

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 1. GENERAL INFORMATION

Stelux Holdings International Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda and the address of its principal place of business is 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are shown in Note 37 to the consolidated financial statements.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

#### 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRSs”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Companies Ordinance. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

During the year ended 31 March 2022, the Group incurred a net loss of approximately HK\$106.460 million and as of that date, the Group recorded net current liabilities of approximately HK\$185.051 million.

#### 1. 一般資料

寶光實業(國際)有限公司(「本公司」)為於百慕達註冊成立之有限公司，其註冊地址為Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda及其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。

本公司的股份於香港聯合交易所有限公司上市。

本公司的主要業務為投資控股，其主要附屬公司的業務載於綜合財務報表附註37。

除另有註明者外，本綜合財務報表乃以港幣計值。

#### 2. 編製基準

此等綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋。此等綜合財務報表亦符合聯交所證券上市規則之適用披露條文及《公司條例》的披露規定。本集團所採納的主要會計政策於下文披露。

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可供提早採納的新訂及經修訂香港財務報告準則。附註3提供於本會計期間及過往會計期間因初步應用與本集團相關之此等發展而產生之會計政策變動的資料，有關變動資料反映於此等綜合財務報表。

於截至2022年3月31日止年度，本集團錄得虧損淨額約HK\$106.460百萬，而於當日，本集團流動負債淨額約HK\$185.051百萬。

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#### 2. BASIS OF PREPARATION (Continued)

In preparing these consolidated financial statements, the directors of the Company have given careful consideration to the current and anticipated future liquidity of the Group and the ability of the Group to continue to attain profitable and positive cash flows from operations in the immediate and longer terms.

Included in current liabilities are bank borrowings of HK\$473.876 million which contain a repayment on demand clause. Based on the Group's credit history and historical relationship with the banks, the directors of the Company do not believe that it is probable that the banks will demand immediate repayment but rather such bank borrowings will be repaid in accordance with their scheduled repayment dates as disclosed in Note 6(a)(iv). Accordingly, principal and interest payments due within the next twelve months from the reporting date amounted to HK\$234.876 million.

In order to strengthen the Group's liquidity in the foreseeable future, the directors of the Company have taken measures such as closing down under-performing retail stores and implementing various cost control measures to reduce the costs of operations. The Group continues with the implementation of the aforementioned measures in order to achieve further improvement of the Group's liquidity in short term and long-term periods.

The directors of the Company have taken into account the cash requirements of the Group for the next twelve months commencing from the end of the reporting period. With unutilised banking facilities of approximately HK\$82.668 million as at 31 March 2022, other potential sources of funding, and continued adoption of the above measures, the directors have therefore concluded that the Group will have sufficient working capital to fully meet its financial obligations when they fall due. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

#### 2. 編製基準(續)

於編製該等綜合財務報表時，本公司董事已審慎考慮本集團之現有及預期未來流動資金，以及本集團即期及較長期業務持續達至盈利及正面現金流量之能力。

流動負債中包括HK\$473.876佰萬元的銀行貸款，當中包括按要求償還條款。根據本集團的信貸歷史及與銀行的長期關係，本公司董事並不認為銀行要求即時償還，反而根據附註6(a)(iv)內披露之預定的償還日期償還該等銀行貸款。因此，自報告日期起計未來十二個月內到期應付的本金及利息為HK\$234.876佰萬。

為增強本集團於可預見未來流動資金狀況，本公司董事已採取以下措施：關閉表現不佳的零售店舖；並制定各項成本控制措施，以縮緊經營成本。本集團將繼續實施上述措施，以進一步改善本集團短期及長期的流動性。

本公司董事已考慮本集團於報告期末起未來十二個月之現金需求。於2022年3月31日的未動用銀行融資約為HK\$82.668 佰萬元、其他潛在融資方式及繼續採取上述措施，董事已繼而得出結論，本集團將擁有充足營運資金以充分履行其到期之財務責任，因此，此綜合財務報表已按持續經營基準編製。

## NOTES TO THE FINANCIAL STATEMENTS

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#### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

##### (a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2021 for the preparation of the consolidated financial statements:

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

In addition, the Group has early applied the Amendments to HKFRS 16 COVID-19 Related Rent Concessions beyond 30 June 2021.

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

#### 3. 採納新訂及經修訂香港財務報告準則

##### (a) 應用新訂及經修訂香港財務報告準則

本集團於編製綜合財務報表時已首次採納以下由香港會計師公會頒佈的香港財務報告準則修訂本，有關修訂自2021年4月1日或之後開始的年度期間強制生效：

經修訂香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號－利率基準改革第二階段

此外，本集團已提早採納經修訂香港財務報告準則第16號，「2021年6月30日後關於新冠病毒疾病(COVID-19)相關租金減免」。

下文所述者外，於本年度採納香港財務報告準則修訂本對本集團於本年度及過往年度之財務狀況及表現及／或對該等綜合財務報表所載之披露事宜並無重大影響。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

*Amendment to HKFRS 16, COVID-19-Related Rent Concessions*

The Group previously applied the practical expedient in HKFRS 16 such that as lessee it was not required to assess whether rent concessions occurring as a direct consequence of the COVID-19 pandemic were lease modifications, if the eligibility conditions are met (see note 4(l)). One of these conditions requires the reduction in lease payments affect only payments originally due on or before a specified time limit. The 2021 amendment extends this time limit from 30 June 2021 to 30 June 2022.

The Group has early adopted the 2021 amendment in this financial year. With the extended time limit, the additional rent concessions received after 30 June 2021 have been accounted for as negative variable lease payments recognised in income statement in the period in which the event or condition that triggers those payments occurred (see Note 10). There is no impact on the opening balance of equity at 1 April 2021.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用新訂及經修訂香港財務報告準則 (續)

*經修訂香港財務報告準則第16號，新冠病毒疾病(COVID-19)相關租金減免*

本集團先前應用香港財務報告準則第16號中的可行權宜方法，故作為承租人，倘符合資格條件，則毋須評估因新冠病毒疾病疫情而直接導致的租金減免是否屬於租賃修訂(見附註4(l))。其中一項條件要求租賃付款的減少僅影響在指定時限內或之前到期的原訂付款。2021年修訂本將該時限由2021年6月30日延長至2022年6月30日。

本集團於本財政年度提早採納2021年修訂本。隨著時間限制的延長，於2021年6月30日後獲授的額外租金寬減乃按負值可變租賃付款入賬，並於引起該等獲授付款的事件或情況期間的收益表中確認(見附註10)。以上修訂對2021年4月1日之年初股權結餘並無影響。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective

Other than the amendments to HKFRS 16, COVID-19 Related Rent Concessions beyond 30 June 2021, the Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 April 2021. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

除經修訂香港財務報告準則第16號，於2021年6月30日後與新冠病毒疾病(COVID-19)相關的租金減免外，本集團並無提早應用於2021年4月1日開始之財政年度已頒佈但尚未生效的新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本公司相關的準則。

Effective for accounting periods  
beginning on or after  
於以下日期或之後  
開始的會計期間生效

Amendments to HKFRS 3	Reference to the Conceptual Framework	1 April 2022
經修訂香港財務報告準則第3號	概念框架的提述	2022年4月1日
Amendments to HKAS 16	Property, plant and equipment: proceeds before intended use	1 April 2022
經修訂香港會計準則第16號	物業、機器及設備：擬定用途前的所得款項	2022年4月1日
Amendments to HKAS 37	Onerous contracts – cost of fulfilling a contract	1 April 2022
經修訂香港會計準則第37號	虧損合約－履行合約之成本	2022年4月1日
Annual Improvements to HKFRSs 2018-2020 Cycle		1 April 2022
香港財務報告準則年度改進2018年至2020年之週期		2022年4月1日
Amendments to HKAS 1	Classification of liabilities as current or non-current	1 April 2023
經修訂香港會計準則第1號	流動或非流動負債分類	2023年4月1日

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective (Continued)

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則 (續)

Effective for accounting periods beginning on or after 於以下日期或之後開始的會計期間生效

Amendments to HKAS 1	Presentation of Financial Statements and HKFRS Practice Statement 2 Making Materiality Judgements – Disclosure of Accounting Policies	1 April 2023
經修訂香港會計準則第1號	財務報告的呈報和香港財務報告準則實務報表2作出重要性判斷—會計政策披露	2023年4月1日
Amendments to HKAS 8	Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates	1 April 2023
經修訂香港會計準則第8號	會計政策、會計估算變更及差錯—會計政策披露	2023年4月1日
Amendments to HKAS 12	Income Taxes – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	1 April 2023
經修訂香港會計準則第12號	所得稅—與單筆交易產生的資產和負債相關的遞延稅項	2023年4月1日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團現正對該等新訂及經修訂準則於初步應用期間預期出現的影響進行評估。目前已得出結論，採納該等準則對綜合財務報表產生重大影響的可能性極低。

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#### 4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. investment properties and certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

##### (a) Business Combination

The consolidated financial statements include the financial statements of the company and its subsidiaries made up to 31 March. Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

#### 4. 主要會計政策

本綜合財務報表乃按歷史成本常規法編製，除以下會計政策中另有說明之外(投資物業及部分金融工具按公平值計量)。

編製符合香港財務報告準則之綜合財務報表須採用若干重要會計估計，管理層亦須於應用本集團會計政策時作出判斷。附註5披露對涉及對本綜合財務報表重要的較高判斷力或複雜性的領域或假設和估計。

編制此綜合財務報表所採用的重要會計政策如下：

##### (a) 業務合併

綜合財務報表包括本公司及其附屬公司截至3月31日止的財務報表。附屬公司指本集團對其具有控制權的所有實體(包括結構性實體)。當本集團因為參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即控制該實體。在評估控制權時，本集團會考慮其潛在投票權以及其他各方持有的潛在投票權。僅於持有人能實際行使潛在投票權的情況下，方會考慮其權利。

附屬公司之賬目自控制權轉讓予本集團之日起全面綜合入賬，並自該控制權終止之日停止綜合計入賬目。



**4. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(a) Business Combination (Continued)**

The acquisition method of accounting is used to account for business combinations by the Group.

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

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

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

**4. 主要會計政策 (續)****(a) 業務合併 (續)**

本集團採用收購法為所有合併業務合併入賬。

集團內交易、結餘及未變現溢利均會予以對銷。除非該交易有證據顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已經於需要時作出變動，以確保與本集團所採納之政策貫徹一致。

非控股權益及附屬公司的權益在綜合收益表和綜合全面收益表，綜合權益變動表及資產負債表內呈列。

本集團視與非控制性權益進行而並無導致失去控制權之交易為與本集團權益擁有人的交易。控制性權益變動導致控股權益及非控股權益賬面值之間的調整，以反映其於附屬公司之相對權益。對非控制性權益之調整金額與已付或已收任何代價之間的任何差額在本公司擁有人應佔權益內的獨立儲備中確認。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Business Combination (Continued)

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

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

4. 主要會計政策(續)

(a) 業務合併(續)

本集團因失去控制權、共同控制權或重大影響力而就終止一項投資之綜合入賬或權益入賬時，於實體之任何保留權益重新計量至其公平值，有關賬面值變動在損益確認。就其後入賬列作聯營公司、合營企業或財務資產之保留權益，此公平值為初始賬面值。此外，先前於其他全面收益確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他全面收益確認之金額按適用香港財務報告準則之規定／許可條文重新分類至損益或轉撥至另一類股權。倘合營企業或聯營公司的控制性權益有所減少但仍保留共同控制權或重大影響力，則過往在其他全面收益確認的按比例應佔金額會在適當時重新分類至損益。

本集團採用收購法為所有合併業務合併入賬(包括收購部份權益或其他資產)。收購一間附屬公司之轉讓代價包括：

- 所轉讓資產的公平價值
- 對被收購方前擁有人所產生的負債
- 本集團所發行股本權益的公平值計算
- 因或然代價安排所產生的任何資產或負債的公平值；及
- 附屬公司任何先前的股權的公平價值

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (a) Business Combination (Continued)

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

Acquisition-related costs are expensed as incurred. The excess of the:

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

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the consolidated income statement.

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

## 4. 主要會計政策(續)

## (a) 業務合併(續)

在業務合併過程中所收購的可識別資產以及所承擔的負債及或然負債(除少數例外情況外)，均於收購當日按其公平值作初步計量。本集團確認所收購非控股權益實體按公平值或按非控股權益被收購實體的可識別資產淨值比例入賬。

收購相關成本於產生時支銷。超出：

- 所轉讓代價、
- 被收購方之任何非控股權益金額，及
- 任何先前於被收購方之股權於收購日期之公平價值高於所收購可辨認資產淨值之公平值時，其差額以商譽列賬。如轉讓代價、已確認非控股權益及先前持有之權益計量總額低於所收購附屬公司資產淨值之公平值，其差額將直接於收益表中確認。

或然代價分類為權益或金融負債。分類為金融負債的金額其後按公平值重新計量，並於綜合收益表確認公平值變動。

倘業務合併分階段達成，收購方以往持有之被收購方股權在列入收益表時乃按收購日期之公平值重新計量，因重新計量而產生的任何收益或虧損於綜合收益表內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Separate financial statements

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

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

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

The Company has appointed the executive directors as the chief operating decision makers to review the operating results of the Group on a consolidated basis, and makes strategic decisions.

(d) Foreign currency translation

(i) Functional and presentation currency

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

4. 主要會計政策(續)

(b) 獨立財務報表

於附屬公司的投資按成本扣除減值列賬。成本亦包括投資的直接應佔成本。本公司將附屬公司的業績根據已收及應收股息入賬。

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收益總額或倘該等投資於獨立財務報表內的賬面值超過投資對象資產淨值(包括商譽)於綜合財務報表內的賬面值，則於收到該等股息時須對該等投資進行減值測試。

(c) 分部報告

營運分部之報告方式，與向主要營運決策者提供內部報告之方式一致。

本公司已委任行政董事為首席經營決策者，其會按綜合基準審閱本集團的營運業績，並作出策略性決定。

(d) 外幣換算

(i) 功能及呈報貨幣

本集團旗下每個實體之財務報表所包括之項目，均以該實體之主要營運地區之貨幣計算，此為功能貨幣。本綜合財務報表乃以港幣呈報，港幣為本公司之功能及本集團之呈報貨幣。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Foreign currency translation (Continued)

###### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are generally recognised in the consolidated income statement. All foreign exchange gains and losses are presented in the consolidated income statement within “other gains, net”.

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

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation differences on assets and liabilities carried at fair values are reported as part of the fair value gain or loss. For example, translation differences on nonmonetary financial assets and liabilities such as equities held at fair value through profit or loss (“FVTPL”) are recognised in income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale financial assets/equity investments are recognised in other comprehensive income.

#### 4. 主要會計政策(續)

##### (d) 外幣換算(續)

###### (ii) 交易及結餘

外幣交易均按交易當日或項目重新估值採用估值日之現行匯率換算為功能貨幣。因上述交易結算及按結算日之匯率兌換以外幣計值之貨幣資產及負債而產生之匯兌損益，均於綜合收益表確認。所有匯兌損益均在綜合收益表「其他收益，淨額」內列示。

按歷史成本以外幣計量的非貨幣項目，使用初始交易日的匯率換算。

按公平值以外幣計量的非貨幣項目使用釐定公平值當日的匯率換算。有關按公平值列賬之資產及負債之換算差額均呈報為公平值收益或虧損的一部分。舉例而言，非貨幣性財務資產及負債(如按公平值透過損益列賬之證券)之換算差額在損益內確認為公平值收益或虧損的一部分，而非貨幣財務資產／股份投資(如分類為可供出售財務資產)的換算差額則在其他全面收益內確認。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (d) Foreign currency translation (Continued)

## (iii) Group companies

The results and balance sheet of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting currency translation differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to the consolidated income statement, as part of the gain or loss on sale.

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

## 4. 主要會計政策(續)

## (d) 外幣換算(續)

## (iii) 集團旗下公司

集團旗下所有功能貨幣與呈報貨幣不同之實體(全部均非高通漲經濟之貨幣)之業績及財務狀況，按以下方式換算為呈報貨幣：

- 各資產負債表所呈列資產及負債，按結算日之收市匯率換算；
- 各收益表之收入及支出，按平均匯率換算，惟此平均值並非交易當日現行匯率具累積效果之合理約數除外。在此情況下，收入及支出於交易日期換算；及
- 所有匯兌差額於其他全面收益表中確認。

於綜合入賬時，換算任何海外實體淨投資以及借款所產生之匯兌差額均在其他全面收益中確認。當出售海外業務或償還組成淨投資一部分的任何借款時，相關匯兌差額會於出售時重新分類至損益，作為收益或虧損的一部分。

收購一間海外實體所產生之商譽及公允值調整被視作海外實體之資產及負債，並按期末匯率換算。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Property, plant and equipment

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

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

Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold land	Shorter of remaining lease term or useful life
Buildings	Shorter of the unexpired lease term or 20 to 50 years
Equipment and leasehold improvements	3 to 10 years or over the lease term
Furniture and fixtures	3 to 15 years
Motor vehicles	5 years

No depreciation is provided on freehold land. Freehold land is stated at cost less accumulated impairment loss, if any. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

4. 主要會計政策(續)

(e) 物業、機器及設備

物業、機器及設備按歷史成本減累積折舊及累積減值虧損入賬。歷史成本包括直接歸屬於該收購項目的支出。

當與項目有關之未來經濟利益可能流入本集團，以及項目成本能可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產(視適用情況而定)。計入為獨立資產的已更換零件之賬面值於置換時被終止確認。所有其他維修及保養費用於產生財政期間於綜合收益表扣除。

其他資產之折舊以直線法於其估計可用年期內分配其成本至剩餘價值。所採用年率如下：

租賃土地	未屆滿租期或使用年限(以較短者為準)
樓宇	未屆滿租期或20至50年(以較短者為準)
設備及租賃權益改良	3至10年或租賃期
傢俬及裝修	3至15年
汽車	5年

永久業權之土地無須折舊。永久業權之土地以成本減累計減值虧損(如有)入賬。資產之剩餘價值及可用年期會於各結算日審閱及調整(如適用)。



## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (e) Property, plant and equipment (Continued)

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated income statement within "Other (losses)/gains, net". Valuations are performed to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously charged. An annual transfer from the revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the revaluation reserve realised in respect of previous valuations is transferred to retained earnings as a movement in reserves.

## 4. 主要會計政策(續)

## (e) 物業、機器及設備(續)

倘資產之賬面值超過其估計可收回金額，則其賬面值將即時撇減至可收回金額。

出售之損益按比較所得款項與賬面值釐定，並計入綜合收益表「其他(虧損)/收益，淨額」內。物業、機器及設備須進行估值以確保重估資產的公允價值與其賬面金額並無重大差異。其公允值變動按重估儲備之變動處理。以單一資產為基礎，如果該儲備的總金額不足以彌補赤字，超出赤字部分將計入損益表內。任何其後重估盈餘均按先前已計的赤字計入損益表。根據資產的重估賬面值折舊與根據資產初始成本的折舊之間的差額，每年從重估儲備轉移至保留盈利。在出售重估資產時，先前已變現的重估儲備的相關部分，作為儲備變動轉入保留盈利。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Investment properties

Investment properties principally leasehold land and buildings are held for long-term rental yields and are not occupied by the Group. Investment property is initially measured at fair value at the date of transfer from property, plant and equipment. Differences between the costs and fair values of the properties are recognised in revaluation reserve. Subsequently, they are carried at fair value. Changes in fair values are presented in consolidated income statement as part of other income.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy as disclosed in Note 4(e) up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy as disclosed in Note 4(e). For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the income statement.

4. 主要會計政策 (續)

(f) 投資物業

投資物業指本集團為獲得長期租金收益，但並不由本集團佔用而持有之物業。投資物業在由物業、機器及設備轉入日期按公平值在列賬。物業的成本與公平值之間的差額確認為重估儲備。隨後，其以公平價值呈示。公平價值之變動在綜合收益表中列示為其他收入的一部分。

由投資物業轉撥為自用物業之物業或存貨，用作日後會計處理之視作成本為其於更改用途當日之公平價值。倘本集團之自用物業轉為投資物業，則在用途變更當日之前，本集團根據附註4(e)所規定之政策將該物業入賬，直至更改用途之日於該日之物業賬面值與公平價值之任何差額根據附註4(e)所規定之重估政策入賬。對於從存貨轉為投資物業，於該日之物業公平價值與之賬面值之任何差額在損益表內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Intangible assets

(i) Goodwill

Goodwill is subsequently measured as disclosed in Note 4(j). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

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

(ii) Trademarks

Separately acquired trademarks are shown at historical cost. Trademarks have an indefinite useful life and are not amortised but tested annually for impairment.

(iii) Technical know-how

Technical know-how acquired in a business combination is recognised at fair value at the acquisition date. The technical know-how has a finite useful life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of 30 years.

4. 主要會計政策(續)

(g) 無形資產

(i) 商譽

商譽其後按附註4(j)所述計量。收購附屬公司之商譽計入無形資產。商譽不予攤銷，惟會每年進行減值測試，或倘出現事件或情況轉變顯示可能出現減值時，則更頻密地進行測試，且按成本減累計減值虧損列賬。出售實體之收益及虧損包括有關已售實體的商譽賬面值。

商譽就減值測試目的分配至現金產生單位。分配乃對該等預期將受惠於產生商譽的業務合併的現金產生單位或現金產生單位組別作出。該等單位或單位組別乃按就內部管理目的監察商譽的最低層級識別，即經營分部。

(ii) 商標

單獨購入的商標按歷史成本列賬。商標具有無限使用年期，且毋須攤銷，但須每年就減值進行測試。

(iii) 專業技術

在業務合併中取得的專業技術於收購日期按公平值確認。專業技術具有使用期限，並按成本減累計攤銷列賬。攤銷乃使用直線法按預期專業技術的三十年使用期計算。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated balance sheet when the Group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in income statement.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in income statement.

## 4. 主要會計政策(續)

## (h) 金融工具之確認及終止確認

金融資產及金融負債於本集團實體成為該工具合約條文之訂約方時，在綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債直接應佔之交易成本(以公允值計入損益表的金融資產和金融負債除外)於初步確認時加入金融資產公平值或從金融負債公平值扣除(倘適用)。於取得以公允值計入損益表的金融資產和金融負債直接應佔之交易成本立即計入當期損益。

僅當自資產收取現金流量之合約權利屆滿時，或本集團將金融資產及資產擁有權絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉讓亦未保留所有權的絕大部分風險及回報，並繼續控制已轉讓資產，本集團確認其於資產的保留權益及可能需支付的相關負債。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，則本集團繼續確認該金融資產並確認已收所取款項為有抵押借款。

本集團僅於其責任已獲解除、註銷或屆滿時方會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價的差額(包括任何非現金資產轉讓或所承擔的債項)於損益內確認。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (h) Recognition and derecognition of financial instruments (Continued)

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

## (i) Financial assets

The Group classifies its financial assets in two categories:

- financial assets at amortised cost; and
- financial assets designated at fair value through other comprehensive income (“FVTOCI”) with no recycling of cumulative gains and losses upon derecognition (equity instruments)

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

## 4. 主要會計政策(續)

## (h) 金融工具之確認及終止確認(續)

當本集團具有抵銷已確認金額之合法強制執行權，而有關方面擬按淨額基準結算或同時變現資產和結算負債時，金融資產與負債將會互相抵銷，並在綜合資產負債表報告其淨額。本集團亦已經訂立不符合抵銷準則之安排，惟仍然容許在若干情況下抵銷相關金額，如破產或終止合約。

## (i) 金融資產

本集團將其金融資產分為兩類：

- 按攤銷成本計量的金融資產；及
- 指定為按公允值計入其他綜合全面收益表且終止確認時累計損益不可轉回的金融資產(權益工具)。

所有通過常規方式買賣之金融資產買賣於交易日確認及終止確認。常規買賣指須在市場規則或慣例訂定的時間內交收資產之金融資產買賣。所有已確認金融資產整體以攤銷成本或公平值計量，視乎金融資產的類別而定。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (h) Recognition and derecognition of financial instruments (Continued)

## (i) Financial assets (Continued)

Financial assets at amortised cost

The Group classifies its financial assets at amortised cost only if both of the following criteria are met:

- the financial asset is held within a business model with the objective of collecting the contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

The Group's financial assets at amortised cost includes trade and other receivables, deposit and bank balances.

Financial assets designated at FVTOCI (Equity investment)

The Group makes an election to designate its equity investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained profits. It is not recycled through income statement. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in income statement as other income.

## 4. 主要會計政策(續)

## (h) 金融工具之確認及終止確認(續)

## (i) 金融資產(續)

按攤銷成本計量的金融資產

在同時滿足以下兩個條件時，本集團按攤銷成本對金融資產進行分類：

- 金融資產是以收取合同現金流量為目標的業務模式而持有的；及
- 合同條款在特定日期產生的現金流量僅包括本金和未償還本金利息的支付。

本集團按攤銷成本計量的金融資產包括貿易及其他應收賬款、按金以銀行存款結餘。

指定為按公允值計入其他綜合全面收益表的金融資產(權益工具)。

本集團於初次確認投資時選擇指定將投資以公允值計入其他全面收益(不可轉回)計量，此後公允值之變動則於其他全面收益中確認。該等選擇以個別工具的基礎上作出，但該投資需符合發行人對權益之定義，方可作出該選擇。倘已作出選擇，於其他全面收益中所累計之金額便保留於公允值儲備(不可轉回)中，直至出售該投資為止。於出售時，該公允值儲備(不可轉回)中之累計金額將轉撥至保留溢利，而不會轉回計入損益。權益證券投資之股息，不論分類為以公允值計入損益，或以公允值計入其他全面收益，均於損益中確認為其他收入。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (h) Recognition and derecognition of financial instruments (Continued)

## (ii) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

## Loans and borrowings

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

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

## 4. 主要會計政策 (續)

## (h) 金融工具之確認及終止確認 (續)

## (ii) 金融負債及權益工具

根據香港財務報告準則，金融負債及權益工具乃根據該金融負債及權益工具所訂立合約安排性質及金融負債及權益工具之定義而進行分類。權益工具指證明於扣除本集團之所有負債後其資產中餘下權益之任何合約。具體金融負債及權益工具採用的會計政策載列如下：

## 借貸及貸款

初次確認後，計息借貸及貸款其後採用實質利率法按攤銷成本計量，除非折現影響不大，在該情況下則按成本列賬。於負債不再確認時以及透過實質利率法計量之攤銷過程之收益及虧損於損益賬確認。

攤銷成本之計算包括收購產生之任何折價或溢價以及屬於實質利率組成部分之費用或成本。按實質利率法計量之攤銷包括在損益賬之財務費用內。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. The Group must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of the asset's previous carrying amount and fair value less costs to sell.

(j) Impairment of non-financial assets

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

4. 主要會計政策(續)

(i) 持作出售之非流動資產

倘非流動資產的賬面值主要透過銷售交易而非透過持續使用而進行回收，則分類為持作出售。本條件僅於出售機會相當高及資產可於現況下即時出售方算符合。本集團必須致力促成出售事項，預期自分類日期起計一年內完成出售始符合確認資格。

列作持作出售的非流動資產，乃按資產過往賬面值及公平值減銷售成本的較低者計量。

(j) 非財務資產減值

沒有確定可使用年期之商譽及無形資產毋須攤銷，但每年或於發生事件或情況改變顯示其或已減值時則更頻密地就減值進行測試。當有事件出現或情況改變顯示賬面值可能無法收回時會測試其他非財務資產是否有減值。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額以資產之公允值扣除銷售成本及使用價值兩者之較高者為準。為評估減值，資產將按獨立可識別現金流入之最低層次組合，即與其他資產或資產組合之現金流入大致獨立者(現金產生單位)。非財務資產(除商譽外)若已減值，則須在各報告期間期末評估資產有否減值轉撥之可能性。



## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (k) Impairment of financial assets

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

*General approach*

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

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

## 4. 主要會計政策(續)

## (k) 金融資產減值

本集團就所有並非按公平價值計入損益持有之債務工具確認預期信貸虧損撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取並按原有實際利率的相若利率貼現的所有現金流量之間的差額計算。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級所得的現金流量。

*一般方法*

預期信貸虧損於兩個階段確認。就初次確認後並無顯著增加的信貸風險，預期信貸虧損就可能於未來12個月內(12個月的預期信貸虧損)發生就違約事件而產生的信貸虧損計提撥備。就初次確認後顯著增加的信貸風險，須於信貸虧損風險剩餘年內計提虧損撥備，不論違約時間(全期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險是否自初次確認後大幅提高。於作出該評估時，本集團將於報告日期金融工具產生的違約風險與於初次確認時金融工具產生的違約風險進行比較，並考慮在無須付出不必要成本或努力而可獲得合理及可靠資料，包括過往及前瞻性資料。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Impairment of financial assets (Continued)

General approach (Continued)

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

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

Stage 1: Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs.

Stage 2: Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECL.

Stage 3: Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

4. 主要會計政策 (續)

(k) 金融資產減值 (續)

一般方法 (續)

本集團將合約付款逾期90日的財務資產視作違約。然而，於若干情況下，當內部或外部資料顯示本集團不可能在本集團採取任何信貸提升安排前悉數收回未償還合約金額時，本集團亦可能認為該財務資產違約。倘無法合理預期收回合約現金流量，則撇銷財務資產。

按攤銷成本入賬之財務資產根據一般方法減值及除應收賬款使用下文詳述的簡化法外，其在以下階段分類用於預期信貸虧損計量。

第一階段：信貸風險自初次確認後並無大幅增加的金融工具，其虧損撥備按等於12個月預期信貸虧損的金額計量。

第二階段：信貸風險自初次確認後大幅增加但並無出現財務資產信貸減值的金融工具，其虧損撥備按等於全期預期信貸虧損的金額計量。

第三階段：於報告日期已出現信貸減值的財務資產（但在購買或產生之時並無信貸減值），其虧損撥備按等於全期預期信貸虧損的金額計量。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Impairment of financial assets (Continued)

*Simplified approach*

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

For trade receivables that contain a significant financing component, if any, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

(l) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

4. 主要會計政策(續)

(k) 金融資產減值(續)

*簡化方法*

就不包含重大融資組成部分的應收賬款或當本集團使用不調整重大融資組成部分影響的可行權宜方法時，本集團計算預期信貸虧損時應用簡化法。根據簡化法，本集團並無追蹤信貸風險的變化，但於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據過往信貸虧損經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

對於包含重大融資成分及應收租賃款項的應收賬款(如有)，本集團選擇採用簡化方法計算上述預期信貸虧損之會計政策。

(l) 租賃

訂立一份合約時，本集團評估合約是否或包含租賃。倘合約轉移一段時期內控制已識別資產的使用以換取代價，則合約屬或包含租賃。如顧客有權控制已識別資產的使用並從該使用中獲得近乎所有的經濟利益時，即有控制權。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (l) Leases (Continued)

## (i) The Group as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to income statement in the accounting period in which they are incurred.

## 4. 主要會計政策 (續)

## (l) 租賃 (續)

## (i) 本集團作為承租人

倘合約包含租賃部分及非租賃部分，則本集團選擇不區分非租賃部分，並就所有租賃將各租賃部分及任何相關的非租賃部分入賬列為單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或以下的短期租賃及低價值資產租賃除外，就本集團而言主要為電腦及辦公傢俱。倘本集團就低價值資產訂立租賃，則本集團決定是否按個別租賃基準將有關租賃資本化。與該等並無資本化的租賃相關的租賃付款於租期內按系統基準確認為開支。

倘有關租賃被資本化，則有關租賃負債於租期內按應付租賃付款現值初步確認，並使用租賃內含利率或(如該利率無法輕易釐定)使用相關增量借款利率貼現。初步確認後，租賃負債按攤銷成本計量，利息開支則使用實際利率法計算。計量租賃負債時並不計及不會依賴指數或利率的可變租賃付款，故有關付款在產生的會計期間於損益中扣除。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (l) Leases (Continued)

## (i) The Group as a lessee (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred.

Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for the right-of-use assets that meet the definition of investment property are carried at fair value.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

## 4. 主要會計政策 (續)

## (l) 租賃 (續)

## (i) 本集團作為承租人 (續)

租賃資本化時確認的使用權資產初步按成本計量，其中包括租賃負債的初步金額加於開始日期或之前作出的任何租賃付款及任何已產生初步直接成本。

倘適用，使用權資產成本亦包括就拆除並移除相關資產或修復相關資產或其所在地盤產生的估計成本，並將其貼現至現值(扣除任何已收租賃優惠)。使用權資產其後按成本減累計折舊及減值虧損列賬，符合按公平值計量的投資物業定義的使用權資產除外。

本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產以直線法於其估計使用年期及租賃期(以較短者為準)內計提折舊。

已付的可退款租賃按金根據香港財務報告準則第9號列賬，初步按公平值計量。初步確認的公平值調整被視為額外租賃付款及計入使用權資產成本。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (l) Leases (Continued)

## (i) The Group as a lessee (Continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in income statement if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment properties and lease liabilities separately in the consolidated balance sheet.

## (ii) The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

## 4. 主要會計政策 (續)

## (l) 租賃 (續)

## (i) 本集團作為承租人 (續)

倘指數或利率變動導致未來租賃付款變動，或本公司所估計根據餘值擔保預期應付的金額變動，或因重新評估本集團將是否合理確定行使購買、續期或終止選擇權而導致變動，則租賃負債予以重新計量。倘以此方式重新計量租賃負債，則會相應調整使用權資產賬面值，或倘使用權資產賬面值減至零，則將有關調整計入損益。

本集團將不符合投資物業定義的使用權資產及租賃負債單獨呈列於綜合資產負債表內。

## (ii) 本集團作為出租人

倘本集團作為出租人，其於租賃開始時釐定一項租賃為融資租賃或經營租賃。倘租賃轉移相關資產的所有權附帶的絕大部分風險及報酬，該租賃應分類為融資租賃。倘不屬於該情況，該租賃被分類為經營租賃。



## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (m) Inventories

Raw materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials and subcontracting fee. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provision for inventories are recognised in the consolidated income statement within "other operating expenses".

## (n) Cash and cash equivalents

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

## (o) Share capital

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

## 4. 主要會計政策(續)

## (m) 存貨

原材料、在製品及製成品按成本與可變現淨值之較低者列賬。成本包括直接材料及直接勞工。成本按加權平均成本獲分配至個別存貨項目。已購買存貨成本於扣除回扣及折扣後釐定。可變現淨值為日常業務過程中的估計售價，減去估計完成成本及進行銷售所需的估計成本。存貨撥備於綜合收益表內「其他營運支出」內確認。

## (n) 現金及現金等值物

現金及現金等值物包括手頭現金、隨時可用於提取之金融機構存款、其他短期、高流通性投資(原到期日為三個月或以下，可即時轉換為已知現金金額且面臨的價值變動風險並不重大)以及銀行透支。銀行透支在綜合資產負債表內流動負債中的借款內列示。現金及現金等值物屬需作預期信貸虧損評估。

## (o) 股本

普通股被列為權益。直接歸屬於發行新股或認股權之新增成本在權益中列為所得款項之減少(扣除稅項)。



## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (p) Provisions

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

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

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

The Group provides for warranties in relation to the sale of watch products for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

## 4. 主要會計政策(續)

## (p) 撥備

當集團因已發生的事件須承擔現有的法律性或推定性的責任，而解除責任時有可能消耗資源，且責任金額能夠可靠地作出估算，則需確認撥備。未來經營虧損不會被確認為撥備。

如有多項類似義務，則履行時要求資源流出的可能性應通過總體考慮該類義務來確定。即使就該類義務中某個項目而言，資源流出的可能性很低，仍須確認撥備。

撥備乃按預期需用作清償責任開支以稅前比率計算之現值計量，其反映當時市場對貨幣之時間值及該責任之特定風險之評估。因時間之流逝而增加之撥備確認為利息開支。

本集團在保修期內提供手錶產品售後一般維修。本集團就若干產品授出此等保證條款乃根據銷售量及過往維修及退貨水平的經驗確認，並酌情貼現至其現值。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

(r) Related parties

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

- (a) A person or a close member of that person's family is related to the Group if that person:
  - (i) has control or joint control of the Group;
  - (ii) has significant influence over the Group;  
or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

Or

4. 主要會計政策(續)

(q) 合約負債

合約負債指就本集團已向客戶收取代價(或代價款項已到期)而須向客戶轉讓貨品或服務的責任。倘客戶於本集團將貨品或服務轉讓予客戶前支付代價，合約負債則於作出付款或該款項到期時(以較早者為準)確認。合約負債於本集團履行合約時確認為收益。

(r) 關聯人士

若個人在下列情況下，將視為與本集團有關聯：

- (a) 該人士或該人士之近親與本集團有關係；
  - (i) 對本集團擁有控制權或共同控制權；
  - (ii) 對本集團擁有重大影響力；或
  - (iii) 為本集團或本集團母公司之主要管理層成員；

或

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) both entities are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan and the sponsoring employers of the postemployment benefit plan;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

#### 4. 主要會計政策(續)

##### (r) 關聯人士(續)

- (b) 實體若符合下列情況之一，則與本集團有關聯：
- (i) 該實體及本集團為同一集團之成員公司(意指母公司、子公司及兄弟公司間彼此具有關聯)；
  - (ii) 一實體為另一實體之關聯企業或合資(或為某集團中某成員之關聯企業或合資，而另一實體亦為該集團之成員)；
  - (iii) 兩實體均為相同第三方之合資；
  - (iv) 一實體為一第三者之合營公司，且另一實體為該第三者之聯營公司；
  - (v) 該實體為本集團或與本集團有關聯的實體的僱員而設的受僱後福利計劃；倘本集團自身為該計劃，主辦的僱主亦與本集團有關聯；
  - (vi) 該實體受(a)所識別人士控制或共同控制；
  - (vii) 於(a)(i)所識別之人士對該實體有重大影響力，或為該實體(或該實體之母公司)之主要管理層成員；及
  - (viii) 該實體或其所屬集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Revenue recognition

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

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

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

4. 主要會計政策(續)

(s) 收入確認

來自客戶合約之收益乃於貨品或服務按反映本集團預期就轉讓貨品或服務而有權獲得的代價金額轉予客戶時確認。

當合約中的代價包含可變金額時，代價金額於本集團就轉讓貨品或服務至客戶而有權獲得交換時估計。可變代價在合約開始時估計並受約束，直至可變代價的相關不確定因素得到解決時，確認的累計收益金額不大可能出現重大收益回撥。

倘合約中包含為客戶提供超過一年的重大融資利益(撥付轉讓貨品或服務至客戶)的融資部分，則收益按應收金額的現值計量，並使用本集團與客戶之間於合約開始時的單獨融資交易中反映的貼現率貼現。倘合約中包含為本集團提供一年以上重大融資利益的融資部分，合約項下確認的收益包括按實際利率法計算的合約負債所產生的利息開支。就客戶付款與轉讓承諾貨品或服務之期間為一年或者更短的合約，交易價格採用香港財務報告準則第15號的可行權宜方法，不會就重大融資部分的影響作出調整。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Revenue recognition (Continued)

(i) Sale of watch products

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

Some contracts for the sale of products provide customers with rights of return and volume rebates. The rights of return and volume rebates give rise to variable consideration.

- Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in HKFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

4. 主要會計政策 (續)

(s) 收入確認 (續)

(i) 銷售鐘錶

來自貨品銷售之收入於資產之控制權轉讓予客戶時(一般為交付貨品時)確認。

若干銷售合約給予客戶退貨權及批量折扣。其退貨權及批量折扣引致產生可變代價。

- 退貨權

就給予客戶於指定時間內可退回貨品之合約而言，使用預期價值法估計將不予退回之貨品，因該方法為預測本集團將享有之可變代價金額之最佳方法。採用香港財務報告準則第15號關於可變代價估計之規限，以釐定可計入交易價格之可變代價金額。就預期將予退回之貨品，確認退款負債，而並非收入。另就向客戶收回產品之權利確認退貨權資產(並對銷售成本作出相應調整)。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Revenue recognition (Continued)

(i) Sale of watch products (Continued)

• Volume rebates

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used that best predicts the amount of variable consideration. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognised.

The Group do not have expected future volume rebates and no refund liability is recognised as at 31 March 2022 and 31 March 2021.

(ii) Other income

Building management services income and shared services income are recognised when the services are rendered.

(iii) Rental income

Rental income is recognised on a time proportion basis over the lease terms.

(iv) Interest income

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

4. 主要會計政策(續)

(s) 收入確認(續)

(i) 銷售鐘錶(續)

• 批量折扣

本集團向若干客戶提供可追溯批量折扣，一旦彼等在此期間購買的產品數量超過合同規定的限值，其折扣可抵消應付賬款。本集團使用預期價值法估計將提供給客戶的折扣，因該方法為預測本集團將享有之可變代價金額之最佳方法。採用關於可變代價估計之規限，就預期提供之折扣，確認退款負債。

於2022年3月31日及2021年3月31日，本集團並無預期未來的批量折扣及無就其確認退款負債。

(ii) 其他收入

物業管理費收入及共享服務收入於有關服務提供後確認。

(iii) 租金收入

租金收入按租賃期時間比例基準確認。

(iv) 利息收入

利息收入採用實質利息法，按應計基準，以有關利率在有關金融工具之預計年期或較短期間(按適用情況)內準確折現估計未來現金收入至有關財務資產之賬面淨值確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Revenue recognition (Continued)

(v) Dividend income

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

(t) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(u) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in income statement because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

4. 主要會計政策(續)

(s) 收入確認(續)

(v) 股息收入

股息收入於股東收取股息權利確立時，與股息相關之經濟利益很可能流入本集團，而股息金額可以可靠地計量時確認。

(t) 貸款成本

可直接歸屬收購、建造或生產合資格資產之一般及特定貸款成本，於需要完成及準備資產作其擬定用途或銷售的期間內資本化。合資格資產為需要大量時間準備方可作擬定用途或銷售的資產。

在特定貸款撥作合資格資產支出前之暫時投資所賺取之投資收入，須自合資格資本化之貸款成本中扣除。

所有其他借貸成本於其發生期間的收益表內確認。

(u) 稅項

所得稅指即期稅項及遞延稅項之總和。

即期應付稅項乃根據本年度之應課稅溢利計算。應課稅溢利與於損益確認之溢利不同，乃由於其他年度之應課稅或可予扣稅之收入或開支項目，以及免稅或不可扣稅之項目所致。本集團有關即期稅項之負債乃採用於報告期末已實施或實質已實施之稅率計算。



## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (u) Taxation (Continued)

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint arrangements, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in income statement, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

## 4. 主要會計政策(續)

## (u) 稅項(續)

遞延稅項乃指在綜合財務報表內資產及負債之賬面值與計算應課稅溢利採用之相應稅基之差額。遞延稅項負債一般按所有應課稅暫時差額確認入賬，而遞延稅項資產則會在預期應課稅溢利可供作抵銷可予扣減暫時差額、未動用稅項虧損或未動用稅項抵免時確認入賬。倘暫時差額乃因商譽或首次確認一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中之其他資產及負債而產生，則不會確認有關資產及負債。

遞延稅項負債乃按於附屬公司、聯營公司或合營安排權益之投資而產生之應課稅暫時差額確認入賬，惟倘本集團可控制暫時差額之撥回，並預期該暫時差額將不會在可見將來撥回者除外。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並於預期將不可能有充裕之應課稅溢利以抵銷所有或部分資產時調減。

遞延稅項乃根據於報告期末已實施或實質實施之稅率，按預期在負債償還或資產變現期間適用之稅率計算。遞延稅項乃自損益中扣除或計入，惟倘遞延稅項與於其他全面收益或直接於權益確認之項目相關，則在此情況下亦會在其他全面收益或直接於權益內確認。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

## (u) Taxation (Continued)

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

## 4. 主要會計政策 (續)

## (u) 稅項 (續)

遞延稅項資產及負債之計量反映於報告期末本集團預期收回及結付其資產及負債賬面值之方式所產生之稅務影響。

就本集團確認使用公平價值方式計量之投資物業計量遞延稅項而言，除非對推定有反駁，否則假定該等物業賬面值是通過出售而收回的。當投資物業可折舊且以本集團的業務模式持有時，該推定被駁回。本集團的業務目標是隨著時間的推移體現該等物業的經濟利益，而不是通過出售該等物業來體現該等物業的經濟利益。如果推定被駁回，則該等投資物業的遞延稅項將根據有關如何收回物業的預期方式計量。

對於稅項扣減應歸屬於租賃負債的租賃交易，本集團對整項租賃交易應用香港會計準則第12號的規定。與使用權資產和租賃負債有關的暫時差額以淨額基準評估。對於租賃負債的本金部分，使用權資產之折舊額超過租賃付款之淨額產生可扣減暫時差額之淨額。

當可合法執行權利許可將即期稅項資產與即期稅項負債抵銷，並涉及與同一稅務機關徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可互相對銷。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Employee benefits

(i) Pension obligations

Group companies operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. The Group mainly has defined contribution plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(ii) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

4. 主要會計政策(續)

(v) 僱員福利

(i) 退休計劃責任

集團公司營辦不同的退休金計劃。該等計劃一般是通過向保險公司或由信託管理的退休金作出供款而撥付。本集團主要設有界定供款計劃。

界定供款計劃為本集團須向獨立實體支付固定供款之退休金計劃。倘基金之資產於本期間或過往期間並不足以向全體僱員支付所有與僱員服務有關之福利，則本集團概無任何法律或推定責任支付額外供款。

本集團按強制、合約或自願基準向公眾或私人管理之退休金計劃供款。本集團於支付供款後，再無其他付款責任。供款於到期時確認為僱員福利開支。預付供款確認為資產，惟以退回現金或可扣減日後付款金額為限。

(ii) 利潤分享及花紅計劃

本集團根據本公司股東應佔溢利經調整後的公式就花紅及利潤分享確認負債及支出。當負有合約上之責任或當以往慣例造成推定性責任時，本集團須確認撥備。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Employee benefits (Continued)

(iii) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

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

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

4. 主要會計政策(續)

(v) 僱員福利(續)

(iii) 僱員應有假期

僱員在年假及長期服務休假的權利在僱員應享有時確認。本集團為截至結算日止僱員已提供服務而產生的休假及長期服務假的估計負債作出撥備。

僱員的病假及產假於僱員正式休假前不作確認，於休假時確認。

(iv) 終止福利

終止福利於僱員在正常退休日前被本集團終止聘用或僱員接受自願離職以換取這些福利時支付。本集團按以下日期(以較早者為準)確認離職福利：(a) 於本集團不能取消提供該等福利時；及(b)實體確認任何屬香港會計準則第37號範疇內及涉及終止服務權益付款之有關重組成本當日。在提出要約以鼓勵自願離職的情況下，離職福利乃根據預期接受要約的僱員人數計量。在報告期末後超過十二個月到期支付的福利應貼現為現值。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate. Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

(x) Dividends distribution

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

(y) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. 主要會計政策(續)

(w) 政府補助

當能合理確定本集團將遵守補助的附帶條件並將收到政府的補助金時，則補助會予以確認。

與收入相關的政府補助將遞延並於損益內根據與獲補償之成本作相對性的期間確認。作為已承擔開支或虧損的補償或向本集團提供即時財務援助而可收取(並無日後相關成本)的政府補助，乃於其成為可收取的期間於損益內確認。

(x) 股息分派

在獲本公司股東或董事(倘合適)批准分派股息之期間內，分派予本公司股東之股息於本集團之綜合財務報表內確認為負債。

(y) 報告期後事項

為本集團於報告期末狀況提供額外資料之報告期後事項均屬於調整事項，並於綜合財務報表內反映。並非調整事項之報告期後事項如屬重大，則於綜合財務報表附註中披露。

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

### Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

#### (a) *Going concern basis*

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon future operational performance and the expected future operating cash inflows; and the continuous availability of banking facilities. Details are explained in Note 2.

#### (b) *Significant increase in credit risk*

The ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

#### (c) *Determining the lease term*

In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation.

## 5. 關鍵判斷及主要估計

### 應用會計政策之關鍵判斷

於應用會計政策過程中，董事已作出以下對綜合財務報表中所確認金額具有重大影響的判斷(在下文處理涉及估計的判斷除外)。

#### (a) *持續經營基準*

此等綜合財務報表乃按持續經營基準編製，其有效性取決於未來的經營業績和預期的未來經營現金流入；以及銀行融資的持續可用性。有關詳情於綜合財務報表附註2說明。

#### (b) *信貸風險顯著增加*

預期信貸虧損的計量方法是：第一階段資產的預期信貸虧損等於12個月的虧損撥備，第二階段或第三階段資產的預期信貸虧損按整個存續期預期信貸虧損的虧損撥備計量。自初始確認後，資產的信貸風險顯著增加，則資產進入第二階段。香港財務報告準則第9號並未界定何為信貸風險顯著增加。在評估資產的信貸風險是否顯著增加時，本集團考慮定性和定量的合理且可支持的前瞻性信息。

#### (c) *釐定租賃年期*

於開始日期釐定含有本集團可行使重續選擇權的租賃的租賃年期時，本集團評估行使重續選擇權的可能性，當中計及產生令本集團行使選擇權的經濟優惠的所有相關事實及情況，包括優惠條款、已進行租賃裝修及該相關資產對本集團營運的重要性。



## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

*(Continued)***Critical judgements in applying accounting policies***(Continued)**(c) Determining the lease term (Continued)*

Generally, periods covered by an extension option in other properties leases have not been included in the lease liability because the Group could replace the assets without significant cost or business disruption. See Note 29 for further information.

The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. During the year, no lease term has been reassessed.

**Key sources of estimation uncertainty**

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

*(a) Income taxes*

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. During the year, the income tax was charged to income statement disclosed in Note 15.

## 5. 關鍵判斷及主要估計 (續)

## 應用會計政策之關鍵判斷 (續)

*(c) 釐定租賃年期 (續)*

一般而言，因為本集團可替換有關資產而不產生重大成本或導致業務中斷，其他物業租賃中延長選擇權涵蓋的期間並無計入租賃負債。進一步資料請參閱附註29。

當出現本集團可控制範圍內的重大事件或重大變動，則重新評估租賃年期。於本財務年度，並無重新評估租賃年期。

## 估計不明朗因素之主要來源

很大可能導致下一個財政年度資產及負債賬面值須作出重大調整之未來主要假設及於報告期末估計不明朗因素之其他主要來源於下文討論。

*(a) 所得稅*

本集團須繳納若干司法權區之所得稅。釐定所得稅撥備時須作出重大估計。於日常業務過程中，本集團不少交易及計算之最終稅項釐定並不明確。倘有關事宜之最終稅務結果與初步記錄之金額有所不同，則該等差額將對作出釐定期間之即期稅項及遞延稅項撥備構成影響。年內，計入損益表的所得稅於附註15內披露。

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

*(Continued)***Key sources of estimation uncertainty** *(Continued)**(b) Impairment of property, plant and equipment and right-of-use assets*

The Group assesses at least annually whether property, plant and equipment and right-of-use assets exhibit any indications of impairment. The recoverable amounts are determined based on value-in-use calculation. The value-in-use calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset and applying the appropriate discount rate to those future cash flows. The estimation of future cash flows and selection of discount rate require the use of judgements and estimates. Management believes that any reasonably foreseeable change in any of the above key elements in the value-in-use calculation would not result in material additional impairment charges.

Further, the cash flows projections, growth rate and discount rate are subject to greater uncertainties in the current year due to uncertainty on how the COVID-19 pandemic may progress and evolve and volatility in retail markets.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 March 2022 were in Notes 17 and 19 respectively.

## 5. 關鍵判斷及主要估計(續)

## 估計不明朗因素之主要來源(續)

*(b) 物業、機器及設備以及使用權資產減值*

本集團會至少每年評估物業、機器及設備及使用權資產是否存在任何減值跡象。可收回金額按照使用價值計算而釐定。使用價值計算包括對持續使用該資產於未來所得之現金流入及流出，以及按適當貼現率折現現金流量。對將產生之現金流量、及選擇適用市場該等計算需要應用判斷及估計。管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致重大額外的減值。

此外，由於對於新型冠狀病毒疫情進展及演變的不確定性及零售市場的波動，本年度現金流量預測、增長率及貼現率面臨更高程度的估計不確定性。

於2022年3月31日，物業、機器及設備及使用權資產之賬面值分別在附註17和19內披露。

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

*(Continued)***Key sources of estimation uncertainty** *(Continued)**(c) Fair value of investment properties*

The Group considers information from a variety of sources, including (1) current prices in an active market for properties of a different nature, condition and location, adjusted to reflect those differences; (2) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and (3) independent valuations.

The carrying amount of investment properties as at 31 March 2022 is disclosed in Note 18.

*(d) Impairment of goodwill*

The Group tests at least annually whether goodwill have suffered any impairment. The Group reviews goodwill for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. The recoverable amount has been determined based on higher of value-in-use calculation and fair value less cost of disposal. The calculation requires the use of judgments and estimates.

Furthermore, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties in the current year due to uncertainty on how the COVID-19 pandemic may progress and evolve and volatility in retail markets.

The carrying amount of goodwill as at 31 March 2022 and valuation assumption used in determining recoverable amount is disclosed in Note 20.

5. 關鍵判斷及主要估計 *(續)*估計不明朗因素之主要來源 *(續)**(c) 投資物業之公平值*

本集團考慮來自各種途徑之資料，包括：(1)於活躍市場上不同性質、狀況或地點的物業的現價，並作出調整以反映該等差別；(2)於次要市場上類似物業近期的價格，並作出調整以反映自按該等價格進行交易日期起出現的任何經濟狀況變化；及(3)獨立估值。

於2022年3月31日，投資物業之賬面值在附註18內披露。

*(d) 商譽的減值*

本集團每年測試商譽是否出現減值。本集團審閱商譽的減值，當事件發生或情況變動顯示相關賬面值或不能被收回時。釐定是否減值須作出各種判斷和估計，可收回金額按照使用價值計算及按公平值減出售成本的較高者而釐定。

此外，由於對於新型冠狀病毒疫情進展及演變的不確定性及零售市場的波動，本年度現金流量預測及貼現率面臨更高程度的估計不確定性。

於2022年3月31日，商譽之賬面值及有關釐定可收回金額所用估值假設的資料於附註20內披露。

## 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

*(Continued)***Key sources of estimation uncertainty** *(Continued)**(e) Impairment of trademarks*

Trademarks with an indefinite useful life are carried at costs and are not amortised. Management tests annually whether the trademarks suffered any impairment by considering the economic benefit to be generated from trademarks. The recoverable amount is determined based on value-in-use calculation. This calculation used pre-tax cashflows projections based on financial budgets prepared by management. Management determined the financial budget based on past performance and its expectations for the future market development, which involved significant judgment and estimates.

Furthermore, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties in the current year due to uncertainty on how the COVID-19 pandemic may progress and evolve and volatility in retail markets.

The carrying amount of trademarks as at 31 March 2022 and valuation assumption used in determining recoverable amount is disclosed in Note 20.

5. 關鍵判斷及主要估計 *(續)*估計不明朗因素之主要來源 *(續)**(e) 商標減值*

商標因使用壽命不確定不每年攤銷而以成本計價。管理層考慮到商標產生的經濟利益，每年測試商標是否受到任何減值。可收回金額基於使用價值釐定。此計算使用基於管理層所編製的財務預算的稅前現金流量預測而作出。管理層根據過往表現及其對未來市場發展的預期釐定財務預算，其中涉及重大判斷及估計。

此外，由於對於新型冠狀病毒疫情進展及演變的不確定性及零售市場的波動，本年度現金流量預測及貼現率面臨更高程度的估計不確定性。

於2022年3月31日，商標之賬面值及有關釐定可收回金額所用估值假設的資料於附註20內披露。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty (Continued)

(f) *Deferred tax assets*

The Group's management determines the amount of deferred tax asset to be recognised by estimating the amount of future profit available to utilise the tax losses or certain temporary differences in the relevant tax jurisdiction and entity. The estimate is based on the projected profit in respective jurisdiction and entity and the Group uses its judgement to make assumptions that are mainly based on market conditions existing on balance sheet date. It could change as a result of the uncertainties in the market conditions.

The carrying amount of deferred tax assets recognised as at 31 March 2022 is disclosed in Note 28.

(g) *Fair value measurement*

The Group's unlisted equity investment was classified as equity investment at FVTOCI and measure at fair value using market approach with reference to the price to earnings multiple of comparable companies listed in the market. This valuation requires the Group to make estimates about price to earnings multiple, non-marketability discount, and hence they are subject to uncertainty.

The fair value of the equity investment at FVTOCI as at 31 March 2022 is disclosed in Note 21.

5. 關鍵判斷及主要估計 (續)

估計不明朗因素之主要來源 (續)

(f) *遞延稅項資產*

本集團管理層決定將遞延稅項資產數額，按估計日後可動用有關稅務司法權區及公司稅務虧損的溢利確認。該估計乃根據各司法權區及實體的預測溢利作出，而本集團則以該判斷及主要根據結算日當時市況作出假設。該估計或會因市況不明朗而更改。

於2022年3月31日，已確認的遞延稅項資產之賬面值在附註28內披露。

(g) *公平值計量*

本集團的非上市股份投資分類為以公平值透過其他全面收益列賬的股份投資，並採用市場方法參照市場上可比較公司的市盈率進行公平價值計量。此估值需要本集團對市盈率，非市場性折讓進行估計，因此存在不確定性。

於2022年3月31日，以公平值透過其他全面收益列賬的股份投資之公平值在附註21內披露。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES  
(Continued)

Key sources of estimation uncertainty (Continued)

(h) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycles. Management will reassess the estimations at the balance sheet date.

The allowance for inventories was made for the year ended 31 March 2022 is disclosed in Note 22.

(i) Impairment of trade receivables

The management of the Group estimates the amount of impairment loss for ECL on trade receivables and contract assets based on the credit risk of trade receivables and contract assets. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 March 2022, the carrying amount of trade receivables (net of impairment loss) is disclosed in Note 23.

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(h) 存貨的可變現淨值

存貨之可變現淨值乃在日常業務進行中之估計售價，減去估計完成成本及銷售開支。該等估計乃以現有市況及製造與銷售同類產品之歷來經驗為基準進行。由於客戶品味和競爭對手行動的變化而導致嚴重的行業周期變化，其可能會發生顯著變化。管理層將於結算日重新評估有關估計。

截至2022年3月31日止年度的存貨撥備在附註22內披露。

(i) 應收貿易賬款減值

本集團管理層根據應收貿易賬款和合同資產的信貸風險估計應收貿易賬款和合同資產的預期信貸虧損減值虧損金額。根據合同應歸於本集團的所有合同現金流量與本集團預計將收到的所有現金流量之間的差額，按實際利率折現後確認。重大減值損失可能產生，如果未來現金流量少於預期，或由於事實和情況的變化而向下調整。

於2022年3月31日，應收貿易賬款之賬面值(扣除減值損失淨額)在附註23內披露。

**6. FINANCIAL RISK MANAGEMENT****(a) Financial risk factors**

The Group's activities expose it to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk. The board of directors of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

*(i) Foreign exchange risk*

The Group mainly operates in Hong Kong, China and a number of countries in South East Asia. Retail sales transactions are mostly denominated in the functional currencies of respective group entities. The Group's exposure to foreign exchange risk mainly arises from commercial transactions, recognised assets and liabilities denominated in currencies other than the functional currency of the group entities to which they relate. The Group considers its foreign currency exposure as mainly arising from the exposure of the Singapore dollar, Malaysian ringgit, Thai baht, Renminbi and Swiss Franc against the Hong Kong dollar. The Group regularly monitors its exposures to foreign currency transactions.

**6. 財務風險管理****(a) 財務風險因素**

本集團經營活動面對各種財務風險：外匯風險、利率風險、信貸風險及流動資金風險。本公司董事會審閱並同意下文所概述管理各項此等風險之政策。

*(i) 外匯風險*

本集團主要於香港、中國及若干東南亞國家經營業務。而零售交易大部分乃以集團實體的功能貨幣計值。本集團主要承受來自以集團實體的功能貨幣以外貨幣計值的商業交易，已確認資產及負債的外匯風險。本集團認為其外幣風險主要來自新加坡元、馬來西亞令吉、泰銖、人民幣及瑞士法郎兌港幣的風險。本集團定期監控其外幣交易風險。



6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Foreign exchange risk (Continued)

The impact to the Group's loss before tax that might be resulted from the reasonable possible changes in the foreign exchange rates against the Hong Kong dollar to which the Group has significant exposure as at the end of the reporting date is summarised below.

		2022		2021	
		(Increase)/ decrease		(Increase)/ decrease	
		Increase in foreign exchange rate	in loss before income tax	Increase in foreign exchange rate	in loss before income tax
		外匯匯率 的增加	除稅前虧損 (增加)/ 減少	外匯匯率 的增加	除稅前虧損 (增加)/ 減少
			HK\$'000 港幣仟元		HK\$'000 港幣仟元
Singapore dollar	新加坡元	5%	(874)	5%	(871)
Malaysian ringgit	馬來西亞令吉	5%	(1,301)	5%	(649)
Thai baht	泰銖	5%	(5,424)	5%	(5,581)
Renminbi	人民幣	5%	1,573	5%	1,708
Swiss franc	瑞士法郎	5%	8,887	5%	8,550

Decrease in the above foreign exchange rates by 5% (2021: 5%) would affect the loss before income tax by the same amount but in the opposite direction.

本集團主要面臨的港幣外匯匯率的合理可能變動而導致的對本集團的稅前虧損概約影響概要如下。

上述外匯匯率減少5% (2021年：5%) 將對除稅前虧損產生相同金額但相反方向的影響。

6. 財務風險管理 (續)

(a) 財務風險因素 (續)

(i) 外匯風險 (續)

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets other than bank balances as disclosed in Note 24. The Group's exposure to changes in interest rates is mainly attributable to its bank borrowings as disclosed in Note 31. Bank borrowings at variable rates expose the Group to cash flow interest-rate risk. The Group's policy is to obtain the most favorable interest rates available.

The Group has not used any interest rate swaps to hedge its exposure to cash flow interest rate risk.

At 31 March 2022, if interest rates of bank borrowings at variable rates had been 50 basis points (2021: 50 basis points) higher/lower with all other variables held constant, loss before income taxes would have been HK\$2.369 million (2021: HK\$2.564 million) higher/lower, mainly as a result of higher/lower interest expense.

6. 財務風險管理(續)

(a) 財務風險因素(續)

(ii) 利率風險

由於本集團並無重大計息資產除附註24中詳述的銀行結餘外，故本集團之收入及營運現金流量大致上不受市場利率變動影響。本集團面對的利率變動風險主要來自附註31披露之銀行貸款。按浮動利率授出的銀行貸款使本集團承受現金流量利率風險。本集團的政策乃為公司爭取最有利之利率。

本集團並無使用任何利率掉期對沖現金流量利率風險。

於2022年3月31日，倘貸款利率上升／降低50個(2021年：50個)基點而其他因素保持不變，除所得稅前虧損將上升／降低港幣2.369百萬元(2021年：港幣2.564百萬元)，主要是由於浮動利率借貸利息開支上升／降低所致。

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Credit risk

The Group's maximum exposure to credit risk which cause a financial loss to the Group due to failure to perform an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets (mainly include deposits with banks and trade and other receivables) as disclosed in the consolidated balance sheet.

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification at the end of reporting date. The amounts presented are gross carrying amounts for financial assets.

6. 財務風險管理(續)

(a) 財務風險因素(續)

(iii) 信貸風險

本集團因交易對手方未能履行責任引致財務虧損所承擔之最大信貸風險來自綜合資產負債表所載各已確認財務資產之賬面值，主要包括銀行存款以及貿易及其他應收賬款。

下表根據本集團的信貸政策，列示信貸質素及最高信貸風險，除非無須過大成本或努力便可獲得其他資料，否則下表主要以逾期資料，及報告日之年末分階段分類為基礎。呈列數字為財務資產的賬面總值。

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Credit risk (Continued)

		12-month ECLs 12個月預期 信貸虧損		Lifetime ECLs 全期預期信貸虧損		
		Stage 1 第一階段 HK\$'000 港幣仟元	Stage 2 第二階段 HK\$'000 港幣仟元	Stage 3 第三階段 HK\$'000 港幣仟元	Simplified approach 簡化方法 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
<b>2022</b>	<b>2022年</b>					
Trade receivables (note a)	應收賬款(附註 a)	-	-	-	83,655	83,655
Financial assets included in deposits and other receivables (note b)	包括按金及其他應收 賬款的財務資產 (附註 b)	61,619	-	-	-	61,619
Cash and cash equivalents	現金及現金等值物	112,121	-	-	-	112,121
		<b>173,740</b>	<b>-</b>	<b>-</b>	<b>83,655</b>	<b>257,395</b>
<b>2021</b>	<b>2021年</b>					
Trade receivables (note a)	應收賬款(附註 a)	-	-	-	79,404	79,404
Financial assets included in deposits and other receivables (note b)	包括按金及其他應收 賬款的財務資產 (附註 b)	78,420	-	-	-	78,420
Cash and cash equivalents	現金及現金等值物	170,344	-	-	-	170,344
		<b>248,764</b>	<b>-</b>	<b>-</b>	<b>79,404</b>	<b>328,168</b>

Note:

- (a) The Group applies the simplified approach for impairment of trade receivables, information based on the provision matrix is disclosed in Note 23.
- (b) The credit quality of the financial assets included in deposits and other receivables are considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

附註：

- (a) 本集團應用簡化方式評估應收賬款的減值，以撥備矩陣為基礎的資料披露於財務報告附註 23。
- (b) 倘包含在按金及其他應收賬款的財務資產並無逾期且並無資訊顯示該等財務資產之信貸風險自初次確認後大幅增加，則該等財務資產之信貸質量被視為「正常」。

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

6. 財務風險管理(續)

(a) 財務風險因素(續)

(iv) 流動資金風險

本集團之政策為定期監察目前及預期之流動資金需要，以確保本集團維持足夠現金儲備以應付其短期及長期之流動資金需要。

下表顯示本集團之財務負債，按照相關到期組別，根據由結算日至合約到期日的剩餘時間進行分析。於表內披露的金額為未折現的現金流量。

		Repayable on demand/ within 1 year 應要求償還/ 1年以下 HK\$'000 港幣千元	Between 1 and 2 years 1至2年內 HK\$'000 港幣千元	Between 2 and 5 years 2至5年內 HK\$'000 港幣千元	Over 5 years 5年以上 HK\$'000 港幣千元
As at 31 March 2022	於2022年3月31日				
Bank borrowing (note)	銀行貸款(附註)	482,595	-	-	-
Lease liabilities	租賃負債	58,998	27,016	10,159	-
Trade and other payables	貿易及其他應付賬款	172,574	-	-	-
		<b>714,167</b>	<b>27,016</b>	<b>10,159</b>	<b>-</b>
As at 31 March 2021	於2021年3月31日				
Bank borrowing (note)	銀行貸款(附註)	524,335	-	-	-
Lease liabilities	租賃負債	94,415	40,383	24,598	23,597
Trade and other payables	貿易及其他應付賬款	140,298	-	-	-
		<b>759,048</b>	<b>40,383</b>	<b>24,598</b>	<b>23,597</b>

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

Note:

Certain bank borrowings contain a repayment on demand clause which can be exercised at the bank's sole discretion. Taking into account the Group's consolidated balance sheet, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. The analysis below shows the cash outflows based on the scheduled repayment. The amount includes interest payments computed using contractual rates.

6. 財務風險管理 (續)

(a) 財務風險因素 (續)

(iv) 流動資金風險 (續)

附註：

若干貸款載有應要求償還的條文，可按銀行全權酌情行使。根據本集團的信貸歷史及與銀行的長期關係，董事並不認為銀行會行使其酌情權要求即時償還，反而根據其預定的償還日期償還該等銀行貸款。以下分析顯示根據計劃還款的現金流出。有關金額包括使用合約利率計算的利息付款。

		Within 1 year 1年以下 HK\$'000 港幣仟元	Between 1 and 2 years 1至2年內 HK\$'000 港幣仟元	Between 2 and 3 years 2至3年內 HK\$'000 港幣仟元	Over 3 years 3年以上 HK\$'000 港幣仟元
At 31 March 2022	於2022年3月31日	234,876	41,474	80,795	140,289
At 31 March 2021	於2021年3月31日	237,775	103,600	26,414	177,050

6. FINANCIAL RISK MANAGEMENT (Continued)

6. 財務風險管理(續)

(b) Categories of financial instruments

(b) 金融工具分類

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
<b>Financial assets:</b>	<b>金融資產：</b>		
Equity investment at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資	1,593	1,874
Financial assets at amortised cost:	以攤銷成本計量的金融資產：		
– Trade and other receivables and deposits	– 貿易及其他應收賬款及按金	145,274	157,824
– Cash and cash equivalents	– 現金及現金等值物	112,121	170,344
		<b>258,988</b>	<b>330,042</b>
<b>Financial liabilities:</b>	<b>金融負債：</b>		
Financial liabilities at amortised cost:	以攤銷成本計量的金融負債：		
– Trade and other payables	– 貿易及其他應付賬款	172,574	140,298
– Bank borrowings	– 銀行貸款	473,876	512,797
		<b>646,450</b>	<b>653,095</b>

(c) Fair value

(c) 公平值

The carrying amounts of the Group's financial assets and financial liabilities as disclosed in the consolidated balance sheet approximate their respective fair value.

本集團綜合資產負債表內反映之金融資產及金融負債之賬面值與其各自之公平值相若。



6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio and this is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as 'shareholders' funds' as shown in the consolidated balance sheet.

The gearing ratio of the Group were as follows:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Bank borrowings (Note 31)	銀行貸款(附註31)	473,876	512,797
Less:	減：		
Cash and cash equivalents (Note 24)	現金及現金等值物(附註24)	(112,121)	(170,344)
Net debt	淨債務	361,755	342,453
Shareholders' funds	股東資金	378,146	487,520
Gearing ratio	借貸比率	95.7%	70.2%

6. 財務風險管理(續)

(d) 資本管理

本集團的資本管理目標是保障本集團能繼續營運以為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本之能力。

為了維持或調整資本結構，本集團可能會調整支付股東的股息數額、向股東返還資本、發行新股或出售資產以減低債務。

本集團以借貸比率作為監控資本的基準。借貸比率按淨債務除以資本總額計算。淨債務按貸款總額(包括綜合資產負債表所示之流動及非流動貸款)減現金及現金等值物計算。資本總額計算為綜合資產負債表所示的「股東資金」。

本集團借貸比率載列如下：

## 7. FAIR VALUE MEASUREMENTS

## (a) Fair value hierarchy

The Group's finance department leading by the Chief Financial Officer (the "CFO") is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance controllers report directly to the CFO. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the CFO.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

## 7. 公平值計量

## (a) 公平值架構

本集團由首席財務總裁帶領的財務部門負責確定金融工具公平價值計量之政策及程序。財務總監直接向首席財務總裁報告。在每個報告日期，財務部門分析金融工具價值之變動，並確定估值應用數據。其估值由首席財務總裁審核及批准。

公平值乃市場參與者在計量日進行之有秩序交易中出售一項資產所收取或轉讓一項負債所支付之價格。以下披露之公平值計量使用公平值等級機制，有關機制將用以計量公平值之估值技術之輸入數據分為三級，詳情如下：

第1層：在活躍市場買賣的金融工具的公平值按報告期末的市場報價列賬。

第2層：並非於活躍市場（如場外衍生工具）買賣的金融工具的公平值採用估值技術釐定，該等估值技術盡量利用可觀察市場數據而極少依賴實體的特定估計。倘計算工具公平值所需全部重大輸入數據均為可觀察數據，則該工具會被列入為第2層。

第3層：如一項或多項重大輸入數據並非根據可觀察市場數據得出，則該工具會被列入為第3層。非上市股本證券即屬此情況。

7. FAIR VALUE MEASUREMENTS (Continued)

(a) Fair value hierarchy (Continued)

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

Disclosures of level in fair value hierarchy:

		Level 1 第1層 HK\$'000 港幣仟元	Level 2 第2層 HK\$'000 港幣仟元	Level 3 第3層 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
<b>Recurring fair value measurements</b>	<b>經常性公平值計量</b>				
<b>At 31 March 2022</b>	<b>於2022年3月31日</b>				
<b>Financial assets</b>	<b>金融資產</b>				
Equity investment at fair value through other comprehensive income	按公平值透過其他全面收益 列賬的股份投資				
– unlisted equity securities	– 非上市股本證券	–	–	1,593	1,593
<b>Non-financial assets</b>	<b>非金融資產</b>				
Investment properties	投資物業				
– commercial building	– 商業樓宇	–	–	283,100	283,100
		–	–	284,693	284,693
<b>At 31 March 2021</b>	<b>於2021年3月31日</b>				
<b>Financial assets</b>	<b>金融資產</b>				
Equity investment at fair value through other comprehensive income	按公平值透過其他全面收益 列賬的股份投資				
– unlisted equity securities	– 非上市股本證券	–	–	1,874	1,874
<b>Non-financial assets</b>	<b>非金融資產</b>				
Investment properties	投資物業				
– commercial building	– 商業樓宇	–	–	296,700	296,700
		–	–	298,574	298,574

There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the year.

7. 公平值計量 (續)

(a) 公平值架構 (續)

本集團之政策為於轉撥事件或導致轉撥情況發生變化當日，確認轉入及轉出三個級別。

按公平值等級作出之披露：

年內，經常性公平值計量之第1、2及3層之間概無轉撥。

7. FAIR VALUE MEASUREMENTS (Continued)

(b) Valuation techniques used to determine fair values

*Financial assets*

The valuation of unlisted equity investment at fair value through other comprehensive income was determined using a market-based valuation technique. The valuation requires the directors to determine comparable public companies based on industry, size, leverage and strategy, and calculates an appropriate enterprise value of earnings before interest, tax, depreciations and amortization (“EV to EBITDA”) multiple and price to earnings multiple, for each comparable company identified. The multiple is calculated by dividing the market capitalisation by the profits of the comparable companies. The multiple is then discounted for non-marketability. The discounted multiple is applied to the profit of the unlisted equity investment to measure the fair value at each reporting period.

*Non-financial assets*

The fair value of the investment properties is arrived at on the basis of valuation carried out by Savills (Macau) Limited (“Savills”) independent valuer which is not related to the Group. The Group’s finance department reviews the valuations performed by Savills for financial reporting purpose. These valuation results are then reported to the Group’s management for discussions and review in relation to the valuation processes and the reasonableness of valuation results.

The fair value of the investment properties were arrived by using direct comparison method based on market observable transactions of similar properties in the similar conditions and locations of the subject properties and adjusted to reflect the conditions of the subject properties including property size and property floor level. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

7. 公平值計量(續)

(b) 釐定公平值所用的估值技術

*金融資產*

按公平值透過其他全面收益列賬的財務資產的估值通過使用基於市場的估值技術釐定。估值要求董事根據行業、規模、槓桿及戰略釐定可資比較公眾公司，並就各間識別可資比較公眾公司計算合適企業價值對除利息、稅項、折舊及攤銷前盈利比率(企業價值倍數)及市盈率倍數。倍數乃以可資比較公司的市值除以盈利計算得出。倍數以非流動性予以貼現。於各報告期間，貼現倍數用於非上市股份投資的盈利以計量公平值。

*非金融資產*

投資物業的公平值乃按由與本集團並無關聯的獨立估值師第一太平戴維斯(澳門)有限公司「第一太平戴維斯」進行的估值而達成。為編製財務報表，本集團財務部審閱第一太平戴維斯所進行的估值。有關估值結果會向本集團管理層報告，以就估值程序及估值結果的合理性作出討論及審閱。

投資物業的公平值乃根據與目標物業的狀況及位置相若的類似物業的(經對物業面積及物業樓層等作出調整以反映目標物業之狀況)可觀察市場交易使用直接比較法達致。於估計物業的公平值時，物業的最高及最佳用途為目前用途。

7. FAIR VALUE MEASUREMENTS (Continued)

(c) Reconciliation of financial assets and non-financial assets measured at level 3

7. 公平值計量(續)

(c) 按第3層公平值計量之金融資產及非金融資產對賬

		Equity investment at fair value through other comprehensive income 按公平值透過其他全面收益列賬的股份投資 HK\$'000 港幣仟元	Investment properties 投資物業 HK\$'000 港幣仟元
At 1 April 2020	於2020年4月1日	5,444	519,800
Revaluation deficit transfer to equity	轉至股權的重估虧損	(3,570)	-
Transfer to property, plant and equipment	轉至物業、機器及設備	-	(175,000)
Change in fair value recognised in income statement	於收益表內確認的公平值變動	-	(48,100)
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	1,874	296,700
Revaluation deficit transfer to equity	轉至股權的重估虧損	(281)	-
Change in fair value recognised in income statement	於收益表內確認的公平值變動	-	(13,600)
At 31 March 2022	於2022年3月31日	1,593	283,100

7. FAIR VALUE MEASUREMENTS (Continued)

(d) Valuation processes

The Group's finance department is responsible for the fair value measurement of financial assets required for financial purposes, including Level 3 fair value measurements. The financial department reports directly to the CFO and the audit committee ("AC"). Discussions of valuation processes and results are held between the CFO and AC at least once every six months, in line with the Group's half-yearly reporting periods.

The main inputs used in fair value measurement by the Group are derived and evaluated as follows:

- price to earnings multiple
- EV to EBITDA multiple
- non-marketability discount rate

(e) Valuation inputs and relationships to fair value

*Financial assets*

The most significant unobservable input is EV to EBITDA multiple of 1 (2021: 9), and non-marketability discount rate of 31% (2021: 31%). The lower the EV to EBITDA multiple, the lower the fair value of the equity investment at fair value through other comprehensive income. The lower of the non-marketability discount rate or non-controlling interest discount, the higher the fair value of the equity investment at fair value through other comprehensive income.

If the non-marketability discount rate increase/ (decrease) by 1%, it would result in (decrease)/ increase in fair value by HK\$23,000 as at 31 March 2022.

7. 公平值計量(續)

(d) 估值程序

本集團財務部門專責就財務報告目的所需的金融資產項目估值，包括第3層公平值。此財務部門直接向首席財務總裁(CFO)和審核委員會(AC)匯報。為配合本集團的半年報告期，CFO與AC最少每六個月開會一次，討論估值流程和相關結果。

本集團計量公允值使用的主要數據從下列資訊中取得和評估：

- 市盈率倍數
- 企業價值倍數
- 非流動性貼現率

(e) 估值輸入數據及與公平值的關係

*金融資產*

最重大不可觀察輸入數據為1的企業價值倍數(2021年：9)及31%的非流動性貼現率(2021年：31%)。企業價值倍數越低，按公平值透過其他全面收益列賬的股份投資的公平值越低。非流動性貼現率或非控股權益貼現率越低，按公平值透過其他全面收益列賬的股份投資的公平值越高。

於2022年3月31日，如果非流動性貼現率上升/(降低)1%，將導致公平值(降低)/上升港幣23,000元。



7. FAIR VALUE MEASUREMENTS (Continued)

(e) Valuation inputs and relationships to fair value  
(Continued)

Non-financial assets

Valuation technique(s) and key input(s)	Significant unobservable input(s) 重大不可觀察 輸入數據	Range of unobservable inputs 不可觀察 輸入數據之範圍	Relationship of unobservable inputs to fair value 不可觀察輸入數據 與公平值的關係
		2022 2021 and date of transfer 及轉讓日期	
Direct comparison method based on market observable transactions of similar properties and adjust to reflect the conditions of the subject property. The key inputs are: 1) Property size 2) Unit rate 根據類似物業的可觀察市場交易使用直接比較法，並經調整以反映目標物業的狀況。 關鍵輸入數據為： 1) 物業面積 2) 單位價格	1. Unit rate 2. Frontage 1. 單位價格 2. 朝向	From HK\$34,000 to HK\$207,000 per square feet 每平方呎由港幣34,000元至港幣207,000元	From HK\$17,000 to HK\$314,000 per square feet 每平方呎由港幣17,000元至港幣314,000元 1. The higher the unit rate, the higher the fair value 2. The larger the shop frontage, the higher the fair value 1. 單位價格越高，公平值越高 2. 舖面越大，公平值越高

7. 公平值計量 (續)

(e) 估值輸入數據及與公平值的關係 (續)

非金融資產

**8. REVENUE AND SEGMENT INFORMATION**

The chief operating decision-makers have been identified as the executive directors of the Company. The executive directors review the Group's financial information mainly from business nature and geographical perspectives. From a perspective on business nature, the Group has two reportable segments, namely watch retail and watch wholesale trading segments. From a geographical perspective, management mainly assesses the performance of watch retail operations in (i) Hong Kong, Macau and Mainland China and (ii) the rest of Asia.

Revenue represents sales of goods from watch retail segment and watch wholesale trading segment. Sales between operating segments are carried out on terms equivalent to those prevailing in arm's length transactions. The executive directors assess the performance of the operating segments based on a measure of adjusted earnings before interest and tax ("EBIT"). This measurement basis excludes unallocated income and net corporate expenses.

Unallocated income represents gain on disposal of a subsidiary. Net corporate expenses mainly represent corporate staff costs and provision for senior management bonus. Unallocated assets represent property, plant and equipment, investment properties and right-of-use assets at corporate level, unlisted equity investment, deferred tax assets and cash and cash equivalents. Unallocated liabilities represent lease liabilities, other payables and accruals at corporate level, bank borrowings, deferred tax liabilities and income tax payable.

**8. 收入及分部資料**

本公司之首席運營決策者為本公司行政董事。行政董事主要從業務性質及地區角度審閱本集團之財務資料。從業務性質角度來看，本集團有二個分部報告，即鐘錶零售及鐘錶批發業務分部。管理層主要從地區角度評核(i)香港、澳門及中國大陸和(ii)亞洲其餘地區之鐘錶零售業績。

收入是指來自鐘錶零售分部及鐘錶批發分部的商品銷售。營運分部間之銷售按相等於現行按公平原則進行的交易之條款進行。行政董事按除利息及稅項前經調整盈利(「EBIT」)評核營運分部之業績，計算該盈利時不包括未分配收入及集團行政淨支出。

未分配收入指來自出售附屬公司的收益。集團行政淨支出主要為集團層面的員工成本及高級管理層花紅撥備。未分配的資產指集團層面的物業、機器及設備、投資物業及使用權資產、非上市的股份投資、遞延稅項資產以及現金及現金等值物。未分配的負債是指集團層面的租賃負債、其他應付款項及應計費用、銀行貸款、遞延稅項負債及應付所得稅。

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8. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 March 2022

8. 收入及分部資料(續)

截至2022年3月31日止年度

		Watch retail 鐘錶零售			
		Hong Kong, Macau and Mainland China	Rest of Asia	Watch wholesale trading	Total
		香港、 澳門及 中國大陸	亞洲 其餘地區	鐘錶 批發業務	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元
<b>Revenues from contracts with customers within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內的客戶合約收益				
– Gross segment	– 分部總額	242,664	198,748	392,540	833,952
– Inter-segment	– 分部間	–	–	(141,445)	(141,445)
Sales to external customers	銷售予外來客戶	242,664	198,748	251,095	692,507
<b>Timing of revenue recognition</b>	收入確認時間				
– At a point in time	– 於一個時間點轉撥	242,664	198,748	251,095	692,507
<b>Segment results</b>	分部業績	(72,797)	(1,381)	45,839	(28,339)
Net corporate expenses	集團行政淨支出				(43,223)
Finance costs	財務成本				(19,275)
<b>Loss before tax</b>	除稅前虧損				(90,837)
Income tax expense	所得稅支出				(15,623)
<b>Loss for the year</b>	年度虧損				(106,460)

NOTES TO THE FINANCIAL STATEMENTS  
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8. REVENUE AND SEGMENT INFORMATION (Continued)

8. 收入及分部資料(續)

For the year ended 31 March 2022 (Continued)

截至2022年3月31日止年度(續)

		Watch retail 鐘錶零售				
		Hong Kong, Macau and Mainland China 香港、澳門及 中國大陸	Rest of Asia 亞洲 其餘地區	Watch wholesale trading 鐘錶 批發業務	Unallocated 未分配	Total 合計
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Capital expenditures	資本性開支	(5,159)	(2,387)	(296)	(1,276)	(9,118)
Depreciation:	折舊：					
– property, plant and equipment	–物業、機器及設備	(4,099)	(5,499)	(600)	(14,710)	(24,908)
– right-of-use assets	–使用權資產	(29,108)	(36,803)	(6,540)	(3,178)	(75,629)
Impairment of:	減值：					
– property, plant and equipment	–物業、機器及設備	(1,086)	(14)	–	(9,367)	(10,467)
– intangible assets	–無形資產	–	–	(2,722)	–	(2,722)
– right-of-use assets	–使用權資產	(8,051)	(7)	–	–	(8,058)
Fair value change of investment properties	投資物業公平值變動	(10,700)	–	–	(2,900)	(13,600)
Provision for inventories	存貨撥備	(2,275)	(773)	(2,756)	–	(5,804)
Inventories written off	存貨撇賬	(757)	(34)	(74)	–	(865)
Segment assets	分部資產	375,063	138,205	254,438	414,324	1,182,030
Segment liabilities	分部負債	(88,008)	(53,216)	(83,857)	(572,201)	(797,282)

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8. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 March 2021

8. 收入及分部資料(續)

截至2021年3月31日止年度

		Watch retail 鐘錶零售			
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸 HK\$'000 港幣仟元	Rest of Asia 亞洲 其餘地區 HK\$'000 港幣仟元	Watch wholesale trading 鐘錶 批發業務 HK\$'000 港幣仟元	Total 合計 HK\$'000 港幣仟元
<b>Revenues from contracts with customers within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內的客戶合約收益				
– Gross segment	– 分部總額	254,287	218,214	351,756	824,257
– Inter-segment	– 分部間	–	–	(117,990)	(117,990)
Sales to external customers	銷售予外來客戶	254,287	218,214	233,766	706,267
<b>Timing of revenue recognition</b>	收入確認時間				
– At a point in time	– 於一個時間點轉撥	254,287	218,214	233,766	706,267
<b>Segment results</b>	分部業績	(75,145)	5,543	20,037	(49,565)
Unallocated income	未分配收入				97,778
Net corporate expenses	集團行政淨支出				(75,393)
Finance costs	財務成本				(28,710)
<b>Loss before tax</b>	除稅前虧損				(55,890)
Income tax expense	所得稅支出				(25,731)
<b>Loss for the year</b>	年度虧損				(81,621)

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8. REVENUE AND SEGMENT INFORMATION (Continued)

8. 收入及分部資料(續)

For the year ended 31 March 2021 (Continued)

截至2021年3月31日止年度(續)

		Watch retail 鐘錶零售					
		Hong Kong, Macau and Mainland China 香港、澳門及 中國大陸	Rest of Asia 亞洲 其餘地區	Watch wholesale trading 鐘錶 批發業務	Unallocated 未分配	Total 合計	
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	
Capital expenditures	資本性開支	(3,039)	(744)	(311)	(59)	(4,153)	
Depreciation:	折舊：						
– property, plant and equipment	–物業、機器及設備	(6,000)	(7,454)	(1,116)	(13,279)	(27,849)	
– right-of-use assets	–使用權資產	(58,591)	(40,208)	(6,403)	(3,181)	(108,383)	
Impairment of:	減值：						
– property, plant and equipment	–物業、機器及設備	(1,300)	(258)	–	(5,986)	(7,544)	
– intangible assets	–無形資產	–	–	(5,583)	–	(5,583)	
– right-of-use assets	–使用權資產	(14,388)	(1,288)	–	–	(15,676)	
Fair value change of investment properties	投資物業公平值變動	(15,300)	–	–	(32,800)	(48,100)	
Provision for inventories	存貨撥備	(2,168)	(121)	(22,596)	–	(24,885)	
Inventories written off	存貨撇賬	(1,425)	(54)	(81)	–	(1,560)	
Segment assets	分部資產	418,242	153,402	257,349	528,845	1,357,838	
Segment liabilities	分部負債	(111,019)	(71,537)	(80,054)	(600,631)	(863,241)	

8. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information

An analysis of the Group's revenue and segment results by geographical area are as follows:

		Revenue 收入		Segment results 分部業績	
		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Hong Kong, Macau and Mainland China	香港、澳門及中國大陸	341,221	343,832	(53,451)	(54,215)
Rest of Asia	亞洲其餘地區	351,158	362,122	28,742	30,125
Europe	歐洲	128	313	(3,630)	(25,475)
		<b>692,507</b>	706,267	<b>(28,339)</b>	(49,565)

An analysis of the Group's non-current assets (other than equity investment at fair value through other comprehensive income and deferred tax assets) by geographical area is as follows:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Hong Kong, Macau and Mainland China	香港、澳門及中國大陸	509,516	600,058
Rest of Asia	亞洲其餘地區	77,059	123,703
Europe	歐洲	36,965	36,507
		<b>623,540</b>	760,268

The revenue information above is based on the locations of the customers.

These were no revenue transactions with a single external customer which amounted to 10% or more of the Group's revenue during the year (2021: Nil).

8. 收入及分部資料(續)

地區資料

按地區分析集團收入及分部業績如下：

按地區分析集團非流動資產(按公平值透過其他全面收益列賬的股份投資及遞延稅項資產除外)如下：

上述收入資料乃根據客戶所在地編製。

年內，並無來自單一外部客戶的收入超過本集團收入的10%或以上(2021年：無)。



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8. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information (Continued)

Revenue recognised that was included in contract liabilities at the beginning of the reporting period:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Sales of watches	銷售鐘錶	2,164	451

Performance obligations

The performance obligation is satisfied upon delivery of the goods and payment is mainly on cash and credit card settlement, except for wholesale customers, where payment is due within credit period from delivery. As at 31 March 2022, the remaining performance obligations (unsatisfied or partially unsatisfied) are part of contracts that have an original expected duration of one year or less, the transaction price allocated to which is not presented according to practical expedient in HKFRS 15.

9. OTHER (LOSSES)/GAINS

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Exchange losses	匯兌虧損	(1,303)	(6,060)
Fair value changes of investment properties	投資物業公平值變動	(13,600)	(48,100)
Gain on disposal of a subsidiary (note 32(a))	出售附屬公司收益 (附註32(a))	-	97,778
Loss on disposal of property, plant and equipment	出售物業、機器及設備 虧損	(232)	(826)
Gain on termination of leases	終止租賃合約收益	3,803	310
		<b>(11,332)</b>	<b>43,102</b>

8. 收入及分部資料(續)

地區資料(續)

在報告期初計入合同負債的已確認收入：

	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Sales of watches	2,164	451

履約義務

履約責任於交付貨物時達成，付款主要以現金或信用卡結算，惟批發客戶除外，其於交付後的信貸期內付款。於2022年3月31日的剩餘履約責任(未滿足或部分未滿足)為原初預期持續時間為一年或以下的合約的一部分，根據香港財務報告準則第15號的權宜方法，並無呈列分配的交易價格。

9. 其他(虧損)/收益

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 10. OTHER INCOME

		2022	2021
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Building management fee income	樓宇管理費收入	2,460	2,460
Interest income	利息收入	220	277
Rental income	租金收入	5,594	8,607
Rent concessions	租金減免	9,299	35,173
Shared service income	共享服務收入	14,400	16,941
Government subsidies (note)	政府補助(附註)	8,424	31,246
Sundries	雜項	2,552	1,671
		<b>42,949</b>	<b>96,375</b>

Note:

Being government grants in respect of COVID-19 related subsidies, of which HK\$4.955 million (2021: HK\$27.909 million) relates to Employment Support Scheme provided by Hong Kong, Malaysia, Singapore and Macau governments.

#### 10. 其他收入

附註：

本集團就新型冠狀病毒疫情相關政府補貼，其中港幣4.955百萬(2021年：港幣27.909百萬)分別與香港、馬來西亞、新加坡和澳門政府提供的保就業計劃相關。

#### 11. FINANCE COSTS

		2022	2021
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Interest on:	利息：		
– bank borrowings	– 銀行貸款	9,118	13,377
– lease liabilities	– 租賃負債	10,157	15,333
		<b>19,275</b>	<b>28,710</b>

#### 11. 財務成本

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 12. LOSS BEFORE TAX

The Group's loss before tax has been derived after debiting or (crediting) the following items in the income statement.

#### 12. 除稅前虧損

本集團的除稅前虧損已扣除／(計入)收益表中以下項目。

		2022	2021
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Auditor's remuneration:	核數師酬金		
– audit services	– 核數服務	1,896	1,942
– non-audit services	– 非核數服務	585	520
Cost of inventories sold and raw materials consumed	出售存貨成本及原材料消耗	368,770	381,542
Depreciation of:	折舊：		
– property, plant and equipment (Note 17)	– 物業、機器及設備(附註17)	24,908	27,849
– right-of-use assets (Note 19)	– 使用權資產(附註19)	75,629	108,383
Employee benefit expenses (Note 13)	僱員福利支出(附註13)	181,270	173,696
Fair value changes of investment properties	投資物業公平值變動	13,600	48,100
Impairment loss of:	減值：		
– property, plant and equipment (Note 17)	– 物業、機器及設備(附註17)	10,467	7,544
– right-of-use assets (Note 19)	– 使用權資產(附註19)	8,058	15,676
– intangible assets (Note 20)	– 無形資產(附註20)	2,722	5,583
Loss on disposal of property, plant and equipment	出售物業、機器及設備虧損	232	826
Gain on termination of leases	終止租賃合約收益	(3,803)	(310)
Lease rental in respect of land and buildings	關於土地及樓宇的租賃租金		
– short-term lease payments	– 短期租賃付款	13,480	8,312
– variable lease payments	– 可變租賃付款	3,920	4,458
– rent concession (Note 10)	– 租金減免(附註10)	(9,299)	(35,173)
Impairment/(reversal of impairment) of trade receivables (Note 23)	應收貿易賬款減值／(減值撥回)(附註23)	2	(98)
Provision for inventories	存貨撥備	5,804	24,885
Inventories written off	存貨撇賬	865	1,560

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 13. EMPLOYEE BENEFIT EXPENSES

		2022	2021
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Salaries and allowances	薪金及津貼	164,509	156,887
Pension contributions less forfeiture utilised (note a)	退休金供款 (扣除已被動用的沒收供款) (附註a)	14,858	14,169
Others	其他	1,903	2,640
		<b>181,270</b>	<b>173,696</b>

##### (a) Pensions-defined contribution plans

The Group operates a retirement scheme under Occupation Retirement Scheme Ordinance (“ORSO scheme”) up to 30 November 2000 for employees in Hong Kong. With effect from 1 December 2000, a mandatory provident fund (“MPF”) scheme is set up which is available to eligible employees of the Group, including executive directors of the Company. No further employees and contributions have been added to the ORSO scheme after the set up of MPF. Contributions to the MPF scheme by the Group and employees are calculated at rates specified in the rules of the MPF scheme. The assets of the MPF scheme and ORSO scheme are held separately from those of the Group in an independently administered fund.

Meanwhile, relevant employees of subsidiaries outside Hong Kong contribute to the local pension schemes, contributions to the local pension schemes are calculated at rates specified in the rules of the local pension schemes. The assets of the pension scheme are held separately from those of the Group in an independently administered fund.

For the year ended 31 March 2022, forfeited contributions totaling HK\$0.275 million (2021: HK\$0.456 million) arising from employees leaving the ORSO scheme, were utilised to offset contributions during the year.

#### 13. 僱員福利支出

##### (a) 退休金－定額供款計劃

直至2000年11月30日為止，本集團根據職業退休計劃條例為香港區僱員提供退休計劃。自2000年12月1日起，本集團設立強制性公積金計劃（「強積金計劃」），本集團的合資格僱員（包括本公司行政董事）均有權參與。強積金計劃成立後，職業退休計劃並無新增僱員或供款。本集團及僱員向強積金計劃作出的供款乃依據強積金計劃規則所規定的水平計算。強積金計劃的資產與本集團的資產分開持有，並由獨立管理基金負責管理。

就香港以外的附屬公司而言，本集團及僱員對當地退休金計劃作出的供款，乃按當地退休金計劃規則所規定的水平計算。退休金計劃之資產與本集團之資產分開持有，並由獨立管理基金負責管理。

截至2022年3月31日止年度內，僱員離職時被沒收之職業退休計劃供款總額港幣0.275百萬元（2021年：港幣0.456百萬元），已被動用以抵銷年內供款。

13. EMPLOYEE BENEFIT EXPENSES (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include one (2021: two) director(s) whose emoluments are reflected in the analysis shown in Note 14. The emoluments payable to the remaining four (2021: three) highest paid individuals during the year are as follows:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Basic salaries, allowances and benefits in kind	基本薪金，津貼及實物利益	4,774	3,705
Performance bonuses	表現花紅	5,334	1,545
Contributions to pension plans	退休金計劃的供款	210	168
		<b>10,318</b>	<b>5,418</b>

The emoluments fell within the following bands:

		Number of individuals 人數	
		2022	2021
Emolument bands (in HK dollars)	薪酬組別 (港幣)		
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	–	3
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	1	–
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	3	–
		<b>4</b>	<b>3</b>

13. 僱員福利支出 (續)

(b) 五位最高薪酬人士

本年度本集團五名最高薪酬人士包括一名(2021年：二名)董事，其薪酬詳情已於附註14分析中反映。於年內應付予其餘最高薪酬四名(2021年：三名)人士之酬金如下：

	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Basic salaries, allowances and benefits in kind	4,774	3,705
Performance bonuses	5,334	1,545
Contributions to pension plans	210	168
	<b>10,318</b>	<b>5,418</b>

介於下列酬金組別人士如下：

		Number of individuals 人數	
		2022	2021
Emolument bands (in HK dollars)	薪酬組別 (港幣)		
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	–	3
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	1	–
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	3	–
		<b>4</b>	<b>3</b>

14. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director of the Company is set out below:

14. 董事福利及權益

(a) 董事酬金

本公司各董事酬金如下：

		Emoluments paid or payable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking; 本公司或其附屬公司已付董事或董事應收薪酬：						
		Fee	Basic salaries, allowances, and benefits in kind	Contributions to retirement benefit schemes	Discretionary bonus	Remunerations paid or payable in respect of accepting office as director	Emoluments paid or payable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
			基金薪金、津貼 及實物利益	退休金 供款計劃	酌情花紅	已支付或 就該接受為 董事應收酬金	本公司或其附屬 公司就董事的 其他管理 服務的酬金	總額
		袍金 HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>For the year ended 31 March 2022 截至2022年3月31日</b>								
Joseph C. C. Wong (i)	黃創增(i)	100	750	41	-	-	-	891
Kwan Chi Kin, Wallace	關志堅	80	1,548	34	1,793	-	-	3,455
Kwong Yi Hang, Agnes	龔易行	135	-	-	-	-	-	135
Ho Chi Kin, Jeff (vi)	何致堅(vi)	135	-	-	-	-	-	135
Wu Chi Man, Lawrence (ii)	胡志文(ii)	56	-	-	-	-	-	56
Lai Kai Ming, Ricky (iii)	黎啟明(iii)	79	-	-	-	-	-	79
Suriyan Joshua Kanjanapas (iv)	黃瑞欣(iv)	-	-	-	-	-	-	-
		585	2,298	75	1,793	-	-	4,751
<b>For the year ended 31 March 2021 截至2021年3月31日</b>								
Joseph C. C. Wong (i)	黃創增(i)	100	699	38	-	-	-	837
Kwan Chi Kin, Wallace	關志堅	80	1,413	18	568	-	-	2,079
Kwong Yi Hang, Agnes	龔易行	135	-	-	-	-	-	135
Wu Chun Sang (v)	胡春生(v)	56	-	-	-	-	-	56
Wu Chi Man, Lawrence (ii)	胡志文(ii)	135	-	-	-	-	-	135
Ho Chi Kin, Jeff (vi)	何致堅(vi)	80	-	-	-	-	-	80
		586	2,112	56	568	-	-	3,322

14. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

- (i) Mr. Joseph C. C. Wong is also the Chief Executive Officer of the Group.
- (ii) Mr. Wu Chi Man, Lawrence has retired by rotation as an independent non-executive director of the Company upon the expiry of his term of office on 31 August 2021.
- (iii) Mr. Lai Kai Ming, Ricky has been appointed as an independent non-executive director of the Company from 31 August 2021.
- (iv) Mr. Suriyan Joshua Kanjanapas was appointed as the Company's non-executive director from 20 October 2021. During the year, no directors' remuneration was paid to him in the capacity as director.
- (v) Mr. Wu Chun Sang has retired by rotation as an independent non-executive director of the Company upon the expiry of his term of office on 28 August 2020.
- (vi) Mr. Ho Chi Kin, Jeff has been appointed as an independent non-executive director of the Company from 28 August 2020.

During the year ended 31 March 2022 and 31 March 2021, none of the directors waived their emoluments, except for Mr. Joseph C.C Wong waived a portion of his salary of HK\$750,000 for the year ended 31 March 2022 (2021: waived salary of HK\$812,000).

(b) Directors' retirement benefits and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits during the year (2021: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2022, the Company did not pay consideration to any third parties for making available directors' services (2021: Nil).

14. 董事福利及權益 (續)

(a) 董事酬金 (續)

- (i) 黃創增先生亦是本集團行政總裁。
- (ii) 胡志文先生於2021年8月31日任期屆滿時輪值退任本公司獨立非行政董事。
- (iii) 黎啟明先生於2021年8月31日獲委任為本公司獨立非行政董事。
- (iv) 黃瑞欣先生於2021年10月20日獲委任為本公司非行政董事。年內，彼並無以董事身分獲發董事酬金。
- (v) 胡春生先生於2020年8月28日任期屆滿時輪值退任本公司獨立非行政董事。
- (vi) 何致堅先生於2020年8月28日獲委任為本公司獨立非行政董事。

截至2022年3月31日及2021年3月31日止年度，概無任何董事放棄酬金，除黃創增先生於截至2022年3月31日止年度放棄其部分薪金港幣750,000元(2021年：放棄薪金港幣812,000元)。

(b) 董事退休福利及離職福利

年內，概無董事已收取或將收取任何退休福利及離職福利(2021年：無)。

(c) 就獲取董事服務向第三方支付之代價

截至2022年3月31日止年度，本公司並無就獲取董事服務而向任何第三方支付代價(2021年：無)。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 14. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

**(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors**

During the year ended 31 March 2022, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2021: Nil).

**(e) Directors' material interests in transactions, arrangements or contracts**

Except as disclosed in Note 34, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### 15. INCOME TAX EXPENSE

Current tax	本期稅項
– Hong Kong profits tax	– 香港利得稅
– Overseas profits tax	– 海外利得稅
– (Over)/under provision in prior years	– 過往年度撥備(過多)/過少
Deferred tax (Note 28)	遞延稅項(附註28)

#### 14. 董事福利及權益(續)

**(d) 有關以董事、該等董事之受控制法團及關聯實體為受益人之貸款、準貸款及其他交易之資料**

截至2022年3月31日止年度，概無以董事、或該等董事之受控制法團及關聯實體為受益人之貸款、準貸款及其他交易安排(2021年：無)。

**(e) 董事在交易，協議或合同的重大利益**

除附註34所披露者外，本年度內或年結時，本公司並無簽訂任何涉及本集團之業務而本公司之董事直接或間接在其中擁有重大利益之重要交易、協議或合同。

#### 15. 所得稅支出

	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Current tax		
– Hong Kong profits tax	2,841	2,905
– Overseas profits tax	5,113	4,960
– (Over)/under provision in prior years	(356)	59
	<b>7,598</b>	7,924
Deferred tax (Note 28)	<b>8,025</b>	17,807
	<b>15,623</b>	25,731

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15. INCOME TAX EXPENSE (Continued)

The provision for Hong Kong Profits Tax for 2022 is calculated at 16.5% (2021: 16.5%) of the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the jurisdictions in which the Group operates.

The taxation on the Group's loss before income tax differs from the theoretical amount that would arise using the applicable tax rates, being the weighted average of tax rates prevailing in the jurisdictions in which the Group operates, as follows:

15. 所得稅支出(續)

2022年度香港得稅乃根據估計應課稅溢利按稅率16.5%(2021年: 16.5%)計算。海外利得稅乃根據年內估計應課稅溢利按本集團經營地區的適用稅率計算。

本集團按其除所得稅前虧損而計算的稅項，與按其於各營運地區的適用稅率(加權平均率)而計算的理論稅項有差別，詳情如下：

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Loss before tax	除稅前虧損	(90,837)	(55,890)
Theoretical tax at weighted average rate of 17.85% (2021: 13.35%)	按加權平均率17.85%(2021年: 13.35%)而計算的理論稅項	(16,218)	(7,464)
Tax effect arising from:	稅務影響產生自:		
– Non-taxable income	– 無需課稅的收入	(9,257)	(59,442)
– Non-deductible expenses	– 不可扣稅的開支	12,106	49,344
– Recognition of temporary differences not previously recognised	– 確認往年未被確認的暫時性差額	827	5,497
– Utilisation of previously unrecognised tax losses	– 使用往年未確認的稅項虧損	(2,412)	(2,313)
– Tax losses not recognised	– 未確認的稅項虧損	30,844	39,947
– Tax reduction	– 稅項減免	(46)	–
– Others	– 其他	135	103
– (Over)/under provision in prior years	– 過往年度撥備(過多)/過少	(356)	59
		<b>15,623</b>	<b>25,731</b>

The weighted average applicable tax rate is 17.85% (2021: 13.35%). The increase is caused by changes in the distribution of profitability of the Group's subsidiaries in the respective countries.

加權平均適用稅率為17.85%(2021年: 13.35%)。增加乃由於本集團於各個國家的附屬公司的溢利分配變動所致。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 16. LOSS PER SHARE

##### Basic

Basic loss per share is calculated by dividing the Group's loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

		2022	2021
Loss attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔虧損 (港幣仟元)	<b>(106,716)</b>	(81,890)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (以仟股計)	<b>1,046,474</b>	1,046,474
Basic loss per share attributable to the equity holders of the Company (HK cents)	本公司權益持有人應佔每股 基本虧損(港仙)	<b>(10.20)</b>	(7.83)

##### Diluted

Diluted loss per share for the years ended 31 March 2021 and 31 March 2022 are the same as the basic loss per share amounts as there were no potentially dilutive ordinary shares in issues during two years.

#### 16. 每股虧損

##### 基本

每股基本虧損以年內本公司權益持有人應佔本集團虧損除以已發行普通股加權平均數而計算。

##### 攤薄

截至2021年3月31日及2022年3月31日止年度，每股攤薄虧損金額與每股基本虧損金額相同，因為於兩個年度內並無潛在攤薄普通股。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、機器及設備

		Freehold, leasehold land and buildings 私有產權 土地、租賃 土地及樓宇 HK\$'000 港幣仟元	Equipment, leasehold improvements and others 設備、租賃 權益改良及其他 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟元
<b>Cost</b>	<b>成本</b>			
At 1 April 2020	於2020年4月1日	214,040	297,475	511,515
Additions	添置	–	4,153	4,153
Transfer from investment properties (Note 18)	轉自投資物業(附註18)	175,000	–	175,000
Disposal of a subsidiary (Note 32(a))	出售附屬公司(附註32(a))	(60,062)	–	(60,062)
Disposals/written off	出售/撇賬	–	(48,995)	(48,995)
Exchange realignment	匯兌差額	2,714	6,169	8,883
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	<b>331,692</b>	<b>258,802</b>	<b>590,494</b>
Additions	添置	–	9,118	9,118
Transfer to assets classified as held for sale (Note 25)	轉至分類為持作可供出售的 資產(附註25)	(64,325)	–	(64,325)
Disposals/written off	出售/撇賬	–	(20,027)	(20,027)
Exchange realignment	匯兌差額	(2,197)	(481)	(2,678)
<b>At 31 March 2022</b>	<b>於2022年3月31日</b>	<b>265,170</b>	<b>247,412</b>	<b>512,582</b>
<b>Accumulated depreciation and impairment losses</b>	<b>累計折舊及減值</b>			
At 1 April 2020	於2020年4月1日	115,793	264,407	380,200
Charge for the year	本年度折舊	8,449	19,400	27,849
Disposal of a subsidiary (Note 32(a))	出售附屬公司(附註32(a))	(49,301)	–	(49,301)
Disposals/written off	出售/撇賬	–	(47,909)	(47,909)
Impairment loss (note a)	減值(附註a)	5,986	1,558	7,544
Exchange realignment	匯兌差額	1,237	5,398	6,635
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	<b>82,164</b>	<b>242,854</b>	<b>325,018</b>
Charge for the year	本年度折舊	<b>11,820</b>	<b>13,088</b>	<b>24,908</b>
Transfer to assets classified as held for sales (Note 25)	轉至分類為持作可供出售的 資產(附註25)	(23,014)	–	(23,014)
Disposals/written off	出售/撇賬	–	(19,787)	(19,787)
Impairment loss (note a)	減值(附註a)	9,367	1,100	10,467
Exchange realignment	匯兌差額	(1,404)	(354)	(1,758)
<b>At 31 March 2022</b>	<b>於2022年3月31日</b>	<b>78,933</b>	<b>236,901</b>	<b>315,834</b>
<b>Carrying amount</b>	<b>賬面值</b>			
<b>At 31 March 2022</b>	<b>於2022年3月31日</b>	<b>186,237</b>	<b>10,511</b>	<b>196,748</b>
At 31 March 2021	於2021年3月31日	249,528	15,948	265,476

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 17. PROPERTY, PLANT AND EQUIPMENT (Continued)

Note:

- (a) As at 31 March 2022, carrying amounts of retail stores assets represent property, plant and equipment and right-of-use assets of approximately HK\$162.121 million and HK\$68.686 million respectively.

The Group regards its individual retail stores as separately identifiable CGUs and the recoverable amounts of the CGUs is determined with reference to their value-in-use and fair value less costs to sell. Management carried out an impairment assessment for the retail stores assets, including property, plant and equipment and right-of-use assets, which exhibited an impairment indicator. Given the potential adverse impact on the performance of the Group's retail stores as a result of the COVID-19 pandemic, management performed impairment assessment for under-performing retail stores. The carrying amount of the retail stores assets is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The estimates of the recoverable amount of self-owned retail shops were determined using fair value less costs to sell approach. Meanwhile, the estimates of the recoverable amount of remaining retail stores assets were based on value-in-use calculations using discounted cash flow projections based on the forecasts approved by management covering the remaining tenure of the lease, with 13% discount rate.

As a result, during the year ended 31 March 2022, impairment of property, plant and equipment of approximately HK\$ HK\$10.467 million and impairment of right-of-use assets of approximately HK\$ HK\$8.058 million were made as their carrying values are not expected to be fully recoverable. Impairment loss was included in other operating expenses in the consolidated income statement.

Key assumptions used in the value-in-use calculations for the recoverable amount as follow:

- Revenue: based on estimated timing on resuming operations in all regions and the consequential effect on the Group's retail stores.
- Running cost: based on the estimated change related to the Group's cost saving plan and measures.

- (b) As at 31 March 2022, the carrying amount of the Group's property, plant and equipment pledged as security for the Group's bank borrowings (Note 31) amounted to HK\$155.421 million (2021: HK\$217.23 million).

#### 17. 物業、機器及設備(續)

附註：

- (a) 於2022年3月31日，零售店舖的物業、機器及設備及使用權資產的賬面值分別約為港幣162.121百萬元和港幣68.686百萬元。

本集團視其個別零售店舖為獨立可識別現金產生單位，而可收回之現金產生單位是經參考若干物業設備的使用價值釐定。管理層對出現減值指標的零售店舖資產(包括物業、機器及設備以及使用權資產)進行減值評估。鑑於新型冠狀病毒疫情對本集團零售店舖的表現可能造成不利影響，因此管理層對所有零售店舖進行減值評估。倘零售店舖資產的賬面值大於其估計可收回金額，則將其賬面值撇減至可收回金額。自有零售店舖的估計可收回金額按公平值減出售成本釐定。同時，其餘零售店舖資產的估計可收回金額根據經管理層批准涵蓋租賃剩餘年期的預測使用折現現金流量，貼現率為13%。

因此，截至2022年3月31日止年度，物業、機器及設備的減值約為港幣10.467百萬元及使用權資產減值約為港幣8.058百萬元。由於其賬面值預計無法悉數收回而作出減值。減值虧損已計入綜合收益表的其他營運支出中。

可收回金額的使用價值計算中使用的主要假設如下：

- 收入：根據所有地區放寬社交距離限制的估計時間，對本集團零售店舖的相應影響的估計。
- 營運成本：根據本集團節省成本計劃及措施有關的估計變化。

- (b) 於2022年3月31日，本集團物業、機器及設備賬面值港幣155.421百萬元(2021年：港幣217.23百萬元)已抵押給銀行以獲取附注31內本集團的銀行信貸。

18. INVESTMENT PROPERTIES

18. 投資物業

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
At 1 April	於4月1日	296,700	519,800
Transfer to property, plant and equipment (Note 17)	轉至物業、機器及設備(附註17)	-	(175,000)
Changes in fair value	公平值變動	(13,600)	(48,100)
At 31 March	於3月31日	<b>283,100</b>	296,700

The investment properties were revalued at the end of the reporting date and date of transfer by independent professionally qualified valuer.

該投資物業於報告期末及轉讓日期由獨立專業合資格估值師估值。

(a) Amount recognised in consolidated income statement for investment properties

(a) 投資物業於收益表中確認的金額

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Rental income	租金收入	3,709	6,511
Direct operating expenses from properties which generated rental income	產生租金收入的物業之 直接營運支出	(519)	(340)
		<b>3,190</b>	6,171

**18. INVESTMENT PROPERTIES** (Continued)**(b) Lease arrangements**

Commitments for minimum lease payments receivable on leases of the investment properties are set out in Note 33(a).

The Group leases out retail stores under operating leases with rentals payable monthly. The leases typically run for an initial period of 2 to 3 years, with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend. The leases of retail stores contain minimum annual lease payment that are fixed over the lease term.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessees' option to purchase the property at the end of lease term.

**(c) Pledge**

The Group's investment properties have been pledged as security for the Group's bank borrowings (Note 31).

**18. 投資物業** (續)**(b) 租賃安排**

有關投資物業應收最低租賃款項承諾載於附註33(a)。

本集團在經營租賃項下出租若干零售店舖，每月收取租金。租賃通常為期2年至3年，承租人有優先續租權利。在承租人行使續租權時，大多數租賃合約均包含市場審查條款。此等零售店舖租賃合約包含在租賃期內有固定的年度最低租賃付款金額。

由於所有租賃合約均以集團實體各自的功能貨幣計算，故本集團不會因租賃安排而承受外幣風險。租賃合約均不包含殘值擔保，在租賃期滿時承租人亦無權選擇購買該物業。

**(c) 抵押**

本集團的投資物業已抵押給銀行以獲取銀行貸款(附註31)。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19. RIGHT-OF-USE ASSETS

19. 使用權資產

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
At 1 April	於4月1日	123,990	198,704
Addition	添置	58,257	52,103
Termination of leases	終止租賃合約	(23,941)	(5,621)
Depreciation charge for the year	本年度折舊	(75,629)	(108,383)
Impairment losses (Note 17 (a))	減值(附註17(a))	(8,058)	(15,676)
Exchange differences	匯兌差額	2,974	2,863
At 31 March	於3月31日	<b>77,593</b>	123,990

The recognised right-of-use assets relate to the following types of assets:

已確認的使用權資產涉及以下類型的資產：

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Land use rights	土地使用權	1,032	2,288
Properties:	物業：		
– office premises	– 辦公室	7,286	43,504
– retail stores	– 零售店鋪	68,686	78,198
Motor vehicles	汽車	589	–
		<b>77,593</b>	123,990

**19. RIGHT-OF-USE ASSETS** (Continued)

Lease liabilities of HK\$91.028 million (2021: HK\$156.519 million) are recognised with related right-of-use assets of HK\$77.593 million (2021: HK\$123.990 million) as at 31 March 2022. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

As disclosed in note 3, the Group has early adopted the Amendments to HKFRS 16: COVID-19 Related Rent Concessions beyond 30 June 2021, and applied the practical expedient introduced by the Amendments to all eligible rent concessions received by the Group during the year. Further details are disclosed below.

For both years, the Group leases various offices and retail stores for its operations. Generally, lease contracts are entered into for fixed term of 1 year to 3 years, but may have extension and termination options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities. The potential exposure to these future lease payments is summarised below:

**19. 使用權資產** (續)

於2022年3月31日，港幣91.028百萬元(2021年：港幣156.519百萬元)租賃負債已連同港幣77.593百萬元(2021年：港幣123.990百萬元)的相關使用權資產予以確認。該等租賃協議並無施加任何契諾，惟出租人於已租賃資產中持有的擔保權益除外。已租賃資產不得就借貸目的用作抵押品。

誠如附註3所披露，本集團已提早採納香港財務報告準則第16號之修訂：2021年6月30日後關於新型冠狀病毒相關租金寬減，並已對本集團於本年度收取的所有合資格租金寬減應用該修訂本規定的實際權宜方法。進一步詳情披露於下文。

該等年度內，本集團租賃多間辦公室及零售店進行營運。一般而言，租賃合約按1年至3年的固定年期訂立，惟可具有下文所述的延長及終止選擇權。租賃年期乃按個別基準商定，包括範疇廣泛的不同條款及條件。釐定租賃年期及評估不可撤銷期間的長度時，本集團應用合約的定義及釐定合約可強制執行的期間。

部分租賃包括於合約年期結束後按額外期間重續租賃的選擇權。於實際可行的情況下，本集團尋求含有可供本集團行使該等延長選擇權的租賃，以提供營運靈活性。本集團於租賃開始日期評估是否合理確定能行使延長選擇權。倘本集團無法合理確定行使延長選擇權，延長期間內的未來租賃付款不會計入租賃負債的計量內。該等未來租賃付款的潛在風險概述如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19. RIGHT-OF-USE ASSETS (Continued)

		Lease liabilities recognised (discounted)		Potential future lease payments under extension options not included in lease liabilities (undiscounted)	
		確認的 租賃負債(貼現)		不包括在租賃負債中延期 選擇權項下潛在的未來 租賃付款(未貼現)	
		2022	2021	2022	2021
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元
Office	辦公室	2,095	27,571	12,592	20,859
Retail stores	零售店舖	2,968	940	9,323	23,836

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year ended 31 March 2022, there has been no such triggering event.

Details of total cash outflow for leases is set out in Note 32(c).

During the year ended 31 March 2022, the Group leased a number of retail stores which contain variable lease payment terms that are based on sales generated from the retail stores and minimum annual lease payment terms that are fixed. These payment terms are common in retail stops in the regions where the Group operates. During the year, the Group received rent concessions in the form of a discount on fixed payments during the period of severe social distancing and travel restriction measures introduced to contain the spread of COVID-19. The amount of fixed and variable lease payments recognised in consolidated income statement for the year is disclosed in Notes 12.

19. 使用權資產(續)

此外，當承租人的控制範圍內發生重大事件或情況有重大改變，本集團重新評估是否合理確定能行使延長選擇權。於截至2022年3月31日止年度，概無有關觸發事件。

租賃現金流出總額的詳細資料在附註32(c)中列出。

於截至2022年3月31日止年度，本集團租賃多間零售店舖，包含基於零售店舖所產生銷售的可變租賃付款條款及固定最低年度租賃付款條款。該等付款條款於本集團營運所在地屬常見。於本年度，本集團於遏制新型冠狀病毒疫情而嚴格推行社交距離及旅遊限制措施期間以固定付款折扣形式收取租金寬減。於綜合收益表確認之固定租賃付款和可變租賃付款在附註12披露。

20. INTANGIBLE ASSETS

20. 無形資產

		Technical Know-how 專業技術 HK\$'000 港幣仟元	Trademarks 商標 HK\$'000 港幣仟元	Goodwill 商譽 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟元
<b>Cost</b>	<b>成本</b>				
<b>At 1 April 2020</b>	<b>於2020年4月1日</b>	74,895	84,334	9,279	168,508
Exchange realignment	匯兌差額	–	354	1,147	1,501
<b>At 31 March 2021 and 1 April 2021</b>	<b>於2021年3月31日及2021年 4月1日</b>	<b>74,895</b>	<b>84,688</b>	<b>10,426</b>	<b>170,009</b>
Exchange alignment	匯兌差額	–	476	129	605
<b>At 31 March 2022</b>	<b>於2022年3月31日</b>	<b>74,895</b>	<b>85,164</b>	<b>10,555</b>	<b>170,614</b>
<b>Accumulated amortisation and impairment loss</b>	<b>累計折舊及減值</b>				
<b>At 1 April 2020</b>	<b>於2020年4月1日</b>	74,895	36,072	–	110,967
Charge for the year	本年度攤銷	–	–	–	–
Impairment losses	減值	–	5,583	–	5,583
<b>At 31 March 2021 and 1 April 2021</b>	<b>於2021年3月31日及2021年 4月1日</b>	<b>74,895</b>	<b>41,655</b>	<b>–</b>	<b>116,550</b>
Charge for the year	本年度攤銷	–	–	–	–
Impairment loss	減值	–	2,722	–	2,722
<b>At 31 March 2022</b>	<b>於2022年3月31日</b>	<b>74,895</b>	<b>44,377</b>	<b>–</b>	<b>119,272</b>
<b>Carrying amount</b>	<b>賬面值</b>				
<b>At 31 March 2022</b>	<b>於2022年3月31日</b>	<b>–</b>	<b>40,787</b>	<b>10,555</b>	<b>51,342</b>
At 31 March 2021	於2021年3月31日	–	43,033	10,426	53,459

**20. INTANGIBLE ASSETS (Continued)****Impairment assessment for technical know-how**

In 2015, in order to secure the supply of mechanical movements in the future, the Group acquired CATENA SA, a Swiss watch movement manufacturer, and recognised an identified technical know-how of HK\$70.816 million. Technical know-how has been fully amortised in year 2020.

**Impairment assessment for trademarks**

Management assess annually whether the trademarks exhibit any impairment by considering the economic benefit generated from the trademarks. The recoverable amount is determined based on a value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets performed by management covering a five-year period. Management determined the financial budget based on past performance and its expectations for the market development.

The key assumptions used for value-in-use calculation are as follows:

- (a) Growth rate used to extrapolate cash flows beyond the five-year budget period of 0% (2021: 0%).
- (b) Growth rate used within the five-year budget period of 0% (2021: 0%) which was considered reasonable with reference to subsequent sales growth rate.
- (c) Pre-tax discount rate applied to cash flow projections of 16% (2021: 13%). The discount rate used reflects specific risks related to the Group.

Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of trademarks to exceed the recoverable amount significantly.

Impairment losses on trademarks amounted to HK\$2.722 million (2021: HK\$5.583 million) were recognised during the year ended 31 March 2022.

**20. 無形資產(續)****專業技術的減值測試**

為確保日後的鐘錶零件供應，本集團於2015年收購瑞士鐘錶生產商CATENA SA，並確認可識別專業技術為港幣70.816百萬元。於2020年，該專業技術已全部攤銷。

**商標減值測試**

管理層考慮到商標產生的經濟利益，每年測試商標是否受到任何減值。可回收金額根據使用價值之計算而釐定。該等計算採用根據管理層就涵蓋五年期間之財政預算作出之稅前現金流量預測。本集團管理層根據過往表現及其對市場發展之預期而釐定財政預算。

用於使用價值之計算的主要假設包括：

- (a) 用作推斷超過五年預算期的現金流增長率為0% (2021年：0%)。
- (b) 根據後續銷售增長率的合理考慮，用作推斷五年預算期內的增長率為0% (2021年：0%)。
- (c) 用於現金流預測的除稅前貼現率為16% (2021年：13%)。該貼現率反映了與本集團有關的特定風險。

管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致商標的眼面值大幅超過可收回金額。

截至2022年3月31日止年度，商標減值撥備港幣2.722百萬元 (2021年：港幣5.583百萬元)。

20. INTANGIBLE ASSETS (Continued)

**Impairment test for goodwill**

Goodwill is allocated to the Group's CGUs identified according to business segment. The goodwill is attributable to the watch wholesale trading operations. The recoverable amount of a CGU is determined based on value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets performed by management covering a five-year period. Management determined the financial budgets based on past performance and its expectations for the market development. Cash flows beyond the five-year period are extrapolated using the estimated growth rate stated below.

The key assumptions used for value-in-use calculation are as follows:

- (a) Growth rate used to extrapolate cash flows beyond the five-year budget period of 0% (2021: 0%).
- (b) Growth rate used within the five-year budget period of 0% (2021: 0%) which does not exceed historical growth rate.
- (c) Pre-tax discount rate applied to cash flow projections of 16% (2021: 13%). The discount rate used reflects specific risks related to the Group.

Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of goodwill to exceed the recoverable amount significantly.

During the year ended 31 March 2022, there was no impairment on the CGUs containing goodwill (2021: Nil).

20. 無形資產(續)

**商譽減值測試**

商譽根據業務分部分配至本集團可識別的現金產生單位。商譽來自鐘錶批發貿易業務。現金產生單位的可收回金額根據使用價值計算。計算方式利用稅前現金流量預測，依據管理層批核的五年期財政預算。管理層依據過往表現及其對市場發展的預期制定財政預算。超越該五年期的現金流量採用以下所述的估計增長率作出推算。

計算使用價值的主要假設如下：

- (a) 用以推算超過五年預算期的現金流量所使用的增長率為0% (2021年：0%)。
- (b) 用作推斷五年預算期內的增長率為0% (2021年：0%)，並不超出過往的增長率。
- (c) 用於現金流量預測的稅前貼現率為16% (2021年：13%)。該貼現率反映了與本集團有關的特定風險。

管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致商譽的賬面值大幅超過可收回金額。

截至2022年3月31日止年度內，現金產生單位的商譽並無減值(2021年：無)。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 21. EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Equity investment at fair value through other comprehensive income	按公平值透過其他全面收益列賬的股份投資
Unlisted equity investment, at fair value	非上市公司股份投資(公平值)

The above equity investment was irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

During the year ended 31 March 2022, the fair value loss in respect of the Group's equity investment at fair value through other comprehensive income recognised in other comprehensive income amounted to HK\$0.281 million (2021: HK\$3.570 million).

#### 22. INVENTORIES

Raw materials	原材料
Work-in-progress	在製品
Finished goods	製成品
Less: provision for inventories	減：存貨撥備

The cost of inventories sold recognised as expense and included in cost of sales amounted to HK\$368.770 million during the year ended 31 March 2022 (2021: HK\$381.542 million).

#### 21. 按公平值透過其他全面收益列賬的股份投資

<b>2022</b>	2021
<b>HK\$'000</b>	HK\$'000
港幣仟元	港幣仟元

<b>1,593</b>	1,874
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上述股份投資已不可撤回地指定為按公平值透過其他全面收益列賬，乃由於本集團認為該等投資屬策略性質。

截至2022年3月31日止年度，於其他全面收益確認的本集團按公平值透過其他全面收益列賬的股份投資公平值變動虧損為港幣0.281佰萬元(2021年：港幣3.570佰萬元)。

#### 22. 存貨

<b>2022</b>	2021
<b>HK\$'000</b>	HK\$'000
港幣仟元	港幣仟元

<b>187,109</b>	185,934
<b>11,683</b>	9,571
<b>395,154</b>	396,232

<b>593,946</b>	591,737
<b>(333,267)</b>	(324,434)

<b>260,679</b>	267,303
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於截至2022年3月31日止年度已確認為開支並計入銷售成本內的存貨成本為港幣368.770佰萬元(2021年：港幣381.542佰萬元)。



NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

23. TRADE AND OTHER RECEIVABLES

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Trade receivables, gross	應收貿易賬款，總額	83,678	79,424
Less: impairment loss (note (b))	減：減值撥備(附註(b))	(23)	(20)
		<b>83,655</b>	79,404
Other receivables	其他應收賬款	7,298	12,603
Deposits	按金	54,321	65,817
Prepayments	預付款項	5,223	4,797
		<b>150,497</b>	162,621
Less: non-current portion	減：非流動部份	(14,757)	(20,643)
Current portion	流動部份	<b>135,740</b>	141,978

The ageing analysis of the trade receivables based on invoice date is as follows:

23. 貿易及其他應收賬款

按發票日期分析的應收貿易賬款賬齡如下：

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
0-60 days	0-60天	39,081	35,947
Over 60 days	60天以上	44,597	43,477
		<b>83,678</b>	79,424

Note:

- (a) The Group engages designated import and export agents for the importation of products from the subsidiaries in Hong Kong to the subsidiaries in the Mainland China. The balances due from and due to the import and export agents are settled on a back-to-back basis, and such balances are repayable on demand. The Group's trade receivables and trade payables include balances due from and due to the import and export agents of HK\$33.253 million as at 31 March 2022 (2021: HK\$33.955 million).

Other than the balances due from the import and export agents, the Group allows an average credit period of 60 days (2021: 60 days) from the invoice date to its trade receivables.

附註：

- (a) 本集團透過指定的進出口代理，將香港附屬公司的產品運往內地的附屬公司。應收及應付進出口代理的結餘乃按同等的對應金額結算，該等結餘按要求結算。截至2022年3月31日，本集團應收賬款及應付賬款包括應收及應付進出口代理的結餘為港幣33.253百萬元(2021年：港幣33.955百萬元)。

除應收及應付進出口代理的結餘外，本集團給予其應收貿易賬款由發票日起計平均60天(2021年：60天)的信貸期。

23. TRADE AND OTHER RECEIVABLES (Continued)

Note : (Continued)

- (b) An impairment analysis is performed at each reporting date by using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off when the counter party is in severe financial difficulty and there is no realistic prospect of recovering e.g. under liquidation or entered into bankruptcy.

Trade receivables that were past due but not impaired related to a number of independent customers for whom there was no recent history of default. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable. The Group did not hold any collateral over these balances.

Meanwhile, the Group applied general approach to provide for ECLs for financial assets included in deposits and other receivables under HKFRS9. The Group considers the historical loss rate and adjusts for forward looking macroeconomic data in calculating the expected credit loss rate. As at 31 March 2022, the Group estimated the expected loss rate for financial assets included in deposits and other receivables is insignificant.

Movements on the loss allowance for impairment of trade receivables are as follows:

At 1 April	於4月1日		
Provision for impairment/ (reversal of impairment)	減值撥備/(減值撥回)		
Exchange realignment	匯兌差額		
At 31 March	於3月31日		

- (c) Trade and other receivables included amounts due from related companies of HK\$4.850 million (2021: HK\$10.412 million). Details of amounts due from related companies are disclosed in Note 34.

23. 貿易及其他應收賬款

附註：(續)

- (b) 本集團於各報告年度使用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似損失情況(例如按地區以及客戶類型及評級)之各個客戶分類組別之逾期天數釐定。相關計算反映可能性加權結果、貨幣之時間價值以及於報告日期可獲得有關過往事件之合理及可支持資料、當前狀況以及未來經濟狀況預測。一般而言，當交易對手處於嚴重的財務困境時且應收賬款顯示不能被收回時(交易對手進入清盤或破產時)，該應收賬款會予以撇銷。

已逾期但未減值的應收貿易賬款與多名獨立客戶有關，彼等近期並無拖欠還款記錄。根據過往經驗，鑒於有關應收賬項的信貸質素並沒有重大改變，欠款仍視為可以全數收回，因此管理層相信無需作出減值撥備。本集團並無就該等欠款持有任何抵押。

與此同時，本集團已應用一般方法香港財務報告準則第9號項下就包括按金及其他應收賬款的財務資產計提預期信貸虧損。本集團於計算預期信貸損率時計及歷史虧損率，並就前瞻性宏觀經濟數據作出調整。於2022年3月31日，本集團估計按金及其他應收賬項所包括的金融資產的預期虧損率並不重大。

應收貿易賬款的減值撥備變動如下：

	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
At 1 April	20	112
Provision for impairment/ (reversal of impairment)	2	(98)
Exchange realignment	1	6
At 31 March	23	20

- (c) 貿易及其他應收賬款包括應收關聯公司的款項港幣4.850百萬元(2021年：港幣10.412百萬元)，應收關聯公司款項載於附註34披露。

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23. TRADE AND OTHER RECEIVABLES (Continued)

Note : (Continued)

- (d) The carrying amount of trade and other receivables are denominated in the following currencies:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Hong Kong dollars	港幣	53,314	73,631
Renminbi	人民幣	35,021	30,099
Singapore dollars	新加坡元	19,169	17,561
Malaysian ringgit	馬來西亞令吉	31,531	29,837
Thai bahts	泰銖	2,784	3,097
Swiss francs	瑞士法郎	945	736
Others	其他	7,733	7,660
		<b>150,497</b>	<b>162,621</b>

24. CASH AND CASH EQUIVALENTS

Note:

- (a) The above balances mainly represent cash at banks. Bank balances are deposited in banks with sound credit ratings to mitigate the credit risk.

23. 貿易及其他應收賬款

附註：(續)

- (d) 貿易及其他應收賬款之賬面值按貨幣呈列如下：

24. 現金及現金等值物

附註：

- (a) 上述餘額主要為銀行現金。銀行存款餘額為存放於信用評級良好的銀行存款，以減低信貸風險。

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24. CASH AND CASH EQUIVALENTS (Continued)

Note: (Continued)

- (b) The cash and cash equivalents are denominated in the following currency:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Hong Kong dollars	港幣	15,865	42,189
Renminbi	人民幣	1,458	10,763
Singapore dollars	新加坡元	44,925	47,088
Malaysian ringgit	馬來西亞令吉	34,929	53,873
Thai bahts	泰銖	6,092	10,593
Swiss francs	瑞士法郎	910	797
Others	其他	7,942	5,041
		<b>112,121</b>	<b>170,344</b>

- (c) The conversion of Renminbi into foreign currencies and remittance of Renminbi out of the PRC is subject to the rules and regulations of exchange controls promulgated by the PRC government.

24. 現金及現金等值物 (續)

附註：(續)

- (b) 現金及現金等值物按貨幣呈列如下：

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Hong Kong dollars	港幣	15,865	42,189
Renminbi	人民幣	1,458	10,763
Singapore dollars	新加坡元	44,925	47,088
Malaysian ringgit	馬來西亞令吉	34,929	53,873
Thai bahts	泰銖	6,092	10,593
Swiss francs	瑞士法郎	910	797
Others	其他	7,942	5,041
		<b>112,121</b>	<b>170,344</b>

- (c) 將人民幣兌換為外幣及將人民幣匯出中國大陸須受中國政府頒佈的外匯管控規則及條例規限。

25. ASSETS CLASSIFIED AS HELD FOR SALE

Land and buildings transfer from property plant and equipment 轉自物業、機械及設備的土地及樓宇

On 28 January 2022, the Group entered into a provisional agreement with an independent third party seeking to dispose one of its properties and anticipates that the disposal will be completed by August 2022. Further on 10 February 2022, a sale and purchase agreement were executed, both parties have reached a consensus on the selling price of HK\$120 million and a deposit sum of HK\$12 million was received by the Group in March 2022.

The directors of the Company expect that the fair value less costs to sell of the business will be higher than the aggregate carrying amount of the property. Therefore, no impairment loss was recognised neither on reclassification of the assets nor as at 31 March 2022.

As at 31 March 2022, the assets classified as held for sale were pledged as security for the Group's bank borrowings (Note 31).

26. SHARE CAPITAL

Authorised:  
At 1 April 2020, 31 March 2021,  
1 April 2021 and 31 March 2022

Issued and fully paid:  
At 1 April 2020, 31 March 2021,  
1 April 2021 and 31 March 2022

25. 分類為持作可供出售資產

2022  
HK\$'000  
港幣仟元

41,311

2021  
HK\$'000  
港幣仟元

–

於2022年1月28日，本集團與一名獨立第三方訂立臨時買賣協議，以尋求出售其其中一項物業，並預期該出售事項將於2022年8月完成。其後，雙方就售價港幣120佰萬元達成共識，於2022年2月10日簽訂買賣協議，本集團於2022年3月已收取港幣12佰萬元按金。

本公司董事預期該業務的公平值減出售成本將高於該物業的總賬面值。因此，在資產重新分類時或於2022年3月31日概無確認減值虧損。

截至2022年3月31日，分類為持作可供出售的資產已抵押予銀行以獲取銀行貸款(附註31)。

26. 股本

Number of  
shares of  
HK\$0.1 each  
每股面值  
港幣0.1元的  
股份數目

1,600,000,000

1,046,474,025

HK\$'000  
港幣仟元

160,000

104,647

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27. RESERVES

27. 儲備

		Share premium	Revaluation reserve	Exchange reserve	Property, plant and equipment revaluation reserve 物業、機器 及設備 重估儲備	Retained profits	Total
		股份溢價 HK\$'000 港幣仟元	重估儲備 HK\$'000 港幣仟元	匯兌儲備 HK\$'000 港幣仟元	重估儲備 HK\$'000 港幣仟元	保留盈利 HK\$'000 港幣仟元	總額 HK\$'000 港幣仟元
At 1 April 2020	於2020年4月1日	1,977	3,193	(96,215)	403,684	113,160	425,799
Loss for the year	年內虧損	-	-	-	-	(81,890)	(81,890)
Other comprehensive (loss)/ income for the year	年內其他全面(虧損)/收益	-	(3,570)	42,534	-	-	38,964
At 31 March 2021	於2021年3月31日	1,977	(377)	(53,681)	403,684	31,270	382,873
At 1 April 2021	於2021年4月1日	1,977	(377)	(53,681)	403,684	31,270	382,873
Loss for the year	年內虧損	-	-	-	-	(106,716)	(106,716)
Other comprehensive loss for the year	年內其他全面虧損	-	(281)	(2,377)	-	-	(2,658)
At 31 March 2022	於2022年3月31日	1,977	(658)	(56,058)	403,684	(75,446)	273,499

Nature and purpose of reserves

儲備之性質及用途

(a) Share premium

Share premium represents amount paid by shareholders for capital injection in excess of par value.

(a) 股份溢價

股份溢價指股東因註資而支付的金額超過面值。

(b) Revaluation reserve

Revaluation reserve represents the cumulative net change in the fair value of financial assets held at FVTOCI at the end of reporting date and is dealt with in accordance with the accounting policy in Note 4(h).

(b) 重估儲備

重估儲備指於報告期末持有的以公平值計入其他全面收益之金融資產的公平值累計變動淨額，並根據附註4(h)內之會計政策處理。

27. RESERVES (Continued)

Nature and purpose of reserves (Continued)

(c) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 4(d).

(d) Property, plant and equipment revaluation reserve

The property, plant and equipment revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings held for own use in Note 4(e).

28. DEFERRED TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

Deferred tax assets	遞延稅項資產
Deferred tax liabilities	遞延稅項負債

The gross movement on the deferred tax accounts is as follows:

At 1 April	於4月1日
Charged to income statement (Note 15)	已扣除收益表(附註15)
Disposal of a subsidiary (Note 32(a))	出售附屬公司(附註32(a))
Exchange realignment	匯兌差額
At 31 March	於3月31日

27. 儲備(續)

儲備之性質及用途(續)

(c) 匯兌儲備

匯兌儲備包括所有因換算海外業務財務報表產生之匯兌差額。儲備乃根據附註4(d)所載會計政策處理。

(d) 物業、機器及設備重估儲備

物業、機器及設備重估儲備之設立，採用根據附註4(e)中為自用而持有之土地及樓宇所載會計政策處理。

28. 遞延稅項

遞延稅項資產及遞延稅項負債分析如下：

	2022	2021
	HK\$'000	HK\$'000
	港幣仟元	港幣仟元
Deferred tax assets	7,046	16,071
Deferred tax liabilities	(26,690)	(27,760)
	<b>(19,644)</b>	<b>(11,689)</b>

遞延稅項賬目的變動如下：

	2022	2021
	HK\$'000	HK\$'000
	港幣仟元	港幣仟元
At 1 April	(11,689)	5,451
Charged to income statement (Note 15)	(8,025)	(17,807)
Disposal of a subsidiary (Note 32(a))	-	539
Exchange realignment	70	128
At 31 March	<b>(19,644)</b>	<b>(11,689)</b>



28. DEFERRED TAX (Continued)

The movements in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Deferred tax assets

		Depreciation allowances	Provision for unrealised profit in inventories 存貨中未變現溢利的準備	Tax losses	Other provisions	Other temporary differences 其他暫時性差額	Total
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
At 1 April 2020	於2020年4月1日	3,128	9,181	9,020	11,009	6,046	38,384
Charged to income statement	已扣除收益表	(2,955)	(4,744)	(2,951)	(7,263)	(5,041)	(22,954)
Exchange differences	匯兌差額	10	277	-	63	291	641
At 31 March 2021	於2021年3月31日	183	4,714	6,069	3,809	1,296	16,071
At 1 April 2021	於2021年4月1日	183	4,714	6,069	3,809	1,296	16,071
Charged to income statement	已扣除收益表	(99)	(1,131)	(6,069)	(1,587)	(216)	(9,102)
Exchange differences	匯兌差額	-	91	-	(8)	(6)	77
At 31 March 2022	於2022年3月31日	84	3,674	-	2,214	1,074	7,046

Out of the unrecognised tax losses of HK\$1,273.266 million (2021: HK\$1,135.778 million) carried forward, an amount of HK\$935.551 million (2021: HK\$854.001 million) can be carried forward indefinitely. The remaining HK\$337.715 million (2021: HK\$281.777 million) will expire in the following years:

28. 遞延稅項 (續)

年內遞延稅項資產及負債的變動(不考慮於相同稅務司法權區內餘額抵銷)如下:

遞延稅項資產

所結轉以抵銷未來應課稅之未確認稅項虧損總額為港幣1,273.266百萬元(2021年: 港幣1,135.778百萬元), 其中港幣935.551百萬元(2021年: 港幣854.001百萬元)可無限期結轉, 其餘港幣337.715百萬元(2021年: 港幣281.777百萬元)將在下列期限屆滿:

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28. DEFERRED TAX (Continued)

Deferred tax assets (Continued)

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
In the first year	第1年	79,620	55,804
In the second year	第2年	53,387	63,156
In the third year	第3年	37,955	47,693
In the fourth year	第4年	35,511	41,837
In the fifth to tenth years inclusive	第5年至第10年(包括首尾兩年)	131,242	73,287
		<b>337,715</b>	<b>281,777</b>

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

28. 遞延稅項(續)

遞延稅項資產(續)

若干在一段時間內產生虧損的附屬公司，並且很可能無法獲得應課稅利潤以抵銷其稅項虧損，故此本集團並未就該等虧損確認遞延稅項資產。

Deferred tax liabilities

遞延稅項負債

		Depreciation allowances 折舊準備 HK\$'000 港幣仟元	Revaluation of property, plant and equipment 物業、機器 及設備重估 HK\$'000 港幣仟元	Right-of-use assets 使用權資產 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
At 1 April 2020	於2020年4月1日	7,144	23,458	2,331	32,933
Credited to income statement	計入收益表	(1,527)	(1,836)	(1,784)	(5,147)
Disposal of a subsidiary (Note 32(a))	出售附屬公司(附註32(a))	(539)	-	-	(539)
Exchange differences	匯兌差額	545	-	(32)	513
At 31 March 2021	於2021年3月31日	5,623	21,622	515	27,760
At 1 April 2021	於2021年4月1日	5,623	21,622	515	27,760
Charged/(credited) to income statement	扣除/(計入)收益表	189	(1,284)	18	(1,077)
Exchange differences	匯兌差額	-	-	7	7
At 31 March 2022	於2022年3月31日	5,812	20,338	540	26,690

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29. LEASE LIABILITIES

29. 租賃負債

		2022		2021	
		Minimum lease payment	Present value of lease liabilities	Minimum lease payment	Present value of lease liabilities
		最低租賃款項	最低租賃款項之現值	最低租賃款項	最低租賃款項之現值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元
Minimum lease payment due:	到期最低租賃付款：				
– within one year	– 1年內	58,998	55,338	94,415	86,371
– more than one year but not exceeding two years	– 1年後但2年內	27,016	25,712	40,383	35,971
– more than two years but not exceeding five years	– 2年後但5年內	10,159	9,978	24,598	16,513
– more than five years	– 5年以上	–	–	23,597	17,664
		<b>96,173</b>	<b>91,028</b>	182,993	156,519
Less: future finance charge	減：未來財務支出	(5,145)	N/A	(26,474)	N/A
Present value of lease liabilities	租賃負債現值	<b>91,028</b>	<b>91,028</b>	<b>156,519</b>	156,519
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期結算金額 (於流動負債內呈列)		(55,338)		(86,371)
Amount due for settlement after 12 months	12個月後到期結算金額		<b>35,690</b>		<b>70,148</b>

The lease liabilities are denominated in the following currencies:

租賃負債按貨幣呈列如下：

		2022	2021
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Hong Kong dollars	港幣	41,079	88,575
Renminbi	人民幣	13,575	13,648
Singapore dollars	新加坡元	18,661	24,233
Malaysian ringgit	馬來西亞令吉	14,881	24,588
Thai bahts	泰銖	2,832	5,475
		<b>91,028</b>	<b>156,519</b>

30. TRADE AND OTHER PAYABLES

Trade payables (note b)	應付貿易賬款(附註b)
Contract liabilities (note c)	合約負債(附註c)
Other payables	其他應付賬款
Accruals	應計費用

Note:

- (a) Trade payables are unsecured and usually paid within 30 days of recognition.
- (b) The ageing analysis of the trade payables based on invoice date is as follows:

0-60 days	0-60天
Over 60 days	60天以上

Trade and other payables included amounts due to related companies of HK\$19.267 million (2021: HK\$0.273 million). Details of amounts due to related companies are disclosed in Note 34.

- (c) Contract liabilities include advances received from customers. The decrease in balance of contract liabilities is due to the decrease in advances from customers as at year end.

30. 貿易及其他應付賬款

	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Trade payables (note b)	71,388	60,185
Contract liabilities (note c)	1,280	2,164
Other payables	60,431	27,603
Accruals	47,535	58,772
	<b>180,634</b>	<b>148,724</b>

附註：

- (a) 應付貿易賬款為無抵押，通常於確認後30日內支付。
- (b) 按發票日期分析的應付貿易賬款賬齡如下：

	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
0-60 days	34,348	24,027
Over 60 days	37,040	36,158
	<b>71,388</b>	<b>60,185</b>

貿易及其他應付賬款包括應付關聯公司款項港幣19.267佰萬元(2021年：港幣0.273佰萬元)。應付關聯公司款項詳情於附註34披露。

- (c) 合約負債包括就交付鐘錶產品收取的短期款項。合約負債餘額減少仍由於客戶預付款項減少所致。

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30. TRADE AND OTHER PAYABLES (Continued)

Note: (Continued)

- (d) The trade and other payables are denominated in the following currencies:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Hong Kong dollars	港幣	90,572	62,737
Renminbi	人民幣	28,441	27,103
Singapore dollars	新加坡元	7,703	7,271
Malaysian ringgit	馬來西亞令吉	11,833	15,006
Thai bahts	泰銖	7,379	7,783
Swiss francs	瑞士法郎	7,968	8,591
United states dollars	美元	23,475	17,855
Others	其他	3,263	2,378
		<b>180,634</b>	<b>148,724</b>

31. BANK BORROWINGS

Note:

- (a) The Group's bank borrowings are repayable as follows:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Bank borrowings, secured	銀行貸款，抵押	<b>473,876</b>	512,797

- (b) The carrying amounts of assets pledged as security for the Group's bank borrowings are:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Repayable on demand and within 1 year	應要求償還及一年之內	<b>473,876</b>	512,797

  

		Note 附註	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Property, plant and equipment	物業、機器及設備	17	155,421	217,230
Investment properties	投資物業	18	283,100	296,700
Assets classified as held for sale	分類為持作可供出售的資產	25	41,311	-
			<b>479,832</b>	<b>513,930</b>

30. 貿易及其他應付賬款(續)

附註：(續)

- (d) 貿易及其他應付賬款按貨幣呈列如下：

31. 銀行貸款

附註：

- (a) 本集團銀行貸款的須償還情況如下：

- (b) 已抵押給銀行以獲取本集團銀行信貸的資產賬面值如下：

31. BANK BORROWINGS (Continued)

Note: (Continued)

(c) The bank borrowings of the Group are denominated in Hong Kong dollars.

(d) As at 31 March 2022, weighted average effective interest rate per annum for bank borrowings was 1.8% (2021: 2.3%).

32. CONSOLIDATED CASH FLOW INFORMATION

(a) On 6 January 2021, the Group disposed 100% of its entire equity interest in STL Properties Limited (“STL”), a wholly owned subsidiary of the Group for a cash consideration of HK\$107.965 million.

Details of net assets of STL at date of disposal were as follows:

31. 銀行貸款(續)

附註：(續)

(c) 本集團的銀行貸款以港元計值。

(d) 於2022年3月31日，銀行貸款的加權平均實際年利率為1.8厘(2021年：2.3厘)。

32. 綜合現金流量表附註

(a) 於2021年1月6日，本集團以現金代價港幣107.965佰萬元出售其於寶光物業有限公司(本集團的全資附屬公司)的全部股權。

寶光物業有限公司於出售日期的淨資產詳情如下：

		2021 HK\$'000 港幣仟元
Property, plant and equipment (Note 17)	物業、機器及設備(附註17)	10,761
Deposits and prepayments	按金及預付款項	2
Income tax payable	應付所得稅	(37)
Deferred tax liabilities (Note 28)	遞延稅項負債(附註28)	(539)
<b>Total net assets disposed</b>	<b>出售的淨資產總額</b>	<b>10,187</b>
<b>Consideration</b>	<b>代價</b>	
Cash consideration	現金代價	107,965
<b>Gain on disposal of a subsidiary</b>	<b>出售附屬公司的收益</b>	
Cash consideration received	收到的現金代價	107,965
Net assets disposed	出售的淨資產	(10,187)
<b>Gain on disposal</b>	<b>出售的收益</b>	<b>97,778</b>
<b>Net cash inflow arising on disposal</b>	<b>出售產生的淨現金流入</b>	
Cash consideration received	收到的現金代價	107,965

32. CONSOLIDATED CASH FLOW INFORMATION  
(Continued)

(b) Changes in liabilities arising from financing activities

Analysis of liabilities arising from financing activities and the movements in liabilities arising from financing activities for each of the years presented.

		Lease liabilities 租賃負債 HK\$'000 港幣仟元	Bank borrowings 銀行貸款 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
1 April 2020	於2020年4月1日	295,561	651,449	947,010
Cash flows	現金流量	(191,855)	(138,652)	(330,507)
Non-cash flows	非現金流量	46,127	-	46,127
Exchange differences	匯兌差額	6,686	-	6,686
31 March 2021	於2021年3月31日	<u>156,519</u>	<u>512,797</u>	<u>669,316</u>
1 April 2021	於2021年4月1日	<b>156,519</b>	<b>512,797</b>	<b>669,316</b>
Cash flows	現金流量	<b>(99,392)</b>	<b>(38,921)</b>	<b>(138,313)</b>
Non-cash flows	非現金流量	<b>30,717</b>	-	<b>30,717</b>
Exchange differences	匯兌差額	<b>3,184</b>	-	<b>3,184</b>
31 March 2022	於2022年3月31日	<u><b>91,028</b></u>	<u><b>473,876</b></u>	<u><b>564,904</b></u>

(c) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprise the following:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Within operating cash flows	於營運活動現金流量內	<b>18,258</b>	(7,070)
Within financing cash flows	於融資活動現金流量內	<b>99,392</b>	191,855
		<u><b>117,650</b></u>	<u>184,785</u>
These amounts relate to the following:	該金額涉及如下：		
Lease rental paid	已支付租賃金額	<u><b>117,650</b></u>	<u>184,785</u>

32. 綜合現金流量表附註(續)

(b) 融資活動產生的債務變動

本節載列各所示年度融資活動產生的債務及融資活動所產生債務變動的分析：

(c) 租賃之現金流出總額

計入綜合現金流量表中的有關租賃金額包括如下：



33. COMMITMENTS

(a) Non-cancellable operating leases (where the Group is the lessor)

Minimum lease payments receivable on leases of certain land and buildings are as follows:

**Investment properties**

Commitments for minimum lease payments receivable in relation to non-cancellable operating leases are payable as follows:

- Not later than one year
- Later than one year but not later than five years

**投資物業**

本集團在不可撤銷營業租賃下的未來最低應收租金總額如下：

- 1年內
- 1年後但5年內

2022	2021
HK\$'000	HK\$'000
港幣仟元	港幣仟元

4,404	3,794
3,918	4,200
8,322	7,994

**Properties**

Commitments for minimum lease payments receivable in relation to non-cancellable subleases of operating leases are payable as follows:

- Not later than one year
- Later than one year but not later than five years

**物業**

本集團在不可撤銷營業租賃下的未來最低應收分租租金總額如下：

- 1年內
- 1年後但5年內

479	1,010
230	384
709	1,394

(b) Non-cancellable operating leases (where the Group is the lessee)

The Group entered into certain short-term leases for office and retail shops. As at 31 March 2022, the outstanding lease commitments relating to these office and retail shops are approximately HK\$20.717 million (2021: HK\$5.511 million).

33. 承擔

(a) 不可撤銷的營業租賃(本集團作為出租人)

若干土地及樓宇租賃下的未來最低應收租金總額如下：

2022	2021
HK\$'000	HK\$'000
港幣仟元	港幣仟元

4,404	3,794
3,918	4,200
8,322	7,994

(b) 不可撤銷的營業租賃(本集團作為承租人)

本集團為若干辦公室和零售店舖簽訂短期租約。於2022年3月31日，該等辦公室及零售店舖相關的未償還租賃承擔約為港幣20.717百萬(2021年：港幣5.511百萬)。

### 34. RELATED PARTY TRANSACTIONS

As at 31 March 2022 and 31 March 2021, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited. 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C. C. Wong is a beneficiary of the Trust, therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.

#### (a) Significant transactions with related parties

Apart from disclosed elsewhere in the financial statements, the following is a summary of the significant related party transactions carried out in the normal course of the Group's business. The related parties are entities which have directors in common with the Company.

##### (i) Provision of services to related companies

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Building management service income (note a)	物業管理收入(附註a)	2,460	2,460
Shared service income (note b)	共享服務收入(附註 b)	14,400	16,941
Rental income (note c)	租金收入(附註c)	4,292	3,530
Royalty income (note d)	特許權使用費收入(附註d)	133	333
		<b>21,285</b>	<b>23,264</b>

### 34. 有關聯人士交易

於2022年3月31日及2021年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份權益。

#### (a) 與有關聯人士進行之重大交易

除財務報表其他部分所披露外，下列為本集團與有關聯人士之間所進行的重大交易概要，該等交易乃於本集團日常業務中進行。關聯人士是指與本公司擁有共同董事的實體。

##### (i) 向有關聯公司提供服務

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#### 34. RELATED PARTY TRANSACTIONS (Continued)

##### (a) Significant transactions with related parties (Continued)

###### (i) Provision of services to related companies (Continued)

Note:

- (a) A wholly-owned subsidiary of the Group entered into a renewal agreement with Mengiwa Property Investment Limited ("MPIL"), a wholly-owned subsidiary of Yee Hing Company Limited, for the provision of the following services for the period from 1 April 2019 to 31 March 2022 (2021: 1 April 2019 to 31 March 2022):

- (i) contract administration with respect to contracts entered into between MPIL and third parties from time to time;
- (ii) property agency liaison and tenancy management;
- (iii) management of the property manager of Stelux House; and
- (iv) other miscellaneous administrative services.

The fee for the provision of the above services was agreed at HK\$205,000 (2021: HK\$205,000) per calendar month during the agreement period.

- (b) The Group provided administrative services to a related company which has directors in common with the Group. Shared service income was charged at cost basis allocated based on the counterparties' usage of each type of service, taking into account factors such as headcount and the number of stores.
- (c) The Group provided leasing services to related parties which have directors in common with the Group. Rental income was charged to related parties based on the occupied area ratio times total actual costs incurred.
- (d) The Group provided licensing services to related parties which have directors in common with the Group. Royalty income was charged at 10% of the amount invoiced by suppliers or vendors of the counterparties.

#### 34. 有關聯人士交易 (續)

##### (a) 與有關聯人士進行之重大交易 (續)

###### (i) 向有關聯公司提供服務 (續)

附註：

- (a) 本集團全資附屬公司與義興有限公司全資附屬公司明華物業投資有限公司(「明華」)就於2019年4月1日至2022年3月31日期間提供以下服務訂立協議(2021年：由2019年4月1日至2022年3月31日)：

- (i) 明華與第三方不時訂立的合約下之合約行政；
- (ii) 物業代理洽商及租賃管理；
- (iii) 管理寶光商業中心物業管理公司；及
- (iv) 其他行政服務。

於服務協議年期內，提供上述服務的有關費用為每個曆月港幣205,000元(2021年：港幣205,000元)。

- (b) 本集團向與本集團擁有共同董事的關聯人士提供管理服務。共享服務費收入是根據交易對方對各種服務的應用且經考慮員工人數和店鋪數量等因素按成本收取。
- (c) 本集團向與本集團擁有共同董事的關聯人士提供租賃服務。租金收入根據佔地面積乘以實際產生的實際總成本向關聯人士收取。
- (d) 本集團向與本集團擁有共同董事的關聯人士提供特許權許可服務。特許權使用費收入按供應商或交易對方之供應商開具的發票價值的10%收取。

34. RELATED PARTY TRANSACTIONS (Continued)

(a) Significant transactions with related parties  
(Continued)

(ii) Purchases of services from related parties

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
Rental expenses (note a)	租金支出(附註a)	10,487	10,617
Lease management expenses (note b)	租賃管理費支出(附註b)	420	600
		<b>10,907</b>	<b>11,217</b>

Note:

- (a) During the year, certain subsidiaries of the Group entered into tenancy agreements with the following related parties for office premises, stores, warehouses, showroom and car-parking spaces:

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
MPIIL	明華	8,437	8,245
Other related parties	其他有關聯人士	2,050	2,372
		<b>10,487</b>	<b>10,617</b>

- (b) A related company provided lease management services to the Group. The fee for the provision of such services is charged at pre-determined amount during the agreement period.

34. 有關聯人士交易(續)

(a) 與有關聯人士進行之重大交易(續)

(ii) 向有關聯人士購買服務

附註：

- (a) 年內，本集團若干附屬公司與下列有關聯人士訂立租賃協議，以租用辦公物業、店鋪、倉庫、陳列室及停車位：

		2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
		8,437	8,245
		2,050	2,372
		<b>10,487</b>	<b>10,617</b>

- (b) 一家有關聯公司向本集團提供租賃管理服務。提供該等服務的費用已於協議期內按預定收費收取。

34. RELATED PARTY TRANSACTIONS (Continued)

(b) Balances with related parties

The balances due from/to related companies as disclosed in Notes 23 and 30 are unsecured, interest-free and repayable on demand. The related companies are entities which have directors in common with the Group.

(c) Key management compensation

Salaries and other short-term employee benefits	薪金及其他短期僱員福利
Contribution to retirement benefit scheme	退休計劃供款

	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
	7,226	5,088
	115	116
	<b>7,341</b>	<b>5,204</b>

35. CONTINGENT LIABILITIES

As at 31 March 2022, a subsidiary of the Company had contingent liabilities in respect of bank guarantees given to landlords in lieu of rental deposits for certain retails shops and a supplier amounting to approximately HK\$5.296 million (2021: HK\$4.810 million).

At 31 March 2022, the directors do not consider it probable that a claim will be made against the Group under the above guarantees.

33. 有關聯人士交易 (續)

(b) 與有關聯人士之間的結餘

附註23及30所披露的應收及應付關聯公司間的款項為無抵押、免息及應要求償還。關聯公司指與本集團擁有共同董事之實體。

(c) 主要管理層報酬

35. 或然負債

於2022年3月31日，本公司一間附屬公司有或然負債約港幣5.296百萬元(2021年：港幣4.810百萬元)，涉及向業主就其若干零售店舖的租金按金及一間供應商提供銀行擔保。

於2022年3月31日，董事會並不認為就上述擔保向本集團提出申索的可能性。

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

36. BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY

36. 公司資產負債及儲備變動表

Balance sheet of the Company

公司資產負債表

		Note	2022 HK\$'000 港幣仟元	2021 HK\$'000 港幣仟元
		附註		
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment in a subsidiary	附屬公司投資	37	-	-
			-	-
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項	a	766,848	766,848
Trade and other receivables	貿易及其他應收賬款		215	233
Cash and cash equivalents	現金及現金等值物		2,046	2,084
			769,109	769,165
<b>Total assets</b>	<b>資產總額</b>		<b>769,109</b>	<b>769,165</b>
<b>EQUITY</b>	<b>股權</b>			
Share capital	股本		104,647	104,647
Reserves	儲備	b	34,714	34,714
			139,361	139,361
<b>Total equity</b>	<b>股權總額</b>			
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款		2,578	2,584
Amounts due to subsidiaries	應付附屬公司款項	a	627,170	627,220
			629,748	629,804
<b>Total liabilities</b>	<b>負債總額</b>		<b>629,748</b>	<b>629,804</b>
<b>Total equity and liabilities</b>	<b>股權及負債總額</b>		<b>769,109</b>	<b>769,165</b>

The balance sheet of the Company was approved by the Board of Directors on 23 June 2022 and was signed on its behalf.

董事會在2022年6月23日批准並簽署本公司資產負債表。

Joseph C.C. Wong

黃創增

Chairman and Chief Executive Officer  
主席及行政總裁

Wallace Kwan Chi Kin

關志堅

Executive Director and Chief Financial Officer  
行政董事及首席財務總裁

36. BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY (Continued)

Note:

- (a) The amounts due from/to subsidiaries are unsecured, interest-free and repayable on demand.
- (b) Reserve movements of the Company

36. 公司資產負債及儲備變動表(續)

附註：

- (a) 應收及應付附屬公司的款項為無抵押、免息及應要求償還。
- (b) 公司儲備變動

		Share premium 股本 溢價 HK\$'000 港幣仟元	Retained profits 保留 盈利 HK\$'000 港幣仟元	Total 總額 HK\$'000 港幣仟元
At 1 April 2020	於2020年4月1日	1,977	32,737	34,714
Loss for the year	年內虧損	-	-	-
At 31 March 2021	於2021年3月31日	1,977	32,737	34,714
At 1 April 2021	於2021年4月1日	<b>1,977</b>	<b>32,737</b>	<b>34,714</b>
Loss for the year	年內虧損	-	-	-
At 31 March 2022	於2022年3月31日	<b>1,977</b>	<b>32,737</b>	<b>34,714</b>



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 37. PRINCIPAL SUBSIDIARIES

The principal subsidiaries at 31 March 2022 and 31 March 2021 are:

#### 37. 主要附屬公司

截至2022年3月31日及2021年3月31日，主要附屬公司如下：

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2022	2021
<b>Investment 投資</b>						
Stelux Holdings International Group (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
Stelux Holdings Limited 寶光實業(集團)有限公司	Hong Kong 香港	Investment holding 投資控股	1,000	HK\$1 港幣1元	100	100
Stelux Investments and Properties (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
Thong Sia (BVI) Company Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
CC Group (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
Stelux Watch Group (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
City Chain (Bermuda) Holdings Limited	Bermuda 百慕達	Investment holding 投資控股	12,000	US\$1 1美元	100	100
Stelux Watch Group (Hong Kong) Limited	Hong Kong 香港	Investment holding 投資控股	2	HK\$1 港幣1元	100	100
<b>Property 物業</b>						
City Chain Properties Limited 時間廊物業有限公司	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Fulani Investment Limited	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Oswald Property Management Company Limited	Hong Kong 香港	Property investment 物業投資	2	HK\$100 港幣100元	100	100

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

37. PRINCIPAL SUBSIDIARIES (Continued)

37. 主要附屬公司(續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2022	2021
<b>Property (Continued)</b> 物業(續)						
Stelux Properties Agency Limited 寶光地產代理有限公司	Hong Kong 香港	Property agency and management 物業代理及管理	2	HK\$1 港幣1元	100	100
Stelux Properties Limited 寶光地產有限公司	Hong Kong 香港	Property management 物業管理	500	HK\$100 港幣100元	100	100
<b>Retailing and trading</b> 零售及貿易						
City Chain Company Limited 時間廊鐘錶有限公司	Hong Kong 香港	Watch retailing 鐘錶零售	250,000	HK\$100 港幣100元	100	100
City Chain (M) Sdn Bhd	Malaysia 馬來西亞	Watch retailing 鐘錶零售	3,333,333	RM1 1令吉	100	100
City Chain (Macau) Company Limited 時間廊(澳門)有限公司	Macau 澳門	Watch retailing 鐘錶零售	2	MOP5,000 澳門葡幣5,000元	100	100
City Chain Stores (S) Pte Limited	Singapore 新加坡	Watch retailing 鐘錶零售	1,800,000	S\$1 新加坡幣1元	100	100
City Chain (Thailand) Company Limited	Thailand 泰國	Watch retailing 鐘錶零售	200,000 210,000 <sup>a</sup>	Baht100 100泰銖 Baht100 100泰銖	100	100
Pronto Watch SA	Switzerland 瑞士	Watch distribution 鐘錶分銷	100	SFr1,000 1,000瑞士法郎	100	100
Solvil et Titus SA	Switzerland 瑞士	Watch distribution 鐘錶分銷	300	SFr1,000 1,000瑞士法郎	100	100
CYMA SA	Switzerland 瑞士	Watch distribution 鐘錶分銷	100,000	SFr1 1瑞士法郎	100	100

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註

37. PRINCIPAL SUBSIDIARIES (Continued)

37. 主要附屬公司(續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2022	2021
<b>Retailing and trading (Continued)</b> 零售及貿易(續)						
Lissignol Sarl	Switzerland 瑞士	Watch distribution 鐘錶分銷	200	SFr100 100瑞士法郎	100	100
Stelux International Licensing Limited	Bahamas 巴哈馬	Trademark holding and licensing 商標持有及特許經營	2	US\$1 1美元	100	100
Stelux Watch Limited 寶光鐘錶有限公司	Hong Kong 香港	Watch supply chain management 鐘錶供應鏈管理	1,000,000	HK\$1 港幣1元	100	100
Thong Sia Watch Company Limited 通城鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	80,000	HK\$10 港幣10元	100	100
Thong Tai Watch Company Limited 通泰鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	2,000	HK\$1,000 港幣1,000元	100	100
Stelux Trading (International) Limited	Hong Kong 香港	Watch distribution 鐘錶分銷	2	HK\$1 港幣1元	100	100
Thong Sia Company (Singapore) Pte Limited	Singapore 新加坡	Watch distribution 鐘錶分銷	2,000,000	S\$1 新加坡幣1元	100	100
Thong Sia Sdn Bhd	Malaysia 馬來西亞	Watch distribution 鐘錶分銷	1,000,000	RM1 1令吉	97.6	97.6
Thong Sia (Thailand) Limited	Thailand 泰國	Watch retailing and distribution 鐘錶零售及分銷	20,000	Baht100 100泰銖	100	100
Universal Geneve SA	Switzerland 瑞士	Watch supply chain management and distribution 鐘錶供應鏈管理及分銷	5,000	SFr1,000 1,000瑞士法郎	100	100
Catena SA	Switzerland 瑞士	Manufacture of watch movements 手錶機芯製造商	1,016,667	SFr1 1瑞士法郎	100 <sup>b</sup>	100 <sup>b</sup>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37. PRINCIPAL SUBSIDIARIES (Continued)

37. 主要附屬公司 (續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Paid up capital 繳足資本	Percentage of equity attributable to the Group 集團所佔 權益的百分比	
				2022	2021
<b>Retailing and trading (Continued)</b> 零售及貿易(續)					
Stelux Thong Sia (Guangdong) Trading Limited 寶光通城(廣東)商貿有限公司	The PRC (foreign-invested commercial enterprise) 中國/中國大陸(外商投資 商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關 服務	HK\$234,500,000 港幣234,500,000元	100	100
Stelux Thong Sia (Shanghai) Trading Limited 寶光通城(上海)商貿有限公司	The PRC (foreign-invested commercial enterprise) 中國/中國大陸(外商投資 商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關 服務	US\$16,510,000 16,510,000美元	100	100
Baoqing (Chongqing) Trading Limited <sup>(a)</sup> 寶慶(重慶)商貿有限公司	The PRC (foreign-invested commercial enterprise) 中國/中國大陸(外商投資 商業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及相關 服務	HK\$51,000,000 港幣51,000,000元	-	100

Note:

- (a) Non-redeemable preference shares
- (b) 100% equity interest included 88% of equity interest and a right to purchase 12% of equity interest
- (c) Deregistered on 09 June 2021

附註：

- (a) 不可贖回優先股
- (b) 100%權益包括88%股權及以買入認購權購買12%股權
- (c) 於2021年6月9日註銷