

ESG GOVERNANCE STRUCTURE AND REPORTING PRINCIPLES

This Report is prepared in accordance with the “Corporate Governance Code and Corporate Governance Report” and “Environmental, Social and Governance Reporting Guide” of Appendices 14 and 27 respectively of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and covers the reporting period for FY2020/21. With respect to Appendix 27, this Report covers reporting on environmental, social and corporate governance (“ESG”) issues of the Group’s businesses in Mainland China, Hong Kong and Macau (“Greater China”) and the Rest of Asia as these geographical segments comprise the majority of the Group’s businesses. Our businesses comprise of retail and wholesale trading of watches, and watch supply chain management of our house brands. Our reporting scope remains unchanged from FY2019/20.

The Board acknowledges that it has overall oversight of the Group’s ESG issues. The Board is further responsible for evaluating and determining ESG related risks and ensuring that effective ESG risk management and internal controls are implemented. The Group has adopted the Risk Management and Internal Control governance framework set out under the section on “Risk Management and Internal Control” from pages 213 to 215:

- (i) to allow and facilitate Board oversight of ESG issues;
- (ii) to allow and facilitate the Board and the various committees to identify, evaluate and prioritise ESG related risks to the Group’s businesses; and
- (iii) so that appropriate risk management and systems are in place to minimise the impact of any ESG related issues to the Group’s businesses.

The Group’s internal audit function will report to the Board on progress made regarding ESG issues, including goals and targets, at the Board’s annual review of the Group’s risk management and internal control systems.

Management has provided confirmation to the Board on the effectiveness of these systems.

The Board confirms that it has reviewed and approved this ESG Report, which to the best of its knowledge addresses topics that are considered material.

This Report presents an unbiased picture of the Group’s ESG performance during FY2020/21.

環境、社會及管治架構及匯報原則

本報告乃根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四《企業管治守則》及《企業管治報告》及附錄二十七《環境、社會及管治報告指引》而編製，並涵蓋2020/21財政年度的報告期間。就附錄二十七而言，本報告的內容覆蓋本集團於中國內地、香港及澳門（「大中華」）以及亞洲其他地區的業務的環境、社會及企業管治（「ESG」）事宜，原因為該等地理分部包含本集團的大部分業務。我們的業務包括鐘錶零售及批發貿易，以及我們自家品牌的鐘錶供應鏈管理。我們的報告範圍與2019/20財政年度維持不變。

董事會知悉其對本集團的環境、社會及管治事宜承擔監督責任，並負責評估及釐定有關環境、社會及管治之風險，並確保實施有效之環境、社會及管治風險管理及內部監控系統。本集團已採納第213至215頁「風險管理及內部控制」一節中的風險管理及內部控制管治框架：

- (i) 允許並促使董事會對ESG事宜進行監督；
- (ii) 允許並促使董事會及各委員會識別、評估及優先處理本集團業務的ESG相關風險；及
- (iii) 實施適當的風險管理及系統，以降低任何ESG相關事宜對本集團業務的影響。

本集團的內部審核部門將在董事會對本集團風險管理及內部控制系統的年度審查中向董事會報告有關ESG事宜的進展，包括目標及指標。

管理層已向董事會確認該等系統之有效性。

董事會確認，其已審查並批准本ESG報告，而就其所知，本報告處理被視為屬重要的議題。

本報告對本集團在2020/21財政年度的ESG表現作公正的描述。

Stelux has a long business history in the watch industry. We own “CITY CHAIN”, a leading retailer, and also Swiss watch brands, “SOLVIL et TITUS” and “CYMA”. Stelux is also the sole distributor for “SEIKO” watches and clocks and “GRAND SEIKO” watches in Hong Kong, Macau, Singapore, Malaysia and Brunei.

Stelux’ ethos is to engage and work with our stakeholders in a responsible, fair and honest way. We strive to:

- provide high quality products and services to our customers;
- grow, respect and reward our employees as they progress together with us;
- serve and contribute within our communities; and
- create and safeguard shareholders’ value in a sustainable manner.

Our management approach, corresponding strategies and criteria adopted for ESG issues relating to the Group’s businesses are founded on the above principles. Appropriate systems, SOPs and internal controls are built upon these core foundations to achieve the Group’s business objectives.

We strive for our employees to work within a culture where respect for others is encouraged, rewards are fair and the workplace is safe and conducive, allowing for an optimal environment to engage with and deliver to our stakeholders and others in general. The Group’s suppliers and business partners are a key part of the success equation as we work with them to source, produce and deliver high quality products to our customers. Procedures are in place to ensure that we partner vendors and suppliers who understand our values and expectations. Our customers are pivotal and without their support and custom, delivery of quality products and services cannot be achieved. Finally, our shareholders look for sustainable performance delivered within the parameters of good corporate governance, environmental awareness and community engagement.

Our stakeholders each interacting with and supporting the other work together to facilitate the Group’s objectives, and its success.

寶光在鐘錶業界擁有悠久的業務歷史。本集團旗下擁有「時間廊」，一間居領導地位的零售商，亦擁有瑞士鐘錶品牌「SOLVIL et TITUS」及「CYMA」。寶光亦為「精工」及「GRAND SEIKO」鐘錶於香港、澳門、新加坡、馬來西亞及汶萊的獨家經銷商。

寶光的使命是以盡責、公平及誠實的方式處事並與權益人合作。本集團致力：

- 為顧客提供優質的產品和服務；
- 讓與公司一同發展的員工得到成長、受到尊重、獲得應得的獎勵；
- 為社會服務、貢獻；及
- 持續為股東創造價值、保證股東長期權益。

本集團根據以上的原則制訂有關與本集團業務有關的環境、社會及管治事宜的管理方針、相關策略及標準，並基於此等核心基礎建立合適系統、標準作業程序及內部監控措施，以達致本集團的業務目標。

本集團致力推廣互相尊重的企業文化、提供公平的獎勵制度及安全且便利的工作空間，同時為權益人及其他相關人士提供理想的合作環境。本集團一直致力與供應商及業務夥伴合作從而採購、生產優質的產品並提供予顧客，彼等乃本集團成功的重要元素。本集團亦已制訂若干程序，以確保與本集團合作的廠商及供應商充分了解本集團的價值及期望。本集團的客戶亦十分重要，若缺乏客戶支持和惠顧，本集團便無法達成提供優質產品和服務的願景。最後，本集團股東期望可在達致良好企業管治、環境關注及社區參與的同時為本集團持續創造佳績。

權益人互相合作、支持，促使本集團能夠達致目標，從而取得成功。

Internal and external stakeholders were asked to rank/rate the materiality of ESG aspects (as set out in Appendix 27 of the Listing Rules) on the Group's businesses during the reporting period. Stakeholders considered to have a sufficient influence on the Group's businesses were invited to participate in the questionnaires.

The Audit Committee confirmed the methodologies adopted by the Group to identify, assess, evaluate and prioritise material ESG issues related to the Group's businesses.

Based on (i) the Group's current business model (vertical integration from supply chain management to production of our own branded products, to physical retail points of sale and online platforms operated by "CITY CHAIN", where our house brand products are exclusively available for sale), (ii) our management approach, corresponding strategies and criteria described on page 166 and; (iii) the results from the questionnaires, the Risk Steering Committee identified, assessed, evaluated and prioritised material ESG issues to the Board, which then determined in relation to the Group's businesses the material ESG issues to be reported. For FY2020/21, the ESG factors that have been identified as being material to the Group and reported are (in no order of preference):

- Employment and Labour Practices
- Supply Chain Management and Product Responsibilities
- Anti-Corruption
- Community Investment

Subject Areas, Aspects, General Disclosures and KPIs

A. Environmental

Aspect A1: Emissions

General Disclosure

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

KPI A1.1

The types of emissions and respective emissions data.

內部及外部權益人被要求對報告期內環境、社會及管治方面(上市規則如附錄二十七所列)對本集團業務的重要性進行排名/評分。被認為對本集團業務有足夠影響力的權益人應邀參加問卷調查。

審核委員會確定本集團採用的方法，以識別、評估、評價及排列對本集團業務相關的重大ESG事宜的優先次序。

基於(i)本集團目前的業務模式(自供應鏈管理至生產我們的自有品牌產品，再到經營實體零售點及由「時間廊」營運的網上平台(我們的自有品牌產品在該平台獨家銷售)的垂直整合)，(ii)我們的管理方針及第166頁所述的相應策略及標準；(iii)問卷調查的結果，風險督導委員會向董事會識別、評估、評價重大ESG事宜及排列其優先順序，然後由董事會確定與本集團業務有關的重大ESG事宜的報告。於2020/21財政年度，確定為對本集團而言屬重要及已報告的ESG因素為(不按優先順序排列)：

- 僱傭及勞工常規
- 供應鏈管理及產品責任
- 反貪污
- 社區投資

標的領域、層面、一般披露及關鍵績效指標

A. 環境

層面A1：排放物

一般披露

有關(a)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

關鍵績效指標A1.1

排放類型及各項排放數據。

KPI A1.2

Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).

KPI A1.3

Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).

KPI A1.4

Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).

KPI A1.5

Description of emissions target(s) set and steps taken to achieve them.

KPI 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

KPI A1.1 to KPI A1.6 are not applicable. The nature of the Group's products, namely watches, are such that emissions discharged during the production process are not material. Moreover, the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers. Emissions discharged from the services the Group provides are also not material.

There are no relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that the Group has to comply with.

關鍵績效指標A1.2

直接(範圍1)及能源間接(範圍2)的溫室氣體排放(以噸計算), 及(倘適用)密度(如以每產量單位、每項設施計算)。

關鍵績效指標A1.3

所產生的有害廢棄物總量(以噸計算), 及(倘適用)密度(如以每產量單位、每項設施計算)。

關鍵績效指標A1.4

所產生的無害廢棄物總量(以噸計算), 及(倘適用)密度(如以每產量單位、每項設施計算)。

關鍵績效指標A1.5

描述設定的排放目標及為實現該等目標而採取的步驟。

關鍵績效指標A1.6

說明如何處理有害及無害廢棄物及描述為實現該等目標而設定的減排目標及採取的步驟

關鍵績效指標A1.1至關鍵績效指標A1.6並不適用。本集團產品(即鐘錶)在生產過程中的污染排放並不嚴重。另外, 本集團向第三方品牌購買鐘錶的製成品, 並將自家品牌產品的製作工序外判予第三方製造商。本集團服務所引致的污染排放亦不嚴重。

概無本集團須遵守的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相關法律及法規對本集團造成重大影響。

Aspect A2: Use of Resources

General Disclosure

Policies on the efficient use of resources, including energy, water and other raw materials

Although Aspect A2 is, not considered material to the Group's businesses, nevertheless, the Group has policies on the efficient use of resources, including energy, water and other raw materials which are based on 3R's – reduce, reuse or recycle whenever feasible or practical.

KPI A2.1

Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh) and intensity (e.g. per unit of production volume, per facility)

Since the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers, direct energy consumption figures are not available. The Group's indirect energy consumption for electricity for shops, offices and warehouses is not material.

KPI A2.2

Water consumption in total and intensity (e.g. per unit of production volume, per facility).

Since the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers, water consumption figures are not available.

層面A2：資源使用

一般披露

有效使用資源(包括能源、水及其他原材料)的政策

儘管層面A2被視為對本集團的業務不重大，然而，本集團的有效使用資源(包括能源、水及其他原材料)的政策乃基於在可行情況下的環保3R原則而定，分別為減量(Reduce)、再利用(Reuse)及循環使用(Recycle)。

關鍵績效指標A2.1

按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千瓦時計算)及密度(如以每產量單位、每項設施計算)

由於本集團向第三方品牌購買鐘錶的製成產品，並將自家品牌產品的製作工序外判予第三方製造商，因此並無任何直接能源耗量數據。本集團的店舖、辦公室及倉庫電力的間接能源耗量並不重大。

關鍵績效指標A2.2

總耗水量及密度(如以每產量單位、每項設施計算)。

由於本集團自第三方品牌購買完整的手錶，同時亦將其自家品牌產品的生產外包予第三方製造商，因此無法獲得耗水量的數字。

KPI A2.3

Description of energy use efficiency target(s) set and steps taken to achieve them.

The Group has numerous energy efficiency initiatives currently in place. These include the following:-

- Store fixtures and fittings are designed to be reused. Percentage of reuse ranges between 80% to 90% with a life expectancy of between 5 to 7 years. Natural materials like metal, wood and glass that are easier to reuse and recycle are the main materials utilised in our store fit out and these materials constitute between 80% to 90% of store fixtures and fittings. SOPs ensure policies are implemented. Strict CAPEX control and periodic internal audits are carried out.
- Office equipment are switched off or on electricity saving mode at the end of the work day. Office air conditioning and lights are switched off when not in use. Office lighting are switched off during lunch. Designated personnel from office security or office administration conduct daily or periodic checks (where applicable).
- Energy saving lighting is used in most of our offices, stores and warehouses.
- Paperless meetings are encouraged. For example, the Company's board meetings are paperless and directors are assigned ipads. When printing is necessary use of double sided printing is encouraged and single sided printed paper is reused.
- Ordering of office stationary, including paper, letterheads and name cards are centralised to reduce wastage and for better monitoring and control.
- Written pre-approval is required for all staff air travel and staff are encouraged to use teleconferencing, video conferencing or other virtual meeting tools, like Zoom, Microsoft Teams, Skype, FaceTime, WhatsApp or WeChat to conduct meetings to reduce travelling. Our offices in different regions are supported and linked by video conferencing facilities.

關鍵績效指標A2.3

描述所設定的能源使用效率目標以及為實現該等目標所採取的步驟。

本集團目前已推行多項能源使用效益計劃，包括：

- 重用店舖的裝置和設備。設備重用的百分比介乎80%至90%，預期壽命介乎5至7年。較易再利用及循環使用的金屬、木材及玻璃等天然材料乃本集團店舖設備的主要建造材料，店舖內近80%至90%的裝置和設備由該等天然材料製造。標準作業程序確保政策得以執行。實施嚴格的資本支出控制及定期的內部審計。
- 每天辦公時間結束後關掉辦公室設備或切換至節能模式。在不使用時關閉辦公室的空調及照明。在午餐期間關閉辦公室的照明。辦公室保安或辦公室行政部門的指定人員進行日常或定期檢查(如適用)。
- 在大部分辦公室、店舖及倉庫安裝節能照明裝置。
- 鼓勵無紙張會議。例如，本公司的董事會會議不會使用紙張，並會向董事分派ipad。當有需要列印時，公司鼓勵雙面印刷及重用單面印刷的紙張。
- 統一訂購辦公室文具(包括紙張、信封及卡片)，減少浪費及方便監控。
- 所有員工的商務航空旅程須獲預先書面批准，而本集團亦鼓勵員工使用電話會議、視像會議或透過其他會議方式(例如：Zoom、Microsoft Teams、Skype、FaceTime、WhatsApp或WeChat)進行會議，從而減少外遊。本集團不同地區的辦公室亦可通過視像會議設備取得支援及聯繫。

KPI A2.4

Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.

The Group has no issue with sourcing water that is fit for purpose. Since the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers, water consumption figures are not available.

KPI A2.5

Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.

Although packaging that the Group uses (which include bags and watch boxes, made from paper, plastic or metal) was not material in FY2020/21, the Group's long term objective is to reduce use of packaging materials.

Aspect A3: The Environment and Natural Resources

General Disclosure

Policies on minimising the issuer's significant impact on the environment and natural resources

Although Aspect A3 is not considered material to the Group's businesses, nevertheless, the Group has policies based on 3R's – reduce, reuse or recycle whenever feasible or practical.

關鍵績效指標A2.4

描述在求取適用水源方面是否存在任何問題，設定用水效率目標以及為實現該等目標而採取的步驟。

本集團在求取適用水源方面並無問題。由於本集團自第三方品牌購買完整的手錶，同時亦將其自家品牌產品的生產外包予第三方製造商，因此無法獲得耗水量的數字。

關鍵績效指標A2.5

成品使用的包裝材料總量(以噸計算)及(倘適用)每生產單位估量。

儘管本集團使用的包裝物件(包括手提袋及鐘錶盒，由紙張、塑膠或金屬製成)於2020/21財政年度不涉及重大用量，而本集團的長期目標為減少包裝材料的使用。

層面A3：環境及天然資源

一般披露

減低發行人對環境及天然資源造成重大影響的政策

儘管層面A3被視為對本集團的業務不重大，然而，本集團的政策乃基於在可行情況下的減量、再利用及循環使用的環保3R原則。

KPI A3.1

Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.

There are no relevant environmental laws which the Group has to comply with regarding its supply chain. However, policies are adopted to enable the manufacture of house brand watches to meet higher European standards like, RoHS and REACH to the extent possible, even though these standards are not mandatory in Asia, our primary and major market. More information on these standards can be found on the following links:

RoHS – Restriction on Hazardous Substances

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

REACH – Registration, Evaluation, Authorization and Restriction of Chemicals

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

In FY 2020/21, for the production of our “Swiss Made” house brand watches:

- around 75% of leather watch straps were RoHS and REACH compliant; and
- around 30% of our watch suppliers were certified as RoHS and REACH compliant.

For details on managing these policies, please see “Aspect B5 Supply Chain Management” on pages 184 to 187.

Aspect A4: Climate Change*General Disclosure*

Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.

關鍵績效指標A3.1

描述活動對環境及天然資源的重大影響及為管理該等影響所採取的行動。

並無本集團就其供應鏈須遵守的相關環境法律。然而，儘管此等歐洲標準於亞洲（集團的基本及主要市場）並非強制性，集團政策在可行的範圍內使自家品牌鐘錶的生產上符合較高的歐洲標準，如RoHS及REACH。有關標準的更多詳情，請參閱以下網址：

RoHS – 有害物質限制指令

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

REACH – 化學品註冊、評估、授權和限制法案

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

於2020/21財政年度，為生產我們的「瑞士製造」品牌手錶：

- 約有75%的皮革錶帶符合RoHS及REACH標準；及
- 我們的手錶供應商中約有30%被認證為符合RoHS及REACH標準。

有關本公司管理以上政策的詳情，請參閱第184頁至187頁「層面B5：供應鏈管理」。

層面A4：氣候變化*一般披露*

有關識別及減緩已經影響及可能影響發行人的重大氣候相關事宜的政策。

KPI 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.

There are no significant climate-related issues which have impacted and those which may impact the Group. However, based on our policies to reduce, reuse or recycle, there are policies in place, as reported in this ESG Report to reduce our carbon footprint.

B. Social

Employment and Labour Practices

Aspect B1: Employment

General Disclosure

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

The Group has established employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

關鍵績效指標A4.1

描述已影響及可能影響發行人的重大氣候相關問題，以及為管理該等問題所採取的行動。

目前並無影響及可能影響本集團的重大氣候相關事宜。然而，根據我們的減量、再利用及循環使用政策，已採取相關政策，如本ESG報告中所報告減少我們碳足跡的政策。

B. 社會

僱傭及勞工常規

層面B1：僱傭

一般披露

有關：(a)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

本集團已制定符合適用僱傭、勞工法例、法規及常規的僱傭政策及指引。

These policies and guidelines are:-

Recruitment and Promotion

1. We are an equal opportunities employer. We promote and adopt a policy of equal opportunities to eliminate discrimination on the basis of gender, family status and disability amongst others, in employment and the workplace.
2. We hire and promote based on merit.
3. We hire and promote those who share our values and work ethics; and those who demonstrate initiative, responsibility and integrity.

Compensation

1. Remuneration and benefits are benchmarked against prevailing local industry norms and commensurate with experience and qualifications.
2. For certain employee categories, performance bonuses and commission schemes are adopted as part of remuneration packages to incentivise.

Dismissal

This is based on employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

Working hours, rest periods, and other benefits and welfare

Working hours, rest periods, and other benefits and welfare are in line with applicable local employment and labour legislation and regulations, local industry practice and/or where applicable commensurate with experience, qualification and seniority.

該等政策及指引為:-

招聘及晉升

1. 我們是平等機會僱主。本公司採納相關政策，致力消除招聘及職場上的性別、家庭狀況及殘疾等歧視。
2. 我們按照表現僱用及晉升。
3. 我們僱用及晉升有共同價值觀及職業道德，並表現主動、有責任心及誠信之人士。

薪酬

1. 薪酬及福利以現行本地行業常規為準，並按經驗及資格調整。
2. 就若干員工類別而言，採用表現花紅及佣金計劃為薪酬獎勵計劃一部份。

解僱

解僱依符合適用的本地僱傭及勞工法例、法規及常規的僱傭政策及指引執行。

工作時數、假期及其他待遇及福利

工作時數、假期及其他待遇及福利與適用的本地僱傭及勞工法例及規例、本地行業慣例一致，及/或(如適用)按經驗、資格及年資調整。

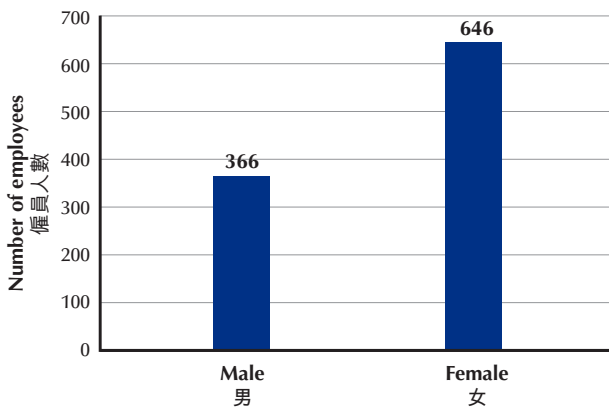
KPI B1.1

Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.

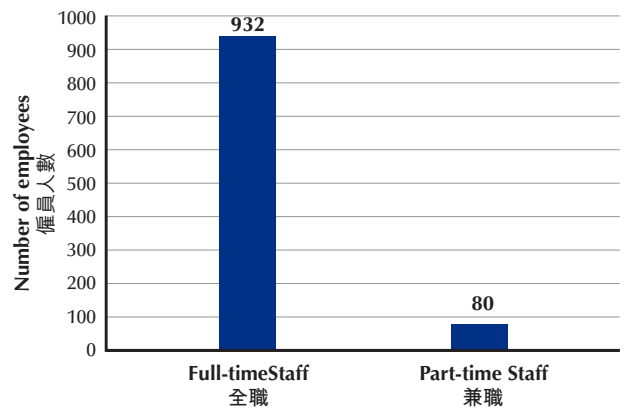
關鍵績效指標B1.1

按性別、僱傭類型(例如,全職或兼職)、年齡組別及地區劃分的僱員總數。

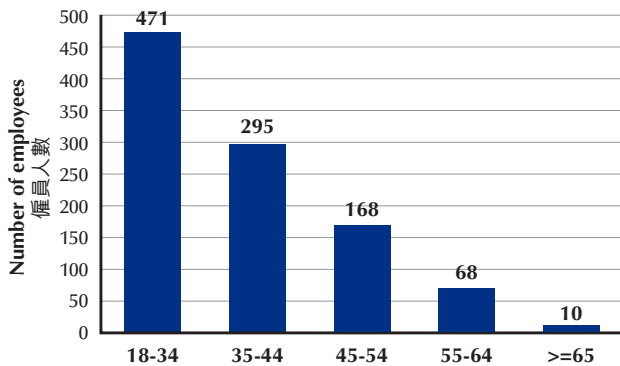
Total workforce by gender
按性別劃分的僱員總數



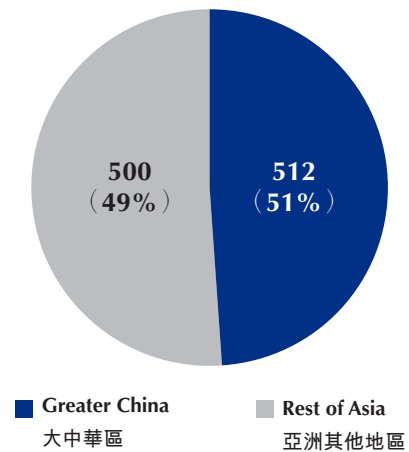
Total workforce by employment type
按僱傭類型劃分的僱員總數



Total workforce by age group
按年齡組別劃分的僱員總數



Total workforce by geographical region
按地區劃分的僱員總數



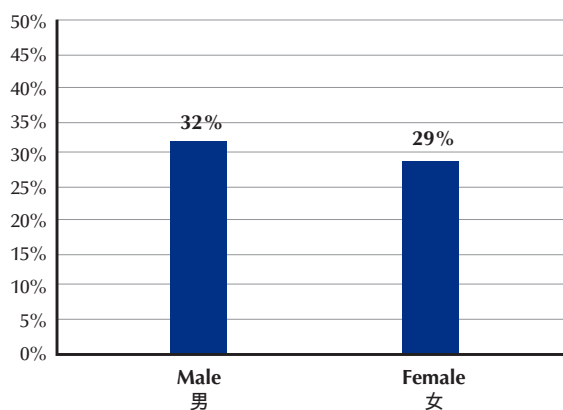
KPI B1.2

Employee turnover rate by gender, age group and geographical region.

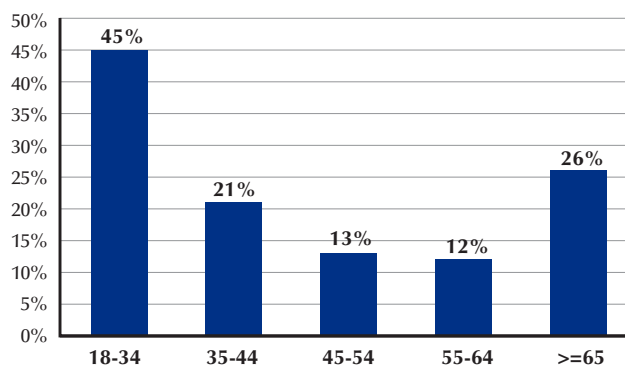
關鍵績效指標B1.2

按性別、年齡組別及地區劃分的僱員流失比率。

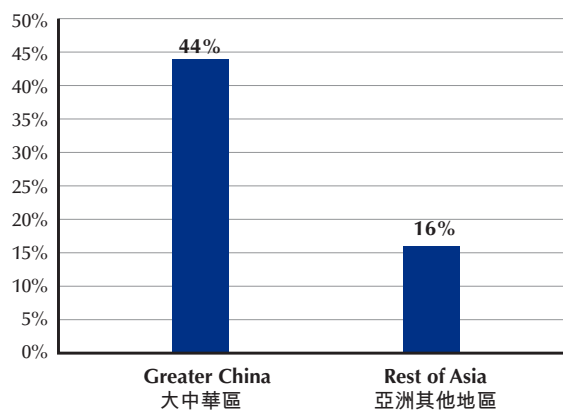
Employee turnover rate by gender
按性別劃分的僱員流失比率



Employee turnover rate by age group
按年齡組別劃分的僱員流失比率



Employee turnover rate by geographical region
按地區劃分的僱員流失比率



A non-exhaustive list of key and relevant applicable employment and labour legislation for each territory in which the Group operates are as follows:-

Mainland China:

- Labour Law of the People's Republic of China
- Measures for the Implementation of Labour Protection for Female Workers in Guangzhou
- Notice on Issues Concerning the Implementation of Maternity Insurance of Employees
- Special Provisions on Labour Protection for Female Employees

Hong Kong

- Employment Ordinance (Cap. 57)
- Employees' Compensation Ordinance (Cap. 282)
- Minimum Wage Ordinance (Cap. 608)

Macau:

- Labour Relations Law (Law No. 7/2008)
- Workers' Minimum Wage Law (Law No. 5/2020)

Malaysia:

- Employment Act 1955
- Employees Provident Fund Act 1991
- Income Tax (Deduction from remuneration) (Amendment) Rules 2015
- Industrial Relations (Amendment) Act 2020
- Minimum Retirement Age Act 2012

Singapore:

- Employment Act (Chapter 91)

Thailand:

- The Labour Protection Act B.E. 2541

During FY2020/21, there was no material non-compliance with the above and other applicable employment or labour legislation and/or regulations.

本集團經營所在每個地區的主要及相關的適用僱傭及勞動法規的非詳盡清單如下：

中國內地：

- 中華人民共和國勞動法
- 廣州市女職工勞動保護實施辦法
- 關於實施職工生育保險有關問題的通知
- 女職工勞動保護特別規定

香港

- 第57章《僱傭條例》
- 第282章《僱員補償條例》
- 第608章《最低工資條例》

澳門：

- 勞動關係法(第7/2008號法律)
- 僱員的最低工資(第5/2020號法律)

馬來西亞：

- 1955年勞工法令
- 1991年僱傭公積金法令
- 2015年所得稅(從薪酬中扣除)(修訂本)規則
- 2020年工業關係(修訂本)法
- 2012年最低退休年齡法令

新加坡：

- 僱傭法(第91章)

泰國：

- 勞動保護法B.E. 2541

於2020/21財政年度，並無嚴重違反上述及其他適用的僱傭或勞工法例及／或規例。

Aspect B2: Health and Safety

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

Policies and practices are adopted to provide a safe working environment for employees and these are described below.

KPI B2.1

Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.

No. of work-related fatalities occurred: 發生的工傷致命事故數量		Greater China 大中華區	Rest of Asia 亞洲其他地區
FY 2018/19	2018/19財政年度	0	0
FY 2019/20	2019/20財政年度	0	0
FY 2020/21	2020/21財政年度	0	0

KPI B2.2

Lost days due to work injury.

No days were lost due to work injury.

層面B2：健康與安全

有關：(a)提供安全工作環境及保障僱員避免職業性危害的政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料

為給員工提供一個安全的工作環境，我們採取了若干政策及慣例，政策及慣例描述如下。

關鍵績效指標B2.1

於過去三年(包括報告年度)各年發生的工傷致命事故的數量及比率。

關鍵績效指標B2.2

因工傷損失工作日。

並無因工傷而損失工作日。

KPI B2.3

Description of occupational health and safety measures adopted, and how they are implemented and monitored.

One of our foremost priorities is to provide employees with a safe and conducive working environment. Below are some of the policies and practices adopted by the Group:

1. Office employees are assigned individual work stations unless this is considered unnecessary due to the nature of work.
2. Offices, stores and warehouses are properly lit and ventilated and kept clean and tidy. In addition to daily cleaning, deep cleaning and pest control are carried out regularly.
3. Offices, stores and warehouses are smoke-free and aisles are kept free. Fire drills are conducted periodically.
4. Furniture, fittings and other office equipment and air conditioning and ventilation systems (where applicable) are regularly inspected, serviced and maintained.
5. First aid kits and fire extinguishers are kept at readily accessible locations at our offices and warehouses.
6. Staff are provided with proper equipment to carry out their tasks, for example, like trolleys to reduce manual movement and of carrying heavy loads.

關鍵績效指標B2.3

描述所採取的職業健康及安全措施，以及如何實施及監督該等措施。

本集團首要優先事項之一是向僱員提供安全方便的工作環境。以下是本集團採取的若干政策及慣例：

1. 除非工作性質不需要，否則辦公室僱員獲分配個別工作地點。
2. 辦公室、店舖及倉庫具備妥善照明及通風系統，環境保持整潔。除日常清潔外，定期進行深度清潔及滅蟲。
3. 辦公室、店舖及倉庫均禁煙。過道保持暢通。定期進行消防演習。
4. 傢俬、配置及其他辦公室設備以及空調及通風系統(如適用)獲定期檢查及保養良好。
5. 在我們的辦公室及倉庫，急救包及滅火器均置於容易拿到的地方。
6. 為員工提供適當的設備以完成彼等的任務，例如手推車，以減少人工移動及搬運重物。

7. Offices have separate and clean pantry areas with hand washing facilities. Water dispensers and light refreshments are provided.
 8. Security measures are in place at our offices and warehouses to restrict entry and exit only to employees and permitted visitors. Entry door passwords are refreshed regularly and also upon staff departures. Staff are issued with staff identification cards.
 9. Applicable government work guidelines, for example, on typhoon and rainstorm warnings are followed.
 10. Free yearly influenza vaccinations are offered to staff in Hong Kong (and to their families at discounted rates).
 11. Eligible managerial staff in Hong Kong are offered free basic body check-ups every two years.
 12. Staff travelling on business are covered by travel insurance and employee compensation insurance is purchased in regions where this is mandatory.
 13. Due to the pandemic, work from home, flexi-hours and staggered lunch hours have been implemented to enhance social distancing.
7. 辦公室設有獨立及乾淨的茶水間，配有洗手設施，並提供飲水機及小點心。
 8. 我們的辦公室及倉庫均落實安全措施，僅允許員工及被允許的訪客進出。定期更新進門密碼，在員工離職時亦會更新。員工均獲發員工身份卡。
 9. 我們遵照香港有關颱風及暴雨警告的適用政府工作指引。
 10. 每年為香港員工提供免費流感疫苗接種(員工家屬享有折扣)。
 11. 香港的合資格管理人員每兩年享有免費基本身體檢查。
 12. 因公出差的員工均有旅行保險，在必須購買僱員補償保險的地區，也會購買這種保險。
 13. 由於疫情的影響，我們實施在家工作、彈性工作時間及錯開午餐時間的做法，以保持社交距離。

14. Strict precautionary measures like temperature screening, compulsory wearing of masks, increased cleaning and not permitting staff to attend the office should they exhibit flu-like symptoms and encouraging virtual meetings have been adopted to provide a safe working environment.
15. Staff are encouraged to be vaccinated against Covid-19 subject to their medical condition and are entitled to a day of sick leave for each dose taken.

The measures are implemented and monitored by the local Human Resources and Office Administration Departments of each territory.

There were no relevant laws and regulations that have a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards in FY2020/21.

14. 我們採取嚴格的預防措施，如體溫檢查、強制佩戴口罩、增加清潔工作、不允許員工在出現類似流感症狀時上班，並鼓勵召開虛擬會議，以提供一個安全的工作環境。
15. 鼓勵員工根據自身的身體狀況接種新型冠狀病毒疫苗，每次接種可請一天的病假。

該等措施由每個地區的當地人力資源部門及辦公室行政部門負責實施及監督。

於2020/21財政年度，並無任何有關提供安全工作環境及保護員工免受職業危害對本集團有重大影響的法律及法規的事宜。

Aspect B3: Development and Training

Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.

Our customers enjoy and have come to expect a personal experience when they shop with us. As there is a direct correlation between service standards and employee development and training, proper emphasis is given to training.

Group policies on employee development and training are set out below:–

1. Store staff receive both regular and ad hoc training.
2. New staff undergo induction and orientation.
3. Training may be conducted internally or externally.
4. Training and development are given in relevant areas like, product knowledge, customer servicing, correct sales techniques and new laws and regulations that impact on business operations.
5. Follow-up evaluation is carried out after training and development to ensure effectiveness.

Training activities undertaken during FY2020/21 include, product design and function, refreshing selling approach and techniques, market trends, staff etiquette and professional, image, and employee engagement.

層面B3：發展及培訓

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。

客戶於店舖購物時可享受並擁有個人體驗。由於服務水平與僱員發展及培訓息息相關，我們重視提供充足的培訓。

本集團關於僱員發展及培訓的政策載列如下：–

1. 店舖員工定期及不時接受培訓。
2. 新員工有入職培訓。
3. 培訓可能會於內部或外部進行。
4. 提供相關範疇的培訓及發展，例如產品知識、客戶服務、正確銷售技巧及對業務經營可能有影響的新法例及規例。
5. 培訓及發展後進行跟進評估以確保成效。

於2020/21財政年度開展的培訓活動包括：產品設計及功能、改善銷售方法及技巧、市場趨勢、員工禮儀及專業、形象以及員工參與。

KPI B3.1

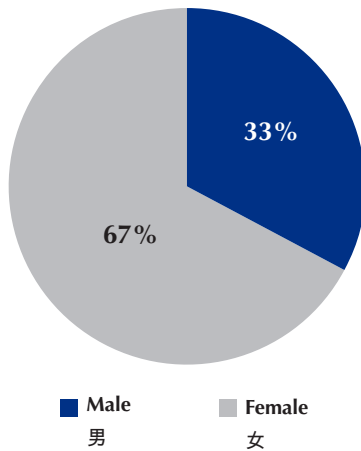
The percentage of employees trained by gender and employee category (e.g. senior management, middle management).

關鍵績效指標B3.1

按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。

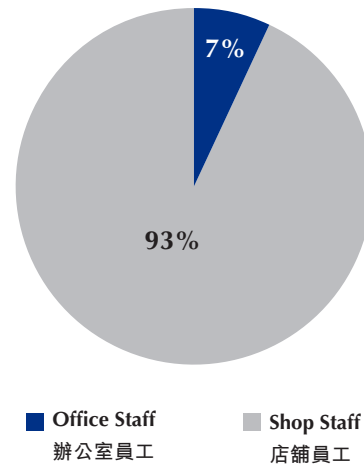
Percentage of employees trained by gender

按性別劃分的受訓僱員百分比



Percentage of employees trained by employee category

按僱員類別劃分的受訓僱員百分比

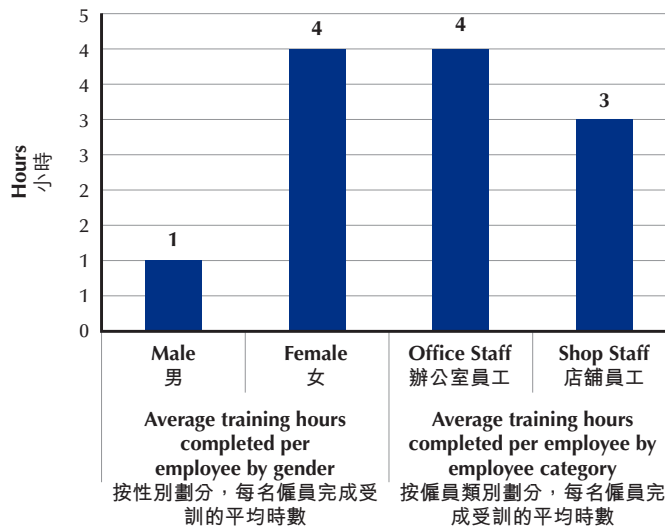


KPI B3.2

The average training hours completed per employee by gender and employee category.

關鍵績效指標B3.2

按性別及僱員類別劃分，每名僱員完成受訓的平均時數。



Aspect B4: Labour Standards*General Disclosure*

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

The Group has a zero tolerance policy on bonded or underaged labour and strict policies are in place to prevent child and forced labour.

KPI B4.1

Description of measures to review employment practices to avoid child and forced labour.

1. Prospective employees are required to complete pre-employment application forms to disclose their date of birth.
2. Prospective employees are required to provide a copy of their identification documents (with date of birth) prior to confirmation of employment.

KPI B4.2

Description of steps taken to eliminate such practices when discovered.

1. Terminate the hire or contractor responsible for the underaged or forced labour hire
2. Conduct investigation and remedy failures.

Aspect B5: Supply Chain Management

Policies on managing environmental and social risks of the supply chain

層面B4：勞工準則*一般披露*

有關：(a)防止童工或強制勞工的政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料

本集團對抵債或未成年勞工採取零容忍政策。並實施嚴格的政策以防止童工及強迫勞工。

關鍵績效指標B4.1

描述為避免童工及強迫勞動而檢討僱傭慣例的措施。

1. 準僱員需要填寫就業前申請表，以披露其出生日期。
2. 準僱員在確認僱用前需要提供一份身份證明文件的複印本(含出生日期)。

關鍵績效指標B4.2

描述在發現該關聯時為消除有關慣例所採取的步驟。

1. 終止僱傭或負責僱傭童工或強迫勞工的承包商。
2. 進行調查及補救措施失敗。

層面B5：供應鏈管理

管理供應鏈的環境及社會風險政策

KPI B5.1

Number of suppliers (for house brands and third party brands) by geographical region.

Greater China	48
Rest of Asia	29

KPI 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.

The Group outsources the manufacturing process of its house brand products by partnering suppliers who share our principles to conduct business in a fair, honest and responsible manner.

The practices below apply to all of the Group's suppliers who are involved in the manufacturing process of our house brand products.

Description of selection of prospective suppliers (29 in FY2020/21) and ongoing monitoring of approved suppliers

1. Conduct assessment and audit of prospective supplier according to our template supplier assessment criteria
2. Conduct annual process audits of existing suppliers according to our template supplier assessment criteria
3. Prospective or existing suppliers that fail assessment/audit are not selected or contracts not renewed. Supplier contracts are valid for 12 months and renewable subject to passing the annual audits.

關鍵績效指標B5.1

按地理區域劃分的供應商(適用於自有品牌及第三方品牌)數量。

大中華區	48
亞洲其他地區	29

關鍵績效指標B5.2

描述與聘用供應商有關的慣例，實施有關慣例的供應商數量，以及如何實施及監督該等慣例。

本集團將自家品牌產品的製作工序外判，務求與擁有共同營商理念的供應商合作，以公平、誠實及盡責之態度經營業務。

以下慣例適用於本集團全部參與我們自有品牌產品生產過程的供應商。

挑選潛在供應商(2020/21財政年度為29家)及持續監督認可供應商的描述

1. 根據我們的供應商評估標準範本，對潛在的供應商進行評估及審核
2. 根據我們的供應商評估標準範本，對現有供應商進行年度流程審核
3. 未通過評估／審計的潛在或現有供應商不會被選中，或不續簽合同。供應商合同有效期為12個月，如通過年度審核，可續簽。

The assessment criteria include:

- compliance with standards like RoHS, REACH, CE, country of origin
- management support systems like, ISO and ERP
- Factory size, cleanliness and state of sanitation, installation of fire/evacuation alarms
- Treatment of generation and discharge of wastewater and solid waste from operations and corresponding certification
- Number of employees, provision of dormitory and canteen facilities
- Compliance with local labour laws
- Insurance
- Quality control and assurance

KPI B5.3

Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.

The practices below applied to all suppliers (29 in FY 2020/21) involved in the manufacturing process of our house brand products.

1. Our suppliers are contractually obliged to ensure that they do not employ bonded or underaged labour.
2. Our suppliers are contractually obliged to supply products that are free from toxic materials.

評估標準包括：

- 是否符合RoHS、REACH、CE、原產國等標準
- 管理支援系統，如ISO及ERP
- 工廠規模、清潔度及衛生狀況，火災／疏散警報器的安裝情況
- 營運中產生及排放的廢水及固體廢物的處理以及相應的認證
- 僱員人數，提供宿舍及堂食設施
- 遵守當地勞動法
- 保險
- 質量控制及保證

關鍵績效指標B5.3

描述用於識別供應鏈上的環境及社會風險的慣例，以及如何實施及監督該等慣例。

以下慣例適用於所有參與我們自有品牌產品生產過程的供應商(2020/21財政年度為29家)。

1. 供應商受合約約束，確保其不可僱用抵債或未成年勞工。
2. 供應商受合約約束，提供產品須不含有毒物質。

3. Our suppliers are encouraged to align their values with the Group by agreeing to adopt certain Standards of Engagement which form part of the contracts they sign. These Standards include the following:-

- No compulsion to work through force or intimidation of any form
- Employment to be based solely on the ability to perform the job and without any discrimination due to ethnicity, gender, age, disability or marital status
- Fair wages and all other legally mandated benefits should be paid
- Provision of a safe and hygienic working environment which complies with local laws or practices
- Integration of sustainability principles into business decisions
- Community involvement

The above practices were implemented and monitored by way of selection and audits as described on page 185.

KPI B5.4

Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.

We followed the same practices described under KPI B5.2 on page 185.

3. 鼓勵供應商同意採用所訂合約中若干行為標準，使理念與本集團一致。該等標準包括以下事項：-

- 不得以任何武力或威嚇形式強迫工作
- 僱傭僅依據履行工作的能力，概不因種族、性別、年齡、殘障或婚姻狀況而遭受歧視
- 支付公平工資及一切其他合法待遇
- 提供安全衛生的工作環境，符合本地法例或慣例
- 業務決策須秉持可持續發展原則
- 融入社區

如第185頁所述，上述慣例通過挑選及審計的方式實施及監督。

關鍵績效指標B5.4

描述在選擇供應商時，為促使多使用環保產品及服務而採用的慣例，以及如何實施及監督該等慣例。

我們遵守第185頁關鍵績效指標B5.2中描述的相同慣例。

Aspect B6: Product Responsibility*General Disclosure*

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

As a provider of high quality products and services, we take our responsibilities relating to the products and services that we deliver very seriously. Customer safety is paramount. Quality control and assurance processes are closely monitored.

We do not engage in false advertising or false labelling. Products sold generally come with warranties and our warranty and exchange policies are clearly printed on sales memos. There are SOPs relating to product after-sales, product warranties and product exchange.

KPI B6.1

Percentage of total products sold or shipped subject to recalls for safety and health reasons.

In FY2020/21 no products sold or shipped were subject to recalls for safety and health reasons.

層面B6：產品責任*一般披露*

有關：(a)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

作為優質產品及服務的提供者，本公司十分重視產品及服務提供的責任。顧客安全一向被視為極其重要的一環。品質控制及保證均受嚴格監控。

本公司絕不進行虛假宣傳或使用虛假標籤。產品一般提供保養期，而保養及退貨的政策均於銷售收據明確標示。本公司已制訂產品售後服務、產品保養及退貨的標準作業程序。

關鍵績效指標B6.1

因安全及健康原因而被召回的產品佔售出或運出總量的百分比。

於2020/21財政年度，並無售出或運出的產品因安全及健康原因而被召回。

KPI B6.2

Number of products and service related complaints received and how they are dealt with.

In FY2020/21 on average around 35 cases of complaints per month (y-o-y decrease of around 45%) were received by our Customer Services.

- Customers may express their opinions on our products and services through various channels, including service hotlines, letters, emails and social media
- We have a service commitment to handle customer complaints within 3 working days in accordance with standard complaint handling procedures
- In FY2020/21, nearly 100% of enquires and complaints were handled within 3 working days
- Our standard handling process include reviews on product quality, customer service and product repairs

KPI B6.3

Description of practices relating to observing and protecting intellectual property rights.

Our intellectual property rights are protected and managed through registration, maintenance, monitoring and enforcement measures. Monitoring is conducted through an external watching service provider and also through our local offices. Copyright relating to designs for our house brand products are systematically stored and where applicable, copyright registrations are filed for protection. We respect third party intellectual property rights and will not knowingly use third party intellectual rights without authorisation. Prior to adoption of prospective brands or sub-brands, trademark searches are conducted to confirm availability for use and to prevent infringement of third party rights.

關鍵績效指標B6.2

收到的產品及服務相關的投訴數量以及如何處理該等投訴。

於2020/21財政年度，我們的客戶服務部平均每月收到約35起投訴(按年減少約45%)。

- 客戶可以透過各種渠道，包括服務熱線、信件、電子郵件及社交媒體，發表對我們產品及服務的意見。
- 我們的服務承諾是按照標準的投訴處理程序，在3個工作日內處理客戶投訴
- 於2020/21財政年度，近100%的查詢及投訴在3個工作日內獲得處理。
- 我們的標準處理程序包括對產品質量、客戶服務及產品維修進行審查

關鍵績效指標B6.3

描述有關遵守及保護知識產權的慣例。

我們透過註冊、維護、監控及強制措施保護及管理本集團的知識產權。監控乃透過外部觀察服務供應商及我們的當地辦事處進行。與本集團自家品牌產品設計有關的版權已按系統化的方式儲存，並於適用的情況下，進行版權登記以獲得保護。我們尊重第三方的知識產權，不會故意未經授權下使用第三方知識產權。在採用潛在的品牌或子品牌之前，會進行商標搜索，以確認是否可以使用，並防止侵犯第三方權利。

KPI B6.4

Description of quality assurance process and recall procedures.

Our Quality Control Department is responsible for quality control and assurance of our house brand products. A quality assurance system and procedures are in place and these are continually monitored and updated. Our quality assurance system and procedures include:

- Setting key performance indicators with clear inspection guidelines and procedures for quality management, for example, instructions for inspection of components, reliability tests and procedures for water resistance
- Preparing inspection quality reports, reports on reliability tests, statistical monthly quality reports and attending monthly supplier meetings to ensure consistent follow-up on improvement or corrective actions

Recall procedures for our house brand products:

- Customer Services are responsible for monitoring customer satisfaction levels by collecting customer comments and analysing defective product return rates
- Customer feedback on product quality and repair service requests are recorded in our after sales service return and repair job management system
- Customer Services monitors the monthly defective product return rate, analyses the results and regularly reports to our Product Development and Quality Control Departments and other relevant departments for possible product problems or potential quality risks

關鍵績效指標B6.4

質量保證過程及召回程序的描述。

我們的質量控制部門負責我們的自主品牌產品的質量控制及保證。已實施質量保證體系及程序，並進行持續監控及更新。我們的質量保證體系及程序包括：

- 設定關鍵績效指標，有明確的檢查準則及質量控制程序，例如，部件的檢查說明、可靠性測試及防水程序
- 準備檢查質量報告、可靠性測試報告、統計每月質量報告，並參加每月的供應商會議，以確保持續跟進改進或糾正措施

我們自有品牌產品的召回程序：

- 客戶服務部負責透過收集客戶意見及分析缺陷產品的退貨率來監控客戶滿意度水平
- 客戶對產品質量的回饋及維修服務要求均記錄在我們的售後服務退貨及維修工作管理系統中。
- 客戶服務部監控每月缺陷產品的退貨率，分析結果並定期向我們的產品開發及質量控制部門以及其他相關部門報告可能存在的產品問題或潛在的質量風險

- When defective products are found, the Product Development and Quality Control Departments, Customer Services and other relevant departments promptly investigate, to find the possible causes of product defects, discuss the solutions and identify any necessary improvements in product development
- To evaluate and determine whether it is necessary to recall the products and take any corrective actions. If products are to be recalled, we will notify customers and offer either a return or exchange of the products.

KPI B6.5

Description of consumer data protection and privacy policies, and how they are implemented and monitored.

Consumer protection data policies and SOPs are in place to ensure that applicable laws are followed. PIC statements containing our policies and practices on consumer data explain the meaning of personal data, and the general principles relating to its collection, use, retention and disposal according to local applicable privacy laws. Consumers are asked to read the PIC statement and to consent to the collection and use of their personal data. Yearly audits are conducted to monitor compliance.

The Group takes the confidentiality and handling of consumer personal data very seriously and employees who breach policies or the Group's related guidelines may face disciplinary action.

A non-exhaustive list of key and relevant applicable data privacy legislation for each territory where the Group operates are as follows:

Mainland China

- Cyber Security Law of the People's Republic of China
- National Standard of the People's Republic of China-Information Security Technology – Personal Information Security Specification

- 當發現缺陷產品時，產品開發及質量控制部門、客戶服務部門及其他相關部門及時進行調查，尋找產品缺陷的可能原因，討論解決方案，並確定產品開發中任何必要的改進需求
- 評估及確定是否有必要召回產品，並採取任何糾正措施。如果要召回產品，我們將通知客戶並提供產品退貨或換貨。

關鍵績效指標B6.5

描述消費者資料保護及隱私政策，以及如何實施及監督該等政策。

本公司已制訂消費者資料保護政策及標準作業程序，以確保遵從適用法例。包含我們關於消費者資料的政策及慣例的個人資料收集聲明已詳述個人資料的定義，以及依據當地適用私隱法例收集、使用、保留及處置該等資料的一般原則。消費者被要求閱讀個人資料收集聲明並同意收集及使用彼等的個人資料。每年均會進行審核以監督合規情況。

本集團嚴肅處理消費者個人資料並將其保密。僱員如有違反此政策或本集團相關指引，或會面臨紀律處分。

本集團經營所在每個地區的主要及相關的適用資料私隱法規的非詳盡清單如下：

中國內地

- 中華人民共和國網絡安全法
- 中華人民共和國國家標準—信息安全技術個人信息安全規範

Hong Kong

- Personal Data (Privacy) Ordinance (Cap. 486)

Macau

- Personal Data Protection Act 8/2005

Malaysia

- Personal Data Protection Act 2010

Singapore

- Personal Data Protection Act 2012 (No. 26 of 2012)

Thailand

- Personal Data Protection Act B.E. 2562

During FY2020/21, there was no material non-compliance with the foregoing relevant laws and regulations that have a significant impact on the Group relating to consumer data protection and privacy.

Aspect B7: Anti-corruption

General Disclosure

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

The Group has established anti-corruption policies according to applicable local laws and there are established internal controls and systems to prevent or minimise the occurrence of bribery, extortion and fraud. Integrity is one of the core principles which underpins the way we conduct our businesses. Top management sets the tone and all employees are expected to discharge their duties with integrity and to comply with our policies and the relevant local laws. Our anti-corruption policies are set out in our Employee Handbooks and Operations Manuals. In FY2020/21, the Group complied with relevant laws and regulations that have a significant impact on the Group relating to anti-corruption.

香港

第486章《個人資料(私隱)條例》

澳門

- 個人資料保護法 8/2005

馬來西亞

- 《個人資料保護法令2010》

新加坡

- 2012年(2012年第26號)個人資料保護法

泰國

- 個人資料保護法B.E. 2562

於2020/21財政年度，並無任何重大違反上述有關消費者資料保護及私隱對本集團有重大影響的相關法律及法規的事宜。

層面B7：反貪污

一般披露

有關：(a)防止賄賂、勒索、欺詐及洗黑錢的政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料

本集團已根據適用的本地法例制定反貪污政策，並制定內部監控及制度以防止或盡量減少賄賂、敲詐及欺詐的發生。誠信是支持本集團開展業務的核心原則之一。高級管理層釐定基調及所有我們期望員工以誠信履行職責，並遵守我們的政策及本地相關法例。我們的反貪污政策載於僱員手冊及業務手冊。於2020/21財政年度，本集團已遵守有關反貪污對本集團有重大影響的相關法律及法規。

KPI B7.1

Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.

There were no legal cases (whether ongoing or concluded) regarding corrupt practices in FY2020/21.

KPI B7.2

Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.

The Group has a whistle blowing policy with clearly stated reporting procedures set out in Employee Handbooks and/or on the Group intranet.

KPI B7.3

Description of anti-corruption training provided to directors and staff.

In Hong Kong, the ICAC are invited to conduct training seminars annually but due to the pandemic, this was paused in FY2020/21.

Aspect B8: Community Investment

General Disclosure

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

Through community engagement, the Group aims to:-

- show love, to give hope and to support the disadvantaged;
- encourage compassion and empathy in our employees;
- foster a sense of community within Stelux; and
- empower through education.

關鍵績效指標B7.1

於報告期內，針對發行人或其僱員提出的有關貪污行為的已審結法律案件的數量以及案件的結果。

於2020/21財政年度，並無關於貪污行為的法律案件(無論是正在進行或已審結)。

關鍵績效指標B7.2

描述預防措施及舉報程序，以及如何實施及監督該等措施。

本集團已制定舉報政策，並在僱員手冊及／或內聯網清楚列明有關舉報程序。

關鍵績效指標B7.3

描述向董事及員工提供的反貪污培訓。

在香港，每年均會邀請廉政公署進行培訓研討會，但由於疫情的影響，於2020/21財政年度暫停舉行研討會。

層面B8：社區投資

一般披露

有關以社區參與來了解發行人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

透過社區參與，本集團期望：-

- 表達關愛，為弱勢社群送上希望與支持；
- 鼓勵僱員要憐憫和有同情心；
- 於寶光內培養團體歸屬感；及
- 教育使人有所成就。

With the above objectives in mind, we engage with those within our communities with specific emphasis on:-

- the elderly poor
- the homeless
- poor immigrant families; and
- children and youth

to provide them with:-

- basic sustenance and daily necessities
- social interaction and integration with the wider community; and
- education

Our policies on giving are:-

- to partner reliable registered charities. Partnerships are reviewed annually
- to adopt a “no frills” approach to maximise each dollar donated
- employee volunteering during work hours are capped at 6 hours per employee for each financial year. There is no cap outside of work hours
- activities and giving focus on target groups and their identified needs
- receipts must be issued by a charity for the donations with a breakdown of costs, where applicable

Periodic appraisal meetings are held with the charities we support to understand specific needs and to ensure contributions are appropriately disbursed.

就上述目標而言，幫助社區人士，特別是:-

- 貧困長者
- 無家可歸者
- 貧困的新移民家庭；及
- 兒童及青少年

以為彼等提供:-

- 基本物資及日常用品
- 社會互動及與更廣泛的社區融合；及
- 教育

本集團的捐獻政策為:-

- 與可靠的註冊慈善機構合作。夥伴關係每年進行審查
- 善用捐獻，以達至最大效益
- 每財政年度各員工在工作時間進行義務工作的時數上限為6小時。工作時間以外沒有上限
- 活動及捐獻重點關注目標群體及其確定的需求
- 捐款的收據(包括成本的明細(倘適用))必須由慈善機構發放

本集團定期與慈善團體召開檢討會議，以了解他們的具體需要，並確定本集團的捐獻被適當地運用。

KPI B8.1

Focus areas on contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).

Our policies on community engagement focus on serving certain people groups within our communities and we contribute resources depending on their prevailing needs rather than focusing on specific areas of contribution.

KPI B8.2

Resources contributed (e.g. money or time) to the focus area.

Due to the pandemic, most charitable activities were paused, However, we continued to collaborate with the Hong Chi Association, a charity which serves those with intellectual special needs. Sponsorships included cash donations and supporting their flower arranging services. Other sponsorships included the gifting of our products to support charity raffles organised by the Heep Hong Society, the “18th Green Carnival” organised by the Green Council and “The Salvation Orienteering” organised by the Salvation Army.

關鍵績效指標B8.1

重點貢獻領域(如教育、環境問題、勞工需求、健康、文化、體育)。

我們的社區參與政策側重於為社區內的若干人群服務，我們根據彼等的普遍需求來貢獻資源，而非專注於特定的貢獻領域。

關鍵績效指標B8.2

為重點領域貢獻的資源(如金錢或時間)。

由於疫情，大部分慈善活動均已暫停。然而，我們繼續與匡智會合作，匡智會是一個為有特殊智力需求的人群服務的慈善機構。贊助活動包括現金捐贈及支援彼等的插花服務。其他贊助包括贈送我們的產品以支援協康會舉辦的慈善抽獎活動、環保促進會舉辦的「第十八屆環保嘉年華」及救世軍舉辦的「The Salvation Orienteering」活動。

1. CORPORATE GOVERNANCE

The Group is committed to maintaining high standards of corporate governance to improve transparency and protect the interests of shareholders in general. The Board of directors (the “Board”) of the Company is committed to making sure that effective self-regulatory practices exist to protect the interests of its shareholders. These include a Board comprising experienced and high calibre members, board committees, and effective and sound systems of risk management and internal controls.

This section describes the Company’s corporate governance practices with specific reference to the Corporate Governance Code contained in Appendix 14 of the Listing Rules. During the financial year ended 31 March 2021, the Company complied with the provisions of the Corporate Governance Code except for certain deviations. These deviations with considered reasons are set out in this Report.

2. DIRECTORS’ AND EMPLOYEES’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules (the “Model Code”) as the code of conduct regarding directors’ securities transactions.

The Company has also made specific enquiry of all its directors to ascertain whether they have complied with or whether there has been any non-compliance with the required standard set out in the Model Code.

In addition, the Board has established written guidelines on no less exacting terms than the Model Code for relevant employees of the Company and its subsidiaries (the “Group”) in respect of these employees’ dealings in the securities of the Company.

1. 企業管治

本集團致力維持高水平企業管治，以確保維持更高透明度以及維護股東整體利益。本公司董事會（「董事會」）致力確保具備有效的自我監察常規，以保障其股東的利益，當中包括設立由資深能幹人員組成的董事會、董事委員會以及實施有效及完善的風險管理及內部控制系統。

本部分闡述本公司的企業管治常規，當中特別參照上市規則附錄14所載企業管治守則（「企業管治守則」）。截至2021年3月31日止財政年度，本公司已遵守企業管治守則條文，惟本報告所述偏離事項則除外。偏離守則之因由，在本報告內亦有詳述。

2. 董事及僱員進行證券交易

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之操守守則。

本公司亦已向全體董事作出具體查詢，以確定彼等是否遵守標準守則所載規定標準，並無違規的情況。

此外，董事會已就本公司及其附屬公司（「本集團」）有關僱員買賣本公司證券事宜訂立書面指引，指引條文不比標準守則寬鬆。

3. BOARD OF DIRECTORS

The Board assumes responsibility for leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising its affairs. Every director is expected to discharge his or her duties in good faith and up to the standard of prevailing applicable laws and regulations, acting objectively in the best interests of the Group.

Proposals for appointments to the Board are based on the Company's board diversity and nomination policies.

The Board currently comprises of 5 members; two executive directors and three independent non-executive directors (with a female independent non-executive director).

Under Code Provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual. Under the current organisation structure of the Group, Mr. Joseph C. C. Wong is the Chairman and CEO of the Group. The Board believes that with Mr. Joseph C. C. Wong acting as both Chairman and CEO ensures consistent leadership and further enables better strategic planning for the Group. The Board also believes that the non-separation of roles does not affect the balance of power and authority within the Board.

The independent non-executive directors are highly experienced individuals with a broad range of expertise and experience including in areas such as accounting, tax, engineering and environmental and healthy life style consulting. Together, they ensure that the Board maintains high standards of financial accounting and other mandatory reporting; providing adequate checks and balances to safeguard the interests of shareholders in general and the Group as a whole.

3. 董事會

董事會負有領導及監控本集團的責任，並集體負責統管並監督本集團事務以促使其業務成功。各董事應本著真誠且符合現行適用法例及法規所訂標準履行其責任，並客觀地以本集團之最佳利益行事。

委任董事會成員的建議乃根據本公司董事會成員多元化政策及提名政策而提出。

董事會有五名成員，包括兩名行政董事及三名獨立非行政董事(其中一名獨立非行政董事為女性)。

根據企業管治守則的守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)的角色應有區分，並應由不同人士擔任。根據本集團現有組織架構，黃創增先生現為本集團主席及行政總裁。董事會認為，主席及行政總裁之角色由黃創增先生同時兼任，確保本集團內統一領導，從而使本集團之整體策略計劃更佳。董事會亦相信，董事會內之權力制衡並不會受到不區分角色影響。

獨立非行政董事為資深專業人士，各自擁有不同專業知識及經驗，彼等分別來自包括會計、稅務、工程及環境以及保健諮詢等界別。彼等須共同確保董事會維持高水平的財務會計及其他法定匯報機制，提供足夠檢測及權衡，以保障股東及本集團整體利益。

3. BOARD OF DIRECTORS (Continued)

To assist the directors to discharge their duties, there are established written procedures to enable the directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense.

The term of office of the Company's non-executive directors, including the independent non-executive directors, is 3 years, subject to retirement by rotation (pursuant to Bye-law 110(A) of the Company's Bye-laws), whichever is the earlier.

Under Code Provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Not all directors of the Company retire strictly under Code Provision A.4.2. The Company's Bye-Laws 110(A) stipulates that, one-third of the directors of the Company who have been longest serving in office since their last election, except the Chairman or CEO, shall retire from office by rotation at each annual general meeting ("AGM").

Both the Board and management have clearly defined roles and responsibilities. The Board is ultimately responsible for establishing the overall long term strategic direction and objectives of the Group, monitoring the performance of senior management and oversees corporate governance and risk management and internal control systems. Management is responsible for formulating and implementing operational and business strategies and plans to achieve the Group's strategic direction. Directors have access to management for enquiries, explanations, briefings or informal discussions on the Group's operations and businesses.

3. 董事會 (續)

為協助董事履行職務，董事會已制訂書面程序，讓董事按合理要求，可在適當情況下尋求獨立專業意見，有關費用由本公司支付。

本公司非行政董事(包括獨立非行政董事)的任期為三年，並須根據本公司的公司細則第110(A)條規定輪席告退，以較早者為準。

根據守則條文第A.4.2條，各董事(包括有指定任期的董事)應最少每三年輪席告退一次。本公司細則第110(A)條規定除主席或行政總裁外自上次獲選起計任期最長的三分之一董事須於每次股東週年大會(「股東週年大會」)輪席告退，並非本公司全體董事均須嚴格遵照守則條文第A.4.2條告退，惟須根據本公司的公司細則告退。

董事會及管理層均有明確界定的角色和職責。董事會負責確立本集團整體長遠策略方向及目標策略、監察高級管理人員之表現以及監控企業管治、風險管理及內部監控系統。管理層則負責制定營運及業務策略及政策及達致本集團策略方向的計劃。各董事均可聯絡管理層，就本集團的營運和業務查詢任何問題、要求作出解答、要求提供簡報或作非正式交流。

3. BOARD OF DIRECTORS (Continued)

The Board held a total of twelve board meetings and passed circular resolutions during the financial year ended 31 March 2021 and up to the date of this Report. At the board meetings, different issues and matters were discussed and reviewed including, approval of the Group's FY2020/21 interim results and FY2020/21 final results; reviewing financial and operating performances of the Group; approval of new and/or renewals of borrowing facilities; annual review of continuing connected transactions; conducting an annual review of the effectiveness of the system of internal controls of the Company and its subsidiaries, reviewing risk management framework, identifying top risks and corresponding mitigation actions and evaluating and prioritising ESG related issues and disposal of a property. Details of the directors' attendance at the board meetings during the financial year and up to the date of this Report are set out below. All businesses transacted at the board meetings are well documented and records are maintained in accordance with applicable laws and regulations.

3. 董事會(續)

董事會於截至2021年3月31日止財政年度及直至本報告日期共舉行十二次董事會會議並通過多項書面決議案。在該十二次董事會會議上討論及檢討多方面事宜，包括通過本集團2020/21財政年度中期業績及2020/21財政年度末期業績；檢討本集團財務及營運表現；批准新及／或重續借貸融資；年度檢討持續關聯交易；對本公司及其附屬公司的內部監控制度的成效進行年度檢討；檢討風險管理框架、辨別重大風險及相關緩解措施並評估及確定ESG相關事宜的優先順序及出售一項物業。於本財政年度及直至本報告日期，各董事於董事會會議之出席詳情載列如下。於董事會會議討論之各項事務均詳細記錄，並按照適用法例及法規存備有關記錄。

Date of board meeting	董事會會議舉行日期	Total no. of Directors 董事總人數	No. of Directors present 出席董事人數
16 April 2020	2020年4月16日	5	5
22 April 2020	2020年4月22日	5	5
12 May 2020	2020年5月12日	5	5
26 June 2020	2020年6月26日	5	5
30 July 2020	2020年7月30日	5	5
28 August 2020	2020年8月28日	5	4
16 October 2020	2020年10月16日	5	4
13 November 2020	2020年11月13日	5	4
26 November 2020	2020年11月26日	5	5
31 March 2021	2021年3月31日	5	5
20 April 2021	2021年4月20日	5	5
24 June 2021	2021年6月24日	5	5

3. BOARD OF DIRECTORS (Continued)

3. 董事會 (續)

Director 董事		No. of board meetings attended/held during the financial year ended 31 March 2021 and up to the date of this Report 於截至2021年 3月31日止財政年度及 直至本報告日期出席/ 召開之董事會會議數目
Executive Directors		
Mr. Joseph C. C. Wong (Chairman and Chief Executive Officer)	行政董事 黃創增先生 (主席及行政總裁)	11/12
Mr. Wallace Kwan Chi Kin (Chief Financial Officer)	關志堅先生(首席財務總裁)	12/12
Non-executive Directors		
Mr. Wu Chun Sang (<i>independent</i>) (retired on 28 August 2020)	非行政董事 胡春生先生(獨立) (於2020年8月28日退任)	5/12
Professor Lawrence Wu Chi Man (<i>independent</i>)	胡志文教授(獨立)	11/12
Dr. Agnes Kwong Yi Hang (<i>independent</i>)	鄺易行博士(獨立)	12/12
Mr. Jeff Ho Chi Kin (<i>independent</i>) (appointed from 28 August 2020)	何致堅先生(獨立) (於2020年8月28日獲委任)	6/12

During the financial year, the Company held its AGM on 28 August 2020. No other general meetings were held during the financial year. Details of the directors' attendance at the AGM are set out below:

28 August 2020

Mr. Wallace Kwan Chi Kin
Dr. Agnes Kwong Yi Hang
Prof. Lawrence Wu Chi Man

The Chairman of the Company did not attend the AGM due to personal reasons. The other independent non-executive directors including the Chairman of the Remuneration Committee and the prospective incoming independent non-executive director attended the AGM (in person or virtually). The Group's auditor was also present at the AGM.

於本財政年度，本公司於2020年8月28日舉行股東週年大會。於本財政年度概無舉行其他股東大會。董事出席股東週年大會之詳情載列如下：

2020年8月28日

關志堅先生
鄺易行博士
胡志文教授

本公司主席因個人原因未出席股東週年大會。其他獨立非行政董事(包括薪酬委員會主席及即將上任的獨立非行政董事)出席股東週年大會(親自出席或以虛擬方式)。本集團核數師亦出席股東週年大會。

3. BOARD OF DIRECTORS (Continued)

The Board is supplied with relevant information by management pertaining to matters to be brought before the Board for decision as well as reports relating to internal controls, risk management or financial performance of the Group before each regular board meeting. At least 14 day's notice of a regular board meeting is given to all directors giving them the opportunity to attend. Board papers are despatched to directors generally at least 3 days before the meeting and in any event as soon as practicable, in all instances, ensuring that they have sufficient time to review the papers and are adequately prepared for the meeting. At the time when papers are sent to the directors, they are requested to contact the Company Secretary or the Group CFO, where applicable should they have any questions.

The proceedings of board meetings are generally conducted by the Chairman of the Company who ensures that sufficient time is allocated for discussion and consideration of items on the agenda and also ample opportunities are given to directors to speak, express their views and share their concerns. The Chairman values insightful and strategic advice from other directors and further promotes a culture conducive to the exchange of constructive communication within the Board. The Chairman held a meeting on 20 April 2021 with the independent non-executive directors without the other directors present.

Under Code Provision A.6.5, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. As such the directors are encouraged to participate in continuous professional development. Courses have been regularly circulated to directors for their selection and materials are circulated for their reading. E-training on the website of the HKEX was also made available to the directors.

3. 董事會(續)

於每次定期董事會會議召開前，管理人員會向董事會提供與將提呈董事會決議事項有關之資料以及有關本集團內部監控、風險管理或財務表現之報告。於定期董事會會議舉行至少14天前向全體董事發出通告，讓董事有機會出席。董事會文件一般須於會議舉行至少3天前派發予董事，並無論如何應在切實可行情況下盡快作出有關安排，以確保董事有足夠時間審閱會議文件及為會議作出充足準備。於向董事發送文件時，會請彼等就任何問題(如有)聯繫公司秘書或本集團首席財務總裁(如適用)。

董事會之會議程序通常由本公司主席主持，彼須確保分配足夠時間讓董事就各項議程作出討論及審議，同時亦給予各董事充足機會發言，提出意見及表達其關注的事項。主席重視其他董事提出的有見地的策略建議，並在董事會內部進一步提倡一種有利於交流建設性溝通的文化。在無其他董事出席的情況下，主席與獨立非行政董事於2021年4月20日舉行了一次會議。

根據守則條文第A.6.5條，所有董事均須參加持續專業發展以發展及更新其知識及技能。因此，本公司鼓勵董事參加持續專業發展並定期發送相關課程及閱讀材料予各董事選修及閱讀。董事亦可於香港交易所網站上進行電子培訓。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

3. BOARD OF DIRECTORS (Continued)

A description of the training, and number of hours undertaken by each director is set out below: –

3. 董事會 (續)

下文載列對培訓的描述，以及每位董事接受培訓的時間：–

Director 董事	Description of Training 培訓描述	Number of Hours 時數
Mr. Joseph C. C. Wong (<i>Chairman and Chief Executive Officer</i>) 黃創增先生 (主席及行政總裁)	Debunking Cloud Transformation Mystery: Case Studies to Enhance Cybersecurity, Data Confidentiality and Compliance When Working Away From Office	2
Mr. Wallace Kwan Chi Kin (<i>Chief Financial Officer</i>) 關志堅先生 (首席財務總裁)	Global trade impacts and considerations & Asia Pacific immigration; Post COVID-19 changes and transformations in the operating model & Enterprise Resource Planning; Governance, Risk & Compliance Series: Digital Transformation of Regulatory Risk Management and Corporate Governance Compliance; Looking beyond Business Disruption: Hong Kong's technology-driven future; [COVID 19 disclosure] Annual/ESG report guide; Impact of COVID-19 on Hong Kong Consumers' Behaviours; Key trends on tax and immigration impacting talent mobility & Tax controversy in Asia Pacific; Financial Reporting Webinar Series: IASB project update – Business combinations under common control	20
Mr. Wu Chun Sang (<i>independent</i>) (retired on 28 August 2020) 胡春生先生 (獨立) (於2020年8月28日退任)	Reading materials including accounting and business magazines issued by ACCA, APlus Magazine issued by HKICPA	10
Professor Lawrence Wu Chi Man (<i>independent</i>) 胡志文教授 (獨立)	INEDs Role in Corporate Governance; ESG Governance and Reporting; Exchange's New ESG Requirements; Connected Transaction Rules	3
Dr. Agnes Kwong Yi Hang (<i>independent</i>) 鄺易行博士 (獨立)	發現冠狀病毒後探索世界新興消費趨勢	3
Mr. Jeff Ho Chi Kin (<i>independent</i>) (appointed from 28 August 2020) 何致堅先生 (獨立) (於2020年8月28日獲委任)	HKICPA e-seminar: Forum on Consultation on Quality; Management for Firms and Engagements; Leading and Motivating a Virtual Team; Practical Employment Issues arising out of COVID-19 Outbreak; The Impact of COVID-19 on Commercial Contracts and Points to Consider in a Business Continuity Plan; How will the new ethical standard NOCLAR affect you?	5

4. CONFIRMATION OF INDEPENDENCE

The Company confirms that it has received from each of its independent non-executive directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers the independent non-executive directors to be independent.

5. BOARD DIVERSITY

(1) Policy on Board Diversity

- We believe that board appointments should first and foremost be based on merit
- We embrace diversity by being inclusive and support gender, ethnic, cultural, generational and geographical diversity, amongst others
- We believe that an optimal and balanced board should comprise of both male and female members with an appropriate balance of different skills, educational and industry background, experience, knowledge and independence

(2) Objective and Benefits of Board Diversity

We believe in diversity and inclusiveness as these bring to the boardroom a spectrum of perspectives and opinions, necessary as we navigate our businesses through a more complex market place and as our customers' aspirations grow in sophistication.

6. NOMINATION POLICY

- Nomination Committee to consider director retirements, re-election and eligibility within a reasonable time before proposing to the Board
- To review and assess proposed candidates' backgrounds, experience, expertise according to a) Board diversity policy of the Company; b) current board composition of the Company and c) Group's strategic objectives

4. 獨立性確認函

本公司確認已接獲各獨立非行政董事根據上市規則3.13條發出之年度獨立性確認函，且本公司仍認為獨立非行政董事為獨立人士。

5. 董事會成員多元化

(1) 董事會成員多元化政策

- 本集團相信，用人唯才應為董事會委任董事的首要原則
- 董事會兼收並蓄，奉行多元化政策，並支持性別、種族、文化、年紀及地域多樣化
- 本集團相信，一個至優及均衡的董事會應由在不同技能、教育及行業背景、經驗、知識及獨立性之間取得適度平衡的男性及女性成員組成

(2) 董事會成員多元化的目標及裨益

本集團相信多元化及兼收並蓄，會為董事會提供更全面的觀點與看法，對本集團在日趨複雜的市場開展業務以及滿足本集團客戶不斷提高且複雜多樣的期望實屬必要。

6. 提名政策

- 提名委員會在向董事會提出董事退任、重選連任及資格的建議前在合理時間內考慮
- 根據a)本公司的董事會成員多元化政策；b)本公司目前的董事會組成；及c)本集團的戰略目標，審查及評估建議候選人的背景、經驗及專業知識

6. NOMINATION POLICY *(Continued)*

- To consider how a proposed candidate (whether new or seeking re-election) can contribute to and support or has in the past contributed to and supported the Board
- For directors considering re-election, to review and assess if they have attended board, committee and general meetings, and, frequency of attendance
- To consider if a proposed candidate can devote sufficient time to discharge his/her duties and responsibilities
- If the position is for an INED, to ensure listing rules requirements on independence are met

7. PROCEDURE FOR NOMINATION

- (i) Refer/propose name to Company Secretary who will inform the Nomination Committee with CV of the proposed candidate.
- (ii) Presents candidate and his/her CV and where possible, other relevant background information to the Nomination Committee for consideration according to the Nomination Policy.
- (iii) Where necessary, the Nomination Committee or the Chairman of the Nomination Committee meets the proposed candidate to assess suitability.
- (iv) Nomination Committee confirms or rejects proposed candidate with proper reasons.
- (v) To restart process when a proposed candidate is rejected.

6. 提名政策 *(續)*

- 考慮建議候選人(無論是新候選人還是尋求連任的候選人)如何能為董事會作出貢獻及支持，或於過去對董事會所作出的貢獻及支持
- 考慮重選連任的董事時，審查及評估彼等有沒有出席董事會、委員會及股東大會，以及其出席次數
- 考慮建議候選人能否投入足夠的時間履行其職責及責任
- 倘該職位為獨立非行政董事，需確保有關建議候選人符合上市規則內有關獨立性的規定

7. 提名程序

- (i) 向公司秘書提交／提議建議候選人的名稱，公司秘書其後將向提名委員會提供有關建議候選人的履歷。
- (ii) 根據提名政策，向提名委員會提交候選人及其履歷，以及在可行的情況下，提供其他相關的背景資料，以供委員會考慮。
- (iii) 提名委員會或提名委員會主席於需要時會與建議候選人會面，以評估其合適性。
- (iv) 提名委員會會以正當理由確認或拒絕建議候選人。
- (v) 建議候選人被拒絕時，有關流程將重新開始。

8. COMPANY SECRETARY

The Company Secretary is an employee of the Company and has day to day knowledge of the Group's affairs. She reports to the Chairman and CEO. The Board has access to the advice and services of the Company Secretary to ensure that board procedures and all applicable laws, rules and regulations, are followed.

The Company Secretary attended various professional development seminars (Employment Law in Asia Pacific: A Year in Review - (China, Hong Kong, Japan, Korea, Taiwan), HKICS Biennial Corporate Governance Conference (CGC) 2020, HKICS Annual Corporate and Regulatory Update 2020) and read materials on legal and corporate secretarial updates, receiving more than 15 hours of training during the financial year.

9. ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility for the preparation of the Group's accounts and has delegated this responsibility to the Group CFO. The Group CFO and his team are responsible for preparing interim and annual financial statements based on Hong Kong Financial Reporting Standards ("HKFRS") ensuring that the financial statements present a true and fair view of the results and the financial position of the Group and that they comply with the disclosure requirements of the Hong Kong Companies Ordinance, the Listing Rules and other applicable laws and regulations. The Group CFO maintains regular communications with the external auditors. He also plays a role in reviewing and making recommendations to the Board on the Group's financial risk management. During the fiscal year, the Group CFO was also responsible for overseeing the Group's investor relations activities.

A statement by the Group's external auditors, RSM Hong Kong about their reporting responsibilities on the Group's financial statements are set out in the Independent Auditor's Report on pages 34 to 44.

The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company and its subsidiaries ability to continue as a going concern. The Group's consolidated financial statements have been prepared on a going concern basis (see notes to financial statements "2. Basis of Preparation" on pages 51 to 52).

8. 公司秘書

本公司的公司秘書為本公司的僱員，瞭解本集團的日常事務。公司秘書向主席及行政總裁報告。公司秘書向董事會提供建議及服務以確保遵守董事會程序及所有適用法律、規則及規例。

公司秘書已於本財政年度出席各項專業發展研討會(亞太地區的僱傭法：一年的回顧(中國、香港、日本、韓國、台灣)、2020年香港特許秘書公會兩年一次的企業管治會議、2020年度香港特許秘書公會企業及監管資料更新)並研讀法律及公司秘書的最新資訊，接受多於15個小時的培訓。

9. 問責及審核

董事會知悉其肩負編製本集團賬目之責任，並已將此責任委派予本集團首席財務總裁。本集團首席財務總裁及其屬下人員負責遵照香港財務報告準則(「香港財務報告準則」)編製中期及年度財務報表，確保財務報表真實及公平地反映本集團的業績及財務狀況，並遵守香港公司條例、上市規則及其他適用法例及法規之披露規定。本集團首席財務總裁須定期與外聘核數師溝通。本集團首席財務總裁在本集團財務風險管理方面亦擔當審核及向董事會作出建議的角色。於財政年內，本集團首席財務總裁亦負責監管本集團投資者關係事務。

本集團外聘核數師羅申美會計師事務所就其對本集團財務報表的責任而作出的聲明載於第34頁至44頁獨立核數師報告。

董事會並未注意到任何與或對本公司及其附屬公司持續經營能力構成重大疑慮之事件或情況有關之重大不確定因素。本集團的綜合財務報表已按持續經營基準編製(請參閱第51至52頁上的財務報表附註2「編製基礎」)。

10. AUDITORS' REMUNERATION

The Board appointed RSM Hong Kong as the external auditor of the Company and certain of its subsidiaries to fill the casual vacancy following the resignation of Ernst & Young, from 16 April 2020 until the conclusion of the 2020 AGM of the Company. RSM Hong Kong was re-appointed as the external auditor of the Company and certain of its subsidiaries at the 2020 AGM. During the year, HK\$1,754,000 was paid or payable to RSM Hong Kong for the provision of audit services.

The Group also engaged other auditors in overseas for auditing and miscellaneous services and total fees paid amounted to HK\$188,000.

11. BOARD COMMITTEES

To assist the Board in the discharge of its duties, the Board is supported by four board committees. Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within the terms of reference of each committee.

All businesses transacted at board committee meetings are recorded and minuted with copies provided to the Board. Full minutes of Board Committee meetings are kept by the Company Secretary. Draft and final versions of the minutes are sent to all committee members for their comments and records within a reasonable time (generally 14 days) after the committee meeting. The terms of reference of these board committees are available on the Company's website at www.stelux.com.

(1) Audit Committee

The Audit Committee comprises of three independent non-executive directors, namely, Mr. Wu Chun Sang (Chairman of the Audit Committee) (retired on 28 August 2020) replaced by Mr. Jeff Ho Chi Kin (appointed from 28 August 2020), Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

10. 核數師酬金

安永會計師事務所辭任後，董事會委任羅申美會計師事務所為本公司及若干其附屬公司之外聘核數師(任期從2020年4月16日起直至本公司2020年股東週年大會結束為止)，以填補有關臨時空缺。羅申美會計師事務所於2020年的股東週年大會上續聘為本公司及其若干附屬公司的外聘核數師。年內，本公司就羅申美會計師事務所提供之核數服務向其支付或應付港幣1,754,000元。

本集團亦於海外委聘其他核數師提供核數及不同服務，所支付費用合共港幣188,000元。

11. 董事委員會

為協助董事會履行職務，在董事會以下設有四個董事委員會。各委員會有既定的職責及職權範圍，委員會成員獲授權可就各委員會職權範圍內的事項作出決策。

於董事委員會會議進行的所有事項均有記錄及記入會議記錄，該等記錄的副本亦會提供予董事會。董事委員會的完整會議記錄由公司秘書保存。會議記錄的草稿及最終版本會在委員會會議結束後的合理時間內(一般為14天)發送予所有委員會成員，供其評論及記錄。上述董事委員會的職權範圍於本公司網站www.stelux.com可供瀏覽。

(1) 審核委員會

審核委員會由三名獨立非行政董事胡春生先生(審核委員會主席)(於2020年8月28日退休)(由何致堅先生(於2020年8月28日獲委任)取代)、胡志文教授及鄺易行博士組成。

11. BOARD COMMITTEES (Continued)

(1) Audit Committee (Continued)

The terms of reference of the Committee are aligned with the recommendations set out in the Listing Rules and the code provisions set out in the Corporate Governance Code. The Committee provides advice and recommendations to the Board and oversees all matters relating to the external auditors, thus playing an important role in monitoring and safeguarding the independence of the external auditors.

The Committee met seven times during the financial year and up to the date of this Report (together with the external auditors, in two meetings) to discuss matters, including, the disposal of a property by way of transfer of shares in a subsidiary, the Group's audit service plan, the review of accounting standards (including HKFRS 16 Leases principles and practices adopted by the Group and other financial reporting matters; to ensure the completeness, accuracy and fairness of the financial statements of the Company; to discuss the effectiveness of the systems of internal control throughout the Group including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget, ESG related issues and risks on the Group's businesses (if any); to review all significant business affairs managed by the executive directors in particular on continuing connected transactions and to review the Group's interim results for FY2020/21 and results for the year ended 31 March 2021 before they were presented to the Board for approval.

11. 董事委員會(續)

(1) 審核委員會(續)

委員會的職權範圍乃根據上市規則所載建議及企業管治守則所載守則條文而制定。委員會向董事會提供意見及建議，並監督與外聘核數師有關的所有事宜，因此，其在監察及保持外聘核數師獨立性方面扮演重要角色。

委員會於本財政年度及直至本報告日期舉行七次會議，兩次連同外聘核數師，會議討論之事項包括以轉讓於一間附屬公司的股份的方式出售一項物業、本集團之核數服務計劃、檢討本集團採納的會計準則(包括香港財務報告準則第16號租賃)原則及慣例以及其他財務報告事項；確保本公司財務報表的完整性、準確性及公平性；檢討本集團整體內部監控制度的成效，包括在本公司會計及財務匯報職能方面是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算、ESG相關事宜及有關本集團業務(如有)的風險；檢討行政董事負責的一切重要商業事務，特別是持續關聯交易；以及在呈報本集團2020/21財政年度中期業績及截至2021年3月31日止年度業績予董事會核准前，審閱該等業績。

11. BOARD COMMITTEES (Continued)

(1) Audit Committee (Continued)

Attendance of directors at the Audit Committee meetings held on:

1 April 2020

16 April 2020

22 April 2020

24 June 2020

24 November 2020

20 April 2021

22 June 2021

Mr. Wu Chun Sang

(retired on 28 August 2020)

Prof. Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

Mr. Jeff Ho Chi Kin

(appointed from 28 August 2020)

(2) Remuneration Committee

The Company's Remuneration Committee comprises of Professor Lawrence Wu Chi Man (Chairman of the Remuneration Committee), Mr. Wu Chun Sang (retired on 28 August 2020) replaced by Mr. Jeff Ho Chi Kin (appointed from 28 August 2020), and Dr. Agnes Kwong Yi Hang (all independent non-executive directors of the Company) and Mr. Joseph C.C. Wong (Group Chairman and CEO).

11. 董事委員會(續)

(1) 審核委員會(續)

董事於下列日期舉行的審核委員會會議的出席情況：

2020年4月1日

2020年4月16日

2020年4月22日

2020年6月24日

2020年11月24日

2021年4月20日

2021年6月22日

胡春生先生

(於2020年8月28日退任)

胡志文教授

鄺易行博士

何致堅先生

(於2020年8月28日獲委任)

(2) 薪酬委員會

本公司的薪酬委員會由胡志文教授(薪酬委員會主席)、胡春生先生(於2020年8月28日退任)(由何致堅先生(2020年8月28日獲委任)取代)及鄺易行博士(均為本公司獨立非行政董事)及黃創增先生(集團主席及行政總裁)組成。

11. BOARD COMMITTEES (Continued)

(2) Remuneration Committee (Continued)

Code Provision B.1.2 deals with the terms of reference of the Remuneration Committee. The Company has adopted the terms of reference under Code Provision B.1.2 except that the terms of reference do not include reviewing and determining the remuneration packages of senior management. The Company believes that the remuneration packages of senior management should be the responsibility of the executive directors as they are in a better position to appraise the performance of senior management. The Remuneration Committee determines with delegated responsibility the remuneration packages of its individual executive directors.

Due to the impact of COVID-19, the basic salaries of its executive directors were frozen in line with the Group's office staff in Hong Kong. In addition, as unpaid leave was implemented for certain levels of employees, Mr. Kwan also participated in the unpaid leave scheme. Mr. Wallace Kwan Chi Kin's annual target bonus base under the annual bonus scheme was reduced for FY2020/21 in line with other senior executives participating under the same executive bonus scheme.

Mr. Joseph C. C. Wong did not participate in the Group's executive bonus scheme for FY2020/21, and further waived his entitlement to his basic salary for part of FY2020/21 so as to align with the Group's adoption of unpaid leave.

11. 董事委員會(續)

(2) 薪酬委員會(續)

守則條文第B.1.2條載有有關薪酬委員會的職權範圍。本公司已採納守則條文第B.1.2條所載的職權範圍，惟不包括有關檢討及釐定高級管理人員薪酬待遇的部分。本公司認為行政董事較適合評估高級管理人員的表現，因此，釐定高級管理人員的薪酬待遇應由行政董事負責。薪酬委員會的職責為釐定其行政董事個人的報酬。

由於新型冠狀病毒疫情的影響，其行政董事的基本工資被凍結，與本集團香港辦事處員工一致。此外，由於對若干級別的員工實施無薪假期，關先生亦參加無薪假期計劃。於2020/21財政年度，關志堅先生在年度花紅計劃中的年度目標花紅基數被削減，與其他參與同一行政人員花紅計劃的高級行政人員一致。

黃創增先生並無參加本集團2020/21財政年度的行政人員花紅計劃，並進一步放棄其在2020/21財政年度部分時間的基本薪金權利，以配合本集團採用無薪假期的做法。

11. BOARD COMMITTEES (Continued)

(2) Remuneration Committee (Continued)

Attendance of directors at the Remuneration Committee held on:

22 April 2020

Mr. Joseph C. C. Wong
Prof. Lawrence Wu Chi Man
Mr. Wu Chun Sang
(retired on 28 August 2020)
Dr. Kwong Yi Hang

The circular resolutions resolved by the Remuneration Committee were comprised of:

Prof. Lawrence Wu Chi Man
Mr. Joseph C. C. Wong (abstaining with respect to his remuneration)

Mr. Wu Chun Sang
(retired on 28 August 2020)
Dr. Agnes Kwong Yi Hang
Mr. Jeff Ho Chi Kin
(appointed from 28 August 2020)

(3) Nomination Committee

The Nomination Committee comprises of Mr. Joseph C. C. Wong (Chairman of the Nomination Committee, Group Chairman and CEO) and three independent non-executive directors, namely, Mr. Wu Chun Sang (retired on 28 August 2020) replaced by Mr. Jeff Ho Chi Kin (appointed from 28 August 2020), Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

11. 董事委員會 (續)

(2) 薪酬委員會 (續)

董事於下列日期舉行的薪酬委員會的出席情況：

2020年4月22日

黃創增先生
胡志文教授
胡春生先生
(於2020年8月28日退任)
鄺易行博士

由下列人士組成的薪酬委員會已通過傳閱決議案：

胡志文教授
黃創增先生(黃先生就其薪酬的動議棄權)

胡春生先生
(於2020年8月28日退任)
鄺易行博士
何致堅先生
(於2020年8月28日獲委任)

(3) 提名委員會

提名委員會由黃創增先生(提名委員會主席、本集團主席及行政總裁)及三名獨立非行政董事胡春生先生(於2020年8月28日退任)(由何致堅先生(於2020年8月28日獲委任)取代)、胡志文教授及鄺易行博士組成。

11. BOARD COMMITTEES (Continued)

(3) Nomination Committee (Continued)

Code Provision A.5.3 deals with the terms of reference of a Nomination Committee. The Company has adopted the terms of reference under Code Provision A.5.3. During the financial year, and up to the date of this Report, the Committee met twice. The Committee considered the independence of its retiring independent non-executive director and confirmed having received from each of its independent non-executive directors an annual confirmation of his/her independence. Professor Lawrence Wu Chi Man and Mr. Wallace Kwan Chi Kin are due to retire at the forthcoming AGM. Mr. Kwan being eligible has put forward himself for re-election. Having served for more than 15 years, Professor Wu has decided not to put himself forward for re-election. In the nomination process for a new independent non-executive director to take the place of Professor Wu, the Committee has received and assessed the CVs of several prospective candidates. The Committee proposes the most appropriate individual with the right balance of skills, experience, and industry background for the position based on the Company's board diversity policies and nomination processes for appointment or election/re-election of directors. The Committee selected a candidate with prior banking experience and who is currently CEO of a retail Food and Beverage business with operations in several regions, including Mainland China.

Attendance of directors at the Nomination Committee meetings held on:

18 June 2020

24 June 2021

Mr. Joseph C. C. Wong

Prof. Lawrence Wu Chi Man

Mr. Wu Chun Sang

(retired on 28 August 2020)

Dr. Agnes Kwong Yi Hang

Mr. Jeff Ho Chi Kin

(appointed from 28 August 2020)

11. 董事委員會(續)

(3) 提名委員會(續)

守則條文第A.5.3條載有有關提名委員會的職權範圍。本公司已採納守則條文第A.5.3條所載的職權範圍。於本財政年度及截至本報告日期，委員會曾舉行兩次會議。委員會考慮退任的獨立非行政董事的獨立性，並確認已收到各獨立非行政董事的年度獨立性確認函。胡志文教授及關志堅先生將於應屆股東週年大會上退任。關先生符合資格並願膺選連任。於服務超過15年後，胡教授已決定不願膺選連任。於提名新獨立非行政董事以接替胡教授的提名過程中，委員會收到並評估數名具潛質的候選人的簡歷。委員會建議根據本公司董事會成員多元化政策以及委任或選舉／重選董事的提名程序提名具有勝任該職位的技能、經驗及行業背景的合適人選。委員會選舉一位具有銀行工作經驗的候選人，該候選人目前為一家在多個地區(包括中國內地)開展業務的零售食品及飲料企業的行政總裁。

董事於下列日期舉行的提名委員會會議的出席情況：

2020年6月18日

2021年6月24日

黃創增先生

胡志文教授

胡春生先生

(於2020年8月28日退任)

鄺易行博士

何致堅先生

(於2020年8月28日獲委任)

11. BOARD COMMITTEES (Continued)

(4) Corporate Governance Committee

Stelux recognises that adopting proper systems, running our businesses within a strong legal framework of rules and procedures, underpinned by sound business ethics are essential to safeguarding the performance of the Group and our shareholders' interests in a sustainable manner. The Corporate Governance Committee comprises Mr. Wallace Kwan Chi Kin (Chairman of the Corporate Governance Committee and Chief Financial Officer) and three independent non-executive directors, namely, Mr. Wu Chun Sang (retired on 28 August 2020) replaced by Mr. Jeff Ho Chi Kin (appointed from 28 August 2020), Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

Code Provision D.3.1 deals with the terms of reference of a corporate governance committee. The Company has adopted the terms of reference under Code Provision D.3.1. The Corporate Governance Committee held a meeting to review the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report. Since the implementation of the statutory disclosure regime for inside information under the Securities and Futures (Amendment) Ordinance 2012 on 1 January 2013, systems are in place on reporting and dissemination of inside information.

11. 董事委員會(續)

(4) 企業管治委員會

寶光認為以良好的商業道德為本，採用合適的體制，按由規則及程序構成的健全法律框架下經營業務，乃保障本集團財務表現及以可持續的方式保障股東權益的基礎。企業管治委員會由關志堅先生(企業管治委員會主席及首席財務總裁)及三名獨立非行政董事胡春生先生(於2020年8月28日退任)(由何致堅先生(於2020年8月28日獲委任)取代)、胡志文教授及鄺易行博士組成。

守則條文第D.3.1條載有有關企業管治委員會的職權範圍。本公司已採納守則條文第D.3.1條所載的職權範圍。企業管治委員會舉行一次會議檢討本公司對守則條文的遵守及於企業管治報告內的披露情況。自2012年證券及期貨(修訂)條例下的內幕消息法定披露政策於2013年1月1日起生效，本公司已制定申報及發放內幕消息的體制。

11. BOARD COMMITTEES (Continued)

(4) Corporate Governance Committee (Continued)

Attendance of directors at the Corporate Governance Committee Meeting held on:

20 April 2021

Mr. Wallace Kwan Chi Kin

Mr. Wu Chun Sang

(retired on 28 August 2020)

Prof. Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

Mr. Jeff Ho Chi Kin

(appointed from 28 August 2020)

12. RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it has overall responsibility for ensuring that the Group establishes and maintains appropriate risk management and internal control systems and for reviewing their effectiveness. The Group's risk management and internal control systems are designed to manage and minimise risk of failures in the Group's operational systems, and to achieve our objectives. Such systems can only provide reasonable but not absolute assurance against material misstatement or loss.

During the year, the Group has complied with all the code provisions on risk management and internal control under the Corporate Governance Code.

The main features of the Group's Risk Management and Internal Control Systems, include:

(1) Risk Management

The Group's risk management process is a four-step process involving identifying, assessing, responding to and monitoring risks which could affect the Group from achieving its strategic or business objectives.

11. 董事委員會 (續)

(4) 企業管治委員會 (續)

董事於下列日期舉行的企業管治委員會會議的出席情況：

2021年4月20日

關志堅先生

胡春生先生

(於2020年8月28日退任)

胡志文教授

鄺易行博士

何致堅先生

(於2020年8月28日獲委任)

12. 風險管理及內部監控

董事會知悉其有責任確保本集團制定及維持適當的風險管理及內部監控系統以及審查有關系統之效用。本集團風險管理及內部監控系統用於管理及減低本集團營運系統的失效風險，從而達致本集團之目標。該等系統只可就重大錯誤陳述或損失提供合理而非絕對之保證。

年內，本集團已符合企業管治守則項下風險管理及內部監控的所有守則條文。

本集團的風險管理及內部監控系統的主要特點包括：

(1) 風險管理

本集團的風險管理程序有四個步驟，包括識別、評估、回應及監察可能對本集團達致策略或業務目標造成影響的風險。

12. RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

(1) Risk Management (Continued)

In order to ensure the risk management process is executed effectively and as an integral part of our business, the Board has established the following risk management and reporting framework which specifies the responsible parties and their roles and responsibilities for managing risks of the Group.

The Board

- oversees management in the design, implementation and monitoring of the risk management and internal control systems
- evaluate and determine the Group's key risks which would significantly affect it achieving strategic or business objectives
- review the Group's key risks and mitigation actions and ensure the effectiveness of risk management and internal control systems

Audit Committee

- oversees design and operating effectiveness of the Group's underlying risk management process and internal control systems
- review effectiveness of the Group's risk management and internal controls with support from the Internal Audit Function and reporting to the Board

Risk Steering Committee

- members comprised of key executives of the Group
- assess and determine the Group's key risks and ensure appropriate mitigation actions/controls are in place
- track progress of mitigation actions/controls over identified key risks and report to Audit Committee
- provide confirmation to the Board on the effectiveness of the Group's risk management and internal control systems annually

12. 風險管理及內部監控(續)

(1) 風險管理(續)

為確保風險管理程序可有效執行並作為本集團業務之整合部分，董事會已設立以下風險管理及報告框架，訂明各負責部門及其就管理本集團風險的職責及責任。

董事會

- 監督管理層對風險管理及內部監控系統之制定、實施及監察
- 評估及判斷可能對本集團達成策略或業務目標造成重大影響的主要風險
- 審閱本集團的主要風險及減低風險之措施，以及確保風險管理及內部監控系統之有效性

審核委員會

- 監測本集團相關風險管理程序及內部監控系統之制定及操作效用
- 在內部審計部的協助下審閱本集團的風險管理及內部監控的有效性，並向董事會報告

風險督導委員會

- 成員包括本集團的主要執行人員
- 評估及判斷本集團的主要風險，並確保實施適當減低風險的措施／監控
- 跟進已識別主要風險之緩減措施／監控，並向審核委員會報告
- 每年向董事會確認本集團的風險管理及內部監控系統的有效性

12. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(1) Risk Management (Continued)

**Business Units and Functional Support
Management**

- management meets periodically to identify new and review existing risks
- design, implement and monitor mitigation actions and internal control activities in their day-to-day operations
- ensure risk management process and mitigation actions and internal controls follow guidelines or recommendations provided by the Risk Committee and Internal Audit Function

Internal Audit Function

- carry out analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems
- support the Audit Committee in reviewing the effectiveness of the Group's risk management and internal control systems

(2) Internal Control

Internal control is a process for the Board and management to assure achievement of the Group's objectives in operational effectiveness and efficiency, reliable financial reporting, and compliance with laws, regulations and our internal policies.

The Group has the following major internal controls in place:

- Policies and SOPs are in place set to govern staff in shop operations, integrity of trading practices, compliance on handling personal data of customers, acquisition and disposal of capital assets, financial reporting, etc.
- Authorisation and approval matrix are set based on nature and type of transactions.

12. 風險管理及內部監控(續)

(1) 風險管理(續)

業務單位及部門支援管理

- 管理層定期進行會議，以識別新風險及審閱現有風險
- 制定、實施及監測日常營運的減低風險措施及內部監控措施
- 確保風險委員會及內部審計部提供的風險管理程序及風險減低措施及內部監控指引或建議獲遵從

內部審計部

- 就本集團的風險管理及內部監控系統的合適性及有效性進行分析及獨立評估
- 支援審核委員會審閱本集團的風險管理及內部監控系統的有效性

(2) 內部監控

內部監控為董事會及管理層確保達致本集團有關營運有效性及效率、可靠財務匯報制度及遵守法律、法規及內部政策的程序。

本集團已實行下列主要內部監控措施：

- 落實政策及標準經營程序以監管營運店舖之員工、交易常規的完整性、處理客戶個人資料的合規性、資本資產的收購及出售、財務報告等。
- 根據不同交易性質及類型制定不同授權及批准的基礎。

12. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(2) Internal Control (Continued)

- Employees' Code of Conduct is available on the Company's intranet, Employee Handbooks and Operations Manuals. Employees are required to strictly follow the Code of Conduct to ensure the Group operates to the highest standards of business behaviour and ethics.
- Business plans and budgets of individual business units are prepared and regularly monitored by management.
- Regular management meetings are held to review business updates, cash positions and to monitor operating performance against budgets and relevant KPIs.
- Regular reviews on store portfolio.
- Information access to Accounting, Human Resources, CRM and other IT systems are restricted and managed on a need-to-know basis in order to protect data and ensure data integrity.
- Major or material connected transactions require pre-approval of independent non-executive directors and all continuing connected transactions are reviewed on an annual basis pursuant to the requirements of the Listing Rules.
- The Group has a "whistle-blowing" mechanism to allow staff to anonymously report any suspected fraud or employee's misconduct to the Head of Internal Audit who will refer the report to the Audit Committee and the Board for further investigation and/or actions.

12. 風險管理及內部監控(續)

(2) 內部監控(續)

- 操守守則載於本公司內聯網、僱員手冊及業務手冊之內。僱員需要嚴格遵守操守守則，確保本集團的營運符合業務行為及道德的最高標準。
- 管理層定期制定及監察個別業務單位的業務計劃及預算。
- 管理層定期舉行會議，參照有關各預算及相關關鍵績效指標，檢討業務的最新情況、現金狀況及經營表現。
- 定期審閱店舖組合。
- 限制並以「有需要知道」的原則管理有關會計、人力資源、CRM及其他電腦系統的資料，以保障資料及確保資料的完整性。
- 主要或重大關聯交易需要獨立非行政董事的事前批准，而所有持續關聯交易根據上市規則每年予以審閱。
- 本集團設有「舉報」機制，供員工向內部審計部主管匿名報告任何涉嫌欺詐或員工不當行為，而內部審計主管將向審核委員會及董事會報告，以作出進一步調查及／或行動。

12. RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

(2) Internal Control (Continued)

- The Company has a system which sets out the requirements and procedures for handling and disseminating inside information to the public. Any material information which comes to the knowledge of one or more officers should be promptly identified, assessed and escalated, where appropriate, to the attention of the Board.
- Our internal audit function conducts regular reviews and ad hoc engagements which cover risk assessment and monitoring, operational, financial and compliance (including ESG) aspects.

(3) Internal Audit

Under Code Provision C.2.5, an internal audit function should be in place. The key tasks of the Group's Internal Audit Function include:

- provides independent and objective assurance to the Audit Committee and the Board with respect to the Group's risk management and internal control systems;
- conduct independent audits on the Group's financial, operational and compliance controls and make recommendations on improving work flow efficiency and effectiveness;
- conduct special reviews on areas of concerns as identified by senior management or the Board;
- conduct investigations on business ethics, employee misconduct, fraud cases and other violations of the Group's policies practices and standards; and
- oversee the "whistle-blowing" mechanism.

The internal audit function also conducts audits on ESG related systems and practices implemented by the Group to monitor compliance and to minimise risks to our businesses.

12. 風險管理及內部監控(續)

(2) 內部監控(續)

- 本公司設有制度列明處理及向公眾傳播內幕資料的要求和程序。如一名或以上的高級人員知悉任何重要資料，則須即時查明、評估及向董事會提呈(如適用)有關資料。
- 內部審計部進行定期審閱及特設行動，包括風險評估及監測、營運、財務及合規(包括環境、社會及管治)等方面。

(3) 內部審計

根據守則條文第C.2.5條，須設立內部審計部。本集團內部審計部的主要職責包括：

- 就本集團的風險管理及內部監控系統向審核委員會及董事會提供獨立和客觀的保證；
- 就本集團的財務、經營及合規監控進行獨立審計，並就改善營運流程效率及效用提供建議；
- 就高級管理層或董事會成員識別的問題進行特別審閱；
- 調查有關業務道德、員工不當行為、欺詐個案、及其他違反本集團政策慣例及標準之事宜；及
- 監測「舉報」機制。

內部審核職能部門亦對本集團實施的ESG相關系統及慣例進行審核，以監控合規，並將我們的業務風險降至最低。

12. RISK MANAGEMENT AND INTERNAL CONTROL

(Continued)

(4) Annual Review by the Board

Under Code Provision C.2.1, the directors should at least annually conduct a review of the effectiveness of the Group's internal controls system reporting to the Company's shareholders in the Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions.

Under Code Provision C.2.2, the Board's annual review should, in particular, consider the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

The Board through the Audit Committee, reviews the overall effectiveness of the Group's risk management process and internal control systems annually. During the current financial year, the reviews covered the following:

- (i) any significant change in the nature and extent of significant risks and in the control environment of the Group;
- (ii) the significant control weaknesses (including financial, operational and compliance controls) as identified by the Internal Audit Function and the consideration of effectiveness over its recommendations on improving internal business environment;
- (iii) major investigation findings on internal control matters as presented by the Internal Audit function;
- (iv) the effectiveness of the Group's financial reporting and listing related compliance processes;

12. 風險管理及內部監控(續)

(4) 董事會之年度審閱

根據守則條文第C.2.1條，董事應最少每年對本集團內部監控制度的成效進行一次檢討，並在企業管治報告中向本公司股東匯報。有關檢討應涵蓋所有重要的監控方面，包括財務、營運及合規監控以及風險管理職能。

根據守則條文第C.2.2條，董事會的年度檢討應特別審視本集團會計及財務匯報職能是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算。

董事會透過審核委員會每年閱審本集團的風險管理程序及內部監控系統的整體成效。於本財政年度，審閱包括以下：

- (i) 重大風險的性質及程度以及本集團監控環境的任何重大改變；
- (ii) 內部審計部識別的重大監控缺陷(包括財務、營運及合規監控)，以及有關其就改善內部業務環境建議的效用性之考慮；
- (iii) 內部審計部就內部監控事宜的主要調查結果；
- (iv) 本集團財務報告及上市規則相關合規程序的有效性；

12. RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

(4) Annual Review by the Board (Continued)

- (v) the Group's risk management system, key risks and corresponding mitigation actions which were summarized by the Risk Steering Committee and the Internal Audit Function based upon discussion with senior management of different business units and functional supports; and
- (vi) the performance, staff qualification and experience, training and adequacy of the Group's accounting, financial reporting and internal audit functions.

The Board and the Audit Committee respectively, conducted an annual review of the Group's risk management and internal control systems for the year ended 31 March 2021 on 20 April 2021 and concluded that adequate and effective risk management and internal control systems of the Group are being maintained.

13. DIVIDEND POLICY

The Company's decision to pay dividends to its shareholders is based on a combination of factors including, the financial performance of the Group, its future developments and capital investments, its liquidity requirements for business operations and external market conditions, like the general operating environment.

14. INVESTOR RELATIONS

We welcome dialogue with existing and prospective investors as a way to promote a greater understanding of the Group's business model and the way we conduct our businesses.

There were no significant changes in the Group's constitutional documents in FY2020/21.

12. 風險管理及內部監控(續)

(4) 董事會之年度審閱(續)

- (v) 本集團由風險督導委員會及內部審計部根據與不同業務單位及部門支援的高級管理層之討論而概括的風險管理制度、主要風險及相應減低風險措施；及
- (vi) 本集團會計、財務匯報及內部審計部的表現、員工資歷及經驗、培訓及充足性。

董事會及審核委員會已分別對本集團截至2021年3月31日止年度的風險管理及內部監控系統於2021年4月20日進行年度檢討，並總結本集團有維持合適及有效的風險管理及內部監控系統。

13. 股息政策

本公司向其股東派付股息的決定基於多項因素，包括本集團的財務表現、其未來發展及資本投資、其業務營運的流動資金需求及外圍市況，如一般營運環境。

14. 投資者關係

我們歡迎與現有及潛在投資者進行對話，藉此促進對本集團的業務模式及開展業務方式的進一步了解。

於2020/21財政年度，本集團的章程文件並無重大變化。

15. SHAREHOLDERS RIGHTS

(1) How shareholders can convene an extraordinary general meeting

Shareholders may request to convene an extraordinary general meeting in accordance with section 74 of the Bermuda Companies Act 1981:

- i. The directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.
- ii. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more requisitionists.
- iii. If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

15. 股東權利

(1) 股東要求召開股東特別大會程序

股東可根據百慕達《1981年公司法》第74條要求召開股東特別大會：

- i. 任何公司董事，儘管公司細則有所規定，如收到公司股東呈請，於提出呈請之日持有不少於公司於提出呈請之日已繳股本十分之一並享有在公司股東大會的投票權，或如公司沒有股本，則公司股東代表於提出呈請之日持有不少於公司所有股東於股東大會上投票的總投票權的十分之一，則應立刻召開公司股東特別大會。
- ii. 呈請必須列明會議目的，由呈請人簽署及投寄至公司註冊辦事處，及可包括由多於一位呈請人簽署的同一格式的多份文件。
- iii. 如董事自遞交呈請後21天內仍未召開大會；該等呈請人，或代表多於全體呈請人一半的總投票權的任何呈請人，則可以自行召開大會，但任何大會皆不能在呈請日起超過三個月後召開。

15. SHAREHOLDERS RIGHTS (Continued)

(1) How shareholders can convene an extraordinary general meeting (Continued)

- iv. A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.
- v. Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such directors as were in default.

(2) Procedures by which enquiries may be put to the board and sufficient contact details to enable these enquiries to be properly directed

Shareholders may send their enquiries to the Board by addressing them to the Company Secretary in writing to:

the Company's principal office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; or (ii) by email to ir@stelux.com.

(3) Procedures and sufficient contact details for putting forward proposals at shareholders' meetings

Shareholders may, subject to (1) above, by way of request in writing request a shareholders' meeting to be convened for the purpose of considering a certain matter, addressing the request to the Company Secretary at:

the Company's principal office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong.

15. 股東權利(續)

(1) 股東要求召開股東特別大會程序(續)

- iv. 在此條例下由該等呈請人召開的大會須盡可能與由董事召開大會的形式一樣。
- v. 如因董事未能召開大會，任何由該等呈請人支付的合理費用，將由公司付回呈請人。已支付數額將從公司支付給該不履行責任董事的袍金或其他薪酬內扣除。

(2) 股東可向董事會提出查詢的程序，並提供足夠的聯絡資料以便有關查詢可獲恰當處理

股東可以書面方式透過公司秘書向董事會提出問題，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司主要辦事處；或(ii)電郵至ir@stelux.com。

(3) 在股東大會提出建議的程序及足夠的聯絡資料

在受限於上述第(1)條的情況下，股東可向公司秘書發出書面要求，要求召開股東大會以考慮若干事宜，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司主要辦事處。

16. COMMUNICATION WITH SHAREHOLDERS

The Company attaches great importance to communication with its shareholders and investors. To foster effective communications, the Company provides extensive information in its annual report, interim report and also publishes information relating to the Group and its businesses on its website: www.stelux.com.

The Company regards the AGM as a platform to provide an important opportunity for direct communications between the Board and the Company's shareholders. All directors and senior management will make an effort to attend. External auditors will also attend the AGM. However, due to COVID-19 restrictions, a hybrid AGM was held, with certain directors attending the AGM by virtual conferencing and physical attendance by staff and other services providers were kept to the minimum. The Chairman and CEO of the Company was not present and, the Chairman of the Nomination and Corporate Governance Committees were virtually present at the Company's AGM held in 2020 whilst the prospective independent non-executive director, Mr Jeff Ho Chi Kin attended the AGM in person. Shareholders are given at least 20 clear business days or 21 days' notice of the AGM (whichever is the longer). The Company supports the Corporate Governance Code principle to encourage shareholders' participation.

Shareholders may send any enquiries they have by addressing them to the Company Secretary in writing to:

(i) the Company's principal office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; or (ii) by email to ir@stelux.com.

17. CODE OF CONDUCT

To enhance the ethical standards of employees, the Company has an Employee Handbook, setting out the Group's requisite standards and an ethical code of conduct for all employees of the Group. Employees at all levels are expected to conduct themselves in an honest, diligent and responsible manner.

16. 與股東之間的溝通

本公司十分重視與其股東和投資者的溝通。為促進有效的溝通，本公司在年度報告、中期報告中詳盡公佈本集團的資料，亦透過其網站www.stelux.com發佈關於本集團及其業務的資料。

本公司視股東週年大會為董事會與本公司股東提供直接溝通的重要渠道。全體董事及高級管理人員會盡量抽空出席股東週年大會。外聘核數師亦會出席股東週年大會。然而，由於新型冠狀病毒疫情的限制，我們舉行了一個混合模式股東週年大會，部分董事以虛擬方式出席股東週年大會，而員工及其他服務供應商的實際出席率保持在最低水平。本公司的主席兼行政總裁並無出席，提名委員會及企業管治委員會的主席以虛擬方式出席本公司於2020年舉行的股東週年大會，而潛在的獨立非行政董事何致堅先生親身出席股東週年大會。本公司會於舉行股東週年大會前最少20個完整營業日或21日向股東發出會議通知(以時間較長者為準)。本公司堅守企業管治守則，鼓勵股東出席會議。

股東如有任何查詢，可以書面方式郵寄至：

(i) 本公司主要辦事處(地址為香港九龍新蒲崗太子道東698號寶光商業中心27樓)；或
(ii) 電郵至ir@stelux.com向公司秘書提交。

17. 操守守則

為提高僱員的操守標準，本公司設有員工手冊，為本集團全體員工列明本集團所要求的標準及操守守則條文。預期各階級員工均以忠誠、盡職及負責的態度行事。

18. CONCLUSION

The Company recognises that adopting good corporate governance principles and practices are important for the success of the Group and as such we will continue to strengthen and improve the standard and quality of the Group's corporate governance.

18. 總結

本公司認為採納良好的企業管治原則及慣例對本集團的成功至關重要，因此本公司將繼續加強及改善本集團企業管治的水平及質素。