempted continuing connected transactions took place from time to time under the master agreement(s) previously approved by the Board/Shareholders (as the case may be) under the Listing Rules; (e) approving any publication of relevant announcement for discloseable transaction in relation to lease transaction recognizing the right-of-use asset by the Company as lessee according to HKFRS 16 "Leases"; and (f) having all power and authorities of the Board except those matters specifically reserved for the full Board as set out in the "Formal Schedule on matters reserved for and delegated by the Board" adopted by the Board from time to time.

2. Audit Committee (set up on 8 January 2018)

The Audit Committee consists of three INEDs, namely Ms. Chan Yee Man (Chairperson of the Committee), Mr. Chiu Kin Fai and Mr. Ng Hoi Yue.

The specific written terms of reference of the Audit Committee is available on the websites of the Stock Exchange and the Company. The Audit Committee is primarily responsible for (a) making recommendations to the Board on the appointment, re-appointment and removal of the external auditor; (b) reviewing and monitoring the external auditor's independence and objectivity and effectiveness of the audit process; (c) approving the remuneration and terms of engagement of external auditor; and (d) reviewing financial information and overseeing the financial reporting, risk management and internal control systems.

1. 執行委員會（於 2018 年 1 月 8 日成立）

執行委員會由全體執行董事組成，分別為黃志輝先生（委員會主席）、莫鳳蓮女士、范敏嫦女士及吳冠強先生（於 2021 年 7 月 1 日離任委員會成員）。

執行委員會之主要職責為 (a) 就與本集團管理及日常營運有關之事項制定業務政策及作出決定（包括訂立交易）；(b) 制定及檢討本集團之企業／財務／庫務計劃、投資及營運策略；(c) 討論及批准任何本集團或代表本集團制定之財務、借貸、抵押及保證承諾；(d) 批准交易，包括根據上市規則之須予披露交易、獲豁免關連交易及已由董事會／股東（視情況而定）批准之主協議不時進行之非豁免持續關連交易；(e) 批准就本公司（作為承租人）根據香港財務報告準則第 16 號「租賃」確認使用權資產之租賃交易相關須予披露交易刊發相關公告；及 (f) 擁有董事會之所有權力及授權，惟董事會不時採納之「需要董事會決定及由董事會授權之事項之正式預定計劃表」所載指定由全體董事會作決定之事項除外。

2. 審核委員會（於 2018 年 1 月 8 日成立）

審核委員會由三名獨立非執行董事組成，其分別為陳綺雯女士（委員會主席）、招健暉先生及伍海于先生。

審核委員會之具體書面職權範圍可於聯交所及本公司網站查閱。審核委員會主要負責 (a) 就委聘、重新委聘及罷免外聘核數師向董事會提供推薦意見；(b) 檢討及監察外聘核數師之獨立性以及審核程序之客觀性及有效性；(c) 批准外聘核數師之酬金及委聘條款；及 (d) 審閱財務資料及監察財務報告、風險管理及內部監控系統。

CORPORATE GOVERNANCE REPORT

企業管治報告

A summary of work performed by the Audit Committee during the Year is set out as follows:

- i. reviewed with the management/finance personnel and/or the external auditor the effectiveness of audit process and the accounting policies and principles adopted by the Group, the accuracy and fairness of the annual consolidated financial statements for the financial year ended 31 March 2021 (“Previous Year”) and the interim consolidated financial statements for the six months ended 30 September 2021;
- ii. reviewed with the senior management and finance personnel the effectiveness of the risk management and internal control systems of the Group during the Previous Year;
- iii. performed annual review of the non-exempted continuing connected transactions of the Group for the Previous Year;
- iv. recommended to the Board on the re-appointment of external auditor at the 2021 annual general meeting (“2021 AGM”); and
- v. approved the audit plan for the Year, reviewed the independence of external auditor and approved its engagement.

3. Remuneration Committee (set up on 8 January 2018)

The Remuneration Committee consists of three members, namely Mr. Ng Hoi Yue (*Chairman of the Committee*), Ms. Chan Yee Man, both being INEDs, and Mr. Wong Chi Fai, an Executive Director.

The specific written terms of reference of the Remuneration Committee is available on the websites of the Stock Exchange and the Company. The Remuneration Committee is primarily responsible for making recommendation to the Board on (a) the Company's policy and structure for all remuneration of Directors and senior management; (b) the remuneration of INEDs; and (c) the specific remuneration packages for individual Executive Directors and senior management. Details of the remuneration of each of the Directors for the Year are set out in note 8 to the consolidated financial statements.

於本年度內，審核委員會履行之工作概要載列如下：

- i. 與管理層／財務人員及／或外聘核數師審閱審核過程及本集團所採納之會計政策及原則之成效，以及分別截至 2021 年 3 月 31 日止財政年度（「上年度」）及截至 2021 年 9 月 30 日止六個月之年度及中期綜合財務報表之準確性及公平性；
- ii. 於上年度與高級管理層及財務人員檢討本集團風險管理及內部監控系統之成效；
- iii. 對本集團於上年度之非豁免持續關連交易進行年度審閱；
- iv. 建議董事會於 2021 股東週年大會（「2021 股東週年大會」）上重新委任外聘核數師；及
- v. 批准本年度之審核計劃、檢討外聘核數師之獨立性及批准其委聘。

3. 薪酬委員會（於 2018 年 1 月 8 日成立）

薪酬委員會由三名成員組成，其分別為獨立非執行董事伍海于先生（委員會主席）及陳綺雯女士，以及執行董事黃志輝先生。

薪酬委員會之具體書面職權範圍可於聯交所及本公司網站查閱。薪酬委員會主要負責就 (a) 所有本公司之董事及高級管理層之薪酬政策及架構；(b) 獨立非執行董事之薪酬；及 (c) 個別執行董事及高級管理層之具體薪酬待遇向董事會提供推薦意見。本年度各董事之薪酬詳情載於綜合財務報表附註 8。

CORPORATE GOVERNANCE REPORT

企業管治報告

A summary of the work performed by the Remuneration Committee during the Year is set out as follows:

- i. reviewed the Directors' fees and made recommendation to the Board; and
- ii. reviewed the remuneration structure/package of the Executive Directors and senior management and recommended the Board to approve their specific packages.

4. **Nomination Committee** (set up on 8 January 2018)

The Nomination Committee consists of three members, namely Mr. Chiu Kin Fai (*Chairman of the Committee*) and Ms. Chan Yee Man, both being INEDs and Ms. Fan Man Seung, Vanessa, an Executive Director.

The specific written terms of reference of the Nomination Committee is available on the websites of the Stock Exchange and the Company. The primary duties of the Nomination Committee are (a) reviewing the structure, size, composition and diversity of the Board; (b) reviewing the Board Diversity Policy; (c) reviewing the Nomination Policy and identifying potential candidates for directorship; (d) assessing the independence of INEDs; (e) reviewing the time commitment of each Director in performing his/her responsibilities; and (f) making recommendations to the Board on the appointment, reappointment, re-election or re-designation of Directors and succession planning for Directors.

A summary of the work performed by the Nomination Committee during the Year is set out as follows:

- i. reviewed the structure, size, composition and diversity of the Board;
- ii. reviewed the independence of the INEDs;
- iii. reviewed the confirmation from the Directors on time commitment in performing their duties as Directors; and
- iv. made recommendation to the Board on the re-election of Directors at the 2021 AGM.

於本年度內，薪酬委員會所履行之工作概要載列如下：

- i. 檢討董事袍金並向董事會提供推薦意見；及
- ii. 檢討執行董事及高級管理層之薪酬架構／待遇水平，並就彼等之具體薪酬待遇向董事會提供建議。

4. **提名委員會** (於 2018 年 1 月 8 日成立)

提名委員會由三名成員組成，其分別為獨立非執行董事招健暉先生（委員會主席）及陳綺雯女士，以及執行董事范敏嫦女士。

提名委員會之具體書面職權範圍可於聯交所及本公司網站查閱。提名委員會之主要職責為：(a) 檢討董事會的架構、人數、組成及多元化；(b) 檢討董事會多元化政策；(c) 檢討提名政策及物色潛在董事會候選人；(d) 評核獨立非執行董事的獨立性；(e) 檢討各董事於履行其職責時所投入的時間；及 (f) 就董事委任、重新委任、重選或調任以及董事繼任計劃向董事會提出建議。

於本年度內，提名委員會所履行之工作概要載列如下：

- i. 檢討董事會之架構、人數、組成及多元化；
- ii. 檢討獨立非執行董事之獨立性；
- iii. 檢討自董事就履行彼等職責所投入之時間獲得之確認；及
- iv. 就於 2021 股東週年大會上膺選連任之董事向董事會提供推薦意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

As adopted by the Board, the Board Diversity Policy aims to achieve diversity on the Board in the broadest sense in order to have a balance of skills, experience and diversity of perspectives to the business nature of the Company. Selection of candidates on the Board is 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 Nomination Committee will also assess the merits and contribution of any Director proposed for re-election or any candidate nominated to be appointed as Director that will bring to the Board against the objective criteria, with due regard for the benefits of diversity of the Board that would complement the Company's corporate strategy.

Nomination Policy

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

5. Corporate Governance Committee (set up on 8 January 2018)

The Corporate Governance Committee ("CG Committee") consists of five members, namely Ms. Fan Man Seung, Vanessa (*Chairperson of the Committee*), being the Executive Director, Mr. Chiu Kin Fai and Mr. Ng Hoi Yue, both being INEDs, a representative from company secretarial function and a representative from finance and accounts function.

The specific written terms of reference of the CG Committee is available on the website of the Company. The primary duties of the CG Committee are (a) reviewing the policies and practices on corporate governance of the Company ("CG Policy") and making recommendations to the Board; (b) reviewing and monitoring the policies and practices of the Company on compliance with legal and regulatory requirements of the Company; (c) developing, reviewing and monitoring the codes of conduct applicable to Directors and relevant employees of the Group on dealings with the Company's securities; (d) reviewing and monitoring the training and continuous professional development of Directors and senior management; and (e) reviewing the Company's compliance with the CG Code and disclosure in this report.

董事會多元化政策

董事會所採納之董事會多元化政策旨在從最廣義角度實現董事會多元化，以根據本公司業務性質而具備適當所需技巧、經驗及多樣的觀點。選擇董事會候任董事乃基於多方面考慮，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。提名委員會亦會評估任何建議重選的董事或任何獲提名委任為董事之候選人為董事會帶來之價值及貢獻，並按客觀準則評選，充分顧及董事會多元化的裨益，從而完善本公司之企業策略。

提名政策

本公司已書面採納本集團之提名政策，旨在協助提名委員會根據董事會多元化政策物色及提名合適的董事候選人，並就 (i) 提名新董事以填補董事會的臨時空缺；(ii) 向股東提出建議以擬於股東大會選舉或重選任何董事；及 (iii) 股東就新董事的選舉提名列明提名標準及提名程序。

5. 企業管治委員會 (於 2018 年 1 月 8 日成立)

企業管治委員會 (「企業管治委員會」) 由五名成員組成，其分別為執行董事范敏嫦女士 (委員會主席)、獨立非執行董事招健暉先生及伍海于先生、一名公司秘書職能代表及一名財務及會計職能代表。

企業管治委員會之具體書面職權範圍可於本公司網站查閱。企業管治委員會之主要職責為 (a) 檢討本公司在企業管治方面之政策及常規 (「企業管治政策」) 並向董事會提供推薦意見；(b) 檢討及監察本公司在遵守本公司法規及監管規定方面之政策及常規；(c) 制定、檢討及監察董事及本集團相關僱員買賣本公司證券所適用之行為守則；(d) 檢討及監察董事及高級管理層之培訓及持續專業發展；及 (e) 檢討本公司遵守企業管治守則及本報告披露之情況。

CORPORATE GOVERNANCE REPORT

企業管治報告

A summary of the work performed by the CG Committee during the Year is set out as follows:

- i. reviewed the CG Policy and made recommendation to the Board;
- ii. reviewed the policies and practices on compliance with legal and regulatory requirements;
- iii. reviewed the training and continuous professional development of Directors and senior management;
- iv. reviewed the said codes of conduct applicable to Directors and relevant employees of the Group; and
- v. reviewed the Company's compliance with the CG Code and disclosure in Corporate Governance Report.

於本年度內，企業管治委員會所履行之工作概要載列如下：

- i. 檢討企業管治政策並向董事會提供推薦意見；
- ii. 檢討在遵守法規及監管規定方面之政策及常規；
- iii. 檢討董事及高級管理層之培訓及持續專業發展；
- iv. 檢討董事及本集團相關僱員之適用行為守則；及
- v. 檢討本公司遵守企業管治守則之情況及於企業管治報告內披露。

COMPANY SECRETARY

The Company Secretary whose appointment was approved by the Board, plays an important role in supporting the Board for ensuring good information flow within the Board and that the Board policy and procedures are followed. She is responsible for advising the Board on general duties and obligations of Directors and good corporate governance issues, and has facilitated induction and professional development of the Directors. She has day-to-day knowledge of the Company's affairs. During the Year, the Company Secretary had duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

公司秘書

經董事會批准委任之公司秘書於支持董事會就確保董事會內部良好的信息流動以及董事會政策和程序得到遵守方面發揮著重要作用。彼負責就董事之一般職責及義務以及良好企業管治事宜向董事會提供意見，並推動董事之啟導及專業發展。彼對本公司之日常事務有所認識。於本年度內，公司秘書已妥為遵守上市規則第 3.29 條項下之相關專業培訓規定。

SECURITIES TRANSACTION OF DIRECTORS

The Company has adopted Ulferts Securities Code as its own code of conduct regarding securities transactions by Directors on terms no less exacting than the required standards for securities dealings as set out in Appendix 10 of the Listing Rules regarding Model Code for Securities Transactions by Directors of Listed Issuers. Having made specific enquiry to Directors, all of them confirmed that they have complied with the required standard of dealings as set out in Ulferts Securities Code throughout the Year.

董事之證券交易

本公司已採納歐化證券守則作為其有關董事進行證券交易的自有守則，其條款不遜於上市規則附錄十所載之《上市發行人董事進行證券交易之標準守則》的證券交易規定標準。經向所有董事作出特定查詢後，彼等全體確認，彼等於本年度已遵守歐化證券守則所載之買賣標準。

CORPORATE GOVERNANCE REPORT

企業管治報告

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledged their responsibilities to prepare the annual consolidated financial statements of the Group and other financial disclosures required under the Listing Rules. The management has provided all members of the Board with monthly updates on internal consolidated financial statements which give a balanced and understandable assessment of the Group's performance, position and prospects as at the reporting date.

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

RISK MANAGEMENT AND INTERNAL CONTROL

A. Goals and objectives

Internal control is fundamental to the successful operation and day-to-day running of a business and it assists a company in achieving its business objectives. Internal control policies and procedures within the Group are updated regularly with the primary objective of providing general guidance and recommendations on a basic framework of risk management and internal control systems (“Control Systems”).

A review has been conducted on (i) internal control measures and procedures covering all material controls including financial, operational and compliance controls, and (ii) risk management functions in its principal subsidiaries for the Year as follows:

The Board is responsible to ensure that the Group establishes and maintains appropriate and effective Control Systems. Such systems are designed to manage rather than eliminate risks of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

問責及核數

財務匯報

董事知悉彼等負責編製本集團之年度綜合財務報表及上市規則所規定之其他財務披露事項。管理層已每月向董事會全體成員提供內部綜合財務報表更新資料，以提供於報告日期有關本集團之表現、狀況及前景的公正及易於理解的評估。

於編製本年度綜合財務報表時，董事會採納適用之會計政策，並貫徹應用該等政策、作出審慎及合理之判斷及估計，並確保綜合財務報表按「持續經營」基準編製（並於需要時作出支持性假設或限定性條件）並真實呈列本集團於本年度之財務狀況。管理層已向董事會提供有關綜合財務報表之充份解釋及資料以使董事會就向其提交以供批准之財務及其他資料作出知情評估。本公司之核數師已就彼等之匯報責任於獨立核數師報告內作出聲明。

風險管理及內部監控

A. 宗旨及目標

內部監控對成功經營及日常業務營運至關重要，並能協助公司達成其業務目標。本集團之內部監控政策及程序定期更新，主要目標為就風險管理及內部監控系統（「監控系統」）之基本框架提供一般指引及意見。

於本年度內，本公司已檢討 (i) 內部監控措施及程序，涵蓋所有重大監控，包括財務、營運及合規監控，及 (ii) 其主要附屬公司之風險管理職能，詳情載列如下：

董事會負責確保本集團建立及維持適當及有效的監控系統。該等系統旨在管理而非消除未能實現業務目標的風險，並僅可就重大錯誤陳述或損失提供合理而非絕對保證。

CORPORATE GOVERNANCE REPORT

企業管治報告

The key objectives of the Control Systems include:

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

B. Internal Control

1. Governance Control

The control structure of the Control Systems is set out as follows:

The Board

- responsible for the Control Systems and reviewing their effectiveness
- oversee the Control Systems on an ongoing basis with the assistance of Audit Committee
- ensure maintenance of appropriate and effective Control Systems
- define management structure with clear lines of responsibility and limit of authority
- determine the nature and extent of significant risk (including the environmental, social and governance (“ESG”) risks) that the Company is willing to take in achieving the strategic objectives and formulate the Group’s risk management strategies

Audit Committee

- review and discuss the Control Systems with the management annually to ensure that the management has performed its duty to have effective Control Systems. This discussion includes the adequacy of resources, staff qualification and experience, internal audit and financial reporting function as well as those relating to the Company’s ESG performance and reporting function
- review the nature and extent of significant risks, and the Company’s ability to respond to changes in its business and the external environment
- review and discuss annually the significant control failings or weaknesses that are identified by the auditor

該等監控系統之主要目標包括：

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

B. 內部監控

1. 管治監控

監控系統的監控架構載列如下：

董事會

- 負責監控系統並審閱其有效性
- 在審核委員會協助下持續監督監控系統
- 確保監控系統維持合適及有效性
- 制定有明確責任及權限的管理架構
- 釐定本公司就達致戰略目標所願承擔之重大風險（包括環境、社會及管治（「環境、社會及管治」）風險）之性質及程度，並制定本集團之風險管理策略

審核委員會

- 每年檢討並與管理層討論監控系統，以確保管理層履行其職責以維持監控系統之有效性。該討論包括本公司會計及財務申報職能之資源、員工資格及經驗、內部審核及財務報告職能以及反映本公司環境、社會及管治表現及報告者之充足性
- 檢討重大風險之性質及程度，以及本公司應對其業務及外部環境變化之能力
- 每年檢討並討論核數師發現之重大監控失效或缺陷

CORPORATE GOVERNANCE REPORT

企業管治報告

- consider major findings on internal control matters (if any) raised by internal or external auditor and make recommendations to the Board

Executive Committee

- review the effectiveness of ESG-related risk management and internal control systems and report to the Audit Committee for its review

The management (includes heads of business units, departments and divisions)

- design and implement the internal control and risk management policy and procedures duly endorsed by senior management and the Board
- monitor the control systems properly and ensure they are executed effectively
- monitor risks and take measures to mitigate risks in their day-to-day operations
- give prompt responses to, and follow up the findings (if any) on internal control matters raised by internal or external auditor
- provide confirmation to the Board on the effectiveness of the Control Systems
- prepare organization charts to show the reporting relationships within the operation and management to establish lines of responsibility

Internal Audit Department

- carry out the analysis on sample basis and independent appraisal of adequacy and effectiveness of the Control Systems in respect of all material controls, including financial, operational and compliance aspects
- alert the management on the audit review findings or irregularities and advise them on the implementation of necessary steps and actions to enhance the internal controls of the Group
- report the results of internal audit reviews and agreed action plans to the Audit Committee and the Board on regular basis.

- 考慮內部或外聘核數師提出有關內部監控事宜的重要發現(如有)並向董事會提出建議

執行委員會

- 檢討環境、社會及管治相關風險管理及內部監控系統之有效性及向審核委員會報告其檢討

管理層(包括業務單位、部門及分部主管)

- 設計及實行由高級管理層及董事會正式批准之內部監控及風險管理政策及程序
- 妥為監督監控系統，並確保該系統得以有效執行
- 監察風險並採取措施降低日常營運風險
- 對內部或外聘核數師提出之有關內部監控事宜之發現(如有)作出及時回應及跟進
- 就監控系統之有效性向董事會作出書面確認
- 編製企業架構圖，展現營運及管理內的匯報關係，以建立職能範圍

內部審核部門

- 對監控系統所有重要監控(包括財務、營運及合規方面)之充足性及有效性進行抽樣分析及獨立評價
- 向管理層提報有關審核之發現或不規範行為，及就採取必要步驟及行動以提高本集團內部監控方面向彼等提供意見
- 定期向審核委員會及董事會匯報內部審核檢討之結果及協定執行之計劃

CORPORATE GOVERNANCE REPORT

企業管治報告

2. Operational Controls

During the Year, the management had analyzed the control environment identified risks pertaining thereto, and implemented various controls therein as follows:

- i. **Approach taken:** The management conducts interviews with relevant staff, reviews relevant documentation of the Control Systems and evaluates findings of any deficiencies in the design of the Group's Control Systems, provides recommendations for improvement and assesses the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of review on the Control Systems will be reported to and reviewed by the Audit Committee annually.
- ii. **Procedure manuals and operational guidelines:** To safeguard the assets against unauthorized use or disposition and ensure maintenance of proper accounting records that are in compliance with the applicable laws, rules and regulations for the provision of reliable financial that are information for internal use and/or external publication.
- iii. **Management information system and technology:** To control over the business activities allows close tracking of various inputs and outputs of the Group's business such as inventory, products, customer information system and human resources. It also tracks audit trails in the authorization system under which permissions and responsibility of authorization are clearly identified and adequate records can be maintained in the system.
- iv. **Reports and variance analysis:** Reports and analysis of each segment are conducted on regular basis such that the performance of each point of sales and each product category can be easily accessible.
- v. **Information flow:** The transparent information flow alerts the management promptly of any deviations. Benchmarking with historical database and comparisons with the same also acts as a detecting device for spotting unusual activities.

2. 營運監控

於本年度內，管理層已對監控環境及其相關已識別風險作分析，並就此實施以下多項監控：

- i. **所採取方法：**管理層與相關員工進行面談，並審閱監控系統相關文件及評估本集團監控系統設計中所發現之任何不足，就改善措施提出建議及評估實施有關建議之有效性（倘適用）。監控系統審閱的範圍及發現已每年呈報審核委員會並經其審閱。
- ii. **程序手冊及運作指引：**保障資產，以免未經授權使用或處置，並確保遵守適用法律、規則及法規存置適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發。
- iii. **管理資訊系統及技術：**控制業務活動，允許密切追蹤本集團業務之各項輸入及輸出，如存貨、產品、客戶資料系統及人力資源。其亦於授權系統追蹤審核程序，據此，授權許可及責任獲明確識別及該等系統可存置足夠記錄。
- iv. **報告及差異分析：**定期對各階段進行有關報告及分析，故可易於了解各銷售點及各產品類別之表現。
- v. **信息流：**透明的信息流及時提醒管理層任何偏差。以過往數據庫為基準及與之比較亦為發現不尋常活動之檢測工具。

CORPORATE GOVERNANCE REPORT

企業管治報告

- vi. **Safeguarding of assets:** A number of general insurance policies are maintained including general accident insurance on the asset in office, warehouse, retail stores against robbery, burglary, fire and flooding. Insurance for unexpected operational risks and marine insurance for cargo shipment from suppliers or manufacturers which are not on CIF terms are also maintained. Stocktake is conducted at least once a year and cycle counts may be prescribed by operation head. Daily cash count at retail shops and reconciliation is concluded.
- vii. **Quality control:** starting from procurement stage in selection of furniture suppliers and product offering:
- For “Ulfenbo” products and products for special projects, suppliers and manufacturers are required to produce evidence of compliance such as test reports, raw material suppliers’ certificates and documents on electrical parts.
 - Before placing purchase orders with any new furniture suppliers, the procurement team will assess their workmanship and product quality as well as their reputation in the industry.
 - For products of new design which are usually first released in the international furniture exhibitions and fairs, the procurement team will inspect the products for workmanship and safety or quality issue. Regular meetings are held between the procurement team and the inspection and repair team to exchange, discuss and resolve any quality issue with the products. We also engage independent third parties from time to time to inspect products manufactured in the PRC.
 - For custom-made furniture, the project team conducts pre-shipment inspection at the factory of our outsourced manufacturers by checking of random samples of the finished products on workmanship and other specifications such as size, labelling and packaging to verify that the finished lots conform to such specifications before delivery.
- vi. **保障資產：** 採購多項一般保險，包括為辦公室、倉庫及零售店資產採購之一般意外險，以防盜竊、搶劫、火災及水災。此外亦為無法預料的營運風險採購保險及就由供應商或生產商運送之貨物付運（並非按到岸條款）採購水險。每年至少進行一次盤點，並且可由營運主管規定週期計數。每日於零售店清點現金並進行對賬。
- vii. **品質監控：** 從挑選傢俬供應商及產品供應的採購階段開始：
- 就「歐化寶」產品及工程項目產品而言，供應商及生產商須提供合規證明，例如測試報告、原材料證書及針對電子零件之文件。
 - 向任何新傢俬供應商下達採購訂單前，採購團隊會評估有關供應商之工藝、產品質量及其於行內的聲譽。
 - 對於通常首次於國際傢俬展銷會展覽的新設計產品，採購團隊會檢測產品工藝及安全或質量問題。採購團隊定期與檢查維修團隊舉行會議，就產品的任何質量問題交換意見、討論及解決問題。我們亦不時聘用獨立第三方對於中國製造的產品進行檢測。
 - 訂製傢俬方面，工程團隊在外判生產商工廠內進行裝運前檢測，透過隨機抽樣檢查成品之工藝及其他規格（如尺寸、標籤及包裝），以核實製成品批次在付運前符合有關規格。

- When the cargo of our products are shipped to Hong Kong, the logistics team will check the quantity, shipping mark and package condition of the products upon their delivery to our warehouse. If the Company discovers there is any damage to the container, our logistics team will inform insurance broker and see if surveyors need to attend the devanning of the container. When devanning, the logistics team will examine the package condition to look for defect. For products of new model or from new supplier, our procurement and sales team will perform checking when the goods arrive at the store for display.
 - If any complaint is received in respect of any product which is attributable to manufacturing defect, the procurement team in conjunction with the inspection and repair team would make a decision as to whether or not to inspect other pieces of the same product model from the same shipment to see if similar manufacturing defect occurs in the same batch of shipment.
 - Our management will be informed if defects are found and our sales director will decide whether to proceed with insurance claim and/or liaise with the relevant supplier for negotiation of appropriate remedy.
- viii. **Purchase:** The Group maintains a list of approved suppliers for purchase of inventory. All suppliers and their payment terms are pre-approved by Managing Director and recorded in systems. Managing Director stipulates the amount of inventory purchase each month after taking into account of inventory level and sales forecast. Inventory provision policy is based on aging position of inventory items and their condition. All consignment items are approved by Managing Director on a case-by-case basis.
- 當產品運送至香港時，物流團隊會於產品付運至倉庫後檢查產品的數量、運輸標誌及包裝狀況。倘若本公司發現集裝箱有任何損壞，物流團隊將通知保險經紀人並確定檢驗員是否須參與集裝箱拆箱。拆箱時，物流團隊將檢查包裝狀況尋找瑕疵。新型號產品或來自新供應商之產品在運抵店舖上架之前，採購及銷售團隊會對有關產品作出檢查。
 - 倘若任何產品因生產瑕疵而接到投訴，採購團隊會連同檢查維修團隊一同決定是否要檢查同一批貨物同一產品型號的其餘貨品，查明同一批貨物是否有類似的生產瑕疵。
 - 瑕疵一經發現便會向管理層報告，而銷售總監將決定是否提出保險索賠及／或聯絡相關供應商商討適當補救措施。
- viii. **採購：**本集團保留一份採購庫存之經批准的供應商清單。所有供應商及其付款條款均由董事總經理預先批准並記錄於系統。計及庫存水平及銷售預測後，董事總經理規定每月的庫存採購量。庫存供應策略乃基於庫存項目的老化狀況及其條件。所有寄售項目均由董事總經理根據具體情況批准。

CORPORATE GOVERNANCE REPORT

企業管治報告

- ix. **Retails Sales and wholesale sales:** Discount policy and credit policy are in place. All discounts offered must be pre-approved by management. No credit is given to retail customers. Goods refund must be approved by management. Consignment of Ulfenbo products to dealers must be approved by General Manager.

3. Financial Controls

- i. proper controls are in place for the recording of complete, accurate and timely accounting and management information;
- ii. annual budget on all capital and revenue items are prepared and approved by the management before being adopted;
- iii. the management monitors the business activities closely and reviews monthly financial results of operations against budgets/forecast;
- iv. regular reports on revenue, trade receivables' ageing and debtors' ageing, stock ageing and internal financial reports are prepared to the management which give a balanced and understandable assessment of the Group's financial performance;
- v. monthly updates on internal financial statements are provided to management and all Directors which give a balanced and understandable assessment of the Group's performance, financial position, liquidity and prospects in sufficient details;
- vi. bank reconciliation is performed on monthly basis to identify unrecorded bank transactions;
- vii. monthly inventory count is performed in storerooms and warehouse;
- viii. annual audit by external auditor is carried out to ensure that the consolidated financial statements are prepared in accordance with generally accepted accounting principles, the Group's accounting policies and the applicable laws and regulations;
- ix. daily available fund report is reviewed to monitor the cash flows against budgets/forecast; and
- x. review the adequacy of resources, qualifications and experience of staff for accounting and financial reporting function and their training programs.

- ix. **零售銷售及批發銷售：**貼現政策和信貸政策到位。所有折扣必須由管理層預先批准。零售客戶不會獲得任何信貸。退款必須獲得管理層批准。向經銷商寄售歐化寶產品亦必須獲總經理的批准。

3. 財務監控

- i. 已建立適當的監控程序，確保全面、準確及準時記錄會計及管理資料；
- ii. 所有資本及收入項目之年度預算編製後，均須先獲管理層批准方可採納；
- iii. 管理層嚴密監控業務活動並每月將經營之財務業績與預算／預測進行對比檢討；
- iv. 為管理層編製收入、貿易應收款項賬齡及應收債項賬齡的定期報告、存貨賬齡以及內部財務報告，對本集團的財務表現給予平衡及可理解的評估；
- v. 每月向管理層及全體董事提供內部財務報表的更新，其中載有本集團表現、財務狀況、流動資金及前景的持平及易於理解的評估，並具有充足詳情；
- vi. 每月進行銀行對賬，以識別未記錄的銀行交易；
- vii. 每月盤點庫房及倉庫的庫存；
- viii. 外聘核數師進行年度審核以確保綜合財務報表乃根據公認會計原則、本集團之會計政策及適用的法律及法規編製；
- ix. 審閱每日所得的資金報告，以就現金流量與預算／預測的對比進行監控；及
- x. 審查會計及財務報告職能的工作人員資源、資格及經驗的充足性及其培訓計劃。

4. Compliance Controls

The following policies and procedures are in place to safeguard the compliance control:

- i. **Systems and Procedures on Disclosure of Inside Information** to ensure, with the assistance of an internal work team (if required), that any material information which comes to the knowledge of any one or more officers should be promptly identified, assessed and escalated, where appropriate, for the attention of the Board. The Board shall make timely decisions on disclosure, if necessary, and take appropriate measures to preserve confidentiality of inside information until proper dissemination of inside information;
- ii. **Policies and practices on compliance with legal and regulatory requirements** which shall be reviewed and monitored regularly by the CGC as delegated by the Board in order to ensure that the Company is in compliance with all the applicable laws, statutes, rules and regulations and keep up on any legal developments;
- iii. **CCT Compliance Committee** is established to monitor, control and regularly review connected transactions and continuing connected transactions of the Company and ensure proper compliance with all relevant laws and regulations, the Listing Rules and disclosure requirements;
- iv. **Whistle-blowing policy** for the employees of the Group to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters. Such arrangement will be reviewed by the Audit Committee which ensures that proper arrangement is in place for fair and independent investigation of the matters; and
- v. **Anti-money Laundering and Counter-Terrorist Financing Policy and Procedures** is established to set out the general framework for combating crime against money laundering and financing of terrorism. It provides guideline to prevent the Group's employees and clients/customers/suppliers/vendors/contractors from being misused for money laundering, terrorist financing or other financial crime and has set out some indications of potentially suspicious transactions/activities for employees' reference.

4. 合規監控

設有以下政策及程序以保障合規監控：

- i. 設有內幕消息披露機制及程序，以在內部工作小組（如需要）協助下確保任何一名或多名主要人員得悉的任何重大資料須予及時識別、評估及提交（倘適用）至董事會。董事會須就披露作出適時決定（如需要），並採取適當措施將內幕消息保密，直至妥善發佈內幕消息為止；
- ii. 有關遵守法律及監管規定之政策與常規會由董事會委派之企業管治委員會定期檢討及監察，確保本公司遵守所有適用法律、法規、規則及規例，並跟上任何法律發展；
- iii. 設有持續關連交易合規委員會以監察、監控及定期檢討本公司之關連交易及持續關連交易，並確保妥為符合一切相關法律及法規、上市規則及披露規定；
- iv. 設有檢舉政策，可讓本集團僱員在保密的情況下就財務匯報、內部監控或其他事宜中的可能不當行為進行舉報。該等安排將由審核委員會檢討，確保有恰當安排就有關事項進行公平及獨立之調查；及
- v. 制定反洗錢及反恐融資政策及程序，以制定打擊洗錢及為恐怖主義融資犯罪的總體框架。其提供指導方針，以防止本集團的僱員及顧客／客戶／供應商／供貨商／承包商被濫用於洗錢、恐怖主義融資或其他金融犯罪，並載明若干潛在可疑交易／活動的跡象，供僱員參考。

CORPORATE GOVERNANCE REPORT

企業管治報告

Review of Internal Controls

Effectiveness of internal controls is tested by Internal Audit Department regularly. Internal audit reviews and agreed action plans should be reported to the Audit Committee and the Board on timely basis.

檢討內部監控

內部監控的有效性由內審計部門定期測試。內部審計檢討及經協定行動計劃應及時向審計委員會及董事會報告。

C. Risk Management

1. Risk Management Process

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

The management is entrusted with duties to identify, analyze, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority. Risk are evaluated by the Board and management based on (i) the severity of the impact of the risk on the Group's financial results; (ii) the probability that the risk will occur; and (iii) the velocity or speed at which risk may occur.

Based on the risk evaluation, the Company will manage the risk as follows:

- **Risk elimination** – the management may identify and implement certain changes or controls that in effect eliminate the risk entirely.
- **Risk mitigation** – the management may implement risk mitigation plan designed to reduce the likelihood, velocity or severity of the risk to an acceptable level or contingency plan for possible loss scenarios.
- **Risk control and monitoring** – it involves making decisions regarding which risks are acceptable and how to address those that are not; accidents and other situations involving loss or near-loss will be investigated and properly documented as part of the effort to manage risks.
- **Risk retention** – the management may decide that the risk rating is low enough that the risk is acceptable level and no action is required and the risk will continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

C. 風險管理

1. 風險管理程序

風險管理程序包括風險識別、風險評估、風險管理措施及風險監控及檢討。

管理層獲委派於其責任及權力範圍內識別、分析、評估、應對、監察及傳達與任何活動、職務或程序有關風險。董事會及管理層根據 (i) 風險對本公司財務業績造成之影響之嚴重性；(ii) 風險發生之概率；及 (iii) 風險發生之速度或速率，對風險進行評估。

根據風險評估，本公司將按以下方式管理風險：

- **風險消除** – 管理層可確定及實施若干變動或監控，完全排除風險。
- **減低風險水平** – 管理層可實施風險緩解計劃，旨在使風險之可能性、速度或嚴重性降低降至可接受水平，或就潛在虧損情境預備應變方案。
- **風險監控及監察** – 涉及對那種風險屬可接受及如何應對不可接受之風險作出決定；而作為管理風險之一部分，對涉及造成損失或接近損失之事故及其他情況將進行調查並妥為存檔。
- **維持風險水平** – 管理層可確定基於風險評級屬於低而風險屬可接受水平而毋須採取任何措施以及作為風險管理計劃的一部分，將繼續監察風險以確保風險不會上升至不可接受水平。

CORPORATE GOVERNANCE REPORT

企業管治報告

2. Significant Risks and Strategies

Certain significant risks have been identified through the process of risk identification and assessment. Such significant risks of the Group and their respective key strategies/control measures are set out below:

i. Decline in consumption demand resulted from downturn in economic, unstable social conditions and outbreak of COVID-19

Facing the unfavourable market situation, the Group:

- Proactively manages the Group's geographical presences and develops alternative sales channel including online shopping;
- Optimizes business operations and shop establishments;
- Takes stringent cost control measures including human resources streamline plan, rental concession/reduction negotiation with landlord, close loss-making showrooms;
- Closely monitoring inventory level;
- Offering more promotion discount to boost sales; and
- Introduce new brands to gain new market segment and channels.

ii. Interruption of supply chain due to outbreak of COVID-19 and suspension of suppliers' manufacturing plants

- To diversify suppliers from different geographical area to maintain a stable inventory supply;
- Open communication channels with customers and to explore alternative arrangements;
- Maintain close contact with suppliers to ensure that goods can be shipped once the suppliers resume production; and
- Keep more stock to cater for the possible longer lead time.

2. 主要風險及策略

本集團已透過風險識別及評估程序識別若干重大風險。本集團所面臨的該等重大風險以及其相關之主要策略／控制措施載列如下：

i. 經濟下行、社會狀況不穩定及 COVID-19 疫情爆發導致消費需求下降

面對不利的市場狀況，本集團：

- 積極管理本集團的地域據點並開發包括線上購物在內的代替銷售渠道；
- 優化業務營運及店舖設置；
- 採取嚴格的成本控制措施，包括人力資源精簡計劃、與業主協商租金優惠／減免、關閉虧損陳列室；
- 密切監控存貨水平；
- 提供更多促銷折扣以提高銷售；及
- 引入新品牌以獲得新市場分部及渠道。

ii. COVID-19 疫情爆發及供應商生產廠房停工導致供應鏈中斷

- 多樣化來自不同地區的供應商，以維持穩定的存貨供應；
- 開放客戶溝通渠道，探尋其他安排；
- 與供應商保持密切聯繫，以確保一旦供應商恢復生產，商品能即裝運；及
- 維持更多庫存以應對可能出現的較長交付週期。

CORPORATE GOVERNANCE REPORT

企業管治報告

iii. Threat of disruption of operation due to staff's contraction of COVID-19

COVID-19 is a highly contagious disease. People contracting the disease and those in close contact with the virus carrier are subject to quarantine. Retail outlets, offices and restaurants with staff contracting the disease are required to suspend business temporarily for thorough disinfection. To minimize the risk:

- Every day Human Resources Department will identify if there is any staff living in the same building/estate with confirmed case on the previous day;
- At the same time, all staff living in the same building with confirmed case are required to report to the Company;
- Staff living in the same building with confirmed case is required to work from home if possible, or otherwise take sick leave with immediate effect and to undergo COVID-19 test. Such staff may only resume normal working after obtaining negative test result;
- The Company implemented split team arrangement with part of the staff work from home ("WFH"); shorten the business hours of its showrooms and roadshows during the period when the threat of community infection was high;
- Working hours for office staff have been adjusted to avoid the peak hours;
- Company providing masks for staff and sanitizers at work place;
- Reduce number of meetings and the participants and use video-conference to minimize close contact among staff;
- Minimize cross location contacts; and
- Purchase notebook for computer upgrade to facilitate WFH.

iv. Reliance on Hong Kong market

To diversify the market exposure, the Group explores online option with no territorial limitation.

iii. 員工感染 COVID-19 導致的經營中斷風險

COVID-19 是一種高傳染性疾病。染病人群及病毒攜帶者的密切接觸者須接受隔離。零售店、辦公室及餐廳如有員工感染該病，則須暫停營業進行全面消毒。為將風險降至最低：

- 每天人力資源部門將確定是否有員工住在同一樓宇或屋苑內有前一天的確診病例；
- 同時，所有居住在有確診病例樓宇的員工須向本公司進行報告；
- 如可能，居住在有確診病例樓宇的員工須在家工作，或者立即請病假，接受 COVID-19 檢測。有關員工僅在檢測結果為陰性後方可恢復正常工作；
- 本公司於社區感染風險較高的時期實行分開辦公室之安排（部分員工在家工作）及縮短陳列室及路演工作時間；
- 調整辦公室員工之工作時間以避免高峰期；
- 本公司在工作場所為員工提供口罩及消毒劑；
- 減少會議次數及與會人數，採用視頻會議盡量減少員工之間進行密切接觸；
- 跨地點接觸最小化；及
- 購買筆記型電腦用於電腦升級，以便在家工作。

iv. 依賴香港市場

為分散市場風險，本集團開發在線選擇，不受地域限制。

v. *Unknown online competitors*

The Group is further developing and leveraging on online and offline market.

vi. *Shop location and rental expenses*

Shop rental is always the key cost component of the Group. The significant fluctuation of shop rents may affect the Group's profitability. The Company seeks to reduce the risk of cost increases in the following ways:

- Establish good relationship with landlords and developers, keep abreast of rental of premises in the vicinity to cater for showroom replacement, if required;
- Explore other locations with good potential at reasonable level. Traffic and relative position to competitors nearby are also evaluated;
- Perform profitability forecast to determine financial viability;
- Closely monitor individual shop performance and profitability to determine their renewal options; and
- Set up pop up stores at low rent to learn more about the foot traffic and spending power of the location before setting up a long-term showroom.

vii. *Product selection*

Product selection is the area where the Group should focus on in order to make sure that we stay ahead of the competition:

- The Group maintains a high quality purchasing team with good market trend knowledge; and
- Convene regular sales meeting to review the sales trend and market response to products.

v. *未知的線上競爭對手*

本集團正進一步開發和利用線上及線下市場。

vi. *店舖位置及租金開支*

店舖租金始終是本集團的主要成本組成部分。店舖租金的重大波動可能會影響本集團的盈利能力。本公司力求通過以下方式降低成本增加的風險：

- 與業主及發展商建立良好關係，及時了解附近物業的租金情況，以便在需要時更換陳列室；
- 在合理水平上探索具有良好潛力的其他地點。亦會評估附近競爭對手的客流量及相對位置；
- 進行盈利能力預測，以確定財務可行性；
- 密切監控個體店舖的業績和盈利能力，以釐定其續期選擇；及
- 以低廉的租金設立快閃店，以在設立長期陳列室前進一步瞭解該地的人流量及消費能力。

vii. *產品選擇*

產品選擇乃本集團應關注區域，以確保我們在競爭中保持領先地位：

- 本集團維持深諳市場趨勢的高質素採購團隊；及
- 召開定期銷售會議，以審查銷售趨勢及產品市場反應。

CORPORATE GOVERNANCE REPORT

企業管治報告

viii. Inventories turnover management

A higher, or quicker, inventory turnover decreases the cash conversion cycle. An effective inventories turnover management is in place:

- There is regular review on inventory ageing position and comparison with sales forecast and market trend;
- High-value items are purchased after sales orders are received;
- Maintain close business relationship and communication with manufacturers to strive for optimal and timely supply; and
- Hold bargain and warehouse sale for long aged items,

ix. Cyber security risk

In order to mitigate cyber security risk, the following measures are in place:

- The Company's IT infrastructure is regularly scanned and patched;
- Risky external IP addresses are blocked;
- Emails are filtered for spam and malware and training about dangerous email attachments are provided;
- Install specialized ransomware/virus detection software in all computers;
- Access rights to the Group's systems are strictly controlled and regularly reviewed; and
- Regular backups of data for recovery.

x. Risk on unethical behaviour of the Board and employees

- Strengthen supervision, management accountability and financial control;
- Improve risk management and internal control systems;

viii. 存貨周轉管理

更高或更快的存貨周轉會降低現金轉換週期。本集團已制定有效的存貨周轉管理：

- 定期審查庫存賬齡狀況以及與銷售預測及市場趨勢比較；
- 在收到銷售後購買高價值產品；
- 與製造商保持密切的業務關係及溝通，以爭取最佳與及時之供應；及
- 為庫存賬齡較長的物品進行議價及開倉銷售。

ix. 網絡安全風險

為降低網絡安全風險，本集團已制定以下措施：

- 本公司會定期掃描資訊科技設施並修補漏洞；
- 具風險的外部 IP 地址會遭阻載；
- 電子郵件會過濾垃圾郵件及惡意軟件，並提供危險郵件附件相關培訓；
- 在所有計算機上安裝特定勒索軟件／病毒檢測軟件；
- 本集團嚴格控制及定期檢討其系統的訪問權限；及
- 定期備份數據，以進行恢復。

x. 董事會及僱員的不道德行為風險

- 加強監督、管理問責及財務控制；
- 改進風險管理及內部控制系統；

CORPORATE GOVERNANCE REPORT

企業管治報告

- Evaluate and enhance internal audit functions;
- Maintain effective whistleblowing policy and procedures as well as employee handbook;
- Promote culture of integrity; and
- Maintain policy and procedures on disclosure of interest before transaction,

xi. Non-compliance with related laws and regulations which have significant impact on business

- Continuous monitoring of controls and risk;
- Establish a reporting tree and thresholds for significant incident;
- Review policies and practices on compliance with legal and regulatory requirements regularly;
- Use eAlert to keep on top of regulatory changes; and
- Constantly monitor for compliance with updated checklists.

- 評估及加強內部審計職能；
- 維持有效的舉報政策及程序以及員工手冊；
- 提倡誠信文化；及
- 維持於交易前披露權益的政策及程序。

xi. 對業務有重大影響的相關法律及法規之違規

- 持續監察控制及風險；
- 為重大事件建立報告樹及門檻；
- 定期審查遵守法律及法規要求的政策及做法；
- 使用 eAlert 來維持高度法規變更；及
- 持續透過最新清單監察合規性。

D. Management Confirmation

The Board acknowledged that it had received a confirmation from the management on the effectiveness of the Control Systems of the Group for the Year. The Audit Committee and the Board, upon reviewing the Control Systems, were not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the Group's operational, financial and compliance areas of the Control Systems.

DIVIDEND POLICY

The Company had adopted a dividend policy setting out the principles for the Board to determine appropriate amount of dividend to be distributed to the Shareholders. The Company intends to provide Shareholders with regular interim and final dividends (as the case may be) based on the earnings attributable to its Shareholders after taking into consideration of the factors stated in the policy, including inter alia, (i) cash flow requirements for business operations; (ii) cash available, financial liabilities and capital commitment; (iii) market environment and challenges; and (iv) future development and investment opportunities. The declaration of dividends or recommendation on such payment shall be subject to all applicable laws, rules and regulations including but not limited to the Listing Rules, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("CO") and the Articles of Association of the Company.

D. 管理層確認

董事會確認已接獲管理層於本年度就本集團之監控系統成效之確認書。審核委員會及董事會經檢討監控系統後，並不知悉任何將對本集團監控系統在經營、財務及合規方面之成效及充足性產生不利影響之重大事宜。

股息政策

本公司已採納一項股息政策，訂明董事會釐定將分配予股東之適當股息金額之原則。本公司擬根據其股東應佔之盈利，向股東支付定期中期及末期股息（視情況而定），當中已考慮因素（其中包括）(i) 業務營運之現金流量要求；(ii) 可用現金、金融負債和資本承諾；(iii) 市場環境和挑戰；及 (iv) 未來的發展和投資機會。宣派股息或就此派付之建議須遵守所有適用法律、規則及規例，包括但不限於上市規則、公司條例（香港法例第 622 章）（「公司條例」）及本公司組織章程細則。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMMUNICATION WITH SHAREHOLDERS

The Company has established a shareholders' communication policy and the Board shall review it on a regular basis to ensure its effectiveness. The Company communicates with the Shareholders and/or potential investors mainly in the following ways: (i) the holding of annual general meetings ("AGM") and extraordinary general meetings, if any, which may be convened for specific purposes to provide opportunities for the Shareholders to communicate directly to the Board; (ii) the publication of announcements, annual reports, interim reports and/or circulars as required under the Listing Rules and press releases providing updated information of the Group; (iii) the availability of latest information of the Group on the Company's website at <https://www.UlfertsIntl.com>; (iv) the holding of press conference(s) from time to time; and (v) meeting with investors and analysts on a regular basis and participate investor road show and sector conference.

There is regular dialogue with institutional Shareholders and general presentations are made when financial results are announced. Shareholders and investors are welcome to visit the Company's website to raise enquiries through our Investor Relations Department whose contact details are available on the Company's website and the "Corporate Information and Key Dates" section of this annual report.

Separate resolutions are proposed at the general meetings for substantial separate issues, including re-election of retiring Directors. The chairman of the 2021 AGM, the chairmen/members of the Board Committees and the external auditor were available at the 2021 AGM to answer questions from the Shareholders. With the assistance of the Company Secretary, the Chairman of the meeting had explained the procedures for conducting a poll during the meeting.

SHAREHOLDERS' RIGHTS

Set out below is a summary of certain rights of the Shareholders as required to be disclosed pursuant to the CG Code:

與股東之溝通

本公司已經制定股東溝通政策，且董事會將定期檢討以確保其成效。本公司主要以下列方式與股東及／或潛在投資者溝通：(i) 舉行股東週年大會（「股東週年大會」）及就特定目的召開之股東特別大會（如有），藉以提供機會讓股東直接與董事會溝通；(ii) 根據上市規則之規定刊發公告、年報、中期報告及／或通函及提供本集團最新資料之新聞稿；(iii) 發放本集團之最新資料於本公司網站 <https://www.UlfertsIntl.com>；(iv) 不時舉行記者招待會；及 (v) 定期與投資者及分析員會面，及參加投資者路演及業界大會。

本公司與機構股東定期對話，發佈財務業績時亦會舉行全面發佈會。歡迎股東及投資者瀏覽本公司網站及透過本公司投資者關係部門查詢，該部門之聯絡詳情可於本公司網站及本年報「公司資料及重要日期」一節查閱。

獨立事宜（包括重選退任董事）均於股東大會上提呈個別決議案。2021年股東週年大會主席、董事委員會主席／成員及外聘核數師均會出席2021年股東週年大會，以解答股東提問。在公司秘書之協助下，大會主席已於大會上解釋以投票方式進行表決之程序。

股東之權利

根據企業管治守則須予披露之若干股東權利之摘要如下：

CORPORATE GOVERNANCE REPORT

企業管治報告

Right to Convene/Call General Meetings

Shareholder(s) representing at least 5% of the total voting rights of all the Shareholders having a right to vote at general meetings may send a request to the Company pursuant to Section 566 of the CO. The request must state the general nature of the business to be dealt with at the meeting, and may include the text of resolution that may properly be moved and is intended to be moved at the meeting. Requests may consist of several documents in like form. A request may be sent to the Company for the attention of the Company Secretary in hard copy form or in electronic form and must be authenticated by the relevant Shareholder(s). Such request will be verified with the Company's share registrar and the Company Secretary will request the Board to convene a general meeting within 21 days upon its confirmation that the request is in order. Such meeting must be held on a date not more than 28 days after the date of the notice convening the meeting and such notice must include notice of the resolution.

Section 568 of the CO provides that if the Directors do not within 21 days as stated above to call a general meeting, the Shareholders representing more than one half of the total voting rights of all of them, may themselves call a general meeting, but the meeting so convened must be called for a date not more than 3 months after the Directors become subject to the requirement to call a meeting. The meeting must be called in the same matter, as nearly as possible, as that in which that meeting is required to be called by the Directors. The business that may be dealt with at the meeting includes a resolution to be dealt with at the meeting. All reasonable expenses incurred by the Shareholders of this purpose must be reimbursed by the Company.

Putting forward Proposals at General Meetings

Section 615 of the CO provides that (i) Shareholder(s) representing at least 2.5% of the total voting rights of all Shareholders; or (ii) at least 50 Shareholders having a right to vote on the resolution at the AGM may request the Company to circulate a notice of a resolution to be properly moved or is intended to be moved at that meeting. Such request must identify the resolution to be moved at the AGM, must be authenticated by the relevant Shareholder(s) and sent to the registered office of the Company for the attention of the Company Secretary in hard copy form or in electronic form not later than 6 weeks before the relevant AGM or if later, the time when the notice of AGM is despatched.

召集／召開股東大會之權利

根據公司條例第 566 條，倘股東擁有佔全體有權於股東大會上表決之股東之總表決權最少 5%，則可向本公司發出要求。要求須列明大會上將處理事項之一般性質，並可包含可在該大會上恰當地動議並擬於該大會動議之決議案文本。要求可包含若干份格式相似之文件。要求可以列印本或電子版本送達本公司予公司秘書且必須經相關股東認證。該要求將由本公司股份過戶登記處核實，當要求獲確認妥當後，公司秘書將要求董事會於 21 日內召開股東大會。相關大會須於不超過召開大會通告日期後 28 日之日期舉行且相關通告必須包含決議案之通告。

公司條例第 568 條規定倘董事未按以上所述於 21 日內召開股東大會，則佔全體股東總表決權一半以上之股東，可自行召開股東大會，但如此召開之大會須在董事收到召開大會要求後不超過三個月舉行。該大會須以盡可能接近董事召開大會之同樣方式召開。可能於大會上處理之事宜包括將於會上處理之決議案。股東就此產生的所有合理開支須由本公司償還。

於股東大會上提出建議之權利

公司條例第 615 條規定：(i) 佔全體有表決權的股東最少 2.5% 之股東；或 (ii) 最少 50 名擁有權於股東週年大會上就決議案表決之股東可要求本公司發出關於將在該會議上恰當地動議並擬在該會議上動議決議案的通告。該要求須指出有待於股東週年大會上動議之決議案，須經相關股東認證並不遲於相關股東週年大會或（如較後）寄發股東週年大會通告時間前 6 個星期以列印本或電子版送至本公司註冊辦事處予公司秘書。

CORPORATE GOVERNANCE REPORT

企業管治報告

Proposing a Person for Election as a Director

The procedures for Shareholders to propose a person for election as a Director are available for viewing on the Company's website.

Making Enquires

Shareholders should direct their enquiries about their shareholdings to the Company's share registrar, Tricor Secretaries Limited. Other Shareholders' enquiries can be directed to the Investor Relations Department of the Company.

CONSTITUTIONAL DOCUMENTS

There is no significant change in the Company's constitutional documents during the Year.

AUDITOR'S INDEPENDENCE AND REMUNERATION

The Audit Committee is mandated to review and monitor the independence of the auditor to ensure objectivity and the effectiveness of the audit process of the consolidated financial statements in accordance with applicable standards. Members of the Audit Committee were of the view that the Company's auditor, Messrs. Ernst & Young ("EY") is independent and had recommended the Board to re-appoint it as the Company's auditor at the 2022 AGM. During the Year, EY had rendered audit services and certain non-audit services to the Group and the remuneration paid/payable to it by the Group is set out as follows:

提名他人參選董事

股東提名他人參選董事之程序可於本公司網站查閱。

作出查詢

股東可向本公司之股份過戶登記處卓佳秘書商務有限公司查詢彼等之持股情況。股東之其他查詢可向本公司投資者關係部門作出。

組織章程文件

於本年度，本公司之組織章程文件並無任何重大變動。

核數師之獨立性及酬金

審核委員會獲授權根據適用之準則審閱及監督核數師之獨立性，以確保綜合財務報表審計過程之客觀性及有效性。審核委員會成員認為，本公司之核數師安永會計師事務所（「安永」）屬獨立人士並建議董事會於2022年股東週年大會重新委任其為本公司之核數師。於本年度內，安永曾向本集團提供核數服務及若干非核數服務，而本集團已付／應付予彼之酬金載列如下：

Service rendered 所提供服務	Fees paid/payable 已付／應付費用 HK\$'000 千港元
Audit services 核數服務	875
Non-audit services: 非核數服務：	
– Agreed-upon procedures for continuing connected transactions and review of preliminary results announcement – 持續關聯交易的議定程序及審閱初步業績公告	25

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the members of Ulferts International Limited
(Incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of Ulferts International Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 66 to 143, which comprise the consolidated statement of financial position as at 31 March 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 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 Hong Kong Companies Ordinance.

Basis for opinion

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

致歐化國際有限公司股東
(於香港註冊成立之有限公司)

意見

我們已審計列載於第 66 頁至第 143 頁的歐化國際有限公司（「貴公司」）及其附屬公司（「貴集團」）的綜合財務報表，此綜合財務報表包括於 2022 年 3 月 31 日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會（「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」）真實而公允地反映了 貴集團於 2022 年 3 月 31 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》的披露規定妥為擬備。

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 AUDITOR'S 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

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。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告「核數師就審計綜合財務報表承擔的責任」部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯報風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表整體發表審計意見提供了基礎。

Key audit matter

關鍵審計事項

Write-down of inventories to net realisable value

撇減存貨至可變現淨值

The Group had inventories with a carrying amount of approximately HK\$57,833,000 as at 31 March 2022. The Group periodically reviews the net realisable value of inventories to determine whether any write-down of inventories to their net realisable value is required. In estimating the net realisable value of inventories, the Group considers, inter alia, the nature, ageing and conditions of inventories, current market conditions and other relevant factors.

貴集團於2022年3月31日有賬面值約57,833,000港元之存貨。貴集團對存貨之可變現淨值進行定期審查，以釐定是否需要將存貨撇減至可變現淨值。於估計存貨之可變現淨值時，本集團會考慮（其中包括）存貨之性質、庫齡及狀態、現行市況及其他有關因素。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

We evaluated management's assessment of whether the Group's inventories are stated at the lower of cost and net realisable value. Our procedures included evaluating the methodologies, inputs and assumptions used by the Group in determining the net realisable value of inventories and the write-down of inventories required, with reference to, inter alia, the nature, ageing and conditions of inventories, historical and subsequent sales information, and current market conditions.

我們已評核管理層就貴集團之存貨是否按成本與可變現淨值之間的較低值呈列所作之評估。我們的評核程序包括評核貴集團在釐定存貨之可變現淨值及所需之存貨撇減時所運用之方法、輸入數據及假設，當中參考（其中包括）存貨之性質、庫齡及狀態，過往及往後銷售資料，以及現行市況。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (Continued)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p>The determination of the net realisable value of inventories requires management to make significant assumptions and estimates that affect the reported amount of inventories and related disclosures.</p> <p>釐定可變現淨值需要管理層作出重大假設及估計，其可影響存貨之申報金額及相關披露。</p> <p>We focus on this matter due to the magnitude of the balance involved and the significant accounting judgements and estimates required in estimating the net realisable value of inventories.</p> <p>由於有關結餘之金額龐大，且估計存貨之可變現淨值需要運用重大會計判斷及估計，故我們把注意力放在這事項。</p> <p>The related disclosures are included in notes 3 and 15 to the consolidated financial statements.</p> <p>相關披露資料載於綜合財務報表附註 3 及 15。</p>	

Other information included in the Annual Report

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

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

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

載於年度報告內其他信息

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

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯報的情況。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報，我們需要報告該事實。在這方面，我們沒有任何報告。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Responsibilities of the directors for the consolidated financial statements

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

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

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

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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.

董事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》擬備真實而公允的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯報所需的內部控制負責。

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

審核委員會協助貴公司董事履行職責，監督貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標是對綜合財務報表整體是否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。我們根據香港《公司條例》第405條僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師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，在某一重大錯報存在時總能發現。錯報可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯報可被視作重大。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

核數師就審計綜合財務報表承擔的責任(續)

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報的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告止日所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表包括披露的整體列報方式、結構和內容，以及綜合財務報表是否公允反映交易及事項。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- 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.

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

The engagement partner on the audit resulting in this independent auditor's report is Chung Chi Ming.

Ernst & Young

Certified Public Accountants
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

28 June 2022

核數師就審計綜合財務報表承擔的責任(續)

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，為消除所適用的威脅或保障而採取的行動。

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鍾志明。

安永會計師事務所

執業會計師
香港鰂魚涌
英皇道 979 號
太古坊一座 27 樓

2022 年 6 月 28 日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 March 2022 截至2022年3月31日止年度

		2022	2021
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
REVENUE 收入	5	225,457	234,504
Cost of sales 銷售成本		(82,820)	(81,613)
Gross profit 毛利		142,637	152,891
Other income and gains 其他收入及收益	5	2,765	9,654
Selling and distribution expenses 銷售及分銷開支		(115,279)	(117,312)
General and administrative expenses 一般及行政開支		(22,770)	(24,204)
Finance costs 財務成本	6	(1,535)	(1,377)
PROFIT BEFORE TAX 除稅前溢利	7	5,818	19,652
Income tax expense 所得稅開支	10	(1,676)	(2,826)
PROFIT FOR THE YEAR AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR 年內溢利及年內全面收益總額		4,142	16,826
Attributable to: 應佔:			
Owners of the parent 母公司擁有人		4,142	16,826
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT 母公司普通股權益擁有人應佔每股盈利	12		
Basic and diluted (expressed in HK cents per share) 基本及攤薄 (每股以港仙為單位)		0.52	2.10

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 March 2022 2022年3月31日

	Notes 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
NON-CURRENT ASSETS 非流動資產			
Property, plant and equipment 物業、廠房及設備	13	9,746	6,269
Right-of-use assets 使用權資產	14	71,227	35,776
Prepayments, deposits and other receivables 預付款項、按金及其他應收款項	17	10,454	3,598
Deferred tax assets 遞延稅項資產	21	5,311	5,897
Total non-current assets 非流動資產總值		96,738	51,540
CURRENT ASSETS 流動資產			
Inventories 存貨	15	57,833	47,654
Trade receivables 貿易應收款項	16	3,525	3,261
Prepayments, deposits and other receivables 預付款項、按金及其他應收款項	17	14,876	18,117
Tax recoverable 可收回稅項		710	–
Cash and cash equivalents 現金及現金等價物		76,804	93,688
Total current assets 流動資產總值		153,748	162,720
CURRENT LIABILITIES 流動負債			
Trade and bills payables 貿易應付款項及應付票據	18	10,402	8,815
Other payables and accruals 其他應付款項及應計費用	19	38,108	38,200
Lease liabilities 租賃負債	14	40,334	25,289
Tax payable 應付稅項		–	5,082
Provisions 撥備	20	5,144	5,825
Total current liabilities 流動負債總額		93,988	83,211
NET CURRENT ASSETS 流動資產淨值		59,760	79,509
TOTAL ASSETS LESS CURRENT LIABILITIES 總資產減流動負債		156,498	131,049
NON-CURRENT LIABILITIES 非流動負債			
Lease liabilities 租賃負債	14	36,070	11,684
Provisions 撥備	20	5,694	3,733
Total non-current liabilities 非流動負債總額		41,764	15,417
Net assets 資產淨值		114,734	115,632

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 March 2022 2022年3月31日

		2022	2021
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
EQUITY 權益			
Equity attributable to owners of the parent 母公司擁有人應佔權益			
Share capital 股本	22	110,337	110,337
Retained profits 保留溢利		4,397	5,295
Total equity 權益總額		114,734	115,632

Wong Chi Fai
黃志輝
Director
董事

Mok Fung Lin, Ivy
莫鳳蓮
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 March 2022 截至2022年3月31日止年度

	Share capital 股本	Retained profits/ (accumulated losses) 保留溢利/ (累計虧損)	Total equity 權益總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2020 於 2020 年 4 月 1 日	110,337	(11,531)	98,806
Profit and total comprehensive income for the year 年內溢利及全面收益總額	–	16,826	16,826
At 31 March 2021 and 1 April 2021 於 2021 年 3 月 31 日及 2021 年 4 月 1 日	110,337	5,295	115,632
Profit and total comprehensive income for the year 年內溢利及全面收益總額	–	4,142	4,142
Final 2021 dividend declared 宣派 2021 年末期股息	–	(5,040)	(5,040)
At 31 March 2022 於 2022 年 3 月 31 日	110,337	4,397	114,734

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2022 截至2022年3月31日止年度

		2022	2021
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES 經營活動現金流量			
Profit before tax 除稅前溢利		5,818	19,652
Adjustments for: 就以下各項所作調整：			
Finance costs 財務成本	6	1,535	1,377
Interest income 利息收入	5	(275)	(272)
Depreciation of property, plant and equipment 物業、廠房及設備折舊	7	7,037	15,587
Depreciation of right-of-use assets 使用權資產折舊	7	39,733	40,754
Gain on lease modification 租賃修訂收益		(8)	–
Loss on disposal/write-off of items of property, plant and equipment 出售/撇銷物業、廠房及設備項目之虧損	7	–	171
Impairment/(reversal of impairment) of trade receivables, net 貿易應收款項減值/(撥回減值), 淨額	7	166	(38)
Write-down/(reversal of write-down) of inventories to net realisable value 撇減/(撥回撇減) 存貨至可變現淨值	7	1,556	(2,727)
Provision for restatement costs – decrease in estimated provisions 重列成本撥備 – 估計撥備減少		(15)	–
		55,547	74,504
Increase in inventories 存貨增加		(11,735)	(8,528)
Decrease/(increase) in trade receivables 貿易應收款項減少/(增加)		(430)	217
Decrease/(increase) in prepayments, deposits and other receivables 預付款項、按金及其他應收款項減少/(增加)		(439)	3,527
Increase in trade and bills payables 貿易應付款項及應付票據增加		1,587	4,360
Increase/(decrease) in other payables and accruals 其他應付款項及應計費用增加/(減少)		(537)	3,783
Decrease in provisions 撥備減少		(344)	(1,133)
Cash generated from operations 經營活動所得現金		43,649	76,730
Interest received 已收利息		220	272
Hong Kong profits tax refunded/(paid) 退還/(已付) 香港利得稅		(6,882)	75
Net cash flows from operating activities 經營活動所得現金流量淨額		36,987	77,077
CASH FLOWS FROM AN INVESTING ACTIVITY 投資活動現金流量			
Purchases of items of property, plant and equipment 購買物業、廠房及設備項目		(8,430)	(1,233)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2022 截至2022年3月31日止年度

	Notes 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES 融資活動現金流量			
Principal portion of lease payments 租賃付款之本金部分		(38,866)	(44,449)
Interest portion of lease payments 租賃付款之利息部分		(1,535)	(1,377)
Dividend paid 已付股息		(5,040)	–
Net cash flows used in financing activities 融資活動所用現金流量淨額		(45,441)	(45,826)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS 現金及現金等價物增加/(減少)淨額		(16,884)	30,018
Cash and cash equivalents at beginning of year 年初現金及現金等價物		93,688	63,670
CASH AND CASH EQUIVALENTS AT END OF YEAR 年末現金及現金等價物		76,804	93,688
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS 現金及現金等價物結餘分析			
Cash and bank balances 現金及銀行結餘		76,804	93,688

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

I. Corporate and Group Information

Ulferts International Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Units 1905-07, 19th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong.

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 29 January 2018.

The Company is an investment holding company. During the year, the Company’s subsidiaries were involved in the following principal activities:

- retail of imported furniture
- wholesale of imported furniture
- project sales (“special projects”)

The immediate holding company of the Company is Ulferts International Group Holdings Limited, which was incorporated in the British Virgin Islands (“BVI”).

In the opinion of the directors, Albert Yeung Investments Holdings Limited (“AY Investments Holdings”), which was incorporated in the BVI, is the ultimate holding company of the Company. AY Investments Holdings is legally wholly-owned by First Trust Management AG, acting as the trustee of Albert Yeung Investments Discretionary Trust, a private discretionary trust set up by Dr. Yeung Sau Shing, Albert (“Dr. Albert Yeung”).

For the purpose of these consolidated financial statements, all companies directly or indirectly controlled by respective private discretionary trusts set up by Dr. Albert Yeung other than the Group are collectively referred to as the “Emperor Group”.

1. 公司及集團資料

歐化國際有限公司（「本公司」）於香港註冊成立為有限責任公司。本公司註冊辦事處地址位於香港灣仔軒尼詩道 288 號英皇集團中心 19 樓 1905-07 室。

本公司股份自 2018 年 1 月 29 日起在香港聯合交易所有限公司（「聯交所」）主板上市。

本公司為投資控股公司。年內，本集團附屬公司從事以下主要業務：

- 進口傢俬零售
- 進口傢俬批發
- 項目銷售（「工程項目」）

本公司的直接控股公司為於英屬處女群島註冊成立的歐化國際集團控股有限公司。

董事認為，於英屬處女群島註冊成立的楊受成投資控股有限公司（「楊受成投資控股」）為本公司的最終控股公司。楊受成投資控股由 First Trust Management AG 作為 Albert Yeung Investments Discretionary Trust 之受託人法定全資擁有，該信託為楊受成博士（「楊博士」）所設立之私人酌情信託。

就該等綜合財務報表而言，所有受楊博士所設立各自私人酌情信託直接或間接控制而非受本集團控制之公司統稱為「英皇集團」。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

I. Corporate and Group Information (Continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name 名稱	Place of incorporation and business 註冊成立及經營地點	Issued ordinary share capital 已發行普通股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Ulferts International Investment Limited 歐化國際投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1 美元	100	–	Investment holding 投資控股
Ulferts of Sweden (Far East) Limited 瑞典歐化(遠東)有限公司	Hong Kong 香港	HK\$350,000 350,000 港元	–	100	Retail and wholesale of imported furniture, and special projects 進口傢俬零售與批發及工程項目
Ulferts of Sweden (Macau) Limited 瑞典歐化(澳門)有限公司	Macau 澳門	MOP25,000 25,000 澳門元	–	100	Liaising with project customers in Macau 聯絡澳門項目客戶
Mighty Wish Limited 權望有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000 港元	–	100	Provision of group tenancy agent services 提供集團租賃代理人服務

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

1. 公司及集團資料(續)

有關附屬公司之資料

本公司主要附屬公司之詳情如下：

董事認為，上表所列之本公司附屬公司乃主要影響年度業績或構成本集團資產淨值重大部分之附屬公司。董事認為，提供其他附屬公司之詳情會導致篇幅過於冗長。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.1 Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

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

2.1 編製基準

此財務報表已根據香港會計師公會（「香港會計師公會」）所頒佈之香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則以及香港公司條例予以編製。財務報表乃按歷史成本法編製。此財務報表均以港元（「港元」）呈列，而除另有說明者外，全部價值均調整至最接近千元（「千港元」）。

合併基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）於截至2022年3月31日止年度之財務報表。附屬公司為本公司直接或間接控制之一個實體（包括結構性實體）。倘本集團透過參與被投資方業務而享有或有權取得被投資方之可變回報，且有能力行使在被投資方權利影響有關回報，則本集團擁有該實體之控制權（即現時賦予本集團指令被投資方相關活動之權利）。

倘本公司直接或間接擁有之被投資方投票權或類似權利低於過半數，則評估本公司對被投資方是否有權力時，本集團會考慮所有相關事宜及情況，包括：

- (a) 與該等被投資方其他投票持有人的合約安排；
- (b) 從其他合約安排中產生之權利；及
- (c) 本集團投票權及潛在投票權。

附屬公司之財務報表乃按本公司相同報告期及一致之會計政策編製。附屬公司之業績乃自本集團取得控制權之日起予以合併，並繼續納入合併範圍，直至不再被控制為止。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.1 Basis of Preparation (Continued)

Basis of consolidation (Continued)

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

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

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

2.2 Changes in Accounting Policies and Disclosures

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

Amendments to HKFRS 9, *Interest Rate Benchmark*
HKAS 39, HKFRS 7, *Reform – Phase 2*
HKFRS 4 and HKFRS 16

Amendment to HKFRS 16 *Covid-19-Related Rent*
Concessions beyond
30 June 2021

2.1 編製基準 (續)

合併基準 (續)

與本集團成員公司間交易有關之所有集團內資產及負債、權益、收入、開支及現金流量均於綜合賬目時悉數對銷。

倘事實及情況顯示上文所述之三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制被投資公司。未失去控制權之附屬公司所有權益變動入賬為權益交易。

倘本集團失去一間附屬公司之控制權，則其撤銷確認 (i) 該附屬公司之資產（包括商譽）及負債、(ii) 任何非控股股東權益之賬面值及 (iii) 於權益內記錄之累積匯兌差額；及確認 (a) 所收代價之公平值、(b) 所保留任何投資之公平值及 (c) 損益中任何因此產生之盈餘或虧損。先前於其他全面收益內確認之本集團應佔部分應重新分類為損益或保留溢利（如適用），按猶如本集團已直接出售相關資產及負債時之基準予以確認。

2.2 會計政策及披露之變動

本集團已就本年度之財務報表首次採納下列經修訂香港財務報告準則。

香港財務報告準則 *利率基準改革 –*
第 9 號、香港會計 *第二階段*
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
香港財務報告
準則第 16 號
之修訂本
2021年6月30日
後 2019 冠狀病
毒病相關的租
金優惠

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.2 Changes in Accounting Policies and Disclosures

(Continued)

The nature and the impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate (“RFR”). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity’s financial instruments and risk management strategy. The amendments did not have any impact on the financial position and performance of the Group.

2.2 會計政策及披露之變動(續)

經修訂香港財務報告準則的性質及影響闡述如下：

- (a) 當現有利率基準被其他無風險利率(「無風險利率」)取代時，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號之修訂本解決於先前影響財務報告的修訂本中未處理的事宜。該等修訂本提供可行權宜方法，允許倘變動因利率基準改革直接引致，且釐定合約現金流量的新基準於經濟上等同於緊接變動前的先前基準，則於入賬釐定金融資產及負債合約現金流量的基準變動時，在不調整金融資產及負債賬面值的情況下更新實際利率。此外，該等修訂本允許在不中斷對沖關係的情況下按照利率基準改革要求就對沖指定及對沖備案作出變動。過渡時可能產生的任何損益均透過香港財務報告準則第9號的正常要求進行處理，以衡量及確認對沖無效性。當無風險利率被指定為風險組成部分時，該等修訂本亦為符合可單獨識別規定的實體提供暫時寬免。倘實體合理預期無風險利率風險組成部分於未來24個月內將可單獨識別，則該寬免允許實體於指定對沖時假設符合可單獨識別規定。此外，該等修訂本要求實體披露額外資料，以使財務報表使用者能夠了解利率基準改革對實體金融工具及風險管理策略的影響。該等修訂本概無對本集團財務狀況及表現造成任何影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.2 Changes in Accounting Policies and Disclosures

(Continued)

(b) Amendment to HKFRS 16 issued in April 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted. The amendment did not have any impact on the financial position and performance of the Group.

2.2 會計政策及披露之變動(續)

(b) 於2021年4月發佈之香港財務報告準則第16號之修訂本將承租人可用之實際可行權宜方法擴大為可選擇於12個月內不就2019冠狀病毒病疫情直接後果產生之租金優惠應用租賃修改會計處理。因此，該實際可行權宜方法適用之租金優惠為其租賃付款的任何減幅僅影響原先於2022年6月30日或之前到期之付款，惟須滿足應用該實際可行權宜方法的其他條件。該修訂本於2021年4月1日或之後開始的年度期間追溯有效，初步應用該修訂本之任何累計影響確認為對本會計期初之保留溢利期初結餘的調整。允許提早應用。該等修訂對本集團的財務狀況及表現並無任何影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards

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

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
HKFRS 17	<i>Insurance Contracts</i> ²
Amendments to HKFRS 17	<i>Insurance Contracts</i> ^{2, 5}
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i> ²
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> ^{2, 4}
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ²
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> ²
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ²
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i> ¹
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i> ¹
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41 ¹

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未於該等財務報表中應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第3號之修訂本	提述概念框架 ¹
香港財務報告準則第10號及香港會計準則第28號(2011年)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
香港財務報告準則第17號	保險合同 ²
香港財務報告準則第17號之修訂本	保險合同 ^{2, 5}
香港財務報告準則第17號之修訂本	香港財務報告準則第17號及香港財務報告準則第9號的初步應用—比較資料 ²
香港會計準則第1號之修訂本	負債分類為流動或非流動 ^{2, 4}
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂本	會計政策披露 ²
香港會計準則第8號之修訂本	會計估計之定義 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有關的遞延稅項 ²
香港會計準則第16號之修訂本	物業、廠房及設備：擬定用途前之所得款項 ¹
香港會計準則第37號之修訂本	有償合約—履行一份合約之成本 ¹
香港財務報告準則2018年至2020年週期之年度改善	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附之說明性示例及香港會計準則第41號之修訂本 ¹

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (Continued)

- 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 No mandatory effective date yet determined but available for adoption
- 4 As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised in October 2020 to align the corresponding wording with no change in conclusion
- 5 As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

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

Amendments to HKFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 April 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

- 1 於 2022 年 1 月 1 日或之後開始之年度期間生效
- 2 於 2023 年 1 月 1 日或之後開始之年度期間生效
- 3 未釐定強制生效日期，惟仍可供採納
- 4 由於香港會計準則第 1 號之修訂本，香港詮釋第 5 號財務報表的呈列－借入人對包含可隨時要求償還條款的定期貸款的分類於 2020 年 10 月修訂，以使相應措辭一致，結論不變
- 5 由於 2020 年 10 月頒佈的香港財務報告準則第 17 號之修訂本，香港財務報告準則第 4 號已予修訂以延長允許保險公司於 2023 年 1 月 1 日前開始的年度期間應用香港會計準則第 39 號而非香港財務報告準則第 9 號的暫時豁免

預期將適用於本集團之該等香港財務報告準則之進一步資料如下。

香港財務報告準則第 3 號之修訂本旨在以 2018 年 6 月頒佈的財務報告概念框架之提述取代先前財務報表編製及呈列框架之提述，而毋須大幅更改其規定。該等修訂本亦對香港財務報告準則第 3 號有關實體參考概念框架以釐定資產或負債之構成之確認原則加入一項例外情況。該例外情況規定，對於屬香港會計準則第 37 號或香港（國際財務報告詮釋委員會）－詮釋第 21 號範圍內的負債及或然負債而言，倘該等負債屬單獨產生而非於業務合併中產生，則應用香港財務報告準則第 3 號的實體應分別參考香港會計準則第 37 號或香港（國際財務報告詮釋委員會）－詮釋第 21 號而非概念框架。此外，該等修訂澄清或然資產於收購日期不符合確認條件。本集團預期自 2022 年 4 月 1 日起前瞻性採納該等修訂。由於有關修訂於前瞻性應用於收購日期為首次應用日期或之後的業務合併，故本集團於過渡日期將不會受該等修訂的影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (Continued)

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

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則第 10 號及香港會計準則第 28 號 (2011 年) 之修訂本針對香港財務報告準則第 10 號及香港會計準則第 28 號 (2011 年) 之間有關投資者與其聯營公司或合營企業之間之資產出售或注資兩者規定之不一致情況。該等修訂規定，當投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，須全面確認順流交易產生的收益或虧損。當交易涉及不構成一項業務的資產時，該交易產生的收益或虧損於投資者的損益內確認，惟僅以無關連投資者於該聯營公司或合營企業的權益為限。該等修訂將按未來適用法應用。香港會計師公會已於 2016 年 1 月剔除香港財務報告準則第 10 號及香港會計準則第 28 號 (2011 年) 之先前強制生效日期，而新強制生效日期將於完成對聯營公司及合營企業會計之更廣泛審閱後釐定。然而，該等修訂現可供採納。

香港會計準則第 1 號之修訂本負債分類為流動或非流動澄清將負債分類為流動或非流動之規定。該等修訂本指明，倘實體延遲結算負債的權利受限於該實體須符合特定條件，則倘該實體符合當日之有關條件，其有權於報告期末延遲結算負債。負債的分類不受該實體行使權利延遲結算負債的可能性所影響。該等修訂本亦澄清被視為結算負債的情況。該等修訂本於 2023 年 1 月 1 日或之後開始的年度期間生效，並應追溯應用。允許提早應用。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (Continued)

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently assessing the impact of the amendments on the Group's accounting policy disclosures.

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第1號之修訂本會計政策披露要求實體披露其重大會計政策資料，而非其重大會計政策。倘會計政策資料連同實體財務報表所包括之其他資料被視為可合理預期影響一般用途財務報表主要使用者根據該等財務報表作出之決定，則屬重大。香港財務報告準則實務報告第2號之修訂本就如何應用重要性概念於會計政策披露提供非強制性指引。香港會計準則第1號之修訂本於2023年1月1日或之後開始之年度期間生效，並允許提早應用。由於香港財務報告準則實務報告第2號之修訂本所載指引為非強制性，故毋須就該等修訂訂立生效日期。本集團目前正在評估該等修訂對本集團會計政策披露的影響。

香港會計準則第8號之修訂本釐清會計估計變動與會計政策變動之間之區別。會計估計被定義為財務報表中受計量不確定性影響的貨幣金額。該等修訂亦釐清實體如何使用計量技術及輸入資料以編製會計估計。該等修訂於2023年1月1日或之後開始的年度報告期間生效，並適用於該期間開始時或之後發生的會計政策變動及會計估計變動。允許提早應用。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (Continued)

Amendments to HKAS 12 narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The amendments are not expected to have any significant impact on the financial position and performance of the Group.

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港會計準則第 12 號之修訂本縮小初步確認例外情況之範圍，使其不再適用於產生等額應課稅及可扣減暫時差額之交易，例如租賃及停止運作責任。因此，實體須就該等交易產生之暫時差額確認遞延稅項資產及遞延稅項負債。該等修訂於 2023 年 1 月 1 日或之後開始的年度報告期間生效，並應用於所呈列最早比較期間開始時有關租賃及停止運作責任的交易，而任何累計影響於該日確認為保留溢利或其他權益組成部份的期初結餘的調整（如適用）。此外，該等修訂將按未來適用法應用於租賃及停止運作責任以外之交易。允許提早應用。該等修訂本預期不會對本集團的財務狀況及表現產生任何重大影響。

香港會計準則第 16 號之修訂本禁止實體從物業、廠房及設備項目的成本中扣除使資產達到管理層擬定之營運狀態所需位置與條件過程中產生的項目銷售之任何所得款項。相反，實體須於損益中確認銷售任何有關項目之所得款項及該等項目之成本。該等修訂本於 2022 年 1 月 1 日或之後開始的年度期間生效，並僅追溯應用於實體首次應用該等修訂本的財務報表中呈列的最早期間開始或之後可供使用的物業、廠房及設備項目。允許提早應用。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (Continued)

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第37號之修訂本澄清，就根據香港會計準則第37號評估合約是否屬虧損性而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本（例如直接勞工及材料）及與履行合約直接相關的其他成本分配（例如分配履行合約所用物業、廠房及設備項目的折舊費用以及合約管理及監管成本）。一般及行政成本與合約並無直接關連，除非根據合約明確向對手方收取，否則不包括在內。該等修訂本於2022年1月1日或之後開始的年度期間生效，並將應用於實體於其首次應用該等修訂本的年度報告期間開始尚未履行其所有責任的合約。允許提早應用。初步應用該等修訂本的任何累計影響將確認為對首次應用日期之期初權益的調整，而毋須重列比較資料。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (Continued)

Annual Improvements to HKFRSs 2018-2020 sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- HKFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則 2018 年至 2020 年週期之年度改進載列香港財務報告準則第 1 號、香港財務報告準則第 9 號、香港財務報告準則第 16 號隨附之說明性示例及香港會計準則第 41 號之修訂本。預期將適用於本集團之該等修訂本詳情如下：

- 香港財務報告準則第 9 號金融工具：澄清實體於評估一項新訂或經修訂金融負債之條款是否實質上不同於原金融負債之條款時所計入之費用。該等費用僅包括借款人與貸款人之間已付或已收之費用，其中包括借款人或貸款人代表另一方支付或收取之費用。實體對於該實體首次採用修訂的年度報告期間開始或之後經修訂或交換之金融負債應用該修訂本。該修訂於 2022 年 1 月 1 日或之後開始之年度期間生效。允許提早應用。該修訂本預期不會對本集團的財務報表產生重大影響。
- 香港財務報告準則第 16 號租賃：於香港財務報告準則第 16 號隨附之第 13 項說明性示例中移除出租人就租賃物業裝修作出之付款說明。此舉消除了應用香港財務報告準則第 16 號時對租賃優惠進行處理之潛在混淆。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2.4 重大會計政策概要

非金融資產減值

倘存在減值跡象，或須對資產（存貨、遞延稅項資產及金融資產除外）進行年度減值測試，則會估計資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值與公平值減出售成本的較高者，並按個別資產釐定，除非資產並無產生基本上獨立於其他資產或資產組別的現金流入，在此情況下，可收回金額按資產所屬的現金產生單位釐定。於測試現金產生單位有否減值時，倘公司資產（例如總部大樓）之賬面值可按合理及一致之基準分配，或按其他方式分配至最小現金產生單位組別，則有關賬面值之一部分分配至個別現金產生單位。

僅當資產之賬面值超過其可收回金額時，減值虧損方予確認。評估使用價值時估計未來現金流量乃使用可反映當時市場對金錢價值之評估及該項資產特有風險之除稅前折現率折現至其現值。減值虧損於所產生期間在損益內扣除。

於各報告期末會評定是否有現象顯示之前已確認之減值虧損不再存在或減少。倘出現該等跡象，則可收回金額會予以估計。僅當用以釐定資產之可收回金額之估計出現變動時，先前確認之資產減值虧損（商譽除外）方會撥回，惟不得超過倘過往年度並無就資產確認減損而釐定之賬面值（經扣除任何折舊）。撥回之減值虧損於所產生期間計入損益表。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

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

or

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

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (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.

2.4 重大會計政策概要 (續)

關聯方

以下人士於下列情況將被視為與本集團有關連：

(a) 倘為以下人士或其親屬而該人士

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團或本集團母公司之主要管理層成員；

或

(b) 該人士為符合下列任何條件之實體：

- (i) 該實體與本集團為屬同一集團之成員公司；
- (ii) 該實體為另一實體（或另一實體之母公司、附屬公司或同系附屬公司）之聯營公司或合營企業；
- (iii) 該實體與本集團為同一第三方之合營企業；
- (iv) 該實體為一名第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
- (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職後福利計劃；
- (vi) 該實體受由(a)項所列人士控制或共同控制；
- (vii) 於(a)(i)項所列人士對該實體具有重大影響力或為該實體（或該實體之母公司）之主要管理層成員；及
- (viii) 該實體或同集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	Over the lease terms
Furniture, fixtures and equipment	20% – 33 $\frac{1}{3}$ %
Motor vehicles	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊

物業、廠房及設備乃按成本減累積折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及令該項資產達至其運作狀況及運送至其預期使用位置之任何直接應佔成本。

物業、廠房及設備項目投入運作後產生之支出，如修理與維護費用等，一般均會於該等支出產生期間在損益內扣除。於滿足確認標準情況下，重大檢修支出將撥充資本，計入資產賬面值作為重置處理。物業、廠房及設備之重要部分須按階段重置，本集團將有關部分確認為分別擁有特定可使用年期之個別資產，並相應作出折舊。

折舊乃按各物業、廠房及設備項目之估計可使用年期以直線法撇銷其成本至剩餘價值。就此所使用之主要年率如下：

租賃物業裝修	租賃期內
傢俬、裝置及設備	20% - 33 $\frac{1}{3}$ %
汽車	20%

倘物業、廠房及設備項目各部分之可使用年期並不相同，該項目各部分之成本將按合理基礎在各部分之間分配，而每部分將作個別折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度年結日予以檢討，在適當情況下加以調整。

物業、廠房及設備項目，包括首次確認之任何重要部分於已出售或預期其使用或出售不再產生未來經濟利益時終止確認。於終止確認資產年度在損益中確認之任何出售或報廢盈虧，乃有關資產之出售所得款項淨額與賬面值之差額。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 重大會計政策概要 (續)

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬於或包含租賃。

本集團作為承租人

本集團對所有租賃（惟短期租賃及低價值資產租賃除外）採取單一確認及計量方法。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始日期（即相關資產可供使用當日）確認。使用權資產按成本計量，減去任何累計折舊及任何減值虧損，並就租賃負債的任何重新計量作出調整。使用權資產成本包括已確認租賃負債的款額、已產生初始直接成本及於開始日期或之前作出的租賃款項減任何已收租賃獎勵。使用權資產於租期及資產估計可使用年期之較短者按直線法進行折舊。

倘租賃資產的擁有權於租期結束前轉讓予本集團或成本反映行使購買選擇權，則按資產估計可使用年期計算折舊。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

2.4 重大會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債於租賃開始日期以租期內作出的租賃付款現值確認。租賃付款包括定額付款(含實質定額款項)減任何應收租賃優惠款項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及倘租期反映本集團正行使選擇權終止,有關終止租賃支付的罰款。不取決於指數或利率的可變租賃付款於出現觸發付款的事件或條件的期間內確認為支出。

計算租賃付款現值時,因租賃隱含的利率難以釐定,則本集團使用租賃開始日期的增量借款利率計算。於開始日期後,租賃負債金額的增加反映利息的增加,並因租賃付款而減少。此外,倘有任何修改(即租期變更、租賃付款變更(例如指數或利率變動導致對未來租賃付款發生變化)或購買相關資產的選擇權評估的變更)則重新計量租賃負債的賬面值。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Leases (Continued)

Group as a lessee (Continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

2.4 重大會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(c) 短期租賃及低價值資產租賃

本集團對其機器及設備短期租賃 (即自開始日期起計租期為 12 個月或以下且並不包含購買權之租賃) 應用確認短期租賃豁免。倘本集團就低價值資產訂立租賃，則本集團決定是否按個別租賃基準將租賃資本化。短期租賃的租賃付款和低價值資產的租賃在租賃期內按直線法確認為開支。

本集團作為出租人

當本集團作為出租人時，其於租賃開始時 (或發生租賃變更時) 將其各項租賃分類為經營租賃或融資租賃。

本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。倘合約包括租賃及非租賃部分，本集團根據相對獨立的售價基準將合約代價分配予各部分。租金收入於租期內按直線法列賬，並因其經營性質之故於損益列作收入。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收入。

轉移承租人相關資產所有權附帶的絕大部分風險及回報的租賃入賬為融資租賃。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Leases (Continued)

Group as a lessor (Continued)

At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments and related payments (including the initial direct costs), and presented as a receivable at an amount equal to the net investment in the lease. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

Financial assets

Initial recognition and measurement

Financial assets of the Group are classified, at initial recognition, as subsequently measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

2.4 重大會計政策概要(續)

租賃(續)

本集團作為出租人(續)

於開始日期，租賃資產的成本按租賃付款及相關付款（包括初始直接成本）的現值資本化，並按相等於租賃投資淨額的應收款項呈列。該等租賃之融資成本自損益扣除，以於租期內提供固定定期扣除率。

本集團為中間出租人時，轉租乃參考主租賃產生的使用權資產分類為融資租賃或經營租賃。倘主租賃為本集團將資產負債表確認豁免應用於其中的短期租賃，則本集團將轉租分類為經營租賃。

金融資產

首次確認及計量

本集團之金融資產於首次確認時分類為其後以攤銷成本計量。

於首次確認時對金融資產分類乃取決於金融資產之合約現金流量特徵，以及本集團管理該等金融資產之業務模式。除不包含重大融資部份或本集團已應用簡易實務處理方法不對重大融資部份之影響作出調整之貿易應收款項外，本集團首次按公平值加（就並非透過損益按公平值計量之金融資產而言）交易成本計量金融資產。不包含重大融資部份或本集團已應用簡易實務處理方法之貿易應收款項根據下文「收入確認」所載政策，按根據香港財務報告準則第15號所釐定之交易價格計量。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Financial assets (Continued)

Initial recognition and measurement (Continued)

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement of financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

2.4 重大會計政策概要 (續)

金融資產 (續)

首次確認及計量 (續)

為使金融資產按攤銷成本或透過其他全面收益按公平值計量進行分類及計量，需就未償還本金產生純粹支付本金及利息（「SPPI」）現金流量。現金流量並非 SPPI 之金融資產透過損益按公平值分類及計量，而不論業務模式。

本集團管理金融資產之業務模式，乃指其管理金融資產從而產生現金流量之方法。業務模式決定現金流量將來自收取合約現金流量、出售金融資產，或兩者兼得。按攤銷成本分類及計量的金融資產於以持有金融資產為目標的業務模式內持有，旨在收取合約現金流量，而按透過其他全面收益按公平值分類及計量的金融資產於旨在持有以收取合約現金流量及出售的業務模式內持有。並非以上述業務模式內持有的金融資產按透過損益按公平值分類及計量。

所有常規買賣之金融資產於交易日（即本集團承諾購買或出售該資產之日）確認。一般買賣指須於市場規例或慣例一般規定之期間內交付資產之金融資產買賣。

其後計量以攤銷成本計量之金融資產 (債務工具)

以攤銷成本計量之金融資產其後採用實際利息法計量，並可計提減值。當資產被終止確認、變更或減值，則收益及虧損於損益內確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 重大會計政策概要(續)

終止確認金融資產

金融資產(或一項金融資產之一部分或一組類似金融資產之一部分(如適用))在下列情況將終止確認(即自本集團綜合財務狀況表中剔除):

- 收取該項資產所得現金流量之權利經已屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量之權利,或已承擔一項責任,在未有嚴重拖延之情況下,根據一項「轉付」安排向第三方全數支付已收取之現金流量;及(a)本集團已轉讓該項資產之絕大部分風險及回報;或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報,但已轉讓該項資產之控制權。

倘本集團已轉讓其收取資產所得現金流量之權利,或已訂立轉付安排,則會評估其是否保留該項資產擁有權之風險及回報以及保留之程度。倘本集團並無轉讓亦無保留該項資產之絕大部分風險及回報,亦無轉讓該項資產之控制權,其只要有持續參與便會繼續確認被轉讓資產。在此情況下,本集團亦確認相關負債。被轉讓資產及相關負債按反映本集團所保留權利及責任之基準計量。

就透過向被轉讓資產提供擔保之方式持續參與而言,有關被轉讓資產按資產原賬面值與本集團可能須支付之最高代價金額之較低者計量。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 重大會計政策概要 (續)

金融資產減值

本集團就所有並非按透過損益按公平值持有之債務工具確認預期信貸虧損（「預期信貸虧損」）撥備。預期信貸虧損按根據合約到期之合約現金流量與本集團預期收取之所有現金流量（按原實際利率之約數貼現）之間的差額。預期現金流量將包括出售屬於合約條款整體部份之已持有抵押品或其他加強信貸安排帶來之現金流量。

一般方法

預期信貸虧損分兩個階段確認。對於自首次確認以來信貸風險並無大幅增加之信貸風險承擔而言，預期信貸虧損乃就由於未來 12 個月內可能發生之違約事件而產生信貸虧損而計提撥備（12 個月預期信貸虧損）。對於自首次確認以來信貸風險已大幅增加之信貸風險承擔而言，則須就預期於風險承擔之餘下年期內產生之信貸虧損作出虧損撥備，而不論違約之時間（全期預期信貸虧損）。

於各報告日期，本集團評估金融工具之信貸風險有否自首次確認以來大幅增加。在作出評估時，本集團將金融工具於報告日期已產生之違約風險與金融工具於首次確認日期已產生之違約風險比較，並考慮在毋須付出不必要成本或努力下可得之合理及有根據的資料，包括過往及前瞻性資料。

當合約付款逾期 90 日，本集團便會視金融資產遭違約。然而，在某些情況下，當有內部或外部資料顯示本集團不大可能於考慮本集團所持有之任何加強信貸安排前全數收取未支付合約金額時，本集團亦可視金融資產為遭違約。當無法合約預期可收回合約現金流量時，便撇銷金融資產。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 重大會計政策概要(續)

金融資產減值(續)

一般方法(續)

以攤銷成本計量之金融資產須根據一般方法計提減值，並在以下計量預期信貸虧損之階段內分類，惟下文詳述應用簡易方法之貿易應收款項除外。

- 第一階段 – 自首次確認以來信貸風險並無大幅增加以及虧損撥備按相等於 12 個月預期信貸虧損之數額計量之金融工具
- 第二階段 – 自首次確認以來信貸風險大幅增加但並非信貸減值金融資產以及虧損撥備按相等於全期預期信貸虧損之數額計量之金融工具
- 第三階段 – 於報告日期為信貸減值（但並非已購買或已產生之信貸減值）以及虧損撥備按相等於全期預期信貸虧損之數額計量之金融資產

簡化方法

就不包含重大融資部份之貿易應收款項而言，或當本集團應用簡易實務處理方法不對重大融資部份之影響作出調整時，本集團在計算預期信貸虧損時會應用簡化方法。在簡化方法下，本集團並不追蹤信貸風險之變動，但會根據於各報告日期之全期預期信貸虧損確認虧損撥備。本集團已建立一個撥備矩陣，乃建基於其過往信貸虧損經驗，並已就債務人特定及經濟環境之前瞻性因素作出調整。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities of the Group are classified, at initial recognition, as loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement of financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

2.4 重大會計政策概要 (續)

金融負債

首次確認及計量

本集團之金融負債於首次確認時適當地分類為貸款及借款或應付賬款。

所有金融負債於首次確認時按公平值計量，如屬貸款及借款及應付賬款，則扣除直接應佔交易成本。

其後計量以攤銷成本計量之金融負債 (貸款及借款)

於首次確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，除非折現之影響甚微，在此情況下，則按成本列賬。有關收益及虧損於負債終止確認時透過實際利率攤銷過程在損益確認。

攤銷成本經計及收購之任何折讓或溢價以及屬於實際利率組成部分之費用或成本後計算。實際利率攤銷計入損益中。

終止確認金融負債

金融負債於該負債項下之責任解除或撤銷或屆滿時終止確認。

倘現有金融負債被另一項來自同一貸款人以條款截然不同之金融負債所取代，或現有負債之條款被大幅修訂，該等交換或修訂以終止確認原負債及確認新負債處理，相關賬面值之間之差額於損益內確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred in the process of disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in profit or loss.

2.4 重大會計政策概要(續)

抵銷金融工具

倘現時有可執行之合法權利抵銷已確認金額，並且擬以淨額基準進行結算或同時將資產變現及清償負債，方可將金融資產及金融負債抵銷，而淨額於財務狀況表呈報。

存貨

存貨以成本與可變現淨值兩者之較低者入賬。成本乃按加權平均基準釐定。可變現淨值乃根據估計售價減去任何將在出售過程產生之估計成本計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可即時兌換為已知金額現金、所涉價值變動風險不高而一般自取得起計三個月內到期之短期高流動性投資，減須按要求償還之銀行透支，並構成本集團現金管理組成部分。

就綜合財務狀況表而言，現金及現金等價物包括手頭及銀行現金，包括定期存款及用途不受限制且性質與現金相似之資產。

撥備

倘因過往事件須承擔現時責任（法定或推定責任）而履行責任很可能導致未來資源外流，則撥備予以確認，惟責任數額必須能可靠估計。

倘折現影響重大，則確認撥備之數額為預期履行責任所需之未來開支於報告期末之現值。隨時間流逝使折現值增加之款項計入損益。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Provisions (Continued)

A provision for reinstatement costs is recognised when a contractual obligation under the terms of an operating lease has arisen to reinstate a leased property at the end of the lease. Reinstatement costs are provided at the value of the expected costs to settle the obligation at the end of the reporting period using estimated cash flows and an equivalent asset is recognised and depreciated over the term of the operating lease. The estimated future costs of reinstatement are reviewed, and adjusted if appropriate, at least at each financial year end.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries/ jurisdictions in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 重大會計政策概要 (續)

撥備 (續)

按經營租賃條款因須在租賃期期末修復租賃之物業而產生合約責任時，予以確認修復成本撥備。於報告期末使用估計現金流量以預期清償責任之成本價值作出修復成本撥備，而等值資產會予以確認並按經營租賃期折舊。估計未來修復成本至少於每個財政年度末檢討及調整（如適用）。

所得稅

所得稅包括即期及遞延稅項。與損益以外確認之項目相關之所得稅於損益以外，在其他全面收益或直接於權益確認。

即期稅項資產及負債乃按預期自稅務機構退回或付予稅務機構之金額根據截至報告期末已實施或實質上已實施之稅率（及稅法）計算，並考慮本集團經營所在國家／司法權區之現行詮釋及慣例。

遞延稅項使用負債法按報告期末之資產及負債稅基與其作財務申報之賬面值之間之所有暫時性差額作出撥備。

所有應課稅暫時性差額，均被確認為遞延稅項負債，惟下述情況除外：

- 因初次確認商譽或一項交易（非業務合併）中之資產或負債所產生之遞延稅項負債，並於交易時不會影響會計溢利或應課稅溢利或虧損；及
- 就於附屬公司之投資所產生之應課稅暫時性差額而言，暫時性差額撥回時間可受控制，而暫時性差額於可見將來可能不會撥回。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of the reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

2.4 重大會計政策概要(續)

所得稅(續)

所有可扣減暫時性差額及未動用稅項抵免與任何未動用稅務虧損之結轉，均被確認為遞延稅項資產。倘應課稅溢利可用於抵銷可扣減暫時性差額，以及未動用稅項抵免及未動稅務虧損之結轉可予動用，則遞延稅項資產會予以確認，惟下述情況除外：

- 因有關可扣減暫時性差額之遞延稅項資產源自初次確認一項交易（非業務合併）中之資產或負債，並於交易時不會影響會計溢利或應課稅溢利或虧損；及
- 就於附屬公司之投資所產生之可扣減暫時性差額而言，遞延稅項資產僅於暫時性差額於可見將來可能撥回且應課稅溢利將用以抵銷暫時性差額時，方會予以確認。

遞延稅項資產之賬面值於報告期末檢討，並扣減至不再可能有足夠應課稅溢利用於扣減所有或部分將予動用之遞延稅項資產為止。未確認遞延稅項資產於報告期末重估，並確認至可能有足夠應課稅溢利將用於扣減所有或部分將予收回之遞延稅項資產。

遞延稅項資產及負債以預期適用於資產變現或負債清還期間之稅率計量，並基於報告期末已頒佈或實質上頒佈之稅率（及稅法）計算。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Income tax (Continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 重大會計政策概要 (續)

所得稅 (續)

倘 (及僅於) 本集團具有可依法強制執行的權利, 可使用即期稅項資產抵銷即期稅項負債, 且遞延稅項資產與遞延稅項負債是關於同一稅務機關就同一應課稅實體所徵收的所得稅或就計劃於各段未來期間 (而預期在有關期間內將結清或收回大額的遞延稅項負債或資產) 以淨額基準結算即期稅項負債與資產或同時變現資產及結清負債之不同應課稅實體所徵收的所得稅時, 則遞延所得稅資產及遞延所得稅負債可相互抵銷。

政府補助金

政府補助金於可合理確定將收取並會遵守其所附之一切條件時按公平值確認。倘補助金與開支項目有關, 則會按有系統的基準在預計支銷所補償的成本之期間內確認為收入。

收入確認

客戶合約收入

客戶合約收入於商品或服務的控制權轉移至客戶時確認, 有關金額反映本集團預期就交換該等貨品或服務有權獲得的代價。

當合約中的代價包括可變金額時, 估計代價金額將為本集團有權以換取將貨品或服務轉移至客戶的金額。可變代價在合約開始時估計並受到限制, 直至與可變代價相關的不確定性其後得以解決時, 很有可能所確認累計收入金額中不會出現重大收入轉撥。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

- **Sale of goods**

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally upon delivery of the goods.

Other income

Other service income is recognised in the period in which the relevant service is rendered.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

2.4 重大會計政策概要(續)

收入確認(續)

客戶合約收入(續)

倘合約中包含為客戶提供向客戶轉讓貨物或服務超過一年的重大融資利益的融資部分，則收入按應收款項的現值計量，並使用本集團與客戶於合約開始時進行的單獨融資交易所反映的貼現率貼現。倘合約中包含為本集團提供超過一年而具有重大財務利益的融資部分，則根據合約確認的收入包括按實際利率法計算的合約負債所附加的利息開支。就客戶付款與轉讓承諾商品或服務之間的期限為一年或更短的合約而言，交易價不會使用香港財務報告準則第15號的實際權宜法就重大融資部分作出調整。

- **商品銷售**

銷售貨品的收入於資產的控制權轉讓予客戶的時間點確認，有關時點通常為交付貨品時。

其他收入

其他服務收入於提供相關服務的期間內確認。

利息收入按應計基準及以實際利率法，透過採用將金融工具在預期可使用年期(或較短期間)(倘適用)的估計未來現金收入準確貼現至金融資產的賬面淨值的比率予以確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Employee benefits

Retirement benefit schemes

The Group operates an occupational retirement scheme registered under the Hong Kong Occupational Retirement Schemes Ordinance for those employees who are eligible to participate in the scheme. This scheme has been granted exemption under the Hong Kong Mandatory Provident Fund Schemes Ordinance. When an employee leaves the scheme before his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group are reduced by the relevant amount of the forfeited employer's contributions.

The Group also operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

Contributions to these schemes are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the schemes. The assets of these schemes are held separately from those of the Group in independently administered funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

2.4 重大會計政策概要 (續)

合約負債

合約負債於本集團將相關貨品或服務轉讓前向客戶收取付款或付款到期時（以較早者為準）確認。合約負債於本集團根據合約履行時（即轉讓相關貨品或服務之控制權予客戶時）確認為收益。

僱員福利

退休福利計劃

本集團根據香港職業退休計劃條例，為所有合資格參與該計劃之僱員設有職業退休計劃。根據香港強制性公積金計劃條例，該退休計劃已獲豁免。當僱員於可全數享有本集團所作之僱主供款之前退出該計劃，本集團應付之持續供款於沒收僱主供款之相關金額中扣除。

本集團亦根據香港強制性公積金計劃條例設有一項定額供款強制性公積金退休福利計劃（「強積金計劃」），以供該等合資格參加強積金計劃之僱員參與。本集團所作之僱主供款於向強積金計劃作出供款時全數歸僱員所有。

該等計劃所作出之供款乃按僱員基本薪金之百分比計算，並於依照強積金計劃之規則繳納供款時在損益中扣除。該等計劃之資產乃與本集團之資產分開，由獨立管理基金持有。

股息

末期股息於股東大會上獲股東批准時確認為負債。擬派末期股息於財務報表附註內披露。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

2.4 Summary of Significant Accounting Policies

(Continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 重大會計政策概要(續)

外幣

財務報表以港元呈列，港元即本公司之功能貨幣。本集團內之各實體決定其功能貨幣且各實體之財務報表項目均使用功能貨幣計量。本集團各實體所記錄之外幣交易初步使用交易日期之現行功能貨幣之匯率換算入賬。以外幣計值之貨幣資產及負債，按有關功能貨幣於報告期末之匯率換算。因結算或換算貨幣項目而導致之匯兌差額於損益確認。

按歷史成本以外幣計量之非貨幣項目，採用初步交易日期之匯率換算。

於釐定初步確認相關資產、開支或收入及終止確認與預付代價有關的非貨幣資產或非貨幣負債所用的匯率時，初始交易日期為本集團初步確認預付代價產生的非貨幣資產或非貨幣負債當日。倘若涉及多筆預付款項或預收款項，則本集團須釐定每次支付或收取預付代價的交易日期。

3. 重大會計判斷及估計

編製本集團財務報表時，管理層需要作出會影響收入、開支、資產及負債呈報金額及其相關披露以及或然負債披露之判斷、估計及假設。該等假設及估計之不確定性可能導致日後須就受影響之資產或負債賬面值作出重大調整。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of the reporting period. Non-financial assets with finite useful lives are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Provisions for reinstatement costs

The Group makes provisions for reinstatement costs associated with certain leased properties under operating leases attributable to the Group based on the estimates of the expected costs to be incurred to settle the relevant contractual obligations under the terms of the leases at the end of the reporting period, which are subject to uncertainties and might differ from the actual costs to be incurred. Significant judgements and estimates are required, including, inter alia, making various assumptions with reference to past experience and available information to determine the expected costs to be incurred. Further details are included in note 20 to the financial statements.

3. 重大會計判斷及估計 (續)

估計不確定性

下文所討論有關於報告期末就估計不確定性之未來及其他主要來源之主要假設存在可導致資產與負債賬面值於下一財務年度需要作出重大調整之重大風險，茲描述如下。

非金融資產減值

本集團於報告期末就所有非金融資產（包括使用權資產）評估是否有任何減值跡象。有限定使用年期之非金融資產於有跡象顯示賬面值不可收回之情況下作減值測試。倘資產之賬面值或現金產生單位超過其可收回金額（即公平值減出售成本或使用價值之較高者），則該資產出現減值。公平值減出售成本乃根據同類資產公平交易中自具約束力之出售交易所得數據或可觀察市價減出售資產之增加成本計算。倘採用使用價值計算方式，則管理層必須估計來自資產或現金產生單位之預期未來現金流量及選取適當之折現率以計算該等現金流量之現值。

修復成本撥備

本集團於報告期末按清償租賃條款下之相關合約責任所產生之預期成本之估計對經營租賃下之若干租賃物業有關之本集團應佔復原成本作出撥備，當中存在不確定因素並可能與予產生之實際成本有差異。於釐定將產生之預期成本時須作出重大判斷及估計，當中包括參考過往經驗及可用資料作出多種假設。其進一步詳情載於財務報表附註 20。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

Net realisable value of inventories

The Group periodically reviews the net realisable value of inventories to determine whether any write-down of inventories to net reliable value is required. In estimating the net realisable value of inventories, the Group considers, inter alia, the nature, ageing and condition of inventories, current market condition and other relevant factors. Based on such assessment, write-down of inventories will be made when the carrying amount of inventories declines below their estimated net realisable value. Due to changes in market and economic environment and customers' preference, actual saleability of inventories and actual selling prices that could be realised might be different from the original estimation and profit or loss could be affected by differences in these estimations.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

存貨之可變現淨值

本集團定期評估存貨之可變現淨值以釐定是否須將任何存貨撇減至可變現淨值。於估計存貨之可變現淨值時，本集團會考慮（其中包括）存貨之性質、庫齡及狀態、定價政策及策略、現行市況及其他有關因素。根據有關評估，倘存貨賬面值跌至低於其估計可變現淨值，則存貨將予以撇減。由於市場及經濟環境及顧客偏好不斷變化，貨品實際適銷性及可變現實際售價或會與初始估計有所不同，而此估計之差額可能對損益造成影響。

有關貿易應收款項之預期信貸虧損撥備

本集團使用撥備矩陣計算有關貿易應收款項的預期信貸虧損。撥備率乃按多個具有類似損失模式的客戶分部分組的逾期日數得出。

撥備矩陣初步按本集團的歷史可觀察違約率得出。本集團將就前瞻性資料校正矩陣以調整歷史信貸虧損經驗。例如，倘預測經濟狀況預期將下一年度轉差，而可導致違約數目增加，則會調整歷史違約率。於各報告日期，歷史可觀察違約率獲更新，且分析前瞻性估計的變動。

評估歷史可觀察違約率、預測經濟狀況及預期信貸虧損之間的關係屬重大估計。預期信貸虧損的金額對情況及預測經濟狀況的變動屬敏感。本集團的歷史信貸虧損經驗及經濟狀況預測亦未必代表一位客戶於日後的實際違約情況。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

4. Operating Segment Information

The Group principally focuses on the retail and wholesale of imported furniture, and special projects. Information reported to the Group’s chief operating decision maker, for the purpose of resource allocation and performance assessment, focuses on the operating results of the Group as a whole as the Group’s resources are integrated and no discrete operating segment information is available. Accordingly, no operating segment information is presented.

Geographical information

(a) Revenue from external customers

Substantially all of the Group’s revenues from external customers during the years ended 31 March 2022 and 2021 were attributed to Hong Kong based on the location of the customers or the location of certain key processes/resources from which the Group derived the revenues.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

租賃 – 估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品於類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察利率時（如就並無訂立融資交易之附屬公司而言）或當須對利率進行調整以反映租賃之條款及條件時（如當租賃並非以附屬公司之功能貨幣訂立時），則須作出利率估計。當可觀察輸入數據（如市場利率）可用時，本集團使用可觀察輸入數據估算增量借款利率並須作出若干實體特定的估計（如附屬公司單獨的信貸評級）。

4. 經營分部資料

本集團主要經營進口傢俬零售與批發及工程項目。就資源分配及表現評估而言，向本集團主要經營決策者匯報之資料，側重於本集團之整體經營業績，因為本集團之資源已整合且並無分散經營分部資料可提供。因此，並無呈列經營分部資料。

地區資料

(a) 來自外部客戶之收入

於截至2022年及2021年3月31日止年度，本集團來自外部客戶之收入按客戶所處位置或按本集團由此獲得收入之若干重要業務流程／資源之位置絕大部分來自香港。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

4. Operating Segment Information (Continued)

Geographical information (Continued)

(b) Non-current assets

All of the Group's non-current assets as at the end of the reporting period were located in Hong Kong based on the location of the assets.

Information about major customers

No revenues from transactions with a single external customer for the years ended 31 March 2022 and 2021 amounted to 10% or more of the total revenue of the Group.

5. Revenue, Other Income and Gains

An analysis of revenue is as follows:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Revenue from contracts with customers 客戶合約收入		
Retail of furniture 傢俬零售	212,166	216,979
Wholesale of furniture 傢俬批發	8,081	8,129
Special projects – project sales 工程項目 – 項目銷售	5,210	9,396
	225,457	234,504

Revenue from contracts with customers

(i) Disaggregated revenue information

For the years ended 31 March 2022 and 2021

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Types of goods 貨品類別		
Sale of furniture 傢俬銷售	225,457	234,504
Timing of revenue recognition 收入確認時間		
At a point in time 於某一時間點	225,457	234,504

4. 經營分部資料(續)

地區資料(續)

(b) 非流動資產

本集團於報告期末之非流動資產按資產所處位置全部均位於香港。

有關主要客戶之資料

截至2022年及2021年3月31日止年度，概無來自單一外部客戶交易之收入佔本集團總收入10%或以上。

5. 收入、其他收入及收益

收入分析如下：

客戶合約收入

(i) 細分收入資料

截至2022年及2021年3月31日止年度

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

5. Revenue, Other Income and Gains (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period: 於報告期初計入合約負債之已確認收益：		
Sale of goods 商品銷售	22,898	18,121
Sale of gift vouchers 禮券銷售	587	–
	23,485	18,121

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of goods

The performance obligation is generally satisfied upon delivery of goods. For retail sale of furniture, payment in advance and/or upon delivery by customers is normally required. For wholesale of furniture, payment is generally due within 30 to 60 days from the date of billing. For project sales, payment is generally due based on terms agreed by relevant parties as set out in the respective agreements.

5. 收入、其他收入及收益(續)

客戶合約收入(續)

(i) 細分收入資料(續)

下表顯示本報告期間確認之收益金額，其計入報告期初合約負債並於過往期間履行履約責任確認：

(ii) 履約責任

有關本集團履約責任之資料概述如下：

商品銷售

履約責任通常於貨品交付後達成。就傢俬零售而言，客戶通常須提前及／或於交付後付款。就傢俬批發而言，付款一般於結算之日起30至60日內到期。就項目銷售而言，付款一般按相關方根據各協議所載協定的條款到期。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

5. Revenue, Other Income and Gains (Continued)

Revenue from contracts with customers (Continued)

The Group generated revenues from certain projects for the supply of custom-made furniture and other related products and services (“project sales”). The Group entered into several contractual agreements with certain third parties for the supply of custom-made furniture and related services, pursuant to which the Group directly/indirectly delivered such goods and services to certain members of the Emperor Group and, in the opinion of the directors of the Company, these are special project arrangements involving certain members of the Emperor Group. During the year, the Group recognised project sales revenues of approximately HK\$9,000 (2021: HK\$285,000) under such arrangements.

5. 收入、其他收入及收益 (續)

客戶合約收入 (續)

本集團從若干供應定制家具及其他相關產品及服務的項目產生收入（「項目銷售」）。本集團與若干第三方就供應客戶訂製傢俬及相關服務訂立多份合約安排，據此，本集團直接／間接交付該等商品及服務予若干英皇集團成員公司，而本公司董事認為，該等安排乃涉及英皇集團成員公司之工程項目安排。年內，本集團根據該等安排確認項目銷售收入約 9,000 港元（2021 年：285,000 港元）。

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Other income and gains 其他收入及收益		
Other service income 其他服務收入	1,465	1,347
Government subsidies* 政府補貼*	177	7,797
Bank interest income 銀行利息收入	275	272
Others 其他	848	238
	2,765	9,654

* The government subsidies for the current year mainly represent subsidies received under the Phasing Out Euro IV Diesel Commercial Vehicles – Ex-gratia Payment Scheme of the Government of Hong Kong Special Administrative Region. The government subsidies for the prior year mainly represented subsidies received under the Employment Support Scheme and Retail Sector Subsidy Scheme of the Government of Hong Kong Special Administrative Region. There were no unfulfilled conditions or contingencies relating to the subsidies.

* 年內政府補助主要指根據香港特別行政區政府就淘汰歐盟四期柴油商業車輛－特惠資助計劃所收到的補助。於上一年度，政府補助主要指根據香港特別行政區政府就業支援計劃及零售業津貼計劃收到的補助。並無與補助有關之未達成條件或或然事項。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

6. Finance Costs

6. 財務成本

	2022	2021
	HK\$'000 千港元	HK\$'000 千港元
Interest on lease liabilities 租賃負債利息	1,535	1,377

7. Profit Before Tax

7. 除稅前溢利

The Group's profit before tax is arrived at after charging/
(crediting):

本集團除稅前溢利已扣除／（計入）
下列各項：

	2022	2021	
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Cost of inventories sold 已售存貨成本		81,264	84,340
Write-down/(reversal of write-down) of inventories to net realisable value 撇減／（撥回撇減）存貨至可變現淨值		1,556	(2,727)
Total amount recognised as cost of sales 已確認為銷售成本之總額		82,820	81,613
Auditor's remuneration 核數師酬金		875	850
Depreciation of property, plant and equipment 物業、廠房及設備折舊	13	7,037	15,587
Depreciation of right-of-use assets 使用權資產折舊	14	39,733	40,754
Loss on disposal/write-off of items of property, plant and equipment* 出售／撇銷物業、廠房及設備項目之虧損*		-	171
Lease payments not included in the measurement of lease liabilities 未計入租賃負債計量之租賃付款	14(c)	5,909	5,550
Employee benefit expense (excluding directors' and chief executive's remuneration (note 8)): 僱員福利開支（不包括董事及主要行政人員薪酬（附註8））：			
Wages, salaries, bonuses and allowances 工資、薪金、花紅及津貼		40,055	39,204
Pension scheme contributions (defined contribution schemes)** 退休金計劃供款（定額供款計劃）**		1,801	1,698
		41,856	40,902
Impairment/(reversal of impairment) of trade receivables, net 貿易應收款項減值／（撥回減值），淨額	16	166	(38)
Foreign exchange differences, net 匯兌差異，淨額		(317)	(123)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

7. Profit Before Tax

* Included in "General and administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

** There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

7. 除稅前溢利

* 計入綜合損益及其他全面收益表內「一般及行政開支」。

** 本集團並無可用作僱主以減低現有供款水平之沒收供款。

8. Directors' and Chief Executive's Remuneration

Directors' and chief executive's remuneration of the Group for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Fees 袍金	1,028	1,140
Other emoluments: 其他酬金：		
Salaries and allowances 薪金及津貼	1,828	3,270
Discretionary bonuses 酌情花紅	105	277
Pension scheme contributions (defined contribution schemes) 退休金計劃供款 (定額供款計劃)	75	119
	2,008	3,666
	3,036	4,806

8. 董事及主要行政人員酬金

根據聯交所證券上市規則、香港公司條例第 383(1)(a)、(b)、(c) 及 (f) 條以及香港公司 (披露董事利益資料) 規例第 2 部所披露於年內本集團董事及主要行政人員酬金如下：

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Chan Yee Man 陳綺雯	180	180
Chiu Kin Fai 招健暉	180	180
Ng Hoi Yue 伍海于	180	180
	540	540

(a) 獨立非執行董事

年內，已付獨立非執行董事之袍金如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

8. Directors' and Chief Executive's Remuneration (Continued)

(a) Independent non-executive directors (Continued)

There were no other emoluments payable to the independent non-executive directors during the year (2021: Nil).

(b) Executive directors and the chief executive

	Fees 袍金	Salaries and allowances 薪金及津貼	Discretionary bonuses 酌情花紅	Pension scheme contributions 退休金 計劃供款	Total remuneration 酬金總額
	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					
Executive director and the chief executive: 執行董事及主要行政人員：					
Ng Koon Keung, Ricky* 吳冠強 *	38	552	–	15	605
Executive directors: 執行董事：					
Wong Chi Fai 黃志輝	150	–	–	–	150
Mok Fung Lin, Ivy 莫鳳蓮	150	1,276	105	60	1,591
Fan Man Seung, Vanessa 范敏嫦	150	–	–	–	150
	488	1,828	105	75	2,496
2021					
Executive director and the chief executive: 執行董事及主要行政人員：					
Ng Koon Keung, Ricky 吳冠強	150	2,063	175	60	2,448
Executive directors: 執行董事：					
Wong Chi Fai 黃志輝	150	–	–	–	150
Mok Fung Lin, Ivy 莫鳳蓮	150	1,207	102	59	1,518
Fan Man Seung, Vanessa 范敏嫦	150	–	–	–	150
	600	3,270	277	119	4,266

* Ceased directorship on 1 July 2021

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

8. 董事及主要行政人員酬金 (續)

(a) 獨立非執行董事 (續)

年內並無應付獨立非執行董事之其他薪酬 (2021年：無)。

(b) 執行董事及主要行政人員

* 於2021年7月1日離任董事職務

年內，概無董事或主要行政人員根據任何安排放棄或同意放棄任何酬金。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

9. Five Highest Paid Employees

The five highest paid employees of the Group during the year included one director (2021: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining four (2021: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Salaries and allowances 薪金及津貼	3,441	2,369
Discretionary bonuses 酌情花紅	228	172
Pension scheme contributions 退休金計劃供款	95	86
	3,764	2,627

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	僱員人數	
	2022	2021
Nil to HK\$1,000,000 零至 1,000,000 港元	3	2
HK\$1,000,001 to HK\$1,500,000 1,000,001 港元至 1,500,000 港元	1	1
	4	3

During the year, no emolument was paid or payable by the Group to the non-director and non-chief executive highest paid employees as an inducement to join or upon joining the Group or as compensation for the loss of office (2021: Nil).

9. 五名最高薪僱員

年內，本集團五名最高薪僱員包括一名董事（2021年：兩名董事），其酬金詳情載於上文附註8。其餘四名（2021年：三名）並非本公司董事又非主要行政人員之最高薪僱員於年內之酬金詳情如下：

酬金在下列範圍內之非董事及非主要行政人員之最高薪僱員人數如下：

年內，本集團並無向非董事及非主要行政人員之最高薪酬僱員支付或應付任何酬金，作為吸引加入本集團或於加入本集團後之獎勵或離職賠償（2021年：無）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

10. Income Tax

Hong Kong profits tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

10. 所得稅

香港利得稅乃就於年內在香港產生之估計應課稅溢利按稅率 16.5% (2021年：16.5%) 作出撥備。

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Current – Hong Kong 即期 – 香港		
Charge for the year 年內支出	1,324	3,889
Overprovision in prior years 過往年度超額撥備	(234)	–
Deferred (note 21) 遞延 (附註 21)	586	(1,063)
Total tax charge for the year 年內稅項支出總額	1,676	2,826

A reconciliation of the tax expense applicable to profit before tax at the Hong Kong statutory tax rate (statutory tax rate for the jurisdiction in which the Company and the majority of the Group's operating subsidiaries are domiciled) to the tax charge at the Group's effective tax rate is as follows:

按香港法定稅率 (本公司及本集團大部分經營附屬公司所在司法權區之法定稅率) 計算適用於除稅前溢利之稅項開支與按本集團實際稅率計算之稅項支出對賬如下:

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Profit before tax 除稅前溢利	5,818	19,652
Tax charge at the Hong Kong statutory tax rate of 16.5% 按香港法定稅率 16.5% 計算之稅項支出	960	3,243
Adjustment in respect of current tax of previous periods 過往期間即期稅項調整	(234)	–
Income not subject to tax 無需繳稅之收入	(75)	(1,331)
Expenses not deductible for tax 不可扣稅開支	165	433
Others 其他	860	481
Tax charge at the Group's effective tax rate 按本集團實際稅率計算之稅項支出	1,676	2,826

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

11. Dividend

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Proposed final – HK0.50 cent (2021: HK0.63 cent) per ordinary share 建議末期－每股普通股 0.50 港仙（2021 年：0.63 港仙）	4,000	5,040

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度擬派末期股息須待本公司股東於應屆股東週年大會上批准後方可作實。

12. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent of HK\$4,142,000 (2021: HK\$16,826,000) and the weighted average number of ordinary shares of 800,000,000 (2021: 800,000,000) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 March 2022 and 2021.

The calculation of basic and diluted earnings per share is based on:

12. 母公司普通股權益擁有人應佔每股盈利

每股基本盈利乃根據年內母公司普通股權益擁有人應佔溢利 4,142,000 港元（2021 年：16,826,000 港元）及年內已發行普通股加權平均數 800,000,000 股（2021 年：800,000,000 股）計算。

本集團於截至 2022 年及 2021 年 3 月 31 日止年度並無具潛在攤薄作用之已發行普通股。

下列為用作計算每股基本及攤薄盈利之數據：

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Earnings 盈利		
Profit attributable to ordinary equity holders of the parent used in the basic and diluted earnings per share calculation 計算每股基本及攤薄盈利所用母公司普通股權益擁有人應佔溢利	4,142	16,826

	Number of shares 股份數目	
	2022	2021
Shares 股份		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculation 計算每股基本及攤薄盈利所用之年內已發行普通股加權平均數	800,000,000	800,000,000

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

13. Property, Plant and Equipment

13. 物業、廠房及設備

	Leasehold improvements 租賃物業裝修	Furniture, fixtures and equipment 傢俬、裝置及設備	Motor vehicles 汽車	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 March 2022 2022年3月31日				
At 31 March 2021 and at 1 April 2021: 於2021年3月31日及2021年4月1日				
Cost 成本	62,055	5,529	2,397	69,981
Accumulated depreciation 累計折舊	(57,816)	(4,067)	(1,829)	(63,712)
Net carrying amount 賬面淨值	4,239	1,462	568	6,269
At 1 April 2021, net of accumulated depreciation 於2021年4月1日，扣除累計折舊	4,239	1,462	568	6,269
Additions 添置	10,036	478	–	10,514
Depreciation provided during the year 年內折舊撥備	(6,228)	(630)	(179)	(7,037)
At 31 March 2022, net of accumulated depreciation 於2022年3月31日，扣除累計折舊	8,047	1,310	389	9,746
At 31 March 2022: 於2022年3月31日：				
Cost 成本	68,989	6,215	2,397	77,601
Accumulated depreciation 累計折舊	(60,942)	(4,905)	(2,008)	(67,855)
Net carrying amount 賬面淨值	8,047	1,310	389	9,746

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

13. Property, Plant and Equipment (Continued)

13. 物業、廠房及設備(續)

	Leasehold improvements 租賃物業裝修	Furniture, fixtures and equipment 傢俬、裝置及設備	Motor vehicles 汽車	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 March 2021 2021年3月31日				
At 1 April 2020: 於2020年4月1日:				
Cost 成本	75,625	13,982	2,198	91,805
Accumulated depreciation 累計折舊	(58,810)	(12,660)	(1,992)	(73,462)
Net carrying amount 賬面淨值	16,815	1,322	206	18,343
At 1 April 2020, net of accumulated depreciation 於2020年4月1日，扣除累計折舊	16,815	1,322	206	18,343
Additions 添置	2,451	748	485	3,684
Disposal/write-off 出售/撇銷	(133)	(38)	-	(171)
Depreciation provided during the year 年內折舊撥備	(14,894)	(570)	(123)	(15,587)
At 31 March 2021, net of accumulated depreciation 於2021年3月31日，扣除累計折舊	4,239	1,462	568	6,269
At 31 March 2021: 於2021年3月31日:				
Cost 成本	62,055	5,529	2,397	69,981
Accumulated depreciation 累計折舊	(57,816)	(4,067)	(1,829)	(63,712)
Net carrying amount 賬面淨值	4,239	1,462	568	6,269

14. Leases

The Group as a lessee

The Group has lease contracts for certain of its office properties, retail stores, warehouses and equipment used in its operations. Leases of properties and equipment generally have lease terms of 1 to 5 years.

14. 租賃

本集團作為承租人

本集團擁有用於其營運之若干辦公物業、零售店、倉庫及設備。物業及設備之租期通常為一至五年。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

14. Leases (Continued)

The Group as a lessee (Continued)

(a) Right-of-use assets

The carrying amount of the Group's right-of-use assets and the movements during the year are as follows:

	Properties and equipment 物業及設備
	HK\$'000 千港元
As at 1 April 2020 於 2020 年 4 月 1 日	47,943
Additions 添置	29,146
Transfer to sublease 轉撥至轉租	(388)
Lease modification 租賃修訂	(171)
Depreciation charge 折舊支出	(40,754)
As at 31 March 2021 and 1 April 2021 於 2021 年 3 月 31 日及 2021 年 4 月 1 日	35,776
Additions 添置	61,158
Transfer to sublease 轉撥至轉租	(3,803)
Lease modification 租賃修訂	17,829
Depreciation charge 折舊支出	(39,733)
As at 31 March 2022 於 2022 年 3 月 31 日	71,227

14. 租賃(續)

本集團作為承租人(續)

(a) 使用權資產

年內本集團使用權資產之賬面值及變動載列如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

14. Leases (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Carrying amount at 1 April 於 4 月 1 日賬面值	36,973	52,447
New leases 新租賃	60,476	29,146
Lease modification 租賃修訂	17,821	(171)
Accretion of interest recognised during the year 年內確認的利息增加	1,535	1,377
Payments 付款	(40,401)	(45,826)
Carrying amount at 31 March 於 3 月 31 日賬面值	76,404	36,973
Analysed into: 分析為：		
Current portion 流動部分	40,334	25,289
Non-current portion 非流動部分	36,070	11,684

The maturity analysis of lease liabilities is disclosed in note 29 to the financial statements.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Interest on lease liabilities 租賃負債利息	1,535	1,377
Depreciation charge of right-of-use assets 使用權資產折舊支出	39,733	40,754
Expense relating to short-term leases (included in selling and distribution expenses) 有關短期租賃開支 (包括銷售及分銷開支)	5,706	4,818
Variable lease payments not included in the measurement of lease liabilities (included in selling and distribution expense) 未計入計量租賃負債 (計入銷售及分銷開支) 之可變租賃款項	203	732
Total amount recognised in profit or loss 於損益確認之總額	47,177	47,681

14. 租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

年內租賃負債之賬面值及變動載列如下：

租賃負債之到期日分析於財務報表附註 29 披露。

(c) 於損益確認之租賃相關金額載列如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

14. Leases (Continued)

The Group as a lessee (Continued)

(d) The total cash outflow for leases is disclosed in note 24(c) to the financial statements.

(e) Extension options

The Group has several lease contracts that include extension options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and they are aligned with the Group's business needs. Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension options that are not included in the lease terms:

2022

	Payable within five years 五年內支付	Payable after five years 五年後支付	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Extension options expected not to be exercised 預期待未獲行使之續租選擇權	16,552	—	16,552

2021

	Payable within five years 五年內支付	Payable after five years 五年後支付	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Extension options expected not to be exercised 預期待未獲行使之續租選擇權	66,563	9,004	75,567

14. 租賃 (續)

本集團作為承租人 (續)

(d) 租賃現金流出總額於財務報表附註 24(c) 披露。

(e) 續租選擇權

本集團擁有若干包含續租選擇權的租賃合約。該等選擇權由管理層磋商以靈活管理租賃資產組合並與本集團的業務需求相符。下文載列與續租選擇權行使日期後期間相關的未貼現潛在未來租金付款 (不包括在租賃條款內)：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

14. Leases (Continued)

The Group as a lessor

The Group subleases certain car parks under finance lease arrangements, with the lease negotiated for a term of three years.

At 31 March 2022, the undiscounted lease payments receivable by the Group in future periods under non-cancellable finance leases with its tenants are as follows:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Within one year 一年內	1,290	390
After one year but within two years 一年後但兩年內	660	–
	1,950	390

15. Inventories

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Goods held for sale 待售貨品	57,833	47,654

16. Trade Receivables

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Trade receivables 貿易應收款項	3,805	3,375
Impairment 減值	(280)	(114)
	3,525	3,261

14. 租賃(續)

本集團作為出租人

本集團根據融資經營租賃安排分租若干停車場，商定租期為三年。

於2022年3月31日，本集團與其租戶不可撤銷融資租賃下於未來期間應收未貼現租金付款如下：

15. 存貨

16. 貿易應收款項

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

16. Trade Receivables (Continued)

The Group's retail sales are usually paid in cash or by major credit/debit cards, with the settlement from the corresponding banks or other financial institutions normally within 7 to 30 days. The Group's trading terms with its wholesale and project customers are mainly on credit, except for new customers, where payment in advance and/or upon delivery is normally required. The credit period for these customers is generally one to two months, extending up to six months for major project customers, or based on terms agreed by the relevant parties as set out in the respective agreements. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables of the Group as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Within 1 month 一個月內	2,341	2,799
1 to 3 months 一至三個月	1,072	460
Over 3 months 三個月以上	112	2
	3,525	3,261

Included in the Group's trade receivables was an amount due from a member of the Emperor Group of approximately HK\$10,000 as at 31 March 2022 (2021: HK\$66,000).

16. 貿易應收款項 (續)

本集團之零售銷貨通常以現金支付或以主要信用卡／扣賬卡形式支付，往來銀行或其他金融機構通常會於7至30日內結算。本集團與其批發客戶及項目客戶之貿易條款主要為以信貸方式結賬，惟新客戶一般情況下須按預付及／或交貨付款方式結算。該等客戶之信貸期一般為一至兩個月，或如為主要的項目客戶，則最多延長至六個月或按相關方根據各協議所載協定之期限。本集團力求嚴格控制其未清償之應收款項，並由高級管理層審閱逾期結欠。本集團並無就其貿易應收款項結餘持有任何抵押品或其他信用提升措施。貿易應收款項為不計息。

於報告期末，本集團貿易應收款項按發票日期及扣除虧損撥備後之賬齡分析如下：

於2022年3月31日，本集團貿易應收款項包括應收英皇集團成員公司款項約10,000港元（2021年：66,000港元）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

16. Trade Receivables (Continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
At beginning of year 年初	114	152
Impairment losses, net (note 7) 減值虧損，淨額（附註7）	166	(38)
At end of year 年末	280	114

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments. The calculation reflects information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions, as appropriate.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 March 2022

	Current 即期	Past due 逾期			Total 總計
		Less than 1 month 少於一個月	1 to 3 months 一至三個月	Over 3 months 三個月以上	
Expected credit loss rate 預期信貸虧損率	6.01%	11.24%	20.00%	–	7.36%
Gross carrying amount (HK\$'000) 總賬面值（千港元）	3,014	676	115	–	3,805
Expected credit losses (HK\$'000) 預期信貸虧損（千港元）	181	76	23	–	280

16. 貿易應收款項（續）

貿易應收款項減值虧損撥備之變動載列如下：

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於就多個客戶分部進行分組而逾期的日數計算。該計算反映於報告日期可得的有關過往事件、現況及未來經濟狀況預測（如適當）的資料。

下文載列使用撥備矩陣得出本集團貿易應收款項面臨的信貸風險的資料：

於 2022 年 3 月 31 日

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

16. Trade Receivables (Continued)

As at 31 March 2021

	Current 即期	Past due 逾期			Total 總計
		Less than 1 month 少於一個月	1 to 3 months 一至三個月	Over 3 months 三個月以上	
Expected credit loss rate 預期信貸虧損率	2.29%	8.33%	14.81%	–	3.38%
Gross carrying amount (HK\$'000) 總賬面值 (千港元)	2,796	552	27	–	3,375
Expected credit losses (HK\$'000) 預期信貸虧損 (千港元)	64	46	4	–	114

16. 貿易應收款項 (續)

於 2021 年 3 月 31 日

17. Prepayments, Deposits and Other Receivables

17. 預付款項、按金及其他應收款項

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Prepayments 預付款項	594	807
Deposits and other receivables* 按金及其他應收款項*	24,736	20,908
	25,330	21,715
Less: Non-current portion 減：非流動部分	(10,454)	(3,598)
Current portion 流動部分	14,876	18,117

* Included in the Group's deposits and other receivables were amounts due from certain members of the Emperor Group of approximately HK\$2,361,000 as at 31 March 2022 (2021: HK\$2,519,000) which are unsecured, non-interest-bearing and repayable on demand.

* 於 2022 年 3 月 31 日，應收若干英皇集團成員公司款項約 2,361,000 港元（2021 年：2,519,000 港元）計入本集團按金及其他應收款項，屬無抵押、免息及須按要求償還。

None of the financial assets included in the above balances was either past due or impaired as at 31 March 2022 and 2021. The financial assets included in the above balances related to deposits and other receivables for which there was no recent history of default and past due amounts. Their recoverability was assessed with reference to the credit status of the debtors, and the expected credit loss as at 31 March 2022 and 2021 was considered by management to be minimal.

於 2022 及 2021 年 3 月 31 日計入上述結餘內之金融資產概無逾期亦無減值。計入上述結餘之金融資產與近期並無拖欠還款記錄及逾期款項的按金及其他應收款項有關。其可收回性乃經參考債務人的信貸狀況評估，及於 2022 及 2021 年 3 月 31 日的預期信貸虧損被管理層視為較小。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

18. Trade and Bills Payables

An ageing analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Within 1 month 一個月內	7,169	7,924
1 to 3 months 一至三個月	2,452	205
Over 3 months 三個月以上	781	686
	10,402	8,815

The trade and bills payables are non-interest-bearing and are normally settled on terms of 60 to 120 days.

The Group's trade and bills payables include amounts denominated in the following foreign currencies:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
United States dollar ("US\$") 美元 (「美元」)	726	331
Euro ("EUR") 歐元 (「歐元」)	8,054	7,186
	8,780	7,517

18. 貿易應付款項及應付票據

於報告期末，貿易應付款項及應付票據按發票日期之賬齡分析如下：

貿易應付款項及應付票據為不計息且一般須於 60 日至 120 日內結清。

本集團貿易應付款項及應付票據包括以下列外幣計值之款項：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

19. Other Payables and Accruals

19. 其他應付款項及應計費用

		2022	2021
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Other payables and accruals 其他應付款項及應計費用	(a)	16,805	14,074
Contract liabilities 合約負債	(b)	21,303	24,126
		38,108	38,200

Notes:

(a) Included in the Group's other payables and accruals was an amount due to a member of the Emperor Group of approximately HK\$8,071,000 as at 31 March 2022 (2021: HK\$6,273,000), which is unsecured, non-interest-bearing and repayable on demand. Except for the above, other payables are non-interest-bearing and have an average term of one month.

(b) Details of contract liabilities are as follows:

附註：

(a) 於2022年3月31日應付英皇集團成員公司款項約8,071,000港元(2021年: 6,273,000港元)計入本集團其他應付款項及應計費用。該等款項為無抵押、免息及須按要求償還。除上述者外,其他應付款項為免息,平均期限為一個月。

(b) 合約負債之詳情載列如下：

	31 March 2022 2022年 3月31日	31 March 2021 2021年 3月31日	1 April 2020 2020年 4月1日
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Consideration received from customers in advance 預收客戶代價			
Sale of goods 商品銷售	20,443	22,901	19,243
Sale of gift vouchers 禮券銷售	860	1,225	70
Total contract liabilities 合約負債總額	21,303	24,126	19,313

Contract liabilities include consideration received in advance of the delivery of goods and for the sale of gift vouchers. The increase in contract liabilities as at 31 March 2021 was mainly due to the increase in short-term advances received from customers in relation to the sales of goods at the end of the year. The decrease in contract liabilities as at 31 March 2022 was mainly due to the decrease in short-term advances received from customers in relation to the sales of goods at the end of the year.

合約負債包括提前交付商品收取的代價及銷售禮券。於2021年3月31日合約負債增加乃主要由於年末就商品銷售已收客戶短期墊款增加所致。於2022年3月31日合約負債減少乃主要由於年末就商品銷售已收客戶短期墊款減少所致。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

20. Provisions

Pursuant to the terms of the relevant tenancy agreements, the Group, as the lessee of certain properties under operating leases, has the obligations to reinstate its leased properties to their original state or to a condition as specified in the respective tenancy agreements at the cost of the Group at the end/upon the termination of the relevant lease terms.

20. 撥備

根據有關租賃協議條款，本集團作為經營租賃項下若干物業之承租人於有關租賃期結束／終止時，有責任修復其租用物業至原狀或至各自租賃協議所規定之狀況，費用由本集團承擔。

	Provisions for reinstatement costs 修復成本撥備	
	2022	2021
	HK\$'000 千港元	HK\$'000 千港元
At beginning of year 年初	9,558	8,240
Additional provisions 額外撥備	1,639	2,451
Amounts utilised during the year 年內已動用金額	(344)	(1,133)
Decrease in estimated provisions 估計撥備減少	(15)	–
At 31 March 於 3 月 31 日	10,838	9,558
Less: Non-current portion 減：非流動部分	(5,694)	(3,733)
Current portion 流動部分	5,144	5,825

The provisions for reinstatement costs were determined based on certain assumptions and estimates made by the directors of the Company with reference to past experience and available information. The assumptions and estimates are reviewed, and revised where appropriate, at least at each financial year end.

修復成本撥備乃根據本公司董事參考過往經驗及可用資料作出之假設及估計而釐定。該等假設及估計至少於每個財政年度末檢討及修改(如適用)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

21. Deferred Tax Assets

The movements in deferred tax assets during the year are as follows:

21. 遞延稅項資產

遞延稅項資產於年內之變動如下：

	Note 附註	Depreciation in excess of related depreciation allowance 超過有關折舊 撥備之折舊 HK\$'000 千港元
At 1 April 2020 於 2020 年 4 月 1 日		4,834
Deferred tax credited to profit or loss during the year 計入年內損益之遞延稅項	10	1,063
At 31 March 2021 and 1 April 2021 於 2021 年 3 月 31 日及 2021 年 4 月 1 日		5,897
Deferred tax charged to profit or loss during the year 年內於損益扣除之遞延稅項	10	(586)
At 31 March 2022 於 2022 年 3 月 31 日		5,311

22. Share Capital

Shares

22. 股本

股份

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Issued and fully paid shares: 已發行及悉數繳足股份：		
800,000,000 (2021: 800,000,000) ordinary shares 800,000,000 (2021 年：800,000,000) 股普通股	110,337	110,337

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

23. Share Option Scheme

The Company adopted a share option scheme (the "Share Option Scheme") on 8 January 2018.

The principal terms of the Share Option Scheme are summarised as follows:

(a) Purpose of the Share Option Scheme

To enable the Group to attract, retain and motivate talented eligible participants to strive for future developments and expansion of the Group.

(b) Eligibility

Eligible participants of the Share Option Scheme include any director, including any executive or independent non-executive director, any employee of any member of the Group, any trustee of a trust whose beneficiaries or objects include any employee or business associate of the Group, any adviser or consultant to the Group, any provider of goods and/or services to the Group, or any other person who the board of directors of the Company ("Board") considers, in its sole discretion, has contributed or may contribute to the Group.

(c) Maximum number of shares available for issue

- (i) total number of shares available for issue under the Share Option Scheme as at 8 January 2018 (i.e. the date of passing the resolution for adoption of the Share Option Scheme) and 28 June 2022 (i.e. the date of this report): 80,000,000 shares.
- (ii) percentage of the issued shares of the Company that it represents as at 28 June 2022: 10%.

(d) Maximum entitlement of each eligible participant under the Share Option Scheme

- (i) in aggregate not to exceed 1% of the shares in issue in any 12-month period unless approved by the shareholders; and
- (ii) options granted to substantial shareholders or independent non-executive directors or their respective associates in any 12-month period exceeding 0.1% of the shares in issue and with a value in excess of HK\$5,000,000 must be approved by the shareholders.

23. 購股權計劃

本公司於 2018 年 1 月 8 日採納一項購股權計劃（「購股權計劃」）。

購股權計劃之主要條款概述如下：

(a) 購股權計劃之目的

為使本集團能吸引、挽留及激勵有才幹之合資格參與者以謀求本集團之未來發展及擴張。

(b) 資格

購股權計劃之合資格參與者包括本集團任何成員公司之任何董事（包括任何執行或獨立非執行董事）、任何僱員、受益人或受益對象包括本集團任何僱員或業務聯繫人的信託的任何信託人，本集團任何顧問或諮詢人，本集團任何商品及／或服務之供應商或本公司董事會（「董事會」）全權酌情認為對本集團有貢獻或可能會作出貢獻之任何其他人士。

(c) 可予發行之股份上限數目

- (i) 於 2018 年 1 月 8 日（即通過採納購股權計劃之決議案日期）及 2022 年 6 月 28 日（即本年報日期）根據購股權計劃可供發行股份總數：80,000,000 股。
- (ii) 於 2022 年 6 月 28 日佔本公司已發行股份之百分比：10%。

(d) 根據購股權計劃下每名合資格參與者可獲授權益上限

- (i) 除非獲股東批准，否則在任何 12 個月期間內總計不得超過已發行股份之 1%；及
- (ii) 於任何 12 個月期間內向主要股東或獨立非執行董事或彼等各自之聯繫人授出之購股權，若超過已發行股份之 0.1% 及價值超過 5,000,000 港元須經股東批准。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

23. Share Option Scheme (Continued)

(e) Period within which the shares must be taken up under an option

At any time from the date of grant of the option to such a date determined by the Board but in any event not exceeding 10 years from the date of grant.

(f) Minimum period for which an option must be held before it can be exercised

No minimum period unless otherwise determined by the Board.

(g) (i) Price payable on application or acceptance of the option: HK\$1.00;

(ii) The period within which payments or calls must or may be made: Within 28 days from the date of grant; and

(iii) Period within which loans for such purposes of the payments or calls must be repaid: Not applicable.

(h) Basis for determining the exercise price

The exercise price is determined by the Board and will not be less than the higher of (a) the Stock Exchange closing price of the Company's shares on the date of grant; and (b) the average Stock Exchange closing price of the Company's shares for the five business days immediately preceding the date of grant.

(i) The remaining life of the Share Option Scheme

Approximately 5.5 years (expiring on 7 January 2028)

No share option has been granted under the Share Option Scheme since the adoption date of the Share Option Scheme.

23. 購股權計劃 (續)

(e) 行使購股權認購股份之期限

自授出購股權日期起至董事會釐定之有關日期之任何時間，惟於任何情況下，不得超過授出日期起計 10 年。

(f) 購股權行使前必須持有之最短期限

除非董事會另行釐定，否則並無最短期限。

(g) (i) 申請或接納購股權時所須繳付的代價：1.00 港元；

(ii) 必須或可能付款或催款的期間：自授出日期起計 28 日內；及

(iii) 作付款或通知付款用途的貸款償還期限：不適用。

(h) 釐定行使價之基準

行使價乃由董事會釐定，惟不得低於下列較高者：(a) 於授出日期本公司股份之聯交所收市價；及 (b) 於緊接授出日期前五個營業日本公司股份之平均聯交所收市價。

(i) 購股權計劃之餘下年期

約 5.5 年（於 2028 年 1 月 7 日屆滿）。

自購股權計劃獲通過之日起，概無購股權根據購股權計劃獲授出。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

24. Notes to the Consolidated Statement of Cash Flows

(a) Major non-cash transactions

- (i) During the year, additional provisions for reinstatement costs in respect of certain leased properties of the Group amounting to approximately HK\$1,639,000 (2021: HK\$2,451,000) were recognised and these amounts were recognised as part of the cost of related property, plant and equipment of the Group and reflected as additions to leasehold improvements of the Group during the year.
- (ii) During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$60,476,000 (2021: HK\$29,146,000) and HK\$60,476,000 (2021: HK\$29,146,000), respectively, in respect of lease arrangements for leased properties.

(b) Changes in liabilities arising from financing activities

	2022 Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2021 於 2021 年 4 月 1 日	36,973
Changes from financing cash flows 融資現金流量之變動	(40,401)
New leases 新租賃	60,476
Lease modification 租賃修訂	17,821
Interest expense 利息開支	1,535
At 31 March 2022 於 2022 年 3 月 31 日	76,404

24. 綜合現金流量表附註

(a) 主要非現金交易

- (i) 年內，就本集團若干租用物業所作出之修復成本確認額外撥備約 1,639,000 港元（2021 年：2,451,000 港元），有關款項確認為本集團相關物業、廠房及設備成本之一部分，並於年內呈列為本集團之租賃物業裝修添置。
- (ii) 於年內，本集團就租用物業之租賃安排分別擁有使用權資產及租賃負債之非現金添置 60,476,000 港元（2021 年：29,146,000 港元）及 60,476,000 港元（2021 年：29,146,000 港元）。

(b) 融資活動產生之負債之變動

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

24. Notes to the Consolidated Statement of Cash Flows (Continued)

(b) Changes in liabilities arising from financing activities (Continued)

	2021 Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2020 於 2020 年 4 月 1 日	52,447
Changes from financing cash flows 融資現金流量之變動	(45,826)
New leases 新租賃	29,146
Lease modification 租賃修訂	(171)
Interest expense 利息開支	1,377
At 31 March 2021 於 2021 年 3 月 31 日	36,973

24. 綜合現金流量表附註 (續)

(b) 融資活動產生之負債之變動 (續)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

(c) 租賃之現金流出總額

計入現金流量表之租賃之現金流出總額載列如下：

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Within operating activities 經營活動內	5,909	5,550
Within financing activities 融資活動內	40,401	45,826
	46,310	51,376

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

25. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions, arrangements and balances detailed elsewhere in these financial statements, the Group had the following transactions with certain members of the Emperor Group during the year:

		2022	2021
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Sales of goods 商品銷售	(i)	2,548	8,981
Interest expense on lease liabilities 租賃負債之利息開支	(ii)	184	224
Lease payments 租賃付款	(ii)	7,276	7,198
Reimbursement of administrative expenses 行政開支之償付	(iii)	2,063	2,211
Financial advisory fees 財務顧問費	(iv)	360	330
Company secretarial fees 公司秘書費	(v)	170	160

The underlying related party transactions as set out in note (i) below mainly constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Notes:

- (i) The sales of goods were on terms agreed by the relevant parties as set out in the respective agreements.
- (ii) During the year, the Group had certain lease arrangements ranging from two to three years with certain members of the Emperor Group in connection with the leasing of certain office properties and retail stores. The right-of-use assets and lease liabilities as at 31 March 2022 were HK\$9,717,000 (2021: HK\$1,097,000) and HK\$9,948,000 (2021: HK\$1,902,000), respectively.
- (iii) The reimbursement of administrative expenses was charged with reference to the costs incurred by the relevant party.
- (iv) The financial advisory fees were charged based on terms as set out in the respective agreement.
- (v) The company secretarial fees were charged based on terms as set out in the respective agreement.

25. 關聯方交易

- (a) 除該等財務報表其他地方所詳述之交易、安排及結餘外，本集團於年內與若干英皇集團成員公司有以下交易：

下文附註(i)載列之相關關聯方交易主要構成上市規則第14A章所界定之持續關連交易。

附註：

- (i) 商品銷售乃基於由相關方按相關協議所載協定之條款進行。
- (ii) 於本年度，本集團就租賃若干辦公室物業及零售店舖與若干英皇集團成員公司訂立為期兩至三年之若干租賃安排。於2022年3月31日，使用權資產及租賃負債分別為9,717,000港元(2021年:1,097,000港元)及9,948,000港元(2021年:1,902,000港元)。
- (iii) 收取之行政開支乃參考該相關方產生之成本償付。
- (iv) 所收取之財務顧問費按載列於各協議之條款收取。
- (v) 公司秘書費乃根據各協議所載之條款收取。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

25. RELATED PARTY TRANSACTIONS (continued)

- (b) The amount due from the immediate holding company included in the Company's current assets is unsecured, interest-free and repayable on demand.
- (c) Compensation of key management personnel of the Group:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
Fees 袍金	1,028	1,140
Short-term employee benefits 短期僱員福利	5,603	6,088
Post-employment benefits 離職福利	170	204
	5,773	6,292
Total compensation paid to key management personnel 付予主要管理人員之薪酬總額	6,801	7,432

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

董事及主要行政人員酬金之其他詳情載於財務報表附註 8。

26. CONTINGENT LIABILITIES

At 31 March 2022, contingent liabilities not provided for by the Group in the financial statements were as follows:

	2022	2021
	HK\$'000	HK\$'000
	千港元	千港元
In connection with bank guarantees given to a landlord in lieu of rental deposits required under certain tenancy agreements 有關向一名業主作出之銀行擔保，以代替若干租賃協議規定之租金按金	2,187	1,773
In connection with a bank guarantee given to a customer in lieu of a surety bond required under a certain project sales agreement 有關向一名顧客作出之銀行擔保，以代替若干項目銷售協議規定之履約保證	171	171
	2,358	1,944

25. 關聯方交易 (續)

- (b) 計入本公司流動資產之應收直接控股公司之款項為無抵押、免息及須按要求償還。
- (c) 本集團主要管理人員薪酬：

26. 或然負債

於 2022 年 3 月 31 日，本集團並未於財務報表作出撥備之或然負債如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

27. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

	Financial assets at amortised cost 按攤銷成本計量之金融資產	
	2022	2021
	HK\$'000 千港元	HK\$'000 千港元
Trade receivables 貿易應收款項	3,525	3,261
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收款項之金融資產	24,736	20,908
Cash and cash equivalents 現金及現金等價物	76,804	93,688
	105,065	117,857

Financial liabilities

	Financial liabilities at amortised cost 按攤銷成本計量之金融負債	
	2022	2021
	HK\$'000 千港元	HK\$'000 千港元
Trade and bills payables 貿易應付款項及應付票據	10,402	8,815
Financial liabilities included in other payables and accruals 計入其他應付款項及應計費用之金融負債	14,630	12,069
Lease liabilities 租賃負債	76,404	36,973
	101,436	57,857

27. 按類別劃分之金融工具

各類別金融工具於報告期末之賬面值如下：

金融資產

金融負債

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

28. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

At the end of the reporting period, the carrying amounts of the Group's financial assets and financial liabilities reasonably approximated to their fair values.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumption were used to estimate the fair values:

The fair values of cash and cash equivalents, trade receivables, financial assets included in prepayments, deposits and other receivables, trade and bills payables, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities/repayable on demand of these instruments or the effect of discounting is not material.

The fair values of the non-current portion of financial assets included in prepayments, deposits and other receivables had been calculated and assessed mainly by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities, as appropriate. The changes in fair value as a result of the Group's own non-performance risk as at 31 March 2022 and 2021 were assessed to be insignificant.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, financial assets included in prepayments, deposits and other receivables, trade and bills payables and financial liabilities included in other payables, accruals and other financial liabilities, which mainly arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

28. 金融工具之公平值及公平值等級

於報告期末，本集團之金融資產及金融負債之賬面值合理地與其公平值相若。

金融資產及負債之公平值按工具於自願雙方之間之現時交易（強迫或因清盤出售除外）中所交換之金額入賬。以下方法及假設乃用於估計公平值：

現金及現金等價物、貿易應收款項、計入預付款項、按金及其他應收款項的金融資產、貿易應付款項及應付票據、計入其他應付款項及應計費用的金融負債的公平值與其賬面值相若，主要由於該等工具的短期到期日／應要求償還或貼現影響並不重大。

計入預付款項、按金及其他應收款項的金融資產的非流動部分的公平值已計算及評估，主要採用條款、信貸風險及剩餘期限（如適用）相若的工具的現行利率貼現預期未來現金流量。於2022年及2021年3月31日，本集團本身的不履約風險導致的公平值變動被評估為並不重大。

29. 財務風險管理目標及政策

本集團之主要金融工具包括現金及現金等價物。此等金融工具之主要目的是為本集團之經營業務籌集資金。本集團擁有多項其他金融資產及負債，如貿易應收款項、計入預付款項、按金及其他應收款項內之金融資產、貿易應付款項及應付票據以及計入其他應付款項、應計費用及其他金融負債內之金融負債，均主要直接來自經營業務。

本集團金融工具產生之主要風險為外匯風險、信貸風險及流動資金風險。董事會檢討及批核管理各種有關風險之政策，有關風險概述如下。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures primarily arise from purchases by the Group and certain monetary liabilities of the Group denominated in EUR and US\$, being currencies other than the functional currency. For the year ended 31 March 2022, certain purchases of the Group were denominated in EUR, which is different from the functional currencies of the respective operating units. The directors of the Company do not expect any significant movements in the US\$/HK\$ exchange rate as the HK\$ is pegged to the US\$ within a narrow band.

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

	Increase/ (decrease) in EUR exchange rate 歐元匯率 增加/(減少) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
2022		
If HK\$ weakens against EUR 倘港元兌歐元貶值	5	(403)
If HK\$ strengthens against EUR 倘港元兌歐元升值	(5)	403
2021		
If HK\$ weakens against EUR 倘港元兌歐元貶值	5	(359)
If HK\$ strengthens against EUR 倘港元兌歐元升值	(5)	359

29. 財務風險管理目標及政策 (續)

外匯風險

本集團須承受交易貨幣風險。該等風險主要來自本集團作出之採購及本集團以歐元及美元計值之若干貨幣負債（即功能貨幣以外之貨幣）。於截至2022年3月31日止年度，本集團進行之若干採購乃以歐元計值，與有關經營單位之功能貨幣有別。本公司董事預期美元兌港元匯率將不會有任何重大波動，因為港元與美元掛鈎，只會於小幅度範圍內上落。

下表顯示於報告期末在所有其他變量保持不變之情況下，本集團除稅前溢利對歐元匯率可能出現之合理波動（因貨幣資產及負債之公平值變動）之敏感度。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades on credit terms primarily with recognised and creditworthy third parties. It is the Group's general policy that customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which are mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March. The amounts presented are gross carrying amounts for financial assets.

As at 31 March 2022

29. 財務風險管理目標及政策 (續)

信貸風險

本集團僅與獲認可且信譽良好之第三方進行信貸買賣。本集團之政策為，所有有意進行信貸買賣之客戶均須通過信貸核實程序。此外，應收款項結餘乃按持續經營基準進行監控，而本集團面對之壞賬風險不大。

最大風險及年末階段

下表載列於3月31日根據本集團信貸政策的信貸質素及所承受的最大信貸風險（除非無需付出不必要成本或努力而可獲得其他資料，否則主要基於已逾期資料）及年末階段分類。所呈列金額為金融資產的總賬面值。

於2022年3月31日

	12-month ECLs 十二個月 預期信貸 虧損		Lifetime ECLs 全期預期信貸虧損			Total 總計
	Stage 1 第一階段	Stage 2 第二階段	Stage 3 第三階段	Simplified approach 簡化方法		
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Trade receivables* 貿易應收款項*	–	–	–	3,805	3,805	
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收款項的 金融資產						
– Normal** – 正常**	24,736	–	–	–	24,736	
Cash and cash equivalents 現金及現金等價物						
– Not yet past due – 尚未逾期	76,804	–	–	–	76,804	
	101,540	–	–	3,805	105,345	

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 March 2021

29. 財務風險管理目標及政策 (續)

信貸風險 (續)

最大風險及年末階段 (續)

於 2021 年 3 月 31 日

	12-month ECLs 十二個月 預期信貸 虧損		Lifetime ECLs 全期預期信貸虧損		Total 總計 HK\$'000 千港元
	Stage 1 第一階段	Stage 2 第二階段	Stage 3 第三階段	Simplified approach 簡化方法	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Trade receivables* 貿易應收款項 *	–	–	–	3,375	3,375
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收款項的 金融資產					
– Normal** – 正常 **	20,908	–	–	–	20,908
Cash and cash equivalents 現金及現金等價物					
– Not yet past due – 尚未逾期	93,688	–	–	–	93,688
	114,596	–	–	3,375	117,971

* For trade receivables, the Group applies the simplified approach for impairment, further detailed information is disclosed in note 16 to the financial statements.

** The credit quality of the financial assets included in prepayments, deposits and other receivables is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

* 就本集團就貿易應收款項應用簡化減值方法，進一步詳情於財務報表附註 16 披露。

** 計入預付款項、按金及其他應收款項的金融資產的信貸質量在未逾期時被視為「正常」，並且概無資料顯示金融資產自最初確認以來信貸風險顯著增加。

Liquidity risk

The Group's objective is to maintain adequate funds to meet commitments associated with its financial liabilities. Cash flows of the Group are closely monitored by senior management on an ongoing basis, considering the maturity of the Group's financial liabilities and financial assets, and projected cash flows from operations.

流動資金風險

本集團旨在保持充足之資金以滿足與其金融負債有關之承擔。本集團高級管理層考慮本集團金融負債與金融資產之到期情況及經營業務之預測現金流量，按持續經營基準密切監控現金流量。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	On demand 按要求 HK\$'000 千港元	Less than 1 year 少於一年 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2022 2022年3月31日				
Trade and bills payables 貿易應付款項及應付票據	–	10,402	–	10,402
Financial liabilities included in other payables and accruals 計入其他應付款項及應計費用的金融負債	8,071	6,559	–	14,630
Lease liabilities 租賃負債	–	41,744	36,682	78,426
	8,071	58,705	36,682	103,458

	On demand 按要求 HK\$'000 千港元	Less than 1 year 少於一年 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2021 2021年3月31日				
Trade and bills payables 貿易應付款項及應付票據	–	8,815	–	8,815
Financial liabilities included in other payables and accruals 計入其他應付款項及應計費用的金融負債	6,273	5,796	–	12,069
Lease liabilities 租賃負債	–	25,915	11,863	37,778
	6,273	40,526	11,863	58,662

29. 財務風險管理目標及政策 (續)

流動資金風險 (續)

本集團於報告期末之金融負債基於已訂約未折現付款之到期情況如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

As at 31 March 2022, the Group had aggregate banking facilities amounting to approximately HK\$97,000,000, of which HK\$13,941,000 was utilised as at 31 March 2022. As at 31 March 2021, the Group had aggregate banking facilities amounting to approximately HK\$97,000,000, of which an aggregate amount of HK\$15,725,000 was utilised as at 31 March 2021.

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2022 and 2021.

29. 財務風險管理目標及政策 (續)

流動資金風險 (續)

於2022年3月31日，本集團之銀行融資總額約為97,000,000港元，其中於2022年3月31日已動用約13,941,000港元。於2021年3月31日，本集團之銀行融資總額約為97,000,000港元，其中於2021年3月31日已動用總額15,725,000港元。

資本管理

本集團資本管理之主要目標為確保本集團有能力繼續按持續經營方式營運，並維持穩健之資本比率，以支持其業務及盡量提高股東價值。

本集團根據經濟狀況之變化及相關資產之風險特點管理資本架構並作出調整。為維持或調整資本架構，本集團可能調整派付予股東之股息，退還資本予股東或發行新股份。於截至2022年及2021年3月31日止年度，本集團管理資本之目標、政策或程序並無出現變動。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

30. 本公司之財務狀況表

於報告期末有關本公司財務狀況表之資料如下：

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
NON-CURRENT ASSETS 非流動資產		
Investments in subsidiaries 於附屬公司之投資	6,065	6,065
CURRENT ASSETS 流動資產		
Due from subsidiaries 應收附屬公司款項	50,331	40,718
Due from the immediate holding company 應收直接控股公司款項	3	3
Other receivables 其他應收款項	56	–
Cash and cash equivalents 現金及現金等價物	60,030	59,811
Total current assets 流動資產總值	110,420	100,532
CURRENT LIABILITIES 流動負債		
Other payables and accruals 其他應付款項及應計費用	78	585
NET CURRENT ASSETS 流動資產淨值	110,342	99,947
TOTAL ASSETS LESS CURRENT LIABILITIES 總資產減流動負債	116,407	106,012
Net assets 資產淨值	116,407	106,012
EQUITY 權益		
Share capital 股本	110,337	110,337
Retained profits/(accumulated losses) (note) 保留溢利/(累計虧損)(附註)	6,070	(4,325)
Total equity 權益總額	116,407	106,012

Wong Chi Fai
黃志輝
Director
董事

Mok Fung Lin, Ivy
莫鳳蓮
Director
董事

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2022 截至2022年3月31日止年度

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the movements in the Company's retained profits/ (accumulated losses) is as follows:

	Retained profits/ (accumulated losses) 保留溢利/ (累計虧損) HK\$'000 千港元
At 31 March 2020 於 2020 年 3 月 31 日	(4,252)
Loss and total comprehensive loss for the year 年內虧損及全面虧損總額	(73)
At 31 March 2021 and at 1 April 2021 於 2021 年 3 月 31 日及 2021 年 4 月 1 日	(4,325)
Profit and total comprehensive income for the year 年內溢利及全面收益總額	15,435
Final 2021 dividend 2021 年末期股息	(5,040)
At 31 March 2022 於 2022 年 3 月 31 日	6,070

31. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 28 June 2022.

30. 本公司之財務狀況表(續)

附註：

本公司之保留溢利/(累計虧損)變動概述如下：

31. 批准財務報表

財務報表已於 2022 年 6 月 28 日獲董事會批准及授權刊發。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

The following table summarises the results, assets and liabilities of the Group for the years ended 31 March 2018, 2019, 2020, 2021 and 2022:

下表概列本集團於截至2018年、2019年、2020年、2021年及2022年3月31日止年度之業績、資產及負債：

	For the year ended 31 March 截至3月31日止年度				
	2018 二零一八年	2019 二零一九年	2020 二零二零年	2021 二零二一年	2022 二零二二年
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Results 業績					
Revenue 收入	258,553	242,959	218,853	234,504	225,457
Profit/(loss) before tax 除稅前溢利/(虧損)	12,546	(4,621)	(13,851)	19,652	5,818
Income tax credit/(expense) 所得稅抵免/(開支)	(4,069)	643	2,223	(2,826)	(1,676)
Profit/(loss) attributable to owners of the parent 母公司擁有人應佔溢利/(虧損)	8,477	(3,978)	(11,628)	16,826	4,142

	As at 31 March 於3月31日				
	2018 二零一八年	2019 二零一九年	2020 二零二零年	2021 二零二一年	2022 二零二二年
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Assets and liabilities 資產及負債					
Total assets 總資產	176,442	174,535	199,483	214,260	250,486
Total liabilities 總負債	(60,794)	(62,865)	(100,677)	(98,628)	(135,752)
Net assets 資產淨值	115,648	111,670	98,806	115,632	114,734
Equity attributable to owners of the parent 母公司擁有人應佔權益	115,648	111,670	98,806	115,632	114,734

In the year ended 31 March 2020, the Group had applied HKFRS 16. Accordingly, certain comparative information for the years ended 31 March 2018 and 2019 may not be comparable to the years ended 31 March 2020, 2021 and 2022 as such comparative information was prepared under HKAS 17.

於2020年3月31日止年度，本集團已應用香港財務報告準則第16號。因此，截至2018年及2019年3月31日止年度之若干比較資料不可與截至2020年、2021年及2022年3月31日止年度比較，原因為該等比較資料乃根據香港會計準則第17號編製。



歐化國際有限公司

Uiferts International Limited