



China Baoli Technologies Holdings Limited 中國寶力科技控股有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)
(Stock Code 股份代號: 164)



2020/21

Annual Report 年報

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BOARD OF DIRECTORS

Executive Directors:

Mr. Zhang Yi (*Chairman*)

Ms. Chu Wei Ning (*Chief Executive Officer*)

Ms. Lam Sze Man

Independent Non-executive Directors:

Mr. Chan Fong Kong, Francis

Mr. Chan Kee Huen, Michael

Mr. Feng Man

AUDIT COMMITTEE

Mr. Chan Kee Huen, Michael (*Chairman*)

Mr. Chan Fong Kong, Francis

Mr. Feng Man

REMUNERATION COMMITTEE

Mr. Chan Fong Kong, Francis (*Chairman*)

Mr. Chan Kee Huen, Michael

NOMINATION COMMITTEE

Mr. Chan Kee Huen, Michael (*Chairman*)

Mr. Chan Fong Kong, Francis

COMPANY SECRETARY

Ms. Huen Lai Chun

AUTHORISED REPRESENTATIVES

Ms. Chu Wei Ning

Ms. Huen Lai Chun

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

LEGAL ADVISER

Bermuda:

Conyers Dill & Pearman

董事會

執行董事：

張依先生(主席)

祝蔚寧女士(行政總裁)

林詩敏女士

獨立非執行董事：

陳方剛先生

陳記煊先生

馮滿先生

審核委員會

陳記煊先生(主席)

陳方剛先生

馮滿先生

薪酬委員會

陳方剛先生(主席)

陳記煊先生

提名委員會

陳記煊先生(主席)

陳方剛先生

公司秘書

禰麗珍女士

授權代表

祝蔚寧女士

禰麗珍女士

主要往來銀行

香港上海滙豐銀行有限公司

法律顧問

百慕達：

康德明律師事務所

AUDITOR

Asian Alliance (HK) CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
8/F, Catic Plaza
8 Causeway Road
Causeway Bay
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 3706-08, 37/F
Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

PLACING OF LISTING

The Main Board of The Stock Exchange of Hong Kong Limited

STOCK CODE

164

核數師

華融(香港)會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師
香港
銅鑼灣
高士威道8號
航空大廈8樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

香港主要營業地點

香港灣仔
皇后大道東248號
大新金融中心
37樓3706-08室

百慕達主要股份過戶登記處

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

香港股份過戶登記處分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

上市地點

香港聯合交易所有限公司主板

股份代號

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Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group was principally engaged in multi-media technologies business, gamma ray business, tourism and hospitality business, and other operations — securities trading and investment.

The Group's revenue from operation for the year under review marked some rebound amidst the exceptional challenging business environment due to the COVID-19 pandemic. The Group's consolidated revenue was HK\$54,941,000, as compared to HK\$49,302,000 in the previous year, representing a year-on-year increase of 11%. The loss attributable to shareholders of the Company was HK\$111,404,000, of which, HK\$54,051,000 represented one-off exceptional items, including impairment loss on goodwill and loss on deconsolidation of a subsidiary. The figures demonstrated the Company's revenue base has made great strides.

The business activities are expected to resume gradually after the roll-out of various COVID-19 control measures. However, there remain significant challenges and uncertainties for the regional economy in the post-pandemic period. The Group, under such conditions, will continue to deploy its long-term strategic initiatives in developing and operating the multi-media technologies business and the gamma ray business. The Group will explore potential strategic investments and cooperation opportunities in expanding the scope of businesses in these business segments, so as to achieve growth and create value for shareholders in the long term.

Multi-media Technologies Business

The multi-media technologies business recorded a revenue of HK\$50,792,000 for the year ended 31 March 2021 (2020: HK\$39,946,000).

The Group has operated the multi-media sharing and advertising platform via different media channels including train media platform, display media platform and online media platform by using the knowhow and expertise which has been developed and accumulated over the years. Brand owners can disseminate information on such platforms. The Group also provides services to our clients in relation to producing high-quality customized multi-media contents.



業務回顧

本集團主要從事多媒體技術業務、伽瑪射線業務、旅遊及消閒業務以及其他業務 — 證券買賣及投資。

由於新冠肺炎疫情爆發，商業環境異常嚴峻，但本集團於回顧年度之經營業績顯示出部分反彈。本集團的綜合收入為54,941,000港元，而上一一年則為49,302,000港元，同比增長11%。本公司股東應佔虧損為111,404,000港元，其中54,051,000港元為包括商譽之減值虧損及附屬公司終止綜合入賬之虧損的一次性除外項目。該等數字證明本公司的收入基礎已取得大幅改進。

在推出多種新冠肺炎控制措施後，預期業務活動將逐步恢復，然而，後疫情時期區域經濟仍面臨重大挑戰及不確定性。有鑒於此，本集團將繼續於開發及經營多媒體技術業務以及伽瑪射線業務部署其長期戰略措施。本集團將挖掘潛在戰略投資及合作機遇，以求擴大有關業務分部的業務範圍，藉此實現增長並為股東創造長遠價值。

多媒體技術業務

截至二零二一年三月三十一日止年度，多媒體技術業務錄得收入50,792,000港元(二零二零年：39,946,000港元)。

本集團利用多年發展及積累的知識及專長透過不同的媒體渠道(包括火車媒體平台、展示媒體平台及在線媒體平台)運營多媒體共享及廣告平台。品牌所有者可以在有關平台上傳播信息。本集團亦為客戶提供高質量及量身定做的多媒體內容服務。

Omnimedia on the train — internal panorama
動車全媒體 — 車內全景

Management Discussion and Analysis (continued) 管理層討論及分析(續)

BUSINESS REVIEW (continued)

Multi-media Technologies Business (continued)

One substantial application of such knowhow and expertise is transport and other panels in the city centers. As portals to cities, trains are the city's nerve center and the daily channels for millions of people. It has transformed from a simple traffic tool to a living space on its own and can reach an ever-larger captive, network audience which is highly valued by advertisers. The Group helps clients produce high-quality and tailor-made multi-media contents on display media and O2O advertising which can be accessed by millions of travellers in one of the most developed train networks in the world, thereby providing a strategic and effective channel for the People's Republic of China ("PRC") and international brands to increase their brand awareness and promote their business in the Guangdong-Hong Kong-Macao Greater Bay Area.

The Group possesses the exclusive rights to operate multi-media and advertising business on Guangzhou-Shenzhen China Railway High-speed Harmony Series trains (廣深線和諧號) (the "GSCR Hexiehao Trains"). Clients of a variety of businesses, including but not limited to consumer products, mobile communications and automobile manufacturing, have placed multi-media contents on display media and O2O advertising on the GSCR Hexiehao Trains.

On 13 July 2020, the Group completed the acquisition of 80% of the entire issued share capital of ShenZhen ZiJun Media Company Limited* (深圳鈺駿傳媒有限公司) ("ZiJun Media") from two independent third parties. The details of this acquisition are set out in the announcement of the Company dated 13 July 2020. ZiJun Media has extensive experience in organising and coordinating the operation of train media business in mainland China and will also create synergy to the Group's multi-media technologies business.

In addition, the Company is expanding its foothold to influencer marketing platform, online live streaming, brand management and the ancillary online/offline e-commerce marketing services. It is expected that the exploration to the online influencer market would allow the Group to diversify its existing multi-media platforms and catch up with the growth of the influencer and e-commerce sector.



* For identification purpose only

業務回顧(續)

多媒體技術業務(續)

有關該技術及專業知識的重要應用之一即為市中心交通其他展示平台。作為城市入口，火車是一個城市之神經中樞及數以百萬計人口的日常交通渠道。就火車本身而言，其已經由一種普通的交通工具轉變為一種生活空間，能夠觸及越來越多被動之網絡受眾，受到廣告商之高度重視。本集團協助客戶製作優質和量身訂做之展示媒體及O2O廣告多媒體內容，可接觸全球其中一個發展最完善之鐵路網絡內數以百萬計之乘客，從而為中華人民共和國(「中國」)和國際品牌提供具策略性之有效渠道，以於粵港澳大灣區內增強品牌知名度及推廣業務。

本集團享有廣深線和諧號(「廣深線和諧號」)多媒體及廣告業務之獨家經營權。各類業務(包括但不限於消費品、移動通信及汽車製造)客戶均在廣深線和諧號上以展示媒體及O2O廣告的形式投放多媒體內容。

於二零二零年七月十三日，本集團完成自兩名獨立第三方收購深圳鈺駿傳媒有限公司(「鈺駿傳媒」)80%的全部已發行股本。是次收購詳情載於本公司日期為二零二零年七月十三日的公告。鈺駿傳媒擁有組織及協調中國內地列車媒體業務運營的豐富經驗，亦將為本集團的多媒體技術業務創造協同效應。

此外，本公司嘗試擴展其版圖至影響者營銷平台、網絡直播、品牌管理以及配套線上／線下電商營銷服務。本集團開拓線上影響者市場預期將使其現有多媒體平台多樣化以及跟上影響者及電商領域的增長。

▶▶ Pillow cover on the coach seats
車廂座位頭枕巾

* 僅供識別

Management Discussion and Analysis (continued)

管理層討論及分析(續)

BUSINESS REVIEW (continued)

Multi-media Technologies Business (continued)

To further strengthen the Company's market position and diversify its multi-media technologies and advertising platforms, the Group has established business collaborations with other multi-media advertising platform owners in relation to the right on listing multi-media contents on building walls in mainland China. The Group has been and will design multi-media contents and display using LED on the whole exterior of the building.

The Group has put a lot of efforts and resources in building the multi-media sharing and advertising platform to today's scale, and believes that the performance of the multi-media technologies business is well placed to thrive and continue to be one of the key revenue drivers of the Group.

Gamma Ray Business

In respect of the gamma ray business, the revenue for the year ended 31 March 2021 was HK\$4,149,000 (2020: HK\$4,675,000).

Other than the provision of traditional irradiation sterilisation processing service, the management is actively seeking opportunities to diversify the application of gamma ray technologies of the Group. The Group is working with some reputable large-sized enterprises in mainland China to apply gamma ray technologies of real-time assessment and selection services in beneficiation and production of metal ores. The Group will utilise its gamma ray technologies combined with its authorised technology named "dry grinding and dry separation" to further develop its technology "gamma ray dry grinding and dry separation", and provide such technology to mainland enterprises so as to enhance the efficiency and productivity of the mining and beneficiation process.

Tourism and Hospitality Business

In respect of the tourism and hospitality business, the Group has been closely monitoring the developments of the pandemic and will position itself to pursue and capture suitable business opportunities in the tourism and hospitality industry as and when they arise.



業務回顧(續)

多媒體技術業務(續)

為進一步鞏固本公司的市場地位及豐富其多媒體技術及廣告平台，本集團已與另一位多媒體廣告平台擁有者就於中國內地樓宇牆面上展示多媒體內容之權利建立業務合作。本集團已經並將設計多媒體內容，並使用LED於樓宇整體外部進行呈現。

本集團投入大量精力及資源，將多媒體共享及廣告平台發展至現今規模，並相信多媒體技術業務表現將進一步蓬勃發展並將仍為本集團的主要收入來源之一。

伽瑪射線業務

就伽瑪射線業務而言，截至二零二一年三月三十一日止年度的收入為4,149,000港元(二零二零年：4,675,000港元)。

除提供傳統照射滅菌處理服務外，管理層正積極尋求機會於不同方面多元化運用本集團伽瑪射線技術。本集團正與中國內地信譽良好的大型企業就金屬礦的選擇及生產方面提供實時評估伽瑪射線技術及甄選服務展開合作。本集團將應用其伽瑪射線技術，結合其名為「乾磨乾選」的授權技術，以進一步發展其「伽瑪射線乾磨乾選」技術，並向內地企業提供該技術以提高採礦及選礦過程的效率及生產能力。

旅遊及消閒業務

就旅遊及消閒業務而言，本集團一直密切監察疫情的發展，並將做足準備尋求及抓住旅遊及消閒業湧現的合適商機。

▶▶ Titles sponsor on the train body
列車車身冠名

Management Discussion and Analysis (continued)

管理層討論及分析(續)

BUSINESS REVIEW (continued)

Other Operations — Securities Trading and Investment

The Group's securities trading and investment business continued to adopt a wait and see attitude investment strategy during the year under review. The Group's securities trading and investment business reported a loss of HK\$3,882,000 (2020: loss of HK\$3,589,000), representing a net unrealised losses of HK\$288,000 (2020: net unrealised losses of HK\$266,000) arising from change in fair value of listed securities held for trading. As at 31 March 2021, the carrying amount of the listed securities was HK\$224,000 (2020: HK\$512,000).

A summary of the listed securities held by the Group during the year under review is set out in the table below.

業務回顧(續)

其他業務 — 證券買賣及投資

於回顧年度，本集團的證券買賣及投資業務繼續採取持觀望態度之投資策略。本集團的證券買賣及投資業務錄得虧損3,882,000港元(二零二零年：虧損3,589,000港元)，為因持作買賣上市證券公平價值變動而產生之未變現虧損淨額288,000港元(二零二零年：未變現虧損淨額266,000港元)。於二零二一年三月三十一日，上市證券之賬面值為224,000港元(二零二零年：512,000港元)。

本集團於回顧年度持有的上市證券概要載於下表。

Company name	Place of incorporation	Percentage of shareholdings in equity investment as at 31 March 2021 於二零二一年三月三十一日佔股本投資股權之百分比	Percentage of total assets of the Group as at 31 March 2021 於二零二一年三月三十一日佔本集團總資產之百分比	Fair value as at 31 March 2021 於二零二一年三月三十一日之公平價值 HK\$'000 千港元	Unrealised gain (loss) on fair value change for the period 本期間公平價值變動之未變現收益(虧損) HK\$'000 千港元	Realised gain (loss) on fair value change for the period 本期間公平價值變動之已變現收益(虧損) HK\$'000 千港元	Dividend received 已收股息 HK\$'000 千港元	Principal activities 主要業務
REXLot Holdings Limited	Bermuda	0.117%	—	—	—	—	—	Development of the lottery systems and games, as well as the distribution and marketing of lottery products in the PRC
御泰中彩控股有限公司	百慕達							於中國開發彩票系統及遊戲，以及分銷及營銷彩票產品
Greatwalle Inc	Cayman Islands	0.241%	0.162%	224	(288)	—	—	Provision of security guarding services and mobile game business
長城匯理公司	開曼群島							提供保安護衛服務及手機遊戲業務



▶▶ Titles sponsor on the train window
列車車窗冠名

Management Discussion and Analysis (continued)

管理層討論及分析(續)

MAJOR RISKS OF THE GROUP

The following risks were identified as the major risks of the Group during the year under review:

Infectious diseases and pandemics may cause disruption on business

Widespread outbreak of COVID-19 pandemic has disrupted the normal businesses operations. The Group's business is sensitive to the infectious diseases which could cause severe disruptions in trains and other forms of travel, and which would result in a decrease in demand for employing the Company's multi-media technologies and advertising platform. If the global response to contain the COVID-19 pandemic escalates or is unsuccessful, it may result in decreases in travel to and from, and economic activity in, areas in which the Company operates, thereby causing a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

Change of government policies

As a result of the COVID-19 pandemic, preventive measures and restrictions, among others, the compulsory quarantine measures for travellers had been put in place in the mainland China and Hong Kong. Policies and measures adopted from time to time by the Chinese and Hong Kong government have, and any future policy developments implemented may have, the effect of reducing the number of travellers which could adversely impact tourism and the multi-media technologies and advertising platform business of the Company.

Economic volatility in the region and mainland China

The Group's business is particularly sensitive to reductions in discretionary consumer and corporate spending as a result of downturns in the economy. Changes in discretionary consumer spending could reduce corporate demand for the multi-media technologies and advertising platform business, thus imposing additional limits on pricing and harming the business operations of the Company. The actual or perceived economy performance could adversely impact the multi-media technologies and advertising platform business.

The recent trade war between the China and the US has created a lot of uncertainties and risks on the global and regional economy, in particular the Chinese and the US economies. If there is a slowdown in the growth of the China economy, Hong Kong's economies would suffer. If the trade war continues, it might materially and adversely impact the Group's business.



本集團之主要風險

於回顧年度，本集團之主要風險識別如下：

健康及社會事件可能造成業務中斷

新冠肺炎傳染疾病疫情肆虐蔓延，造成正常業務營運中斷。本集團的業務易受傳染疾病影響，蓋因可能對列車及其他旅遊方式造成嚴重中斷，進而導致採用本公司多媒體技術及廣告平台的需求減少。地區政治事件或社會動亂將對國內外旅遊造成衝擊。發生任何該等事件，可能導致本公司業務營運中斷，特別是倘全球防疫措施升級或未能有效控制新冠肺炎疫情，或會導致本公司經營所在地區的旅遊及經濟活動減少，從而對本公司的業務、財務狀況、經營業績及現金流造成重大不利影響。

政府政策變動

由於爆發新冠肺炎疫情，中國內地及香港均對遊客實施強制隔離等防疫措施及限制。中國及香港政府不時採納的政策及措施已經且日後出台的任何政策可能會導致遊客數量減少，從而可能會對本公司的旅遊以及多媒體技術及廣告平台業務造成不利影響。

本地區及中國經濟不穩定

經濟衰退導致消費者及企業可支配支出減少，令本集團業務備受衝擊。消費者可支配支出的變化，可能導致企業對多媒體技術及廣告平台業務的需求減少，從而令本公司面臨更大價格壓力，並對本公司業務營運造成衝擊。實際或認知經濟表現可能會對本公司的多媒體技術及廣告平台業務造成不利影響。

中國與美國最近爆發貿易戰，為環球及地區經濟帶來許多不確定性及風險，尤其是中美經濟。倘中國經濟增長放緩，則香港經濟可能受到打擊。倘貿易戰持續，則可能對本集團之業務造成重大不利影響。

Recognition from more than hundreds of renowned brands
獲得超過百家知名品牌認可

Management Discussion and Analysis (continued)

管理層討論及分析(續)

MAJOR RISKS OF THE GROUP (continued)

Operating risk

The Group's multi-media and advertising platform business depends upon an independent third-party ("Licensor") licenses for the exclusive rights of usage of and the operating right of GSCR Hexiehao Trains media and advertising business. Any adverse changes to, or loss of, our relationships with the Licensor may materially and adversely affect the renewal of the license, and in turn, materially and adversely affect the Group's business, operating results, and financial condition.

Even when the Group is able to enter into license agreement with the Licensor, the Group cannot guarantee that such agreements will continue to be renewed indefinitely. It is also possible that such agreements will never be renewed at all. The lack of renewal, or termination, of the license agreements, or the renewal of license agreements on less favorable terms, could have a material adverse effect on the Group's business, financial condition and results of operations.

Loss of key individuals or the inability to attract and retain high-calibre personnel

Loss of key individuals could result in an adverse impact on the Group's operation and profitability. The risk of the loss of key personnel is mitigated by regular reviews of human resource management system, remuneration packages and succession planning within the management team.

Cyber and information security risk

Frequency of cyber-attacks like sophisticated phishing campaigns and ransomware have continuously increased in recent years. The potential threat of cyber-attacks is increasing. Cyber-attacks may lead to loss of information, leakage of confidential information, unavailability of systems and disruption of operation that significant costs may be incurred for data recovery and system restoration, and/or possible claims. The Group manages this risk by implementing security measures such as firewall, antispy and anti-virus protection.

CORPORATE, ENVIRONMENTAL AND SOCIAL RESPONSIBILITY

The Group is committed to the long-term sustainability of its various businesses and recognises the importance of the views and interests of its stakeholders such as employees, customers, shareholders, business partners, regulators and the public in making its business decisions.

Environmental Protection

The Group is committed to minimising the impact of business activities on the environment, and supporting environmental protection programs. Management established environmental policy and communicated measurable environmental objectives and targets on energy and paper consumption. In particular, a number of initiatives designed to conserve resources, including paper recycle and electricity conservation, were introduced to promote employees' awareness of the need to achieve efficient utilisation of resources. In addition, measures were taken to reduce paper consumption in offices. These should help in building a sustainable environment for the Group.

本集團之主要風險(續)

營運風險

本集團的多媒體及廣告平台業務取決於廣深線和諧號列車媒體及廣告業務之獨家使用及經營權的獨立第三方(「許可方」)許可。倘我們與許可方的關係出現任何逆轉或結束，可能會對許可期造成重大不利影響，從而會對本集團的業務、經營業績及財務狀況造成重大不利影響。

即使本集團能夠與許可方訂立許可協議，本集團無法保證能夠不限期地繼續重續有關協議，也可能根本無法重續有關協議。倘未能重續許可協議或有關協議被終止，或以較為不利的條款重續許可協議，均可能對本集團的業務、財務狀況及經營業績造成重大不利影響。

關鍵人員流失或無法吸引及挽留優秀人才

關鍵人員流失可能會對本集團的營運及盈利能力造成不利影響。關鍵人員流失的風險可透過以下方式予以減輕：定期檢討人力資源管理系統、管理層團隊內部的薪酬方案及繼任規劃。

網絡及信息安全風險

近年來，複雜的網絡釣魚活動及勒索軟件等網絡攻擊的頻率持續上升。網絡攻擊的潛在威脅正日益增加。網絡攻擊可能會導致資料丟失、機密資料洩漏、系統不可用及運作中斷，從而可能就數據恢復及系統恢復及／或可能的申索而產生大量成本。本集團透過實施防火牆、反垃圾郵件及反病毒防護等安全措施管理該風險。

企業、環境及社會責任

本集團致力維持各項業務之長遠可持續發展，並深明其持份者(如僱員、客戶、股東、業務夥伴、監管人及公眾人士)之意見及利益於作出營商決定時極為重要。

環境保護

本集團致力盡量減少業務活動對環境造成之影響，同時支持環保計劃。管理層已制定環保政策，並就能源及紙張消耗定下可計量環保宗旨及目標。本集團特別引進多項節約資源之措施，包括回收紙張及節約電力，從而令僱員意識到需要有效運用資源。此外，本集團亦採取措施減少辦公室紙張消耗。上述措施應有助於本集團建立可持續發展之環境。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND BUSINESS PARTNERS

The Group recognises its employees, customers and business partners are the keys to maintain the sustainable development of the Group. The Group is committed to building a close and intimate relationship with its employees, providing quality services and products to its customers, and enhancing cooperation with its business partners.

Employees are regarded as one of the vital and valuable assets of the Group. The Group encourages employees to participate in external seminars and lectures to keep abreast of changes and to enhance their knowledge on areas of industrial, legal and compliance. The Group also encourages continuous professional development training for the Directors to develop and refresh their knowledge and skills, which include seminars on updating regulatory requirement and development, and corporate governance practices.

The Group also stays connected with its customers and business partners and has ongoing communication with them through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions.

IMPORTANT EVENTS AFTER THE REPORTING PERIOD

- (a) On 8 June 2021, Baoli Youta (Shanghai) Communication Technology Co., Ltd.* (寶力優塔(上海)通訊科技有限公司) (“Baoli Youta”), a subsidiary of the Group, entered into a business collaboration with Chun Mian Network Technology (Shanghai) Co., Ltd.* (純免網絡科技(上海)有限公司) (“Chun Mian Network 純免網絡”) to jointly establish a joint venture, i.e. Shanghai Chun Mian Di Fu International Trade Co., Ltd.* (上海純免遞福國際貿易有限公司) (the “JV Company”), in the PRC. Leveraging on the Group’s train media and advertising resources and its strong multi-media technologies knowhow, the Group and the JV Company will conduct a series of cooperation and exploration in convergence media digital advertising and marketing business, innovatively integrate the emerging online shopping trend in cross-border duty-free e-commerce industry on the train media platform and to interact with the train patronage through mobile online-media marketing, influencer/KOL live streaming and others.

* For identification purpose only

遵守相關法律及法規

就董事會所知，本集團已在重大方面遵守對本集團業務及營運有重大影響之相關法律及法規。

與僱員、客戶及業務夥伴之關係

本集團深知其僱員、客戶及業務夥伴對於維持本集團持續發展至關重要。本集團致力與僱員建立深厚密切關係，向客戶提供優質服務及產品，並與業務夥伴加強合作。

僱員乃本集團重要及寶貴的資產之一。本集團鼓勵僱員參與外部研討會及講座，以緊貼、把握及提升行業、法律及合規知識。本集團亦推動董事之持續專業發展培訓，以提升及更新彼等之知識及技能，包括有關最新監管規定及發展以及企業管治常規之研討會。

本集團亦透過電話、電子郵件及親身會面等方式，與客戶及業務夥伴保持聯繫及溝通，以獲取彼等之回饋及意見。

報告期後重要事項

- (a) 本集團於二零二一年六月八日通過附屬公司寶力優塔(上海)通訊科技有限公司與純免網絡科技(上海)有限公司(「純免網絡」)訂立業務合作，以共同在中國成立一間合營公司，即上海純免遞福國際貿易有限公司(「合營公司」)。憑藉本集團的列車媒體及廣告資源以及其強大的多媒體技術專長，本集團將與合營公司進行一系列融媒體數字廣告營銷業務合作及探索，同時於列車媒體平台創新融合跨境免稅電商行業的新型在線網絡購物趨勢，通過移動網絡媒體營銷、網紅/KOL直播等與列車乘客互動。

* 僅供識別

Management Discussion and Analysis (continued)

管理層討論及分析(續)

IMPORTANT EVENTS AFTER THE REPORTING PERIOD

(continued)

(a) (continued)

Due to the on-going impact of the pandemic on the global economy, it is expected that the continuous travel demand would change from international travelling to domestic travelling. Other than airlines, high-speed railway is the most frequently-used travelling transportation in mainland China. The annual patronage of railway amounted to over 100 million passengers in the Guangdong-Hong Kong-Macau Greater Bay Area. A significant increase in such passenger flow is expected in the post pandemic period, and this will help in expanding the Group's high-speed railway convergence media platform business.

In addition, with the support from the comprehensive consumption promotion and domestic circulation policies proposed by the 14th Five-Year Plan, demand for dutyfree commodities will be further driven by strong demand and domestic consumptions for branded products. It is estimated that the sales of domestic duty-free commodities will amount to RMB355.4 billion by 2025, indicating a promising future for duty-free products. The JV Company has strong strategic value as not only Chun Mian Network 純免網絡 is the exclusive operator in mainland China authorized by China Duty Free Shop (Hong Kong) Group Co., Limited (中國免稅店(香港)集團公司) to engage in cross-border e-commerce bonded import goods, establishment of duty-free experience stores and other businesses, but also it has strong partnerships with many world renowned duty-free groups and supply chain companies.

With the current macro-environment, market and policy circumstances, the Group aims to expand its scale of convergence media business via the new online/offline duty-free importing e-commerce marketing platform services. Details of this business development are set out in the announcement of the Company dated 8 June 2021.

(b) On 6 July 2021, the Company entered into strategic cooperation framework agreements with two internationally renowned supplier companies, CML Co., Ltd. ("CML") and Rain Bow Co., Ltd. ("Rain Bow"), respectively.

CML is the designated distributor of various brands, such as Pigeon (貝親), MTG, Dr. Arrivo (宙斯), Puro Rambo (普羅蘭博), Supature (松本清), Isetan (伊勢丹), Aderans (愛德蘭絲), etc., and possesses online and offline sales channels and is a supplier of diverse renowned enterprises, such as Alibaba (阿里巴巴), Tmall (天貓), Taobao (淘寶), Jingdong (京東), Little Red Book (小紅書), Netease Kaola Purchase (網易考拉海購), Sephora (絲芙蘭) and Isetan Mall (伊勢丹商場).

報告期後重要事項(續)

(a) (續)

由於疫情對全球經濟造成持續影響，預計持續的旅遊需求將由國際旅遊轉為國內旅遊。除去航空交通，高鐵為中國內地使用頻率最高的旅遊交通工具。粵港澳大灣區年客流量超過1億人次。於後疫情時期，預計該類客流量將顯著提升，並將有助於拓展本集團高鐵融媒體平台業務。

其次，受十四五規劃全面促消費、內循環的政策積極支持，強烈的消費需求及國內對品牌產品的需求將進一步帶動免稅品需求。預計二零二五年境內免稅銷售額達人民幣3,554億元，免稅銷額未來市場規模非常可觀。合營公司具備重大戰略價值，純免網絡不僅為中國免稅店(香港)集團公司在國內唯一授權方，開展跨境電商網購保稅進口、開設免稅體驗店等業務，其亦與多家世界知名免稅集團、全球頂級供應鏈團達成戰略合作關係。

在客觀大環境、市場因素及政策紅利的影響下，本集團旨在通過新的線上／線下網購保稅進口電商營銷平台服務擴大其融媒體業務版圖。有關業務發展詳情載於本公司日期為二零二一年六月八日的公告。

(b) 於二零二一年七月六日，本公司分別與兩間國際知名供應商，CML株式會社(「CML」)及彩虹商貿有限公司(「彩虹商貿」)簽立戰略合作框架協議。

CML為多個品牌指定的經銷商，如貝親、宙斯、普羅蘭博、松本清、伊勢丹、愛德蘭絲等；其銷售渠道涉及線上線下，目前為阿里巴巴、天貓、淘寶、京東、小紅書、網易考拉海購、絲芙蘭及伊勢丹商場等多家知名企業的供應商。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

IMPORTANT EVENTS AFTER THE REPORTING PERIOD

(continued)

(b) (continued)

Rain Bow's principal supply channels includes but not limited to Lotte Duty Free Store (樂天免稅店), Shilla Duty Free Store (新羅免稅店) and Shinsegae Duty Free Store (新世界免稅店) in South Korea as well as local travel agencies' coordination pursuant to the purchase quota in South Korea. Currently, Rain Bow is a supplier of Bright Diva International Limited in Hong Kong and Beijing Business Department of Jingdong (京東(北京事業部)).

Through the strategic partnerships, not only a synergistic effect can be achieved, but also can help the Group develop a long-term and sustainable supplier relationship with competitive prices in the market. This helps build a solid foundation for this new business duty-free train media e-commerce initiatives.

Details of this business development are set out in the announcement of the Company dated 8 July 2021.

(c) The Company proposed to implement the capital reorganization (the "Capital Reorganization"). The Company also proposed to raise funds up to approximately HK\$74.43 million before expenses by way of the rights issue (the "Rights Issue"), at the subscription price of HK\$0.40 per Rights Share on the basis of one (1) Rights Share for every two (2) New Shares held on the Record Date. The Rights Issue is conditional on, among other things, the Capital Reorganization becoming effective. It is expected that part of the net proceeds from the Rights Issue will be used to pay out the debts from current liabilities and non-current liabilities, including but not limited to (i) settlement for trade and other payables accounts; (ii) repayment for the license fee; and (iii) repayment for bank and other borrowings; and (iv), general working capital of the Group. Details of the Capital Reorganization and Rights Issue are set out in the announcement of the Company dated 14 July 2021.

BUSINESS MODEL AND BUSINESS STRATEGY

Diversification is our core business strategy. The Group is committed to achieving long-term sustainable growth of its businesses in preserving and enhancing the Shareholders' value. The Group is focused on looking for attractive investment opportunities to strengthen and widen its business scope. The Group has maintained a prudent and disciplined financial management to ensure its sustainability.

報告期後重要事項(續)

(b) (續)

彩虹商貿主要進貨渠道包括但不限於樂天免稅店、新羅免稅店、韓國新世界免稅店，以及與韓國當地旅行社合作進行購物配額。目前，彩虹商貿為香港亮星國際貿易有限公司及京東(北京事業部)的供應商。

通過戰略夥伴關係，本集團不僅能獲得協同效應，亦有助於在市場上以具有競爭力的價格，發展長期及持續的供應商關係。這有助於為列車媒體新型免稅電商業務建立堅實的基礎。

業務發展詳情載於本公司日期為二零二一年七月八日的公告。

(c) 本公司建議實施股本重組(「股本重組」)本公司亦建議以供股(「供股」)方式，按於記錄日期每持有兩(2)股新股份可獲發一(1)股供股股份之基準，以每股供股股份0.40港元之認購價籌集最多約74.43百萬港元(扣除開支前)。供股須待(其中包括)股本重組生效後方可作實。預期部分由供股所得款項淨額將用於支付流動負債及非流動負債債務資金，包括但不限於(i)償付貿易及其他應付賬款；(ii)結算許可費；及(iii)償還銀行及其他借款；及(iv)本集團一般營運資金。股本重組及供股詳情載於本公司日期為二零二一年七月十四日的公告。

業務模式及業務策略

多元化乃我們核心業務策略。本集團致力實現業務之長遠可持續發展，以保持及提升股東價值。本集團專注物色具吸引力之投資機會，以加強及擴大其業務範圍。本集團維持審慎及有紀律之財務管理，以確保其可持續發展。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

PROSPECTS

Despite the fact that there will be ongoing challenges and uncertainties for the economy in the post-pandemic period, the performance of the multi-media technologies business have demonstrated our business strategy in diversification has begun to yield positive impacts across the Group's businesses.

To make the businesses more resilient, the Group will continue to allocate substantial resources to the multi-media technologies business segment and the gamma ray segment under the Group's long-term strategy. Through accelerating the diversification of the business channels, such as expanding its scale of convergence media business via the new online/offline duty-free importing e-commerce marketing platform services, and enhancing the development of multi-media technologies platform and gamma ray dry grinding and dry separation technology, the Company is confident that the operations and results of the Group will continue to improve in the post-pandemic period. The Group will also continue to generate value to its shareholders and to achieve prominent growth in these business segments.

The Group will further examine its expenditure to focus on increased productivity and cost savings, and will focus on prioritising the projects and deferring or cancelling non-critical expenditure. The Company would like to thank all our staffs for the dedication they have shown during these exceptionally challenging times in ensuring that the Company can maintain its operations as competitive as possible.

Looking ahead, the Group will continue to explore potential strategic investment and cooperation opportunities with an aim of creating synergies for the Group in various aspects including technological development, product portfolio, channel expansion and/or cost control. The Company is confident that the operations and results of the Group will continue to improve in the near future upon control of the COVID-19 pandemic and the Group will continue to generate value to its Shareholders of the Company.

FINANCIAL REVIEW

During the year under review, the Group recorded a revenue of HK\$54,941,000 (2020: HK\$49,302,000), representing an increase of approximately 11% compared with last year. The increase in revenue was mainly due to the improvement of the multi-media technologies business of the Group. Loss for the year under review of the Group amounted to HK\$112,640,000 (2020: HK\$118,559,000), which was mainly attributable to the cost declined incurred for the multi-media technologies business. As at 31 March 2021, the total assets and net liabilities of the Group were HK\$138,122,000 and HK\$540,164,000 (2020: HK\$172,758,000 and HK\$430,491,000) respectively.

前景

儘管後疫情時期的經濟仍將持續面臨挑戰及不確定性，多媒體技術業務的業績表明我們的多元化業務策略已開始對本集團業務產生積極影響。

為使業務更具彈性，本集團將根據本集團的長期策略，繼續向多媒體技術業務分部及伽瑪射線分部分配大量資源。通過加速業務渠道多元化，例如聯動開發新型線上／線下網購保稅進口電商營銷平台服務以擴大其融媒體業務版圖，並加強多媒體技術平台及伽瑪射線乾磨乾選技術的開發，本公司相信本集團的經營及業績於後疫情時期將持續提升。本集團亦將持續為其股東締造價值，並於該等業務分部取得顯著增長。

本集團將進一步審查其開支，專注提高產能及節約成本，並將著重安排好項目優先順序，推遲或取消不重要的開支。本公司謹對全體員工在此異常艱困時期為確保本公司盡可能保持業務競爭力所作的無私奉獻表示感謝。

展望未來，本集團將繼續探索潛在戰略投資及合作機會，以於多個方面(包括技術開發、產品組合、渠道擴展及／或成本控制)為本集團創造協同效應。本公司堅信，本集團的業務及業績於新冠肺炎疫情得到控制後的不遠將來將繼續提升，且本集團將持續為本公司股東締造價值。

財務回顧

於回顧年度內，本集團錄得收入54,941,000港元(二零二零年：49,302,000港元)，較上一年度增長約11%。收入增長乃主要由於改善本集團多媒體技術業務。本集團回顧年度內虧損為112,640,000港元(二零二零年：118,559,000港元)，此乃主要由於多媒體技術業務所產生的成本減少所致。於二零二一年三月三十一日，本集團總資產及負債淨額分別為138,122,000港元及540,164,000港元(二零二零年：172,758,000港元及430,491,000港元)。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

FINANCIAL REVIEW (continued)

Multi-media Technologies Business

Against the current backdrop of economic uncertainties under the COVID-19 pandemic and US-China trade tension during the year under review, the revenue of multi-media technologies business was HK\$50,792,000 (2020: HK\$39,946,000), which has increased by 27.2%. Segment loss was significantly narrowed by 64.2% to HK\$40,743,000 compared with HK\$113,661,000 last year. The Group has successfully built up its competitive advantage in multi-media technologies business and will continue its asset-light, less capital-intensive multi-media technologies focused business strategy.

Gamma Ray Business

During the year under review, the performance of gamma ray business is relatively stable. The revenue has remained flat at HK\$4,149,000 (2020: HK\$4,675,000) for the year ended 31 March 2021.

Other Operations — Securities Trading and Investment

No revenue (2020: HK\$0) has been recognised for the year ended 31 March 2021. The Segment loss was increased by 8.2% to approximately HK\$3,882,000 for the year under review from approximately HK\$3,589,000 for the year ended 31 March 2020.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2021, the Group had bank balance and cash of approximately HK\$10,063,000 (2020: HK\$2,715,000), and the Group had total bank and other borrowings of approximately HK\$297,244,000 (2020: HK\$269,359,000), of which borrowings of 46.8% was in Hong Kong dollars and 53.2% was in Renminbi and of which borrowings within one year was HK\$297,244,000 (2020: HK\$259,491,000), accounting for approximately 100% (2020: 96.2%) of the total borrowings. The gearing ratio, being the ratio of the sum of total borrowings to total deficit, was 55.03% as at 31 March 2021 (2020: 62.57%). The liquidity ratio, being the ratio of current assets over current liabilities, was 6.4% as at 31 March 2021 (2020: 8.4%). As at 31 March 2021, the Group's bank and other borrowings with fixed interest rates accounted for approximately 36.8% of total borrowings.

財務回顧(續)

多媒體技術業務

在當前新冠肺炎疫情下經濟前景不明，加上回顧年度內中美貿易緊張的背景下，多媒體技術業務的收入為50,792,000港元(二零二零年：39,946,000港元)，增加27.2%。分部虧損較去年的113,661,000港元大幅減少64.2%至40,743,000港元。本集團成功鞏固其於多媒體技術業務方面的競爭優勢，並將繼續其輕資產、低資本密集度、以多媒體技術為重心之業務策略。

伽瑪射線業務

於回顧年度內，伽瑪射線業務的表現相對穩定。截至二零二一年三月三十一日止年度，有關收入保持平穩，為4,149,000港元(二零二零年：4,675,000港元)。

其他業務 — 證券買賣及投資

截至二零二一年三月三十一日止年度，尚未確認任何收入(二零二零年：0港元)。有關分部虧損由截至二零二零年三月三十一日止年度的約3,589,000港元增加8.2%至回顧年度的約3,882,000港元。

流動資金及財務資源

於二零二一年三月三十一日，本集團擁有銀行結餘及現金約10,063,000港元(二零二零年：2,715,000港元)，而本集團銀行及其他借貸合共約297,244,000港元(二零二零年：269,359,000港元)，其中46.8%借貸以港元計值，而53.2%以人民幣計值，當中為期一年內之借貸為297,244,000港元(二零二零年：259,491,000港元)，佔總借貸約100%(二零二零年：96.2%)。於二零二一年三月三十一日，資產負債比率(即總借貸佔虧絀總額之比率)為55.03%(二零二零年：62.57%)。於二零二一年三月三十一日，流動資金比率(即流動資產除以流動負債之比率)為6.4%(二零二零年：8.4%)。於二零二一年三月三十一日，本集團銀行及其他借貸固定利率佔總借貸約36.8%。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

PLEDGE OF ASSETS

As at 31 March 2021, the Group's land use rights and certain property, plant and equipment with carrying amount of approximately HK\$Nil (2020: HK\$11,021,000) were pledged to a bank to secure the bank borrowing granted to the Group. As at 31 March 2021, the Group's listed securities with carrying amount of approximately HK\$224,000 (2020: HK\$512,000) were pledged to secure margin account payable granted to the Group.

CAPITAL COMMITMENTS

As at 31 March 2021, the Group had capital commitments contracted but not provided for in the consolidated financial statements of approximately HK\$231,899,000 (2020: HK\$327,961,000). Details of the capital commitments are set out in Note 45 to the consolidated financial statements.

CONTINGENT LIABILITIES

As at 31 March 2021, save as disclosed in Note 37 to the consolidated financial statements, the Group had no other significant contingent liabilities.

EXPOSURE TO EXCHANGE RATE RISK AND INTEREST RATE RISK

The Group's transactions are mainly denominated in Hong Kong dollars, Renminbi and United States dollars. The Group did not enter into any foreign exchange forward contracts to hedge against exchange rates fluctuations during the year under review. Foreign exchange risk arising from the normal course of operations is considered to be minimal and the management will closely monitor the fluctuation in the currency and take appropriate actions when condition arises.

In terms of the interest rate risk exposures, the Group does not have any significant interest rate risk as the interest rates currently remain at low levels. As at 31 March 2021, the Group's bank and other borrowings with fixed interest rates accounted for approximately 37% of total borrowings.

資產質押

於二零二一年三月三十一日，本集團賬面值約零港元(二零二零年：11,021,000港元)之土地使用權以及若干物業、廠房及設備已質押予一間銀行，以取得其授予本集團之銀行借貸。於二零二一年三月三十一日，本集團賬面值約224,000港元(二零二零年：512,000港元)之上市證券已作質押，以擔保本集團獲授之應付孖展賬戶款項。

資本承擔

於二零二一年三月三十一日，本集團有已訂約但未於綜合財務報表撥備之資本承擔約231,899,000港元(二零二零年：327,961,000港元)。資本承擔之詳情載於綜合財務報表附註45。

或然負債

於二零二一年三月三十一日，除綜合財務報表附註37所披露者外，本集團並無其他重大或然負債。

匯率風險及利率風險

本集團之交易主要以港元、人民幣及美元計值。於回顧年度內，本集團並無訂立任何遠期外匯合約以對沖匯率波動。本集團認為來自正常營運過程之外匯風險甚微，且管理層將密切監察貨幣波動情況，並在必要時採取恰當措施應對。

利率風險方面，由於目前利率仍處於低水平，故本集團並無任何重大利率風險。於二零二一年三月三十一日，本集團按固定利率計息之銀行及其他借貸佔總借貸約37%。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES

- (1) On 14 August 2020, the Company and KK Culture Holdings Limited, Team Pride Limited, Mr. Sui Chok Lee and Silver Golden Limited (collectively, the “Vendors”) have entered into a supplemental agreement (“Supplemental Agreement”) to the agreements in relation to the acquisition of Hong Kong Made (Media) Limited and Ample Success Limited dated 29 March 2019 (the “Agreements”). Pursuant to the Agreements and the Supplemental Agreement, the remaining consideration will be satisfied as follow:

The Company shall pay the Vendors HK\$16,666,667 (the “Second Tranche Consideration”) and HK\$16,666,668 (the “Third Tranche Consideration”), representing one third of the Consideration each, by the allotment and issue of the Second Tranche Consideration Shares and the Third Tranche Consideration Shares, being 83,333,335 Shares and 83,333,340 Shares respectively, to the Vendors or their respective nominees on or before 15 July 2022 and 15 July 2023 respectively, subject to the terms and conditions as disclosed on Note 40 to the consolidated financial statements.

- (2) On 13 July 2020, Shanghai YunYao Culture & Media Limited** (上海雲遙文化傳媒有限公司) (“YunYao”), a wholly-owned subsidiary of the Company, and two vendors entered into the share transfer agreements. Pursuant to which YunYao conditionally agreed to purchase an aggregate of 80% of the entire issued share capital of ZiJun Media(深圳鈺駿傳媒有限公司) from the vendors, for an aggregate consideration of RMB1,825,800 (equivalent to approximately HK\$2,021,000). The details of this acquisition are set out in the announcement of the Company dated 13 July 2020. The acquisition of ZiJun Media was completed on 13 July 2020. ZiJun Media has extensive experience in coordinating the operation of train media business in mainland China and will also create synergies to the Group’s multi-media technologies business.

LITIGATIONS

Save as disclosed in Note 37 to the consolidated financial statements, there is no other material litigation expected to result in a significant adverse effect on the financial position of the Group, either collectively or individually. Management believes that adequate provisions have been made in respect of such litigations.

附屬公司之重大收購或出售

- (1) 於二零二零年八月十四日，本公司與KK文化控股有限公司、Team Pride Limited、蕭作利先生及Silver Golden Limited（統稱「賣方」）就日期為二零一九年三月二十九日的協議（「協議」，內容有關收購香港製作（媒體）有限公司及博功有限公司）訂立補充協議（「補充協議」）。根據協議及補充協議，餘下代價將按以下方式支付：

根據綜合財務報表附註40所披露之條款及條件，本公司須分別於二零二零年七月十五日及二零二三年七月十五日或之前透過向賣方或彼等各自之代名人配發及發行第二批代價股份及第三批代價股份（即分別為83,333,335股股份及83,333,340股股份）向賣方支付16,666,667港元（「第二批代價」）及16,666,668港元（「第三批代價」），分別相當於代價的三分之一。

- (2) 於二零二零年七月十三日，本公司之全資附屬公司上海雲遙文化傳媒有限公司（「雲遙」）及兩位賣方訂立股份轉讓協議。根據雲遙有條件地同意及購買鈺駿傳媒已發行股份總數80%的股份，總代價為人民幣1,825,800元（相當於約2,021,000港元）。收購詳情載於本公司日期為二零二零年七月十三日之公告。對鈺駿傳媒之收購於二零二零年七月十三日完成。鈺駿傳媒在中國列車媒體業務方面擁有豐富經驗，並將為本集團之多媒體技術業務創造協同效應。

訴訟

除附註37綜合財務報表所披露者外，概無其他重大訴訟預期會共同或個別地對本集團之財務狀況造成重大不利影響。管理層認為已就該訴訟計提充足撥備。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

EMPLOYEE AND EMOLUMENT POLICY

As at 31 March 2021, the Group employed 74 employees (2020: 41). During the year ended 31 March 2021, staff costs (including Directors' emoluments but excluding share-based payments) amounted to HK\$12,148,000 (2020: HK\$14,163,000). Remuneration packages are generally structured by reference to market terms and individual merits. Salaries are reviewed periodically based on performance appraisal and other relevant factors. Staff benefits plans maintained by the Group include medical insurance, hospitalisation scheme, mandatory provident fund, share option scheme and share award scheme. Employees in the PRC are remunerated according to the prevailing market conditions in the locations of their employments.

The emolument policy of the employees of the Group is set up by the Board on the basis of their merit, qualifications and competence. The emoluments of the Directors are decided by the Board, as authorised by the Shareholders at the annual general meeting of the Company, having regard to the Group's operating results, individual performance and comparable market statistics.

DISCLAIMER OF OPINION

The Auditor expressed a disclaimer of opinion in the independent auditors' report on the consolidated financial statements of the Group for the ended 31 March 2021 (the "Independent Auditors' Report"). As stated in the paragraph headed "BASIS FOR DISCLAIMER OF OPINION" in the Independent Auditors' Report, the basis for the Auditor to express a disclaimer of opinion was (a) limitation of scope on comparative figures and related disclosures, (b) limitation of scope on loss on deconsolidation of Baoli Yota Technologies (Shenzhen) Limited* ("Baoli Yota") and (c) multiple fundamental uncertainties relating to going concern.

MANAGEMENT'S AND AUDIT COMMITTEE'S VIEWS ON THE INDEPENDENT AUDITOR'S OPINION

The Audit Committee has reviewed and agreed with the disclaimer of opinion on the Independent Auditors' Report (the "Audit Qualification"). Below provides additional information in relation to the Audit Qualification regarding:

- (a) Limitation of scope on comparative figures and related disclosures, including:
 - (i) Limitations of scope on loss on deconsolidation of We Fly Travel Limited ("We Fly") (the "We Fly Disclaimer"); and
 - (ii) Limitation of scope on share of results and derecognition of interests in associates (the "Yota Group Disclaimer")

僱員及酬金政策

於二零二一年三月三十一日，本集團聘用74名僱員（二零二零年：41名）。於截至二零二一年三月三十一日止年度，員工成本（包括董事酬金，不包括以股份為基礎付款）為12,148,000港元（二零二零年：14,163,000港元）。薪酬待遇一般參考市場條款及個人表現釐定。薪金乃根據表現評核及其他有關因素定期檢討。本集團推行之員工福利計劃包括醫療保險、住院計劃、強制性公積金、購股權計劃及股份獎勵計劃。中國僱員之薪酬待遇根據僱員受僱地區之現行市況釐定。

本集團僱員之酬金政策由董事會按僱員之長處、資歷及才能制定。董事之酬金由董事會（獲股東於本公司股東週年大會上授權）考慮本集團營運業績、個人表現及可資比較市場統計數據後決定。

不發表意見

核數師在關於本集團截至二零二一年三月三十一日止年度之綜合財務報表的獨立核數師報告（「獨立核數師報告」）中不發表意見。誠如獨立核數師報告「不發表意見之基準」一段所述，核數師不發表意見之基準為(a)對比較數字及相關披露之範圍限制；(b)對寶力優特科技（深圳）有限公司（「寶力優特」）終止綜合入賬所產生虧損之範圍限制及(c)有關持續經營之多項基本不明朗因素。

管理層及審核委員會對獨立核數師意見的看法

審核委員會已審閱並同意獨立核數師報告的不發表意見（「審核保留意見」）。以下提供審核保留意見相關的額外資料：

- (a) 對比較數字及相關披露之範圍限制，包括：
 - (i) 對愛飛旅遊有限公司（「愛飛」）終止綜合入賬所產生虧損之範圍限制（「關於愛飛之不發表意見」）；及
 - (ii) 對分佔聯營公司業績及終止確認聯營公司權益之範圍限制（「關於Yota集團之不發表意見」）

Management Discussion and Analysis (continued)

管理層討論及分析(續)

MANAGEMENT'S AND AUDIT COMMITTEE'S VIEWS ON THE INDEPENDENT AUDITOR'S OPINION (continued)

(b) Limitation of scope on loss on deconsolidation of Baoli Yota (the "Baoli Yota Disclaimer")

(a) Carryover effect of the We Fly Disclaimer and the Yota Group Disclaimer

As disclosed in the Independent Auditors' Report, due to the non-cooperation of the management of We Fly, the Directors were unable to access to the books and records of We Fly since 3 February 2020 (the "We Fly Deconsolidation Date"), despite the fact that the Directors had taken all reasonable steps and had used its best endeavors to resolve the matter. We Fly was deconsolidated during the financial year ended 31 March 2020. The Auditor expressed a disclaimer of opinion on this matter in the independent auditor's report on the consolidated financial statements of the Company for the year ended 31 March 2020.

As disclosed in the Independent Auditors' Report, Yota was undergoing the process of liquidation by the official liquidator of Yota (the "Liquidator") and the Directors decided to fully impair the interests in associates and amounts due from associates to the Group during the year ended 31 March 2019. The Directors assessed that the Group had lost its significant influence on Yota and its subsidiaries (the "Yota Group") on 30 April 2019 (the "Yota Derecognition Date"). Due to the lack of response from the Liquidator, the Auditor had not been provided with sufficient appropriate audit evidence, including information and explanations, to ascertain the financial position of the Yota Group as at the Yota Derecognition Date and its result of operations for the period from 1 April 2019 to the Yota Derecognition Date. The Auditor expressed a disclaimer of opinion on this matter in the independent auditor's report on the consolidated financial statements of the Company for the year ended 31 March 2020.

As disclosed in the supplemental announcement of the Company dated 14 October 2020, the Directors were of the view that the limitation of scope was a one-off, non-recurring incident, which would only affect the comparative figures in relation to We Fly and Yota but not the opening balance on the consolidated financial statements of the Company for the year ended 31 March 2021.

管理層及審核委員會對獨立核數師意見的看法(續)

(b) 對寶力優特終止綜合入賬所產生虧損之範圍限制(「關於寶力優特之不發表意見」)

(a) 關於愛飛之不發表意見及關於Yota集團之不發表意見之延滯效應

誠如獨立核數師報告所披露，由於愛飛管理層不予配合，儘管董事已採取所有合理措施並竭盡全力解決此事，但董事自二零二零年二月三日(「愛飛終止綜合入賬日期」)以來無法查閱愛飛之賬簿及記錄。愛飛於截至二零二零年三月三十一日止財政年度已終止綜合入賬。核數師於就本公司截至二零二零年三月三十一日止年度之綜合財務報表編製之獨立核數師報告中出具對此事項之不發表意見。

誠如獨立核數師報告所披露，Yota藉由Yota的正式清盤人(「清盤人」)進入清盤程序，因而董事決定對截至二零一九年三月三十一日止年度本集團於聯營公司的權益及應收聯營公司的款項作出悉數減值。經董事評定，本集團已於二零一九年四月三十日(「Yota終止確認日期」)失去對Yota及其附屬公司(「Yota集團」)之重大影響力。由於缺乏清盤人的回應，核數師未獲提供充足適當的審核憑證，包括資料及說明，從而無法確定Yota集團於Yota終止確認日期的財務狀況及其於二零一九年四月一日至Yota終止確認日期期間的經營業績。核數師於就本公司截至二零二零年三月三十一日止年度之綜合財務報表編製之獨立核數師報告中出具對此事項之不發表意見。

誠如本公司日期為二零二零年十月十四日之補充公告所披露，董事認為範圍限制乃屬一次性、不經常發生的事件，僅會對有關愛飛及Yota的比較數字產生影響，而不會影響本公司截至二零二一年三月三十一日止年度綜合財務報表的期初結餘。

Management Discussion and Analysis (continued) 管理層討論及分析(續)

MANAGEMENT'S AND AUDIT COMMITTEE'S VIEWS ON THE INDEPENDENT AUDITOR'S OPINION (continued)

- (a) Carryover effect of the We Fly Disclaimer and the Yota Group Disclaimer (continued)

The Directors and the Audit Committee were of the view that the We Fly Disclaimer and the Yota Group Disclaimer will appear due to the carrying forward effect from the audit modification on the results of the Company for the year ended 31 March 2020. In this regard, the We Fly Disclaimer and the Yota Group Disclaimer will not appear in the consolidated financial statements of the Company for the financial year ending 31 March 2022.

The Auditor concurred with the view of the Directors and the Audit Committee that the We Fly Disclaimer and the Yota Group Disclaimer will be removed in the consolidated financial statements of the Company for the financial year ending 31 March 2022.

- (b) Carryover effect of the Baoli Yota Disclaimer

On 25 August 2020 (the "Baoli Yota Deconsolidation Date"), the Company had been informed by the SZ Court that the SZ Court held that the creditor's application complied with the legal requirements and accepted the creditor's application for bankruptcy and liquidation against Baoli Yota. In addition, the books and records of Baoli Yota were kept and maintained by the bankruptcy administrator of Baoli Yota, which were not made available to the Group's management subsequent to the Baoli Yota Deconsolidation Date.

Baoli Yota was deconsolidated on the Baoli Yota Deconsolidation Date. The Directors and the Audit Committee were of the view that the limitation of scope was a one-off, non-recurring incident, which will only affect the comparative figures in relation to Baoli Yota but not the opening balance on the consolidated financial statements of the Company for the year ending 31 March 2022. The Directors, the Audit Committee and the Auditor agreed that this audit modification will appear due to the carrying forward effect from the audit modification on the Company's consolidated financial statements for the year ended 31 March 2021. In this regard, the Baoli Yota Disclaimer will not appear in the consolidated financial statements of the Company for the financial year ending 31 March 2023.

The Auditor concurred with the view of the Directors and the Audit Committee that the Baoli Yota Disclaimer will be removed in the consolidated financial statements of the Company for the financial year ending 31 March 2023.

管理層及審核委員會對獨立核數師意見的看法(續)

- (a) 關於愛飛之不發表意見及關於Yota集團之不發表意見之延滯效應(續)

董事及審核委員會認為關於愛飛之不發表意見及關於Yota集團之不發表意見之出現乃由於審計修訂對本公司截至二零二零年三月三十一日止年度之業績產生了結轉影響。就此而言，關於愛飛之不發表意見及關於Yota集團之不發表意見將不會出現於本公司截至二零二零年三月三十一日止財政年度的綜合財務報表。

核數師同意董事及審核委員會的意見，關於愛飛之不發表意見及關於Yota集團之不發表意見將於本公司截至二零二零年三月三十一日止財政年度的綜合財務報表中移除。

- (b) 關於寶力優特之不發表意見之延滯效應於二零二零年八月二十五日(「寶力優特終止綜合入賬日期」)，本公司獲深圳法院告知，深圳法院認定債權人申請符合法律規定，並接納債權人對寶力優特的破產及清算申請。此外，寶力優特之賬簿及記錄由寶力優特破產管理人存置，本集團管理層於寶力優特終止綜合入賬日期後無法獲得。

寶力優特於寶力優特終止綜合入賬日期終止綜合入賬。董事及審核委員會認為範圍限制乃屬一次性、不經常發生的事件，僅會對有關寶力優特的比較數字產生影響，而不會影響本公司截至二零二零年三月三十一日止年度綜合財務報表的期初結餘。董事、審核委員會及核數師同意披露此審計修訂，乃由於審計修訂對本公司截至二零二零年三月三十一日止年度的綜合財務報表產生了結轉影響。就此而言，關於寶力優特之不發表意見將不會出現於本公司截至二零二零年三月三十一日止財政年度的綜合財務報表。

核數師認同董事及審核委員會的意見，認為寶力優特之不發表意見將會自本公司截至二零二零年三月三十一日止財政年度的綜合財務報表移除。

Biographical Details of Directors and Senior Management

董事及高級管理人員履歷

EXECUTIVE DIRECTORS

Mr. Zhang Yi, aged 48, was appointed as an executive Director on 5 September 2016. Mr. Zhang is also the Chairman of the Board. He graduated from Zhejiang University in 1994 with a major in Finance. Mr. Zhang has over 16 years of investment experience in the technology field, with the scope of investment spanning across various regions including Canada, the United States of America, Singapore, the Mainland China and Hong Kong. He is in particular familiar with the investment and operations of telecommunications and communications industries. Mr. Zhang has good relations with the telecommunications operators and has accumulated extensive local and overseas network in the industry. Mr. Zhang is currently the chairman of a private company in the Mainland China which was founded by Mr. Zhang in 2002. Under his leadership, the company has now developed into an enterprise with large investment scale and wide investment geographical range in real estates, biological medicine, new energy and media, etc. It has a number of projects including a large-scale urban complex with a gross area of over a million square meters in Shanghai, Hangzhou and Shenyang. As at 31 March 2021, Mr. Zhang is interested in 215,427,500 Shares (within the meaning of Part XV of the SFO) and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Ms. Chu Wei Ning, aged 49, was appointed as an executive Director on 8 July 2015. Ms. Chu is also the Chief Executive Officer of the Company, an authorised representative of the Company and a director of various subsidiaries of the Group. She is currently responsible for the strategic investment and business development of the Company. Ms. Chu obtained a bachelor degree in Business Administration from the Chinese University of Hong Kong in May 1994 and a master degree of Business Administration from the University of Texas at Austin with Honors in May 1998. She has been a veteran investment banker and venture capital investment professional with over 16 years of experience. Prior to joining the Company, Ms. Chu has been a founding member and the managing director of a private investment fund which focus on investments in telecommunications, media, and technology. Previously, she also held various capacities in Bank of China International, Bear Stearns Asia Limited and Chase Manhattan Bank (which was subsequently acquired by JP Morgan). She is currently an independent non-executive director of Bosa Technology Holdings Limited (Stock Code: 8140), a listed company on the GEM of the Stock Exchange. As at 31 March 2021, Ms. Chu is interested in 30,000,000 Shares (within the meaning of Part XV of the SFO) and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

執行董事

張依先生，48歲，於二零一六年九月五日獲委任為執行董事。張先生亦為董事會主席。彼在一九九四年畢業於浙江大學，主修金融。張先生擁有超過16年科技領域投資經驗，投資地域遍及加拿大、美利堅合眾國、新加坡、中國內地及香港等多個地區。彼尤其熟悉電訊及通訊行業投資及營運。張先生與電訊營運商關係良好，已建立廣泛之地方及海外行業人脈網絡。張先生目前為中國內地一間私人公司之主席。該公司由張先生於二零零二年創辦，在張先生之領導下，現已發展成為一間具有龐大投資規模及地域版圖之企業，投資行業包括房地產、生物醫藥、新能源及媒體等。該公司現時於上海、杭州及瀋陽擁有多個項目，包括總面積逾一百萬平方米之大型城市綜合項目。於二零二一年三月三十一日，張先生於215,427,500股股份中擁有權益(定義見證券及期貨條例第XV部)，且並無與任何董事、高級管理人員、主要股東或控股股東有任何關係。

祝蔚寧女士，49歲，於二零一五年七月八日獲委任為執行董事。祝女士亦為本公司之行政總裁、本公司之授權代表及本集團多間附屬公司之董事。彼現時負責本公司之戰略投資及業務發展。祝女士於一九九四年五月取得香港中文大學工商管理學士學位，以及於一九九八年五月取得美國德州(奧斯汀)大學工商管理榮譽碩士學位。彼為資深投資銀行家及創投資本投資專業人士，於有關方面擁有逾16年經驗。在加入本公司前，祝女士為一項私人投資基金之創始成員及董事總經理，該基金專注於電訊、媒體及科技方面之投資。彼過往亦曾於中銀國際、貝爾斯登亞洲有限公司及大通銀行(其後被摩根收購)出任不同職位。彼現為聯交所GEM上市公司人和科技控股有限公司(股份代號：8140)之獨立非執行董事。於二零二一年三月三十一日，祝女士於30,000,000股股份中擁有權益(定義見證券及期貨條例第XV部)，且並無與任何董事、高級管理人員、主要股東或控股股東有任何關係。

Biographical Details of Directors and Senior Management (continued) 董事及高級管理人員履歷(續)

EXECUTIVE DIRECTORS (continued)

Ms. Lam Sze Man, aged 38, was appointed as an executive Director on 3 October 2019. Ms. Lam is a director of various subsidiaries of the Group. Ms. Lam obtained a degree of Bachelor of Arts in Accountancy from the Hong Kong Polytechnic University in 2005. She is a member of the Hong Kong Institute of Certified Public Accountants. She has around 13 years of working experience in accounting. As at 31 March 2021, Ms. Lam is interested in 277,500 Shares (within the meaning of Part XV of the SFO) and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Fong Kong, Francis, aged 45, was appointed as an independent non-executive Director on 23 August 2018. He is also the chairman of the Remuneration Committee, and a member of the Audit Committee and Nomination Committee. He has over 15 years of experience in capital investment, assurance and consultancy services industry. Mr. Chan obtained a Bachelor's Degree in Commerce, majoring in Accounting and Finance from Deakin University (Melbourne, Australia) in 2000. He is a fellow member of CPA Australia. He is holding the position of director in a local consultancy firm. He is also currently a director of New Territories General Chamber of Commerce; a director, vice president and committee member of Care of Rehabilitated Offenders Association. He is also currently an independent non-executive director of Kwoon Chung Bus Holdings Limited (Stock code: 306), which is listed on the Stock Exchange. He was an independent non-executive director of e-Kong Group Limited (now known as Great Wall Belt & Road Holdings Limited) (Stock code: 524) from June 2015 to May 2017, China Best Group Holding Limited (Stock code: 370) from September 2014 to October 2016, Leyou Technologies Holdings Limited (formerly known as Sumpo Food Holdings Limited) (Stock code: 1089) from January 2015 to July 2015 and SingAsia Holdings Limited (Stock code: 8293) from February 2018 to March 2020, all of which are listed on the Stock Exchange. As at 31 March 2021, Mr. Chan does not have any interest in the Shares and underlying Shares (within the meaning of Part XV of the SFO) and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

執行董事(續)

林詩敏女士，38歲，於二零一九年十月三日獲委任為執行董事。林女士為本集團多個附屬公司之董事。林女士於二零零五年取得香港理工大學會計學文學學士學位。彼現為香港會計師公會會員。彼於會計方面積累約13年工作經驗。於二零二一年三月三十一日，林女士於277,500股股份中擁有權益(定義見證券及期貨條例第XV部)，且並無與任何董事、高級管理人員、主要股東或控股股東有任何關係。

獨立非執行董事

陳方剛先生，45歲，於二零一八年八月二十三日獲委任為獨立非執行董事。彼亦為薪酬委員會主席，及審核委員會及提名委員會之成員。彼在資本投資、保證及顧問服務行業擁有逾15年經驗。陳先生於二零零零年取得澳洲墨爾本迪肯大學商科學士學位，主修會計及金融。彼為澳洲會計師公會之資深會員。彼現於當地一家諮詢公司擔任董事職務。彼亦現任新界總商會董事、關顧更生人士會的董事、副主席兼委員會成員。彼亦現任冠忠巴士集團有限公司(股份代號：306)之獨立非執行董事，該公司於聯交所上市。彼自二零一五年六月至二零一七年五月擔任e-Kong Group Limited (現稱長城一帶一路控股有限公司)(股份代號：524)之獨立非執行董事；自二零一四年九月至二零一六年十月擔任國華集團控股有限公司(股份代號：370)之獨立非執行董事；自二零一五年一月至二零一五年七月擔任樂遊科技控股有限公司(前稱森寶食品控股有限公司)(股份代號：1089)之獨立非執行董事；及自二零一八年二月至二零二零年三月擔任星亞控股有限公司(股份代號：8293)之獨立非執行董事，該等公司均於聯交所上市。於二零二一年三月三十一日，陳先生並無於股份及相關股份中擁有任何權益(定義見證券及期貨條例第XV部)，且並無與任何董事、高級管理人員、主要股東或控股股東有任何關係。

Biographical Details of Directors and Senior Management (continued) 董事及高級管理人員履歷(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Chan Kee Huen, Michael, aged 69, was appointed as an independent non-executive Director on 18 August 2017. He is also the chairman of the Audit Committee and Nomination Committee, and a member of the Remuneration Committee. He has over 35 years of experience in external audit, IT audit, training, accounting and finance, company secretarial and corporate administration, MIS management, internal audit, information security, risk management and compliance. Mr. Chan is currently an independent non-executive director of Lansin Pharmaceutical Holdings Limited (Stock Code: 503) and Sterling Group Holdings Limited (Stock Code 1825), which are listed companies in Hong Kong. Also, he is the chief executive of C&C Advisory Services Limited. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and a fellow member and specialist in Information Technology of CPA Australia. He was admitted as a certified information systems auditor with the Information Systems Audit and Control Association in 1985. Mr. Chan was an adjunct professor in the School of Accounting and Finance of The Hong Kong Polytechnic University from 2009 to 2014. Mr. Chan worked at CMG Life Assurance Limited (formerly known as Jardine CMG Life Assurance Limited) from 1991 to 1996 and his last position was general manager, compliance and corporate affairs. He was employed by Dao Heng Bank Limited in 1996 as the group auditor (which was subsequently acquired by DBS Bank (Hong Kong) Limited) and he ceased working for the bank in 2004 with his last position as managing director and head of compliance, Hong Kong and Greater China. Mr. Chan was also the group financial controller of Lam Soon (Hong Kong) Limited from 2004 to 2005, the director of quality assurance of the Hong Kong Institute of Certified Public Accountants in 2005 and the deputy general manager of the compliance department of Ping An Insurance (Group) Company of China, Limited from 2006 to 2009. Mr. Chan graduated with a higher diploma in accountancy from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1976 and was awarded the postgraduate diploma in business administration from the University of Surrey in March 1998. As at 31 March 2021, Mr. Chan is interested in 25,000 Shares (within the meaning of Part XV of the SFO) and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

獨立非執行董事(續)

陳記煊先生，69歲，於二零一七年八月十八日獲委任為獨立非執行董事。彼亦為本公司審核委員會及提名委員會之主席以及薪酬委員會之成員。彼在外部審核、資訊科技審核、培訓、會計及金融、公司秘書及公司行政管理、管理資訊系統管理、內部審核、資訊保安、風險管理及合規方面擁有超過35年經驗。陳先生現為朗生醫藥控股有限公司(股份代號：503)及美臻集團控股有限公司(股份代號：1825)之獨立非執行董事，該等公司均為香港上市公司。此外，彼為思與智顧問有限公司之行政總裁。陳先生為香港會計師公會、英國特許公認會計師公會資深會員以及澳洲會計師公會資深會員及信息科技專家。彼於一九八五年獲認可為國際信息系統審計協會之註冊信息系統審計師。於二零零九年至二零一四年間，陳先生擔任香港理工大學會計及金融學院之兼任教授。於一九九一年至一九九六年間，陳先生任職於康聯人壽保險有限公司(前稱怡和人壽保險有限公司)，離職前為合規及企業事務總經理。彼於一九九六年受僱於道亨銀行有限公司(其後被星展銀行(香港)有限公司收購)，擔任集團核數師，於二零零四年從該銀行離職，離職前為香港及大中華區董事總經理及合規主管。此外，陳先生於二零零四年至二零零五年擔任南順(香港)有限公司之集團財務總監，於二零零五年擔任香港會計師公會專業水準審核總監，並於二零零六年至二零零九年擔任中國平安保險(集團)股份有限公司合規部副總經理。陳先生於一九七六年十一月畢業於香港理工學院(現稱香港理工大學)，獲頒高級會計文憑，並於一九九八年三月獲薩里大學頒授工商管理研究生文憑。於二零二一年三月三十一日，陳先生於25,000股股份中擁有權益(定義見證券及期貨條例第XV部)，且並無與任何董事、高級管理人員、主要股東或控股股東有任何關係。

Biographical Details of Directors and Senior Management (continued) 董事及高級管理人員履歷(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Feng Man, aged 53, was appointed as an independent non-executive Director on 13 December 2019. He is also a member of the Audit Committee. Mr. Feng obtained a Bachelor degree in Civil Engineering from the Shanghai Institute of Railway Sciences, Shanghai in 1989, a Master degree in Geotechnical Engineering from China Academy of Railway Sciences, Beijing in 1992 and a Master degree in Geotechnical Engineering from the University of Saskatchewan, Canada in 1999. He is currently a Registered Professional Engineer in Canada. He has experience over a wide range of resource types (oil sands, iron, gold, uranium, copper, tin, etc.), with focus on iron mine development in the last 10 years and project experiences in Canada, China, Africa, South America, Mongolia, Australia, etc.. In addition, he has 25 years of mine infrastructure engineering and engineering management experience. He is currently the general manager of PeiSi Engineering Co. Ltd.. As at 31 March 2021, Mr. Feng does not have any interest in the Shares and underlying Shares (within the meaning of Part XV of the SFO) and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

SENIOR MANAGEMENT

Ms. Chau Lan Sze, aged 46, is the chief executive of the train media business of the Group and is responsible for all marketing and sales function for the train media business of the Group. She has more than 10 years of experience in advertising planning and business development in China and Hong Kong. She has numerous experiences in marketing and sales in different train media channels such as Kowloon Canton Railway Through Train and Guangzhou-Shenzhen China Railway High-speed Harmony Series trains.

COMPANY SECRETARY

Ms. Huen Lai Chun, aged 55, was appointed as the company secretary of the Company on 2 September 2015. She is also an authorised representative of the Company. Ms. Huen is an associate member of both of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute, and also a fellow member of The Association of Chartered Certified Accountants. She has over 10 years of experience in handling secretarial and compliance related matters of listed corporations.

獨立非執行董事(續)

馮滿先生，53歲，於二零一九年十二月十三日獲委任為獨立非執行董事。彼亦為審核委員會之成員。馮先生於一九八九年自上海鐵道學院取得土木工程學士學位，於一九九二年自北京鐵道部科學研究院取得岩土工程學碩士學位，並於一九九九年自加拿大薩斯卡徹溫大學取得岩土工程學碩士學位。彼現時為加拿大註冊職業工程師。其項目經驗包括多種資源(石油砂、鐵、金、鈾、銅、錫等)之開發，最近十年側重於鐵礦項目，所從事項目位於加拿大、中國、非洲、南美、蒙古、澳大利亞等地區。此外，彼擁有25年礦山及工業基礎設施設計以及礦山項目設計及建設管理經驗。彼現時為佩思礦業工程設計有限公司之總經理。於二零二一年三月三十一日，馮先生並無於股份及相關股份中擁有任何權益(定義見證券及期貨條例第XV部)，且並無與任何董事、高級管理人員、主要股東或控股股東有任何關係。

高級管理層

鄒蘭施女士，46歲，本集團列車媒體業務之行政總裁，負責本集團列車媒體業務的所有市場推廣及銷售職能。彼於中國及香港之廣告策劃及業務發展方面擁有逾十年經驗。彼於九廣通及廣深線和諧號等不同列車媒體渠道的市場推廣及銷售方面擁有豐富經驗。

公司秘書

禰麗珍女士，55歲，於二零一五年九月二日獲委任為本公司之公司秘書。彼亦為本公司之授權代表。禰女士為香港特許秘書公會以及英國特許公司治理公會會員，及亦為英國特許公認會計師公會資深會員。彼於處理上市公司秘書事務及合規相關事務方面擁有逾10年經驗。

Report of the Directors

董事會報告



The Board hereby presents its report and the audited consolidated financial statements of the Group for the year ended 31 March 2021.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in multi-media technologies business, gamma ray business, tourism and hospitality business, and other operation — securities trading and investment.

Details of the principal activities of the principal subsidiaries of the Company are set out in Note 49 to the consolidated financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance, including an indication of likely future developments in the Group's business, can be found in the "Management Discussion and Analysis" section set out on pages 4 to 19 of this annual report. These discussions form part of this Report of the Directors.

RESULTS

The results of the Group for the year ended 31 March 2021 are set out in the consolidated statement of profit or loss on pages 59 to 60 of this annual report.

DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 March 2021 (2020: Nil).

FIVE-YEAR FINANCIAL SUMMARY

A summary of the consolidated results, and consolidated assets and liabilities of the Group for the last five financial years is set out on page 245 of this annual report.

DONATIONS

The Group did not make any charitable donations during the year ended 31 March 2021.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 March 2021 are set out in Note 18 to the consolidated financial statements.

董事會謹此提呈董事會報告以及本集團截至二零二一年三月三十一日止年度之經審核綜合財務報表。

主要業務及業務回顧

本公司之主要業務為投資控股。其附屬公司主要從事多媒體技術業務、伽瑪射線業務、旅遊及消閒業務以及其他業務 — 證券買賣及投資。

本公司主要附屬公司之主要業務詳情載於綜合財務報表附註49。

公司條例附表5所規定對該等業務之進一步討論及分析(包括有關本集團業務相當可能有的未來發展的揭示)載於本年報第4至第19頁之「管理層討論及分析」一節。該等討論構成本董事會報告之一部分。

業績

本集團截至二零二一年三月三十一日止年度之業績載於本年報第59至第60頁之綜合損益表。

股息

董事會不建議就截至二零二一年三月三十一日止年度派付末期股息(二零二零年:無)。

五年財務摘要

本集團過去五個財政年度之綜合業績以及綜合資產與負債概要載於本年報第245頁。

捐款

本集團於截至二零二一年三月三十一日止年度並無作出任何慈善捐款。

物業、廠房及設備

本集團之物業、廠房及設備於截至二零二一年三月三十一日止年度之變動詳情載於綜合財務報表附註18。

DISTRIBUTABLE RESERVES

As at 31 March 2021, the Company had no reserves available for distribution (2020: Nil).

BANK AND OTHER BORROWINGS

Details of the bank and other borrowings of the Group as at 31 March 2021 are set out in Note 32 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 March 2021 are set out in Note 35 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new Shares on a pro-rata basis to its existing Shareholders.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year under review.

During the year under review, the Company has put in place appropriate insurance cover in respect of Directors' liabilities.

RETIREMENT BENEFITS SCHEME

The Group operates a MPF scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustee. The Group contributes 5% of relevant payroll costs capped at HK\$1,500 per month to MPF scheme, in which the contribution is matched by employees.

The employees of the Group's subsidiaries in the PRC are members of the state-managed retirement benefits scheme operated by the government of PRC. The subsidiaries in the PRC are required to contribute a certain percentage of the payroll cost to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

SHARE OPTION SCHEME

During the year under review, no share option was granted, exercised, cancelled or lapsed under the Share Option Scheme. As at 31 March 2021, the Company had no unexercised outstanding share option granted under the Share Option Scheme.

可供分派儲備

本公司於二零二一年三月三十一日並無可供分派儲備(二零二零年:無)。

銀行及其他借貸

本集團銀行及其他借貸於二零二一年三月三十一日之詳情載於綜合財務報表附註32。

股本

本公司股本於截至二零二一年三月三十一日止年度之變動詳情載於綜合財務報表附註35。

優先購買權

公司細則或百慕達法例均無有關優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股份。

獲准許彌償條文

本公司現時及於回顧年度內均為董事之利益設有有效之獲准許彌償條文。

於回顧年度，本公司已就董事責任提供合適保險保障。

退休福利計劃

本集團為其全部合資格香港僱員推行強積金計劃。計劃之資產與本集團之資產分開，由受託人控制之基金持有。本集團每個月向強積金計劃供款相關工資成本的5%，上限為1,500港元，其中供款與僱員相稱。

本集團位於中國之附屬公司僱員為中國政府運作之國家管理之退休福利計劃成員。中國之附屬公司須向退休福利計劃提供工資成本一定百分比之供款，以便為福利提供資金。本集團有關退休福利計劃之唯一義務為根據計劃作出所需之供款。

購股權計劃

於回顧年度內，並無購股權根據購股權計劃而授出、行使、註銷或失效。於二零二一年三月三十一日，本公司並無根據購股權計劃授出尚未行使的發行在外購股權。

Report of the Directors (continued)

董事會報告(續)

SHARE OPTION SCHEME (continued)

The following is a summary of the principal terms of the Share Option Scheme:

Purpose of the Share Option Scheme

The primary purpose of the Share Option Scheme is to provide incentives or reward to the eligible persons for their contributions to, and continuing efforts to promote the interests of, the Group.

Participants of the Share Option Scheme

Under the Share Option Scheme and subject to its terms and conditions, the Board may at its discretion offer to any eligible employee, director, consultant, agent, supplier, customer or contractor of the Group options to subscribe for Shares.

Period within which the Shares must be taken up under an option and minimum period (if any) for which an option must be held before it can be exercised

Such offer shall be open for acceptance on a day specified in the letter of grant which shall be no longer than thirty days from the date of the letter of grant. An option may be exercised in accordance with the terms of the Share Option Scheme during such period as may be determined by the Board (which shall not be more than ten years commencing on the date on which the share option is granted and accepted). Unless otherwise determined by the Board, there is no minimum period for which a share option must be held before it can be exercised.

Amount payable on application or acceptance of share options

The share options shall be deemed to have been granted and accepted and taken effect when the duplicate letter of grant is signed by the eligible person and returned to the Company together with a remittance in favour of the Company of HK\$1 for each acceptance of grant of the share options.

Total number of Shares available for issue under the Share Option Scheme and percentage of the issued Shares as at the date of this annual report

The maximum aggregate number of Shares which may be issued upon the exercise of all outstanding vested or unvested options granted and yet to be exercised under the Share Option Scheme and any other schemes must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time (the "Overriding Limit")

購股權計劃(續)

購股權計劃之主要條款概要如下：

購股權計劃之目的

購股權計劃之主要目的在於向合資格人士就彼等對本集團之貢獻及推動本集團利益之不懈努力提供激勵或獎勵。

購股權計劃之參與人

根據購股權計劃及受其條款及條件所限，董事會可酌情向本集團任何合資格僱員、董事、顧問、代理、供應商、客戶或承包商授出可認購股份之購股權。

根據購股權須認購股份之期間及購股權可予行使前必須持有之最短期間(如有)

有關授出將於授出函件指定之日期(不遲於授出函件日期起計三十天)可供接納。購股權可於董事會釐定之期間(不得超過自購股權授出及獲接納之日起計十年)內根據購股權計劃之條款行使。除董事會另行釐定外，並無設定可予行使前必須持有購股權之最短期間。

申請或接納購股權時應付之款項

當授出函件副本獲合資格人士簽署及交回本公司，並就接納每次授出購股權向本公司匯款1港元時，購股權將被視為已獲授出並接納及生效。

根據購股權計劃可供發行之股份總數及於本年報日期佔已發行股份之百分比

因根據購股權計劃及任何其他計劃授出及仍未行使之所有尚未行使已歸屬或未歸屬購股權獲行使而可能發行之股份總數，合共最多不得超過不時已發行股份總數之30% (「最高上限」)。

SHARE OPTION SCHEME (continued)

Total number of Shares available for issue under the Share Option Scheme and percentage of the issued Shares as at the date of this annual report (continued)

The aggregate number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other schemes shall not in aggregate exceed 10% of the total number of Shares in issue as at the date of Shareholders' approval of the Share Option Scheme (the "Scheme Mandate Limit"). Subject to the Overriding Limit, the Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders in general meeting, provided that the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of Shareholders' approval of the refreshment.

As approved by the Shareholders at the annual general meeting held on 2 September 2016 (the "2016 AGM"), the total number of Shares in respect of which options may be granted under the Scheme Mandate Limit was refreshed to 3,255,719,561 Pre-Adjusted Shares (the "Refreshed Scheme Mandate Limit") which is equivalent to 10% of the issued Shares as at the date of the 2016 AGM.

The total number of Shares available for issue under the Refreshed Scheme Mandate Limit pursuant to the Share Option Scheme is 325,571,956 Adjusted Shares, representing approximately 8.75% of the total number of issued Shares as at the date of this report.

Maximum entitlement of each participant under the Share Option Scheme

The maximum number of Shares (issued and to be issued) in respect of which options may be granted under the Share Option Scheme and any other schemes to any eligible person in any 12-month period shall not exceed 1% of the total number of Shares in issue, unless a Shareholders' approval has been obtained.

Any grant of share options to a Director, chief executive or substantial Shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors. Where share options are proposed to be granted to a substantial Shareholder or an independent non-executive Director, or any of their respective associates, and the grant would result in the aggregate of Shares issued and to be issued upon exercise of all options granted or to be granted under the Share Option Scheme and any other schemes to such person in the 12-month period up to and including the date of offer of the relevant share options to (i) represent in aggregate over 0.1% of the total number of issued Shares for the time being; and (ii) have an aggregate value, based on the closing price of the Shares, in excess of HK\$5,000,000, the proposed grant shall be subject to the approval of the Shareholders in general meeting with the connected persons abstaining from voting in favour.

購股權計劃(續)

根據購股權計劃可供發行之股份總數及於本年報日期佔已發行股份之百分比(續)

因根據購股權計劃及任何其他計劃將授出之所有購股權獲行使而可能發行之股份總數，合共不得超過於股東批准購股權計劃當日已發行股份總數之10%（「計劃授權上限」）。受限於最高上限，本公司可透過於股東大會上通過股東普通決議案更新計劃授權上限，惟經更新之計劃授權上限不得超過股東批准更新當日已發行股份總數之10%。

經股東於二零一六年九月二日舉行之股東週年大會（「二零一六年股東週年大會」）上批准，根據計劃授權上限可授出之購股權所涉股份總數已更新為3,255,719,561股調整前股份（「經更新計劃授權上限」），相當於二零一六年股東週年大會日期已發行股份之10%。

於本報告日期，根據購股權計劃按照經更新計劃授權上限可供發行之股份總數為325,571,956股經調整股份，相當於已發行股份總數約8.75%。

各參與人於購股權計劃下之最高配額

除已獲股東批准外，於任何十二個月期間根據購股權計劃及任何其他計劃可能授予任何合資格人士之購股權所涉及之已發行及將予發行股份數目最多不得超過已發行股份總數之1%。

授予本公司董事、最高行政人員或主要股東或任何彼等各自之聯繫人任何購股權，必須獲得獨立非執行董事之批准。倘建議向主要股東或獨立非執行董事或任何彼等各自之聯繫人授出購股權，而建議授出購股權將導致於截至提呈有關購股權當日（包括該日）止十二個月期間，因根據購股權計劃及任何其他計劃已授予或將授予有關人士之所有購股權獲行使而已發行及將予發行之股份總數(i)合共佔當時已發行股份總數的逾0.1%；及(ii)總價值（根據股份收市價計算）超過5,000,000港元，則建議授出須獲股東於股東大會上批准後，方可作實，且關連人士須放棄投贊成票。

Report of the Directors (continued)

董事會報告(續)

SHARE OPTION SCHEME (continued)

Basis of determining the exercise price

The exercise price determined by the Directors shall be at least the highest of:

- (i) the closing price of the Shares on the date of offer;
- (ii) the average closing price of the Shares for the five business days immediately preceding the date of offer; and
- (iii) the nominal value of the Shares.

Remaining life of the Share Option Scheme

Subject to early termination by the Company in general meeting or the Board, the Share Option Scheme shall be valid and effective for a period of ten years commencing on its date of adoption. The Share Option Scheme will expire on 21 August 2021 and the remaining life of the Share Option Scheme is less than 2 months as at the date of this annual report.

SHARE AWARD SCHEME

The Board approved and adopted the Share Award Scheme on 15 January 2018. The purposes of the Share Award Scheme are (i) to recognise the contributions by certain eligible employees of any member of the Group, and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group. Details of the Share Award Scheme are set out in Note 39 to the consolidated financial statements.

During the year under review, no share award was granted, vested or forfeited under the Share Award Scheme. As at 31 March 2021, the Company had 155,000 unvested Shares awarded under the Share Award Scheme.

購股權計劃(續)

釐定行使價之基準

由董事釐定之行使價將不低於以下各項之最高者：

- (i) 提呈要約日期之股份收市價；
- (ii) 緊接提呈要約日期前五個營業日股份平均收市價；及
- (iii) 股份面值。

購股權計劃尚餘年期

除非本公司於股東大會或董事會提早終止，購股權計劃將於採納日期起計十年期間內有效及生效。購股權計劃將於二零二一年八月二十一日屆滿，於本年報日期，購股權餘下年期少於兩個月。

股份獎勵計劃

於二零一八年一月十五日，董事會同意及採納股份獎勵計劃。股份獎勵計劃的目的為(i)表彰本集團任何合資格員工所作的貢獻，並為彼等提供激勵以挽留彼等為維持本集團之持續經營及發展而努力；及(ii)為本集團之進一步發展吸引合適人才。

於回顧年度內，並無股份獎勵根據股份獎勵計劃而授出、歸屬或沒收。於二零二一年三月三十一日，本公司有155,000股根據股份獎勵計劃獎勵而尚未歸屬的股份(綜合財務報表附註39)。

EQUITY-LINKED AGREEMENTS

On 29 March 2019, the Company and KK Culture Holdings Limited, Team Pride Limited, Mr. Sui Chok Lee and Silver Golden Limited (collectively, the "Vendors") entered into the purchase agreements (the "Agreements") pursuant to which the Vendors conditionally agreed to sell and the Company conditionally agreed to purchase interests, representing directly and indirectly the entire issued share capital of Hong Kong Made (Media) Limited ("Hong Kong Made") and Ample Success Limited ("Ample Success"), for an aggregate consideration of HK\$50,000,000 (the "Consideration"), which shall be satisfied by the allotment and issue of 250,000,000 Shares in tranches as consideration at the issue price of HK\$0.200 per Share to the Vendors or their respective nominees in accordance with the terms and conditions of the respective Agreements. Completion took place on 6 June 2019. As part of the payment of the Consideration for the acquisition of Hong Kong Made and Ample Success, on 6 June 2019, the Company allotted and issued to the Vendors the first tranche consideration Shares, being 83,333,325 Shares, representing approximately 2.24% of the issued share capital of the Company as enlarged by the allotment and issue of such Shares. The aggregate nominal value of the first tranche consideration Shares amounted to HK\$8,333,332.50.

On 14 August 2020, the Vendors and the Company have entered into a supplemental agreement (the "Supplemental Agreement") to the Agreements. Pursuant to the Agreements and the Supplemental Agreement, the remaining consideration will be satisfied as follow:

The Company shall pay the Vendors HK\$16,666,667 (the "Second Tranche Consideration") and HK\$16,666,668 (the "Third Tranche Consideration"), representing one third of the Consideration each, by the allotment and issue of the Second Tranche Consideration Shares and the Third Tranche Consideration Shares, being 83,333,335 Shares and 83,333,340 Shares respectively, to the Vendors or their respective nominees on or before 15 July 2022 and 15 July 2023 respectively, subject to the terms and conditions as disclosed on Note 40 to the consolidated financial statements.

Save for the Share Option Scheme, the Share Award Scheme and the above agreements, no other equity-linked agreements were entered by the Group or existed during the year under review.

股票掛鈎協議

於二零一九年三月二十九日，本公司與KK文化控股有限公司、Team Pride Limited、蕭作利先生及Silver Golden Limited (統稱「賣方」) 訂立購買協議(「協議」)。據此，賣方有條件同意出售且本公司有條件同意購買權益，該權益直接及間接相當於香港製作(媒體)有限公司(「香港製作」)及博功有限公司(「博功」)的全部已發行股本，總代價為50,000,000港元(「代價」)，總代價應透過根據相關協議的條款及條件按每股股份0.200港元的發行價分批配發及發行250,000,000股股份(作為代價)予賣方或其各自的代名人的方式予以支付。交易已於二零一九年六月六日完成。作為收購香港製作及博功之代價的部分付款，於二零一九年六月六日，本公司向賣方配發及發行第一批代價股份，即83,333,325股股份，佔本公司經配發及發行該等股份擴大之已發行股本約2.24%。第一批代價股份之總面值為8,333,332.50港元。

於二零二零年八月十四日，賣方與本公司就該等協議訂立補充協議(「補充協議」)。根據該等協議及補充協議，餘下代價將按以下方式支付：

根據綜合財務報表附註40所披露之條款及條件，本公司須分別於二零二二年七月十五日及二零二三年七月十五日或之前透過向賣方或彼等各自之代名人配發及發行第二批代價股份及第三批代價股份(即分別為83,333,335股股份及83,333,340股股份)向賣方支付16,666,667港元(「第二批代價」)及16,666,668港元(「第三批代價」)，分別相當於代價的三分之一。

除購股權計劃、股份獎勵計劃及上述協議外，於回顧年度內本集團概無訂立或存續任何其他股票掛鈎協議。

Report of the Directors (continued)

董事會報告(續)

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year under review was the Company, its holding companies, its fellow subsidiaries or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

DIRECTORS

The Directors during the year under review were:

Executive Directors:

Mr. Zhang Yi (*Chairman*)

Ms. Chu Wei Ning (*Chief Executive Officer*)

Ms. Lam Sze Man

Independent non-executive Directors:

Mr. Chan Fong Kong, Francis

Mr. Chan Kee Huen, Michael

Mr. Feng Man

DIRECTORS' SERVICE CONTRACTS

No Directors proposed for re-election at the Company's forthcoming annual general meeting have an unexpired service contract, which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Other than those disclosed in the section headed "Transactions and Balances with Related Parties" in Note 48 to the consolidated financial statements, no transactions, arrangements and contracts of significance in relation to the Company's business to which the subsidiaries, fellow subsidiaries or parent company of the Company was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year under review or at any time during the year under review.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management are set out on pages 20 to 23 of this annual report.

購入股份或債券之安排

除上文所披露者外，本公司、其控股公司、其同系附屬公司或其任何附屬公司於回顧年度內任何時間均無參與任何安排，致令董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

董事

於回顧年度內之董事如下：

執行董事：

張依先生(主席)

祝蔚寧女士(行政總裁)

林詩敏女士

獨立非執行董事：

陳方剛先生

陳記煊先生

馮滿先生

董事之服務合約

擬於本公司應屆股東週年大會上重選之董事概無訂立本公司或其任何附屬公司如不作出賠償(法定賠償除外)則不能於一年內終止之未屆滿服務合約。

董事於本公司重大業務交易、安排及合約中之重大權益

綜合財務報表附註48「與關連人士之交易及結餘」章節所披露者外，於回顧年度結束時或回顧年度內任何時間，概無存在本公司之附屬公司、同系附屬公司或母公司為訂約方而董事或與董事有關連之實體擁有任何直接或間接重大權益之任何本公司重大業務交易、安排及合約。

董事及高級管理人員履歷

董事及高級管理人員履歷概要載於本年報第20至第23頁。

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at 31 March 2021, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long position in Shares

Name of Directors	Capacity/Nature of interest	Number of Shares held	Approximate percentage of issued share capital of the Company (Note 2) 佔本公司已發行股本概約百分比 (附註2)
董事姓名	身份／權益性質	所持有股份數目	
Zhang Yi 張依	Interest in controlled corporation (Note 1) 受控法團權益(附註1)	215,347,500	5.79%
	Beneficial owner 實益擁有人	80,000	0.002%
	Sub-total 小計	215,427,500	5.792%
Chu Wei Ning 祝蔚寧	Beneficial owner 實益擁有人	30,000,000	0.81%
Lam Sze Man 林詩敏	Beneficial owner 實益擁有人	277,500	0.007%
Chan Kee Huen, Michael 陳記煊	Beneficial owner 實益擁有人	25,000	0.0007%

Notes:

- (1) These Shares are held by One Faith Investments Limited, which is beneficially and wholly-owned by Mr. Zhang Yi.
- (2) Based on the number of issued Shares of 3,721,561,225 as at 31 March 2021.

Save as disclosed above, as at 31 March 2021, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及最高行政人員之權益

於二零二一年三月三十一日，本公司董事及最高行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有記錄在本公司根據證券及期貨條例第352條存置之登記冊內之權益及淡倉，或根據標準守則已知會本公司及聯交所之權益及淡倉如下：

於股份之好倉

Name of Directors	Capacity/Nature of interest	Number of Shares held	Approximate percentage of issued share capital of the Company (Note 2) 佔本公司已發行股本概約百分比 (附註2)
董事姓名	身份／權益性質	所持有股份數目	
Zhang Yi 張依	Interest in controlled corporation (Note 1) 受控法團權益(附註1)	215,347,500	5.79%
	Beneficial owner 實益擁有人	80,000	0.002%
	Sub-total 小計	215,427,500	5.792%
Chu Wei Ning 祝蔚寧	Beneficial owner 實益擁有人	30,000,000	0.81%
Lam Sze Man 林詩敏	Beneficial owner 實益擁有人	277,500	0.007%
Chan Kee Huen, Michael 陳記煊	Beneficial owner 實益擁有人	25,000	0.0007%

附註：

- (1) 該等股份由One Faith Investments Limited持有，而該公司由張依先生實益全資擁有。
- (2) 按照於二零二一年三月三十一日之已發行股份數目3,721,561,225股計算。

除上文所披露者外，於二零二一年三月三十一日，本公司董事或最高行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有記錄在根據證券及期貨條例第352條須存置之登記冊內之任何權益或淡倉，或根據標準守則已知會本公司及聯交所之任何權益或淡倉。

Report of the Directors (continued)

董事會報告(續)

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware of, as at 31 March 2021, there was no person (other than the Directors or chief executive of the Company) who had any interests or short positions in the Shares or underlying Shares which would be required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year under review.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2021, the Group made approximately 80.7% of its entire sales to the five largest customers and sales to the largest customer included therein amounted to approximately 27.5%. Purchases from the Group's five largest suppliers accounted for approximately 49.5% of the total purchases for the year ended 31 March 2021 and purchases from the largest supplier included therein amounted to approximately 33.8%.

None of the Directors or any of their respective close associates or any Shareholders, to the best knowledge of the Directors, holding more than 5% of the Company's total issued share capital, had any beneficial interest in the Group's five largest customers or suppliers during the year under review.

CONNECTED TRANSACTIONS

Particulars of transactions with related parties of the Group during the year ended 31 March 2021 are set out in Note 48 to the consolidated financial statements. These transactions did not fall under the definition of "connected transaction" under Chapter 14A of the Listing Rules.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this annual report, at least 25% of the Company's total issued share capital was held by the public.

AUDIT COMMITTEE

The Audit Committee has reviewed with the management and the external auditor of the Company the accounting principles and practices adopted by the Group, and discussed the auditing, internal control and financial reporting process including the review of the consolidated financial statements of the Group for the year ended 31 March 2021.

主要股東之權益

就董事所知，於二零二一年三月三十一日，概無任何人士（除本公司董事或最高行政人員外）於股份或相關股份中擁有任何須記錄於本公司根據證券及期貨條例第336條存置之登記冊內之權益或淡倉。

管理合約

於回顧年度內並無訂立或存在有關本公司全部或任何重大部分業務管理及行政之合約。

主要客戶及供應商

截至二零二一年三月三十一日止年度，本集團五大客戶之銷售總額佔總銷售額約80.7%，其中向最大客戶銷售之銷售額約佔27.5%。截至二零二一年三月三十一日止年度，本集團向五大供應商採購之採購額佔總採購額約49.5%，其中向最大供應商採購之採購額約佔33.8%。

於回顧年度內，董事或彼等各自之任何緊密聯繫人或任何股東（就董事所深知持有本公司全部已發行股本5%以上者）概無於本集團之五大客戶或供應商中擁有任何實益權益。

關連交易

於截至二零二一年三月三十一日止年度與本集團關連人士進行之交易詳情載於綜合財務報表附註48。該等交易並不屬於上市規則第十四A章定義之「關連交易」。

公眾持股量

根據可供本公司公開查閱之資料，就董事所知，於本年報日期，本公司已發行股本總額中最少25%由公眾人士持有。

審核委員會

審核委員會已聯同本公司管理層及外聘核數師審閱本集團所採納之會計原則及慣例，以及討論核數、內部監控及財務申報程序，包括審閱本集團截至二零二一年三月三十一日止年度之綜合財務報表。

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

During the year ended 31 March 2021, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares. Intending holders and investors of the Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in the Shares. It is emphasised that none of the Company or its Directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding, disposal of or dealing in such Shares.

AUDITOR

The Board appointed Asian Alliance as the new auditor of the Company on 19 April 2018 to fill the vacancy following the resignation of Ting Ho Kwan & Chan CPA Limited.

The consolidated financial statements of the Group for the year ended 31 March 2021 have been audited by Asian Alliance who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company. A resolution for re-appointment of Asian Alliance as the auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

APPRECIATION

On behalf of the Board, I would like to express my heartfelt gratitude to the Shareholders, customers, suppliers, bankers and professional advisors for their support to the Company over the past year and to sincerely thank our staff for their ongoing dedication and contribution made in the year.

On behalf of the Board

Zhang Yi
Chairman

Hong Kong, 30 June 2021

購買、出售或贖回本公司之上市證券

截至二零二一年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

稅務寬免

本公司並不知悉股東因持有股份而可享有之任何稅務寬免。股份之有意持有人及投資者如對認購、購買、持有、處置或買賣股份之稅務影響(包括稅務寬免)有任何疑問，務請諮詢彼等之專業顧問。謹此重申，本公司或其董事或高級職員概不就股份持有人因認購、購買、持有、處置或買賣該等股份而產生之任何稅務影響或責任負責。

核數師

董事會已於二零一八年四月十九日委任華融為本公司新核數師，以填補丁何關陳會計師事務所有限公司辭任後之空缺。

華融已審核本集團截至二零二一年三月三十一日止年度之綜合財務報表。華融將會於本公司應屆股東週年大會上退任，並合資格且願意接受續聘。本公司應屆股東週年大會上將提呈決議案，續聘華融為本公司核數師。

致謝

本人謹代表董事會，衷心多謝各股東、客戶、供應商、往來銀行及專業顧問去年給予本公司鼎力支持，亦感謝各員工於本年度努力不懈地作出貢獻。

代表董事會

主席
張依

香港，二零二一年六月三十日

Good corporate governance has always been recognised as vital to the Group's success and sustainable development. We commit ourselves to a high standard of corporate governance and have devoted considerable efforts in identifying and formulating corporate governance practices appropriate to the Company's needs.

The Company has put in place corporate governance practices to meet the code provision (the "Code Provision(s)") as set out in the CG Code, that are considered to be relevant to the Group, and has complied with all of the Code Provisions in force throughout the year under review. The Company periodically reviews its corporate governance practices to ensure that these continue to meet the requirements of the CG Code.

BOARD OF DIRECTORS

The Board is collectively responsible for formulating the Group's overall strategy, reviewing and monitoring the Group's business performance, preparing and approving the Group's financial statements, recommending the Directors' appointment or re-appointment to Shareholders, considering and approving the Group's material contracts and transactions (in particular those may involve conflict of interests) as well as other significant policies and financial matters. The Board gives clear directions as to the powers delegated to the management for the day-to-day operation, management and administration functions of the Group. Approval has to be obtained from the Board prior to any significant transactions being carried out by the Group's management and the Board has full support from the Group's management to discharge its responsibilities.

The Directors are collectively responsible for the oversight of the management of business and affairs of the Group in the best interests of the Shareholders.

As at the date of this annual report, the Board comprised a total of six Directors, with three executive Directors, namely Mr. Zhang Yi, Ms. Chu Wei Ning and Ms. Lam Sze Man, and three independent non-executive Directors, namely Mr. Chan Fong Kong, Francis, Mr. Chan Kee Huen, Michael and Mr. Feng Man. A list containing the names of the Directors and their roles and functions is published on the websites of the Company and the Stock Exchange.

本集團一直認為良好之企業管治乃本集團成功及持續發展之關鍵。我們致力維持高水平之企業管治並全力找出及制定適合本公司業務需要之企業管治常規。

本公司已實施企業管治常規，以符合企管守則所載被視為與本集團有關之守則條文(「守則條文」)，而本公司已於整個回顧年度內遵守所有生效守則條文。本公司定期檢討其企業管治常規，以確保能持續符合企管守則之規定。

董事會

董事會共同負責制訂本集團之整體策略、檢討及監察本集團之業務表現、編製及批准本集團之財務報表、就董事之委任或重新委任向股東提出推薦意見、考慮及批准本集團之重大合約及交易(尤其是可能涉及利益衝突者)以及其他重大政策及財務事宜。董事會就授予管理層於本集團日常營運、管理及行政職能之權力給予清晰指引。本集團之管理層於進行任何重大交易前，必須取得董事會批准，而董事會於本集團管理層全力支持下履行其職務。

董事共同負責監察本集團業務及事務之管理工作，以符合股東之最佳利益。

於本年報日期，董事會由合共六名董事組成，包括三名執行董事張依先生、祝蔚寧女士及林詩敏女士及三名獨立非執行董事為陳方剛先生、陳記煊先生及馮滿先生。一份載有董事姓名及其角色與職能之名單已於本公司及聯交所之網站登載。

BOARD OF DIRECTORS (continued)

The biographical details of the Directors are set out on pages 20 to 23 of this annual report. To the best knowledge of the Directors, there is no financial, business, family or other material or relevant relationships between the members of the Board.

There were four Board meetings and one general meeting held during the year ended 31 March 2021 and Directors' attendance at the meetings are as follows:

Name of Directors 董事姓名		Number of Board meetings attended/held 出席／舉行 董事會會議次數	Number of general meeting attended/held 出席／舉行 股東大會次數
Executive Directors:	執行董事：		
Mr. Zhang Yi (<i>Chairman</i>)	張依先生(主席)	4/4	1/1
Ms. Chu Wei Ning (<i>Chief Executive Officer</i>)	祝蔚寧女士(行政總裁)	4/4	1/1
Ms. Lam Sze Man	林詩敏女士	4/4	1/1
Independent non-executive Directors:	獨立非執行董事：		
Mr. Chan Fong Kong, Francis	陳方剛先生	4/4	1/1
Mr. Chan Kee Huen, Michael	陳記煊先生	4/4	1/1
Mr. Feng Man	馮滿先生	4/4	1/1

The Directors have disclosed to the Company the number and nature of offices held in other public companies or organisations and other significant commitments in a timely manner and will provide updates to the Company on any subsequent changes.

All Directors have been provided with updates by the Group's management, giving a balanced and understandable assessment of the Group's performance, position, recent developments and prospects in sufficient details to keep them abreast of the Group's affairs and facilitate them to discharge their duties under the relevant requirements of the Listing Rules.

In accordance with Rule 13.51B(1) of the Listing Rules, the changes in information of Directors required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules during the year under review and up to the date of this annual report are set out below:

Name of Directors 董事姓名	Details of Change 變動詳情
Chan Kee Huen, Michael 陳記煊	Resigned as an independent non-executive director of Huarong Investment Stock Corporation Limited (Stock code: 2277) with effect from 12 November 2020. 辭任華融投資股份有限公司獨立非執行董事(股份代號：2277)，二零二零年十一月十二日起生效。

董事會(續)

各董事之履歷載於本年報第20至第23頁。就董事所深知，董事會各成員之間並無財務、業務、家屬或其他重大或相關關係。

截至二零二一年三月三十一日止年度，本公司曾舉行四次董事會會議及一次股東大會，董事出席會議之記錄如下：

Name of Directors 董事姓名		Number of Board meetings attended/held 出席／舉行 董事會會議次數	Number of general meeting attended/held 出席／舉行 股東大會次數
Executive Directors:	執行董事：		
Mr. Zhang Yi (<i>Chairman</i>)	張依先生(主席)	4/4	1/1
Ms. Chu Wei Ning (<i>Chief Executive Officer</i>)	祝蔚寧女士(行政總裁)	4/4	1/1
Ms. Lam Sze Man	林詩敏女士	4/4	1/1
Independent non-executive Directors:	獨立非執行董事：		
Mr. Chan Fong Kong, Francis	陳方剛先生	4/4	1/1
Mr. Chan Kee Huen, Michael	陳記煊先生	4/4	1/1
Mr. Feng Man	馮滿先生	4/4	1/1

各董事已適時向本公司披露彼等於其他公眾公司或組織所任職務數目及性質以及其他重大承擔，並將於其後有任何變動時向本公司提供最新資料。

全體董事已獲本集團管理層提供最新資料，當中載有對本集團之表現、狀況、近期發展及前景作出公正及易於理解之評估，內容足以讓董事緊貼本集團事務，並有助彼等按照上市規則相關規定履行職務。

根據上市規則第13.51B(1)條之規定，於回顧年度期間及直至本年度報告日期根據上市規則第13.51(2)條第(a)至(e)段及(g)段須予披露之董事資料變動載列如下：

CHAIRMAN AND CHIEF EXECUTIVE

Mr. Zhang Yi was appointed as the chairman of the Board on 5 September 2016 and Ms. Chu Wei Ning was appointed as the chief executive officer of the Company on 27 June 2016.

The chairman provides leadership for the Board and is responsible for ensuring that good corporate governance practices and procedures are established and the effective functioning of the Board in accordance with good corporate governance practices. The chairman is also responsible for ensuring that the Directors receive, in a timely manner, adequate information, with the support of the company secretary and the senior management, which must be accurate, clear, complete and reliable, appropriate briefing on issues arising at Board meetings, and all key and appropriate issues are discussed by the Board in a timely manner.

The chairman encourages the Directors to make a full and active contribution to the Board's affairs, taking the lead to act in the best interests of the Company. The chairman also promotes a culture to facilitate effective contributions, encourages the Directors to express dissenting views and concerns and allows sufficient discussion of issues before decisions are made.

The chief executive officer focuses on implementing objectives, policies and strategies approved and delegated by the Board. The chief executive officer is in charge of the Company's day-to-day management and operations and is also responsible for developing strategic plans, and formulating and reviewing the organisational structure, control systems and internal procedures and processes for the Board's approval.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Throughout the year under review, the Board at all times met the requirements under Rules 3.10(2) and 3.10A of the Listing Rules that it has at least one of the independent non-executive Directors possessing appropriate professional qualifications or accounting or related financial management expertise, and the number of independent non-executive Directors represent at least one-third of the Board respectively.

All independent non-executive Directors were appointed for an initial term of three years, while all of them are subject to retirement by rotation at the Company's annual general meetings as specified in the Bye-laws. The independent non-executive Directors bring a wide range of business and financial expertise, experience and independent judgment to the Board. Through active participation at Board meetings, taking the lead in managing issues involving potential conflict of interests, the independent non-executive Directors have made various contributions to the development of the Company's strategies.

All independent non-executive Directors are financially independent from the Group. The Company has confirmed with all independent non-executive Directors as to their independence and received an annual confirmation of independence from each of them for the year under review, having regard to the factors as set out in the Rule 3.13 of the Listing Rules.

主席及行政總裁

張依先生於二零一六年九月五日獲委任為董事會主席，而祝蔚寧女士於二零一六年六月二十七日獲委任為本公司行政總裁。

主席領導董事會，負責確保制訂良好企業管治常規及程序，以及董事會按照良好企業管治常規有效運作。主席亦負責確保董事在公司秘書及高級管理人員協助下，適時收取充分、準確、清晰、完備及可靠之資訊，就董事會會議處理之事宜獲得適當簡報，以及董事會適時討論所有關鍵及適事事宜。

主席鼓勵各董事全面積極地為董事會事務作出貢獻，牽頭以本公司之最佳利益行事。主席亦推動促進有效貢獻之文化，鼓勵董事表達不同意見及關注，容許各事項於決策前有充分討論。

行政總裁主力實施經董事會批准及指派之目標、政策及策略。行政總裁主管本公司之日常管理及營運，亦負責制訂策略規劃，制訂及檢討組織架構、監控系統及內部程序及流程，以供董事會批准。

獨立非執行董事

於回顧年度內，董事會於任何時間均一直符合上市規則第3.10(2)及3.10A條之規定，即至少一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關的財務管理專長，且獨立非執行董事人數必須佔董事會成員人數至少三分之一。

獲委任全體獨立非執行董事初步任期為三年，而彼等全體須按細則所規定於本公司股東週年大會輪值退任。獨立非執行董事為董事會帶來多樣之業務及財務專業知識、經驗及獨立判斷。獨立非執行董事通過積極參與董事會會議，主理涉及潛在利益衝突事宜等，為本公司之策略發展作出不同貢獻。

全體獨立非執行董事在財政上均獨立於本集團。就上市規則第3.13條所載之因素，本公司已向全體獨立非執行董事確認彼等之獨立地位，並收到彼等各自所發出有關於回顧年度之獨立地位之年度確認書。

BOARD COMMITTEES

The Board has established relevant Board committees to assist it in discharging its responsibilities.

Nomination Committee

The Nomination Committee was established on 27 March 2012. As at the date of this report, the Nomination Committee consisted of two independent non-executive Directors, namely Mr. Chan Kee Huen, Michael (as Chairman) and Mr. Chan Fong Kong, Francis.

The Nomination Committee is mainly responsible for reviewing the structure, size and composition of the Board, making recommendations to the Board on the selection of candidates for directorship, appointment or re-appointment and succession of Directors, and assessing the independence of independent non-executive Directors. Details of the duties and powers of the Nomination Committee are set out in its written terms of reference which are available on the websites of the Company and the Stock Exchange.

There was one Nomination Committee meeting held during the year ended 31 March 2021 and members' attendance at the meeting are as follows:

Name of members

成員姓名

Number of meetings

attended/held

出席／舉行會議次數

Mr. Chan Kee Huen, Michael (<i>Chairman</i>)	陳記煊先生(主席)	1/1
Mr. Chan Fong Kong, Francis	陳方剛先生	1/1

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience etc. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

董事委員會

董事會已成立相關董事委員會，助其履行職務。

提名委員會

提名委員會於二零一二年三月二十七日成立。於本報告日期，提名委員會由兩名獨立非執行董事陳記煊先生(主席)及陳方剛先生組成。

提名委員會主要負責檢討董事會之架構、人數及組成，就甄選董事人選、董事委任或重新委任及繼任向董事會提出推薦意見，以及評核獨立非執行董事之獨立性。提名委員會之職務及權力詳情載於其書面職權範圍，可於本公司及聯交所網站閱覽。

截至二零二一年三月三十一日止年度，提名委員會曾舉行一次會議，成員出席會議之情況如下：

於評估董事會組成時，提名委員會將考慮與董事會成員多元化有關之多個範疇及因素，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識以及行業及地區經驗等。如有需要，提名委員會將討論並議定達成董事會成員多元化之可計量目標，並向董事會推薦該等目標以供採納。

BOARD COMMITTEES (continued)

Nomination Committee (continued)

The nomination policy of the Company aims to ensure that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirements of the Company's business. In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the Company's corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board. In evaluating and recommending retiring Directors to the Board for re-appointment, the Nomination Committee would also consider the overall contribution and service of the retiring Directors to the Company, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings of the Company where applicable, in addition to the level of participation in and performance on the Board and/or its committees.

During the year under review, the work performed by the Nomination Committee included (i) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board; (ii) reviewing the annual confirmation of independence submitted by the independent non-executive Directors and assessing their independence; and (iii) making recommendations to the Board on the re-appointment of Directors.

Remuneration Committee

The Remuneration Committee was established on 20 July 2006. As at the date of this report, the Remuneration Committee consisted of two independent non-executive Directors, namely Mr. Chan Fong Kong, Francis (as Chairman) and Mr. Chan Kee Huen, Michael.

The Remuneration Committee is mainly responsible for reviewing remuneration proposals made by the management, and making recommendations to the Board on remuneration policy and structure of the Company and remuneration packages of Directors and senior management. Details of the duties and powers of the Remuneration Committee are set out in its written terms of reference which are available on the websites of the Company and the Stock Exchange.

The Remuneration Committee has adopted the model that it will review the proposals made by the management on the remuneration of individual executive Director and senior management, and make recommendations to the Board. The Board will have final authority to approve the recommendations made by the Remuneration Committee.

董事委員會(續)

提名委員會(續)

本公司提名政策旨在確保董事會在本公司業務適當所需之技巧、經驗、知識及多元化觀點方面達到平衡。於物色及甄選合適董事人選以向董事會推薦前，提名委員會將考慮人選之必要品格、資格、經驗、獨立性及其他相關條件，以配合本公司的企業策略及達成董事會成員多元化(如適用)。在評估及向董事會推薦退任董事進行重新委任時，提名委員會亦將考慮退任董事對本公司的整體貢獻和服務，包括但不限於董事會及／或其委員會會議及本公司股東大會(如適用)的出席情況，以及在董事會及／或其屬下委員會的參與程度及表現。

於回顧年度，提名委員會進行之工作包括(i)檢討董事會之架構、人數及組成(包括技能、知識及經驗)；(ii)審閱獨立非執行董事提交之年度獨立性確認書，以及評核彼等之獨立性；及(iii)就重新委任董事向董事會提出推薦意見。

薪酬委員會

薪酬委員會於二零零六年七月二十日成立。於本報告日期，薪酬委員會由兩名獨立非執行董事陳方剛先生(主席)及陳記煊先生組成。

薪酬委員會主要負責檢討管理層提出之薪酬方案，就本公司之薪酬政策及架構以及董事及高級管理人員之薪酬待遇向董事會提出推薦意見。薪酬委員會之職務及權力詳情載於其書面職權範圍，可於本公司及聯交所網站閱覽。

按薪酬委員會所採納之模式，薪酬委員會將審閱管理層就個別執行董事及高級管理人員薪酬提出之方案，並向董事會提出推薦意見。董事會擁有審批薪酬委員會提出之推薦意見之最終決定權。

Corporate Governance Report (continued) 企業管治報告(續)

BOARD COMMITTEES (continued)

Remuneration Committee (continued)

There were one Remuneration Committee meeting held during the year ended 31 March 2021 and members' attendance at the meetings are as follow:

Name of members		Number of meetings attended/held
成員姓名		出席／舉行會議次數
Mr. Chan Fong Kong, Francis (<i>Chairman</i>)	陳方剛先生(主席)	1/1
Mr. Chan Kee Huen, Michael	陳記煊先生	1/1

During the year under review, the work performed by the Remuneration Committee included reviewing and making recommendations to the Board on Directors' fees and remuneration packages of Directors.

於回顧年度，薪酬委員會進行之工作包括檢討董事袍金及董事之薪酬待遇並向董事會提出推薦意見。

The remuneration packages of the Directors for the year ended 31 March 2021 have been reviewed by the Remuneration Committee and approved by the Board by taking into consideration factors such as salaries paid by comparable companies, time commitment, duty and responsibility, market conditions and desirability of performance based remuneration. Details of the emoluments of all Directors are set out in Note 14 to the consolidated financial statements.

截至二零二一年三月三十一日止年度之董事薪酬待遇已由薪酬委員會作出檢討，並獲董事會批准，當中已考慮多項因素，如可比較公司支付之薪金、董事投入之時間、職務及職責、市場情況以及與表現掛鈎之薪酬是否可取。各董事之酬金詳情載於綜合財務報表附註14。

Pursuant to Code Provision B.1.5 of the CG Code, details of the annual remuneration of the members of the senior management by band for the year ended 31 March 2021 are as follows:

根據企管守則之守則條文B.1.5，高級管理層人員於截至二零二一年三月三十一日止年度之年薪等級詳列如下：

		Number of employees 僱員人數
HK\$1 to HK\$500,000	1港元至500,000港元	1
Total	總計	1

Corporate Governance Report (continued)

企業管治報告(續)

BOARD COMMITTEES (continued)

Audit Committee

The Audit Committee was established on 26 March 1999. As at the date of this report, the Audit Committee consisted of three independent non-executive Directors, namely Mr. Chan Kee Huen, Michael (as Chairman), Mr. Chan Fong Kong, Francis and Mr. Feng Man.

The Audit Committee members possess appropriate professional qualifications, business or accounting and related financial management expertise and experience to provide relevant advice and recommendations to the Company. The Audit Committee is mainly responsible for oversight of the financial reporting system and risk management and internal control systems of the Company, making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, approving the remuneration and terms of engagement of the external auditor, and reviewing and monitoring the independence and objectivity of the external auditor. Details of the duties and powers of the Audit Committee are set out in its written terms of reference which are available on the websites of the Company and the Stock Exchange.

The Audit Committee is also responsible for performing the corporate governance duties which include: (i) developing and reviewing the Company's policies and practices on corporate governance; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management; (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring the code of conduct and compliance (if any) applicable to the Directors and employees; and (v) reviewing the Company's compliance with the CG Code and disclosures in the Corporate Governance Report.

There were five Audit Committee meetings held during the year ended 31 March 2021 and members' attendance at the meetings are as follows:

Name of members		Number of meetings attended/held
成員姓名		出席／舉行會議次數
Mr. Chan Kee Huen, Michael (<i>Chairman</i>)	陳記煊先生(主席)	5/5
Mr. Chan Fong Kong, Francis	陳方剛先生	5/5
Mr. Feng Man	馮滿先生	5/5

董事委員會(續)

審核委員會

審核委員會於一九九九年三月二十六日成立。於本報告日期，審核委員會由三名獨立非執行董事陳記煊先生(主席)、陳方剛先生及馮滿先生組成。

審核委員會成員均具備適當專業資格、商業或會計及相關財務管理專業知識及經驗，可向本公司提供相關意見及推薦意見。審核委員會主要負責監察本公司之財務申報制度以及風險管理及內部監控制度、就委任、重新委任及罷免外聘核數師向董事會提出推薦意見、批准外聘核數師之酬金及委聘條款，以及檢討及監察外聘核數師之獨立性及客觀性。審核委員會職務及權力詳情載於其書面職權範圍，可於本公司及聯交所網站閱覽。

審核委員會亦負責履行企業管治職務，包括(i)制訂及檢討本公司之企業管治政策及常規；(ii)檢討及監察董事及高級管理人員之培訓及持續專業發展；(iii)檢討及監察本公司就遵守法律及監管規定方面之政策及常規；(iv)制定、檢討及監察適用於董事及僱員之操守及合規守則(如有)；及(v)檢討本公司遵守企管守則之情況及於企業管治報告內之披露。

截至二零二一年三月三十一日止年度，審核委員會曾舉行五次會議，成員出席會議之情況如下：

BOARD COMMITTEES (continued)

Audit Committee (continued)

During the year under review, the work performed by the Audit Committee included (i) reviewing the unaudited interim results for the six months ended 30 September 2020 and the audited annual results for the year ended 31 March 2020 of the Group; (ii) reviewing the independence and objectivity of the external auditor; (iii) reviewing the internal control review reports, and the compliance and corporate governance issues of the Group; and (iv) discussing with the external auditor the sufficiency of the internal control of the Group. There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year under review.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy since August 2013 which sets out the approach to achieve diversity in the Board. The Company recognises and embraces the benefits of having a diverse Board, and sees board diversity as an essential element in achieving a sustainable and balanced development. In reviewing Board composition, the Nomination Committee will consider balancing of a number of factors, including but not limited to age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board members' appointments will be based on merit, having due regard to the overall effective function of the Board as a whole.

DIVIDEND POLICY

The aim of the dividend policy of the Company is to distribute to the Shareholders the funds surplus to the operating needs of the Group. The distribution of dividend depends upon, among others, the financial performance, future funding needs of the Company and the interests of the Shareholders as a whole.

AUDITOR'S REMUNERATION

The consolidated financial statements of the Group for the year ended 31 March 2021 was audited by Asian Alliance. During the year under review, the remuneration payable to Asian Alliance for their statutory audit services amounted to HK\$980,000 and non-audit services for comfort letters on working capital forecast and profit forecast in relation to the resumption of trading in the Shares on the Stock Exchange amounted to HK\$160,000.

董事委員會(續)

審核委員會(續)

於回顧年度，審核委員會進行之工作包括(i)審閱本集團截至二零二零年九月三十日止六個月之未經審核中期業績及截至二零二零年三月三十一日止年度之經審核全年業績；(ii)檢討外聘核數師之獨立性及客觀性；(iii)審閱本集團之內部監控審閱報告，並檢討合規及企業管治事宜；及(iv)與外聘核數師討論本集團內部監控充足性。於回顧年度，董事會與審核委員會並無就外聘核數師甄選及委任出現任何意見分歧。

董事會多元化政策

本公司自二零一三年八月起採納董事會成員多元化政策，當中載列達致董事會多元化之方針。本公司肯定及推崇多元董事會之裨益，視董事會多元化為實現可持續均衡發展之要素。於檢討董事會組成時，提名委員會將權衡多項因素，包括但不限於年齡、文化及教育背景、專業經驗、技能、知識及服務年資。所有董事會成員委任均以用人唯才為原則，且適當考慮到董事會整體效益功能。

股息政策

本公司股息政策的目的是向股東分配經扣除本集團營運所需後的資金盈餘。股息的分派視乎(其中包括)本公司的財務表現、未來融資需要及股東的整體利益而定。

核數師酬金

本集團截至二零二一年三月三十一日止年度之綜合財務報表由華融審核。於回顧年度，就華融提供法定審核服務及於聯交所就本集團復牌進度進行營運資金及溢利預測發表安慰函的非審核服務應付其之酬金分別為980,000港元及160,000港元。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities to prepare consolidated financial statements for each financial year which give a true and fair view of the state of affairs of the Group. In preparing the consolidated financial statements of the Group for the year ended 31 March 2021, the Directors have adopted suitable accounting policies which are pertinent to its operations and relevant to the consolidated financial statements, have made judgments and estimates that are prudent and reasonable, and have prepared the consolidated financial statements on a going concern basis. The responsibilities of the Directors for the consolidated financial statements of the Group for the year ended 31 March 2021 and those of the auditor to the Shareholders are set out on pages 57 to 58 of this annual report.

GOING CONCERN UNCERTAINTIES

As mentioned above, the Directors have acknowledged their responsibilities for preparing the financial statements which give a true and fair view of the state of affairs of the Group. The Directors are aware of the reported loss attributable to owners of the Company of approximately HK\$111,404,000 and net cash used in operating activities of approximately HK\$5,760,000 for the year ended 31 March 2021, as well as the Group's net current liabilities of approximately HK\$625,226,000 and net liabilities of approximately HK\$540,164,000 as at 31 March 2021. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

As disclosed in Note 3 to the consolidated financial statements, the Directors explained the basis of preparation that the consolidated financial statements had been prepared on a going concern basis as they had given careful consideration to the impact of the current and anticipated future liquidity of the Group and were satisfied that:

- (i) the rights issue be conducted to retire part of the debts and obligations from current liabilities and non-current liabilities;
- (ii) the management of the Company (the "Management") has been in discussion with the major creditors to extend the loans and repay by the loan capitalisation;
- (iii) the substantial shareholder will continue to provide financial support to the Company;
- (iv) the undertakings from the shareholders and Directors to not to require the Company to repay their loans until such time when repayment will not affect the ability of the Group to repay other creditors in the normal course of business; and
- (v) the successful of the Company's business strategies and revenue generated from its multi-media technologies business.

董事及核數師就綜合財務報表所承擔之責任

董事知悉彼等有責任編製各財政年度真實兼公平反映本集團事務狀況之綜合財務報表。於編製本集團截至二零二一年三月三十一日止年度之綜合財務報表時，董事已採納切合本集團營運並與綜合財務報表相關之合適會計政策，作出審慎合理之判斷及估計，並已按持續經營基準編製綜合財務報表。董事就本集團截至二零二一年三月三十一日止年度綜合財務報表所承擔之責任及核數師對股東所負之責任載於本年報第57至第58頁。

持續經營之不確定性

誠如上文所述，董事已承認彼等編製真實而公平地反映本集團事務狀況的財務報表的責任。董事注意到，呈報截至二零二一年三月三十一日止年度本公司擁有人應佔虧損約111,404,000港元及經營活動所用現金淨額約5,760,000港元，以及本集團於二零二一年三月三十一日的流動負債淨額約625,226,000港元及負債淨額約540,164,000港元。該等情況顯示存在重大不明朗因素可能對本集團持續經營能力產生重大質疑。

誠如綜合財務報表附註3所披露，董事解釋，彼等經仔細考慮本集團當前及預期的未來流動資金之影響，綜合財務報表編製基準已按照可持續經營基準編製，並信納：

- (i) 實行供股以清償於流動負債及非流動負債中之部分債務及負債；
- (ii) 本公司管理層（「管理層」）已與主要債權人進行討論，延長貸款期限並通過貸款資本化進行償還；
- (iii) 主要股東將繼續為本公司提供財務資助；
- (iv) 股東及董事承諾於償還貸款不會影響本集團償還日常業務中其他債權人的能力時方會要求本公司償還彼等的貸款；及
- (v) 本公司業務策略成功及於其多媒體技術業務中產生收益。

GOING CONCERN UNCERTAINTIES (continued)

Also, the Directors considered that the Group has applied consistent accounting policies, and made judgements and estimates that are appropriate and reasonable in accordance with the applicable accounting standards.

The Management had used their best endeavours to provide information to the Auditor including (i) a cash flow forecast covering a period up to 31 March 2022 on the basis that the Group's aforementioned plans and measures would be successful; (ii) its discussion progress with the underwriters in relation to the proposed rights issue; (iii) its discussion progress with major creditors in relation to the loan capitalization; and (iv) explained to the Auditor the latest operation situation such as signed agreements and pipeline projects of the Group to demonstrate that the Group would have sufficient working capital to fulfill its financial obligations as and when they fall due within the twelve months from 31 March 2021.

The Auditor were in the opinion that the outcome of the above action plans are subject to multiple uncertainties, and the Auditor were unable to ascertain whether the assumptions and action plans made by the Directors in preparing the consolidated financial statements on a going concern basis were proper and appropriate.

The Management has explained the situation of the Group to the Auditor from time to time. In view of the Company's financial position and uncertainties of the macroeconomic environment which may still prevail in the coming financial year due to COVID-19 pandemic that may affect the appetite of financial institutions for fund raising activities, the Management understands the view of the Auditor.

Actions taken and to be taken by the Company to address the audit modification in relation to going concern (the "Actions Plan")

Since the publication of the annual results of the Company for the year ended 31 March 2019, the Company has conducted and will continue to conduct the following, including but not limited to:

(i) Conducting the proposed rights issue

Details as set out in the announcement of the Company dated 14 July 2021.

持續經營之不確定性(續)

董事亦認為本集團已採用一致的會計政策及根據適用會計準則作出屬適當及合理的判斷及估計。

管理層已盡其最大努力向核數師提供資料，包括(i)按本集團成功實施上述計劃及措施的基準編製涵蓋直至二零二二年三月三十一日止期間的現金流量預測；(ii)與承銷商的討論進展，內容有關擬議供股；(iii)就貸款資本化與主要債權人的討論進展；及(iv)向核數師解釋最新的營運情況，如與本集團簽署的協議及進行中的項目，證明於二零二一年三月三十一日起十二個月內到期時，本集團具有充足的營運資本以履行其財務責任。

核數師認為，上述行動計劃的結果具有多種不確定性，以及核數師無法確定董事基於持續經營基準編製綜合財務報表時所作的假設及行動計劃是否恰當及合適。

管理層不時向核數師解釋本集團的情況。鑒於本公司的財務狀況及新冠肺炎疫情可能影響金融機構對融資活動的興趣，宏觀經濟環境下的不確定性於下個財政年度可能繼續存在，管理層理解核數師的觀點。

本公司採取及將採取行動應對審核修訂，內容有關持續經營(「行動計劃」)

自本公司公佈截至二零一九年三月三十一日止年度的年度業績以來，本公司已進行及將會繼續進行以下活動，包括但不限於：

(i) 擬進行供股

詳情載於本公司日期為二零二一年七月十四日之公告。

GOING CONCERN UNCERTAINTIES (continued)

(ii) Undertakings from the shareholders and the Directors

On 17 December 2020, the Company received undertakings from its shareholders and Directors that they would not require the Company to repay their loans until such time when repayment would not affect the ability of the Group to repay other creditors in the normal course of business. Also, the substantial shareholder of the Company will continue to provide financial support to the Company to meet its financial obligations including payment of interests on bank borrowings, professional fees and other operating expenses.

(iii) Discussion on loan capitalisation

The Company has been in negotiation with the creditors for the detailed terms of the loan capitalisation. The Management is confident that the loan capitalisation can be finalised by the end of the coming financial year.

(iv) Developing successful business strategies for its multi-media technologies business

The Company devoted more resources on its multi-media technology business during the financial year 2020 and 2021. The revenue of this segment amounted to HK\$34,610,000, HK\$39,946,000 and HK\$50,792,000 for the financial year 2019, 2020 and 2021 respectively. It has increased gradually every year despite continuous impact from the COVID-19 pandemic and demonstrated that the business strategy of the Group is successful and can improve the financial position of the Group. The Management will capture the timing of the economic recovery after the COVID-19 pandemic and fight for more business and synergistic opportunities to enhance the revenue of the Group by the end of the coming financial year.

(v) Actively seeking opportunities for debt or equity financing

The Company will continue to approach various financial institutions and banks to explore further possibility of debt or equity financing of the Group to lower the gearing ratio and finance costs.

(vi) Extension of loan repayment period

The Management has been in discussions with the major creditors to extend the loans starting in April 2021 to convert the short-term loans to long-term loans. It is expected that part of the extension will be made from time to time by the end of the coming financial year.

持續經營之不確定性(續)

(ii) 股東及董事之承諾

於二零二零年十二月十七日，本公司獲其股東及董事承諾，於償還貸款不會影響本集團償還日常業務中其他債權人的能力時方會要求本公司償還彼等的貸款。此外，本公司之主要股東將繼續提供財務資助予本公司，令本公司有足夠能力償還包括銀行借貸之利息、專業費用及其他營運支出等到期財務責任。

(iii) 討論貸款資本化

本公司已就貸款資本化之詳細條款與債權人進行協商。管理層有信心貸款資本化可於下一財政年度末完成。

(iv) 制定成功的多媒體技術業務策略

於二零二零及二零二一財政年度，本公司於多媒體技術業務投入更多資源。於二零一九年、二零二零年及二零二一年，該分部收入分別為34,610,000港元、39,946,000港元及50,792,000港元。儘管新冠肺炎疫情持續影響，但每年收入逐漸增加，證明本集團業務策略的成功及改善本集團財政狀況的能力。管理層將把握新冠肺炎疫情後經濟復甦的時機，爭取更多業務及協同機會，以增加本財政年度的收入。

(v) 積極尋求債務或股本融資之機會

本集團將持續與金融機構及銀行接觸以進一步探討本集團進行債務或股本融資之可能性，以降低資產負債比率及融資成本。

(vi) 延長貸款償還期限

管理層已於二零二一年四月與主要債權人進行討論以延長貸款期限，將短期貸款轉變為長期貸款。預計於下一財政年度將不時作出部分延期。

GOING CONCERN UNCERTAINTIES (continued)

(vii) Enforcing cost-saving measures

The Company will use its best endeavours to minimise its expenses including but not limited to administrative expenses as well as selling and distribution expenses.

(viii) Seeking further business opportunities in relation to its operation

The Company will continue to expand its existing business in order to increase cash inflow for the Group to improve the financial position of the Company. In particular, where the Company had made a voluntary announcement on further development of multi-media technology business into online travel retail space, the Company expects such development will significantly improve the cash flow position of the Company.

The Management will continue to seek potential opportunities to bring synergies to the Group and improve its financial position. In addition, the Group will use its best efforts to implement the above-mentioned measures to enhance the financial performance and improve the financial position of the Group.

The Management has communicated with the Auditor on the above measures. The Auditor expressed that, as at the date hereof, it is unable to confirm whether the audit modification in relation to the going concern will be removed for the annual results for the year ending 31 March 2022. The Directors will use their best endeavors to execute the Actions Plan and will provide adequate audit evidence to the Auditor to support the Company that it will have adequate working capital.

持續經營之不確定性(續)

(vii) 實施節約成本之措施

本公司將盡其最大努力減少支出，包括但不限於減少行政支出及銷售與分銷費用。

(viii) 尋求進一步營運相關之業務機會

為增加本集團現金流入流量以改善本公司之財政狀況，本公司將繼續擴展其現有業務。尤其是本公司之自願公告中關於多媒體技術業務於旅遊在線零售空間的進一步發展，本公司預計該等發展將顯著改善本公司的現金流量狀況。

管理層將繼續尋求潛在機會，為本集團帶來協同作用，以改善其財政狀況。此外，本集團將盡最大努力實行以上措施，以改善本集團之財務表現及財政狀況。

管理層已就上述措施與核數師進行溝通。核數師認為，截至本報告日期，無法確定是否撤銷截至二零二二年三月三十一日止年度之年度業績的持續經營審核保留意見。董事將盡彼等最大努力以執行行動計劃，及將會提供充足的審核證據予核數師，以證明本公司將擁有充足的營運資金。

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

During the year under review, the Group has complied with Principle C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

Risk Assessment System

The Group has adopted a risk management system which manages the risks associated with its business and operations. The system comprises the following phases:

- Identification: Understand business objectives, identify risks that could affect the achievement of objectives, and the ownership of risks.
- Evaluation: Evaluate the identified risks based on the likelihood of the occurrence and impact level of the identified risks.
- Management: Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

Based on the risk assessments done by the Internal Control Advisor, certain significant risks were identified during the year under review.

Operational Risk

As at 31 March 2021, there were lack of segregation of duties on preparing vouchers and processing payment transactions. Under this circumstance, an error or a fraud may not be prevented or detected on a timely basis in the normal course of business. The management has developed appropriate segregation of duties on preparing voucher and processing payment transaction as monitoring procedures.

There was lack of policy and procedures for special approval for improper supporting invoices when claim the business trip expenses disbursement, if the expenses reimbursement policy and procedures are not followed by the staff, error might be occurred repeatedly and eventually payment are made by mistake. The Company has set a policy and procedures for special approval for improper supporting invoices. All expenses reimbursement shall be processed in accordance with the required procedure to ensure the details of the reimbursement is properly reviewed and approved.

風險管理及內部監控系統

於回顧年度，本集團已遵守企管守則之原則C.2，設立合適及有效之風險管理及內部監控系統。管理層負責對該系統之設計、實施及監察，董事會則持續監督管理層履行有關工作。下文闡述該風險管理及內部監控系統之主要特點：

風險評核系統

本集團已採納風險管理系統管理與其業務及營運有關之風險。該系統包括以下階段：

- 識別：了解業務目標、識別可對達成目標造成影響之風險、以及風險源頭。
- 評估：按照所識別風險發生之可能性及影響程度，評估所識別風險。
- 管理：考慮風險應變措施，確保董事會盡快獲悉，以及持續監察遺留風險。

根據內部監控顧問所進行之風險評核工作，於回顧年度已發現若干重大風險。

營運風險

於二零二一年三月三十一日，在準備憑證及處理付款交易方面缺乏職責分離。在此情況下，可能無法在正常業務過程中及時預防或檢測錯誤或欺詐。管理層就準備憑證及處理付款交易作為監控程序制定適當職責分離。

於報銷差旅費支出時，缺乏對不當支持發票進行專項審批的政策及程序，倘員工不按照支出報銷政策及程序，可能會反復發生錯誤，最終錯誤付款。本公司已制定不當支持發票專項審批政策及程序。所有支出報銷須按照所需程序進行，以確保報銷詳情獲妥當審閱及批准。

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS (continued)

Operational Risk (continued)

The Group has put in place the measures to mitigate those significant risks. Also, an internal audit advisor will be appointed to provide further advice and support to the Group.

Internal Control System

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follow:

- Control Environment: A set of standards, processes and structures that provide the basis carrying out internal control across the Group.
- Risk Assessment: A dynamic and iterative process for identifying and analysing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- Control Activities: Actions established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- Information and Communication: Internal and external communication to provide the Group with information needed to carry out day-to-day controls.
- Monitoring: Ongoing and separate evaluations to ascertain whether each component of internal control is present and functioning.

In order to enhance the Group's system of handling inside information and enable a consistent practice of timely, accurate and complete disclosure of material information of the Group, the Group has adopted policies and procedures which set out guidelines and procedures as well as measures to handle and disseminate inside information. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- Confidentiality agreements are in place when the Group enters into significant negotiations.

風險管理及內部監控系統(續)

營運風險(續)

本集團已採取措施緩解該等重大風險。此外，本集團將委聘一名內部審計顧問為本集團提供進一步意見及支持。

內部監控系統

本公司已設立內部監控系統，該系統符合Committee of Sponsoring Organizations of the Treadway Commission (「COSO」)之二零一三年框架。該框架協助本集團達成有關運作效能和效率、財務報告可靠性以及遵守適用法律及法規之目標。下文載列該框架之內容：

- 監控環境：一系列為本集團進行整體內部監控提供基礎之標準、程序及架構。
- 風險評核：辨識並分析風險之主動兼互動程序，協助本集團達成目標，並為確定風險管理措施提供基礎。
- 監控活動：制定政策及程序確立行動，以確保管理層減輕風險以達成目標之指示得到切實執行。
- 資料溝通：透過本集團內外部溝通，收集所需資料，進行日常監控。
- 監察：持續進行個別評估，確定各內部監控程序運作良好。

為了加強本集團處理內幕消息之制度，確保貫徹執行迅速、準確及完整之本集團重大消息披露，本集團已採納若干政策及程序，制定指引、步驟及措施，處理並發佈內幕消息。已不時採取若干合理措施以確保存在適當保障措施，防止違反有關本集團的披露規定，包括：

- 少數僱員僅在必須知曉時方可查閱資料。持有內幕信息的僱員需充分知悉彼等的保密義務。
- 本集團進行重大談判時須簽立保密協議。

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS (continued)

Internal Control System (continued)

- The executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

Based on the internal control reviews conducted by the Internal Control Advisor, deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement during the year under review.

Internal Control Advisor

The Group has engaged the Internal Control Advisor to carry out the internal audit functions by performing independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems. The Internal Control Advisor is independent of the Group's daily operation and carries out appraisal of the risk management and internal control systems by conducting periodic interviews, walkthroughs and tests of operational effectiveness to identify any irregularities and risks, develops action plans and makes recommendations to address the identified risks, and reports to the Audit Committee on any key findings and progress of the internal audit process. The Audit Committee in turn reports to the Board on any material issues and makes recommendations to the Board.

Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and reviewing their effectiveness. The Board is also responsible for reviewing the internal control review reports, and approving policies and procedures designed by the management. The Board conducted a review and assessment of the effectiveness of the Group's risk management and internal control systems and procedures for the financial year ended 31 March 2021 by way of discussions with the management of the Group, the members of the Audit Committee and the Internal Control Advisor.

The Board, through its review and the review made by the Internal Control Advisor and Audit Committee, concluded that, the adequacy and effectiveness of the risk management and internal control systems need to be improved during the year under review. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

風險管理及內部監控系統(續)

內部監控系統(續)

- 執行董事為與媒體、分析師及投資者等外部各方溝通時代表本公司發言的指定人士。

根據內部監控顧問所進行之內部監控檢討工作，於回顧年度發現內部控制的設計及實施存在缺失並就此提出改進建議。

內部監控顧問

本集團已委託內部監控顧問承擔內部審計功能，對本集團之風險管理及內部監控系統是否足夠及有效進行獨立評核。內部監控顧問獨立於本集團之日常運作，透過進行定期會面、巡視及測試營運效率評核風險管理及內部監控系統，以識別任何違規行為及風險，制定措施計劃及提出建議以應對識別的風險並向審核委員會報告任何內部審計程序的主要發現及進度。然後，審核委員會向董事會報告任何重大問題並向其提出建議。

風險管理及內部監控系統之效能

董事會對本集團之風險管理及內部監控系統負責，並有責任檢討該等系統的有效性。董事會亦負責審閱內部監控檢討報告，審批管理層所設計之政策及程序。於截至二零二一年三月三十一日止財政年度，董事會已與本集團管理層、審核委員會成員和內部監控顧問進行討論，檢討及評核本集團風險管理及內部監控系統和程序之效能。

於回顧年度內，董事會認為，按照其本身之檢討以及內部監控顧問和審核委員會所進行之檢討，該風險管理及內部監控系統的充分性及有效性需要得到提升。然而，該等系統旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大之失實陳述或損失作出合理而非絕對之保證。

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

During the year under review, the Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard as set out in the Model Code.

Having made specific enquiry, all current Directors have confirmed that they have complied with the required standard set out in the Model Code and the Company's code of conduct regarding Directors' securities transactions throughout the year under review and up to the date of this annual report.

Every newly appointed Director will be given a comprehensive and tailored induction on his/her first appointment so as to ensure that he/she has appropriate understanding of the business and operations of the Group and of his/her duties, responsibilities and obligations under the Listing Rules and the relevant statutory and regulatory requirements.

There are also arrangements in place for providing briefing and professional development to Directors, whenever necessary.

The Directors are continuously updated on latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance with the same by them.

遵守董事進行證券交易之標準守則

於回顧年度內，本公司已採納董事進行證券交易之操守守則，其條款不遜於標準守則所載之規定標準。

經本公司作出具體查詢後，全體現任董事確認彼等於整個回顧年度內及直至本年度報告日期一直遵守標準守則所載之規定標準及本公司之董事進行證券交易之操守守則。

每位新委任董事將於首次獲委任時獲得全面兼專為其而設的就任須知，以確保新任董事適當掌握本集團之業務及營運、彼等於上市規則及相關法定及監管規定下之職務、職責及義務。

本集團亦訂有安排於有需要時向董事提供簡報及專業發展。

董事持續獲得有關上市規則及其他適用監管規定之最新發展資訊，確保彼等符合有關規定。

Corporate Governance Report (continued)

企業管治報告(續)

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

The Directors are committed to complying with Code Provision A.6.5 of the CG Code on directors' training to develop and refresh their knowledge and skills so as to ensure that their contribution to the Board will be informed and relevant.

All Directors have provided their training records for the year under review to the Company pursuant to the CG Code. The individual training record of each Director for the year ended 31 March 2021 is summarised below:

Name of Directors

董事姓名

Type of trainings

培訓類別

Executive Directors:

Mr. Zhang Yi (*Chairman*)

Ms. Chu Wei Ning (*Chief Executive Officer*)

Ms. Lam Sze Man

執行董事

張依先生(主席)

祝蔚寧女士(行政總裁)

林詩敏女士

A,B

A,B

A,B

Independent non-executive Directors:

Mr. Chan Fong Kong, Francis

Mr. Chan Kee Huen, Michael

Mr. Feng Man

獨立非執行董事

陳方剛先生

陳記煊先生

馮滿先生

A,B

A,B

A,B

A: Attending seminars/conferences/training sessions and reading materials relating to corporate governance, directors' duties and responsibilities, and updates on rules, laws and/or regulations relating to listed companies

B: Reading newspapers/journals/articles and in-house briefings relating to the economy, general business, and/or the Company's business

A: 出席有關企業管治、董事職務及職責以及上市規則相關規則、法律及／或規例最新資料之座談會／會議／培訓以及閱讀相關資料

B: 閱讀有關經濟、一般事務及／或本公司業務之報章／期刊／文章及內部簡介

DIRECTORS' LIABILITY INSURANCE

During the year ended 31 March 2021, the Company has arranged appropriate insurance cover for directors' liabilities in respect of potential legal actions against the Directors arising out of corporate activities of the Group pursuant to Code Provision A.1.8 of the CG Code. Such directors' liability insurance will be reviewed and renewed annually.

During the year ended 31 March 2021, no claim has been made against the Directors.

董事之責任保險

截至二零二一年三月三十一日止年度，本公司已按照企管守則之守則條文A.1.8，就因本集團企業活動而產生可能針對董事之法律行動，為董事責任安排合適保險。有關董事之責任保險將每年檢討及續保。

截至二零二一年三月三十一日止年度，並無針對董事之申索。

COMPANY SECRETARY

The Company engaged an external service provider as its Company Secretary since 2 September 2015. Ms. Chu Wei Ning, the chief executive officer of the Company, and Ms. Lam Sze Man, an executive Director, are the contact person of the external service provider. The biographical details of the Company Secretary are disclosed in the “Biographical Details of Directors and Senior Management” section of this annual report. During the year under review, Ms. Huen Lai Chun, being the Company Secretary of the Company, undertook over 15 hours of relevant professional training to update her skills and knowledge.

SHAREHOLDERS' RIGHT

Procedures for Shareholders to convene a special general meeting

Pursuant to Section 74(1) of the Bermuda Companies Act and the By-laws 58, the Shareholder(s) holding as at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company with the right of voting at general meetings of the Company may request the Board to convene a special general meeting.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda for the attention of the Company Secretary and may consist of several documents in like form each signed by one or more requisitionists.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

Procedures for directing Shareholders' enquiries to the Board

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Other Shareholders' enquiries can be directed in writing with contact details (including name, address, telephone number and email address) to the principal office in Hong Kong of the Company at Suites 3706-08, 37/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong for the attention of the Company Secretary.

Shareholders may also make enquiries with the Board at general meetings of the Company.

公司秘書

本公司自二零一五年九月二日起委聘外部服務提供者擔任其公司秘書。本公司之行政總裁祝蔚寧女士及執行董事林詩敏女士為外部服務提供者之聯絡人。公司秘書履歷於本年報「董事及高級管理人員履歷」一節內披露。於回顧年度，禰麗珍女士作為本公司之公司秘書已接受逾15小時之相關專業培訓，以更新其技能及知識。

股東權利

股東召開股東特別大會之程序

根據百慕達公司法第74(1)條及細則第58條，股東可要求董事會召開股東特別大會，惟有關股東於遞交要求當日須持有不少於十分之一賦有本公司股東大會投票權之本公司繳足股本。

有關要求必須列明會議目的及由提出要求者簽署，並提交至本公司註冊辦事處(地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda)，註明收件人為公司秘書，且可包含由一名或多名提出要求者分別簽署而格式類同之多份文件。

倘董事並無於提交要求日期起計二十一天內妥為安排召開會議，則有關提出要求者或佔彼等各人總投票權逾半之任何一名提出要求者，可自行召開會議，惟按此召開之任何會議不得於上述日期起計三個月屆滿後舉行。

股東向董事會提出查詢之程序

股東應向本公司之香港股份過戶登記分處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心54樓)提出有關彼等股權之查詢。

其他股東查詢連同聯絡資料(包括姓名/名稱、地址、電話號碼及電郵地址)可以書面提交至本公司之香港主要辦事處(地址為香港灣仔皇后大道東248號大新金融中心37樓3706-08室)，註明收件人為公司秘書。

股東亦可於本公司股東大會上向董事會作出查詢。

SHAREHOLDERS' RIGHT (continued)

Procedures for putting proposals at a general meeting

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at general meetings of the Company. Proposals shall be directed in writing with contact details (including name, address, telephone number and email address) to the principal office in Hong Kong of the Company at Suites 3706-08, 37/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong for the attention of the Company Secretary.

The procedures for proposing a person for election as a Director are available on the website of the Company.

The Board may, in its sole discretion, consider if such proposals are appropriate and shall be put forward to the Shareholders for approval at the next general meeting of the Company to be convened by the Board.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company communicates with its Shareholders and investors through various channels including publication of interim and annual reports, announcements, circulars, press releases and other corporate communications and publications available on the websites of the Company and the Stock Exchange.

The general meetings of the Company provide an opportunity for direct communication between the Board and the Shareholders. The Company encourages their participation through general meetings where they meet and exchange views with the Board, and exercise their right to vote at general meetings.

To promote the communication between the Company and its Shareholders, the Company has established a Shareholders' communication policy which will be reviewed on a regular basis to ensure its effectiveness and compliance with the prevailing regulatory and other requirements.

An up-to-date consolidated version of the Memorandum of Association and Bye-laws of the Company is published on the websites of the Company and the Stock Exchange. There have been no changes to such constitutional documents during the year under review.

股東權利(續)

於股東大會提呈建議之程序

本公司歡迎股東提出有關本集團營運、策略及／或管理之建議以於本公司股東大會上討論。建議連同聯絡資料(包括姓名／名稱、地址、電話號碼及電郵地址)可以書面提交至本公司之香港主要辦事處(地址為香港灣仔皇后大道東248號大新金融中心37樓3706-08室)，註明收件人為公司秘書。

提名人士參選董事之程序可於本公司網站閱覽。

董事會可全權酌情考慮有關建議是否合適，以及應否於董事會召開之下次本公司股東大會上提呈股東批准。

與股東通訊及投資者關係

本公司透過多種渠道與其股東及投資者通訊，包括於本公司及聯交所網站登載中期及年度報告、公告、通函、新聞稿及其他公司通訊及刊物。

本公司之股東大會提供董事會與股東直接溝通之機會。本公司鼓勵彼等藉股東大會積極發言，使彼等與董事會會面及交流意見，並於股東大會上行使其投票權。

為加強本公司與其股東之溝通，本公司已制訂股東通訊政策，並會作定期檢討，以確保其成效及符合通行監管及其他規定。

本公司組織章程大綱及細則之最新綜合版本已於本公司及聯交所網站登載。於回顧年度，該等憲章文件並無任何改動。



**TO THE MEMBERS OF
CHINA BAOLI TECHNOLOGIES HOLDINGS LIMITED**

中國寶力科技控股有限公司

(Incorporated in Bermuda with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of China Baoli Technologies Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 59 to 244, which comprise the consolidated statement of financial position as at 31 March 2021, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

(a) Limitations of scope on comparative figures and related disclosures

The audit opinion on the consolidated financial statements of the Group for the year ended 31 March 2020, which form the basis for the comparative figures presented in the consolidated financial statements for the year ended 31 March 2021, was disclaimed by us because of the significance of the possible effect of the limitations of scope as follows:

致中國寶力科技控股有限公司

(於百慕達註冊成立之有限公司)

股東

不發表意見

本核數師(以下簡稱「我們」)獲委聘審計中國寶力科技控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第59至第244頁之綜合財務報表，此綜合財務報表包括於二零二一年三月三十一日之綜合財務狀況表、截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們對 貴集團之綜合財務報表不發表意見。由於我們報告中不發表意見之基準一節內所述事項的重大性，我們並未能夠取得充足適當審核憑據以就該等綜合財務報表發表審核意見提供基準。在所有其他方面，我們認為綜合財務報表已根據香港公司條例的披露規定妥為編製。

不發表意見之基準

(a) 對比較數字及相關披露之範圍限制

貴集團截至二零二零年三月三十一日止年度之綜合財務報表乃截至二零二一年三月三十一日止年度之綜合財務報表中比較數字之基準，我們不發表其審核意見，原因為範圍限制可能影響之重大性，如下所示：

Independent Auditor's Report (continued)

獨立核數師報告(續)

BASIS FOR DISCLAIMER OF OPINION (continued)

(a) Limitations of scope on comparative figures and related disclosures (continued)

(i) *Limitations of scope on loss on deconsolidation of We Fly Travel Limited ("We Fly")*

As stated in Note 41(b) to the consolidated financial statements, a director who was appointed by the Group as a director of We Fly, resigned on 3 February 2020, accordingly, the directors of the Company (the "Directors") resolved that the Group no longer had the power to govern the financial and operating policies of We Fly, and the control over We Fly was lost on that date and deconsolidate We Fly since 3 February 2020 (the "We Fly Deconsolidation Date").

Due to the non-cooperation of the management of We Fly, the Directors were unable to access to the books and records of We Fly since the We Fly Deconsolidation Date, despite the fact that the Directors have taken all reasonable steps and has used its best endeavors to resolve the matter.

Under the circumstances as explained above, we were not able to carry out procedures which we considered necessary on the books and records of We Fly and we were unable to satisfy ourselves as to whether the loss of We Fly of approximately HK\$4,998,000 for the period from 1 April 2019 to the We Fly Deconsolidation Date and the loss on deconsolidation of We Fly of approximately HK\$175,437,000 arising thereon was fairly stated. There were no other satisfactory audit procedures that we could adopt to obtain sufficient appropriate evidence in this regard.

(ii) *Limitation of scope on share of results and derecognition of interests in associates*

As stated in Note 22(b) to the consolidated financial statements, the Directors assessed that the Group has lost its significant influence on the Yota Group on 30 April 2019 (the "Yota Derecognition Date"). As the books and records of the Yota Group were kept and maintained by the official liquidator, which were not made available to the Group's management, we have not been provided with sufficient appropriate audit evidence, including information and explanations, to ascertain the financial position of the Yota Group as at the Yota Derecognition Date and its result of operations for the period from 1 April 2019 to the Yota Derecognition Date. There were no other satisfactory audit procedures that we could adopt to obtain sufficient appropriate evidence in this regard.

不發表意見之基準(續)

(a) 對比較數字及相關披露之範圍限制(續)

(i) 對愛飛旅遊有限公司(「愛飛」)終止綜合入賬所產生虧損之範圍限制

誠如綜合財務報表附註41(b)所述，一名曾由貴集團委任為愛飛董事之董事，於二零二零年二月三日辭任愛飛董事，因此，貴公司董事(「董事」)議決貴集團不再有權監管愛飛之財務及經營政策，而對愛飛之控制權亦於該日喪失及自二零二零年二月三日起將愛飛終止綜合入賬(「愛飛終止綜合入賬日期」)。

由於愛飛管理層不予配合，儘管董事已採取所有合理措施並盡全力解決此事，董事自愛飛終止綜合入賬日期以來無法查閱愛飛之賬簿及記錄。

在上述情況下，我們無法就愛飛之賬簿及記錄進行我們認為必要之程序，且我們無法信納愛飛於二零一九年四月一日至愛飛終止綜合入賬日期止期間之虧損約4,998,000港元及由此產生之愛飛終止綜合入賬之虧損約175,437,000港元是否公平載列。此外，亦無其他令人滿意之審核程序可供我們採納，已就此獲取充足適當證據。

(ii) 對分佔業績及終止確認聯營公司權益之範圍限制

誠如綜合財務報表附註22(b)所述，經董事評定，貴集團已於二零一九年四月三十日(「Yota終止確認日期」)失去對Yota集團之重大影響力。由於Yota集團之賬簿及記錄由法定清盤人存置，貴集團管理層無法獲得，我們未獲提供充足適當之審核證據，包括資料及說明，以便確定Yota集團於Yota終止確認日期之財務狀況及其於二零一九年四月一日起至Yota終止確認日期止期間之經營業績。此外，亦無其他令人滿意之審核程序可供我們採納，已就此獲取充足適當證據。

BASIS FOR DISCLAIMER OF OPINION (continued)

(a) Limitations of scope on comparative figures and related disclosures (continued)

Any adjustment found to be necessary to the above amounts would affect the Group's loss and other comprehensive income for the year ended 31 March 2020 and related disclosures to the consolidated financial statements. Our audit opinion on the consolidated financial statements for the year ended 31 March 2021 was modified because of the possible effect of this matter on the comparability of the related current year figures and the corresponding figures in the consolidated statement of profit or loss.

(b) Limitation of scope on loss on deconsolidation of Baoli Yota Technologies (Shenzhen) Limited* ("Baoli Yota")

As stated in Note 41(a) to the consolidated financial statements, on 25 August 2020 (the "Baoli Yota Deconsolidation Date"), the Company has been informed by the Intermediate People's Court of Shenzhen, Guangdong Province of the PRC* (the "SZ Court") that the SZ Court held that the creditor's application complied with the legal requirements and accepted the creditor's application for bankruptcy and liquidation against Baoli Yota. On the same date, the SZ Court has designated a bankruptcy administrator in relation to the bankruptcy and liquidation of Baoli Yota. Consequently, the Group had deconsolidated Baoli Yota as the Directors considered that the Group's control over Baoli Yota had been lost on the Baoli Yota Deconsolidation Date. The Group recognised a loss on deconsolidation of Baoli Yota of approximately HK\$39,585,000 during the year ended 31 March 2021.

The books and records of Baoli Yota were kept and maintained by the bankruptcy administrator of Baoli Yota, which were not made available to the Group's management subsequent to the Baoli Yota Deconsolidation Date. Under the circumstances as explained above, we were not able to carry out procedures which we considered necessary on the books and records of Baoli Yota, to satisfy ourselves as to the existence, ownership, completeness, accuracy, valuation and classification of its total assets of approximately HK\$64,888,000 and total liabilities of approximately HK\$62,381,000 and the cumulative exchange reserve of approximately HK\$3,279,000 (debit balance) as at the Baoli Yota Deconsolidation Date and of its loss of approximately HK\$4,071,000 for the period from 1 April 2020 to the Baoli Yota Deconsolidation Date. Consequently, we were unable to satisfy ourselves as to whether the loss on deconsolidation of approximately HK\$39,585,000 arising thereon was fairly stated.

* For identification purpose only

不發表意見之基準(續)

(a) 對比較數字及相關披露之範圍限制(續)

就上述款項之任何必要調整將對 貴集團截至二零二零年三月三十一日止之虧損及其他全面收益及綜合財務報表相關披露造成影響。我們對截至二零二一年三月三十一日止年度之綜合財務報表作出有保留的審核意見，原因為該事件可能對本年度有關數字及綜合損益表內的相應數字的可比性產生影響。

(b) 對寶力優特科技(深圳)有限公司(「寶力優特」)終止綜合入賬所產生虧損之範圍限制

誠如綜合財務報表附註41(a)所述，於二零二零年八月二十五日(「寶力優特終止綜合入賬日期」)，貴公司獲中國廣東省深圳市中級人民法院(「深圳法院」)告知，深圳法院認為債權人的申請符合法律規定，及接受債權人對寶力優特破產及清盤的申請。於同日，深圳法院已就寶力優特的破產及清盤事宜指定一名破產管理人。因此，貴集團已終止綜合入賬寶力優特，乃由於董事認為於寶力優特終止綜合入賬日期 貴集團已失去對寶力優特的控制權。貴集團確認截至二零二一年三月三十一日止年度終止綜合入賬寶力優特之虧損約39,585,000港元。

寶力優特之賬簿及記錄由寶力優特破產管理人存置，貴集團管理層於寶力優特終止綜合入賬日期後無法獲得。在上述情況下，我們未能對寶力優特之賬簿及記錄開展我們認為必要的程序，以令我們信納於寶力優特終止綜合入賬日期其總資產約64,888,000港元及負債總額約62,381,000港元以及累計匯兌儲備約3,279,000港元(借方餘額)，以及其自二零二零年四月一日至寶力優特終止綜合入賬日期止期間的虧損約4,071,000港元的存在、所有權、完整性、準確性、估值及分類。因此，我們無法信納由此產生之終止綜合入賬之虧損約39,585,000港元是否公平載列。

Independent Auditor's Report (continued)

獨立核數師報告(續)

BASIS FOR DISCLAIMER OF OPINION (continued)

(b) Limitation of scope on loss on deconsolidation of Baoli Yota Technologies (Shenzhen) Limited* ("Baoli Yota") (continued)

Any adjustments found to be necessary to the above amounts would affect the amounts recorded in the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income in respect of Baoli Yota, with a corresponding effect on the loss on deconsolidation of a subsidiary, and the related disclosure thereof in the consolidated financial statements.

(c) Multiple fundamental uncertainties relating to going concern

As stated in Note 3.1 to the consolidated financial statements, the Group reported loss attributable to the owners of the Company of approximately HK\$111,404,000 for the year ended 31 March 2021 and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK\$625,226,000 and the Group had net liabilities of approximately HK\$540,164,000, in which total borrowings amounted to approximately HK\$297,244,000, while its cash and cash equivalents amounted to approximately HK\$10,063,000.

These conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

As explained in Note 3.1 to the consolidated financial statements, the consolidated financial statements have been prepared by the Directors on a going concern basis, the validity of which is dependent on the Group's ability to obtain sufficient future funding. Due to the uncertainty of the Group's ability to maintain adequate future cash flows, we were unable to ascertain whether the assumptions made by the Directors in preparing the consolidated financial statements on a going concern basis are proper and appropriate.

不發表意見之基準(續)

(b) 對寶力優特科技(深圳)有限公司(「寶力優特」)終止綜合入賬所產生虧損之範圍限制(續)

就上述款項之任何必要調整將對綜合損益表及綜合損益及其他全面收益表內所錄得寶力優特有關款項造成影響，並對附屬公司終止綜合入賬之虧損以及綜合財務報表內相關披露造成相應影響。

(c) 有關持續經營之多項基本不明朗因素

誠如綜合財務報表附註3.1所述，貴集團呈報截至二零二一年三月三十一日止年度，貴公司擁有人應佔虧損約111,404,000港元，及截至該日，貴集團的流動負債超過其流動資產約625,226,000港元，且貴集團有負債淨額約540,164,000港元，其中借款總額約為297,244,000港元，而現金及現金等額項目約為10,063,000港元。

該等情況顯示存在重大不明朗因素，可能對貴集團持續經營能力產生重大質疑，因此，貴集團未必可以在日常業務過程中變現其資產及償還其負債。

誠如綜合財務報表附註3.1所闡述，綜合財務報表乃由董事按持續經營基準編製，其有效性取決於貴集團獲取足夠未來資金之能力。鑒於貴集團維持充足未來現金流量之能力存在不確定因素，我們未能確定董事於按持續經營基準編製綜合財務報表過程中所作之假設是否屬妥善及恰當。

BASIS FOR DISCLAIMER OF OPINION (continued)

(c) Multiple fundamental uncertainties relating to going concern (continued)

Should the going concern assumption be inappropriate, adjustments would be necessary to reclassify all non-current assets and liabilities as current assets and liabilities respectively, write-down the value of assets to their recoverable amounts and to provide for further liabilities which may arise. The consolidated financial statements have not incorporated any of these adjustments. However, the uncertainty surrounding the Group's future cash flows raises significant doubt about the Group's ability to continue as a going concern. We consider that appropriate disclosures have been made in the consolidated financial statements concerning this situation, but we are unable to obtain adequate evidence concerning the Group's ability to meet any financial obligations as and when they fall due and we consider that these material uncertainties relating to going concern basis.

We consider the cumulative effect of the above matters on the consolidated financial statements is so extreme that we have disclaimed our opinion.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

不發表意見之基準(續)

(c) 有關持續經營之多項基本不明朗因素(續)

倘持續經營假設不適用，必須作出調整以分別將所有非流動資產及負債重新分類為流動資產及負債，將資產價值撇減至其可收回金額，及為可能產生的進一步負債計提撥備。綜合財務報表並無納入任何該等調整。然而，有關貴集團未來現金流量的不明朗因素對貴集團持續經營能力產生重大質疑。我們認為，綜合財務報表已就有關情況作出適當披露，惟我們無法獲得有關貴集團有能力履行任何到期財務責任的充分憑證，因此我們認為持續經營基準存在該等重大不明朗因素。

我們認為上述事項對綜合財務報表之累計影響實屬非常，我們不發表意見。

董事及治理層就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)及香港公司條例之披露規定擬備真實而中肯之綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部監控負責。

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

治理層負責監督貴公司之財務申報過程。

Independent Auditor's Report (continued)

獨立核數師報告(續)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Section 90 of the Bermuda Companies Act 1981 and Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report that includes our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

Asian Alliance (HK) CPA Limited

Certified Public Accountants (Practising)

Lam Chik Tong

Practising Certificate Number: P05612

8/F., Catic Plaza
8 Causeway Road
Causeway Bay
Hong Kong

30 June 2021

核數師就審計綜合財務報表承擔之責任

我們的責任為按照百慕達一九八一年公司法第90條及香港會計師公會頒佈之香港審計準則審計 貴集團之綜合財務報表，並僅向閣下(作為整體)出具載有我們意見的核數師報告，該報告別無其他目的。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。然而，由於我們報告不發表意見之基準一節所述之事項，我們並未能夠取得充足適當審核憑據以就該等綜合財務報表之審核意見提供基準。

按照香港會計師公會頒佈之專業會計師道德守則(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

華融(香港)會計師事務所有限公司

執業會計師

林植棠

執業證書編號：P05612

香港
銅鑼灣
高士威道8號
航空大廈8樓

二零二一年六月三十日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

			2021 二零二一年	2020 二零二零年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	
Revenue from contracts with customers	客戶合約收入	7	54,941	49,302
Cost of revenue	收入成本		<u>(41,698)</u>	<u>(42,636)</u>
Gross profit	毛利		13,243	6,666
Other income, gains and losses, net	其他收入、收益及虧損淨額	9	3,696	15,140
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模式下之減值虧損(扣除撥回值)	11	998	(6,464)
Impairment loss on goodwill	商譽之減值虧損	23	(14,466)	—
Administrative expenses	行政費用		(36,378)	(118,216)
Selling and distribution expenses	銷售及分銷費用		(8,044)	(4,912)
Loss on deconsolidation of a subsidiary	附屬公司終止綜合入賬之虧損	41	(39,585)	(175,437)
Gain on deregistration of subsidiaries	註銷附屬公司之收益		—	3,445
Loss on derecognition of associates	終止確認聯營公司之虧損	22	—	(313)
Gain on disposal of a subsidiary	出售附屬公司之收益	42	—	207,760
Finance costs	融資成本	10	(33,423)	(43,138)
Loss before tax	除稅前虧損		(113,959)	(115,469)
Income tax credit (expense)	所得稅抵免(開支)	12	1,319	(3,090)
Loss for the year	本年度虧損	13	<u>(112,640)</u>	<u>(118,559)</u>
Loss for the year attributable to:	以下人士應佔本年度虧損：			
— Owners of the Company	— 本公司擁有人		(111,404)	(114,089)
— Non-controlling interests	— 非控股權益		(1,236)	(4,470)
			<u>(112,640)</u>	<u>(118,559)</u>
Loss per share	每股虧損	17		
— Basic and diluted	— 基本及攤薄		<u>(2.99) cents</u> 仙	<u>(3.08) cents</u> 仙

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss for the year	本年度虧損	(112,640)	(118,559)
Other comprehensive (expense) income:	其他全面(支出)收入:		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目:</i>		
Exchange differences arising on translation of foreign operations	換算海外業務時產生之匯兌差額	(12,595)	11,874
Release of exchange reserve upon deconsolidation of a subsidiary	於終止綜合入賬一間附屬公司時解除匯兌儲備	3,279	—
Release of exchange reserve upon derecognition of subsidiaries	於終止確認附屬公司時解除匯兌儲備	—	(3,923)
Release of exchange reserve upon derecognition of associates	於終止確認聯營公司時解除匯兌儲備	—	313
Other comprehensive (expense) income for the year, net of income tax	本年度其他全面(支出)收入(除所得稅)	(9,316)	8,264
Total comprehensive expense for the year	本年度全面支出總額	(121,956)	(110,295)
Total comprehensive expense attributable to:	以下人士應佔全面支出總額:		
Owners of the Company	本公司擁有人	(120,833)	(106,395)
Non-controlling interests	非控股權益	(1,123)	(3,900)
		(121,956)	(110,295)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2021 於二零二一年三月三十一日

			2021	2020
			二零二一年	二零二零年
	Notes		HK\$'000	HK\$'000
	附註		千港元	千港元
Non-current assets		非流動資產		
Property, plant and equipment	18	物業、廠房及設備	5,470	6,699
Right-of-use asset	19	使用權資產	8,264	11,197
Intangible assets	21	無形資產	34,487	52,292
Goodwill	23	商譽	45,935	54,962
Interests in associates	22	於聯營公司之權益	—	—
Deferred tax assets	34	遞延稅項資產	1,348	—
			95,504	125,150
Current assets		流動資產		
Inventories	24	存貨	—	7
Trade and other receivables	25	應收貿易及其他賬項	32,331	44,374
Financial assets at fair value through profit or loss		按公平值計入損益之		
	26	金融資產	224	512
Bank balances and cash	27	銀行結餘及現金	10,063	2,715
			42,618	47,608
Current liabilities		流動負債		
Trade and other payables	28	應付貿易及其他賬項	300,024	237,970
Contract liabilities	31	合約負債	42,732	26,543
Lease liabilities	29	租賃負債	812	3,586
License fees payables	30	應付特許權費	23,942	28,633
Tax payable		應付稅項	3,090	3,090
Bank and other borrowings	32	銀行及其他借貸	297,244	259,491
Convertible loan	33	可換股貸款	—	9,493
			667,844	568,806
Net current liabilities		流動負債淨額	(625,226)	(521,198)
Total assets less current liabilities		總資產減流動負債	(529,722)	(396,048)
Non-current liabilities		非流動負債		
Bank and other borrowings	32	銀行及其他借貸	—	9,868
Lease liabilities	29	租賃負債	—	812
License fees payables	30	應付特許權費	—	23,763
Convertible loan	33	可換股貸款	10,442	—
			10,442	34,443
Net liabilities		負債淨額	(540,164)	(430,491)

Consolidated Statement of Financial Position (continued)

綜合財務狀況表(續)

As at 31 March 2021 於二零二一年三月三十一日

			2021 二零二一年	2020 二零二零年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	
Capital and reserves				
Share capital			372,156	372,156
Reserves			(911,569)	(790,861)
Equity attributable to owners of the Company			(539,413)	(418,705)
Non-controlling interests	50		(751)	(11,786)
Total deficit			(540,164)	(430,491)

The consolidated financial statements on pages 59 to 244 were approved and authorised for issue by the Board of Directors on 30 June 2021 and are signed on its behalf by:

第59頁至第244頁的綜合財務報表於二零二一年六月三十日獲董事會批准及授權刊發，並由以下人士代表簽署：

Zhang Yi

張依

Director

董事

Chu Wei Ning

祝蔚寧

Director

董事

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

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		Attributable to the owner of the Company 本公司擁有人應佔												
		Share capital	Share premium	Capital redemption reserve	Other reserve	Contingent consideration reserve	Shares held under share award scheme reserve	Exchange reserve	Special reserve	Contributed surplus	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	資本贖回儲備	其他儲備	或然代價儲備	根據股份獎勵計劃所持股份儲備	匯兌儲備	特別儲備	撥入盈餘	累計虧損	總額	非控股權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(Note c) (附註c)				(Note a) (附註a)	(Note b) (附註b)				
At 1 April 2019	於二零一九年四月一日	363,823	2,138,816	13,878	46,962	—	(16)	10,629	78,176	684,966	(3,690,038)	(352,804)	(11,652)	(364,456)
Loss for the year	本年度虧損	—	—	—	—	—	—	—	—	—	(114,089)	(114,089)	(4,470)	(118,559)
Other comprehensive income (expense) for the year	本年度其他全面收入(支出)													
Items that may be reclassified subsequently to profit or loss:	其後可重新分類至損益之項目:													
Exchange differences arising on translation of foreign operations	換算海外業務時產生之匯兌差額	—	—	—	—	—	—	11,304	—	—	—	11,304	570	11,874
Release of exchange reserve upon deregistration of subsidiaries	於註銷附屬公司時解除匯兌儲備	—	—	—	—	—	—	(3,923)	—	—	—	(3,923)	—	(3,923)
Release of exchange reserve upon derecognition of associates	於終止確認聯營公司時解除匯兌儲備	—	—	—	—	—	—	313	—	—	—	313	—	313
Other comprehensive income for the year, net of income tax	本年度其他全面收入(除所得稅)	—	—	—	—	—	—	7,694	—	—	—	7,694	570	8,264
Total comprehensive income (expense) for the year	本年度全面收入(支出)總額	—	—	—	—	—	—	7,694	—	—	(114,089)	(106,395)	(3,900)	(110,295)
Acquisition of subsidiaries (Note 40(b))	收購附屬公司(附註40(b))	8,333	6,000	—	—	25,800	—	—	—	—	—	40,133	—	40,133
Disposal of equity interest of a subsidiary without losing control (Note 43(b))	出售一家未失去控制權之附屬公司的股權(附註43(b))	—	—	—	361	—	—	—	—	—	—	361	(361)	—
Deconsolidation of a subsidiary (Note 41(b))	附屬公司終止綜合入賬(附註41(b))	—	—	—	—	—	—	—	—	—	—	—	4,127	4,127
At 31 March 2020	於二零二零年三月三十一日	372,156	2,144,816	13,878	47,323	25,800	(16)	18,323	78,176	684,966	(3,804,127)	(418,705)	(11,786)	(430,491)

Consolidated Statement of Changes in Equity (continued)

綜合權益變動表(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		Attributable to the owner of the Company 本公司擁有人應佔												
		Share capital	Share premium	Capital redemption reserve	Other reserve	Contingent consideration reserve	Shares held under share award scheme reserve	Exchange reserve	Special reserve	Contributed surplus	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	資本贖回儲備	其他儲備	或然代價儲備	根據股份獎勵計劃所持股份儲備	匯兌儲備	特別儲備	繳入盈餘	累計虧損	總額	非控股權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2020	於二零二零年四月一日	372,156	2,144,816	13,878	47,323	25,800	(16)	18,323	78,176	684,966	(3,804,127)	(418,705)	(11,786)	(430,491)
Loss for the year	本年度虧損	—	—	—	—	—	—	—	—	—	(111,404)	(111,404)	(1,236)	(112,640)
Other comprehensive (expense) income for the year	本年度其他全面(支出)收入	—	—	—	—	—	—	—	—	—	—	—	—	—
<i>Items that may be reclassified subsequently to profit or loss:</i>														
<i>其後可重新分類至損益之項目:</i>														
Exchange differences arising on translation of foreign operations	換算海外業務時產生之匯兌差額	—	—	—	—	—	—	(12,708)	—	—	—	(12,708)	113	(12,595)
Release of exchange reserve upon deconsolidation of a subsidiary	於附屬公司終止綜合入賬時解除匯兌儲備	—	—	—	—	—	—	3,279	—	—	—	3,279	—	3,279
Other comprehensive (expense) income for the year, net of income tax	本年度其他全面(支出)收入(除所得稅)	—	—	—	—	—	—	(9,429)	—	—	—	(9,429)	113	(9,316)
Total comprehensive expense for the year	本年度全面支出總額	—	—	—	—	—	—	(9,429)	—	—	(111,404)	(120,833)	(1,123)	(121,956)
Deemed disposal of equity interest of a subsidiary without losing control (Note 43(a))	視作出售一家未失去控制權之附屬公司的股權(附註43(a))	—	—	—	125	—	—	—	—	—	—	125	(125)	—
Acquisition of subsidiary (Note 40(a))	收購附屬公司(附註40(a))	—	—	—	—	—	—	—	—	—	—	—	219	219
Deconsolidation of a subsidiary (Note 41(a))	附屬公司終止綜合入賬(附註41(a))	—	—	—	—	—	—	—	—	—	—	—	12,064	12,064
At 31 March 2021	於二零二一年三月三十一日	372,156	2,144,816	13,878	47,448	25,800	(16)	8,894	78,176	684,966	(3,915,531)	(539,413)	(751)	(540,164)

Notes:

- (a) The special reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company in exchange for the nominal amount of share capital of its subsidiaries acquired at the date of the group reorganisation.
- (b) The contributed surplus of the Group represents the difference between the consolidated shareholders' funds of the subsidiaries at the date on which they were acquired by the Company, and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation; the cancellation of an amount of approximately HK\$48,000,000 from the share premium account of the Company and the credit of an amount of approximately HK\$610,247,000 of the Company's share capital cancelled in 2002 and the contribution of approximately HK\$26,719,000 from the placing of warrants in 2002 that had expired in 2003.

Under the Companies Act 1981s of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.
- (c) The other reserve with the amount of approximately HK\$46,962,000 represents the capital injection from an investor in relation to the disposal of certain equity interest in a subsidiary not resulting in the Group losing control over that subsidiary, in which the disposal had not yet been completed at the reporting date.

On 19 March 2020, the Group and the investor entered into a supplemental agreement pursuant to which the Group and the investor agreed to extend the completion of the disposal to not later than 18 March 2021. On 19 March 2021, the Group and the investor entered into another supplemental agreement pursuant to which the Group and the investor agreed to further extend the completion of the disposal to not later than 18 March 2022.

- (d) In the opinion of the directors of the Company, the Company had no reserves available for distribution to shareholders as at 31 March 2021 and 31 March 2020.

附註:

- (a) 本集團之特別儲備指本公司為交換於集團重組當日所收購附屬公司之股本面額而發行之股本面額之差額。
- (b) 本集團之繳入盈餘指附屬公司於獲本公司收購當日之綜合股東資金與於集團重組之時為收購發行之本公司股份面值之差額；從本公司之股份溢價賬註銷約48,000,000港元及於二零二零年註銷之本公司股本之進賬額約610,247,000港元，以及於二零二零年配售並於二零二零年到期之認股權證所得貢獻約26,719,000港元。

根據百慕達一九八一年公司法(經修訂)，本公司之繳入盈餘賬可供分派。然而，倘出現下列情況，則本公司不可宣派或派付股息，或從繳入盈餘作出分派：

- (i) 本公司無法或將於付款後無法支付其到期負債；或
- (ii) 本公司資產之可變現價值將因此而小於本公司負債及已發行股本和股份溢價賬之總額。
- (c) 其他儲備約46,962,000港元指一名投資者就出售一間附屬公司若干權益(並無導致本集團喪失對該附屬公司之控制權，而有關出售於報告日期尚未完成)所作注資。

於二零二零年三月十九日，本集團與該投資者訂立補充協議，據此，本集團及該投資者同意將出售事項的完成日期延長至不遲於二零二一年三月十八日。於二零二一年三月十九日，本集團與該投資者訂立另一份補充協議，據此，本集團及該投資者同意將出售事項的完成日期延長至不遲於二零二二年三月十八日。

- (d) 本公司董事認為，本公司於二零二一年三月三十一日及二零二零年三月三十一日並無可供分派予股東之儲備。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Loss before tax	除稅前虧損	(113,959)	(115,469)
Adjustments for:	就下列項目調整：		
Interest income	利息收入	(180)	(155)
Finance costs	融資成本	33,423	43,138
Gain from change in fair value of convertible loan derivative component	可換股貸款衍生工具部分之公平值變動收益	(1,187)	(49)
Impairment losses recognised on trade receivables	就應收貿易賬項確認之減值虧損	—	5,930
Impairment losses recognised on other receivables	就應收其他賬項確認之減值虧損	416	2,057
Reversal of impairment loss recognised on trade receivables	撥回就應收貿易賬項確認之減值虧損	(35)	(134)
Reversal of impairment loss recognised on other receivables	撥回就應收其他賬項確認之減值虧損	(1,379)	(1,389)
Impairment loss on goodwill	就商譽之減值虧損	14,466	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,635	1,953
Depreciation of right-of-use assets	使用權資產折舊	3,527	3,525
Written-off of property, plant and equipment	物業、廠房及設備撇銷	—	479
Amortisation of intangible asset	無形資產攤銷	31,884	20,673
Net unrealised losses on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之未變現虧損淨額	288	266
Loss on modification of convertible loan	修改可換股貸款之虧損	401	—
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	—	(1)
Gain on deregistration of subsidiaries	註銷附屬公司之收益	—	(3,445)
Loss on deconsolidation of a subsidiary	附屬公司終止綜合入賬之虧損	39,585	175,437
Gain on waiver of license fees payables recognised as cost of revenue	豁免應付特許權費之收益 (確認為收入成本)	(8,472)	—
Gain on disposal of a subsidiary	出售附屬公司之收益	—	(207,760)
Loss on derecognition of associates	終止確認聯營公司之虧損	—	313
Gain on early renewal of license fee agreement	提前重續特許權費協議之收益	—	(17,382)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	413	(92,013)
Decrease in inventories	存貨減少	7	12,744
Decrease (increase) in trade and other receivables	應收貿易及其他賬項減少(增加)	3,537	(6,908)
Increase in trade and other payables	應付貿易及其他賬項減少(增加)	2,475	54,838
Decrease in license fees payable	應付特許權費減少	(28,362)	(22,520)
Increase in contract liabilities	合約負債增加	16,199	26,074
CASH USED IN OPERATING ACTIVITIES	經營活動所用現金	(5,731)	(27,785)
Tax paid	已繳稅項	(29)	—
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(5,760)	(27,785)

Consolidated Statement of Cash Flows (continued)

綜合現金流量表(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	19	10
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備之付款	—	(3)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	—	128
Net cash outflow from deconsolidation of a subsidiary	附屬公司終止綜合入賬之現金流出淨額	(691)	(2,153)
Net cash inflow from disposal of a subsidiary	出售附屬公司之現金流入淨額	—	100
Net cash outflow from deregistration of subsidiaries	註銷附屬公司之現金流出淨額	—	(2)
Net cash (outflow) inflow from acquisition of a subsidiary	收購附屬公司之現金(流出)流入淨額	(480)	107
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(1,152)	(1,813)
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(3,341)	(493)
Proceeds from issue of convertible loan	發行可換股貸款之所得款項	—	8,550
New bank and other borrowings raised	新增銀行及其他借貸	15,937	8,049
Repayment of bank and other borrowings	償還銀行及其他借貸	(14,508)	(3,120)
Repayment of lease liabilities	償還租賃負債	—	(3,300)
Advance from shareholders and directors	股東及董事墊款	18,944	948
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	17,032	10,634
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等額項目增加(減少)淨額	10,120	(18,964)
BANK BALANCES AND CASH AT BEGINNING OF THE YEAR	年初之銀行結餘及現金	2,715	7,317
Effect of foreign exchange rate changes	匯率變動之影響	(2,772)	14,362
BANK BALANCES AND CASH AT THE END OF THE YEAR, represented by bank balances and cash	年終之銀行結餘及現金 以銀行結餘及現金表示	10,063	2,715

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

1. GENERAL INFORMATION

China Baoli Technologies Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business in Hong Kong is located at Suites 3706–3708, 37/F, Dah Sing Financial Centre, 248–256 Queen’s Road East, Wanchai, Hong Kong.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries (together with the Company collectively referred to as the “Group”) are multi-media technologies business, gamma ray business, tourism and hospitality business, and other operations — securities trading and investment.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

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

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the *Amendments to References to the Conceptual Framework in HKFRS Standards* and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

Amendments to Hong Kong Accounting Standards (“HKAS”) 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

Except as described below, the application of the *Amendments to References to the Conceptual Framework in HKFRS Standard* and 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.

1. 一般資料

中國寶力科技控股有限公司(「本公司」)乃於百慕達註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，而其香港主要營業地點位於香港灣仔皇后大道東248–256號大新金融中心37樓3706–3708室。

本公司之主要業務為投資控股，而其附屬公司(與本公司統稱為「本集團」)之主要業務為多媒體技術業務、伽瑪射線業務、旅遊及消閒業務以及其他業務—證券買賣及投資。

綜合財務報表以本公司之功能貨幣港元(「港元」)呈列。

2. 應用香港財務報告準則(「香港財務報告準則」)之修訂

於本年度強制生效的香港財務報告準則之修訂

於本年度，本集團已首次應用香港財務報告準則之概念框架指引之修訂及下列香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則之修訂(有關修訂於二零二零年一月一日或之後開始的年度期間強制生效)，以編製綜合財務報表：

香港會計準則(「香港會計準則」)第1號及香港會計準則第8號之修訂	重大之定義
香港財務報告準則第3號之修訂	業務之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革

除下述者外，於本年度應用香港財務報告準則之概念框架指引之修訂及香港財務報告準則之修訂對本集團於本年度及過往年度之財務狀況和表現及／或該等綜合財務報表所載披露資料並無重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

Amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.1 Impacts on application of Amendments to HKAS 1 and HKAS 8 Definition of Material

The Group has applied the Amendments to HKAS 1 and HKAS 8 for the first time in the current year. The amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.” The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current year had no impact on the consolidated financial statements.

2.2 Impacts on application of Amendments to HKFRS 3 Definition of a Business

The Group has applied the amendments for the first time in the current year. The amendments clarify that while business usually have output, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

2. 應用香港財務報告準則(「香港財務報告準則」)之修訂(續)

於本年度強制生效的香港財務報告準則之修訂(續)

2.1 應用香港會計準則第1號及香港會計準則第8號之修訂重大之定義的影響

本集團已於本年度首次應用香港會計準則第1號及香港會計準則第8號之修訂。該等修訂提供重大之新定義，指出「倘遺漏、錯誤陳述或隱瞞某一項資料，可合理預期將影響一般用途財務報表之主要使用者根據該等財務報表(提供有關一間特定報告實體之財務資料)作出之決策，則該項資料屬重大」。該等修訂亦澄清，重大取決於在整體財務報表的範圍內，資料的性質或幅度(不論單獨或與其他資料相結合)。

於本年度應用該等修訂對綜合財務報表並無影響。

2.2 應用香港財務報告準則第3號之修訂業務之定義的影響

本集團已於本年度首次應用該等修訂。該等修訂澄清，儘管業務通常具有產出，但產出毋須為一組完整的活動及資產，方才成為一項業務。為符合業務定義，所收購的一組活動及資產必須至少包括投入及實質流程，且兩者結合能顯著促進創造產出的能力。

該等修訂移除對市場參與者能否取代失去的任何投入或流程及繼續提供產出的評估。該等修訂亦引入額外指引，有助釐定是否已收購實質流程。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

Amendments to HKFRSs that are mandatorily effective for the current year (continued)

2.2 *Impacts on application of Amendments to HKFRS 3 Definition of a Business* (continued)

In addition, the amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis.

The amendments had no impact on the consolidated financial statements of the Group but may impact future periods should the Group make any acquisition.

2. 應用香港財務報告準則(「香港財務報告準則」)之修訂(續)

於本年度強制生效的香港財務報告準則之修訂(續)

2.2 *應用香港財務報告準則第3號之修訂業務之定義的影響*(續)

此外，該等修訂引入一項可選之集中性測試，允許將所收購之一組活動及資產是否屬於業務作出簡化評估。根據該可選之集中性測試，倘所收購的總資產之絕大部分公平值集中於單個可識別資產或一組類似資產，則所收購之一組活動及資產並非業務。評估下之總資產不包括現金及現金等額項目、遞延稅項資產及因遞延稅項負債的影響而產生之商譽。可按個別交易基準選擇是否應用該可選之集中性測試。

該等修訂對本集團之綜合財務報表並無影響，惟倘本集團作出任何收購，則可能會影響日後期間。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts and the related Amendments ¹
Amendments to HKFRS 16	COVID-19-Related Rent Concessions ⁴
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform — Phase 2 ⁵
Amendments to HKAS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020 ²
Hong Kong Accounting Guideline 5 (Revised)	Merger Accounting to Common Control Combination ²

- ¹ Effective for annual periods beginning on or after 1 January 2023.
- ² Effective for annual periods beginning on or after 1 January 2022.
- ³ Effective for annual periods beginning on or after a date to be determined.
- ⁴ Effective for annual periods beginning on or after 1 June 2020.
- ⁵ Effective for annual periods beginning on or after 1 January 2021.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company (the “Directors”) anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用香港財務報告準則(「香港財務報告準則」)之修訂(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂

本集團並無提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及其修訂：

香港財務報告準則第17號	保險合約及相關修訂 ¹
香港財務報告準則第16號之修訂	新型冠狀病毒疫情相關的租金減免 ⁴
香港財務報告準則第3號之修訂	概念框架指引 ²
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂	利率基準改革—第2階段 ⁵
香港會計準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業間之資產出售或投入 ³
香港會計準則第1號之修訂	將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂 ¹
香港會計準則第16號之修訂	物業、廠房及設備—擬定用途前所得款項 ²
香港會計準則第37號之修訂	虧損性合約—履行合約的成本 ²
香港財務報告準則之修訂	香港財務報告準則二零一八年至二零二零年之年度改進 ²
香港會計指引第5號(經修訂)	共同控制合併之合併會計法 ²

- ¹ 於二零二三年一月一日或之後開始之年度期間生效。
- ² 於二零二二年一月一日或之後開始之年度期間生效。
- ³ 於待釐定日期或之後開始之年度期間生效。
- ⁴ 於二零二零年六月一日或之後開始之年度期間生效。
- ⁵ 於二零二一年一月一日或之後開始之年度期間生效。

除下文所述之新訂香港財務報告準則及其修訂外，本公司董事(「董事」)預期應用所有其他新訂香港財務報告準則及其修訂於可見將來對綜合財務報表並無重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKFRS 3 Reference to the Conceptual Framework

The amendments:

- update a reference in HKFRS 3 *Business Combinations* so that it refers to the *Conceptual Framework for Financial Reporting 2018* issued in June 2018 (the “Conceptual Framework”) instead of *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting 2010* issued in October 2010);
- add a requirement that, for transactions and other events within the scope of HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or HK(IFRIC)-Int 21 *Levies*, an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 應用香港財務報告準則(「香港財務報告準則」)之修訂(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂(續)

香港財務報告準則第3號之修訂概念框架指引

該等修訂：

- 更新了香港財務報告準則第3號業務合併中的指引，並引用二零一八年六月發佈之二零一八年財務報告概念框架(「概念框架」)，取代編製及呈列財務報表之框架(由二零一零年十月發佈之二零一零年財務報告概念框架取代)；
- 添加一項要求，即對於香港會計準則第37號撥備、或然負債及或然資產或香港(國際財務報告詮釋委員會)－詮釋第21號徵費範圍內之交易及其他事件，收購方應用香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號取代用概念框架來確定其在業務合併中承擔的負債；及
- 添加明確的聲明，即收購方不確認在業務合併中收購的或然資產。

預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

2. 應用香港財務報告準則(「香港財務報告準則」)之修訂(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂(續)

香港會計準則第1號之修訂將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂

該等修訂就評估自報告日期起至少十二個月之延遲結算權利提供澄清及額外指引，以將負債分類為流動或非流動，其中：

- 指定將負債分類為流動或非流動應基於報告期末存有的權利。具體而言，該等修訂澄清：
 - (i) 該分類不受管理層在十二個月內結清負債的意圖或預期所影響；及
 - (ii) 倘該權利以遵守契諾為條件，則即使貸款人在較後日期才測試是否符合條件，該權利在報告期末符合條件的情況下仍然存在；及
- 倘負債的條款可由對手方選擇，則可通過轉讓實體自身的權益工具來結算，僅當該實體將選擇權單獨確認為適用於香港會計準則第32號金融工具：呈報下之權益工具時，該等條款方不會影響其分類為流動或非流動。

此外，由於香港詮釋第5號因香港會計準則第1號之修訂而予以修改，以使相應措辭一致，但結論不變。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (continued)

As at 31 March 2021, the Group’s outstanding convertible instruments include counterparty conversion options that do not meet equity instruments classification by applying HKAS 32 *Financial Instruments: Presentation*. The Group classified as current or non-current based on the earliest date in which the Group has the obligation to redeem these instruments through cash settlement. The debt component is measured at amortised cost with carrying amount of HK\$10,300,000 and the derivative component (including the conversion options) is measured at fair value with carrying amount of HK\$142,000 as at 31 March 2021, both of which are classified as current as set out in Note 33. Upon the application of the amendments, in addition to the obligation to redeem through cash settlement, the transfer of equity instruments upon the exercise of conversion options that do not meet equity instruments classification also constitute settlement of the convertible instruments.

Except for as disclosed above, the application of the amendments will not result in reclassification of the Group’s other liabilities as at 31 March 2021.

Amendments to HKFRSs Annual Improvements to HKFRSs 2018–2020

The annual improvements make amendments to the following standards.

HKFRS 9 Financial Instruments

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the “10 per cent” test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf.

HKFRS 16 Leases

The amendment to Illustrative Example 13 accompanying HKFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

2. 應用香港財務報告準則(「香港財務報告準則」)之修訂(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂(續)

香港會計準則第1號之修訂將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂(續)

於二零二一年三月三十一日，本集團未償還可轉換工具包括不符合應用香港會計準則第32號金融工具：呈報的權益工具分類之對手方轉換期權。本集團根據本集團有義務透過現金結算贖回該等工具的最早日期分類為流動或非流動。於二零二一年三月三十一日，債務部分按攤銷成本計量，賬面值為10,300,000港元，而衍生部分(包括轉換期權)按公平值計量，賬面值為142,000港元，兩者均獲分類為附註33所載之流動。於應用該等修訂後，除透過現金結算進行贖回的義務外，於行使不符合權益工具分類的轉換期權時轉讓權益工具亦構成可轉換工具結算。

除上文所披露者外，應用該等修訂將不會導致對本集團於二零二一年三月三十一日的其他負債進行重新分類。

香港財務報告準則之修訂香港財務報告準則二零一八年至二零二零年之年度改進
年度改進對以下準則作出修訂。

香港財務報告準則第9號金融工具

該修訂澄清，就評估修改原有金融負債條款是否構成「百分之十」測試項下的重大修改，借款人僅包括在借款人與貸款人之間已支付或收取的費用，包括由借款人或貸款人代表他人支付或收取的費用。

香港財務報告準則第16號租賃

香港財務報告準則第16號附隨範例13之修訂將有關出租人租賃物業裝修的償還闡述例子刪除，以消除任何潛在混淆。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKFRSs Annual Improvements to HKFRSs 2018–2020 (continued)

HKAS 41 Agriculture

The amendment ensures consistency with the requirements in HKFRS 13 *Fair Value Measurement* by removing the requirement in paragraph 22 of HKAS 41 to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

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

2. 應用香港財務報告準則(「香港財務報告準則」)之修訂(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂(續)

香港財務報告準則之修訂香港財務報告準則二零一八年至二零二零年之年度改進(續)

香港會計準則第41號農業

該修訂刪除了香港會計準則第41號第22段中關於使用現值技術計量生物資產的公平值時不包括稅收現金流量的要求，從而確保與香港財務報告準則第13號公平值計量的要求相一致。

預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響。

3. 綜合財務報表編製基準及主要會計政策

3.1 綜合財務報表編製基準

綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。就編製綜合財務報表而言，倘可合理預期資料將影響主要使用人所作的決定，則有關資料被視為重大。此外，綜合財務報表包括聯交所證券上市規則(「上市規則」)及香港《公司條例》(「公司條例」)規定的適用披露資料。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

As stated in the consolidated financial statements, the Group reported loss attributable to the owners of the Company of approximately HK\$111,404,000 for the year ended 31 March 2021 and, as of that date, the Group's current liabilities exceeded its current assets by approximately HK\$625,226,000 and the Group had net liabilities of approximately HK\$540,164,000, in which total bank and other borrowings amounted to approximately HK\$297,244,000, while its cash and cash equivalents amounted to approximately HK\$10,063,000 only. Notwithstanding the above, the consolidated financial statements have been prepared on a going concern basis as the Directors have given careful consideration to the impact of the current and anticipated future liquidity of the Group and are satisfied that:

- (1) As set out in the fulfilment of resumption conditions and resumption of trading announcement dated 1 April 2021, the Company proposed to conduct rights issue (the "Rights Issue"). It is expected that part of the net proceeds from the Rights Issue will be used to reimburse the debts from current liabilities and non-current liabilities, including but not limited to (i) reimbursement for trade and other payables accounts; (ii) repayment for the license fee; and (iii) repayment for bank and other borrowings; and also, part of the proceeds will be applied as general working capital of the Group. It is expected that the Rights Issue will be completed in the fourth quarter of 2021. Completion of the Rights Issue will be subject to, amongst others, the listing approval of the new shares under the Rights Issue to be granted by the Stock Exchange and approval by the shareholders.
- (2) The management has been in discussions with the major creditors to extend the loans and potentially part of them will be repaid by equity (the "Loan Capitalisation"). Completion of the Loan Capitalisation will be subject to, amongst others, the listing approval of the issue of new share to be granted by the Stock Exchange, approval by the shareholders and completion of the Rights Issue.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.1 綜合財務報表編製基準(續)

誠如綜合財務報表所述，截至二零二一年三月三十一日止年度，本集團呈報本公司擁有人應佔虧損約111,404,000港元，及截至該日，本集團的流動負債超逾其流動資產約625,226,000港元，且本集團有負債淨額約540,164,000港元，其中銀行及其他借貸總額約為297,244,000港元，而現金及現金等項項目僅約為10,063,000港元。儘管如此，綜合財務報表仍按持續經營基準編製，原因是董事已認真考慮本集團當前和預期未來流動資金的影响，並信納：

- (1) 如日期為二零二一年四月一日之達成復牌條件及恢復交易公告所載，本公司擬進行供股(「供股」)。預期部分供股所得款項淨額將用於撥付流動負債及非流動負債債務資金，包括但不限於(i)貿易及其他應付賬款；(ii)償還特許權費；及(iii)償還銀行及其他借貸；而部分所得款項將作為本集團一般營運資金。供股預計將於二零二一年第四季度完成。供股須待(其中包括)聯交所授予供股項下新股份的上市批准及股東批准後方告完成。
- (2) 管理層已與主要債權人討論延期貸款，及部分貸款將有可能由股權形式償還(「貸款資本化」)。貸款資本化將須待(其中包括)聯交所授出發行新股份的上市批准、股東批准及供股完成後方告完成。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

- (3) In addition, the substantial shareholder will continue to provide financial support to the Company to meet its financial obligations including payment of interests on bank borrowings, professional fees and other operating expenses.
- (4) The shareholders and the Directors undertake not to require the Company to repay their loans until such time when repayment will not affect the ability of the Group to repay other creditors in the normal course of business.
- (5) The multi-media technologies business has generated approximately HK\$50,792,000 revenue for the year ended 31 March 2021 and this proves the success of Company's business strategies.

The Company will also keep exploring other fund-raising opportunities depending on the market conditions and the business development of the Group from time to time for the best interest of the Company and the shareholders as a whole. Through fund-raising exercises and continuing the abovementioned business strategies, the Group would be able to meet its financial obligations and obtain additional financing resources in pursuing other business and fulfilling the operational needs.

The Directors have prepared a cash flow forecast covering a period up to 31 March 2022 on the basis that the Group's aforementioned plans and measures will be successful, and are satisfied that the Group will have sufficient working capital to meet its financial obligations as and when they fall due within the twelve months from 31 March 2021. Accordingly, the Directors consider that it is appropriate to prepare the consolidated financial statements on a going concern basis.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.1 綜合財務報表編製基準(續)

- (3) 此外，主要股東將繼續提供財務資助予本公司，令本公司有足夠能力償還包括銀行借貸之利息、專業費用及其他營運支出等財務責任。
- (4) 股東及董事承諾，除非還款不會影響本集團在正常業務過程中償還其他債權人的能力，否則不會要求本公司償還貸款。
- (5) 截至二零二一年三月三十一日止年度內多媒體技術業務已產生約50,792,000港元之收入，這證明了本公司業務策略的成功。

本公司將根據市況及本集團不時的業務發展繼續探索符合本公司及股東整體最佳利益的其他集資機會。透過集資活動及繼續執行上述業務策略，本集團將能夠履行其財務責任並獲得額外融資資源以從事其他業務及滿足營運需要。

董事已根據本集團成功實施上述計劃及措施的基準編製涵蓋直至二零二二年三月三十一日止期間的現金流量預測，並信納自二零二一年三月三十一日起計十二個月內本集團將擁有足夠的營運資金可於財務義務到期時履行有關義務。因此，董事認為按持續經營基準編製綜合財務報表乃屬適宜。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

The consolidated financial statements do not include any adjustments that would result from the failure of the Group to obtain sufficient future funding. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to reduce the carrying amounts of the assets of the Group to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

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

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.1 綜合財務報表編製基準(續)

綜合財務報表並未包括任何因本集團未能取得充足未來資金所作的調整。倘本集團未能繼續按持續經營基準經營，須作出調整以降低本集團資產的賬面值至其可收回金額，以就可能產生的進一步負債作出撥備及將非流動資產及負債分別重新分類為流動資產及負債。

綜合財務報表乃按歷史成本基準編製，惟如下文所載之會計政策所闡釋，若干於各報告期末按公平值計量之金融工具除外。

歷史成本一般以為交換貨品及服務給予之代價之公平值為基礎。

公平值為市場參與者之間在計量日進行有序交易時就出售資產收取或就轉移負債支付之價格，而不論該價格乃直接觀察所得還是利用其他估值技術估計。於估計資產或負債之公平值時，本集團會考慮市場參與者在計量日為該資產或負債定價時考慮之特徵。在該等綜合財務報表中計量及／或披露之公平值均按此基準釐定，惟香港財務報告準則第2號以股份為基礎之付款範圍內之以股份為基礎之付款交易、根據香港財務報告準則第16號入賬之租賃交易，以及與公平值類似但並非公平值之計量(例如香港會計準則第2號存貨中之可變現淨值或香港會計準則第36號資產減值中之使用價值)除外。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2 Significant accounting policies *Basis of consolidation*

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

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

The Group reassesses whether or not it controls an investee if fact and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.1 綜合財務報表編製基準(續)

按公平值交易之金融工具，凡於其後期間應用以不可觀察之輸入數據計量公平值之估值技術，估值技術應予校正，以致於初步確認時估值技術之結果等同於交易價格。

此外，就財務報告而言，公平值計量基於公平值計量之輸入數據可觀察程度及公平值計量之輸入數據對其整體之重要性分類為第一層、第二層或第三層，詳情如下：

- 第一層輸入數據為實體於計量日可就相同資產或負債於活躍市場獲得之報價(未經調整)；
- 第二層輸入數據為就資產或負債可直接或間接地觀察得出之輸入數據(第一層內包括之報價除外)；及
- 第三層輸入數據為資產或負債之不可觀察輸入數據。

3.2 主要會計政策 *綜合基準*

綜合財務報表包括本公司、其控制之實體及其附屬公司之財務報表。當出現以下情況時，即表示本公司獲得控制權：

- 可對被投資方行使權力；
- 因參與被投資方之業務而可獲得或有權獲得可變回報；及
- 有能力運用其權力影響其回報。

倘有事實及情況顯示上述三項控制權因素中一項或以上有變，則本集團會重新評估其是否控制被投資方。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

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

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

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

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

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

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

綜合基準(續)

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止綜合入賬。具體而言，於年內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益表。

損益及各個其他全面收入項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

附屬公司之財務報表會於必要時作出調整，以使其會計政策與本集團會計政策一致。

與本集團成員公司間進行之交易有關之所有集團內公司間資產、負債、權益、收入、開支及現金流量於綜合賬目時全部對銷。

附屬公司的非控股權益與本集團於當中的權益分開呈列，而該等權益代表其持有人於清盤時有權按相關附屬公司的資產淨值比例分配現有所有權益。

本集團於現有附屬公司之權益變動

並無導致本集團失去對附屬公司控制權之本集團於附屬公司之權益變動按權益交易入賬。本集團相關權益組成部分及非控股權益之賬面值會作調整，以反映彼等於附屬公司相對權益之變動，包括按照本集團與非控股權益之權益比例於本集團與非控股權益之間重新分配相關儲備。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

Changes in the Group's interests in existing subsidiaries (continued)

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments* ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combinations or asset acquisitions

Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

綜合基準(續)

本集團於現有附屬公司之權益變動 (續)

非控股權益之調整金額與已付或已收代價公平值之任何差額，乃直接於權益確認並歸屬於本公司擁有人。

當本集團失去對附屬公司之控制權時，會終止確認該附屬公司之資產及負債以及非控股權益(如有)。本集團於損益確認收益或虧損，而收益或虧損乃按(i)已收代價之公平值及任何保留權益之公平值之總額；與(ii)本公司擁有人應佔該附屬公司資產(包括商譽)及負債之賬面值之差額計算。過往於其他全面收入所確認有關該附屬公司之所有金額按本集團已直接出售該附屬公司相關資產或負債之方法入賬(即按適用香港財務報告準則所指定/允許重新分類至損益或轉撥至另一權益類別)。失去控制權當日於前附屬公司保留之任何投資公平值，於其後根據香港財務報告準則第9號**金融工具**(「香港財務報告準則第9號」)入賬時視為初始確認時之公平值，或(如適用)初始確認於聯營公司或合營企業之投資之成本。

業務合併或資產收購

可選之集中性測試

自二零二零年一月一日起，本集團選擇按個別交易基準開展可選之集中性測試，以簡單評估所收購的一組活動及資產是否屬於業務範疇。若所收購總資產的公平值幾乎全部集中於單個可識別資產或一組類似可識別資產，則符合集中性測試。被評估的總資產不包括現金及現金等額項目、遞延稅項資產以及由遞延稅項負債產生的商譽。若符合集中性測試，則確定該組活動及資產不屬於業務範疇，無需進一步評估。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting* issued in October 2010).

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

資產收購

當本集團收購並不構成業務的資產及負債組別，則本集團識別及確認所收購個別可識別資產及所承擔負債，方式為首先將購買價按各自的公平值分配至金融資產／金融負債，購買價餘額繼而分配至其他可識別資產及負債，基準為按其於購買日期的相對公平值。該交易不會產生商譽或議價購買收益。

業務合併

收購業務採用收購法入賬。於業務合併中轉讓之代價按公平值計量，而公平值之計算方法為本集團所轉讓資產、本集團向被收購方前擁有人承擔之負債及本集團為交換被收購方控制權所發行之股權於收購日期之公平值總和計量。收購相關成本一般於產生時在損益確認。

除若干確認豁免外，所收購的可識別資產及所承擔的負債必須符合編製及呈列財務報表之框架(被於二零一零年十月發佈之財務報告概念框架所取代)下資產及負債的定義。

於收購日期，所收購之可識別資產及所承擔之負債按公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債分別按照香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量；

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

業務合併或資產收購 (續)

業務合併 (續)

- 於收購日期，與被收購方以股份為基礎之付款安排或為取代被收購方以股份為基礎之付款安排而作出之本集團以股份為基礎之付款安排相關之負債或股本工具，根據香港財務報告準則第2號以股份為基礎之付款計量(見下文會計政策)；
- 按照香港財務報告準則第5號持作出售之非流動資產及已終止經營業務分類為持作出售之資產(或出售組別)根據該準則計量；及
- 除(a)租賃期於收購日期起計12個月內屆滿；或(b)相關資產為低價值的租賃外，租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號)的現值確認及計量，猶如收購的租賃於收購日期為新租賃。使用權資產按與相關租賃負債相同的金額確認及計量，並作出調整以反映與市場條款相比租賃的有利或不利條款。

商譽按所轉讓代價、任何非控股權益於被收購方中所佔金額及收購方過往所持被收購方股權(如有)之公平值之總和，超出所收購可識別資產與所承擔負債於收購日期之淨值之差額計量。倘經重新評估後，所收購可識別資產與所承擔負債之淨值超出所轉讓代價、任何非控股權益於被收購方中所佔金額及收購方過往所持被收購方股權(如有)之公平值之總和，則差額即時於損益確認為議價購買收益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

業務合併或資產收購 (續)

業務合併 (續)

屬現時擁有權益且於清盤時賦予持有人權利按比例應佔相關附屬公司淨資產之非控股權益，初始按非控股權益按比例應佔被收購方可識別淨資產或按公平值之已確認金額計量。計量基準視乎每項交易而作出選擇。

當本集團於業務合併中轉移之代價包括或然代價安排時，或然代價會按收購日期之公平值計量，並計入作為於業務合併中轉移之代價之一部分。合資格作計量期調整之或然代價之公平值變動會追溯調整。計量期調整為於「計量期」(不得超過由收購日期起計一年)因取得於收購日期已存在之事實及情況之額外資料而作出之調整。

不合資格作為計量期調整之或然代價之其後會計處理，取決於或然代價之分類方式。分類為權益之或然代價不會於其後報告日期重新計量，其後結算於權益內入賬。分類為資產或負債之或然代價於其後報告日期重新計量至公平值，而相應收益或虧損於損益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

The Group's policy for goodwill arising on the acquisition of an associate is described below.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

商譽

因收購業務而產生之商譽按於收購業務當日確立之成本(參閱上文會計政策)扣除累計減值虧損(如有)列賬。

就減值測試而言，商譽乃分配至本集團各個預期可受惠於合併協同效益之現金產生單位(或現金產生單位組別)，代表於就內部管理而言商譽受監察之最低層級但不大於經營分部。

獲分配商譽之現金產生單位(或現金產生單位組別)每年或於有跡象顯示單位可能已出現減值時更頻密地進行減值測試。就於某一報告期間進行收購所產生之商譽而言，本集團會於該報告期末前為獲分配商譽之現金產生單位(或現金產生單位組別)進行減值測試。倘可收回金額少於其賬面值，則減值虧損會先分配至減少任何商譽之賬面值，然後基於該單位(或現金產生單位組別)內各項資產之賬面值按比例分配至其他資產。

出售相關現金產生單位或現金產生單位組別內任何現金產生單位時，釐定出售損益金額時會計入商譽應佔金額。當本集團出售現金產生單位(或現金產生單位組別內現金產生單位)內的業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或現金產生單位組別)部分的相對價值計量。

本集團有關收購聯營公司而產生之商譽之政策載於下文。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

於聯營公司之投資

聯營公司為本集團對其擁有重大影響力之實體。重大影響力指有權參與被投資方之財務及營運決策，惟對該等政策並無控制權或共同控制權。

聯營公司之業績及資產與負債按權益會計法計入綜合財務報表。聯營公司用於權益會計處理之財務報表按與本集團於類似情況就同類交易及事件所遵循者一致之會計政策編製。根據權益法，於一間聯營公司之投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收入作出調整。聯營公司淨資產(損益及其他全面收入除外)之變動除非導致本集團持有之擁有權權益有變，否則不予入賬。當本集團應佔一間聯營公司之虧損超出本集團於該聯營公司之權益(包括實質上構成本集團於該聯營公司投資淨額一部分之任何長遠權益)時，本集團會終止確認其應佔之進一步虧損。僅於本集團產生法定或推定責任或代表該聯營公司付款時，方會確認額外虧損。

於一間聯營公司之投資自被投資方成為聯營公司當日起使用權益法入賬。收購於一間聯營公司之投資時，投資成本超出本集團應佔被投資方可識別資產與負債公平淨值之差額會確認為商譽，並計入該投資之賬面值。本集團應佔可識別資產與負債之公平淨值超出投資成本之任何差額，於重新評估後即時於收購投資期間之損益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Investments in associates (continued)

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture. There is no remeasurement to fair value upon such changes in ownership interests.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

於聯營公司之投資(續)

本集團會評估是否存在客觀證據證明於一間聯營公司的權益將會減值。於存在客觀證據時，投資(包括商譽)的全部賬面值將會根據香港會計準則第36號作為單一資產透過比較可收回金額(使用價值及公平值減出售成本之較高者)與其賬面值進行減值測試。任何確認之減值虧損不會分配至屬投資賬面值一部分之任何資產(包括商譽)。減值虧損之任何撥回乃按香港會計準則第36號確認，惟僅限於投資之可收回金額隨後增加。

當本集團不再對聯營公司擁有重大影響力時，會入賬列作出售於被投資方之全部權益，所產生之盈虧於損益確認。當本集團保留於前聯營公司之權益，且該保留權益為香港財務報告準則第9號範圍內之金融資產時，本集團會於該日按公平值計量保留權益，而該公平值會視為於初步確認時之公平值。聯營公司之賬面值與任何保留權益及出售聯營公司相關權益之任何所得款項之公平值之間的差額，會於釐定出售聯營公司之盈虧計算在內。此外，本集團會將過往於其他全面收入內該聯營公司確認之所有金額按該聯營公司直接出售相關資產或負債所用之相同基準入賬。因此，倘該聯營公司過往於其他全面收入確認之盈虧會於出售相關資產或負債時重新分類至損益，則本集團會於出售／部分出售相關聯營公司將該盈虧由權益重新分類至損益(作為重新分類調整)。

當於一間聯營公司之投資成為於一間合營企業之投資時，本集團會繼續採用權益法。於擁有權權益出現變動時不會重新計量公平值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Investments in associates (continued)

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

於聯營公司之投資(續)

當本集團削減於一間聯營公司之擁有權權益但繼續採用權益法時，倘過往於其他全面收入所確認與削減擁有權權益有關之部分盈虧會於出售相關資產或負債時重新分類至損益，則本集團會將該盈虧重新分類至損益。

當集團實體與本集團一間聯營公司進行交易時，與該聯營公司交易所產生之損益會於本集團之綜合財務報表確認，惟僅以該聯營公司與本集團無關之權益所涉者為限。

客戶合約收入

本集團於完成履約責任時(即當特定的履約責任涉及的貨品或服務的「控制權」轉移至客戶時)確認收入。

履約責任指一項明確貨品或服務(或一批明確貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下標準之一，則控制權隨時間轉移，而收入經參考相關履約責任的完成進度按時間確認：

- 於本集團履約時，客戶同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創建或提升客戶於本集團履約時控制的資產；或
- 本集團的履約並未創建對本集團具有替代用途的資產，而本集團可強制執行權利以收取至今已完成履約部分的款項。

否則，收入於客戶取得明確貨品或服務控制權的時間點確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation
Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Sale with a right of return/exchange

For a sale of products with a right of return/exchange for dissimilar products, the Group recognises all of the following:

- (a) revenue for the transferred products in the amount of consideration to which the Group expects to be entitled (therefore, revenue would not be recognised for the products expected to be returned/exchanged);
- (b) a refund liability/contract liability; and
- (c) an asset (and corresponding adjustment to cost of sales) for its right to recover products from customers and are presented as right to returned goods asset.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

客戶合約收入 (續)

合約資產指本集團就已轉讓予客戶的貨品或服務收取相應代價的權利(尚未成為無條件)。根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即只需待時間推移代價即須到期支付。

合約負債指本集團因已自客戶收取代價(或已到期收取代價)，而須向客戶轉讓貨品或服務的責任。

與相同合約相關的合約資產及合約負債按淨額基準入賬及呈列。

隨時間推移確認收入：完成履約責任的進度計量
產量法

完成履約責任的進度乃根據產量法計量，即按直接計量迄今為止已向客戶轉移貨品或服務的價值與合約項下所承諾的餘下貨品或服務的比較以確認收入，有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

具有退貨／換貨權的銷售

對於具有退回／交換不同產品權利的產品銷售，本集團確認以下各項：

- (a) 轉讓產品的收入，即本集團預期有權獲得的代價金額(因此，不會確認預期退回／交換的產品收入)；
- (b) 退款負債／合約負債；及
- (c) 從客戶收回產品的權利(以及對銷售成本的相應調整)並作為退貨權的資產呈列。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

客戶合約收入 (續)

存在重大融資成份

於釐定交易價時，倘向客戶轉移貨品或服務(不論以明示或暗示方式)而協定之付款時間為客戶或本集團帶來重大融資利益，則本集團就金錢時間價值的影響而調整承諾的代價金額。於該等情況下，合約含有重大融資成份。不論於合約中明文規定或合約訂約方協定的支付條款暗示融資承諾，合約中均存在重大融資成份。

就相關貨品或服務的支付與轉移間隔期間少於一年的合約而言，本集團就任何重大融資成份應用不調整交易價格的可行權宜方法。

委託人與代理人

當另一方從事向客戶提供貨品或服務，本集團釐定其承諾之性質是否為提供指定貨品或服務本身之履約責任(即本集團為委託人)或安排由另一方提供該等貨品或服務(即本集團為代理人)。

倘本集團在向客戶轉讓貨品或服務之前控制指定貨品或服務，則本集團為委託人。

倘本集團之履約責任為安排另一方提供指定的貨品或服務，則本集團為代理人。在此情況下，在將貨品或服務轉讓予客戶之前，本集團不控制另一方提供的指定貨品或服務。當本集團為代理人時，應就為換取安排另一方提供的指定貨品或服務預期有權取得之任何收費或佣金之金額確認收入。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases

Definition of a lease

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

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of offices that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

租賃

租賃之定義

倘合約賦予在一段時期內控制一項已識別資產的使用的權利以換取代價，則該合約為一項租賃或包含一項租賃。

對於首次應用日期或之後訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始日期、修訂日期或收購日期(如適用)評估合約是否為一項租賃或包含一項租賃。除非合約條款及條件隨後發生變動，否則不會對該合約進行重新評估。

本集團作為承租人

將合約代價分配至各組成部分

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的合計獨立價格將合約代價分配至各項租賃組成部分。

本集團應用可行權宜方法不將非租賃組成部分與租賃組成部分分開，而是將租賃組成部分及任何相關非租賃組成部分入賬列為單一租賃組成部分。

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於租期自開始日期起計12個月或以下且不包含購買選擇權的辦公室租賃。其亦就低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款於租賃期內按直線法或另一系統基準確認為開支。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況而產生的成本估計。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

就本集團合理確定於租期屆滿時獲取相關租賃資產所有權的使用權資產而言，有關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，使用權資產按直線基準於其估計使用年期及租期(以較短者為準)內計提折舊。

本集團於綜合財務狀況表中將使用權資產呈列為獨立項目。

可退還租金按金

已付可退還租賃按金按香港財務報告準則第9號入賬，並初步按公平值計量。對初步確認公平值的任何調整被視為額外租賃付款，並計入使用權資產成本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

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

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債

於租賃開始日期，本集團以於該日期尚未支付的租賃付款的現值確認並計量租賃負債。倘租賃隱含的利率不易釐定，則本集團會使用於租賃開始日期的增量借貸利率計算租賃付款現值。

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 取決於指數或利率的可變租賃付款，於開始日期使用指數或利率進行初始計量；
- 本集團根據剩餘價值擔保預期應付的款項；
- 購買選擇權的行使價(倘本集團合理確定行使有關選擇權)；及
- 為終止租賃而支付的罰款(倘租賃條款反映本集團行使終止選擇權以終止租賃)。

於開始日期後，租賃負債透過增加利息及租賃付款作出調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities (continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

倘出現以下情況，本集團重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租賃期有所變動或行使購買選擇權的評估發生變化，於該情況下，相關租賃負債於重新評估日期透過使用經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因市場租金率於市場租金審核／根據保證剩餘價值預期付款後有所變動而發生變化，於此情況下，相關租賃負債透過使用初貼現率貼現經修訂租賃付款重新計量。

本集團於綜合財務狀況表中將租賃負債呈列為獨立項目。

租賃修改

倘出現以下情況，本集團將租賃修改作為獨立租賃入賬：

- 該項修改透過加入使用一項或以上相關資產的權利擴大租賃範圍；及
- 租賃代價增加，增加的金額相當於範圍擴大對應的單獨價格及為反映特定合約的情況而對該單獨價格進行的任何適當調整。

就未作為單獨租賃入賬的租賃修改而言，本集團按透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期重新計量租賃負債(扣減任何應收租賃激勵)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease modifications (continued)

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃修改 (續)

本集團通過對相關使用權資產作出相應調整以對租賃負債進行重新計量。當經修改合約載有租賃組成部分及一個或多個額外租賃或非租賃組成部分時，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格，將經修改合約中的代價分配予各個租賃組成部分。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)計價之交易按交易日期之通行匯率確認。於報告期末，以外幣計值之貨幣項目按該日之通行匯率重新換算。以外幣計值並以公平值列賬之非貨幣項目按釐定公平值當日之通行匯率重新換算。以外幣計值並以歷史成本計量之非貨幣項目不作重新換算。

結算及重新換算貨幣項目所產生之匯兌差額於產生之期間在損益確認。

於呈列綜合財務報表時，本集團業務之資產及負債利用各報告期末之通行匯率換算為本集團之呈列貨幣(即港元)。收入及費用項目按期內之平均匯率換算，惟倘匯率於期內大幅波動，則使用交易日期之通行匯率。所產生之匯兌差額(如有)於其他全面收入確認，並於權益內之換算儲備(在適用情況下歸屬於非控股權益)下累計。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Foreign currencies (continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

外幣 (續)

出售海外業務(即出售本集團於海外業務之全部權益,或涉及失去包含海外業務之附屬公司之控制權之出售事項,或部分出售於包含海外業務(其保留權益成為金融資產)之一項合營安排或聯營公司之權益)時,於權益累計有關本公司擁有人應佔該海外業務之匯兌差額累計金額全部重新分類至損益。

此外,就不導致本集團喪失對附屬公司控制權之部分出售而言,按比例計算之應佔累計匯兌差額部分重新歸屬於非控股權益,而不於損益內確認。就所有其他部分出售(即不導致本集團喪失重大影響力或共同控制權之部分出售聯營公司或共同安排)而言,按比例計算之應佔累計匯兌差額部分重新分類至損益。

收購海外業務所產生之已收購可識別資產商譽及公平值調整被視作該海外業務的資產及負債,並按各報告期末的匯率重新換算。產生之匯兌差額於其他全面收入確認。

借貸成本

借貸成本均於產生之期間在損益確認。

政府補助金

政府補助金在未有合理保證本集團將遵從政府補助金所有附帶條件並收取補助金前不予確認。

政府補助金於本集團將該補助金擬用於補償相關成本確認為開支之期間於損益中系統確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Government grants (continued)

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income, gains and losses, net”.

Employee benefits

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme (the “MPF Scheme”) and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities’ carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

政府補助金 (續)

應收作補償已產生之開支或虧損或向本集團提供即時財務資助而無未來相關成本之與收入有關之政府補助金於應收期間於損益確認。有關補助金於「其他收入、收益及虧損淨額」呈列。

僱員福利

退休福利成本

向強制性公積金計劃(「強積金計劃」)及國家管理退休福利計劃支付之款項於僱員提供服務而有權獲得供款時確認為費用。

短期及其他長期僱員福利

短期僱員福利於僱員提供服務時預期支付之福利之未折現金額確認。短期僱員福利均確認為開支，惟倘另一項香港財務報告準則規定或允許將福利納入資產成本則作別論。

負債於扣除任何已付金額後確認為僱員應計福利(例如工資及薪金、年假及病假)。

就其他長期僱員福利確認之負債按本集團就僱員截至報告日期止所提供服務預期將作出之估計未來現金流出之現值計量。因服務成本、利息及重新計量而產生之負債賬面值之任何變動於損益確認，惟倘另一項香港財務報告準則規定或允許將該等項目納入資產成本則作別論。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Share-based payments

Equity settled share-based payments transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share-based payments reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will be transferred to accumulated losses.

Share options granted to non-employees

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

以股份為基礎之付款

以權益結算以股份為基礎之付款交易
授予僱員之購股權

向僱員及提供類似服務之其他人士作出以權益結算以股份為基礎之付款，按授出日期股本工具之公平值計量。

於授出日期所釐定以權益結算以股份為基礎之付款之公平值(並無考慮所有非市場歸屬條件)，會基於本集團所估計最終歸屬之股本工具數目，於歸屬期內以直線法支銷，而權益(以股份為基礎之付款儲備)則作出相應增加。於各報告期末，本集團會基於對所有相關非市場歸屬條件之評估，修訂對預期歸屬之股本工具數目之估計。修訂原先估計數目(如有)之影響在損益確認，致使累計費用反映經修訂估計，而以股份為基礎之付款儲備亦作相應調整。就於授出日期即時歸屬之購股權而言，所授出購股權之公平值會即時於損益支銷。

當購股權獲行使時，過往於以股份為基礎之付款儲備確認之數額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於到期日仍未獲行使，則過往於以股份為基礎儲備確認之數額將轉撥至累計虧損。

授予非僱員之購股權

與僱員以外之人士進行之以權益結算以股份為基礎之付款交易，按已收貨品或服務之公平值計量，惟倘公平值未能可靠地計量，則按已授出股本工具之公平值計量。已授出股本工具之公平值於實體取得貨品或對手方提供服務當日計量。已收貨品或服務之公平值確認為費用，惟有關貨品或服務符合資格確認為資產，則作別論。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Share-based payments (continued)

Equity settled share-based payments transactions (continued)

Share award

The Group also grants shares of the Company to employees under its share award scheme, under which the awarded shares are either newly issued or are purchased from the open market. The net consideration paid, including any directly attributable incremental costs, is presented as “Shares held under share award scheme reserve” and deducted from equity.

For the shares granted under the share award scheme, the fair value of shares granted to employees is recognised as share-based payment expenses with a corresponding increase in share-based payment reserve within equity. The fair value is based on the closing price of the Company’s shares on grant date plus any directly attributable incremental costs. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the shares, the total fair value of the shares is spread over the vesting period, taking into account the probability that the shares will vest.

During the vesting period, the number of shares that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based payment reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of shares that vest with corresponding adjustment to the share-based payment reserve.

When the awarded shares are transferred to the awardees upon vesting, the related acquisition cost of the awarded shares vested are credited to the “Shares held under share award scheme reserve”, and the grant date fair value of the awarded shares vested are debited to the share-based payment reserve. The difference between the related weighted average acquisition cost and the grant date fair value of the awarded shares vested is transferred to accumulated losses directly.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

以股份為基礎之付款 (續)

以權益結算以股份為基礎之付款交易 (續)

股份獎勵

此外，本集團根據其股份獎勵計劃向僱員授出本公司股份，據此，獎勵股份乃新發行或於公開市場購回。已付代價淨額(包括任何直接應佔增加成本)以「根據股份獎勵計劃持有之股份儲備」呈列，並於權益扣除。

就根據股份獎勵計劃授出之股份而言，向僱員授出之股份之公平值確認為以股份為基礎之付款開支，而相應增加於權益內之以股份為基礎之付款儲備內確認。公平值乃根據本公司股份於授出日期之收市價加任何直接應佔增加成本計算。倘僱員於無條件享有股份前須符合歸屬條件，則股份之公平值總額將於歸屬期內攤分，並計及歸屬股份之可能性。

預期歸屬之股份數目於歸屬期內會作審閱。就此對過往年度已確認累計公平值所作之任何調整，扣自／計入回顧年度之損益，除非原有僱員開支合資格確認為資產，則會對以股份為基礎之付款儲備作相應調整。於歸屬日期，已確認為開支之金額會作調整，以反映所歸屬之實際股份數目，並對以股份為基礎之付款儲備作相應調整。

當獎勵股份於歸屬時轉讓予領獎人，已歸屬獎勵股份之相關收購成本計入「根據股份獎勵計劃持有之股份儲備」，而已歸屬獎勵股份於授出日期之公平值則於以股份為基礎之付款儲備中扣除。相關加權平均收購成本與已歸屬獎勵股份於授出日期之公平值之差額直接轉撥至累計虧損。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

稅項

所得稅開支指當期應付稅項與遞延稅項之總和。

當期應付稅項基於年內應課稅溢利計算。由於其他年度之應課稅收入或可扣稅支出以及無須課稅或不可扣稅之項目，故應課稅溢利有別於除稅前虧損。本集團當期稅項負債以報告期末之前已頒佈或實質上已頒佈之稅率計算。

遞延稅項按綜合財務報表內資產及負債之賬面值與用於計算應課稅溢利之相應稅基之間之暫時差異確認。本集團一般會就所有應課稅暫時差異確認遞延稅項負債，亦會在可能有應課稅溢利可用於抵銷可扣稅暫時差異時就所有可扣稅暫時差異確認遞延稅項資產。倘暫時差異乃因初始確認(於業務合併中除外)某項不影響應課稅溢利及會計溢利之交易資產及負債而產生，則不會確認該等遞延稅項資產及負債。此外，倘暫時差異乃因初始確認商譽而產生，則不會確認遞延稅項負債。

本集團會就與於附屬公司及聯營公司之投資相關之應課稅暫時差異確認遞延稅項負債，惟倘本集團能夠控制暫時差異之撥回及暫時差異不可能於可見將來轉回之情況則作別論。與該等投資及權益相關之可扣稅暫時差異所產生之遞延稅項資產，僅於可能有足夠應課稅溢利以供動用暫時差異之利益，並預期可於不久將來撥回之情況下確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

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

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

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

稅項 (續)

本集團會於各報告期末審閱遞延稅項資產之賬面值，並於不再可能有足夠應課稅溢利以收回該項資產之全部或部分時作出扣減。

遞延稅項資產及負債按預期清償負債或變現資產期間適用之稅率，基於報告期末之前已頒佈或實質上頒佈之稅率(及稅法)計算。

遞延稅項負債及資產之計量方式反映按照本集團預期之方式於報告期末收回資產及清償負債賬面值之稅務結果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債的租賃交易而言，本集團將香港會計準則第12號規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債的暫時差異並未於初步確認時確認。因重新計量租賃負債及租賃修訂導致對使用權資產及租賃負債的賬面值進行後續修訂而產生的不受初始確認豁免的暫時差額，於重新計量或修訂日期確認。

當有合法執行權利許可將現時稅項資產與現時稅項負債抵銷並涉及由同一稅務機關向同一應課稅實體徵收之所得稅時，則遞延稅項資產及負債可相互對銷。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

稅項(續)

即期及遞延稅項於損益確認，惟當其與其他全面收入確認之項目或直接於權益確認之項目有關時，即期及遞延稅項亦分別於其他全面收入確認或直接於權益確認。倘因對業務合併進行初始會計處理而產生即期稅項或遞延稅項，則稅務影響會於將業務合併入賬時計算在內。

於評估所得稅處理方面的任何不確定性時，本集團考慮相關稅務機關是否有可能接受個別集團實體在所得稅申報中使用或擬使用的不確定稅務處理。倘有此可能，則當期及遞延稅項一貫採用所得稅申報之稅務處理方式。倘有關稅務機關不可能接受不確定稅務處理，則採用最可能的金額或預期價值以反映各項不確定性的影響。

物業、廠房及設備

物業、廠房及設備乃持作生產或供應貨品或服務或作行政用途之有形資產。物業、廠房及設備按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

本集團會確認折舊，以於估計可使用年期內以直線法撇銷資產之成本減剩餘價值。本集團於各報告期末檢討估計可使用年期、剩餘價值及折舊方法，而任何估計變動之影響按未來適用法入賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何未來經濟利益時終止確認。出售物業、廠房及設備項目或有關項目報廢所產生之任何收益或虧損按該資產之銷售所得款項與賬面值間之差額釐定，並於損益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

無形資產

獨立收購之無形資產

獨立收購而具有有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期之無形資產之攤銷按資產估計可使用年期以直線法確認。本集團於各報告期末檢討估計可使用年期及攤銷方法，而任何估計變更之影響會按未來適用法入賬。獨立收購而具有無限可使用年期之無形資產按成本減任何其後累計減值虧損列賬。

於業務合併收購之無形資產

於業務合併收購之無形資產與商譽分開確認，初始按收購日期之公平值(被視為其成本)確認。

於初始確認後，於業務合併收購之無形資產如具有有限可使用年期，乃按另行收購之無形資產之相同基準按成本減累計攤銷及任何累計減值虧損呈報。於業務合併中所收購的無形資產具無限可使用年期乃按成本減任何其後累計減值虧損列賬。

無形資產於出售或預期不會從使用或出售產生未來經濟利益時終止確認。終止確認無形資產產生之盈虧按出售所得款項淨額與資產賬面值之差額計量，並於資產終止確認時於損益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)之減值

本集團於報告期末審閱其物業、廠房及設備、使用權資產及有限可使用年期的無形資產之賬面值，以釐定是否有跡象顯示該等資產已出現減值虧損。如存在任何有關跡象，則會估計相關資產之可收回金額以釐定減值虧損之程度(如有)。

物業、廠房及設備、使用權資產及無形資產之可收回金額乃作為個別估計。倘當無法個別估計可收回金額時，本集團會估計資產所屬現金產生單位之可收回金額。

檢測到現金產生單位減值時，當可設立合理及一致之分配基準時，公司資產會分配至相關現金產生單位，否則會分配至可設立合理及一致之分配基準之最小現金產生單位組別。可收回金額由公司資產所屬的現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別進行比較。

可收回金額為公平值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量乃使用除稅前折現率(反映市場現時對貨幣時間價值之評估及未調整估計未來現金流量之資產(或現金產生單位)之特定風險)折現至現值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)之減值(續)

倘資產(或現金產生單位)之可收回金額估計少於其賬面值,則該資產(或現金產生單位)之賬面值會撇減至其可收回金額。就不能按合理及一致基準分配至現金產生單位的企業資產或部分企業資產而言,本集團將一組現金產生單位的賬面值(包括分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額進行比較。分配減值虧損時,減值虧損會先分配至減少任何商譽(如適用)之賬面值,然後基於該單位或現金產生單位組別內各項資產之賬面值按比例分配至其他資產。資產之賬面值不會撇減至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零三者之最高者。分配至資產之減值虧損金額按該單位或現金產生單位組別之其他資產比例分配。減值虧損即時於損益確認。

倘其後撥回減值虧損,則資產(或現金產生單位或現金產生單位組別)之賬面值會增至經修訂估計之可收回金額,惟增加後之賬面值不得超過假設過往年度並無就資產(或現金產生單位或現金產生單位組別)確認減值虧損而釐定之賬面值。減值虧損之撥回即時於損益確認。

存貨

存貨按成本與可變現淨值之較低者列賬。存貨成本按加權平均成本法釐定。可變現淨值指存貨之估計售價減所有估計完成成本及作出銷售所需之成本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 *Revenue from Contracts with Customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

撥備

倘本集團因過往事件而須承擔現時責任(法律或推定)，而本集團可能須履行該責任且該責任之金額能可靠地估計，則確認撥備。

確認為撥備之金額乃經計及有關責任之風險及不確定因素後，對於報告期末履行現時責任所需代價作出之最佳估計。當撥備按履行現時責任估計所需之現金流量計量時，其賬面值為有關現金流量之現值(倘貨幣時間價值之影響屬重大)。

金融工具

當集團實體成為金融資產及金融負債合約條文之訂約方時，便會確認該項工具。金融資產之所有一般買賣按交易日基準確認及終止確認。一般買賣指於市場規例或慣例設定之期限內交付資產之金融資產買賣。

金融資產及金融負債初始按公平值計量(除與客戶簽訂合約產生的應收貿易賬項初步根據香港財務報告準則第15號客戶合約收入計量外)。直接歸屬於購入或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)之金融資產或金融負債除外)之交易成本於初始確認時計入金融資產或金融負債(如適用)之公平值或從中扣除。直接歸屬於購入按公平值計入損益之金融資產或金融負債之交易成本即時於損益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest/dividend income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

實際利息法為計算金融資產或金融負債攤銷成本及於相關期間分配利息收入及利息開支之方法。實際利率為於金融工具或金融負債預計年期或(倘適用)較短期間將估計未來現金收款及付款(包括所有組成實際利率完整部分之已付或已收之全部費用及基點、交易成本以及其他溢價或折讓)準確折現至初始確認時之賬面淨值之利率。

源自本集團日常業務範圍的利息／股息收入呈列為收入。

金融資產

金融資產的分類及其後計量

滿足下列條件之金融資產於其後按攤銷成本計量：

- 金融資產以目標為收取合約現金流量之業務模式下持有；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。

符合下述條件之金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 金融資產以目標為出售金融資產及收取合約現金流量之業務模式下持有；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

所有其他金融資產其後會按公平值計入損益計量，惟於初始確認金融資產之日，倘股權投資並非持作買賣用途或收購方於香港財務報告準則第3號業務合併適用的業務合併確認的或然代價，則本集團可不可撤銷地選擇於其他全面收益(「其他全面收益」)中呈列有關股權投資公平值的其後變動。

在下列情況下，金融資產分類為持作買賣：

- 主要為於近期銷售而購入；或
- 該金融資產於初始確認時構成本集團一併管理且具有近期實際短期獲利模式之已識別金融工具組合之一部分；或
- 金融資產為未被指定及有效作為對沖工具之衍生工具。

此外，倘如此可消除或大幅減少會計錯配，則本集團可不可撤銷地指定符合按攤銷成本或按公平值計入其他全面收益(按公平值計入損益計量)計量的金融資產。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other income, gains and losses, net” line item.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產乃使用實際利息法予以確認利息收入。利息收入乃對一項金融資產賬面總額應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總額應用實際利率予以確認。

(ii) 按公平值計入損益之金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量的準則的金融資產乃按公平值計入損益計量。

按公平值計入損益之金融資產按各報告期末的公平值計量，而任何公平值收益或虧損均於損益確認。於損益確認的收益或虧損淨額並不包括就金融資產賺取的任何股息或利息並計入「其他收入、收益及虧損淨額」項目內。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and bills receivables, deposits, other receivables and bank balances and cash) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on trade receivables are assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式對根據香港財務報告準則第9號就須予減值的金融資產(包括應收貿易賬項及應收票據、按金、應收其他賬項及銀行結餘及現金)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來的信貸風險變動。

全期預期信貸虧損指於相關工具預期年內發生的所有可能違約事件所導致的預期信貸虧損。與此相對，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件所導致的部分全期預期信貸虧損。評估根據本集團過往信貸虧損經驗進行，並根據應收賬款特定因素、整體經濟狀況以及於報告日期對當前狀況及未來狀況預測的評估而作出調整。

本集團始終確認應收貿易款項的全期預期信貸虧損。應收貿易款項的預期信貸虧損全部採用具有適當組別的撥備矩陣進行估算。

就所有其他工具而言，本集團計量的虧損撥備相等於12個月預期信貸虧損，除非信貸風險自初步確認以來顯著上升，在此情況下，本集團確認全期預期信貸虧損。應否確認全期預期信貸虧損乃基於自初步確認以來發生違約的可能性或風險有否顯著上升而進行評估。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk

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

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險顯著上升

於評估信貸風險是否自初步確認以來顯著上升時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初步確認日期出現違約的風險。作此評估時，本集團會考慮合理及有理據的定量及定性資料，包括歷史經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否顯著上升時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加、債務人的信貸違約掉期價；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績的實際或預期重大惡化；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著上升(續)

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初步確認以來已顯著上升，除非本集團有合理及有理據的資料證明可予收回則當別論。

儘管上文所述，倘債務工具於報告日期被釐定為具有較低信貸風險，則本集團假設該債務工具之信貸風險自初始確認以來並無顯著上升。債務工具於以下情況下被釐定為具有較低信貸風險：i) 具有低違約風險；ii) 借款人有足夠能力於短期內履行其合約現金流量責任；及iii) 經濟及業務狀況之長期不利變動可能但未必會削弱借款人履行其合約現金流量責任之能力。倘債務工具之內部或外部信貸評級屬國際通用釋義所界定之「投資級別」，則本集團認為該債務工具具有較低信貸風險。

就財務擔保合約而言，本集團成為不可撤銷承擔一方的日期被視為就減值評估進行初始確認之日期，故於估計信貸風險自財務擔保合約初始確認起是否有顯著上升時，本集團考慮指定債務人違約風險的變動。

本集團定期監控用於識別信貸風險是否顯著上升的標準是否有效及適時修訂該等標準，以確保有關標準能於款項逾期前識別信貸風險的顯著上升。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制定或取自外界來源的資料顯示債務人不大可能悉數向其債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

無論上述情形如何，本集團認為，倘金融資產逾期超過90天，則發生違約事件，除非本集團有合理及有理據的資料證明更寬鬆的違約標準更為合適，則作別論。

(iii) 出現信貸減值之金融資產

金融資產在一件或多件事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違約，如拖欠或逾期事件；
- (c) 借款人的貸款人因有關借款人出現財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- (d) 借款人可能破產或進行其他財務重組；或
- (e) 該金融資產的活躍市場因財政困難而消失。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written-off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward-looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) 撇銷政策

本集團於有資料顯示交易對手處於嚴重財務困難且無實際復甦前景時，例如交易對手處於清盤程序或已進入破產程序時，或者就應收貿易賬項而言，相關金額逾期超過兩年(以較早者為準)撇銷金融資產。於計及適用法律意見的情況下，已撇銷的金融資產可仍然受限於根據本集團的收回程序進行的強制執行工作。撇銷構成終止確認事項。任何後續收回款項將於損益確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量乃違約概率、違約損失率(即發生違約的損失程度)及違約風險之函數。違約概率及違約損失率之評估基於過往數據及前瞻性資料。預期信貸虧損之估計體現無偏概率加權金額，以各自發生違約的風險為權重確定。本集團經考慮歷史信貸虧損經驗後使用撥備矩陣估算應收貿易賬項的預期信貸虧損時採用實際權宜之計，並就無需付出過多成本或努力即可得的前瞻性資料作出調整。

一般而言，預期信貸虧損估計為根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額，並按初始確認時釐定之實際利率貼現。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 預期信貸虧損之計量及確認 (續)

就財務擔保合約而言，本集團僅在債務人違約之情況下須根據所擔保金融工具之條款付款。據此，預期信貸虧損為就所引致信貸虧損賠償予持有人之預期付款現值減去本集團預計收取持有人、債務人或任何其他各方之任何款項所得。

對於無法釐定實際利率財務擔保合約之預期信貸虧損，本集團將採用體現當前市場對貨幣時間價值之評估之貼現率及現金流量之特定風險，唯一條件是有關風險乃經調整貼現率而納入，而非調整貼現之現金缺口。

應收貿易賬項之全期預期信貸虧損乃經考慮過往逾期資料及前瞻性宏觀經濟資料等相關信貸資料後按整體基準考慮。

就集體評估而言，於指定分組時，本集團經考慮下列特徵：

- 逾期情況；
- 應收賬項之性質、規模及行業；及
- 外部信貸評級(倘有)。

管理層定期檢討分組情況，以確保各分組的組成部分繼續共有相似之信貸風險特征。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for financial guarantee contracts, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損之計量及確認 (續)

利息收入按金融資產之總賬面值計量，除非金融資產為信貸減值，於此情況下將按金融資產之攤銷成本計量。

除財務擔保合約外，本集團透過調整所有金融工具之賬面值於損益確認彼等之減值收益或虧損，而應收貿易賬項除外，其相應調整乃透過虧損撥備賬確認。

金融資產之終止確認

僅當金融資產現金流量之合約權利屆滿，或本集團將金融資產連同其擁有權之絕大部分風險及回報轉讓予另一實體，本集團方會終止確認該項資產。本集團如並無轉讓或保留擁有權之絕大部分風險及回報，並繼續控制已轉讓之資產，則會確認其於資產之保留權益及可能須支付之相關負債款項。本集團如保留已轉讓金融資產擁有權之絕大部分風險及回報，則會繼續確認金融資產並同時就所得款項確認已抵押借貸。

於終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價之總和之差額於損益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or the Group has the sole discretion to defer payment of distribution and redemption of principal amount indefinitely are classified as equity instruments.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is designated as at FVTPL.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

金融工具(續)

金融負債及股本

分類為債務或股本

根據合約安排之內容及金融負債及股本工具之定義，債務及股本工具乃分類為金融負債或股本。

股本工具

股本工具為任何證明某一實體在扣除一切負債後於資產中有剩餘權益之合約。本公司發行之股本工具按已收所得款項(已扣除直接發行成本)確認。

永久性工具(不包括本集團交付現金或其他金融資產的合約責任或本集團可全權酌情無限期延遲支付分派及贖回本金金額)分類為權益工具。

購回之本公司自身股本工具直接於股本確認及扣減。概無就購入、銷售、發行或註銷本公司自有之股本工具而於損益確認收益或虧損。

金融負債

所有金融負債隨後均按攤銷成本以實際利率法或按公平值計入損益計量。

按公平值計入損益之金融負債

倘金融負債被指定為按公平值計入損益，則該金融負債被分類為按公平值計入損益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Financial liabilities at FVTPL (continued)

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as convertible loan, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, lease liabilities, license fees payables, bank and other borrowings and convertible loan are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策(續)

金融工具(續)

金融負債及股本(續)

按公平值計入損益之金融負債(續)

對於被指定為按公平值計入損益之金融負債，該負債之信貸風險變動導致的金融負債之公平值變動金額於其他全面收入確認，除非確認在其他全面收入中，該負債信貸風險變動之影響會產生或擴大損益中的會計錯配。對於包含嵌入式衍生工具之金融負債(如可換股貸款)，釐定於其他全面收入呈列的金額不包括嵌入式衍生工具之公平值變動。於其他全面收入確認之金融負債信貸風險導致的公平值變動其後不會重新分類至損益，而會於終止確認金融負債時轉至累計虧損。

按攤銷成本計量之金融負債

金融負債(包括應付貿易及其他賬項、租賃負債、應付特許權費、銀行及其他借貸以及可換股貸款)隨後使用實際利息法按攤銷成本計量。

財務擔保合約

財務擔保合約乃要求發行人根據一項債務工具之條款，因特定債務人未能於到期日償還款項而需支付特定款項以補償合約持有人所招致損失之一項合約。財務擔保合約負債初步按彼等公平值計量，之後按以下各項中之最高者計量：

- 按照香港財務報告準則第9號釐定之虧損撥備金額；及
- 初始確認之金額減(如適用)於擔保期內之已確認累計攤銷。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Convertible loan

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible loan is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible loan are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible loan using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3.2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融負債及股本 (續)

可換股貸款

並非以定額現金或其他金融資產交換固定數目的本集團自身股本工具的方式結算的換股選擇權，為換股選擇權衍生工具。

於發行日期，負債部分及衍生工具部分均按公平值確認。於後續期間，可換股貸款的負債部分採用實際利率法以攤銷成本列賬，而衍生工具部分按公平值計量，其公平值變動於損益內確認。

與發行可換股貸款有關的交易成本按其相對公平值的比例分配至債務及衍生工具部分。與衍生工具部分有關的交易成本立即在損益中扣除。與債務部分有關的交易成本計入債務部分的賬面值，並於可換股貸款期間以實際利率法攤銷。

終止確認金融負債

本集團於(且僅於)本集團之義務解除、取消或已到期時終止確認金融負債。已終止確認之金融負債之賬面值與已付及應付代價之間之差額會於損益確認。

4. 關鍵會計判斷及估計不確定性之主要來源

於應用附註3.2所述本集團之會計政策時，董事須就無法即時從其他途徑獲取之資產及負債賬面值作出判斷、估計及假設。有關估計及相關假設乃基於過往經驗及其他被視為相關之因素作出。實際結果或會有別於該等估計。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Going concern and liquidity

As explained in Note 3.1 to the consolidated financial statements, the financial position of the Group indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The assessment of the going concern assumptions involves making judgement by the management, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The management considers that the Group has ability to continue as a going concern and the major conditions that may cast significant doubt about the going concern assumptions are set out in Note 3.1 to the consolidated financial statements.

Loss of control over 寶力優特科技(深圳)有限公司 (Baoli Yota Technologies (Shenzhen) Limited*) ("Baoli Yota")

As stated in Note 41(a) to the consolidated financial statements, on 25 August 2020, the Company has been informed by 中國廣東省深圳市中級人民法院 (the Intermediate People's Court of Shenzhen, Guangdong Province of the People's Republic of China ("PRC")*) (the "SZ Court") that the SZ Court held that the creditor's application complied with the legal requirements and accepted the creditor's application for bankruptcy and liquidation against Baoli Yota. On the same date, the SZ Court has designated a bankruptcy administrator in relation to the bankruptcy and liquidation of Baoli Yota, and the control over Baoli Yota could no longer meet the definition of control in HKFRS 10 Consolidated Financial Statements on that date and Baoli Yota had been deconsolidated on 25 August 2020.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

本集團會持續檢討該等估計及相關假設。會計估計之修訂如僅影響作出修訂之期間，則於該期間確認；有關修訂如影響當前及未來期間，則於修訂期間及未來期間確認。

應用會計政策時的關鍵判斷

以下為董事已於應用本集團會計政策的過程中作出且對綜合財務報表中確認的金額造成最重大影響的關鍵判斷(涉及估計(見下文)者除外)。

持續經營及流動資金

誠如綜合財務報表附註3.1所說明，本集團的財務狀況表明存在可能導致對本集團持續經營的能力提出嚴重質疑的重大不確定性。評估持續經營假設涉及管理層於特定的時間點對就內在而言乃屬不確定的事件或條件的未來結果作出判斷。管理層認為，本集團有能力持續經營，且可能對持續經營假設提出嚴重質疑的主要條件載列於綜合財務報表附註3.1。

喪失對寶力優特科技(深圳)有限公司(「寶力優特」)之控制權

誠如綜合財務報表附註41(a)所述，於二零二零年八月二十五日，本公司獲深圳法院告知，其認為債權人申請符合法律規定及接納債權人針對寶力優特之破產及清盤申請。於同日，深圳法院就寶力優特之破產及清盤指定一名破產管理人，且自當日起對寶力優特的控制權已不再符合香港財務報告準則第10號綜合財務報表之控制權定義，且於二零二零年八月二十五日，寶力優特已終止綜合入賬。

* For identification purpose only

* 僅供識別

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty

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

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit to which goodwill have been allocated which is the higher of the value-in-use or fair value less costs of disposal. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise. 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 financial markets, including potential disruptions of the Group's multi-media and advertising operation.

As at 31 March 2021, pursuant to value-in-use calculation for goodwill (the "Value-In-Use Calculation A"), as at 31 March 2021, the carrying amount of goodwill is approximately HK\$45,935,000 (2020: HK\$54,962,000) (net of accumulated impairment loss of approximately HK\$38,621,000 (2020: HK\$32,293,000)). Detail of the recoverable amount calculation is disclosed in Note 23.

Estimated impairment of intangible assets

Intangible assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

估計不確定性之主要來源

以下為於報告期末有關未來之關鍵假設及估計不確定性之其他主要來源，該等假設可能存在導致對下個財年之資產及負債之賬面值作出重大調整之重大風險。

商譽估計減值

釐定商譽是否出現減值時須估計商譽所獲分配的現金產生單位的可回收金額，乃使用價值或公平值減出售成本的較高者。計算使用價值要求本集團須就預期源自該現金產生單位的日後現金流量及合適的折現率作出估計，以計算現值。若實際未來現金流量低於預期，或由於事實及情況有變導致未來現金流量下調或貼現率上調，則可能會產生重大減值虧損或進一步減值虧損。此外，由於新型冠狀病毒疫情可能如何發展及演變以及金融市場波動存在不確定性(包括本集團的多媒體及廣告經營可能受到中斷)，估計現金流量及貼現率於本年度受到較高程度的估計不確定性影響。

於二零二一年三月三十一日，根據商譽使用價值計算法(「使用價值計算法甲」)，商譽於二零二一年三月三十一日的賬面值約為45,935,000港元(二零二零年：54,962,000港元)(扣除累計減值虧損約38,621,000港元(二零二零年：32,293,000港元))。可回收金額計算詳情於附註23披露。

無形資產之估計減值

無形資產按成本減累計折舊及減值(如有)列賬。釐定資產是否減值時，本集團須就資產減值作出判斷及估計，尤其在於評估：(1) 有否發生可能影響資產價值的事件或任何跡象；(2) 資產的賬面值能否以可收回金額或使用價值(即按照持續使用資產而估計未來現金流量的淨現值)支持；及(3) 估計可收回金額時將採用的適當主要假設(包括現金流量預測及適當貼現比率)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Estimated impairment of intangible assets (continued)

Determining whether intangible assets is impaired requires an estimation of the recoverable amount of intangible assets which is the higher of the value-in-use or fair value less costs of disposal. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the intangible assets and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise. 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 financial markets, including potential disruptions of the Group's multi-media and advertising operation.

As at 31 March 2021, pursuant to the value-in-use calculation for intangible assets (the "Value-In-Use Calculation B") provided by the management, the recoverable amount of the intangible assets exceeds its carrying amount, thus no impairment loss recognised in respect of the intangible assets. As at 31 March 2021, the carrying amount of intangible assets is approximately HK\$34,487,000. Detail of the recoverable amount calculation is disclosed in Note 21.

Provision of ECL for trade receivables and other receivables

The Group uses provision matrix to calculate ECL for the trade receivable under simplified approach. The provision rates are based on aging analysis as groupings of various debtors that have similar loss patterns. The provision matrix is based on internal credit ratings and the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The Group calculates the ECL for the other receivables by grouping the counterparties with similar nature under general approach. The provision rates are based on internal credit ratings and taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade and other receivables are disclosed in Notes 6(b) and 25 respectively.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

估計不確定性之主要來源(續)

無形資產之估計減值 (續)

釐定商譽及其他無形資產是否減值須對商譽及其他無形資產的可回收金額作出估計，即使用價值與公平值減出售成本的較高者。使用價值的計算需要本集團估計預期將於無形資產的未來現金流量及適當的折現率，以計算現值。倘未來實際現金流量低於預期，或事實及情況有變以致未來現金流量下調或貼現率上調，則可能產生重大減值虧損或進一步的減值虧損。此外，由於不確定新型冠狀病毒肺炎疫情的發展及演變，以及金融市場的波動，估計現金流量和貼現率於本年度將更難預測，包括本集團多媒體及廣告營運可能發生的中斷。

於二零二一年三月三十一日，根據管理層提供的無形資產使用價值計算法（「使用價值計算法乙」），無形資產的可收回金額超過其賬面值，因此並無就無形資產確認減值虧損。於二零二一年三月三十一日，無形資產的賬面值約為34,487,000港元。可收回金額計算方式詳情於附註21披露。

應收貿易及其他賬項之預期信貸虧損撥備

本集團根據簡化方法使用撥備矩陣計算應收貿易賬項的預期信貸虧損。撥備率乃基於賬齡分析將具有類似虧損模式的多個債務人分類組別。撥備矩陣基於內部信用評級及本集團的歷史違約率計算，並考慮無需過度的成本或努力而可獲得的合理及有理據的前瞻性資料。在各報告日期，歷史觀測到的違約率會重新評估，並考慮前瞻性資料的變動。

本集團根據一般方法對類似性質的對手方進行分組，計算應收其他賬項的預期信貸虧損。撥備率乃基於內部信用評級及計及無需過度的成本或努力即可獲得的合理及有理據的前瞻性資料。於各報告日期，均考慮到前瞻性資料的變動。

預期信貸虧損的撥備對估計的變化比較敏感。有關預期信貸虧損及本集團應收貿易賬項及應收票據以及應收其他賬項的資料分別載於附註6(b)及25。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Estimated impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. The recoverable amount of those property, plant and equipment was determined based on cost approach. The cost approach is based on the current cost to recreate or duplicate the asset less an appropriate allowance for depreciation from physical, functional, and economic. Incorporated in the cost approach is the economic principle of substitution that states an informed purchaser would pay no more for a property than the cost of purchasing or producing a substitute property with the same utility as the property. In determining the recoverable amount of those right-of-use assets, the depreciated replacement cost approach is based on an estimate of the market value for the existing use of the land, plus the current cost of replacement of the existing structures less deductions for physical deterioration and all relevant forms of obsolescence and optimisation. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use), the Group estimates the recoverable amount of the cash generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated.

As at 31 March 2021, the carrying amounts of right-of-use assets and property, plant and equipment subject to impairment assessment were approximately HK\$8,264,000 and HK\$5,470,000 (2020: HK\$11,197,000 and HK\$6,699,000) respectively. The recoverable amount of the property, plant and equipment and right-of-use assets exceeds its carrying amount, thus no impairment loss recognised in respect of the property, plant and equipment and right-of-use assets. Details of the impairment of right-of-use assets and property, plant and equipment are disclosed in notes 19 and 18, respectively.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

估計不確定性之主要來源(續)

物業、廠房、設備及使用權資產之估計減值

物業、廠房及設備以及使用權資產按成本減累計折舊及減值(如有)列賬。該等物業、廠房及設備之可收回金額按成本法釐定。成本法乃根據重新創造或複製資產之當前成本減因物理、功能及經濟原因導致之適當折舊撥備計算。成本法納入替代之經濟原則，其載明：知情買家將不會就一項物業支付超出購買或產生一項與該物業具相同效用之替代物業之成本。於釐定該等使用權資產之可收回金額時，折舊重置成本法乃根據土地現用途之估計市值，另加現有構築物之當前重置成本，減去有關外在損耗及所有相關形式之陳舊及優化之扣減計算。倘無法估計個別資產的可回收金額(包括使用權)，本集團將估計該資產所屬現金產生單位之可回收金額，包括分配公司資產(若可以確定合理一致的分配基準)，否則可回收金額按最小現金產生單位組別釐定，其相關公司資產已獲分配。

於二零二一年三月三十一日，須進行減值評估的使用權資產及物業、廠房及設備的賬面值分別約為8,264,000港元及5,470,000港元(二零二零年：11,197,000港元及6,699,000港元)。物業、廠房及設備以及使用權資產的可收回金額超過其賬面值，故概無就物業、廠房及設備以及使用權資產確認減值虧損。使用權資產及物業、廠房及設備詳情分別於附註19及18披露。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Deferred tax asset

As at 31 March 2021, a deferred tax asset of approximately HK\$1,348,000 (2020: HK\$Nil) in relation to unused tax losses for certain operating subsidiaries has been recognised in the consolidated statement of financial position. No deferred tax asset has been recognised on the tax losses of approximately HK\$482,342,000 due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially in the current year given the significant uncertainty on the potential disruption of Group's Multi-media technologies business due to the COVID-19 pandemic. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

Fair value measurement of financial instruments

As at 31 March 2021, the Group's derivative component of convertible loan amounting to approximately HK\$142,000 (2020: HK\$84,000) are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Whilst the Group considers these valuations are the best estimates, the ongoing COVID-19 pandemic has resulted in greater market volatility and may cause further disruptions to the issuer's businesses, which have led to higher degree of uncertainties in respect of the valuations in the current year. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. See Notes 6(c) and 33 for further disclosures.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

估計不確定性之主要來源(續)

遞延稅項資產

於二零二一年三月三十一日，有關就若干經營附屬公司未動用稅項虧損的遞延稅項資產約1,348,000港元(二零二零年：零港元)已於綜合財務狀況表確認。由於未來溢利流向不可預測，並無就稅項虧損約482,342,000港元確認遞延稅項資產。遞延稅項資產是否可實現主要取決於足夠未來溢利或應課稅暫時差額於未來是否可得，由於新冠病毒疫情，其乃估計不確定性的主要來源，尤其在本年度，鑒於本集團多媒體技術業務可能中斷的重大不確定性。倘產生實際未來應課稅利潤比預期少或多，或因事實及情況變動導致對未來應課稅溢利估計的修訂，可能出現重大撥回或進一步確認遞延稅項資產，這可能於發生撥回或進一步確認的期內於損益內確認。

金融工具的公平值計量

於二零二一年三月三十一日，本集團按公平值計量的可換股貸款衍生部分約142,000港元(二零二零年：84,000港元)乃使用估值技術基於重大不可觀察輸入數據釐定。於確定相關估值技術及其相關輸入數據時，需要作出判斷及估計。儘管本集團認為該等估值為最佳估計，持續的新冠新冠病毒疫情已導致更大的市場波動並可能造成發行人業務的進一步混亂，這已導致本年度估值較高的不確定性。有關該等因素的假設的變動可能導致該等工具公平值的重大調整。進一步披露請參閱附註6(c)及附註33。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

5. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose the Group defines net debt as total debt (which include trade and other payables, contract liabilities, lease liabilities, license fees payables, bank and other borrowings and convertible loan) less bank balances and cash. Adjusted capital comprises all components of equity. The Group's policy is to keep that ratio at a reasonable level.

The net debt-to-adjusted capital ratios as at 31 March 2021 and 2020 are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade and other payables	應付貿易及其他賬項	300,024	237,970
Contract liabilities	合約負債	42,732	26,543
Lease liabilities	租賃負債	812	4,398
License right fees payable	應付特許權費	23,942	52,396
Bank and other borrowings	銀行及其他借貸	297,244	269,359
Convertible loan	可換股貸款	10,442	9,493
Total debt	債務總額	675,196	600,159
Less: bank balances and cash	減：銀行結餘及現金	(10,063)	(2,715)
Net debt	債務淨額	665,133	597,444
Adjusted capital — Total deficit	經調整資本 — 虧絀總額	(540,164)	(430,491)
Net debt-to-adjusted capital ratio	債務淨額對經調整資本比率	(123%)	(139%)

Neither the Company nor any of its subsidiaries are subject to either internally or externally imposed capital requirements.

5. 資本風險管理

本集團資本管理之主要目的是通過對產品及服務作出與風險水平相稱之定價，以及以合理成本取得融資，來保障本集團按持續經營基準繼續營運之能力，以持續為股東帶來回報，同時兼顧其他持份者之利益。

本集團積極地定期檢討及管理其資本架構，以在為股東帶來較高回報(可能產生較高水平借貸)與良好資本狀況之優勢及穩定性之間保持平衡，並按照經濟狀況之變動調整其資本架構。

與行業慣例一致，本集團按照債務淨額對經調整資本比率基準監控其資本架構。就此而言，本集團將債務淨額界定為債務總額(其包括應付貿易及其他賬項、合約負債、租賃負債、應付特許權費、銀行及其他借貸以及可換股貸款)減去銀行結餘及現金。經調整資本包括所有權益部分。本集團之政策乃將該比率保持在合理水平。

於二零二一年及二零二零年三月三十一日之債務淨額對經調整資本比率如下：

本公司或其任何附屬公司概無受內部或外界施加之資本規定所規限。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets	金融工具		
FVTPL	按公平值計入損益		
Mandatorily measured at FVTPL	強制按公平值計入損益計量		
— Held-for-trading	— 持作買賣	224	512
Loan and receivables (including bank balances and cash):	貸款及應收賬項(包括銀行結餘及現金):		
— Trade and other receivables	— 應收貿易及其他賬項	24,226	43,749
— Bank balances and cash	— 銀行結餘及現金	10,063	2,715
		34,289	46,464
		34,513	46,976
Financial liabilities	金融負債		
At amortised cost:	按攤銷成本:		
— Trade and other payables	— 應付貿易及其他賬項	300,024	237,970
— Lease liabilities	— 租賃負債	812	4,398
— Convertible loan	— 可換股貸款	10,442	9,493
— License right fees payables	— 應付特許權費	23,942	52,396
— Bank and other borrowings	— 銀行及其他借貸	297,244	269,359
		632,464	573,616

(b) Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, trade and other receivables, bank balances and cash, trade and other payables, lease liabilities, convertible loan, license right fees payables and bank and other borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(b) 財務風險管理目標及政策

本集團之主要金融工具包括按公平值計入損益之金融資產、應收貿易及其他賬項、銀行結餘及現金、應付貿易及其他賬項、租賃負債、可換股貸款、應付特許權費以及銀行及其他借貸。該等金融工具之詳情於相關附註披露。與該等金融工具相關之風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。有關如何減低該等風險之政策載於下文。本集團管理層管理及監控有關風險，以確保能及時有效地採取適當措施。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk

(i) Currency risk

The Group mainly operates in Hong Kong and PRC with most of the transactions denominated and settled in HK\$ and Renminbi (“RMB”).

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group’s foreign currency denominated monetary assets and monetary liabilities at the end of reporting period, that are denominated in currencies other than the functional currency of the relevant group entities, are as follows:

	Liabilities		Assets	
	2021	2020	2021	2020
	二零二一年	二零二零年	二零二一年	二零二零年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
United States Dollar (“USD”) 美元(「美元」)	15,797	15,797	30	—

Sensitivity analysis

The Group is mainly exposed to the foreign currency risk of USD.

敏感度分析

本集團主要面對美元之外幣風險。

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險

(i) 貨幣風險

本集團主要於香港及中國運作，大部分交易以港元及人民幣(「人民幣」)計值及結算。

本集團目前並無外幣對沖政策。然而，管理層會監察所面對之外幣風險，並將於有需要時考慮對沖重大外幣風險。

本集團以外幣(即相關集團實體功能貨幣以外之貨幣)計值之貨幣資產及貨幣負債於報告期末之賬面值如下：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies

(continued)

Market risk (continued)

(i) Currency risk (continued)

Sensitivity analysis (continued)

The following table details the Group's sensitivity to a 5.0% (2020: 5.0%) increase and decrease in HK\$ against USD. A 5.0% (2020: 5.0%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translations at the end of the reporting period for a 5.0% (2020: 5.0%) change in foreign currency rates. A positive number below indicates a decrease in post-tax loss where HK\$ strengthens 5.0% (2020: 5.0%) against USD. For a 5.0% (2020: 5.0%) weakening of HK\$ against USD there would be an equal and opposite impact on the post-tax loss and the balances below would be negative.

Decrease in loss
— USD Impact

虧損減少
— 美元影響

2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元

788

790

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances, margin account payable and variable-rate other borrowings, and exposed to fair value interest rate risk in relation to lease liabilities, license fees payables, fixed-rate bank borrowing, fixed-rate other borrowings, fixed-rate placing notes and convertible loan. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析(續)

下表詳述本集團對港元兌美元升值及貶值5.0% (二零二零年: 5.0%)之敏感度。5.0% (二零二零年: 5.0%)為內部向主要管理人員匯報外幣風險時使用之敏感度比率, 亦指管理層對外匯匯率可能出現之合理變動之評估。敏感度分析僅包括以外幣計值之未結算貨幣項目, 並於報告期末按5.0% (二零二零年: 5.0%)之外匯匯率變動調整換算。下文正數顯示倘港元兌美元升值5.0% (二零二零年: 5.0%), 則稅後虧損減少。倘港元兌美元貶值5.0% (二零二零年: 5.0%), 則稅後虧損將出現相等而相反之影響, 而下文之結餘將為負數。

(ii) 利率風險

本集團面對有關浮息銀行結餘、應付孖展賬戶款項及其他浮息借貸之現金流量利率風險, 並面對有關租賃負債、應付特許權費、定息銀行借貸、其他定息借貸、定息配售票據及可換股貸款之公平值利率風險。本集團的目標是保持浮息借貸。本集團根據利率水平及前景評估任何利率變動所產生的潛在影響, 以管理其利率風險。管理層將審核定息及浮息的借貸比例, 並確保其在合理範圍內。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies

(continued)

Market risk (continued)

(ii) Interest rate risk (continued)

Total interest income from financial assets that are measured at amortised cost:

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets at amortised cost	180	155

Interest expense on financial liabilities not measured at FVTPL:

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial liabilities at amortised cost	33,423	43,138

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for margin account payable and variable-rate other borrowings at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2020: 50 basis points) increase or decrease in variable rates of other borrowings is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the Directors consider that the exposure of cash flow interest rate risk arising from variable rate bank balances is insignificant.

If interest rates had been 50 basis points (2020: 50 basis points) higher/lower for margin account payable and variable-rate other borrowings and all other variables were held constant, the post-tax loss for the year ended 31 March 2021 would increase/decrease by approximately HK\$939,000 (2020: HK\$822,000).

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

來自按攤銷成本計量之金融資產的利息收入總額：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets at amortised cost	180	155

並非按公平值計入損益計量之金融負債的利息開支：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial liabilities at amortised cost	33,423	43,138

敏感度分析

以下敏感度分析乃基於報告期末所面對應付孖展賬戶款項及其他浮息借貸之利率風險釐定。編製該分析時乃假設於報告期末之未結算金融工具於整個年度均未結算。內部向主要管理人員匯報利率風險時已使用50個基點(二零二零年：50個基點)之其他借貸浮動利率升幅或跌幅，而此亦為管理層對利率可能出現之合理變動之評估。由於董事認為浮息銀行結餘所產生之現金流量利率風險並不重大，故敏感度分析已剔除有關銀行結餘。

倘應付孖展賬戶款項及其他浮息借貸利率上調/下調50個基點(二零二零年：50個基點)，而所有其他變數維持不變，則截至二零二一年三月三十一日止年度之稅後虧損將增加/減少約939,000港元(二零二零年：822,000港元)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(iii) Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the reporting date. If the prices of the respective equity instruments had been 10.0% higher/lower, post-tax loss for the year ended 31 March 2021 would decrease/increase by approximately HK\$22,000 (2020: HK\$51,000) as a result of the changes in fair value of financial assets at fair value through profit or loss.

Operational risk assessment

During the year ended 31 March 2021, the Group's exposure to operational risk is primarily attributable to heavy reliance on two (2020: one) major customers located in PRC for the segment of multi-media technologies business. These major customers accounted for approximately HK\$41,557,000 or 75.6% (2020: approximately HK\$22,516,000 or 45.7%) of the Group's total revenue for the year ended 31 March 2021. The Directors will continue closely monitoring the performance and financial position of this major customer to avoid any adverse impact on the Group's financial position.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposure are primarily attributable to trade and bills receivables, other receivables and deposits, amounts due from former associates and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(iii) 其他價格風險

本集團就其於上市股本證券之投資面對股本價格風險。此外，本集團已委派一支特別團隊監察價格風險，並將於有需要時考慮對沖所面對之風險。

敏感度分析

以下敏感度分析乃基於報告日期所面對之股本價格風險釐定。倘各項股本工具之價格上升/下跌10.0%，則截至二零二一年三月三十一日止年度之稅後虧損將減少/增加約22,000港元(二零二零年：51,000港元)，是源於按公平值計入損益之金融資產之公平值變動。

經營風險評估

截至二零二一年三月三十一日止年度，本集團面臨的經營風險主要歸因於在多媒體技術業務分部嚴重依賴位於中國的兩名(二零二零年：一名)主要客戶。該等主要客戶佔本集團截至二零二一年三月三十一日止年度的總收入約41,557,000港元或75.6%(二零二零年：約22,516,000港元或45.7%)。董事將繼續密切監察該主要客戶的表現及財務狀況，以避免對本集團的財務狀況造成任何不利影響。

信貸風險及減值評估

信貸風險指本集團之交易對手違背其合約責任而給本集團造成財務損失之風險。本集團面臨的信貸風險主要歸因於應收貿易賬項及應收票據、應收其他賬項及按金、應收前聯營公司款項及銀行結餘。本集團並無持有任何抵押品或其他信貸增強措施以涵蓋與其金融資產相關之信貸風險。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment are summarised as below:

Trade receivables arising from contracts with customers

Credit sales are made to selected customers with good credit history. The Group reviews the credit terms of trade receivables from time to time and allows credit terms to well-established customers 30 days. Efforts are made to maintain strict control over outstanding receivables and overdue balances are reviewed regularly by management. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

At 31 March 2021 and 2020, the Group has no concentration of credit risk on trade receivables from the largest customer.

At 31 March 2021, trade receivables from the five largest customers amounting to approximately HK\$2,271,000 (2020: approximately HK\$4,546,000), representing approximately 71.7% (2020: approximately 40.2%) of the total gross trade receivables.

At 31 March 2021, the Group's concentration of credit risk by geographical location is in the PRC as 100% (2020: 100%) of total gross trade receivables are arisen in the PRC.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

本集團根據預期信貸虧損模式對金融資產及其他項目進行減值評估。本集團信貸風險管理、最高信貸風險及相關減值評估之資料概述如下：

與客戶簽訂合約產生的應收貿易賬項
信貸銷售向具良好信貸記錄之選定客戶作出。本集團不時檢討應收貿易賬項之信貸期，並向優質客戶提供30日之信貸期。管理層竭力對未償還之應收賬項及逾期結餘採取嚴謹之監控措施。就此而言，董事認為本集團的信貸風險已大幅減少。

於二零二一年及二零二零年三月三十一日，本集團並無擁有來自最大客戶的應收貿易賬項的信貸集中風險。

於二零二一年三月三十一日，來自五大客戶的應收貿易賬項約為2,271,000港元(二零二零年：約4,546,000港元)，相當於應收貿易賬項總額約71.7%(二零二零年：約40.2%)。

於二零二一年三月三十一日，本集團按地理位置劃分的信貸集中風險位於中國，原因是應收貿易賬項總額的100%(二零二零年：100%)乃在中國產生。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies

(continued)

Credit risk and impairment assessment (continued)

Trade receivables arising from contracts with customers (continued)

In addition, the Group performs impairment assessment under ECL model on trade receivables collectively. The trade receivables are grouped under a provision matrix based on shared credit risk characteristics by reference to repayment histories for recurring customers and current past due exposure for the new customers. The Group has policies in place to ensure that credit terms are made to counterparties with an appropriate credit history and the management performs ongoing credit evaluations of its counterparties. The credit period granted to the customers and the credit quality of these customers is assessed, which takes into account their financial position, past experience and other factors. Credit limits granted to customers are reviewed periodically. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. Reversal of impairment loss on trade receivable approximately HK\$35,000 (2020: impairment loss, net of reversal, approximately HK\$5,796,000) is recognised based on the provision matrix during the year. Details of the quantitative disclosures are set out below in this note.

Bills receivables and bank balances

Credit risk on bills receivables and bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for bills receivables and bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bills receivables and bank balances is considered to be insignificant and therefore no loss allowance was recognised.

Amounts due from former associates

The Group regularly monitors the business performance of the former associates. The Group's credit risks in these balances are mitigated through the value of the assets held by these entities and the power to participate or jointly control the relevant activities of these entities. The management believes that there are significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. The amounts due from the former associates have been fully impaired in prior years. During the year ended 31 March 2021, the Directors are of the view the amounts due from the former associates has no realistic prospect of recovery and considers that it is appropriate to written-off the amounts.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

與客戶簽訂合約產生的應收貿易賬項 (續)

此外，本集團根據預期信貸虧損模式對應收貿易賬項共同進行減值評估。應收貿易賬項乃根據共同信貸風險特徵，並參考經常性客戶的還款歷史及新客戶的當前逾期風險在簡化撥備矩陣內進行分組。本集團落實政策，以確保向具備適當信貸歷史的對手方授出信貸期，且管理層持續進行對手方的信貸評估。參考客戶的財務狀況、過往經驗及其他因素後，本集團評估向客戶授出的信貸期及該等客戶的信貸質量。本集團亦定期檢討向客戶授出的信貸限額，並實施其他監督程序，以確保採取跟進行動回收逾期債項。於年內，根據撥備矩陣確認之應收貿易賬項減值虧損之撥回約為35,000港元(二零二零年：減值虧損(扣除撥回)約5,796,000港元)。定量披露之詳情載於本附註下文內容。

應收票據及銀行結餘

應收票據及銀行結餘的信貸風險有限，因為對手方為國際信貸評級機構給予高信貸評級且信譽良好的銀行。本集團評估銀行結餘的12個月預期信貸虧損時參考與外部信貸評級機構公佈的各信用評級等級的違約概率及違約虧損率有關的資料。根據平均虧損率，應收票據及銀行結餘的12個月預期信貸虧損被認為不重大，因而並無確認虧損撥備。

應收前聯營公司款項

本集團定期監察前聯營公司的業務表現。透過該等實體持有之資產價值及有權參與或共同控制該等實體的相關活動，以減低本集團該等結餘之信貸風險。管理層相信，該等款項的信貸風險自初步確認已大幅上升，且本集團已基於12個月預期信貸虧損計提減值撥備。應收前聯營公司款項已於過往年度悉數減值。截至二零二一年三月三十一日止年度，董事認為應收前聯營公司款項並無實際復甦前景並認為撇銷款項屬恰當。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Other receivables and deposits

For other receivables and deposits, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised based on significant increases in the likelihood or risk of a default occurring since initial recognition. The Group have assessed and concluded that the risk of default rate for the other instruments are steady based on the Group assessment of the financial health of the counterparties.

Reversal of impairment loss, net of impairment loss approximately HK\$963,000 (2020: impairment loss, net of reversal approximately HK\$668,000 is recognised during the year.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 應收貿易賬項	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手違約風險低，且並無任何逾期款項	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減值	12m ECL 12個月預期信貸虧損
Watch list 監察名單	Debtor frequently repays after due dates but usually settle in full 債務人經常於逾期後還款，但通常悉數還清	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 內部或外部資料來源所得信息顯示，信貸風險自初始確認以來顯著增加	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減值	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 並無出現信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據表明資產已出現信貸減值	Lifetime ECL — credit-impaired 全期預期信貸虧損 — 出現信貸減值	Lifetime ECL — credit-impaired 全期預期信貸虧損 — 出現信貸減值
Write-off 攤銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明債務人陷入嚴重財務困難，而本集團並無實際可收回預期	Amount is written off 有關款項被撇銷	Amount is written off 有關款項被撇銷

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收其他賬項及按金

就應收其他賬項及按金而言，本集團計量虧損撥備等於12個月預期信貸虧損，除非初始確認後信貸風險顯著增加，則本集團確認全期預期信貸虧損。本集團根據自初始確認後發生違約的可能性或風險是否顯著增加，評估是否應確認全期預期信貸虧損。本集團根據本集團對交易對手財務狀況的評估，得出其他工具的違約率風險穩定的結論。

年內確認減值虧損之撥回(扣除減值虧損)約963,000港元(二零二零年：減值虧損(扣除撥回)約668,000港元)。

本集團之內部信貸風險評級評估包括以下類別：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The table below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

2021	Note	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amount
二零二一年	附註	外部信貸 評級	內部信貸 評級	12個月或全期預期 信貸虧損	賬面總額 HK\$'000 千港元
Financial assets at amortised costs					
按攤銷成本計量之金融資產					
Bank balances 銀行結餘	27	AA+	N/A 不適用	12m ECL 12個月預期信貸虧損	9,972
Other receivables and deposits 應收其他賬項及按金	25	N/A 不適用	(Note 1) (附註1)	12m ECL 12個月預期信貸虧損 Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值)	18,875 885
					19,760
Trade receivables 應收貿易賬項	25	N/A 不適用	(Note 2) (附註2)	Lifetime ECL (Provision matrix) 全期預期信貸虧損 (撥備矩陣)	3,170
Bills receivables 應收票據	25	AAA	N/A 不適用	12m ECL 12個月預期信貸虧損	1,717

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表詳述本集團須進行預期信貸虧損評估之金融資產的信貸風險：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

2020	Note	External credit rating 外部信貸 評級	Internal credit rating 內部信貸 評級	12-month or lifetime ECL 12個月或全期預期 信貸虧損	Gross carrying amount 賬面總額 HK\$'000 千港元
Financial assets at amortised costs 按攤銷成本計量之金融資產					
Bank balances 銀行結餘	27	AA+	N/A 不適用	12m ECL 12個月預期信貸虧損	2,402
Other receivables and deposits	25	N/A	(Note 1) (附註1)	12m ECL 12個月預期信貸虧損	38,842
應收其他賬項及按金		不適用	(附註1)	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值)	2,933
					41,775
Trade receivables 應收貿易賬項	25	N/A 不適用	(Note 2) (附註2)	Lifetime ECL (Provision matrix) 全期預期信貸虧損 (撥備矩陣)	11,307
Amounts due from former associates 應收前聯營公司款項	22	N/A 不適用	(Note 3) (附註3)	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值)	625,937

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes:

- 1) For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註:

- 1) 就內部信貸風險管理而言，本集團使用逾期資料評估信貸風險自初步確認以來是否已大幅上升。

		Past due	Not past due/ No fixed repayment terms	Total
		逾期	非逾期/無固定 償還期	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
2021	二零二一年			
Other receivables and deposits	應收其他賬項及按金	885	18,875	19,760
2020	二零二零年			
Other receivables and deposits	應收其他賬項及按金	2,933	38,842	41,775

- 2) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines ECL on trade receivables on a collective basis, grouped by shared credit risk characteristics and the historical observed default rates adjusted by forward looking estimates.

- 2) 就應收貿易賬項而言，本集團已應用香港財務報告準則第9號中的簡化方法按全期預期信貸虧損計量虧損撥備。本集團按貿易應收款項按集體基準釐定預期信貸虧損，按共同信貸風險特徵及經前瞻性估計調整的過往觀察到的違約率作出分組。

- 3) To measure the ECL, amounts due from former associates have been assessed individually. As stated in Note 22(b) to the consolidated financial statements, after taking into account of the order, the winding up petition and the net liabilities of Yota, the Directors are of the view that a full impairment on amounts due from associate of the Group should be made to reflect the current condition of Yota.

- 3) 為計量預期信貸虧損，應收前聯營公司賬項已單獨評估。如綜合財務報表附註22(b)所述，經計及順序、清盤呈請及Yota的淨負債，董事認為應收本集團聯營公司款項全額減值以反映Yota的現狀。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers because those customers have common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on a collective basis by using provision matrix with lifetime ECL.

31 March 2021

		Trade receivables 應收貿易賬項			
		Days past due 逾期天數			Total 總計
		Current 即期	1-90 days 1至90天	> 90 days >90天	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Total gross carrying amount	賬面總值	648	28	2,494	3,170
Average loss rate	平均虧損率	0.00%	0.00%	0.00%	
Expected credit loss	預期信貸虧損	—	—	—	—

31 March 2020

		Trade receivables 應收貿易賬項			
		Days past due 逾期天數			Total 總計
		Current 即期	1-90 days 1至90天	> 90 days >90天	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Total gross carrying amount	賬面總值	427	1,780	9,100	11,307
Average loss rate	平均虧損率	0.12%	1.91%	68.74%	
Expected credit loss	預期信貸虧損	1	34	6,256	6,291

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

作為本集團信貸風險管理的一部分，本集團利用債務人的賬齡為其客戶進行減值評估，因為該等客戶具有共同的風險特徵，而這些特徵代表客戶有能力按照合同條款支付所有到期款項。下表提供有關採用有全期預期信貸虧損撥備矩陣按集體基準進行評估的應收貿易賬項之信貸風險的資料。

二零二一年三月三十一日

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. Due to greater financial uncertainty triggered by the COVID-19 pandemic, the Group has increased the expected loss rates in the current year as there is higher risk that a prolonged pandemic could lead to increased credit default rates.

As at 31 March 2021, reversal of impairment loss on trade receivable approximately HK\$35,000 (2020: impairment loss, net of reversal, approximately HK\$5,796,000) is recognised based on the provision matrix during the year.

The following tables shows the reconciliation of loss allowance that has been recognised for trade receivables under simplified approach:

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

估計虧損率乃於債務人預計年期內根據過往觀察所得的違約率估計，並就無需付出過多成本或努力即可獲得的前瞻性資料作出調整。管理層定期檢討分類情況，以確保特定債務人的相關資料已獲更新。由於新冠肺炎疫情引致更大的財務不確定性，本集團已上調本年度的預期虧損率，原因為疫情持續不退很可能導致信貸違約率上升。

於二零二一年三月三十一日，已根據年內撥備矩陣確認應收貿易賬項減值虧損之撥回約35,000港元(二零二零年：減值虧損(扣除撥回值)約5,796,000港元)。

下表顯示已根據簡化方法就應收貿易賬項確認之虧損撥備對賬：

		Lifetime ECL (not credit-impaired) 全期預期信貸 虧損(並無出 現信貸減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 全期預期信貸 虧損(出現 信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	97	709	806
Changes due to financial instruments recognised as at 1 April 2019:	因於二零一九年四月一日 確認的金融工具而發生 變動：			
— Impairment losses recognised	— 已確認之減值虧損	—	4,971	4,971
— Impairment losses reversed	— 已撥回之減值虧損	(97)	(37)	(134)
— Written-off	— 撇銷	—	(311)	(311)
New financial assets originated or purchased	源生或購買的新金融資產	35	924	959
At 31 March 2020	於二零二零年三月三十一日	35	6,256	6,291
Changes due to financial instruments recognised as at 1 April 2020:	因於二零二零年四月一日 確認的金融工具而發生 變動：			
— Impairment losses reversed	— 已撥回之減值虧損	(35)	—	(35)
— Written-off	— 撇銷	—	(6,256)	(6,256)
At 31 March 2021	於二零二一年三月三十一日	—	—	—

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Changes in the loss allowance for trade receivables are mainly due to:

No realistic prospect of recovery 並無實際收回可能

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收貿易賬項虧損撥備的變動主要因以下各項所致：

2021 二零二一年 Decrease 減少	
Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (並無出現信貸減值) HK\$'000 千港元	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值) HK\$'000 千港元

	—	(6,256)
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2020 二零二零年 Increase (decrease) 增加(減少)	
Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (並無出現信貸減值) HK\$'000 千港元	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值) HK\$'000 千港元

Further impairment made for credit-impaired trade receivables	就信貸減值的應收貿易賬項作出的進一步減值	—	4,971
No realistic prospect of recovery	並無實際收回可能	—	(311)
New trade receivables with gross carrying amount of approximately HK\$3,551,000	總賬面值約3,551,000港元的新貿易應收款項	35	924

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies

(continued)

Credit risk and impairment assessment (continued)

The following tables shows the reconciliation of loss allowance that has been recognised for other receivables and deposits:

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表顯示已就應收其他賬項及按金確認的虧損撥備對賬：

		12m ECL (not credit- impaired) 12個月預期 信貸虧損 (並無出現 信貸減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (出現 信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	50	2,324	2,374
Changes due to financial instruments recognised as at 1 April 2019:	因於二零一九年四月一日確認的金融工具而發生變動			
— Impairment losses recognised	— 已確認之減值虧損	—	780	780
— Impairment losses reversed	— 已撥回之減值虧損	(50)	(1,339)	(1,389)
New financial assets originated or purchased	源生或購買的新金融資產	1,277	—	1,277
At 31 March 2020	於二零二零年三月三十一日	1,277	1,765	3,042
Changes due to financial instruments recognised as at 1 April 2020:	因於二零二零年四月一日確認的金融工具而發生變動			
— Impairment losses recognised	— 已確認減值虧損	—	188	188
— Impairment losses reversed	— 已撥回減值虧損	(1,277)	(102)	(1,379)
— Written-off	— 撇銷	—	(1,660)	(1,660)
New financial assets originated or purchased	源生或購買的新金融資產	228	—	228
Exchange realignment	匯兌調整	—	2	2
At 31 March 2021	於二零二一年三月三十一日	228	193	421

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Changes in the loss allowance for other receivables and deposits are mainly due to:

		2021 二零二一年	
		Increase (decrease) 增加(減少)	
		12m ECL (not credit-impaired) 12個月預期信貸 虧損(並無出現 信貸減值) HK\$'000 千港元	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值) HK\$'000 千港元
Settlement in full of other receivables and deposits with gross carrying amount of approximately HK\$29,073,000	悉數結算總賬面值約29,073,000港元的 應收其他賬項及按金	(1,277)	(102)
Further impairment made for credit-impaired other receivables and deposits	就信貸減值應收其他賬項及按金的進一步減值	—	188
No realistic prospect of recovery	並無實際收回可能	—	(1,660)
New other receivables and deposits with gross carrying amount of approximately HK\$11,075,000	總賬面值約11,075,000港元 的新應收其他賬項及按金	228	—
		<u>228</u>	<u>—</u>

		2020 二零二零年	
		Increase (decrease) 增加(減少)	
		12m ECL (not credit-impaired) 12個月預期信貸 虧損(並無出現 信貸減值) HK\$'000 千港元	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值) HK\$'000 千港元
Settlement in full of other receivables and deposits with gross carrying amount of approximately HK\$18,199,000	悉數結算總賬面值約18,199,000港元的 應收其他賬項及按金	(50)	(1,339)
Further impairment made for credit-impaired other receivables and deposits	就信貸減值的應收其他賬項及按金作出的進一步減值	—	780
New other receivables and deposits with gross carrying amount of approximately HK\$29,073,000	總賬面值約29,073,000港元 的新應收其他賬項及按金	1,277	—
		<u>1,277</u>	<u>—</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The following tables shows the reconciliation of loss allowance that has been recognised for amounts due from former associates:

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表顯示已就應收前聯營公司款項確認的虧損撥備對賬：

		Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值) HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	633,551
Exchange realignment	匯兌調整	(7,614)
As at 31 March 2020	於二零二零年三月三十一日	625,937
Written-off	撇銷	(625,937)
As at 31 March 2021	於二零二一年三月三十一日	—

Changes in the loss allowance for amounts due from former associates are mainly due to:

應收前聯營公司款項虧損撥備的變動主要因以下各項所致：

	Decrease in Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值)減少	
	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
No realistic prospect of recovery	(625,937)	—
並無實際收回可能	(625,937)	—

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the management when the borrowings exceed certain pre-determined levels of authority. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group aims to maintain flexibility in funding by keeping committed credit lines available and sufficient bank deposits to meet short-term cash requirements.

The Group is exposed to liquidity risk as the Group had net current liabilities of approximately HK\$625,226,000 as at 31 March 2021. The liquidity of the Group primarily depends on the future funding being available and the ability of the Group to meet its financial obligations as they fall due. Details of which are set out in Note 3.1 to the consolidated financial statements.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, margin account payable and certain fixed-rate other borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the lenders choosing to exercise their rights.

The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險

本集團旗下各營運實體須負責其本身的現金管理，包括現金盈餘之短期投資和籌借貸款以應付預期之現金需求，惟倘借貸超逾獲授權之若干預定水平，則須經管理層批准，方可作實。審慎之流動資金風險管理意味著維持充裕現金及有價抵押品、透過充足之已承諾信貸融資金額提供資金及有能力將市場倉盤平倉。本集團旨在透過維持可供動用之已承諾信貸，以保持資金之靈活性，並具備充裕之銀行存款，以應付短期現金需要。

本集團面臨流動資金風險，原因是本集團於二零二一年三月三十一日擁有流動負債淨額約625,226,000港元。本集團的流動資金主要取決於可獲得的未來資金及本集團償還到期財務責任的能力。其詳情載於綜合財務報表附註3.1。

下表詳列本集團金融負債之餘下合約年限。下表乃基於本集團可被要求付款之最早日期及金融負債之未貼現現金流量編製。具體而言，附帶應要求還款條文之應付孖展款項及若干其他定息計入最早到期時段，而不論貸款人選擇行使其權利之可能性。

其他非衍生金融負債之到期日基於協定還款日期計算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The table below includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscovered amount is derived from interest rate at the end of the reporting period.

	Weighted average interest rate	On demand or less than 1 year	1-2 years	2-5 years	Total undiscounted cash flow	Carrying amount at 31 March 2021
	加權平均利率	應要求或 少於1年	1至2年	2至5年	未貼現現金 流量總額	於二零二一年 三月三十一日之 賬面值
2021	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零二一年	%	千港元	千港元	千港元	千港元	千港元
Non-derivative financial liabilities						
<i>Non-derivative financial liabilities</i>						
Trade and other payables	N/A	300,024	—	—	300,024	300,024
Margin account payable	8.00	46,132	—	—	46,132	46,132
Other borrowing						
— fixed rate	12.29	79,730	—	—	79,730	79,397
— variable rate	4.75	141,765	—	—	141,765	141,765
Lease liabilities	10.62	825	—	—	825	812
License fees payable	21.00	25,663	—	—	25,663	23,942
Convertible loan	18.00	—	13,167	—	13,167	10,442
Placing notes	5.00	30,000	—	—	30,000	29,950
		624,139	13,167	—	637,306	632,464

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

下表包括利息及本金現金流量。倘利息流量按浮動利率計算，則未發現金額按於報告期末之利率計算得出。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

	Weighted average interest rate	On demand or less than 1 year	1-2 years	2-5 years	Total undiscounted cash flow	Carrying amount at 31 March 2020
	加權平均利率	應要求或 少於1年	1至2年	2至5年	未貼現現金 流量總額	三月三十一日之 賬面值
2020	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零二零年	%	千港元	千港元	千港元	千港元	千港元
<i>Non-derivative financial liabilities</i>						
Trade and other payables		N/A	237,970	—	237,970	237,970
Bank borrowing						
— fixed rate	5.15	8,690	—	—	8,690	8,508
Margin account payable	8.00	42,538	—	—	42,538	42,538
Other borrowing						
— fixed rate	10.91	67,420	—	—	67,420	66,659
— variable rate	4.75	121,839	—	—	121,839	121,839
Lease liabilities	10.62	3,851	825	—	4,676	4,398
License fees payable	21.00	30,690	31,365	—	62,055	52,396
Convertible loan	18.00	10,089	—	—	10,089	9,493
Placing notes	5.00	20,808	10,294	—	31,102	29,815
			543,895	42,484	—	586,379
						573,616

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. The Directors is responsible to determine the appropriate valuation technique and inputs for fair value measurement.

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The Directors works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

(c) 金融工具之公平值計量

本集團部分金融工具就財務申報目的按公平值計量。董事負責釐定公平值計量的適當估值技術及輸入數據。

於估計公平值時，本集團使用可取得之市場可觀察數據。倘無法取得第一層輸入數據，本集團委聘第三方合資格估值師進行估值。董事與合資格外聘估值師緊密合作，以確定適當的估值技術及模型參數。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

(i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and input used).

6. 金融工具(續)

(c) 金融工具之公平值計量(續)

(i) 本集團按經常性基準以公平值計量的金融資產及金融負債之公平值

本集團部分金融資產及金融負債於各報告期末按公平值計量。下表提供有關如何釐定該等金融資產及金融負債之公平值(尤其是所用估值技術及輸入數據)之資料。

	Fair value as at 31 March 於三月三十一日之 公平值 HK\$'000 千港元	Fair value hierarchy 公平值層級		
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元
2021				
Financial assets:				
Financial assets FVTPL	按公平值計入損益 之金融資產	224	224	—
Financial liabilities:				
Derivative financial liabilities	衍生金融負債	142	—	142
2020				
Financial assets:				
Financial assets FVTPL	按公平值計入損益 之金融資產	512	512	—
Financial liabilities:				
Derivative financial liabilities	衍生金融負債	84	—	84

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments

(continued)

(i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Financial assets/ financial liabilities 金融資產/金融負債	Fair value as at 於以下日期之公平值	
	31 March 2021 二零二一年三月三十一日	31 March 2020 二零二零年三月三十一日

Financial assets at FVTPL 按公平值計入損益之 金融資產	Assets — approximately HK\$224,000 資產 — 約224,000港元	Assets — approximately HK\$512,000 資產 — 約512,000港元
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Derivative financial liabilities 衍生金融負債	Liabilities — approximately HK\$142,000 負債 — 約142,000港元	Liabilities — approximately HK\$84,000 負債 — 約84,000港元
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Note:

As at 31 March 2021, an increase in the probability of default used in isolation would result in an increase in the fair value measurement of the derivative financial liabilities, and vice versa. A 3% (2020: 3%) increase in the probability of default holding all other variables constant would increase the carrying amount of the derivative financial liabilities by approximately HK\$39,000 (2020: approximately HK\$55,000). A 3% (2020: 3%) decrease in the probability of default holding all other variables constant would decrease the carrying amount of the derivative financial liabilities by approximately HK\$40,000 (2020: approximately HK\$64,000).

During the years ended 31 March 2021 and 2020, there was no transfer between investments in Level 1 and Level 2, or transfer into or out of Level 3.

Of the total other income, gains and losses, net for the year included in profit or loss approximately, gain of approximately HK\$1,187,000 (2020: gain of HK\$49,000) relates to change in fair value of convertible loan derivative component at the end of the year ended 31 March 2021.

(ii) Fair value of financial assets and liabilities that are not measured at fair value on a recurring basis

The management considers that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values.

6. 金融工具(續)

(c) 金融工具之公平值計量(續)

(i) 按經常性基準以公平值計量的金融資產及金融負債之公平值(續)

Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據
Level 1 第一層	Quoted bid prices in an active market 活躍市場所報買入價
Level 3 第三層	Binomial model and probability of event of default 14.2% (2020: 4.2%) (Note) 違約事件二項式模型及概率 14.2% (二零二零年: 4.2%) (附註)

附註:

於二零二一年三月三十一日，單獨使用的違約概率增加將導致衍生金融負債的公平值計量增加，反之亦然。倘違約概率上升3% (二零二零年: 3%)，而所有其他變數維持不變，則衍生金融負債的賬面值將增加約39,000港元 (二零二零年: 約55,000港元)。倘違約概率下降3% (二零二零年: 3%)，而所有其他變數維持不變，則衍生金融負債的賬面值將減少約40,000港元 (二零二零年: 約64,000港元)。

截至二零二一年及二零二零年三月三十一日止年度，第一層與第二層的投資之間並無出現轉移，亦未有第三層之轉入或轉出。

於計入損益的本年度的其他收入總額、收益及虧損淨額中，收益約1,187,000港元 (二零二零年: 收益49,000港元) 與截至二零二一年三月三十一日止年度未可換股貸款衍生工具部分之公平值變動有關。

(ii) 並非按經常性基準以公平值計量的金融資產及金融負債之公平值

管理層認為於綜合財務報表確認的金融資產及金融負債的賬面值與其公平值相若。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

7. REVENUE

(i) Disaggregation of revenue from contracts with customers

For the year ended 31 March 2021

7. 收入

(i) 客戶合約收入之分類

截至二零二一年三月三十一日止年度

		Multi-media technologies business 多媒體技術業務 HK\$'000 千港元	Gamma ray business 伽瑪射線業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Types of goods or service	貨品或服務類別			
Multi-media and advertising service	多媒體及廣告服務	50,792	—	50,792
Irradiation sterilisation processing services	放射消毒處理服務	—	4,149	4,149
Total	總計	50,792	4,149	54,941
Geographical markets	地理市場			
PRC	中國	50,792	4,149	54,941
Timing of revenue recognition	收入確認時間			
A point in time	於某時間點	—	4,149	4,149
Over time	隨時間	50,792	—	50,792
Total	總計	50,792	4,149	54,941
Sales channel/type of customer	銷售渠道／客戶類型			
Corporate	公司	50,792	4,149	54,941

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

下文載列客戶合約收入與分部資料所披露金額之對賬：

		Segment revenue 分部收入 HK\$'000 千港元
Multi-media technologies business	多媒體技術業務	50,792
Gamma ray business	伽瑪射線業務	4,149
Revenue from contracts with customers and total revenue	客戶合約收入與總收入	54,941

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

7. REVENUE (continued)

(i) Disaggregation of revenue from contracts with customers (continued)

For the year ended 31 March 2020

7. 收入(續)

(i) 客戶合約收入之分類(續)

截至二零二零年三月三十一日止年度

Types of goods or service	貨品或服務類別	Multi-media technologies	Tourism and hospitality	Gamma ray business	Total
		多媒體技術業務	旅遊及消閒業務	伽瑪射線業務	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Sales of mobile phones and related products	銷售手機及相關產品	6,263	—	—	6,263
Multi-media and advertising service	多媒體及廣告服務	33,683	—	—	33,683
Online travel product booking service	網上旅遊產品預訂服務	—	4,681	—	4,681
Irradiation sterilisation processing services	放射消毒處理服務	—	—	4,675	4,675
Total	總計	39,946	4,681	4,675	49,302
Geographical markets	地理市場				
Hong Kong	香港	—	4,681	—	4,681
PRC	中國	39,946	—	4,675	44,621
Total	總計	39,946	4,681	4,675	49,302
Timing of revenue recognition	收入確認時間				
A point in time	於某時間點	6,263	4,681	4,675	15,619
Over time	隨時間	33,683	—	—	33,683
Total	總計	39,946	4,681	4,675	49,302
Sales channel/type of customer	銷售渠道／客戶類型				
Retail	零售	—	4,681	—	4,681
Wholesale	批發	6,263	—	—	6,263
Corporate	公司	33,683	—	4,675	38,358
Total	總計	39,946	4,681	4,675	49,302

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

7. REVENUE (continued)

(i) Disaggregation of revenue from contracts with customers (continued)

For the year ended 31 March 2020 (continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

		Segment revenue 分部收入 HK\$'000 千港元
Multi-media technologies business	多媒體技術業務	39,946
Tourism and hospitality business (Note)	旅遊及消閒業務(附註)	4,681
Gamma ray business	伽瑪射線業務	4,675
Revenue from contracts with customers and total revenue	客戶合約收入與總收入	49,302

Note:

Total customer sales proceeds from tourism and hospitality business

附註:

旅遊及消閒業務之客戶銷售所得款項總額

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Gross sales proceeds related to passenger tickets revenue*	—	130,566

* The Group's gross sales proceeds from provision of online travel product booking service, including air tickets, hotel accommodation and other travel products, are considered as cash collected on behalf of a principal as an agent. The gross sales proceeds from these sales, which do not represent revenue, represent the price at which the products have been sold inclusive of service fees. The related service income is recorded by the Group on net basis.

* 本集團來自提供網上旅遊產品預訂服務(包括機票、酒店住宿及其他旅遊產品)之銷售所得款項總額被視為以代理身份代表委託人收取之現金。該等銷售之銷售所得款項總額(並非指收入)指產品售價(包括服務費)。相關服務收入由本集團按淨額基準記賬。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

7. REVENUE (continued)

(ii) Performance obligations for contracts with customers *Sales of mobile phones and related products*

The performance obligation is satisfied upon delivery of the mobile phones and related products. The payment is generally due within 30 to 90 days from delivery.

Under the contract terms, certain customers have a right to exchange for dissimilar products within 7 days. The Group uses its accumulated historical experience to estimate the number of exchange on a portfolio level using the expected value method. Revenue is recognised for sales which are considered highly probable that a significant reversal in the cumulative revenue recognised will not occur. A contract liability is recognised for sales in which revenue has yet been recognised. The Group's right to recover the product when customers exercise their right is recognised as a right to returned goods asset and a corresponding adjustment to cost of revenue.

Multi-media and advertising service

Multi-media and advertising service represents provision of one-stop advertising solution packages under which the deliverables to customers are published in the public platform. Revenue is recognised over time as the customer simultaneously receives and consumes the benefits provided by the Group. During the year ended 31 March 2021, invoices are issued according to contractual terms and certain customers are granted 30 days credit period (2020: due immediately). A contract liability is recognised for sales in which revenue has yet been recognised.

Online travel product booking service

The performance obligation is satisfied when services are rendered and the payment is normally due immediately upon completion of the service. However, certain customers are granted credit period from 30 to 60 days.

Irradiation sterilisation processing services

The performance obligation is satisfied when services are rendered and the credit period granted to the customers is normally 30 to 90 days.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All revenue contracts are for period of one year or less. As permitted by HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

7. 收入(續)

(ii) 客戶合約之履約責任 *銷售手機及相關產品*

履約責任於交付手機及相關產品後履行。付款一般於交付起30至90日到期。

根據合約條款，若干客戶有權於7日內換取不同的產品。本集團運用其積累的歷史經驗，使用預期價值法估算就組合水平而言的更換產品次數。銷售收入被認為不大可能發生已確認累計收入的重大撥回時確認。如銷售收入未予確認，則會確認合約負債。當客戶行使其權利時，本集團收回產品的權利會被確認為擁有被退回貨品資產的權利及對收入成本作出的相應調整。

多媒體及廣告服務

多媒體及廣告服務指提供一站式廣告解決方案，據此於公共平台發佈向客戶交付的服務成果。收入乃隨時間予以確認，蓋因客戶同時取得及消用本集團所提供的利益。截至二零二一年三月三十一日止年度發票根據合約條款出具，而若干客戶獲授予30日信貸期(二零二零年：隨即到期)。如銷售收入尚未確認，則確認合約負債。

網上旅遊產品預訂服務

履約責任於提供服務時履行及付款通常於完成服務後立即到期。然而，若干客戶獲授予30至60日之信貸期。

放射消毒處理服務

履約責任於提供服務時履行及授予客戶之信貸期通常為30至90日。

(iii) 分配至客戶合約餘下履約責任之交易價格

所有收入合約之期限為一年或以下。誠如香港財務報告準則第15號所許可，並無披露分配至該等未履約合約之交易價格。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

8. OPERATING SEGMENTS

Information reported to the board of Directors (the “Board”), being the chief operating decision maker (the “CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group’s reportable segments under HKFRS 8 *Operating Segments* are as follows:

- (a) Multi-media technologies business — running a mobile and multi-media technologies via different media channels using electronic paper display and dual-screen technologies.
- (b) Tourism and hospitality business — provision of online travel product booking platform.
- (c) Gamma ray business — provision of irradiation services by using gamma ray technologies.
- (d) Other operations — securities trading and investment.

(a) Segment revenues and results

The following is an analysis of the Group’s revenue and results by reportable segments:

For the year ended 31 March 2021

8. 經營分部

向董事會(「董事會」)(即主要經營決策者(「主要經營決策者」))呈報以作資源分配及分部表現評估之資料聚焦於所交付或提供之貨品或服務類別。於達致本集團之可呈報分部時，經主要經營決策者確定之經營分部並無綜合呈報。

具體而言，本集團在香港財務報告準則第8號 *經營分部* 下之可呈報分部如下：

- (a) 多媒體技術業務 — 通過不同媒體渠道使用電子紙顯示及雙屏技術運用移動及多媒體技術。
- (b) 旅遊及消閒業務 — 提供網上旅遊產品預訂平台。
- (c) 伽瑪射線業務 — 通過使用伽瑪射線技術提供射線服務。
- (d) 其他業務 — 證券買賣及投資。

(a) 分部收入及業績

本集團按可呈報分部劃分之收入及業績分析呈列如下：

截至二零二一年三月三十一日止年度

		Multi-media technologies business	Tourism and hospitality business	Gamma ray business	Other operations — securities trading and investment	Total
		多媒體技術業務	旅遊及消閒業務	伽瑪射線業務	其他業務 — 證券買賣及投資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入	50,792	—	4,149	—	54,941
Segment results	分部業績	(40,743)	—	(2,160)	(3,882)	(46,785)
Unallocated corporate income	未分配公司收入					3,198
Unallocated corporate expenses	未分配公司開支					(25,160)
Loss on deconsolidation of a subsidiary	附屬公司終止綜合入賬之虧損					(39,585)
Finance costs	融資成本					(5,527)
Loss before tax	除稅前虧損					(113,959)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

8. OPERATING SEGMENTS (continued)

(a) Segment revenues and results (continued)

For the year ended 31 March 2020

8. 經營分部(續)

(a) 分部收入及業績(續)

截至二零二零年三月三十一日止年度

		Multi-media technologies business	Tourism and hospitality business	Gamma ray business	Other operations — securities trading and investment 其他業務 — 證券買賣及 投資	Total
		多媒體技術 業務	旅遊及 消閒業務	伽瑪射線 業務	證券買賣及 投資	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收入	39,946	4,681	4,675	—	49,302
Segment results	分部業績	(113,661)	(4,998)	(1,257)	(3,589)	(123,505)
Unallocated corporate income	未分配公司收入					163
Unallocated corporate expenses	未分配公司開支					(21,911)
Loss on deconsolidation of a subsidiary	附屬公司終止綜合入賬之 虧損					(175,437)
Gain on deregistration of subsidiaries	註銷附屬公司之收益					3,445
Loss on derecognition of associates	終止確認聯營公司之虧損					(313)
Gain on disposal of a subsidiary	出售附屬公司之收益					207,760
Finance costs	融資成本					(5,671)
Loss before tax	除稅前虧損					(115,469)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3.2. Segment results represent the loss from each segment without allocation of loss on deconsolidation of a subsidiary, gain on deregistration of subsidiaries, loss on derecognition of associates, gain on disposal of a subsidiary, central administration cost, certain other income, gains and losses, net, certain reversal of impairment loss on other receivables, net, certain finance costs and directors' emoluments. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

經營分部之會計政策與附註3.2所述本集團之會計政策相同。分部業績指在分配附屬公司終止綜合入賬之虧損、註銷附屬公司之收益、終止確認聯營公司之虧損、出售附屬公司之收益、中央行政費用、若干其他收入、收益及虧損淨額、若干應收其他賬項減值虧損撥回淨額、若干融資成本及董事酬金前，由各分部產生之虧損。此為向主要經營決策者呈報以作資源分配及表現評估之方法。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

8. OPERATING SEGMENTS (continued)

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments.

As at 31 March 2021

8. 經營分部(續)

(b) 分部資產及負債

以下為本集團按可呈報及經營分部劃分之資產及負債分析。

於二零二一年三月三十一日

		Multi-media technologies business 多媒體技術業務 HK\$'000 千港元	Tourism and hospitality business 旅遊及消閒業務 HK\$'000 千港元	Gamma ray business 伽瑪射線業務 HK\$'000 千港元	Other operations — securities trading and investment 其他業務 — 證券買賣及投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
ASSETS	資產					
Segment assets	分部資產	115,107	—	12,874	224	128,205
Unallocated corporate assets	未分配公司資產					9,917
Consolidated total assets	綜合資產總值					138,122
LIABILITIES	負債					
Segment liabilities	分部負債	369,418	—	10,137	46,133	425,688
Unallocated corporate liabilities	未分配公司負債					252,598
Consolidated total liabilities	綜合負債總額					678,286

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

8. OPERATING SEGMENTS (continued)

(b) Segment assets and liabilities (continued)

As at 31 March 2020

8. 經營分部(續)

(b) 分部資產及負債(續)

於二零二零年三月三十一日

		Multi-media technologies business	Tourism and hospitality business	Gamma ray business	Other operations — securities trading and investment 其他業務 — 證券買賣及 投資	Total
		多媒體技術 業務	旅遊及 消閒業務	伽瑪射線 業務	證券買賣及 投資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS	資產					
Segment assets	分部資產	144,442	—	13,162	512	158,116
Unallocated corporate assets	未分配公司資產					14,642
Consolidated total assets	綜合資產總值					172,758
LIABILITIES	負債					
Segment liabilities	分部負債	393,426	—	8,683	42,538	444,647
Unallocated corporate liabilities	未分配公司負債					158,602
Consolidated total liabilities	綜合負債總額					603,249

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain other receivables, certain bank balances and cash, certain corporate property, plant and equipment, certain right-of-use assets and deferred tax assets; and
- all liabilities are allocated to operating segments other than certain other payables and accruals, amounts due to shareholders and directors, certain other borrowings and placing notes.

就監察分部表現及於分部間分配資源而言：

- 除若干應收其他賬項、若干銀行結餘及現金、若干公司物業、廠房及設備、若干使用權資產以及遞延稅項資產外，所有資產分配至經營分部；及
- 除若干應付其他賬項及應計款項、應付股東及董事款項、若干其他借貸及配售票據外，所有負債分配至經營分部。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

8. OPERATING SEGMENTS (continued)

(c) Other segment information

Year ended 31 March 2021

Amounts included in the measure of segment result or segment assets:

	Multi-media technologies business	Tourism and hospitality business	Gamma ray business	Other operation – securities trading and investment	Unallocated	Total
	多媒體技術業務	旅遊及消閒業務	伽瑪射線業務	其他業務及投資	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Reversal of impairment loss recognised on trade receivables	撥回就應收貿易賬項確認之減值虧損	35	—	—	—	35
Reversal of impairment loss recognised on other receivables	撥回就應收其他賬項確認之減值虧損	510	—	53	816	1,379
Impairment loss recognised on other receivables	就應收其他賬項確認之減值虧損	(331)	—	—	(85)	(416)
Net unrealised losses on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之未變現虧損淨額	—	—	(288)	—	(288)
Gain from change in fair value of convertible loan derivative component	可換股貸款衍生工具部分之公平值變動收益	1,187	—	—	—	1,187
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(99)	—	(468)	(1,068)	(1,635)
Depreciation of right-of-use assets	使用權資產折舊	—	—	(449)	(3,078)	(3,527)
Amortisation of intangible asset included as cost of revenue	入賬作收入成本之無形資產攤銷	(31,884)	—	—	—	(31,884)
Addition of property, plant and equipment through acquisition of a subsidiary	透過收購附屬公司添置物業、廠房及設備	1	—	—	—	1
Addition of intangible asset	添置無形資產	10,559	—	—	—	10,559
Addition of goodwill	添置商譽	1,388	—	—	—	1,388
Impairment loss on goodwill	商譽減值虧損	(14,466)	—	—	—	(14,466)
Loss on modification of convertible loan	修改可換股貸款之虧損	(401)	—	—	—	(401)
Finance cost	融資成本	(22,798)	—	(1,504)	(3,594)	(33,423)

Amounts regularly provided to the CODM but not included in the measure of segment result or segment assets:

定期向主要經營決策者提供但於計量分部業績或分部資產時並無計入之金額：

	Multi-media technologies business	Tourism and hospitality business	Gamma ray business	Other operation – securities trading and investment	Unallocated	Total
	多媒體技術業務	旅遊及消閒業務	伽瑪射線業務	其他業務及投資	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Interest income from financial institutions	來自金融機構之利息收入	15	—	1	3	19
Imputed interest income on rental deposit	租賃按金之推算利息收入	—	—	—	161	161
Government grants	政府補助金	—	—	—	676	676
Loss on deconsolidation of a subsidiary	附屬公司終止綜合入賬之虧損	(39,585)	—	—	—	(39,585)
Exchange gain, net	匯兌收益淨額	1,780	—	—	—	1,780
Other gain and loss	其他損益	667	—	—	(105)	562

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

8. OPERATING SEGMENTS (continued)

(c) Other segment information (continued)

Year ended 31 March 2020

Amounts included in the measure of segment result or segment assets:

		Multi-media technologies business	Tourism and hospitality business	Gamma ray business	Other operation — securities trading and investment 其他業務— 證券買賣及 投資	Unallocated	Total
		多媒體技術 業務	旅遊及 消閒業務	伽瑪射線 業務	其他業務— 證券買賣及 投資	未分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Reversal of impairment loss recognised in respect of trade receivables	撥回就應收貿易賬項確認之減值虧損	128	—	6	—	—	134
Reversal of impairment loss recognised in respect of other receivables	撥回就應收其他賬項確認之減值虧損	1,389	—	—	—	—	1,389
Impairment loss recognised in respect of trade receivables	就應收貿易賬項確認之減值虧損	(5,897)	—	(33)	—	—	(5,930)
Impairment loss recognised in respect of other receivables	就應收其他賬項確認之減值虧損	(1,998)	—	(53)	—	(6)	(2,057)
Written-off of property, plant and equipment	撇銷物業、廠房及設備	(297)	—	—	—	(182)	(479)
Gain on early renewal of license fee agreement	提前重續特許權費協議之收益	17,382	—	—	—	—	17,382
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	1	—	—	—	—	1
Net unrealised losses on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之未變現虧損淨額	—	—	—	(266)	—	(266)
Gain from change in fair value of convertible loan derivative component	可換股貸款衍生工具部分之公平值變動收益	49	—	—	—	—	49
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(324)	(12)	(553)	—	(1,064)	(1,953)
Depreciation of right-of-use assets	使用權資產折舊	—	—	(444)	—	(3,081)	(3,525)
Amortisation of intangible asset included as cost of revenue	入賬作收入成本之無形資產攤銷	(20,673)	—	—	—	—	(20,673)
Addition of property, plant and equipment	添置物業、廠房及設備	—	—	3	—	—	3
Addition of intangible asset	添置無形資產	56,250	—	—	—	—	56,250
Addition of goodwill	添置商譽	57,952	—	—	—	—	57,952
Addition of intangible asset from acquisition of subsidiaries	添置來自收購附屬公司的無形資產	238,529	—	—	—	—	238,529
Royalty fee	專利權費	(61,667)	—	—	—	—	(61,667)
Finance cost	融資成本	(33,415)	—	(728)	(3,324)	(5,671)	(43,138)

8. 經營分部(續)

(c) 其他分部資料(續)

截至二零二零年三月三十一日止年度

計量分部業績或分部資產時計入之金額：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

8. OPERATING SEGMENTS (continued)

(c) Other segment information (continued)

Amounts regularly provided to the CODM but not included in the measure of segment result or segment assets:

	Multi-media technologies business	Tourism and hospitality business	Gamma ray business	Other operation — securities trading and investment	Unallocated	Total
	多媒體技術業務	旅遊及消閒業務	伽瑪射線業務	其他業務 — 證券買賣及投資	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Interest income from financial institutions	9	—	1	—	—	10
Imputed interest income on rental deposit	—	—	—	—	145	145
Loss on derecognition of associates	(313)	—	—	—	—	(313)
Loss on deconsolidation of a subsidiary	—	(175,437)	—	—	—	(175,437)
Gain on derecognition of subsidiaries	—	—	3,445	—	—	3,445
Gain on disposal of a subsidiary	207,760	—	—	—	—	207,760
Government grants	—	—	8	—	—	8
Exchange loss, net	(1,106)	—	—	—	—	(1,106)
Other gains and losses	(603)	—	(1)	—	—	(604)

(d) Geographical information

The Group's operations are located in Hong Kong and the PRC.

Information about the Group's revenue from external customers is presented based on the location of customers.

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong	香港	—	4,681
The PRC	中國	54,941	44,621
		54,941	49,302

Information about the Group's non-current assets (excluded deferred tax assets) is presented based on the geographical locations of the assets.

8. 經營分部(續)

(c) 其他分部資料(續)

定期向主要經營決策者提供但於計量分部業績或分部資產時並無計入之金額：

(d) 地區資料

本集團之業務位於香港及中國。

有關本集團來自外部客戶之收入資料乃基於客戶位置呈列。

有關本集團非流動資產(不包括遞延稅項資產)之資料乃基於資產地理位置呈列。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

8. OPERATING SEGMENTS (continued)

(d) Geographical information (continued)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong	香港	1,270	5,340
The PRC	中國	92,886	119,810
		94,156	125,150

(e) Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Customer A ¹	客戶甲 ¹	24,272	22,516
Customer B ¹	客戶乙 ¹	17,285	—

¹ Revenue from multi-media technologies business

8. 經營分部(續)

(d) 地區資料(續)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong	香港	1,270	5,340
The PRC	中國	92,886	119,810
		94,156	125,150

(e) 有關主要客戶之資料

於相應年度佔本集團總收入超過10%之客戶收入如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Customer A ¹	客戶甲 ¹	24,272	22,516
Customer B ¹	客戶乙 ¹	17,285	—

¹ 來自多媒體技術業務之收入

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

9. OTHER INCOME, GAINS AND LOSSES, NET

9. 其他收入、收益及虧損淨額

		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Interest income from financial institutions	來自金融機構之利息收入	19	10
Written-off of property, plant and equipment	物業、廠房及設備之撇銷	—	(479)
Imputed interest income on rental deposit	租賃按金之推算利息收入	161	145
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	—	1
Gain from change in fair value of convertible loan derivative component (Note 33)	可換股貸款衍生工具部分之公平值變動收益(附註33)	1,187	49
Loss on modification of convertible loan (Note 33)	修改可換股貸款之虧損(附註33)	(401)	—
Net unrealised losses on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之未變現虧損淨額	(288)	(266)
Gain on early renewal of license fee agreement	提前重續特許權費協議之收益	—	17,382
Exchange gain (loss), net	匯兌收益(虧損)淨額	1,780	(1,106)
Government grants (Note)	政府補助金(附註)	676	8
Others	其他	562	(604)
		3,696	15,140

Note:

During the year ended 31 March 2021, the Group recognised government grants of approximately HK\$676,000 in respect of COVID-19-related subsidies related to Employment Support Scheme provided by the Government of the Hong Kong Special Administrative Region.

附註:

截至二零二一年三月三十一日止年度，本集團就與香港特別行政區政府提供的保就業計劃有關之新冠肺炎疫情相關補貼確認政府補助金約676,000港元。

10. FINANCE COSTS

10. 融資成本

		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Interests on:	下列項目之利息:		
Bank borrowings	銀行借貸	251	728
Margin account payable	應付孖展賬戶款項	3,594	3,324
Placing notes at effective interest rates	按實際利率計息之配售票據	1,635	1,658
Overdue royalty fee payable	逾期應付專利權費	—	12,947
Overdue rental expenses	逾期租金開支	—	260
Convertible loan payable at effective interest rates (Note 33)	按實際利率計算之應付可換股貸款(附註33)	1,735	992
Other borrowings	其他借貸	17,529	14,376
Lease liabilities	租賃負債	264	568
License fees payables	應付特許權費	8,415	8,285
		33,423	43,138

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

11. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

11. 預期信貸虧損模式下之減值虧損(扣除撥回值)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Reversal of impairment losses on:	下列款項減值虧損之撥回：		
Trade receivables	應收貿易賬項	35	134
Other receivables	應收其他賬項	1,379	1,389
Impairment losses on:	下列款項之減值虧損：		
Trade receivables	應收貿易賬項	—	(5,930)
Other receivables	應收其他賬項	(416)	(2,057)
		998	(6,464)

Details of impairment assessment are set out in Note 6(b).

減值評估之詳情載於附註6(b)。

12. INCOME TAX CREDIT (EXPENSE)

12. 所得稅抵免(開支)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current tax — PRC	即期稅項 — 中國	(29)	(3,090)
Deferred taxation (Note 34)	遞延稅項(附註34)	1,348	—
		1,319	(3,090)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

於二零一八年三月二十一日，香港立法會通過二零一七年稅務(修訂)(第7號)條例草案(「條例草案」)，其引入兩級制利得稅率制度。條例草案於二零一八年三月二十八日簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體的首2百萬港元溢利將按8.25%的稅率徵稅，而超過2百萬港元的溢利將按16.5%的稅率徵稅。不符合兩級制利得稅率制度的集團實體的溢利將繼續按16.5%的標準稅率徵稅。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

12. INCOME TAX CREDIT (EXPENSE) (continued)

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

No provision for taxation in Hong Kong has been made for both years ended 31 March 2021 and 2020 as the Group did not generate any assessable profits arising in Hong Kong.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries and subsidiaries without permanent establishment in the PRC are 25% and 10% respectively for both years ended 31 March 2021 and 2020.

The income tax credit (expense) for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss as follows:

12. 所得稅抵免(開支)(續)

董事認為，實行兩級制利得稅率制度所涉及之金額對綜合財務報表而言並不重大。該兩個年度的香港利得稅乃按估計應課稅溢利之16.5%計算。

由於本集團於截至二零二一年及二零二零年三月三十一日止兩個年度均無在香港產生任何應課稅溢利，故並無作出香港稅項撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司及在中國無常設機構之附屬公司於截至二零二一年及二零二零年三月三十一日止兩個年度之稅率分別為25%及10%。

本年度所得稅抵免(開支)可與綜合損益表內除稅前虧損對賬如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss before tax	除稅前虧損	113,959	115,469
Tax at applicable domestic income tax rate of 16.5% (2020: 16.5%)	按適用本地所得稅稅率16.5% (二零二零年：16.5%)計算之稅項	18,803	19,052
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	(20,960)	(53,966)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	893	37,966
Tax effect of temporary differences not recognised for the year	本年度未確認之暫時差異之稅務影響	—	(11)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	(1,131)	(8,658)
Utilisation of tax losses previously not recognised	過往未確認稅務虧損之使用	227	—
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區營業之附屬公司不同稅率之影響	3,487	2,527
Income tax credit (expense) for the year	本年度所得稅抵免(開支)	1,319	(3,090)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

13. LOSS FOR THE YEAR

13. 本年度虧損

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss for the year has been arrived at after charging:		
Staff costs		
— directors' emoluments (excluding share-based payments) (Note 14)	4,082	5,221
— salaries and other benefits in kind	7,543	8,186
— retirement benefits scheme contributions	523	756
	12,148	14,163
Auditors' remuneration		
— audit services	980	1,210
— non-audit services	160	40
Depreciation of property, plant and equipment	1,635	1,953
Depreciation of right-of-use assets	3,527	3,525
Amortisation of intangible asset included as cost of revenue	31,884	20,673
Cost of inventories recognised as an expense	7	8,024
Gain from waiver of license fees payables included as cost of revenue	(8,472)	—
Royalty fee	—	61,667

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the years, disclosed pursuant to the applicable Listing Rules and the CO, is as follows:

14. 董事及行政總裁酬金

根據適用上市規則及公司條例披露之董事及行政總裁之年度酬金如下：

For the year ended 31 March 2021

截至二零二一年三月三十一日止年度

		Fees	Salaries and other benefits in kind	Retirement benefits scheme contributions	Total
		袍金	薪金及其他 實物利益	退休福利 計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors	執行董事				
Mr. Zhang Yi (<i>Chairman</i>)	張依先生(主席)	333	—	17	350
Ms. Chu Wei Ning (<i>Chief Executive Officer</i>)	祝蔚寧女士 (行政總裁)	—	2,442	18	2,460
Ms. Lam Sze Man (<i>appointed on 3 October 2019</i>)	林詩敏女士 (於二零一九年十月 三日獲委任)	—	588	18	606
Independent non-executive directors	獨立非執行董事				
Mr. Chan Kee Huen, Michael	陳記煊先生	222	—	—	222
Mr. Chan Fong Kong, Francis	陳方剛先生	222	—	—	222
Mr. Feng Man (<i>appointed on 13 December 2019</i>)	馮滿先生 (於二零一九年十二月 十三日獲委任)	222	—	—	222
		999	3,030	53	4,082

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

For the year ended 31 March 2020

14. 董事及行政總裁酬金(續)

截至二零二零年三月三十一日止年度

		Fees	Salaries and other benefits in kind	Retirement benefits scheme contributions	Total
		袍金	薪金及其他 實物利益	退休福利 計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors	執行董事				
Mr. Zhang Yi (Chairman)	張依先生(主席)	342	—	18	360
Mr. Yeung Chun Wai, Anthony (resigned on 9 September 2019)	楊俊偉先生 (於二零一九年九月 九日辭任)	—	786	9	795
Ms. Chu Wei Ning (Chief Executive Officer)	祝蔚寧女士(行政總裁)	—	2,622	18	2,640
Mr. Wong King Shiu, Daniel (resigned on 3 October 2019)	黃景兆先生 (於二零一九年十月 三日辭任)	183	—	—	183
Ms. Lam Sze Man (appointed on 3 October 2019)	林詩敏女士 (於二零一九年十月 三日獲委任)	360	—	9	369
Independent non-executive directors	獨立非執行董事				
Mr. Chan Chi Yuen (resigned on 18 September 2019)	陳志遠先生 (於二零一九年九月 十八日辭任)	202	—	—	202
Mr. Chan Kee Huen, Michael	陳記煊先生	240	—	—	240
Mr. Han Chunjian (retired on 30 September 2019)	韓春劍先生 (於二零一九年九月 三十日退任)	120	—	—	120
Mr. Chan Fong Kong, Francis (appointed on 23 August 2018)	陳方剛先生 (於二零一八年八月 二十三日獲委任)	240	—	—	240
Mr. Feng Man (appointed on 13 December 2019)	馮滿先生 (於二零一九年十二月 十三日獲委任)	72	—	—	72
		<u>1,759</u>	<u>3,408</u>	<u>54</u>	<u>5,221</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(continued)

Notes:

- (a) The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.
- (b) The independent non-executive directors' emoluments shown above were for their services as the Directors.

There were no arrangement under which a director or the chief executive waived or agreed to waive any emoluments during the years ended 31 March 2021 and 2020.

15. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included two (2020: two) directors, details of whose remuneration are set out in Note 14 to the consolidated financial statements above. Details of the remuneration for the year of the remaining three (2020: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

Salaries and other benefits in kind	薪金及其他實物利益	2,309	2,462
Retirement benefits scheme contributions	退休福利計劃供款	54	40
		2,363	2,502

The number of the highest paid employees who are not the Directors whose remuneration fell within the following bands is as follows:

		2021 二零二一年	2020 二零二零年
Nil to HK\$1,000,000	無至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

14. 董事及行政總裁酬金(續)

附註:

- (a) 上文所示執行董事之酬金乃為彼等提供有關管理本公司及本集團事務之服務而支付。
- (b) 上文所示獨立非執行董事之酬金乃為彼等以董事身份提供服務而支付。

於截至二零二一年及二零二零年三月三十一日止年度，並無董事或行政總裁放棄或同意放棄任何酬金之安排。

15. 五名最高薪僱員

本集團年內五名最高薪僱員包括兩名(二零二零年:兩名)董事，彼等之薪酬詳情載於上文綜合財務報表附註14。其餘三名(二零二零年:三名)並非本公司董事或行政總裁之最高薪僱員於本年度之薪酬詳情如下:

	2021 二零二一年	2020 二零二零年
	HK\$'000	HK\$'000
	千港元	千港元
Salaries and other benefits in kind	2,309	2,462
Retirement benefits scheme contributions	54	40
	2,363	2,502

薪酬介乎以下範圍之非董事最高薪僱員人數如下:

		2021 二零二一年	2020 二零二零年
Nil to HK\$1,000,000	無至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

16. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 March 2021, nor has any dividend been proposed since the end of the reporting period (2020: Nil).

17. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

16. 股息

截至二零二一年三月三十一日止年度並無向本公司普通股東派付或擬派任何股息，自報告期末以來亦無擬派任何股息(二零二零年：無)。

17. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據下列數據計算：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	<u>(111,404)</u>	<u>(114,089)</u>
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>3,721,561</u>	<u>3,706,534</u>

The computation of diluted loss per share for the years ended 31 March 2021 and 2020 does not assume the conversion of the subsidiary's outstanding convertible loan since their assumed exercise would result in a decrease in loss per share.

由於假設轉換附屬公司之未償還可換股貸款將導致每股虧損減少，故計算截至二零二一年及二零二零年三月三十一日止年度之每股攤薄虧損並無假設該等可換股貸款已獲轉換。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold buildings 租賃樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Furniture, and fixtures 傢俬及裝置 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本						
At 1 April 2019	於二零一九年四月一日	7,468	5,215	27,522	1,663	3,391	45,259
Additions	添置	—	—	—	—	3	3
Disposals	出售	—	—	—	—	(308)	(308)
Deconsolidation of a subsidiary (Note 41(b))	附屬公司終止綜合入賬 (附註41(b))	—	(229)	—	—	(281)	(510)
Written-off	撇銷	—	(825)	—	—	(1,413)	(2,238)
Exchange adjustments	匯兌調整	(493)	—	(1,808)	(65)	(101)	(2,467)
At 31 March 2020	於二零二零年三月三十一日	6,975	4,161	25,714	1,598	1,291	39,739
Acquisition of a subsidiary (Note 40(a))	收購附屬公司(附註40(a))	—	—	—	—	29	29
Deconsolidation of a subsidiary (Note 41(a))	附屬公司終止綜合入賬 (附註41(a))	—	—	—	—	(41)	(41)
Written-off	撇銷	—	—	—	(999)	—	(999)
Exchange adjustments	匯兌調整	578	—	2,137	77	55	2,847
At 31 March 2021	於二零二一年三月三十一日	7,553	4,161	27,851	676	1,334	41,575
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值						
At 1 April 2019	於二零一九年四月一日	3,212	2,946	25,836	1,336	1,943	35,273
Provided for the year	本年度撥備	313	912	229	136	363	1,953
Disposals	出售	—	—	—	—	(181)	(181)
Deconsolidation of a subsidiary (Note 41(b))	附屬公司終止綜合入賬 (附註41(b))	—	(196)	—	—	(39)	(235)
Written-off	撇銷	—	(743)	—	—	(1,016)	(1,759)
Exchange adjustments	匯兌調整	(221)	—	(1,624)	(65)	(101)	(2,011)
At 31 March 2020	於二零二零年三月三十一日	3,304	2,919	24,441	1,407	969	33,040
Provided for the year	本年度撥備	316	876	140	136	167	1,635
Acquisition of a subsidiary (Note 40(a))	收購附屬公司(附註40(a))	—	—	—	—	28	28
Deconsolidation of a subsidiary (Note 41(a))	附屬公司終止綜合入賬 (附註41(a))	—	—	—	—	(33)	(33)
Written-off	撇銷	—	—	—	(999)	—	(999)
Exchange adjustments	匯兌調整	287	—	2,028	77	42	2,434
At 31 March 2021	於二零二一年三月三十一日	3,907	3,795	26,609	621	1,173	36,105
NET BOOK VALUES	賬面淨值						
At 31 March 2021	於二零二一年三月三十一日	3,646	366	1,242	55	161	5,470
At 31 March 2020	於二零二零年三月三十一日	3,671	1,242	1,273	191	322	6,699

The Group's leasehold buildings are situated in the PRC held under medium term lease.

本集團之租賃樓宇位於中國，根據中期租賃持有。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

18. PROPERTY, PLANT AND EQUIPMENT (continued)

As at 31 March 2020, the Group's leasehold buildings with carrying value of approximately HK\$3,671,000 are pledged to secure a bank borrowing granted to the Group (Note 32(a)). The pledge was released upon repayment of bank borrowing during the year ended 31 March 2021.

Depreciation expenses of approximately HK\$349,000 (2020: HK\$419,000) has been included in cost of revenue and approximately HK\$1,286,000 (2020: HK\$1,534,000) included in administrative expenses, respectively.

The above items of property, plant and equipment, are depreciated on a straight-line basis over their estimated useful life as follows:

Leasehold buildings	20 years
Leasehold improvements	2 – 3 years
Plant and machinery	3 – 20 years
Motor vehicles	4 – 8 years
Furniture and fixtures	3 – 10 years

19. RIGHT-OF-USE ASSETS

18. 物業、廠房及設備(續)

於二零二零年三月三十一日，本集團賬面值約3,671,000港元之租賃樓宇已作質押，以擔保本集團獲授之銀行借貸(附註32(a))。於截至二零二一年三月三十一日止年度，該質押於償還銀行借貸後獲解除。

折舊開支中，約349,000港元(二零二零年：419,000港元)已計入收入成本，而約1,286,000港元(二零二零年：1,534,000港元)則計入行政費用。

以上物業、廠房及設備項目於以下估計可使用年期內以直線法計算折舊：

租賃樓宇	20年
租賃物業裝修	2至3年
廠房及機器	3至20年
汽車	4至8年
傢俬及裝置	3至10年

19. 使用權資產

		Leasehold lands 租賃土地 HK\$'000 千港元	Leased properties 租賃物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 March 2021	於二零二一年 三月三十一日			
Carrying amounts	賬面值	7,495	769	8,264
As at 31 March 2020	於二零二零年 三月三十一日			
Carrying amounts	賬面值	7,350	3,847	11,197
For the year ended 31 March 2021	截至二零二一年 三月三十一止年度			
Depreciation charges	折舊費用	(449)	(3,078)	(3,527)
For the year ended 31 March 2020	截至二零二零年 三月三十一止年度			
Depreciation charges	折舊費用	(444)	(3,081)	(3,525)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

19. RIGHT-OF-USE ASSETS (continued)

19. 使用權資產(續)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Expense relating to short-term leases	與短期租賃相關的開支	519	1,169
Total cash outflow for leases	租賃現金流出總額	519	4,469

For both years, the Group leases office premises for its operations. Lease contracts are entered into for fixed term of 3 years. Lease terms are negotiated on an individual basis. 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.

In addition, the Group owns several industrial buildings where its manufacturing facilities are primarily located and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

At 31 March 2020, the leasehold lands with an aggregate net carrying value of approximately HK\$7,350,000 were pledged to secure a bank borrowing granted to the Group (Note 32(a)). The pledge was released upon repayment of bank borrowing during the year ended 31 March 2021.

於兩個年度，本集團租賃寫字樓物業作經營用途。訂立之租賃合約固定為期3年。租賃條款按個別基準磋商。於釐定租期及評估不可撤銷期限時，本集團採用合約之定義並確定合約之可強制執行期限。

此外，本集團擁有數幢其主要生產設施所在之工業樓宇及寫字樓樓宇。本集團乃此等物業權益(包括相關租賃土地)之註冊擁有人。購入此等物業權益時作出一次性預付款。僅當所支付款項能夠可靠地分配時，此等所擁有物業之租賃土地部分方會獨立列示。

於二零二零年三月三十一日，賬面淨值總額約7,350,000港元之租賃土地已作質押，以擔保授予本集團的銀行借貸(附註32(a))。於截至二零二一年三月三十一日止年度，該質押於償還銀行借貸後獲解除。

20. IMPAIRMENT ASSESSMENT OF PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

At 31 March 2021, gamma ray business continued to underperform, the management of the Group concluded there was an indication for impairment and conducted impairment assessment on recoverable amounts of certain property, plant and equipment and right-of-use assets with carrying amounts of approximately HK\$4,909,000 and approximately HK\$7,495,000 (2020: HK\$5,083,000 and HK\$7,350,000) respectively. The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually.

20. 物業、廠房及設備以及使用權資產減值評估

於二零二一年三月三十一日，伽瑪射線業務持續表現欠佳，本集團管理層總結認為存在減值跡象，並就賬面值分別為約4,909,000港元及約7,495,000港元(二零二零年：5,083,000港元及7,350,000港元)之若干物業、廠房及設備以及使用權資產之可收回金額進行減值評估。物業、廠房及設備以及使用權資產之可收回金額予以個別估計。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

20. IMPAIRMENT ASSESSMENT OF PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (continued)

In determining the recoverable amount of those property, plant and equipment as at 31 March 2021, the Group engages Flagship Appraisals and Consulting Limited (“Flagship Appraisals”), an independent qualified professional valuer not connected to the Group, to perform the valuation. The Directors work closely with Flagship Appraisals, to establish the appropriate valuation techniques and inputs to the model. The recoverable amount of those property, plant and equipment was determined based on cost approach. The cost approach is based on the current cost to recreate or duplicate the asset less an appropriate allowance for depreciation from physical, functional, and economic.

In determining the recoverable amount of those right-of-use assets as at 31 March 2021, the Group engages Ravia Global Appraisal Advisory Limited (“Ravia Global”), an independent qualified professional valuer not connected to the Group, to perform the valuation. The Directors work closely with Ravia Global to establish the appropriate valuation techniques and inputs to the model. The recoverable amount of those right-of-use assets was determined based on the depreciated replacement cost approach. The depreciated replacement cost approach is based on an estimate of the market value for the existing use of the land, plus the current cost of replacement of the existing structures less deductions for physical deterioration and all relevant forms of obsolescence and optimisation. It is assumed that the informed purchaser would pay no more for the right-of-use assets than the cost of purchasing or producing a substitute right-of-use asset with the same utility.

The carrying amount of the property, plant and equipment and right-of-use assets has not been reduced since the amount of fair value less cost of disposal of the property, plant and equipment and right-of-use assets is higher than the carrying amount respectively. No impairment was identified.

As at 31 March 2021, the recoverable amount of property, plant and equipment and right-of-use assets attributable to gamma ray business amounted to approximately RMB6,300,000 (equivalent to approximately HK\$7,453,000) and approximately RMB6,800,000 (equivalent to approximately HK\$8,044,000) respectively.

As at 31 March 2021, based on the result of the above assessments, management of the Group determined that the recoverable amounts of these property, plant and equipment and right-of-use assets are higher than their carrying amounts. Accordingly, no impairment loss has been recognised against the carrying amounts of property, plant and equipment and right-of-use assets.

20. 物業、廠房及設備以及使用權資產減值評估(續)

釐定該等物業、廠房及設備於二零二一年三月三十一日之可收回金額時，本集團委聘與本集團概無關聯的獨立合資格專業估值師旗艦資產評估顧問有限公司(「旗艦資產評估」)進行估值。董事與旗艦資產評估密切合作，以確定適當之估值技術及模型參數。該等物業、廠房及設備之可收回金額按成本法釐定。成本法乃根據重新創造或複製資產之當前成本減因物理、功能及經濟原因導致之適當折舊撥備計算。

釐定該等使用權資產於二零二一年三月三十一日之可收回金額時，本集團委聘與本集團概無關聯之獨立合資格專業估值師Ravia Global Appraisal Advisory Limited(「Ravia Global」)進行估值。董事與Ravia Global密切合作，以確定適當之估值技術及模型參數。該等使用權資產之可收回金額按折舊重置成本法釐定。折舊重置成本法乃根據土地現有用途之估計市值，另加現有構築物之當前重置成本，減去有關外在損耗及所有相關形式之陳舊及優化之扣減計算。假設知情買方支付使用權資產的費用不超過購買或生產與使用權資產具有相同效力的替代品。

由於物業、廠房及設備以及使用權資產的公平值減出售成本金額高於各自賬面值，故物業、廠房及設備以及使用權資產的賬面值並未減少。並無識別減值。

於二零二一年三月三十一日，物業、廠房及設備以及應付伽瑪射線業務使用權資產的可收回金額分別約為人民幣6,300,000元(相當於約7,453,000港元)及約人民幣6,800,000元(相當於約8,044,000港元)。

於二零二一年三月三十一日，根據上述評估結果，本集團管理層確定該等物業、廠房及設備以及使用權資產之可收回金額高於其賬面值。因此，並無就該等物業、廠房及設備以及使用權資產之賬面值確認減值虧損。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

21. INTANGIBLE ASSETS

21. 無形資產

		Advertising license rights 廣告特許權 HK\$'000 千港元	Website cost 網站成本 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本			
At 1 April 2019	於二零一九年四月一日	—	40	40
Acquisition of subsidiaries (Note 40(b))	收購附屬公司(附註40(b))	238,529	—	238,529
Addition	添置	56,250	—	56,250
Adjustment due to renewal	重續引致之調整	(29,520)	—	(29,520)
Deconsolidation of a subsidiary (Note 41(b))	附屬公司終止綜合入賬(附註41(b))	—	(40)	(40)
Exchange adjustments	匯兌調整	(13,656)	—	(13,656)
		<u>251,603</u>	<u>—</u>	<u>251,603</u>
At 31 March 2020	於二零二零年三月三十一日	251,603	—	251,603
Addition	添置	10,599	—	10,599
Exchange adjustments	匯兌調整	20,970	—	20,970
		<u>283,172</u>	<u>—</u>	<u>283,172</u>
At 31 March 2021	於二零二一年三月三十一日	<u>283,172</u>	<u>—</u>	<u>283,172</u>
ACCUMULATED AMORTISATION AND IMPAIRMENT	累計攤銷及減值			
At 1 April 2019	於二零一九年四月一日	—	21	21
Acquisition of subsidiaries (Note 40(b))	收購附屬公司(附註40(b))	209,052	—	209,052
Adjustment due to renewal	重續引致之調整	(19,301)	—	(19,301)
Charge for the year	年內支出	20,664	9	20,673
Deconsolidation of a subsidiary (Note 41(b))	附屬公司終止綜合入賬(附註41(b))	—	(30)	(30)
Exchange adjustments	匯兌調整	(11,104)	—	(11,104)
		<u>199,311</u>	<u>—</u>	<u>199,311</u>
At 31 March 2020	於二零二零年三月三十一日	199,311	—	199,311
Charge for the year	年內支出	31,884	—	31,884
Exchange adjustments	匯兌調整	17,490	—	17,490
		<u>248,685</u>	<u>—</u>	<u>248,685</u>
At 31 March 2021	於二零二一年三月三十一日	<u>248,685</u>	<u>—</u>	<u>248,685</u>
CARRYING VALUES	賬面值			
At 31 March 2021	於二零二一年三月三十一日	<u>34,487</u>	<u>—</u>	<u>34,487</u>
At 31 March 2020	於二零二零年三月三十一日	<u>52,292</u>	<u>—</u>	<u>52,292</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

21. INTANGIBLE ASSETS (continued)

During the year ended 31 March 2020, the Group acquired the advertising license rights in connection with 廣深線和諧號 (Guangzhou-Shenzhen China Railway High-speed Harmony Series trains*) (the "GSCR Hexiehao Trains") through the acquisition of subsidiaries (Note 40(b)). The license entitles the Group to provide advertising agency services and related production services. As at 31 March 2021, the net carrying amount of the advertising license rights is approximately RMB25,295,000 (equivalent to approximately HK\$29,924,000) (2020: approximately RMB47,878,000 (equivalent to approximately HK\$52,292,000)).

During the year ended 31 March 2021, the Group acquired an advertising license right in connection with 廣珠城際鐵路 (Guangzhou-Zuhai Intercity Railway*) (the "GZ Intercity Railway"). The license entitles the Group to provide advertising agency services and related production services. As at 31 March 2021, the net carrying amount of the advertising license right is approximately RMB3,857,000 (equivalent to approximately HK\$4,563,000).

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Advertising license rights	1.75 – 3 years
Website cost	5 years

Impairment assessment of intangible assets

As at 31 March 2021, the Group performed an impairment review for the advertising license rights, with reference to a valuation carried out by Flagship Global. The recoverable amount of the advertising license rights has been determined based on the Value-In-Use B calculation, which uses a cash flow projection based on financial forecast approved by management covering the remaining useful life of the intangible assets. The pre-tax discount rate applied to cash flow projection is 21.5% (2020: 21.5%). The growth rate used does not exceed the long-term average growth rate for the multi-media technologies business in which the advertising license rights utilise.

* For identification purpose only

21. 無形資產(續)

截至二零二零年三月三十一日止年度，本集團透過收購附屬公司(附註40(b))獲得廣深線和諧號(「廣深線和諧號」)的廣告特許權。該特許證賦予本集團提供廣告代理服務及相關製作服務的權利。於二零二一年三月三十一日，廣告特許權賬面淨值約為人民幣25,295,000元(相當於約29,924,000港元)(二零二零年：約人民幣47,878,000元(相當於約52,292,000港元))。

截至二零二一年三月三十一日止年度，本集團獲得廣珠城際鐵路(「廣珠城際鐵路」)的廣告特許權利。該特許證賦予本集團提供廣告代理服務及相關製作服務的權利。於二零二一年三月三十一日，廣告特許權賬面淨值約為人民幣3,857,000元(相當於約4,563,000港元)。

上述無形資產之可使用年期有限。有關無形資產於下列期間內按直線基準攤銷：

廣告特許權	1.75至3年
網站成本	5年

無形資產減值評估

於二零二一年三月三十一日，本集團參考Flagship Global進行的估值對廣告特許權作出減值測試。廣告特許權的可收回金額已根據使用價值計算法乙確定，該計算法使用管理層批准的財務預算無形資產的剩餘使用年限的現金流量預測。適用於現金流量預測的稅前貼現率為21.5%(二零二零年：21.5%)。所使用的增長率不超過使用廣告特許權所經營的多媒體技術業務的長期平均增長率。

* 僅供識別

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

21. INTANGIBLE ASSETS (continued)

Impairment assessment of intangible assets (continued)

At 31 March 2021, Multi-media Technologies business suffered from operating loss, the management of the Group concluded there was an indication for impairment and conducted impairment assessment on recoverable amounts of the intangible assets with carrying amounts of approximately HK\$34,487,000 (2020: HK\$52,292,000).

As at 31 March 2021 and 31 March 2020, based on the result of the assessment, management of the Group determined that the recoverable amount of the intangible assets is higher than its carrying amount. Accordingly, no impairment loss has been recognised. The cash flow projections, growth rate and discount rate have been reassessed as at 31 March 2021 taking into consideration higher degree of estimation uncertainties in the current year due to how the COVID-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions of the Group's multi-media technologies business which the advertising license rights utilise.

The sensitivity analysis below has been determined based on the exposure to the pre-tax discount rate and five-year period growth rate, representing the key inputs to the determination to the recoverable amount.

If the post-tax discount rate was changed from 16.0% to 18.0% (2020: from 17.0% to 19.0%), while other parameters remain constant, no impairment loss would be recognised for the years ended 31 March 2021 and 31 March 2020.

If the long term growth rate was changed from 2.0% to 1.5% (2020: from 2.0% to 1.5%), while other parameters remain constant, no impairment loss would be recognised for the years ended 31 March 2021 and 31 March 2020.

Management determined the budgeted sales and gross margins based on past performance, expectation for the market development and planned business strategy. The discount rate used is pre-tax and reflects specific risks relating to multi-media technologies business which the advertising license rights utilise.

21. 無形資產(續)

無形資產減值評估(續)

於二零二一年三月三十一日，多媒體技術業務遭受經營虧損，本集團管理層認為有減值跡象，並對賬面值約34,487,000港元(二零二零年：52,292,000港元)的無形資產的可收回金額進行減值評估。

於二零二一年三月三十一日及二零二零年三月三十一日，根據評估結果，本集團管理層確定無形資產的可收回金額高於其賬面值。因此，概無確認減值虧損。考慮到由於新冠肺炎疫情可能如何發展及演變以及金融市場波動存在不確定性(包括本集團廣告特許權所經營的多媒體技術業務的潛在中斷)導致本年度的估計不確定因素增加，現金流量預測、增長率及貼現率已於二零二一年三月三十一日重新評估。

以下敏感性分析乃根據稅前貼現率及五年期增長率釐定，為釐定可收回金額時應用的主要輸入數據。

倘稅後貼現率自16.0%變動至18.0%(二零二零年：自17.0%變動至19.0%)，在其他參數不變的情況下，於截至二零二一年三月三十一日及二零二零年三月三十一日止年度均無確認減值虧損。

倘長期增長率自2.0%變動至1.5%(二零二零年：自2.0%變動至1.5%)，在其他參數不變的情況下，於截至二零二一年三月三十一日及二零二零年三月三十一日止年度均無確認減值虧損。

管理層根據過往表現、市場發展之預期以及已制訂之業務策略釐定預算銷售額及毛利率。所使用之貼現率為稅前貼現率，並反映與廣告特許權所經營的多媒體技術業務相關之特定風險。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

22. INTERESTS IN ASSOCIATES

22. 於聯營公司之權益

		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted cost of investment	非上市投資成本	—	—
Share of post-acquisition loss of associates	應佔聯營公司之收購後虧損	—	—
Exchange adjustments	匯兌調整	—	—
		—	—
Less: Accumulated impairment loss	減：累計減值虧損	—	—
		—	—
Amounts due from former associates (Note (c))	應收前聯營公司款項(附註(c))	—	625,937
Less: Allowance for credit loss (Note (c))	減：信貸虧損撥備(附註(c))	—	(625,937)
		—	—

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

22. INTERESTS IN ASSOCIATES (continued)

Details of each of the Group's material associates at the end of the reporting period are as follows:

22. 於聯營公司之權益(續)

於報告期末，本集團各間重大聯營公司之詳情如下：

Name of entities 實體名稱	Place of incorporation/ Principal place of operation 註冊成立地點/ 主要營業地點	Proportion of ownership interest held by the Group 本集團所持擁有權權益 之比例		Proportion of voting rights held by the Group 本集團所持表決權 之比例		Principal activities 主要業務
		2021	2020	2021	2020	
		二零二一年	二零二零年	二零二一年	二零二零年	
Yota [^] (Note (b))	Cayman Islands/ Cayman Islands	—	—	—	—	Investment Holding
Yota [^] (附註(b))	開曼群島/開曼群島					投資控股
Yota Device Ltd [#] (Note (b))	Republic of Cyprus/ Republic of Cyprus	—	—	—	—	Research and development of Yota Devices hardware and software, marketing, certification, selling goods, management of supply chain and production
Yota Device Ltd [#] (附註(b))	塞浦路斯共和國/ 塞浦路斯共和國					Yota Devices硬件和軟件研發、市場營銷、 認證、銷售貨物、供應鏈及生產管理
Yota Device IPR Ltd [#] (Note (b))	British Virgin Islands/ British Virgin Islands	—	—	—	—	Asset holding and management
Yota Device IPR Ltd [#] (附註(b))	英屬處女群島/ 英屬處女群島					資產持有及管理
Yota Device LLC [#] (Note (b))	Russian Federation/ Russian Federation	—	—	—	—	Research and development of Yota Devices software, marketing, certification and selling goods
Yota Device LLC [#] (附註(b))	俄羅斯聯邦/ 俄羅斯聯邦					Yota Devices軟件研發、市場營銷、認證 及銷售貨物
Yota Device Oy [#] (Note (b))	Finland/Finland	—	—	—	—	Research and development of Yota Devices hardware and software
Yota Device Oy [#] (附註(b))	芬蘭/芬蘭					Yota Devices硬件及軟件研發
Shanghai YunYun Culture & Media Limited* ("YunYun") (Note (a))	The Republic of China	48%	—	48%	—	Not yet commenced business
上海雲雲文化傳媒有限公司 (「雲雲」)(附註(a))	中華人民共和國					尚未開始營業

[^] Not audited by Asian Alliance (HK) CPA Limited

[^] 並非由華融(香港)會計師事務所有限公司審核

[#] Wholly-owned subsidiary of Yota

[#] Yota之全資附屬公司

All of the above associates are accounted for using the equity method in the consolidated financial statements.

上述所有聯營公司採用權益法於綜合財務報表入賬。

* For identification purpose only

* 僅供識別

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

22. INTERESTS IN ASSOCIATES (continued)

Notes:

- (a) On 23 December 2020, Shanghai YunYao Culture & Media Limited* (上海雲遙文化傳媒有限公司) ("YunYao"), an indirect wholly-owned subsidiary of the Company, Mr. ChenHan* (陳寒), the employee of the Group, and Mr. ZhuBin* (朱斌), an independent third party, entered into a business cooperation arrangement in relation to the formation of YunYun. YunYun has not yet commenced business. During the year ended 31 March 2021, the Company has not paid the registered capital in YunYun.

The Group has 48% ownership interest and voting rights in YunYun. By considering that the Group has no sufficiently dominant voting rights to direct the relevant activities of YunYun unilaterally, the Directors conclude that the Group only has significant influence over YunYun and therefore it is classified as an associate of the Group.

- (b) The Company entered into an original sale and purchase agreement dated 8 October 2015, the deed of amendment dated 23 December 2015 and the second deed of amendment dated 29 March 2016, with an independent third party (the "First Seller") in relation to acquisition of 30% equity interest in Yota, a company incorporated in the Cayman Islands with limited liability (the "First Acquisition"). The total cash consideration of USD46,225,000 (equivalent to approximately HK\$358,891,000) was paid by the Group, among which USD31,068,000 (equivalent to approximately HK\$241,215,000) was cost of acquisition for 30% equity interest in Yota and USD15,157,000 (equivalent to approximately HK\$117,676,000) was the cost of acquisition for a balance owned by a subsidiary of Yota to the First Seller, the balance was repayable on demand and classified as current assets. The First Acquisition was completed on 29 April 2016.

On 9 February 2018, China Baoli Technologies Services Limited ("Baoli Services"), a wholly-owned subsidiary of the Company, entered into an agreement (the "Second Agreement") with an independent third party (the "Second Seller") in relation to acquisition of 10% equity interest in Yota at a consideration of USD15,500,000 (equivalent to approximately HK\$120,615,000) (the "Second Acquisition"). Pursuant to the Second Agreement, the consideration will be satisfied by cash and the issuance of shares of the Company in the following manner:

- (i) USD140,000 (equivalent to approximately HK\$1,089,000) by payment in cash within 3 business days of the date of the Second Agreement which shall be applied towards the consideration upon the completion;
- (ii) USD360,000 (equivalent to approximately HK\$2,801,000) by payment in cash upon the completion;
- (iii) the settlement of USD10,500,000 (equivalent to approximately HK\$81,690,000) by way of allotment and issue of the first tranche consideration shares; and

* For identification purpose only

22. 於聯營公司之權益(續)

附註:

- (a) 於二零二零年十二月二十三日,本公司間接全資附屬公司上海雲遙文化傳媒有限公司(「雲遙」)、本集團僱員陳寒先生及獨立第三方朱斌先生就成立雲贊訂立業務合作安排。雲贊尚未開始營業。於截至二零二一年三月三十一日止年度,本公司尚未支付雲贊之註冊資本。

本集團擁有雲贊48%的擁有權及投票權。考慮到本集團並無足夠主導投票權單方面指導雲贊的相關活動,董事得出結論,本集團僅對雲贊具有重大影響力,因此被分類為本集團的聯營公司。雲贊因此被分類為本集團的聯營公司。

- (b) 本公司與一名獨立第三方(「第一賣方」)訂立日期為二零一五年十月八日之原有買賣協議,日期為二零一五年十二月二十三日之修訂契據及日期為二零一六年三月二十九日之第二份修訂契據,內容有關收購Yota(於開曼群島註冊成立之有限公司)之30%股權(「第一收購事項」)。總現金代價46,225,000美元(相當於約358,891,000港元)已由本集團支付,其中31,068,000美元(相當於約241,215,000港元)為收購Yota 30%股權之成本,而15,157,000美元(相當於約117,676,000港元)為收購Yota之一間附屬公司欠第一賣方之結餘的成本,有關結餘須應要求償還並分類為流動資產。第一收購事項於二零一六年四月二十九日完成。

於二零一八年二月九日,中國寶力科技服務有限公司(「寶力服務」,本公司之全資附屬公司)與一名獨立第三方(「第二賣方」)訂立協議(「第二份協議」),內容有關收購Yota之10%股權,代價為15,500,000美元(相當於約120,615,000港元)(「第二收購事項」)。根據第二份協議,代價將按下列方式以現金及發行本公司股份支付:

- (i) 140,000美元(相當於約1,089,000港元)於第二份協議日期後三個營業日內以現金支付,其將於完成後用作代價;
- (ii) 360,000美元(相當於約2,801,000港元)於完成時以現金支付;
- (iii) 10,500,000美元(相當於約81,690,000港元)以配發及發行第一批代價股份之方式支付;及

* 僅供識別

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

22. INTERESTS IN ASSOCIATES (continued)

Notes: (continued)

(b) (continued)

- (iv) the settlement of the remaining USD4,500,000 (equivalent to approximately HK\$35,035,000) on the date falling 180 days after the completion date. Baoli Services shall provide a notice to the Second Seller in writing no later than 3 business days before the 180th day after the completion date electing whether the remaining payment will be settled by way of allotment and issue of the second tranche consideration shares or in cash.

The Second Acquisition was completed on 29 March 2018. On the same date, the first tranche of consideration shares of 593,246,187 have been duly issued and allotted to the Second Seller. On 26 September 2018, the second tranche of consideration shares of 25,424,836 (adjusted to take into account of the share consolidation on 3 August 2018) have been duly issued and allotted to the Second Seller. The details are set out in the announcements of the Company dated 11 February 2018, 9 March 2018, 29 March 2018 and 26 September 2018 respectively.

Given the Group does not control the majority composition of the board of directors of Yota, the Group has no control over Yota. However, the Directors consider that the Group can exercise significant influence over Yota as the Group has appointed representatives to the board of directors of Yota. Yota and its subsidiaries (collectively referred to as the "Yota Group") is therefore classified as associates of the Group.

On 15 March 2019, the Grand Court of the Cayman Islands granted a winding up order (the "Order") against Yota. The winding-up petition was filed by Hi-P Electronics Pte. Ltd. (the "Petitioner") with respect to a principal sum of US\$1,000,000 said to be due by Yota to the Petitioner.

Upon submission of all the information to the official liquidator of Yota on 30 April 2019, the Directors were of the opinion that the Group has ceased to have any significance influence on Yota, and Yota ceased to be accounted for as an associate of the Group. The liquidation of Yota was accounted for as a derecognition of an associate, and resulted in a loss of approximately HK\$313,000 in the consolidated statement of profit or loss and other comprehensive income during the year ended 31 March 2020, calculated as follows:

	2020 二零二零年 HK\$'000 千港元
Carrying amount of 40% equity interest in Yota	—
Release of exchange reserve upon derecognition of an associate	313
Loss on derecognition of associates	(313)

22. 於聯營公司之權益(續)

附註：(續)

(b) (續)

- (iv) 餘額4,500,000美元(相當於約35,035,000港元)於完成日期後第180日支付。實力服務應於完成日期後第180日前不少於三個營業日向第二賣方發出書面通知，選擇以配發及發行第二批代價股份或以現金支付餘額。

第二收購事項於二零一八年三月二十九日完成。同日，第一批代價股份593,246,187股已妥為向第二賣方發行及配發。於二零一八年九月二十六日，第二批代價股份25,424,836股(經調整以計及於二零一八年八月三日進行的股份合併)已妥為向第二賣方發行及配發。有關詳情載於本公司日期分別為二零一八年二月十一日、二零一八年三月九日、二零一八年三月二十九日及二零一八年九月二十六日之公告。

鑑於本集團並無控制Yota董事會之大部分成員組合，因此本集團對Yota並無控制權。然而，由於本集團已委派代表至Yota董事會，故董事認為本集團可對Yota行使重大影響力。因此，Yota及其附屬公司(統稱「Yota集團」)被分類為本集團之聯營公司。

於二零一九年三月十五日，開曼群島大法院就Yota發出清盤令(「命令」)。該清盤呈請乃由Hi-P Electronics Pte. Ltd. (「呈請人」)就聲稱Yota結欠呈請人之本金額1,000,000美元而提起。

於二零一九年四月三十日向Yota法定清盤人提交所有資料後，董事認為本集團不再對Yota具有任何重大影響力，故Yota不再入賬為本集團的聯營公司。Yota的清盤事項於截至二零二零年三月三十一日止年度的綜合損益及其他全面收益表中入賬列為終止確認聯營公司，並產生虧損約313,000港元，計算如下：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

22. INTERESTS IN ASSOCIATES (continued)

Notes: (continued)

- (c) The amounts due from former associates are unsecured, repayable on demand and interest bearing at the following rates:

Interest-free borrowing	免息借貸
7% borrowing	7厘借貸
8% borrowing	8厘借貸

Included in the amounts due from former associates is the following amount denominated in currency other than the group entities' functional currencies:

USD	美元
-----	----

Details of impairment assessment of amounts due from former associates for the years ended 31 March 2021 and 2020 are set out in Note 6(b).

Summarised financial information of associates

Summarised financial information in respect of the Group's associates is set out below.

- (a) The summarised financial information below represents amounts shown in the YunYun's financial statements prepared in accordance with Hong Kong Financial Reporting Standards.

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債

22. 於聯營公司之權益(續)

附註：(續)

- (c) 應收前聯營公司款項為無抵押、須應要求償還及按下列利率計息：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest-free borrowing	—	117,894
7% borrowing	—	126,188
8% borrowing	—	381,855
	—	625,937

應收前聯營公司款項中包括以下以集團實體功能貨幣以外貨幣計值之金額：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
USD	—	80,714

截至二零二一年及二零二零年三月三十一日止年度之應收前聯營公司款項之減值評估詳情載於附註6(b)。

聯營公司之財務資料概要

本集團聯營公司之財務資料概要載列如下。

- (a) 以下財務資料概要為雲贊按照香港財務報告準則編製之財務報表所示之金額。

	YunYun 雲贊 2021 二零二一年 HK\$'000 千港元
Current assets	—
Non-current assets	—
Current liabilities	—
Non-current liabilities	—

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

22. INTERESTS IN ASSOCIATES (continued)

Summarised financial information of associates (continued)

(a) (continued)

22. 於聯營公司之權益(續)

聯營公司之財務資料概要(續)

(a) (續)

		YunYun 雲贊
		2021
		二零二一年
		HK\$'000
		千港元
Revenue	收入	—
Profit for the year	本年度溢利	—
Other comprehensive income for the year	本年度其他全面收入	—
Total comprehensive income for the year	本年度全面收入總額	—
Dividends received by the Group	本集團收取之股息	—

(b) The summarised financial information below represents amounts shown in the Yota Group's consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards.

(b) 以下財務資料概要為Yota集團按照香港財務報告準則編製之綜合財務報表所示之金額。

		Yota Group Yota集團
		2020
		二零二零年
		HK\$'000
		千港元
Current assets	流動資產	—
Non-current assets	非流動資產	—
Current liabilities	流動負債	—
Non-current liabilities	非流動負債	—

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

22. INTERESTS IN ASSOCIATES (continued)

Summarised financial information of associates (continued)

(b) (continued)

22. 於聯營公司之權益(續)

聯營公司之財務資料概要(續)

(b) (續)

		Yota Group Yota集團
		2020# 二零二零年#
		HK\$'000 千港元
Revenue	收入	N/A 不適用
Profit for the year	本年度溢利	N/A 不適用
Other comprehensive expense for the year	本年度其他全面支出	N/A 不適用
Total comprehensive expense for the year	本年度全面支出總額	N/A 不適用
Dividends received by the Group	本集團收取之股息	N/A 不適用

From 1 April 2019 to 30 April 2019 (date of derecognition)

自二零一九年四月一日至二零一九年四月三十日(終止確認日期)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

22. INTERESTS IN ASSOCIATES (continued)

Summarised financial information of associates (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interests in associates recognised in the consolidated financial statements:

(a)

		YunYun 雲贊
		2021 二零二一年 HK\$'000 千港元
Net liabilities attributable to the owners	擁有人應佔淨負債	—
Proportion of the Group's ownership interest and carrying amount of the Group's interest	本集團擁有權權益之比例及 本集團權益之賬面值	—

(b)

		Yota Group Yota集團
		2020 二零二零年 HK\$'000 千港元
Net liabilities attributable to the owners	擁有人應佔淨負債	—
Proportion of the Group's ownership interest	本集團擁有權權益之比例	—
Goodwill	商譽	—
Effect of fair value adjustments at acquisition	於收購時作出公平值調整之影響	—
Pre-acquisition loss	收購前虧損	—
Carrying amount of the Group's interest	本集團權益之賬面值	—

22. 於聯營公司之權益(續)

聯營公司之財務資料概要(續)

上述財務資料概要與綜合財務報表內確認之聯營公司權益之賬面值之對賬：

(a)

		YunYun 雲贊
		2021 二零二一年 HK\$'000 千港元
Net liabilities attributable to the owners	擁有人應佔淨負債	—
Proportion of the Group's ownership interest and carrying amount of the Group's interest	本集團擁有權權益之比例及 本集團權益之賬面值	—

(b)

		Yota Group Yota集團
		2020 二零二零年 HK\$'000 千港元
Net liabilities attributable to the owners	擁有人應佔淨負債	—
Proportion of the Group's ownership interest	本集團擁有權權益之比例	—
Goodwill	商譽	—
Effect of fair value adjustments at acquisition	於收購時作出公平值調整之影響	—
Pre-acquisition loss	收購前虧損	—
Carrying amount of the Group's interest	本集團權益之賬面值	—

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

23. GOODWILL

23. 商譽

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
COST	成本		
At 1 April	於四月一日	87,255	352,974
Arising on acquisition of subsidiaries (Note 40)	因收購附屬公司而產生(附註40)	1,388	57,952
Deconsolidation of a subsidiary (Note 41)	附屬公司終止綜合入賬(附註41)	(9,072)	(320,066)
Exchange adjustments	匯兌調整	4,985	(3,605)
At 31 March	於三月三十一日	84,556	87,255
ACCUMULATED IMPAIRMENT	累計減值		
At 1 April	於四月一日	32,293	167,689
Deconsolidation of a subsidiary (Note 41)	附屬公司終止綜合入賬(附註41)	(9,072)	(134,781)
Exchange adjustments	匯兌調整	934	(615)
Impairment loss recognised for the year	年內確認之減值虧損	14,466	—
At 31 March	於三月三十一日	38,621	32,293
CARRYING AMOUNT	賬面值	45,935	54,962

For the purpose of impairment testing, goodwill has been allocated to four cash generating units ("CGUs"), comprising the gamma ray business, tourism and hospitality business, mobile technologies business and multi-media technologies business. The carrying amounts of goodwill (net of accumulated impairment losses) allocated to these units are as follows:

就減值測試而言，商譽已獲分配至四個現金產生單位(「現金產生單位」)，包括伽瑪射線業務、旅遊及消閒業務、手機技術業務及多媒體技術業務。分配至該等單位之商譽賬面值(已扣除累計減值虧損)如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Gamma ray business	伽瑪射線業務	—	—
Tourism and hospitality business	旅遊及消閒業務	—	—
Mobile technologies business	手機技術業務	—	—
Multi-media technologies business	多媒體技術業務	45,935	54,962
		45,935	54,962

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

23. GOODWILL (continued)

Impairment tests for goodwill

Gamma ray business

The Group's goodwill from its gamma ray business had been fully impaired in prior years.

Tourism and hospitality business

As disclosed in Note 41(b) to the consolidated financial statements, during the year ended 31 March 2020, We Fly was deconsolidated from the Group. Accordingly, the cost and the accumulated impairment of goodwill attributable to We Fly in the tourism and hospitality business were derecognised upon deconsolidation of We Fly.

Mobile technologies business

As disclosed in Note 41(a) to the consolidated financial statements, during the year ended 31 March 2021, Baoli Yota was deconsolidated from the Group. Accordingly, the cost and the accumulated impairment of goodwill attributable to Baoli Yota in the mobile technologies business were derecognised upon deconsolidation of Baoli Yota.

Multi-media technologies business

As at 31 March 2021, the Group performed an impairment review for a CGU which was contributed by Hong Kong Made (Media) Limited ("Hong Kong Made"), Ample Success Limited ("Ample Success") and 深圳舒駿傳媒有限公司 (Shenzhen ZiJun Media Company Limited*) ("ZiJun Media") (2020: Hong Kong Made and Ample Success) (the "China Railway CGU"), with reference to a valuation carried out by Flagship Global. The recoverable amount of the China Railway CGU has been determined based on the Value-In-Use Calculation A, which uses a cash flow projection based on financial forecast approved by management covering a 5-year (2020: 3-year) period. The pre-tax discount rate applied to cash flow projection is 21.5% (2020: 21.5%) and cash flow beyond the 5-year (2020: 3-year) period is extrapolated using a steady 2.0% (2020: 2.0%) per annum growth rate. The growth rate used does not exceed the long-term average growth rate for the business in which the China Railway CGU operates.

23. 商譽(續)

商譽減值測試

伽瑪射線業務

本集團來自其伽瑪射線業務的商譽已於過往年度悉數減值。

旅遊及消閒業務

誠如綜合財務報表附註41(b)所披露，於截至二零二零年三月三十一日止年度，愛飛終止於本集團綜合入賬。因此，旅遊及消閒業務中愛飛應佔商譽的成本及累計減值，於愛飛終止綜合入賬時終止確認。

手機技術業務

誠如綜合財務報表附註41(a)所披露，於截至二零二一年三月三十一日止年度，寶力優特終止於本集團綜合入賬。因此，手機技術業務中寶力優特應佔商譽的成本及累計減值，於寶力優特終止綜合入賬時終止確認。

多媒體技術業務

於二零二一年三月三十一日，本集團參照由 Flagship Global 進行之估值為香港製作(媒體)有限公司(「香港製作」、博功有限公司(「博功」)及舒駿傳媒(二零二零年：香港製作及博功)貢獻的現金產生單位(「中國中鐵現金產生單位」)進行減值檢討。中國中鐵現金產生單位之可收回金額乃按使用價值計算法釐定，而使用價值計算法甲採用基於經管理層批准之五年(二零二零年：三年)期財務預測作出之現金流量預測。現金流量預測所應用之稅前貼現率為21.5%(二零二零年：21.5%)，超過五年(二零二零年：三年)期之現金流量採用2.0%(二零二零年：2.0%)穩定年增長率推算。所用增長率不超過中國中鐵現金產生單位經營之業務之長遠平均增長率。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

23. GOODWILL (continued)

Impairment tests for goodwill (continued)

Multi-media technologies business (continued)

As at 31 March 2021, based on the result of the assessment, management of the Group determined that the carrying amount of the China Railway CGU is higher than its recoverable amount. Accordingly, impairment loss of approximately RMB12,704,000 (equivalent to approximately HK\$14,466,000) has been recognised. The impairment loss has been included in profit or loss in the impairment loss on goodwill line item. The recoverable amount of China Railway CGU amounted to approximately RMB38,872,000 (equivalent to approximately HK\$45,935,000). The cash flow projections, growth rate and discount rate have been reassessed as at 31 March 2021 taking into consideration higher degree of estimation uncertainties in the current year due to how the COVID-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions of the Group's multi-media technologies business. As at 31 March 2020, based on the result of the assessment, management of the Group determined that the recoverable amount of the China Railway CGU is higher than its carrying amount. Accordingly, no impairment loss has been recognised.

The sensitivity analysis below has been determined based on the exposure to the pre-tax discount rate and five-year period growth rate, representing the key inputs to the determination to the recoverable amount.

If the post-tax discount rate was changed from 16.0% to 18.0% (2020: from 17.0% to 19.0%), while other parameters remain constant, a further impairment of goodwill of approximately RMB11,206,000 (equivalent to approximately HK\$12,761,000) (2020: HK\$Nil) would be recognised.

If the long term growth rate was changed from 2.0% to 1.5% (2020: from 2.0% to 1.5%), while other parameters remain constant, a further impairment of goodwill of approximately RMB904,000 (equivalent to approximately HK\$1,029,000) (2020: HK\$Nil) would be recognised.

Management determined the budgeted sales and gross margins based on past performance, expectation for the market development and planned business strategy. The discount rate used is pre-tax and reflects specific risks relating to multi-media technologies business.

23. 商譽(續)

商譽減值測試(續)

多媒體技術業務(續)

於二零二一年三月三十一日，根據評估的結果，本集團管理層釐定中國中鐵現金產生單位之賬面值高於其可收回金額。因此，減值虧損約人民幣12,704,000元(相當於約14,466,000港元)已確認。該減值虧損已計入損益賬中商譽減值虧損項目。中國中鐵現金產生單位之可收回金額約為人民幣約38,872,000元(相當於約45,935,000港元)。考慮到由於新冠肺炎疫情發展及演變情況的不確定性以及金融市場的波動性，本年度的估計不確定性(包括本集團的多媒體技術業務的潛在中斷)增大，現金流量預測、增長率及貼現率已於二零二一年三月三十一日重新評估。於二零二零年三月三十一日，根據評估的結果，本集團管理層釐定中國中鐵現金產生單位之可收回金額高於其賬面值。因此，並無確認減值虧損。

以下敏感性分析乃根據稅前貼現率及五年期增長率釐定，為釐定可收回金額時應用的主要輸入數據。

倘稅後貼現率由16.0%改為18.0%(二零二零年：由17.0%改為19.0%)，而其他參數保持不變，則確認商譽之進一步減值約人民幣11,206,000元(相當於約12,761,000港元)(二零二零年：零港元)。

倘長期增長率由2.0%改為1.5%(二零二零年：由2.0%改為1.5%)，而其他參數保持不變，則確認商譽進一步減值約人民幣904,000元(相當於約1,029,000港元)(二零二零年：零港元)。

管理層按過往表現、對市場發展之預期及計劃業務策略決定預算銷售額及毛利率。所用貼現率屬稅前貼現率，反映與多媒體技術業務相關之特有風險。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

24. INVENTORIES

24. 存貨

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Mobile technologies business	手機技術業務		
— Raw materials	— 原材料	—	7

25. TRADE AND OTHER RECEIVABLES

25. 應收貿易及其他賬項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables	應收貿易賬項	3,170	11,307
Less: Allowance for credit losses	減：信貸虧損撥備	—	(6,291)
Trade receivables	應收貿易賬項	3,170	5,016
Bills receivables	應收票據賬項	1,717	—
Trade and bills receivables, net (Note a)	應收貿易賬項及應收票據淨額 (附註a)	4,887	5,016
Other receivables and deposits (Notes b, c & d)	應收其他賬項及按金 (附註b、c及d)	22,718	41,775
Prepayments (Note e)	預付款項(附註e)	5,147	625
		27,865	42,400
Less: Allowance for credit losses	減：信貸虧損撥備	(421)	(3,042)
Other receivables, prepayments and deposit paid, net	應收其他賬項、預付款項及已付 按金，淨額	27,444	39,358
Trade and other receivables, net	應收貿易及其他賬項，淨額	32,331	44,374

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

25. TRADE AND OTHER RECEIVABLES (continued)

Notes:

- (a) As at 1 April 2019, trade and bills receivables from contracts with customers amounted to approximately HK\$8,936,000 net of allowance for credit losses of HK\$806,000.

The following is an aged analysis of trade and bills receivables net of allowance for credit losses, presented based on the invoice date, which approximates the respective revenue recognition dates:

0 to 30 days	0至30天
31 to 90 days	31天至90天
91 to 180 days	91天至180天
181 to 365 days	181天至365天

As at 31 March 2021, included in the Group's trade and bills receivables balance are debtors with aggregate carrying amount of approximately HK\$2,522,000 (2020: approximately HK\$4,913,000) which are past due as at the reporting date. Out of the past due balances, approximately HK\$2,809,000 (2020: approximately HK\$592,000) has been past due 90 days or more are not considered as default by considering the ongoing business relationship, repayment history and expected future settlement. The Group does not hold any collateral over these balances.

- (b) As at 31 March 2021, included in the Group's other receivables and deposits, an amount of approximately RMB2,500,000 (equivalent to approximately HK\$2,958,000) (2020: Nil) represented an earnest deposit paid to an independent third party in order to secure the advertising agency services and related production services for the GZ Intercity Railway for the period up to 31 December 2022.
- (c) As at 31 March 2021, included in the Group's other receivables and deposits, an amount of RMB5,300,000 (equivalent to approximately HK\$6,306,000) (2020: RMB5,300,000, equivalent to approximately HK\$5,789,000) represented the refundable contract bond paid to an independent third party for the advertising license rights on the GSCR Hexiehao Trains.

25. 應收貿易及其他賬項(續)

附註:

- (a) 於二零一九年四月一日，來自客戶合約之應收貿易賬項及應收票據約為8,936,000港元(已扣除信貸虧損撥備806,000港元)。

以下為基於發票日期(與有關收入確認日期相若)呈列之應收貿易賬項及應收票據(已扣除信貸虧損撥備)之賬齡分析:

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 to 30 days	2,365	426
31 to 90 days	625	1,746
91 to 180 days	1,897	958
181 to 365 days	—	1,886
	4,887	5,016

於二零二一年三月三十一日，本集團的應收貿易賬項及應收票據結餘包括於報告日期已逾期的賬面總值約為2,522,000港元(二零二零年：約4,913,000港元)的應收賬項。在逾期結餘中，約2,809,000港元(二零二零年：約592,000港元)已逾期90天或以上，但考慮到持續業務關係、還款記錄及預期未來結算，該等款項並未被視為已違約。本集團並無就該等結餘持有任何抵押品。

- (b) 於二零二一年三月三十一日，本集團的應收其他賬項及按金包括直至二零二二年十二月三十一日止期間內就有關向廣珠城際鐵路提供之廣告代理服務及相關產品服務向一名獨立第三方支付之保證金約人民幣2,500,000元(相當於約2,958,000港元)(二零二零年：無)。
- (c) 於二零二一年三月三十一日，本集團的應收其他賬項及按金包括就有關廣深線和諧號之廣告特許權向一名獨立第三方支付的可退還履約保證金人民幣5,300,000元(相當於約6,306,000港元)(二零二零年：人民幣5,300,000元(相當於約5,789,000港元))。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

25. TRADE AND OTHER RECEIVABLES (continued)

Notes: (continued)

(d) As at 31 March 2020, included in the Group's other receivables and deposits, an amount of RMB13,000,000 (equivalent to approximately HK\$14,646,000) represented a refundable earnest deposit paid to 廣州聲煜金線廣告有限公司 (Guangzhou Shengyu Golden Line Advertising Company Limited*) ("Guangzhou Shengyu"), an independent third party, under a memorandum of understanding in relation to the proposed acquisition of an exclusive advertising license right in connection with the advertising agency services and related production services for GZ Intercity Railway.

During the year ended 31 March 2021, the memorandum of understanding was lapsed and a supplemental agreement was signed with Guangzhou Shengyu, Guangzhou Shengyu agreed RMB9,000,000 (equivalent to approximately HK\$10,599,000) and RMB4,000,000 (equivalent to approximately HK\$4,711,000) of the refundable earnest deposit were settled through the acquisition of advertising license right for the GZ Intercity Railway and the settlement of license fee payable for the GSCR Hexiehao Train respectively.

(e) As at 31 March 2021, included in the Group's prepayment, an amount of approximately HK\$4,097,000 (equivalent to approximately RMB3,463,000) represented the payment in advance for the future cost of sale for multi-media and advertising service.

Details of impairment assessment of trade and other receivables are set out in Note 6(b).

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed securities held for trading: 持作買賣之上市證券：
Equity securities listed in Hong Kong 於香港上市之股本證券

As at 31 March 2021, the Group's listed securities of aggregate carrying amount of HK\$224,000 (2020: HK\$512,000) were pledged by the Group to secure a margin account payable (Note 32(d)).

* For identification purpose only

25. 應收貿易及其他賬項(續)

附註：(續)

(d) 於二零二零年三月三十一日，本集團的應收其他賬項及按金包括就擬收購廣珠城際鐵路媒體廣告代理服務及相關製作服務的獨家廣告特許權根據諒解備忘錄向一名獨立第三方廣州聲煜金線廣告有限公司(「廣州聲煜」)支付的可退回保證金人民幣13,000,000元(相當於約14,646,000港元)。

截至二零二一年三月三十一日止年度，諒解備忘錄失效及與廣州聲煜簽立補充協議，廣州聲煜同意人民幣9,000,000元(相當於約10,599,000港元)及人民幣4,000,000元(相當於約4,711,000港元)可退回保證金分別透過收購廣珠城際鐵路廣告特許權及結算應付廣深線和諧號的許可費結算。

(e) 於二零二一年三月三十一日，本集團的預付款項包括就多媒體及廣告服務的未來銷售成本的預付款項約4,097,000港元(相當於約人民幣3,463,000元)。

應收貿易及其他賬項減值評估之詳情載於附註6(b)。

26. 按公平值計入損益之金融資產

2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元

224	512
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於二零二一年三月三十一日，本集團賬面總值為224,000港元(二零二零年：512,000港元)之上市證券已由本集團作質押，以擔保其應付孖展賬戶款項(附註32(d))。

* 僅供識別

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

27. BANK BALANCES AND CASH

Bank balances carry interest at market rates which ranged from 0.001% to 0.35% (2020: from 0.01% to 0.35%) per annum.

Included in bank balances and cash are the following amounts denominated in currencies other than the group entities' functional currencies:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
USD	美元	30	—
Japanese Yen	日圓	2	28
Malaysian Ringgit	馬來西亞元	2	2
Euro	歐元	3	3
Russian Ruble	俄羅斯盧布	1	1

Included in the bank balances and cash are the following amounts which are subject to foreign exchange control regulations and not freely transferable:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Amounts denominated in RMB	以人民幣為單位之款項	7,949	1,353

Details of impairment assessment of bank balances are set out in Note 6(b).

27. 銀行結餘及現金

銀行結餘按市場年利率0.001厘至0.35厘(二零二零年: 0.01厘至0.35厘)計息。

銀行結餘及現金包括下列以集團實體功能貨幣以外貨幣為單位之金額:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
USD	美元	30	—
Japanese Yen	日圓	2	28
Malaysian Ringgit	馬來西亞元	2	2
Euro	歐元	3	3
Russian Ruble	俄羅斯盧布	1	1

銀行結餘及現金包括下列受外匯管制規定規限及不可自由兌換之金額:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Amounts denominated in RMB	以人民幣為單位之款項	7,949	1,353

銀行結餘之減值評估詳情載列於附註6(b)。

28. TRADE AND OTHER PAYABLES

Trade payables (Note a)	應付貿易賬項(附註a)	41,435	65,228
Other payables and accruals (Note b)	應付其他賬項及應計款項 (附註b)	162,120	111,076
Deposit received (Note c)	已收按金(附註c)	15,640	15,640
Amounts due to shareholders and directors (Note d)	應付股東及董事款項(附註d)	80,829	46,026

28. 應付貿易及其他賬項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade payables (Note a)	應付貿易賬項(附註a)	41,435	65,228
Other payables and accruals (Note b)	應付其他賬項及應計款項 (附註b)	162,120	111,076
Deposit received (Note c)	已收按金(附註c)	15,640	15,640
Amounts due to shareholders and directors (Note d)	應付股東及董事款項(附註d)	80,829	46,026
		300,024	237,970

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

28. TRADE AND OTHER PAYABLES (continued)

Notes:

- (a) The following is an aged analysis of trade payables presented based on the invoice date:

Up to 30 days	30天及以下
31 to 90 days	31至90天
91 to 180 days	91至180天
181 to 365 days	181至365天
Over 365 days	365天以上

The average credit period granted by the trade creditors is 30 to 45 days (2020: 30 to 45 days).

- (b) Other payables and accruals mainly include the followings:

- (i) As at 31 March 2021, included in the Group's other payables and accruals was an amount due to a former non-controlling shareholder of a deconsolidated subsidiary of the Group of approximately HK\$1,234,000 (2020: approximately HK\$27,373,000) which are unsecured, interest free and repayable on demand.
- (ii) As at 31 March 2021, included in the Group's other payables and accruals was an amount due to Baoli Yota of approximately RMB53,885,000 (equivalent to approximately HK\$63,746,000) (2020: HK\$Nil) which are unsecured, interest free and repayable demand. As detailed in Note 41(a), during the year ended 31 March 2021, the SZ court enforced for bankruptcy and liquidation against Baoli Yota. The amount represents the unpaid registered capital to Baoli Yota which was demanded by the bankruptcy administrator.
- (iii) As at 31 March 2021, approximately HK\$6,004,000 (2020: approximately HK\$4,504,000) represented the interest payable on placing notes (Note 32(b)).
- (iv) As at 31 March 2021, approximately HK\$8,887,000 (2020: approximately HK\$5,536,000) represented the interest payable on an other borrowing from independent third party matured on 15 August 2018 (Note 32(c)(iii)).
- (v) As at 31 March 2021, approximately HK\$12,980,000 (2020: approximately HK\$11,404,000) represented the rental expenses payable.

28. 應付貿易及其他賬項(續)

附註:

- (a) 以下為基於發票日期呈列之應付貿易賬項之賬齡分析:

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Up to 30 days	82	109
31 to 90 days	82	166
91 to 180 days	246	151
181 to 365 days	421	453
Over 365 days	40,604	64,349
	41,435	65,228

貿易債權人授予的平均信貸期介乎30天至45天(二零二零年:30天至45天)。

- (b) 應付其他賬項及應計款項主要包括以下各項:

- (i) 於二零二一年三月三十一日,本集團應付其他賬項及應計款項包括應付本集團終止入賬之附屬公司一名前非控股股東款項約1,234,000港元(二零二零年:約27,373,000港元),該款項為無抵押、免息及應要求償還。
- (ii) 於二零二一年三月三十一日,本集團其他應付賬項及應計款項包括應付寶力優特款項約人民幣53,885,000元(相當於約63,746,000港元)(二零二零年:零港元),該款項為無抵押、免息及應要求償還。如附註41(a)所詳述,截至二零二一年三月三十一日止年度,深圳法院對寶力優特執行破產清盤。款項指破產管理人要求寶力優特未繳的註冊資本。
- (iii) 於二零二一年三月三十一日,本集團配售票據的應付利息約6,004,000港元(二零二零年:約4,504,000港元)(附註32(b))。
- (iv) 於二零二一年三月三十一日,本集團於二零一八年八月十五日到期的向一名獨立第三方借取之其他借貸的應付利息約8,887,000港元(二零二零年:約5,536,000港元)(附註32(c)(iii))。
- (v) 於二零二一年三月三十一日,本集團應付租金開支約12,980,000港元(二零二零年:約11,404,000港元)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

28. TRADE AND OTHER PAYABLES (continued)

Notes: (continued)

- (b) (continued)
- (vi) As at 31 March 2021, approximately HK\$5,858,000 (2020: approximately HK\$3,117,000) represented the accrued salaries.
- (vii) As at 31 March 2021, approximately HK\$8,793,000 (2020: approximately HK\$6,891,000) represented unpaid legal and professional fee.
- (vii) As at 31 March 2021, approximately HK\$2,965,000 (2020: HK\$Nil) represented unpaid consultancy fee for multi-media technologies business.
- (c) As at 31 March 2021, HK\$15,640,000 (equivalent to approximately USD2,000,000) (2020: HK\$15,640,000 (equivalent to approximately USD2,000,000)) was received from the former employee of the Group (the "Former Employee") as a deposit (the "Deposit") for the Proposed Disposal (as defined below).

During the year ended 31 March 2018, the Group and the Former Employee entered into a sale and purchase agreement pursuant to which the Group conditionally agreed to sell and the Former Employee conditionally agreed to acquire 10% equity interest in Yota at a consideration of HK\$23,460,000 (equivalent to approximately USD3,000,000) (the "Proposed Disposal").

Pursuant to the sale and purchase agreement, the Former Employee shall provide or shall procure all necessary assistance to the Group in obtaining financing on terms favorable to the Group for the purpose of paying the royalty fee required to be paid under the intellectual property license agreement.

The Directors are of the opinion that the consideration of HK\$23,460,000 (equivalent to approximately USD3,000,000) for the Proposed Disposal was arrived at after arm's length negotiation.

On 16 March 2020, the Group and the Former Employee entered into a supplemental agreement pursuant to which the Group and the Former Employee agreed to refund the Deposit to the Former Employee not later than 30 September 2021.

- (d) The amount(s) due to shareholders and directors are non-trade, unsecured, interest-free and repayable on demand.
- (e) Included in trade and other payables are the following amounts denominated in currencies other than the group entities' functional currencies:

USD 美元

28. 應付貿易及其他賬項(續)

附註：(續)

- (b) (續)
- (vi) 於二零二一年三月三十一日，本集團應計薪金約5,858,000港元(二零二零年：約3,117,000港元)。
- (vii) 於二零二一年三月三十一日，約8,793,000港元(二零二零年：約6,891,000港元)為未支付的法律及專業費用。
- (vii) 於二零二一年三月三十一日，約2,965,000港元(二零二零年：零港元)為未支付的多媒體技術業務顧問費用。
- (c) 於二零二一年三月三十一日，本集團從前僱員(「前僱員」)收取15,640,000港元(相當於約2,000,000美元)(二零二零年：15,640,000港元(相當於約2,000,000美元))，作為建議出售事項(定義見下文)之按金(「按金」)。

於截至二零一八年三月三十一日止年度，本集團與前僱員訂立買賣協議，據此，本集團有條件同意出售，而前僱員有條件同意收購Yota之10%股權，代價為23,460,000港元(相當於約3,000,000美元)(「建議出售事項」)。

根據買賣協議，前僱員須向本集團提供或促使他人向本集團提供一切所需協助，以按對本集團有利之條款取得融資，從而支付根據知識產權授權協議須支付之專利權費。

董事認為，建議出售事項之代價23,460,000港元(相當於約3,000,000美元)乃經公平磋商達致。

於二零二零年三月十六日，本集團與前僱員訂立補充協議，據此，本集團及前僱員同意在不遲於二零二一年九月三十日前將按金退還予前僱員。

- (d) 應付股東及董事款項屬非貿易性質，為無抵押、免息及應要求償還。
- (e) 應付貿易及其他賬項包括下列以集團實體功能貨幣以外貨幣為單位之金額：

2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元

USD	美元	15,797	15,797
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Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

29. LEASE LIABILITIES

29. 租賃負債

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Lease liabilities payable:	應於下列期間支付之租賃負債：		
Within one year	一年內	812	3,586
Within a period of more than one year but not more than two years	一年後但於兩年內	—	812
		<u>812</u>	<u>4,398</u>
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債項下所示於12個月內到期結算之款項	<u>(812)</u>	<u>(3,586)</u>
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下所示於12個月後到期結算之款項	<u>—</u>	<u>812</u>

The weighted average incremental borrowing rates applied to lease liabilities is 10.6% (2020: 10.6%).

租賃負債所應用的加權平均增量借貸利率為10.6% (二零二零年：10.6%)。

30. LICENSE FEES PAYABLES

The balances represented the present values of license fee payables for acquisition of exclusive advertising license rights from a third party (Note 21), and related imputed interest arisen from the discounted payable as below:

30. 應付特許權費

有關結餘指自第三方收購獨家廣告特許權之應付特許權費之現值(附註21)，而因折讓應付款項產生之相關推算利息如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	23,942	28,633
Within a period of more than one year but not more than two years	一年後但於兩年內	—	23,763
		<u>23,942</u>	<u>52,396</u>
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債項下所示於12個月內到期結算之款項	<u>(23,942)</u>	<u>(28,633)</u>
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下所示於12個月後到期結算之款項	<u>—</u>	<u>23,763</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

31. CONTRACT LIABILITIES

31. 合約負債

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current	流動		
Multi-media and advertising service	多媒體及廣告服務	42,732	26,543

As at 1 April 2019, contract liabilities amounted to HK\$469,000.

於二零一九年四月一日，合約負債為469,000港元。

Contract liabilities, that are not expected to be settled within the Group's normal operating cycle, are classified as current and non-current liabilities based on the Group's earliest obligation to transfer goods or services to the customers.

基於本集團向客戶轉讓商品或服務之最早義務，預期不會於本集團之正常經營週期內結算之合約負債分類為流動及非流動負債。

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

下表顯示涉及已結轉合約負債之已確認收入金額及涉及於過往期間履行之履約責任之收入金額。

	Multi-media and advertising service 多媒體及 廣告服務 HK\$'000 千港元	Sales of mobile phones and related products 銷售手機及 相關產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
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For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

Revenue recognised that was included in the contract liability balance at the beginning of the year	於年初計入合約負債結餘之已確認收入	20,249	—	20,249
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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

Revenue recognised that was included in the contract liability balance at the beginning of the year	於年初計入合約負債結餘之已確認收入	—	469	469
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Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

31. CONTRACT LIABILITIES (continued)

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

Multi-media and advertising service

When the Group receives a deposit before the production activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit. According to the contractual terms payment with customers the Group typically receives a deposit ranged from 10.0% to 80.0% (2020: 10.0% to 50.0%) of the service fee on acceptance of the engagement.

Sales of mobile phones and related products

When the Group receives a deposit before the production activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit. The Group typically receives a deposit ranged from 10% to 50% of the sales amount on acceptance of the engagements.

Note:

The significant increase in contract liabilities in the current year was mainly due to a significant deposit represented 80.0% of the service fee received from a customer.

31. 合約負債(續)

影響已確認之合約負債金額之典型付款條款如下：

多媒體及廣告服務

倘本集團於生產活動開始之前收取按金，此將於合約開始時產生合約負債，直至就相關合約確定之收入超過按金金額為止。根據與客戶之合約付款條款，本集團一般於接納委聘時收取介乎服務費10%至80%（二零二零年：10%至50%）之按金。

銷售手機及相關產品

當本集團於生產活動開始之前收取按金時，此將於合約開始時產生合約負債，直至就相關合約確認之收入超過按金之金額為止。本集團通常於接納委聘時收取介乎銷售額10%至50%之按金。

附註：

本年度合約負債顯著增加乃主要由於向一名客戶收取佔服務費80.0%的大額按金。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

32. BANK AND OTHER BORROWINGS

32. 銀行及其他借貸

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current	流動		
Bank borrowing — secured (Note a)	銀行借貸 — 有抵押(附註a)	—	8,508
Margin account payable — secured (Note d)	應付孖展賬戶款項 — 有抵押 (附註d)	46,132	42,538
Other borrowings — unsecured (Notes c)	其他借貸 — 無抵押(附註c)	221,162	188,498
Placing notes — unsecured (Note b)	配售票據 — 無抵押(附註b)	29,950	19,947
		<u>297,244</u>	<u>259,491</u>
Non-current	非流動		
Placing notes — secured (Note b)	配售票據 — 有抵押(附註b)	—	9,868
Total bank and other borrowings	銀行及其他借貸總額	<u>297,244</u>	<u>269,359</u>

The Group's borrowings were payable as follows:

本集團之借貸應於下列期間償還：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank borrowing repayable	應於下列期間償還之銀行借貸		
Within one year	一年內	—	8,508
Other borrowings repayable	應於下列期間償還之其他借貸		
Within one year	一年內	297,244	250,983
After one year but within two years	一年後但於兩年內	—	9,868
		<u>297,244</u>	<u>260,851</u>
Total bank and other borrowings	銀行及其他借貸總額	<u>297,244</u>	<u>269,359</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

32. BANK AND OTHER BORROWINGS (continued)

Notes:

- (a) As at 31 March 2020, the bank borrowing is secured by the entire equity interests of 淄博利源高科輻照技術有限公司 (Zibo Liyuan Gamma Ray Technologies Co. Limited*) ("Zibo Liyuan"), a non-wholly owned subsidiary of the Company, including leasehold buildings and right-of-use assets (Notes 18 and 19). The bank borrowing was mature on 2 September 2020 and carried fixed interest rate of 5.15% per annum, and has been fully repaid during the year ended 31 March 2021.
- (b) On 20 August 2013, the Company entered into a placing agreement (the "Placing Agreement") with a placing agent (the "Placing Agent"), pursuant to which the Company agreed to place, through the Placing Agent, on a best effort basis, the placing notes up to an aggregate amount of HK\$300,000,000 to be issued by the Company in the denomination of HK\$2,000,000 each (the "Placing Notes") to independent third parties. Pursuant to the Placing Agreement, the Placing Notes carry interest at 5.0% per annum and are to be redeemed on the seventh anniversary from the respective issue dates of the Placing Notes. The Company may early redeem in whole the Placing Notes at a redemption price equal to the principal amount together with accrued interest after the third anniversary date from the respective issue dates of the Placing Notes.

On 15 August 2014, the Company and the Placing Agent renewed the placing period and agreed to place the notes in the remaining principal amount of up to HK\$280,000,000. Details of the placing and the renewal were set out in the Company's announcements dated 20 August 2013 and 15 August 2014 respectively.

During the year ended 31 March 2014, the Company issued placing notes to two placees with aggregate principal amount of HK\$20,000,000. During the year ended 31 March 2015, the Company issued placing notes to another placee with aggregate principal amount of HK\$10,000,000. The placing notes carried at amortised cost and the effective interest rate ranged from 5.9% to 6.9% per annum.

As detailed in Note 37(ii) to the consolidated financial statements, the Group had not repaid the interest on placing notes on their respective due dates during the year ended 31 March 2019. One creditor purportedly a beneficial owner of the Placing Notes with aggregate principal amount of HK\$10,000,000 had taken legal actions against the Company to recover the alleged debt amount.

* For identification purpose only

32. 銀行及其他借貸(續)

附註:

- (a) 於二零二零年三月三十一日，銀行借貸以淄博利源高科輻照技術有限公司（「淄博利源」，本公司非全資附屬公司）全部股權（包括租賃樓宇及使用權資產）（附註18及19）作抵押。銀行借貸於二零二零年九月二日到期，按固定年利率5.15厘計息，且於截至二零二一年三月三十一日止年度已悉數償還。
- (b) 於二零一三年八月二十日，本公司與一名配售代理（「配售代理」）訂立配售協議（「配售協議」），據此，本公司同意透過配售代理按盡力基準配售本公司將予發行總額最多300,000,000港元及每份面值2,000,000港元之配售票據（「配售票據」）予獨立第三方。根據配售協議，配售票據按年利率5.0厘計息，並將於由每份配售票據之發行日期起計第七週年贖回。本公司可於由每份配售票據之發行日期起計第三週年日期後以相當於本金額連同應計利息之贖回價提前悉數贖回配售票據。

於二零一四年八月十五日，本公司與配售代理重續配售期，並同意配售餘下本金額最多280,000,000港元之票據。有關配售事項及重續事項之詳情，分別載於本公司日期為二零一三年八月二十日及二零一四年八月十五日之公告。

於截至二零一四年三月三十一日止年度，本公司向兩名承配人發行配售票據，本金總額為20,000,000港元。於截至二零一五年三月三十一日止年度，本公司向另一名承配人發行配售票據，本金總額為10,000,000港元。配售票據按攤銷成本列賬及按實際年利率5.9厘至6.9厘計息。

誠如綜合財務報表附註37(ii)所詳述，截至二零一九年三月三十一日止年度，本集團仍未償還配售票據於各到期日的利息。本金總額10,000,000港元的配售票據的一名債權人（據稱為本金總額10,000,000港元的配售票據的實益擁有人）已對本公司採取法律行動以追回聲稱債款。

* 僅供識別

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

32. BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (c) Other borrowings mainly include the followings:
- (i) Included in other borrowings of approximately RMB119,836,000 (equivalent to approximately HK\$141,765,000) (2020: approximately RMB111,555,000 (equivalent to approximately HK\$121,839,000)) represent loans from an independent third party. The loan was mature on 27 March 2019, unsecured and carries interest rate of the People's Bank of China Benchmark Rate.
 - (ii) Included in other borrowings of approximately RMB5,063,000 (equivalent to approximately HK\$5,990,000) (2020: approximately RMB4,587,000 (equivalent to approximately HK\$5,010,000)) represent loans from an independent third party. The loan was mature on 31 March 2021, unsecured and carries fixed interest rate of 5% per annum.
 - (iii) Included in other borrowings of approximately HK\$41,087,000 (2020: approximately HK\$41,087,000) represent loans from an independent third party. The loan was mature on 15 August 2018, unsecured and carries fixed interest rate of 12.0% per annum.
 - (iv) Included in other borrowings of approximately RMB7,800,000 (equivalent to approximately HK\$9,228,000) (2020: HK\$Nil) represent loans from an independent third party. The loan was mature on 30 April 2021, unsecured and carries fixed interest rate of 15.38% per annum.
 - (v) Included in other borrowings of HK\$7,700,000 (2020: HK\$7,700,000) represent loans from an independent third party. The loan was mature on 10 July 2021, unsecured and carries fixed interest rate of 16.0% per annum.
- (d) Margin account payable is secured by certain listed securities held by the Group (Note 26) and carry interest at prime rate plus 3.0% per annum.

32. 銀行及其他借貸(續)

附註：(續)

- (c) 其他借貸主要包括以下各項：
- (i) 其他借貸包括約人民幣119,836,000元(相當於約141,765,000港元)(二零二零年：約人民幣111,555,000元(相當於約121,839,000港元))向一名獨立第三方借取之貸款。該借貸於二零一九年三月二十七日到期，為無抵押及按中國人民銀行基準利率計息。
 - (ii) 其他借貸包括約約人民幣5,063,000元(相當於約5,990,000港元)(二零二零年：約人民幣4,587,000元(相當於約5,010,000港元))向一名獨立第三方借取之貸款。該貸款於二零二一年三月三十一日到期，為無抵押及按固定年利率5厘計息。
 - (iii) 其他借貸包括約41,087,000港元(二零二零年：約41,087,000港元)向一名獨立第三方借取之貸款。該貸款於二零一八年八月十五日期，為無抵押及按固定年利率12.0厘計息。
 - (iv) 其他借貸包括約人民幣7,800,000元(相當於約9,228,000港元(二零二零年：零港元))向一名獨立第三方借取之貸款。該貸款於二零二一年四月三十日到期，為無抵押及按固定年利率15.38厘計息。
 - (v) 其他借貸包括7,700,000港元(二零二零年：7,700,000港元)向一名獨立第三方借取之貸款。該貸款於二零二一年七月十日到期，為無抵押及按固定年利率16.0厘計息。
- (d) 應付孖展賬戶款項以本集團所持之若干上市證券作抵押(附註26)，按最優惠年利率加3.0厘計息。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

33. CONVERTIBLE LOAN

On 22 August 2019, Hong Kong Made (Media) Limited (“Hong Kong Made”), a wholly-owned subsidiary of the Company, entered into a convertible loan agreement (the “Convertible Loan Agreement”) with an independent third party (the “Lender”), in respect of a HK\$8,550,000 convertible loan (the “Convertible Loan”).

The principal terms of the Convertible Loan are as follows:

Principal amount:	HK\$8,550,000
Interest rate:	18% per annum
Originally maturity date:	The first anniversary date of the convertible loan utilisation date (i.e. 21 August 2020)
Revised maturity date:	22 August 2022
Conversion:	The Lender compulsory convert the Convertible Loan together with any interest accrued thereon (if any) to the shares of Hong Kong Made calculated on a fully diluted basis upon an event of default has occurred on or before the maturity date.
Conversion price:	Based on a HK\$50,000,000 pre-money valuation agreed upon in good faith between Hong Kong Made and the Lender
Events of default:	(i) Any failure to make any payment when due of principal or accrued interest under the Convertible Loan Agreement or any other obligation and such non-payment remains uncured for a period of 7 calendar days thereafter;

33. 可換股貸款

於二零一九年八月二十二日，本公司之全資附屬公司香港製作(媒體)有限公司(「香港製作」)與獨立第三方(「貸款人」)就8,550,000港元可換股貸款(「可換股貸款」)訂立可換股貸款協議(「可換股貸款協議」)。

可換股貸款的主要條款如下：

本金額：	8,550,000港元
利率：	每年18%
原到期日：	可換股貸款動用日期的首個週年日(即二零二零年八月二十一日)
經修訂到期日：	二零二二年八月二十二日
換股：	倘於到期日或之前發生違約事件，貸款人將可換股貸款連同其所產生的任何利息(如有)強制轉換為按完全攤薄基準計算的香港製作股份。
換股價：	基於香港製作與貸款人之間真誠協定的投資前估值50,000,000港元
違約事項：	(i) 未能於可換股貸款協議項下本金或應計利息或任何其他責任到期時作出付款，且有關未付行為於其後7個曆日止期間內仍未糾正；

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

33. CONVERTIBLE LOAN (continued)

The principal terms of the Convertible Loan are as follows:
(continued)

- Events of default: (continued)
- (ii) Hong Kong Made fails to cure within 14 calendar days after receiving notice from the Lender any representation or warranty of Hong Kong Made set forth in the Convertible Loan Agreement or in any agreement, instrument, document, certificate or financial statement evidencing, guarantying, securing or otherwise related to, the Convertible Loan Agreement or any other obligation that is materially inaccurate or misleading;
 - (iii) Hong Kong Made fails to observe or perform any other material term or condition of the Convertible Loan Agreement or any other term or condition set forth in any agreement, instrument, document, certificate or financial statements evidencing, guarantying or otherwise related to this Convertible Loan Agreement or any other obligation or Hong Kong Made otherwise defaults in the observance or performance of any covenant or agreement set forth in any of the foregoing for a period of 14 calendar days after notice to the Hong Kong Made of such failure or default;
 - (iv) A commencement by any endorser of a voluntary case under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect;

33. 可換股貸款(續)

可換股貸款的主要條款如下:(續)

- 違約事項:(續)
- (ii) 於接獲貸款人通知後14個曆日內,香港製作未能糾正可換股貸款協議或任何證明、保證、擔保或以其他方式與可換股貸款協議或任何其他責任相關的協議、文據、文件、證書或財務報表所載香港製作的任何嚴重失實或有所誤導的聲明或保證;
 - (iii) 香港製作未能遵守或履行可換股貸款協議的任何其他重大條款或條件或任何證明、保證或以其他方式與可換股貸款協議或任何其他責任相關的協議、文據、文件、證書或財務報表所載任何其他條款或條件,或於向香港製作發出有關失敗或違約的通知後14個曆日止期間內,香港製作仍未能遵守或履行任何前述者所載任何契諾或協定;
 - (iv) 任何背書人根據任何現時或日後生效的適用破產、無力償債或其他類似法律提出自願訴訟;

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

33. CONVERTIBLE LOAN (continued)

The principal terms of the Convertible Loan are as follows:
(continued)

- Events of default: (continued)
- (v) Hong Kong Made and/or its ultimate beneficial owner enters bankruptcy or becomes insolvent or is wound up or liquidated within the meaning of any legislation applicable to it; a petition or other process for the bankruptcy, insolvency, winding up or liquidation of the Company is filed or instituted and remains undismissed or unstayed for a period of at least 30 days;
 - (vi) The filing of a petition initiating an involuntary case in which Hong Kong Made or any endorser is the debtor under any such bankruptcy, insolvency or similar law, which case is not dismissed with 90 calendar days; or the making by Hong Kong Made or any endorser of any general assignment for the benefit of creditors; or
 - (vii) Any destruction, loss or damage of or to the collateral in any material respect.

On 21 August 2020, Hong Kong Made and the Lender entered into a supplemental agreement in which both parties agreed that the maturity date of the Convertible Loan shall be extended for two year to 22 August 2022 and all other terms and conditions of the Convertible Loan remained unchanged. The modification of the Convertible Loan is not accounted for as an extinguishment under HKFRS 9 as the terms are not substantially different taking into account that the discounted present value of the cash flows under the new terms, including any fee paid net of any fees received and discounted using the original effective interest rate, is less than 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability using the original effective interest rate. Accordingly, any costs or fees incurred will adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

33. 可換股貸款(續)

可換股貸款的主要條款如下:(續)

- 違約事項:(續)
- (v) 根據任何適用法律,香港製作及/或其最終實益擁有人進入破產或成為無力償債或被清盤或清算;就本公司破產、無力償債、清盤或清算提出或提訴呈請或其他法律程序,且於至少30日止期間內仍受理或未擱置;
 - (vi) 根據任何有關破產、無力償債或類似法律提出呈請啟動非自願訴訟,其中香港製作或任何背書人為債務人,而有關訴訟於90個曆日內未被駁回;或香港製作或任何背書人為債權人利益進行任何全面轉讓;或
 - (vii) 於任何重大方面對抵押品造成任何破壞、損失或損害。

於二零二零年八月二十一日,香港製作與貸款人訂立一份補充協議,訂約雙方均同意可換股貸款到期日應延長兩年至二零二二年八月二十二日,及可換股貸款之其他所有條款及條件維持不變。該修訂不構成香港財務報告準則第9號項下之終絕,此乃由於新條款項下之現金流貼現現值(包括任何已付費用(扣除任何已收費用)並按初始實際利率貼現計算)與初始金融負債剩餘現金流貼現現值(使用初始實際利率計算)相比差異少於10%,故條款並無大幅變動。因此,任何所產生之成本或費用均調整負債之賬面值並於經修訂負債之剩餘期限內進行攤銷。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

33. CONVERTIBLE LOAN (continued)

The Convertible Loan contain two components, debt component and derivative (including conversion options) component. The effective interest rate of the debt component is 19.34%. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

The fair value of the Convertible Loan is determined by Flagship Appraisals, an independent qualified professional valuer not connected to the Group, using the Binomial Model and Probability weighted discounted cash flow method with the following key attributes:

33. 可換股貸款(續)

可換股貸款包括兩部分，即債務部分及衍生工具(包括換股期權)部分。債務部分的實際利率為19.34%。衍生工具部分以公平值計量，公平值變動於損益確認。

可換股貸款的公平值由旗艦資產評估(一家與本集團無關連的獨立合資格專業估值師)使用二項式模型及概率加權貼現現金流量法釐定，並具有以下主要特徵：

		22 August 2019 二零一九年 八月二十二日	31 March 2020 二零二零年 三月三十一日	21 August 2020 二零二零年 八月二十一日	31 March 2021 二零二一年 三月三十一日
Default rate	違約率	10.43%	4.24%	19.74%	14.20%
Volatility	波幅	53.08%	75.37%	79.47%	78.11%
Dividend yield	股息收益	0%	0%	0%	0%
Option life (years)	期權年限(年)	1.00	0.39	2	1.39
Risk free rate option	無風險利率期權	2.01%	0.70%	0.15%	0.09%

The movement of the debt and derivative components of the Convertible Loan for the years ended 31 March 2021 and 2020 is set out as below:

截至二零二一年及二零二零年三月三十一日止年度可換股貸款中債務及衍生工具部分的變動載列如下：

		Liability component 負債部分 HK\$'000 千港元	Derivative component 衍生工具部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Issuance of convertible loan	發行可換股貸款	8,417	133	8,550
Interest expense (Note 10)	利息開支(附註10)	992	—	992
Change in fair value (Note 9)	公平值變動(附註9)	—	(49)	(49)
At 31 March 2020	於二零二零年三月三十一日	9,409	84	9,493
Modification of Convertible Loan (Note 9)	可換股貸款之修改(附註9)	(844)	1,245	401
Interest expense (Note 10)	利息開支(附註10)	1,735	—	1,735
Change in fair value (Note 9)	公平值變動(附註9)	—	(1,187)	(1,187)
At 31 March 2021	於二零二一年三月三十一日	<u>10,300</u>	<u>142</u>	<u>10,442</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

33. CONVERTIBLE LOAN (continued)

33. 可換股貸款(續)

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Convertible bonds-liability and derivative components:		
Analysed for reporting purpose as:		
Non-current liabilities	10,442	—
Current liabilities	—	9,493
	<u>10,442</u>	<u>9,493</u>

34. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purposes:

34. 遞延稅項

以下為作財務報告目的之遞延稅項結餘分析：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deferred tax assets	1,348	—

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

以下為於年內及往年確認之主要遞延稅項及資產以及變動：

	ECL provision 預期信貸 虧損撥備 HK\$'000 千港元	Tax loss 稅項虧損 HK\$'000 千港元	Accelerated tax depreciation 加快稅項 折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	35	2,489	(30)	2,494
Deconsolidation of a subsidiary (Note 41(b))	(35)	(2,489)	30	(2,494)
At 31 March 2020	—	—	—	—
Credit to profit or loss	—	1,348	—	1,348
At 31 March 2021	<u>—</u>	<u>1,348</u>	<u>—</u>	<u>1,348</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

34. DEFERRED TAXATION (continued)

As at 31 March 2021, the Group has unutilised tax losses of approximately HK\$487,735,000 (2020: approximately HK\$551,961,000), part of which has not yet been agreed with the Hong Kong Inland Revenue Department, available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$5,393,000 (2020: HK\$Nil) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately HK\$482,342,000 (2020: approximately HK\$551,961,000) due to the unpredictability of future profit streams.

Included in unutilised tax losses as at 31 March 2021 were losses of approximately HK\$181,612,000 (2020: approximately HK\$232,123,000) that would expire in five years and the remaining balance would not expire under the current tax legislation.

35. SHARE CAPITAL

Ordinary shares:

Authorised:

At 1 April 2019, 31 March 2020 and 31 March 2021

Issued and fully paid:

At 1 April 2019

Issuance of shares for acquisition of subsidiaries (Note)

At 31 March 2020 and 31 March 2021

Note:

On 6 June 2019, 83,333,325 ordinary shares of the Company, with aggregate nominal value of approximately HK\$8,333,000, were issued for settlement of the first tranche of consideration shares in relation to the acquisition of subsidiaries. Details are set out in Note 40(b) to the consolidated financial statements.

The ordinary shares issued during the year ended 31 March 2020 ranked pari passu with the existing ordinary shares in all respects.

34. 遞延稅項(續)

於二零二一年三月三十一日，本集團可供抵扣未來溢利之未動用稅務虧損約為487,735,000港元(二零二零年：約551,961,000港元)，部分金額尚未獲得香港稅務局同意。本集團就有關虧損約5,393,000港元(二零二零年：零港元)確認一項遞延稅項資產。由於不能預計未來溢利來源，故並未就餘下約482,342,000港元(二零二零年：約551,961,000港元)確認遞延稅項資產。

於二零二一年三月三十一日，未動用稅務虧損包括虧損約181,612,000港元(二零二零年：約232,123,000港元)，根據現行稅務法例，其將於五年內到期及剩下結餘並無到期日。

35. 股本

Par value per share 每股股份 面值 HK\$ 港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
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普通股：

法定：

於二零一九年四月一日、
二零二零年三月三十一日及
二零二一年三月三十一日

0.10

6,500,000

650,000

已發行及繳足：

於二零一九年四月一日
就收購附屬公司發行股份
(附註)

0.10

3,638,228

363,823

0.10

83,333

8,333

於二零二零年三月三十一日及二
零二一年三月三十一日

0.10

3,721,561

372,156

附註：

於二零一九年六月六日，83,333,325股本公司普通股(總面值約8,333,000港元)已發行，以清償收購一間附屬公司之首批代價股份。詳情載於綜合財務報表附註40(b)。

於截至二零二零年三月三十一日止年度內已發行之所有普通股於各方面均與現有普通股享有同等權益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

36. RETIREMENT BENEFITS SCHEME

The Group operates a MPF scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5.0% of relevant payroll costs capped at HK\$1,500 (2020: HK\$1,500) per month to MPF scheme, in which the contribution is matched by employees.

The employees of the Group's subsidiaries in the PRC are members of the state-managed retirement benefits scheme operated by the government of PRC. The subsidiaries in the PRC are required to contribute a certain percentage of the payroll cost to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

The total expense recognised in profit or loss of approximately HK\$576,000 (2020: approximately HK\$810,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans. As at 31 March 2021, contributions of approximately HK\$22,000 (2020: approximately HK\$29,000) due in respect of the year ended 31 March 2021 had not been paid over to the plans. The amounts were paid subsequent to the end of the reporting period.

37. LITIGATIONS AND CONTINGENT LIABILITIES

(i) In April 2016, the Company completed a placing pursuant to the terms of the placing agreement with a placing agent and allotted and issued 25,000,000,000 new shares to various placees (the "Placing"). Pursuant to the terms of the placing agreement, each placee undertook to the Company that the shares issued and allotted to it under the Placing would be subject to a lock-up period of 24 months from the date of allotment and issue of such shares.

36. 退休福利計劃

本集團為其全部合資格香港僱員推行強積金計劃。計劃之資產與本集團之資產分開，由受託人控制之基金持有。本集團每個月向強積金計劃供款相關工資成本的5.0%，上限為1,500港元(二零二零年：1,500港元)，其中供款與僱員相稱。

本集團位於中國之附屬公司僱員為中國政府運作之國家管理之退休福利計劃成員。中國之附屬公司須向退休福利計劃提供工資成本若干百分比之供款，以便為福利提供資金。本集團有關退休福利計劃之唯一義務為根據計劃作出所需之供款。

於損益中確認的開支總額約為576,000港元(二零二零年：約810,000港元)，為本集團按該等計劃之規則訂明的費率應向該等計劃支付的供款。於二零二一年三月三十一日，就截至二零二一年三月三十一日止年度到期的供款約22,000港元(二零二零年：約29,000港元)尚未支付予該等計劃。有關金額已於報告期末後支付。

37. 訴訟及或然負債

(i) 於二零一六年四月，本公司根據與一名配售代理訂立之配售協議之條款完成一項配售，向多名承配人配發及發行25,000,000,000股新股份(「配售事項」)。根據配售協議之條款，每名承配人向本公司承諾，彼根據配售事項獲發行及配發之股份將受限於由該等股份配發及發行日期起計24個月之禁售期。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

37. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(i) (continued)

In May 2016, three placees under the Placing were found to have breached their lock-up undertakings to the Company under the Placing by pledging their shares to two lenders as security for loans. An interlocutory injunction order (the "Injunction Order") was obtained by the Company from the High Court of Hong Kong (the "Court") on 27 May 2016, which was subsequently continued by a court order given on 3 June 2016, restraining the three placees from breaching the lock-up undertakings by, among other things, directly or indirectly selling, mortgaging, charging, pledging, hypothecating, lending, granting or selling any option, warrant, contract or right to purchase, transferring, disposing of, creating any right over, or agreeing or offering to do any of the aforesaid in relation to the 1,667 million shares allotted and issued to them under the Placing until trial or further order. Further details of the court orders are set out in the announcements of the Company dated 29 May 2016 and 7 June 2016. The two lenders then took out applications in the Court in June 2016 and July 2016 respectively seeking declarations that they are beneficially entitled to the shares being the subject matter of the Injunction Order and later for variation of the Injunction Order to the effect that those shares shall no longer be the subject matter of the Injunction Order. The three placees disputed the contention that the lenders are the beneficial owners of the shares and legal proceedings regarding the ownership of those shares were brought in foreign jurisdictions. On 12 June 2017, the Court ordered that one of the lenders' (the "2nd Third Party") applications be adjourned pending the decision of the legal proceedings in foreign jurisdiction and the other lender's application be dismissed with costs to the Company. The lock-up period has already expired in April 2018 and the Injunction Order has been automatically discharged upon expiry of the lock-up period. As at the date hereof, one of the placees has executed a Deed of Mutual Release and Global Settlement with the corresponding lenders and the Company to fully and finally settle all relevant legal proceedings in respect of that placee.

37. 訴訟及或然負債(續)

(i) (續)

於二零一六年五月，三名配售事項之承配人被發現向兩名貸款人質押彼等之股份作為貸款之抵押品，已違反彼等於配售事項下向本公司作出之禁售承諾。於二零一六年五月二十七日，本公司已取得香港高等法院(「法院」)發出之臨時禁制令(「禁制令」，其後藉於二零一六年六月三日作出之法院命令延續)，限制該三名承配人不可違反禁售承諾(其中包括)直接或間接銷售、按揭、押記、質押、抵押、借出、轉讓、處置彼等根據配售事項獲配發及發行之1,667,000,000股股份，或授出或出售涉及該等股份之任何購股權、認股權證、合約或購買權、設立任何涉及該等股份之權利或同意或要約進行上述任何事項，直至審訊或進一步頒令為止。法院命令之進一步詳情載於本公司日期為二零一六年五月二十九日及二零一六年六月七日之公告內。該兩名貸款人其後分別於二零一六年六月及二零一六年七月向法院申請宣告彼等為禁制令所涉股份之實益擁有人，繼而申請修改禁制令，致使該等股份不再受禁制令限制。該三名承配人反對貸款人為該等股份之實益擁有人之主張，並於境外司法權區提出有關該等股份擁有權之法律程序。於二零一七年六月十二日，法院命令將其中一名貸款人(「第二名第三方」)之申請擱置，等待境外司法權區之法律程序裁決，而另一名貸款人之申請則被駁回，且本公司獲得訟費。禁售期已於二零一八年四月屆滿，而禁制令於禁售期屆滿後獲自動解除。截至本年報日期，其中一名承配人已與相應貸款人及本公司簽署相互解除契約及全球和解協議，以全面及最終解決所有與該承配人有關之法律程序。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

37. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

- (ii) On 20 August 2013, the Company entered into the placing agreement with the placing agent. Pursuant to the placing agreement, the placing notes carry interest at 5.0% per annum and are to be redeemed on the seventh anniversary from the respective issue dates of the placing notes.

One creditor purportedly a beneficial owner of placing notes commenced court action against the Company for recovery of her alleged outstanding debt due by the Company to her under the placing notes. Nevertheless, the note holders of placing notes have not commenced any court action against the Company. Such creditor's alleged debt amount includes the principal of HK\$10,000,000 and outstanding interest of approximately HK\$1,264,000. On 16 March 2020, the placing agent was added by such creditor as the 2nd defendant in the Amended Writ of Summons and Amended Statement of Claim.

On 4 December 2020, the Company filed and served a Writ of Summons and Statement of Claim against the placing agent. All parties filed and served their Mediation Certificates confirming that all parties accepted to conduct mediation for resolving all disputes in the above action. On 21 June 2021, all parties signed, filed and served the Mediation Minute pending confirmation as to scheduling of the mediation conference date, time and mode.

37. 訴訟及或然負債(續)

- (ii) 於二零一三年八月二十日，本公司與配售代理訂立配售協議。根據配售協議，配售票據按年利率5.0厘計息，並將於自配售票據各自之發行日期起計第七週年贖回。

一名據稱為配售票據實益擁有人之債權人對本公司提起訴訟，以追回配售票據項下本公司結欠彼之指稱的未償還債務。然而，配售票據之票據持有人尚未對本公司提起任何訴訟。該債權人指稱的債務金額包括本金10,000,000港元及未償還利息約1,264,000港元。於二零二零年三月十六日，該債權人在經修訂傳訊令狀及經修訂申索陳述書中將配售代理加為第二被告。

於二零二零年十二月四日，本公司提交及送達其針對配售代理之傳訊令狀及申索陳述書。各方提交並送達其調解證明書，確認各方同意就解決上述訴訟的所有糾紛進行調解。於二零二一年六月二十一日，各方就安排調解會議日期、時間及模式簽署、提交及送達待確認的調解會議記錄。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

37. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(iii) On 28 September 2017, Allied Jumbo Investments Limited, an indirectly wholly-owned subsidiary of the Company, as the purchaser (the "Purchaser"), 宇龍計算機通信科技(深圳)有限公司 (Yulong Computer Telecommunication Scientific (Shenzhen) Co., Ltd*), as the vendor (the "Vendor"), Baoli Yota and the Company entered into a framework agreement (the "Framework Agreement") in relation to the acquisition of 20% equity interest in the Baoli Yota (the "Acquisition"). Pursuant to the Framework Agreement, the Purchaser or Baoli Yota shall pay in aggregate of RMB80,000,000 to the Vendor in two tranches, the Purchaser shall take up the obligation of the Vendor to pay the unpaid registered capital in Baoli Yota of RMB12,000,000, and the Company had joint liability for the obligations of Baoli Yota and the Purchaser. Baoli Yota was principally engaged in manufacture and sales of mobile phone and the operations of which were ceased in mid 2019. The Company has recently received an arbitral award (the "Arbitral Award") made by the Shenzhen Court of International Arbitration, in relation to the claim filed by the Vendor against the other three parties to the Framework Agreement in the Shenzhen Court for breaching the Framework Agreement. Pursuant to the Arbitral Award, the Vendor and Baoli Yota shall continue to perform the Framework Agreement and the Purchaser, Baoli Yota and the Company shall also pay the consideration and interest incurred thereon, together with costs and other relieves. The SZ Court enforced for bankruptcy and liquidation against Baoli Yota on 21 April 2021. In light of this, the Company is in the course of seeking legal advice with the Group's legal advisor, and will vigorously contest the claim and take necessary legal actions to protect its legal rights and interests. Details of the Arbitral Award was set out in the announcement of the Company dated 29 June 2021.

Save as disclosed above, there is no other material litigation expected to result in a significant adverse effect on the financial position of the Group, either collectively or individually. Management believes that adequate provisions have been made in respect of such litigation.

* For identification purpose only

37. 訴訟及或然負債(續)

(iii) 於二零一七年九月二十八日，本公司的間接全資附屬公司悅跳投資有限公司(作為買方)(「買方」、宇龍計算機通信科技(深圳)有限公司(作為賣方)(「賣方」、寶力優特及本公司訂立框架協議(「框架協議」)，內容有關收購寶力優特20%的股權(「收購事項」)。根據框架協議，買方或寶力優特應分兩期向賣方支付合共人民幣80,000,000元，而買方應承擔賣方繳付寶力優特的未繳足註冊資本人民幣12,000,000元的責任，以及本公司承擔有關寶力優特及買方的連帶責任。寶力優特主要從事製造及銷售手機，其營運已於二零一九年年中停止。本公司近期已收到深圳國際仲裁院發出的仲裁裁決(「仲裁裁決」)，內容有關賣方針對框架協議的其他三方違反框架協議向深圳仲裁院提出索償。根據仲裁裁決，賣方及寶力優特應繼續履行框架協議，而買方、寶力優特及本公司亦應支付框架協議的代價及產生的利息，連同費用及其他減免。於二零二一年四月二十一日，深圳仲裁院對寶力優特執行破產清盤。有鑒於此，本公司正在向本集團的法律顧問尋求法律意見，並將積極抗辯該索償以及採取必要的法律行動維護其合法權益。有關仲裁裁決的詳情載於本公司日期為二零二一年六月二十九日的公告。

除上文所披露者外，概無其他重大訴訟預期會共同或個別地對本集團之財務狀況造成重大不利影響。管理層認為已就該訴訟計提充足撥備。

* 僅供識別

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

38. SHARE OPTION SCHEME

On 22 August 2011, the Company adopted a share option scheme (the "Share Option Scheme") which will expire on 21 August 2021. The primary purpose of the Share Option Scheme is to provide incentives or reward to the eligible persons for their contribution to, and continuing efforts to promote the interests of the Group. Under the Share Option Scheme and subject to its terms and conditions, the Board may at its discretion offer to any eligible employee, director, consultant, agent, supplier, customer or contractor of the Group options to subscribe for shares in the Company. Such offer shall be opened for acceptance on a day specified in the letter of grant which shall be no longer than 30 days from the date of the letter of grant. The share options shall be deemed to have been granted and accepted and taken effect when the duplicate letter of grant is signed by the eligible person and returned to the Company together with a remittance in favour of the Company of HK\$1 for each acceptance of grant of the share options.

The exercise price is determined by the Directors, which shall be at least the highest of (i) the closing price of the shares on the date of offer, (ii) the average closing price of the shares for the five business days immediately preceding the date of offer, and (iii) the nominal value of the Company's shares.

The maximum aggregate number of shares which may be issued upon the exercise of all outstanding vested or unvested options granted and yet to be exercised under the Share Option Scheme and any other schemes must not, in aggregate, exceed 30% of the total number of shares of the Company in issue from time to time (the "Overriding Limit").

The aggregate number of shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other schemes shall not exceed in aggregate 10% of the shares of the Company in issue as at the date of shareholders' approval of the Share Option Scheme (the "Share Option Scheme Mandate Limit"). Subject to the Overriding Limit, the Company may refresh the Share Option Scheme Mandate Limit by ordinary resolution of the shareholders in general meeting, provided that the Share Option Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued shares as at the date of shareholders' approval of the refreshment.

38. 購股權計劃

於二零一一年八月二十二日，本公司採納將於二零二一年八月三十一日到期之購股權計劃（「購股權計劃」）。購股權計劃之主要目的在於向合資格人士就彼等對本集團之貢獻及推動本集團利益之不懈努力提供激勵或獎勵。根據購股權計劃及受其條款及條件所限，董事會可酌情向本集團任何合資格僱員、董事、顧問、代理、供應商、客戶或承包商提呈授出可認購本公司股份之購股權。有關提呈將於授出函件指定之日期（不遲於授出函件日期起計30日）可供接納。當授出函件副本獲合資格人士簽署及交回本公司，並就接納每次授出購股權向本公司匯款1港元，購股權將被視為已獲授出並接納及生效。

行使價由董事釐定，將不低於以下各項之最高者：(i) 提呈日期之股份收市價；(ii) 緊接提呈日期前五個營業日之股份平均收市價；及(iii) 本公司股份面值。

因根據購股權計劃及任何其他計劃授出及仍未行使之所有尚未行使已歸屬或未歸屬購股權獲行使而可能發行之股份總數，合共最多不得超過本公司不時已發行股份總數之30%（「最高上限」）。

因根據購股權計劃及任何其他計劃將授出之所有購股權獲行使而可能發行之股份總數合計不得超過於股東批准購股權計劃當日本公司已發行股份數目之10%（「購股權計劃授權上限」）。受限於最高上限，本公司可透過於股東大會上通過股東普通決議案更新購股權計劃授權上限，惟經更新之購股權計劃授權上限不得超過於股東批准更新當日已發行股份總數之10%。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

38. SHARE OPTION SCHEME (continued)

The maximum number of shares (issued and to be issued) in respect of which options may be granted under the Share Option Scheme and any other schemes to any eligible person in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue, unless a shareholders' approval has been obtained.

Any grant of share options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive directors. Where share options are proposed to be granted to a substantial shareholder or an independent non-executive director, or any of their respective associates, and the grant would result in the aggregate of shares issued and to be issued upon exercise of all options granted or to be granted under the Share Option Scheme and any other schemes to such person in the 12-month period up to and including the date of offer of the relevant share options to (i) represent in aggregate over 0.1% of the total number of issued shares for the time being; and (ii) have an aggregate value, based on the closing price of the shares, in excess of HK\$5,000,000, the proposed grant shall be subject to the approval of the shareholders in general meeting with the connected persons abstaining from voting in favour.

An option may be exercised in accordance with the terms of the Share Option Scheme during such period as may be determined by the Board (which shall not be more than 10 years commencing on the date on which the share option is granted and accepted). Unless otherwise determined by the Board, there is no minimum period for which a share option must be held before it can be exercised. Subject to early termination by the Company in general meeting or the Board, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on its date of adoption.

No share options were granted under the share option scheme during the year ended 31 March 2021 and 2020.

38. 購股權計劃(續)

除已獲股東批准外，於任何十二個月期間根據購股權計劃及任何其他計劃可能授予任何合資格人士之購股權所涉及之已發行及將予發行股份數目，最多不得超過本公司已發行股份總數之1%。

授予本公司之董事、最高行政人員或主要股東或任何彼等各自之聯繫人任何購股權，必須獲得獨立非執行董事之批准。倘建議向主要股東或獨立非執行董事或任何彼等各自之聯繫人授出購股權，而建議授出購股權將導致於截至提呈有關購股權之日(包括該日)止十二個月期間，因根據購股權計劃及任何其他計劃已授予或將授予有關人士之所有購股權獲行使而已發行及將予發行之股份總數(i)合共佔當時已發行股份總數的逾0.1%；及(ii)總價值(根據股份收市價計算)超過5,000,000港元，則建議授出須獲股東於股東大會上批准後，方可作實，且關連人士須放棄投贊成票。

購股權可於董事會釐定之期間(不得超過自購股權授出及獲接納之日起計十年)內根據購股權計劃之條款行使。除董事會另行釐定外，並無設定可行使前必須持有購股權之最短期限。受本公司於股東大會或董事會提早終止所限，購股權計劃將於採納日期起計十年期間內有效及生效。

截至二零二一年及二零二零年三月三十一日止年度，概無根據購股權計劃授出股權。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

39. SHARE AWARD SCHEME

On 15 January 2018 (the "Adoption Date"), the Company has adopted the share award scheme (the "Share Award Scheme"), in which the employees selected by the Board for participation in the Share Award Scheme (the "Selected Employee(s)") will be entitled to participate and pursuant to which awards will be satisfied by (i) new shares to be allotted and issued to the trustee appointed by the Company for the purpose of the trust, and initially, Bank of Communications Trustee Limited (the "Trustee") under a General Mandate or Specific Mandate, or (ii) existing shares to be acquired by the Trustee from the market, the costs of which will be borne by the Company, and the shares of which will be held on trust by the Trustee for the Selected Employees before vesting.

The purposes of the Share Award Scheme are (i) to recognise the contributions by certain employees and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

Subject to any early termination as may be determined by the Board in accordance with the scheme rules, the Share Award Scheme shall be valid and effective for 10 years from the Adoption Date.

The Share Award Scheme shall be subject to the administration of the Board and the Trustee in accordance with the scheme rules and the trust deed dated 15 January 2018 entered into between the Company and the Trustee (the "Trust Deed"). The Trustee shall hold the funds and properties held under the trust and managed by the Trustee for the benefit of the employees (other than the excluded employees) (the "Trust Fund") in accordance with the terms of the Trust Deed.

During the term of the Share Award Scheme, the Board may, from time to time, at its absolute discretion select any employee (other than any excluded employee) to be a Selected Employee and grant an award to such Selected Employee at no consideration in accordance with the scheme rules. No award shall be granted by the Board to Selected Employees and no instructions to acquire any shares shall be given by the Board to the Trustee pursuant to the scheme rules where dealings in the shares are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

39. 股份獎勵計劃

於二零一八年一月十五日(「採納日期」),本公司採納一項股份獎勵計劃(「股份獎勵計劃」),由董事會挑選參與股份獎勵計劃之僱員(「經選定僱員」)將有權參與該計劃,據此,獎勵將以(i)本公司根據一般授權或特別授權將向本公司就信託委任之受託人(初步為交通銀行信託有限公司)(「受託人」)配發及發行之新股份,或(ii)受託人將從市場上購入之現有股份(有關費用將由本公司承擔)及於歸屬前將由受託人以信託方式代經選定僱員持有之股份兌現。

股份獎勵計劃旨在(i)表彰若干僱員作出之貢獻,並給予彼等獎勵以挽留彼等為本集團之持續營運及發展而努力;及(ii)為本集團之進一步發展吸引合適人才。

股份獎勵計劃之有效期及生效期自採納日期起計為期十年,惟可由董事會根據計劃規則決定提早終止。

股份獎勵計劃須由董事會及受託人根據計劃規則及本公司與受託人於二零一八年一月十五日訂立之信託契據(「信託契據」)進行管理。受託人須根據信託契據之條款持有根據信託持有並由受託人為僱員(不包括除外僱員)之利益管理之資金及財產(「信託基金」)。

於股份獎勵計劃之年期內,董事會可不時全權酌情挑選任何僱員(不包括任何除外僱員)作為經選定僱員,並根據計劃規則向有關經選定僱員無償授出獎勵。倘上市規則及所有適用法例不時之任何守則或規定禁止進行股份交易,則董事會不得根據計劃規則向經選定僱員授出獎勵,亦不得向受託人發出購入任何股份之指示。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

39. SHARE AWARD SCHEME (continued)

Where any grant of awarded shares is proposed to be made to any Selected Employee who is a director (including an independent non-executive director), such grant must first be approved by all the members of the Remuneration Committee, or in the case where the grant is proposed to be made to any member of the remuneration committee of the Company, by all of the other members of the remuneration committee of the Company.

In the event that the grant of an award to any connected person of the Company constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules, the Company shall comply with the applicable reporting, announcement or independent shareholders' approval requirements.

Subject to the scheme rules, the Board shall determine from time to time such vesting criteria and conditions or periods for an award to be vested. Prior to the vesting date, any award made hereunder shall be personal to the Selected Employee to whom it is made and shall not be assignable and no Selected Employee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the awarded shares referable to him/her pursuant to such award.

In the event that prior to or on the vesting date, a Selected Employee is found to be an excluded employee or is deemed to cease to be an employee, the relevant award made to such Selected Employee shall automatically lapse forthwith and the relevant awarded shares shall not vest on the relevant vesting date but shall remain part of the Trust Fund.

In the event that prior to or on the vesting date, a Selected Employee dies or retires by agreement with a member of the Group, all the awarded shares of the relevant Selected Employee shall be deemed to be vested on the day immediately prior to his/her death or the day immediately prior to his/her retirement with the relevant member of the Group.

39. 股份獎勵計劃(續)

倘建議向任何身為董事(包括獨立非執行董事)之經選定僱員授出任何獎勵股份，有關授出須首先獲得薪酬委員會全體成員之批准，或在建議向任何本公司薪酬委員會之成員授出之情況下，則須獲得本公司薪酬委員會所有其他成員之批准。

倘向本公司之任何關連人士授出獎勵根據上市規則第十四A章構成本公司之關連交易，本公司應遵守適用申報、公告或獨立股東批准規定。

根據計劃規則，董事會應不時釐定將歸屬獎勵之相關歸屬標準及條件或期限。於歸屬日期前，據此作出之任何獎勵屬獲得作出之經選定僱員個人所有且不得轉讓，而經選定僱員概不得以任何形式以任何其他人士為受益人出售、轉讓、抵押、按揭彼根據有關獎勵獲得之獎勵股份或就此設置產權負擔或增設任何權益。

倘於歸屬日期前或當日，經選定僱員被發現為除外僱員或被視為不再為僱員，向有關經選定僱員作出之有關獎勵應立即自動失效且有關獎勵股份於有關歸屬日期將不會歸屬，但仍為信託基金之一部分。

倘於歸屬日期前或當日，經選定僱員身故或與本集團成員公司協議退休，相關經選定僱員之所有獎勵股份將被視為於緊接其身故前一日或緊接其自本集團相關成員公司退休前一日歸屬。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

39. SHARE AWARD SCHEME (continued)

The Board may at its discretion, with or without further conditions, grant additional shares or cash award out of the Trust Fund representing all or part of the income or distributions (including but not limited to cash income or dividends, cash income or net proceeds of sale of non-cash and non-scrip distribution, bonus shares and scrip dividends) declared by the Company or derived from such awarded shares during the period from the date of award to the vesting date to a Selected Employee upon the vesting of any awarded shares. Subject to such discretion of the Board, a Selected Employee shall not have any interest or rights (including the right to receive dividends) in the awarded shares prior to the vesting date.

A Selected Employee shall have no rights in the cash in the Trust Fund which has not been applied in the acquisition of any shares (the "Residual Cash") or shares or such other Trust Fund or properties held by the Trustee.

No instructions shall be given by a Selected Employee (including without limitation to voting rights) to the Trustee in respect of the awarded shares that have not been vested, and such other properties in the Trust Fund managed by the Trustee. The Trustee shall not exercise the voting rights in respect of any shares held under the Trust.

The Board shall not make any further grant of awards which will result in the nominal value of the shares awarded by the Board under the Share Award Scheme exceeding 10% of the issued share capital of the Company from time to time. The maximum number of shares which may be awarded to a Selected Employee under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company from time to time.

The Share Award Scheme shall terminate on the earlier of (i) the tenth (10th) anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board, provided that such termination shall not affect any subsisting rights of any Selected Employee under the Share Award Scheme.

39. 股份獎勵計劃(續)

於任何獎勵股份歸屬後，董事會可酌情決定在施加或不施加進一步條件之情況下，自信託基金向經選定僱員授出額外股份或現金獎勵，而有關額外股份或現金獎勵相當於在獎勵日期至歸屬日期期間本公司所宣派或有關獎勵股份所產生之全部或部分收入或分派(包括但不限於現金收入或股息、出售非現金及非以股代息分派之現金收入或所得款項淨額、紅利股份及代息股份)。在董事會有權決定之規限下，經選定僱員於歸屬日期前不會於獎勵股份擁有任何權益或權利(包括收取股息之權利)。

經選定僱員於信託基金中尚未用於購入任何股份之現金(「剩餘現金」)或股份或受託人持有之其他信託基金或財產中並無擁有任何權利。

經選定僱員不得就尚未歸屬之獎勵股份及受託人管理之信託基金之其他財產向受託人發出任何指示(包括但不限於投票權)。受託人不得行使根據信託持有之任何股份之投票權。

在任何進一步授出獎勵將導致董事會根據股份獎勵計劃獎勵之股份面值超出本公司不時已發行股本之10%之情況下，董事會不得授出任何進一步獎勵。根據股份獎勵計劃可獎勵予一名經選定僱員之最高股份數目不得超過本公司不時已發行股本之1%。

股份獎勵計劃將於以下日期(以較早者為準)終止：(i)採納日期十(10)週年當日；及(ii)董事會決定之提早終止日期，惟有關終止不得影響任何經選定僱員根據股份獎勵計劃存續之任何權利。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

39. SHARE AWARD SCHEME (continued)

The following table disclose the details of awarded shares granted by the Company pursuant to the Share Award Scheme.

Grant date	Fair value per share	Vesting date	Number of Awarded Shares At 31 March 2020 and 31 March 2021 於二零二零年三月 三十一日及二零二一年 三月三十一日之 獎勵股份數目
授出日期	每股公平值	歸屬日期	
2 February 2018 二零一八年二月二日	0.161	3 April 2018 二零一八年四月三日	155,000

39. 股份獎勵計劃(續)

下表披露本公司根據股份獎勵計劃授出獎勵股份之詳情。

40. ACQUISITION OF SUBSIDIARIES

(a) Acquisition of ZiJun Media

On 10 July 2020, 上海雲遙文化傳媒有限公司 (Shanghai YunYao Culture & Media Limited*) ("Shanghai YunYao"), a wholly-owned subsidiary of the Company, and 徐尚武 (Mr. Xu Shang Wu*) and 歐憲蘭 (Ms. Ou Xian Lan*) (collectively referred to as the "ZiJun Media Vendors") entered into two share transfer agreements (the "ZiJun Media Agreements") pursuant to which the ZiJun Media Vendors conditionally agreed to sell and Shanghai YunYao conditionally agreed to purchase an aggregate of 80% of the entire issued share capital of ZiJun Media, for an aggregate consideration of approximately RMB1,826,000 (equivalent to approximately HK\$2,021,000), which shall be satisfied in cash to the ZiJun Media Vendors or its nominee in accordance with the terms and conditions of the ZiJun Media Agreements.

40. 收購附屬公司

(a) 收購鈺駿傳媒

於二零二零年七月十日，本公司的全資附屬公司上海雲遙文化傳媒有限公司（「上海雲遙」），與徐尚武以及歐憲蘭（統稱為「鈺駿傳媒賣方」）簽立兩份股份轉讓協議（「鈺駿傳媒協議」），據此，鈺駿傳媒賣方有條件同意出售，而上海雲遙有條件同意購買鈺駿傳媒全部已發行股本的80%，總代價約為人民幣1,826,000元（等同約2,021,000港元），代價將透過根據鈺駿傳媒協議的條款及條件，向鈺駿傳媒賣方或其代名人以現金方式予以支付。

* For identification purpose only

* 僅供識別

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(a) Acquisition of ZiJun Media (continued)

ZiJun Media is principally engaged in the agency business of the operations of train media and outdoor advertisement. Before the acquisition, ZiJun Media is the Company's agent organising and coordinating in the operation of the Company's train media business. Through the acquisition, it will allow the Company to have better control of the agent. It will also create a synergetic effect and facilitate the operation of the Group's train media business. On 13 July 2020, the acquisition was completed. The acquisition has been accounted for as acquisition of business using the acquisition method.

40. 收購附屬公司(續)

(a) 收購鈺駿傳媒(續)

鈺駿傳媒主要從事經營列車媒體及戶外廣告代理業務。於是次收購前，鈺駿傳媒為組織及協調本公司列車媒體業務之本公司的代理公司。通過是次收購，本公司將能夠更好地控制該代理公司，亦有助創造協同效應及推動本集團列車媒體業務的經營。是次收購於二零二零年七月十三日完成。是次收購已採用收購法入賬列作業務收購。

Consideration transferred	轉讓代價	<i>HK\$'000</i> 千港元
Cash	現金	2,021

Acquisition-related costs amounting to RMB100,000 (equivalent to approximately HK\$113,870) have been excluded from the consideration transferred and have been recognised as an expense in the current year, within the "administrative expenses" line item in the consolidated statement of profit or loss.

收購相關成本人民幣100,000元(相當於約113,870港元)並無計入所轉讓的代價，並於本年度確認為綜合損益表內行政開支項目下的開支。

Assets acquired and liabilities recognised at the date of acquisition

HK\$'000
千港元

於收購日期確認之所收購資產及負債

Net assets acquired:	所收購資產淨值：	
Plant and equipment	廠房及設備	1
Other receivables	應收其他賬項	2,191
Bank balances and cash	銀行結餘及現金	1,541
Other payables	應付其他賬項	(2,881)
		<u>852</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(a) Acquisition of ZiJun Media (continued)

Non-controlling interests

The non-controlling interests (20%) in ZiJun Media recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net assets of ZiJun Media and amounted to approximately HK\$219,000. As at acquisition date, the Group had unpaid registered capital of RMB6,924,000 (equivalent to approximately HK\$8,205,000) and the non-controlling interests had unpaid registered capital of RMB1,681,000 (equivalent to approximately HK\$1,992,000).

40. 收購附屬公司(續)

(a) 收購鈺駿傳媒(續)

非控股權益

於收購日期確認於鈺駿傳媒之非控股權益(20%)乃參考按比例分佔鈺駿傳媒資產淨值之已確認金額計量，為數約219,000港元。於收購日期，本集團未繳註冊資本為人民幣6,924,000元(相當於約8,205,000港元)及非控股權益未繳註冊資本為人民幣1,681,000元(相當於約1,992,000港元)。

HK\$'000
千港元

Goodwill arising on acquisition:	收購事項產生的商譽：	
Consideration transferred	所轉讓對價	2,021
Plus: non-controlling interests (20% in ZiJun Media)	加：非控股權益 (於鈺駿傳媒擁有20%)	219
Less: recognised amounts of net assets acquired	減：已確認的所收購資產淨值	(852)
Goodwill arising on acquisition (<i>Note 23</i>)	收購事項產生的商譽(<i>附註23</i>)	<u>1,388</u>

Goodwill arose on the acquisition of ZiJun Media because the acquisition included the assembled workforce of ZiJun Media, cost reduction by centralised administration expenses and administration procedure after the acquisition. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

由於收購鈺駿傳媒包括整合鈺駿傳媒的人力資源，及收購後通過集中行政費用及行政程序降低成本，故該收購事項產生了商譽。由於該等利益不符合可識別無形資產的確認標準，故並無與商譽分開確認。

HK\$'000
千港元

Net cash outflow on acquisition of ZiJun Media	收購鈺駿傳媒之現金流出淨額	
Cash consideration paid	已付現金對價	(2,021)
Less: bank balances and cash acquired	減：銀行結餘及所收購的現金	<u>1,541</u>
		<u>(480)</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(a) Acquisition of ZiJun Media (continued)

Impact of acquisition on the results of the Group

Included in loss for the year ended 31 March 2021 is approximately HK\$2,743,000 loss attributable to the additional business generated by ZiJun Media. Revenue for the year includes approximately HK\$38,529,000 generated from ZiJun Media.

Had the acquisition been completed on 1 April 2020, revenue for the year ended 31 March 2021 of the Group would have been approximately HK\$54,941,000 and loss for the year ended 31 March 2021 of the Group would have been approximately HK\$112,640,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2020, nor is it intended to be a projection of future results.

In determining the “pro-forma” revenue and loss of the Group had ZiJun Media been acquired at the beginning of the current year, the Directors calculated the depreciation of plant and equipment based on the recognised amounts of plant and equipment at the date of the acquisition.

(b) Acquisition of Hong Kong Made (Media) Limited (“Hong Kong Made”) and Ample Success Limited (“Ample Success”) (collectively, the “Target Companies”)

On 29 March 2019, the Company and KK Culture Holdings Limited, Team Pride Limited, Mr. Sui Chok Lee and Silver Golden Limited (collectively referred to as the “Vendors”) entered into several share purchase agreements (the “Agreements”) pursuant to which the Vendors conditionally agreed to sell and the Company conditionally agreed to purchase the sale equity interests, representing directly and indirectly the entire issued share capital of the Target Companies, for an aggregate consideration of HK\$50,000,000 (the “Consideration”), which shall be satisfied by the allotment and issue of the consideration shares (the “Consideration Shares”) in tranches at the issue price of HK\$0.200 per share of the Company (the “Share”) to the Vendors or their respective nominees in accordance with the terms and conditions of the Agreements.

40. 收購附屬公司(續)

(a) 收購鈺駿傳媒(續)

收購事項對本集團業績的影響

截至二零二一年三月三十一日止年度的虧損包括鈺駿傳媒所產生額外業務應佔虧損金額約2,743,000港元。年內收入包括由鈺駿傳媒產生的約38,529,000港元。

倘收購事項於二零二零年四月一日完成，本集團截至二零二一年三月三十一日止年度之收入將約為54,941,000港元，而截至二零二一年三月三十一日止年度之虧損將約為112,640,000港元。備考資料僅供說明，未必反映收購事項於二零二零年四月一日完成後本集團實際已取得的收入及經營業績，亦不在預測未來業績。

釐定本集團在鈺駿傳媒已於年初獲收購的情況下的「備考」收入及虧損時，董事根據收購日期廠房及設備之已確認金額計算廠房及設備的折舊。

(b) 收購香港製作(傳媒)有限公司(「香港製作」)及博功有限公司(「博功」)(統稱為「目標公司」)

於二零一九年三月二十九日，本公司與KK文化控股有限公司、Team Pride Limited、蕭作利先生及Silver Golden Limited(統稱為「賣方」)訂立若干份購股協議(「協議」)，據此，賣方有條件同意出售，而本公司有條件同意購買待售股權(直接或間接相當於目標公司的全部已發行股本)，總代價50,000,000港元(「代價」)，而總代價則透過根據協議的條款及條件按本公司每股股份(「股份」)0.200港元的發行價分批配發及發行代價股份(「代價股份」)予賣方或彼等各自之代名人予以支付。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(b) Acquisition of Hong Kong Made (Media) Limited ("Hong Kong Made") and Ample Success Limited ("Ample Success") (collectively, the "Target Companies") (continued)

On 6 June 2019 (the "Completion Date"), the acquisition was completed and accordingly the Group's control over the Target Companies was obtained on that date. The purpose of the acquisition is to further strengthen the Group's business related to media sharing and advertising platforms and expand the Group's market coverage in the PRC media business.

Pursuant to the Agreements and the supplemental agreement signed on 14 August 2020, the consideration will be satisfied by the issuance of shares of the Company in tranches (the "Consideration Shares") in the following manner:

- (i) the Company shall pay the Vendors HK\$16,666,665 (the "First Tranche Consideration"), representing one third of the Consideration, by the allotment and issue of 83,333,325 Shares (the "First Tranche Consideration Shares") to the Vendors or their respective nominees on the Completion Date;
- (ii) the Company shall pay the Vendors HK\$16,666,667 (the "Second Tranche Consideration"), representing one third of the Consideration, by the allotment and issue of 83,333,335 Shares (the "Second Tranche Consideration Shares") to the Vendors or their respective nominees on or before 15 July 2022, subject to Hong Kong Made and Guangzhou Shengyu, having executed an agreement (in form and substance satisfactory to the Company) to extend the term of the contract entered into between Hong Kong Made and Guangzhou Shengyu dated 24 June 2016 (as amended and supplemented from time to time) in relation to the appointment of Hong Kong Made as an exclusive advertising agent in connection with the advertising agency services and related production services for the GSCR Hexiehao Trains (the "Hong Kong Made Contract") for three years to 30 June 2023 (the "Second Tranche Consideration Shares Condition");

40. 收購附屬公司(續)

(b) 收購香港製作(傳媒)有限公司(「香港製作」)及博功有限公司(「博功」)(統稱為「目標公司」)(續)

於二零一九年六月六日(「完成日期」),收購事項已完成,因此,本集團於該日期獲得對目標公司之控制權。收購事項之目的在於進一步加強本集團有關媒體共享及廣告平台之業務,以及擴大本集團於中國媒體業務的市場覆蓋範圍。

根據協議及於二零二零年八月十四日簽署之補充協議,代價將透過以下方式分批發行本公司股份(「代價股份」)予以支付:

- (i) 本公司透過於完成日期向賣方或彼等各自之代名人配發及發行83,333,325股股份(「第一批代價股份」),以此向賣方支付16,666,665港元(「第一批代價」),相當於代價的三分之一;
- (ii) 待香港製作與廣州聲煜簽立協議(形式及內容均獲本公司信納),以將香港製作與廣州聲煜訂立的日期為二零一六年六月二十四日的合約(經不時修訂及補充,而內容有關委任香港製作為獨家廣告代理提供有關廣深線和諧號之廣告代理服務及相關製作服務)(「香港製作合約」)之期限延長三年至二零二三年六月三十日(「第二批代價股份條件」)後,本公司須於二零二二年七月十五日或之前向賣方或彼等各自之代名人配發及發行83,333,335股股份(「第二批代價股份」),以此向賣方支付16,666,667港元(「第二批代價」),相當於代價的三分之一;

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(b) Acquisition of Hong Kong Made (Media) Limited ("Hong Kong Made") and Ample Success Limited ("Ample Success") (collectively, the "Target Companies") (continued)

(iii) the Company shall pay the Vendors HK\$16,666,668 (the "Third Tranche Consideration"), representing one third of the Consideration, by the allotment and issue of 83,333,340 Shares (the "Third Tranche Consideration Shares") to the Vendors or their respective nominees on or before 15 July 2023, subject to the satisfaction of the following conditions (the "Third Tranche Consideration Shares Conditions"), five business days after the date on which the Third Tranche Consideration Shares Conditions are fulfilled:

- (a) Hong Kong Made and Guangzhou Shengyu having executed an agreement (in form and substance satisfactory to the Company) to further extend the term of the Hong Kong Made Contract for two years to 30 June 2025; and
- (b) Ample Success and Guangzhou Shengyu having executed an agreement (in form and substance satisfactory to the Company) to further extend the term of the contract entered into between Ample Success and Guangzhou Shengyu dated 27 April 2016 (as amended and supplemented from time to time) in relation to the appointment of Ample Success as an exclusive advertising agent in connection with the advertising agency services and related production services for the GSCR Hexiehao Trains for two years to 30 March 2024.

In the event that the Second Tranche Consideration Shares Condition is not satisfied, the Consideration shall be adjusted to HK\$16,666,665 and no Second Tranche Consideration Shares or Third Tranche Consideration Shares shall be allotted and issued to the Vendors or their respective nominees.

40. 收購附屬公司(續)

(b) 收購香港製作(傳媒)有限公司(「香港製作」)及博功有限公司(「博功」)(統稱為「目標公司」)(續)

(iii) 在滿足下列條件(「第三批代價股份條件」)後，本公司須於第三批代價股份條件達成之日後五個營業日內於二零二三年七月十五日或之前向賣方或彼等各自之代名人配發及發行83,333,340股股份(「第三批代價股份」)，以此向賣方支付16,666,668港元(「第三批代價」)，相當於代價的三分之一：

- (a) 香港製作及廣州聲煜簽立協議(形式及內容均獲本公司信納)將香港製作合約的期限再延長兩年至二零二五年六月三十日；及
- (b) 博功及廣州聲煜簽立協議(形式及內容均獲本公司信納)將博功與廣州聲煜訂立日期為二零一六年四月二十七日的合約(經不時修訂及補充，而內容有關委任博功為獨家廣告代理提供)有關廣深線和諧號之廣告代理服務及相關製作服務)的期限再延長兩年至二零二四年三月三十日。

倘第二批代價股份條件未獲達成，則代價將調整至16,666,665港元，且不會向賣方或彼等各自之代名人配發及發行第二批代價股份或第三批代價股份。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(b) Acquisition of Hong Kong Made (Media) Limited ("Hong Kong Made") and Ample Success Limited ("Ample Success") (collectively, the "Target Companies") (continued)

In the event that the Second Tranche Consideration Shares Condition is satisfied but any or all of the Third Tranche Consideration Shares Conditions are not satisfied, the Consideration shall be adjusted to HK\$33,333,332 and no Third Tranche Consideration Shares shall be allotted and issued to the Vendors or their respective nominees.

The First Tranche Consideration Shares have been duly issued and allotted to the Vendors on Completion Date. Details of the acquisition were set out in the announcements of the Company dated 29 March 2019, 6 June 2019 and 14 August 2020, respectively.

This acquisition has been accounted for as acquisition of business using the acquisition method. The amount of goodwill arising as a result of the acquisition was approximately HK\$57,952,000.

40. 收購附屬公司(續)

(b) 收購香港製作(傳媒)有限公司(「香港製作」)及博功有限公司(「博功」)(統稱為「目標公司」)(續)

倘第二批代價股份條件獲達成，惟任何或全部第三批代價股份條件未獲達成，則代價將調整至33,333,332港元，且不會向賣方或彼等各自之代名人配發及發行第三批代價股份。

第一批代價股份已於完成日期妥善發行及配發予賣方。有關收購的詳情載於本公司日期分別為二零一九年三月二十九日、二零一九年六月六日及二零二零年八月十四日的公告內。

是項收購採用收購法入賬為收購業務。收購產生的商譽金額約為57,952,000港元。

Consideration	代價	HK\$'000 千港元
Purchase consideration settled by new shares of the Company (Note)	以本公司新股份結算的購買代價 (附註)	40,133

The purchase consideration represented the following breakdown:

購買代價明細如下：

		HK\$'000 千港元
First Tranche Consideration Shares issued on Completion Date	於完成日期發行的第一批代價股份	14,333
Second Tranche Consideration Shares issued upon the fulfillment of Second Tranche Consideration Shares Condition	第二批代價股份條件獲達成後發行的第二批代價股份	12,900
Third Tranche Consideration Shares issued upon the fulfillment of Third Tranche Consideration Shares Condition	第三批代價股份條件獲達成後發行的第三批代價股份	12,900
		40,133

Note:

The fair values of the Second Tranche Consideration Shares and Third Tranche Consideration Shares was reference to the valuation report issued by Flagship Appraisals, an independent valuer not connected to the Group at the Completion Date.

附註：

第二批代價股份及第三批代價股份的公平值乃參照與本集團概無關聯的獨立估值師旗艦資產評估於完成日期出具的估值報告而定。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(b) Acquisition of Hong Kong Made (Media) Limited (“Hong Kong Made”) and Ample Success Limited (“Ample Success”) (collectively, the “Target Companies”) (continued)

The consideration shares for the acquisition of the Target Companies, 250,000,000 ordinary shares of the Company with par value of HK\$0.10 each were issued/will be issued. The fair value of the ordinary shares of the Company, determined using the published price available at the date of the completion, amounted to HK\$40,133,000.

Acquisition-related costs amounting to HK\$705,780 have been excluded from the consideration transferred and have been recognised as an expense in the year ended 31 March 2020, within the “administrative expenses” line item in the consolidated statement of profit or loss.

40. 收購附屬公司(續)

(b) 收購香港製作(傳媒)有限公司(「香港製作」)及博功有限公司(「博功」)(統稱為「目標公司」)(續)

收購目標公司的代價股份，即本公司250,000,000股每股面值0.10港元的普通股，經已發行／將予發行。本公司普通股的公平值(採用完成日期可取得的公開價格釐定)為40,133,000港元。

收購相關成本705,780港元並無計入所轉讓的代價，並於截至二零二零年三月三十一日止年度確認為綜合損益表內「行政費用」項目下的開支。

HK\$'000

千港元

Assets acquired and liabilities recognised at the date of acquisition	於收購日期確認的所收購資產及負債	
Intangible asset	無形資產	29,477
Other receivables	應收其他賬項	1,273
Bank balances and cash	銀行結餘及現金	107
Other payables	應付其他賬項	(39,876)
Other borrowings	其他借貸	(8,800)
		<u>(17,819)</u>
Goodwill arising on acquisition:	因收購產生之商譽：	
Consideration	代價	40,133
Less: recognised amounts of net liabilities acquired	減：已確認之所收購負債淨額	<u>17,819</u>
Goodwill arising on acquisition (Note 23)	因收購產生之商譽(附註23)	<u>57,952</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(b) Acquisition of Hong Kong Made (Media) Limited ("Hong Kong Made") and Ample Success Limited ("Ample Success") (collectively, the "Target Companies") (continued)

Goodwill arose in the acquisition of the Target Companies because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of expected synergies, revenue growth, future market development and the assembled workforce of Target Companies. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. In addition, the financial results of Target Companies will be consolidated into the financial results of the Company. Therefore, the Group's income sources can be broadened and its financial performance can be enhanced in the long run.

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

40. 收購附屬公司(續)

(b) 收購香港製作(傳媒)有限公司(「香港製作」)及博功有限公司(「博功」)(統稱為「目標公司」)(續)

由於合併成本包含控制權溢價，故收購目標公司產生商譽。此外，就合併支付之代價實際包括有關源自目標公司預期協同效益、收入增長、未來市場發展及合併人員之利益之金額。由於此等利益並不符合可識別無形資產之確認條件，故並無與商譽分開確認。此外，目標公司之財務業績將於本公司之財務業績中綜合入賬。因此，長遠而言，本集團之收入來源得以擴闊，其財務表現亦可望得以增強。

預計因該等收購事項而產生之商譽概不可用於扣稅。

HK\$'000
千港元

Net cash inflow arising on acquisition:

Bank balances and cash acquired

因收購產生的現金流入淨額：

銀行結餘及所收購現金

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Impact of acquisition on the results of the Group

Included in loss for the year ended 31 March 2020 is loss of approximately HK\$6,274,000 attributable to the additional business generated by the Target Companies. Revenue for the year includes HK\$33,683,000 generated from the Target Companies.

Had the acquisition been completed on 1 April 2019, revenue for the year ended 31 March 2020 of the Group would have been approximately HK\$56,097,000 and loss for the year ended 31 March 2020 of the Group would have been approximately HK\$119,814,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2019, nor is it intended to be a projection of future results.

收購事項對本集團業績的影響

截至二零二零年三月三十一日止年度的虧損包括目標公司所產生額外業務應佔虧損6,274,000港元。年內收入包括目標公司所產生之33,683,000港元。

倘收購事項已於二零一九年四月一日完成，本集團截至二零二零年三月三十一日止年度之收入將約為56,097,000港元，而本集團截至二零二零年三月三十一日止年度之虧損將約為119,814,000港元。備考資料僅供說明之用，且未必展示收購事項於二零一九年四月一日完成後本集團實際之收入及經營業績，亦不擬作為未來業績之預測。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (continued)

(b) Acquisition of Hong Kong Made (Media) Limited (“Hong Kong Made”) and Ample Success Limited (“Ample Success”) (collectively, the “Target Companies”) (continued)

Impact of acquisition on the results of the Group (continued)

In determining the “pro-forma” revenue and loss of the Group had the Target Companies been acquired at 1 April 2019, the Directors have calculated the amortisation of the other intangible asset acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements.

41. DECONSOLIDATION OF SUBSIDIARIES

For the year ended 31 March 2021

(a) *Deconsolidation of Baoli Yota*

A creditor of Baoli Yota had applied for the bankruptcy and liquidation of Baoli Yota to the SZ Court on the ground that Baoli Yota is unable to pay its outstanding debt.

Pursuant to the judgement on 25 August 2020, the SZ Court held that the creditor’s application complied with the legal requirements and accepted the creditor’s application for bankruptcy and liquidation against Baoli Yota, and designated 深圳市正源清算事務有限公司 (Shenzhen Zhengyuan Liquidation Services Company Limited*) as the bankruptcy administrator of Baoli Yota.

40. 收購附屬公司(續)

(b) 收購香港製作(傳媒)有限公司(「香港製作」)及博功有限公司(「博功」)(統稱為「目標公司」)(續)

收購事項對本集團業績的影響(續)

於釐定本集團在目標公司於二零一九年四月一日獲收購情況下的「備考」收入及虧損時，董事已根據在將業務合併初步入賬時所產生的公平值(而非根據在收購前財務報表內確認的賬面值)計算所收購其他無形資產之攤銷。

41. 附屬公司之終止綜合入賬

截至二零二一年三月三十一日止年度

(a) *寶力優特終止綜合入賬*

一名寶力優特債權人向深圳法院提出破產及清盤申請，原因為寶力優特無法償還未償還的債務。

根據二零二零年八月二十五日的判決，深圳法院認為該債權人之申請符合法律要求並接受了該債權人對寶力優特破產及清盤之申請，並指派深圳市正源清算事務有限公司為寶力優特之破產管理人。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

41. DECONSOLIDATION OF SUBSIDIARIES (continued)

For the year ended 31 March 2021 (continued)

(a) Deconsolidation of Baoli Yota (continued)

Accordingly, the Group had deconsolidated Baoli Yota as the Directors considered that the Group's control over Baoli Yota had been lost on 25 August 2020.

	HK\$'000
	千港元
Analysis of assets and liabilities over which control was lost:	已失去控制權之資產及負債之分析：
Plant and equipment	廠房及設備 8
Trade and other receivables	應收貿易及其他賬項 443
Amount due from immediate holding company	應收直接控股公司款項 63,746
Bank balances and cash	銀行結餘及現金 691
Trade and other payables	應付貿易及其他賬項 (12,226)
Amount due to a non-controlling shareholder	應付一名非控股股東款項 (28,420)
Amounts due to group companies	應付集團公司款項 (21,735)
Net assets	淨資產 2,507
Loss on deconsolidation of Baoli Yota:	寶力優特終止綜合入賬之虧損：
Net assets deconsolidated	終止綜合入賬之淨資產 2,507
Amounts due from Baoli Yota	應收寶力優特款項 21,735
Non-controlling interest	非控股權益 12,064
Exchange reserve	匯兌儲備 3,279
Loss on deconsolidation	終止綜合入賬之虧損 39,585
Net cash outflow arising on deconsolidation:	終止綜合入賬產生之現金流出淨額：
Bank balances and cash of Baoli Yota	寶力優特之銀行結餘及現金 (691)

For the year ended 31 March 2020

(b) Deconsolidation of We Fly Travel Limited ("We Fly")

On 3 February 2020, a director who was appointed by the Group as a director of We Fly, has resigned as a director of We Fly, accordingly, the Directors resolved that the Group no longer had the power to govern the financial and operating policies of We Fly, and the control over We Fly could no longer meet the definition of control in HKFRS 10 Consolidated Financial Statements on that date. Consequently, the Group had deconsolidated We Fly on 3 February 2020 (the "We Fly Deconsolidation Date").

41. 附屬公司之終止綜合入賬(續)

截至二零二一年三月三十一日止年度(續)

(a) 寶力優特終止綜合入賬(續)

因此，由於董事認為本集團對寶力優特之控制權已於二零二零年八月二十五日喪失，因此本集團將寶力優特終止綜合入賬。

	HK\$'000
	千港元
Analysis of assets and liabilities over which control was lost:	已失去控制權之資產及負債之分析：
Plant and equipment	廠房及設備 8
Trade and other receivables	應收貿易及其他賬項 443
Amount due from immediate holding company	應收直接控股公司款項 63,746
Bank balances and cash	銀行結餘及現金 691
Trade and other payables	應付貿易及其他賬項 (12,226)
Amount due to a non-controlling shareholder	應付一名非控股股東款項 (28,420)
Amounts due to group companies	應付集團公司款項 (21,735)
Net assets	淨資產 2,507
Loss on deconsolidation of Baoli Yota:	寶力優特終止綜合入賬之虧損：
Net assets deconsolidated	終止綜合入賬之淨資產 2,507
Amounts due from Baoli Yota	應收寶力優特款項 21,735
Non-controlling interest	非控股權益 12,064
Exchange reserve	匯兌儲備 3,279
Loss on deconsolidation	終止綜合入賬之虧損 39,585
Net cash outflow arising on deconsolidation:	終止綜合入賬產生之現金流出淨額：
Bank balances and cash of Baoli Yota	寶力優特之銀行結餘及現金 (691)

截至二零二零年三月三十一日止年度

(b) 愛飛旅遊有限公司(「愛飛」)終止綜合入賬

於二零二零年二月三日，一名曾由本集團委任為愛飛董事之董事，辭任愛飛董事之職，因此，董事議決本集團不再擁有權監管愛飛之財務及營運政策，且自當日起對愛飛的控制權已不再符合香港財務報告準則第10號綜合財務報表之控制權定義。因此，本集團於二零二零年二月三日(「愛飛終止綜合入賬日期」)將愛飛終止綜合入賬。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

41. DECONSOLIDATION OF SUBSIDIARIES (continued)

For the year ended 31 March 2020 (continued)

(b) Deconsolidation of We Fly Travel Limited ("We Fly") (continued)

Due to the non-cooperation of the management of We Fly, the Directors were unable to access the books and records of We Fly since the We Fly Deconsolidation Date, despite the fact that the Directors have taken all reasonable steps and have used their best endeavors to resolve the matter.

41. 附屬公司之終止綜合入賬(續)

截至二零二零年三月三十一日止年度(續)

(b) 愛飛旅遊有限公司(「愛飛」)終止綜合入賬(續)

由於愛飛管理層不予配合，儘管董事已採取所有合理措施並竭盡全力解決此事，自終止綜合入賬日期以來董事無法查閱愛飛之賬簿及記錄。

		HK\$'000 千港元
Analysis of assets and liabilities over which control was lost:	已失去控制權之資產及負債之分析	
Plant and equipment	廠房及設備	275
Intangible assets	無形資產	10
Goodwill	商譽	185,285
Deferred tax assets	遞延稅項資產	2,524
Trade and other receivables	應收貿易及其他賬項	3,869
Bank balances and cash	銀行結餘及現金	2,153
Amount due to group company	應付集團公司款項	(1,150)
Trade and other payables	應付貿易及其他賬項	(22,776)
Deferred tax liabilities	遞延稅項負債	(30)
Net assets	淨資產	<u>170,160</u>
Loss on deconsolidation of We Fly:	愛飛終止綜合入賬之虧損：	
Net assets deconsolidated	終止綜合入賬之淨資產	170,160
Amount due from We Fly	應收愛飛款項	1,150
Non-controlling interest	非控股權益	<u>4,127</u>
Loss on deconsolidation	終止綜合入賬之虧損	<u>175,437</u>
Net cash outflow arising on the deconsolidation:	終止綜合入賬產生之現金流出淨額：	
Bank balances and cash of We Fly	愛飛之銀行結餘及現金	<u>(2,153)</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

42. DISPOSAL OF A SUBSIDIARY

For the year ended 31 March 2020

Disposal of China Baoli Innovation Technologies Limited ("CB Innovation")

On 18 March 2020, the Group disposed of its 100% equity interests of CB Innovation, at a consideration of HK\$100,000 to an independent third party. The net liabilities of CB Innovation at the date of disposal were as follows:

42. 出售附屬公司

截至二零二零年三月三十一日止年度

出售中國寶力創新科技有限公司(「寶力創新」)

於二零二零年三月十八日，本集團以100,000港元之代價，向一名獨立第三方出售其於寶力創新之全部股權。於出售日期，寶力創新之淨負債如下：

		HK\$'000 千港元
<hr/>		
Consideration received:	已收代價：	
Cash received	已收現金	100
		<hr/> <hr/>
		HK\$'000 千港元
<hr/>		
Analysis of liabilities over which control was lost:	已失去控制權之資產及負債之分析：	
Amount due to group company	應付集團公司款項	(36,206)
Trade and other payables	應付貿易及其他賬項	(207,660)
		<hr/>
Net liabilities disposed of	出售淨負債	(243,866)
		<hr/> <hr/>
Gain on disposal of CB Innovation:	出售寶力創新之收益：	
Consideration received	已收代價	100
Net liabilities disposed of	出售淨負債	243,866
Amount due from CB Innovation	應收寶力創新款項	(36,206)
		<hr/>
Gain on disposal	出售之收益	207,760
		<hr/> <hr/>
Net cash inflow arising on disposal of CB Innovation:	出售寶力創新產生之現金流入淨額：	
Cash consideration	現金代價	100
		<hr/> <hr/>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

43. CHANGES IN OWNERSHIP INTERESTS OF SUBSIDIARIES WITHOUT LOSING CONTROL

(a) Deemed disposal of interest in a subsidiary without losing control

For the year ended 31 March 2021

On 6 April 2020, Creative Time International Limited ("Creative Time"), a wholly-owned subsidiary of the Company has passed a resolution to allot 50 ordinary shares to its immediate holding company, Hong Kong Made at a consideration of US\$50 and 49 ordinary shares to Mega Success Business Limited, wholly owned by an employee of the Group, to explore business opportunities on multi-media technologies business, at a consideration of US\$49, and the share capital increased from US\$1 to US\$100. This resulted in a decrease in the Group's equity interest in Creative Time from 100% to 51%.

A schedule of the effect of deemed disposal of interest in a subsidiary without losing control is as follow:

43. 附屬公司擁有權權益變動而無失去控制權

(a) 視作出售附屬公司之權益而無失去控制權

截至二零二一年三月三十一日止年度

於二零二零年四月六日，本公司之全資附屬公司Creative Time International Limited (「Creative Time」)已通過決議案，以配發50股普通股予其直接控股公司香港製作，代價50美元，及配發49股普通股予本集團一名僱員全資擁有之公司Mega Success Business Limited以尋求多媒體技術業務的更多業務機會，代價49美元，而股本自1美元增加至100美元。這導致本集團於Creative Time的權益自100%減少至51%。

在未失去控制權的情況下視為出售附屬公司權益的影響列表如下：

		2021
		二零二一年
		HK\$'000
		千港元
Carrying amount of equity interest in Creative Time being disposed	將予出售Creative Time股權的賬面值	(125)
Less: Consideration received	減：已收代價	—*
Difference recognised in other reserves	於其他儲備中確認差額	<u>(125)</u>

* Amount less than HK\$1,000.

* 金額少於1,000港元。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

43. CHANGES IN OWNERSHIP INTERESTS OF SUBSIDIARIES WITHOUT LOSING CONTROL (continued)

(b) Disposal of interest in a subsidiary without losing control

For the year ended 31 March 2020

On 13 May 2019, Allied Jumbo Investments Limited, a wholly-owned subsidiary of the Company, transferred the entire equity interest of Baoli Youta (Shanghai) Communication Technology Company Limited ("Shanghai Baoli Youta"), a wholly-owned subsidiary of the Company to China Baoli Assets Management Limited, a non wholly-owned subsidiary due to internal reorganisation with HK\$Nil consideration. Upon the completion of the transfer, the Group's equity interest in Shanghai Baoli Youta decrease from 100% to 51%. The disposal of equity interest do not result in a loss of control over the subsidiary. The difference between the consideration and the carrying value of net liabilities amounting to approximately HK\$361,000 was recognised in equity as other reserve and a decrease of approximately HK\$361,000 was recognised in the non-controlling interests.

A schedule of the effect of disposal of interest in a subsidiary without losing control is as follow:

43. 附屬公司擁有權權益變動而無失去控制權(續)

(b) 出售附屬公司之權益而無失去控制權

截至二零二零年三月三十一日止年度

於二零一九年五月十三日，由於進行內部重組，本公司全資附屬公司悅眺投資有限公司將寶力優塔(上海)通訊科技有限公司(「上海寶力優塔」，本公司的全資附屬公司)的全部股權轉讓予中國寶力資產管理有限公司(一家非全資附屬公司)，代價為零港元。於完成轉讓後，本集團於上海寶力優塔的股權由100%減少至51%。股權出售事項並無導致失去對該附屬公司的控制權。代價與淨負債賬面值之間的差額約361,000港元於股權中確認為其他儲備，並於非控股權益中確認減少約361,000港元。

在未失去控制權的情況下的出售附屬公司權益的影響列表如下：

		2020 二零二零年 HK\$'000 千港元
Carrying amount of equity interest in Shanghai Baoli Youta being disposed	將予出售上海寶力優塔股權的賬面值	(361)
Less: Consideration received	減：已收代價	—
Difference recognised in other reserves	於其他儲備中確認差額	<u>(361)</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

44. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows from financing activities:

44. 融資活動所產生負債之對賬

下表詳述本集團融資活動所產生負債之變動(包括現金及非現金變動)。融資活動所產生負債指現金流量或未來現金流量將於本集團之綜合現金流量表中列入融資活動之負債。

		Trade and other payables — amounts due to shareholders and directors 應付貿易及 其他賬項 — 應付股東及 董事款項 HK\$'000 千港元	Interest payable (included in trade and other payables) 應付利息 (計入應付貿易 及其他賬項) HK\$'000 千港元	Bank and other borrowings 銀行及 其他借貸 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Convertible loan 可換股貸款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
			(Note 32) (附註32)	(Note 32) (附註32)	(Note 29) (附註29)	(Note 33) (附註33)	
At 1 April 2019	於二零一九年四月一日	45,078	23,748	238,790	7,130	—	314,746
Changes from cash flows:	現金流量之變動:						
Advance from shareholders and directors	股東及董事墊款	948	—	—	—	—	948
New bank and other borrowings raised	新增銀行及其他借貸	—	—	8,049	—	—	8,049
Proceeds from issue of convertible loan	發行可換股貸款之所得款項	—	—	—	—	8,550	8,550
Repayment of bank and other borrowings	償還銀行及其他借貸	—	—	(3,120)	—	—	(3,120)
Interest paid	已付利息	—	—	(493)	—	—	(493)
Repayment of lease liabilities	償還租賃負債	—	—	—	(3,300)	—	(3,300)
		948	—	4,436	(3,300)	8,550	10,634
Non-cash change:	非現金變動:						
Arisen from acquisition of subsidiaries	產生自收購附屬公司	—	—	8,800	—	—	8,800
Disposal of a subsidiary	出售附屬公司	—	(26,034)	—	—	—	(26,034)
Fair value change in convertible loan derivative component	可換股貸款衍生工具部分之 公平值變動	—	—	—	—	(49)	(49)
Finance costs recognised	已確認融資成本	—	13,707	19,586	568	992	34,853
Foreign exchange translation	外匯換算	—	—	(9,170)	—	—	(9,170)
Others	其他	—	(6,917)	6,917	—	—	—
		—	(19,244)	26,133	568	943	8,400
At 31 March 2020	於二零二零年三月三十一日	46,026	4,504	269,359	4,398	9,493	333,780

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

44. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

44. 融資活動所產生負債之對賬(續)

		Trade and other payables — amounts due to shareholders and directors 應付貿易及 其他賬項 — 應付股東及 董事款項 HK\$'000 千港元	Interest payable (included in trade and other payables) 應付利息 (計入應付貿易 及其他賬項) HK\$'000 千港元	Bank and other borrowings 銀行及 其他借貸 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Convertible loan 可換股貸款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
			(Note 28) (附註28)	(Note 32) (附註32)	(Note 29) (附註29)	(Note 33) (附註33)	
At 1 April 2020	於二零二零年四月一日	46,026	4,504	269,359	4,398	9,493	333,780
Changes from cash flows:	現金流量之變動:						
Advance from shareholders and directors	股東及董事墊款	18,944	—	—	—	—	18,944
New bank and other borrowings raised	新增銀行及其他借貸	—	—	15,937	—	—	15,937
Repayment of bank and other borrowings	償還銀行及其他借貸	—	—	(14,508)	—	—	(14,508)
Interest paid	已付利息	—	—	(3,341)	—	—	(3,341)
		18,944	—	(1,912)	—	—	17,032
Non-cash change:	非現金變動:						
Fair value change in convertible loan derivative component	可換股貸款衍生工具部分之公平值變動	—	—	—	—	(1,187)	(1,187)
Finance costs recognised	已確認融資成本	—	5,129	17,880	264	1,735	25,008
Loss on modification of convertible loan	可換股貸款之修改虧損	—	—	—	—	401	401
Foreign exchange translation	外匯換算	704	—	11,917	—	—	12,621
Reallocation from lease liabilities to other payable	租賃負債到應付其他賬項之重新分配	—	—	—	(3,850)	—	(3,850)
Others	其他	15,155	—	—	—	—	15,155
		15,859	5,129	29,797	(3,586)	949	48,148
At 31 March 2021	於二零二一年三月三十一日	80,829	9,633	297,244	812	10,442	398,960

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

45. CAPITAL COMMITMENTS

45. 資本承擔

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Contracted for but not provided in the consolidated financial statement:	已訂立但未於綜合財務報表報備：		
Unpaid registered capital for subsidiaries	於附屬公司之未繳註冊資本	163,714	265,707
Unpaid registered capital for associates	於聯營公司之未繳註冊資本	568	—
Unpaid registered capital for interests in unlisted equity	非上市實體權益之未繳註冊資本	177	—
Acquisition of further equity interests in a subsidiary	進一步收購於一間附屬公司之股權	67,440	62,254
		231,899	327,961

46. MAJOR NON-CASH TRANSACTIONS

46. 重大非現金交易

- (a) As disclosed in Note 25(d) to the consolidated financial statements, a supplemental agreement signed with Guangzhou Shengyu that Guangzhou Shengyu agreed the refundable earnest deposit were settled through the acquisition of an advertising license right for the GZ Intercity Railway and the settlement of license fee payable for the GSCR Hexiehao Trains during the year ended 31 March 2021.
- (a) 如綜合財務報表附註25(d)所披露，根據與廣州聲煜訂立補充協議，於截至二零二一年三月三十一日止年度，廣州聲煜同意可退回保證金可通過收購廣州珠海城際鐵路廣告特許權及結算應付廣深線和諧號的許可費結付。
- (b) During the year ended 31 March 2021, Guangzhou Shengyu granted the Company a waiver on the license fees of an advertising license right on the GSCR Hexiehao Trains amounting to approximately RMB7,025,000 (equivalent to approximately HK\$8,472,000) which has been recognised as a reduction of cost of revenue.
- (b) 於截至二零二一年三月三十一日止年度，本公司獲廣州聲煜授予有關廣深線和諧號的廣告特許權許可費人民幣7,025,000元(相當於約8,472,000港元)的豁免，並已將該筆費用確認為收入成本減少。
- (c) During the year ended 31 March 2020, the Group entered into an agreement for the use of the advertising license right for 3 years. Upon the commencement of the agreement, the Group recognised approximately RMB49,955,000 (equivalent to approximately HK\$56,250,000) as intangible assets and approximately RMB49,955,000 (equivalent to approximately HK\$56,250,000) as license fees payables.
- (c) 截至二零二零年三月三十一日止年度，本集團就廣告特許權之三年使用權訂立協議。協議生效時，本集團確認無形資產約人民幣49,955,000元(相當於約56,250,000港元)及應付特許權費約人民幣49,955,000元(相當於約56,250,000港元)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

47. PLEDGE OF OR RESTRICTIONS ON ASSETS

Pledge of assets

The Group's borrowings had been secured by certain of the Group's assets and the carrying amounts of the respective assets are as follows:

			2021	2020
			二零二一年	二零二零年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
Property, plant and equipment	物業、廠房及設備	18	—	3,671
Right-of-use assets	使用權資產	19	—	7,350
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	26	224	512
			224	11,533

As at 31 March 2020, the Company pledged the entire equity interests of Zibo Liyuan to secure a bank borrowing of HK\$8,508,000 (Note 32(a)). The pledge was released upon repayment of the bank borrowing during the year ended 31 March 2021.

Restrictions on assets

In addition, lease liabilities of HK\$812,000 are recognised with related right-of-use assets of HK\$769,000 as at 31 March 2021 (2020: lease liabilities of HK\$4,398,000 and related right-of-use assets of HK\$3,847,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor and the relevant leased assets may not be used as security for borrowing purposes.

47. 資產質押或限制

資產質押

本集團的借貸以本集團的若干資產作抵押，相關資產的賬面值如下：

			2021	2020
			二零二一年	二零二零年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
Property, plant and equipment	物業、廠房及設備	18	—	3,671
Right-of-use assets	使用權資產	19	—	7,350
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	26	224	512
			224	11,533

於二零二零年三月三十一日，本公司已質押淄博利源之全部股權，以取得8,508,000港元之銀行借貸(附註32(a))。於截至二零二一年三月三十一日止年度，該質押於償還銀行借貸後獲解除。

資產限制

此外，於二零二一年三月三十一日，租賃負債812,000港元與相關使用權資產769,000港元一併確認(二零二零年：租賃負債為4,398,000港元及相關使用權資產為3,847,000港元)。除出租人持有的租賃資產的抵押權益外，租賃協議並無施加任何契諾，以及相關租賃資產不得用作借貸的抵押品。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

48. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

Other than as disclosed elsewhere in the consolidated financial statements, the Group had following transactions and balances with related parties:

48. 與關連人士之交易及結餘

除綜合財務報表其他部分所披露者外，本集團與關連人士之交易及結餘如下所示：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Former associates:	前聯營公司：		
Royalty fees (Note a)	專利權費(附註a)	—	61,667
Interests on overdue royalty fee payable	逾期應付專利權費之利息	—	12,947
Companies controlled by the former director (Note b):	受前董事控制之公司(附註b):		
Accruals	應計款項	5,096	5,096
Key management compensation of the Group:	本集團主要管理人員薪酬：		
Salaries and other short-term employee benefits (Note 14 & c)	薪金及其他短期僱員福利(附註14及c)	4,082	5,221

Notes:

- (a) Royalty fee was charged in accordance with the terms as determined and agreed among the Group and the former associates.
- (b) The former director was resigned as the Director on 9 September 2019.
- (c) The remuneration of the key management personnel is determined by the remuneration committee having regard to the performance of individual and market trends.

The Directors are of the view that the terms of the above related party transactions are fair and reasonable, based on normal commercial terms where no charge over assets of the Group is created in respect of the above transactions.

附註：

- (a) 專利權費乃按照本集團與前聯營公司釐定及相互協定之條款收取。
- (b) 前董事於二零一九年九月九日辭任董事。
- (c) 主要管理人員之薪酬由薪酬委員會於考慮個別人士表現及市場趨勢後釐定。

董事認為，上述關連人士交易之條款屬公平合理，符合正常商務條款，並無就上述交易設立有關本集團資產之押記。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the principal subsidiaries at 31 March 2021 and 2020 are as follows:

49. 本公司主要附屬公司詳情

於二零二一年及二零二零年三月三十一日，主要附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ Principal place of operation 註冊成立地點/主要營業地點	Paid-up share capital/ registered capital 繳足股本/註冊資本	Proportion of ownership interest held by the Company 本公司所持擁有權權益比例				Proportion of voting power held by the Company 本公司所持投票權比例				Principal activities 主要業務
			2021 二零二一年		2020 二零二零年		2021 二零二一年		2020 二零二零年		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
China Baoli Technologies Investment Limited 中國寶力科技投資有限公司	British Virgin Islands ("BVI")/BVI 英屬處女群島(「英屬處女群島」) /英屬處女群島	1 ordinary share of USD1 each 1股每股面值1美元之普通股	100	—	100	—	100	—	100	—	Investment holding 投資控股
Zibo Liyuan* 淄博利源*	PRC/PRC 中國/中國	RMB29,000,000 paid-up registered Capital 人民幣29,000,000元 實繳註冊資本	—	80	—	80	—	80	—	80	Gamma ray business 伽瑪射線業務
China Baoli Technologies Services Limited 中國寶力科技服務有限公司	BVI/BVI 英屬處女群島/英屬處女群島	1 ordinary share of USD1 each 1股每股面值1美元之普通股	—	100	—	100	—	100	—	100	Investment holding 投資控股
China Baoli Technologies Development Limited 中國寶力科技發展有限公司	Hong Kong/ Hong Kong 香港/香港	10,000 ordinary shares of HK\$1 each 10,000股每股面值1港元之普通股	—	100	—	100	—	100	—	100	Investment holding 投資控股
Advance Star Investments Limited ("Advance Star") 進星投資有限公司(「進星」)	BVI/BVI 英屬處女群島/英屬處女群島	80 ordinary shares of USD1 each 80股每股面值1美元之普通股	—	100	—	100	—	100	—	100	Investment holding 投資控股
Allied Jumbo 悅聯	Hong Kong/ Hong Kong 香港/香港	1 ordinary share of HK\$1 each 1股每股面值1港元之普通股	—	100	—	100	—	100	—	100	Investment holding 投資控股
Shanghai Baoli Youta* 上海寶力優塔*	PRC/PRC 中國/中國	RMB3,403,727 paid up registered capital and RMB6,596,273 unpaid registered capital 人民幣3,403,727元 實繳註冊資本及 人民幣6,596,273元 未繳註冊資本	—	51	—	51	—	51	—	51	Wholesale, import and export of, and the provision of commission- agency (except auction) and other auxiliary services for, telecommunication equipment, electronic products, digital products and computer software, hardware and auxiliary equipment 通訊設備、電子產品、數碼產品、 電腦軟硬件及輔助設備的批發、 進出口、佣金代理(拍賣除外)及 其相關配套服務
Chongqing Baoli Yota Technologies Limited** 重慶寶力優特科技有限公司**	PRC/PRC 中國/中國	RMB319,700,000 paid up registered capital and RMB79,800,000 unpaid registered capital 人民幣319,700,000元 實繳註冊資本及 人民幣79,800,000元 未繳註冊資本	—	100	—	100	—	100	—	100	Telecommunication products and accessories, computer software, hardware and auxiliary equipment and accessories, telecommunication products and electronic products 通訊產品及配件、電腦軟硬件及 輔助設備與配件、電訊產品、 電子產品

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Details of the principal subsidiaries at 31 March 2021 and 2020 are as follows: (continued)

49. 本公司主要附屬公司詳情(續)

於二零二一年及二零二零年三月三十一日，主要附屬公司詳情如下：(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ Principal place of operation 註冊成立地點/主要營業地點	Paid-up share capital/ registered capital 繳足股本/註冊資本	Proportion of ownership interest held by the Company 本公司所持擁有權權益比例				Proportion of voting power held by the Company 本公司所持投票權比例				Principal activities 主要業務
			2021 二零二一年		2020 二零二零年		2021 二零二一年		2020 二零二零年		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
Baoli Yota (Note c)	PRC/PRC	RMB34,114,565 paid up registered capital and RMB65,885,435 unpaid registered capital	—	—	—	80	—	—	—	80	Manufacture and sales of mobile phone
寶力優特(附註c)	中國/中國	人民幣34,114,565元實繳註冊資本及人民幣65,885,435元未繳註冊資本									手機生產及銷售
Gamma Ray Technologies Services Limited 伽瑪射線技術服務有限公司	BVI/BVI 英屬處女群島/英屬處女群島	1 ordinary share of USD1 each 1股每股面值1美元之普通股	—	100	—	—	—	100	—	—	Gamma ray business 伽瑪射線業務
Yota Technologies IPR Limited (Note a) Yota Technologies IPR Limited (附註a)	BVI/BVI 英屬處女群島/英屬處女群島	1 ordinary share of USD1 each 1股每股面值1美元之普通股	—	100	—	100	—	100	—	100	Inactive 暫無業務
Fullmoon Global International Limited (Note b) Fullmoon Global International Limited (附註b)	BVI/BVI 英屬處女群島/英屬處女群島	1 ordinary share of USD1 each 1股每股面值1美元之普通股	—	100	—	100	—	100	—	100	Investment holding 投資控股
Rosy Wisdom Holding Limited Rosy Wisdom Holding Limited	BVI/BVI 英屬處女群島/英屬處女群島	1 ordinary share of USD1 each 1股每股面值1美元之普通股	—	100	—	100	—	100	—	100	Investment holding 投資控股
Creative Time Creative Time	BVI/BVI 英屬處女群島/英屬處女群島	1 ordinary share of USD1 each 1股每股面值1美元之普通股	—	51	—	100	—	51	—	100	Inactive 暫無業務
Hong Kong Made (Media) Limited (Note b) 香港製作(媒體)有限公司(附註b)	Hong Kong/Hong Kong 香港/香港	200 ordinary shares of HKD1 each 200股每股面值1港元之普通股	—	100	—	100	—	100	—	100	Multi-media technologies business 多媒體技術業務
Ample Success Limited (Note b) 博功有限公司(附註b)	Hong Kong/Hong Kong 香港/香港	100 ordinary shares of HKD1 each 100股每股面值1港元之普通股	—	100	—	100	—	100	—	100	Multi-media technologies business 多媒體技術業務
ZiJun Media 鈺駿傳媒	PRC/PRC 中國/中國	RMB10,000,000 paid-up registered capital and RMB8,405,000 unpaid registered capital 人民幣10,000,000元實繳註冊資本及人民幣8,405,000元未繳註冊資本	—	80	—	—	—	80	—	—	Multi-media technologies business 多媒體技術業務
Yunte (Shanghai) Culture Media Company Limited* 雲特(上海)文化傳媒有限公司*	PRC/PRC 中國/中國	RMB50,000,000 paid-up registered capital and RMB50,000,000 unpaid registered capital 人民幣50,000,000元實繳註冊資本及人民幣50,000,000元未繳註冊資本	—	80	—	—	—	80	—	—	Multi-media technologies business 多媒體技術業務
China Baoli Media Technology Limited 中國寶力媒體科技有限公司	HK/HK 香港/香港	1 ordinary share of HKD1 each 1股每股面值1港元之普通股	—	51	—	—	—	51	—	—	Multi-media technologies business 多媒體技術業務

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Details of the principal subsidiaries at 31 March 2021 and 2020 are as follows: (continued)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ Principal place of operation 註冊成立地點/主要營業地點	Paid-up share capital/ registered capital 繳足股本/註冊資本	Proportion of ownership interest held by the Company 本公司所持擁有權權益比例				Proportion of voting power held by the Company 本公司所持投票權比例				Principal activities 主要業務
			2021 二零二一年		2020 二零二零年		2021 二零二一年		2020 二零二零年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
			%	%	%	%	%	%	%	%	
YunYao* (Note a)	PRC/PRC	RMB10,000,000 paid-up registered capital and RMB10,000,000 unpaid registered capital	—	100	—	100	—	100	—	100	Multi-media technologies business
雲遙*(附註a)	中國/中國	人民幣10,000,000元 實繳註冊資本及未繳註冊資本									多媒體技術業務
Asia Promise Limited (Note a) 嘉利邦有限公司(附註a)	Hong Kong/Hong Kong 香港/香港	1 ordinary share of HKD1 each 1股每股面值1港元之普通股	—	100	—	100	—	100	—	100	Inactive 暫無業務
China Baoli Asset Management Limited ("Asset Management") 中國寶力資產管理有限公司 (「資產管理」)	BVI/PRC 英屬處女群島/中國	100 ordinary shares of USD1 each 100股每股面值1美元之普通股	—	51	—	51	—	51	—	51	Investment holding 投資控股

* For identification purpose only

Note a: Those subsidiaries are newly incorporated during the year ended 31 March 2020.

Note b: Those subsidiaries are newly acquired during the year ended 31 March 2020.

Note c: This subsidiary was deconsolidated during the year ended 31 March 2021.

+ A wholly foreign owned enterprise established in the PRC.

^ Sino-foreign equity joint venture established in the PRC.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year except for Hong Kong Made which has issued convertible loan of HK\$8,550,000, in which the Group has no interest (Note 33).

49. 本公司主要附屬公司詳情(續)

於二零二一年及二零二零年三月三十一日，主要附屬公司詳情如下：(續)

* 僅供識別

附註a：該等附屬公司乃於截至二零二零年三月三十一日止年度新註冊成立。

附註b：該等附屬公司乃於截至二零二零年三月三十一日止年度新收購所得。

附註c：該附屬公司已於截至二零二一年三月三十一日止年度終止綜合入賬。

+ 於中國成立的外商獨資企業。

^ 於中國成立的中外合資企業。

上表載列董事認為對本集團業績或資產構成主要影響之本公司附屬公司。董事認為詳列其他附屬公司之資料會令篇幅過長。

除香港製作發行為數8,550,000港元的可換股貸款(本集團於其中並無擁有權益)外，於年終附屬公司概無任何已發行債務證券(附註33)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. A majority of these subsidiaries operate in the BVI, PRC and Hong Kong. The principal activities of these subsidiaries are summarised as follows:

49. 本公司主要附屬公司詳情(續)

於報告期末，本公司擁有其他對本集團而言並不重大之附屬公司。該等附屬公司大部分於英屬處女群島、中國及香港營業。該等附屬公司之主要業務概述如下：

Principal activities 主要業務	Principal place of business 主要營業地點	Number of subsidiaries 附屬公司數目	
		2021 二零二一年	2020 二零二零年
Investment holding 投資控股	BVI 英屬處女群島	7	12
	Hong Kong 香港	1	4
	Samoa 薩摩亞	1	1
	PRC 中國	—	1
		9	18
Consulting 顧問	PRC 中國	—	2
Sales of building materials, decoration materials 銷售建築材料、裝修材料	PRC 中國	—	1
Internet service 互聯網服務	PRC 中國	—	1
Leasing 租賃	BVI 英屬處女群島	—	1
Provision of cruise ship management services 提供郵輪管理服務	Hong Kong 香港	—	1
Securities trading 證券買賣	BVI 英屬處女群島	1	1
Inactive 暫無業務	Hong Kong 香港	9	10
	BVI 英屬處女群島	6	1
	PRC 中國	1	2
		16	13

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

50. NON-CONTROLLING INTERESTS

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows the details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation/ principal place of business 註冊成立地點/ 主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持擁有權權益 及投票權比例		Profit (loss) allocated to non-controlling interests 分配予非控股權益之 溢利(虧損)		Total comprehensive income allocated to non-controlling interests 分配予非控股權益之 全面收入總額		Accumulated non- controlling interests 累計非控股權益	
		31 March 2021 二零二一年 三月三十一日	31 March 2020 二零二零年 三月三十一日	31 March 2021 二零二一年 三月三十一日	31 March 2020 二零二零年 三月三十一日	31 March 2021 二零二一年 三月三十一日	31 March 2020 二零二零年 三月三十一日	31 March 2021 二零二一年 三月三十一日	31 March 2020 二零二零年 三月三十一日
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
We Fly 愛飛	HK/HK 香港/香港	—	—	—	(1,249)	—	(1,249)	—	—
Baoli Yota 寶力優特	PRC/PRC 中國/中國	—	20%	(814)	(701)	(814)	(72)	—	(11,250)
Zibo Liyuan 淄博利源	PRC/PRC 中國/中國	20%	20%	(442)	(1,587)	(403)	(1,696)	305	708
Assets Management and its subsidiaries ("Assets Management Group") 資產管理及其附屬公司 (「資產管理集團」)	BVI/PRC 英屬處女群島/ 中國	49%	49%	580	(933)	664	(883)	(580)	(1,244)
Creative Time and its subsidiary ("Creative Time Group") Creative Time及其附屬公司 (「Creative Time集團」)	HK/HK 香港/香港	49%	—	(11)	—	(11)	—	(136)	—
ZiJun Media 鈺駿傳媒	PRC/PRC 中國/中國	20%	—	(549)	—	(559)	—	(340)	—
				(1,236)	(4,470)	(1,123)	(3,900)	(751)	(11,786)

50. 非控股權益

存在重大非控股權益之非全資附屬公司之詳情

下表載列本集團存在重大非控股權益之非全資附屬公司之詳情：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

50. NON-CONTROLLING INTERESTS (continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

Summarised consolidated financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations.

We Fly

50. 非控股權益(續)

存在重大非控股權益之非全資附屬公司之詳情(續)

下文載列本集團各存在重大非控股權益之附屬公司之綜合財務資料概要。以下財務資料概要指進行集團內公司間對銷前之金額。

愛飛

		2020 二零二零年 HK\$'000 千港元
Current assets	流動資產	—
Non-current assets	非流動資產	—
Current liabilities	流動負債	—
Non-current liabilities	非流動負債	—
Equity attributable to owners of the Company	本公司擁有人應佔權益	—
Non-controlling interests of We Fly	愛飛之非控股權益	—
Revenue	收入	4,681
Expenses	支出	(9,679)
Loss for the year	本年度虧損	(4,998)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(3,749)
Loss attributable to non-controlling interests of We Fly	愛飛之非控股權益應佔虧損	(1,249)
Loss for the year	本年度虧損	(4,998)
Total comprehensive expenses attributable to owners of the Company	本公司擁有人應佔全面支出總額	(3,749)
Total comprehensive expenses attributable to non-controlling interests of We Fly	愛飛之非控股權益應佔全面支出總額	(1,249)
Total comprehensive expenses for the year	本年度全面支出總額	(4,998)
Dividends paid to non-controlling interests of We Fly	已付愛飛之非控股權益之股息	—
Net cash inflow from operating activities	經營活動現金流入淨額	—
Net cash inflow from financial activities	融資活動現金流入淨額	—
Net cash inflow	現金流入淨額	—

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

50. NON-CONTROLLING INTERESTS (continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

Baoli Yota

50. 非控股權益(續)

存在重大非控股權益之非全資附屬公司之詳情(續)

寶力優特

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current assets	流動資產	—	2,387
Non-current assets	非流動資產	—	11
Current liabilities	流動負債	—	(55,704)
Equity attributable to owners of the Company	本公司擁有人應佔權益	—	(42,056)
Non-controlling interests of Baoli Yota	寶力優特之非控股權益	—	(11,250)
Revenue	收入	—	7,971
Expenses	支出	(4,071)	(11,469)
Loss for the year	本年度虧損	(4,071)	(3,498)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(3,257)	(2,797)
Loss attributable to non-controlling interests of Baoli Yota	寶力優特之非控股權益應佔虧損	(814)	(701)
Loss for the year	本年度虧損	(4,071)	(3,498)
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收入	—	2,518
Other comprehensive income attributable to non-controlling interests of Baoli Yota	寶力優特之非控股權益應佔其他全面收入	—	629
Other comprehensive income for the year	本年度其他全面收入	—	3,147
Total comprehensive expenses attributable to owners of the Company	本公司擁有人應佔全面支出總額	(3,257)	(279)
Total comprehensive expenses attributable to non-controlling interests of Baoli Yota	寶力優特之非控股權益應佔全面支出總額	(814)	(72)
Total comprehensive expenses for the year	本年度全面支出總額	(4,071)	(351)
Dividends paid to non-controlling interests of Baoli Yota	已付寶力優特之非控股權益之股息	—	—
Net cash outflow from operating activities	經營活動現金流出淨額	—	(3,199)
Net cash inflow from investing activities	投資活動現金流入淨額	—	7
Net cash outflow	現金流出淨額	—	(3,192)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

50. NON-CONTROLLING INTERESTS (continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

Zibo Liyuan

50. 非控股權益(續)

存在重大非控股權益之非全資附屬公司之詳情(續)

淄博利源

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current assets	流動資產	419	780
Non-current assets	非流動資產	11,247	12,432
Current liabilities	流動負債	(10,137)	(9,683)
Equity attributable to owners of the Company	本公司擁有人應佔權益	1,224	2,821
Non-controlling interests of Zibo Liyuan	淄博利源之非控股權益	305	708
Revenue	收入	4,160	4,687
Expenses	支出	(6,370)	(12,623)
Loss for the year	本年度虧損	(2,210)	(7,936)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(1,768)	(6,349)
Loss attributable to non-controlling interests of Zibo Liyuan	淄博利源之非控股權益應佔虧損	(442)	(1,587)
Loss for the year	本年度虧損	(2,210)	(7,936)
Other comprehensive income (expenses) attributable to owners of the Company	本公司擁有人應佔其他全面收入(支出)	170	(444)
Other comprehensive income (expenses) attributable to non-controlling interests of Zibo Liyuan	淄博利源之非控股權益應佔其他全面收入(支出)	39	(109)
Other comprehensive income (expenses) for the year	本年度其他全面收入(支出)	209	(553)
Total comprehensive expenses attributable to owners of the Company	本公司擁有人應佔全面支出總額	(1,598)	(6,793)
Total comprehensive expenses attributable to non-controlling interests of Zibo Liyuan	淄博利源之非控股權益應佔全面支出總額	(403)	(1,696)
Total comprehensive expenses for the year	本年度全面支出總額	(2,001)	(8,489)
Dividends paid to non-controlling interests of Zibo Liyuan	已付淄博利源之非控股權益之股息	—	—
Net cash inflow from operating activities	經營活動現金流入淨額	1,620	754
Net cash outflow from investing activities	投資活動現金流出淨額	—	(3)
Net cash outflow from financing activities	融資活動現金流出淨額	(2,132)	(848)
Net cash outflow	現金流出淨額	(512)	(97)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

50. NON-CONTROLLING INTERESTS (continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

Asset Management Group

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current assets	流動資產	3,500	316
Non-current assets	非流動資產	2	28
Current liabilities	流動負債	(4,646)	(2,643)
Equity attributable to owners of the Company	本公司擁有人應佔權益	(564)	(1,055)
Non-controlling interests of Asset Management Group	資產管理集團之非控股權益	(580)	(1,244)
Revenue	收入	3,867	—
Expenses	支出	(2,895)	(1,655)
Profit (loss) for the year	本年度溢利(虧損)	972	(1,655)
Profit (loss) attributable to owners of the Company	本公司擁有人應佔溢利(虧損)	392	(722)
Profit (loss) attributable to non-controlling interests of Asset Management Group	資產管理集團之非控股權益應佔溢利(虧損)	580	(933)
Profit (loss) for the year	本年度溢利(虧損)	972	(1,655)
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收入	99	43
Other comprehensive income attributable to non-controlling interests of Asset Management Group	資產管理集團之非控股權益應佔其他全面收入	84	50
Other comprehensive income for the year	本年度其他全面收入	183	93
Total comprehensive income (expenses) attributable to owners of the Company	本公司擁有人應佔全面收入(支出)總額	491	(679)
Total comprehensive income (expenses) attributable to non-controlling interests of Asset Management Group	資產管理集團之非控股權益應佔全面收入(支出)總額	664	(883)
Total comprehensive income (expenses) for the year	本年度全面收入(支出)總額	1,155	(1,562)
Dividends paid to non-controlling interests of Asset Management Group	已付資產管理集團之非控股權益之股息	—	—
Net cash outflow from operating activities	經營活動現金流出淨額	(124)	(109)
Net cash inflow from investing activities	投資活動現金流入淨額	—	—
Net cash outflow from financing activities	融資活動現金流出淨額	—	—
Net cash outflow	現金流出淨額	(124)	(109)

50. 非控股權益(續)

存在重大非控股權益之非全資附屬公司之詳情(續)

資產管理集團

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

50. NON-CONTROLLING INTERESTS (continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

Creative Time Group

50. 非控股權益(續)

存在重大非控股權益之非全資附屬公司之詳情(續)

Creative Time集團

		2021 二零二一年 HK\$'000 千港元
Current assets	流動資產	<u>12,035</u>
Current liabilities	流動負債	<u>(12,313)</u>
Equity attributable to owners of the Company	本公司擁有人應佔權益	<u>(142)</u>
Non-controlling interests of Creative Time Group	Creative Time集團之非控股權益	<u>(136)</u>
Revenue	收入	608
Expenses	支出	<u>(632)</u>
Loss and total comprehensive expense for the year	本年度虧損及全面支出總額	<u>(24)</u>
Loss and total comprehensive expense attributable to owners of the Company	本公司擁有人應佔虧損及全面支出總額	(13)
Loss and total comprehensive expense attributable to non-controlling interests of Creative Time Group	Creative Time集團之非控股權益應佔虧損及全面支出總額	<u>(11)</u>
Loss for the year	本年度虧損	<u>(24)</u>
Dividends paid to non-controlling interests of Creative Time Group	已付Creative Time集團之非控股權益之股息	<u>—</u>
Net cash inflow from operating activities	經營活動現金流入淨額	<u>—</u>
Net cash inflow from investing activities	投資活動現金流入淨額	<u>—</u>
Net cash inflow from financing activities	融資活動現金流入淨額	<u>—</u>
Net cash inflow	現金流入淨額	<u>—</u>

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

50. NON-CONTROLLING INTERESTS (continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

ZiJun Media

		2021 二零二一年 HK\$'000 千港元
Current assets	流動資產	40,125
Non-current assets	非流動資產	1
Current liabilities	流動負債	(41,827)
Equity attributable to owners of the Company	本公司擁有人應佔權益	(1,361)
Non-controlling interests of ZiJun Media	釘駿傳媒之非控股權益	(340)
Revenue	收入	39,611
Expenses	支出	(42,354)
Loss for the year	本年度虧損	(2,743)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(2,194)
Loss attributable to non-controlling interests of ZiJun Media	釘駿傳媒之非控股權益 應佔虧損	(549)
Loss for the year	本年度虧損	(2,743)
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面 收入	(39)
Other comprehensive income attributable to non-controlling interests of ZiJun Media	釘駿傳媒之非控股權益 應佔其他全面收入	(10)
Other comprehensive expenses for the year	本年度其他全面支出	(49)
Total comprehensive expenses attributable to owners of the Company	本公司擁有人應佔全面支出 總額	(2,233)
Total comprehensive expenses attributable to non-controlling interests of ZiJun Media	釘駿傳媒之非控股權益 應佔全面支出總額	(559)
Total comprehensive expenses for the year	本年度全面支出總額	(2,792)
Dividends paid to non-controlling interests of ZiJun Media	已付釘駿傳媒之非控股 權益之股息	—
Net cash inflow from operating activities	經營活動現金流入淨額	14,033
Net cash inflow from investing activities	投資活動現金流入淨額	—
Net cash inflow from financing activities	融資活動現金流入淨額	237
Net cash inflow	現金流入淨額	14,270

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

51. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

51. 本公司之財務狀況表及儲備

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	500	1,563
Right-of-use asset	使用權資產	769	3,847
Interests in subsidiaries	於附屬公司之權益	1	1
Amounts due from subsidiaries	應收附屬公司款項	40,170	60,611
		41,440	66,022
Current assets	流動資產		
Other receivables	應收其他賬項	9,155	8,750
Bank balances and cash	銀行結餘及現金	131	69
		9,286	8,819
Current liabilities	流動負債		
Other payables	應付其他賬項	79,593	67,148
Amounts due to subsidiaries	應付附屬公司款項	53,441	48,275
Lease liability	租賃負債	812	3,586
Financial guarantee	財務擔保	228,800	220,461
Other borrowings	其他借貸	29,950	19,947
		392,596	359,417
Net current liabilities	流動負債淨額	(383,310)	(350,598)
Total assets less current liabilities	資產總值減流動負債	(341,870)	(284,576)
Non-current liabilities	非流動負債		
Lease liability	租賃負債	—	812
Other borrowings	其他借貸	—	9,868
		—	10,680
Net liabilities	負債淨值	(341,870)	(295,256)
Capital and reserves	資本及儲備		
Share capital	股本	372,156	372,156
Reserves	儲備	(714,026)	(667,412)
Total deficit	虧絀總額	(341,870)	(295,256)

The Company's statement of financial position was approved and authorised for issue by the board of directors on 30 June 2021 and are signed on its behalf by:

本公司之財務狀況表於二零二一年六月三十日獲董事會批准及授權刊發，並由以下人士代表簽署：

Zhang Yi
張依
Director
董事

Chu Wei Ning
祝蔚寧
Director
董事

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

51. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

Movement of the Company's reserves

51. 本公司之財務狀況表及儲備(續)

本公司儲備變動

		Share Premium	Capital redemption reserve	Contingent consideration reserve	Share held under share award scheme reserve	Contributed surplus	Accumulated losses	Total
		股份溢價	資本贖回儲備	或然代價儲備	根據股份獎勵 計劃所持 股份儲備	繳入盈餘	累計虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2019	於二零一九年 四月一日	2,138,816	13,878	—	(16)	907,760	(3,575,402)	(514,964)
Loss for the year	本年度虧損						(184,248)	(184,248)
Acquisition of subsidiaries (Note 40(b))	收購附屬公司 (附註40(b))	6,000	—	25,800	—	—	—	31,800
At 31 March 2020	於二零二零年 三月三十一日	2,144,816	13,878	25,800	(16)	907,760	(3,759,650)	(667,412)
Loss for the year	本年度虧損	—	—	—	—	—	(46,614)	(46,614)
At 31 March 2021	於二零二一年 三月三十一日	2,144,816	13,878	25,800	(16)	907,760	(3,806,264)	(714,026)

Five-Year Financial Summary

五年財務摘要

RESULTS

業績

		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入	<u>37,343</u>	<u>53,482</u>	<u>44,580</u>	<u>49,302</u>	<u>54,941</u>
Loss attributable to owners of the Company	本公司擁有人應佔虧損	<u>(378,728)</u>	<u>(294,509)</u>	<u>(1,298,305)</u>	<u>(114,089)</u>	<u>(111,404)</u>

ASSETS AND LIABILITIES

資產及負債

		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	資產總值	<u>1,194,630</u>	<u>1,390,057</u>	<u>261,880</u>	<u>172,758</u>	<u>138,122</u>
Total liabilities	負債總額	<u>(158,165)</u>	<u>(505,883)</u>	<u>(626,336)</u>	<u>(603,249)</u>	<u>(678,286)</u>
Net (liabilities) assets	(負債)資產淨值	<u>1,036,465</u>	<u>884,174</u>	<u>(364,456)</u>	<u>(430,491)</u>	<u>(540,164)</u>
Non-controlling interests	非控股權益	<u>(2,625)</u>	<u>(4,052)</u>	<u>(11,652)</u>	<u>(11,786)</u>	<u>(751)</u>



Adjusted Share(s) 經調整股份	Ordinary Shares of HK\$0.10 each in the share capital of the Company (being ordinary Shares with such nominal amount as resulted from the Share Consolidation taking effect) 本公司股本中每股面值0.10港元之普通股(即股份合併生效產生之具有該面值之普通股)
Asian Alliance or Auditor 華融或核數師	Asian Alliance (HK) CPA Limited, the external auditor of the Company 華融(香港)會計師事務所有限公司, 本公司之外部核數師
Audit Committee 審核委員會	the audit committee of the Company 本公司審核委員會
Board 董事會	the board of Directors 董事會
Bye-laws 細則	the bye-laws of the Company, and as amended from time to time 本公司不時修訂之細則
CG Code 企管守則	the Corporate Governance Code contained in Appendix 14 to the Listing Rules 上市規則附錄十四所載企業管治守則
Companies Ordinance 公司條例	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong 香港法例第622章公司條例
Company 本公司	China Baoli Technologies Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange 中國寶力科技控股有限公司, 一間於百慕達註冊成立之有限公司, 其股份在聯交所主板上市
connected person(s) 關連人士	as defined under the Listing Rules 定義見上市規則
Director(s) 董事	the director(s) of the Company 本公司董事
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
HK\$ 港元	Hong Kong dollar, the lawful currency of Hong Kong 港元, 香港法定貨幣
Hong Kong 香港	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
Internal Control Advisor 內部控制顧問	an independent professional advisor, to carry out the internal audit functions of the Company 獨立專業顧問, 以履行本公司之內部審核職能

Listing Rules 上市規則	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
Model Code 標準守則	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules 上市規則附錄十所載上市發行人董事進行證券交易的標準守則
Nomination Committee 提名委員會	the nomination committee of the Company 本公司提名委員會
PRC or China or Mainland China 中國或中國內地	the People's Republic of China, except where the context requires, geographical references to the PRC exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國，除文義另有所指外，所提述的中國，在地理上不包括香港、中國澳門特別行政區及台灣
Pre-Adjusted Share(s) 調整前股份	ordinary Shares HK\$0.01 each in the share capital of the Company (being ordinary Shares with such nominal amount prior to the Share Consolidation taking effect) 本公司股本中每股面值0.01港元之普通股(即股份合併生效前具有該面值之普通股)
Remuneration Committee 薪酬委員會	the remuneration committee of the Company 本公司薪酬委員會
RMB 人民幣	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
Scheme Rules 計劃規則	the rules relating to the Share Award Scheme as amended from time to time 與股份獎勵計劃有關之規則(經不時修訂)
SFO 證券及期貨條例	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong 香港法例第571章證券及期貨條例
Share(s) 股份	ordinary shares with nominal value of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as will result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time) 本公司股本中每股面值0.10港元(或因本公司股本不時分拆、合併、重新分類或重組產生之有關其他面值)之普通股
Share Award Scheme 股份獎勵計劃	the share award scheme approved and adopted by the Board in accordance with the Scheme Rules on 15 January 2018 董事會根據計劃規則於二零一八年一月十五日批准及採納之股份獎勵計劃

Glossary (continued) 詞彙表(續)



Share Consolidation 股份合併	the consolidation of every ten (10) issued and unissued ordinary Shares of HK\$0.01 each in the share capital of the Company into one (1) issued and unissued ordinary Share of HK\$0.10 each in the share capital of the Company, which became effective on 3 August 2018 本公司股本中每股面值0.01港元的每十(10)股已發行及未發行普通股合併成io本公司股本中每股面值0.10港元的一(1)股已發行及未發行普通股，於二零一八年八月三日生效
Share Option Scheme 購股權計劃	the share option scheme adopted by the Company on 22 August 2011 本公司於二零一一年八月二十二日採納之購股權計劃
Shareholder(s) 股東	holders of the Shares 股份持有人
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
SZ Court 深圳法院	the Intermediate People's Court of Shenzhen, Guangdong Province of the PRC* 中國廣東省深圳市中級人民法院
US or USA or United States 美國	United States of America 美利堅合眾國
USD 美元	United States dollar, the lawful currency of the US 美元，美國法定貨幣

** For identification purpose only

** 僅供識別



China Baoli Technologies Holdings Limited
中國寶力科技控股有限公司