



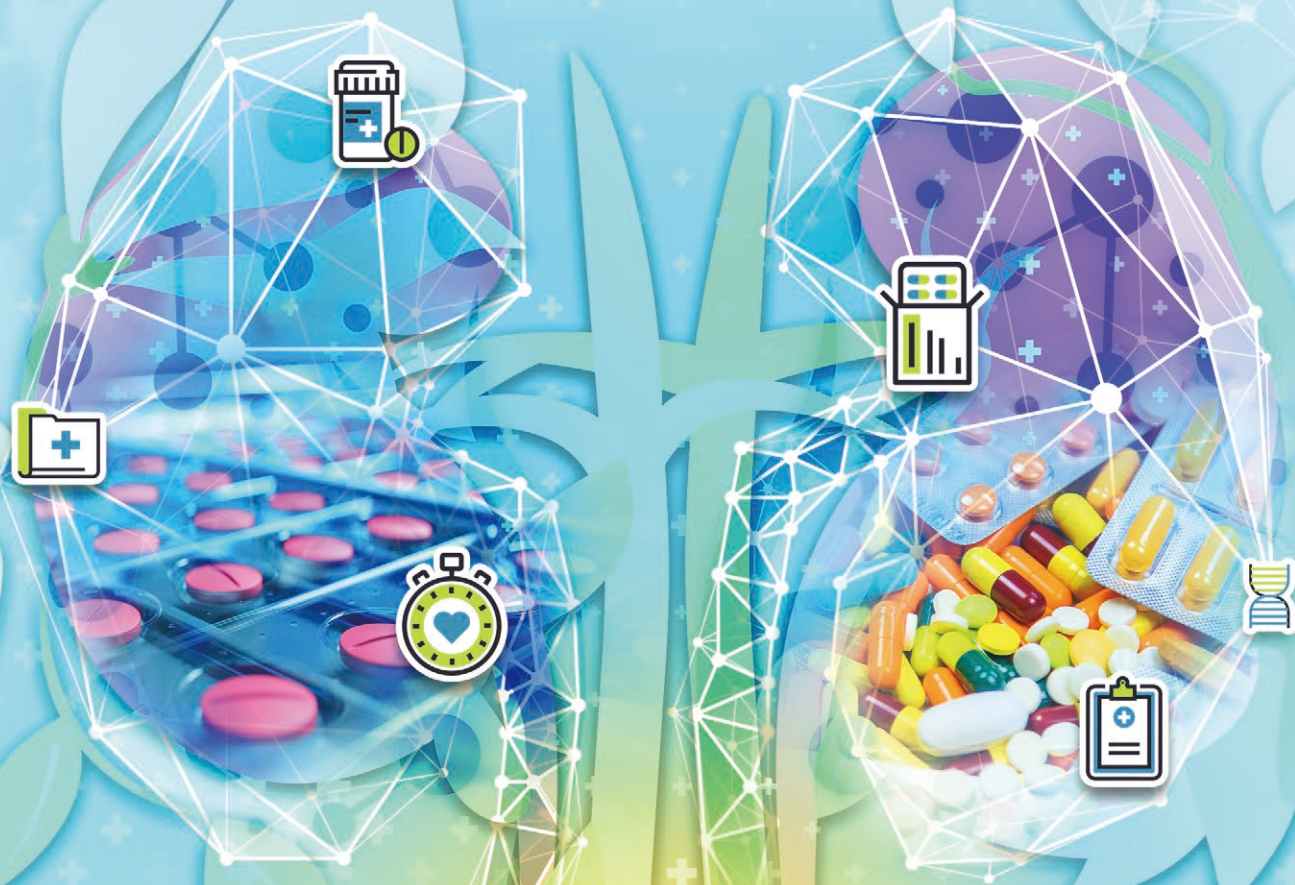
WANJIA GROUP
萬嘉集團

Wanjia Group Holdings Limited

萬嘉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

STOCK CODE 股份代號: 401



ANNUAL REPORT
年報 **2023/24**

2024 REVIEW 二零二四年回顧

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Corporate Information 公司資料

BOARD OF DIRECTORS

The Board of Directors as now constituted is listed below:

Executive Director

Mr. Wang Jia Jun (*Chief Executive Officer*)

Non-Executive Director

Dr. Xiao Zhixin

Independent Non-Executive Directors

Mr. Wong Hon Kit

Dr. Liu Yongping

AUTHORISED REPRESENTATIVES

Mr. Wang Jia Jun

Mr. Tam Sze Kin

COMPANY SECRETARY

Mr. Tam Sze Kin

AUDIT COMMITTEE

Mr. Wong Hon Kit (*Chairman*)

Dr. Liu Yongping

REMUNERATION COMMITTEE

Mr. Wong Hon Kit (*Chairman*)

Dr. Liu Yongping

Mr. Wang Jia Jun

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Mr. Wang Jia Jun (*Chairman*)

Mr. Wong Hon Kit

Dr. Liu Yongping

董事會

董事會現任成員列示如下：

執行董事

王佳駿先生 (*行政總裁*)

非執行董事

蕭致信醫生

獨立非執行董事

黃漢傑先生

劉勇平博士

授權代表

王佳駿先生

譚子健先生

公司秘書

譚子健先生

審核委員會

黃漢傑先生 (*主席*)

劉勇平博士

薪酬委員會

黃漢傑先生 (*主席*)

劉勇平博士

王佳駿先生

提名及企業管治委員會

王佳駿先生 (*主席*)

黃漢傑先生

劉勇平博士

REGISTERED OFFICE

Third Floor
Century Yard, Cricket Square
P.O. Box 902
Grand Cayman
KY1-1103
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1801, 18/F, Tower 1
The Gateway, Harbour City
25 Canton Road, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Services (Cayman Islands) Limited
Third Floor
Century Yard, Cricket Square
P.O. Box 902
Grand Cayman
KY1-1103
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

註冊辦事處

Third Floor
Century Yard, Cricket Square
P.O. Box 902
Grand Cayman
KY1-1103
Cayman Islands

總辦事處及香港主要營業地點

香港
九龍廣東道25號
海港城港威大廈
第一座18樓1801室

主要股份過戶登記處

Tricor Services (Cayman Islands) Limited
Third Floor
Century Yard, Cricket Square
P.O. Box 902
Grand Cayman
KY1-1103
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港夏慤道16號
遠東金融中心17樓

Corporate Information 公司資料

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Yangchun Dongmen sub-branch, PRC
China Construction Bank Corporation
Meizhou Wuhua Station branch, PRC
Industrial and Commercial Bank of China Limited
Wuchun City sub-branch, PRC
Bank of Communications Co., Limited
Hong Kong Branch

AUDITORS

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

STOCK CODE

401

WEBSITE

www.wanjia-gp.com

主要往來銀行

中國農業銀行股份有限公司
中國陽春東門支行
中國建設銀行股份有限公司
中國梅州五華車站分行
中國工商銀行股份有限公司
中國吳川市支行
交通銀行股份有限公司
香港分行

核數師

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

股份代號

401

網址

www.wanjia-gp.com

TO OUR SHAREHOLDERS

On behalf of the board of directors (the “**Board**”) of Wanjia Group Holdings Limited (the “**Company**”), I am pleased to present the audited financial results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 March 2024.

RESULTS FOR THE YEAR

The Group continues to focus on pharmaceutical wholesale and distribution business, and provides hemodialysis treatment and consultancy service business in the People's Republic of China (the “**PRC**”).

Looking back at the year ended 31 March 2024, the Group made various adjustments business strategy such as streamlined the business operations in the PRC market to control operating costs, implemented an effective cash flow management strategy, and assessed the business expansion plan with a more prudent approach.

Despite the PRC's slowing economy and regional geopolitical tensions, the Group's business remains robust and resilient as the total revenue of the Group for the year was approximately HK\$181.092 million, representing an increase of approximately HK\$7.390 million as compared to 2023. The gross profit was approximately HK\$54.740 million, representing an decrease of approximately HK\$2.196 million as compared to 2023. The loss for the year attributable to the owners of the Company was approximately HK\$39.977 million, mainly due to the impairment loss on goodwill, the refund certain excessive charges in relation to hemodialysis treatment to the relevant county medical security bureau, and the provision in expected credit losses on trade and other receivables.

各位股東

本人謹代表萬嘉集團控股有限公司（「**本公司**」）之董事會（「**董事會**」），欣然提呈本公司及其附屬公司（統稱「**本集團**」）截至二零二四年三月三十一日止年度之經審核財務業績。

年內業績

本集團繼續專注於在中華人民共和國（「**中國**」）營運藥品批發及分銷業務及提供血液透析治療及諮詢服務業務。

回顧截至二零二四年三月三十一日止年度，本集團作出多項業務策略調整，如精簡中國市場的業務運營以控制運營成本、實施有效的現金流管理策略以及借助更加審慎的方法評估業務拓展計劃。

儘管中國經濟放緩及地區地緣政治緊張，本集團的業務仍然穩健及充滿韌性，乃因為本年度本集團之總收益約為181,092,000港元，較二零二三年增加約7,390,000港元。毛利約為54,740,000港元，較二零二三年減少約2,196,000港元。本公司擁有人應佔年內虧損約為39,977,000港元，乃主要由於商譽減值虧損、與血液透析治療相關的若干超額費用向有關縣醫療保障局作出退款，以及貿易及其他應收款項之預期信貸虧損撥備所致。

Management's Statement 管理層報告

OUTLOOK AND FUTURE PROSPECTS

The Group will centralise its resources in developing the hemodialysis treatment and consultancy service business. The Group will look to further develop its hemodialysis treatment and consultancy service business through organic growth and acquisitions.

Looking forward, the Group will focus on developing such segment through establishment of new self-operated hemodialysis treatment centres and provide hemodialysis consultancy service to hospitals in the PRC so as to expand its operating scale and further penetrate in the market.

The Group believes that the demand for hemodialysis treatment services in the PRC market is still far from being met and has great potential for development. Based on the Group's experience and strength in the medical field, we will continue to further explore and expand our existing businesses to further penetrate the hemodialysis sector, and it will become the driving force for building our Group's influence in the market and create better return to the shareholders.

The Group will continue to pay attention to different investment opportunities, identify appropriate businesses and projects for shareholders, and increase shareholders returns.

前景及未來展望

本集團將集中資源發展血液透析治療及諮詢服務業務。本集團將尋求透過有機增長及收購進一步發展血液透析治療及諮詢服務業務。

展望未來，本集團將透過於中國成立新自營血液透析治療中心並向醫院提供血液透析諮詢服務集中發展有關分類，以擴大營運規模以及進一步滲透市場。

本集團認為，中國市場的血液透析治療服務的需求仍遠遠未被滿足，尚有巨大的發展潛力。依托本集團在醫療領域的經驗及實力，我們將繼續進一步探索與拓展現有業務，從而進一步滲透血液透析行業，而且其將成為於市場中建立本集團影響的驅動力，並為股東創造更好的回報。

本集團將繼續關注不同投資機會、為股東物色合適業務及項目以及增加股東回報。

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to the management team and staff for their tireless dedication that helps fuel the Group's healthy development. In addition, I would also like to thank all our shareholders, business partners and customers for their continuous support. In 2024, the Company will continue to work tirelessly to create long-term value returns for the shareholders.

Wang Jia Jun

Chief Executive Officer

Hong Kong, 21 June 2024

致謝

本人謹代表董事會對管理團隊及員工為本集團穩健發展作出之不懈努力致以誠摯感謝。此外，本人亦對全體股東、業務夥伴及客戶之持續支持表示感謝。於二零二四年，本公司將繼續努力不懈，為股東創造長期價值回報。

行政總裁

王佳駿

香港，二零二四年六月二十一日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL HIGHLIGHTS

Summary of the results of the Group for the financial year ended 31 March 2024 is as follows:

- Total revenue was approximately HK\$181.092 million (2023: approximately HK\$173.702 million), representing an increase of approximately 4.25% over 2023.
- Gross profit was approximately HK\$54.740 million (2023: approximately HK\$56.936 million), representing a decrease of approximately 3.86% over 2023.
- Loss from operations was approximately HK\$39.438 million (2023: profit from operations was approximately HK\$4.473 million).
- Loss for the year attributable to owners of the Company was approximately HK\$39.977 million (2023: profit for the year attributable to owners of the Company was approximately HK\$1.820 million).
- The basic and diluted loss per share was approximately HK\$7.14 cents (2023: basic and diluted earnings per share was approximately HK\$0.32 cents).
- The Group had total cash and cash equivalents of approximately HK\$18.228 million as at 31 March 2024 (2023: approximately HK\$9.876 million).
- The Board does not recommend the payment of a final dividend for the year ended 31 March 2024 (2023: Nil).

財務摘要

本集團截至二零二四年三月三十一日止財政年度之業績概要如下：

- 總收益約為181,092,000港元(二零二三年：約173,702,000港元)，較二零二三年增加約4.25%。
- 毛利約為54,740,000港元(二零二三年：約56,936,000港元)，較二零二三年減少約3.86%。
- 營運業務虧損約為39,438,000港元(二零二三年：營運業務溢利約4,473,000港元)。
- 本公司擁有人應佔本年度虧損約為39,977,000港元(二零二三年：本公司擁有人應佔本年度溢利約1,820,000港元)。
- 每股基本及攤薄虧損約為7.14港仙(二零二三年：每股基本及攤薄盈利約0.32港仙)。
- 本集團於二零二四年三月三十一日之總現金及現金等值項目約為18,228,000港元(二零二三年：約9,876,000港元)。
- 董事會不建議就截至二零二四年三月三十一日止年度派發末期股息(二零二三年：無)。

BUSINESS REVIEW

The Company is an investment holdings company and the Group is engaged in the business on pharmaceutical wholesale and distribution business, and hemodialysis treatment and consultancy service business in the PRC.

Looking back at the year ended 31 March 2024, the Group made various adjustments business strategy such as streamlined the business operations in the PRC market to control operating costs, implemented an effective cash flow management strategy, and assessed the business expansion plan with a more prudent approach.

Despite the PRC's slowing economy and regional geopolitical tensions, the Group's business remains robust and resilient as the total revenue of the Group for the year was approximately HK\$181.092 million, representing an increase of approximately HK\$7.390 million as compared to 2023. The gross profit was approximately HK\$54.740 million, representing a decrease of approximately HK\$2.196 million as compared to 2023. The loss for the year attributable to the owners of the Company was approximately HK\$39.977 million.

Total revenue generated from pharmaceutical wholesale and distribution business for the year ended 31 March 2024 was approximately HK\$51.536 million, representing a decrease of approximately 1.42% as compared to 2023.

Total revenue contributed by the hemodialysis treatment and consultancy service business for the year ended 31 March 2024 was approximately HK\$129.556 million, representing an increase of 6.7% as compared to 2023. All employees of the Group spared no effort to actively implement and complete all development goals under the leadership of the Board and the management team, we are proud to see a growth rate in this business segment during the year.

業務回顧

本公司為一間投資控股公司，而本集團於中國從事藥品批發及分銷業務及血液透析治療及諮詢服務業務。

回顧截至二零二四年三月三十一日止年度，本集團作出多項業務策略調整，如精簡中國市場的業務運營以控制運營成本、實施有效的現金流管理策略以及借助更加審慎的方法評估業務拓展計劃。

儘管中國經濟放緩及地區地緣政治緊張，本集團的業務仍然穩健及充滿韌性，乃因為本年度本集團之總收益約為181,092,000港元，較二零二三年增加約7,390,000港元。毛利約為54,740,000港元，較二零二三年減少約2,196,000港元。本公司擁有人應佔年內虧損約為39,977,000港元。

截至二零二四年三月三十一日止年度，藥品批發及分銷業務產生之總收益約為51,536,000港元，較二零二三年減少約1.42%。

截至二零二四年三月三十一日止年度，血液透析治療及諮詢服務業務所貢獻的收益總額約為129,556,000港元，較二零二三年增加6.7%。本集團全體員工在董事會及管理團隊的領導下，不遺餘力地積極實施及完成各項發展目標，我們為本年度此業務分部的增長率而引以為傲。

Management Discussion and Analysis

管理層討論及分析

Segment information

During the year, the revenue of the Group was principally generated from: (1) pharmaceutical wholesale and distribution business and (2) hemodialysis treatment and consultancy service business in the PRC. Financial information in respect of these operations is presented in Note 7 to the consolidated financial statements.

1) Pharmaceutical wholesale and distribution business

The Group has a large and broad customer base through our distribution network in Fujian Province in the PRC. The Group distributes pharmaceutical products to our customers located principally in the Fujian Province. Our customers can be categorized into three types namely hospitals and healthcare institutions and end customers such as companies operating pharmaceutical retail chain stores, independent pharmacies, and outpatient departments of community hospitals, healthcare service stations and clinics. In the early part of 2019, the medical reform policy further controlled the pharmaceutical costs in public hospitals in Fujian Province which reduced the overall size of the pharmaceutical distribution business in public hospitals. In addition, the distribution policy broke the original rules that essential medicines in public hospitals in Fujian Province were only distributed by 10 wholesale companies, thereby causing material adverse impact in the operation and its overall performance of the Group in pharmaceutical wholesale and distribution business.

Revenue from this segment was approximately HK\$51.536 million (2023: approximately HK\$52.278 million), representing a decrease of approximately 1.42%. Loss from this business segment was approximately HK\$1.352 million (2023: Loss from this business segment was approximately HK\$1.130 million).

2) Hemodialysis treatment and consultancy service business

In respect of the hemodialysis treatment business, the Group currently operates several self-operated hemodialysis treatment centres spread across the Guangdong Province, PRC.

分類資料

年內，本集團之收益主要來自於中國：(1)藥品批發及分銷業務及(2)血液透析治療及諮詢服務業務。有關該等營運之財務資料於綜合財務報表附註7呈列。

1) 藥品批發及分銷業務

憑藉我們於中國福建省的分銷網絡，本集團擁有龐大而廣闊的客戶基礎。本集團向主要位於福建省的客戶分銷藥品。我們的客戶可分類為三個類型即醫院及醫療機構及終端客戶，例如營運藥品零售連鎖店的公司、獨立藥房及社區醫院的門診部、醫療服務站及診所。於二零一九年年初，醫改政策進一步控制福建省公立醫院藥品費用，減少公立醫院藥品配送業務整體規模。此外，配送政策打破了原定的福建省公立醫院基本藥物只由十家批發企業配送的規則，對本集團的藥品批發及分銷業務的營運及其總體業績造成了重大負面影響。

來自此分類的收益約為51,536,000港元(二零二三年：約52,278,000港元)，減少約1.42%。來自此業務分類的虧損約為1,352,000港元(二零二三年：來自此業務分類的虧損約1,130,000港元)。

2) 血液透析治療及諮詢服務業務

就血液透析治療業務而言，本集團現時營運多個遍佈於中國廣東省的自營血液透析治療中心。

Revenue from this segment was approximately HK\$129.556 million (2023: approximately HK\$121.424 million), representing an increase of approximately 6.7%. Loss from this business segment was approximately HK\$29.538 million, mainly due to the impairment loss on goodwill, and refund certain excessive charges in relation to hemodialysis treatment to the relevant county medical security bureau (2023: Gain from this business segment was approximately HK\$15.450 million).

該分類的收益約為129,556,000港元(二零二三年：約121,424,000港元)，增加約6.7%。來自此業務分類之虧損約為29,538,000港元，乃主要由於商譽減值虧損以及與血液透析治療相關的若干超額費用向有關縣醫療保障局作出退款所致(二零二三年：來自此業務分類之收益約15,450,000港元)。

FINANCIAL REVIEW

Revenue

For the year ended 31 March 2024, revenue was approximately HK\$181.092 million (2023: approximately HK\$173.702 million), accounting for an increase of approximately 4.25% as compared to 2023. The increase of revenue was generated from the hemodialysis treatment and consultancy services business in the PRC.

Other revenue

Other revenue, primarily including interest income amounted to approximately HK\$0.043 million for the year ended 31 March 2024 (2023: approximately HK\$0.153 million).

Selling and distribution expenses

For the year ended 31 March 2024, selling and distribution expenses amounted to approximately HK\$35.758 million (2023: approximately HK\$34.798 million), representing an increase of approximately 2.76% as compared to 2023. The increase in the selling and distribution expenses was due to the increase of marketing expenses, transportation and logistics costs.

財務回顧

收益

截至二零二四年三月三十一日止年度，收益為約181,092,000港元(二零二三年：約173,702,000港元)，較二零二三年增加約4.25%。收益增加乃產生自中國的血液透析治療及諮詢服務業務。

其他收益

截至二零二四年三月三十一日止年度，其他收益(主要包括利息收入)約為43,000港元(二零二三年：約153,000港元)。

銷售及分銷費用

截至二零二四年三月三十一日止年度，銷售及分銷費用約為35,758,000港元(二零二三年：約34,798,000港元)，較二零二三年增加約2.76%。銷售及分銷費用增加乃由於市場推廣開支、運輸及物流成本增加所致。

Management Discussion and Analysis

管理層討論及分析

Administrative expenses

Administrative expenses for the year ended 31 March 2024 amounted to approximately HK\$29.789 million (2023: approximately HK\$24.584 million), representing an increase of approximately 21.17% as compared to 2023. The increase was mainly due to the refund of certain excessive charges in relation to hemodialysis treatment to the relevant county medical security bureau, the share option expense, and staff costs.

Finance costs

For the year ended 31 March 2024, the finance costs of the Group were approximately HK\$1.711 million (2023: approximately HK\$2.018 million), representing a decrease of approximately 15.21% as compared to 2023, due to less interest payment from borrowings.

Loss/(profit) for the year attributable to owners of the Company

The Group has recorded loss for the year attributable to owners of the Company of approximately HK\$39.977 million for the year ended 31 March 2024 (2023: profit for the year attributable to owners of the Company was approximately HK\$1.820 million).

行政開支

截至二零二四年三月三十一日止年度之行政開支約為29,789,000港元(二零二三年：約24,584,000港元)，較二零二三年增加約21.17%。增加乃主要由於與血液透析治療相關的若干超額費用向有關縣醫療保障局作出退款、購股權開支及員工費用所致。

財務費用

截至二零二四年三月三十一日止年度，本集團之財務費用約為1,711,000港元(二零二三年：約2,018,000港元)，較二零二三年減少約15.21%，乃由於借貸之利息付款減少所致。

本公司擁有人應佔本年度虧損／(溢利)

截至二零二四年三月三十一日止年度，本集團錄得本公司擁有人應佔本年度虧損約39,977,000港元(二零二三年：本公司擁有人應佔本年度溢利約1,820,000港元)。

The loss was mainly due to among others, the following reasons:

- (a) the provision in expected credit loss of approximately HK\$4.595 million, mainly due to the overdue trade and other receivables from customers;
- (b) each of the Group's two hemodialysis treatment centres (the "Centres") have been requested by the relevant county medical security bureau (the "Bureau") in the Guangdong Province, the PRC to refund certain items charged by then relating to hemodialysis treatment between 2020 to 2023 in the amount of approximately HK\$6.0 million. During the inspection by the Bureau in 2023, the Bureau considered that some ancillary services rendered by the Centres to the hemodialysis patients during 2020 to 2023 were excessive. Hence, the Centres were required to refund those claimed fees in connection with the excessive services to the Bureau. Such amount has been fully settled before the year ended 31 March 2024. Notwithstanding the refund request from the Bureau, the Group has obtained the legal advice to the PRC law which opined that the request for refund was not an administrative penalties but merely a demand for refund to the Bureau. Such refund does not denote any breach nor violation of any rules and regulations with the hemodialysis treatment practices on the part of the Centres. The PRC legal adviser further opined that the Centres' medical insurance claiming position are in normal settlement status and the operation of the Centres during 2020 to 2023 were in compliance with all applicable laws and regulations in the PRC. As at the date of this report, the Centres are still carrying out its operation as usual. However, it is expected that the overall profitability of the Centres in the coming years will be decreased; and

虧損乃主要由於(其中包括)以下原因:

- (a) 預期信貸虧損撥備約4,595,000港元,主要是逾期應收客戶賬款及其他應收款;
- (b) 本集團的兩間血液透析治療中心(「中心」)均已收到中國廣東省相關縣醫療保障局(「醫療保障局」)之要求退還二零二零年至二零二三年期間已收取若干與血液透析治療相關之治療費,金額約6,000,000港元。醫療保障局在二零二三年檢查費用中,認為中心於二零二零年至二零二三年期間為血液透析患者過度提供若干輔助服務。因此,中心必須將就過度提供服務所收取的治療費用退還給醫療保障局。該金額已於截至二零二四年三月三十一日止年度前全額退還。儘管醫療保障局提出退款請求,惟本集團已就中國法律獲得法律意見,有關意見認為退款請求並非行政處罰,僅屬需向醫療保障局退還款項的請求。該退款並不表示中心有任何違規做法及違反血液透析治療規則和條例的行為。中國法律顧問進一步表示,中心的醫療保險索賠正在正常結算,中心於二零二零年至二零二三年期間的運營符合所有適用中國法律法規。於本報告日期,中心仍正常運作。不過,預計中心的整體盈利能力在未來數年將會被削弱;及

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(c) the provision of impairment loss of goodwill of approximately HK\$22.310 million (the “**Impairment**”) for the Current Period. The Impairment was primarily due to (i) cost control measures imposed by a county’s medical security bureau in the Guangdong Province, PRC to limit the medical treatment fee that can be charged for each patient’s visit by the hemodialysis treatment centre which thus will reduce the overall revenue generated by the hemodialysis treatment centre; and (ii) the opening of an another hemodialysis treatment centre in the Guangdong Province, PRC in 2025 will require additional capital investment and funding which in turn will lower the projection of the cash flow forecast in 2024 and 2025 respectively. The Board would like to emphasize that the Impairment is a non-cash item and has no effect on the Group’s daily operations and cash flow.

(c) 當期計提之商譽減值虧損撥備（「**減值**」）約22,310,000港元。減值是主要受以下因素影響：(i)中國廣東省一個縣的醫療保障局實施成本管制措施，病人每次在血液透析治療中心的治療費用均受到限制，血液透析治療中心整體收入從而被減少；及(ii)另一家血液透析治療中心於二零二五年將在中國廣東省開業，需要投放額外資本和資金從而分別降低對二零二四年和二零二五年的現金流預算表之預測。董事會謹此強調，減值為非現金項目，對本集團日常營運及現金流量並無影響。

LIQUIDITY AND FINANCIAL RESOURCES

Overall financial position

The Group had total cash and cash equivalents of approximately HK\$18.228 million as at 31 March 2024 (2023: approximately HK\$9.876 million). The increase was due to the improvement on the trade receivables settlement. The Group recorded total current assets of approximately HK\$58.392 million as at 31 March 2024 (2023: approximately HK\$76.869 million) and total current liabilities of approximately HK\$30.361 million as at 31 March 2024 (2023: approximately HK\$38.074 million). The current ratio of the Group, calculated by dividing the current assets by the current liabilities, was approximately 1.92 as at 31 March 2024 (2023: approximately 2.02).

Gearing ratio

As at 31 March 2024, the Group's gearing ratio which was calculated based on outstanding debts (comprising borrowings, amount due to a director and lease liabilities) less cash and cash equivalents over total equity (including all capital and reserves attributable to owners of the Company) was approximately 0.08 (2023: approximately 0.13).

Contingent liabilities

As at 31 March 2024, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

Capital commitment

As at 31 March 2024, the Group had no material capital commitment (2023: Nil).

CAPITAL STRUCTURE

As at 31 March 2024, the total issued share capital of the Company was approximately HK\$28.011 million (2023: approximately HK\$28.011 million) representing 560,222,136 ordinary shares (2023: 560,222,136 ordinary shares).

流動資金及財務資源

整體財務狀況

本集團於二零二四年三月三十一日之總現金及現金等值項目約為18,228,000港元(二零二三年：約9,876,000港元)。增加乃由於貿易應收款項結算有所改善所致。本集團於二零二四年三月三十一日錄得流動資產總值約58,392,000港元(二零二三年：約76,869,000港元)，以及於二零二四年三月三十一日錄得流動負債總額約30,361,000港元(二零二三年：約38,074,000港元)。本集團於二零二四年三月三十一日之流動比率(按流動資產除以流動負債計算)約為1.92(二零二三年：約2.02)。

資產負債比率

於二零二四年三月三十一日，本集團之資產負債比率(根據尚未償還債務(包括借貸、應付一名董事款項及租賃負債)減現金及現金等值項目除以總權益(包括本公司擁有人應佔所有資本及儲備)計算)約為0.08(二零二三年：約0.13)。

或然負債

於二零二四年三月三十一日，本集團成員公司概無涉及任何重大訴訟或仲裁，且就董事所知，本集團任何成員公司亦無尚未了結或可能面臨威脅之重大訴訟或索償。

資本承擔

於二零二四年三月三十一日，本集團並無重大資本承擔(二零二三年：無)。

股本架構

於二零二四年三月三十一日，本公司之已發行股本總額約28,011,000港元(二零二三年：約28,011,000港元)，相當於560,222,136股普通股(二零二三年：560,222,136股普通股)。

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PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The following is the key risk and uncertainty identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Market risks

PRC government policy

The Group is very concerned about external regulatory compliance and environmental changes, and a management team is responsible for timely collection, interpretation and promotion of external regulatory requirements. The Group's management, together with the business line, will also discuss changes in the external environment, assess the impact of regulatory requirements on the existing business, and develop targeted countermeasures. The Group's compliance team will provide professional advice on the latest regulatory requirements and conduct compliance reviews on the compliance of existing regulations.

Foreign exchange and goodwill impairment risks

Since almost all transactions of the Group are denominated in Renminbi and Hong Kong dollars, most of the bank deposits are being kept in Renminbi and Hong Kong dollars to minimise exposure to foreign exchange risk, the Directors consider that the Group's risk exposure to currency fluctuations to be manageable. Therefore, the Group had not implemented any formal hedging or other alternative policies to deal with such exposure during the year.

Impairment test for goodwill is based on the forecast of future cash flow and contains the management's relevant assumptions and professional judgements. Goodwill is exposed to certain risks of impairment.

主要風險及不明朗因素

本集團的財務狀況、營運業績、業務及前景可能受多項風險及不明朗因素影響。以下為本集團已識別的主要風險及不明朗因素。除下文所列者外，或會存在本集團並無獲悉或目前可能不重大但日後可能變得重大的其他風險及不明朗因素。

市場風險

中國政府政策

本集團非常關注外部監管合規和環境變化，管理團隊負責及時收集、解讀和宣導外部監管要求。本集團管理層連同業務部門亦將研討外部環境變化，評估監管要求對現有業務的影響，並制定針對性應對措施。本集團合規團隊會對最新監管要求提供專業意見解讀，並對現有的法規的遵守情況開展合規性評審。

外匯及商譽減值風險

由於本集團絕大部份交易均以人民幣及港元計價，而大部分銀行存款均以人民幣及港元存置，藉此盡量減低外匯風險，故董事認為本集團之貨幣波動風險可控。因此，年內，本集團並無實施任何正式對沖或其他替代政策以應付有關風險。

商譽減值測試乃基於對未來現金流量的預測，並包括管理層的相關假設及專業判斷。商譽面臨若干減值風險。

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains the level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flow. The management manages liquidity risk by monitoring the utilisation of borrowings, adequacy of reserves and banking facilities by continuously monitoring forecast and actual cash flows.

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2024, the Group had 193 (2023: 202) full time employees (including the executive Director) as shown in the following table:

Location	地點	Number of staff 員工人數
Hong Kong	香港	6
Mainland China	中國內地	187

For the year ended 31 March 2024, staff costs (including directors' emoluments) amounted to approximately HK\$22.481 million (2023: approximately HK\$20.221 million). The Group remunerates its employees based on individual performance and qualification. Apart from the basic remuneration, staff benefits include share-based payment, the contribution to the Mandatory Provident Fund Scheme, discretionary bonus and medical coverage in Hong Kong; and basic insurance for the elderly, basic medical insurance, work injury insurance and unemployment insurance to the employees in the PRC.

CHARGES ON GROUP'S ASSETS

As at 31 March 2024, the Group did not have any charges on the Group's assets.

MATERIAL ACQUISITIONS AND DISPOSALS

During the year, the Group did not have any material acquisitions of subsidiaries, associates or joint ventures.

However, one of the Group's self-operated hemodialysis treatment centres in Huidong, Guangdong Province, the PRC, namely Huidong Centre was disposed at RMB3.5 million (equivalent to approximately HK\$3.990 million) on 31 March 2023. As of 11 May 2023, the disposal was completed, and the Group recorded a gain on disposal of Huidong Centre with approximately HK\$3.009 million. Please refer to the Company's announcement dated 31 March 2023 for further details.

流動資金風險

在管理流動資金風險的過程中，本集團監控並維持管理層認為足以為本集團運營融資及緩解現金流波動影響的現金及現金等值項目水平。管理層管理流動資金風險的方法為通過持續監控預測及實際現金流，進而監控借款的使用情況、儲備及銀行融資的充足情況。

僱員及薪酬政策

於二零二四年三月三十一日，本集團聘有193名（二零二三年：202名）全職僱員（包括執行董事），詳情載於下表：

截至二零二四年三月三十一日止年度，員工成本（包括董事酬金）約為22,481,000港元（二零二三年：約20,221,000港元）。本集團根據個別表現及資歷釐定僱員薪酬。除基本薪酬外，於香港之員工福利亦包括以股份為基礎之付款、強制性公積金計劃供款、酌情花紅及醫療保險；而中國員工則享有基本養老保險、基本醫療保險、工傷保險及失業保險。

本集團資產抵押

於二零二四年三月三十一日，本集團並無對本集團之資產作出任何抵押。

重大收購及出售

年內，本集團並無任何附屬公司、聯營公司或合營企業之重大收購。

然而，於二零二三年三月三十一日，本集團一間位於中國廣東省惠東之自營血液透析治療中心（即惠東中心）按人民幣3,500,000元（相當於約3,990,000港元）出售。截至二零二三年五月十一日，出售事項已完成，本集團因出售惠東中心錄得收益約3,009,000港元。進一步詳情請參閱本公司日期為二零二三年三月三十一日之公佈。

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ABOUT WANJIA GROUP

In 2013, Wanjia Group Holdings Limited (“Wanjia” or the “Company”; or together with its subsidiaries as the “Group” or “we”) was listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). It is an investment holding company that primarily operates in the pharmaceutical wholesale and distribution business, as well as the hemodialysis treatment and consultancy business in the People’s Republic of China (the “PRC”). We uphold the operation philosophy of “Integrity is the foundation, Morality comes first” and adhere to the operation objective of “Benefit the society and community”.

關於萬嘉集團

在二零一三年，萬嘉集團控股有限公司（「萬嘉」或「本公司」；或連同其附屬公司作為「本集團」或「我們」）於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，主要於中華人民共和國（「中國」）經營藥品批發及分銷業務，以及血液透析治療及諮詢服務業務。我們一直秉承「誠信為本，道義為先」的營運理念，堅持「惠予社會，好及百姓」的營運宗旨。



Our Business

The Group is a leading provider of hemodialysis and consultancy services in the market. We are committed to transforming care delivery to improve the quality of life of our patients and strive to become the largest provider of kidney care services in the PRC.

Our pharmaceutical wholesale and distribution business in the PRC serves an extensive and diverse customer base. The Group sells pharmaceutical products to customers primarily located in Fujian Province. We categorize our customers into three main groups: hospitals and healthcare institutions, companies operating pharmaceutical retail chain stores, and end customers like independent pharmacies, outpatient departments of community hospitals, healthcare service stations, and clinics.

我們的業務

本集團是提供血液透析服務及諮詢服務業務的市場領導者之一。我們致力於改變醫療服務，以改善患者的生活質量，並努力成為中國最大的腎臟護理服務提供者。

我們在中國的藥品批發及分銷業務的分銷網路擁有龐大而廣泛的客戶群。本集團主要向位於福建省的客戶分銷藥品。我們將客戶分為三大類，醫院和醫療機構、經營藥品零售連鎖店的公司，以及終端客戶，如獨立藥房、社區醫院的門診部、醫療服務站和診所。

OUTLOOK AND PROSPECT

The Report to the 20th CPC National Congress, delivered by General Secretary Xi Jinping, prioritized the development of promoting the construction of a healthy China and safeguarding people's health. In 2024, the Group continued to follow the policy guideline of "Benefit the society and community." The Group will centralize the resources on hemodialysis treatment and consulting services. In the future, the Group will focus on establishing new self-operated hemodialysis treatment centres and providing hemodialysis consulting services to hospitals simultaneously. Going forward, the Group plans to explore market opportunities in other cities and regions within the PRC, aiming to expand its business operations and scale.

In the Reporting Period, the Group worked with a sustainability consultant to identify environmental, social, and governance ("ESG") related risks. The goal was to refine the Group's sustainability governance policies and reporting disclosures. Important sustainability issues were identified based on industry trends and business developments, focusing on climate change, product and service safety, and anti-corruption training. The Board of Directors will consider strategies to address the identified risks, aiming to formulate a more comprehensive approach to sustainable development.

The Board expresses its sincere gratitude to all shareholders, business partners, and customers for their ongoing trust and support of the Group, as well as recognizing the dedication and efforts of every employee. The Group will continue to be committed to integrating the ESG concept with its business development, strive to create opportunities and look forward to sharing the harvest with all stakeholders.

回顧及展望

中共中央總書記習近平在二十大報告中，優先強調促進健康中國建設和保障人民健康。於二零二四年，本集團繼續遵循「惠予社會，好及百姓」的政策方針。本集團將集中資源進行血液透析治療及諮詢服務。未來，本集團將專注於建立新的自營血液透析治療中心，並同時為醫院提供血液透析諮詢服務。展望未來，本集團計劃在中國其他城市和地區探索市場機會，並努力擴大業務運營和規模。

報告期間，本集團與可持續發展顧問合作，以辨識環境、社會及治理風險，以完善集團的可持續發展治理政策及報告披露。根據行業趨勢及業務發展確定了重要的可持續性問題，重點關注氣候變化、產品及服務安全以及反腐敗培訓。董事會將考慮應對已識別風險的策略，以定立更全面的可持續發展方法。

董事會對全體股東、業務夥伴及客戶對本集團的一貫信任和支持表示誠摯感謝，並對每位員工的奉獻和努力表示認可。本集團將持續專注業務發展，並繼續努力不懈創造發展的契機，期望與各持份者一同分享收穫。

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ABOUT THE REPORT

This is the ninth ESG Report (the “**Report**”), which aims to provide stakeholders with a better understanding of the Group’s progress in terms of corporate social responsibility and sustainability issues by presenting the Group’s policies, measures, and performance related to environmental, social, and governance matters.

Reporting Period and Scope

The Report encompasses the Group’s pharmaceutical wholesale and distribution, as well as hemodialysis treatment and consulting service businesses for the year ended 31 March 2024 (the “**Reporting Period**”), unless otherwise specified. The Reporting Scope is the same as last year’s report. The disclosure of environmental key performance indicators (“**KPIs**”) focuses on the Group’s pharmaceutical wholesale and distribution and hemodialysis treatment and consulting service businesses in the PRC, while the disclosure of social KPIs covers the entire Group.

關於本報告

本報告為第九份環境、社會及管治（「**ESG**」）報告（「**本報告**」），旨在透過介紹本集團在環境、社會及管治事宜方面的政策、措施及表現，讓持份者更了解本集團在企業社會責任及可持續發展方面的進展。

報告期間及範圍

除另有說明外，本報告涵蓋本集團截至二零二四年三月三十一日止年度（「**報告期間**」）的藥品批發及分銷以及血液透析治療及諮詢業務。報告範圍與去年的報告範圍相同。環境關鍵績效指標（「**關鍵績效指標**」）的披露集中於本集團在中國的藥品批發及分銷以及血液透析治療及諮詢業務，而社會關鍵績效指標的披露範圍則涵蓋整個集團。

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Reporting Principles

The Report discloses environmental and social KPIs in compliance with the “Comply or Explain” provisions specified in Appendix C2 “Environmental, Social and Governance Reporting Guide” (the “Guide”) of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange. The Group adheres to the following three reporting principles in the preparation of the Report.

報告原則

本報告依循聯交所《證券上市規則》（「上市規則」）附錄C2《環境、社會及管治報告指引》（「指引」）中「不遵守就解釋」的規定披露相關環境及社會關鍵績效指標。本集團在編寫本報告時秉持以下三項報告原則。

Materiality 重要性

The Group conducted an internal materiality assessment to effectively identify the issues that are material to the Group and stakeholders during the Reporting Period in a more comprehensive manner.

本集團於本年度進行了內部重要性評估，從而有效識別對本集團業務及持份者具影響性的議題。

Quantitative 量化

The Report has disclosed KPIs in a quantitative manner where appropriate. The KPIs are calculated with reference to “Appendix 2: Reporting Guidance on Environmental KPIs” and “Appendix 3: Reporting Guidance on Social KPIs” of “How to Prepare an ESG Report” published by the Stock Exchange.

在可行的情況下，本報告以量化方式披露環境及社會關鍵績效指標。相關關鍵績效指標參考聯交所刊發的《如何編備環境、社會及管治報告》中「附錄二：環境關鍵績效指標匯報指引」及「附錄三：社會關鍵績效指標匯報指引」進行計算。

Consistency 一致性

The Report applies consistent statistical methodologies for meaning comparisons of ESG data over time. In case of any changes in the reporting scope or methodologies, they are explained for stakeholders’ reference.

本報告使用統一的統計方法計算關鍵績效指標，讓數據日後可作有意義的比較。倘若所用的匯報範圍及方法有變，我們將在附註中解釋，供利益相關者參考。

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Data Collection

The information and data cited by the Group are derived from official documents of the Group and have been reviewed and approved by the Group's Board of Directors (the "Board").

Report Version and Access

The Report is published annually and is available in both traditional Chinese and English versions. The electronic version of the Report can be downloaded from the website of the Stock Exchange and the Group (<https://www.wanjia-gp.com>). Should there be any discrepancies or inconsistencies between the English and Chinese versions of the Report, the English version shall prevail.

Feedback

The Group appreciates the insights and opinions of its diverse stakeholders and is committed to continuously enhancing its sustainable development performance. If you have any suggestions on the Report or the sustainable development strategy of the Group, please feel free to contact us.

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數據收集

本集團引用的資料及數據源自本集團的正式文件，並已經本集團董事會（「董事會」）審閱及批准。

報告版本與獲取

本報告為每年度刊發之報告，提供繁體中文及英文版本。報告電子版可於聯交所網站及本集團的官方網站(<https://www.wanjia-gp.com>)下載。若本報告的英文版與中文版之間有任何差異或不一致之處，應以英文版為準。

意見反饋

本集團重視各持份者的意見，並致力於持續提升我們在可持續發展方面的表現。如閣下對本報告或本集團的可持續發展策略有任何建議，歡迎與本集團聯絡。

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SUSTAINABLE GOVERNANCE

A well-established governance structure is essential for ensuring the Group's sustainable development, with the Board playing a pivotal role in overseeing the management of ESG risks, which involves evaluating, prioritizing, and managing the material ESG issues and risks. Additionally, the Board bears ultimate responsibility for managing the Group's significant risks. Meanwhile, the Board will set and manage the ESG-related targets and review the progress and completion of them. The Board also regularly reviews the relevant ESG policies and measures, and effectiveness of sustainable development. To further strengthen its ESG and sustainability efforts, the Company has engaged Riskory Consultancy Limited as a sustainability consultant to provide expert advisory services.

Effective risk management is a crucial component of corporate governance, with the Board conducting regular assessments of the adequacy and effectiveness of the Group's risk management and internal control systems. Employment contracts and Employee Handbook also provide clear definitions of employee codes of conduct and formulate corresponding measures for violations or unethical behaviours. For details on corporate governance, please refer to the Corporate Governance Report in this annual report.

可持續發展管治

建立良好的治理結構對於確保本集團的可持續發展至關重要，董事會在監督集團的ESG風險管理中發揮著關鍵作用，這包括評估、優次排列和管理重要的ESG問題和風險。董事會對管理本集團的重大風險負有最終責任。同時，董事會會制定及管理與ESG相關的目標，並檢討相關目標的進度及完成情況。董事會亦定期檢視可持續發展的相關政策、措施及成效。為進一步加強我們的ESG和可持續發展工作，本公司聘請了Riskory Consultancy Limited作為可持續發展顧問，提供專業諮詢服務。

有效的風險管理是企業管治的重要組成部分，董事會定期評估本集團風險管理和內部控制系統的充足性和有效性。勞工合同及員工手冊中界定僱員行為守則，並對發生違規或不道德行為制訂相應措施。關於企業管治的詳情，可參閱本年報所載之企業管治報告。

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BUSINESS ETHICS

Upholding top-tier corporate governance standards is vital for the Group's reputation and competitive edge in the industry. Integrity plays a crucial role in achieving this goal. The Group adopts a zero-tolerance approach towards activities such as bribery, extortion, fraud, and money laundering. The Group has implemented a well-defined governance structure that conducts periodic reviews and oversight of corporate management policies and practices to ensure compliance.

The Group rigorously complies with all pertinent laws and regulations, including but not limited to the Anti-Unfair Competition Law of the People's Republic of China, Criminal Law of the People's Republic of China, Interim Provisions on Banning Commercial Bribery, Anti-Money Laundering Law of the People's Republic of China, Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong) and Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615 of the Laws of Hong Kong).

商業道德

堅持最高水平的企業管治標準對於本集團的聲譽和行業競爭優勢至關重要。誠信在實現這目標中起著至關重要的作用。本集團對賄賂、勒索、欺詐及洗黑錢等活動採取零容忍態度。本集團已實施明確的治理結構，定期審查和監督企業管理政策和實踐，以確保合規性。

本集團嚴格遵守所有相關法律法規，包括但不限於《中華人民共和國反不正當競爭法》、《中華人民共和國刑法》、《關於禁止商業賄賂行為的暫行規定》、《中華人民共和國反洗錢法》、香港法例第201章《防止賄賂條例》及香港法例第615章《打擊洗錢及恐怖分子資金籌集條例》。

Employee Code of Conduct and Professional Code 員工行為規範與職業守則



Whistleblowing Policy 舉報政策



- Employees are required to declare their relationship with any other personnel of the Group and other partner companies prior to their employment and shall abstain from such business activities that may cause conflict of interests; and
員工在入職前需申報與集團及其他合作單位的任何其他人員關係，並應主動迴避該業務活動，避免利益衝突；及
- Our staff are explicitly instructed to refrain from accepting any benefits from suppliers or partner companies under any circumstance.
我們明確指示員工在任何情況下都不得接受來自供應商或合作公司的任何利益。
- Employees can inform their supervisors, designated responsible personnel, or senior management of any suspected violations or unethical conduct;
員工可以將任何涉嫌違規或不道德行為告知其主管、指定負責人或高級管理層；
- Upon receipt of the report, designated responsible personnel will investigate and provide solutions to all complaints and allegations contained in the report and report the results of the investigation to the Review Committee; and
收到舉報後，指定負責人會對報告內的所有投訴及指控作出調查並提供解決方案，及後向審查委員會匯報調查結果；及
- If the management identifies a serious breach, consideration will be given to referral to the judicial authorities to ensure that the Group operates with the highest ethical and professional integrity.
倘管理層識別為嚴重違規事件，則考慮交司法機關處理，以確保本集團以最高的道德及專業操守營運。

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During the Reporting Period, we conducted anti-corruption training for directors and staff to boost their integrity awareness, understand relevant legislation, and prevent internal business corruption.

During the Reporting Period, the Group did not have any legal cases regarding corrupt practices. The Group was not aware of any material non-compliance with laws and regulations in relation to bribery, extortion, fraud, and money laundering that have a significant impact on the Group.

STAKEHOLDER ENGAGEMENT

Stakeholder opinions are crucial for the Group's long-term growth and success. The Group highly values these opinions and continuously strives to enhance communication channels to actively gather and understand their views and expectations.

We communicated with stakeholders through various channels, as summarized below:

報告期間，我們以線上方式為董事和員工進行了反貪培訓，以提高他們的誠信意識，了解相關法規，並由內部防止業務腐敗。

報告期間，本集團並無任何有關貪污訴訟的案件，亦不知悉任何嚴重違反有關賄賂、勒索、欺詐及洗黑錢的法律及法規，並對本集團有重大影響的事宜。

持份者參與

持份者的意見對於本集團的長遠發展和成功至關重要。本集團高度重視這些意見，並不斷努力加強溝通渠道，以積極收集和了解他們的觀點和期望。

我們將透過不同形式的渠道與持份者溝通，詳情參見下表：

Stakeholders 持份者	Major Communication Channels 主要溝通渠道	Concerns 關注事項
Investor and Shareholder 投資者及股東	<ul style="list-style-type: none">Annual general meetings 股東週年大會Annual and interim reports 年度及中期報告Press release and announcements 新聞稿及公告Company website 公司網站	<ul style="list-style-type: none">Corporate governance 公司治理Business compliance 業務合規Return on investment 投資回報



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Stakeholders 持份者	Major Communication Channels 主要溝通渠道	Concerns 關注事項
<p>Customer 客戶</p> 	<ul style="list-style-type: none"> • After-sales services 售後服務 • Customer feedback forms, hotline and emails 客戶反饋表格、熱線及電郵 • Company website 公司網站 	<ul style="list-style-type: none"> • Quality and safety of products and services 產品及服務的品質及安全 • Customer rights protection 客戶權益保障
<p>Supplier and Business Partner 供應商及業務夥伴</p> 	<ul style="list-style-type: none"> • Site visits 實地考察 • Business conferences 業務會議 • Supplier assessments 供應商評估 	<ul style="list-style-type: none"> • Fair procurement process 公平採購流程 • Timely delivery of supplied goods/services 及時交付供應的商品／服務
<p>Employee 僱員</p> 	<ul style="list-style-type: none"> • Trainings 培訓 • Performance review and meetings 表現檢討及面談 • Internal announcements and publications 內部公告及刊物 • Suggestion box 意見箱 	<ul style="list-style-type: none"> • Staff salary and benefits 員工薪酬及福利 • Health and safety of working environment 工作環境的健康及安全 • Training and career development 培訓及職業發展

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Stakeholders 持份者	Major Communication Channels 主要溝通渠道	Concerns 關注事項
<p>Government and Regulatory Authority 政府及監管機構</p> 	<ul style="list-style-type: none"> Routine reports 例行報告 Working conferences 工作會議 Supervision on compliance with local laws and regulations 有關遵守本地法律及法規的監管 	<ul style="list-style-type: none"> Compliance with laws and regulations 遵守法律及法規 Sustainable development 可持續發展
<p>Community 社區</p> 	<ul style="list-style-type: none"> Community activities 社區活動 Charitable donations 慈善捐款 Social media 社交媒體 	<ul style="list-style-type: none"> Community involvement 社區參與 Environmental protection awareness 環境保護意識

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MATERIALITY ASSESSMENT

The Group engaged an independent sustainable development consultant to evaluate the materiality of ESG-related issues. Additionally, the Group performs internal assessments to gauge the impact of these issues on stakeholders, aiming to identify and address their expectations and concerns.

The procedures for the materiality assessment are as follow:

重要性評估

本集團聘請了獨立的可持續發展顧問來評估 ESG 相關問題的重要性。此外，本集團進行內部評估，以衡量這些問題對持份者的影響，以識別和解決他們的期望和關注。

本次重要性評估的程序包括：

Issue Identification

識別議題



By referring to the new requirements of the Stock Exchange and the Guide, and communicating with stakeholders, the material ESG issues of the Group were sorted out.

通過參考香港聯交所《環境、社會及管治報告指引》及與持份者溝通後，整理出與本集團較重要的環境、社會及管治議題。

Review and Examination

回顧及審視



Combining the expectations of major stakeholders and the influence of different sustainable development issues, we reviewed and re-assessed the material issues identified in 2022/23.

結合主要持份者的期望及不同環境、社會及管治議題對本集團的影響，我們對 2022/23 年度識別的重要性議題進行回顧及再次評估。

Confirmation of

Material Topics

重要性議題確立



Based on a review of the various ESG issues, we agreed that material topics in the Reporting Period have not changed significantly compared to those in 2022/23. During the Reporting Period, 8 issues are classified as material topics. The material topics will be disclosed in this Report.

基於對各環境、社會及管治議題的回顧，我們認為本年度的重要性議題與 2022/23 年度相比並未發生明顯變化。本年度有 8 個議題獲納入重要範疇，這些議題會在本報告作重點披露。

During the Reporting Period, 8 issues have higher materiality and highlighted in this report, including Wastewater Management, Combatting Climate Change, Anti-Corruption, Customer Satisfaction, Data Security and Customer Privacy Management, Product Health and Safety, Product Quality Management, Employee Communication.

報告期間，8 項議題有較高重要性並於本報告作重點披露，包括廢水管理、應對氣候變化、反貪污、客戶滿意度、數據安全及客戶私隱管理、產品健康及安全、產品質量管理及僱員溝通。

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Environment Aspect 環境層面	Operational Practices Aspect 運營常規層面	Social Aspect 社會層面
1. Air Emission Management 氣體排放管理	9. Anti-Competitive Behavior Management 反競爭行為管理	18. Anti-discrimination 反歧視
2. Energy Management 能源管理	10. Anti-Corruption 反貪污	19. Community Relations 社區關係
3. Environmental Compliance 環境合規	11. Company Profitability 公司盈利能力	20. Diversity and Equal Opportunity 多元化及平等機會
4. Expenses on Environmental Protection 環境保護開支	12. Customer Satisfaction 客戶滿意度	21. Employee Communication 僱員溝通
5. Greenhouse Gases Management 溫室氣體管理	13. Data Security and Customer Privacy Management 數據安全及客戶隱私管理	22. Occupational Safety and Health 職業安全及健康
6. Waste Management 廢棄物管理	14. Innovation and Intellectual Property Rights 創新及知識產權	23. Social and Economic Compliance 社會及經濟合規
7. Wastewater Management 廢水管理	15. Product Health and Safety 產品健康及安全	24. Talent Management 人才管理
8. Combating climate change 應對氣候變化	16. Product Quality Management 產品品質管理	25. Training and Development 培訓及發展
	17. Supplier Management 供應商管理	26. Prevention of Child and Forced Labour 防止童工及強制勞動

Note 1: The highlighted issues are identified as having higher material during the Reporting Period.

備註1：報告期間擁有較高重要性的議題以粗階字體表示。

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OPERATING PRACTICES

The Group's pharmaceutical wholesale and distribution business prioritizes drug safety and effectiveness. As a responsible drug distributor, the Group implements effective quality control measures throughout the procurement, storage, sales, and transportation processes to ensure the quality of medicine. The Group is dedicated to offering professional services that prioritize the convenience of our customers. The Group strictly adheres to the laws and regulations set forth by the State Food and Drug Administration in pharmaceutical wholesale and distribution operations, including but not limited to:

Relevant Laws and Regulations

相關法律及法規

- Medicinal Product Administration Law of the People's Republic of China; 《中華人民共和國藥品管理法》;
- Advertising Law of the People's Republic of China; 《中華人民共和國廣告法》;
- Law of the People's Republic of China on the Protection of Consumer Rights and Interests; 《中華人民共和國消費者權益保護法》;
- Patent Law of the People's Republic of China; 《中華人民共和國專利法》;
- Regulation on the Administration of Medical Institutions; 《醫療機構管理條例》;
- Measures for the Administration of Medical Quality; 《醫療質量管理辦法》;
- Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong); and 香港法例第486章《個人資料(私隱)條例》; 及
- Trade Description Ordinance (Cap. 362 of the Laws of Hong Kong). 香港法例第362章《商品說明條例》。

營運慣例

本集團的藥品批發和分銷業務優先考慮藥品的安全性和有效性。作為負責任的藥物分銷商，我們在整個採購、儲存、銷售及運輸過程中實施有效的品質控制措施，確保藥物品質及承諾提供專業服務以方便顧客。本集團在藥品批發和分銷業務中嚴格遵守國家食品藥品監督管理局所制定的法律法規，包括但不限於：

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The Group has implemented an effective quality management system to help employees fulfill their responsibilities in compliance with relevant laws and regulations. The system plays a key role in protecting our customers' personal information from unauthorized access, as well as ensuring the quality of our after-sale services.

The nature of the Group's business does not involve intellectual property rights. During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in relation to health and safety, advertising and privacy matters relating to products and services provided and methods of redress that have a significant impact on the Group.

Supplier Management

The Group considers its suppliers as partners and aims to build mutual trust and win-win cooperation. The Group is committed to fulfilling its mission of providing pharmaceutical products to the community and distributing medicine to healthcare institutions. Given that the Group primarily operates in the pharmaceutical wholesale business, it places a greater emphasis on the stability of its supply chain.

The stability of the supply chain directly affects the quality of patient treatment, as patients need a specified number of drugs according to their treatment plans. In order to ensure the stability of supply chain, the Group has established a long-term relationship with a variety of large and medium-sized pharmaceutical suppliers from various provinces across the nation as means to diversify our supply chain and maintain stability of supply. During the Reporting Period, the Group engaged a total of 34 medicines and consumables suppliers which all located in the PRC. During the Reporting Period, we have assessed all of our suppliers.

本集團已實施有效的質量管理系統，以幫助員工在遵守相關法律法規的情況下履行其職責。其對保障客戶的個人資料不被盜用及確保售後服務質量亦十分重要。

本集團業務並不涉及知識產權。報告期間，本集團並不知悉任何嚴重違反有關產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的法律及規例，而對本集團產生重大影響的事宜。

供應商管理

本集團視供應商為合作夥伴，努力與供應商建立互信、合作共贏的關係。本集團致力履行向社區提供藥劑產品及向醫療機構派發醫藥的使命。鑒於本集團主要經營藥品批發業務，因此更加重視供應鏈的穩定性。

供應鏈的穩定性直接影響患者治療的品質，因為患者需要根據其治療計劃服用特定數量的藥物。為確保供應鏈的穩定，本集團與全國各省市多家大中型醫藥供應商建立了長期合作關係，以多元化供應鏈維持供應穩定。報告期間，本集團共有34間藥品及消耗品供應商，均位於中國。報告期間，我們已對所有供應商進行評估。

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Before a supplier is included for the Group, a strict and thorough investigation is conducted to evaluate their suitability. Approved suppliers are reassessed annually to ensure compliance with Group's requirements. In addition to price and quality of goods, the Group also has specific requirements regarding the environmental policies of its suppliers. We require the suppliers to comply with the applicable environmental laws and regulations of the country in which they are located, and the Quality Management Department will conduct supervision and verification. All suppliers were assessed in accordance with the same set of procedures.

The Group stays in contact with its suppliers through various channels to understand their needs and identify collaboration opportunities. For example, the Group holds a supplier appreciation meeting every year to provide a platform for the exchange of opinions and potential business plans. We will also continue to monitor the quality of our suppliers' medicines to ensure the quality and safety of medicines through the implementation of a quality control system. To further ensure the quality and safety of the products we sell, suppliers have provided quality assurance agreements to products. Whenever a supplier delivery their products, the Quality Management Department must carry out acceptance for each shipment to avoid sending nonconforming drugs to customers. We also regularly engage with suppliers for feedback on product quality, continuously improving and working together to develop solutions for mutual benefit.

在將供應商納入本集團之前，我們會進行嚴格且全面的調查，以評估其適用性。經批准的供應商每年都會重新評估，以確保符合集團的要求。除了商品的價格及品質外，本集團還對供應商的環境政策有具體要求。我們要求供應商遵守其所在國家適用的環境法律法規，品質管理部將進行監督及驗證。所有供應商都按照同一套程序進行評估。

本集團通過各種渠道與供應商保持聯繫，以了解他們的需求並識別合作機會。例如本集團每年會舉辦供應商答謝會，以提供平台交流意見及商討潛在合作方案。同時，我們都會持續監測供應商的藥物質量，透過實施質量管制制度以確保藥物的質量安全。為進一步確保我們經銷產品的質量及安全，供應商已向商品提供了質量保證協議。每當供應商供貨時，品質管理部必須為每批貨進行驗收，避免將不符合藥物送往顧客。我們還定期與供應商交流，獲取有關產品質量的反饋，不斷改進並共同開發互利的解決方案。

Product and Service Quality

The Group has established a Quality Management Department to set and implement quality objectives and monitor each department's performance. This department is responsible for ensuring consistent quality throughout the supply chain. The Quality Management Department manages product quality according to the following procedures:

產品及服務品質

本集團設立了質量管理部門，負責制定和實施質量目標，並監控各部門的表現。該部門負責確保整個供應鏈的質量始終如一。品質管理部按照以下程序管理產品品質：



Proper storage conditions for medications are essential to preserve their quality and efficacy. The Group's storage and transportation facilities are designed in accordance with national regulations, with monitoring systems in place to closely track temperature and humidity levels and prevent any negative impact on the medicines due to changes in the surrounding environment. Additionally, the Group has implemented a medicines recycling management system to facilitate systematic recycling when necessary. Management must notify the Food and Drug Administration in the event of any recalls. During the Reporting Period, no sold or shipped products of the Group were recalled for safety and health reasons.

正確儲存藥品對於保持其質量和效力至關重要。本集團的倉儲及運輸設施的設計均符合國家規定，倉庫等存放地點設有系統密切監察溫度及濕度，以確保藥物沒有因周圍環境轉變而受到影響。本集團亦已制定藥物回收管理制度，以便於有需要時有系統地進行回收。管理層必須在任何召回事件發生時通知食品藥品監督管理局。報告期間，本集團並無任何已售或已運送產品因安全與健康理由而須回收。

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We understand and address the concerns and needs of patients, caring for them both in service and emotional aspects. The Group will regularly check and evaluate patients' health indicators and propose treatment plans. The Group not only cares about the patients' health condition, but also the patients' emotions. For example, we offer transportation to patients in remote areas for treatment and extend assistance and gifts to those in need to express our care.

我們了解並關注患者的需求和憂慮，因此我們會在服務和情感方面關愛他們。本集團會定期對病人的健康指標進行檢查、評估及提出治療方案。本集團不但關心病人的病情，亦關顧病人的情感。例如，我們為偏遠地區的患者提供接送服務以便接受治療，並向有需要的人員提供協助和日常物資，以表達我們的關懷。



Our lucky draw event that shows our care for the patients

我們的抽獎活動展示了我們對患者的關懷

After-sales Service and Complaint Management

We highly value customer feedback and prioritize their interests. The Group is dedicated to continually improving the quality of its services and has established a system to manage customer complaints. To gauge customer satisfaction with its products and services, customer service representatives from the Group regularly contact customers. In addition, we have a collection box to collect customers' opinion in order to more effectively to understand customers' expectations. All customer feedback and complaints are handled by the customer service department, and records in detail for future reference. In cases of complaints that involve major incidents, the Group forms an investigation team to follow up and identify potential issues.

During the Reporting Period, the Group received no complaints related to products and services.

售後服務及投訴管理

我們非常重視客戶的反饋，並優先考慮他們的利益。本集團致力持續提升服務質素，並已建立客戶投訴管理系統。為評估客戶對其產品及服務的滿意度，本集團的客戶服務代表會定期與客戶聯絡以了解其對產品及服務的滿意度。此外，我們設有客戶意見收集箱以更有效地了解客戶對我們的期望。客戶對於本集團的意見及投訴均由客戶服務部負責，相關部門會作仔細紀錄作日後參考。在涉及主要事故的投訴情況下，本集團會組建調查小組進行跟進並識別潛在問題。

報告期間，本集團並沒有接獲任何關於產品及服務的投訴。

Customer Privacy Protection

In the course of operations, employees of the Group frequently need to access customers' and patients' information. However, employees are not allowed to disclose customers' and patients' information to anyone under any circumstance. Access rights of computer system have been set to prevent unauthorized personnel from accessing restricted information. The Group's computer system is updated on a regularly basis to prevent information leakage due to cyber-attacks.

CARING FOR EMPLOYEES

We highly value every employee, considering them our most significant and valuable assets. Consequently, the Group is dedicated to creating an optimal working environment for the staff. The Group is committed to protecting the rights and interests of employees and complying with employment-related laws and regulations, including but not limited to the Labour Law of the People's Republic of China, Labour Contract Law of the People's Republic of China, Social Insurance Law of the People's Republic of China and Employment Ordinance (Cap. 57 of the Laws of Hong Kong).

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in relation to compensation and dismissal, recruitment, and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare that have a significant impact on the Group.

客戶隱私保護

在運營過程中，本集團的員工經常需要接觸客戶和患者的信息。但在任何情況下，員工都不可將客戶及病人的資料向任何人披露。本集團的電腦系統已對個人資料設定存取權限，以防止未有授權的人員讀取受限制資訊。本集團電腦系統亦會定期進行更新，避免受到網絡攻擊令資料外洩。

關愛員工

我們高度重視每一位員工，認為他們是我們最重要和最寶貴的資產。因此，本集團致力於為員工創造最佳的工作環境。本集團致力保障員工權益並遵守與僱傭相關的法律法規，包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》及香港法例第57章《僱傭條例》。

報告期間，本集團並不知悉任何嚴重違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視、以及其他待遇及福利的法律及規例，而對本集團產生重大影響的事宜。

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Employee Overview

As at 31 March 2024, the Group employed a total of 193 (2022/23: 202) employees, except for one part-time employee, all others are full-time employees. The distribution of employees by gender, age group and geographical region is as follows:

員工概覽

於二零二四年三月三十一日，本集團一共聘用193位員工（2022/23年度：202位），除了一位兼職員工外，均為全職員工。以下列表詳細列明按性別、年齡組別及地區劃分的員工分佈：

Total Workforce 員工總數	Unit 單位	2023/24 二零二三/ 二四年度	2022/23 二零二二/ 二三年度
By gender 按性別劃分			
Male 男性	person(s) 人	49	52
Female 女性	person(s) 人	144	150
By age group 按年齡組別劃分			
Below 30 30歲以下	person(s) 人	96	97
30-40 30-40歲	person(s) 人	51	49
41-50 41-50歲	person(s) 人	30	36
51-60 51-60歲	person(s) 人	10	15
Above 60 60歲以上	person(s) 人	6	5
By geographical region 按地區劃分			
Mainland China 中國內地	person(s) 人	187	192
Hong Kong 香港	person(s) 人	6	10

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During the Reporting Period, the total turnover rate is 28% (2022/23: 17%), which the distribution of employee turnover rate by gender, age group and geographical region is as follows:

報告期間，僱員的總流失比率為28%（2022/23年度：17%），以下為按性別、年齡組別及地區劃分的僱員流失比率：

Employee Turnover Rate 員工流失率	Unit 單位	2023/24 二零二三/ 二四年度	2022/23 二零二二/ 二三年度
By gender			
按性別劃分			
Male 男性	percentage 百分比	22	19
Female 女性	percentage 百分比	31	17
By age group			
按年齡組別劃分			
Below 30 30歲以下	percentage 百分比	38	15
30-40 30-40歲	percentage 百分比	25	22
41-50 41-50歲	percentage 百分比	10	11
51-60 51-60歲	percentage 百分比	30	33
Above 60 60歲以上	percentage 百分比	0	0
By geographical region			
按地區劃分			
Mainland China 中國內地	percentage 百分比	17	18
Hong Kong 香港	percentage 百分比	29	10
Total turnover rate 總流失比率	percentage 百分比	28	17

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Employment Policy

The Group has developed an extensive employment management system and cultivated a team of highly skilled professionals. The Group signed employment contracts with the employees employed. The contract lists out the terms of employment, as well as the rights and benefits of both parties, including remuneration, probationary period, and termination of employment contract arrangements, to protect the rights and interests of employees. Our employment management system emphasizes the following key areas:

僱傭政策

本集團已建立了完善的僱傭管理系統，並培養了一支高技能的人才團隊。本集團與獲聘之員工簽訂僱傭合約。合約訂明聘用條款，以及雙方的權利與義務，包括薪酬、試用期及終止僱傭合約的安排，以保障員工權益。我們的僱傭管理系統重點強調以下幾個關鍵領域：

Remuneration

薪酬



The remuneration of the Group's employees is determined in accordance with the duties and responsibilities of the relevant staff and the market trend. 本集團僱員薪酬按相關員工職責及整體市場趨勢釐定。

Working Hours and Leaves

工作時間及假期



The Employee Handbook sets out the employee's working day and overtime work arrangements. Employees can enjoy paid annual leave, marriage leave, maternity leave, paternity leave and breastfeeding leave according to their positions.

《員工手冊》列明員工的工作日及超時工作的安排。員工均可按職級享有帶薪年假、婚假、產假、陪產假及哺乳假等。

Recruitment and Promotion

招聘及晉升



Regardless of gender, race, physical disability, marital status, religion, political preference, or sexual orientation, we ensure that all employees receive fair treatment and equal opportunities. Recruitment and promotion of our staff are only based on work performance and capabilities. The Group's Human Resources Department arranges annual performance evaluation for our staff to provide them with performance feedback, as well as to allow employees to understand their own ability and room for improvement. The performance evaluation also provides valuable information to management, helping the Group identify talents for taking leading roles for the Group's future development.

不論性別、種族、肢體傷殘、婚姻狀況、宗教、政見或性取向，我們確保所有員工均能得到公平對待及平等機會。在招聘及晉升的過程，我們只會根據員工的工作表現及能力作評估。本集團的人事部門每年也會為員工進行績效評估，及後給予員工績效反饋意見，讓員工了解自身進步及改善空間。同時，績效評估亦為管理層提供寶貴資料，能為集團挑選出優秀人才，帶領集團未來的發展。

Benefits and Rights 福利及權利



The Group's employees in the PRC participated in defined contribution schemes associated with relevant provincial and municipal governments, under which the Group and the employees in the PRC are required to make monthly contributions to these schemes in accordance with relevant requirements. The Group's subsidiaries in the PRC contribute funds to the pension in accordance with the requirements of the relevant local and municipal governments. The Group has arranged the Hong Kong employees to join the Mandatory Provident Fund Scheme, a defined contribution scheme managed by an independent trustee whereby each of the Group (the employer) and the Hong Kong employees make monthly contributions to the scheme in accordance with relevant legislations.

本集團的中國僱員均參與根據有關省、市政府規定的界定供款計劃，本集團及其中國僱員均須按相關規定每月就該等計劃作出供款。本集團於中國的附屬公司按照有關省、市政府規定繳納養老保險。本集團已安排其香港僱員參與強制性公積金計劃，乃由一獨立信託人管理之定額供款計劃。本集團（僱主）及其香港僱員均須按相關法例每月向該計劃作出供款。

Work Life Balance

The Group highly prioritizes achieving a healthy work-life balance. Furthermore, the Group regularly organizes a variety of staff activities to foster social interaction, build stronger relationships, and help alleviate stress among employees.

平衡工作與生活

本集團高度重視實現工作與生活的平衡。此外，本集團定期組織各類員工活動，以促進社交互動，建立更緊密的關係，並幫助員工緩解壓力。

We organized team building activities.
我們組織了團隊建設活動。



We held celebratory events "Doctors' Day" to thank our employees.
我們舉辦了「醫師節」慶祝活動，以感謝我們的員工。



We organized staff birthday parties.
我們組織了員工生日派對。

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Labour Standards

We maintain a zero-tolerance policy towards child and forced labor. The Group adheres strictly to the Provisions on the Prohibition of Using Child Labor and the Law of the People's Republic of China on the Protection of Minors to prevent the employment of underage workers and forced labor. To safeguard against such practices, we implement a comprehensive array of preventive measures.

During recruitment, identity cards are thoroughly verified to ensure applicants meet the legal working age requirements. In addition, confirmation of employment requires approval and review by multiple departments to ensure compliance and minimize the possibility of hiring child labour. In case of child labour or forced labour, we will immediately ask the personnel to stop work and investigate the recruitment process of the Human Resources Department to avoid the same situation in the future.

OCCUPATIONAL SAFETY AND HEALTH

The Group is committed to promote physical health among its employees and places a strong emphasis on both their psychological and physical well-being. Additionally, the Group is committed to providing a safe working environment for its employees. Employees are expected to adhere to safety guidelines and prioritize personal hygiene. We formulated safety and health policies in accordance with relevant laws and regulations, including but not limited to the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases.

勞工準則

我們對童工及強制勞工持「零」容忍的態度。本集團嚴格遵守《禁止使用童工規定》及《中華人民共和國未成年人保護法》等法律及法規，以防止童工及強制勞工的情況發生。為防範此類行為，我們實施了一系列全面的預防措施。

在招聘過程中，我們會徹底核實應徵者的身份證，以確保應聘者符合法定工作年齡要求。本集團會在招聘時查閱應徵者身份證明文件，以確保員工符合法定上班年齡。同時，確認僱用的程序亦需要經過多個部門審批及覆核，以確保員工符合招聘要求，將聘用到童工的可能性減至最低。假如發現童工或強制勞工，我們會立刻將涉事人員帶離工作場所，並查核人事部的招聘流程漏洞，避免將來出現同樣情況。

職業安全與健康

本集團致力於促進員工的身體健康，並高度重視他們的心理和身體上的福祉。同時，我們亦竭盡所能為員工提供安全的工作環境。員工需要時刻遵守安全工作指引及注重個人衛生。我們根據相關法律及法規制定安全及健康政策，包括但不限於《中華人民共和國職業病防治法》。

The Group's work-related injury rate and work-related mortality rate remained at zero. The number of working days due to work-related injuries is zero during the Reporting Period. The Group did not have any work-related fatalities in the past three years (including the Reporting Period). During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in relation to provide a safe working environment and protecting employees from occupational hazards that have a significant impact on the Group.

本集團的工傷率及因工死亡率維持為零。本集團於報告期間並無因工傷損失工作日數，於過去三年內（包括報告期間）亦沒有發生因工死亡個案。報告期間，本集團並不知悉任何嚴重違反有關提供安全工作環境及保障僱員避免職業性危害的法律及規例，而對本集團產生重大影響的事宜。

Health and Safety Measures

健康與安全措施

- Provide fire and emergency drill for employees;
為員工提供消防及應急演練；
- In case staff are involved with tasks which may be potentially hazardous, appropriate instruments and suitable safety equipment are provided to the employees;
為涉及參與潛在危險工作的員工提供適當工具及安全設備；
- Physical examinations are arranged annually by the Group. In case of any abnormal health conditions are identified, follow-up actions will be taken, and internal transfers may be performed where applicable to reduce further exposure to incompatible work environments;
每年為員工安排身體檢查，並按需要進行內部崗位調整，減低因工作環境而出現的健康風險；
- Offices are designed with the ergonomics consideration to reduce the likelihood of occupational injuries; and
辦公室採用人體工學原理設計，減低造成工傷的可能性；及
- Provide refreshments to staff during summer period to reduce the risk of heat stroke.
夏天時會為員工提供茶點，減低天熱中暑的風險。

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EMPLOYEE DEVELOPMENT AND TRAINING

The Group emphasizes the importance of staff training and development for sustainable business growth. We actively encourage employees to pursue ongoing education and training to acquire new knowledge and expand their skillsets into new areas. An annual training plan has been developed to provide diverse internal and external training opportunities to enhance employees' professional knowledge and personal skills.

Given the frequent revisions of government policies and regulations concerning medications, the Group offers subsidies for employees to continuously update their professional knowledge. Upon completion of the training courses, reviews are performed in effort to further optimize future in-house training programs. We also provide further education opportunities to our nursing team as we arranged them to attend training in hospitals in the top-3 tiers.

An induction training program is provided to all new recruits to facilitate their understanding of the Group. The training program covers the Group's history, operating philosophy, business process and corporate culture. Since the specifics of tasks and situations encountered during daily work cannot be taught comprehensively in a classroom environment, experienced staff are arranged to guide new employees and provide them with guidance daily to adapt to the job position smoothly.

員工發展與培訓

本集團強調員工培訓和發展對於可持續業務增長的重要性。我們積極鼓勵員工持續進行培訓及進修，學習新知識及拓展新領域。我們已制定年度培訓計劃，提供多樣的內部和外部培訓機會，以提升員工的專業知識和個人技能。

鑒於政府對藥品的政策和法規經常修訂，本集團為員工提供補貼，以便他們持續更新專業知識。完成培訓課程後，我們會進行內部檢討，以進一步完善日後內部培訓課程。我們亦為護理團隊提供到三級甲等醫院進行培訓的機會。

我們為所有新入職員工提供入職培訓計劃，以幫助他們了解本集團。培訓課程涵蓋本集團歷史、營運理念、業務程序及企業文化。由於在課堂環境中未能全面教授日常工作中遇上的工作及環境特殊情況，我們安排資深員工指導新員工，每日為彼等提供指引，讓彼等順利適應工作崗位。



Job training section for all nurses.
為所有護士提供職業培訓課程



Health Insurance training for employees.
為員工提供醫保政策培訓

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During the Reporting Period, training data by gender and employee category is as follows:

報告期間，按性別及僱員類別劃分的培訓數據如下：

Employee Training 僱員培訓	Unit 單位	2023/24 二零二三/ 二四年度	2022/23 二零二二/ 二三年度
Percentage of employee trained 受訓員工百分比			
By gender 按性別劃分			
Male 男性	percentage 百分比	73	60
Female 女性	percentage 百分比	88	92
By employee category 按僱員類別劃分			
Senior Management 高級管理層	percentage 百分比	57	33
Middle Management 中級管理層	percentage 百分比	57	81
General staff 一般員工	percentage 百分比	88	88
Average training hours completed per employee 每名員工受訓的平均時數			
By gender 按性別劃分			
Male 男性	hour(s) 小時	13	13 ³
Female 女性	hour(s) 小時	11	14 ³
By employee category 按僱員類別劃分			
Senior Management 高級管理層	hour(s) 小時	19	17 ³
Middle Management 中級管理層	hour(s) 小時	12	17 ³
General staff 一般員工	hour(s) 小時	11	13 ³

Note 3: To optimize the comparison of data between 2023 and 2024, the 2023 data of these item were restated.

備註3：為了更有效地比較2023年和2024年的數據，這些項目的2023年數據已重新表述。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL PROTECTION

The Group is a socially and environmentally responsible corporation that acknowledges the importance of environmental protection during business development. The Group is dedicated to promoting the development of a green cycle that encompasses the environment, society, and economy. The Group remains committed to minimizing any negative environmental impact resulting from its operations, even though its business activities do not significantly affect the environment or natural resources.

The Group strive to comply with laws and regulations related to environmental protection, including but not limited to the Atmospheric Pollution Prevention and Control Law of the People's Republic of China, Water Pollution Prevention and Control Law of the People's Republic of China, Law of the People's Republic of China on Environmental Impact Assessment, Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes, Environmental Protection Law of the People's Republic of China, Regulations on the Administration of Medical Wastes, Measures for Medical Wastes Management of Medical and Health Institutions, Air Pollution Control Ordinance (Cap. 311 of the Law of Hong Kong) and Waste Disposal Ordinance (Cap. 354 of the Law of Hong Kong).

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in relation to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that have a significant impact on the Group.

環境保護

本集團是一家具有社會和環境責任感的企業，明白到在業務發展過程中環境保護的重要性。本集團致力於推動環境、社會及經濟的綠色循環發展。儘管本集團的業務活動對環境或自然資源沒有重大影響，但本集團仍致力於將業務運營中可能對環境造成的任何負面影響降至最低。

本集團致力遵守與環境保護相關的法律法規，包括但不限於《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》、《中華人民共和國環境影響評價法》、《中華人民共和國固體廢棄物污染環境防治法》、《中華人民共和國環境保護法》、《醫療廢棄物管理條例》、《醫療衛生機構醫療廢棄物管理辦法》、香港法例第311章《空氣污染管制條例》及香港法例第354章《廢棄物處置條例》。

報告期間，本集團並不知悉其他嚴重違反有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生的法律及規例，而對本集團產生重大影響的事宜。

Combatting Climate Change

With the international community increasingly focused on climate change, the Group acknowledges the risks this global issue poses to our business operations. The effects of climate change have resulted in more frequent occurrences of extreme weather events.

In the pharmaceutical wholesale and distribution sector, more frequent and severe weather events (such as heavy rains and typhoons) could disrupt drug transportation and prolong delivery times to medical institutions. For hemodialysis treatment and consulting business, extreme heat or cold may affect patients who need hemodialysis treatment, for example, it may worsen their physical condition.

The Group has developed policies such as Typhoon Contingency Plan to address the potential threats posed by climate change regarding the possible impacts of these extreme weather conditions. We develop appropriate workflows and measures, including back-up plans, to prevent or mitigate the impacts of climate change on the transport or treatment of medicines. In addition, we have developed extreme weather management measures to address more frequent extreme weather events due to climate change. For instance, our Employee Handbook details specific work protocols for different typhoon and rainstorm conditions, ensuring employee safety while sustaining business operations.

As a responsible company, we are also committed to reducing wastes and greenhouse gas emissions from our business, providing energy management and efficiency improvement of energy consumption equipment, thereby reducing greenhouse gas and exhaust emissions.

應對氣候變化

隨著國際社會越來越關注氣候變化問題，本集團認識到這一全球性問題對我們業務運營帶來的風險。氣候變化導致極端天氣事件頻繁發生。

在藥品批發和分銷領域，更頻繁和嚴重的天氣事件(如暴雨和颱風)可能會中斷藥品運輸，延長向醫療機構交付的時間。於血液透析治療及諮詢業務，極端炎熱或寒冷可能會對需要進行血液透析治療的病人造成影響，例如有可能令其身體情況惡化。

對於以上極端天氣可能造成的影響，本集團已制定一系列政策如《颱風應急預案》以應對氣候變化所帶來的潛在威脅。我們制定合適的工作流程及措施，包括後備方案，以預防或減少氣候變化對於藥物運輸或治療的影響。此外，我們制定極端天氣管理方案以應對因氣候變化導致的更頻繁的極端天氣事件。例如，我們的員工手冊詳細列出了針對不同颱風和暴雨情況的具體工作方案，以確保員工安全並維持業務運營。

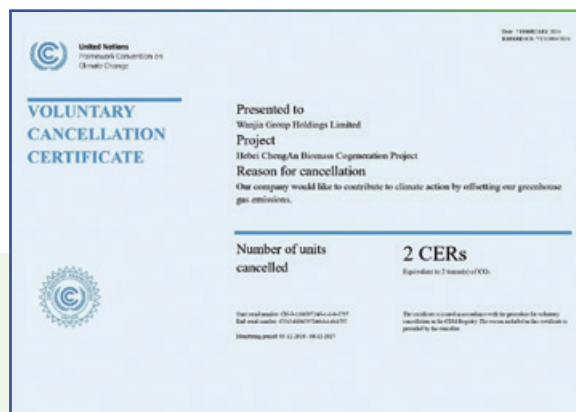
作為負責任的企業，我們亦致力減少業務所排放的廢棄物及溫室氣體，提供能耗設備的能源管理與效率提升，從而減少溫室氣體及廢氣的排放量。

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During the Reporting Period, we also utilized carbon offsets to achieve the above goals. The carbon offset project we have utilised is the Hebei ChengAn Biomass Cogeneration Project (Project ID: 3797) from the United Nations Clean Development Mechanism (“CDM”), which focuses on generating electricity by utilising local straw from cotton. The electricity generated from this project is sold to the Hebei Provincial Power Grid, replacing the capacity of coal-fired power plants. The project contributes to greenhouse gas emission reduction, comprehensive utilization of resources, environmental protection, and providing job opportunities and increasing income of local residents. Certified Emission Reductions (CERs) from this project were also used for carbon neutrality at the 19th Asian Games Hangzhou 2022 and the 4th Asian Para Games Hangzhou 2022.

報告期間，我們還利用碳抵消來實現上述目標。我們使用的碳抵消項目是聯合國清潔發展機制（「CDM」）的河北成安生物質熱電聯產項目（項目編號：3797），該項目專注於利用當地棉花秸稈發電，所產生的電力出售給河北省電網，替代了燃煤電廠的發電能力。這個項目有助於減少溫室氣體排放、綜合利用資源、保護環境，及為當地居民提供了就業機會和增加收入。該項目的核證減排量(CERs)也被用於二零二二年第十九屆杭州亞運會和二零二二年杭州亞殘運會中的碳中和。

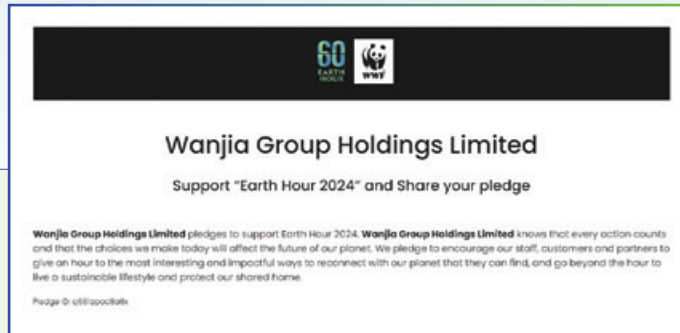


Carbon Offsets Certificate issued by UNFCCC
由聯合國氣候變化框架公約(UNFCCC)發行的
碳抵消證書

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

During the reporting period, we participated in “Earth Hour 2024” organized by the World Wide Fund for Nature (WWF), turning off non-essential lights and electrical appliances for one hour, changing personal habits, and supporting sustainable lifestyles.

在報告期內，我們參加了由世界自然基金會 (WWF)組織的“2024地球一小時”活動，關閉非必要的燈光和電器一小時，改變個人習慣，支持可持續的生活方式。



Notification from WWF after joining Earth Hour 2024
來自WWF的通知證明已參加「2024地球一小時」

Air Pollutants and Greenhouse Gas (“GHG”) Management

During the Reporting Period, the Group’s greenhouse gas emissions primarily stem from electricity consumption at our pharmaceutical storage warehouse and hemodialysis centers. All warehouse and hemodialysis treatment centers are equipped with environmental control measures that regulate temperature and humidity in accordance with seasonal changes, ensuring the quality of the medicine stored within these premises.

廢氣及溫室氣體管理

報告期間，本集團的溫室氣體排放主要來自於我們藥品存儲倉庫和血液透析中心的電力消耗。每個倉庫及血液透析治療中心都有對應的環境控制措施，並且會根據季節控制室內溫度及濕度，確保處所內所持藥物的品質。

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The Group's logistics department oversees goods delivery, resulting in fossil fuel consumption and greenhouse gas emissions. Acknowledging the potential environmental impacts of its logistics activities, the Group has optimized the delivery routes taken by its vehicles to minimize fuel consumption and associated emissions. The Group is committed to reducing overall emissions and greenhouse gas output through these measures.

During the Reporting Period, the Group's air pollutants and GHG emissions data are as follows:

本集團的物流部門負責貨物配送，這導致了化石燃料的消耗和溫室氣體的排放。我們為此優化交付車輛採取的運送路線，盡量減低燃料消耗及相關排放。本集團致力於通過這些措施減少總體排放和溫室氣體排放量。

報告期間，本集團的廢氣及溫室氣體排放數據如下：

Types of Emission 排放類別	Unit 單位	2023/24 二零二三/ 二四年度	2022/23 二零二二/ 二三年度
Air pollutants			
廢氣排放¹			
Nitrogen oxides (NOx) 氮氧化物	kg 公斤	12.14	66.77
Sulphur oxides (SOx) 硫氧化物	kg 公斤	0.29	0.34
Particulate matters (PM) 顆粒物	kg 公斤	0.80	5.53
Greenhouse gas emission¹			
溫室氣體排放			
Scope 1 – Direct emissions 範圍1 – 直接排放	Tonnes CO ₂ equivalent 公噸二氧化碳當量	55.77	64.46
Scope 2 – Energy indirect emissions 範圍2 – 能源間接排放	Tonnes CO ₂ equivalent 公噸二氧化碳當量	634.31	641.76 ³
Total GHG emission 總溫室氣體排放量	Tonnes CO ₂ equivalent 公噸二氧化碳當量	690.08	706.22 ³
Intensity 密度	Tonnes CO ₂ equivalent/ thousand HK\$ revenue 公噸二氧化碳當量/千港元收益	0.00 ²	0.00 ²

Note 1: Greenhouse gas emissions are calculated in the unit of carbon dioxide equivalent.

備註1：溫室氣體排放數據以二氧化碳當量表示。

Note 2: The actual value is 0.004.

備註2：實際數字為0.004。

Note 3: To optimize the comparison of data between 2023 and 2024, the 2023 data of these item were restated.

備註3：為了更有效地比較2023年和2024年的數據，這些項目的2023年數據已重新表述。

Sustainable Energy Consumption

The Group is devoted to implementing energy-saving initiatives aimed at improving energy efficiency and reducing consumption. During the Reporting Period, we participated in Earth Hour organized by the World Wildlife Fund to support energy reduction and combatting climate change.

善用資源

本集團致力於實施節能措施，以提高能源效率並減少能源消耗。報告期間，我們參與了由世界自然基金會組織的「地球一小時」活動，以支持減少能源及應對氣候變化。

In addition, our internal energy-saving measures include:

此外，我們的內部節能措施包括：



Switch off electrical devices when they will not be in use for an extended period
離開座位時需要關閉電子設備及閒置的電器



Arrange inspection by designed personnel to ensure electrical equipment and lighting are switched off during non-office hours
安排制定人員巡查，確保電器設備及照明在非辦公時間時保持關閉



Use energy efficient equipment
使用節能設備



Promote energy saving practices including green commuting, carpooling through employee handbook
透過員工手冊向各員工推廣節能實踐，包括採用綠色出行的做法，例如拼車



Limit the use of air conditioning by setting the facilities to 26 degree Celsius
限制夏天冷氣使用，將冷氣設置為攝氏26度

Environmental, Social and Governance Report

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During the Reporting Period, the Group's energy consumption data is as follows:

報告期間，我們的能源消耗數據如下：

Types 類別	Unit 單位	2023/24 二零二三/ 二四年度	2022/23 二零二二/ 二三年度
Direct energy			
直接能源			
Petrol consumption 汽油消耗	MWh 千個千瓦時	171.29	191.50
Diesel consumption 柴油消耗	MWh 千個千瓦時	8.65	4.24
Natural gas consumption 天然氣消耗	MWh 千個千瓦時	16.82	37.11
Indirect energy			
間接能源			
Purchased electricity 外購電力	MWh 千個千瓦時	1,112.23	1,051.89 ³
Total energy consumption 總能源消耗	MWh 千個千瓦時	1,308.99	1,284.74 ³
Intensity 密度	MWh/thousand HK\$ revenue 千個千瓦時／千港元收益	0.01	0.01

Waste Management

The Group is devoted to executing waste reduction strategies at the source and ensuring the proper disposal of all waste to minimize environmental and ecosystem impacts. To achieve this goal, the Group has established waste management procedures that outline the proper classification and disposal of waste generated during daily operations.

廢棄物處理

本集團致力於執行源頭減廢策略，並確保所有廢物的妥善處理，以盡量減少對環境和生態系統的影響。為實現這一目標，本集團已建立廢棄物管理程序，列明日常運營中產生的廢棄物的正確分類及處置。

Note 3: To optimize the comparison of data between 2023 and 2024, the 2023 data of these items were restated.

備註3：為了更有效地比較2023年和2024年的數據，這些項目的2023年數據已重新表述。

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For hazardous waste, the Group returns medicines requiring disposal to the supplier or delivers them to government-designated medical waste contractors, in accordance with our Loss Reporting and Destruction Policy. During the Reporting Period, the Group did not encounter any material cases where goods required return to the supplier due to defects nor generated any hazardous. For non-hazardous waste, we support waste reduction at source and actively upgrade its electronic office system, such as enterprise resource planning system to enhance communication among employees and reduce the use of paper for information dissemination. We promote recycling and have implemented specific waste recycling procedures:

對於有害廢棄物，本集團根據《報損與銷毀管理制度》將需處理的藥品退還給供應商或交付給政府指定的醫療廢物承辦商。報告期間，本集團未有遇到任何貨品因有缺陷而需退回供應商或以有害廢棄物形式處理的情況。在無害廢棄物方面，我們支持源頭減廢，積極更新電子辦公系統，例如企業資源計劃系統。此系統能加強員工之間的溝通，更可以減少使用紙質方式傳遞訊息。我們提倡循環再用，並實施了具體的廢物回收程序。



Classification 分類

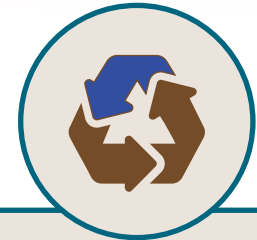
Sperate general waste in the office and provide waste classification facilities at different locations

將辦公室一般廢物分類，並於處所不同位置提供廢棄物分類設施



Collection 收集

Collect classified waste regularly
定時將分類後的廢物集中收集



Recycling 回收

Utilize local recycling facilities to recycle generated wastes

利用當地的回收設施回收所產生的廢棄物

Beyond hazardous and non-hazardous waste, the hemodialysis process generates substantial medical wastewater. The Group strictly adheres to the laws and regulations in relation to medical sewage discharge to dispose of such wastewater, through collecting it in a sewage tank, and discharge it to municipal sewage pipes after biochemical treatment and chlorine dioxide disinfection to make sure the sewages are upon reaching water quality standards. Throughout the Reporting Period, we diligently monitored the wastewater and performed sampling tests to confirm the absence of intestinal infectious bacteria.

除了有害及無害的廢棄物，血液透析過程還會產生大量的醫療廢水。本集團嚴格遵從醫療污水排放的相關法律及法規處理這些廢水，統一收集到污水池，經過生化處理及二氧化氯消毒並且水質達標後會排放到市政污水管道。報告期間，我們嚴格監測廢水並進行取樣測試，確認無腸道傳染性細菌。

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During the Reporting Period, the Group's waste produced is as follows:

報告期間，本集團的廢棄物數據如下：

Types of waste 廢棄物種類	Unit 單位	2023/24 二零二三/ 二四年度	2022/23 二零二二/ 二三年度
Hazardous waste 有害廢棄物			
Total 總量	Tonnes 公噸	20.55	63.63
Intensity 密度	Kg/thousand HK\$ revenue 公斤／千港元收益	0.11	0.37
Non-hazardous waste 無害廢棄物			
Total 總量	Tonnes 公噸	13.53	6.85
Intensity 密度	Kg/thousand HK\$ revenue 公斤／千港元收益	0.07	0.04
Wastewater 污水			
Total 總量	m ³ 立方米	1,001.64	860.24

Water Conservation

The Group's business does not significantly involve water use, and we have not faced any issues in sourcing suitable water. The Group's primary source of water consumption is the daily usage by its employees. To promote water conservation and improve water efficiency, the Group has included internal water usage guidelines in its Employee Handbook and strives to integrate water conservation into its operations. Furthermore, the Group has strategically placed reminders in restrooms to motivate employees to embrace responsible water usage practices. During the Reporting Period, the Group's data on water consumption is as follows:

Water Consumption 水資源消耗	Unit 單位	2023/24 二零二三/ 二四年度	2022/23 二零二二/ 二三年度
Total 總量	m ³ 立方米	57,176.00	50,560.30
Intensity 密度	m ³ /thousand HK\$ revenue 立方米／千港元收益	0.32	0.29

節約水資源

本集團的業務並不涉及大量用水，我們在獲取適用水源方面也未遇到任何問題。本集團主要的用水來源來自員工日常用水。為促進節水及提高用水效益，本集團已將內部用水指引納入《員工手冊》，並致力將節水融入營運中。此外，本集團亦在洗手間張貼提醒，以激勵員工採用負責任的用水行為。報告期間，本集團使用水資源的數據如下：

Reducing Packaging Material

The Group consumes packaging materials for the delivery of pharmaceutical goods to its customers. We try to avoid providing plastic bags to our customers to limit the use of plastic bags. During the Reporting Period, the Group's consumption of packaging materials is as follows:

Packaging Material 包裝物料消耗	Unit 單位	2023/24 二零二三/ 二四年度	2022/23 二零二二/ 二三年度
Total 總量	Tonnes 公噸	132.00	122.05
Intensity 密度	Kg/thousand HK\$ revenue 公斤／千港元收益	0.73	0.70

減少包裝材料

本集團消耗包裝材料來自於交付藥品予客戶，主要有紙、塑膠及玻璃等。我們盡量避免向客戶提供塑料袋，以減少塑膠使用量。報告期間，本集團的包裝物料消耗量如下：

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COMMUNITY INVESTMENT

The Group is committed to serving its customers with dedication while also prioritizing community welfare. As a company that provides hemodialysis treatment and consultancy service business in the PRC, we focus on promoting health activities and promoting the message of kidney health caring in the community. Our efforts to help the local community were not only demonstrated by the provision of health care services but also the participation in charity events. On March 22, we also responded to the “Skip Lunch Day” organized by The Community Chest of Hong Kong, encouraging employees to donate their lunch money to the Community Chest to raise funds for services for Street Sleepers, Residents in Cage Homes and Cubicles.

社區投資

本集團致力於以奉獻精神服務客戶，同時優先考慮社區福祉。作為一所於國內提供血液透析治療及諮詢業務的企業，我們專注於在社區推廣健康活動，宣揚關注腎臟健康的訊息。我們幫助當地社區的努力不僅體現在提供醫療服務上，還參與了慈善活動。3月22日，我們響應了香港公益金舉辦的「公益行善「折」食日」，鼓勵員工將午餐錢捐給公益金，以籌集資金為露宿者、籠屋及板間房居民提供服務。



Poster for Skip Lunch Day 2024
2024年「公益行善「折」食日」海報

Looking ahead, the Group eagerly anticipates making even greater contributions to the community. We strive to use the resources to support people in need and promote healthy living.

展望未來，本集團熱切期望為社區做出更大的貢獻。努力利用自身資源支援有需要人士及推廣健康生活。

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Mandatory Disclosure Requirement 強制披露規定		
Governance Structure 管治架構	<p>A Statement from the board containing the following elements:</p> <ul style="list-style-type: none"> (i) disclosure of the board's oversight of ESG issues. (ii) the board's ESG management approach and strategy, including the process used to evaluate, prioritize and manage material ESG-related issues (including risks to the issuer's business); and (iii) how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's business <p>由董事會發出的聲明，當中載有下列內容：</p> <ul style="list-style-type: none"> (i) 披露董事會對環境、社會及管治事宜的監管； (ii) 董事會的環境、社會及管治管理方針及策略，包括評估、優次排列及管理重要的環境、社會及管治相關事宜（包括對發行人業務的風險的過程；及 (iii) 董事會如何按環境、社會及管治相關目標檢討進度、並解釋它們如何與發行人業務有關連。 	Sustainable Governance 可持續發展管治
Reporting Principles 匯報原則	<p>A description of, or an explanation on, the application of the Reporting Principles (materiality, quantitative, and consistency) in the preparation of the ESG Report</p> <p>描述或解釋在編備環境、社會及管治報告時如何應用匯報原則（重要性、量化和一致性）。</p>	Reporting Principles 報告原則
Reporting Boundary 匯報範圍	<p>A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report.</p> <p>解釋環境、社會及管治報告的匯報範圍，及描述挑選哪些實體或業務納入環境、社會及管治報告的過程。</p>	Reporting Period and Scope 報告期間及範圍

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“Comply or explain” Provisions 「不遵守就解釋」條文		
A. Environment 環境		
Aspect A1: Emissions A1排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Environmental Protection 環境保護
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Air Pollutants and Greenhouse Gas (“GHG”) Management 廢氣及溫室氣體管理

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Aspect A1: Emissions – continued A1 排放物—續		
KPI A1.2 關鍵績效指標A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity. 直接(範圍1)及能源間接(範圍2)溫室氣體總排放量(以噸計算)及(如適用)密度。	Air Pollutants and Greenhouse Gas (“ GHG ”) Management 廢氣及溫室氣體管理
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (tonnes) and where appropriate, intensity. 所產生有害廢棄物總量(以噸計算)及(如適用)密度。	Waste Management 廢棄物管理
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity. 所產生無害廢棄物總量(以噸計算)及(如適用)密度。	Waste Management 廢棄物管理
KPI A1.5 關鍵績效指標A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	Air Pollutants and Greenhouse Gas (“ GHG ”) Management 廢氣及溫室氣體管理
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	Waste Management 廢棄物管理

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Aspect A2: Use of Resources A2資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water, and other raw materials. 有效使用資源 (包括能源、水及其他原材料) 的政策。	Environmental Protection 環境保護
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type in total (Kwh in '000s) and intensity. 按類型劃分的直接及或間接能源總耗量 (以千個千瓦時計算) 及密度。	Sustainable Energy Consumption 善用資源
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity. 總耗水量及密度。	Water Conservation 節約水資源
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Sustainable Energy Consumption 善用資源
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s), and steps taken to achieve them. 描述求取適用水源上可有任何問題, 以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Water Conservation 節約水資源
KPI A2.5 關鍵績效指標A2.5	Total packing material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量 (以噸計算) 及 (如適用) 每生產單位佔量。	Reducing Packaging Materials 減少包裝材料

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Aspect A3: The Environment and Natural Resources A3環境及天然資源		
General Disclosure 一般披露	Policies on minimizing the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Environmental Protection 環境保護
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Environmental Protection 環境保護
Aspect A4: Climate Change A4氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 對發行人產生影響的重大氣候相關事宜的政策。	Combatting Climate Change 應對氣候變化
KPI A4.1 關鍵績效指標A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述以及及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Combatting Climate Change 應對氣候變化

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B. Society 社會		
Employment and Labor Practices 僱傭及勞工常規		
Aspect B1: Employment B1僱傭		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Caring for Employees 關愛員工
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Employee Overview 員工概覽
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Employee Overview 員工概覽

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Aspect B2: Health and Safety B2健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Occupational Safety and Health 職業安全與健康
KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括匯報年度)每年因工亡故的人數及比率。	Occupational Safety and Health 職業安全與健康
KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury. 因工傷損失工作日數。	Occupational Safety and Health 職業安全與健康
KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Occupational Safety and Health 職業安全與健康

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Aspect B3: Development and Training B3發展及培訓		
General Disclosure 一般披露	The percentage of employees trained by gender and employee category 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Employee Development and Training 員工發展與培訓
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。	Employee Development and Training 員工發展與培訓
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Employee Development and Training 員工發展與培訓

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Aspect B4: Labour Standards B4勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour Standard 勞工準則
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labour Standard 勞工準則
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Labour Standard 勞工準則

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Aspect B5: Supply Chain Management B5供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supplier Management 供應商管理
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supplier Management 供應商管理
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及有關慣例的執行及監察方法。	Supplier Management 供應商管理
KPI B5.3 關鍵績效指標B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Supplier Management 供應商管理
KPI B5.4 關鍵績效指標B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supplier Management 供應商管理

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Aspect B6: Product Responsibility B6產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Operating Practices 營運慣例
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product and Service Quality 產品及服務質量
KPI B6.2 關鍵績效指標B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	After-sales Service and Complaint Management 售後服務及投訴管理
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Operating Practices 營運慣例

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Aspect B6: Product Responsibility – continued B6產品責任—續		
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Product and Service Quality 產品及服務質量
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Customer Privacy Protection 客戶私隱保護
Aspect B7: Anti-corruption B7反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Business Ethics 商業道德
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Business Ethics 商業道德

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Aspect B7: Anti-corruption – continued B7反貪污—續		
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Business Ethics 商業道德
KPI B7.3 關鍵績效指標B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	Business Ethics 商業道德
Aspect B8: Community Investment B8社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution. 專注貢獻範疇。	Community Investment 社區投資
KPI B8.2 關鍵績效指標B8.2	Resources contributed to the focus areas. 在專注範疇所動用資源。	Community Investment 社區投資

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE PRACTICES

Wanjia Group Holdings Limited (the “**Company**”) acknowledges the need and importance of corporate governance as one of the key elements in creating shareholders’ value. The Company is also committed to achieving high standard of corporate governance that can properly protect and promote the interests of all shareholders and to enhance corporate value, accountability and transparency of the Company.

The Company strived to maintain a high standard of corporate governance and complied with the Corporate Governance Code (the “**CG Code**”) as stated in Appendix 14 of the Rules Governing the Listing Securities on Main Board (the “**Listing Rules**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company has adopted the code provisions in the CG Code as its own code of corporate governance, save as the deviation from the code provision C.2.1. The roles of Chairman and Chief Executive Officer should be separate pursuant to code provision C.2.1 as disclosed in the section “Chairman and Chief Executive Officer”. The board of directors (the “**Board**”) considers that the Company was in compliance with all applicable code provisions set out in the CG Code from 11 October 2013, being the date of listing of the Company, to the date of this report.

COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “**Model Code**”) since 11 October 2013, being the date of listing of the Company, up to the date of this report.

The Company has adopted the Model Code as its model code for securities transactions by Directors. The Company, having made specific enquiry, has confirmed with the Directors that they have complied with the required standard set out in the Model Code and its code of conduct regarding Directors’ securities transactions.

企業管治常規

萬嘉集團控股有限公司（「**本公司**」）確信企業管治為創造股東價值之必要及重要元素之一。本公司亦努力達致高水平之企業管治，以妥為保障及提升全體股東利益，同時提高本公司之企業價值、問責性及透明度。

本公司致力維持高標準之企業管治並遵守香港聯合交易所有限公司（「**聯交所**」）主板證券上市規則（「**上市規則**」）附錄十四所訂明之企業管治守則（「**企業管治守則**」）。

本公司已採納企業管治守則內之守則條文作為其本身之企業管治守則，惟偏離守則條文第C.2.1條除外。根據守則條文第C.2.1條主席及行政總裁之角色應予以區分（如「主席及行政總裁」一節所披露）。董事會（「**董事會**」）認為本公司由二零一三年十月十一日（即本公司上市日期）至本報告日期一直遵守企業管治守則所載之所有適用守則條文。

遵守董事進行證券交易之標準守則

自二零一三年十月十一日（即本公司上市日期）起至本報告日期，本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「**標準守則**」）。

本公司已採納標準守則作為董事進行證券交易之標準守則。本公司經作出具體查詢後已與董事確認，彼等一直遵守標準守則所載規定準則及本公司有關董事進行證券交易之操守守則。

A. THE BOARD OF DIRECTORS

The overall management of the Company's operation is vested in the Board.

The Board takes responsibility to oversee all major matters of the Company, including the formulation and approval of all policy matters, overall strategies, internal control and risk management systems, and monitoring of the performance of the senior management. The directors of the Company ("Directors") make decisions objectively in the interests of the Company. Currently, the Board comprises four Directors, including one executive director, one non-executive director and two independent non-executive directors:

Executive Director

Mr. Wang Jia Jun (*Chief Executive Officer*)

Non-Executive Director

Dr. Xiao Zhixin

Independent Non-Executive Directors

Mr. Wong Hon Kit

Dr. Liu Yongping

Mr. Ho Man, an independent non-executive Director, has resigned from the Company on 30 April 2024 to devote more time in pursuit of his personal career development.

Their biographical details and relationships among the board members, if any, are set out in the section entitled "Biographical Details of Directors and Senior Management" in this annual report.

The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group's businesses to the executive Director, senior management and certain specific responsibilities to the Board committees.

A. 董事會

本公司業務之整體管理由董事會負責。

董事會負責監督本公司所有重大事宜，包括制定及批准所有政策事宜、整體策略、內部監控及風險管理制度，並監察高級管理人員表現。本公司董事（「董事」）須在符合本公司利益之前提下作出客觀決定。目前，董事會由四名董事（包括一名執行董事、一名非執行董事及兩名獨立非執行董事）組成：

執行董事

王佳駿先生 (*行政總裁*)

非執行董事

蕭致信醫生

獨立非執行董事

黃漢傑先生

劉勇平博士

獨立非執行董事何敏先生已於二零二四年四月三十日自本公司辭任，以投放更多時間用於追求個人職涯發展。

彼等之履歷詳情及董事會成員之間之關係（如有）載於本年報「董事及高級管理人員履歷詳情」一節。

董事會將實行日常營運、業務策略及本集團業務管理之權力及責任委派予執行董事、高級管理人員，並將若干特定責任委派予董事會轄下委員會。

Corporate Governance Report

企業管治報告

Training and Support for Directors

The Company encourages the Directors to participate in professional development courses and seminars to develop and refresh their knowledge and skills.

Pursuant to C.1.4 of the CG Code, directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

Effective from 11 October 2013, the date of listing of the Company, up to the date of this report, regulatory updates and relevant materials on amendments of the Listing Rules have been sent to the Directors for their awareness of the latest development on regulatory requirements, to ensure that they are fully aware of the responsibilities and obligations of directors under the Listing Rules and relevant regulatory requirements.

Directors' and Officers' Insurance

The Company has arranged for appropriate liability insurance for the Directors to cover their liabilities arising out of corporate activities. The coverage and the sum insured under the policy are to be reviewed regularly.

B. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. After the former chairman resigned from the Company in 2014, there is no position of the chairman. The company did not have the chairman during the year ended 31 March 2024. The Board considered that the existing Board members were able to share the power and responsibilities of chairman among themselves during the year ended 31 March 2024.

董事培訓及支援

本公司鼓勵董事參與專業發展課程及講座，以發展及更新其知識及技能。

根據企業管治守則第C.1.4條，董事應參與適當持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。

由二零一三年十月十一日（本公司上市日期）起至本報告日期，規管更新及上市規則修訂之相關資料已送交董事，令彼等獲悉規管規定之最新發展，以確保彼等充分明白上市規則規定董事須承擔的責任及義務及相關的監管規定。

董事及高級人員之保險

本公司已安排適當責任保險，供董事應付因公司活動而產生之責任。保單項下的保障範圍和投保金額將會定期檢討。

B. 主席及行政總裁

守則條文第C.2.1條規定，主席與行政總裁之角色應有區分，並不應由同一人兼任。於前任主席於二零一四年辭任本公司職務之後，並無主席之職位。截至二零二四年三月三十一日止年度，本公司並無設有主席職位。董事會認為現有董事會成員能夠於截至二零二四年三月三十一日止年度分擔主席之權力及職責。

Mr. Wang Jia Jun has been appointed as the Chief Executive Officer of the Company since 1 April 2020 and up to the date of the report. The Company will, from time to time, review the effectiveness of the Group's corporate governance structure and consider whether any changes, including the establishment of the role of the chairman, are necessary.

Appointments, Re-election and Removal of Directors

Each of the executive Director, non-executive Director and independent non-executive Directors has entered into a service contract or letter of appointment with the Company for a specific term. Such term is subject to his or her re-appointment by the Company at an annual general meeting upon such Director's retirement and offering himself for re-election.

In accordance with the Bye-laws of the Company, one-third of the Directors who have been longest in office since their last election or re-election are also subject to retirement by rotation at the annual general meeting. All retiring Directors are eligible for re-election.

C. INDEPENDENT NON-EXECUTIVE DIRECTORS

Following the resignation of Mr. Ho Man on 30 April 2024, the number of independent non-executive Directors fell below three and the Company fails to meet the requirements of having at least three independent non-executive Directors on the Board under 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). In order to comply with the Listing Rules, the Company will make its best endeavour to identify suitable candidate(s) to fill the casual vacancies on the Board for the position of independent non-executive Director as soon as possible within three months from the effective date of his resignation pursuant to Rule 3.11 of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

王佳駿先生已自二零二零年四月一日起及直至報告日期獲委任為本公司之行政總裁。本公司將不時檢討本集團之企業管治架構之成效，並考慮是否有必要作出任何變動，包括設立主席之職務。

委任、重選及罷免董事

各執行董事、非執行董事及獨立非執行董事均與本公司訂立有特定期限之服務合約或委任書，惟有關期限須受有關董事退任及願意膺選連任時，於股東週年大會上彼等獲本公司重新委任所規限。

根據本公司之公司細則，自上一次選舉或重選以來任期最長之三分之一之董事亦須在股東週年大會上輪值告退。所有退任董事均符合資格膺選連任。

C. 獨立非執行董事

於何敏先生於二零二四年四月三十日辭任後，獨立非執行董事人數少於三人，而本公司未能符合香港聯合交易所有限公司證券上市規則（「上市規則」）第3.10(1)條之董事會須有最少三位獨立非執行董事之規定。為遵守上市規則，本公司將根據上市規則第3.11條於其辭任生效日期起計三個月內盡力物色合適人選以盡快填補董事會獨立非執行董事一職之臨時空缺。本公司將會於適當時候作出進一步公佈。

Corporate Governance Report

企業管治報告

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors to be independent. Each of the independent non-executive Directors has signed a letter of appointment with the Company for a specific term of three years.

D. COMPANY SECRETARY

Pursuant to the requirements of Rule 3.29 of the Listing Rules, the Company Secretary of the Company, Mr. Tam confirmed that he had taken no less than 15 hours of relevant professional training during the year ended 31 March 2024.

E. BOARD COMMITTEES

The Board has established a Nomination and Corporate Governance Committee, an Audit Committee and a Remuneration Committee (collectively “**Board Committees**”) with defined terms of reference. The terms of reference of the Board Committees are posted on the website of the Company and of the Stock Exchange, and are available to shareholders. Members of each of these committees are independent non-executive Directors. The list of the Chairman and of members of each committee is set out in each of the following Board committee section. The meeting procedures follow the statutory procedures for Board meetings.

The committees are provided with sufficient resources to discharge their duties and in appropriate circumstances, the Company can retain external auditors, financial advisors and lawyers and other relevant independent professionals to provide independent professional advice to assist members of the committees in fulfilling their responsibilities.

本公司已收到各獨立非執行董事根據上市規則第3.13條就其身份之獨立性發出之年度確認函。本公司認為所有獨立非執行董事確屬獨立。獨立非執行董事各自已與本公司簽署委任書，特定任期為三年。

D. 公司秘書

根據上市規則第3.29條的規定，本公司之公司秘書譚先生確認於截至二零二四年三月三十一日止年度內已接受不少於十五小時之相關專業培訓。

E. 董事委員會

董事會已成立提名及企業管治委員會、審核委員會及薪酬委員會（統稱「**董事委員會**」），並具有明確職權範圍。董事委員會之職權範圍已於本公司及聯交所網站內刊登，供股東瀏覽。各委員會成員由獨立非執行董事擔任。各委員會主席及成員名單列載於以下各委員會章節內。其會議程序參照董事會會議法定程式執行。

本公司提供充足資源予委員會以履行其職責，且可在適當情況下提供外聘核數師、財務顧問及律師等相關獨立專業人士的獨立專業意見，協助委員會成員履行其責任。

Remuneration Committee

The Remuneration Committee was established on 24 September 2013 with written terms of reference in compliance with Rule 3.25 of the Listing Rule and a copy of which is posted on the website of the Company and of the Stock Exchange. During the financial year, the Company had revised the Terms of Reference for its Remuneration Committee in order to fully comply with the amendments to the Listing Rules in relation to corporate governance that took effect since 1 January 2023. The Remuneration Committee has adopted the approach under code provision B.1.2(c)(ii) of the CG Code and made recommendations to the Board on the Group's overall policy and structure for the remuneration of Directors and senior management. The members of Remuneration Committee for the year and up to the date of this report are:

Mr. Wong Hon Kit (*Chairman*)
Dr. Liu Yongping
Mr. Ho Man
(Resigned on 30 April 2024)
Mr. Wang Jia Jun

The primary duties of the Remuneration Committee include (but without limitation):

- (i) making recommendations to the Board on the policy and structure for all remuneration of the Directors and the senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration;
- (ii) determining the remuneration packages of all individual executive Directors and the senior management and making recommendations to the Board of the remuneration of non-executive Directors; and
- (iii) reviewing and approving compensation payable to the executive Directors and the senior management for any loss or termination of office or appointment to ensure that it is consistent with the relevant contractual terms and is otherwise fair and not excessive.

薪酬委員會

薪酬委員會已於二零一三年九月二十四日成立，並設有符合上市規則第3.25條之書面權責範圍，其文本於本公司及聯交所網站刊登。於本財政年度，本公司已修訂薪酬委員會的職權範圍，以完全符合上市規則自二零二三年一月一日起生效有關企業管治的修訂。薪酬委員會已採納企業管治守則第B.1.2(c)(ii)條，向董事會就本集團董事及高級管理人員之薪酬之整體政策及架構作出建議。年內及直至本報告日期，薪酬委員會之成員為：

黃漢傑先生 (*主席*)
劉勇平博士
何敏先生
(於二零二四年四月三十日辭任)
王佳駿先生

薪酬委員會的主要職責包括（但不限於）：

- (i) 就全體董事及高級管理人員的薪酬政策及架構，以及就建立正規兼具透明度的程序以制訂有關薪酬政策，向董事會提出推薦建議；
- (ii) 釐定全體個別執行董事及高級管理人員的薪酬待遇，並就非執行董事的薪酬向董事會提出推薦建議；及
- (iii) 檢討及批准就執行董事及高級管理人員喪失或被終止職務或委任而向彼等支付的賠償，以確保遵守相關合約條款，且屬公平及不致過多。

Corporate Governance Report

企業管治報告

The role and function of the Remuneration Committee include the determination of specific remuneration package of all executive Directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board of the remuneration of non-executive Directors. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

The Remuneration Committee shall meet once during the financial year. During the meeting, the Remuneration Committee will review the remuneration packages of the executive Directors, independent non-executive Directors and senior management. Regarding details relating to share option schemes reviewed by the remuneration committee, please refer to Share Option Scheme section.

The Remuneration Committee held 3 meetings during the year ended 31 March 2024.

Nomination and Corporate Governance Committee

The Nomination and Corporate Governance Committee was established in 24 September 2013 with written terms of reference in compliance with Rule 3.27A and A.2.1 of Appendix 14 to the Listing Rule and a copy of which is posted on the website of the Company and of the Stock Exchange. The members of Nomination and Corporate Governance Committee for the year and up to the date of this report are:

Mr. Wang Jia Jun (*Chairman*)

Mr. Wong Hon Kit

Dr. Liu Yongping

Mr. Ho Man

(Resigned on 30 April 2024)

薪酬委員會之職責及功能包括釐定所有執行董事之具體薪酬待遇，包括實物福利、退休金權益及補償款項，包括任何就離職或終止委任應付之補償，並就非執行董事之酬金向董事會提出建議。薪酬委員會考慮之因素包括可資比較公司支付之薪金、各董事付出之時間及所負職責、本集團其他職位之僱用條件，以及是否適宜推出與業績掛鈎之酬金等。

薪酬委員會於財政年度內須舉行一次會議。薪酬委員會將於會上審閱執行董事、獨立非執行董事及高級管理人員之薪酬待遇。有關經薪酬委員會審閱的有關購股權計劃的詳情，請參閱購股權計劃一節。

截至二零二四年三月三十一日止年度，薪酬委員會已舉行三次會議。

提名及企業管治委員會

提名及企業管治委員會已於二零一三年九月二十四日成立，並設有符合上市規則第3.27A條及附錄十四第A.2.1條之書面職權範圍，其文本於本公司及聯交所網站刊登。年內及直至本報告日期，提名及企業管治委員會之成員為：

王佳駿先生 (*主席*)

黃漢傑先生

劉勇平博士

何 敏先生

(於二零二四年四月三十日辭任)

The primary duties of the nomination and corporate governance committee include, but are not limited to:

- (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and making recommendations to the Board regarding any proposed changes;
- (b) identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of, individuals nominated for directorship;
- (c) making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman of the Board and the chief executive officer of the Company; and
- (d) keeping the effectiveness of the corporate governance and system of internal controls of the Group.

Amendments of the Company's Articles of Association have been made during the year, please refer to the circular of the Company dated 28 July 2022 for details.

The Nomination and Corporate Governance Committee shall meet once during the financial year. During the meeting, the Nomination and Corporate Governance Committee will review the structure, size and composition (including the skills, knowledge and experience) of the Board and review the arrangement for re-election of all the retiring Directors at the forthcoming general meetings of the Company and the terms of reference of the Nomination and Corporate Governance Committee.

提名及企業管治委員會之主要職責包括但不限於：

- (a) 定期檢討董事會架構、人數及組成（包括技能、知識及經驗），並就任何建議變動向董事會提出建議；
- (b) 物色具合適資格擔任董事會成員之人選，並選擇提名董事之人選或向董事會推薦有關人選之選擇；
- (c) 就董事委任或重新委任及董事（尤其是董事會主席及本公司行政總裁）繼任計劃之有關事宜向董事會提出建議；及
- (d) 維持本集團之企業管治及內部監控系統之有效性。

年內已對本公司之組織章程細則作出修訂，詳情請參閱本公司日期為二零二二年七月二十八日之通函。

提名及企業管治委員會於財政年度內須舉行一次會議。提名及企業管治委員會將於會上檢討董事會之架構、人數及組成（包括技能、知識及經驗），以及檢討於本公司應屆股東大會上所有退任董事的重選安排及提名及企業管治委員會的職權範圍。

Corporate Governance Report 企業管治報告

The Nomination and Corporate Governance Committee has adopted a Board Diversity Policy (“**Policy**”). The Company continuously seeks to enhance the effectiveness of its Board and to maintain the highest standards of corporate governance and recognises and embraces the benefits of diversity in the Board. A diversity of perspectives can be achieved through engaging directors in possession of gender, age, cultural and educational background, ethnicity, professional experience, required experience, skills, knowledge and length of service, etc. The composition, experience and balance of skills of the Board are regularly reviewed to ensure that the Board retains a core of members with longstanding knowledge of the Group alongside new Director(s) appointed from time to time who bring fresh perspectives and diverse experience to the Board. The Board appointments will continue to be made on a merit basis and candidates will be considered against objective criteria, with due regard for the benefits of diversity in the Board. The Board will continue to review the Policy to ensure its continued effectiveness on an annual basis.

As the Board currently comprises 4 male members, the Board considers the need to nominate at least 1 female member into the Board, so as to achieve the board diversity purpose. The Nomination Committee will conduct the selection of right candidate by the end of 2024. We will take initiatives to identify suitable female directors through various channels.

As at 31 March 2024, gender ratio of the workforce is 25% male and 75% female. We will continue to maintain gender diversity among all our staff as the goal and review our policies on employee recruitment and management in a timely manner in accordance with the Company’s business development and needs.

The Nomination and Corporate Governance Committee held 2 meetings during the year ended 31 March 2024.

提名及企業管治委員會已採納一項董事會多元化政策（「**政策**」）。本公司不斷尋求提升其董事會之效率，維持最高標準之企業管治，並明白及擁戴董事會多元化的利益。多元化方面可透過委任擁有性別、年齡、文化及教育背景、種族、專業經驗、所需經驗、技能、知識及服務年限等多項條件之董事達致。董事會之組成、經驗及技能平衡乃經定期檢討，以確保董事會保留對本集團具有長期認識之核心成員外，同時不時委任新任董事以為董事會帶來全新視野及不同經驗。董事會成員的委任將繼續以用人唯賢的準則，根據客觀標準考慮人選，並適當考慮董事會成員多元化的好處。董事會將持續檢討政策以確保其每年持續有效。

由於董事會當前由4名男性成員組成，董事會認為需提名至少1名女性成員加入董事會，以實現董事會多元化目的。提名委員會將於二零二四年底前挑選合適候選人。我們將透過不同渠道主動物色合適女性董事。

於二零二四年三月三十一日，僱員之性別比例為25%男性及75%女性。我們將繼續以保持所有員工的性別多元化為目標並根據本公司的業務發展及需要及時審查有關僱員招聘及管理之政策。

截至二零二四年三月三十一日止年度，提名及企業管治委員會已舉行兩次會議。

Audit Committee

The Audit Committee was established on 24 September 2013 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and a copy of which is posted on the website of the Company and of the Stock Exchange. In order to comply with the amended CG Code, the Board adopted the revised terms of reference of the Audit Committee on 31 December 2018. The members of Audit Committee for the year and up to the date of this report are:

Mr. Wong Hon Kit (*Chairman*)
Dr. Liu Yongping
Mr. Ho Man
(Resigned on 30 April 2024)

All of the committee members are independent non-executive Directors. The primary duties of the Audit Committee include, but are not limited to:

- (a) reviewing and monitoring the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;
- (b) monitoring integrity of financial statements of the Company and the Company's annual report and accounts and the interim report;
- (c) reviewing the Company's financial controls, risk management and internal control systems;
- (d) reporting to the Board on the matters set out in the code provisions as stated in Appendix 14 to the Listing Rules.

The Audit Committee shall hold at least 2 regular meetings in a year to review and discuss the interim and annual financial statements of the Company. Additional meetings of the Audit Committee may be held as and when required.

審核委員會

審核委員會已於二零一三年九月二十四日成立，並設有符合上市規則第3.21條之書面職權範圍，其文本於本公司及聯交所網站刊登。審核委員會之職權範圍已按照經修訂之企業管治守則要求，於二零一八年十二月三十一日由董事會作出修訂及採納。年內及直至本報告日期，審核委員會之成員為：

黃漢傑先生 (*主席*)
劉勇平博士
何敏先生
(於二零二四年四月三十日辭任)

所有委員會成員均為獨立非執行董事。審核委員會之主要職責包括但不限於：

- (a) 根據適用準則審閱及監督外聘核數師之獨立性及客觀性以及核數程序之有效性；
- (b) 監督本公司財務報表及本公司年報及賬目及中期報告之完整性；
- (c) 審閱本公司之財務監控、風險管理及內部監控系統；
- (d) 就上市規則附錄十四所列之守則條文所載之事宜向董事會報告。

審核委員會每年將最少舉行兩次定期會議，以審閱及討論本公司之中期及全年財務報表。審核委員會可於有需要時舉行額外會議。

Corporate Governance Report

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The Audit Committee shall meet with the external auditors at least once a year. The external auditors may request a meeting if they consider necessary.

During the year ended 31 March 2024, the Audit Committee held 3 meetings.

The Audit Committee has reviewed with management accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters for the year ended 31 March 2024. The Group's audited consolidated financial results for the year ended 31 March 2024 were reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures has been made.

The accounts for the year were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited be nominated for appointment as the auditors of the Company at the forthcoming annual general meeting.

Corporate Governance Function

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

- (a) to develop and review an issuer's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the issuer's policies and practices on compliance with legal and regulatory requirements;

審核委員會每年與外聘核數師最少開會一次。外聘核數師可於彼等認為有需要時要求開會。

截至二零二四年三月三十一日止年度，審核委員會已舉行三次會議。

截至二零二四年三月三十一日止年度，審核委員會已與管理層審閱本集團採納之會計原則及常規，並討論內部監控及財務申報事宜。本集團截至二零二四年三月三十一日止年度之經審核綜合財務業績已由審核委員會審閱，其認為有關業績之編製已遵守適用會計準則及規定並作出充足披露。

本年度之賬目經由國衛會計師事務所有限公司審核，其任期將於即將舉行之股東週年大會上屆滿。審核委員會已建議董事會提名國衛會計師事務所有限公司於即將舉行之股東週年大會上獲委任為本公司核數師。

企業管治職能

董事會共同負責履行企業管治職責，包括：

- (a) 制定及檢討發行人的企業管治政策及常規；
- (b) 檢討及監察董事及高層管理人員的培訓及持續專業發展；
- (c) 檢討及監察發行人在遵守法律及監管規定方面的政策及常規；

- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the issuer's compliance with the Code and disclosure in the Corporate Governance Report.

Under the Company's Code, the Board may delegate part of the above duties to the Company's board committees. During the financial year ended 31 March 2024, the Board has, on its own and through the Nomination and Corporate Governance Committee and Audit Committee, fulfilled the above corporate governance duties. The Nomination and Corporate Governance Committee assisted the Board to review and monitor the training and continuous professional development of the Directors and the senior management. The Audit Committee assisted the Board to review the Company's compliance with the Code and disclosure in the Corporate Governance Report and the policy on compliance with legal and regulatory requirements.

F. NUMBER OF MEETINGS AND DIRECTORS' ATTENDANCE

CG Code provision C.5.1 prescribes that at least 4 regular Board meetings should be held each year at approximately quarterly intervals with active participation of a majority of the Directors, either in person or through other electronic means of communication.

During the year ended 31 March 2024, the Board has held 9 meetings. One executive Director and all independent non-executive Directors attended all the meetings. The non-executive Director has attended 7 out of the 9 Board meetings.

All members of the Board and the Company's external auditors attended the 2023 annual general meeting ("2023 AGM").

- (d) 制定、檢討及監督適用於僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討發行人遵守守則的情況及於企業管治報告內作出披露。

根據本公司守則，董事會可授權部分上述職責予本公司董事會轄下的委員會。於截至二零二四年三月三十一日止財政年度，董事會本身及經提名及企業管治委員會及審核委員會完成上述企業管治職責。提名及企業管治委員會協助董事會審閱及監察董事及高級管理人員的培訓及持續專業發展。審核委員會協助董事會審閱本公司遵守守則的情況及在企業管治報告內的披露以及符合法律及法規規定之政策。

F. 會議次數及董事出席率

企業管治守則條文C.5.1條規定，每年應最少舉行四次定期董事會會議，大致上每季舉行一次，並由大多數董事(親身出席或通過其他電子通訊方式)積極參與。

於截至二零二四年三月三十一日止年度，董事會已舉行9次會議。一名執行董事及全體獨立非執行董事均有出席全部的會議。非執行董事已出席9次董事會會議中的7次會議。

董事會全體成員及本公司外聘核數師均有出席二零二三年股東週年大會(「二零二三年股東週年大會」)。

Corporate Governance Report

企業管治報告

Attendance record of each Director at the 2023 AGM and the meetings of the Board, together with the meetings of the Audit, Remuneration and Nomination and Corporate Governance Committee during the year ended 31 March 2024 are set out below.

於截至二零二四年三月三十一日止年度，各董事出席二零二三年股東週年大會及董事會會議，連同審核、薪酬及提名及企業管治委員會會議之記錄載列如下。

Name of Directors	董事姓名	Attendance/Number of Meetings 出席次數/會議次數				2022 AGM 二零二二年 股東週年大會
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination and Corporate Governance Committee 提名及 企業管治委員會	
Executive Directors	執行董事					
Mr. Wang Jia Jun	王佳駿先生	9	N/A不適用	3	2	1
Non-executive Director	非執行董事					
Dr. Xiao Zhixin	蕭致信醫生	7	N/A不適用	N/A不適用	N/A不適用	1
Independent non-executive Directors	獨立非執行董事					
Mr. Wong Hon Kit	黃漢傑先生	9	3	3	2	1
Dr. Liu Yongping	劉勇平博士	9	3	3	2	1
Mr. Ho Man (Resigned on 30 April 2024)	何敏先生 (於二零二四年 四月三十日辭任)	9	3	3	2	1

G. ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the Year. The Directors have prepared the consolidated financial statements of the Group on a going concern basis, and have selected appropriate accounting policies and applied them consistently, adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards, with applicable disclosures required under the Listing Rules and pursuant to the relevant statutory requirements. The Directors are also responsible for keeping proper accounting records which reflect the financial information of the Group with reasonable accuracy.

In respect of code provision D.1.3 of the CG Code, Directors are not aware of material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The reporting responsibilities of the Company's external auditors, HLB Hodgson Impey Cheng Limited, are set out in the section headed "Independent Auditors' Report" on pages 113 to 122 of this annual report.

H. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

The Board acknowledges that it is responsible for maintaining the effectiveness of the risk management and internal control systems to safeguard the assets of the Group. Such systems are designed to manage rather than eliminate risks of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Audit Committee is delegated by the Board to assist the Board in fulfilling the above responsibilities.

G. 問責及審核

董事知悉彼等編製本集團於本年度的綜合財務報表的責任。董事已按持續營運基準編製本集團之綜合財務報表，並已貫徹選用合適之會計政策，採用合適之香港財務報告準則及香港會計準則，亦已根據上市規則及根據相關法定規例作出規定之適用披露。董事亦負責保留適當會計記錄，以在合理準確程度下反映本集團之財務資料。

就企業管治守則守則條文第D.1.3條，董事並未察覺有重大不明朗事件或情況可能會嚴重影響本公司持續營運的能力。

本公司外聘核數師國衛會計師事務所有限公司之申報責任載於本年報第113至122頁之「獨立核數師報告」一節內。

H. 內部監控及風險管理系統

董事會深知其負責維持風險管理及內部監控系統的效用，以保障本集團的資產。該系統旨在管理風險而非消除未能達到業務目標的風險，並僅能就不出現重大失實陳述或損失作出合理而非絕對的保證。

審核委員會獲董事會授權以協助董事會履行上述職責。

Corporate Governance Report

企業管治報告

During the year, the Board has reviewed the risk management and internal control systems of the Group, which covers all material financial, operational, compliance controls and risk management functions, and considered the risk management and informed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function. The Board concluded that the risk management and internal control systems are adequate and effective.

Main Features of Risk Management and Internal Control Systems

The key elements of the Group's risk management and internal control systems include a well-defined management structure with limits of authority, clear policies, standard operation procedures, and risk control self-assessment conducted for all major operating units of the Group. The system is designed to provide reasonable assurance of no material misstatement or loss and to manage risks failure in operational systems and achievement of the Group's objectives.

The Board has the overall responsibility to ensure that sound and effective internal controls are maintained, but the management is responsible for designing and implementing internal control systems to manage all kinds of risks faced by the Group. The operating units and support functions are facilitated and coordinated by the management, and ensure that risk management processes and mitigation plans follow good practices and guidelines established in their day-to-day operations.

The Group's risk management activities are performed by management on an ongoing basis. The effectiveness of the Group's risk management and internal control systems is evaluated at least annually to update the progress of risk monitoring efforts.

年內，董事會已對本集團風險管理及內部監控系統進行檢討，當中涵蓋所有重大財務、營運、合規控制及風險管理功能，並考慮風險管理及告知資源充足性、員工資歷及經驗、培訓計劃以及本公司會計及財務申報部門的預算。董事會之結論為風險管理及內部監控系統充分有效。

風險管理及內部監控系統的主要特徵

本集團風險管理及內部監控系統的主要元素包括權責清晰的管理架構，為本集團的所有主要營運單位界定權限，訂明政策、標準營運程序，並進行風險控制自評程序。該系統之設計旨在合理確保並無重大失實聲明或損失及管理營運系統失效的風險並達致本集團目標。

董事會有整體責任確保維持良好有效的內部監控，但管理層須負責設計及實施內部監控系統，以管理本集團面臨的各種風險。管理層會協助推進並整合營運單位及支援功能，以確保風險管理程序及緩和計劃遵守日常營運中所建立的良好慣例及指引。

本集團之風險管理活動由管理層持續進行。至少每年就本集團風險管理及內部監控系統之成效進行評估，以了解風險監測工作之最新進度。

Process used to identify, evaluate and manage significant risks

Management will assess the nature and impact of risk, and report issues to the Board. The Group identifies outside and inside events by reviewing its external and internal environment and stakeholders, which have an influence or potential influence on the Group's ability to achieve its strategy and business objectives.

The Board, according to the risk report, would take appropriate action to eliminate the risks. Risks which cannot be accepted or are beyond the Company's risk appetite are transferred, eliminated or controlled through risk mitigation measures. Each risk mitigation measure has a process owner who is a Department Manager and a target completion date is assigned to ensure accountability. Risks owners are also responsible for monitoring the status of the risk mitigation measures for risks under their purview.

Process used to review the effectiveness of the Risk Management and Internal Control Systems

The Company has an internal audit function. The Board and Audit Committee review the internal control issues identified by external auditors, regulatory authorities and management, and evaluates the adequacy and effectiveness of the Group's risk management and internal control systems. To further enhance control awareness, the Group has also approved launching a whistleblowing policy for employees to raise any concerns about possible improprieties in any matter related to the Group.

Inside Information Policy

The Company regulates the handling and dissemination of inside information to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. The Company's legal advisor also assists the Board to assess whether the relevant information is considered to be inside information which needs to be disclosed as soon as reasonably practicable.

識別、評估及管理重大風險所用的程序

管理層將評估風險的性質及影響，並將問題向董事會上報。本集團透過檢討其外部及內部環境及持份者，以識別外部及內部事件，有關事件對本集團達成其策略及業務目標的能力產生影響或潛在影響。

董事會根據風險報告採取消除風險的適當措施。風險如不被接受或超出本公司的風險承受程度，將透過風險減低措施轉移、消除或控制。部門經理是風險減低措施的執行者及負責在指定日期完成。風險擁有人亦須負責就其範圍內的風險監控風險減低措施的情況。

檢討風險管理及內部監控系統有效性所用的程序

本公司具有內部審核職能。董事會及審核委員會檢討外部核數師、監管部門及管理層所識別的內部監控問題，並評估本集團風險管理及內部監控系統的充足性及效能。為進一步提升監控意識，本集團亦已批准實行舉報政策，讓僱員可提出其對任何可能關於本集團的不當事宜的關注。

內幕消息政策

本公司對內幕消息的處理和發佈進行規範，以確保內幕消息在獲適當批准披露前一直保密，並確保有效及一致地發佈有關消息。本公司法律顧問亦協助董事會評估有關消息是否被視為須在合理實際可行情況下盡快披露的內幕消息。

Corporate Governance Report 企業管治報告

Conflict of Interest

If a Director has a conflict of interest in relation to a transaction or proposal to be considered by the Board, the individual is required to declare such interest and to abstain from voting. The matter is considered at a Board meeting attended by Directors who have no material interest in the transaction.

The Group also adopted certain internal control policies to manage potential conflicts of interest.

I. EXTERNAL AUDITORS' REMUNERATION

HLB Hodgson Impey Cheng Limited has been appointed as the Company's external auditors since the Company's incorporation. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditors.

The remuneration paid to the Company's external auditors, HLB Hodgson Impey Cheng Limited, in respect of audit services and non-audit services for the year ended 31 March 2024 is set out below:

Nature of services	服務性質	Amount (HK\$'000) 金額 (千港元)
Audit services	審核服務	650
Non-audit services	非審核服務	—
Total	總計	650

利益衝突

倘董事於董事會將予考慮之交易或建議中有利益衝突，該名人士須申報有關利益，並放棄投票。有關事項在於交易中並無重大利益之董事出席之董事會會議上審議。

本集團亦採納若干內部監控政策以管理潛在利益衝突。

I. 外聘核數師薪酬

國衛會計師事務所有限公司自本公司註冊成立起獲委任為本公司之外聘核數師。董事會與審核委員會在甄選、委任、辭退或罷免外聘核數師方面並無意見分歧。

截至二零二四年三月三十一日止年度，就審核服務及非審核服務而已付本公司外聘核數師國衛會計師事務所有限公司之薪酬載列如下：

J. COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognises the importance of transparency and timely disclosure of corporate information, which enable shareholders and investors to make appropriate investment decisions.

Subject to the Listing Rules, any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

The members of the Board, Board Committees and the external auditors are present to answer shareholders' questions in the annual general meeting of the Company. Meeting circulars are distributed to all shareholders before the annual general meeting and special general meetings in accordance with the timeline requirement as laid down in the Listing Rules and the articles of the Company. All the resolutions proposed to be approved at the general meetings will be taken by poll and poll voting results will be published on the website of the Stock Exchange and of the Company after the meetings.

J. 與股東及投資者溝通

本公司相信與股東有效溝通對促進投資者關係及對投資者了解本集團之業務表現及策略而言甚為重要。本集團亦深明公司資料透明度及適時披露之重要性，此舉令股東及投資者可作出適當投資決定。

在上市規則的規限下，於遞呈要求之日持有不少於本公司繳足股本（附有按一股一票基準於本公司股東大會投票之權利）十分之一之任何一名或以上股東，有權於任何時候透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理該要求中指明之任何事項或決議案；且該大會應於遞呈該要求後兩(2)個月內舉行。

董事會成員、董事委員會成員與外聘核數師出席本公司股東週年大會回答股東提問。大會通函按照上市規則及本公司之章程細則所規定之時限，於股東週年大會及股東特別大會前派發予全體股東。全部提呈擬於股東大會上審批之決議案將以投票方式進行表決，投票結果將於大會後在聯交所及本公司網站內刊登。

Corporate Governance Report 企業管治報告

As a channel to promote effective communication, the Group maintains a website where information on the Company's announcements, financial information and other information are posted. Shareholders and investors may write directly to the Company at its principal place of business in Hong Kong with any inquiries.

The Company has in place a Shareholders' Communication Policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

作為促進有效溝通之渠道，本集團設有網站，以刊登有關本公司之公佈、財務資料以及其他資料之資料。股東及投資者可以書面方式寄往本公司之香港主要營業地點，直接查詢。

本公司已制定股東通訊政策，以確保股東的意見及關注得到妥善處理。本公司定期檢討該政策以確保其成效。

Biographical Details of Directors and Senior Management 董事及高級管理人員履歷詳情

EXECUTIVE DIRECTOR

Mr. Wang Jia Jun (“Mr. Wang”), aged 35, was appointed as the chief executive officer of the Company (the “**Chief Executive Officer**”) with effect from 1 April 2020 and the executive Director since 31 August 2018. Mr. Wang was also appointed as the vice president of Zhuhai Shengchuang Medical Investment Management Company Limited[#] (珠海升創醫療投資管理有限公司) (an indirect non wholly-owned subsidiary of the Company) since 1 September 2022 and is responsible for developing and implementing business strategies of the Company in the PRC. Mr. Wang obtained a bachelor’s degree in Business Management from Stony Brook University in the United States of America in 2011. He also obtained a master’s degree in Health Administration from Columbia University in the United State of America in 2017. He has over 5 years of experience in the areas of business analysis and development across major cities in the PRC.

NON-EXECUTIVE DIRECTOR

Dr. Xiao Zhixin (“Dr. Xiao”), aged 83, was appointed as a non-executive Director, with effect from 15 October 2021. Dr. Xiao has over 50 years of experience in both medical practice and management in the healthcare sector in the PRC. He obtained a bachelor’s degree in clinical medicine from Jilin Medical University[#] (吉林醫科大學) in the PRC in 1964. Since his graduation from the medical school in Jilin Medical University, Dr. Xiao has worked as a medical practitioner in Jilin No. 4 People’s Hospital[#] (吉林第四人民醫院) until May 2018. From May 2018 to July 2018, Dr. Xiao was a medical practitioner in Jining Rencheng Hanjun Beauty Hospital[#] (濟寧任城韓駿美容醫院). Dr. Xiao was a medical practitioner in Zhuhai Jiulong Hospital[#] (珠海九龍醫院) from July 2018 to April 2019. From April 2019 to present, Dr. Xiao is a medical practitioner in Zhuhai Yimei Ladies Medical Beauty Clinic[#] (珠海伊美名媛醫療美容診所).

執行董事

王佳駿先生(「王先生」)，35歲，自二零二零年四月一日起獲委任為本公司行政總裁(「行政總裁」)，自二零一八年八月三十一日起獲委任為執行董事。王先生亦自二零二二年九月一日起獲委任為珠海升創醫療投資管理有限公司(本公司之間接非全資附屬公司)之副總裁，負責制定及實施本公司於中國的商業策略。王先生於二零一一年獲得美國石溪大學工商管理學士學位。彼亦於二零一七年獲得美國哥倫比亞大學健康管理碩士學位。彼於中國主要城市之商業分析及發展領域擁有逾五年經驗。

非執行董事

蕭致信醫生(「蕭醫生」)，83歲，自二零二一年十月十五日起獲委任為非執行董事。蕭醫生於中國醫療保健行業擁有逾50年醫療實踐及管理經驗。彼於一九六四年自中國吉林醫科大學獲得臨床醫學學士學位。自彼於吉林醫科大學醫學院畢業後，蕭醫生於吉林第四人民醫院任職醫生直至二零一八年五月止。從二零一八年五月至二零一八年七月止，蕭醫生曾為濟寧任城韓駿美容醫院的醫生。從二零一八年七月至二零一九年四月止，蕭醫生曾為珠海九龍醫院的醫生。從二零一九年四月至今，蕭醫生為珠海伊美名媛醫療美容診所的醫生。

[#] English translations of official Chinese names are for identification purpose only.

Biographical Details of Directors and Senior Management 董事及高級管理人員履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Hon Kit (“Mr. Wong”), aged 57, is an independent non-executive Director since 11 April 2013. Mr. Wong obtained a Diploma in Accounting from Hong Kong Shue Yan University in July 1991. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Wong was the independent non-executive director of Lerthai Group Limited (stock code: 112) between December 2018 and 15 August 2022, a company whose shares were listed on the Main Board of the Stock Exchange till 15 August 2022, the date on which the listing of the company’s shares was cancelled by the Stock Exchange. Mr. Wong was also the independent non-executive director Xinhua News Media Holdings Limited (stock code: 309) between February 2020 and 31 August 2021. Save as disclosed above, Mr. Wong did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Wong has over 20 years of experience in the corporate finance industry. He has held various positions, including chief financial officer, director and company secretary in different companies in Hong Kong, where he has experience in handling corporate finance transactions such as mergers and acquisitions, capital fund raising and restructuring.

獨立非執行董事

黃漢傑先生（「黃先生」），57歲，自二零一三年四月十一日起擔任獨立非執行董事。黃先生於一九九一年七月獲香港樹仁大學頒授會計文憑。彼為香港會計師公會會員。黃先生於二零一八年十二月至二零二二年八月十五日擔任勒泰集團有限公司（股份代號：112）的獨立非執行董事，該公司股份曾於聯交所主板上市，直至二零二二年八月十五日（聯交所取消該公司股份上市之日期）為止。黃先生亦於二零二零年二月至二零二一年八月三十一日期間擔任新華通訊頻媒控股有限公司（股份代號：309）的獨立非執行董事。除上文所披露者外，黃先生於過往三年內並無於證券於香港或海外之任何證券市場上市之任何其他公眾公司擔任任何董事職務。

黃先生在企業融資行業擁有逾20年經驗，曾在多家香港公司擔任首席財務官、董事及公司秘書等不同職位，在處理併購、融資及重組等企業金融交易方面擁有經驗。

Biographical Details of Directors and Senior Management 董事及高級管理人員履歷詳情

Dr. Liu Yongping (“Dr. Liu”), aged 68, is an independent non-executive Director since 27 February 2014. Dr. Liu is a practicing solicitor in Hong Kong and a consultant of a law firm in Hong Kong. Dr. Liu has over 20 years of experience in the capital market and merger and acquisition legal services sector. Dr. Liu graduated from the University of London with a master’s degree in law in 1987 and from the University of Oxford with a doctor’s degree in philosophy in 1994. Apart from his appointment with the Company, Dr. Liu has been acting as an independent non-executive director of Yue Da International Holdings Limited (stock code: 629, formerly known as Yue Da Mining Holdings Limited) since June 2010; and an independent non-executive director of Logan Group Company Limited (stock code: 3380) since 30 March 2023, all being listed on the Main Board of the Stock Exchange. Save as disclosed above, Dr. Liu did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

COMPANY SECRETARY

Mr. Tam Sze Kin (“Mr. Tam”), aged 54, holds a bachelor’s degree of business administration in finance awarded by Simon Fraser University in Canada. Mr. Tam is a member of The Chartered Professional Accountants of Canada and a member of Hong Kong Institute of Certified Public Accountants. Mr. Tam has over 20 years of experience in accounting, corporate finance, financial reporting and company secretarial field. Mr. Tam had also held senior management positions in the listed and private limited companies in Hong Kong.

劉勇平博士（「劉博士」），68歲，自二零一四年二月二十七日起擔任獨立非執行董事。劉博士為香港執業律師並為一間香港律師事務所之顧問。劉博士在資本市場及併購法律服務行業擁有逾二十年經驗。劉博士於一九八七年畢業於倫敦大學，獲頒法學碩士學位，並於一九九四年畢業於牛津大學，獲頒哲學博士學位。除於本公司之委任外，劉博士自二零一零年六月起擔任悅達國際控股有限公司（股份代號：629，前稱悅達礦業控股有限公司）之獨立非執行董事；及自二零二三年三月三十日起擔任龍光集團有限公司（股份代號：3380）之獨立非執行董事，該等公司均為於聯交所主板上市之公司。除上文所披露者外，劉博士於過往三年內並無於證券於香港或海外之任何證券市場上市之任何其他公眾公司擔任任何董事職務。

公司秘書

譚子健先生（「譚先生」），54歲，持有加拿大西門菲莎大學頒發的工商管理（金融學）學士學位。譚先生為加拿大特許專業會計師協會會員及香港會計師公會會員。譚先生於會計、企業融資、財務報告及公司秘書領域擁有逾二十年經驗。譚先生亦曾於多間香港上市及私人有限公司擔任高級管理人員職務。

Report of the Directors 董事會報告

The board of directors (the “**Board**”) of Wanjia Group Holdings Limited (the “**Company**”) has pleasure in presenting to the shareholders of the Company (the “**Shareholders**”) its report together with the audited financial statements of the Company and its subsidiaries (together the “**Group**”) for the year ended 31 March 2024.

PRINCIPAL ACTIVITIES

The Company is an investment holding company while its subsidiaries are principally engaged in pharmaceutical wholesale and distribution business, and provides hemodialysis treatment and consultancy service business in the PRC. Details of the principal activities of its principal subsidiaries are set out in Note 24 to the consolidated financial statements.

BUSINESS REVIEW

Further discussion and analysis of the business review as required by Schedule 5 to Hong Kong Companies Ordinance (Cap. 622), including future development in the Group’s business, can be found in the “Management Discussion and Analysis” section of this annual report. The above section form part of this “Report of the Directors”.

ENVIRONMENTAL POLICY

The Group’s commitment to protecting the environment is well reflected by the continuous efforts in promoting green measures and awareness in its daily business operations. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. The Group also implements green office practices such as promoting the use of recycled papers and reducing energy consumption by switching off idle lighting and electrical appliances.

The Group reviews its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group’s businesses and enhancing environmental sustainability.

萬嘉集團控股有限公司（「**本公司**」）之董事會（「**董事會**」）欣然向本公司股東（「**股東**」）提呈其報告連同本公司及其附屬公司（統稱為「**本集團**」）截至二零二四年三月三十一日止年度之經審核財務報表。

主要業務

本公司為一間投資控股公司，而其附屬公司主要於中國從事藥品批發及分銷業務、提供血液透析治療及諮詢服務業務。本公司主要附屬公司之主要業務詳情載於綜合財務報表附註24。

業務回顧

香港公司條例第622章附表5所要求對業務回顧的進一步討論及分析（包括本集團業務的未來發展）載於本年報的「管理層討論及分析」一節。上述章節構成本「董事會報告」一部分。

環境政策

本集團在日常業務營運中不斷推廣綠色措施和環保意識，以達到其保護環境的承諾。本集團鼓勵環保並促使僱員提升環保意識。本集團亦實施各項綠色辦公措施，例如提倡使用環保紙並透過關閉閒置的電燈及電器以減少能源消耗。

本集團不時審閱其環保工作，並將考慮於本集團之業務營運中實施更多環保措施及慣例，加強環境可持續性。

SEGMENT INFORMATION

An analysis of the Group's operation for the year by business activities is set out in Note 7 to the consolidated financial statements and the paragraphs headed "Business Review" under the section of "Management Discussion and Analysis" of this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2024 and the state of the Group's affairs as at 31 March 2024 are set out in the consolidated financial statements on pages 123 to 130 of this report.

In order to ensure the Board maintains an appropriate procedure on declaring and recommending the dividend payment of the Company, a new dividend policy (the "**Dividend Policy**") is adopted by the Board on 8 November 2018 which aims to allow the Shareholders to participate in the Company's profits whilst preserving the Company's liquidity to capture future growth opportunities.

DIVIDEND POLICY

The Dividend Policy of the Company establishes the principles to ascertain amounts that can be distributed to its shareholders as dividend by the Company. Subject to the applicable law and its Articles, the Company's dividend payout will be determined based on available financial resources, investment requirements and taking into account optimal shareholders return.

分類資料

本集團於本年度按業務活動劃分的營運分析載於綜合財務報表附註7及本年報的「管理層討論及分析」一節中的「業務回顧」段落。

業績及股息

本集團截至二零二四年三月三十一日止年度之業績及本集團於二零二四年三月三十一日之事務狀況載於本報告第123至130頁之綜合財務報表。

為確保董事會在宣佈和建議分派本公司股息時保持適當的程序，董事會於二零一八年十一月八日採納了一項新的股息政策（「**股息政策**」），其目的在既讓股東享有本公司的利潤，同時保持本公司的流動資金以捕捉未來的增長機會。

股息政策

本公司之股息政策制定了確定本公司可供分派予其股東作為股息金額之原則。根據適用法律及其章程，本公司之股息派付將根據可動用財務資源、投資需求並計及最佳股東回報釐定。

Report of the Directors 董事會報告

While determining the nature and quantum of dividend payout, the Board would take into account the following factors, inter alia:

- Our financial results;
- our cashflow;
- our shareholders' interests;
- general business conditions and strategies;
- our current and future operations;
- our liquidity and capital requirements;
- taxation considerations;
- statutory and regulatory restrictions; and
- any other factors the Board may deem relevant.

The Board does not recommend the payment of any final dividend for the year ended 31 March 2024 (2023: Nil).

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results, assets and liabilities of the Group for five financial years, as extracted from the audited consolidated financial statements, is set out on page 264 of this report. The summary does not form part of the audited consolidated financial statements.

於釐定股息派付之性質及數量時，董事會將計及以下因素，包括：

- 我們的財務業績；
- 我們的現金流量；
- 我們股東的利益；
- 一般營業狀況及策略；
- 我們現在及未來的營運狀況；
- 我們的流動性和資金要求；
- 稅務考慮；
- 法定和監管的限制；及
- 董事會認為相關的任何其他因素。

董事會不建議派發截至二零二四年三月三十一日止年度之任何末期股息（二零二三年：無）。

五年財務概要

摘錄自經審核綜合財務報表之五個財政年度之本集團已刊發業績、資產及負債概要載於本報告第264頁。該概要並不構成經審核綜合財務報表之一部份。

PROPERTY, PLANT AND EQUIPMENT

The Group acquired property, plant and equipment at cost of approximately HK\$3.409 million during the year. Details of the movements in property, plant and equipment of the Group during the year are set out in Note 18 to the consolidated financial statements.

RETIREMENT BENEFIT PLANS

The Group's employees in the PRC participate in defined contribution schemes provided by the relevant provincial and municipal governments under which the Group and the employees in the PRC are required to make monthly contributions to these schemes in accordance with relevant requirements. The Group's subsidiaries in the PRC contribute funds to the pension in accordance with the requirements of the relevant provincial and municipal governments.

The Group has arranged the Hong Kong employees to join the Mandatory Provident Fund Scheme, a defined contribution scheme managed by an independent trustee whereby each of the Group (the employer) and the Hong Kong employees make monthly contributions to the scheme in accordance with the relevant legislation.

Details of the Group's contributions to the retirement benefit plans are shown in Note 35 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in Note 31 to the consolidated financial statements.

物業、廠房及設備

本集團於年內以約3,409,000港元之成本收購物業、廠房及設備。本集團物業、廠房及設備於年內之變動詳情載於綜合財務報表附註18。

退休福利計劃

本集團的中國僱員均參與根據有關省、市政府規定的界定供款計劃，本集團及其中國僱員均須按相關規定每月就該等計劃作出供款。本集團於中國的附屬公司按照有關省、市政府規定繳納養老保險。

本集團已安排香港僱員參與強制性公積金計劃，乃由一獨立信託人管理之定額供款計劃。本集團（僱主）及香港僱員均須按相關法例每月向該計劃作出供款。

本集團就退休金計劃的供款詳情載於綜合財務報表附註35。

股本

本公司於年內之股本變動詳情載於綜合財務報表附註31。

Report of the Directors 董事會報告

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserve of the Company and the Group during the year are set out in Note 34 to the consolidated financial statements and in the consolidated statement of changes in equity on pages 127 to 128 respectively. Pursuant to applicable statutory provisions of the Cayman Islands, the Company did not have reserves available for distribution to the Shareholders as at 31 March 2024.

PRE-EMPTIVE RIGHTS

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

EQUITY-LINKED AGREEMENTS

The Company did not enter into any equity-linked agreement during the year ended 31 March 2024.

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

During the year ended 31 March 2024, there were no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries.

儲備及可分派儲備

本公司及本集團於年內之儲備變動詳情分別載於綜合財務報表附註34及第127至128頁綜合權益變動表內。根據開曼群島適用法律條文，本公司於二零二四年三月三十一日並未持有可分派予股東之儲備。

優先購股權

本公司之組織章程細則或開曼群島法例並無有關本公司須向現有股東按比例提呈新股份之優先購股權之規定。

股票掛鈎協議

本公司於截至二零二四年三月三十一日止年度並無訂立任何股票掛鈎協議。

購買、出售或贖回本公司上市證券

截至二零二四年三月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司之上市證券。

MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest customer accounted for approximately 8.44% of the Group's revenue and the Group's five largest customers in aggregate accounted for approximately 19.21%.

For the year ended 31 March 2024, the aggregate amount of purchases attributable to the Group's five largest suppliers represented approximately 51.77% of the Group's total value of purchases. The Group's largest supplier accounted for approximately 22.06% of the Group's total value of purchases.

None of the Directors, their associates or any shareholders, which to the knowledge of the Directors own more than 5% of the Company's issued share capital, had any interests in the share capital of the five largest customers and suppliers of the Group.

DIRECTORS

The directors of the Company (the "Directors") during the year and up to the date of this report were:

Executive Directors:

Mr. Wang Jia Jun (*Chief Executive Officer*)

Non-executive Director

Dr. Xiao Zhixin

Independent non-executive Directors:

Mr. Wong Hon Kit

Dr. Liu Yongping

Mr. Ho Man (Resigned on 30 April 2024)

In accordance with Article 84 of the Company's Articles of Association, Dr. Xiao Zhixin, the non-executive Director, and Mr. Wong Hon Kit, the independent non-executive Director of the Company, will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

主要客戶及供應商

本集團之最大客戶佔本集團收益之約8.44%，而本集團之五大客戶合共佔約19.21%。

截至二零二四年三月三十一日止年度，本集團之五大供應商應佔之採購總額佔本集團採購總值之約51.77%。本集團之最大供應商佔本集團採購總值之約22.06%。

董事、彼等之聯繫人士或就董事所知擁有本公司已發行股本超過5%之任何股東，於本集團五大客戶及供應商之股本中概無擁有任何權益。

董事

於年內及截至本報告日期之本公司董事（「董事」）如下：

執行董事：

王佳駿先生 (*行政總裁*)

非執行董事

蕭致信醫生

獨立非執行董事：

黃漢傑先生

劉勇平博士

何 敏先生 (於二零二四年四月三十日辭任)

根據本公司之組織章程細則第84條，本公司非執行董事蕭致信醫生及獨立非執行董事黃漢傑先生將於應屆股東週年大會上輪值告退，惟符合資格並願意膺選連任。

Report of the Directors 董事會報告

Mr. Wong Hon Kit (“**Mr. Wong**”) was appointed as an independent non-executive Director since April 2013. Pursuant to Code Provision B.2.3 of the Corporate Governance Code under Appendix 14 to the Listing Rules, if an independent non-executive Director has served more than nine years, such Director’s further appointment should be subject to a separate resolution to be approved by the Shareholders, hence Mr. Wong’s re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM. In view of Mr. Wong having served as an independent non-executive Director for more than nine years, the Board took into consideration Mr. Wong’s valuable contributions, impartial opinions and independent guidance over the years at office, the continuing demonstration of his character, integrity and experience, and is of the view that Mr. Wong has and will continue to maintain his independence and will be able to continue to discharge his role as an independent non-executive Director effectively and independently. The Board is also of the view that Mr. Wong’s in-depth understanding of the Group’s business operations and his extensive experience and expertise in the areas of corporate finance and accounting can continue to bring a wide spectrum of insights to the Board and is in the best interests of the Company and the Shareholders as a whole. The Company has received from Mr. Wong a confirmation of independence according to Rule 3.13 of the Listing Rules, and Mr. Wong did not engage in any executive management of the Group.

All other Directors will continue in office.

The biographical details of the Directors and senior management are set on pages 87 to 89 of this annual report. Details of the emoluments of the Directors and the five highest paid individuals are set out in Notes 13 and 14 to the consolidated financial statements, respectively.

The Company has received, from each of the independent non-executive Directors, a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent.

黃漢傑先生（「**黃先生**」）自二零一三年四月起獲委任為獨立非執行董事。根據上市規則附錄十四項下之企業管治守則之守則條文第B.2.3條，倘獨立非執行董事已服務超過九年，則該董事之進一步之委任須經股東以獨立決議案形式批准，方可作實。因此，黃先生的重選連任應在股東週年大會上以獨立決議案形式由股東批准。鑑於黃先生擔任獨立非執行董事已逾九年，董事會經考慮到黃先生過往多年在任職期間的寶貴貢獻、公正意見及獨立指導，以及其不斷彰顯的品格、誠信及經驗，認為黃先生已經並將繼續保持其獨立性以及能夠繼續高效及獨立的履行其獨立非執行董事職責。董事會亦認為黃先生對本集團的業務運作有深入了解，以及彼於企業融資及會計領域的豐富經驗及專業知識，可繼續將廣泛的見解帶入董事會並符合本公司及股東的整體最佳利益。本公司已根據上市規則第3.13條之規定收到黃先生之獨立性確認函及黃先生並無參與本集團之任何執行管理工作。

所有其他董事將繼續任職。

董事及高級管理人員履歷詳情載於本年報第87至89頁。董事及五名最高薪酬人士之酬金詳情分別載於綜合財務報表附註13及14。

本公司已自各獨立非執行董事收到根據上市規則第3.13條作出之獨立性確認函。本公司認為所有獨立非執行董事均為獨立人士。

DIRECTORS' SERVICE CONTRACTS

Mr. Wang Jia Jun has been appointed as an executive Director of the Company by way of a service contract with the Company for an initial term of three years commencing on 31 August 2018 which will continue thereafter until terminated by either party giving to the other party not less than three months' notice in writing. Mr. Wang Jia Jun has entered into a letter of employment with the Company to act as the Chief Executive Officer with effect from 1 April 2020.

Dr. Xiao Zhixin has been appointed as a non-executive director of the Company by way of a service contract with the Company for an initial term of three years commencing on 15 October 2021 which will continue thereafter until terminated by either party giving to the other party not less than one months' notice in writing.

Mr. Wong Hon Kit has been appointed as an independent non-executive Director of the Company by way of letter of appointment with the Company for a term of three years commencing from 11 April 2013 which will continue thereafter until either the independent non-executive Director or the Company may terminate the agreement by giving the other party not less than three months' notice in writing.

Dr. Liu Yongping has been appointed as an independent non-executive Director of the Company by way of letter of appointment with the Company for a term of three years commencing from 27 February 2014 which will continue thereafter until either the independent non-executive Director or the Company may terminate the agreement by giving the other party not less than three months' notice in writing.

Mr. Ho Man has been appointed as an independent non-executive Director of the Company by way of letter of appointment with the Company for a term of three years commencing on 14 February 2018 which will continue thereafter until either the independent non-executive Director or the Company may terminate the agreement by giving the other party not less than three months' written notice in writing. Mr. Ho Man has resigned from the Company on 30 April 2024 to devote more time in pursuit of his personal career development.

董事服務合約

王佳駿先生已獲本公司以服務合約委任為本公司執行董事，自二零一八年八月三十一日起計初步為期三年，並將於其後續任，直至任何一方向另一方發出不少於三個月之書面通知終止為止。王佳駿先生已與本公司簽訂了受聘書出任行政總裁，自二零二零年四月一日起生效。

蕭致信醫生已獲本公司以服務合約委任為本公司非執行董事，自二零二一年十月十五日起計初步為期三年，並將於其後續任，直至任何一方向另一方發出不少於一個月之書面通知終止為止。

黃漢傑先生已獲本公司以委任書委任為本公司獨立非執行董事，自二零一三年四月十一日起計為期三年，並將於其後續任，直至獨立非執行董事或本公司向另一方發出不少於三個月之書面通知終止協議為止。

劉勇平博士已獲本公司以委任書委任為本公司獨立非執行董事，自二零一四年二月二十七日起計為期三年，並將於其後續任，直至獨立非執行董事或本公司向另一方發出不少於三個月之書面通知終止協議為止。

何敏先生已獲本公司以委任書委任為本公司獨立非執行董事，於二零一八年二月十四日起計為期三年，並將於其後續任，直至獨立非執行董事或本公司向另一方發出不少於三個月之書面通知終止協議為止。何敏先生已於二零二四年四月三十日自本公司辭任，以投放更多時間用於追求個人職涯發展。

Report of the Directors 董事會報告

Save as disclosed above, none of the Directors has any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed under the heading "Continuing connected transactions", no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interests whether directly or indirectly, subsisted at the end of the year or at any time during the year.

INDEMNITY OF DIRECTORS

A permitted indemnity provision that provides for indemnity against liability incurred by Directors is currently in force and was in force throughout the year ended 31 March 2024.

REMUNERATION POLICY

The remuneration policy of the employees of the Group is set up by the Remuneration Committee and is based on merit, qualifications and competence of employees.

The remuneration policy of the Directors are decided by the Remuneration Committee having regard to the Group's operating results, individual performance and comparable market statistics.

DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' emoluments and those of the five highest paid individuals of the Group for the year ended 31 March 2024 are set out in Notes 13 and 14 to the consolidated financial statements.

除上文所披露者外，概無董事與本公司或其任何附屬公司訂立本集團不得於一年內毋須補償（法定補償除外）而終止之服務合約。

董事於重大合約之權益

除標題為「持續關連交易」項下所披露者外，本公司或其任何附屬公司概無訂立於年末時或年內任何時間仍然有效而本公司董事直接或間接擁有重大權益之有關本集團業務之重大合約。

董事彌償

規定對董事所產生之責任進行彌償之經批准彌償條文現仍有效及於截至二零二四年三月三十一日止年度整年內均有效。

薪酬政策

本集團之僱員薪酬政策乃由薪酬委員會根據僱員之績效、資格及能力制定。

董事之薪酬政策乃由薪酬委員會根據本集團之營運業績、個人表現及可資比較市場統計數據釐定。

董事之酬金及五名最高薪人士

有關截至二零二四年三月三十一日止年度董事之酬金及本集團五名最高薪人士之酬金的詳情載列於綜合財務報表附註13及14。

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year ended 31 March 2024, Ms. Yung Kai Lai (“Ms. Yung”), spouse of Mr. Wang Jia Jun, the executive Director, had invested in certain clinics which were engaged in hemodialysis treatment. As advised by Ms. Yung, the clinics that she invested in are allocated in other cities of the PRC that the Group’s clinics had no presence there. The Board noted the fact that hemodialysis patients could not travel long distance, e.g. cross cities, for treatment due to their health issues and affordability. Hence, there is no direct competition between the hemodialysis treatment offered by the Group and that offered by the clinics invested by Ms. Yung. Save as disclosed, as far as the Directors are aware of, none of the Directors or any of their respective associates (as defined in the Listing Rules) has any interest in a business which competes or may compete with the business of the Group or has any other conflict of interest with the Group during the year ended 31 March 2024.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

Disclosure of Interests

(a) Directors' interest and short position in the securities of the Company

As at 31 March 2024, the interests and short positions of the directors and chief executive of the Company in the shares of the Company (“Shares”), underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in the Appendix 10 to the Listing Rules, were as follows:

董事於競爭性業務中的權益

於截至二零二四年三月三十一日止年度，執行董事王佳駿先生的配偶翁嘉麗女士（「翁女士」）曾投資於若干從事血液透析治療的診所。誠如翁女士所告知，彼投資的診所分佈於本集團診所並無業務的中國其他城市。董事會注意到血液透析患者因其健康問題及經濟負擔能力而無法長距離（如跨城）出行治療。因此，本集團所提供的血液透析治療與翁女士投資的診所提供的血液透析治療之間並不存在直接競爭。除所披露者外，據董事所知，於截至二零二四年三月三十一日止年度，概無董事或彼等各自的任何聯繫人（定義見上市規則）在與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益或與本集團存在任何其他利益衝突。

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益

權益披露

(a) 董事於本公司證券之權益及淡倉

於二零二四年三月三十一日，本公司董事及主要行政人員於本公司股份（「股份」）、本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之相關股份及債權證中擁有根據證券及期貨條例第XV部第七及第八分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文被當作或被視為擁有之權益及淡倉），或根據證券及期貨條例第352條將須記入當中所指之登記冊內之權益及淡倉，或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

Report of the Directors 董事會報告

Long position in Shares and underlying Shares of the Company

於本公司股份及相關股份之好倉

Name of Director 董事姓名	Nature of interests 權益性質	Total interests in ordinary Shares 於普通股之權益總額	Total interests in underlying Shares 於相關股份之權益總額	Aggregate interests 總權益 (Note 3) (附註3)	Approximate percentage of issued Shares 佔已發行股份之概約百分比
Mr. Wang Jia Jun ("Mr. Wang") (Note 1) 王佳駿先生 (「王先生」) (附註1)	Interest of spouse 配偶權益	156,862,198	2,500,000	168,755,611	30.12%
	Beneficial owner 實益擁有人	–	9,393,413		
Mr. Wong Hon Kit ("Mr. Wong") (Note 2) 黃漢傑先生 (「黃先生」) (附註2)	Beneficial owner 實益擁有人	–	340,419	340,419	0.06%
Dr. Liu Yongping ("Dr. Liu") (Note 2) 劉勇平博士 (「劉博士」) (附註2)	Beneficial owner 實益擁有人	–	340,419	340,419	0.06%
Mr. Ho Man ("Mr. Ho") (Resigned on 30 April 2024) (Note 2) 何敏先生 (「何先生」) (於二零二四年四月三十日 辭任) (附註2)	Beneficial owner 實益擁有人	–	340,419	340,419	0.06%

Notes:

1. Mr. Wang is the beneficial owner of 9,393,413 share options. Mr. Wang (being the spouse of Ms. Yung) is deemed to be interested in 2,500,000 share options owned by Ms. Yung. Power King Investment Development Limited (“**Power King**”), a company wholly-owned by Ms. Yung, owns a total of 156,862,198 Shares. Each of Ms. Yung and Mr. Wang is, therefore, deemed to be interested in the 9,393,413 and 2,500,000 share options respectively and the 156,862,198 Shares held by Power King, under the SFO. Ms. Yung resigned as the Director with effect from 15 October 2021.
2. Mr. Wong, Dr. Liu and Mr. Ho are interested in share options which can be exercised to subscribe 340,419 Shares, 340,419 Shares and 340,419 Shares, respectively. Mr. Ho has resigned from the Company on 30 April 2024 as the independent non-executive Director. All of the 340,419 share options which he interested in were cancelled on 30 April 2024.

Save as disclosed above, as at 31 March 2024, the Directors of the Company were not aware of any other person (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

1. 王先生為9,393,413份購股權的實益擁有人。王先生（為翁女士的配偶）被視作於翁女士擁有的2,500,000份購股權中擁有權益。威揚投資發展有限公司（「威揚」，一間由翁女士全資擁有的公司）擁有合共156,862,198股股份。因此，根據證券及期貨條例，翁女士及王先生各自被視作分別於威揚持有的9,393,413份及2,500,000份購股權及156,862,198股股份中擁有權益。翁女士已辭任董事，自二零二一年十月十五日起生效。
2. 黃先生、劉博士及何先生均於購股權中擁有權益，該等購股權可獲行使分別認購340,419股股份、340,419股股份及340,419股股份。何先生於二零二四年四月三十日自本公司辭任獨立非執行董事。彼擁有權益的全部340,419份購股權已於二零二四年四月三十日註銷。

除上文所披露者外，於二零二四年三月三十一日，本公司董事並不知悉任何其他人士（本公司董事及主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第336條須由本公司存置之登記冊所記錄之權益或淡倉。

Report of the Directors 董事會報告

(b) Substantial shareholders' interests and short positions in shares and underlying shares

As at 31 March 2024, other than the interests of a director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interest in shares, underlying shares and debentures of the Company and its associated corporations" above, the following persons (not being a director or the chief executive officer of the Company) have an interest or a short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO:

(b) 主要股東於股份及相關股份之權益及淡倉

於二零二四年三月三十一日，除上文「董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益」一節所披露本公司董事或主要行政人員之權益外，以下人士（本公司之董事或行政總裁除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司及聯交所披露之權益或淡倉，或記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

Name	Nature of interests	Number of Shares (Long position)	Approximate percentage of total issued Shares 佔已發行股份總數之概約百分比
姓名／名稱	權益性質	股份數目(好倉)	
Power King (Note 1) 威揚(附註1)	Beneficial owner 實益擁有人	156,862,198	28.00%
Expert Wealth Investments Limited	Interest in controlled corporation (Note 2)	156,862,198	28.00%
Expert Wealth Investments Limited	於受控制法團權益(附註2)		
Grand Harbour Finance Limited	Interest in controlled corporation (Note 2)	156,862,198	28.00%
泓港財務有限公司	於受控制法團權益(附註2)		
Ng Kwok Fai 吳國輝	Beneficial owner of controlled corporation (Note 2) 受控制法團之實益擁有人(附註2)	156,862,198	28.00%

Notes:

- 1: Power King is interested in 156,862,198 Shares. The issued share capital of Power King is wholly-owned by Ms. Yung. Mr. Wang is deemed to be interested in the Shares in which Power King is interested in under the SFO.
- 2: Based on the notifications filed to the Company, 156,862,198 Shares owned by Power King were pledged to Grand Harbour Finance Limited. Grand Harbour Finance Limited is wholly owned by Expert Wealth Investments Limited and Mr. Ng Kwok Fai is the controlling shareholder. As all these companies were deemed or taken to be interested in all the security in 156,862,198 Shares by virtue of the SFO, and therefore Expert Wealth Investments Limited and Mr. Ng Kwok Fai were deemed to have approximately 28.00% of interest in the Company as at 31 March 2024. To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquires, Grand Harbour Finance Limited and its ultimate owner(s) are independent from and not connected with the Company and its connected persons (as defined in the Listing Rule).

Save as disclosed above, none of the Directors nor their spouses or children under 18 years of age were granted or had exercised any rights to subscribe for any securities of the Company or any of its associated corporations.

附註：

- 1: 威揚於156,862,198股股份中擁有權益。威揚的已發行股本由翁女士全資擁有。根據證券及期貨條例，王先生被視作於威揚擁有權益的股份中擁有權益。
- 2: 根據向本公司提交之通知書，威揚擁有之156,862,198股股份抵押予泓港財務有限公司。泓港財務有限公司由Expert Wealth Investments Limited全資擁有及吳國輝先生為控股股東。由於根據證券及期貨條例，所有該等公司被視為或當作於156,862,198股股份的所有抵押中擁有權益，因此，Expert Wealth Investments Limited及吳國輝先生被視為擁有本公司於二零二四年三月三十一日的約28.00%權益。據董事於作出一切合理查詢後所深知、盡悉及確信，泓港財務有限公司及其最終擁有人獨立於本公司及其關連人士（定義見上市規則）且與其並無關連。

除上文所披露者外，概無董事或彼等配偶或未滿18歲之子女已獲授予或曾行使任何可認購本公司或其任何相聯法團任何證券之權利。

Report of the Directors 董事會報告

SHARE OPTIONS GRANTED TO DIRECTORS AND EMPLOYEES

Particulars of the Company's share option scheme are set out in the Share Option Scheme section.

During the period ended 31 March 2024, there would have 81,473,892 share options granted under the 2013 Share Option Scheme which remain outstanding or unexercised, details of which are as follows:

Number of share options 購股權數目

Type of participants	As at 1 April 2023	Granted during the year (Note 3)	Exercised during the year	Lapsed during the year	Cancelled during the year	As at 31 March 2024	Date of grant	Approximate percentage of the underlying shares for the share options outstanding in the issued Shares	Exercise price (HK\$)	Exercise period
參與者類別	於二零二三年四月一日	於年內授出 (附註3)	於年內行使	於年內失效	於年內註銷	於二零二四年三月三十一日	授出日期	尚未行使購股權之相關股份佔已發行股份的概約百分比	行使價 (港元)	行使期
Directors										
董事										
Mr. Wang 王先生	3,793,413		-	-	-	1,293,413	26 October 2018 二零一八年十月二十六日	0.23%	0.668	(Note 1) (附註1)
						2,500,000	24 April 2020 二零二零年四月二十四日	0.45%	0.190	(Note 2) (附註2)
		5,600,000	-	-	-	5,600,000	5 September 2023 二零二三年九月五日	1.00%	0.094	(Note 3) (附註3)
Mr. Wong 黃先生	140,419		-	-	-	40,419	26 October 2018 二零一八年十月二十六日	0.01%	0.668	(Note 1) (附註1)
						100,000	24 April 2020 二零二零年四月二十四日	0.02%	0.190	(Note 2) (附註2)
		200,000	-	-	-	200,000	5 September 2023 二零二三年九月五日	0.04%	0.094	(Note 3) (附註3)
Dr. Liu 劉博士	140,419		-	-	-	40,419	26 October 2018 二零一八年十月二十六日	0.01%	0.668	(Note 1) (附註1)
						100,000	24 April 2020 二零二零年四月二十四日	0.02%	0.190	(Note 2) (附註2)
		200,000	-	-	-	200,000	5 September 2023 二零二三年九月五日	0.04%	0.094	(Note 3) (附註3)

董事及僱員獲授予之購股權

本公司購股權計劃之詳情載列於購股權計劃一節。

截至二零二四年三月三十一日止期間，已根據二零一三年購股權計劃授出81,473,892份購股權，該等購股權仍發行在外或尚未行使，其詳情如下：

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Number of share options 購股權數目

Type of participants	As at 1 April 2023	Granted during the year (Note 3)	Exercised during the year	Lapsed during the year	Cancelled during the year	As at 31 March 2024	Date of grant	Approximate percentage of the underlying shares for the share options outstanding in the issued Shares	Exercise price (HK\$)	Exercise period
參與者類別	於二零二三年四月一日	於年內授出 (附註3)	於年內行使	於年內失效	於年內註銷	於二零二四年三月三十一日	授出日期	尚未行使購股權之相關股份佔已發行股份的概約百分比	行使價 (港元)	行使期
Mr. Ho (Resigned on 30 April 2024) 何先生 (於二零二四年四月三十日辭任)	140,419	-	-	-	-	40,419	26 October 2018 二零一八年十月二十六日	0.01%	0.668	(Note 1) (附註1)
						100,000	24 April 2020 二零二零年四月二十四日	0.02%	0.190	(Note 2) (附註2)
		200,000	-	-	-	200,000	5 September 2023 二零二三年九月五日	0.04%	0.094	(Note 3) (附註3)
Sub-total 小計	4,214,670	6,200,000	-	-	-	10,414,670				
Employees 僱員	26,259,222	-	-	-	-	11,689,222 (Note 4) (附註4)	26 October 2018 二零一八年十月二十六日	2.09%	0.668	(Note 1) (附註1)
						14,570,000	24 April 2020 二零二零年四月二十四日	2.60%	0.190	(Note 2) (附註2)
		49,800,000	-	-	(5,000,000)	44,800,000	5 September 2023 二零二三年九月五日	8.00%	0.094	(Note 3) (附註3)
Sub-total 小計	26,259,222	49,800,000	-	-	(5,000,000)	71,059,222				
Total 合計	30,473,892	56,000,000			(5,000,000)	81,473,892				

Report of the Directors 董事會報告

Notes:

1. The share options granted on 26 October 2018 are exercisable from 26 October 2018 to 26 October 2028.
2. The share options granted on 24 April 2020 are exercisable from 24 April 2020 to 24 April 2030.
3. The share options granted on 5 September 2023 are exercisable from 5 September 2023 to 5 September 2033. The share options granted will be vested over a period of twelve months from the date of grant.

The fair value of the share options granted on 5 September 2023 determined using the Binomial model was approximately HK\$2,210,000. The significant inputs into the model were share price of HK\$0.092 at the grant date, exercise price shown above, expected volatility of 59.904%, annual risk free interest rate of 3.89% and dividend payout ratio of Nil. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices from 11 October 2013 to 5 September 2023.

4. Among the 3,900,000 share options granted to the employees of the Company's subsidiaries in the PRC, these share options are exercisable in the following manner: (i) up to 30% of the share options granted to each grantee shall be exercisable on or after 24 April 2020 to 23 April 2021; (ii) up to further 30% of the share options granted to each grantee shall be exercisable on or after 24 April 2021 to 23 April 2022; and (iii) all the remaining 40% of the share options granted to each grantee shall be exercisable on or after 24 April 2022 to 23 April 2023, and in each case, not later than 24 April 2030.

附註：

1. 於二零一八年十月二十六日授出的購股權可於二零一八年十月二十六日至二零二八年十月二十六日期間行使。
2. 於二零二零年四月二十四日授出的購股權可於二零二零年四月二十四日至二零三零年四月二十四日期間行使。
3. 於二零二三年九月五日授出的購股權可於二零二三年九月五日至二零三三年九月五日期間行使。授出的購股權將自授出日期起計12個月期間歸屬。

採用二項式模式釐定的於二零二三年九月五日授出的購股權的公平值約為2,210,000港元。該模式的主要輸入數據為於授出日期股價0.092港元、上述行使價、預期波幅59.904%、年度無風險利率3.89%及零派息率。按預期股價回報的標準偏差計量的波幅乃根據由二零一三年十月十一日起至二零二三年九月五日的每日股價的統計分析計算得出。

4. 於向本公司中國附屬公司之僱員授出之3,900,000份購股權中，該等購股權可按以下方式行使：(i)向各承授人授出之最多30%購股權應於二零二零年四月二十四日或之後至二零二一年四月二十三日行使；(ii)向各承授人進一步授出之最多30%購股權應於二零二一年四月二十四日或之後至二零二二年四月二十三日行使；及(iii)向各承授人授出之所有餘下40%購股權應於二零二二年四月二十四日或之後至二零二三年四月二十三日行使，及於各情況下，不遲於二零三零年四月二十四日。

As at 31 March 2024, the interests and short positions of the Directors and chief executive of the Company in the shares of the Company (“**Shares**”), underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”)) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) contained in the Appendix 10 to the Rules Governing the Listing Rules, were as follows:

DIRECTORS’ RIGHTS TO ACQUIRE SHARES

Save as disclosed under the headings “Directors’ and chief executive’s interests in shares, underlying shares and debentures of the company and its associated corporations” and “Share Options Granted to Directors and Employees” above and particulars of the Share Option Scheme as set out in Note 36 to the consolidated financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any other body corporate and neither the Directors nor the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company.

於二零二四年三月三十一日，本公司董事及主要行政人員於本公司股份（「**股份**」）、本公司或其任何相聯法團（定義見證券及期貨條例（「**證券及期貨條例**」）第XV部）之相關股份及債權證中擁有根據證券及期貨條例第XV部第七及第八分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文被當作或被視為持有之權益及淡倉），或根據證券及期貨條例第352條須記入當中所指之登記冊之權益及淡倉，或根據上市規則附錄10所載之上市發行人董事進行證券交易之標準守則（「**標準守則**」）須知會本公司及聯交所之權益及淡倉如下：

董事購買股份之權利

除上文標題「董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益」及「董事及僱員獲授予之購股權」及購股權計劃之詳情列於綜合財務報表附註36所披露外，本公司或其任何附屬公司於年內任何時間並無訂立任何安排，使本公司董事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益，而各董事、主要行政人員、任何彼等之配偶或18歲以下子女亦無擁有可認購本公司證券之任何權利。

SHARE OPTION SCHEME

According to the share option scheme adopted pursuant to the written resolutions of the shareholder dated 24 September 2013 (the “**2013 Share Option Scheme**”), the 2013 Share Option Scheme should expire on 24 September 2023. The share options granted thereunder prior to the expiry date will continue to be valid and exercisable in accordance with the terms of the 2013 Share Option Scheme. At the annual general meeting of the Company held on 15 September 2023, the shareholders of the Company approved the termination of the 2013 Share Option Scheme and adoption of a new share option scheme (the “**2023 Share Option Scheme**”) under which the Directors may grant share options to eligible persons to subscribe for the Shares, subject to the terms and conditions as stipulated therein. Unless otherwise cancelled or amended, the 2023 Share Option Scheme will remain valid for a period of 10 years from the date of its adoption.

The 2023 Share Option Scheme provides the eligible participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives: (i) motivate the eligible participants to optimise their performance efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain an on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group. The eligible participants include the director(s) and employee(s) (whether full-time or part-time) of the Company or any member of the Group as determined or approved by the Board and the Remuneration Committee from time to time and in compliance with the Listing Rules. The eligible participants do not include service providers and service provider sublimit is not applicable. The Company is entitled to grant up to 56,022,213 share options under the 2023 Share Option Scheme during the Period. Details of the 2023 Share Option Scheme are set out in the circular of the Company dated 26 July 2023. No share options had been granted under the 2023 Share Option Scheme.

購股權計劃

依照根據日期為二零一三年九月二十四日的股東書面決議案採納的購股權計劃（「**二零一三年購股權計劃**」），二零一三年購股權計劃應於二零二三年九月二十四日屆滿。根據二零一三年購股權計劃的條款，於到期日之前據此授出的購股權將繼續有效並可行使。於二零二三年九月十五日舉行的本公司股東週年大會上，本公司股東批准終止二零一三年購股權計劃並採納一項新的購股權計劃（「**二零二三年購股權計劃**」），據此，董事可向合資格人士授出購股權以認購股份，惟須遵守該計劃所訂明的條款及條件。除非另行取消或修訂，否則二零二三年購股權計劃自其獲採納之日起十年內有效。

二零二三年購股權計劃為合資格參與者提供機會於本公司持有個人權益，從而達成以下目標：(i) 激勵合資格參與者為本集團的利益而盡可能提升表現效率；及(ii) 吸引並留聘或保持與目前或將對本集團長遠增長有利的合資格參與者的持續業務關係。合資格參與者包括董事會及薪酬委員會根據上市規則不時釐定或批准的本公司或本集團任何成員公司的董事及僱員（不論全職或兼職）。合資格參與者不包括服務提供者及服務提供者分項限額亦不適用。於本期間，本公司有權根據二零二三年購股權計劃授出最多56,022,213份購股權。二零二三年購股權計劃的詳情載於本公司日期為二零二三年七月二十六日的通函。並無根據二零二三年購股權計劃授出購股權。

MATERIAL RELATED PARTY TRANSACTIONS

Details of material related party transactions are set out in Note 37 to the consolidated financial statements.

CONTINUING CONNECTED TRANSACTIONS

The Group had entered into a number of transactions with connected parties which, upon the listing of the Shares on the Stock Exchange, became connected persons of the Company under the Listing Rules. These transactions are continuing connected transactions exempt from the independent shareholder's approval requirements under the Listing Rules. Details of the continuing connected transactions are as follows:

Tenancy agreement entered into with Mr. Wang Jia Jun ("Mr. Wang")

On 17 March 2022, Grand Motion Investments Limited* 匯動投資有限公司 ("Grand Motion"), a wholly owned subsidiary of the Company entered into a car rental agreement ("**Rental Agreement**") with Mr. Wang which for rental of motor car. The term of the lease is from 1 April 2023 to 31 March 2024 with a rental amount of HK\$15,000 per month for the motor car and is renewable upon the signing of a new rental agreement.

During the year ended 31 March 2024, under the annual cap, and the total rental charge paid, the Group's total transaction amount with Mr. Wang contemplated under Rental Agreement was HK\$180,000.

重大關聯方交易

重大關聯方交易詳情載於綜合財務報表附註37。

持續關連交易

本集團已與關連人士訂立多項交易，根據上市規則，該等人士於股份在聯交所上市後成為本公司的關連人士。根據上市規則，該等交易為獲豁免獨立股東批准規定之持續關連交易。持續關連交易的詳情如下：

與王佳駿先生（「王先生」）訂立租賃協議

於二零二二年三月十七日，本公司的全資附屬公司匯動投資有限公司（「匯動」）與王先生訂立汽車租賃協議（「租賃協議」），以租賃汽車。租期自二零二三年四月一日至二零二四年三月三十一日，每輛汽車的月租金為15,000港元及可於簽署新租賃協議後續期。

於截至二零二四年三月三十一日止年度，根據年度上限及已付租金費用總額，於租賃協議項下本集團與王先生的交易總金額為180,000港元。

* English translations of official Chinese names are for identification purpose only.

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Save as disclosed above, there were no other transactions required to be disclosed as non-exempt connected transactions or non-exempt continuing connected transactions in accordance with the Listing Rules during the year ended 31 March 2024. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The independent non-executive Directors of the Company have, for the purpose of Rule 14A.37 of the Listing Rules, reviewed the above continuing connected transactions and confirmed that such continuing connected transactions, for the reporting period, have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or on terms no less favorable to the Group than terms available to or from (as appropriate) independent third parties; and
- (iii) in accordance with the relevant agreements governing such transactions and on terms that are fair and reasonable and in the interest of the shareholders of the Company as a whole.

CORPORATE GOVERNANCE

The Company has applied the code provisions set out in the CG Code contained in Appendix 14 to the Listing Rules. Since its listing on the Stock Exchange, the Company has complied with the code provisions of the CG Code for the year ended 31 March 2024, save for the exceptions explained in the Corporate Governance Report in this report.

截至二零二四年三月三十一日止年度內，除上文所披露者外，概無其他交易按照上市規則須作為不獲豁免關連交易或不獲豁免持續關連交易予以披露。本公司已遵守上市規則第14A章的披露規定。

本公司之獨立非執行董事已就上市規則第14A.37條審閱上述持續關連交易，並確認於報告期間，有關持續關連交易乃按下列基準訂立：

- (i) 於本集團之一般及日常業務過程中訂立；
- (ii) 按一般商業條款或不遜於本集團給予獨立第三方或自獨立第三方取得（如適當）之條款訂立；及
- (iii) 根據監管有關交易之有關協議及按對本公司股東整體而言屬公平合理並符合彼等利益之條款訂立。

企業管治

本公司已應用載於上市規則附錄14之企業管治守則所載之守則條文。自本公司於聯交所上市以來，其已於截至二零二四年三月三十一日止年度遵守企業管治守則之守則條文，惟本報告之企業管治報告所闡述之例外情況除外。

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 March 2024, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report and based on publicly available information and the best knowledge of the Directors, the Company has sufficient public float as required under Rule 8.08 of the Listing Rules.

EVENT AFTER THE REPORTING PERIOD

The Directors are not aware of any significant events requiring disclosure that has taken place subsequent to 31 March 2024 and up to the date of this report.

AUDITORS

The consolidated financial statements of the Group for the year ended 31 March 2024 were audited by HLB Hodgson Impey Cheng Limited who will retire at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

遵守法律及法規

截至二零二四年三月三十一日止年度，本集團並無重大違反或未有遵守適用法律及法規之情況。

充足公眾持股量

於本報告日期及根據公開可得資料及就董事所知，本公司擁有上市規則第8.08條所規定之充足公眾持股量。

報告期後事項

董事並不知悉於二零二四年三月三十一日後直至本報告日期已發生任何須予披露之重大事項。

核數師

本集團截至二零二四年三月三十一日止年度之綜合財務報表經由國衛會計師事務所有限公司審核。國衛會計師事務所有限公司將於即將舉行之股東週年大會上退任並符合資格及願意接受續聘。

Report of the Directors 董事會報告

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The forthcoming annual general meeting of the Company (“AGM”) will be held on Friday, 6 September 2024 at 11:00 a.m. at Suite 1801, 18/F., Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong. The register of members of the Company will be closed from Tuesday, 3 September 2024 to Friday, 6 September 2024, both days inclusive, during which period no transfer of shares will be effected.

In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 2 September 2024.

On behalf of the Board

Wang Jia Jun
Executive Director

Hong Kong, 21 June 2024

股東週年大會及暫停辦理股份過 戶登記手續

本公司應屆股東週年大會（「股東週年大會」）將謹訂於二零二四年九月六日（星期五）上午十一時正假座香港九龍廣東道25號海港城威威大廈第一座18樓1801室舉行。本公司將於二零二四年九月三日（星期二）至二零二四年九月六日（星期五）（包括首尾兩日）止期間暫停辦理股份過戶登記手續，於期間不得辦理股份過戶登記手續。

為符合資格出席股東週年大會並在會上投票，所有過戶文件連同有關股票必須於二零二四年九月二日（星期一）下午四時三十分前呈交本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，辦理股份過戶登記手續。

代表董事會

執行董事
王佳駿

香港，二零二四年六月二十一日

Independent Auditors' Report 獨立核數師報告



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

31/F, Gloucester Tower 香港
The Landmark 中環
11 Pedder Street 畢打街11號
Central 置地廣場
Hong Kong 告羅士打大廈31樓

TO THE SHAREHOLDERS OF WANJIA GROUP HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Wanjia Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 123 to 263 comprise the consolidated statement of financial position as at 31 March 2024, 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 material accounting policy information and other explanatory information.

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 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致萬嘉集團控股有限公司全體股東

(於開曼群島註冊成立的有限公司)

意見

本核數師（以下簡稱「我們」）已審計列載於第123至263頁的萬嘉集團控股有限公司（「**貴公司**」）及其附屬公司（統稱「**貴集團**」）的綜合財務報表，此綜合財務報表包括於二零二四年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、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，包括重大會計政策資料及其他解釋性資料。

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**」）真實而中肯地反映了 貴集團於二零二四年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及其綜合現金流量，並已遵照《香港公司條例》的披露規定妥為擬備。

Independent Auditors' Report 獨立核數師報告

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

意見的基礎

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

關鍵審計事項

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

KEY AUDIT MATTERS – continued

Key audit matters 關鍵審計事項

關鍵審計事項—續

How our audit addressed the key audit matters 我們進行審計時如何處理關鍵審計事項

Impairment assessment on goodwill **商譽減值評估**

Refer to Note 20 to the consolidated financial statements and the accounting policies in Note 3 to the consolidated financial statements.

茲提述綜合財務報表附註20以及綜合財務報表附註3之會計政策。

The Group has goodwill of approximately HK\$24,495,000 relating to provision of hemodialysis treatment and consultancy service business in the PRC as at 31 March 2024. The management performed impairment assessments of the cash generating units and concluded that impairment loss on goodwill of approximately HK\$22,310,000 was recognised during the year ended 31 March 2024.

貴集團有關於二零二四年三月三十一日於中國提供血液透析治療及諮詢服務業務之商譽約為24,495,000港元。管理層對現金產生單位進行減值評估並得出結論，於截至二零二四年三月三十一日止年度就商譽確認減值虧損約22,310,000港元。

The management performs an annual impairment test on the recoverability of the goodwill which is subjective in nature due to judgments having to be made of future performance.

管理層對商譽之可收回性進行年度減值測試，其乃由於對未來表現作出之判斷而本質為主觀。

The valuation of goodwill performed by an independent professional external valuer based on the value in use calculation. The valuation requires the application of significant judgement and estimation by the management in determining the appropriate valuation methodology to be used, use of subjective assumptions and various unobservable inputs. The valuation is sensitive to underlying assumptions applied by the valuer such as pre-tax discount rates and growth rate used and cash flow projection which can have a significant impact to the valuation.

獨立專業外部估值師所進行之商譽估值乃基於使用價值計算方法。估值須應用管理層於釐定將予使用之適當估值方法、主觀假設用途及各種不可觀察輸入數據而作出之重大判斷及估計。該估值對估值師應用之相關假設具敏感性，例如對估值會產生重大影響之除稅前貼現率及所用之增長率以及現金流量預測。

Our procedures in relation to the management's impairment assessment of goodwill included, but were not limited to:

我們就管理層對商譽減值評估進行的程序包括但不限於：

- Engaging our valuation expert to evaluate the assumption and methodologies used in the calculation;
- 聘請估值專家評估計算所使用的假設及方法；
- Assessing the methodologies used and the appropriateness of the key assumptions based on our Knowledge of the relevant industry;
- 根據我們的有關行業知識評估所使用的方法及關鍵假設的適當性；
- Evaluation of management Independent valuer's competence, capabilities and objectively;
- 評估管理獨立估值師的資質、能力及客觀性；
- Challenging the reasonableness of key assumptions based on our knowledge of business and industry; and
- 依據我們對業務及行業的知識，質疑關鍵假設的合理性；及
- Checking, on a sampling basis, the accuracy and relevance of the input data used.
- 抽樣檢查所採用的輸入數據的準確性及相關性。

We found that the management's judgment, estimates, assumptions and methodologies made in respect of the impairment assessment on goodwill were supported by available evidence.

我們認為就商譽減值評估作出之管理層判斷、估計、假設及方法由可得的證據支持。

Independent Auditors' Report 獨立核數師報告

KEY AUDIT MATTERS – continued

Key audit matters

關鍵審計事項

關鍵審計事項—續

How our audit addressed the key audit matters

我們進行審計時如何處理關鍵審計事項

Impairment assessment of trade receivables

貿易應收款項減值評估

Refer to Note 5(b) and Note 23 to the consolidated financial statements and the accounting policies in Note 3 to the consolidated financial statements.

茲提述綜合財務報表附註5(b)及附註23以及綜合財務報表附註3之會計政策。

As at 31 March 2024, the Group has gross trade receivables of approximately HK\$37,907,000 and allowance for credit losses of trade receivables of approximately HK\$11,156,000. Provision is made for lifetime expected credit losses on trade receivables.

於二零二四年三月三十一日，貴集團的貿易應收款項總額約為37,907,000港元，而貿易應收款項之信貸虧損撥備約為11,156,000港元。撥備乃就貿易應收款項的全期預期信貸虧損作出。

Our procedures in relation to management's assessment on allowance for credit losses of trade receivables included, but were not limited to:

就管理層對貿易應收款項之信貸虧損撥備評估而言，我們之程序包括但不限於：

- Obtaining an understanding of key process on how impairment is estimated by management;
- 理解管理層估計減值的關鍵過程；
- Testing on a sample basis, the accuracy of ageing profile of trade receivables by checking to the underlying sales invoices;
- 透過檢查相關銷售發票，以抽樣方式測試貿易應收賬款賬齡之準確性；
- Testing on a sample basis, the subsequent settlement of trade receivables against bank receipts;
- 以抽樣方式對照銀行收據測試貿易應收賬款於結算日後的償付情況；

KEY AUDIT MATTERS – continued

Key audit matters
關鍵審計事項

關鍵審計事項—續

How our audit addressed the key audit matters
我們進行審計時如何處理關鍵審計事項

Impairment assessment of trade receivables

– continued

貿易應收款項減值評估—續

Management applied judgement in assessing the expected credit losses. Receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance. Expected credit losses are also estimated by grouping the remaining receivables based on shared credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the nature of the customer, its geographical location and its ageing category, and applying expected credit loss rates to the respective gross carrying amounts of the receivables. The expected credit loss rates are determined based on historical credit losses experienced and are adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables.

管理層在評估預期信貸虧損時運用判斷。有關已知財務困難或嚴重質疑能否收回應收款項的客戶應收款項會獨立評估其減值撥備。經計及客戶性質、其地理位置及賬齡類別，亦透過將剩餘應收款項基於共享信貸風險特徵分組，並綜合評估回收可能性估算預期信貸虧損，並應用預期信貸虧損率於各應收款項的賬面總額。預期信貸虧損率乃根據歷史信貸虧損經驗釐定，並經調整以反映當前及前瞻性資料，例如影響客戶清償應收款項能力的宏觀經濟因素。

We focused on this area due to the magnitude of the trade receivables and the estimation and judgement involved in determining the expected credit losses allowance of the trade receivables.

我們乃基於該等貿易應收款項的幅度及釐定該等貿易應收款項之預期信貸虧損撥備所涉及的估計及判斷而聚焦此範疇。

- Inquiring of management for the status of each of the material trade receivables past due as at year end and corroborating explanations from management with supporting evidence, such as understanding ongoing business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers; and
- 向管理層詢問年末已逾期的各重大貿易應收款項的狀況，並透過支持證據證實管理層的解釋，如基於貿易記錄了解與客戶的長期業務關係、核查客戶的歷史及後續結算記錄以及與客戶的其他來往信函；及
- Assessing the appropriateness of the expected credit loss provisioning methodology and examining the key data inputs on a sample basis to assess their accuracy and completeness.
- 評估預期信貸虧損撥備方法的適用性及按抽樣基準檢查關鍵輸入數據，以評估其準確性及完整性。

Based upon the above, we found that the estimation and judgement made by management in respect of the expected credit losses allowance and the collectability of receivables were supported by the available evidence.

基於上述各項，我們發現管理層就應收款項預期信貸虧損撥備及可收回性所作的估計及判斷由可得的證據支持。

Independent Auditors' Report 獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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

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

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

其他資料

貴公司董事需對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及我們的核數師報告（「其他資料」）。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料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資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

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

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS – continued

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

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

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

董事及審核委員會就綜合財務報 表須承擔的責任－續

在編製綜合財務報表時，董事負責評估 貴集團持續營運的能力，並在適用情況下披露與持續營運有關的事項，以及使用持續營運為會計基礎，除非董事有意將 貴集團清盤或停止營運，或別無其他實際的替代方案。

審核委員會須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表須承 擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並僅根據我們的協定委聘條款向 閣下（作為整體）出具包括我們意見的核數師報告，除此之外本報告並無其他用途。我們不會就本報告的內容向任何其他人士承擔或負上任何責任。

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

Independent Auditors' Report 獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS – continued

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表須承擔的責任—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誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對 貴集團內部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。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS – continued

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 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 貴集團的持續營運能力產生重大疑慮。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日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續營運。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
 - 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

Independent Auditors' Report 獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS – continued

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguard 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditors' report is Tien Sun Kit, Jack.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Tien Sun Kit, Jack

Practising Certificate Number: P07364

Hong Kong, 21 June 2024

核數師就審計綜合財務報表須承擔的責任—續

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

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

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

出具本獨立核數師報告的審計項目董事是田新傑。

國衛會計師事務所有限公司

執業會計師

田新傑

執業證書編號：P07364

香港，二零二四年六月二十一日

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue	收益	8	181,092	173,702
Cost of sales	銷售成本		(126,352)	(116,766)
Gross profit	毛利		54,740	56,936
Other revenue	其他收益	9	43	153
Other loss, net	其他虧損，淨額	10	(1,769)	(733)
(Allowance for)/reversal of expected credit losses on trade and other receivables, net	貿易及其他應收款項之預期信貸虧損(撥備)/撥回，淨額	5(b)	(4,595)	7,499
Impairment loss on goodwill	商譽減值虧損	20	(22,310)	–
Selling and distribution expenses	銷售及分銷費用		(35,758)	(34,798)
Administrative expenses	行政開支		(29,789)	(24,584)
(Loss)/profit from operations	營運業務(虧損)/溢利	11	(39,438)	4,473
Finance costs	財務費用	12	(1,711)	(2,018)
(Loss)/profit before taxation	除稅前(虧損)/溢利		(41,149)	2,455
Income tax credit/(expense)	所得稅抵免/(開支)	15	854	(517)
(Loss)/profit for the year	本年度(虧損)/溢利		(40,295)	1,938
Other comprehensive expense for the year	本年度其他全面開支			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>於其後可能重新分類至損益之項目：</i>			
Exchange differences on translating of foreign operations	換算海外營運業務之匯兌差額		(5,911)	(9,812)
Other comprehensive expense for the year	本年度其他全面開支		(5,911)	(9,812)
Total comprehensive expense for the year	本年度全面開支總額		(46,206)	(7,874)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
(Loss)/profit for the year attributable to:	以下人士應佔			
Owners of the Company	本年度(虧損)/溢利: 本公司擁有人		(39,977)	1,820
Non-controlling interests	非控股權益		(318)	118
			(40,295)	1,938
Total comprehensive expense for the year attributable to:	以下人士應佔本年度			
Owners of the Company	全面開支總額: 本公司擁有人		(45,883)	(7,987)
Non-controlling interests	非控股權益		(323)	113
			(46,206)	(7,874)
(Loss)/earnings per share:	每股(虧損)/盈利:			
– Basic and diluted (HK cents per share)	– 基本及攤薄 (每股港仙)	17	(7.14)	0.32

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註為該等綜合財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2024 於二零二四年三月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	22,295	31,679
Right-of-use assets	使用權資產	19	11,919	15,807
Goodwill	商譽	20	24,495	49,093
			58,709	96,579
Current assets	流動資產			
Inventories	存貨	22	7,982	12,631
Trade and other receivables	貿易及其他應收款項	23	32,182	50,659
Cash and cash equivalents	現金及現金等值項目	25	18,228	9,876
			58,392	73,166
Assets classified as held for sale	分類為持作出售之資產	26	–	3,703
			58,392	76,869
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	27	17,742	23,897
Lease liabilities	租賃負債	28	2,364	2,569
Borrowings	借貸	29	1,691	7,450
Amount due to a director	應付一名董事款項	30	8,450	–
Tax payables	應付稅項		114	1,320
			30,361	35,236
Liabilities associated with assets classified as held for sale	與分類為持作出售之資產相關的負債	26	–	2,838
			30,361	38,074
Net current assets	流動資產淨值		28,031	38,795
Total assets less current liabilities	資產總值減流動負債		86,740	135,374
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	28	11,545	15,147
Net assets	資產淨值		75,195	120,227

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2024 於二零二四年三月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Capital and reserves	資本及儲備			
Share capital	股本	31	28,011	28,011
Reserves	儲備		45,477	90,186
Equity attributable to owners of the Company	本公司擁有人應佔權益		73,488	118,197
Non-controlling interests	非控股權益		1,707	2,030
Total equity	權益總額		75,195	120,227

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 21 June 2024 and signed on its behalf by:

綜合財務報表於二零二四年六月二十一日獲董事會批准及授權刊發，並由下列董事代表簽署：

Wang Jia Jun

Executive Director

王佳駿

執行董事

Wong Hon Kit

Independent Non-Executive Director

黃漢傑

獨立非執行董事

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註為該等綜合財務報表之一部分。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Attributable to the owners of the Company 本公司擁有人應佔								Non-controlling interest		Total
		Share capital 股本	Share premium 股份溢價	Other reserve 其他儲備	Share option reserve 購股權儲備	Contribution reserve 供款儲備	Translation reserve 匯兌儲備	Statutory reserve 法定儲備	Accumulated losses 累計虧損	Sub-total 小計	Non-controlling interest 非控股權益	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note (a)) (附註(a))	HK\$'000 千港元 (Note (b)) (附註(b))	HK\$'000 千港元 (Note (c)) (附註(c))	HK\$'000 千港元 (Note (d)) (附註(d))	HK\$'000 千港元 (Note (e)) (附註(e))	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2022	於二零二二年四月一日	28,011	60,299	(2,878)	5,636	866,811	12,219	20,821	(864,740)	126,179	1,917	128,096
Profit for the year	本年度溢利	-	-	-	-	-	-	-	1,820	1,820	118	1,938
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	-	-	(9,807)	-	-	(9,807)	(5)	(9,812)
Total comprehensive income/(expense) for the year	本年度全面收益/(開支)總額	-	-	-	-	-	(9,807)	-	1,820	(7,987)	113	(7,874)
Share-based payment (Note 36)	以股份為基礎之付款 (附註36)	-	-	-	5	-	-	-	-	5	-	5
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	-	1,402	(1,402)	-	-	-
At 31 March 2023	於二零二三年三月三十一日	28,011	60,299	(2,878)	5,641	866,811	2,412	22,223	(864,322)	118,197	2,030	120,227
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(39,977)	(39,977)	(318)	(40,295)
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	-	-	(5,906)	-	-	(5,906)	(5)	(5,911)
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	-	(5,906)	-	(39,977)	(45,883)	(323)	(46,206)
Share-based payment (Note 36)	以股份為基礎之付款 (附註36)	-	-	-	1,174	-	-	-	-	1,174	-	1,174
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	-	102	(102)	-	-	-
At 31 March 2024	於二零二四年三月三十一日	28,011	60,299	(2,878)	6,815	866,811	(3,494)	22,325	(904,401)	73,488	1,707	75,195

Notes:

- (a) Other reserve
The reserve represents the difference between the Company's shares of nominal value of the paid-up capital of subsidiaries acquired over the Company's cost of acquisition of the subsidiaries under common control upon the reorganisation and deemed acquisition of a subsidiary's equity interest.
- (b) Share option reserve
The reserve represents the fair value of the actual or estimated number of unexercised share options grants to eligible persons, including any full-time and part-time employee, director, consultant or advisor of the Company and its subsidiaries recognised in accordance with the share option scheme.

附註：

- (a) 其他儲備
該儲備指本公司所收購附屬公司繳入資本之股份面值與本公司於重組時收購共同控制附屬公司之成本以及視作收購一間附屬公司之股權的差額。
- (b) 購股權儲備
該儲備指按照購股權計劃已確認的授予合資格人士(包括本公司及其附屬公司任何全職及兼職僱員、董事、諮詢人或顧問)的尚未行使購股權的實際或估計數目的公平值。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

Notes: – continued

- (c) Contribution reserve
Capitalisation of the outstanding amount of approximately HK\$866,811,000 due from Timely Hero Enterprises Limited (“**Timely Hero**”) to Hua Xia Healthcare Holdings Limited (“**Hua Xia**”) on 3 September 2013 in consideration of (i) the allotment and issue 1 share of US\$1 in the share capital of Timely Hero to Luxuriant Expand Global Investment Limited (“**Luxuriant Expand**”), credited as fully paid up, at the direction of Hua Xia; and (ii) the allotment and issue of a total of 100 shares of US\$1 each in the share capital of Luxuriant Expand, all credited as fully paid up, to Hua Xia in consideration of its receipt of 1 share in Timely Hero at the direction of Hua Xia. Details of the reorganisation were set out in the paragraph headed “The Reorganisation” in the section headed “Corporate history, development and Reorganisation” in the prospectus dated 30 September 2013.
- (d) Translation reserve
The reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 3.
- (e) Statutory reserve
As stipulated by the relevant laws and regulations of the Peoples’ Republic of China (the “**PRC**”), the subsidiaries of the Company establishing in the PRC shall set aside 10% of its net profit after taxation for the statutory surplus reserve fund (except where the reserve balances has reached 50% of the subsidiaries’ paid up capital). The reserve fund can only be used, upon approval by the Board of Directors and by the relevant authority, to offset accumulated losses or increase capital.

The accompanying notes form an integral part of these consolidated financial statements.

附註：—續

- (c) 供款儲備
於二零一三年九月三日將時雄企業有限公司（「**時雄**」）結欠華夏醫療集團有限公司（「**華夏**」）的約866,811,000港元的未償還款項資本化，作為以下事項的代價：(i)按華夏指示向茂加環球投資有限公司（「**茂加**」）配發及發行時雄股本中1股面值1美元的入賬列作繳足股份；及(ii)向華夏配發及發行茂加股本中合共100股每股面值1美元的股份（全部入賬列作繳足），作為其按華夏指示接收1股時雄股份的代價。重組詳情載於日期為二零一三年九月三十日之招股章程「公司歷史、發展及重組」一節「重組」一段。
- (d) 匯兌儲備
該儲備包括因換算海外業務財務報表而引致的所有匯兌差額。該儲備乃根據附註3所載的會計政策處理。
- (e) 法定儲備
如相關的中華人民共和國（「**中國**」）法律法規所規定，本公司在中國成立的附屬公司須將其除稅後純利的10%撥作法定盈餘公積金，惟倘該公積金的結餘達到附屬公司本身實繳股本的50%則除外。公積金只可在獲得董事會及相關機構批准的情況下用於抵消累計虧損或作增加股本之用。

隨附附註為該等綜合財務報表之一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

	Note	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Operating activities			
(Loss)/profit before taxation		(41,149)	2,455
Adjustments for:	調整項目：		
Interest income	9	(43)	(33)
Finance costs	12	1,711	2,018
Depreciation of property, plant and equipment	18	7,633	9,003
Depreciation of right-of-use assets	19	2,780	2,920
Allowance/(reversal of) for expected credit losses on trade and other receivables, net	5(b)	4,595	(7,499)
Impairment loss on goodwill	20	22,310	–
Loss on disposal of property, plant and equipment	10	5,030	733
Share-based payment	11	1,174	5
Gain on early termination of lease	10	(252)	–
Gain on disposal of a subsidiary	10	(3,009)	–
Operating cash flows before movements in working capital	營運資金變動前 營運現金流量	780	9,602
Decrease in inventories		4,039	498
Decrease in trade and other receivables		11,462	16,559
Decrease in trade and other payables		(6,930)	(16,571)
Cash generated from operations		9,351	10,088
PRC Enterprise Income Tax paid		(49)	(703)
Net cash generated from operating activities	營運業務所得 現金淨額	9,302	9,385

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

	Note 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Investing activities	投資業務		
Interest received	9	43	33
Purchase of property, plant and equipment	18	(3,409)	(3,914)
Proceeds on disposal of property, plant and equipment		50	37
Proceed from disposal of a subsidiary		3,990	–
Net cash generated from/(used in) investing activities	投資業務所得／(所用) 現金淨額	674	(3,844)
Financing activities	融資業務		
Repayment of lease liabilities		(3,272)	(3,874)
Proceed from borrowings		–	11,564
Repayment of borrowings		(6,023)	(4,992)
Proceed from amount due to a director		8,450	–
Repayment of amount due to a director		–	(3,500)
Interest paid on amount due to a director		(197)	–
Net cash used in financing activities	融資業務所用現金淨額	(1,042)	(802)
Net increase in cash and cash equivalents	現金及現金等值項目 增加淨額	8,934	4,739
Cash and cash equivalents at the beginning of the year	年初之現金及現金等值項目	9,876	5,768
Effect of foreign exchange rate changes	外匯匯率變動之影響	(582)	(631)
Cash and cash equivalents at the end of the year	年終之現金及現金等值項目	18,228	9,876

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註為該等綜合財務報表之一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

1. GENERAL INFORMATION

Wanjia Group Holdings Limited (the “**Company**”) was incorporated as an exempted Company with limited liabilities in the Cayman Islands. The Company’s immediate holding company and ultimate holding company is Power King Investment Development Limited, a company incorporated in British Virgin Islands (the “**BVI**”). The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The address of the registered office of the Company is Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands. The head office and principal place of business of the Company in Hong Kong is located at Suite 1801, 18/F, Tower 1 The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong.

The Company is an investment holding Company and its subsidiaries (together with the Company, the “**Group**”) are principally engaged in pharmaceutical wholesale and distribution business, and hemodialysis treatment and consultancy service business in the People’s Republic of China (the “**PRC**”). The activities of its principal subsidiaries are set out in Note 24 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the same as functional currency of the Company, and the functional currency of the most of the subsidiaries are Renminbi (“**RMB**”). The Board of Directors considered that it is more appropriate to present the consolidated financial statements in HK\$ as the shares of the Company are listed on the Stock Exchange. The consolidated financial statements are rounded to the nearest thousands (HK\$’000), unless otherwise stated.

1. 一般資料

萬嘉集團控股有限公司（「**本公司**」）於開曼群島註冊成立為獲豁免有限公司。本公司之直接控股公司及最終控股公司為威揚投資發展有限公司（一間於英屬處女群島（「**英屬處女群島**」）註冊成立之公司）。本公司股份於香港聯合交易所有限公司（「**聯交所**」）主板上市。

本公司註冊辦事處之地址為Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands。本公司之總辦事處及香港主要營業地點位於香港九龍廣東道25號海港城港威大廈第一座18樓1801室。

本公司為一間投資控股公司，其附屬公司（連同本公司統稱為「**本集團**」）主要在中華人民共和國（「**中國**」）從事藥品批發和分銷業務、血液透析治療及諮詢服務業務。其主要附屬公司之業務載列於綜合財務報表附註24。

綜合財務報表以港元（「**港元**」）呈列，與本公司之功能貨幣相同，且大部分附屬公司之功能貨幣為人民幣（「**人民幣**」）。董事會認為，由於本公司股份於聯交所上市，故以港元呈列綜合財務報表更為合適。除另有指明外，綜合財務報表內數值均四捨五入至最接近千位（千港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual periods beginning on 1 April 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本

於本年度強制生效之新訂香港財務報告準則及其修訂本

於本年度，本集團已就編製綜合財務報表首次應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂香港財務報告準則及其修訂本，該等新訂香港財務報告準則及其修訂本在本集團於二零二三年四月一日開始之年度期間強制生效：

香港財務報告準則第17號（包括二零二零年十月及二零二二年二月的香港財務報告準則第17號（修訂本））	保險合約
香港會計準則第8號（修訂本）	會計估計之定義
香港會計準則第12號（修訂本）	有關單一交易所產生資產及負債之遞延稅項
香港會計準則第12號（修訂本）	國際稅務改革—第二支柱示範規則
香港會計準則第1號（修訂本）及香港財務報告準則實務公告第2號	會計政策之披露

除下文所述者外，於本年度應用新訂香港財務報告準則及其修訂本不會對本集團本年度及以往年度的財務狀況及表現及／或綜合財務報表所載之披露產生重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) – continued

New and amendments to HKFRSs that are mandatorily effective for the current year – continued

Impacts on application of Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The Group has applied the amendments for the first time in the current year. The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本－續

於本年度強制生效之新訂香港財務報告準則及其修訂本－續

應用香港會計準則第12號（修訂本）－有關單一交易所產生資產及負債之遞延稅項之影響

於本年度，本集團已首次應用該等修訂本。該等修訂本將香港會計準則第12號第15及24段對遞延稅項負債及遞延稅項資產之確認豁免範圍收窄，使其不再適用於在首次確認時產生相等應課稅及可扣減暫時差額之交易。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) – continued

New and amendments to HKFRSs that are mandatorily effective for the current year – continued

Impacts on application of Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction – continued

In accordance with the transition provision:

- (i) the Group has applied the new accounting policy retrospectively to leasing transactions that occurred on or after 1 April 2022;
- (ii) the Group also, as at 1 April 2022, recognised a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary difference associated with right-of-use-assets and lease liabilities.

The application of the amendments has had no material impact on the Group’s financial position and performance, except that the Group discloses the related deferred tax assets of approximately HK\$4,639,000 and deferred tax liabilities of approximately HK\$4,639,000 on a gross basis but it has no impact on the retained earnings at the earliest period presented.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本－續

於本年度強制生效之新訂香港財務報告準則及其修訂本－續

應用香港會計準則第12號（修訂本）－有關單一交易所產生資產及負債之遞延稅項之影響－續

根據過渡性條文：

- (i) 本集團已對於二零二二年四月一日或之後發生的租賃交易追溯應用新的會計政策；
- (ii) 於二零二二年四月一日，本集團亦已就與使用權資產及租賃負債相關的所有可扣減及應課稅暫時差額確認遞延稅項資產（倘可能出現可使用可扣減暫時差額的應課稅溢利）以及遞延稅項負債。

應用該等修訂本對本集團之財務狀況及表現並無重大影響，惟本集團按總額基準披露相關遞延稅項資產約4,639,000港元及遞延稅項負債約4,639,000港元除外，但其對最早呈列期間的保留盈利並無影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) – continued

Amendment to HKFRSs in issue but not yet effective

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

The directors of the Company anticipate that the application of the amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本－續

已頒佈但尚未生效之香港財務報告準則之修訂本

本集團並無提早應用以下已頒佈但尚未生效之香港財務報告準則之修訂本：

香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營企業之間之資產出售或投入 ¹
香港財務報告準則第16號（修訂本）	售後回租的租賃負債 ²
香港會計準則第1號（修訂本）	將負債分類為流動或非流動及香港詮釋第5號之相關修訂本（二零二零年） ²
香港會計準則第1號（修訂本）	附帶契諾的非流動負債 ²
香港會計準則第7號及香港財務報告準則第7號（修訂本）	供應商融資安排 ²
香港會計準則第21號（修訂本）	缺乏可兌換性 ³

¹ 於待定日期或之後開始之年度期間生效。

² 於二零二四年一月一日或之後開始之年度期間生效。

³ 於二零二五年一月一日或之後開始之年度期間生效。

本公司董事預期應用香港財務報告準則之修訂本對於可預見未來之綜合財務報表將不會產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs issued by the HKICPA and accounting principles generally accepted in Hong Kong. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared on the historical cost basis, except for financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 綜合財務報表編製基準及重大會計政策資料

合規聲明

綜合財務報表已根據香港會計師公會頒佈的所有適用香港財務報告準則及香港公認會計原則而編製。就編製綜合財務報表而言，倘資料合理預期可影響主要使用者所作出之決定，則有關資料被視作重大。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則（「**上市規則**」）及香港公司條例所規定的適用披露。

綜合財務報表編製基準

誠如下文所載會計政策所闡釋，綜合財務報表乃根據歷史成本法編製，惟於各報告期末按公平值計量之金融工具除外。

歷史成本一般以交換貨品及服務時給予代價的公平值為基準。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Basic of preparation of consolidated financial statements – continued

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

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

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

3. 綜合財務報表編製基準及重大會計政策資料—續

綜合財務報表編製基準—續

公平值為市場參與者於計量日在有序交易中出售資產所收取或轉讓負債所支付之價格，不論該價格是否可直接觀察或使用其他估值技術估算。估算資產或負債公平值時，本集團會考慮資產或負債於計量日之價格。該等綜合財務報表中作計量及／或披露目的之公平值乃以此為基礎確定，惟香港財務報告準則第2號以股份支付之款項範圍內的以股份為基礎的支付交易、根據香港財務報告準則第16號租賃入賬的租賃交易及與公平值存在一定相似性但非公平值之計量項目（如香港會計準則第2號存貨的可變現淨值或香港會計準則第36號資產減值的使用價值）除外。

非財務資產的公平值計量須計及市場參與者能否自最有效最佳使用該資產而賺取經濟利益，或將該資產出售予將最有效最佳使用該資產的其他市場參與者而賺取經濟利益。

此外，就財務報告目的而言，公平值計量根據公平值計量輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分為第一級、第二級或第三級，內容如下：

- 第一級輸入數據為實體可於計量日獲取之同類資產或負債於活躍市場的（未經調整）報價；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Basic of preparation of consolidated financial statements – continued

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Material accounting policy information

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

Subsidiaries

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

The acquisition method of accounting is used to account for business combinations by the group. Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

3. 綜合財務報表編製基準及重大會計政策資料—續

綜合財務報表編製基準—續

- 第二級輸入數據為資產或負債可直接或間接觀察的輸入數據（計入第一級的報價除外）；及
- 第三級輸入數據為資產或負債的不可觀察輸入數據。

重大會計政策資料

編製該等綜合財務報表所應用的重大會計政策資料載列如下。除非另有說明，否則該等政策已在所有呈列年份中得到一致應用。

附屬公司

附屬公司為受本集團控制的一切實體（包括結構實體）。倘本集團承擔或享有參與實體所得之可變回報，且有能力透過管理本集團業務之權力影響該等回報，則本集團對該實體擁有控制權。附屬公司自停止控制之日起終止綜合入賬。

本集團採用會計收購法計算業務合併。集團內公司間之公司間交易、結餘及交易之未變現收益，均予以抵銷。除非交易時有證據顯示所轉讓資產有所減值，否則未變現虧損亦會對銷。附屬公司的會計政策已按需要變更，以確保與本集團所採納政策貫徹一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Subsidiaries – continued

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

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

附屬公司—續

附屬公司業績及權益中的非控股權益分別於綜合損益表、全面收益表、權益變動表及資產負債表中單獨呈列。

綜合基準

綜合財務報表納入本公司及由本公司及其附屬公司所控制實體(包括結構性實體)之財務報表。當本公司屬以下情況時則取得控制權：

- 可對受投資實體行使權力；
- 對來自參與受投資實體之可變回報承擔風險或享有權利；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制受投資實體。

綜合一家附屬公司賬目之時間從本集團取得該附屬公司之控制權起至本集團失去該附屬公司之控制權止。尤其是，於年內所收購或出售之一家附屬公司之收入及開支，自本集團取得該附屬公司之控制權之日起至本集團失去該附屬公司之控制權之日止計入綜合損益及其他全面收益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Basis of consolidation – continued

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

綜合基準—續

損益及其他全面收益之各項歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此將導致非控股權益出現虧絀結餘。

如有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策一致。

集團內公司間之所有資產及負債、權益、收入、開支及與本集團成員公司間之交易有關之現金流量均於綜合賬目時悉數對銷。

於附屬公司的非控制性權益與本集團在當中的權益分開呈列，即賦予持有人權利於清盤時按比例分佔相關附屬公司資產淨值的現時所有權權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interest (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 Financial Instruments or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

本集團於現有附屬公司之擁有權權益變動

本集團於現有附屬公司之擁有權權益變動若無導致本集團失去對有關附屬公司之控制權，則按權益交易入賬。本集團權益之有關部分及非控股權益之賬面值作出調整，以反映其於附屬公司之相關權益變動（當中包括根據本集團與非控股權益比例，在本集團與非控股權益之間重新分配相關儲備）。

非控股權益之調整金額與已付或已收代價之公平值間之任何差額直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去一間附屬公司之控制權，會終止確認該附屬公司的資產與負債及非控股權益（如有）。按(i)所收取代價之公平值及任何保留權益之公平值之總額及(ii)本公司擁有人應佔附屬公司資產（包括商譽）及負債之賬面值，所產生之差額計算之收益或虧損於損益內確認。與該附屬公司有關之先前於其他全面收益確認之所有款額，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬（即按適用香港財務報告準則之規定／准許重新分類至損益或轉撥至另一類別權益）。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據香港財務報告準則第9號金融工具確認於其後入賬時被列作初步確認之公平值，或（如適用）於初步確認時之於聯營公司或合營企業之投資成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

The identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the *Conceptual Framework for Financial Reporting* (the “**Conceptual Framework**”) except for transactions and events within the scope of HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or HK(IFRIC)-Int 21 *Levies*, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

業務合併

業務是一組完整的活動及資產，包括一項資源投入及一項實質過程，而兩者對創造產出的能力有重大貢獻。倘收購過程對繼續生產產出的能力至關重要，且包括具備執行相關過程所必需的技能、知識或經驗的組織勞動力，或其對持續生產產出的能力有重大貢獻，或在無重大成本、努力或持續生產產出能力出現延遲的情況下不可取代，則被認為屬獨特或稀缺。

業務收購採用收購法列賬。業務合併中之轉讓代價按公平值計量，而公平值乃按於收購日本集團所轉讓之資產、本集團向被收購公司原股東產生之負債及本集團於交換被收購公司之控制權發行之股權之公平值之總額計算。收購相關費用一般於產生時在損益賬確認。

所收購可識別資產及所承擔負債必須符合財務報告概念框架（「**概念框架**」）中資產及負債的定義，惟香港會計準則第37號撥備、或然負債及或然資產或香港（國際財務報告詮釋委員會）詮釋第21號徵費範圍內的交易及事件除外，於該情況下，本集團應用香港會計準則第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，以識別其於業務合併中所承擔的負債。或然資產不予確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Business combinations – continued

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

業務合併—續

於收購日期，所收購之可識別資產及所承擔之負債乃按公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債分別按香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；
- 與被收購公司以股份付款之安排有關或本集團訂立以股份付款之安排取代被收購公司以股份付款之安排有關之負債或權益工具，於收購當日按香港財務報告準則第2號以股份支付之款項計量（見下文會計政策）；
- 按照香港財務報告準則第5號持作出售之非流動資產及已終止營運業務分類為持作出售之資產（或出售組別）按照該準則計量；及
- 租賃負債按剩餘租賃款項（定義見香港財務報告準則第16號）的現值確認及計量，猶如收購的租賃於收購日期為新租賃，惟(a)租期於收購日期12個月內結束，或(b)相關資產為低價值的租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條款相比租賃的有利或不利條款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Business combinations – continued

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

業務合併—續

商譽按所轉讓之代價、任何非控股權益於被收購公司中所佔金額、及收購公司以往持有之被收購公司股權之公平值(如有)之總和,減所收購可識別資產及所承擔負債於收購當日之淨值後,所超出之差額計量。倘經過評估後,所收購可識別資產與所承擔負債於收購當日之淨額高於轉讓之代價、任何非控股權益於被收購公司中所佔金額以及收購公司以往持有之被收購公司股權之公平值(如有)之總和,則差額即時於損益賬內確認為議價收購收益。

屬現時擁有權權益且持有人有權於清盤時按比例分佔相關附屬公司淨資產之非控股權益,可初步按非控股權益應佔被收購公司可識別淨資產之已確認金額比例或按公平值計量。計量基準可按每項交易而選擇。其他種類之非控股權益乃按其公平值計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Business combinations – continued

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

業務合併—續

倘本集團於業務合併中轉讓之代價包括或然代價安排，則或然代價按其於收購日期之公平值計量，並計入於業務合併所轉讓之代價之一部分。符合資格為計量期間調整之或然代價公平值變動將予追溯調整。計量期間調整為於「計量期間」（不可超過自收購日期起計一年）取得有關於收購日期已存在之事實及情況之額外資料產生之調整。

不符合作為計量期間調整之或然代價之其後會計處理，取決於或然代價如何分類。分類為權益之或然代價於其後報告日期不會重新計量，其後結算於權益內進行入賬處理。分類為資產或負債之或然代價於其後報告日期重新計量至公平值，而相應收益或虧損乃於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Business combinations – continued

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3. 綜合財務報表編製基準及重大會計政策資料－續

重大會計政策資料－續

業務合併－續

倘業務合併分階段完成，則本集團過往所持有被收購公司之股權會重新計量至收購日期（即本集團獲得控制權當日）之公平值，而所產生之收益或虧損（如有）會於損益或其他全面收益（如適用）確認。如本集團已直接出售先前持有之股權，先前已於其他全面收益確認並根據香港財務報告準則第9號計量的在收購日期前於被收購公司的權益所產生之金額，將須按相同基準入賬。

倘業務合併之初步會計處理於合併發生之報告期末仍未完成，則本集團會就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間（見上文）內作出追溯調整，並確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant CGU or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the CGU (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

商譽

收購業務所產生之商譽按收購業務當日所確定之成本減任何累計減值虧損(如有)列賬。

就減值測試而言,商譽會分配到本集團中預期會受惠於合併協同效應之各個現金產生單位(「現金產生單位」)(或現金產生單位組別),代表為內部管理目的監測商譽的最低水平,並且不大於一項經營分類。

獲分配商譽之現金產生單位(或現金產生單位組別)會每年進行減值測試,或於有跡象顯示該單位可能已經減值時更頻繁地進行減值測試。就於某報告期間因收購產生的商譽而言,獲分配商譽的現金產生單位(或現金產生單位組別)於報告期末前進行減值測試。倘現金產生單位之可收回數額少於其賬面值,則減值虧損會首先分配至用以減少該單位獲分配之任何商譽之賬面值,再根據該單位(或現金產生單位組別)各項資產之賬面值按比例基準分配至該單位之其他資產。

於出售相關現金產生單位或現金產生單位組別內的任何一個現金產生單位時,商譽應佔金額將被計入釐定出售的損益金額當中。當本集團處置現金產生單位(或現金產生單位組別內的一個現金產生單位)中的一項業務時,所處置的商譽金額乃根據所處置的業務(或現金產生單位)及現金產生單位(或現金產生單位組別)中保留的部分的相對價值計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Non-current assets held for sale

Non-current assets (and disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell, except for financial assets within the scope of HKFRS 9 which continue to be measured in accordance with the accounting policies as set out in respective sections.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

持作出售之非流動資產

倘非流動資產（及出售組別）的賬面值將主要透過出售交易而非持續使用而收回，則分類為持作出售。僅當該資產（或出售組別）的目前狀況可供即時出售（僅須遵循出售此類資產（或出售組別）的一般慣常條款）且出售的可能性非常高時，方被視為符合該條件。管理層必須對出售作出承擔，而出售預期應可於分類日期起計一年內合資格確認為已完成出售。

當本集團承諾進行涉及失去某附屬公司控制權的出售計劃，在符合上述條件的情況下，該附屬公司的所有資產及負債均分類為持作出售，不論本集團會否於出售后保留相關附屬公司之非控制性權益。

分類為持作出售非流動資產（及出售組別）乃按其過往賬面值與公平值兩者中的較低者減出售成本計量，惟屬香港財務報告準則第9號範圍內的財務資產繼續按相關章節所載會計政策計量除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the services, or for administrative purposes (other than construction in progress as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

物業、廠房及設備

物業、廠房及設備為持有作提供服務所用，或作行政用途之有形資產（下述在建工程除外）。物業、廠房及設備於綜合財務狀況表按成本減其後累積折舊及其後累積減值虧損（如有）入賬。

用於生產、供應或行政用途之在建樓宇以成本減任何已確認減值虧損列賬。成本包括將資產運至必要地點及達到必要條件以能按管理層擬定的方式進行所直接產生的任何成本（包括測試相關資產能否正常運作的成本）及（就合資格資產而言）根據本集團會計政策資本化之借款成本。有關物業在竣工及可作擬定用途時分類為物業、廠房及設備的合適類別。當該等資產可作擬定用途時，本集團會按與其他物業資產相同之基準計算其折舊。

在建工程包括作生產或自用用途而仍然在建之物業、廠房及設備。在建工程乃按成本減任何已確認減值虧損入賬。在建工程於完工及可作擬定用途時分類為物業、廠房及設備之適當類別。與其他物業資產相同，該等資產於可作擬定用途時開始計提折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Property, plant and equipment – continued

Depreciation is recognised so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on disposal and retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

物業、廠房及設備—續

資產（在建工程除外）均以直線法按其估計可使用年期將其成本撇減剩餘價值確認折舊。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，並按預測基準計對估計出現任何變動之影響入賬。

物業、廠房及設備項目在出售時或預期繼續使用該資產不會帶來未來經濟利益時終止確認。處置及報廢物業、廠房及設備項目所產生的任何收益或虧損按銷售所得款項與資產賬面價值之間的差額釐定並於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

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

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual CGUs, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

物業、廠房及設備以及使用權資產之減值

於報告期末，本集團審閱物業、廠房及設備以及使用權資產之賬面值，以判斷是否有跡象顯示此等資產已出現減值虧損。倘存在任何有關跡象，則估計相關資產之可收回金額，以釐定減值虧損（如有）之程度。

物業、廠房及設備以及使用權資產之可收回金額予以單獨估計。倘不可能單獨估計可收回金額，則本集團估計資產所屬現金產生單位之可收回金額。

此外，本集團評估是否有跡象顯示企業資產可能出現減值。倘存在有關跡象，當可識別合理而持續之分配基準時，企業資產亦會分配至個別現金產生單位或另行分配至可識別合理而持續分配基準之最小現金產生單位組別。

對現金產生單位進行減值測試時，倘可建立一個合理及一致的分配基準時，公司資產會被分配到相關現金產生單位，否則將會被分配至可建立一個有合理及一致的分配基準的最小組別的現金產生單位。可收回金額乃根據公司資產所屬的現金產生單位或現金產生單位組別而釐定，並與相關現金產生單位或現金產生單位組別的賬面值作比較。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Impairment on property, plant and equipment and right-of-use assets – continued

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

物業、廠房及設備以及使用權資產之減值—續

可收回金額指公平值減出售成本及使用價值（以較高者為準）。評估使用價值時，會將估計未來現金流量按稅前貼現率貼現為現值，該稅前貼現率反映當前市場對金錢時間價值的評估及有關資產（或現金產生單位）（未來現金流量的估計並未作出調整）的特有風險。

倘資產（或現金產生單位）之可收回數額估計低於其賬面值，則資產（或現金產生單位）賬面值會降至其可收回數額。就未能按合理一致基準分配至現金產生單位的公司資產或部分公司資產而言，本集團會將一組現金產生單位的賬面值（包括分配至該現金產生單位組別的公司資產或部分公司資產的賬面值）與該組現金產生單位的可收回金額作比較。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值（如適用），然後按比例根據該單位或該組現金產生單位各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本（如可計量）、其使用價值（如可釐定）及零之中的最高值。已另行分配至資產的減值虧損數額按比例分配至該單位或該組現金產生單位其他資產。減值虧損會即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Impairment on property, plant and equipment and right-of-use assets – continued

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date/settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

物業、廠房及設備以及使用權資產之減值—續

倘減值虧損其後撥回，資產（或現金產生單位或現金產生單位組別）賬面值增至其可收回數額之經修訂估計值，但增加之賬面值不超逾過往年度資產（或現金產生單位或現金產生單位組別）減值虧損未予確認下應予確定之賬面值。撥回後減值虧損即時於損益中確認。

金融工具

財務資產及財務負債乃於集團實體成為工具合約條文的訂約方時獲確認。所有正常購買或銷售的財務資產，按交易／償付日基準確認及終止確認。正常購買或銷售財務資產是指按照市場規定或慣例須在一段期限內進行資產交付的財務資產買賣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which are derived from the financial assets are presented as “other income”.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

除與客戶的合約所產生貿易應收款項初步按香港財務報告準則第15號計量外，財務資產及財務負債初步按公平值計量。收購或發行財務資產及財務負債（按公平值透過損益列賬（「按公平值透過損益列賬」）之財務資產及財務負債除外）直接應佔交易成本乃於初始確認時加入財務資產或財務負債的公平值或自財務資產或財務負債的公平值扣除（視適用情況而定）。收購按公平值透過損益列賬之財務資產或財務負債直接應佔之交易成本乃即時於損益中確認。

實際利率法乃計算財務資產或財務負債的攤銷成本及於有關期間分配利息收入及利息開支的方法。實際利率指於初始確認時將財務資產或財務負債在估計年期或較短期間（如適用）的估計未來現金收入及付款（包括構成實際利率組成部分的所有已付或已收費用及點數、交易成本及其他溢價或折讓）準確貼現至賬面淨值的利率。

源自財務資產的利息收入呈列為「其他收入」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“**FVTOCI**”):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產

財務資產的分類及其後計量

符合下列條件的財務資產其後按攤銷成本計量：

- 於目的為收取合約現金流量的業務模式內持有的財務資產；及
- 合約條款於指定日期產生現金流量僅為支付本金及尚未償還本金額利息的財務資產。

符合下列條件的財務資產其後按公平值計入其他全面收益（「**按公平值計入其他全面收益**」）計量：

- 於目的為收取合約現金流量及出售的業務模式持有的財務資產；及
- 合約條款於指定日期產生的現金流量僅為支付本金及尚未償還本金的利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Classification and subsequent measurement of financial assets – continued

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

財務資產的分類及其後計量—續

所有其他財務資產其後按公平值透過損益列賬計量，但在首次應用／首次確認財務資產之日，倘該股本投資並非持作買賣，亦非由收購方在香港財務報告準則第3號業務合併所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他全面收益呈列股本投資的其後公平值變動。

持作買賣財務資產之條件為：

- 取得財務資產的目的主要是為了近期内出售；或
- 初始確認時，屬本集團一並管理的已識別金融工具組合的一部分，並且具有近期實際短期套利模式；或
- 其為不指定及有效作為對沖工具之衍生工具。

此外，本集團可不可撤回地指定一項須按攤銷成本或透過按公平值計入其他全面收益計量的財務資產按公平值透過損益列賬計量，前提為有關指定可消除或大幅減少會計錯配。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Classification and subsequent measurement of financial assets – continued

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

財務資產的分類及其後計量—續

攤銷成本及利息收入

就其後按攤銷成本計量的財務資產而言，利息收入採用實際利率法確認。利息收入透過對一項財務資產的賬面總值應用實際利率計算，惟其後出現信貸減值（見下文）的財務資產除外。就其後出現信貸減值的財務資產而言，利息收入自下一個報告期間起透過對財務資產的攤銷成本應用實際利率確認。倘信貸減值財務工具的信貸風險得以改善，使財務資產不再出現信貸減值，則自資產釐定為不再出現信貸減值後的報告期間開始，利息收入透過對財務資產的賬面總值應用實際利率確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, other receivable and deposits) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

財務資產減值

本集團就須根據香港財務報告準則第9號進行減值評估的財務資產按照預期信貸虧損（「預期信貸虧損」）模式進行減值評估。於各報告日期對預期信貸虧損金額進行更新，以反映自初始確認起的信貸風險變動。

全期預期信貸虧損指在有關工具之預期使用期限內發生所有可能違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損（「12個月預期信貸虧損」）則指預期可能於報告日期後12個月內發生違約事件而導致的部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗進行，並根據債務人特定因素、一般經濟狀況及對報告日期的當前狀況以及未來狀況預測的評估進行調整。

就所有其他工具而言，本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初始確認後信貸風險大幅增加，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初始確認以來所發生違約的可能性或風險的大幅增加而定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets – continued

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

財務資產減值—續

(i) 信貸風險大幅增加

在評估自初始確認起信貸風險是否大幅增加時，本集團會比較於報告日期金融工具發生違約的風險與於初始確認日期金融工具發生違約的風險。於作出評估時，本集團考慮合理及可靠的定量及定性資料，包括過往經驗及毋需付出過多成本或努力即可取得的前瞻性資料。

尤其是，在評估信貸風險是否大幅增加時，將考慮以下資料：

- 財務工具的外部（如有）或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標顯著惡化，如信貸利差、債務人信用違約掉期價格大幅增加；
- 業務、財務或經濟狀況出現或預期出現不利變動，預期導致債務人償債能力大幅下降；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets – continued

- (i) Significant increase in credit risk – continued
- an actual or expected significant deterioration in the operating results of the debtor;
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

財務資產減值—續

- (i) 信貸風險大幅增加—續
- 債務人營運業績出現實際或預期出現顯著惡化；
 - 債務人的監管、經濟或技術環境出現實際或預期出現重大不利變動，可能導致債務人償債能力大幅下降。

不論上述評估的結果如何，本集團認為，當合約付款逾期超過30日，則自初始確認以來信貸風險已顯著增加，除非本集團另有合理且可支持的資料證明。

本集團定期監察用作識別信貸風險是否大幅增加的標準的有效性，並作出適當修訂，確保有關標準能夠於有關金額到期前發現信貸風險大幅增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets – continued

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

財務資產減值—續

(ii) 違約的定義

就內部信貸風險管理而言，倘內部編製或從外部來源獲得的資料顯示債務人不大可能向其債權人（包括本集團）全額還款（不考慮本集團持有的任何抵押品），則本集團認為發生違約事件。

不論上述分析的結果，本集團認為，倘財務資產逾期超過90日，即發生違約事件，除非本集團具有說明更寬鬆的違約標準更為合適的合理可靠資料，則作別論。

(iii) 出現信貸減值的財務資產

當發生一項或多項違約事件而對財務資產的估計未來現金流量產生不利影響時，該財務資產即為出現信貸減值。財務資產出現信貸減值的證據包括以下事件的可觀察數據：

- (a) 發行人或借款人陷入重大財務困難；
- (b) 違反合約，例如違約或逾期事件；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets – continued

- (iii) Credit-impaired financial assets– continued
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
 - (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
 - (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

財務資產減值—續

- (iii) 出現信貸減值的財務資產—續
- (c) 借款人的貸款人出於與借款人財務困難有關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；
 - (d) 借款人甚有可能破產或進行其他財務重組；或
 - (e) 由於財務困難致使財務資產之活躍市場消失。

(iv) 撇銷政策

倘有資料顯示交易對方陷入嚴重財務困難且無實際收回可能，例如交易對方正進行清盤或已進入破產程序，本集團會撇銷財務資產。在考慮適當法律意見後，已撇銷財務資產仍可根據本集團的收回程序實施強制執行。撇銷構成終止確認事項。任何其後進行的收回均於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets – continued

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

財務資產減值—續

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量乃違約概率、違約虧損率（即違約造成虧損的幅度）及違約風險的函數。違約概率及違約虧損率根據歷史數據及前瞻性資料進行評估。預期信貸虧損的估計反映無偏頗及概率加權金額，有關金額乃根據發生相應違約風險的金額作為加權數值而釐定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用可行權宜方法估計貿易應收款項的預期信貸虧損，並按毋須花費不必要成本或精力即可獲得的前瞻性資料作出調整。

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期將收取的現金流量之間的差額，並按初始確認時釐定的實際利率貼現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets – continued

- (v) Measurement and recognition of ECL – continued
- Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and other receivables and deposits where the corresponding adjustment is recognised through a loss allowance account.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

財務資產減值—續

- (v) 預期信貸虧損的計量及確認—續
- 若干貿易應收款項的全期預期信貸虧損乃經計及逾期資料及前瞻性宏觀資料等相關信貸資料，按集體基礎得出。

就集體評估而言，本集團在分組時計及以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

利息收入按財務資產的總賬面值計算，除非財務資產錄得信貸減值則除外，而在該情況下，利息收入乃按財務資產的攤銷成本計算。

本集團透過調整有關金融工具之賬面值而於損益確認所有金融工具之減值收益或虧損，惟貿易應收賬項及其他應收款項及按金透過虧損撥備賬確認相應調整例外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial assets – continued

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

金融工具—續

財務資產—續

取消確認財務資產

僅於資產現金流量之合約權利屆滿時，或轉讓財務資產及將該資產所有權之絕大部分風險及回報轉讓予另一實體時，本集團方會取消確認財務資產。倘本集團並未轉讓亦未保留所有權之絕大部分風險及回報，並繼續控制已轉讓資產，則會確認於該項資產中之保留權益及可能須予支付之相關負債金額。倘本集團保留已轉讓財務資產所有權之絕大部分風險及回報，則本集團繼續確認該財務資產並確認已收所得款項之有抵押借貸。

取消確認按攤銷成本計量之財務資產時，資產賬面值與已收及應收代價總額之差額乃於損益確認。

財務負債及股本工具

分類為債務或股本

集團實體發行之債務及股本工具乃根據合約安排之性質及財務負債及股本工具之定義分類為財務負債或股本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Financial instruments – continued

Financial liabilities and equity instruments – continued

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, borrowings and lease liabilities) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料－續

重大會計政策資料－續

金融工具－續

財務負債及股本工具－續

股本工具

股本工具乃證明實體資產於扣除其所有負債後之剩餘權益之任何合約。一間集團實體發行之股本工具乃按已收取所得款項扣除直接發行成本確認。

財務負債

所有財務負債其後使用實際利率法按攤銷成本計量。

按攤銷成本計量之財務負債

財務負債(包括貿易及其他應付款項、借貸及租賃負債)其後使用實際利率法按攤銷成本計量。

取消確認財務負債

本集團僅於其責任已被解除、註銷或屆滿時方會取消確認財務負債。取消確認之財務負債賬面值與已付及應付代價之差額乃於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs necessary to make the sale. Cost necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

存貨

存貨按成本及可變現淨值之較低者列賬。成本包括所有購買成本及(倘適用)令存貨達致現址及現況所涉之其他成本，乃按先入先出法計算。可變現淨值按日常業務過程中之估計售價減作出銷售所必須之所有估計成本計算。進行銷售的必要成本包括直接歸屬於銷售之增量成本及本集團為進行銷售而必須產生之非增量成本。

現金及現金等值項目

於綜合財務狀況表呈列之現金及現金等值項目包括：

- (a) 現金，其包括手頭現金及活期存款，不包括受監管限制而導致有關結餘不再符合現金定義的銀行結餘；及
- (b) 現金等值項目，其包括短期(通常原到期日為三個月或更短)、可隨時轉換為已知數額現金且價值變動風險不大的高流動性投資。現金等價物持作滿足短期現金承擔，而非用於投資或其他目的。

就綜合現金流量表而言，現金及現金等值項目包括上文定義的現金及現金等值項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Revenue from contracts with customers

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or service.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

客戶合約收益

根據香港財務報告準則第15號，本集團於（或當）完成履約責任時（即於與特定履約責任相關的貨品或服務的「控制權」轉移予客戶時）確認收益。

履約責任指一項明確貨品或服務（或一批貨品或服務）或一系列大致相同的明確貨品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收入則參照完全履行相關履約責任之進展情況而隨時間確認：

- 客戶於本集團履約時同時收取及耗用本集團履約所提供的利益；
- 本集團的履約創造及提升客戶於本集團履約時控制的資產；或
- 本集團的履約未創造對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項。

否則，收益於客戶獲得明確貨品或服務控制權的時間點確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Revenue from contracts with customers – continued

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to same contract are accounted for and presented on a net basis.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

客戶合約收益—續

合約資產指本集團就向客戶換取本集團已轉讓的貨品或服務收取代價的權利（尚未成為無條件）。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已收到客戶支付之代價（或應付之代價金額），而須向客戶轉讓貨品或服務之責任。

與相同合約有關的合約資產及合約負債按淨基準列賬及呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Revenue from contracts with customers – continued

The wholesale and distribution of pharmaceuticals and related products

Revenue from the wholesale and distribution of pharmaceutical and related products is recognised when control of the products has transferred, being at the point the products are delivered to the customer and the customer has accepted the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract, net of discounts, returns and value added taxes.

A receivable is recognised when the products are delivered and the customers accept the products, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Provision of hemodialysis treatment and consultancy services

Revenue from the provision of hemodialysis treatment and consultancy services are recognised at a point in time when the services are rendered.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

客戶合約收益—續

藥品及相關產品批發及分銷

藥品及相關產品批發及分銷收益於產品控制權轉移時(即產品交付給客戶、客戶已接納產品,且並無未履行的義務可能影響客戶對產品的接納時)予以確認。產品付運至特定地點、報廢及破損風險已轉嫁予客戶時即發生交付,而當時客戶已根據銷售合約接納產品且接納條文已告失效,或本集團有客觀證據證明已達成所有接納條件。

此等銷售之收益乃按合約訂明之價格確認,並扣除折扣、退貨及增值稅。

應收款項於產品交付及客戶接納產品時確認,由於此乃代價因只需待時間推移便會到期付款而成為無條件之時點。

提供血液透析治療及諮詢服務

提供血液透析治療及諮詢服務產生之收益於服務提供時予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Employee benefits

Retirement benefit costs

The Group's contributions to the defined contribution retirement benefit plans are charged to profit or loss in the year incurred and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. The Group has no further payment obligations once the contributions have been paid.

For LSP obligation, the Group accounts for the employer MPF contributions expected to be offset as a deemed employee contribution towards the LSP obligation in terms of HKAS 19.93(a) and it is measure on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

僱員福利

退休福利成本

本集團對定額供款退休福利計劃作出的供款於產生年度自損益扣除，並扣減僱員於供款悉數歸屬前退出計劃所沒收供款。繳付供款後，本集團並無進一步付款責任。

就長期服務金義務而言，根據香港會計準則第19.93(a)條，本集團將預期可抵銷僱主強積金供款作為向長期服務金義務的視作僱員供款入賬，且按淨額基準計量。未來福利的估計金額乃經扣除本集團已歸屬於僱員的強積金供款所產生的應計福利的負服務成本後釐定，有關供款被視為來自有關僱員的供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Employee benefits – continued

Termination benefits

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

僱員福利—續

終止福利

終止福利之負債於本集團實體不能取消提供終止福利時及其確認任何有關重組成本當日（以較早者為準）確認。

短期及其他長期僱員福利

短期僱員福利於僱員提供服務時就預期將支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一香港財務報告準則要求或允許將有關福利納入資產成本則作別論。

經扣除任何已付金額後，僱員應得的福利（如工資及薪金、年假及病假）確認為負債。

就其他長期僱員福利確認的負債按本集團預期在截至報告日期就僱員所提供服務的估計未來現金流出現值計量。任何因服務成本、利息及重新計量而產生的負債賬面值變動於損益中確認，除非另一香港財務報告準則要求或允許將其納入資產成本則作別論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share capital and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

以股份為基礎之付款

向僱員及提供類似服務之其他人士作出以股權結算之股份基礎付款乃按股本工具於授出日期之公平值計量。

於授出日期所釐定以股權結算之股份基礎付款之公平值而並無計及所有非市場歸屬條件，基於本集團對最終將會歸屬的股本工具的估計，於歸屬期內以直線法支銷，並於權益（購股權儲備）加入相應增加金額。於各報告期末，本集團會基於對所有相關非市場歸屬條件的評估修訂其對預期會歸屬的股本工具數目的估計。修訂原有估計的影響（如有）於損益中確認，以使累計開支能反映修訂後的估計，並會對購股權儲備作出相應調整。就於授出日期即時歸屬的購股權而言，所授出購股權的公平值即時於損益支銷。

當購股權獲行使時，先前於購股權儲備內確認之金額將轉撥至股本及股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未行使時，先前於購股權儲備內確認之金額將轉撥至累計虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from (loss)/profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

稅項

所得稅開支指即期與遞延所得稅開支之總和。

即期應付稅項乃根據年內應課稅溢利計算得出。應課稅溢利因其他年度內的應稅收入或可抵稅支出等及非應稅或不可抵稅項目而不同於除稅前(虧損)/溢利。本集團的即期稅項負債乃使用於報告期末已實行或實質上已實行的稅率計算。

遞延稅項乃按於綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之臨時差額確認。遞延稅項負債通常會就所有應課稅暫時差異確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利抵銷有關可動用可扣稅暫時差額時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易(不包括業務合併)中開始確認資產及負債而引致及於交易時不會產生相同應課稅及可扣減暫時性差額，則不會確認該等遞延稅項資產及負債。此外，倘暫時性差異產生自商譽初始確認，則不確認遞延稅項負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Taxation – continued

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

稅項—續

遞延稅項負債就與於附屬公司及聯營公司投資以及合營企業權益有關之應課稅臨時差額確認，惟倘集團能控制臨時差額撥回且臨時差額於可見未來不會撥回則作別論。與該等投資及權益相關的可抵扣暫時差額所產生的遞延稅項資產僅在動用暫時差額利益時有足夠的應課稅溢利且預期在可見將來其將被撥回時，方可確認。

遞延稅項資產之賬面值會於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部份資產時減少。

遞延稅項資產及負債以負債被清償或資產被變現的期間內預期適用的稅率衡量，並根據於報告期末已制訂或實際上已制訂的稅率（及稅務法例）計量。

遞延稅項負債及資產之計量反映隨本集團預期於報告期末時收回或償還資產及負債賬面值所產生之稅務後果。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Taxation – continued

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the lease liabilities, and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

稅項—續

就計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項而言，本集團首先釐定稅項減免是否歸屬於使用權資產或租賃負債。

至於租賃負債可供扣稅的租賃交易，本集團分別就租賃負債及相關資產應用香港會計準則第12號的規定。本集團就所有應課稅暫時性差異，以可能獲得可抵扣暫時性差異的應課稅溢利為限，確認與租賃負債相關的遞延稅項資產及遞延稅項負債。

當有法定可執行權利將當期稅項資產抵銷當期稅項負債時，以及當它們與同一稅務機關對同一應課稅實體徵收的所得稅有關時，遞延所得稅資產和負債均予以抵銷。

即期及遞延稅項於損益確認，惟倘該等稅項與其他全面收益或直接在權益中確認的項目有關，則即期及遞延稅項亦分別在其他全面收益或直接於權益確認。當即期稅項或遞延稅項產生自業務合併的初始會計處理，稅務影響會計入業務合併會計處理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

撥備

當本集團因過往事件而導致現時的責任（法律或推定），而本集團可能將須結清該責任，並可對該責任的金額作出可靠估計，則確認撥備。

確認為撥備之金額經計及有關責任的風險及不確定性後，按於報告期末時結清該現時責任所需的代價之最佳估計。倘撥備使用估計結清現時責任的現金流量計量，其賬面值為該等現金流量的現值（當有關金額的時間值之影響為重大時）。

如果清償撥備所需的經濟利益的一部分或全部預期會自第三方收回，應收款項只有在基本確定能夠收到補償及應收款項金額能夠可靠計量時，才確認為資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

或然負債

或然負債指因已發生的事件而產生的現有責任，但由於可能不需要流出具有經濟利益的資源以履行責任，或責任金額未能充分可靠地計量，故不予確認。

倘本集團須共同及個別承擔責任，則預期由其他方履行的責任部分會被視為或然負債，而不會於綜合財務報表確認。

本集團持續評估以釐定包含經濟利益的資源流出的可能。倘先前作為或然負債處理的項目可能須流出未來經濟利益，則於發生可能性變動的報告期間於綜合財務報表確認撥備，惟在極端罕見的情況下無法作出可靠估計則除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之適用匯率換算確認。於報告期末，以外幣定值之貨幣項目均按該日之適用匯率重新換算。按公平值以外幣定值之非貨幣項目，乃按於公平值釐定當日之適用匯率重新換算。按過往成本計量以外幣定值之非貨幣項目毋須重新換算。

結算貨幣項目及重新換算貨幣項目產生之匯兌差額均於產生期間在損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Foreign currencies – continued

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

外幣—續

就呈列綜合財務報表而言，本集團海外營運業務之資產及負債乃按各報告期末之適用匯率換算至本集團之呈列貨幣（即港元），而收入及支出項目乃按該期間之平均匯率進行換算，除非匯率於該期間出現大幅波動則作別論，於此情況下，則採用於交易當日之匯率換算。所產生之匯兌差額（如有）乃於其他全面收入確認，並於匯兌儲備下之權益累計（歸屬於非控股權益（倘適當））。

於出售海外業務（即出售本集團於海外業務之全部權益，或出售涉及失去包括海外業務之附屬公司之控制權）時，就本公司擁有人應佔之業務於權益累計之所有匯兌差額重新分類至損益。

透過收購境外業務之所收購之可識別資產及所承擔之負債之商譽及公平值調整將被視作該境外業務之資產及負債，並按各報告期間末之現行匯率換算。由此產生之匯兌差額乃於其他全面收入內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other revenue”.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

借貸成本

因取得、建設或生產合資格資產（指需要一段長時間籌備作擬定用途或銷售之資產）而直接產生之借貸成本乃加入該等資產之成本，直至當資產已大致上可作擬定用途或銷售。

所有其他借貸成本乃於產生之期間在損益確認。

政府補助

在合理地保證本集團將會遵守政府補助的附帶條件以及將會收取補助後，政府補助方會予以確認。

作為已產生支出或虧損的補償或旨在給予本集團實時財務支持（而無未來相關成本）而可收取的收入相關政府補助，於可收取的期間於損益中確認。該等補助於「其他收益」呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Related parties

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

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

關聯方

於以下情況被視為與本集團關連之人士：

- (a) 於以下情況下，一名人士（或其近親）屬與本集團有關連：
 - (i) 該人士控制或共同控制本集團；
 - (ii) 該人士對本集團有重大影響；或
 - (iii) 該人士為本集團或本集團母公司之主要管理層成員。
- (b) 倘符合下列任何條件，一間實體屬與本集團有關連：
 - (i) 該實體及本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間互有關連）。
 - (ii) 一間實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
 - (iii) 兩間實體均為同一第三方之合營企業。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Related parties – continued

- (b) An entity is related to the Group if any of the following conditions applies: – continued
- (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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

關聯方—續

- (b) 倘符合下列任何條件，一間實體屬與本集團有關連：—續
- (iv) 一間實體為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之實體兩者就僱員利益而設立之離職後福利計劃。倘本集團本身為有關計劃，則供款僱主亦與本集團有關連。
 - (vi) 該實體由第(a)項所指人士控制或共同控制。
 - (vii) 第(a)(i)項所指明人士對該實體能有重大影響力或為該實體（或該實體之母公司）之主要管理成員。
 - (viii) 該實體或其任何集團成員公司提供主要管理層成員服務予本集團或本集團之母公司。

一名人士的近親指在該人士與實體進行交易時預期可對其造成影響或受其影響的家族成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Leases

Definition of 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.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

租賃

租賃的定義

如果合約授予權利以代價為交換在某一時期內控制使用已識別資產，則該合約屬於租賃或包含租賃。

就於首次應用日期或之後訂立或修訂或產生自業務合併的合約而言，本集團於成立、修訂日期或收購日期（如適用）根據香港財務報告準則第16號的定義評估該合約是否屬於租賃或包含租賃。除非該合約的條款及條件其後出現變動，否則本集團不會重新評估有關合約。

本集團作為承租人

合約各組成部分的代價分配

就含有租賃組成部分以及一項或多項額外租賃或非租賃組成部分的合約而言，本集團將合約代價分配至各租賃組成部分，基準為租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格。

本集團亦採用可行權宜方法，不將非租賃組成部分從租賃組成部分區分開來，而是將租賃組成部分及任何相關非租賃組成部分作為一項單獨的租賃組成部分進行入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Leases – continued

The Group as a lessee – continued

Short-term leases

The Group applies the short-term lease recognition exemption to leases of carpark and office that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

租賃—續

本集團作為承租人—續

短期租賃

本集團對自開始日期起計之租期為十二個月或以下並且不包含購買選擇權的停車場及辦公室租賃採用短期租賃確認豁免。短期租賃及低價值資產租賃的租賃付款在租期內按直線法或其他系統性基準確認為開支。

使用權資產

使用權資產成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前所作的任何租賃付款，減去已收任何租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團拆除及移除相關資產、修復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態將予產生的估計成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Leases – continued

The Group as a lessee – continued

Right-of-use assets – continued

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments (“**HKFRS 9**”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

租賃—續

本集團作為承租人—續

使用權資產—續

使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。

倘本集團合理確信在租賃期屆滿時取得相關租賃資產的所有權，則使用權資產自開始日期起至可使用年期屆滿期間折舊。否則，使用權資產按其估計可使用年期及租期的較短者以直線法折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退回租賃按金

已付可退回租賃按金根據香港財務報告準則第9號金融工具（「**香港財務報告準則第9號**」）列賬並初步按公平值計量。初步確認時對公平值的調整被視為額外租賃付款並計入使用權資產成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Leases – continued

The Group as a lessee – continued

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments includes:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

租賃—續

本集團作為承租人—續

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認並計量租賃負債。於計算租賃付款現值時，倘租賃中所隱含之利率不易釐定，本集團則於租賃開始日期使用增量借貸利率。

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 可變租賃付款，其取決於一項指數或利率，初步計量時使用開始日期的指數或利率；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Leases – continued

The Group as a lessee – continued

Lease liabilities – continued

- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

租賃—續

本集團作為承租人—續

租賃負債—續

- 本集團根據剩餘價值擔保預期應付金額；
- 購買選擇權的行使價，倘本集團合理確定行使選擇權；及
- 倘租賃條款反映本集團行使終止租賃的選擇權，則支付終止租賃的罰款。

於開始日期之後，租賃負債根據利息增長及租賃付款作出調整。

倘出現以下情況，本集團重新計量租賃負債（並就相關使用權資產作出相應調整）：

- 租期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團在綜合財務狀況表中單獨列示租賃負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Leases – continued

The Group as a lessee – continued

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains one or more additional lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component. The associated non-lease components are included in the respective lease components.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

租賃—續

本集團作為承租人—續

租賃修改

倘出現以下情況，本集團將租賃修改作為獨立租賃入賬：

- 修改透過加入使用一項或以上相關資產之權利擴大租賃範圍；及
- 租賃代價增加，增加之金額相當於範圍擴大對應之單獨價格及為反映特定合約之情況而對該單獨價格進行之任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團基於經修訂租賃的租期，透過於修改生效日期使用經修訂貼現率貼現經修訂租賃付款重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。當經修訂合約包含一項或多項額外租賃組成部分時，本集團根據租賃組成部分的相對獨立價格，將經修訂合約中的代價分配至各租賃組成部分。相關非租賃組成部分計入相應的租賃組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION – continued

Material accounting policy information – continued

Segment reporting

Operating segments, and the amounts of each segment item reported in the financial information, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Segment revenue, expenses, results and assets include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment, but exclude exceptional items. Segment capital expenditure is the total cost incurred during the year to acquire segment assets (both tangible and intangible) that are expected to be used for more than one year. Corporate portions of expenses and assets mainly comprise corporate administrative and financing expenses and corporate financial assets respectively.

3. 綜合財務報表編製基準及重大會計政策資料—續

重大會計政策資料—續

分部報告

營運分部及財務資料所呈報的各分部項目金額，乃於為就本集團各項業務及地區作資源分配及評估其業績而定期向本集團最高行政管理人員提供的財務資料當中識別。

就財務報告而言，個別重要的營運分部不會彙集入賬，除非該等分部的經濟特質相近，且彼等的產品及服務性質、生產工序性質、客戶類型或階層、分銷產品或提供服務的方法及監管環境性質等方面相類似。而個別不重大的營運分部如具備上述大部分特質，則可合併為一個報告分部。

分類收益、開支、業績及資產包括分類直接應佔之項目及可合理分配至該分類之項目，惟特殊項目除外。分類資本開支為年內就收購預期將使用一年以上之分類資產（有形及無形）所產生之總成本。企業開支及資產部份分別主要包括企業行政及融資開支及企業財務資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3 to the consolidated financial statements, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the key assumptions concerning the future, and other key sources of estimation uncertainties 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.

(a) Estimated impairment of property, plant and equipment, right-of use assets and goodwill

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation, if any.

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGU to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal.

4. 估計不確定因素的主要來源

於應用綜合財務報表附註3所述本集團之會計政策時，本公司董事須就目前未能輕易從其他來源得出之資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃基於過往經驗及被認為相關之其他因素。實際結果可能與該等估計有差異。

各項估計和相關假設會持續進行審閱。倘會計估計的修訂僅影響有關期間，有關修訂則會在作出估計修訂的期間確認，倘修訂對當前及未來期間均有影響，則在作出修訂的期間及未來期間確認。

以下為於報告期末有關未來的主要假設及估計不確定因素的其他主要來源，該等假設及來源具有須對下一財政年度內的資產及負債的賬面值作出大幅調整的重大風險。

(a) 物業、廠房及設備、使用權資產以及商譽的估計減值

物業、廠房及設備以及使用權資產按成本減累計折舊(如有)列賬。

釐定商譽有否減值須估計獲分配商譽的現金產生單位的可收回金額(即使用價值與公平值減出售成本兩者中的較高者)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

(a) Estimated impairment of property, plant and equipment, right-of use assets and goodwill – continued

The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU (or a group of CGUs) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise. For impairment assessment, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the CGU to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts. Furthermore, the cash flows projections, growth rate and discount rate are subject to greater uncertainties due to uncertainly on how the volatility in financial markets may progress and evolve.

4. 估計不確定因素的主要來源 —續

(a) 物業、廠房及設備、使用權資產 以及商譽的估計減值—續

按照使用價值計算法，本集團須估計預期可自現金產生單位（或現金產生單位組別）產生的未來現金流量及適當貼現率，從而計算現值。倘實際未來現金流量少於預期或事實及情況有變而導致未來現金流量下調或貼現率上調，則可能產生重大減值虧損或進一步減值虧損。就減值評估而言，本集團須行使判斷及作出估計，特別是評估：(1) 是否有事件已發生或有任何指標可能影響資產價值；(2) 資產賬面值是否能夠被可收回金額支持（如為使用價值，則為按照持續使用資產估計的未來現金流量的淨現值）；及(3) 將應用於估計可收回金額的適當關鍵假設（包括現金流量預測及適當的貼現率）。當無法估計個別資產（包括使用權資產）的可收回金額時，本集團估計資產所屬現金產生單位的可收回金額。假設及估計（包括現金流量預測的貼現率或增長率）變動將對可收回金額造成重大影響。此外，現金流量預測、增長率及貼現率受限於更大不確定性，原因為金融市場波動會如何發展及演變的不確定性。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

(a) Estimated impairment of property, plant and equipment, right-of use assets and goodwill – continued

As at 31 March 2024, the carrying amounts of property, plant and equipment, right-of-use assets and goodwill subjected to impairment assessment were of approximately HK\$22,295,000, HK\$11,919,000 and HK\$24,495,000 (net of accumulated impairment loss of approximately HK\$881,691,000) respectively (2023: HK\$31,679,000, HK\$15,807,000 and HK\$49,093,000 (net of accumulated impairment loss of approximately HK\$863,773,000)). Details of the impairment testing of non-financial assets including goodwill are disclosed in Note 20.

(b) Provision of ECL for trade receivables and other financial assets

The loss allowances for financial assets at amortised cost are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Detail of the key assumptions and inputs used are disclosed in Note 5(b).

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade and other receivables are set out in Note 5(b) and Note 23.

4. 估計不確定因素的主要來源 — 續

(a) 物業、廠房及設備、使用權資產以及商譽的估計減值—續

於二零二四年三月三十一日，接受減值評估的物業、廠房及設備、使用權資產以及商譽的賬面值分別約為22,295,000港元、11,919,000港元及24,495,000港元（經扣除累計減值虧損約881,691,000港元）（二零二三年：31,679,000港元、15,807,000港元及49,093,000港元（經扣除累計減值虧損約863,773,000港元））。有關非財務資產（包括商譽）之減值測試詳情於附註20披露。

(b) 貿易應收款項及其他財務資產的預期信貸虧損撥備

按攤銷成本列賬的財務資產的虧損撥備乃根據有關違約風險及預期虧損比率的假設釐定。本集團於作出該等假設及選擇減值計算輸入數據時，根據本集團往績、現行市況以及於各報告期末之前瞻估計使用判斷。所採用之主要假設及輸入數據詳情於附註5(b)披露。

預期信貸虧損撥備對估計變動相當敏感。有關預期信貸虧損以及本集團貿易及其他應收款項的資料載列於附註5(b)及附註23。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Financial assets	財務資產		
Amortised cost	攤銷成本	48,364	57,948
Financial liabilities	財務負債		
Amortised cost	攤銷成本	41,792	49,063

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, cash and cash equivalents, trade and other payables, borrowings, amount due to a director and lease liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

5. 金融工具

(a) 金融工具類別

(b) 財務風險管理目標及政策

本集團的主要金融工具包括貿易及其他應收款項、現金及現金等值項目、貿易及其他應付款項、借貸、應付一名董事款項及租賃負債。該等金融工具的詳情已於相關附註中披露。與該等金融工具相關之風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動資金風險。減低該等風險之政策載述如下。本集團管理層管理及監察該等風險，以確保及時和有效地實施適當之措施。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Bank balances

Bank balances are determined to have low credit risk. The credit risk on bank balances is limited because the counterparties are reputable banks and the credit risk is low. Thus, no loss allowance is recognised.

5. 金融工具－續

(b) 財務風險管理目標及政策－續

信貸風險及減值評估

信貸風險指本集團交易對手違反其合約義務令本集團蒙受財務虧損的風險。本集團的信貸風險敞口主要歸因於貿易及其他應收款項及銀行結餘。本集團並無持有任何抵押品或其他信用增強措施，以涵蓋其財務資產的相關信貸風險。

本集團根據預期信貸虧損模式對財務資產進行減值評估。有關本集團信貸風險管理、最高信貸風險及相關減值評估(如適用)的資料概述如下：

銀行結餘

銀行結餘被認為信貸風險較低。銀行結餘的信貸風險有限，乃由於交易對手為聲譽良好的銀行，故信貸風險較低，因此並無確認虧損撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Other receivables and deposits

For other receivables, the Group has applied the general approach in HKFRS 9 to measure the loss allowance at 12m ECL, since the directors of the Company assessed that there has not been any significant increase in credit risk since initial recognition.

In determining the expected credit losses, the Group determines the ECL on these items individually based on past default experience of the counterparty and reputation, and also quantitative and qualitative information that is reasonable and supportive forward-looking information.

5. 金融工具—續

(b) 財務風險管理目標及政策—續

信貸風險及減值評估—續

其他應收款項及按金

對於其他應收款項，本集團已採用香港財務報告準則第9號中的一般方法以按12個月預期信貸虧損計量虧損撥備，乃因本公司董事經評估後認為自初始確認以來信貸風險並無大幅增加。

於釐定預期信貸虧損時，本集團基於交易對手過往違約記錄及聲譽，以及合理且有理據支持的前瞻性定量及定性資料，而個別釐定該等項目的預期信貸虧損。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Trade receivables

In respect of the trade receivables, the Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit loss. It considers available reasonable and supportive forwarding-looking information.

Majority of the Group's revenue is received from individual customers in relation to wholesale and distribution of pharmaceutical and related products and provision of hemodialysis treatment and consultancy services. The Group's trade receivables arise from wholesale and distribution of pharmaceutical and related products and provision of hemodialysis treatment and consultancy services.

5. 金融工具一續

(b) 財務風險管理目標及政策一續

信貸風險及減值評估一續

貿易應收款項

就貿易應收款項而言，本集團應用香港財務報告準則第9號所訂明的簡化方法就預期信貸虧損作出撥備，該規定允許對所有貿易應收款項採用全期預期信貸虧損撥備。為計量預期信貸虧損，貿易應收款項已按共有的信貸風險特徵分類。本集團已進行歷史分析，並確定影響信貸風險及預期信貸虧損的主要經濟變數。其考慮可取得的合理可靠前瞻性資料。

本集團大部分收益乃就藥品及相關產品批發及分銷以及提供血液透析治療及諮詢服務而自個別客戶收取。本集團貿易應收款項來自藥品及相關產品批發及分銷以及提供血液透析治療及諮詢服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Trade receivables – continued

As at the end of the year, the top five debtors accounted for approximately 67% (2023: 58%) of the Group's trade receivables balance. In view of the history of business dealings with the debtors and the sound collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivable balance due from these debtors saved for the debtor related to the impaired trade receivables disclosed in the below.

Management makes periodic assessment on the recoverability of the trade receivables based on historical payment records, the length of overdue period, the financial strength of the debtors and whether there are any disputes with the debtors.

Provision matrix – debtors' ageing

As part of the Group's credit risk management, the Group uses debtors' ageing by two business segments to assess the impairment for its customers in relation to its: (1) wholesale and distribution of pharmaceutical business and related products business and (2) provision of hemodialysis treatment and consultancy services business because these customers consist of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired) as at 31 March 2024 and 2023.

5. 金融工具－續

(b) 財務風險管理目標及政策－續

信貸風險及減值評估－續

貿易應收款項－續

於年末，五大債務人佔本集團貿易應收款項結餘約67%（二零二三年：58%）。鑒於與該等債務人的業務往來記錄及應收彼等的應收款項的收回記錄良好，管理層相信本集團應該等債務人的尚未收回的應收款項結餘本身並無重大信貸風險，惟下文披露與已減值貿易應收款項有關的債務人除外。

管理層根據債務人的過往付款記錄、逾期期限、財務實力及與債務人是否有任何糾紛，定期評估貿易應收款項的可收回程度。

撥備矩陣－應收款項賬齡

作為本集團信貸風險管理一部分，本集團使用按兩個業務分部劃分的應收款項賬齡評估與：(1)藥品業務及相關產品業務的批發和分銷以及(2)提供血液透析治療及諮詢服務業務有關的客戶的減值，此乃由於該等客戶包括具共同風險特性的客戶，可反映客戶根據合同條款支付所有到期款項的能力。下表提供於二零二四年及二零二三年三月三十一日有關貿易應收款項面臨信貸風險的資料，其乃使用全期預期信貸虧損（無信貸減值）內的撥備矩陣進行集體評估。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Provision matrix – debtors' ageing – continued

- 1) Wholesale and distribution of pharmaceutical business

5. 金融工具－續

(b) 財務風險管理目標及政策－續

信貸風險及減值評估－續

撥備矩陣－應收款項賬齡－續

- 1) 藥品業務的批發及分銷業務

		Average loss rate 平均虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
At 31 March 2024	於二零二四年 三月三十一日			
Current (not past due)	即期(未逾期)	5.7	6,474	366
1 to 90 days past due	逾期1至90天	34.1	687	234
91 to 180 days past due	逾期91至180天	100	41	41
Over 180 days past due	逾期超過180天	100	2,517	2,517
			<u>9,719</u>	<u>3,158</u>

		Average loss rate 平均虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
At 31 March 2023	於二零二三年 三月三十一日			
Current (not past due)	即期(未逾期)	2.4	6,231	151
1 to 90 days past due	逾期1至90天	–	–	–
91 to 180 days past due	逾期91至180天	22.4	477	107
Over 180 days past due	逾期超過180天	93.4	2,928	2,736
			<u>9,636</u>	<u>2,994</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Provision matrix – debtors' ageing – continued

- 2) Provision of hemodialysis treatment and consultancy services business

5. 金融工具—續

(b) 財務風險管理目標及政策—續

信貸風險及減值評估—續

撥備矩陣—應收款項賬齡—續

- 2) 提供血液透析治療及諮詢服務業務

		Average loss rate 平均虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
At 31 March 2024	於二零二四年三月三十一日			
Current (not past due)	即期(未逾期)	6.2	19,603	1,224
1 to 90 days past due	逾期1至90天	45.6	2,680	1,221
91 to 180 days past due	逾期91至180天	92.7	4,484	4,156
Over 180 days past due	逾期超過180天	98.3	1,421	1,397
			28,188	7,998

		Average loss rate 平均虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
At 31 March 2023	於二零二三年三月三十一日			
Current (not past due)	即期(未逾期)	6.0	25,466	1,520
1 to 90 days past due	逾期1至90天	7.0	10,063	709
91 to 180 days past due	逾期91至180天	35.8	2,452	879
Over 180 days past due	逾期超過180天	87.7	4,837	4,242
			42,818	7,350

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Provision matrix – debtors' ageing – continued

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

Allowance for expected credit losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

During the year ended 31 March 2024, the Group recognised loss allowance for expected credit loss on trade receivables of approximately HK\$3,463,000 (2023: Reversal of provision of loss allowance of approximately HK\$2,463,000), based on the provision matrix.

5. 金融工具－續

(b) 財務風險管理目標及政策－續

信貸風險及減值評估－續

撥備矩陣－應收款項賬齡－續

估計虧損率乃基於應收款項預期可使用年期內觀察所得之歷史違約率進行估計，並按照毋需付出過多成本或努力即可獲得的前瞻性資料作出調整。此分組由管理層定期檢討，確保有關特定應收款項的相關資料已更新。

貿易應收款項於合理預期無法收回時撇銷。合理預期無法收回的指標包括(其中包括)債務人無法與本集團訂立還款計劃。

貿易應收款項之預期信貸虧損撥備於營運溢利內呈列為減值虧損淨額。其後收回之先前已撇銷金額於相同項目內記賬。

於截至二零二四年三月三十一日止年度，本集團根據撥備矩陣就貿易應收款項之預期信貸虧損確認虧損撥備約3,463,000港元(二零二三年：撥回計提的虧損撥備約2,463,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Internal credit risk grading categories

The Group's internal credit risk grading assessment comprises the following categories:

Internal

credit rating 內部信貸評級

Description 說明

Trade receivables 貿易應收款項

Other financial assets 其他財務資產

Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方之違約風險低及並無任何過往逾期金額	Lifetime ECL – not credit-impaired 全期預期信貸虧損—無信貸減值	12m ECL 12個月預期信貸虧損
Watch list 清單	Debtor frequently repays after due dates but usually settle in full 債務人頻繁於到期後償款但一般悉數結款	Lifetime ECL – not credit-impaired 全期預期信貸虧損—無信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 呆賬	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 據內部制定或外部來源所得資料可知自初次確認後信貸風險大幅增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損—無信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損—無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 存在資產信貸減值證據	Lifetime ECL – credit-impaired 全期預期信貸虧損—信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損—信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 存在證據表示債務人處於嚴重財政困難及本集團並無實際收回款項可能	Amount is written off 款項撇銷	Amount is written off 款項撇銷

5. 金融工具—續

(b) 財務風險管理目標及政策—續

信貸風險及減值評估—續

內部信貸風險等級類別

本集團之內部信貸風險等級評估包括以下類別：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment

– continued

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March 2024 and 2023.

5. 金融工具一續

(b) 財務風險管理目標及政策一續

信貸風險及減值評估一續

最高風險及年末階段

下表列示基於本集團之信貸政策（除非基於無須付出額外成本或努力即可獲得之其他資料，否則乃主要基於逾期資料）之信貸質素及所承受的最高信貸風險以及於二零二四年及二零二三年三月三十一日之年末階段分類。

		12-month ECLs	Lifetime ECLs		Simplified approach	Total	Allowance ECL	Average loss rate
		12個月	Stage 2	Stage 3				
		預期信貸虧損	Doubtful (non-credit impaired)	Loss (credit impaired)				
		階段1 低風險/清單	階段2 呆賬 (無信貸減值)	階段3 虧損 (信貸減值)				
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	%	
At 31 March 2024	於二零二四年三月三十一日							
Trade receivables	貿易應收款項	-	-	-	37,907	37,907	11,156	29.4
Other receivables and deposits	其他應收款項及撥金	5,264	-	-	-	5,264	1,879	35.7
Cash and cash equivalents	現金及現金等值項目	18,228	-	-	-	18,228	-	-
		23,492	-	-	37,907	61,399	13,035	

		12-month ECLs	Lifetime ECLs		Simplified approach	Total	Allowance ECL	Average loss rate
		12個月	Stage 2	Stage 3				
		預期信貸虧損	Doubtful (non-credit impaired)	Loss (credit impaired)				
		階段1 低風險/清單	階段2 呆賬 (無信貸減值)	階段3 虧損 (信貸減值)				
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	%	
At 31 March 2023	於二零二三年三月三十一日							
Trade receivables	貿易應收款項	-	-	-	52,454	52,454	10,344	19.7
Other receivables and deposits	其他應收款項及撥金	6,764	-	-	-	6,764	802	11.9
Cash and cash equivalents	現金及現金等值項目	9,876	-	-	-	9,876	-	-
		16,640	-	-	52,454	69,094	11,146	

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

The closing loss allowances for trade receivables and other financial assets at amortised cost as at 31 March 2024 and 2023 reconcile to the opening loss allowances as follows:

		Trade receivables (Lifetime ECL)	Other receivables and deposits (12-month ECL)	Other receivables and deposits (Lifetime ECL non-credit impaired)	Total
		貿易應收款項 (全期預期信貸虧損)	其他應收款項及按金 (十二個月預期信貸虧損)	其他應收款項及按金 (全期預期信貸虧損 – 無信貸減值)	總計
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
At 1 April 2022	於二零二二年四月一日	13,829	192	6,104	20,125
Loss allowance reversed during the year, net	於二零二二年四月一日年內撥回的虧損撥備，淨額	(2,463)	674	(5,710)	(7,499)
Exchange realignment	匯兌調整	(1,022)	(64)	(394)	(1,480)
At 31 March 2023	於二零二三年三月三十一日	10,344	802	-	11,146
Loss allowance recognised during the year, net	於二零二三年三月三十一日年內確認的虧損撥備，淨額	3,463	1,132	-	4,595
Write-off	撇銷	(2,093)	-	-	(2,093)
Exchange realignment	匯兌調整	(558)	(55)	-	(613)
At 31 March 2024	於二零二四年三月三十一日	11,156	1,879	-	13,035

5. 金融工具－續

(b) 財務風險管理目標及政策－續

信貸風險及減值評估－續

於二零二四年及二零二三年三月三十一日按攤銷成本計量之貿易應收款項及其他財務資產的期末虧損撥備與期初虧損撥備之對賬如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains the level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flow. The management manages liquidity risk by monitoring the utilisation of borrowings, adequacy of reserves and banking facilities by continuously monitoring forecast and actual cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived based on management's best estimates at the end of the reporting period, taking into consideration interest rate curve, if available.

5. 金融工具一續

(b) 財務風險管理目標及政策一續

流動資金風險

在管理流動資金風險的過程中，本集團監控並維持管理層認為足以為本集團運營融資及緩解現金流波動影響的現金及現金等值項目水平。管理層管理流動資金風險的方法為通過持續監控預測及實際現金流，進而監控借款的使用情況、儲備及銀行融資的充足情況。

下表詳述根據協定還款條款，本集團非衍生財務負債的剩餘合約到期情況。該表按可要求本集團付款的最早日期的財務負債未貼現現金流量為基準編製。特別是，附帶按要求償還條款的銀行貸款計入最早時間段，不論銀行會否選擇行使其權利。其他非衍生財務負債的到期日以協定還款日期為基礎。

該表同時包括利息及本金現金流量。倘利息流量為浮動利率，則未貼現金額乃基於管理層於報告期末的最佳估計，並考慮利率曲線(如有)得出。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Liquidity risk – continued

5. 金融工具—續

(b) 財務風險管理目標及政策—續

流動資金風險—續

		Weighted average effective interest rate 加權平均實際利率 %	On demand or within 1 year 按要求或於一年內 HK\$'000 千港元	Over 1 year 超過一年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 31 March 2024	於二零二四年三月三十一日					
Trade and other payables	貿易及其他應付款項	–	17,617	–	17,617	17,617
Amount due to a director	應付一名董事款項	5.75	8,648	–	8,648	8,450
Lease liabilities	租賃負債	6.4	3,101	14,994	18,095	13,909
Borrowings	借貸	11.8	1,996	–	1,996	1,691
			31,362	14,994	46,356	41,667

		Weighted average effective interest rate 加權平均實際利率 %	On demand or within 1 year 按要求或於一年內 HK\$'000 千港元	Over 1 year 超過一年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 31 March 2023	於二零二三年三月三十一日					
Trade and other payables	貿易及其他應付款項	–	23,897	–	23,897	23,897
Lease liabilities	租賃負債	6.3	3,583	20,180	23,763	17,716
Borrowings	借貸	12.6	8,706	–	8,706	7,450
			36,186	20,180	56,366	49,063

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Liquidity risk – continued

Borrowings with a repayment on demand clause are included in the “on demand” time band in the above maturity analysis. As at 31 March 2024, the aggregate undiscounted principal amount of these borrowings amounted to approximately RMB1,843,000 (equivalent to approximately HK\$1,996,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks and third-party financing companies will exercise their discretionary rights to demand immediate repayment. The table below analyses the Group’s borrowings into relevant maturity groupings based on the remaining period at the end of reporting period to the contractual maturity date.

5. 金融工具一續

(b) 財務風險管理目標及政策一續

流動資金風險一續

於上述到期日分析中，包含按還款條款之借貸已包括在「按還款要求」時段。於二零二四年三月三十一日，該等借貸的未貼現本金總額約為人民幣1,843,000元（相當於約1,996,000港元）。經考慮本集團的財務狀況，本公司董事認為銀行及第三方融資公司將不太可能行使其酌情權要求即時還款。下表根據由報告期末至合約到期日之餘下期間，按相關的到期日組別對本集團之借貸進行分析。

		Maturity Analysis – Borrowings with a repayment on demand clause based on scheduled repayments 到期日分析 – 具有須按還款條款並根據計劃還款的借貸				
		Less than 1 year 少於1年 HK\$'000 千港元	Over 1 year but less than 2 years 超過1年但少於2年 HK\$'000 千港元	Over 2 years 超過2年 HK\$'000 千港元	Undiscounted cash flows 未貼現現金流量 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
31 March 2024	二零二四年三月三十一日	201	1,373	422	1,996	1,691
31 March 2023	二零二三年三月三十一日	938	7,126	642	8,706	7,450

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘按浮動利率計息之變動與於報告期末釐定之利率估計有異，則上文所載有關非衍生財務負債浮動利率工具之金額將有所變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Interest rate risk

The Group's cash flow interest rate risk relates primarily to variable-rate bank deposits (Note 25) and borrowings (Note 29). It is the Group's policy to keep its bank deposits, and borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The sensitivity analysis below has been determined based on the exposure to interest rates for the Group's variable-rate borrowings at the end of the reporting period. Floating-rate bank balances have not been included in the sensitivity analysis as the management considers that the interest rate would not fluctuate significantly in the near future and therefore the financial impact to the Group is not significant. For variable-rate borrowings, the analysis is prepared assuming the amounts outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points increase or decrease in interest rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

As at 31 March 2024, if the interest rates on the borrowings had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the year would increase/decrease by approximately HK\$6,000 (2023: approximately HK\$28,000).

5. 金融工具－續

(b) 財務風險管理目標及政策－續

利率風險

本集團之現金流利率風險主要與銀行浮動利率存款(附註25)及借貸(附註29)有關。本集團的政策為以浮動利率計算銀行存款及借貸的利率，以最大限度地降低公平值利率風險。

下文敏感度分析乃根據本集團於報告期末之浮息借貸之利率風險釐定。由於管理層認為於可見將來利率不會大幅波動，因此對本集團的財務影響不大，故並無將浮息銀行結餘納入敏感性分析中。就浮息借貸而言，該分析是假設報告期末的未償金額為全年未償金額編製。利率上升或下降50個基點為向主要管理人員內部報告利率風險時使用的比率，代表管理層對利率可能合理變動的評估。

於二零二四年三月三十一日，倘借貸的利率上升／下降50個基點及所有其他可變因素維持不變，則本集團於年內之除稅後虧損將增加／減少約6,000港元(二零二三年：約28,000港元)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(b) Financial risk management objectives and policies – continued

Currency risk

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the entity's functional currency.

The main operations of the Group were in the PRC and most of the transactions were denominated in RMB. Foreign exchange risk arises from the foreign currency denominated of commercial transactions, assets and liabilities. The Group has no significant direct exposure to foreign currencies as most of the commercial transactions, assets and liabilities are denominated in a currency as the functional currency of each entity of the Group.

The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

5. 金融工具一續

(b) 財務風險管理目標及政策一續

貨幣風險

當未來商業交易或已確認資產及負債以並非該實體功能貨幣之貨幣列值，則會產生外匯風險。

本集團主要於中國營運業務，且大部分交易以人民幣列值。外匯風險來自以外幣計值之商業交易、資產及負債。由於大部分商業交易、資產及負債之計值貨幣與本集團各實體之功能貨幣相同，因此本集團並無任何重大直接外幣風險。

本集團現時並無任何有關外幣交易、資產及負債的外幣對沖政策。本集團將密切監察其外幣風險，並會於有需要時考慮對沖重大外幣風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. FINANCIAL INSTRUMENTS – continued

(c) Fair value measurements

The fair value of financial assets and financial liabilities are determined as follows:

- (i) The fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid and ask prices respectively.
- (ii) The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models (e.g. discounted cash flows analysis using observable and/or unobservable inputs).

The carrying amount of other financial assets and liabilities carried at amortised cost, approximate their respective fair values due to the relatively short-term nature of these financial statements.

5. 金融工具—續

(c) 公平值計量

財務資產及財務負債的公平值按以下方式釐定：

- (i) 附帶標準條款及條件並於活躍市場買賣的財務資產及財務負債的公平值乃分別參考市場所報買賣價釐定。
- (ii) 其他財務資產及財務負債之公平值按公認定價模式(例如使用可觀察及／或不可觀察輸入數據之貼現現金流量分析)而釐定。

其他財務資產及負債的賬面值按攤銷成本計值，且由於該等財務報表屬相對短期，故其賬面值與公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, including lease liabilities, borrowings and amount due to a director disclosed in notes 28, 29 and 30 respectively, net of cash and cash equivalents and equity attributable to the owners of the Company, comprising issued share capital and reserves.

The management reviews the capital structure on a continuous basis taking into account the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through issue of new shares and share buy-back as well as the issue of new debts or debts restructuring, if necessary.

6. 資本風險管理

本集團的資本管理旨在確保本集團之實體均能持續經營，同時透過優化債務及權益結餘為股東帶來最大回報。本集團之整體策略自去年起未有變動。

本集團之資本結構包括債務，其中包含分別於附註28、29及30披露之租賃負債、借貸及應付一名董事款項（扣除現金及現金等值項目及本公司擁有人應佔權益），而本公司擁有人應佔權益包括已發行股本及儲備。

管理層持續檢討資本架構，並考慮資本成本及與各類資本有關的風險。如必要，本集團將通過發行新股及回購股份以及發行新債務或債務重組平衡其整體資本架構。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

6. CAPITAL RISK MANAGEMENT – continued

The gearing ratio at the end of the reporting period was as follows:

6. 資本風險管理—續

於報告期末的資本負債比率如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Debt (Note (a))	債務(附註(a))	24,050	25,166
Cash and cash equivalents	現金及現金等值項目	(18,228)	(9,876)
Net debt	債務淨額	5,822	15,290
Equity (Note (b))	權益(附註(b))	73,488	118,197
Gearing ratio	資產負債比率	0.08	0.13

Notes:

- (a) Debts represented borrowings, amount due to a director and lease liabilities, as detailed in notes 29, 30 and 28 respectively.
- (b) Equity includes all capital and reserves attributable to owners of the Company.

附註：

- (a) 債務指借貸、應付一名董事款項及租賃負債(誠如附註29、30及28所分別詳述)。
- (b) 權益包括本公司擁有人應佔的所有資本及儲備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

7. SEGMENT INFORMATION

Information reported internally to the chief operating decision maker (“CODM”) for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The Group organised into two operating divisions: (a) pharmaceutical wholesale and distribution business, and (b) hemodialysis treatment and consultancy service business in the PRC. These divisions are the basis on which the Group reports its segment information.

Segment revenue and results

The following is an analysis of the Group’s revenue and results by the operating and reportable segment.

For the year ended 31 March 2024

7. 分類資料

向主要營運決策者（「主要營運決策者」）內部呈報以作資源分配及評核分類表現之資料，乃著重於所交付或提供之貨品或服務類型。本集團組織為兩個營運分類：即於中國之(a)藥品批發及分銷業務，及(b)血液透析治療及諮詢服務業務。該等分類乃本集團呈報其分類資料之基礎。

分類收益及業績

以下乃按經營及可報告分類對本集團收益及業績的分析。

截至二零二四年三月三十一日止年度

		Pharmaceutical wholesale and distribution business 藥品批發及 分銷業務 HK\$'000 千港元	Hemodialysis treatment and consultancy service business 血液透析 治療及諮詢 服務業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue from external customers	來自外部客戶之分類收益	51,536	129,556	181,092
Segment results	分類業績	(1,352)	(29,538)	(30,890)
Unallocated corporate income and expenses, net	未分配之企業收入及支出，淨額			(8,548)
Loss from operations	營運業務虧損			(39,438)
Finance costs	財務費用			(1,711)
Loss before taxation	除稅前虧損			(41,149)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

7. SEGMENT INFORMATION – continued

Segment revenue and results – continued

For the year ended 31 March 2023

		Pharmaceutical wholesale and distribution business 藥品批發及 分銷業務 HK\$'000 千港元	Hemodialysis treatment and consultancy service business 血液透析 治療及諮詢 服務業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue from external customers	來自外部客戶之分類收益	52,278	121,424	173,702
Segment results	分類業績	(1,130)	15,450	14,320
Unallocated corporate income and expenses, net	未分配之企業收入及支出，淨額			(9,847)
Profit from operations	營運業務溢利			4,473
Finance costs	財務費用			(2,018)
Profit before taxation	除稅前溢利			2,455

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in both years.

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies. Segment result represents the profit earned by each segment without allocation of central administration costs, finance costs and certain other income. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

7. 分類資料—續

分類收益及業績—續

截至二零二三年三月三十一日止年度

上文報告的分類收益乃來自外部客戶的收益。於兩個年度並無分類間銷售。

可報告及經營分類的會計政策與本集團的會計政策相同。分類業績指各分類所賺取的利潤，不包括分配中央行政費用、財務費用及若干其他收入。此乃報告予主要營運決策者以用作資源配置及表現評估的方法。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

7. SEGMENT INFORMATION – continued

Segment assets and liabilities

For the year ended 31 March 2024

7. 分類資料—續

分類資產及負債

截至二零二四年三月三十一日止年度

		Pharmaceutical wholesale and distribution business 藥品批發及 分銷業務 HK\$'000 千港元	Hemodialysis treatment and consultancy service business 血液透析 治療及諮詢 服務業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Consolidated statement of financial position	綜合財務狀況表			
Assets	資產			
Segment assets	分類資產	19,532	95,083	114,615
Unallocated corporate assets	未分配之企業資產			2,486
Consolidated total assets	綜合資產總值			117,101
Liabilities	負債			
Segment liabilities	分類負債	7,522	22,365	29,887
Unallocated corporate liabilities	未分配之企業負債			12,019
Consolidated total liabilities	綜合負債總額			41,906

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

7. SEGMENT INFORMATION – continued

Segment assets and liabilities – continued

For the year ended 31 March 2023

7. 分類資料—續

分類資產及負債—續

截至二零二三年三月三十一日止年度

	Pharmaceutical wholesale and distribution business 藥品批發及 分銷業務 HK\$'000 千港元	Hemodialysis treatment and consultancy service business 血液透析 治療及諮詢 服務業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Consolidated statement of financial position	綜合財務狀況表		
Assets	資產		
Segment assets	21,050	147,998	169,048
Unallocated corporate assets			4,400
Consolidated total assets			173,448
Liabilities	負債		
Segment liabilities	7,309	41,196	48,505
Unallocated corporate liabilities			4,716
Consolidated total liabilities			53,221

Geographical information

The Group operates in two principal areas—pharmaceutical wholesale and distribution business, and hemodialysis treatment and consultancy service business in the PRC and administrative activities operate in Hong Kong.

地區資料

本集團於兩個主要領域營運—在中國營運藥品批發及分銷業務及血液透析治療及諮詢服務業務及在香港營運管理業務。

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

7. SEGMENT INFORMATION – continued

Geographical information – continued

The Group's revenue is solely generated from external customers in the PRC.

The following is an analysis of the carrying amount of non-current assets analysed by the geographical area in which the assets are located:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Hong Kong	香港	3,311	2,842
Mainland China	中國內地	55,398	93,737
		<u>58,709</u>	<u>96,579</u>

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the Group's total revenue are as follow:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Customer A*	客戶A*	<u>N/A 不適用</u>	<u>18,553</u>

* Revenue from segment of pharmaceutical wholesale and distribution business.

There is no single customer contributing over 10% of total sales of the Group for the year ended 31 March 2024.

7. 分類資料—續

地區資料—續

本集團之收益全部來自於中國之外部客戶。

以下為按資產所處地區分析之非流動資產之賬面值分析：

有關主要客戶之資料

於相應年度佔本集團總收益超過10%之客戶收益如下：

* 來自藥品批發及分銷業務分類的收益。

於截至二零二四年三月三十一日止年度並無單一客戶貢獻本集團10%以上的銷售總額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

7. SEGMENT INFORMATION – continued

Other segment information

For the year ended 31 March 2024

		Pharmaceutical wholesale and distribution business 藥品批發及 分銷業務 HK\$'000 千港元	Hemodialysis treatment and consultancy service business 血液透析 治療及諮詢 服務業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital expenditure (Note)	資本開支(附註)	967	3,059	-	4,026
Depreciation of property, plant and equipment	物業、廠房及設備折舊	212	7,363	58	7,633
Depreciation of right-of-use assets	使用權資產折舊	585	1,267	928	2,780
Provision of allowance for expected credit losses on trade and other receivables, net	貿易及其他應收款項之 預期信貸虧損撥備， 淨額	1,476	3,119	-	4,595
Impairment loss on goodwill (Note 20)	商譽減值虧損(附註20)	-	22,310	-	22,310
Finance costs	財務費用	63	1,314	334	1,711

For the year ended 31 March 2023

截至二零二三年三月三十一日止年度

		Pharmaceutical wholesale and distribution business 藥品批發及 分銷業務 HK\$'000 千港元	Hemodialysis treatment and consultancy service business 血液透析 治療及諮詢 服務業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital expenditure (Note)	資本開支(附註)	1,176	4,115	2,822	8,113
Depreciation of property, plant and equipment	物業、廠房及設備折舊	283	8,321	399	9,003
Depreciation of right-of-use assets (Reversal of)/allowance for expected credit losses on trade and other receivables, net	使用權資產折舊 貿易及其他應收款項 之預期信貸虧損 (撥回)/撥備，淨額	436	1,476	1,008	2,920
		1,995	(9,508)	14	(7,499)
Finance costs	財務費用	37	1,962	19	2,018

Note:

Capital expenditure consists of additions to property, plant and equipment and right-of-use assets during both years.

附註：

資本開支包括於兩個年度內添置之物業、廠房及設備以及使用權資產。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

7. SEGMENT INFORMATION – continued

Other segment information – continued

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than unallocated corporate assets. Unallocated corporate assets mainly include office equipment, certain right-of-use asset and cash and cash equivalent of the central administration companies and certain deposits and other receivables. Goodwill is allocated to reportable segments as described in Note 20.
- all liabilities are allocated to reportable segments other than, amount due to directors, certain lease liabilities and certain other payables and accrual expenses of certain administrative costs.

7. 分類資料－續

其他分類資料－續

就監控分類表現及分配分類間資源而言：

- 除未分配之企業資產外，所有資產均分配至可報告分類。未分配之企業資產主要包括中央管理公司之辦公設備、若干使用權資產以及現金及現金等值項目及若干按金及其他應收款項。分配至可報告分類之商譽於附註20描述。
- 除應付董事款項、若干租賃負債及若干其他應付款項及若干行政費用之應計開支外，所有負債均分配至可報告分類。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

8. REVENUE

An analysis of the Group's revenue for the year is as follows:

8. 收益

年內，本集團收益分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
<i>Revenue from contracts with customers recognised at a point in time:</i> Wholesale and distribution of pharmaceutical and related products Provision of hemodialysis treatment and consultancy services	於某一時間點確認的客戶合約收益： 藥品及相關產品批發及分銷 提供血液透析治療及諮詢服務	51,536 129,556 181,092	52,278 121,424 173,702

All revenue contracts are for one year or less. As permitted by practical expedient under HKFRS 15, the transaction price allocated to unsatisfied contracts is not disclosed.

所有收益合約期限均為一年或以下。經香港財務報告準則第15號的可行權宜方法許可，並無披露分配至未履行合約的交易價格。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

9. OTHER REVENUE

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Interest income	利息收入	43	33
Government subsidies (Note)	政府補助(附註)	-	120
		43	153

Note:

During the year ended 31 March 2023, the Group successfully applied for funding support from the Employment Support Scheme set up by the Government of the Hong Kong Special Administrative Region, the purpose of which is to provide financial support to enterprises and to retain their employees who would otherwise be made redundant. Under the terms of the Employment Support Scheme, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying wages to its employees. During the year ended 31 March 2024, no such funding support was received.

9. 其他收益

附註：

於截至二零二三年三月三十一日止年度，本集團成功申請到香港特別行政區政府設立之「保就業」計劃資助，該資助目的是為企業提供財務支援，以保留可能會被遣散的僱員。根據「保就業」計劃條款，本集團在補助期間不得裁員，並將所有資助款項用於支付僱員薪金。於截至二零二四年三月三十一日止年度，概無收到相關資金支持。

10. OTHER LOSS, NET

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	5,030	733
Gain on disposal of a subsidiary	出售一間附屬公司之收益	(3,009)	-
Gain on early termination of lease	提前終止租賃之收益	(252)	-
		1,769	733

10. 其他虧損，淨額

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

11. (LOSS)/PROFIT FOR THE YEAR

The Group's (loss)/profit for the year has been arrived at after charging:

11. 本年度(虧損)／溢利

年內，本集團之(虧損)／溢利乃經扣除下列項目後達致：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Directors' emoluments	董事酬金	2,601	2,287
Other staff costs (excluding directors (Note 13)):	其他員工費用 (不包括董事(附註13)):		
Salaries and allowances	薪金及津貼	17,469	16,616
Retirement benefits scheme contributions	退休福利計劃供款	1,380	1,313
Share-based payment (Note 36)	以股份為基礎之付款(附註36)	1,031	5
		<hr/>	<hr/>
Total staff costs	員工費用總額	22,481	20,221
		<hr/>	<hr/>
Depreciation of property, plant and equipment (Note 18)	物業、廠房及設備折舊(附註18)	7,633	9,003
Depreciation of right-of-use assets (Note 19)	使用權資產折舊(附註19)	2,780	2,920
Auditors' remuneration – audit services	核數師酬金 – 審核服務	725	736
Cost of inventories recognised as expenses	確認為開支之存貨成本	121,387	114,860
Expenses relating to short-term leases (Note 19)	與短期租賃有關之開支(附註19)	424	383
		<hr/>	<hr/>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

12. FINANCE COSTS

12. 財務費用

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Interest on:	以下項目之利息：		
– Borrowings	– 借貸	585	893
– Lease liabilities	– 租賃負債	929	1,125
– Amount due to a director	– 應付一名董事款項	197	–
		1,711	2,018

13. DIRECTORS' EMOLUMENTS

Pursuant to the Listing Rules and the Hong Kong Companies Ordinance, the aggregate amounts of emoluments paid by the companies now comprising the Group to the directors of the Company during the reporting period are as follows:

13. 董事薪酬

根據上市規則及香港公司條例，現組成本集團之該等公司於報告期間支付予本公司董事之薪酬總額如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Fees	袍金	600	572
Other emoluments:	其他酬金：		
– Salaries, allowance and benefits in kind	– 薪金、津貼及實物利益	1,840	1,697
– Retirement scheme contributions	– 退休計劃供款	18	18
– Share-based payment	– 以股份為基礎之付款	143	–
Total	總計	2,601	2,287

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

13. DIRECTORS' EMOLUMENTS – continued

Details for the emoluments of each director of the Company during the reporting period are as follows:

		Fees	Salaries, allowances and benefits in kind	Retirement scheme contribution	Share-based payment	Total
		袍金	薪金、津貼及實物利益	退休計劃供款	以股份為基礎之付款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
For the year ended 31 March 2024	截至二零二四年三月三十一日止年度					
<i>Executive director:</i>	<i>執行董事：</i>					
Mr. Wang Jia Jun	王佳駿先生	-	1,840	18	128	1,986
<i>Non-executive director:</i>	<i>非執行董事：</i>					
Dr. Xiao Zhixin	蕭致信醫生	150	-	-	-	150
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>					
Mr. Wong Hon Kit	黃漢傑先生	150	-	-	5	155
Dr. Liu Yongping	劉勇平博士	150	-	-	5	155
Mr. Ho Man (Note (a))	何敏先生 (附註(a))	150	-	-	5	155
		600	1,840	18	143	2,601

13. 董事薪酬一續

本公司各董事於報告期間之薪酬詳情如下：

		Fees	Salaries, allowances and benefits in kind	Retirement scheme contribution	Share-based Payment	Total
		袍金	薪金、津貼及實物利益	退休計劃供款	以股份為基礎之付款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元

For the year ended 31 March 2023	截至二零二三年三月三十一日止年度					
<i>Executive director:</i>	<i>執行董事：</i>					
Mr. Wang Jia Jun	王佳駿先生	-	1,697	18	-	1,715
<i>Non-executive director:</i>	<i>非執行董事：</i>					
Dr. Xiao Zhixin	蕭致信醫生	143	-	-	-	143
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>					
Mr. Wong Hon Kit	黃漢傑先生	143	-	-	-	143
Dr. Liu Yongping	劉勇平博士	143	-	-	-	143
Mr. Ho Man	何敏先生	143	-	-	-	143
		572	1,697	18	-	2,287

Note:

Mr. Ho Man resigned as the independent non-executive director of the Company on 30 April 2024.

附註：

何敏先生於二零二四年四月三十日辭任本公司獨立非執行董事。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

13. DIRECTORS' EMOLUMENTS – continued

During the years ended 31 March 2024 and 2023, none of the directors and chief executive officer of the Company waived or agreed to waive any emoluments.

During the years ended 31 March 2024 and 2023, no emoluments have been paid to the directors and chief executive officer of the Company as an inducement to join or upon joining the Group or as compensation.

No bonus was paid or receivable by directors or five highest paid employee after considering the Group's operational and financial performance during the years ended 31 March 2024 and 2023.

13. 董事薪酬一續

截至二零二四年及二零二三年三月三十一日止年度，概無本公司董事及主要行政人員放棄或同意放棄任何酬金。

截至二零二四年及二零二三年三月三十一日止年度，本公司並無向本公司董事及主要行政人員支付薪酬，以作為吸引加盟本集團或於加盟後的獎勵，或作為補償。

於計及本集團截至二零二四年及二零二三年三月三十一日止年度之營運及財務表現後，董事或五名最高薪僱員概無支付或應收花紅。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

14. FIVE HIGHEST PAID EMPLOYEES

The five highest paid individuals during the year included one (2023: one) directors and the details of whose remuneration are set out in Note 13 above. The details of the emoluments of the remaining four (2023: four) highest paid individuals who are neither director nor chief executive officer of the Company are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	2,016	2,112
Retirement scheme contributions	退休計劃供款	53	52
		2,069	2,164

The number of the highest paid employees who are not directors of the Company whose remuneration fell within the following band is as follows:

		2024 二零二四年	2023 二零二三年
Nil to HK\$1,000,000	0至1,000,000港元	4	4

During the years ended 31 March 2024 and 2023, no emoluments were paid by the Group to senior management or any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

14. 五名最高薪僱員

年內五名最高薪僱員包括一名(二零二三年：一名)董事，其酬金詳情載於上文附註13。餘下四名(二零二三年：四名)最高薪僱員(彼等並非本公司董事亦非主要行政人員)之酬金詳情如下：

並非為本公司董事而其薪酬介乎以下範圍之最高薪僱員之人數如下：

截至二零二四年及二零二三年三月三十一日止年度，本集團並無向高級管理人員或任何五名最高薪僱員支付薪酬，以作為吸引加盟本集團或於加盟後的獎勵，或作為離職補償。

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

15. INCOME TAX (CREDIT)/EXPENSE

15. 所得稅(抵免)／開支

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
PRC Enterprise Income Tax:	中國企業所得稅：		
– Current tax	– 即期稅項	–	517
– Over-provision in prior years	– 過往年度超額撥備	(854)	–
		(854)	517

The Group is subject to income tax on an entity basis on profits arising or derived from the jurisdictions in which members of the Group are domiciled and operated.

Provision on profits assessable elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

According to the PRC Enterprise Income Tax Law, starting from 1 January 2008, 10% withholding income tax will be imposed on dividend relating to profits earned by the companies established in the PRC in the calendar year 2008 onward to their foreign shareholders. For investors incorporated in Hong Kong which hold at least 25% of equity interest of those PRC companies, a preferential rate of 5% will be applied. The Group has applied the preferential rate of 5% as the Group's subsidiaries in the PRC are directly held by an investment holding company incorporated in Hong Kong. No deferred tax has been provided for in respect of the temporary differences attributable to such profits as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

PRC corporate income tax ("CIT") provision is made on the estimated assessable profits of entities within the Group incorporated in the PRC and is calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowances. The general PRC CIT rate is 25% during the years ended 31 March 2024 and 2023 except for those as discussed below:

本集團須就本集團成員公司所處及營運所在司法權區所產生或賺取之溢利，按實體基準繳納所得稅。

其他地區之應課稅溢利撥備按本集團營運所在國家之現行稅率，根據其現有立法、詮釋及慣例計算。

根據中國企業所得稅法，自二零零八年一月一日起，將對在中國成立的公司自二零零八年曆年起賺取的溢利支付其境外股東的股息徵收10%的預扣所得稅。對於在香港註冊成立且持有該等中國公司至少25%股權的投資者，將實施5%的優惠稅率。由於本集團在中國的附屬公司均由一間在香港註冊成立的投資控股公司直接持有，故本集團按5%的優惠稅率繳納稅項。由於本集團有能力控制撥回暫時差額的時間，且不大可能於可見將來撥回暫時差額，故並無就該等溢利應佔之暫時差額作出遞延稅項撥備。

中國企業所得稅（「企業所得稅」）撥備乃經計及可以獲得的退稅及津貼等稅收優惠後，根據本集團於中國註冊成立的實體的估計應課稅溢利作出並按照中國相關規定計算。截至二零二四年及二零二三年三月三十一日止年度，一般中國企業所得稅稅率為25%，惟下文所討論者除外：

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

15. INCOME TAX (CREDIT)/EXPENSE

– continued

The Ministry of Finance (“**MOF**”) and State Administration of Taxation (“**SAT**”) on 17 January 2019 jointly issued Cai Shui 2019 No. 13. This clarified that from 1 January 2019 to 31 December 2021, eligible small enterprises whose RMB1,000,000 of annual taxable income is eligible for a 75% reduction on a rate of 20% (i.e., effective rate is 5%) and the income between RMB1,000,000 and RMB3,000,000 is eligible for 50% reduction on a rate of 20% (i.e. effective rate is 10%). On 14 March 2022, MOF and SAT further jointly issued Cai Shui 2022 No. 13, which clarified that from 1 January 2022 to 31 December 2024, eligible small enterprises whose income between RMB1,000,000 and RMB3,000,000 is eligible for 75% reduction on a rate of 20% (i.e. effective rate is 5%).

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

No provision of Hong Kong Profits Tax, Cayman Islands and BVI Income Tax has been made, as the Group did not generate any assessable profits in these jurisdictions during the years ended 31 March 2024 and 2023.

15. 所得稅(抵免)／開支－續

財政部(「**財政部**」)及國家稅務總局(「**國家稅務總局**」)於二零一九年一月十七日聯合印發財稅2019第13號文件。該文件明確自二零一九年一月一日至二零二一年十二月三十一日，年度應納稅收入為人民幣1,000,000元的合資格小型企業，可按20%的稅率減免75% (即實際稅率為5%) 及收入介乎人民幣1,000,000元至人民幣3,000,000元的合資格小型企業，可按20%的稅率減免50% (即實際稅率為10%)。於二零二二年三月十四日，財政部及國家稅務總局進一步聯合印發財稅2022年第13號文件，明確自二零二二年一月一日至二零二四年十二月三十一日，收入介乎人民幣1,000,000元至人民幣3,000,000元的合資格小型企業，可按20%的稅率減免75% (即實際稅率為5%)。

根據香港利得稅的利得稅兩級制，合資格集團實體的首2,000,000港元溢利將以8.25%的稅率徵稅，而超過2,000,000港元之溢利將以16.5%的稅率徵稅。不符合利得稅兩級制資格的集團實體的溢利將繼續按16.5%的統一稅率徵稅。因此，合資格集團實體的估計應課稅溢利首2,000,000港元按8.25%計算香港利得稅，而超過2,000,000港元的估計應課稅溢利則按16.5%計算。

本集團並無就香港利得稅、開曼群島及英屬處女群島所得稅計提任何撥備，乃由於截至二零二四年及二零二三年三月三十一日止年度本集團於該等司法權區並無產生任何應課稅溢利。

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

15. INCOME TAX (CREDIT)/EXPENSE

– continued

A reconciliation of the income tax expense applicable to loss before taxation using the statutory rate for the location in which the Company and its subsidiaries are domiciled to the tax expenses at the effective tax rate are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(41,149)	2,455
Notional tax on (loss)/profit before tax, calculated at the rates applicable to profits in the tax jurisdiction concerned	按照在相關稅法管轄區域之溢利的適用稅率計算除稅前(虧損)/溢利的名義稅項	(9,533)	1,451
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(1,702)	(3,895)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支的稅務影響	9,279	5,126
Tax effect of withholding tax on dividend distribution	股息分派的預扣稅的稅務影響	-	652
Tax effect of tax losses not recognised	未確認的稅項虧損的稅務影響	1,999	1
Effect of the preferential income tax rates for domestic entities	有關國內實體優惠所得稅率的影響	(43)	(2,818)
Over-provision in prior years	過往年度超額撥備	(854)	-
Taxation	稅項	(854)	517

At the end of the reporting period, the Group has unused tax losses of approximately HK\$13,034,000 (2023: HK\$9,163,000) available for offset against future profits and amount of approximately HK\$13,034,000 will be fully expired in 2028 (2023: amount of approximately HK\$9,163,000 will be fully expired in 2027). No deferred tax asset has been recognised in respect of the HK\$13,034,000 (2023: HK\$9,163,000) due to the unpredictability of future profit streams. At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of a subsidiary for which deferred tax liabilities have not been recognised was approximately HK\$1,465,000 (2023: approximately HK\$3,186,000). No deferred tax liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

15. 所得稅(抵免)/開支—續

使用本公司及其附屬公司所處地點之法定稅率計算適用於除稅前虧損之所得稅開支與按實際稅率計算之稅項開支之對賬如下：

於報告期末，本集團約13,034,000港元(二零二三年：9,163,000港元)之未動用稅務虧損可用作抵銷未來溢利及約13,034,000港元將於二零二八年全面到期(二零二三年：約9,163,000港元將於二零二七年全面到期)。由於未來溢利來源屬不可測，故並無就13,034,000港元(二零二三年：9,163,000港元)確認遞延稅項資產。於報告期末，有關附屬公司未分配盈利而未確認的遞延稅項負債的暫時差額總額約為1,465,000港元(二零二三年：約3,186,000港元)。由於本集團有能力控制撥回暫時差額的時間，而有關暫時差額於可見將來可能不會撥回，故並無就該等差額確認遞延稅項負債。

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16. DIVIDENDS

The directors of the Company do not recommend the payment of any dividend for the year ended 31 March 2024 (2023: Nil).

17. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to owners of the Company is based on the following data:

(a) Basic

The calculation of the basic (loss)/earnings per share are based on (loss)/earnings per share attributable to the owners of the Company and the weighted average number ordinary shares in issue during the year as follows:

(Loss)/earnings

(Loss)/profit for the year attributable to owners of the Company 本公司擁有人應佔本年度 (虧損) / 溢利

Number of shares

Weighted average number of ordinary shares in issue 加權平均已發行普通股數目

16. 股息

本公司董事不建議派付截至二零二四年三月三十一日止年度的任何股息 (二零二三年：無)。

17. 每股(虧損) / 盈利

本公司擁有人應佔每股基本及攤薄(虧損) / 盈利乃根據以下數據計算：

(a) 基本

年內，每股基本(虧損) / 盈利乃根據本公司擁有人應佔每股(虧損) / 盈利及加權平均已發行普通股數目計算，詳情如下：

(虧損) / 盈利

2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
<u>(39,977)</u>	<u>1,820</u>

股份數目

2024 二零二四年	2023 二零二三年
<u>560,222,136</u>	<u>560,222,136</u>

(b) Diluted

For the years ended 31 March 2024 and 2023, the computation of diluted (loss)/earnings per share does not include the Company's outstanding share options because the effect were anti-dilutive. Therefore, the diluted (loss)/earnings per share of the Company is the same as the basic (loss)/earnings per share.

(b) 攤薄

截至二零二四年及二零二三年三月三十一日止年度，每股攤薄(虧損) / 盈利之計算因具有反攤薄影響而並無計入本公司尚未行使之購股權。因此，本公司每股攤薄(虧損) / 盈利與每股基本(虧損) / 盈利相同。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Medicine equipment 醫療設備 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本						
At 1 April 2022	於二零二二年四月一日	24,241	14,582	30,016	228	5,704	74,771
Additions	添置	-	970	1,665	1,674	-	4,309
Disposal	出售	-	(1,865)	-	-	-	(1,865)
Transfer	轉撥	440	-	-	-	(440)	-
Exchange realignment	匯兌調整	(910)	(651)	(592)	(24)	(421)	(2,598)
Reclassified as held for sale	重新分類為持作出售	(1,467)	(1,062)	(6,329)	-	-	(8,858)
At 31 March 2023	於二零二三年三月三十一日	22,304	11,974	24,760	1,878	4,843	65,759
Additions	添置	963	812	1,626	8	-	3,409
Disposal	出售	(8,923)	(1,446)	(75)	-	-	(10,444)
Transfer	轉撥	4,648	-	-	-	(4,648)	-
Exchange realignment	匯兌調整	(689)	(420)	(459)	(33)	(195)	(1,796)
At 31 March 2024	於二零二四年三月三十一日	18,303	10,920	25,852	1,853	-	56,928
Accumulated depreciation	累計折舊						
At 1 April 2022	於二零二二年四月一日	9,280	8,875	18,203	33	-	36,391
Provided for the year	年內已撥備	3,884	1,135	3,872	112	-	9,003
Eliminated on disposals	於出售時對銷	-	(1,095)	-	-	-	(1,095)
Exchange realignment	匯兌調整	(706)	(642)	(1,089)	(8)	-	(2,445)
Reclassified as held for sale	重新分類為持作出售	(726)	(719)	(6,329)	-	-	(7,774)
At 31 March 2023	於二零二三年三月三十一日	11,732	7,554	14,657	137	-	34,080
Provided for the year	年內已撥備	2,397	2,285	2,582	369	-	7,633
Eliminated on disposals	於出售時對銷	(3,938)	(1,339)	(87)	-	-	(5,364)
Exchange realignment	匯兌調整	(589)	(365)	(742)	(20)	-	(1,716)
At 31 March 2024	於二零二四年三月三十一日	9,602	8,135	16,410	486	-	34,633
Carrying values	賬面值						
At 31 March 2024	於二零二四年三月三十一日	8,701	2,785	9,442	1,367	-	22,295
At 31 March 2023	於二零二三年三月三十一日	10,572	4,420	10,103	1,741	4,843	31,679

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19. RIGHT-OF-USE ASSETS

19. 使用權資產

		Leased Properties 租賃物業 HK\$'000 千港元
At 1 April 2022	於二零二二年四月一日	18,781
Additions	添置	3,804
Depreciation charged for the year	年內扣除折舊	(2,920)
Exchange realignment	匯兌調整	(1,119)
Reclassified as held for sale	重新分類為持作出售	(2,829)
At 31 March 2023	於二零二三年三月三十一日	15,807
Additions	添置	617
Depreciation charged for the year	年內扣除折舊	(2,780)
Exchange realignment	匯兌調整	(656)
Written-off due to early termination of lease	因提前終止租賃而撇銷	(1,069)
At 31 March 2024	於二零二四年三月三十一日	11,919
		2023 二零二三年 HK\$'000 千港元
Expenses relating to short-term leases	與短期租賃有關之開支	424
Total cash outflow for leases	租賃之現金流出總額	3,696
		2024 二零二四年 HK\$'000 千港元
		383
		4,257

Note:

The right-of-use assets represent the Group's right-to-use underlying leased land and premises under operating lease arrangements over the lease terms, which are stated at cost less accumulated depreciation and impairment losses, if any, and adjusted for any remeasurement of the lease liabilities. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purpose.

附註：

使用權資產代表本集團根據經營租賃安排於租賃期內對相關租賃土地及物業的使用權，以成本減累計折舊及減值虧損（如有）列賬並根據租賃負債的任何重新計量調整。除出租人持有的租賃資產的擔保權益外，租賃協議並未施加任何契諾。租賃資產不得用作借款擔保。

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19. RIGHT-OF-USE ASSETS – continued

Note:– continued

For both years, the Group leases various properties for its operations. Lease contracts are entered into for fixed terms of 1 to 20 years (2023: 1 to 20 years). Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for staff quarters. As at 31 March 2024 and 2023, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

19. 使用權資產—續

附註：—續

於兩個年度，本集團為其營運租用多項物業。所訂立租賃合約年期固定為1至20年（二零二三年：1至20年）。租期按個別基準磋商且包含不同條款及條件。釐定租期及評估不可撤銷期限的長短時，本集團應用合約的定義，並釐定可強制執行合約的期限。

本集團定期簽訂員工宿舍的短期租賃合同。於二零二四年及二零二三年三月三十一日，短期租賃組合與上述披露的短期租賃開支所對應的短期租賃組合相似。

20. GOODWILL

20. 商譽

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cost	成本		
At 1 April	於四月一日	912,866	923,091
Exchange realignment	匯兌調整	(6,680)	(10,225)
		906,186	912,866
Accumulated impairment losses	累計減值虧損		
At 1 April	於四月一日	863,773	870,067
Impairment loss recognised during the year	年內已確認減值虧損	22,310	–
Exchange realignment	匯兌調整	(4,392)	(6,294)
		881,691	863,773
Carrying amounts	賬面值		
At 31 March	於三月三十一日	24,495	49,093

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20. GOODWILL – continued

Impairment test for CGUs containing goodwill

The Group tests for impairment of goodwill annually and in the financial year in which the acquisition takes place, or more frequently if there are indications that goodwill might be impaired.

For the purposes of impairment testing, the carrying value of the goodwill has been allocated to the CGU which operate in the provision of hemodialysis treatment and consultancy services in the PRC by Mingxi County Trading Company Limited.

In addition to goodwill above, property, plant and equipment and right-of-use assets (including allocation of corporate assets) that generate cash flows together with the related goodwill are also included in the CGU for the purpose of impairment assessment.

The recoverable amount of this CGU has been determined based on a value in use calculation, which is determined by the directors with reference to the professional valuation performed by Vincorn Consulting and Appraisal Limited, an independent firm of professional qualified valuers. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period (2023: 5-year), and the pre-tax discount rate of 11.0% (2023: 11.6%). The cash flows of this CGU beyond the 5-year period (2023: 5-year) are extrapolated using a zero terminal growth rate (2023: zero%). This growth rate is based on a very prudent forecast and does not exceed the average long-term growth rate for the relevant industry.

Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include average gross margin of 36.7% (2023: 39.0%) and the average net profit margin of 4.1% (2023: 6.7%), such estimation is based on the CGU's past performance and management's expectations for the market development.

20. 商譽－續

包含商譽之現金產生單位之減值測試

本集團於每年及於進行收購之財政年度均會測試商譽有否減值，當有跡象表明商譽可能減值時，會更頻密測試。

就減值測試而言，商譽之賬面值已分配至明溪縣佳維貿易有限公司於中國提供血液透析治療及諮詢服務之現金產生單位。

除上述商譽之外，產生現金流量之物業、廠房及設備及使用權資產（包括企業資產分配），連同相關商譽亦計入現金產生單位，以便進行減值評估。

此現金產生單位之可收回金額根據使用價值計算方法釐定，其乃由董事經參考獨立專業合資格估值公司泓亮諮詢及評估有限公司所作專業估值而釐定。該計算方法使用根據管理層審批之五年期間（二零二三年：五年）之財政預算計算之現金流量預測及稅前貼現率11.0%（二零二三年：11.6%）進行計算。於五年期間（二零二三年：五年）後的該現金產生單位現金流量採用零永續增長率（二零二三年：零增長率）推算。此增長率乃根據極其謹慎的預測釐定且並無超過相關行業之長期平均增長率。

計算使用價值的其他主要假設與現金流入／流出的估計有關，包括平均毛利率36.7%（二零二三年：39.0%）及平均淨利潤率4.1%（二零二三年：6.7%），而有關估計乃按現金產生單位的過往表現及管理層對市場發展的預期而釐定。

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

20. GOODWILL – continued

Impairment test for CGUs containing goodwill – continued

During the year ended 31 March 2024, the assessment results in the carrying amount of the CGU exceeds its recoverable amount, and impairment loss of goodwill of approximately HK\$22,310,000 (2023: HK\$Nil) was recognised.

If the pre-tax discount rate was changed to 12.0% (2023: 12.6%), while other parameters remain constant, the excess in carrying amount of the CGU over its recoverable amount would be increased by approximately HK\$3,638,000 (2023: headroom of the recoverable amount of the CGU over the carrying amount would be reduced by approximately HK\$2,125,000).

20. 商譽－續

包含商譽之現金產生單位之減值測試－續

於截至二零二四年三月三十一日止年度，現金產生單位賬面值的評估結果超出其可收回金額並確認商譽減值虧損約22,310,000港元(二零二三年：零港元)。

倘稅前貼現率更改為12.0% (二零二三年：12.6%)，而其他參數保持不變，則現金產生單位的賬面值超出其可收回金額的部分將增加約3,638,000港元(二零二三年：現金產生單位的可收回金額與賬面值之間的餘額將減少約2,125,000港元)。

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21. DEFERRED TAX

21. 遞延稅項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	-	-
Deferred tax liabilities	遞延稅項負債	-	-
		-	-
		-	-

The following are the deferred tax assets/(liabilities) recognised and movements thereon during the current and prior years:

本年度及過往年度之已確認遞延稅項資產／(負債) 以及其變動如下：

		Right-of-use assets 使用權資產 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2022 (audited)	於二零二二年四月一日 (經審核)	-	-	-
Adjustment (Note 2)	調整(附註2)	(4,639)	4,639	-
At 1 April 2022 (restated)	於二零二二年四月一日 (經重列)	(4,639)	4,639	-
Credited/(charged) to profit or loss	計入／(扣除自) 損益	586	(586)	-
Exchange realignment	匯兌調整	331	(331)	-
At 31 March 2023 (restated)	於二零二三年 三月三十一日(經重列)	(3,722)	3,722	-
Credited/(charged) to profit or loss	計入／(扣除自) 損益	729	(729)	-
Exchange realignment	匯兌調整	164	(164)	-
At 31 March 2024	於二零二四年 三月三十一日	(2,829)	2,829	-

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

22. INVENTORIES

Inventories in the consolidated statement of financial position comprise:

22. 存貨

於綜合財務狀況表之存貨包括：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Finished goods	製成品	<u>7,982</u>	<u>12,631</u>

23. TRADE AND OTHER RECEIVABLES

23. 貿易及其他應收款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade receivables	貿易應收款項	37,907	52,454
Less: Allowance for expected credit losses on trade receivables	減：貿易應收款項之 預期信貸虧損撥備	<u>(11,156)</u>	<u>(10,344)</u>
		<u>26,751</u>	<u>42,110</u>
Prepayments	預付款項	2,046	2,587
Other receivables and deposits	其他應收款項及按金	5,264	6,764
		<u>7,310</u>	<u>9,351</u>
Less: Allowance for expected credit losses on other receivables	減：其他應收款項之預期信貸 虧損撥備	<u>(1,879)</u>	<u>(802)</u>
		<u>5,431</u>	<u>8,549</u>
		<u>32,182</u>	<u>50,659</u>

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES – continued

Payment terms with customers from the pharmaceutical wholesale and distribution business, and hemodialysis treatment and consultancy service business are mainly on credit. Invoices are normally payable from 30 to 90 days (2023: 30 to 90 days) for pharmaceutical wholesale and distribution business and 5 to 365 days (2023: 5 to 365 days) for hemodialysis treatment and consultancy service business respectively of issuance of invoices. The ageing analysis of the gross amount of trade receivables based on the invoices date is as follows:

23. 貿易及其他應收款項—續

向藥品批發及分銷業務以及血液透析治療及諮詢服務業務客戶提供的付款條款以信貸為主。發票一般須分別於發票發出日期後30至90日（二零二三年：30至90日）（藥品批發及分銷業務）及5至365日（二零二三年：5至365日）（血液透析治療及諮詢服務業務）內付款。按發票日期的貿易應收款項總額的賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within 90 days	90日以內	25,154	34,050
91 to 180 days	91至180日	4,289	8,186
181 to 365 days	181至365日	4,526	2,740
Over 365 days	超過365日	3,938	7,478
		37,907	52,454

Details impairment assessment of trade and other receivables and deposits are set out in Note 5(b).

貿易及其他應收款項及按金減值評估詳情載於附註5(b)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

24. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2024 are as follows:

24. 主要附屬公司

於二零二四年三月三十一日，本公司之主要附屬公司之詳情如下：

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ registration and operation 註冊成立/註冊及營運地點及日期	Issued and fully paid ordinary share/ registered capital 已發行及繳足普通股/註冊資本	Percentage of equity, effective interest and voting power held by the Company 本公司持有之股權、實際權益及投票權之比例				Principal activities 主要業務
			Direct 直接		Indirect 間接		
			2024 二零二四年 %	2023 二零二三年 %	2024 二零二四年 %	2023 二零二三年 %	
Putian Huihao Medicine Company Limited [#] 福建莆田惠好醫藥有限公司 [#]	The PRC/ 11 July 2008 中國/ 二零零八年七月十一日	Registered capital RMB10,000,000 註冊資本 人民幣10,000,000元	-	-	99	99.0	Pharmaceutical wholesale and distribution business in the PRC 於中國進行藥品批發及分銷業務
Wuhua Yongke Kidney Hemodialysis Company Limited [#] 五華養可腎析血液透析有限公司 [#]	The PRC/ 28 November 2016 中國/ 二零一六年十一月二十八日	Registered capital RMB3,000,000 註冊資本 人民幣3,000,000元	-	-	99	99.0	Hemodialysis treatment and consultancy service business in the PRC 於中國進行血液透析治療及諮詢服務業務
Wuchuan Zhining Hemodialysis Company Limited [#] 吳川致寧血液透析有限公司 [#]	The PRC/ 6 June 2018 中國/ 二零一八年六月六日	Registered capital RMB3,000,000 註冊資本 人民幣3,000,000元	-	-	99	99.0	Hemodialysis treatment and consultancy service business in the PRC 於中國進行血液透析治療及諮詢服務業務
Yangchun City Yanghe Kidney Hemodialysis Company limited [#] 陽春市陽和腎析血液透析有限公司 [#]	The PRC/ 27 September 2016 中國/ 二零一六年九月二十七日	Registered capital RMB6,000,000 註冊資本 人民幣6,000,000元	-	-	99	99.0	Hemodialysis treatment and consultancy service business in the PRC 於中國進行血液透析治療及諮詢服務業務

[#] The English names of the Company's subsidiaries in the PRC are transliteration of their respective Chinese names which have not been registered.

[#] 本公司於中國附屬公司之英文名稱均為彼等各自中文名稱之直譯而並無註冊。

[^] Company established in the PRC with limited liability.

[^] 於中國成立的有限責任公司。

None of the subsidiaries had issued any debt securities during the years and at the end of years ended 31 March 2024 and 2023.

於截至二零二四年及二零二三年三月三十一日止年度內及年末，概無附屬公司發行任何債務證券。

All of the above subsidiaries operate principally in their respective place of incorporation/establishment.

上述所有附屬公司主要於其各自的註冊成立/成立地點營運。

Notes to the Consolidated Financial Statements

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

24. PRINCIPAL SUBSIDIARIES – continued

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

25. CASH AND CASH EQUIVALENTS

Cash and cash equivalents

現金及現金等值項目

At as 31 March 2024, the cash at banks and cash on hand of the Group denominated in RMB amounted to approximately HK\$17,811,000 (2023: approximately HK\$8,976,000). Cash at banks earns interest at floating rates based on the prevailing market rate. The cash and cash equivalents are deposits with creditworthy banks with no recent history of default.

The RMB is not freely convertible into other currencies, but conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorisation to conduct foreign exchange business.

24. 主要附屬公司－續

上表列出本公司董事認為主要影響本集團業績或淨資產之本公司附屬公司。本公司董事認為篇幅所限，故並無列出其他附屬公司之詳情。

25. 現金及現金等值項目

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash and cash equivalents	18,228	9,876

於二零二四年三月三十一日，本集團以人民幣列值之銀行現金及手頭現金約為17,811,000港元（二零二三年：約8,976,000港元）。銀行現金按現行市場利率以浮動利率賺取利息。現金及現金等值項目乃存於近期並無違約記錄且信譽良好之銀行。

人民幣不可自由兌換為其他貨幣，惟人民幣兌換為外幣乃須遵守中國的外匯管制條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

26. ASSETS CLASSIFIED AS HELD-FOR-SALE

On 31 March 2023, Zhuhai Sheng Chuang Medical Investment Management Limited[#] (珠海升創醫療投資管理有限公司) (“**Zhuhai Sheng Chuang**”) entered into the disposal agreement with an independent third party to sell the entire issued share capital of Huidong Yanghe Kidney Hemodialysis Limited[#] (惠東養和腎析血液透析有限公司) (“**Huidong Yanghe**”), a company established under the laws of the PRC with limited liability and is a wholly-owned subsidiary of Zhuhai Sheng Chuang, for a consideration of approximately RMB3.5 million (equivalent to approximately HK\$3,990,000). The disposal was completed on 11 May 2023. Details of the disposal are set out in the Company’s announcements dated 31 March 2023.

The disposal does not constitute a discontinued operation as it does not represent a separate major line of business or a geographical area of the Group but the assets and liabilities attributable to Huidong Yanghe, which are expected to be sold within twelve months, were classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations as at 31 March 2023, and are presented separately in the consolidated statement of financial position.

The proceeds of disposal are expected to exceed the net carrying amount of the relevant assets and liabilities and, accordingly, no impairment loss has been recognised on the classification of these operations as held for sale.

26. 分類為持作出售的資產

於二零二三年三月三十一日，珠海升創醫療投資管理有限公司（「**珠海升創**」）與獨立第三方訂立出售協議，出售惠東養和腎析血液透析有限公司（「**惠東養和**」）的全部已發行股本，代價為約人民幣3,500,000元（相當於約3,990,000港元）。惠東養和為一家根據中國法律成立的有限公司，為珠海升創的全資附屬公司。出售事項已於二零二三年五月十一日完成。有關出售事項詳情請參閱本公司日期為二零二三年三月三十一日的公佈。

出售事項不構成已終止經營業務，因為其並不代表本集團的獨立主要業務線或地理區域，而是歸屬於預計將在12個月內出售的惠東養和的資產和負債，於二零二三年三月三十一日根據香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」分類為持作出售，並於綜合財務狀況表中單獨列報。

出售所得款項預計將超出相關資產及負債的賬面淨值，因此，概無就持作出售的該等營運分類確認減值虧損。

[#] English translations of official Chinese names are for identification purpose only.

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

26. ASSETS CLASSIFIED AS HELD-FOR-SALE – continued

The major classes of assets and liabilities comprising the disposal group classified as held for sale are as follows:

26. 分類為持作出售的資產—續

組成分類為持作出售的出售組別的主要資產及負債類別如下：

		2023 二零二三年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,085
Right-of-use assets	使用權資產	2,308
Inventories	存貨	75
Trade and other receivables	貿易及其他應收款項	147
Cash and cash equivalents	現金及現金等值項目	88
		<hr/>
Total assets classified as held for sale	分類為持作出售資產總額	3,703
		<hr/>
Lease liabilities, and total liabilities associated with assets classified as held for sale	與分類為持作出售資產相關的租賃負債及總負債	2,838
		<hr/> <hr/>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

27. TRADE AND OTHER PAYABLES

27. 貿易及其他應付款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade payables (Note)	貿易應付款項 (附註)	10,458	16,965
Accruals and other payables	應計費用及其他應付款項	5,318	4,857
Deposits received	已收按金	1,966	2,075
		17,742	23,897

Note:

The ageing analysis of trade payables of the Group presented based on the invoice date is as follows:

附註：

按發票日期所呈列的本集團貿易應付款項的賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within 90 days	90日以內	5,919	7,542
91 to 180 days	91至180日	797	1,575
181 to 365 days	181至365日	33	2,722
Over 365 days	超過365日	3,709	5,126
		10,458	16,965

The average credit period on purchases of certain goods in range from 30 to 90 days (2023: 30 to 90 days).

購買若干貨品之平均信貸期介乎30至90日 (二零二三年：30至90日) 之間。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

28. LEASE LIABILITIES

28. 租賃負債

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債:		
Within one year	一年內	2,364	2,569
Within a period of more than one year but not exceeding two years	一年以上但兩年內期間	2,309	2,555
Within a period of more than two years but not exceeding five years	兩年以上但五年內期間	3,451	5,171
Within a period of more than five years	五年以上期間	5,785	7,421
		13,909	17,716
Less: Amount due for settlement within 12 months shown under current liabilities	減：於十二個月內到期清償之 金額 (於流動負債項下列示)	(2,364)	(2,569)
Amount due for settlement after 12 months shown under non-current liabilities	於十二個月後到期清償之金額 (於非流動負債項下列示)	11,545	15,147

The weighted average incremental borrowing rate applied to lease liabilities range from 3.13% to 7.64% (2023: 4.63% to 7.50%).

租賃負債適用的加權平均增量借款利率介乎3.13%至7.64% (二零二三年：4.63%至7.50%)。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

29. BORROWINGS

29. 借貸

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Bank borrowings - unsecured (Note (a)) 銀行借貸 - 無擔保 (附註(a))	1,300	6,856
Other loans – secured (Note (b)) 其他貸款 - 有擔保 (附註(b))	391	594
	1,691	7,450
Carrying amount repayable: 應付賬面值：		
Within one year or on demand 一年內或按要求	1,691	7,450

Notes:

- (a) As at 31 March 2024, the Group's unsecured bank borrowings were floating rate borrowings of which interest rates are in the range of People's Bank of China's loan prime rate plus 7.01% to 10.88% per annum (2023: in the range of People's Bank of China's loan prime rate plus 7.01% to 10.88% per annum).
- (b) Certain of our PRC subsidiaries have entered into borrowing agreements with third-party financing companies during the year ended 31 March 2023. Pursuant to the loan agreements, loans were secured by vehicles with carrying amounts of RMB766,000 (equivalent to approximately HK\$830,000) as at 31 March 2024 (2023: RMB779,000 (equivalent to approximately HK\$890,000)), guaranteed by certain of our other PRC subsidiaries and with fixed interest rates ranging from 7.10% to 9.23% per annum (2023: ranging from 7.10% to 9.23% per annum).

附註：

- (a) 於二零二四年三月三十一日，本集團之無擔保銀行借貸為浮動利率借貸，其利率介乎中國人民銀行貸款最優惠利率加7.01%至10.88%（二零二三年：介乎中國人民銀行貸款最優惠利率加7.01%至10.88%）。
- (b) 截至二零二三年三月三十一日止年度，我們的若干中國附屬公司與第三方融資公司簽訂借款協議。根據貸款協議，於二零二四年三月三十一日，貸款以賬面值人民幣766,000元（相當於約830,000港元）（二零二三年：人民幣779,000元（相當於約890,000港元））的汽車抵押，並由若干其他中國附屬公司提供擔保，固定利率介乎每年7.10%至9.23%（二零二三年：介乎每年7.10%至9.23%）。

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30. AMOUNT DUE TO A DIRECTOR

As at 31 March 2024, amount due to a director was unsecured, interest rate at 5.75% per annum and repayable on demand.

30. 應付一名董事款項

於二零二四年三月三十一日，應付一名董事款項為無抵押、按年利率5.75%計息及須按要求償還。

31. SHARE CAPITAL

31. 股本

	Number of shares 股份數目	Nominal value of ordinary shares 普通股之面值 HK\$'000 千港元
Authorised:		
At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024 ordinary share of HK\$0.05 per share		
法定：		
於二零二二年四月一日、 二零二三年三月三十一日、 二零二三年四月一日及 二零二四年三月三十一日 每股面值0.05港元之普通股	1,000,000,000	50,000
Issued and fully paid:		
At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024		
已發行及繳足：		
於二零二二年四月一日、 二零二三年三月三十一日、 二零二三年四月一日及 二零二四年三月三十一日	560,222,136	28,011

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. RESERVES

The amounts of the Group's reserves and the movements therein for the years ended 31 March 2024 and 2023 are presented in the consolidated statement of changes in equity of the consolidated financial statements.

32. 儲備

本集團截至二零二四年及二零二三年三月三十一日止年度之儲備及其變動金額呈列於綜合財務報表之綜合權益變動表。

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

33. 本公司財務狀況表

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	6,484	6,484
Right-of-use assets	使用權資產	1,780	2,709
Property, plant and equipment	物業、廠房及設備	46	94
		8,310	9,287
Current assets	流動資產		
Other receivables and deposits	其他應收款項及按金	550	556
Cash and cash equivalents	現金及現金等值項目	364	845
		914	1,401
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付款項	1,691	1,600
Lease liabilities	租賃負債	901	850
Amount due to subsidiaries	應付附屬公司款項	35,200	36,387
Amount due to a director	應付一名董事款項	8,450	–
		46,242	38,837

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33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY – continued

33. 本公司財務狀況表—續

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Net current liabilities	流動負債淨額	(45,328)	(37,436)
Total assets less current liabilities	資產總值減流動負債	(37,018)	(28,149)
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	956	1,856
		956	1,856
Net liabilities	負債淨額	(37,974)	(30,005)
Capital and reserves	資本及儲備		
Share capital	股本	28,011	28,011
Reserves (Note 34)	儲備 (附註34)	(65,985)	(58,016)
Total deficit	虧絀總額	(37,974)	(30,005)

The financial statement was approved and authorised for issue by the Board of Directors on 21 June 2024 and are signed on its behalf by:

財務報表於二零二四年六月二十一日由董事會批准及授權刊發，並由下列董事代表簽署：

Wang Jia Jun

Executive Director

王佳駿

執行董事

Wong Hon Kit

Independent non-executive Director

黃漢傑

獨立非執行董事

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

34. RESERVE OF THE COMPANY

34. 本公司儲備

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2022	於二零二二年四月一日	60,299	5,636	(117,023)	(51,088)
Loss for the year	本年度虧損	-	-	(6,933)	(6,933)
Share-based payment (Note 36)	以股份為基礎之付款 (附註36)	-	5	-	5
At 31 March 2023	於二零二三年三月三十一日	60,299	5,641	(123,956)	(58,016)
Loss for the year	本年度虧損	-	-	(9,143)	(9,143)
Share-based payment (Note 36)	以股份為基礎之付款 (附註36)	-	1,174	-	1,174
At 31 March 2024	於二零二四年三月三十一日	60,299	6,815	(133,099)	(65,985)

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35. RETIREMENT BENEFIT PLANS

The Group operates as Mandatory Provident Fund Scheme (the “Scheme”) for all qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group, in funds under control of trustees. The Group contributes 5% of relevant payroll costs to the Scheme, this contribution is matched by employees.

The employees of the Group’s subsidiaries established in the PRC are members of state-managed retirement benefits schemes operated by the local government. The subsidiaries are required to contribute a certain percentage of their payroll costs to the retirement benefits to fund the benefits. The only obligations of the Group with respect to the retirement benefits schemes are to make the specified contributions.

During the years ended 31 March 2024 and 2023, there was no forfeiture of retirement benefits schemes contributions (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) in the Group. As at 31 March 2024 and 2023, no forfeited contribution under the retirement benefits schemes of the Group is available to reduce the contribution payable in future years.

35. 退休福利計劃

本集團為香港全體合資格僱員設立強制性公積金計劃（「計劃」）。計劃之資產與本集團之資產分開持有，存入由信託人控制之基金。本集團按有關薪酬成本5%向計劃供款，僱員亦會作出相應供款。

本集團於中國成立之附屬公司之僱員為當地政府管理之國家管理退休福利計劃成員。該等附屬公司須按薪酬開支之若干百分比向退休福利計劃供款以撥付退休福利。本集團就退休福利計劃之唯一責任為作出所需供款。

截至二零二四年及二零二三年三月三十一日止年度，本集團並無沒收任何退休福利計劃供款（即僱員在有關供款悉數歸其所有前退出該計劃，由僱主代僱員處理的供款）。於二零二四年及二零二三年三月三十一日，本集團之退休福利計劃項下並無任何被沒收供款可用於扣減未來年度之應繳供款。

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36. SHARE OPTION SCHEMES

2013 Share Option Schemes

On 24 September 2013, the Company adopted a share option scheme (the “**Share Option Scheme**”) whereby the Board can grant options for the subscription of our shares to the employees, managerial staff and senior employees and those other persons that the Board considers that they will contribute or have contributed to the Group (the “**Participants**”) as described in the Share Option Scheme in order to serve as compliment and to reciprocate their contribution to the Group. The maximum number of shares that can be issued according to the Share Option Scheme was 56,022,213 shares, which is equivalent to 10% of the total number of the issued shares of the Company. The number of options that may be granted pursuant to the terms of the Share Option Scheme shall not exceed 10% of the issued shares immediately after the completion of the Listing. Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to a Participant under the options shall not exceed 1% within any 12-month period (other than those granted to the substantial shareholders (as defined in the Listing Rules) of the Company or the independent non-executive Directors or any of their respective associates (as defined in the Listing Rules)), or the total number of shares that may be granted under the options to the substantial shareholders of the Company or the independent non-executive Directors or any of their respective associates shall not exceed 0.1% of the shares in issue of the Company from time to time. There is no minimum period that the options must be held before they become exercisable, and the options granted shall be exercised within the period decided by the Board; however, no options shall be exercised 10 years after they have been granted. The exercise price of the option shall be the higher of (a) the closing price of the shares on the daily quotation sheet of the Stock Exchange on the date of grant; (b) the average closing price of the shares on the daily quotation sheet of the Stock Exchange for the five trading days immediately preceding the date of grant; and (c) nominal value of the share. Each grantee shall pay a consideration of HK\$1.00 at the time the option is granted. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

36. 購股權計劃

二零一三年購股權計劃

於二零一三年九月二十四日，本公司採納一項購股權計劃（「購股權計劃」），據此，董事會可向僱員、管理人員及高級職員以及購股權計劃所述董事會認為將會對或曾經對本集團作出貢獻的該等其他人士（「參與人士」）授出購股權，以認購我們的股份，藉此向彼等給予獎勵及回報彼等對本集團作出的貢獻。根據購股權計劃可發行的最高股份數目為56,022,213股股份，相當於本公司已發行股份總數之10%。根據購股權計劃條款可授出的購股權數目不得超過緊隨完成上市後本公司已發行股份的10%。除非本公司股東於股東大會另行批准，否則可根據購股權授予參與人士的股份數目於任何12個月期間內不得超過1%（向本公司主要股東（定義見上市規則）或獨立非執行董事或彼等各自之聯繫人士（定義見上市規則）授出者除外），或根據購股權可授予本公司主要股東或獨立非執行董事或彼等各自的任何聯繫人士的股份總數不得超過本公司不時已發行股份的0.1%。概無規定購股權可行使前須持有的最短期間，而授出的購股權須於董事會決定的期間內行使，但並無購股權可於授出後超過10年再行使。購股權行使價須為(a)股份於授出日期在聯交所每日報價表上所列的收市價；(b)股份於緊接授出日期前五個交易日在聯交所每日報價表上所列的平均收市價；及(c)股份的面值之較高者。各承授人須於獲授購股權之時支付1.00港元之代價。購股權計劃於獲採納當日生效，直至該日起計10年期間內仍然有效。

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

36. SHARE OPTION SCHEMES – continued

2013 Share Option Schemes – continued

The scheme mandate limit under the 2013 Scheme was refreshed at the annual general meeting of the Company held on 11 September 2020. The total number of shares of the Company available for issue under the 2013 Scheme is 56,022,213 shares as refreshed. As at 31 March 2024, the number of shares in respect of which share options had been granted but not exercised under the Share Option Scheme was 81,473,892 (2023: 30,473,892) shares. The grant of 56,000,000 share options on 5 September 2023 represents approximately 9.996% of the shares of the Company in issue at that date. Under Rule 17.04(1) of the Listing Rules and the provision of the Share Option Scheme, each grant of Options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive directors.

The following table discloses details and the movements of the Company's share options held by directors and employees during the years ended 31 March 2024 and 2023:

	Grant date	Validity period	Exercise price for one share	Balance outstanding at 1 April 2023 於二零二三年四月一日之 尚未償還結餘	Granted during the year 於年內授出	Cancelled during the year 於年內註銷	Balance outstanding at 31 March 2024 於二零二四年三月三十一日之 尚未償還結餘
	授出日期	有效期	行使價 HK\$ 港元				
Directors	26 October 2018	26 October 2018 – 26 October 2028	0.668	1,414,670	-	-	1,414,670
董事	二零一八年十月二十六日	二零一八年十月二十六日至二零二八年十月二十六日					
	24 April 2020	24 April 2020 – 24 April 2030	0.190	2,800,000	-	-	2,800,000
	二零二零年四月二十四日	二零二零年四月二十四日至二零三零年四月二十四日					
	5 September 2023	5 September 2023 – 5 September 2033	0.094	-	6,200,000	-	6,200,000
	二零二三年九月五日	二零二三年九月五日至二零三三年九月五日					
Total				4,214,670	6,200,000	-	10,414,670
總計							

36. 購股權計劃—續

二零一三年購股權計劃—續

二零一三年計劃項下之計劃授權限額在本公司於二零二零年九月十一日舉行之股東週年大會上獲更新。經更新後，二零一三年計劃項下可供發行之本公司股份總數為56,022,213股。於二零二四年三月三十一日，根據購股權計劃授出而未行使之購股權涉及之股份數目為81,473,892股(二零二三年：30,473,892股)。於二零二三年九月五日授出之56,000,000份購股權佔本公司於該日之已發行股份約9.996%。根據上市規則第17.04(1)條及購股權計劃之條文，每次授出購股權予本公司董事、最高行政人員或主要股東或彼等各自之任何聯繫人須獲得獨立非執行董事批准。

截至二零二四年及二零二三年三月三十一日止年度，董事及僱員持有本公司購股權之詳情及變動於下表披露：

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36. SHARE OPTION SCHEMES – continued 2013 Share Option Schemes – continued

36. 購股權計劃—續 二零一三年購股權計劃—續

	Grant date	Validity period	Exercise price for one share	Balance outstanding at 1 April 2023 於二零二三年四月一日之 尚未償還結餘	Granted during the year 於年內授出	Cancelled during the year 於年內註銷	Balance outstanding at 31 March 2024 於二零二四年三月三十一日之 尚未償還結餘
	授出日期	有效期	一股份之 行使價 HK\$ 港元				
Employees	26 October 2018	26 October 2018 – 26 October 2028	0.668	11,689,222	-	-	11,689,222
僱員	二零一八年十月二十六日	二零一八年十月二十六日至二零二八年十月二十六日					
	24 April 2020	24 April 2020 – 24 April 2030	0.190	11,840,000	-	-	11,840,000
	二零二零年四月二十四日	二零二零年四月二十四日至二零三零年四月二十四日					
	24 April 2020	24 April 2021 – 24 April 2030	0.190	1,170,000	-	-	1,170,000
	二零二零年四月二十四日	二零二一年四月二十四日至二零三零年四月二十四日					
	24 April 2020	24 April 2022 – 24 April 2030	0.190	1,560,000	-	-	1,560,000
	二零二零年四月二十四日	二零二二年四月二十四日至二零三零年四月二十四日					
	5 September 2023	5 September 2023 – 5 September 2033	0.094	-	49,800,000	(5,000,000)	44,800,000
	二零二三年九月五日	二零二三年九月五日至二零三三年九月五日					
Total				26,259,222	49,800,000	(5,000,000)	71,059,222
總計							
Grand total				30,473,892	56,000,000	(5,000,000)	81,473,892
合計							

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36. SHARE OPTION SCHEMES – continued

2013 Share Option Schemes – continued

36. 購股權計劃—續

二零一三年購股權計劃—續

	Grant date	Validity period	Exercise price for one share	Balance outstanding at 1 April 2022 於二零二二年四月一日之 尚未償還結餘	Granted during the year 於年內授出	Cancelled during the year 於年內註銷	Balance outstanding at 31 March 2023 於二零二三年三月三十一日之 尚未償還結餘
	授出日期	有效期	一股份之 行使價 HK\$ 港元				
Directors	26 October 2018	26 October 2018 – 26 October 2028	0.668	1,414,670	-	-	1,414,670
董事	二零一八年十月二十六日	二零一八年十月二十六日至二零二八年十月二十六日					
	24 April 2020	24 April 2020 – 24 April 2030	0.190	2,800,000	-	-	2,800,000
	二零二零年四月二十四日	二零二零年四月二十四日至二零三零年四月二十四日					
Total				4,214,670	-	-	4,214,670
Employees	26 October 2018	26 October 2018 – 26 October 2028	0.668	11,689,222	-	-	11,689,222
僱員	二零一八年十月二十六日	二零一八年十月二十六日至二零二八年十月二十六日					
	24 April 2020	24 April 2020 – 24 April 2030	0.190	11,840,000	-	-	11,840,000
	二零二零年四月二十四日	二零二零年四月二十四日至二零三零年四月二十四日					
	24 April 2020	24 April 2021 – 24 April 2030	0.190	1,170,000	-	-	1,170,000
	二零二零年四月二十四日	二零二一年四月二十四日至二零三零年四月二十四日					
	24 April 2020	24 April 2022 – 24 April 2030	0.190	1,560,000	-	-	1,560,000
	二零二零年四月二十四日	二零二二年四月二十四日至二零三零年四月二十四日					
Total				26,259,222	-	-	26,259,222
Grand total				30,473,892	-	-	30,473,892
合計							

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For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

36. SHARE OPTION SCHEMES – continued

2013 Share Option Schemes – continued

Share options granted on 26 October 2018 (“Share Option 1”)

The fair value of Share Option 1 determined using the Binomial model was approximately HK\$3,944,000. The significant inputs into the model were share price of HK\$0.119 at the grant date, exercise price shown above, expected volatility rate of 62.873%, annual risk free interest rate of 2.36% and dividend payout ratio of Nil. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices from 26 October 2013 to 26 October 2018.

All of the Share Options 1 were immediately vested from the date of granted.

During the year ended 31 March 2024 and 2023, no share-based payment expense was charged to the consolidated statement of profit or loss.

Share options granted on 24 April 2020 (“Share Option 2”)

The fair value of Share Option 2 determined using the Binomial model was approximately HK\$1,864,000. The significant inputs into the model were share price of HK\$0.190 at the grant date, exercise price shown above, expected volatility of 58.779%, annual risk free interest rate of 0.51% and dividend payout ratio of Nil. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices from 24 April 2015 to 24 April 2020.

36. 購股權計劃－續

二零一三年購股權計劃－續

於二零一八年十月二十六日授出的購股權（「購股權1」）

採用二項式模式釐定購股權1公平值約為3,944,000港元。該模式的主要輸入資料為於授出日期股價0.119港元、上述行使價、預期波動率62.873%、年度無風險利率2.36%及零派息率。按預期股價回報的標準偏差而計量的波幅，乃根據由二零一三年十月二十六日起至二零一八年十月二十六日的每日股價的統計分析計算得出。

所有購股權1自授出日期起已立即歸屬。

截至二零二四年及二零二三年三月三十一日止年度，概無以股份為基礎之付款開支已計入綜合損益表內。

於二零二零年四月二十四日授出的購股權（「購股權2」）

採用二項式模式釐定之購股權2公平值約為1,864,000港元。該模式的主要輸入資料為於授出日期股價0.190港元、上述行使價、預期波幅58.779%、年度無風險利率0.51%及零派息率。按預期股價回報的標準偏差而計量的波幅，乃根據由二零一五年四月二十四日起至二零二零年四月二十四日的每日股價的統計分析計算得出。

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36. SHARE OPTION SCHEMES – continued

2013 Share Option Schemes – continued

Share options granted on 24 April 2020 (“Share Option 2”) – continued

Among the 3,900,000 options granted to the employees of the Company’s subsidiaries in the PRC, these options are exercisable in the following manner:

1. up to 30% of the options granted to each grantee shall be exercisable on or after 24 April 2020 to 23 April 2021;
2. up to further 30% of the options granted to each grantee shall be exercisable on or after 24 April 2021 to 23 April 2022; and
3. all the remaining 40% of the options granted to each grantee shall be exercisable on or after 24 April 2022 to 23 April 2023, and in each case, not later than 24 April 2030.

During the year ended 31 March 2024, no share-based payment expense was charged to the consolidated statement of profit or loss (2023: HK\$5,000).

36. 購股權計劃—續

二零一三年購股權計劃—續

於二零二零年四月二十四日授出的購股權（「購股權2」）—續

於向本公司中國附屬公司之僱員授出之3,900,000份購股權中，該等購股權可按以下方式行使：

1. 向各承授人授出之最多30%購股權將於二零二零年四月二十四日或之後至二零二一年四月二十三日期間行使；
2. 向各承授人進一步授出之最多30%購股權將於二零二一年四月二十四日或之後至二零二二年四月二十三日期間行使；及
3. 向各承授人授出之所有餘下40%購股權將於二零二二年四月二十四日或之後至二零二三年四月二十三日期間行使，及於各情況下，不遲於二零三零年四月二十四日。

截至二零二四年三月三十一日止年度，概無以股份為基礎之付款開支已計入綜合損益表內（二零二三年：5,000港元）。

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36. SHARE OPTION SCHEMES – continued

2013 Share Option Schemes – continued

Share options granted on 5 September 2023 (“Share Option 3”)

The share options granted on 5 September 2023 are exercisable from 5 September 2023 to 5 September 2033. The share options granted will be vested over a period of twelve months from the date of grant.

The fair value of the share options granted on 5 September 2023 determined using the Binomial model was approximately HK\$2,210,000. The significant inputs into the model were share price of HK\$0.092 at the grant date, exercise price shown above, expected volatility of 59.904%, annual risk free interest rate of 3.89% and dividend payout ratio of Nil. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices from 11 October 2013 to 5 September 2023.

During the year ended 31 March 2024, share-based payment expense of approximately HK\$1,174,000 was charged to the consolidated statement of profit or loss.

The 2013 Scheme was terminated pursuant to a resolution passed by its shareholders on 15 September 2023. Upon termination of the 2013 Scheme, no further options may be granted but in all other respects, the provisions of the 2013 Scheme shall remain in full force and effect. Therefore, the termination of the 2013 Scheme will not in any event affect the terms of the grant of such outstanding options that have already been granted under the 2013 Scheme and outstanding options granted under the 2013 Scheme shall continue to be subject to the provisions of the 2013 Scheme.

36. 購股權計劃—續

二零一三年購股權計劃—續

於二零二三年九月五日授出的購股權 (「購股權3」)

於二零二三年九月五日授出的購股權可於二零二三年九月五日至二零三三年九月五日期間行使。授出的購股權將自授出日期起計12個月期間歸屬。

採用二項式模式釐定的於二零二三年九月五日授出的購股權的公平值約為2,210,000港元。該模式的主要輸入數據為於授出日期股價0.092港元、上述行使價、預期波幅59.904%、年度無風險利率3.89%及零派息率。按預期股價回報的標準偏差而計量的波幅，乃根據由二零一三年十月十一日起至二零二三年九月五日的每日股價的統計分析計算得出。

截至二零二四年三月三十一日止年度，約1,174,000港元以股份為基礎之付款開支已計入綜合損益表內。

二零一三年計劃根據其股東於二零二三年九月十五日通過的決議案終止。二零一三年計劃終止後或不再授出購股權，惟二零一三年計劃的條款於所有其他方面仍具有十足效力及效用。因此，終止二零一三年計劃將在任何情況下均不會影響根據二零一三年計劃已經授出的尚未行使購股權的授出條款及根據二零一三年計劃授出的尚未行使購股權應繼續受二零一三年計劃的條文規限。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

36. SHARE OPTION SCHEMES – continued

2023 Share Option Scheme

The Company has adopted a new share option scheme (the “**2023 Scheme**”) on 15 September 2023. The 2023 Share Option Scheme aims to provide incentives or rewards to its employees, directors and other eligible participants for their contribution to the Group and/or to enable the Group to recruit the best available personnel whose contributions are important to the long-term growth and profitability of the Group. The 2023 Scheme will remain in force for a period of ten years commencing from 15 September 2023.

Under the 2023 Scheme, the Board may offer to grant option(s) to subscribe for such number of shares to any eligible participants as the Board may from time to time in its discretion determine on a case-by-case basis. The Company believes that the authority given to the Board to select the appropriate participants and to specify the terms and conditions in respect of any Options that may be granted, including the vesting period, performance targets and subscription price for such options, which will serve to protect the value of the Company as well as achieve the purposes of retaining and motivating the eligible participants to contribute to the development and growth of the Group for the benefit of the shareholders. Accordingly, the Directors consider that it is in the interest of the Company and the Shareholders as a whole to adopt the 2023 Scheme.

36 購股權計劃—續

二零二三年購股權計劃

本公司於二零二三年九月十五日採納一項新購股權計劃（「**二零二三年計劃**」）。二零二三年購股權計劃旨在向其僱員、董事及其他合資格參與者提供激勵或獎勵，以表彰彼等對本集團的貢獻及／或使本集團能夠招聘對本集團的長期增長和盈利能力有重要貢獻的最佳人選。二零二三年計劃自二零二三年九月十五日起生效，為期十年。

根據二零二三年計劃，董事會可按個別情況向董事會不時酌情釐定的任何合資格參與者授出購股權，以認購有關數目的股份。本公司相信，董事會獲授權甄選合適參與者及訂明有關可能授出的任何購股權的條款及條件，包括該等購股權的歸屬期、表現目標及認購價，其可保障本公司的價值，並達致挽留及激勵合資格參與者為股東的利益對本集團的發展及增長作出貢獻的目的。因此，董事認為採納二零二三年計劃符合本公司及股東之整體利益。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

36. SHARE OPTION SCHEMES – continued

2023 Share Option Scheme – continued

The subscription price in respect of any option, subject to the adjustment made of any alteration in the capital structure, shall be such price as determined by the Board in its absolute discretion at the time of the grant of the relevant option but in any case the subscription price shall not be less than the higher of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average of the closing prices of the shares as shown in the daily quotations sheets of the Stock Exchange for the five consecutive business days immediately preceding the offer date; or (iii) the nominal value of the share on the offer date.

Summary of the principal terms of the 2023 Scheme was disclosed in the circular dated 26 July 2023.

The total number of securities available for issue under the 2013 Scheme as at 1 April 2023 and under the 2023 Scheme as at 31 March 2024 was 56,022,213 shares and 56,022,213 shares respectively, which both represented approximately 10% of the issued share capital of the Company as at the corresponding date. Under the 2023 Scheme, the maximum entitlement of each participant should not be exceeded 1% of Shares in issue. No option had been granted or agreed to be granted as at the date of this report.

36 購股權計劃—續

二零二三年購股權計劃

有關任何購股權之認購價（受限於視乎資本結構的任何變動而作出之調整）將為於授出相關購股權時由董事會全權酌情釐定之有關價格，惟無論於任何情況下，認購價將不會低於以下三者的最高者：(i)股份於授出日期（該日須為營業日日）在聯交所每日報價表所列之收市價；(ii)股份於緊接要約日期前連續五個營業日在聯交所每日報價表所列之平均收市價；或(iii)要約日期的股份面值。

二零二三年計劃的主要條款概要已於日期為二零二三年七月二十六日的通函中披露。

於二零二三年四月一日根據二零一三年計劃及於二零二四年三月三十一日根據二零二三年計劃可供發行的證券總數分別為56,022,213股及56,022,213股，均佔本公司於相應日期已發行股本約10%。根據二零二三年計劃，每名參與者可獲授權益上限不得超過已發行股份的1%。於本報告日期，尚未授出或同意授出任何購股權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

37. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group had entered into transactions with related parties/connected person which, in the opinion of directors, were carried out at normal commercial terms and in the ordinary course of the Group's business, as shown below:

(a) Key management personnel remuneration

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Short term employees benefits	短期僱員福利	869	840
Provident fund contributions	公積金供款	18	18
Share-based payment	以股份為基礎之付款	5	-
		892	858

37. 關聯方交易

除綜合財務報表其他章節所披露者外，本集團曾與關聯方／關連人士進行下列交易，董事認為，該等交易乃按正常商業條款並於本集團日常業務過程中進行，列示如下：

(a) 主要管理人員薪酬

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

37. RELATED PARTY TRANSACTIONS – continued

(b) Transactions with related parties

37. 關聯方交易－續

(b) 與關聯方之交易

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Expense relating to short-term lease with Wang Jia Jun	與王佳駿訂立短期租賃有關之開支	180	180

The Group had entered into a number of transactions with connected parties which, upon the listing of shares on the Stock Exchange, became connected persons of the Company under the Listing Rules. These transactions are continuing transactions exempt from the independent shareholders' approval requirements under the Listing Rules. The detailed information has been disclosed on Report of the Directors "Continuing Connected Transactions".

本集團與關連方訂立多項交易，於股份在聯交所上市後，根據上市規則，該等關連方成為本公司之關連人士。該等交易屬持續交易，故豁免遵守上市規則項下須獲獨立股東批准之規定。詳細資料已於董事會報告「持續關連交易」內披露。

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綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCIAL ACTIVITIES

38. 融資活動產生的負債對賬

		Borrowings 借貸 HK\$'000 千港元	Amounts due to a director 應付一名董事款項 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2022	於二零二二年四月一日	-	3,500	20,986	24,486
Change from financing cash flows:	融資現金流量變動：				
Repayment of amount due to directors	償還應付董事款項	-	(3,500)	-	(3,500)
Proceed from borrowings	借貸所得款項	11,564	-	-	11,564
Repayment of borrowings	償還借貸	(4,992)	-	-	(4,992)
Repayment of lease liabilities	償還租賃負債	-	-	(3,874)	(3,874)
Total changes from financing cash flows	融資現金流量變動總額	6,572	(3,500)	(3,874)	(802)
Other changes:	其他變動：				
New lease entered	新簽訂租賃	-	-	3,804	3,804
Interest expenses	利息開支	893	-	1,125	2,018
Exchange realignment	匯兌調整	(15)	-	(1,487)	(1,502)
Reclassify as held for sale	重新分類為持作出售	-	-	(2,838)	(2,838)
Total other changes	其他變動總額	878	-	604	1,482
At 31 March 2023	於二零二三年三月三十一日	7,450	-	17,716	25,166
At 1 April 2023	於二零二三年四月一日	7,450	-	17,716	25,166
Change from financing cash flows:	融資現金流量變動：				
Interest paid on amount due to a director	應付一名董事款項之已付利息	-	(197)	-	(197)
Proceed from amount due to a director	應付一名董事款項之所得款項	-	8,450	-	8,450
Repayment of borrowings	償還借貸	(6,023)	-	-	(6,023)
Repayment of lease liabilities	償還租賃負債	-	-	(3,272)	(3,272)
Total changes from financing cash flows	融資現金流量變動總額	(6,023)	8,253	(3,272)	(1,042)
Other changes:	其他變動：				
New lease entered	新簽訂租賃	-	-	617	617
Interest expenses	利息開支	585	197	929	1,711
Exchange realignment	匯兌調整	(321)	-	(760)	(1,081)
Early termination of lease	提前終止租賃	-	-	(1,321)	(1,321)
Total other changes	其他變動總額	264	197	(535)	(74)
At 31 March 2024	於二零二四年三月三十一日	1,691	8,450	13,909	24,050

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

39. CAPITAL COMMITMENTS

As at 31 March 2024 and 2023, the Group had no material capital commitment.

40. EVENT AFTER THE REPORTING PERIOD

The Directors are not aware of any significant events requiring disclosure that has taken place subsequent to 31 March 2024 and up to the date of this report.

41. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements were approved and authorised for issue by the board of directors on 21 June 2024.

39. 資本承擔

於二零二四年及二零二三年三月三十一日，本集團並無重大資本承擔。

40. 報告期後事項

董事並不知悉於二零二四年三月三十一日後直至本報告日期發生之須予披露之任何重大事項。

41. 授權刊發綜合財務報表

綜合財務報表已於二零二四年六月二十一日由董事會批准及授權刊發。

Five Years Financial Summary

五年財務摘要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below:

RESULTS

摘錄自己刊發經審核財務報表之本集團於過去五個財政年度之業績及資產與負債之概要載列如下：

業績

		For the year ended 31 March 截至三月三十一日止年度				
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Results	業績					
Revenue	收益	181,092	173,702	154,823	114,086	96,977
Cost of sales	銷售成本	(126,352)	(116,766)	(100,589)	(72,750)	(71,625)
Gross profit	毛利	54,740	56,936	54,234	41,336	25,352
Other revenue	其他收益	43	153	50	597	158
Other gain and loss, net	其他收益及虧損，淨額	(1,769)	(733)	-	(102)	219
(Allowance for)/reversal of expected credit losses on trade and other receivables, net	貿易及其他應收款項之預期減值虧損(撥備)/撥回淨額	(4,595)	7,499	(3,187)	(2,409)	(3,617)
Impairment loss on goodwill	商譽減值虧損	(22,310)	-	(46,630)	-	-
Selling and distribution expenses	銷售及分銷費用	(35,758)	(34,798)	(29,600)	(24,987)	(17,139)
Administrative expenses	行政開支	(29,789)	(24,584)	(22,250)	(16,524)	(14,443)
(Loss)/profit from operations	營運業務(虧損)/溢利	(39,438)	4,473	(47,383)	(2,089)	(9,470)
Finance costs	財務費用	(1,711)	(2,018)	(1,308)	(1,338)	(11,089)
(Loss)/profit before taxation	除稅前(虧損)/溢利	(41,149)	2,455	(48,691)	(3,427)	(20,559)
Taxation	稅項	854	(517)	(2,246)	(1,050)	(308)
(Loss)/profit for the year	本年度(虧損)/溢利	(40,295)	1,938	(50,937)	(4,477)	(20,867)
(Loss)/profit for the year attributable to:	以下人士應佔本年度(虧損)/溢利:					
Owners of the Company	本公司擁有人	(39,977)	1,820	(50,999)	(4,536)	(20,744)
Non-controlling interests	非控股權益	(318)	118	62	59	(123)
		(40,295)	1,938	(50,937)	(4,477)	(20,867)

		For the year ended 31 March 截至三月三十一日止年度				
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	117,101	173,448	191,818	223,587	206,700
Total liabilities	總負債	(41,906)	(53,221)	(63,722)	(52,512)	(48,365)
Total equity	權益總額	75,195	120,227	128,096	171,075	158,335



WANJIA GROUP
萬嘉集團