



MEDIALINK GROUP LIMITED
羚邦集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
Stock Code 股份代號: 2230

ANNUAL REPORT
年報
2020

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Corporate Information

企業資料

PLACE OF INCORPORATION

Cayman Islands

BOARD OF DIRECTORS

Executive Directors

Ms. Chiu Siu Yin Lovinia

Ms. Chiu Siu Fung Noletta

Mr. Cheung Wai Kit (*Resigned on 30 November 2019*)

Mr. Ma Ching Fung

Non-executive Director

Ms. Wong Hang Yee, JP

Independent Non-executive Directors

Mr. Fung Ying Wai Wilson

Ms. Leung Chan Che Ming Miranda

Mr. Wong Kam Pui, JP

AUDIT COMMITTEE

Mr. Fung Ying Wai Wilson (*Chairman*)

Ms. Leung Chan Che Ming Miranda

Mr. Wong Kam Pui, JP

Ms. Wong Hang Yee, JP

NOMINATION COMMITTEE

Ms. Chiu Siu Yin Lovinia (*Chairman*)

Mr. Wong Kam Pui, JP

Ms. Leung Chan Che Ming Miranda

REMUNERATION COMMITTEE

Mr. Wong Kam Pui, JP (*Chairman*)

Mr. Fung Ying Wai Wilson

Ms. Wong Hang Yee, JP

註冊成立地點

開曼群島

董事會

執行董事

趙小燕女士

趙小鳳女士

張偉傑先生 (*於2019年11月30日辭任*)

馬正鋒先生

非執行董事

黃幸怡女士 (太平紳士)

獨立非執行董事

馮英偉先生

梁陳智明女士

黃錦沛先生 (太平紳士)

審核委員會

馮英偉先生 (*主席*)

梁陳智明女士

黃錦沛先生 (太平紳士)

黃幸怡女士 (太平紳士)

提名委員會

趙小燕女士 (*主席*)

黃錦沛先生 (太平紳士)

梁陳智明女士

薪酬委員會

黃錦沛先生 (太平紳士) (*主席*)

馮英偉先生

黃幸怡女士 (太平紳士)

AUTHORISED REPRESENTATIVES

Ms. Wong Hang Yee, JP

Mr. Ma Ching Fung

COMPANY SECRETARY

Mr. Ma Ching Fung

REGISTERED OFFICE

Cayman Corporate Centre

27 Hospital Road

George Town

Grand Cayman KY1-9008

Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1001, 10/F, Tower 1

South Seas Centre

75 Mody Road

Tsim Sha Tsui East

Kowloon

Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Walkers Corporate Limited

Cayman Corporate Centre

27 Hospital Road

George Town

Grand Cayman KY1-9008

Cayman Islands

授權代表

黃幸怡女士(太平紳士)

馬正鋒先生

公司秘書

馬正鋒先生

註冊辦事處

Cayman Corporate Centre

27 Hospital Road

George Town

Grand Cayman KY1-9008

Cayman Islands

總部及香港主要營業地點

香港

九龍

尖沙咀東

麼地道75號

南洋中心

1座10樓1001室

股份過戶登記總處

Walkers Corporate Limited

Cayman Corporate Centre

27 Hospital Road

George Town

Grand Cayman KY1-9008

Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

INDEPENDENT AUDITOR

Ernst & Young
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

COMPLIANCE ADVISOR

Guotai Junan Capital Limited
27th Floor, Low Block
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

LEGAL ADVISOR AS TO HONG KONG LAW

DLA Piper Hong Kong
25th Floor
Three Exchange Square
8 Connaught Place
Central, Hong Kong

PRINCIPAL BANKER

Standard Chartered Bank (Hong Kong) Limited

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

獨立核數師

安永會計師事務所
香港中環
添美道1號
中信大廈22樓

合規顧問

國泰君安融資有限公司
香港
皇后大道中181號
新紀元廣場
低座27字樓

香港法律顧問

歐華律師事務所
香港中環
康樂廣場8號
交易廣場三期
25樓

主要往來銀行

渣打銀行(香港)有限公司

LISTING INFORMATION

Place of Listing

The Stock Exchange of Hong Kong Limited

Stock Code

2230

Board Lot

5,000 shares

WEBSITE

www.medialink.com.hk

INVESTOR RELATIONS

Strategic Financial Relations Limited

Tel: (852) 2111 8468

Fax: (852) 2527 1196

E-mail: investor_enquiries@medialink.com.hk

上市資料

上市地點

香港聯合交易所有限公司

股份代號

2230

買賣單位

5,000股股份

網址

www.medialink.com.hk

投資者關係

縱橫財經公關顧問有限公司

電話：(852) 2111 8468

傳真：(852) 2527 1196

電郵：investor_enquiries@medialink.com.hk

Highlights and Financial Calendar

摘要及財務日誌

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	Change 變動
Revenue	收益			
— Media Content Distribution Business	— 媒體內容發行業務	248,635	424,558	-41.4%
— Brand Licensing Business	— 品牌授權業務	66,487	50,964	+30.5%
Total	總計	315,122	475,522	-33.7%
Gross profit	毛利	145,574	228,192	-36.2%
Gross profit margin	毛利率	46.2%	48.0%	
Profit attributable to shareholders of the Company	本公司股東應佔溢利	35,951	105,579	-65.9%
Proposed final dividend per share ⁽¹⁾	建議每股末期股息 ⁽¹⁾	HK 0.21 cents 0.21港仙	HK 1.3 cents 1.3港仙	
Liquidity ratio	流動資金比率			
Current ratio ⁽²⁾	流動比率 ⁽²⁾	2.9	2.0	
Cash ratio ⁽³⁾	現金比率 ⁽³⁾	1.4	0.8	
Capital adequacy ratio	資本充足比率			
Debt to equity ratio ⁽⁴⁾	債務權益比率 ⁽⁴⁾	N/A 不適用	N/A 不適用	
(1) Proposed final dividend per share was calculated by dividing proposed final dividend by the number of Company's ordinary shares of 1,992,000,000 in issue as at the date of the annual report.	(1) 建議每股末期股息按建議末期股息除以於本年報日期本公司已發行普通股數目1,992,000,000股計算。			
(2) Current ratio was calculated by dividing the total current assets by the total current liabilities as at the respective dates.	(2) 流動比率乃按流動資產總值除以各有關日期的流動負債總額計算。			
(3) Cash ratio was calculated by dividing the cash and cash equivalents by the total current liabilities as at the respective dates.	(3) 現金比率按現金及現金等價物除以各有關日期的流動負債總額計算。			
(4) Our Group did not have any interest-bearing nor external borrowings. Thus the debt to equity ratio was not applicable.	(4) 本集團並無任何計息及外部借貸。因此，債務權益比率不適用。			

Financial Calendar

財務日誌

Interim results announcement
28 November 2019

中期業績公佈
2019年11月28日

Paid date of the interim dividend
20 January 2020

中期股息派付日期
2020年1月20日

Annual results announcement
30 June 2020

全年業績公佈
2020年6月30日

Closure of Register of Members

暫停辦理股份過戶登記

— Annual general meeting
21 September 2020 to 24 September 2020 (both
days inclusive)

— 股東週年大會
2020年9月21日至2020年9月24日
(包括首尾兩天)

— Proposed final dividend¹
30 September 2020 to 7 October 2020 (both
days inclusive)

— 建議宣派的末期股息¹
2020年9月30日至2020年10月7日
(包括首尾兩天)

Annual general meeting
24 September 2020

股東週年大會
2020年9月24日

Payable date of the final dividend¹
29 October 2020

末期股息派付日期¹
2020年10月29日

Note 1: The proposed final dividend is subject to the approval
of the Shareholders at the forthcoming annual general
meeting.

附註1：建議宣派的末期股息須於應屆股東週年大會上獲股東批
准。

Chairman's Statement

主席報告

Dear Shareholders,

「毋忘初衷，方得始終」(Never forget why you start any mission, and it will be accomplished in the end) has been a constant reminder to me and the management team throughout the Reporting Period.

While I have been in the industry for the last 31 years, we are new to the capital market. There has been a lot to learn and we are still learning. But tapping into the capital market allows us to scale up our business, widen our reach and deepen our eco system for sustainable growth. With our experience, knowledge of the markets and distribution network, our long term goal is to own and distribute our own content and brands, create new markets, and expand collaboration with our partners and customers in a “win-win-win” model.

We have laid down foundational groundwork of our 5 years strategy by expanding on our distribution platform and strategic content and brand investments. Our business has always evolved with technology advancement and for the coming years, we will utilise and invest more on technology related applications to enhance what we will offer to our partners and customers.

We are at some unprecedented times and it has been a difficult year. During the Reporting Period, with the US-China trade war followed by COVID-19 outbreak affecting lives and the whole world, we saw our revenue and profit dropped but I am grateful to our dedicated team working tirelessly maintaining profit margins and ensuring profitability of the Group. I am also grateful to our Board of Directors for guidance and insights in navigating these challenges. While we cannot control external factors, we believe our 5 years strategy with a dedicated and persistent team will take us on the right track achieving our long-term goal.

The Group's long-term dividend policy is to share the fruits of our hard work with all Shareholders, while efficiently utilising the Group's resources to expand business and improve profitability, leading to value creation and sustainable growth. I am therefore pleased to report that a final dividend of HK 0.21 cents per share was proposed for the Reporting Period. Including the interim dividend of HK 0.24 cents per share distributed during the Reporting Period, the total dividends for the Reporting Period is HK 0.45 cents per share, representing a distribution of approximately 25% of the Group's profit attributable to shareholders of the Company.

I also take this opportunity to thank you on behalf of the Board and the Group for your support as our Shareholders and sharing our vision for the Group.

Chiu Siu Yin Lovinia
Chairman and Executive Director

30 June 2020

親愛的股東們：

於整個報告期內，本人及管理團隊一直提醒自己「毋忘初衷，方得始終」。

儘管本人從業已有31年之久，但在資本市場上，我們仍為新手。有很多事情要學習，而我們從未停下學習的腳步。然而，進入資本市場意味著我們可以擴大業務規模、拓寬業務範圍、深化企業生態系統，從而實現可持續增長。憑藉我們的經驗、對市場的了解以及成熟的發行網絡，我們的長期目標是要擁有並發行自身的內容及品牌，開拓新的市場，以「三贏」模式擴大與合作夥伴及客戶的合作。

透過擴大我們的發行平台以及戰略性內容及品牌投資，我們為實現五年戰略打好根基。隨著技術的進步，我們的業務亦在不斷發展，於未來數年內，我們將利用並投資更多與技術相關的應用程式，加強我們為合作夥伴及客戶所提供的產品及服務。

我們正處於前所未有的歷史時期，這一年可謂困難重重。於報告期內，由於中美貿易戰以及其後影響全球各地人民生活的2019冠狀病毒病疫情，我們的收益及溢利均有所下降，但本人要感謝我們敬業的團隊，正是彼等孜孜不倦地工作令本集團得以維持利潤率並確保盈利能力。本人亦要感謝董事會，感謝其在應對該等挑戰時所作的指導及提出的洞見。儘管我們無法控制外部因素，但我們相信，有一支敬業堅韌的團隊支持，五年戰略將帶我們踏上正軌，達致我們的長期目標。

本集團的長期股息政策實為與全體股東分享努力工作的成果，同時高效利用本集團資源以擴展業務及提升盈利能力，從而創造價值並實現可持續增長。因此，本人欣然報告，本集團於報告期內建議派末期股息每股0.21港仙。經計入報告期內派發的中期股息每股0.24港仙，報告期內股息總額為每股0.45港仙，相當於派發本公司股東應佔本集團溢利的約25%。

本人亦藉此機會代表董事會及本集團感謝閣下作為我們的股東所提供的支持，並分享我們對本集團的願景。

主席兼執行董事
趙小燕

2020年6月30日

BUSINESS REVIEW AND OUTLOOK

Business Review

During the Reporting Period, due to unfavorable global economic outlook and the outbreak of the coronavirus disease globally, the business environment has been difficult which has negatively impacted our financial performance. Despite the unprecedented hard times, the Group remains profitable and the Group's financial position remains healthy with sufficient cash on hand which includes the fund raised from the Listing, to meet current business needs and development. The gross profit margin for the Reporting Period remains roughly the same as last year.

Media Content Distribution Business

Our Media Content Distribution Business continued to be our key revenue contributor during the Reporting Period, accounting for around 79% of our revenue. The unfavorable global economic outlook caused some of our clients paid slower or delayed purchase for contents as their stream of revenue from advertisements decreased. The global outbreak of the COVID-19 pandemic also slowed down business activities as many territories were locked down. Events for content acquisition and sales activities such as HK FILMART were delayed. But according to Maoyan Entertainment¹, the pandemic led to soaring traffic for online streaming platforms with total users increased by 17.4% during the Chinese New Year holiday watching dramas, comedy and movies. However, their advertising revenue has dropped. During the Reporting Period, there was no impact on movies distribution as cinemas closed after 28 March 2020 in Hong Kong. Taiwan's cinemas remained open and we did not distribute any movies in China. During the Reporting Period, some of the more popular titles we brought to the market include “Dr. Stone”, “My Hero Academia Season 4”, “Food Wars! Shokugeki no Soma — The Plate of God” and “Haikyuu! Season 4”. In addition, we acquired and distributed the popular Chinese drama series “Ever Night 2” (將夜2), “Count Your Lucky Stars” (我好喜歡你), “Moonshine & Valentine” (結愛千歲大人的初戀) to Asia. Market response to our titles has been positive. Demand for quality entertainment with easy access is heightened, especially when people maintain social distancing and stay home during the pandemic. For the inflight media content distribution, during the Reporting Period, we acquired more than 30 Asian titles including Asian blockbuster like “The Climbers” (攀登者), the beloved romantic comedy from Japan “Kaguya-Sama Love is War” and also the adorable and touching movie “Little Q” (導盲犬小Q).

¹ Maoyan: China's Online Entertainment Market Booming with the COVID-19 Pandemic dated 9 April 2020 <https://enmobile.prnasia.com/releases/apac/maoyan-china-s-online-entertainment-market-booming-with-the-covid-19-pandemic-277147.shtml>

業務回顧及展望

業務回顧

於報告期內，由於全球經濟前景暗淡以及冠狀病毒病在全球範圍內爆發，營商環境變得艱難，對我們的財務業績造成了負面影響。儘管經歷了前所未有的困難時期，但本集團仍然保持盈利，並且本集團的財務狀況依舊健康，手頭現金(包括從上市籌集的資金)足以滿足現時的業務需求及發展。報告期內的毛利率與去年大致持平。

媒體內容發行業務

於報告期內，我們的媒體內容發行業務繼續為我們的主要收益來源，佔收益的約79%。全球經濟前景不佳導致我們的部分客戶因廣告收益來源減少而減緩內容支出或延遲內容購買。隨著2019冠狀病毒病大流行在全球蔓延，許多地區紛紛實施封鎖隔離，商業活動亦因此放緩。諸如香港國際影視展(HK FILMART)之類的内容購買及銷售展會被迫推遲。然而，據貓眼娛樂¹稱，此次大流行病導致線上串流影音平台流量激增，於農曆新年假期期間觀看電視劇、喜劇及電影的用戶總數增加了17.4%。然而，該等平台的廣告收入卻不升反降。由於香港的影院於2020年3月28日之後關閉。台灣的影院仍然營業，而且我們暫未在中國發行任何電影，因此電影發行於報告期內未受影響。於報告期內，我們發行了一些更受歡迎的動畫作品包括《新石紀》、《我的英雄學院第四季》、《食戟之靈 — 神之皿》及《排球少年第四季》。此外，我們購買並向亞洲發行了中國熱門電視連續劇《將夜2》、《我好喜歡你》及《結愛千歲大人的初戀》。市場對我們的作品一直反響不錯。人們日益需要方便易得的高品質娛樂內容，而人們於大流行病期間為保持社交距離而深居簡出時需求更甚。就航空娛樂內容發行而言，我們於報告期內購買了30多部亞洲電影，包括亞洲大片《攀登者》、日本人氣浪漫喜劇《輝夜姬想讓人告白~天才們的戀愛頭腦戰~》以及可愛溫情的電影《導盲犬小Q》。

¹ 貓眼：2019冠狀病毒病大流行肆虐，中國線上娛樂市場逆勢騰飛(2020年4月9日) <https://enmobile.prnasia.com/releases/apac/maoyanchina-s-online-entertainment-market-booming-with-the-covid-19-pandemic-277147.shtml>

Management Discussion and Analysis 管理層討論與分析

Brand Licensing Business

Our Brand Licensing Business continues steady growth with revenue up 31%. During the Reporting Period, Brand Licensing Business accounted for 21% of our total revenue. The global outbreak of the COVID-19 pandemic slowed down business activities as many territories were locked down. Events and exhibitions for licensing opportunities such as some character-themed Charity Run and C3AFA HK were cancelled or delayed. However, as we have local teams in the region, business activities were not significantly disrupted. In line with our strategic plan, we expanded our licensing brands portfolios and categories. We have been appointed as the master licensee of Happiplayground, a local Hong Kong intellectual property (“IP”). We also represent two international brands, Finlayson and Pure Norway, brands that inspire nature and lifestyle. We continue to focus in building our evergreen and pre-school brands by adding in our portfolio Mr. Bean, Pinkfong and Baby Shark. With good and long-term partnership with our international licensors, licensees and teamwork, we won two awards. Our exhibition showcasing Popeye’s 90th anniversary won the Star Award from the China Licensing Federation and China Licensing Expo. Also, The Little Prince Language Centre in China operated by our licensee won the 2019 Annual Influential English Brand for Young Learners from the Tencent News Education Award. Tapping on the rise of e-commerce, our licensee launched the first flagship store of Le Petit Prince on Tmall.com for official Le Petit Prince products. For our evergreen brand Garfield, we entered into new collaboration with top tier KOLs (key opinion leaders) and launched a variety of different collections of apparel, fashion bags and cosmetics for general consumers. Our licensee also launched a Garfield themed cruise tour of the Pearl River in Guangzhou in July 2019 offering excitement to the city of Guangzhou and also attracting visitors from the Greater Bay Area.

Ani-One®

In line with our strategic plan, we have further strengthened and expanded our own proprietary content distribution platform — Ani-One®. In Hong Kong, we celebrated our 3rd anniversary of having our Ani-One® platform on myTV SUPER. In addition to landing in Taiwan, Singapore, Malaysia and Brunei, during the Reporting Period, we launched Ani-One® in Vietnam. In addition, we launched our flagship Anime Channel — Ani-One® YouTube Asia Channel in December 2019 and since then, the channel has approximately 200,000 subscribers as of 31 March 2020.

品牌授權業務

我們的品牌授權業務繼續穩步增長，收益增加31%。於報告期內，品牌授權業務佔我們總收益的21%。隨著2019冠狀病毒病大流行在全球蔓延，許多地區紛紛實施封鎖隔離，商業活動因此放緩。某些以品牌為主題的慈善義跑及C3AFA HK日本動玩博覽等提供授權機會的活動和展覽均被迫取消或延期。然而，由於我們在當地擁有團隊，故業務活動並未受到嚴重干擾。根據戰略計劃，我們擴展了授權品牌組合及類別。我們已獲委任為香港本土知識產權（「知識產權」）品牌哈比樂園的主要被授權方。我們亦代理兩個從自然和生活方式中汲取靈感的國際品牌芬雷紳及純挪威。我們將憨豆先生、碰碰狐及鯊魚寶寶納入我們的品牌組合中，繼續致力於打造經久不衰的學齡前品牌。我們透過與國際授權方及被授權方建立的長期良好合作關係以及出色的團隊合作，榮獲兩個獎項。我們舉辦的大力水手九十週年潮流藝術展榮獲中國品牌授權聯盟及中國授權展頒發的金星獎。此外，由我們的被授權方在中國營運的小王子語言中心榮獲騰訊網教育獎項的2019年度最具影響力少兒英語品牌大獎。藉電商興起之勢，我們的被授權方在天貓上開出小王子的第一間旗艦店，銷售小王子官方產品。針對我們的經典品牌加菲貓，我們與頂級關鍵意見領袖(KOL)開展了新合作，並為廣大消費者推出了各種不同的服裝、時尚手袋及化妝品系列。我們的被授權方亦於2019年7月推出了廣州珠江加菲貓主題遊船巡遊活動，不僅為廣州市增添看點，亦吸引了大灣區遊客前來遊賞。

Ani-One®

我們根據戰略計劃進一步加強並擴展了我們自己的專有內容發行平台 — Ani-One®。我們在香港慶祝Ani-One®平台在myTV SUPER上開設三週年。於報告期內，除了登陸台灣、新加坡、馬來西亞及汶萊外，我們亦在越南推出了Ani-One®。此外，我們於2019年12月推出了旗艦動漫頻道 — Ani-One® YouTube亞洲頻道，自此截至2020年3月31日，該頻道已有約20萬訂閱者。

Co-investment and our own IP

We have increased our co-investment in content production portfolio with a view to having direct ownership of the underlying IP of such content either in the form of shared copyright and/or monetisation right. It elevates us to being a member of the production committee and also allows us to earn additional revenue in addition to the grant of our distribution right.

During the Reporting Period, the first animation movie in which we co-invested and distributed — “Children of the Sea” (海獸之子) was released with a total box office of close to HK\$3 million for Hong Kong and Taiwan. The movie is highlighted not only for its animation beauty but also for the prominent environmental conservation message it carries and received the “2019 Best Animation Film Award” in the 74th Mainichi Film Awards in Japan and “Animation Division — Grand Prize” in the 23rd Japan Media Arts Festival.

The Group has also invested in a Chinese animated series “Kiki and Nuna”, which the Group has been granted the content distribution and licensing right globally. The distribution and licensing activities will be conducted globally in late 2020.

We have also invested in three Hong Kong movies: (i) “The Shadows” (殘影空間), a psychological thriller; (ii) “One Second Champion” (一秒拳王), a motivational drama; and (iii) “Drifting” (濁水漂流) which talks about the lives of those who live under the flyovers of Sham Shui Po.

Our existing contents and brands with effective licence:

The table below sets out the number of active titles of media contents available for the Media Content Distribution Business and the number of brands available for the Brand Licensing Business during the Reporting Period:

		As at 31 March 2020 於2020年 3月31日	As at 31 March 2019 於2019年 3月31日
Number of active titles of media contents available	可用的有效媒體內容 版權數目	431	386
Number of brands available	可用的品牌數目	87	114

共同投資及我們自身的知識產權

我們增加了對內容製作組合的共同投資，透過共享版權及／或變現權利的形式直接擁有該等內容的相關知識產權。此舉提升了我們的地位，讓我們躋身製作委員會，在授予我們發行權的同時，令我們可以賺取更多收益。

於報告期內，我們共同投資及發行的第一部動畫電影《海獸之子》在香港及台灣上映，總票房近3百萬港元。《海獸之子》不僅因其畫面唯美而脫穎而出，亦因其承載的重要環保信息而備受矚目，並榮獲日本第74屆每日電影獎的2019最佳動畫電影獎以及第23屆日本媒體藝術節「動畫部門 — 大賞」獎項。

本集團亦投資了中國動畫片《奇奇和努娜》，並已獲得該動畫片全球內容發行及授權權利。發行及授權活動將於2020年末在全球進行。

我們亦投資了三部香港電影：(i)心理驚悚片《殘影空間》；(ii)勵志影片《一秒拳王》；及(iii)《濁水漂流》，該片講述了深水埗天橋底下的人生百態。

持有有效版權的現有內容及品牌：

下表載列於報告期內可用於媒體內容發行業務的有效媒體內容版權數目和品牌授權業務可用的品牌數目：

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Business Outlook and Future Plans

The outbreak of the coronavirus disease globally is expected to continue to affect many territories and businesses. According to World Economic Outlook April 2020 issued by the International Monetary Fund², the global economy is projected to contract sharply by -3% in 2020. Assuming the pandemic fades in the second half of 2020 and containment efforts can be gradually unwound, the global economy is projected to grow 5.8% in 2021 as economic activity normalises with policy support. But the risks for even more severe outcomes affecting the global economic outlook are substantial.

In Hong Kong, the movie cinemas were closed after 28 March 2020 and re-opened with restricted capacity on 8 May 2020. Some of our movies have delayed release. However, movie cinemas remain open in Taiwan and we expect little impact on movies distribution.

Japan had declared a state of emergency from 8 April 2020 to 25 May 2020. Animations and dubbing artists were not able to attend work and there will be delay and/or decrease in production output but as the emergency has lifted, the upcoming impact is moderate and we have also strengthened our library with other contents.

Notwithstanding this unprecedented time and challenges ahead, we believe that we are in the right place with the right fundamentals navigating these challenges. The pandemic has affected lives and halted many business activities. However, it has also elevated the solidarity of humanity and produced new business formats adapting to the changes. Technology advancement is the key to our business evolution — from linear TV to satellite TV to OTTs. Demand for good quality contents with easy access and at a faster rate is driven up even more by the technology advancement. More people also have to change purchasing habits from offline to online.

業務展望及未來計劃

冠狀病毒病的全球爆發預期將繼續影響許多地區和企業。根據國際貨幣基金組織²於2020年4月發佈的《世界經濟展望》，全球經濟預計將於2020年急劇收縮3%。假設該大流行病於2020年下半年逐漸消退，並且遏制措施可以逐步取消，則隨著經濟活動在政策扶植下日趨正常化，全球經濟預計將於2021年增長5.8%。然而，疫情帶來更為嚴峻後果進而影響全球經濟前景的風險依然巨大。

香港的影院於2020年3月28日後關閉，並於2020年5月8日重開，同時實行人數管制。我們的一些電影已延遲上映。然而，台灣的影院仍然營業，我們預期電影發行所受影響甚小。

日本宣佈自2020年4月8日至2020年5月25日進入緊急狀態。動畫家及聲優無法投入工作，因此其產量將出現延緩及／或減少的情況，但是由於目前緊急狀態令已經解除，即將受到的影響相對輕微，同時我們亦利用其它內容加強了我們的片庫。

儘管我們處於空前艱難的時刻，日後將面臨前所未有的挑戰，但我們相信身在其位，擁有合適的基本條件來應對該等挑戰。疫情影響了人們的生活，令許多商業活動被迫停止。不過，疫情亦加強了人類團結，催生了適應變化的新業務模式。技術進步 — 從傳統電視到衛星電視再到OTT — 對我們業務發展至關重要。隨著技術的進步，用戶對更易得、速度更快的高品質內容的需求甚至會進一步增加。更多人亦不得不改變購買習慣，由線下轉為線上。

² www.imf.org/en/Publications/WEO/Issues/2020/04/14/weo-april-2020

² www.imf.org/en/Publications/WEO/Issues/2020/04/14/weo-april-2020

We believe “content is king”. As rolled out in our last annual general meeting in September 2019, our 5 years (2019-2024) strategy will move the Group to ride with the technology advancement linking media players and brand owners and creating new markets and value for all. We will:

1. Expand our own content distribution platforms and e-commerce platform

- *Ani-One*[®]

Partnering with local OTT platforms, we will further expand our own Ani-One[®] channel in the territories of Indonesia, Thailand and India.

Our flagship Anime Ani-One[®] YouTube channel, which was launched in the last quarter of 2019, has seen subscribers growing to more than 300,000 in mid June 2020. We will continue to develop more varieties such as anime music, game and live events.

- *Ani-Kids*[™]

We will launch brand new kids channel targeting children of ages 3 to 8 in the third quarter of 2020 to bring fun, education and inspiration to the kids in Asia.

- *Ani-Mall*[™]

Tapping into the e-commerce wave, we will also launch brand new e-commerce shopping platform, initially targeting anime lovers in late 2020.

2. Expand our strategic content and brand investment

- We will expand our investments in our own IPs such as animated series, movies, TV series, characters and brands crossing over for IP commercialisation. Our invested animated series of “Kiki and Nuna” will commence broadcasting in Mainland China in late 2020 and then in Asia with distribution and licensing activities. We will continue to collaborate with licensors and help them grow their brands by conducting different creative programmes.

我們相信「內容為王」。我們於2019年9月舉行的上一屆股東週年大會上提出了五年(2019年-2024年)戰略，該戰略將促使本集團繼續利用先進的技術，連繫媒體參與者與品牌擁有人，並為所有人創造新的市場及價值。我們將：

1. 擴展自身的內容發行平台及網購平台

- *Ani-One*[®]

我們將透過與本地OTT平台合作，進一步在印度尼西亞、泰國及印度地區擴展我們自身的Ani-One[®]頻道。

我們的Ani-One[®] YouTube旗艦動漫頻道於2019年第四季度推出，其訂閱人數已增加至2020年6月中旬的逾300,000名。我們將繼續發展更多品類，例如動漫音樂、遊戲及現場活動。

- *Ani-Kids*[™]

我們將於2020年第三季度推出面向3至8歲兒童的全新少兒頻道，為亞洲兒童帶來樂趣、教育及靈感。

- *Ani-Mall*[™]

我們亦將乘著網購浪潮，於2020年底推出針對動漫迷的全新購物平台。

2. 擴大我們的戰略內容及品牌投資

- 我們將擴大對自身知識產權的投資，例如動畫片、電影、電視劇、角色及跨界品牌，從而實現知識產權商業化。我們投資的動畫片《奇奇和努娜》將於2020年底在中國大陸開播，之後透過發行及授權活動引入其他地區。我們將繼續與授權方合作，並透過開展不同的創意項目來幫助彼等發展彼等的品牌。

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- We will co-produce a TV drama series adapted from Japanese manga series “ORENCHI NO FUROJIJO” targeting to be released in 2021.
- We will continue to serve as an ambassador of Hong Kong’s own media contents and brands, including local co-production of drama series and brands. We will utilise our expertise or invest to help promote media contents and brands created in Hong Kong to international markets.

3. Venture into new businesses

- With our years of licensing experience, we know the markets well and we plan to be the licensee of our representing brands to develop innovative and interesting products for the customers.
- We will look for investment and business opportunities such as music, video games, merchandise, etc. which complement with and can create synergies with our existing businesses.

We will continue to build ourselves as the best platform for our partners, providing the best entertainment and brands for everyone in the globe.

- 我們將參與由日本漫畫《我家浴缸的二三事》改編電視連續劇的製作，該片計劃將於2021年發行。
- 本集團將繼續充當香港自身媒體內容及品牌的大使，包括在本地合作製作電視劇及合作創立品牌。我們將利用自身的專業知識或透過投資，幫助香港創作的媒體內容及品牌推廣至國際市場。

3. 開拓新業務

- 憑藉我們多年的授權經驗，我們對相關市場瞭如指掌，並且計劃成為所代理品牌的被授權方，以便為客戶發展創新有趣的產品。
- 我們將物色各種投資及商業機會，例如音樂、視頻遊戲、商品等方面的商機，以便作為現有業務的補充並能與之形成協同效應。

我們將繼續為合作夥伴打造最佳平台，為全世界的人們提供最佳娛樂及品牌。

FINANCIAL REVIEW

Revenue

For the year ended 31 March 2020, our Group's revenue reached HK\$315.1 million, representing a decrease of HK\$160.4 million or 33.7% as compared to the year ended 31 March 2019, mainly due to a decrease in the revenue generated from Media Content Distribution Business.

Revenue derived from Media Content Distribution Business was our Group's major source of revenue, contributing 78.9% (2019: 89.3%) of our Group's revenue for the year. Revenue derived from Media Content Distribution Business decreased by 41.4% from HK\$424.6 million in last year to HK\$248.6 million during the year. Such decrease in revenue was primarily due to the weakened market sentiment and various macroeconomic challenges including the Sino-US trade war and the COVID-19 outbreak, the purchase orders placed by major customers in China have slowed down resulting in more conservative purchase patterns among customers.

Revenue derived from Brand Licensing Business increased by 30.5% from HK\$51.0 million for the year ended 31 March 2019 to HK\$66.5 million during the year. The increase was mainly due to its continued growth in revenue from Japanese brands and the successful contract renewals with owners of some of our key classic characters. The increase was also due to the full year effect of revenue contribution of HK\$37.1 million from MAIL (2019: HK\$25.9 million) which became a wholly owned subsidiary of the Company in August 2018.

Cost of Sales

Our Group's cost of sales was primarily royalty payments to the media content licensors and brand licensors at the mutually agreed royalty rates. Our Group's cost of sales decreased by HK\$77.8 million or 31.5% from HK\$247.3 million for the year ended 31 March 2019 to HK\$169.5 million for the year ended 31 March 2020. The decrease was in line with the decrease in revenue.

Gross Profit and Gross Profit Margin

Our Group's gross profit for the year amounted to HK\$145.6 million, representing a decrease of HK\$82.6 million or 36.2% as compared to HK\$228.2 million for the previous year, mainly due to the decrease in revenue. Meanwhile, our Group's gross profit margin decreased by 1.8 percentage points from 48.0% in last year to 46.2% for the year ended 31 March 2020 which was roughly the same for both years.

財務回顧

收益

截至2020年3月31日止年度，本集團收益為315.1百萬港元，較截至2019年3月31日止年度減少160.4百萬港元（或33.7%），主要是由於媒體內容發行業務產生的收益減少。

媒體內容發行業務的收益為本集團的主要收益來源，佔本集團年內收益的78.9%（2019年：89.3%）。媒體內容發行業務的收益由去年424.6百萬港元減少41.4%至年內的248.6百萬港元。該收益減少主要是由於市場情緒減弱以及中美貿易戰及2019冠狀病毒病疫情爆發等種種宏觀經濟挑戰，中國主要客戶採購訂單量減少，導致客戶的採購模式更為保守。

品牌授權業務的收益由截至2019年3月31日止年度51.0百萬港元增加30.5%至年內的66.5百萬港元。該增加主要來自日本品牌的收益持續增長及與經典角色的擁有人成功續簽約。該增加亦是由於於羚邦動畫（國際）全年貢獻收益37.1百萬港元（2019年：25.9百萬港元）所致，其於2018年8月成為本公司的全資附屬公司。

銷售成本

本集團的銷售成本主要為按與媒體內容授權方及品牌授權方互相協定的版稅率所付之版稅。本集團的銷售成本由截至2019年3月31日止年度247.3百萬港元減少77.8百萬港元（或31.5%）至截至2020年3月31日止年度169.5百萬港元。減幅與收益減少一致。

毛利及毛利率

本集團的毛利由上一年度228.2百萬港元減少82.6百萬港元（或36.2%）至年內145.6百萬港元，主要是由於收益減少。本集團的毛利率由去年48.0%下降1.8個百分點至截至2020年3月31日止年度46.2%，兩個年度的毛利率大致相同。

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Other Income and Gains

Our Group's other income and gains decreased by HK\$1.1 million or 20% from HK\$5.5 million for the year ended 31 March 2019 to HK\$4.4 million for the year. The decrease was mainly due to the decrease in management fee income from MAIL (which became a wholly-owned subsidiary of our Group upon completion of the MAIL Acquisition in August 2018 and thereafter, the transactions with MAIL were eliminated on consolidation). The decrease was partially offset by an increase of bank interest income.

Selling and Distribution Expenses

Our Group's selling and distribution expenses for the year amounted to HK\$44.8 million, representing a decrease of HK\$3.2 million or 6.7% when comparing to HK\$48.0 million in last year. The decrease was primarily due to decrease in withholding tax expenses which was in line with the decrease in revenue generated from customers in the Mainland China. Such decrease was partially offset by the increase in staff costs of HK\$1.1 million and promotion expenses in relation to enhancing our market presence and facilitating our business expansion of HK\$2.1 million during the year.

General and Administrative Expenses

Our Group's general and administrative expenses for the year amounted to HK\$51.3 million, representing a decrease of HK\$11.3 million or 18.1% when comparing to HK\$62.6 million in last year. The decrease was primarily due to a decrease in one-off listing-related expenses of HK\$15.2 million. Such decrease was mainly offset by the increase in professional expenses.

Other Expenses

Our Group's other expenses, net for the year amounted to HK\$18.8 million, representing an increase of HK\$13.9 million when comparing to HK\$4.9 million in last year. The increase was primarily due to the write-down of licensed rights to net realisable value of HK\$16.9 million recognised during the year, representing an increase of HK\$13.0 million when comparing to HK\$3.9 million recorded for the year ended 31 March 2019, after taking into account the current market conditions and estimated future recoverable amounts in respect of the licensed rights.

Income Tax Credit

Our Group's income tax credit for this year amounted to HK\$0.9 million (2019: income tax expense of HK\$12.7 million). The turnaround from tax charge to tax credit was mainly attributable to the decrease in net amount of assessable profit and tax deduction for the foreign withholding tax paid for the year, together with the effect of prior year's over-provision for income tax of HK\$1.5 million recorded in the year.

其他收入及收益

本集團的其他收入及收益由截至2019年3月31日止年度5.5百萬港元減少1.1百萬港元(或20%)至年內4.4百萬港元,主要是由於來自羚邦動畫(國際)(於2018年8月完成羚邦動畫(國際)收購後成為本集團的全資附屬公司,故與羚邦動畫(國際)的交易被綜合抵銷)的管理費收入減少。該減少部分被銀行利息收入增加所抵銷。

銷售及分銷開支

本集團的銷售及分銷開支由去年48.0百萬港元減少3.2百萬港元(或6.7%)至年內44.8百萬港元,主要是由於預扣稅開支減少,與來自中國內地客戶的收益減少相符。有關減幅於年內部分被員工成本增加1.1百萬港元及用於提高市場份額及推動業務擴張的推廣開支2.1百萬港元所抵銷。

一般及行政開支

本集團的一般及行政開支由去年62.6百萬港元減少11.3百萬港元(或18.1%)至年內51.3百萬港元。該減少主要是由於一次性上市相關開支減少15.2百萬港元。有關減幅主要被專業費用增加所抵銷。

其他開支

本集團年內的其他開支淨額增加13.9百萬港元至18.8百萬港元,而去年為4.9百萬港元。該增加主要是由於經考慮當前市況及有關授權的估計未來可收回金額,年內確認的授權撇減至可變現淨值增加13.0百萬港元至16.9百萬港元,而截至2019年3月31日止年度錄得3.9百萬港元。

所得稅抵免

本集團本年度的所得稅抵免為0.9百萬港元(2019年:所得稅開支12.7百萬港元)。從稅項支出扭轉為稅項抵免乃主要由於年內應課稅溢利淨額及已付外國預扣稅的稅項扣除均有所減少,加上年內錄得過往年度所得稅超額撥備1.5百萬港元的影響所致。

Profit for the year

As a result of the foregoing, our Group's profit for the year decreased by HK\$69.6 million or 65.9% from HK\$105.6 million for the year ended 31 March 2019 to HK\$36.0 million. Net profit margin decreased from 22.2% for the year ended 31 March 2019 to 11.4%.

Profit Attributable to Shareholders of the Company

Profit attributable to shareholders of the Company for the year amounted to HK\$36.0 million (2019: HK\$105.6 million), representing a decrease of 65.9% from last year.

Adjusted Profit Attributable to Shareholders of the Company

The following table sets out the reconciliation from our Group's profit for the year attributable to shareholders of the Company to adjusted profit for the year attributable to shareholders of the Company:

		For the year ended 31 March 截至3月31日止年度	
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Profit attributable to shareholders of the Company	本公司股東應佔溢利	35,951	105,579
Plus:	加：		
Listing-related expenses	上市相關開支	4,514	19,666
Adjusted profit attributable to shareholders of the Company	本公司股東應佔經調整溢利	40,465	125,245

Our Group's adjusted profit attributable to shareholders of the Company for the year ended 31 March 2020 would amount to HK\$40.5 million, representing a decrease of HK\$84.7 million or 67.7%, as compared to HK\$125.2 million for the year ended 31 March 2019.

年內溢利

由於上述原因，本集團的本年度溢利由截至2019年3月31日止年度105.6百萬港元減少69.6百萬港元(或65.9%)至年內36.0百萬港元。純利率由截至2019年3月31日止年度的22.2%減少至年內的11.4%。

本公司股東應佔溢利

年內本公司股東應佔溢利為36.0百萬港元(2019年：105.6百萬港元)，較去年減少65.9%。

本公司股東應佔經調整溢利

下表載列本公司股東應佔本集團年內溢利與本公司股東應佔年內經調整溢利之對賬：

截至2020年3月31日止年度的本公司股東應佔本集團經調整溢利為40.5百萬港元，較截至2019年3月31日止年度的125.2百萬港元減少84.7百萬港元(或67.7%)。

Management Discussion and Analysis 管理層討論與分析

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 31 March 2020, our Group had cash and bank balances of HK\$298.0 million (2019: HK\$163.8 million), most of which were denominated in US dollars and HK dollars.

As at 31 March 2020, our Group had a current ratio¹ of 2.9 compared to 2.0 and a cash ratio² of 1.4 compared to 0.8 as at 31 March 2019. The improved ratios were due to cash generated from the primary offering of the Company's shares to the public.

- Notes:
- ¹ Current ratio was calculated based on the total current assets divided by the total current liabilities as at the respective dates.
 - ² Cash ratio was calculated by dividing the cash and cash equivalents by the total current liabilities as at the respective dates.

As at 31 March 2019 and 2020, our Group did not have any interest-bearing nor external borrowings. Thus, neither the gearing ratio nor the debt to equity ratio was applicable to our Group.

Following the Listing, our Group's operations were mainly financed by internal resources including but not limited to existing cash and cash equivalents, anticipated cash flow from its operating activities and the net proceeds generated from the Listing. With strong liquidity position, our Group is able to expand in accordance with its business strategy.

Our Group did not have any significant contingent liabilities as at 31 March 2020.

There was no material impact to our Group arising from the fluctuation in the exchange rates of the currencies in US dollars and Renminbi for the year ended 31 March 2020.

USE OF PROCEEDS FROM LISTING

After deduction of the underwriting fees and commissions and expenses payable by the Company in connection with the global offering, the Net Proceeds are HK\$185.9 million. As at the date of this report, the Company does not anticipate any change to its plan on the use of proceeds as stated in the Prospectus.

The Board closely monitored the use of proceeds from the Listing with reference to the use of proceeds disclosed in the Prospectus and confirmed that there was no change in the proposed use of proceeds as previously disclosed in the Prospectus.

流動資金、財務資源及資本負債比率

於2020年3月31日，本集團的現金及銀行結餘為298.0百萬港元(2019年：163.8百萬港元)，其中大部分以美元及港元計值。

於2020年3月31日，本集團的流動比率¹為2.9(於2019年3月31日：2.0)及現金比率²為1.4(於2019年3月31日：0.8)。該等比率改善乃由於本公司初次向公眾發售股份所產生的現金所致。

- 附註：
- ¹ 流動比率乃基於流動資產總值除以各有關日期的流動負債總額計算。
 - ² 現金比率按現金及現金等價物除以各有關日期的流動負債總額計算。

於2019年及2020年3月31日，本集團並無任何計息及外部借貸。因此，資本負債比率及債務權益比率均不適用於本集團。

上市後，本集團的經營主要以內部資源(包括但不限於現存現金及現金等價物、預計經營活動所得現金流量及上市所得款項淨額)撥付。憑藉強勁流動資金狀況，本集團可根據業務策略進行擴張。

於2020年3月31日，本集團並無任何重大或然負債。

截至2020年3月31日止年度，本集團亦無受到美元兌人民幣匯率波動造成的任何重大影響。

上市所得款項用途

經扣除本公司應付與全球發售有關的包銷費用及佣金以及開支，所得款項淨額為185.9百萬港元。於本年報日期，本公司預計招股章程所載所得款項用途計劃不會有任何改變。

董事會已根據招股章程所披露的所得款項用途，密切監察上市所得款項的運用，確認先前招股章程所披露的建議所得款項用途並無改變。

Management Discussion and Analysis 管理層討論與分析

During the period from Listing Date to 31 March 2020, the Net Proceeds had been applied as follows:

由上市日期至2020年3月31日期間，所得款項淨額按下列方式動用：

Intended use of Net Proceeds as stated in the Prospectus	招股章程列明的 所得款項淨額擬定用途	Planned use of proceeds ^(Note 1)	Actual use proceeds up to 31 March 2020 截至2020年3月31日 所得款項 實際用途	Unutilised amount as at 31 March 2020 ^(Note 2) 於2020年3月31日 未動用金額 ^(附註2)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Strengthen media contents portfolio	擴大媒體內容組合	101,781	(19,090)	82,691
Expand our Brand Licensing Business	擴展品牌授權業務	32,572	(530)	32,042
Relocation and renovation of Hong Kong office and upgrade information technology equipment	搬遷及裝修香港新辦事處以及升級資訊科技設備	12,857	—	12,857
Use for co-investment in the production of media contents	用於共同投資製作媒體內容	17,694	(4,098)	13,596
Expand media content team, brand licensing team and expand workforce and enhance back office support	擴大媒體內容團隊、品牌授權團隊及擴大員工隊伍及加強後勤支援	8,691	(571)	8,120
Use for our general working capital	用作一般營運資金	12,283	(12,283)	—
		<u>185,878</u>	<u>(36,572)</u>	<u>149,306</u>

Note 1: The planned amount of use of Net Proceeds has been adjusted in the same proportion and same manner as stated in the Prospectus due to the difference between the estimated net proceeds and the actual net proceeds.

附註1：由於估計所得款項淨額與實際所得款項淨額之間有所差異，故所得款項淨額計劃使用金額已按照招股章程所述的相同比例及相同方式予以調整。

Note 2: The unutilised amount as at 31 March 2020 is expected to be utilised in the years ended 31 March 2021 and 2022.

附註2：於2020年3月31日未動用金額預期將於截至2021年及2022年3月31日止各年度動用。

The unutilised Net Proceeds have been placed as bank balances/time deposits with licensed banks in Hong Kong as at the date of this report. The Company intends to use them in the same manner and proportions as described in the Prospectus.

於本報告日期，未動用所得款項淨額已存入香港持牌銀行以作銀行結餘／定期存款。本公司擬按照招股章程所述的相同方式及比例使用所得款項淨額。

Management Discussion and Analysis

管理層討論與分析

CAPITAL STRUCTURE

There has been no change in the capital structure of our Group since the Listing Date and share capital of our Group only comprises ordinary shares. As at the date of this report, our Company has 1,992,000,000 ordinary shares in issue.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARY

There was no material acquisition or disposal of subsidiary since the Listing Date and up to the end of the Reporting Period.

PLEDGE OF ASSETS

As at 31 March 2020, none of the assets of our Group was pledged.

CAPITAL COMMITMENTS

As at 31 March 2020, our Group had no capital commitment that was not provided for in the consolidated financial statements.

資本架構

自上市日期起，本集團資本架構並無變動，且本集團股本僅由普通股組成。截至本報告日期，本公司已發行1,992,000,000股普通股。

重大收購及出售附屬公司

本公司自上市日期至報告期末，概無重大收購或出售附屬公司。

抵押資產

於2020年3月31日，本集團概無抵押任何資產。

資本承擔

於2020年3月31日，本集團並無任何綜合財務報表中未提供的資本承擔。

The Board and the management of our Company are committed to the maintenance of good corporate governance practices and procedures.

The Board believes that good corporate governance standards are essential in providing a framework for our Group to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions as set out in the CG Code as its own code of corporate governance. Since the Listing Date and up to the date of this report, our Company has complied with the code provisions as set out in the CG Code, save and except for code provision A.2.1 as set out below:

Chairman and Chief Executive

Ms. Lovinia Chiu currently holds both positions as chairman and chief executive officer. Throughout the business history, Ms. Lovinia Chiu has been the key leadership figure of our Group and has been primarily involved in the formulation of business strategies and determination of the business plans. The Directors (including the independent non-executive Directors) consider Ms. Lovinia Chiu the best candidate for both positions and that the present arrangements are beneficial for and in the interests of the Company and the Shareholders as a whole.

BOARD OF DIRECTORS

Composition

As at the date of this report, the composition of the Board is as follows:

Executive Directors

Ms. Chiu Siu Yin Lovinia
(*chairman of the Board and chief executive officer*)
Ms. Chiu Siu Fung Noletta
Mr. Ma Ching Fung

Non-executive Director

Ms. Wong Hang Yee, JP

Independent Non-executive Directors

Mr. Fung Ying Wai Wilson
Ms. Leung Chan Che Ming Miranda
Mr. Wong Kam Pui, JP

董事會及本公司管理層致力維持良好企業管治常規及程序。

董事會相信良好的企業管治標準對本集團提供框架以維護股東利益、提升企業價值、制定業務策略及政策、以及提高透明度及問責性至關重要。

企業管治常規

本公司已採納企業管治守則所載守則條文作為自身企業管治守則。自上市日期至本報告日期，本公司已遵守企業管治守則的守則條文，惟下述守則條文A.2.1除外：

主席及行政總裁

趙小燕女士目前擔任主席及行政總裁兩項職務。在我們整個業務歷史中，趙小燕女士一直為本集團的主要領導人物，主要參與制定業務策略及釐定業務計劃。董事（包括獨立非執行董事）認為，趙小燕女士為兩項職務的最佳人選，且目前安排屬有利並符合本公司及股東之整體利益。

董事會

組成

截至本報告日期，董事會成員如下：

執行董事

趙小燕女士
(*董事會主席兼行政總裁*)
趙小鳳女士
馬正鋒先生

非執行董事

黃幸怡女士(太平紳士)

獨立非執行董事

馮英偉先生
梁陳智明女士
黃錦沛先生(太平紳士)

All Directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The biographical details of each Director and the relationships between the Directors are disclosed on pages 54 to 64 of this report.

Independent Non-executive Directors

The Board has met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

Our Company has received from each of the independent non-executive Directors a confirmation of his/her independence in accordance with Rule 3.13 of the Listing Rules and the Company also considers that they meet the independence criteria set out in the Listing Rules.

Non-executive Directors and Directors' Re-election

The non-executive Directors (including independent non-executive Directors) of the Company are appointed for a specific term of three years, subject to renewal after the expiry of the then current term.

All the Directors of our Company are subject to retirement by rotation and re-election at the annual general meetings. Under the articles of association of our Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three of a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Our Company's articles of association also provides that all Directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment. The retiring Directors shall be eligible for re-election.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of our Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors our Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

各董事均為本身專業領域的精英，一直具備高水平的個人及專業道德操守及誠信。各董事的履歷詳情及董事間的關係於本報告第54頁至第64頁披露。

獨立非執行董事

董事會遵守上市規則中有關委任至少三名獨立非執行董事(至少佔董事會人數三分之一)及其中一名須具備適當的專業資格或會計或相關財務管理專長的規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條規定就其獨立身份呈交之確認，且本公司亦認為彼等符合上市規則所載獨立性標準。

非執行董事及董事膺選連任

本公司非執行董事(包括獨立非執行董事)之特定任期為三年，惟可於當時現有期限屆滿後予以重續。

本公司全體董事須於股東週年大會上輪值退任並膺選連任。根據本公司組織章程細則，於每屆股東週年大會上，當時三分之一的董事(或倘董事人數並非三或三的倍數時，則最接近但不少於三分之一的董事)須輪值退任，惟各董事須至少每三年輪值退任一次。本公司組織章程細則亦訂明獲委任以填補臨時空缺之所有董事須在其獲委任後首個股東大會上由股東選舉。退任的董事可膺選連任。

董事會及管理層職責、責任及貢獻

董事會須負責領導及控制本公司；並共同負責指導及監察本公司事務。

董事會直接及間接透過委員會，帶領並指導管理層，其工作包括制定策略及監督策略實施、監控本集團營運及財務表現，確保本集團設有良好的內部監控及風險管理制度。

All Directors, including non-executive Director and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at our Company's expenses for discharging their duties to the Company.

The Directors shall disclose to our Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of our Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of our Company are delegated to the management.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction shall be supplemented by meetings with senior management of our Company.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses.

During the year ended 31 March 2020, all Directors have attended training sessions, including but not limited to, briefings, seminars, conferences and workshops and read relevant news alerts, newspapers, journals, magazines and relevant publications.

全體董事(包括非執行董事及獨立非執行董事)引進廣泛而寶貴的業務經驗、知識及專業精神,有助董事會高效及有效地運作。獨立非執行董事負責確保本公司維持高標準的監管報告,並平衡董事會權力,以就企業行動及營運作出有效獨立判斷。

全體董事均可充分且及時得悉本公司全部資料,並可按要求於適當情況下徵詢獨立專業意見以履行其對本公司的職責,相關費用由本公司承擔。

董事須向本公司披露彼等擔任其他職務的詳情。

董事會負責就本公司所有重大事宜作出決策,當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易(特別是涉及利益衝突者)、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理的職責轉授予管理層。

董事的持續專業發展

董事須掌握監管發展及變動,以有效執行職責及確保對董事會作出知情及相關的貢獻。

每名新委任董事於首次獲委任時已接受正式、全面的培訓,以確保其適當掌握本公司業務及營運,並完全知悉其根據上市規則及相關法律規定須承擔的董事職責及責任。該等培訓包括與本公司高級管理層會面。

董事應參與適當的持續專業發展,發展並更新自身的知識及技能。本公司會在適當情況下為董事安排內部簡介會並分發相關主題的閱讀材料。本公司鼓勵全體董事參與相關培訓課程。

截至2020年3月31日止年度,所有董事均參加了培訓課程,包括但不限於簡報、座談會、會議及講座,並閱讀了相關新聞快報、報章、刊物、雜誌及有關出版物。

Board Meetings

The Articles of Association state the responsibilities and operational procedures of the Board. Pursuant to code provisions of the CG Code, the Board will meet at least four times a year at regular intervals to consider operational reports and financial results of our Company and policies. Significant operational policies have to be discussed and passed by the Board.

During the period from the Listing Date and up to 31 March 2020, 17 regular Board meetings were held for the purposes of, among others, considering and approving the annual results of our Group for the year ended 31 March 2019 and the interim results of our Group for the six months ended 30 September 2019. During the Reporting Period, apart from regular Board meetings, the chairman also held a meeting with independent non-executive Directors only without the presence of other Directors.

During the period from the Listing Date and up to 31 March 2020, our Company has held one general meeting.

The attendance record of the meeting is set out below:

董事會會議

組織章程細則闡述董事會責任及運作程序。根據企業管治守則之守則條文，董事會每年最少舉行四次定期會議，審閱本公司營運報告及財務業績和政策。重大營運政策須經董事會討論並通過。

自上市日期起直至2020年3月31日期間，已召開17次董事會定期會議，以考慮及批准(其中包括)本集團截至2019年3月31日止年度之年度業績及本集團截至2019年9月30日止六個月之中期業績。於報告期內，除定期舉行的董事會會議外，主席亦在其他董事避席的情況下與獨立非執行董事舉行一次會議。

自上市日期起直至2020年3月31日期間，本公司已召開一次股東大會。

會議出席紀錄載列如下：

		Attendance/ No. of Board Meeting 出席次數/ 董事會會議次數	Attendance/ No. of General Meeting 出席次數/ 股東大會次數
Executive Directors		執行董事	
Chiu Siu Yin Lovinia (<i>Chairman and Chief Executive Officer</i>)	趙小燕 (<i>主席兼行政總裁</i>)	16/17	1/1
Chiu Siu Fung Noletta	趙小鳳	16/17	1/1
Cheung Wai Kit (<i>resigned on 30 November 2019</i>)	張偉傑 (<i>於2019年11月30日辭任</i>)	4/9	0/1
Ma Ching Fung	馬正鋒	17/17	1/1
Non-executive Director		非執行董事	
Wong Hang Yee, JP	黃幸怡 (太平紳士)	17/17	1/1
Independent Non-executive Directors		獨立非執行董事	
Leung Chan Che Ming Miranda	梁陳智明	17/17	1/1
Fung Ying Wai Wilson	馮英偉	17/17	1/1
Wong Kam Pui, JP	黃錦沛 (太平紳士)	17/17	1/1

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

The Board reviewed our Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, our Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the guidelines, and our Company's compliance with the CG Code and disclosure in this corporate governance report.

BOARD COMMITTEES

The Board has established three committees, namely the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of our Company's affairs. All Board committees of our Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of these committees are posted on the website of the Stock Exchange at www.hkexnews.hk and the website of our Company at www.medialink.com.hk.

Audit Committee

As at the date of this report, the Audit Committee comprises one non-executive Director, namely Ms. Wong Hang Yee, JP and three independent non-executive Directors, namely Ms. Leung Chan Che Ming Miranda, Mr. Fung Ying Wai Wilson and Mr. Wong Kam Pui, JP and is chaired by Mr. Fung Ying Wai Wilson.

The terms of reference of the Committee are of no less exacting terms than those set out in the CG Code.

The main duties of the Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of our Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the period from the Listing Date and up to 31 March 2020, the Committee held three meetings for reviewing the interim and annual financial results and reports and significant issues on financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditors and engagement of non-audit services and relevant scope of works.

企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條載列的職能。

董事會已檢討本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司在遵守法律及監管規定方面的政策及常規、標準守則及指引的遵守情況、本公司遵守企業管治守則的情況以及在本企業管治報告內的披露事項。

董事委員會

董事會已建立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監管本公司事務的特定方面。本公司各董事委員會已訂明具體的書面職權範圍，清楚訂明其權責。該些委員會的職權範圍刊載於聯交所網站www.hkexnews.hk及本公司網站www.medialink.com.hk。

審核委員會

於本報告日期，審核委員會由一名非執行董事黃幸怡女士（太平紳士）及三名獨立非執行董事梁陳智明女士、馮英偉先生及黃錦沛先生（太平紳士）組成，主席由馮英偉先生擔任。

委員會的職權範圍不比企業管治守則所載者寬鬆。

委員會的主要職責包括協助董事會審閱財務資料和申報程序、風險管理和內部監控系統、內部審核職能的有效性、審核範圍和委任外聘核數師，以及讓本公司僱員可就有關本公司財務申報、內部監控或其他事宜的潛在不當行為進行舉報的安排。

自上市日期起直至2020年3月31日期間，委員會曾舉行三次會議，以檢討中期及年度財務業績及報告以及有關財務報告、營運及合規控制的重要事項，風險管理及內部監控系統以及內部審核工作的有效性，委任外聘核數師及僱用非核數服務及相關工作範圍。

The Committee also met the external auditors twice without the presence of the executive Directors.

委員會亦在無執行董事出席的情況下與外聘核數師召開兩次會議。

The attendance record of the meeting is set out below:

會議出席紀錄載列如下：

Members of the Committee	委員會成員	Attendance/ No. of meeting(s) 出席次數/ 會議次數
Fung Ying Wai Wilson (<i>Chairman of the Audit Committee</i>)	馮英偉 (審核委員會主席)	3/3
Leung Chan Che Ming Miranda	梁陳智明	3/3
Wong Hang Yee, JP	黃幸怡 (太平紳士)	3/3
Wong Kam Pui, JP	黃錦沛 (太平紳士)	3/3

Nomination Committee

As at the date of this report, the Nomination Committee comprises one executive Director, namely Ms. Chiu Siu Yin Lovinia and two independent non-executive Directors, namely Ms. Leung Chan Che Ming Miranda and Mr. Wong Kam Pui, JP and is chaired by Ms. Chiu Siu Yin Lovinia.

提名委員會

於本報告日期，提名委員會由一名執行董事趙小燕女士及兩名獨立非執行董事梁陳智明女士及黃錦沛先生(太平紳士)組成，主席由趙小燕女士擔任。

The terms of reference of the Committee are of no less exacting terms than those set out in the CG Code.

委員會的職權範圍不比企業管治守則所載者寬鬆。

The principal duties of the Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

委員會的主要職責包括檢討董事會的組成，發展及制定提名及委任董事的相關程序，就董事委任及繼任計劃向董事會提供意見，以及評估獨立非執行董事的獨立性。

In assessing the Board composition, the Committee would take into account various aspects as well as factors concerning Board diversity as set out in our Company's Board Diversity Policy. The Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

於評估董事會組成時，委員會將考慮本公司董事會多元化政策所載有關董事會多元化的各層面及因素。委員會將討論及協定達成董事會多元化的可計量目標(如必要)，並就此向董事會提出建議以供採納。

In identifying and selecting suitable candidates for directorships, the Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

於物色及篩選合適的董事候選人時，委員會將在考慮董事提名政策所載的對落實企業策略及達致董事會多元化屬必要的候選人相關準則(倘適用)後，方向董事會作出推薦建議。

During the period from the Listing Date and up to 31 March 2020, the Committee held one meeting to review the structure, size and composition of the Board and the independence of the independent non-executive Directors and to consider the qualifications of the retiring directors standing for election at the Annual General Meeting. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

The attendance record of the meeting is set out below:

自上市日期起直至2020年3月31日期間，委員會曾舉行一次會議，以檢討董事會的架構、人數及組成及獨立非執行董事之獨立性，以及考慮在股東週年大會上參選之退任董事之資格。提名委員會認為董事會已在成員多元化方面保持適當平衡。

會議出席紀錄載列如下：

Members of the Committee	委員會成員	Attendance/ No. of meeting(s) 出席次數/ 會議次數
Chiu Siu Yin Lovinia (<i>Chairman of the Nomination Committee</i>)	趙小燕(<i>提名委員會主席</i>)	1/1
Leung Chan Che Ming Miranda	梁陳智明	1/1
Wong Kam Pui, JP	黃錦沛(太平紳士)	1/1

Nomination procedures and the process and criteria

In the nomination process of appointing a new director, the Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other members of the management and external recruitment agents. The Committee and/or the Board should, upon receipt of the proposal on appointment of a new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria (as set out below) to determine whether such candidate is qualified for directorship. If the process yields one or more desirable candidates, the Committee and/or the Board should rank them by order of preference based on the needs of our Company and reference check of each candidate if applicable. The Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable. For any person that is nominated by a shareholder for election as a Director at the general meeting of our Company, the Committee and/or the Board should evaluate such candidate based on the criteria (as set out below) to determine whether such candidate is qualified for directorship. Where appropriate, the Committee and/or the Board should make recommendation to shareholders of our Company in respect of the proposed election of Director at the general meeting.

提名程序、過程及準則

委任新董事的提名過程中，委員會及／或董事會可從多種渠道挑選候選人擔任董事，包括但不限於內部提升、調任、其他管理層成員及外部招聘代理推薦。委員會及／或董事會在收到委任新董事的建議及候選人的個人資料(或相關詳情)後，應依據準則(見下文)評估該候選人，以釐定該候選人是否合資格擔任董事。如過程涉及一名或多名合意的候選人，委員會及／或董事會應根據本公司的需要及每位候選人的證明審查(如適用)排列彼等的優先次序。委員會須就委任合適人選擔任董事一事向董事會提出建議(如適用)。任何經由股東提名於本公司股東大會上選舉為董事的人士，委員會及／或董事會須依據準則(見下文)評估該候選人，以釐定該候選人是否合資格擔任董事。委員會及／或董事會應就於股東大會上委任董事的提案向本公司股東提出建議(如適用)。

In evaluating and selecting any candidate for directorship, the following criteria should be considered: (i) character and integrity; (ii) qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to our Company's business and corporate strategy; (iii) any measurable objectives adopted for achieving diversity on the Board; (iv) requirement for the Board to have independent Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules; (v) any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence, gender and cultural diversity; (vi) willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of our Company; and (vii) such other perspectives that are appropriate to our Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

Board Diversity Policy

Our Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining our Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement our Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

Our Company aims to maintain an appropriate balance of diversity perspectives that are relevant to our Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

於評估及挑選董事候選人時，應考慮下列準則：(i) 品格及誠信；(ii) 資質，包括與本公司業務及企業策略相關的專業資格、技能、知識及經驗，以及董事會多元化政策所提述的多元化層面；(iii) 為實現董事會多元化所採納的任何可計量目標；(iv) 董事會根據上市規則設立獨立董事的規定，以及參照上市規則所載的獨立性指引，判斷候選人是否為獨立人士；(v) 候選人的專業資格、技能、經驗、獨立性、性別及文化多元化方面可為董事會帶來的任何潛在貢獻；(vi) 投入充足時間履行本公司董事會及／或董事委員會成員的職務的意向及能力；及(vii) 就本公司的業務及繼任計劃而言屬適當的其他觀點及董事會及／或提名委員會不時就董事提名及繼任計劃可能採納及／或修訂的其他觀點（如適用）。

董事會多元化政策

本公司已採納董事會多元化政策，其中載列達致董事會多元化的方法。本公司明白且深信董事會多元化裨益良多，並認為提高董事會層面的多元化是維持本公司競爭優勢的重要因素。

根據董事會多元化政策，委員會將每年檢討董事會的架構、規模及組成，並在適當情況下就董事會變動提出建議以補充本公司的企業策略，確保董事會保持平衡且多元化。在檢討及評估董事會組成方面，委員會致力於形成各級多元化，並將考慮多個方面，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識和地區及行業經驗。

本公司旨在維持多元化各方面的適當平衡，以契合本公司的業務發展，並致力確保制訂合理的各級（從董事會往下）招聘及選拔常規，令各類候選人均可納入考慮。

董事會將考慮制定可計量目標以實施董事會多元化政策，並不時檢討該等目標以確保其適當性及確定在實現該等目標方面取得的進展。

Remuneration Committee

As at the date of this report, the Committee comprises one non-executive Director, namely Ms. Wong Hang Yee, JP and two independent non-executive Directors, namely Mr. Fung Ying Wai Wilson and Mr. Wong Kam Pui, JP and is chaired by Mr. Wong Kam Pui, JP.

The terms of reference of the Committee are of no less exacting terms than those set out in the CG Code.

The primary functions of the Committee include reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

During the period from the Listing Date and up to 31 March 2020, the Committee held three meetings on remuneration packages of individual executive Directors and senior management.

The attendance record of the meeting is set out below:

Members of the Committee	委員會成員	Attendance/ No. of meeting(s) 出席次數/ 會議次數
Wong Kam Pui, JP (<i>Chairman of the Remuneration Committee</i>)	黃錦沛 (太平紳士) (薪酬委員會主席)	3/3
Fung Ying Wai Wilson	馮英偉	3/3
Wong Hang Yee, JP	黃幸怡 (太平紳士)	3/3

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 March 2020 is set out below:

Remuneration bands (HK\$)	薪酬範圍 (港元)	Number of person(s) 人數
0 to 1,000,000	0至1,000,000	2
2,000,001 to 2,500,000	2,000,001至2,500,000	1

薪酬委員會

於本報告日期，委員會由一名非執行董事黃幸怡女士(太平紳士)及兩名獨立非執行董事馮英偉先生及黃錦沛先生(太平紳士)組成，主席由黃錦沛先生(太平紳士)擔任。

委員會的職權範圍不比企業管治守則所載者寬鬆。

委員會的主要職責包括審閱個別執行董事及高級管理層的薪酬待遇、全體董事及高級管理層的薪酬政策及架構並就此向董事會提出建議；及就制訂薪酬政策及架構而設立透明程序，確保概無董事或其任何關聯人士參與釐定其本身薪酬。

自上市日期起直至2020年3月31日期間，委員會已就個別執行董事及高級管理層的薪酬待遇召開三次會議。

會議出席紀錄載列如下：

根據企業管治守則守則條文第B.1.5條，截至2020年3月31日止年度高級管理層人員的薪酬範圍如下：

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 9 and 10 to the audited financial statements of this report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code since the Listing Date and up to the end of the Reporting Period.

The Company has also established written guidelines no less exacting than the Model Code for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has the overall responsibility to ensure that sound and effective risk management and internal controls are maintained, while the senior management is charged with the responsibility to design and implement an internal controls system to manage risks. A sound system of risk management and internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

As the date of this report, our Company does not have an internal audit function. Nevertheless our Company engaged an external professional firm to carry out internal audit functions and the Board was responsible for internal control of our Group and for reviewing its effectiveness.

Our Group has appointed Corporate Governance Professionals Limited ("CGPL") to:

- assist in identifying and assessing the risks of our Group through the use of an enterprise risk assessment questionnaire and interviews; and
- independently perform internal control review and assess effectiveness of our Group's risk management and internal control systems.

根據上市規則附錄十六須予披露的董事薪酬及五名最高薪酬僱員的詳情，載於本報告經審核財務報表附註9及10。

董事之證券交易標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。

向全體董事進行具體查詢後，董事確認自上市日期起直至報告期末彼等已遵守標準守則。

本公司亦已就可能擁有本公司未經公佈的股價敏感資料的僱員進行的證券交易制定不遜於標準守則的書面指引。

風險管理及內部監控

董事會有整體責任，須確保維持健全有效的風險管理及內部監控，而高級管理層則須負責設計及實施內部監控系統以管理風險。健全的風險管理及內部監控系統，旨在管理而非消除未能實現業務目標的風險，僅可提供合理而非絕對的保證，避免出現重大的錯誤陳述或損失。

截至本報告日期，本公司並無內部審核職能。儘管如此，本公司委聘外部專業公司開展內部審核職能，董事會負責本集團的內部監控及檢討其是否有效。

本集團已委任企業管治專才有限公司（「企業管治專才有限公司」）：

- 透過企業風險評估問卷及訪談，協助識別及評估本集團的風險；及
- 獨立進行內部監控檢討並評估本集團的風險管理及內部監控系統的有效性。

The results of the independent review and assessment were reported to the Audit Committee and the Board on 24 June 2020. Moreover, improvements in internal control and risk management measures as recommended by CGPL to enhance the risk management and internal control systems of our Group and mitigate risks of our Group were adopted by the Board. Based on the findings and recommendations of CGPL as well as the comments of the Audit Committee, the Board considered that the internal control and risk management systems were effective and adequate. The Board will conduct a review on the effectiveness of the internal control and risk management systems of our Group at least once in a financial year.

INSIDE INFORMATION

Our Company has developed its disclosure policy which provides a general guide to our Company's Directors, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

AUDITOR'S REMUNERATION

The remuneration paid to the external auditor of the Company, Ernst & Young, in respect of audit services and non-audit services for the year ended 31 March 2020 amounted to HK\$1,700,000 and HK\$578,000 respectively.

COMPANY SECRETARY

Mr. Ma Ching Fung is the company secretary of our Company. His profile is set out in the "Biographies of Directors and Senior Management" section of this report. Mr. Ma has duly complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

獨立審閱及評估結果乃於2020年6月24日呈報予審核委員會及董事會。此外，企業管治專才有限公司所建議為提高本集團風險管理及內部監控系統以及減低風險的內部監控及風險管理措施的改進工作已獲董事會採納。根據企業管治專才有限公司的調查結果及建議以及審核委員會的意見，董事會認為內部監控及風險管理系統屬有效及充分。董事會每個財政年度至少審閱一次本集團內部監控及風險管理系統的有效性。

內幕資料

本公司已制訂披露政策，為本公司董事、高級管理層及相關僱員處理機密資料、監督資料披露及回應查詢提供全面指引。本公司已實施控制程序，確保嚴禁任何未經授權獲取及使用內幕資料。

核數師薪酬

截至2020年3月31日止年度，就核數服務及非核數服務向本公司外聘核數師安永會計師事務所支付的薪酬分別為1,700,000港元及578,000港元。

公司秘書

馬正鋒先生是本公司的公司秘書，其履歷載於本報告之「董事及高級管理層履歷」部分。馬先生已妥為遵守上市規則第3.29條的相關培訓規定。

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends. The Company does not have any pre-determined dividend payout ratio. Pursuant to the Dividend Policy, the Board shall take into account the following factors of the Group when considering the declaration and payment of dividends:

- financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- capital requirements and expenditure plans;
- interests of Shareholders;
- any restrictions on payment of dividends; and
- any other factors that the Board may consider relevant.

Dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the Shareholders' approval.

CONSTITUTIONAL DOCUMENTS

Since the Listing Date and up to the date of this report, no changes have been made to the Articles of Association. A copy of the Memorandum and Articles of Association of our Company is posted on the website of the Stock Exchange at www.hkexnews.hk and the website of our Company at www.medialink.com.hk.

SHAREHOLDERS' RIGHTS

Convening an Extraordinary General Meeting and Putting Forward Proposals at General Meetings

Shareholders may put forward proposals at general meetings by requisitioning an extraordinary general meeting. Pursuant to Article 64 of the Company's Articles of Association, any one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition and send to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by our Company.

股息政策

本公司已採納一項有關派付股息的股息政策。本公司並無任何預先釐定的派息比率。根據該股息政策，董事會於考慮宣派及派付股息時應慮及以下因素：

- 財務業績；
- 現金流量狀況；
- 業務狀況及戰略；
- 未來營運及盈利；
- 資本需求及開支計劃；
- 股東權益；
- 任何派付股息的限制；及
- 董事會可能認為相關的其他因素。

董事會可於財政年度建議及／或宣派股息，而有關財政年度之任何末期股息均須獲股東批准。

章程文件

自上市日期起直至本報告日期，並無修改組織章程細則。本公司組織章程大綱及細則之副本已刊載於聯交所網站www.hkexnews.hk及本公司網站www.medialink.com.hk。

股東的權利

召開股東特別大會並在股東大會上提出建議

股東可透過要求召開股東特別大會而在股東大會提出建議。根據本公司組織章程細則第64條，倘任何一名或以上股東在提交要求當日持有佔本公司已繳足股本不少於十分之一並附帶本公司股東大會投票權的股份，則其有權向董事會或公司秘書提交書面要求，要求董事會召開股東特別大會，以處理該要求中指明的任何事務。該大會須於遞呈該要求後兩個月內舉行。若於遞呈當日起計21日內，董事會未著手召開有關大會，則請求人可自發以相同方式召開股東大會，而請求人因董事會未召開大會而產生的全部合理開支將由本公司償付。

Proposing a Person for Election as a Director

Pursuant to Article 113 of the Articles of Associations, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at our Company. The period of the lodgement of the notices will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to our Company may be given will be at least 7 days.

If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of our Company at the general meeting, he/she shall deposit a written notice (the “**Notice**”) with our Company’s secretary. The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to the publication of his/her personal information.

The period for lodgment of the Notice shall commence on the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting. In order to allow our Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of our Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of our Company, shareholders may send written enquiries to the Company. Our Company will not normally deal with verbal or anonymous enquiries.

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Suite 1001, 10/F, Tower 1,
South Seas Centre,
75 Mody Road, Tsim Sha Tsui East,
Kowloon, Hong Kong
(For the attention of the Company Secretary)
Fax: (852) 2508 9767
Email: investor_enquiries@medialink.com.hk

建議參選董事的人士

根據組織章程細則第113條，除非董事會推薦參選，並書面通知本公司表明有意提名該人士參選董事且該名人士書面通知本公司表明願意參選，否則概無人士（退任董事除外）合資格於股東大會參選董事席位。提交上述通知的期間不得早於就該選舉寄發股東大會通知翌日開始，亦不得遲於該股東大會舉行日期前七天結束。向本公司發出通知的最短期間最少為七天。

股東如有意於股東大會推薦他人（「候選人」）參選本公司董事，須向本公司秘書發出書面通知（「通知」）。通知(i)須載有上市規則第13.51(2)條要求的候選人個人資料；及(ii)須由相關股東及候選人簽名，表示有意參選並同意發佈其個人資料。

提交上述通知的期間不得早於就該選舉寄發大會通知翌日開始，亦不得遲於該大會舉行日期前七天結束。為使本公司股東有足夠時間考慮參選本公司董事的候選人選舉建議，有意推薦人選的股東須於相關股東大會前盡快提呈及提交通知。

向董事會提出查詢

股東可將彼等向本公司董事會提出的任何查詢以書面形式郵寄至本公司。本公司通常不會處理口頭或匿名查詢。

股東可將上述查詢或要求送達下列地址：

地址：香港九龍
尖沙咀東麼地道75號
南洋中心
1座10樓1001室
(註明收件人為公司秘書)
傳真：(852) 2508 9767
電子郵件：investor_enquiries@medialink.com.hk

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address, apart from the registered office of our Company, and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

INVESTOR RELATIONS

Our Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. Our Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet shareholders and answer their enquiries.

Policies relating to Shareholders

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

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of our Company for the year ended 31 March 2020.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon our Company's ability to continue as a going concern.

The statement of the independent auditor of our Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 87 to 93 of this report.

為免生疑問，股東須將簽妥的書面要求正本、通告或聲明或查詢(視情況而定)送達上述地址(本公司註冊辦事處除外)，並提供彼等全名、聯絡資料及身份識別資料，方為有效。股東資料可能須按法律規定披露。

投資者關係

本公司認為，與股東維持有效溝通對提升投資者關係及加強投資者對本集團業務表現及策略的了解而言至關重要。本公司致力維持與股東持續對話，尤其是透過股東週年大會及其他股東大會等渠道。於股東週年大會上，董事(或其代表(如適用))將接見股東並回答彼等之查詢。

股東相關政策

本公司已制定股東溝通政策以確保股東意見及問題得到妥善處理，並定期檢討該政策以確保其有效性。

董事對財務報表的責任

董事承擔編製本公司截至2020年3月31日止年度的財務報表的責任。

董事並不知悉可能對本公司持續經營能力造成重大疑慮之事件或情況的任何重大不確定因素。

本公司獨立核數師對財務報表的報告責任聲明載於本報告第87頁至93頁的獨立核數師報告。

Environmental, Social and Governance Report

環境、社會及管治報告

The board of directors (the “**Board**”) of Medialink Group Limited (the “**Company**”) is pleased to present this Environmental, Social and Governance (hereinafter called “**ESG**”) Report (the “**ESG Report**”) of the Company and its subsidiaries (collectively as the “**Group**” or “**we**”). This ESG Report summarizes the policies, sustainability strategies, management approach, initiatives and performance made by the Group in the environmental and social aspects of its business.

The ESG Report covers the Group’s businesses in the media content distribution and brand licensing for the year ended 31 March 2020 (the “**Reporting Period**”). The Report discloses the required information under the “comply or explain” provisions of the ESG Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HKEX**”).

The Board is responsible for the Group’s ESG strategy formulation and reporting, evaluating and determining the Group’s ESG-related risks, and ensuring that appropriate and effective ESG risk management measures and internal control systems are in place. In order to determine the ESG reporting scopes, the key management personnel have discussed internally and identified the environmental, social and operating items; and assessed their importance to the stakeholders and the Group. The summary of material ESG items are listed out in this Report.

STAKEHOLDERS’ ENGAGEMENT

The Group is committed to maintaining the sustainable development of its business and the environmental protection of the communities in which it operates. We maintain regular communication channels with our stakeholders, including government/regulatory bodies, shareholders/investors, employees, customers, suppliers, community, etc. and strive to balance their opinions and interests through constructive communications in order to determine the directions of its sustainable development. We assess and determine our environmental, social and governance risks, and ensure that the relevant risk management measures and internal control systems are operating effectively. The following table shows the management response to the stakeholders’ expectations and concerns:

矜邦集團有限公司(「本公司」)董事會(「董事會」)欣然發表本公司及其附屬公司(統稱「本集團」或「我們」)之環境、社會及管治報告(「環境、社會及管治報告」)。環境、社會及管治報告總結了本集團所採用之環境、社會及管治政策、可持續發展策略、管理方法、措施及表現。

環境、社會及管治報告涵蓋了本集團於截至2020年3月31日止年度(「報告期」)的媒體內容發行業務及品牌授權業務；並根據香港聯合交易所有限公司(「聯交所」)證券上市規則附錄二十七所載之《環境、社會及管治報告指引》當中之「遵守或解釋」條款作出披露。

董事會負責為本集團訂立環境、社會及管治策略及匯報，以及評估和釐定本集團有關環境、社會及管治之風險，確保訂立合適及有效之環境、社會及管治風險管理措施及內部監控系統，並就這方面的表現作出匯報。為了釐定環境、社會及管治報告範圍，我們與各管理層人員進行討論，並列出主要持份者與本集團所關心的環境、社會及管治項目，再評估雙方對各項目的重視程度；從而選擇出相對重要的環境及社會議題於本報告中作出相關披露。

持份者參與

本集團致力維持業務的可持續發展，並為環保及業務所在的社區提供支持。我們與政府／監管機構、股東／投資者、僱員、客戶、供應商、社區等持份者保持定期溝通渠道，力求透過建設性交流平衡意見與利益，從而確定我們的可持續發展方向。我們評估及釐定環境、社會及管治風險，確保相關風險管理及內部監控制度妥善及有效地運行。有關持份者的期望與要求及管理層的相關回應如下表：

STAKEHOLDERS' ENGAGEMENT (Continued) **持份者參與** (續)

Stakeholder 持份者	Expectation and Concern 期望與要求	Management Response 管理層回應
Government/ regulatory bodies 政府／監管機構	<ul style="list-style-type: none"> ➢ Compliance with laws and regulations 遵守法律法規 ➢ Timely and accurate announcements 及時與準確的公告 	<ul style="list-style-type: none"> ➢ Observation and compliance of laws and regulations; paying tax on time 遵守法律法規；按時繳稅 ➢ Establish comprehensive and effective internal control system 建立全面有效的內部監控體系
Shareholders/ investors 股東／投資者	<ul style="list-style-type: none"> ➢ Return on investment 投資回報 ➢ Corporate governance system 公司管治制度 ➢ Information transparency 資訊透明度 	<ul style="list-style-type: none"> ➢ Ensure satisfactory financial performance, business growth and a strong competitive position within the industry 確保於行業內具有滿意的財務業績、業務增長和競爭地位 ➢ Set up comprehensive business strategic plan for achieving business goals and objectives 制定全面的業務策略計劃，以實現業務目標 ➢ Ensure transparent and efficient communications by dispatching information at the websites of HKEX and the Company 透過於聯交所及本公司網站定期發放資訊，確保透明度及有效溝通
Employees 僱員	<ul style="list-style-type: none"> ➢ Compensation and welfare 待遇和福利 ➢ Health and safety 健康與安全 ➢ Career development 事業發展 	<ul style="list-style-type: none"> ➢ Ensure fair, reasonable and competitive remuneration scheme 確保公平、合理和具競爭力的薪酬體系 ➢ Ensure a safe working environment 營造安全的工作環境 ➢ Encourage employees to participate in continuous education and professional trainings to enhance competency 鼓勵僱員參與持續教育及專業培訓以提高能力
Customers 客戶	<ul style="list-style-type: none"> ➢ High quality products and services 優質產品及服務 ➢ Reasonable price 價格合理 ➢ Timely delivery 及時交貨 	<ul style="list-style-type: none"> ➢ Provide high quality products and services continuously in order to maintain customer satisfaction 持續提供優質產品及服務以滿足客戶 ➢ Provide a variety of value-added products and services 提供各種增值產品及服務 ➢ Establish after-sales services to satisfy customers' needs 建立售後服務以滿足客戶需求

STAKEHOLDERS' ENGAGEMENT (Continued)

持份者參與 (續)

Stakeholder 持份者	Expectation and Concern 期望與要求	Management Response 管理層回應
Suppliers 供應商	<ul style="list-style-type: none"> ➤ Integrity 誠信 ➤ Corporate reputation 企業信譽 ➤ Good relationship with the Company 與公司保持良好關係 	<ul style="list-style-type: none"> ➤ Select suppliers with due care 嚴謹篩選供應商 ➤ Establish policy and procedures in supply chain management 制定供應鏈管理的政策和程序 ➤ Maintain strong and long-term relationship 保持長期的合作關係
Communities 社區	<ul style="list-style-type: none"> ➤ Social responsibility 社會責任感 ➤ Environmental protection 環境保護 ➤ Corporate reputation 企業信譽 	<ul style="list-style-type: none"> ➤ Focus on community investment and contribution 關注社區投資和貢獻 ➤ Encourage employees to actively participate in charitable activities and voluntary services 鼓勵僱員積極參與慈善活動和志願服務 ➤ Maintain good and stable financial performance and business growth 確保良好的財務業績和業務增長

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIALITY MATRIX

During the Reporting Period, the Group has evaluated a number of environmental, social and operating items, and assessed their importance to stakeholders and the Group through various channels. This assessment helps to ensure that the Group's business objectives and development direction are in line with the stakeholders' expectations and requirements. The Group's and stakeholders' matters of concern are presented in the following materiality matrix:

重要性矩陣

於報告期內，本集團已找出多項涵蓋環境、社會及營運相關的事宜，並透過不同渠道評估持份者與本集團對各項目的重視程度，此等評估有助本集團確保業務發展能符合持份者的期望與要求。而本集團和持份者所關心的事項均呈現於以下的重要性矩陣內：

		Materiality Matrix 重要性矩陣		
		Low 低	Medium 中	High 高
Importance to Stakeholders 對持份者的重要性	High 高	<ul style="list-style-type: none"> ◆ Anti-discrimination measures 反歧視 ◆ Labour rights protection 保障人權 	<ul style="list-style-type: none"> ◆ Staff compensation and welfare 員工報酬與福利 ◆ Occupational health and safety 職業健康與安全 ◆ Staff training and promotion opportunity 員工培訓與晉升 	<ul style="list-style-type: none"> > Customers' satisfaction 客戶滿意度 > Product and service quality 產品及服務質量 > Anti-corruption 反貪污
	Medium 中	<ul style="list-style-type: none"> ◇ Greenhouse gas emissions 溫室氣體排放 	<ul style="list-style-type: none"> ◇ Use of resources 資源使用 ◆ Talent management 人才管理 > Community contribution 社會參與 	<ul style="list-style-type: none"> > Customers' privacy measures and protection 保護客戶私隱措施 > Suppliers management 供應商管理
	Low 低	<ul style="list-style-type: none"> ◇ Exhaust air emission 廢氣排放 ◇ Sewage discharge 廢水排放 ◇ Generation of non-hazardous wastes 無害廢棄物排放 	<ul style="list-style-type: none"> ◇ Water resources utilization 水資源使用 ◆ Preventive measures for child and forced labor 預防童工及強制勞工的措施 	<ul style="list-style-type: none"> > Operational compliance 營運合規
		Importance to the Group 對本集團的重要性		
		Low 低	Medium 中	High 高
		<ul style="list-style-type: none"> ◇ Environmental 環境方面 	<ul style="list-style-type: none"> ◆ Employee 僱員方面 	<ul style="list-style-type: none"> > Operation 營運方面

OVERALL ENVIRONMENTAL PROTECTION MANAGEMENT APPROACH

The Group has recognised the importance of good environmental management and is committed to protecting and conserving the environment and natural resources. We strive to continuously improve our environmental performance for the management philosophy of sustainable development. In response to the global environmental protection trends, the Group implements the environmental protection policies to promote energy conservation, reduce emission of pollutants and to mitigate environmental risks, including compliance of the applicable local laws and regulations, ensuring efficient use of energy, water and other resources during operations, raising staff's awareness in environmental protection, and management monitoring of the implementation of environmental policies.

Management of Emissions

The Group recognises the close link between energy consumption and greenhouse gas emissions and undertakes various energy saving measures (refer to the "Management of Resources Utilization" section below for details) to reduce energy consumption, improve energy efficiency and reduce greenhouse gas emissions. Waste management mainly involves disposal of domestic garbage and collection of waste paper for recycling (refer to the "Management of Resources Utilization" section below for details). The Group's businesses are media content distribution and brand licensing. We do not generate any hazardous wastes.

Management of Resources Utilization

The Group carefully manages the use of resources and is committed to ensuring that all resources are used in an efficient and prudent manner. We continually seek to identify and reduce environmental impacts attributable to our operational activities, strive to increase our employees' awareness of resources conservation. Our employees are encouraged to make full and effective use of resources, and to avoid wastage.

Energy Conservation

Gasoline is only used in the Group's vehicles. We carry out regular repairs and maintenance on vehicles for better energy use efficiency, and reduction of fuel consumption and greenhouse gas emissions due to less usage of vehicle. During the Reporting Period, the Group consumed approximately 1,920.7 liters of gasoline as compared to 2,817.4 liters of gasoline last year.

環境保護管理之整體方針

本集團意識到良好環境管理的重要性，並致力於保護環境和天然資源，我們為可持續發展的管理理念，努力不斷地改善環保表現。因應全球的環保趨勢，我們已實施環保政策，以促進節約能源，減少污染物排放及環境風險，其中包括遵守相關的當地環境法律、法規；確保在運營期間有效利用能源、水和其他資源；採取不同措施提升員工的環保意識及管理層監督環保政策的實施。

排放物的管理

本集團意識到能源消耗與溫室氣體減排息息相關，因此我們透過多種節約能源的措施（詳情可參閱下面的「資源使用的管理」部分），以降低能源消耗及提高能源效益並減少產生溫室氣體。廢物管理主要涉及生活垃圾的處理和廢紙的回收利用（詳情可參閱下面的「資源使用的管理」部分）。本集團的主要業務為媒體內容發行及品牌授權，我們並無產生任何有害廢物。

資源使用的管理

本集團認真管理資源的使用，並致力於確保所有資源得到有效及審慎的使用。我們持續辨識及減少經營活動對環境所造成的影響，並努力提高僱員的資源節約意識。我們鼓勵僱員充分及有效地利用資源，以避免浪費。

節約能源

汽油消耗只是用於本集團的汽車，我們定期維修及保養車輛以提高能源的使用效率，並因減少車輛使用而減少燃料消耗和溫室氣體排放。於報告期內，本集團消耗汽油約1,920.7公升，而去年汽油消耗量為2,817.4公升。

OVERALL ENVIRONMENTAL PROTECTION MANAGEMENT APPROACH

(Continued)

Management of Resources Utilization (Continued)

Energy Conservation (Continued)

The Group consumes electricity mainly in its offices. We have implemented a number of measures to save electricity and to improve the energy efficiency of electrical appliances, and to encourage employees to cultivate good habits in using electrical appliances. For example, promoting the use of energy-efficient lighting; encouraging our employees to switch off air conditioners, computers, personal electronic devices, light and common office equipment when not in use; and keeping all electronic appliances well-maintained to ensure electricity is used effectively. During the Reporting Period, the Group consumed 82.7 megawatt hours (“MWh”) as compared to 84.7 MWh last year.

We supported the World Wildlife Fund’s “Earth Hour 2020” event and invited our staff to take part in the event from their homes on Saturday, 28 March 2020, and we also encouraged our staff to get their friends and families to participate in the “Earth Hour” together.

Water Conservation

The Group uses water mainly in its pantry and common restrooms. We have educated our employees to save water in daily life so as to reduce wastage. During the Reporting Period, the Group consumed approximately 76.5 tonnes of water as compared to 72.5 tonnes of water last year.

Paper Conservation

The Group promotes the “green office” policy by encouraging our staff to save paper and avoid wastage. We distribute information and documents in electronic format to minimize photocopying and printing. We also encourage our staff to print on both sides of each paper and to reuse single-sided used paper. We then collect double-sided waste paper by putting them into collection boxes for the further handling by recycling companies. During the Reporting Period, the Group consumed approximately 0.18 tonnes of paper which was roughly the same as last year.

Compliance

During the Reporting Period, there was no non-compliance with relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

環境保護管理之整體方針 (續)

資源使用的管理 (續)

節約能源 (續)

本集團的電力消耗主要用於辦公室。我們實行了一系列的節電及提高電器用電效能的措施，並鼓勵僱員培養其使用電器的良好習慣，例如：提倡使用節能燈具；使用智能化電力系統；鼓勵僱員不使用空調機、電腦、個人電子設備、電燈和公共辦公設備時關掉電源；把所有電器維護保養好，將各電子設備保持最佳的狀態，確保有效地使用電力。於報告期內，本集團耗電82.7兆瓦時，而去年為84.7兆瓦時。

我們支持世界野生動物基金會的「2020年地球一小時」活動，並邀請員工於2020年3月28日(星期六)在各自家中參加該活動，亦鼓勵員工請其親朋好友共同參與「地球一小時」活動。

節約用水

本集團的用水主要來自茶水間及辦公室洗手間，我們教育僱員節約用水並從日常生活開始，減少浪費。於報告期內，本集團耗水約76.5噸，而去年耗水量為72.5噸。

節約用紙

本集團提倡綠色辦公室政策，鼓勵員工節約用紙，避免浪費。我們盡量以電子檔案形式傳遞資訊及文件，以減少影印及列印。我們鼓勵員工雙面列印，亦要盡量充分利用及循環使用單面列印的紙張，將兩面都已使用過的廢紙放入再造紙收集箱，並交由回收商處理。於報告期內，本集團消耗紙張約0.18噸，與去年同期大致持平。

合規性

於報告期內，並無涉及空氣和溫室氣體排放、排放到水體及陸地、有害和無害廢物產生相關並對本集團有重大影響的已確認違規事件。

OVERALL ENVIRONMENTAL PROTECTION MANAGEMENT APPROACH

(Continued)

The Environment and Natural Resources

The Group has always been focusing on environmental protection and envisions that everyone can work together to build a better environment for living. In order to enhance our employees' understanding of the adverse impact of our habit and business activities on the environment, we continue to adopt various policies, measures, and actions in reducing carbon footprint (refer to the sections "Management of Emissions" and "Management of Resources Utilization" above for details). We also encourage our employees to convey the importance of protecting the environment to their families, friends and business partners so as to build a stronger network in alleviating climate change due to human factors.

OVERALL APPROACH ON EMPLOYMENT AND LABOUR PRACTICES

Employees are our most valuable assets and key driver for the Group's sustainable and long-term business development. We are committed to create a discrimination-free, equal, harmonious and safe workplace; to build relationships with mutual-respect; to encourage our employees to be innovative, flexible and committed when dealing with our customers and to provide high quality products and services. We also offer promotion opportunities to attract, develop, retain and reward our talented staff and provide commensurate remuneration and benefits.

Talent Selection

The Group adopts a fair employment policy. The appropriate candidates would be selected based on their experiences, knowledge and abilities, and other job requirements, and regardless of their race, gender, age, nationality, or religion. This employment policy applies throughout all phases of the employment, including but not limited to hiring, promotion, performance appraisal, training, personal development and termination. As at 31 March 2020, we have a gender diversified workforce with employee gender ratio of 1 male to 3 females (2019: 1 male to 3 females) and our board also had a gender ratio of 3 males to 4 females (2019: 2 males to 3 females).

Labour Standards

The Group respects human rights and prohibits any unethical hiring practices, including child and forced labour. Background checks with the review of identity documents of job applicants would be conducted in our hiring process. During the Reporting Period, we did not hire any applicant under the legal working age and comply with the local laws and regulations against child and forced labour. The Group also complies with relevant immigration laws in respect of foreign staff.

環境保護管理之整體方針 (續)

環境及天然資源

本集團亦有關注及愛護大自然，希望各人共同創造美好宜居環境。為了讓本集團的僱員更加瞭解各人使用資源的習慣及營業活動對環境所造成的負面影響，我們不斷透過各種政策、措施和行動，減少碳足跡（詳細資料請參考上文「排放物的管理」與「資源使用的管理」部分）。我們亦鼓勵僱員將環保訊息傳給身邊的家人、朋友、業務夥伴等，凝聚更多的力量共同紓緩由人為因素造成氣候變化的影響。

僱傭及勞工常規之整體方針

本集團一直視僱員為最寶貴的資產，對於可持續和長遠業務發展起著關鍵作用。我們致力打造非歧視、平等、和諧及安全的工作環境；並以互相尊重、與員工建立良好的關係為目標，鼓勵僱員創新、靈活和重視承諾，完成為客戶提供優質產品和服務的使命。我們亦創造有利條件吸引、發展、挽留和獎勵人才；提供相稱的薪酬與福利。

人才甄選

本集團採用平等僱用政策，我們以經驗、知識、能力及其他工作要求為僱用標準，而並非種族、性別、年齡、國籍及宗教信仰。此政策適用於不同階段的僱傭關係，包括但不限於招聘、晉升、績效考核、培訓、個人發展及終止聘用。截至2020年3月31日，我們的僱員性別比例為1位男性對3位女性（2019年：1位男性對3位女性），而我們董事會的性別比例為3位男性對4位女性（2019年：2位男性對3位女性）。

勞工準則

本集團重視人權及防止任何不道德的招聘包括童工及強制勞工，在招聘的過程中進行背景審查並核對求職者的身份證明文件。於報告期內，我們已遵守本地法律法規，並無僱用低於法定工作年齡的童工或強制勞工。本集團亦遵守有關外籍員工的有關入境法例。

OVERALL APPROACH ON EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

Compensation and Welfare

The Group reviews the salary levels of employees regularly and benchmarks against up-to-date remuneration data in the industry, so as to establish a fair, reasonable and competitive remuneration scheme. Staff salary levels are decided based on one's knowledge, skills, scope of work, performance, experience and education background. Our employee remuneration package includes fixed salary, annual leave, paid sick leave, discretionary year-end bonus and other benefits. We conduct periodic performance appraisal and fairly assess the level of the discretionary bonus, salaries increment and/or promotion recommendations based on a number of criteria. All employees are entitled to rest days and holidays, for example, annual leaves, sick leaves, maternity leaves, paternity leaves, compassionate leaves and marriage leaves. We handle dismissal and compensation in accordance with the local laws and regulations. We pay attention to our employees' health and encourage work-life balance. Our employees' working hours are based on the local labour laws. We may require employees to report to work on weekend or public holidays but they will be entitled to extra time allowances or compensation time-off accordingly. The Group HR submits MPF contributions on time, and the consistent good effort was recognised by the Mandatory Provident Fund Schemes Authority with the Good MPF Employer Award, e-Contribution Award and MPF Support Award in October 2019.

On 6 February 2020, the Board adopted the Share Award Scheme which aims to reward our employees (and other eligible persons) for their past, present or expected contribution and loyalty to the Group and align their interests with those of the Shareholders through the grant of Award.

Development and Training

The Group has always been paying attention to talent cultivation and is committed to staff training and development, as well as staff self-enhancement. Permanent employees with 12 months' service or more may apply for job-related training programme(s) approved by the Group. Examples of training activities attended by our employees during the Reporting Period includes Compliance Overview of a Listed Company, Media Skills Training, Innovation & Leadership under Uncertainty, and, Strategy & Innovation for Sustainable Growth Smart Pricing, How to address the future ESG requirements Seminar and Annual Update on Financial Reporting Seminar. Business Heads from overseas offices were invited to attend the Head Office business development meeting in January 2020.

僱傭及勞工常規之整體方針 *(續)*

員工待遇

本集團定期對內考察僱員各級薪酬水平，並以行業內最新的薪酬數據為基準，力求建立公平、合理、極具競爭力的薪酬體系。員工的薪酬按照每一職位所要求的知識、技能、工作範圍、工作業績、經驗和教育程度等因素而釐定。僱員的薪酬包括固定工資、年假、帶薪病假、酌情年終獎金和其他福利。我們定期進行績效考核並根據多項標準公平地評估給予員工的獎金、加薪幅度及／或晉升建議。所有僱員均享有休息日及法定假日，例如年假、病假、產假、育嬰假、其他公假及婚假。如解僱員工或因此而需要作出賠償，我們亦會按照當地的法律法規處理。我們重視僱員的健康，鼓勵他們維持工作與生活平衡，並依照當地的勞動法訂立僱員工作時數。我們可能要求僱員在周末或公共假日工作，他們會獲得額外的時間津貼或相應的補償假。本集團人力資源部按時提交強積金供款，其不懈的努力得到了強制性公積金計劃管理局的肯定，其於2019年10月向本集團頒發「積金好僱主」、「電子供款獎」及「積金推廣獎」等獎項。

於2020年2月6日，董事會通過股份獎勵計劃，以期就僱員(及其他合資格人士)過去、現在或預期對本集團所做的貢獻及表現出的忠誠度獎勵僱員，並透過授予獎勵令員工利益與股東利益保持一致。

發展及培訓

本集團一向重視人才培養，致力於員工的培訓和發展，並鼓勵員工自我提升。凡於本集團服務滿12個月或以上的永久僱員可以申請本集團批准的與工作相關的培訓計劃。於報告期內，我們僱員參加的培訓活動包括：上市公司合規概述、媒體技能培訓、不確定因素下的創新與領導力培訓，以及可持續增長智能定價的策略與創新培訓，如何滿足未來的環境、社會、管治要求研討會及財務報告年度更新研討會。來自海外辦事處的業務主管應邀參加2020年1月舉行的總部業務發展會議。

OVERALL APPROACH ON EMPLOYMENT AND LABOUR PRACTICES *(Continued)*

Health and Safety

We recognise the importance of our employees' health and safety at work, therefore we strictly implement office environment sanitation and fire safety management to prevent occupational hazards which might lead to staff injury. Smoking in the office areas are absolutely prohibited. We have clear evacuation procedures in case of fire outbreak in offices to ensure that our employees are able to take sensible and immediate action.

The Group management and HR team have taken various precautionary measures in response to the novel coronavirus (COVID-19) outbreak, which was recognised as a global pandemic by the World Health Organisation in March 2020. We actively and frequently communicated with our staff to keep them well informed of the measures adopted by the Group to ensure workplace hygiene and staff wellbeing since the outbreak in January 2020. We provide surgical masks and sanitisers in the office premises for the staff. We also sent surgical masks to overseas offices. Flexi-working hours were arranged for staff allowing flexibility to avoid crowds in public transportation during peak hours. Arrangements were made for a pregnant employee to work from home. Staff who traveled outside of Hong Kong were asked to stay at home for 14 days upon their return before returning to the office.

Compliance

During the Reporting Period, the Group (i) was not aware of any non-compliance incidents relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare that have significant impact on the Group; (ii) has not identified any cases of non-compliance in relation to child labour or forced labour; and (iii) was not aware of any non-compliance of laws and regulations in relation to health and occupational safety.

僱傭及勞工常規之整體方針 *(續)*

健康與安全

我們意識到僱員工作健康和安全性的重要性，所以嚴格執行辦公室環境衛生和消防安全管理，以防止可能導致員工受傷的職業危害。辦公室是絕對禁止吸煙的。如果辦公室發生火災，我們有明確的疏散程序，以確保我們的僱員能夠及時作出明智及即時的行動。

本集團管理層和人力資源團隊針對2019新型冠状病毒病(COVID-19)疫情採取了各種預防措施，該疫情於2020年3月被世界衛生組織確認為全球大流行病。自2020年1月疫情爆發以來，我們一直與員工進行積極頻繁的溝通，使彼等充分瞭解本集團為確保工作場所衛生及員工福祉所採納的措施。我們在辦公場所為員工提供醫用外科口罩及洗手液。我們亦為海外辦事處寄送醫用外科口罩。我們為員工安排靈活的工作時間，方便其靈活避開高峰時段公共交通的擁堵。並安排懷孕僱員在家辦公。前往香港境外出差的員工被要求於返回後居家隔離14日，之後再回辦公室辦公。

合規性

於報告期內，本集團(i)並無涉及與補償和解僱、招聘和晉升、工作時間、休息時間、機會均等、多樣性、反歧視以及其他利益和福利有關並對本集團有重大影響的任何違規事件；(ii)並無涉及任何與童工或強迫勞動有關的違規事件；及(iii)並無涉及任何與健康和職業安全有關的法律和法規違規行為。

OVERALL APPROACH ON MANAGING OPERATING PRACTICES

Supply Chain Management

The Group strives to maintain long-term, stable and strategic cooperative relationships with leading media content and brand licensors, and to co-develop with them on the basis of equality to achieve a win-win situation. We select and work with licensors with reputation and strong commitment to their content and brand. Many of them are also listed companies with commitment to social responsibility.

Each media content provider will have different media content and we enter into distribution agreements and/or licence agreements for each media content for the relevant rights, territories, distribution channels and licence period. Similarly, we also enter into agency and/or licence agreements with each brand owner for the relevant categories, territories and agreement period.

Product and Service Responsibility

Product and Service Quality

We have been dedicated in providing high product quality and professional services with the highest degree of integrity and pursuit of excellence to our customers. The distribution of the licensed media content by our customers are subject to applicable laws and regulations at the relevant countries and territories. We make sure that the media content to be broadcasted will comply with the relevant regulation. Any updates in such laws and regulations or their interpretation may impose more onerous compliance requirement on our customers and we work with our customers and support them to obtain additional licenses, permits, approvals, registration or certificates for the broadcast.

As the way of media content consumption continues to evolve, the channels our customers used may be replaced by newer distribution channels. We help our customers identify sufficient or suitable distribution channels based on our knowledge and experience in the media content distribution trend.

Management of Intellectual Property

The Group has standard operating instructions for all departments and employees to follow so that the registration and on-going protection procedures of intellectual property rights and trademarks are conformed. By well-defined registration procedures such as pre-registration preparation, internal application examination and renewal of trademark, we ensure transparency in the decision making process.

管理營運慣例之整體方針

供應鏈管理

本集團努力與有實力的媒體內容授權方和品牌授權方保持長期、穩定的戰略合作關係，並在平等、雙贏的基礎上共同發展業務。我們選擇具有良好聲譽和對內容和品牌有堅定承諾的品牌授權方並與之合作，他們大部分都是對社會有責任感的上市公司。

每個媒體內容授權方擁有不同的媒體內容，我們針對每種媒體內容簽訂了有關權利、地區、發行渠道和許可期限的發行協議及／或許可協議。同樣地，我們還與每個品牌擁有者簽訂了有關種類、地區和協議期限的代理及／或許可協議。

產品及服務責任

產品及服務質量

我們一直致力為客戶提供最高的誠信度和追求卓越的高質量產品和專業服務。我們的客戶分發許可的媒體內容時，必須遵守相關國家和地區的適用法律和法規，我們確保廣播的媒體內容符合相關規定。此類法律法規的任何更新或其解釋都可能對我們的客戶提出更嚴格的合規要求，我們與客戶合作並支持他們獲得廣播的其他許可、許可證、批准、註冊或證書。

隨著媒體內容消費方式的不斷發展，我們的客戶使用的渠道可能會被新的發行渠道所取代。我們根據我們在媒體內容發行趨勢方面的知識和經驗，幫助客戶確定足夠或合適的發行渠道。

知識產權管理

本集團所有部門和僱員需遵循標準營運指引，遵守知識產權和商標的註冊和持續保護程序。透過明確的註冊程序，例如預先註冊準備、內部申請審查和商標更新，我們確保決策過程的透明度。

OVERALL APPROACH ON MANAGING OPERATING PRACTICES *(Continued)*

Product and Service Responsibility *(Continued)*

Management of Intellectual Property *(Continued)*

In order to protect our trademarks and intellectual property rights, designated staff is responsible for periodically checking the Hong Kong Intellectual Property Journal and other international webpages if there is new application of trademark registration which is likely to cause confusion with the Group's trademarks and we will raise objection accordingly. In case of any suspected infringement of the Group's trademarks, we will take action under the Trade Marks Ordinance and other applicable rules and regulations in other countries.

Sustainability

In terms of sustainability, customers' satisfaction is vital to our constant and continuous business growth. Our products and services are well recognised in the media content and brand licensing industry. The viewership and subscribers increase in our proprietary Ani-One® channel indicates that we meet our customers' content needs.

During the Reporting Period, our licensed Japanese animation movie "Children of the Sea" was honoured to receive "2019 Best Animation Film Award" in the 74th Mainichi Film Awards and "Animation Division — Grand Prize" in the 23rd Japan Media Arts Festival. The "Children of the Sea" is highlighted not only for its animation beauty but also for the prominent environmental conservation messages it carries. We received the Excellent Licensed Theme Location Based Entertainment Campaign Award by China Licensing Federation and China Licensing Expo in recognising the popular Popeye's 90th Anniversary Art Exhibition in Beijing. As the exclusive master agent for the Little Prince in China and South East Asia, our brand licensing team worked closely with the Little Prince Language Centre in China, which was awarded the 2019 Most Influential Early Childhood English Brand Award by Tencent News. These awards reflected our high quality products and services, and our good reputation in the media content and brand licensing industry.



"The Excellent Licensed Theme Location Based Entertainment Campaign Award" by China Licensing Federation and China Licensing Expo

管理營運慣例之整體方針 *(續)*

產品及服務責任 *(續)*

知識產權管理 *(續)*

為了保護我們的商標和知識產權，如果有新的商標註冊申請有可能與本集團的商標產生混淆，指定人員應定期查看《香港知識產權公報》和其他國際網頁，我們將因此提出異議。如果涉嫌侵犯本集團商標，我們將根據《商標條例》和其他國家/地區的其他適用規則和規定採取行動。

可持續性

在可持續性方面，客戶的滿意對我們持續不斷的業務增長至關重要。我們的產品和服務在媒體內容及品牌授權行業中廣受認可。我們的Ani-One®專有頻道的收視率及訂閱人數增加表明我們滿足了客戶的內容需求。

於報告期內，我們獲上映許可的日本動畫電影《海獸之子》有幸斬獲第74屆每日電影獎的2019最佳動畫電影獎以及第23屆日本媒體藝術節「動畫部門 — 大賞」獎項。《海獸之子》不僅因其畫面唯美而脫穎而出，亦因其承載的重要環保信息而備受矚目。我們在北京舉辦的大力水手九十週年潮流藝術展榮獲中國品牌授權聯盟及中國授權展頒發的「優秀主題空間授權合作項目獎」。作為《小王子》在中國及東南亞地區的獨家總代理，我們的品牌授權團隊與中國的小王子語言中心緊密合作，該中心被騰訊網授予2019年度最具影響力少兒英語品牌大獎。這些獎項肯定了我們產品和服務的質量，以及我們在媒體內容及品牌授權行業擁有良好聲譽。

中國品牌授權聯盟及中國授權展頒發的「優秀主題空間授權合作項目獎」

OVERALL APPROACH ON MANAGING OPERATING PRACTICES *(Continued)*

Product and Service Responsibility *(Continued)*

Confidentiality

Confidentiality is one of the Group's core values. We have established policies and procedures to protect suppliers' and customers' information confidential through our employees' handbook, employment agreement and trainings. We also adhere to the requirement under the Personal Data (Privacy) Ordinance (Cap. 486) in Hong Kong. We handle suppliers' and customers' information with integrity and diligence. The details are maintained by assigned staff and they have to comply with the requirements of confidentiality.

Compliance

During the Reporting Period, the Group did not have any issues relating to violations nor receive any complaints concerning breaches of suppliers' and customers' privacy and loss of data.

Anti-corruption

Maintaining an ethical working environment is one of the Group's core values. We have adopted a zero-tolerance approach for all kinds of corruption, bribery and extortion situation. Offenders who request and/or accept bribes, obtain other illegal interests are to be heavily penalized. We require all employees to strictly comply with our anti-corruption policies and procedures, and to prevent any case of bribery. All directors and staff are required to follow our Code of Conduct on acceptance of advantage and handling of conflicting interest when dealing with the Group's business. Disclosure forms are provided to directors and staff for reporting on gifts or advantages received and declaring any conflict of interest. We are determined in combating corruption and building a clean society.

Compliance

During the Reporting Period, the Group was not aware of (i) any non-compliance with the Prevention of Bribery Ordinance (Cap. 201) in Hong Kong, or (ii) any litigation cases related to corruption in which the Group was involved.

管理營運慣例之整體方針 *(續)*

產品及服務責任 *(續)*

保密

保密是本集團的核心價值觀之一。我們制定了政策和程序，透過僱員手冊、僱傭協議和培訓來保護供應商和客戶的資料保密。我們還遵守香港《個人資料(私隱)條例》(第486章)的要求。我們以誠信和審慎的態度處理供應商和客戶的資料。詳細資料由指定的員工處理，並且必須遵守保密要求。

合規性

於報告期內，本集團未發生任何違規問題，也未收到任何關於違反供應商和客戶隱私以及遺失資料的投訴。

反貪污

維持有道德標準的工作環境是本集團的核心價值觀之一。我們對於各種貪污、賄賂和勒索情況採取了零容忍的態度。要求賄賂或收受賄賂，獲得其他非法利益的員工將受到重罰。我們要求所有僱員嚴格遵守我們的反貪污政策和程序，並防止任何賄賂案件。所有董事和員工均必須遵守我們的《行為準則》，其中規定了所有董事和員工的基本行為標準，以及在業務往來時接受利益和處理利益衝突的政策。當董事和員工收取禮物或好處而有機會產生利益衝突時，必須填寫披露表格作申報。我們決心打擊貪污，並為建設廉潔社會作出貢獻。

合規性

於報告期內，本集團並不知悉(i)任何違反香港《防止賄賂條例》(第201章)的行為或(ii)任何牽扯到本集團的貪污相關訴訟案件。

OVERALL APPROACH ON COMMUNITY INVESTMENT

Our Group is based in Hong Kong and continues to invest in Hong Kong and locations we operate by hiring local staff. We hire local professionals and pay tax according to the local laws. We have also enrolled on retirement fund and medical and travel insurance schemes for our directors and staff. We conduct our businesses according to good business practices, actively promote green and environmentally friendly concepts, and strive for good business development; contribute to social stability and building a harmonious community.

We encourage our employees to help people in need by participating in voluntary services or making charitable donations. During the Reporting Period, we participated in Oxfam Rice Event in May 2019. Our staff and their family members helped in selling the Oxfam rice in Metro Plaza, Kwai Fong and we were awarded the Outstanding Volunteer Team Fundraising Award. We were one of the sponsors in the Seniors Esports & Experience Day organised by the Society for the Promotion of Hospice Care on 27 July 2019 at Cyberport Hong Kong; and the Oxfam Trailwalker in November 2019. Moreover, our staff participated in Yan Oi Tong Popeye Charity Run Event on 15 December 2019.

As a HK ambassador to promote the IP industry in Hong Kong, our CEO and Chairman Ms. Lovinia Chiu shared how our Group can assist esports companies or startups to utilise IP Commercialisation at the Digital Entertainment Leadership Forum 2019 at Cyberport Hong Kong. Ms. Chiu was also invited to share her entrepreneurial experiences with the Executive MBA participants of the Chinese University of Hong Kong in September 2019 and January 2020.

In March 2020, we created an epidemic prevention music video using our Kiki and Nuna characters, who are transformed into “epidemic prevention angels” to spread their positive energy during this challenging period. This epidemic prevention children’s song aims to bring encouragement in everyone’s effort in preventing the spread of COVID-19.

社區投資之整體方針

本集團總部設於香港，並透過僱用當地員工繼續在香港及其他營運地方投資。我們僱用當地專業人士並根據當地法律納稅。我們還為董事和員工提供了退休基金以及醫療和旅行保險計劃。我們按照良好的商業慣例開展業務，積極倡導綠色環保概念，並努力促進良好的業務發展；為社會穩定和建設和諧社區作出貢獻。

我們鼓勵僱員通過參加志願服務或進行慈善捐贈來幫助有需要的人。於報告期內，我們於2019年5月參加了樂施米義賣大行動。我們的員工及其家屬幫忙在葵芳新都會廣場義賣樂施米，我們因此獲頒「義工團隊傑出籌款獎」。我們參與贊助了善寧會於2019年7月27日在香港數碼港舉辦的「樂齡電競及體驗日」以及於2019年11月舉辦的樂施毅行者活動。此外，我們的員工於2019年12月15日參加了仁愛堂·大力水手慈善跑活動。

作為宣傳香港IP產業的香港大使，我們的行政總裁兼主席趙小燕女士在香港數碼港2019數碼娛樂領袖論壇上分享了有關本集團如何協助電競公司或初創企業利用IP商業化的內容。趙女士亦應邀於2019年9月和2020年1月與香港中文大學的高級MBA學員分享創業經驗。

於2020年3月，我們利用奇奇和努娜兩個角色製作了一部防疫音樂短片，彼等化身「防疫天使」，於此充滿挑戰的時期內傳播正能量。這首防疫兒歌旨在鼓勵所有人努力防止2019新型冠狀病毒病的傳播。

Environmental, Social and Governance Report

環境、社會及管治報告



樂施米義賣大行動 OXFAM RICE EVENT 2019

感謝狀
Certificate of Appreciation

鈔邦集團有限公司

余冠雄
Executive Director
總經理 Supervisor



樂施米義賣大行動 OXFAM RICE EVENT 2019

感謝狀
Certificate of Appreciation

義工團體傑出籌款獎

鈔邦動畫(國際)有限公司

余冠雄
Executive Director
總經理 Supervisor





Society for the Promotion of Hoisick Care

樂齡電競及體驗日

Seniors Esports & Experience Day

27 . 07 . 2019

協辦機構 Co-organizers



卓越企業贊助 Premier Corporate Sponsors



特別鳴謝 Special Thanks



金鑽贊助 Diamond Sponsor



白金贊助 Platinum Sponsor



金銀贊助 Gold Sponsors



個人貴賓贊助 Celebrity Match Sponsor



ENVIRONMENTAL PERFORMANCE DATA
SUMMARY

環境數據表現摘要

	Unit 單位	2018/19 2018/19年度	2019/20 2019/20年度
Greenhouse Gas (“GHG”) Emissions: 溫室氣體排放量：			
Scope 1¹: 範圍一 ¹ ：			
Total 總量	Tonnes 噸	6.45	5.20
Intensity³ 密度 ³	Tonnes 噸	0.08	0.05
Scope 2²: 範圍二 ² ：			
Total 總量	Tonnes 噸	75.93	51.82
Intensity³ 密度 ³	Tonnes 噸	0.99	0.54
Air emissions⁴: 廢氣總排放量 ⁴ ：			
Nitrogen oxides 氮氧化物	Kilograms 千克	1.64	1.15
Sulfur oxides 硫氧化物	Kilograms 千克	0.04	0.03
Particulate matters 顆粒	Kilograms 千克	0.12	0.09
Natural Resources Consumption: 天然資源消耗量：			
Electricity⁴: 電力 ⁴ ：			
Total 總量	MWh 兆瓦時	84.7	82.7
Intensity³ 密度 ³	MWh 兆瓦時	1.10	0.86
Gasoline: 汽油：			
Total 總量	Liters 公升	2,817.4	1,920.7
Intensity³ 密度 ³	Liters 公升	36.6	20.0
Water Resources⁴: 水資源 ⁴ ：			
Total 總量	Tonnes 噸	72.5	76.5
Intensity³ 密度 ³	Tonnes 噸	0.94	0.80

Notes:

- Scope 1 refers to the Group's business direct GHG emissions, including combustion of gasoline.
- Scope 2 refers to the Group's business indirect GHG emissions, including consumption of purchased electricity.
- Intensity is based on the number of employees.
- Estimation methods of data for environmental aspect have been revisited and revised, for a more comprehensive and accurate disclosure in the Reporting Year when compared to last year's methods. Therefore, last year's data was revised.

附註：

- 範圍一是指本集團業務直接產生的溫室氣體排放，包括燃燒汽油。
- 範圍二是指本集團業務內部消耗購回來的電力所引致的「間接能源」溫室氣體排放。
- 密度是以僱員數目計算。
- 已對環境層面數據的估計方法進行重新審視及修訂，以便相較去年的方法令報告年度的披露更為全面及準確。因此，去年的數據已修訂。

“ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE” BY HKEX

General Disclosure/ Key Performance Indicators (“KPIs”) 一般披露/ 關鍵績效指標		Reporting Guideline 報告指引	Page 頁數
A. Environmental A. 環境方面			
Aspect A1 層面A1	Emissions 排放物		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.		39
一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。		39
KPI A1.1	The types of emissions and respective emissions data.		49
關鍵績效指標 A1.1	排放物種類及相關排放數據。		49
KPI A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).		49
關鍵績效指標 A1.2	溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。		49
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).		N/A ¹
關鍵績效指標 A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。		不適用 ¹
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).		N/A ²
關鍵績效指標 A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。		不適用 ²
KPI A1.5	Description of measures to mitigate emissions and results achieved.		39-40
關鍵績效指標 A1.5	描述減低排放量的措施及所得成果。		39-40
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.		N/A ¹
關鍵績效指標 A1.6	描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。		不適用 ¹

“ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORTING GUIDE” BY
HKEX (Continued)

聯交所的《環境、社會及管治報
告指引》(續)

General Disclosure/ Key Performance Indicators (“KPIs”) 一般披露/ 關鍵績效指標	Reporting Guideline 報告指引	Page 頁數
A. Environmental A. 環境方面		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	39-40
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (MWh) and intensity (e.g. per unit of production volume, per facility) 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以兆瓦時計算)及密度(如以每產量單位、每項設施計算)	49
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	49
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	39-40
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	40
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	N/A ¹ 不適用 ¹
Aspect A3 層面 A3	The Environment and Natural Resources 環境及天然資源	
General Disclosure 一般披露	Policies on minimizing the issuer’s significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	41
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	41

“ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE” BY HKEX (Continued)

General Disclosure 一般披露	Reporting Guideline 報告指引	Page 頁數
B. Social³ B. 社會³		
Aspect B1 層面B1	Employment and Labour Practices 僱傭及勞工常規	
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	41-42
一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	41-42
Aspect B2 層面B2	Health and Safety 健康與安全	
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	43
一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	43
Aspect B3 層面B3	Development and Training 發展及培訓	
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	42
一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	42
Aspect B4 層面B4	Labour Standards 勞工準則	
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	41
一般披露	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	41
Aspect B5 層面B5	Supply Chain Management 供應鏈管理	
General Disclosure	Policies on managing environmental and social risks of the supply chain.	44
一般披露	管理供應鏈的環境及社會風險政策。	44

“ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE” BY HKEX (Continued)

聯交所的《環境、社會及管治報告指引》(續)

General Disclosure 一般披露	Reporting Guideline 報告指引	Page 頁數
B. Social³ B. 社會³		
Aspect B6 層面B6	Product and Service Responsibility 產品及服務責任	
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	44-46
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	44-46
Aspect B7 層面B7	Anti-corruption 反貪污	
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	46
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	46
Aspect B8 層面B8	Community Investment 社區投資	
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	47
一般披露	有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	47

Notes:

- The Group's businesses are media content distribution and brand licensing. We did not generate any hazardous wastes.
- The Group's businesses are media content distribution and brand licensing. The non-hazardous wastes are mainly domestic garbage and waste paper. The employees generate little domestic garbage and waste paper and the related data is difficult to be collected. So there is no statistics for the amount of non-hazardous wastes generated.
- Pursuant to Appendix 27 of the Rules Governing the Listing of Securities on the HKEX, the KPIs under Area B "Social" are recommended disclosures only. Therefore, the Group chose not to disclose those KPIs in this Report.

附註：

- 本集團的主要業務為媒體內容發行及品牌授權，我們沒有產生任何有害廢物及使用任何包裝材料。
- 本集團的業務為媒體內容發行及品牌授權。無害廢物主要是生活垃圾及廢紙，僱員只是產生少量的生活垃圾及廢紙，相關數據比較難於收集，因此未有統計無害廢物的產生量。
- 根據香港交易所證券上市規則附錄二十七有關「主要範疇B.社會」的關鍵績效指標只屬建議披露條文；因此本集團選擇不披露該等關鍵績效指標。

Biographies of Directors and Senior Management

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Ms. Chiu Siu Yin Lovinia

Position and Experience

Ms. Chiu Siu Yin Lovinia (趙小燕女士), aged 55, is the founder of our business, the chairman of our Board and the chief executive officer of our Company, an executive Director and chairman of the Nomination Committee. Ms. Lovinia Chiu is primarily responsible for formulating the overall development strategies and business plans of our Group and overseeing the overall development and operations of our Group. She was appointed as a Director on 29 October 2018. In addition, Ms. Lovinia Chiu currently holds the position of director in MEL, MFE, MAIL, Medialink (Asia) Limited, Medialink Holdings Limited, Medialink Entertainment Holdings Limited, Medialink Investment Holdings Limited, Medialink Licensing Holdings Limited, Medialink Pacific Limited, Whatevermiles Limited, Whatevermiles 株式會社 which are wholly-owned subsidiaries of our Company. She has over 30 years of experience in the content distribution industry.

Prior to founding our Group in 2000, Ms. Lovinia Chiu started her career in August 1988 in media content distribution as a marketing assistant at a private Hong Kong company engaged in content distribution. She later took on the role of marketing executive and subsequently director of the marketing and acquisitions department from November 1988 to January 1990 and January 1990 to June 1993 respectively. Ms. Lovinia Chiu later joined Media Assets Limited, a company under Star TV Group which primarily focuses on broadcasting services, as a sales manager from June 1993 to January 1994. Subsequently and up till the founding of our Group, Ms. Lovinia Chiu started to conduct media content distribution and its related licensing business in 1994 through a predecessor of our Group. Ms. Lovinia Chiu was also featured as one of the dynamic women entrepreneurs under the 2015 EY Entrepreneurial Winning Women Asia Pacific programme organised by Ernst & Young. Ms. Lovinia Chiu is one of the judges and investors for the Pan-Asia Venture Development Platform, an independent and self-funded platform which engages EMBA and MBA students as well as graduates for the purpose of developing quality high-growth ventures in Asia.

Ms. Lovinia Chiu received her diploma in business administration from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) in July 1987. In August 2012, Ms. Lovinia Chiu also completed the CUHK EMBA-UC Berkeley Business Negotiations Programme. She received her master's degree in business administration (Executive MBA programme) from The Chinese University of Hong Kong in November 2013.

執行董事

趙小燕女士

職位及經驗

趙小燕女士，55歲，為本公司業務創辦人、董事會主席兼行政總裁、執行董事及提名委員會主席。趙小燕女士主要負責制定本集團的整體發展策略及業務計劃，並監督本集團的整體發展及營運。彼於2018年10月29日獲委任為董事。此外，趙小燕女士目前擔任本公司數間全資附屬公司（即羚邦娛樂、MFE、羚邦動畫（國際）、Medialink (Asia) Limited、羚邦控股有限公司、羚邦娛樂控股有限公司、羚邦投資控股有限公司、羚邦授權控股有限公司、Medialink Pacific Limited、Whatevermiles Limited及Whatevermiles株式會社）的董事。彼擁有逾30年的內容發行行業經驗。

於2000年創立本集團之前，趙小燕女士於1988年8月開展其媒體內容發行事業，在一間從事內容發行的香港私人公司擔任營銷助理。彼後來於1988年11月至1990年1月期間擔任營銷主任，繼而於1990年1月至1993年6月期間擔任營銷及收購部門總監。趙小燕女士其後加入綜藝產權有限公司（衛星電視集團旗下公司，主要專注於廣播服務），於1993年6月至1994年1月期間擔任銷售經理。其後及直至創立本集團期間，趙小燕女士於1994年以本集團的前身開展媒體內容發行及相關授權業務。趙小燕女士亦於安永舉辦的2015年度安永亞太區成功女性企業家項目中獲選為成功女性企業家之一。趙小燕女士為泛亞創業投資平台的評委及投資者之一，該平台為獨立自資平台，聘請行政人員工商管理碩士及工商管理碩士學生以及畢業生發展亞洲優質高增長企業。

趙小燕女士於1987年7月獲香港樹仁學院（現稱香港樹仁大學）頒發工商管理文憑。於2012年8月，趙小燕女士亦完成香港中文大學行政人員工商管理碩士—加利福尼亞大學柏克萊分校商務談判課程（CUHK EMBA-UC Berkeley Business Negotiations Programme）。彼於2013年11月獲得香港中文大學工商管理（行政人員工商管理碩士課程）碩士學位。

Length of service

Ms. Lovinia Chiu was appointed as executive Director on 29 October 2018. Ms. Lovinia Chiu has entered into a service contract with our Company for a term of three years commencing from 29 April 2019. Ms. Lovinia Chiu is subject to retirement by rotation and re-election at annual general meetings of our Company pursuant to the Articles of Association.

Relationships

Ms. Lovinia Chiu is the sister of Ms. Chiu Siu Fung Noletta (executive Director) and Ms. Chiu Siu Ling Barbara (member of the senior management), and the sole shareholder of RLA (Controlling Shareholders). Save as disclosed, Ms. Lovinia Chiu does not have any relationship with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of our Company.

Ms. Chiu Siu Fung Noletta

Position and Experience

Ms. Chiu Siu Fung Noletta (趙小鳳女士), aged 51, is an executive Director. She joined our Group on 27 September 2000 as the executive vice president for sales and acquisition strategies and was appointed as our Director on 29 October 2018. Ms. Noletta Chiu was promoted as the managing director — brand acquisition and licensing of our Group in May 2019. In addition, Ms. Noletta Chiu holds the position of director in MEL, MFE, MAIL, Medialink (Shanghai) Co., Limited, Medialink Brand Management Pte Limited, Medialink Licensing Holdings Limited, Whateversmiles Limited, Whateversmiles 株式會社 and Medialink Cultural & Creative (Beijing) Limited, which are wholly-owned subsidiaries of our Company. She is responsible for supervising and providing strategic advice on the Brand Licensing Business of our Group.

Ms. Noletta Chiu began her career as a production assistant. She subsequently focused on film distribution and video shooting and secured distribution rights to films. Subsequently and prior to joining our Group, Ms. Noletta Chiu worked for the predecessor of our Group, namely Medialink International Limited which was engaged in media content distribution.

Ms. Noletta Chiu graduated with a bachelor of arts degree (major in cinema and photography) from Southern Illinois University in March 1992 for which she was entered onto the Dean's list. Ms. Noletta Chiu is also the Oxfam Hong Kong's Advisor of Resources Development on Fundraising and Communications and the member of HKTDC Design, Marketing and Licensing Services Advisory Committee (2019/2020).

服務年期

趙小燕女士於2018年10月29日獲委任為執行董事。趙小燕女士已與本公司訂立服務合約，任期自2019年4月29日起計為期三年。趙小燕女士須根據組織章程細則於本公司股東週年大會輪流退任及膺選連任。

關係

趙小燕女士為趙小鳳女士(執行董事)及趙小玲女士(高級管理層成員)的姊妹，亦為RLA(控股股東)的唯一股東。除所披露者外，趙小燕女士與本公司董事、高級管理層、主要股東或控股股東概無任何關係。

趙小鳳女士

職位及經驗

趙小鳳女士，51歲，為執行董事。彼於2000年9月27日加入本集團，擔任銷售及收購策略執行副總裁，以及於2018年10月29日獲委任為董事。趙小鳳女士於2019年5月晉升為本集團董事總經理(品牌收購及授權)。此外，趙小鳳女士擔任本公司數間全資附屬公司(即羚邦娛樂、MFE、羚邦動畫(國際)、羚邦星藝文化發展(上海)有限公司、Medialink Brand Management Pte Limited、羚邦授權控股有限公司、Whatsmiles Limited、Whatsmiles 株式會社及羚邦文化創意(北京)有限公司)的董事。彼負責監督本集團的品牌授權業務並就其提供策略意見。

趙小鳳女士透過擔任製片助理開展事業。彼其後專注於電影發行及視頻拍攝，以及取得電影發行權。其後及於加入本集團之前，趙小鳳女士於本集團的前身羚邦影視(國際)有限公司(從事媒體內容發行)工作。

趙小鳳女士於1992年3月畢業於南伊利諾大學，獲得文學士學位(主修電影及攝影)，並獲列入院長嘉許名單。趙小鳳女士亦為香港樂施會籌款及聯絡資源開發顧問，以及2019/2020香港貿易發展局設計、市場及授權服務業諮詢委員會的委員。

Biographies of Directors and Senior Management 董事及高級管理層履歷

Length of service

Ms. Noletta Chiu was appointed as executive Director on 29 October 2018. Ms. Noletta Chiu has entered into a service contract with the Company for a term of three years commencing from 29 April 2019. Ms. Noletta Chiu is subject to retirement by rotation and re-election at annual general meetings of our Company pursuant to the Articles of Association.

Relationships

Ms. Noletta Chiu is the sister of Ms. Chiu Siu Yin Lovinia (Chairman of the Board, executive Director and Chief Executive Officer) and Ms. Chiu Siu Ling Barbara (member of the senior management). Save as disclosed, Ms. Noletta Chiu does not have any relationship with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of our Company.

Mr. Ma Ching Fung

Position and Experience

Mr. Ma Ching Fung (馬正鋒先生), aged 44, is an executive Director, the chief financial officer and company secretary of our Company. Mr. Ma joined our Group on 30 September 2017 and is primarily responsible for overseeing the financial management of our Group. He was appointed as our Director on 29 October 2018. In addition, Mr. Ma holds the position of director in Medialink Cultural & Creative (Beijing) Limited, which is a wholly-owned subsidiary of our Company set up in May 2020.

Mr. Ma has over 20 years of working experience in auditing, accounting and finance in numerous positions across multiple corporations. He began his career in auditing at Price Waterhouse (presently known as PricewaterhouseCoopers), an accountancy firm, in September 1998 and served as an audit manager before he left the firm in May 2004. He served as the finance manager of Pantene Industrial Co., Limited, a private company and the finance manager of Hutchison Harbour Ring Limited, currently known as China Oceanwide Holdings Limited (stock code: 0715), the shares of which are listed on the Stock Exchange, from May 2004 to March 2005 and from March 2005 to April 2006 respectively. Mr. Ma was the group financial controller at IPE Group Limited (stock code: 0929), the shares of which are listed on the Stock Exchange, from May 2006 to September 2007 and he then served as a corporate controller and head of controlling at a private company involved in the production of primary and processed aluminium products from November 2007 to October 2012 and November 2012 to September 2017 respectively before joining our Group.

服務年期

趙小鳳女士於2018年10月29日獲委任為執行董事。趙小鳳女士已與本公司訂立服務合約，任期自2019年4月29日起計為期三年。趙小鳳女士須根據組織章程細則於本公司股東週年大會輪流退任及膺選連任。

關係

趙小鳳女士為趙小燕女士(董事會主席、執行董事兼行政總裁)及趙小玲女士(高級管理層成員)的姊妹。除所披露者外，趙小鳳女士與本公司董事、高級管理層、主要股東或控股股東概無任何關係。

馬正鋒先生

職位及經驗

馬正鋒先生，44歲，為本公司執行董事、財務總監兼公司秘書。馬先生於2017年9月30日加入本集團，主要負責監督本集團的財務管理。彼於2018年10月29日獲委任為董事。此外，馬先生擔任成立於2020年5月的本公司全資附屬公司矜邦文化創意(北京)有限公司的董事。

馬先生於審計、會計及金融方面擁有逾20年工作經驗，曾於多間公司擔任多個職位。彼於1998年9月在羅兵咸會計師事務所(現稱羅兵咸永道會計師事務所)開展其審計事業，於2004年5月離開事務所前擔任審計經理。彼於2004年5月至2005年3月及2005年3月至2006年4月分別擔任品頂實業有限公司(一間私人公司)財務經理及和記港陸有限公司(現稱中泛控股有限公司)(其股份於聯交所上市，股份代號：0715)的財務經理。馬先生於2006年5月至2007年9月擔任國際精密集團有限公司(其股份於聯交所上市，股份代號：0929)的集團財務總監。彼於加入本集團之前，曾分別於2007年11月至2012年10月及2012年11月至2017年9月先後擔任一間從事原鋁及加工鋁產品生產的私人公司的財務總監及財務主管。

Mr. Ma graduated with a bachelor's degree in accountancy from The Hong Kong Polytechnic University in November 1998. He subsequently obtained a master's degree in business administration (Executive MBA programme) at The Chinese University of Hong Kong in November 2013 for which he was entered onto the Dean's list. He has been a fellow of The Association of Chartered Certified Accountants since March 2008, the Hong Kong Institute of Certified Public Accountants since September 2014 and The Taxation Institute of Hong Kong since September 2014. He has been an associate of The Institute of Chartered Secretaries and Administrators since December 2016 and The Hong Kong Institute of Chartered Secretaries since December 2016.

Length of service

Mr. Ma was appointed as executive Director on 29 October 2018. Mr. Ma has entered into a service contract with the Company for a term of three years commencing from 29 April 2019. Mr. Ma is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Ma does not have any relationship with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of the Company.

馬先生於1998年11月畢業於香港理工大學，獲得會計學學士學位。彼其後於2013年11月獲得香港中文大學工商管理(行政人員工商管理碩士課程)碩士學位，並獲列入院長嘉許名單。彼自2008年3月起為英國特許公認會計師公會資深會員，自2014年9月起為香港會計師公會資深會員，自2014年9月起為香港稅務學會資深會員。彼自2016年12月起為英國特許秘書及行政人員公會會員，自2016年12月起為香港特許秘書公會會員。

服務年期

馬先生於2018年10月29日獲委任為執行董事。馬先生已與本公司訂立服務合約，任期自2019年4月29日起計為期三年。馬先生須根據組織章程細則於本公司股東週年大會輪流退任及膺選連任。

關係

馬先生與本公司董事、高級管理層、主要股東或控股股東概無任何關係。

Biographies of Directors and Senior Management 董事及高級管理層履歷

NON-EXECUTIVE DIRECTOR

Ms. Wong Hang Yee, JP

Position and Experience

Ms. Wong Hang Yee, JP (黃幸怡女士), aged 48, joined our Group on 1 July 2016 and was appointed as a non-executive Director on 29 October 2018. She is primarily responsible for providing strategic advice to our Board. In addition, Ms. Wong holds the position of supervisor in Medialink Cultural & Creative (Beijing) Limited, which is a wholly-owned subsidiary of our Company.

Ms. Wong had been a consultant for MEL since 1 July 2016. Prior to joining our Group, Ms. Wong worked at Maxim's Caterers Limited, a food and beverage catering company in Hong Kong, from February 2007 to August 2015 where her last position was head of legal. She then served as a consultant for Maxim's Caterers Limited from September 2015 to August 2016. Ms. Wong has been a consultant at Liau, Ho & Chan, a Hong Kong law firm, since September 2017.

Ms. Wong had been a member of each of the Competition Commission since May 2018, HKSAR Town Planning Board since April 2016, HKSAR Steering Committee on Review of the Regulation of Private Healthcare Facilities since October 2012, HKSAR Chinese Medicine Practitioners Board since September 2017, Audit Committee of West Kowloon District Authority since January 2017 and Hong Kong Council on Smoking and Health since October 2017. She has also been a council and court member of Hong Kong Baptist University since February 2017. She was the vice chairman of the HKSAR Human Organ Transplant Board from February 2013 to February 2019 and has been the chairman of the HKSAR Human Organ Transplant Board since February 2019.

Ms. Wong graduated with a bachelor's degree in law from the City Polytechnic of Hong Kong (currently known as the City University of Hong Kong) in December 1994. She obtained a master's degree in law from the University of London in November 1995 and was awarded the postgraduate certificate in laws from the University of Hong Kong in September 1996. She has been admitted as a solicitor in Hong Kong since September 1998 and a solicitor in England and Wales since December 1998.

非執行董事

黃幸怡女士(太平紳士)

職位及經驗

黃幸怡女士(太平紳士), 48歲, 於2016年7月1日加入本集團及於2018年10月29日獲委任為非執行董事。彼主要負責向董事會提供策略意見。此外, 黃女士擔任本公司全資附屬公司矜邦文化創意(北京)有限公司的監事。

黃女士自2016年7月1日起任矜邦娛樂的顧問。於加入本集團之前, 黃女士於2007年2月至2015年8月期間在美心食品有限公司(香港餐飲公司)任職, 離職前職位為法律主管。彼其後於2015年9月至2016年8月期間擔任美心食品有限公司顧問。黃女士自2017年9月起擔任廖何陳律師行(一間香港律師行)的顧問。

黃女士自2018年5月起為競爭委員會成員、自2016年4月起為香港特別行政區城市規劃委員會成員、自2012年10月起為香港特別行政區私營醫療機構規管檢討督導委員會成員、自2017年9月起為香港中醫藥管理委員會成員、自2017年1月起為西九文化區管理局審計委員會成員及自2017年10月起為香港吸煙與健康委員會成員。彼自2017年2月起亦為香港浸會大學校董會和諧議會成員。彼於2013年2月至2019年2月為香港特別行政區人體器官移植委員會副主席及自2019年2月起為香港特別行政區人體器官移植委員會主席。

黃女士於1994年12月畢業於香港城市理工學院(現稱香港城市大學), 獲得法學學士學位。彼於1995年11月獲得倫敦大學法學碩士學位並於1996年9月獲香港大學頒授法律深造證書。彼自1998年9月起取得香港律師資格, 並自1998年12月起取得英格蘭及威爾士律師資格。

Length of service

Ms. Wong was appointed as non-executive Director on 29 October 2018. Ms. Wong has entered into a service contract with our Company for a term of three years commencing from 29 April 2019. Ms. Wong is subject to retirement by rotation and re-election at annual general meetings of our Company pursuant to the Articles of Association.

Relationships

Ms. Wong does not have any relationship with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of our Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fung Ying Wai Wilson

Position and Experience

Mr. Fung Ying Wai Wilson (馮英偉先生), aged 66, was appointed as an independent non-executive Director with effect from 22 April 2019 and is primarily responsible for supervising and providing independent judgment to our Board. He is also appointed as the chairman of the Audit Committee. Mr. Fung was the financial controller for Jardine Pacific Limited from June 1993 to March 2010. He then served at Jardine Matheson Limited, a private company principally engaged in providing management services to its parent company, namely Jardine Matheson Holdings Limited (LSE: JAR, BSX: JMHBD.BH, SGX:J36), the shares of which are listed on the London Stock Exchange, Bermuda Stock Exchange and Singapore Exchange respectively, as group financial controller from April 2010 to September 2014.

Mr. Fung has been a fellow of the Hong Kong Institute of Certified Public Accountants since July 1987 and served as the president of the same from December 2009 to December 2010. He has also been a fellow member of each of the Institute of Chartered Accountants in England and Wales since July 2017 and the Chartered Association of Certified Accountants (currently known as the Association of Chartered Certified Accountants) since May 1985. He is the founding president of the Hong Kong Business Accountants Association which was established in June 2014. Mr. Fung passed his Advanced Level General Certificate of Education Examinations in Hong Kong in or around 1973.

服務年期

黃女士於2018年10月29日獲委任為非執行董事。黃女士已與本公司訂立服務合約，任期自2019年4月29日起計為期三年。黃女士須根據組織章程細則於本公司股東週年大會輪流退任及膺選連任。

關係

黃女士與本公司董事、高級管理層、主要股東或控股股東概無任何關係。

獨立非執行董事

馮英偉先生

職位及經驗

馮英偉先生，66歲，於2019年4月22日起獲委任為獨立非執行董事，主要負責監督董事會並向其提供獨立判斷。彼亦獲委任為審核委員會主席。馮先生於1993年6月至2010年3月為怡和太平洋有限公司財務總監。彼隨後於2010年4月至2014年9月任職於怡和管理有限公司(一間主要從事向其母公司怡和控股有限公司(其股份分別於倫敦證券交易所(LSE: JAR)、百慕達證券交易所(BSX: JMHBD BH)及新加坡證券交易所(SGX: J36)上市)提供管理服務的私人公司)，擔任集團財務總監。

馮先生自1987年7月起為香港會計師公會資深會員，及於2009年12月至2010年12月擔任同一公會會長。彼自2017年7月起亦為英格蘭及威爾士特許會計師協會資深會員，以及自1985年5月起為特許公認會計師公會資深會員。彼為於2014年6月成立的香港商界會計師協會的創會會長。馮先生於1973年或前後於香港通過普通教育文憑高級程度考試(Advanced Level General Certificate of Education Examinations)。

Biographies of Directors and Senior Management

董事及高級管理層履歷

Mr. Fung has taken up responsibilities with numerous Hong Kong governmental bodies. He has been a member of the Financial Reporting Council since December 2014, Hong Kong Productivity Council since January 2016 and Hong Kong Town Planning Board since April 2016. In addition he has been a board member of the West Kowloon Cultural District Authority since October 2016 and a council member of the Hong Kong University of Science and Technology since April 2017.

Mr. Fung has also taken up responsibilities with various non-governmental bodies. He has been chairman of the Hong Kong Dance Company Limited since November 2015 and an independent non-executive director of Hongkong International Theme Parks Limited, a private company which owns the Hong Kong Disneyland Resort, since September 2018.

Length of service

Mr. Fung was appointed as independent non-executive Director on 22 April 2019. Our Company has issued a letter of appointment to Mr. Fung for a term of three years commencing from 22 April 2019. Mr. Fung is subject to retirement by rotation and re-election at annual general meetings of our Company pursuant to the Articles of Association.

Relationships

Mr. Fung does not have any relationship with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of our Company.

Ms. Leung Chan Che Ming Miranda

Position and Experience

Ms. Leung Chan Che Ming Miranda (梁陳智明女士), aged 67, was appointed as an independent non-executive Director with effect from 22 April 2019 and is primarily responsible for supervising and providing independent judgment to our Board.

Prior to joining our Group, Ms. Leung started her career with MTR Corporation Limited (stock code: 0066), a public transport service company, the shares of which are listed on the Stock Exchange, as a public relations manager from August 1985 to January 1994. She then served as a corporate relations manager from February 1994 to December 2003 and as a general manager for corporate relations from January 2004 to January 2013. In January 2009, Ms. Leung was also appointed as a member of the executive committee for MTR Corporation Limited and remained in such position until her retirement in January 2013.

馮先生於多個香港政府機構任職。彼自2014年12月起為財務匯報局成員，自2016年1月起為香港生產力促進局成員，自2016年4月起成為香港城市規劃委員會成員。此外，彼亦自2016年10月起擔任西九文化區管理局董事局成員，自2017年4月起為香港科技大學校董會成員。

馮先生亦於多個非政府機構任職。彼自2015年11月起擔任香港舞蹈團有限公司主席，自2018年9月起擔任香港國際主題樂園有限公司(一間擁有香港迪士尼樂園度假區的私人公司)獨立非執行董事。

服務年期

馮先生於2019年4月22日獲委任為獨立非執行董事。本公司已向馮先生發出委任函，任期自2019年4月22日起計為期三年。馮先生須根據組織章程細則於本公司股東週年大會輪流退任及膺選連任。

關係

馮先生與本公司董事、高級管理層、主要股東或控股股東概無任何關係。

梁陳智明女士

職位及經驗

梁陳智明女士，67歲，於2019年4月22日起獲委任為獨立非執行董事，主要負責監督董事會並向其提供獨立判斷。

於加入本集團之前，梁女士於1985年8月至1994年1月在香港鐵路有限公司(一間股份於聯交所上市的公共交通服務公司，股份代號：0066)開展其事業，擔任公關經理。彼隨後於1994年2月至2003年12月擔任公司事務經理及於2004年1月至2013年1月擔任公司事務總經理。於2009年1月，梁女士亦獲委任為香港鐵路有限公司執行委員會成員並留任該職位直至其於2013年1月退休為止。

Ms. Leung graduated with a Certificate for Private Secretaries from Hong Kong Technical College (currently known as Hong Kong Polytechnic University) in July 1972. She has been a fellow of The Chartered Institute of Logistics and Transport in Hong Kong since June 1997, a member of The Chartered Institute of Transport (currently known as The Chartered Institute of Logistics and Transport) in the United Kingdom since October 1985 as well as a member of The Institute of Public Relations in the United Kingdom since January 1988.

Ms. Leung was a member of the Council for Sustainable Development from March 2009 to March 2015, the Women's Commission from January 2012 to January 2018 and has been a member of the Executive Committee of the Hong Kong Society for the Protection of Children since December 2011, a member of the Executive Committee of the Hong Kong Equestrian Federation since May 2013, a member of the Hong Kong Housing Society since July 2014, the Community Involvement Committee on Greening since March 2015 as well as the Advisory Committee on Built Heritage Conservation since May 2016. She was also appointed by The Hong Kong Equestrian Federation and The Equestrian Events (Hong Kong) of the Games of the XXIX Olympiad Company Limited as the National Technical Official for the Equestrian Events of the Beijing 2008 Olympic Games from 8 August 2008 to 24 August 2008 as well as the National Technical Official for the Equestrian Events of the Beijing 2008 Paralympic Games from 1 September 2008 to 12 September 2008.

Length of service

Ms. Leung was appointed as independent non-executive Director on 22 April 2019. Our Company has issued a letter of appointment to Ms. Leung for a term of three years commencing from 22 April 2019. Ms. Leung is subject to retirement by rotation and re-election at annual general meetings of our Company pursuant to the Articles of Association.

Relationships

Ms. Leung does not have any relationship with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of our Company.

梁女士於1972年7月畢業於香港工業專門學院(現稱香港理工大學)，獲得私人秘書證書。彼自1997年6月起為香港運輸物流學會院士，自1985年10月起為英國特許運輸學會(現稱英國特許運輸物流學會)會員及自1988年1月起為英國公共關係學會會員。

梁女士於2009年3月至2015年3月為可持續發展委員會成員，於2012年1月至2018年1月為婦女事務委員會成員，自2011年12月起為香港保護兒童會執行委員會成員，自2013年5月起為香港馬術總會行政委員會會員，自2014年7月起為香港房屋協會委員、自2015年3月起為社區參與綠化委員會成員以及自2016年5月起為保育歷史建築諮詢委員會成員。彼亦獲香港馬術總會及第29屆奧林匹克運動會馬術比賽(香港)有限公司於2008年8月8日至2008年8月24日期間委任為北京2008年奧林匹克運動會馬術比賽項目國家技術官員並於2008年9月1日至2008年9月12日期間委任為北京2008年殘疾人奧林匹克運動會馬術比賽項目國家技術官員。

服務年期

梁女士於2019年4月22日獲委任為獨立非執行董事。本公司已向梁女士發出委任函，任期自2019年4月22日起計為期三年。梁女士須根據組織章程細則於本公司股東週年大會輪流退任及膺選連任。

關係

梁女士與本公司董事、高級管理層、主要股東或控股股東概無任何關係。

Biographies of Directors and Senior Management

董事及高級管理層履歷

Mr. Wong Kam Pui, JP

Position and Experience

Mr. Wong Kam Pui, JP (黃錦沛先生), aged 65, was appointed as an independent non-executive Director with effect from 22 April 2019 and is primarily responsible for supervising and providing independent judgment to our Board. He is also appointed as the chairman of the Remuneration Committee.

Mr. Wong has extensive experience in human resources management and administration with local and international organisations of renown. He has been a council member of the Hong Kong Institute of Human Resources Management since June 2000 and later served as its president from July 2008 to June 2010.

He has also been the founder and director of RESOLUTIONS HR & Business Consultancy Company Limited, a private company principally engaged in the provision of business and human resources solutions as well as consultancy services, since March 2015. He served as the non-executive director of Bamboos Health Care Holdings Limited (stock code: 2293), the shares of which are listed on the Stock Exchange, from September 2014 to June 2018. In addition, Mr. Wong had/has taken up responsibilities with a number of Hong Kong governmental bodies and had served/has been serving as an advisor for various matters concerning the local community, including human resources, education, labour, welfare, commerce and economic development matters, just to name a few.

Mr. Wong graduated with a bachelor's degree in business administration from The Chinese University of Hong Kong in December 1996. He subsequently obtained a master's degree in business administration (Executive MBA programme) from The Chinese University of Hong Kong in November 2013.

Length of service

Mr. Wong was appointed as independent non-executive Director on 22 April 2019. Our Company has issued a letter of appointment to Mr. Wong for a term of three years commencing from 22 April 2019. Mr. Wong is subject to retirement by rotation and re-election at annual general meetings of our Company pursuant to the Articles of Association.

Relationships

Mr. Wong does not have any relationship with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of our Company.

黃錦沛先生(太平紳士)

職位及經驗

黃錦沛先生(太平紳士)，65歲，於2019年4月22日起獲委任為獨立非執行董事，主要負責監督董事會並向其提供獨立判斷。彼亦獲委任為薪酬委員會主席。

黃先生於本地及國際知名組織的人力資源管理及行政方面擁有豐富經驗。彼自2000年6月起擔任香港人力資源管理學會理事會成員，其後於2008年7月至2010年6月擔任會長。

自2015年3月起，彼亦為雋思人才及商務顧問有限公司(一間主要從事提供業務及人力資源解決方案以及顧問服務的私人公司)的創辦人及董事。彼於2014年9月至2018年6月擔任百本醫護控股有限公司(其股份於聯交所上市，股份代號：2293)的非執行董事。此外，黃先生曾／現於數間香港政府機構任職，並曾／現擔任本地社區相關的各項事務的顧問，包括人力資源、教育、勞工、福利、商業及經濟發展事宜等等。

黃先生於1996年12月畢業於香港中文大學，取得工商管理學士學位。彼其後於2013年11月取得香港中文大學工商管理(行政人員工商管理碩士課程)碩士學位。

服務年期

黃先生於2019年4月22日獲委任為獨立非執行董事。本公司已向黃先生發出委任函，任期自2019年4月22日起計為期三年。黃先生須根據組織章程細則於本公司股東週年大會輪流退任及膺選連任。

關係

黃先生與本公司董事、高級管理層、主要股東或控股股東概無任何關係。

SENIOR MANAGEMENT

Ms. Chiu Siu Ling Barbara (趙小玲女士), aged 57, joined our Group on 27 September 2000 where she served as an administrative executive until March 2017. She has been the director of human resources and administration as well as head of treasury for our Group since April 2017. Ms. Chiu was promoted as senior Director — HR & Admin in May 2019. Ms. Barbara Chiu also holds the position of director in Medialink Brand Management Pte Limited, which is a wholly-owned subsidiary of our Company. She currently oversees our daily human resources operations and is also responsible for reviewing internal controls and liaising with financial service providers.

Ms. Barbara Chiu has over 20 years of experience in corporate administrative matters. She began her career as an administrative clerk in 1982. Subsequently, Ms. Barbara Chiu started working for BMI (Hong Kong) Limited as an administrative assistant in 1993.

Ms. Barbara Chiu graduated from Delia Memorial School in July 1982. She is the sister of Ms. Lovinia Chiu and Ms. Noletta Chiu.

Ms. Cheng Pui Fan (鄭佩芬女士), aged 36, joined our Group on 12 August 2013 and is currently the finance manager of our Group. Her responsibilities include reporting to our chief financial officer, overseeing financial operations as well as ensuring the integrity of data and financial reporting for our Group.

Ms. Cheng has over 10 years of working experience in accounting and finance. She began her career at CK Yau & Partners CPA Limited, a private firm of certified public accountants. Ms. Cheng worked as an audit assistant and subsequently as an audit supervisor from July 2006 to August 2011. From October 2011 to June 2013, Ms. Cheng worked as an accountant and subsequently as a senior accountant at Toon Express Group, a private company which primarily focuses on the licensing business for various brands. She was responsible for financial reporting, budgeting and performing financial analysis.

Ms. Cheng graduated with a bachelor's degree in accountancy from The Hong Kong Polytechnic University in December 2006. She has been a certified public accountant since February 2010 and is also a member of the Hong Kong Institute of Certified Public Accountants.

高級管理層

趙小玲女士，57歲，於2000年9月27日加入本集團，擔任行政主任直至2017年3月為止。自2017年4月起，彼一直擔任本集團的人力資源及行政主任以及財務部主管。趙女士於2019年5月晉升為高級總監（人力資源及行政）。趙小玲女士亦擔任本公司全資附屬公司Medialink Brand Management Pte Limited的董事。彼目前監督我們的日常人力資源運作，亦審查內部監控情況及與金融服務供應商聯絡。

趙小玲女士於企業管理事務方面擁有超過20年經驗。彼於1982年以行政文員開展其事業。其後，趙小玲女士於1993年開始擔任BMI (Hong Kong) Limited的行政助理。

趙小玲女士於1982年7月畢業於地利亞紀念學校。彼為趙小燕女士及趙小鳳女士的胞姊。

鄭佩芬女士，36歲，於2013年8月12日加入本集團，現任本集團財務經理，其職責包括向財務總監報告，監督財務運作並確保本集團數據及財務報告的完整性。

鄭女士於會計及財務方面擁有逾10年經驗。其事業始於邱在光合會計師行有限公司（一間私人執業會計師事務所）。鄭女士於2006年7月至2011年8月擔任審計助理及其後擔任審計主管。於2011年10月至2013年6月，鄭女士於動漫火車集團（一間主要專注於各種品牌授權業務的私人公司）擔任會計師及隨後擔任高級會計師。彼負責財務申報、制定預算及進行財務分析。

鄭女士於2006年12月畢業於香港理工大學，取得會計學學士學位。自2010年2月起，彼一直擔任執業會計師，同時亦為香港會計師公會會員。

Biographies of Directors and Senior Management

董事及高級管理層履歷

Ms. Lee Yat Ping (李逸屏女士), aged 46, joined our Group on 13 October 2000 and is currently a senior vice president (content acquisition and distribution) of our Group. Ms. Lee has over 20 years of experience in the media industry. Her current responsibilities include reporting to our chief executive officer, supervising programme distribution by the content department, formulation of sales strategies as well as identification of new business opportunities for our Group.

Ms. Lee began her career as a marketing assistant at Rich China Industries Holdings Limited, a private company principally engaged in the trading of health and beauty supplements, from August 1997 to December 1997.

Since joining our Group in October 2000, Ms. Lee has served numerous positions in MEL, including as senior manager from January 2004 to December 2009, director — programme distribution from April 2015 to March 2017 and vice president (distribution and sales) from April 2017 to April 2019. Ms. Lee was promoted as senior vice president — content acquisition and distribution of our Group in May 2019.

Ms. Lee graduated with a bachelor of arts degree in language information science from the City University of Hong Kong in November 1997.

李逸屏女士，46歲，於2000年10月13日加入本集團，現任本集團高級副總裁(內容收購及發行)。李女士於媒體行業擁有逾20年的工作經驗。彼目前的職責包括向行政總裁報告，監督內容部門的節目發行，制定銷售策略以及為本集團物色新的商機。

於1997年8月至1997年12月，李女士的事業始於中擴實業集團有限公司(一間主要從事保健品及美容補品交易的私人公司)的營銷助理。

自2000年10月加入本集團以來，李女士於羚邦娛樂擔任多個職位，包括於2004年1月至2009年12月擔任高級經理，於2015年4月至2017年3月擔任總監(節目發行)，及於2017年4月至2019年4月擔任副總裁(發行及銷售)。李女士於2019年5月晉升為本集團高級副總裁(內容收購及發行)。

李女士於1997年11月畢業於香港城市大學，取得語言信息科學文學士學位。

Report of the Directors

董事會報告

The Directors have pleasure in presenting their report and the audited financial statements of our Group for the year ended 31 March 2020.

PRINCIPAL ACTIVITIES

Our Company is an investment holding company. The principal activities of its subsidiaries are media content distribution, investments in media content production, and brand licensing in Hong Kong, Taiwan, Mainland China and other Southeast Asian countries.

The activities of our Company's principal subsidiaries are set out in note 1 to the financial statements.

BUSINESS REVIEW

A review of our Group's business and performance during the year and a discussion on our Group's future development are provided in the Chairman's Statement and Management Discussion and Analysis. A description of possible risks and uncertainties that the Group may be facing can be found under "Risks and uncertainties relating to our Group's business" in this report. Discussions on the Group's key relationships with its employees, customers and suppliers are contained under the section "Key relationship with employees, customers, suppliers and other parties" in this report. Discussions on our Group's policies and compliance with laws and regulations in respect of environmental and social aspects which have a significant impact on our Group are contained in the Environmental, Social and Governance Report. In addition, our Group's principal corporate governance practices adopted which have a significant impact on our Group are contained in the Corporate Governance Report.

RESULTS

The results of our Group for the year are set out in the consolidated statement of profit or loss on page 94.

DIVIDEND

The Directors declared an interim dividend of HK 0.24 cents per share for the six months ended 30 September 2019, amounting to approximately HK\$4,800,000 which was paid on 20 January 2020.

The Board has recommended the payment of a final dividend of HK 0.21 cents per share for the year ended 31 March 2020 (2019: HK 1.3 cents per share), amounting to HK\$4,183,000 (2019: HK\$25,896,000), to the Shareholders whose names appear on the register of members of our Company on Wednesday, 7 October 2020. The proposed final dividend will be paid on Thursday, 29 October 2020, subject to approval by the Shareholders at the annual general meeting.

董事會欣然提呈本集團截至2020年3月31日止年度的董事會報告及經審核財務報表。

主要業務

本公司為投資控股公司，其附屬公司的主要業務為媒體內容發行及媒體內容製作投資，以及香港、台灣、中國內地及其他東南亞國家的品牌授權。

本公司主要附屬公司的業務載於財務報表附註1。

業務回顧

本集團於年內的業務及表現回顧及有關本集團未來發展的討論載於主席報告及管理層討論與分析。本集團可能面臨的潛在風險及不確定因素的詳情可參閱本報告的「有關本集團業務的風險及不確定性」。有關本集團僱員、客戶及供應商的主要關係的論述載於本報告「與僱員、客戶、供應商以及其他各方之主要關係」一節。有關本集團就環境及社會議題之政策及對本集團有重大影響之相關法例及法規的遵守情況之論述載於環境、社會及管治報告。另外，本集團已採納並對本集團有重大影響之主要企業管治常規載於企業管治報告。

業績

本集團的年內業績載於第94頁的綜合損益表內。

股息

董事會於2020年1月20日派付截至2019年9月30日止六個月的中期股息每股0.24港仙，約為4,800,000港元。

董事會建議向於2020年10月7日(星期三)名列本公司股東名冊的股東派付截至2020年3月31日止年度的末期股息每股0.21港仙(2019年：每股1.3港仙)，為4,183,000港元(2019年：25,896,000港元)。建議宣派的末期股息待股東於股東週年大會批准後會於2020年10月29日(星期四)派付。

ANNUAL GENERAL MEETING

The annual general meeting (the “AGM”) will be held on Thursday, 24 September 2020. A notice convening the meeting will be issued and sent to the Shareholders in due course.

Further details of the dividends of our Company are set out in note 12 to the financial statements.

CLOSURE OF THE REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the annual general meeting, the register of members will be closed from Monday, 21 September 2020 to Thursday, 24 September 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the annual general meeting, all completed transfer forms, accompanied by the relevant share certificates, must be lodged for registration with our Company’s branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:30 p.m. on Friday, 18 September 2020.

To ascertain entitlement to the proposed final dividend, the register of members will be closed from Wednesday, 30 September 2020 to Wednesday, 7 October 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, which is subject to approval of Shareholders at the annual general meeting, all completed transfer forms, accompanied by the relevant share certificates, must be lodged for registration with the Company’s branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:30 p.m. on Tuesday, 29 September 2020.

CHARITABLE CONTRIBUTIONS

Charitable and other donations made by our Group during the year amounted to HK\$1,127,000.

ISSUED CAPITAL

Details of the issued capital information of our Company are set out in note 27 to the financial statements.

股東週年大會

股東週年大會(「股東週年大會」)將於2020年9月24日(星期四)舉行。召開大會的通告將適時刊發及向股東寄發。

本公司股息的詳情載於財務報表附註12。

暫停辦理股東登記手續

為釐定出席股東週年大會並於會上投票之權利，本公司將自2020年9月21日(星期一)至2020年9月24日(星期四)(包括首尾兩日)期間暫停辦理股東登記手續，期間不會辦理股份過戶登記。為符合資格出席股東週年大會並於會上投票，所有填妥的股份過戶表格連同有關股票須於2020年9月18日(星期五)下午四時三十分前交回本公司股份過戶登記分處卓佳證券登記有限公司辦理登記，地址為香港皇后大道東183號合和中心54樓。

為釐定獲派建議末期股息之權利，本公司將自2020年9月30日(星期三)至2020年10月7日(星期三)(包括首尾兩日)期間暫停辦理股東登記手續，期間不會辦理股份過戶登記。為符合資格獲派建議末期股息(須經股東於股東週年大會批准)，所有填妥的股份過戶表格連同有關股票須於2020年9月29日(星期二)下午四時三十分前交回本公司股份過戶登記分處卓佳證券登記有限公司辦理登記，地址為香港皇后大道東183號合和中心54樓。

慈善捐款

年內，本集團作出的慈善及其他捐款為1,127,000港元。

已發行股本

本公司已發行股本資料的詳情載於財務報表附註27。

SHARE AWARD SCHEME

On 6 February 2020, the Board adopted the Share Award Scheme. No share award has been granted under this Scheme since its adoption up to the end of the Reporting Period. The purpose and the principal terms of the Share Award Scheme are summarised below.

1. Purposes of the Scheme

The purposes of the Scheme are to reward the Eligible Persons for their past, present or expected contribution and loyalty to the Group and align their interests with those of the Shareholders through the grant of Award.

2. Duration

Subject to any early termination by the Board, the Scheme shall be valid and effective for the Award Period, after which no further Awards will be granted, but the provision of the Scheme shall remain in full force and effect to the extent necessary to give effect to the vesting of such Awards granted prior to the expiration of the Scheme or otherwise as may be required in accordance with the provisions of the Scheme Rules.

3. Administration

The Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules and, where applicable, the Trust Deed. A decision of the Board shall be final and binding on all persons affected thereby. Without prejudice to the Board's general power of administration, to the extent not prohibited by applicable laws and regulations, the Board may also from time to time appoint the Trustee to implement granting, administration or vesting of any Award Shares.

4. Operation of the Scheme

The Board may, from time to time at its absolute discretion, select any Eligible Person to be a Selected Participant and grant an Award to such Selected Participant during the Award Period. In determining the Selected Participants, the Board may take into consideration matters including the past, present or expected contribution of the relevant Selected Participants to the Group.

Each grant of an Award to any director (excluding independent non-executive Directors), senior management, consultant or advisor of the Group shall be subject to the prior approval of the independent non-executive Directors. Where any grant of Award Shares is proposed to be made to any person who is a Connected Person of the Company, the Company shall comply with such provisions of the Listing Rules as may be applicable.

股份獎勵計劃

2020年2月6日，董事會採納股份獎勵計劃。自採納該計劃起直至報告期末，概無股份獎勵根據該計劃獲授出。股份獎勵計劃目的及主要條款概述如下。

1. 計劃目的

計劃目的在於獎勵合資格人士過往、目前或預期對本集團的貢獻及忠誠，並透過授出獎勵，讓彼等與股東利益與共。

2. 期限

除董事會提早終止外，計劃將於獎勵期有效及生效，其後不再授出獎勵，惟使在計劃屆滿前授出的獎勵可以歸屬，或根據計劃規則的條文而規定的獎勵的歸屬生效，計劃的條文仍應保持完全有效。

3. 管理

計劃由董事會根據計劃規則及(如適用)信託契約管理。董事會的決定為最終定案，對所有相關人士具有約束力。在不減損董事會一般管理權力且相關法律及法規並無禁止的情況下，董事會亦可不時委任受託人授出、管理或歸屬任何獎勵股份。

4. 計劃的運作

於獎勵期，董事會可不時全權酌情挑選合資格人士為指定參與者，並向指定參與者授出獎勵。於決定指定參與者時，董事會的考慮因素包括有關指定參與者過往、目前或預期對本集團所作的貢獻。

每次向本集團任何董事(不包括獨立非執行董事)、高級管理人員、顧問或諮詢人授出獎勵須事先獲獨立非執行董事批准。倘本公司擬向本公司關連人士授出獎勵股份，須遵守可能適用的上市規則規定。

The Board shall not grant any Award Shares to any Selected Participant in any of the following circumstances: (a) where the requisite approval from any applicable regulatory authorities has not been granted; (b) where the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award or the Scheme; (c) where such Award would result in a breach by the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction; (d) where such grant of Award would result in a breach of the Scheme Limit or would otherwise cause the Company to issue Shares in excess of the permitted amount in the general and specific mandates approved by the Shareholders in the general meetings of the Company from time to time; (e) where an Award is to be satisfied by way of issue of new Shares to the Trustee, in any circumstances that cause the total Shares issued or allotted to Connected Persons of the Company to be in excess of the amount permitted in the mandate approved by the Shareholders, and any such grant so made shall be null and void to the extent that it falls within the circumstances above.

5. Timing of Awards

No Award shall be made to Selected Participants and no directions or recommendation shall be given to the Trustee with respect to a grant of an Award under the Scheme: (a) where any Director is in possession of unpublished inside information in relation to the Company or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws, rules or regulations; (b) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (c) during the period of 30 days immediately preceding the publication date of the half-year results or, if shorter, the period from the end of the relevant half-year period up to the publication date of the results.

6. Issue of Shares to the Trustee and acquisition of Shares by the Trustee

The Company shall, for the purposes of satisfying the grant of Awards:

- (a) allot and issue Shares to the Trustee under the general or specific mandate granted or to be granted by the Shareholders at the general meetings from time to time;
- (b) pay to the Trustee such monies and instruct the Trustee to acquire Shares through on-market transactions at the prevailing market price;

在下列任何情況，董事會不得向任何指定參與者授出任何獎勵股份：(a)任何相關監管當局並無授出所需批准；(b)本集團根據相關證券法律、規則或法規須就獎勵或計劃刊發售股章程或其他發售文件；(c)獎勵會導致本集團或其董事違反任何司法權區的任何相關證券法律、規則或法規；(d)授出獎勵會違反計劃上限或使本公司須發行超過股東不時在本公司股東大會所批准的一般及特定授權容許數額的股份；(e)獎勵會向受託人發行新股份而導致向本公司關連人士發行或配發的股份總數超過股東所批准授權容許的數額，而在上述情況進行的授出均屬無效。

5. 獎勵的時間

在下列情況下，不得根據計劃向指定參與者授出獎勵，亦不得指示或建議受託人授出獎勵：(a)任何董事掌握本公司的未公佈內幕消息，或董事根據任何守則或上市規則規定或任何適用法律、規則或法規而被禁止買賣股份；(b)刊發全年業績日期前60日內或有關財政年度完結日起計至刊發業績當日期間(以較短者為準)；及(c)刊發半年度業績日期前30日內或有關半年度完結日起計至刊發業績當日期間(以較短者為準)。

6. 向受託人發行股份及受託人購買股份

為授出獎勵，本公司須：

- (a) 根據股東不時在股東大會已授出或將授出的一般或特定授權向受託人配發及發行股份；
- (b) 向受託人支付相關款項並指示受託人按當時市價在場內交易購買股份；

- (c) direct and procure the Trustee to receive existing Shares from any Shareholder; and/or
- (d) instruct the Trustee to apply any Returned Shares held in the Trust.

Where the Trustee has received instructions from the Company to acquire Shares through on-market transactions, the Trustee shall acquire such number of Shares as instructed by the Company on-market at the prevailing market price as soon as reasonably practicable after receiving the necessary funds from the Company. Any excess amount of the funds provided shall be returned by the Trustee to the Company forthwith after completion of the purchase of the Shares. Where the amount paid or caused to be paid by the Company or where the amount that the Trustee is directed by the Company to use is not sufficient to purchase all of the Shares it is instructed to purchase, the Trustee shall acquire the maximum number of board lots of Shares that it is able to acquire with the net cash available in the fund of the Trust and the Company undertakes to provide further funds to the Trustee to purchase all of the Shares required to satisfy the Award. The purchase of Shares is subject to the maintenance of an orderly market and the Shares so purchased shall form part of the capital of the trust fund of the Trust.

The Company shall comply with the relevant Listing Rules when issuing new Award Shares and application will be made to the Stock Exchange for the listing of and permission to deal in, the new Award Shares to be issued. The Company shall not issue or allot Shares in excess of the amount permitted in the general and specific mandates approved by the Shareholders in general meeting of the Company from time to time. The Company shall neither issue, allot Shares nor instruct the Trustee to acquire Shares through on-market transactions at the prevailing market price, where such action (as applicable) is prohibited under the Listing Rules, the SFO or other applicable laws from time to time. Where such a prohibition causes the prescribed timing imposed by the Scheme Rules or the Trust Deed to be missed, such prescribed timing shall be treated as extended until as soon as reasonably practicable after the first Business Day on which the prohibition no longer prevents the relevant action.

- (c) 指示及促使受託人自任何股東收取現有股份；及／或
- (d) 指示受託人運用信託所持的任何退還股份。

倘受託人接獲本公司的指示，透過場內交易購買股份，則受託人須於向本公司收取必需的資金後在合理情況下盡快按當時市價在場內交易購買本公司指示數目的股份。所提供資金的任何剩餘金額將於完成購買股份後隨即由受託人退還予本公司。倘本公司所支付或須支付的金額或本公司指示受託人使用的金額不足以購買所指示購買的全部股份，則受託人須購買可以信託資金內可動用的現金淨額購買的最高完整單位股份，而本公司承諾向受託人再提供資金以購買應付獎勵所需的全部股份。購買股份須維持市場秩序，而所購買的股份將屬於信託的信託基金資本。

於發行新獎勵股份時，本公司須遵守上市規則的相關規定，並將向聯交所申請批准所發行的新獎勵股份上市及買賣。本公司不得發行或配發超過股東不時在本公司股東大會所批准的一般及特定授權容許數額的股份。倘上市規則、證券及期貨條例或其他不時相關的法律禁止，則本公司不得發行或配發股份或指示受託人按當時市價在場內交易購買股份（視乎限制而定）。倘上述禁止導致錯過計劃規則或信託契約所指定的時間，則所指定的時間視為延長直至不再禁止相關行動後首個營業日之後合理最早的日期為止。

7. Vesting of Award, settlement/payment of Award

The Board may from time to time while the Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Award to be vested.

Upon the satisfaction of the vesting criteria and conditions, the Board may either: (a) direct and procure the Trustee to release from the Trust the Award Shares to the Selected Participants by transferring the number of Award Shares to the Selected Participants in such manner as determined by the Board from time to time; or (b) to the extent that, in the reasonable opinion of the Board, it is not practicable for the Selected Participant to receive the Award in Shares due to potential legal or regulatory restrictions with respect to the Selected Participant's ability to receive the Award in Shares or the Trustee's ability to give effect to any such transfer to the Selected Participant, the Board will direct and procure the Trustee to sell, on-market at the prevailing market price, the number of Award Shares so vested in respect of the Selected Participant and pay the Selected Participant the proceeds in cash arising from such sale based on the Actual Selling Price of such Award Shares as set out in the Vesting Notice.

Subject to the Scheme Rules, within a reasonable time period as agreed between the Trustee and the Board from time to time prior to any Vesting Date, the Board or its delegate(s) shall send to the relevant Selected Participant a vesting notice. The Board or its delegate(s) shall forward a copy of the vesting notice to the Trustee and instruct the Trustee the extent to which the Award Shares held in the Trust shall be transferred and released from the Trust to the Selected Participant in the manner as determined by the Board or its delegate(s), or be sold as soon as practicable from the Vesting Date and the payment of the Actual Selling Price in cash to the Selected Participant in satisfaction of the Award.

7. 獎勵的歸屬、結算／付款

董事會可於計劃生效期間不時根據一切相關法律釐定待歸屬獎勵的歸屬準則及條件或期限。

在符合歸屬準則及條件的情況下，董事會可(a)指示及促使受託人將信託內的獎勵股份發放予指定參與者，以董事會不時決定的方式向指定參與者轉讓獎勵股份；或(b)倘董事會合理認為指定參與者因有關指定參與者以股份形式收取獎勵的能力或受託人向指定參與者進行上述轉讓的能力的潛在法律或監管限制而無法以股份形式收取獎勵，則董事會須指示並促使受託人按當時市價在場內交易出售指定參與者所獲歸屬的獎勵股份，然後將歸屬通知所載獎勵股份的實際售價以現金支付予指定參與者。

除計劃規則另有規定外，在受託人與董事會於任何歸屬日期前不時協定的合理期間，董事會或其授權人士須向有關指定參與者寄發歸屬通知。董事會或其授權人士須將歸屬通知副本送交受託人，並指示受託人將信託所持指定數目的獎勵股份自信託撥出並按董事會或其授權人士決定的方式轉讓予指定參與者，或於歸屬日期之後盡快出售，然後以現金向指定參與者支付實際售價以完成獎勵。

8. Cessation of employment and other events

Subject to the Scheme Rules, if a Selected Participant ceases to be an Eligible Person by reason of: (a) resignation of the Selected Participant's employment; (b) termination of the Selected Participant's employment or contractual engagement with the Group by reason of redundancy; (c) retirement of the Selected Participant; (d) end of the term of the Selected Participant's contract for provision of services or otherwise with the Group; (e) end of the term of the contract of the Selected Participant's engagement with the Group as contractual staff; (f) winding-up of any member of the Group in which the Selected Participant is employed or is contractually engaged; (g) death of the Selected Participant; (h) the employer terminating the contract of employment of the Selected Participants without notice or payment in lieu of notice; (i) the Selected Participant having been convicted of any criminal offence involving his or her integrity or honesty; or (j) termination of the Selected Participant's employment or contractual engagement with the Group by reason of his/her permanent physical or mental disablement; any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board determines otherwise at its absolute discretion.

All such Award Shares which are not vested and/or are forfeited pursuant to the Scheme Rules shall immediately become Returned Shares, which shall be held by the Trustee and applied in accordance with the instructions from the Board and the Scheme Rules for the purpose of the Scheme.

9. Transferability and other rights to Award Shares

Any Award granted under the Scheme but not yet vested shall not be assignable or transferable and no Selected Participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so.

8. 終止受僱及其他事件

除計劃規則另有規定外，倘指定參與者基於下列原因而不再為合資格人士：(a)指定參與者辭職；(b)本集團因裁員而終止指定參與者的僱傭或合約關係；(c)指定參與者退休；(d)指定參與者與本集團就提供服務或其他事項而訂立的合約期屆滿；(e)指定參與者與本集團訂立有關聘任為合約員工的合約期屆滿；(f)指定參與者受僱或合約聘用的本集團任何成員公司清盤；(g)指定參與者身故；(h)僱主在不發出通知或支付代通知金的情況下終止指定參與者的僱傭合約；(i)指定參與者觸犯任何涉及誠信的刑事罪行；或(j)本集團因指定參與者身體或神智永久傷殘而終止其僱傭或合約關係；則任何已授出但未歸屬的獎勵股份將立即沒收，惟董事會另行全權決定者除外。

所有根據計劃規則未歸屬及／或沒收的獎勵股份將立即成為退還股份，由受託人持有並根據董事會的指示及計劃規則用於計劃的用途。

9. 獎勵股份的轉讓或其他權利

任何根據計劃授出但未歸屬的獎勵不得指讓或轉讓，而指定參與者不得以任何方式向任何其他人士出售、轉讓、質押、按揭任何獎勵或就任何獎勵設立債權負擔或權益或就此訂立任何協議。

10. Interest in the assets of the Trust

For the avoidance of doubt: (a) a Selected Participant shall have only a contingent interest in the Award subject to the vesting of such Award; (b) no instructions may be given by a Selected Participant to the Trustee in respect of the Award or any other property of the Trust; (c) neither the Selected Participant nor the Trustee may exercise any voting rights in respect of any Award Shares that have not yet vested; (d) a Selected Participant shall have no right to any dividend that have accrued prior to the vesting of such Award Shares, any Returned Shares or any dividend of the Returned Shares, all of which shall be retained by the Trustee for the benefit of the Scheme; (e) a Selected Participant shall have no rights in the balance of the fractional shares arising out of consolidation of Shares (if any) and such Shares shall be deemed Returned Shares for the purposes of the Scheme; and (f) in the event a Selected Participant ceases to be an Eligible Person on or prior to the relevant Vesting Date and the Award in respect of the relevant Vesting Date shall lapse or be forfeited pursuant to the Scheme, such Award shall not vest on the relevant Vesting Date and the Selected Participant shall have no claims against the Company or the Trustee, unless the Board determines otherwise at its absolute discretion.

11. Equity issues

If there is an open offer of new securities, the Trustee shall not subscribe for any new Shares.

If there is a bonus warrant issue, the Trustee shall not subscribe for any new Shares by exercising any of the subscription rights attached to the bonus warrants and shall sell the bonus warrants created and granted to it, the net proceeds of sale of such bonus warrants shall be held as funds of the Trust.

In the event the Company undertakes a scrip dividend scheme, the Trustee shall elect to receive the scrip Shares and such Shares will be held as Returned Shares.

In the event of an issue of Shares by the Company credited as fully paid to the holders of the Shares by way of capitalisation of profits or reserves (including share premium account), the Shares attributable to any Award Shares held by the Trustee shall be deemed to be an accretion to such Award Shares and shall be held by the Trustee as if they were Award Shares purchased by the Trustee hereunder and all the provisions hereof in relation to the original Award Shares shall apply to such additional Shares.

In the event of a rights issue, the Trustee shall seek instruction from the Company on the steps or actions to be taken in relation to the nil-paid rights allotted to it.

10. 信託資產權益

未免生疑：(a) 指定參與者僅擁有獎勵的或然權益(待獎勵歸屬後方可作實)；(b) 指定參與者不得就獎勵或信託的任何其他財產向受託人發出指示；(c) 指定參與者及受託人不得行使任何尚未歸屬的獎勵股份的投票權；(d) 指定參與者無權享有獎勵股份歸屬前應計的任何股息、退還股份或退還股份的任何股息(全部由受託人代計劃持有)；(e) 指定參與者無權獲得因股份合併(如有)所產生的零碎股份，而根據計劃，該等股份視為退還股份；及(f) 倘指定參與者於有關歸屬日期或之前不再為合資格人士，則有關歸屬日期的獎勵會根據計劃失效或沒收，且該獎勵不得在有關歸屬日期歸屬，而該指定參與者不得向本公司或受託人提出任何申索，惟董事會另行全權決定者除外。

11. 股本發行

倘公開發售新證券，受託人不得認購任何新股份。

倘發行紅利認股權證，受託人不得行使紅利認股權證所附的認購權以認購任何新股份，並須出售所設立及獲授的紅利認股權證，而所出售紅利認股權證所得款項淨額將持作信託的資金。

倘若本公司採取以股代息計劃，則受託人將選擇收取以股代息股份，而該等股份將作為歸還股份持有。

倘若本公司發行的股份以溢利或儲備(包括股份溢價賬戶)資本化的方式記為全額支付給股份持有人的股份，則受託人持有的獎勵股份應佔的股份應被視為獎勵股份的增加，由該受託人持有，就好像它們是受託人根據計劃購買的獎勵股份一樣，並且計劃與原始獎勵股份有關的所有條文將適用於該類額外股份。

倘若發生供股，則受託人應就分配給其的未繳股款權向本公司尋求有關步驟或行動的說明。

In the event of any non-cash distribution by reason of which the Board considers an adjustment to an outstanding Award to be fair and reasonable, an adjustment shall be made to the number of outstanding Award Shares of each Selected Participant as the Board shall consider to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Scheme for the Selected Participants. The Company shall provide such funds, or such directions on application of the Returned Shares or other funds in the Trust, as may be required to enable the Trustee to purchase Shares on-market at the prevailing market price to satisfy the additional Award.

In the event of other non-cash and non-scrip distributions made by the Company not otherwise referred to in the Scheme Rules in respect of the Shares held upon Trust, the Trustee shall sell such distribution and the net sale proceeds thereof shall be deemed as cash income of a Share held upon the Trust.

12. Scheme Limit

The Company shall not make any further grant of Award which will result in the aggregate number of Shares underlying all grants made pursuant to the Scheme (excluding Award Shares that have been forfeited in accordance with the Scheme) to exceed 10% (i.e. 199,200,000 Shares) of the total number of issued Shares as at the Adoption Date without Shareholders' approval.

Except as otherwise approved by the Board, the total number of Award Shares which may be granted to a Selected Participant under the Scheme shall not exceed 5% of the total number of issued Shares as at the Adoption Date, subject to the compliance of the Listing Rules (including the requirement concerning the maintenance of the public float).

倘若依董事會認為對已發行獎勵股份的調整屬公平合理的理由做任何非現金方式分派，則將對每位指定參與者的已發行獎勵股份數目做董事會將認為公平合理的調整，以防止稀釋或擴大按計劃擬提供給指定參與者的利益或潛在利益。本公司將提供資金或使用信託中的歸還股份或其他資金的指示，從而使受託人能夠以當時市場價格在市場上購買股票來實現額外獎勵。

倘若本公司以計劃規則之外的方式就信託所持股份進行其他非現金或非以股代息分派，則受託人應出售該分派，其出售所得款項淨額將視為信託所持股份的現金收入。

12. 計劃上限

在未經股東批准的情況下，倘授出獎勵會導致根據計劃的全部授出所涉及股份總數(不包括根據計劃沒收的獎勵股份)超過採納日期已發行股份總數的10%(即199,200,000股股份)，則本公司不得再授出獎勵。

除董事會另行批准外，根據計劃向一名指定參與者授出的獎勵股份總數不得超過於採納日期已發行股份總數的5%並遵守上市規則的規定(包括維持公眾持股量的規定)。

13. Alteration of the Scheme

The Scheme may be altered in any respect by a resolution of the Board provided that no such alteration shall operate to affect adversely any subsisting rights of any Selected Participant unless otherwise provided for in the Scheme Rules, except: (a) with the consent in writing of Selected Participants amounting to three-fourths in nominal value of all Award Shares held by the Trustee on that date; or (b) with the sanction of a special resolution that is passed at a meeting of the Selected Participants amounting to three-fourths in nominal value of all Award Shares held by the Trustee on that date.

14. Termination

The Scheme shall terminate on the earlier of: (a) the end of the Award Period except in respect of any non-vested Award Shares granted prior to the expiration of the Scheme, for the purpose of giving effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the Scheme; and (b) such date of early termination as determined by the Board.

15. Shareholders' mandate

To the extent that the Scheme Limit is subsequently increased by way of alteration of the Scheme and the Company is required to issue and allot new shares to satisfy any Awards in excess of any amount previously approved by the Shareholders, the Company shall at a general meeting propose, and the Shareholders shall consider and, if thought fit, pass an ordinary resolution approving a mandate specifying: (a) the maximum number of new Shares that may be issued for this purpose; and (b) that the Board has the power to issue, allot, procure the transfer of and otherwise deal with the Shares in connection with the Scheme.

16. Listing rules implications

Given that the Scheme does not involve the grant of options over any new Shares, it does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules.

13. 修改計劃

除(a)獲得佔當日受託人所持全部獎勵股份面值四分之三的指定參與者書面同意；或(b)由佔當日受託人所持全部獎勵股份面值四分之三的指定參與者在會議通過特別決議案批准外，計劃任何方面可通過董事會決議案修改，惟修改不得對任何指定參與者的任何既有權利有任何不利影響(計劃規則另有規定者除外)。

14. 終止

計劃將於下列較早者終止：(a)獎勵期完結時(惟對於計劃屆滿前任何已授出但未歸屬的獎勵股份，則為使獎勵股份歸屬或計劃條文另有規則則以所規定的期限為準)；及(b)董事會決定提早終止當日。

15. 股東授權

倘計劃上限其後因修改計劃而增加，且本公司須發行及配發新股份以應付超逾股東之前批准數額的獎勵，則本公司須於股東大會提出建議，由股東考慮並酌情通過普通決議案以批准授權，而授權須列明：(a)可能就此發行的新股份最高數目；及(b)董事會有權就計劃發行、配發、促使他人轉讓及以其他方式買賣股份。

16. 上市規則的影響

由於計劃並不會就任何新股份授出購股權，故此不屬於上市規則第17章所指的購股權計劃或類似購股權計劃的安排。

DISTRIBUTABLE RESERVES

Movements in the reserves of our Group and our Company and the reserves available for distribution to shareholders of our Company during the financial year are set out in the consolidated statement of changes in equity on page 98 and in note 37 to the financial statements respectively.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of our Group for the last 5 financial years is set out on pages 189 to 190 of this report. This summary does not form part of the audited financial statements.

DIRECTORS

The directors during the year and up to the date of this report were:

Executive Directors

Ms. Chiu Siu Yin Lovinia
(chairman of the Board and chief executive officer)
Ms. Chiu Siu Fung Noletta
Mr. Cheung Wai Kit *(Resigned on 30 November 2019)*
Mr. Ma Ching Fung

Non-executive Director

Ms. Wong Hang Yee, JP

Independent Non-executive Directors

Mr. Fung Ying Wai Wilson
Ms. Leung Chan Che Ming Miranda
Mr. Wong Kam Pui, JP

可供分派儲備

本集團及本公司於本財政年度之儲備變動以及可供分派予本公司股東的儲備分別載於第98頁的綜合權益變動表及財務報表附註37。

五年財務概要

本集團最近5個財政年度的業績與資產及負債概要載於本報告第189頁至190頁。該概要並非經審核財務報表的一部分。

董事

年內及截至本報告日期止的董事如下：

執行董事

趙小燕女士
(董事會主席兼行政總裁)
趙小鳳女士
張偉傑先生 *(於2019年11月30日辭任)*
馬正鋒先生

非執行董事

黃幸怡女士 *(太平紳士)*

獨立非執行董事

馮英偉先生
梁陳智明女士
黃錦沛先生 *(太平紳士)*

Report of the Directors

董事會報告

Article 108(a) of the Articles of Association provides that at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Our Company at the general meeting at which a Director retires may fill the vacated office. According to the Article 108(b), the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Ms. Chiu Siu Fung Noletta, Mr. Ma Ching Fung and Ms. Wong Hang Yee, JP shall retire by rotation at the forthcoming AGM in accordance with the Articles of Association. All of the above Directors will retire and being eligible, offer themselves for re-election at the AGM.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of our Group are set out on pages 54 to 64 of this report.

DISCLOSURE OF INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Set out below are the changes in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules:

1. Ms. Chiu Siu Fung Noletta has been appointed as a director of Medialink Cultural & Creative (Beijing) Limited.
2. Mr. Ma Ching Fung has been appointed as a director of Medialink Cultural & Creative (Beijing) Limited.
3. Ms. Wong Hang Yee, JP has been appointed as a supervisor of Medialink Cultural & Creative (Beijing) Limited. In addition, Ms. Wong no longer served as a member of Social Enterprise Advisory Committee.

Save as disclosed above, there are no other changes to the Directors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules during the year and up to the date of this annual report.

組織章程細則第108(a)條規定，在每屆股東週年大會上，當時的三分之一董事或如其人數並非三或三的倍數，則最接近但不少於三分之一的董事人數的董事應輪值退任，但每名董事(包括以指定任期獲委任的董事)須至少每三年輪值退任一次。退任董事有資格重選連任。本公司可在股東大會上就任何董事的退任填補該等職位的空缺。根據細則第108(b)條，輪值退任的董事須包括(就獲得所需數目而言)任何有意退任的董事以及不願重選連任的董事。任何在股東週年大會前三年未有輪值退任的董事必須在股東週年大會上輪值退任。任何其他待退任之董事應為上一次重選或委任董事後在任最長時間者，在該等上次在同一天成為或被重選為董事的人士之間(除非此等人士相互之間另有協定)須以抽籤形式決定退任者。因此，趙小鳳女士、馬正鋒先生及黃幸怡女士(太平紳士)須根據組織章程細則於應屆股東週年大會上輪值退任。上述所有董事將於股東週年大會上退任，並願意重選連任董事。

董事及高級管理層的履歷

本集團董事及高級管理層的詳細履歷載於本報告第54至64頁。

根據上市規則第13.51B(1)條披露董事資料

下文載列根據上市規則第13.51B(1)條須予披露的董事資料變更：

1. 趙小鳳女士獲委任為矜邦文化創意(北京)有限公司的董事。
2. 馬正鋒先生獲委任為矜邦文化創意(北京)有限公司的董事。
3. 黃幸怡女士(太平紳士)獲委任為矜邦文化創意(北京)有限公司的監事。此外，黃女士不再擔任社會企業諮詢委員會成員。

除上文所披露者外，年內及截至本年報日期，根據上市規則第13.51B(1)條須予披露的董事資料概無其他變動。

DIRECTORS' SERVICE AGREEMENTS/ LETTERS OF APPOINTMENT

Each of the executive Directors and the non-executive Director has entered into a service agreement with our Company, pursuant to which each of them agreed to act as an executive Director and non-executive Director for an initial term of three years commenced from the Listing Date. The term of the service agreement shall be renewed upon the expiry of the then current term. The service agreement can be terminated by not less than six months' notice in writing served by either party on the other.

Each of the independent non-executive Directors has entered into a letter of appointment with our Company, pursuant to which each of them agreed to act as an independent non-executive Director of our Company for an initial term of three years commenced from the Listing Date. The term of the letter of appointment shall be renewed upon the expiry of the then current term until terminated by not less than three months' notice in writing served by either party on the other.

Save as disclosed, none of the Directors has or is proposed to enter into a service contract or letter of appointment with our Company or any of its subsidiaries, which is not determinable by our Company within one year without the payment of compensation other than statutory compensation.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or any of their respective associates has any interest in a business which competes or is likely to compete with the business of our Group during the year.

DEED OF NON-COMPETITION

The Controlling Shareholders provided a Deed of Non-Competition in favour of our Company, pursuant to which the Controlling Shareholders undertook not to, and to procure her/its respective close associate(s) (as appropriate) (other than our Group) not to, during the term of the Deed of Non-Competition, either directly or indirectly, alone or with a third party, engage in, participate in, support to engage in or participate in any business that competes, or is likely to compete with any business of our Group.

Each of the Controlling Shareholders has reviewed her/its business and businesses of its respective subsidiaries and has provided a written confirmation (“**Confirmation**”) to the Company that she/it had fully complied with the terms of the Deed of Non-Competition since the Listing Date and up to 31 March 2020. The independent non-executive Directors had reviewed the Confirmation and are not aware of any matter concerning the non-compliance of the Deed of Non-Competition for the year ended 31 March 2020.

董事的服務協議／委任書

執行董事及非執行董事各自與本公司訂立服務協議，據此彼等各自同意擔任執行董事及非執行董事，由上市日期起計初步為期三年。服務協議的年期可於當時訂立的現有年期屆滿時自動重續。服務協議可由其中一方向另一方發出不少於六個月的書面通知予以終止。

獨立非執行董事已各自與本公司訂立委任書，據此，彼等各自同意擔任本公司獨立非執行董事，由上市日期起計初步為期三年。委任書的年期可於當時訂立的現有年期屆滿時自動重續，直至其中一方向另一方發出不少於三個月的書面通知予以終止。

除所披露者外，概無董事已經或將與本公司或其任何附屬公司訂立不可由本公司以支付賠償金(法定賠償除外)的方式於一年內終結的服務合約或委任書。

董事於競爭業務的權益

年內，董事或彼等各自的任何聯繫人概無於與本集團業務存在或可能存在競爭的業務中享有任何權益。

不競爭契據

控股股東提供以本公司為受益人的不競爭契據，據此，控股股東承諾於不競爭契據期限期間，不會單獨或與第三方共同直接或間接從事、參與及支持從事或參與任何對本集團業務構成競爭或可能構成競爭的業務，且不會促使其各自緊密聯繫人(倘適用)(本集團除外)單獨或與第三方共同直接或間接從事、參與及支持從事或參與任何對本集團業務構成競爭或可能構成競爭的業務。

各控股股東已檢討彼等的業務及其各自附屬公司的業務，並已向本公司提交書面確認書(「**確認書**」)，確認彼等自上市日期起及直至2020年3月31日完全遵守不競爭契據的條款。截至2020年3月31日止年度，獨立非執行董事已檢討確認書，且並無知悉任何有關不遵守不競爭契據之事項。

DIRECTORS' INTEREST IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save as disclosed in note 9 to the financial statements, no transaction, arrangement or contracts of significance to which our Company, its holding company or any of its subsidiaries was a party and in which any Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year under review or at any time during the financial year under review.

INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF OUR COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS HELD BY DIRECTORS, CHIEF EXECUTIVES AND THEIR ASSOCIATES

As at 31 March 2020, the interests and short positions of the directors, chief executives and their associates in the shares, underlying shares and debentures of our Company or any of its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be kept by our Company under Section 352 of the SFO or as otherwise notified to our Company and the Stock Exchange pursuant to the Model Code are as follows:

Interests in the shares of the Company

Name of Director	Nature of interest	Class and number of issued shares held	Long/short position	Approximate percentage of the issued Shares as at 30 June 2020
董事姓名	權益性質	持有已發行股份的類別及數目	好倉／淡倉	於2020年6月30日佔已發行股份的概約百分比
Ms. Lovinia Chiu ⁽¹⁾	Interest of controlled corporations	1,494,000,000 ordinary shares	Long position	75%
趙小燕女士 ⁽¹⁾	受控制法團權益	1,494,000,000股普通股	好倉	75%

Note:

- (1) Ms. Lovinia Chiu, the founder, chairman of our Board, an executive Director and chief executive officer of our Company, holds the entire share capital of RLA, which in turn directly holds 1,494,000,000 Shares. Accordingly, Ms. Lovinia Chiu is deemed to be interested in the 1,494,000,000 Shares held by RLA.

董事於重大交易、安排或合約的權益

除財務報表附註9所披露者外，董事概無於本公司、其控股公司或其任何附屬公司所訂立且於回顧財政年度結束時或回顧財政年度內任何時間仍然存續的重大交易、安排或合約中直接或間接擁有重大權益。

董事、主要行政人員及彼等的聯繫人於本公司或其任何相聯法團的股份、相關股份及債券之權益及淡倉

於2020年3月31日，各董事、主要行政人員及彼等的聯繫人於本公司或其任何相聯法團（按證券及期貨條例第XV部的涵義）之股份、相關股份及債券中，擁有本公司依據證券及期貨條例第352條須存置的登記冊所記錄，或依據標準守則已知會本公司及聯交所的權益及淡倉如下：

於本公司股份的權益

附註：

- (1) 本公司創辦人、董事會主席、執行董事兼行政總裁趙小燕女士持有RLA全部股本，而RLA則直接持有1,494,000,000股股份。因此，趙小燕女士被視為於RLA持有的1,494,000,000股股份中擁有權益。

Save as disclosed above, as at 31 March 2020, none of the Directors or chief executives of our Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of our Company and its associated corporations (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by our Company pursuant to section 352 of the SFO or which had been notified to our Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

除上文所披露者外，於2020年3月31日，本公司董事或主要行政人員概無於本公司及其相聯法團(按證券及期貨條例第XV部的涵義)之股份、相關股份或債券中，擁有或視為擁有本公司依據證券及期貨條例第352條須存置的登記冊所記錄，或依據上市規則所載標準守則已知會本公司及聯交所的任何權益或淡倉。

SUBSTANTIAL SHAREHOLDER'S INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2020, so far as the Directors are aware, the following persons or corporations (not being a Director or chief executive of the Company) had interests or short positions of 5% or more in the shares or underlying shares of our Company as recorded in the register required to be kept under section 336 of the SFO:

主要股東於股份及相關股份的權益

於2020年3月31日，據董事所知，下列人士或公司(董事或本公司主要行政人員除外)於本公司股份或相關股份中擁有5%或以上權益或淡倉而須根據證券及期貨條例第336條記錄於規定須存置的登記冊內：

Name of Shareholder	Nature of interest	Class and number of issued shares held ⁽¹⁾	Long/short position	Approximate percentage of the issued shares as at 30 June 2020 於2020年6月30日 佔已發行 股份的 概約百分比
股東姓名	權益性質	持有已發行股份的類別及數目 ⁽¹⁾	好倉／淡倉	
RLA	Beneficial owner	1,494,000,000 ordinary shares	Long position	75%
RLA	實益擁有人	1,494,000,000股普通股	好倉	75%

Note:

(1) All interests stated are long positions.

附註：

(1) 所示的所有權益均為好倉。

Save as disclosed above, as at 31 March 2020, the Directors are not aware of any other person or corporation having an interest or short position in the Shares or the underlying Shares of our Company or its associated corporation(s) which would require to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

除上文所披露者外，於2020年3月31日，就董事所知概無任何其他人士或公司於本公司或其相聯法團之股份或相關股份中擁有本公司依據證券及期貨條例第336條須存置的登記冊所記錄的權益或淡倉。

CONFIRMATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Our Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation, our Company considers that all of its independent non-executive Directors are independent.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year under review, the Group had not entered into any connected transactions or continuing connected transactions which are required to be disclosed in this annual report pursuant to the Listing Rules.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, the related party transactions disclosed in note 32 to the consolidated financial statements does not constitute non-exempt connected transactions or non-exempt continuing connected transactions under Chapter 14A of the Listing Rules.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACT OF SIGNIFICANCE

No contracts of significance to which our Company or any of its subsidiaries was a party and in which any Controlling Shareholder of our Company or any of its subsidiaries had a material interest, whether directly or indirectly, subsisted at the end of the financial year under review or at any time during the year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 March 2020 was our Company, its holding company, 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, our Company or any other body corporate.

MANAGEMENT CONTRACTS

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

獨立非執行董事的確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立身份呈交之年度確認。基於有關確認，本公司認為全體獨立非執行董事均屬獨立人士。

關連交易及持續關連交易

於回顧年度內，本集團並無訂立任何關連交易或持續關連交易而須根據上市規則在本年報作出披露。

經董事作出一切合理查詢後所知、所悉及所信，綜合財務報表附註32所載的關聯方交易概不構成上市規則第十四A章的非豁免關連交易或非豁免持續關連交易。

控股股東於重大合約的權益

於回顧財政年度末或年內任何時間，概無本公司或其附屬公司為訂約方而本公司或其任何附屬公司控股股東於當中擁有重大權益(不論直接或間接)的重大合約存續。

購買股份或債券的安排

截至2020年3月31日止年度的任何時間，本公司、其控股公司或其任何附屬公司概無訂有任何讓董事透過收購本公司或任何其他法團的股份或債券以取得利益的安排。

管理合約

於回顧財政年度內並無訂立或出現有關管理及執行本公司業務的全部或任何主要部分的合約。

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and top five highest paid individuals of our Group are set out in notes 9 and 10 to the consolidated financial statements.

EMPLOYEES

As at 31 March 2020, our Group had a total of 99 full-time employees in Hong Kong, Mainland China, Taiwan, Singapore, Malaysia and Indonesia.

REMUNERATION POLICY

The remuneration policy of our Company is reviewed regularly, making reference primarily to the market conditions and performance of our Company and individual staff (including the Directors). Remuneration package includes, as the case may be, basic salary, Director's remuneration, contribution to pension schemes, discretionary bonus relating to financial performance of our Group and individual performance. The remuneration policy and remuneration packages of the Directors and senior management are reviewed by the Remuneration Committee and the Board, having regard to Director's experience, duties and responsibilities, performance and achievement.

PENSION SCHEME ARRANGEMENT

Our Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") in Hong Kong under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of our Group in an independently administered fund. Our Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of our Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentages of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

董事及五名最高薪酬人士的薪酬

有關各董事及本集團五名最高薪酬人士的薪酬詳情載於綜合財務報表附註9及10。

僱員

於2020年3月31日，本集團在香港、中國內地、台灣、新加坡、馬來西亞及印尼共有99名全職僱員。

薪酬政策

本公司主要參照市況和本公司與個別員工(包括董事)的表現定期檢討薪酬政策。薪酬待遇包括(視情況而定)基本薪酬、董事酬金、退休金供款以及與本集團財務表現及個人表現掛鈎的酌情花紅。薪酬委員會及董事會基於董事的經驗、職務與職責、表現及成就檢討董事及高級管理層的薪酬政策和薪酬待遇。

退休金計劃安排

本集團於香港按照強制性公積金計劃條例為合資格參與定額供款強制性公積金退休福利計劃(「強積金計劃」)的僱員設立強積金計劃。供款乃按照僱員基本薪金百分比計算，並按照強積金計劃規定於須予供款時在損益表中扣除。強積金計劃資產乃由獨立管理基金持有並與本集團資產分開管理。當向強積金計劃供款時，本集團之僱主供款將全數歸於僱員所得。

本集團在中國內地所經營附屬公司的僱員須參加由當地市政府營運的中央退休金計劃。該等附屬公司須向中央退休金計劃繳納一定比例的工資成本。根據中央退休金計劃的規則，供款於應付時計入損益。

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2020, the aggregate amount of revenue attributable to our Group's five largest customers accounted for 61.0% of our Group's revenue and the revenue attributable to our Group's largest customer accounted for approximately 31.4% of our Group's revenue.

For the year ended 31 March 2020, the aggregate amount of purchases attributable to our Group's five largest suppliers accounted for approximately 63.1% of our Group's purchases and the purchases attributable to our Group's largest supplier accounted for approximately 25.9% of our Group's purchases.

None of the Directors, their respective close associates nor any shareholder (who or which to the best knowledge of the Directors owns more than 5% of the issued share capital of our Company) has any interest in the top five customers and top five suppliers of our Group during the financial year under review.

KEY RELATIONSHIP WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHER PARTIES

Our Group recognises the employees as the most important and valuable assets of our Group. The objective of our Group's human resource management is to reward and recognise performing staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression by appropriate on-the-job training and providing opportunities within our Group for career advancement.

The Directors are of view that employees, customers, suppliers and bankers are the keys to the sustainable development of our Group and the Company has been maintaining a good relationship with the key stakeholders.

RISKS AND UNCERTAINTIES RELATING TO OUR GROUP'S BUSINESS

Our Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses. The followings are the key risks and uncertainties identified by our Group. There are no material uncertainties relating to events or conditions that may cast significant doubt on our Company's ability to continue as a going concern. There may be other risks and uncertainties in addition to those shown below which are not known to our Group or which may not be material now but could turn out to be material in the future.

主要客戶及供應商

截至2020年3月31日止年度，本集團五大客戶的收益合共佔本集團收益61.0%，而本集團最大客戶的收益則佔本集團收益約31.4%。

截至2020年3月31日止年度，本集團五大供應商的採購額合共佔本集團採購額約63.1%，而本集團最大供應商的採購額則佔本集團採購額約25.9%。

於回顧財政年度內，概無董事、彼等各自的緊密聯繫人或任何股東（據董事所知擁有本公司已發行股本超過5%的股東）於本集團五大客戶及五大供應商中擁有任何權益。

與僱員、客戶、供應商以及其他各方之主要關係

本集團深知，僱員乃本集團最重要及最寶貴之資產。本集團人力資源管理之目標為透過提供具競爭力之薪酬待遇及實行設有合適獎勵之完善表現評估制度，獎勵及肯定僱員之優秀表現，亦透過提供合適在職培訓及本集團內晉升的機會，促進僱員事業發展及晉升。

董事認為僱員、客戶、供應商及銀行是本集團可持續發展的關鍵，本公司已與主要持份者維持良好關係。

有關本集團業務的風險及不確定性

本集團之財務狀況、經營業績及業務前景可能直接或間接受若干涉及本集團業務的風險及不確定性影響。以下為本集團識別之主要風險及不確定性。各種事項或狀況並無重大不確定性，以致可能對本公司持續經營能力有重大疑慮。除下列者外，可能有其他本集團並不知悉的風險及不確定性，或目前可能並不重要但於未來可能變得重要的風險及不確定性。

Business Risk

Business risk is the risk related to our business and industry that deteriorates profitability or affects ability to meet business objectives. The management of our Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The business performance, results of operations and financial condition may be materially and adversely affected if:

- (i) our Group fails to source high-quality, popular media content/brands from media content/brand licensors upon terms acceptable to us or if there is any loss or deterioration of relationship with our media content/brand licensors;
- (ii) our Group fails to identify sufficient or suitable customers for our licensed media content;
- (iii) our Group fails to identify the market trend and our licensed media content/brands fail to compete successfully with other media content/brands;
- (iv) acts of piracy and copyright infringement or any type of infringement, due to technological advances and upgrades, are prevalent in many parts of the world;
- (v) there is any imposition of additional or more stringent laws, regulations or policies on the distribution of media content by the PRC government or governments of other regions;
- (vi) our Group faces risks related to natural disasters, health epidemics and other outbreaks of contagious diseases, such as COVID-19;
- (vii) there are changes in the PRC market or economic conditions resulting from the macroeconomic challenges by the uncontrollable events, including but not limited to Sino-US trade war, as our Group mainly derives revenue in China.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

Responsibility for managing operational risks basically rests with every function at divisional and departmental levels. Key functions in the Group are guided by their standard operating procedures, limits of authority and reporting framework. The management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

業務風險

業務風險指與我們的業務及行業有關而令盈利能力下降或影響達成業務目標能力之風險。本集團管理層管理及監察此等風險，確保及時有效地實施適當措施。

倘出現以下情況，則業務表現、經營業績及財務狀況可能受到重大不利影響：

- (i) 本集團未能按可接受的條款從媒體內容／品牌授權方獲取優質且受歡迎的媒體內容／品牌，或我們與媒體內容／品牌授權方的關係有任何中斷或惡化；
- (ii) 本集團未能為授權媒體內容覓得足夠或合適的客戶；
- (iii) 本集團未能把握市場趨勢及我們的授權媒體內容／品牌無法與其他媒體內容／品牌成功競爭；
- (iv) 由於科技進步及升級，盜版及侵權行為或各種類型的侵權在全球多處相當普遍；
- (v) 中國政府或其他地區政府對發行媒體內容實施任何額外或更嚴格的法律、法規或政策；
- (vi) 本集團面臨與自然災害、流行病蔓延及例如2019冠狀病毒病等其他傳染病爆發相關的風險；
- (vii) 本集團的收益主要來自中國，而由於各種不可控事件(包括但不限於中美貿易戰)帶來的宏觀經濟挑戰，中國市場或經濟狀況出現變化。

營運風險

營運風險指因內部程序、人員及制度不足或缺失，或因外部事件而造成損失之風險。

管理營運風險之責任基本上由各個功能之分部及部門肩負。本集團之主要功能經由本身之標準營運程序、權限及匯報框架作出指引。管理層將會定期識別及評估主要營運風險，以便採取適當風險應對。

Investment Risk

Investment risk can be defined as the likelihood of occurrence of losses relative to the expected return on any particular investment. Key concern of investment framework will be balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision process. Proper authorisation system has been set up and detailed analysis will be made before approving investments. Regular updates on the progress of the investments of our Group would be submitted to the Board.

Manpower and Retention Risk

Our Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of the Group. The Group will provide competitive remuneration package to suitable candidates and personnel.

Financial Risk

Our Group's also faces financial risks including foreign currency risk and credit risk. Details of these financial risks are set out in note 35 to the consolidated financial statements. In addition, if our Group fail to recoup its minimum guarantee paid to the media content/brand licensors, the licensed assets may be subject to further write-down.

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company, and within the knowledge of the Directors, the Company maintained the public float from the Listing Date and up to the end of the Reporting Period.

DIRECTORS' PERMITTED INDEMNITY PROVISIONS

During the year ended 31 March 2020 and up to date of this report, our Company has in force indemnity provisions for the benefit of the Directors. The permitted indemnity provisions are provided according to the Articles of Association and our Company has maintained the directors and officers liability insurance in respect of potential liability and costs associated with any legal proceedings which may be brought against the Directors of our Company.

投資風險

投資風險乃界定為任何某項投資相對其預期回報發生虧損之可能性。投資框架之主要考慮因素為平衡各類投資風險及回報，因此風險評估乃投資決策過程中重要一環。本集團已設立適當授權制度，並會於批准投資前進行詳細分析。本集團之投資項目進度會定期更新，並向董事會匯報。

人力資源及挽留風險

本集團可能面臨無法吸引及挽留具備適當及所需技能、經驗及才能之主要人員及人才的風險，此等主要人員及人才均是達致本集團業務目標所需之因素。本集團將為合適人選及人員提供具競爭力之薪酬方案。

金融風險

本集團亦面對金融風險，包括外匯風險及信貸風險。該等金融風險之詳情載於綜合財務報表附註35。此外，倘本集團未能抵扣向媒體內容／品牌授權方支付的最低保證金，授權資產可能會面臨進一步撇減。

優先購買權

組織章程細則或開曼群島法律並無有關優先購買權之條款，規定本公司須按比例向現有股東發售新股份。

充足公眾持股量

據本公司可公開獲得的資料，就董事所知，本公司自上市日期起至報告期末已保持公眾持股量。

董事獲准彌償條文

截至2020年3月31日止年度及截至本報告日期，本公司已就董事的利益訂立有效彌償條款。獲准彌償條文乃根據組織章程細則訂立，且本公司已就可能針對本公司董事而提起的任何法律程序相關的潛在責任及費用投購董事及高級管理人員責任保險。

ENVIRONMENTAL POLICIES AND PERFORMANCE

Our Group is committed to supporting environmental protection to ensure business development and sustainability. Our Group implements green office practices to reduce the consumption of energy and natural resources. These practices include the use of energy saving lightings and recycled paper, reduce energy consumption by switching off idle lightings, computers and electrical appliances and the use of environmentally friendly products whenever possible. Details of the environmental policies and performance are set out in the section headed “Environmental, Social and Governance Report” on pages 35 to 53 of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, our Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operations of our Company and its subsidiaries during the year ended 31 March 2020 and up to date of this report.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by our Group or existed during the financial year under review.

USE OF PROCEEDS FROM LISTING

The details of the use of proceeds for the year ended 31 March 2020 is set out in the section headed “Management Discussion and Analysis” on pages 9 to 20 in this annual report.

SIGNIFICANT INVESTMENT HELD

The Group did not hold any significant investment (representing any investment in an investee company with a value of 5% or more of the total assets of the Company as of 31 March 2020) during the year ended 31 March 2020.

環境政策及表現

本集團致力支持環境保護，以確保業務可持續發展。本集團實施綠色辦公室措施，以減少能源及天然資源之消耗。該等措施包括使用節能照明及環保紙、通過關閉閒置的照明、電腦及電器減少能源消耗以及盡量使用環保產品。環境政策及表現的詳情載於本年報第35至53頁「環境、社會及管治報告」一節。

遵守法律及法規

經董事作出一切合理查詢後所知、所悉及所信，本集團於截至2020年3月31日止年度以及本報告日期在重大方面已遵守對本公司及其附屬公司的業務及營運有重大影響的相關法律及法規。

股票掛鈎協議

本集團於回顧財政年度內並無訂立或出現任何股票掛鈎協議。

上市所得款項用途

截至2020年3月31日止年度所得款項用途的詳情載於本年報第9至20頁「管理層討論與分析」一節。

所持有的重大投資

本集團於截至2020年3月31日止年度並無持有任何重大投資(指對一間被投資公司的任何投資，其投資金額佔本公司截至2020年3月31日的資產總值5%或以上)。

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES

Neither our Company nor any of our subsidiaries purchased, sold or redeemed any of our Company's listed shares since the Listing Date up to the end of the Reporting Period.

BORROWINGS

As at 31 March 2020, our Group did not have any interest-bearing or external borrowings.

MATERIAL LEGAL PROCEEDINGS

As at 31 March 2020, our Group was not involved in any material litigation or arbitration and no material litigation or arbitration were pending or threatened or made against our Group so far our Group is aware.

TAX RELIEF AND EXEMPTION

Our Company is not aware of any tax relief and exemption available to the shareholders by reason of their holding of our Company's securities.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

There is no significant event of our Group after the Reporting Period.

AUDITOR

The consolidated financial statements for the year ended 31 March 2020 have been audited by Ernst & Young, who will retire at the conclusion of the AGM. Ernst & Young, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young as the auditor of the Company will be proposed at the AGM.

On behalf of the Board

Chiu Siu Yin Lovinia

Director

30 June 2020

購買、出售或贖回上市股份

本公司及其任何附屬公司自上市日期至本報告期末概無購買、出售或購回本公司任何上市股份。

借款

於2020年3月31日，本集團並無任何計息或外部借款。

重大法律訴訟

於2020年3月31日，本集團並無涉及任何重大訴訟或仲裁，據本集團所知，亦無任何尚未了結或面臨或已對本集團作出之重大法律訴訟或仲裁。

稅務減免及豁免

就本公司所知並無股東因持有本公司證券而享有任何稅務減免及豁免。

報告期後重大事項

報告期後，本集團並無重大事項。

核數師

截至2020年3月31日止年度的綜合財務報表已由安永會計師事務所審核。安永會計師事務所將於股東週年大會結束時退任，惟符合資格並願意重選連任。本公司將於股東週年大會提呈續聘安永會計師事務所為本公司核數師的決議案。

代表董事會

董事

趙小燕

2020年6月30日



To the shareholders of Medialink Group Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Medialink Group Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 94 to 188, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致 矜 邦 集 團 有 限 公 司 股 東
(於 開 曼 群 島 註 冊 成 立 的 有 限 公 司)

意見

我們已審核矜邦集團有限公司(「貴公司」)及其附屬公司(「貴集團」)列載於第94至188頁的綜合財務報表，包括於2020年3月31日的綜合財務狀況表、截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表以及包括主要會計政策概要的綜合財務報表附註。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了 貴集團於2020年3月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任一節中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。就下文各事項，下文敘述了處理審計事項的方法。

我們已履行本報告核數師就審計綜合財務報表承擔的責任一節所述之責任(包括有關該等事項)。因此，我們的審計包括履行為應對綜合財務報表重大失實陳述風險評估的程序。我們審計程序的結果(包括為解決以下事項所進行的程序)就隨附綜合財務報表為我們的審計意見提供基礎。

Key audit matter 關鍵審計事項

How our audit addressed the key audit matter 我們的審計處理關鍵審計事項的方法

Impairment assessment of trade receivables 貿易應收款項的減值評估

As at 31 March 2020, the Group had trade receivables of HK\$149,590,000, representing approximately 21.5% of the total assets of the Group. Significant management judgements and estimations are required in assessing the expected credit losses ("ECL") for the trade receivables, with reference to the ageing profile of the trade receivables, historical credit loss experience and both the current and forecast general economic conditions at the reporting date.

於2020年3月31日，貴集團的貿易應收款項為149,590,000港元，佔貴集團資產總值約21.5%。評估貿易應收款項的預期信貸虧損(「預期信貸虧損」)須參考貿易應收款項的賬齡組合、過往信貸虧損經驗及報告日期當前與預測的整體經濟狀況作出重大管理判斷與估計。

The relevant accounting policy, significant accounting judgements and estimates and disclosures are included in notes 3.2, 4 and 19 to the consolidated financial statements.

相關會計政策、重大會計判斷及估計以及披露載於綜合財務報表附註3.2、4及19。

In evaluating management's impairment assessment, our procedures included: (i) obtaining evidence of subsequent settlements for trade receivable balances on a sample basis; (ii) evaluating management's assumptions used to determine the ECL through testing of the underlying information in the ageing reports and assessing the historical credit loss experience of the debtors as well as the forward-looking factors with reference to the related publicly available information; and (iii) assessing the adequacy of the Group's disclosures in relation to trade receivables included in the consolidated financial statements.

評估管理層減值評估時，涉及的程序有：(i)以抽樣方式取得貿易應收款項結餘其後結算的證據；(ii)評估管理層用於釐定預期信貸虧損的假設，方法為測試賬齡報告相關信息及評估債務人歷史信貸虧損經驗以及經參考相關公開可得資料的前瞻性信息；及(iii)評估貴集團披露綜合財務報表所載貿易應收款項的相關資料是否充足。

Key audit matter
關鍵審計事項

How our audit addressed the key audit matter
我們的審計處理關鍵審計事項的方法

Net realisable value of licensed rights
授權的可變現淨值

As at 31 March 2020, the Group recorded licensed rights of HK\$135,745,000, representing approximately 19.5% of the total assets of the Group. Significant management judgements and estimations are required in assessing the net realisable value of the licensed rights, with reference to the ageing analysis, historical sales pattern, expectation of future saleability of the licensed rights based on current market conditions and other specific attributes that might have an impact on the sales projections.

於2020年3月31日，貴集團錄得授權135,745,000港元，佔貴集團資產總值約19.5%。評估授權的可變現淨值須參考賬齡分析、過往銷售模式、基於當前市況對授權的預期未來可銷售性的預測及或會對銷售預測產生影響的其他特定因素作出重大管理判斷與估計。

The relevant accounting policy, significant accounting judgements and estimates and disclosures are included in notes 3.2, 4 and 18 to the consolidated financial statements.

相關會計政策、重大會計判斷及估計以及披露載於綜合財務報表附註3.2、4及18。

In evaluating management's assessment, our procedures included: (i) obtaining an understanding of the net realisable value assessments made by management; (ii) reviewing the licensed rights ageing report; (iii) obtaining evidence of subsequent sales of the licensed rights on a sample basis; and (iv) assessing the reasonableness of the sales projections prepared by management, on a sample basis.

評估管理層評估時，涉及的程序有：(i)了解管理層對可變現淨值的評估；(ii)審閱授權賬齡報告；(iii)以抽樣方式取得其後銷售授權的證據；及(iv)以抽樣方式評估管理層編製的銷售預測是否合理。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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 of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

年報中包括的其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

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

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

貴公司董事在審核委員會的協助下負責監督貴集團的財務報告過程。

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

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

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們的報告僅向閣下(作為整體)出具，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

核數師就審計綜合財務報表承擔的責任 *(續)*

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評估綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

**AUDITOR'S RESPONSIBILITIES FOR
THE AUDIT OF THE CONSOLIDATED
FINANCIAL STATEMENTS** *(Continued)*

The engagement partner on the audit resulting in this independent auditor's report is Wu Ka Lai, Cary.

**核數師就審計綜合財務報表承
擔的責任** *(續)*

出具本獨立核數師報告的審計項目合夥人是胡嘉麗。

Ernst & Young
Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

30 June 2020

安永會計師事務所
執業會計師

香港
中環
添美道1號
中信大廈22樓

2020年6月30日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 March 2020
截至2020年3月31日止年度

		Notes 附註	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Revenue	收益	6	315,122	475,522
Cost of sales	銷售成本		(169,548)	(247,330)
Gross profit	毛利		145,574	228,192
Other income and gains	其他收入及收益	7	4,414	5,496
Selling and distribution expenses	銷售及分銷開支		(44,778)	(47,956)
General and administrative expenses	一般及行政開支		(51,261)	(62,575)
Other expenses, net	其他開支(淨額)		(18,783)	(4,898)
Finance cost	融資成本		(132)	—
Profit Before Tax	除稅前溢利	8	35,034	118,259
Income tax credit/(expense)	所得稅抵免/(開支)	11	917	(12,676)
Profit For The Year	年內溢利		35,951	105,583
Attributable to:	以下各項應佔:			
Shareholders of the Company	本公司股東		35,951	105,579
Non-controlling interests	非控股權益		—	4
			35,951	105,583
Earnings Per Share Attributable to Shareholders of the Company	本公司股東應佔每股盈利	13		
Basic	基本		HK 1.9 cents 1.9港仙	HK 7.1 cents 7.1港仙
Diluted	攤薄		HK 1.9 cents 1.9港仙	HK 7.1 cents 7.1港仙

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 March 2020
截至2020年3月31日止年度

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Profit For The Year	年內溢利	35,951	105,583
Other Comprehensive Income/(Loss)	其他全面收益／(虧損)		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	於其後期間可重新分類至損益的其他全面收益／(虧損)：		
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	(418)	234
Total Comprehensive Income For The Year	年內全面收益總額	35,533	105,817
Attributable to:	以下各項應佔：		
Shareholders of the Company	本公司股東	35,533	105,813
Non-controlling interests	非控股權益	—	4
		35,533	105,817

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2020
於2020年3月31日

		Notes 附註	2020 2020年 HK\$'000 千港元	2019 2019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	14	10,473	7,396
Goodwill	商譽	15	29,709	29,709
Intangible assets	無形資產	16	11,831	11,549
Investments in media contents	投資媒體內容	17	25,083	—
Deposits	按金	20	542	129
			77,638	48,783
Current Assets	流動資產			
Licensed assets	授權資產	18	148,430	142,823
Trade receivables	貿易應收款項	19	149,590	111,045
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20	3,746	9,975
Tax recoverable	可收回稅項		19,279	6,746
Cash and cash equivalents	現金及現金等價物	21	298,047	163,754
			619,092	434,343
Current Liabilities	流動負債			
Trade payables	貿易應付款項	22	133,943	125,579
Accruals and other payables	應計費用及其他應付款項	23	47,709	57,048
Contract liabilities	合約負債	24	26,726	30,073
Lease liabilities	租賃負債	25	2,999	—
Tax payable	應付稅項		591	708
			211,968	213,408
Net Current Assets	流動資產淨值		407,124	220,935
Total Assets Less Current Liabilities	資產總值減流動負債		484,762	269,718
Non-Current Liabilities	非流動負債			
Lease liabilities	租賃負債	25	1,114	—
Deferred tax liabilities	遞延稅項負債	26	70	951
			1,184	951
Net Assets	資產淨值		483,578	268,767

Consolidated Statement of Financial Position
綜合財務狀況表

31 March 2020
於2020年3月31日

		Notes 附註	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Equity	權益			
Share capital	股本	27	19,920	—
Reserves	儲備	28	463,658	268,767
Total equity	權益總額		483,578	268,767

Chiu Siu Yin Lovinia
趙小燕
Director
董事

Ma Ching Fung
馬正鋒
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 March 2020
截至2020年3月31日止年度

		Attributable to owner of the parent 母公司擁有人應佔								Non- controlling interests	Total equity
		Issued capital	Share premium account	Capital reserve	Other reserve	Exchange fluctuation reserve	Retained profits	Total	Total equity		
Notes 附註	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元 (note 28) (附註28)	HKS'000 千港元 (note 28) (附註28)	HKS'000 千港元 (note 28) (附註28)	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	
At 1 April 2018	於2018年4月1日	—	—	1	—	(740)	196,278	195,539	(89)	195,450	
Profit for the year	年內溢利	—	—	—	—	—	105,579	105,579	4	105,583	
Other comprehensive income for the year:	年內其他全面收益：										
Exchange differences on translation of foreign operations	換算海外業務產生的 匯兌差額	—	—	—	—	234	—	234	—	234	
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	234	105,579	105,813	4	105,817	
Acquisition of non-controlling interests	收購非控股權益	32(a)	—	—	(85)	—	—	(85)	85	—	
Acquisition of a subsidiary	收購一間附屬公司	29	—	40,000	—	—	—	40,000	—	40,000	
Dividends	股息	12	—	—	—	—	(72,500)	(72,500)	—	(72,500)	
At 31 March 2019 and at 1 April 2019	於2019年3月31日及 2019年4月1日	—	—	40,001*	(85)*	(506)*	229,357*	268,767	—	268,767	
Profit for the year	年內溢利	—	—	—	—	—	35,951	35,951	—	35,951	
Other comprehensive loss for the year:	年內其他全面虧損：										
Exchange differences on translation of foreign operations	換算海外業務產生的 匯兌差額	—	—	—	—	(418)	—	(418)	—	(418)	
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	(418)	35,951	35,533	—	35,533	
Issue of shares under initial public offering	根據首次公開招股發行 股份	27	19,920	204,180	—	—	—	224,100	—	224,100	
Share issue expenses	發行股份開支	—	(14,126)	—	—	—	—	(14,126)	—	(14,126)	
Dividends	股息	12	—	—	—	—	(30,696)	(30,696)	—	(30,696)	
At 31 March 2020	於2020年3月31日	—	19,920	190,054*	40,001*	(85)*	(924)*	234,612*	483,578	—	483,578

* These reserve accounts comprise the consolidated reserves of HK\$463,658,000 (2019: HK\$268,767,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表的綜合儲備463,658,000港元(2019年: 268,767,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2020
截至2020年3月31日止年度

	Notes 附註	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES			
經營活動所得現金流量			
Profit before tax		35,034	118,259
Adjustments for:			
Interest income	7	(4,169)	(355)
Gain on disposal of items of property, plant and equipment	7	(120)	—
Finance cost	8	132	—
Depreciation of right-of-use assets	8	2,501	—
Depreciation of other items of property, plant and equipment	8	1,225	1,304
Amortisation of intangible assets	8	13,701	13,262
Impairment of intangible assets	8	349	—
Impairment of trade receivables	8	2,398	2,366
Reversal of impairment of trade receivables	8	(1,366)	(1,671)
Write-off of trade receivables	8	8	2
Write-down of licensed rights to net realisable value, net	8	16,852	3,908
		66,545	137,075
Increase in licensed assets		(22,456)	(26,575)
Decrease/(increase) in trade receivables		(39,644)	44,440
Decrease/(increase) in prepayments, deposits and other receivables		5,942	(6,348)
Increase in amounts due from related parties		—	(2,246)
Increase in trade payables		367	18,321
Increase/(decrease) in accruals and other payables		(9,192)	20,108
Decrease in contract liabilities		(3,301)	(34,492)
Cash generated from/(used in) operations		(1,739)	150,283
Hong Kong profits tax paid		(12,456)	(19,226)
Overseas tax paid		(150)	(674)
Net cash flows from/(used in) operating activities		(14,345)	130,383

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2020
截至2020年3月31日止年度

	Notes 附註	2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Interest received	已收利息	4,048	355
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及 設備項目所得款項	120	—
Purchases of items of property, plant and equipment	購買物業、廠房及 設備項目	(458)	(604)
Purchases of intangible assets	購買無形資產	(12,560)	(6,561)
Additions of investments in media contents	增加投資媒體內容	(18,818)	—
Acquisition of a subsidiary	收購一間附屬公司	—	31,658
Placement of time deposits with original maturity of more than 3 months when placed	存放於存放時原存款期 超過三個月的定期存款	(609)	—
Redemption of time deposits with original maturity of more than 3 months when placed	贖回於存放時原存款期 超過三個月的定期存款	302	—
Net cash flows from/(used in) investing activities	投資活動所得/(所用) 現金流量淨額	(27,975)	24,848
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Proceeds from issue of shares under initial public offering	根據首次公開售股發行 股份所得款項	27(b) 224,100	—
Share issue expenses	發行股份開支	(14,126)	—
Lease payments	租賃付款	30(b) (2,762)	—
Dividends paid	已付股息	(30,696)	(125,750)
Repayment of amount due to a shareholder	償還應付一名股東款項	30(b) —	(34,475)
Net cash flows from/(used in) financing activities	融資活動所得/(所用) 現金流量淨額	176,516	(160,225)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物 增加/(減少)淨額	134,196	(4,994)
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物	163,754	169,067
Effect of foreign exchange rate changes, net	匯率變動影響(淨額)	(210)	(319)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	年末現金及現金等價物	297,740	163,754
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	21 101,206	163,754
Time deposits	定期存款	21 196,841	—
Cash and cash equivalents as stated in the statement of financial position	列示於財務狀況表的 現金及現金等價物	298,047	163,754
Less: Time deposits with original maturity of more than three months when placed	減：於存放時原存款期 超過三個月的定期存款	(307)	—
Cash and cash equivalents as stated in the statement of cash flow	列示於現金流量表的 現金及現金等價物	297,740	163,754

Notes to Consolidated Financial Statements

綜合財務報表附註

31 March 2020
2020年3月31日

1. CORPORATE AND GROUP INFORMATION

Medialink Group Limited is a limited liability company incorporated in the Cayman Islands. The registered office of the Company is located at Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands. The principal place of business of the Company is located at Suite 1001, 10/F, Tower 1, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong. In the opinion of the directors of the Company (the “**Directors**”), the immediate holding company and the ultimate holding company of the Company is RLA Company Limited, which is incorporated in the British Virgin Islands (“**BVI**”). The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 21 May 2019 (the “**Listing**”).

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

- media content distribution and investments in media content production (“**Media Content Distribution Business**”)
- brand licensing (“**Brand Licensing Business**”)

Information about subsidiaries

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

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Medialink Animation International Limited	Hong Kong	HK\$2	—	100	Sub-licensing of brands; and provision of licensing agency services
羚邦動畫(國際)有限公司	香港	2港元	—	100	品牌再授權; 及提供授權代理服務
Medialink Entertainment Limited	Hong Kong	HK\$10	—	100	Distribution of licensed media content; sublicensing of brands; theatrical release; and investments in media content production
羚邦娛樂有限公司	香港	10港元	—	100	獲授權媒體內容發行; 品牌再授權; 戲院放映; 及媒體內容製作投資

1. 公司及集團資料

羚邦集團有限公司於開曼群島註冊成立為有限公司。本公司的註冊辦事處位於 Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands。本公司的主要營業地點位於香港九龍尖沙咀東麼地道75號南洋中心第一座10樓1001室。本公司董事(「**董事**」)認為，本公司的直接控股公司及最終控股公司為 RLA Company Limited，其於英屬處女群島(「**英屬處女群島**」)註冊成立。本公司股份已於2019年5月21日在香港聯合交易所有限公司(「**聯交所**」)主板上市(「**上市**」)。

本公司為投資控股公司。年內，本公司附屬公司從事下列主要業務：

- 媒體內容發行及媒體內容製作投資(「**媒體內容發行業務**」)
- 品牌授權(「**品牌授權業務**」)

附屬公司資料

本公司主要附屬公司詳情載列如下：

Notes to Consolidated Financial Statements

綜合財務報表附註

31 March 2020
2020年3月31日

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Medialink (Far East) Limited	Hong Kong	HK\$2	—	100	Sub-licensing of brands; and provision of licensing agency services
Medialink (Far East) Limited	香港	2港元	—	100	品牌再授權；及提供授權代理服務
Medialink Brand Management Pte Limited*	Singapore	Singapore dollar (“SGD”) 10	—	100	Provision of licensing agency services
Medialink Brand Management Pte Limited*	新加坡	10新加坡元 (「新加坡元」)	—	100	提供授權代理服務
Medialink (Shanghai) Co., Limited**	People’s Republic of China (“PRC”)/ Mainland China	US\$850,000	—	100	Provision of sales, marketing and administrative support services to group companies
羚邦星藝文化發展(上海)有限公司**	中華人民共和國 (「中國」)/ 中國內地	850,000美元	—	100	向集團公司提供銷售、市場營銷及行政支援服務
Whateversmiles Limited	Hong Kong	HK\$100	—	100	Investment holding and investments in media content production
Whateversmiles Limited	香港	100港元	—	100	投資控股及媒體內容製作投資
Whateversmiles 株式會社*	Japan	Japanese Yen (“JPY”) 5,000,000	—	100	Investments in media content production
Whateversmiles 株式會社*	日本	5,000,000日圓 (「日圓」)	—	100	媒體內容製作投資

* The statutory financial statements of these companies are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

The company is registered as a wholly-foreign-owned enterprise established under PRC law

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

1. 公司及集團資料 (續)

附屬公司資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Medialink (Far East) Limited	Hong Kong	HK\$2	—	100	Sub-licensing of brands; and provision of licensing agency services
Medialink (Far East) Limited	香港	2港元	—	100	品牌再授權；及提供授權代理服務
Medialink Brand Management Pte Limited*	Singapore	Singapore dollar (“SGD”) 10	—	100	Provision of licensing agency services
Medialink Brand Management Pte Limited*	新加坡	10新加坡元 (「新加坡元」)	—	100	提供授權代理服務
Medialink (Shanghai) Co., Limited**	People’s Republic of China (“PRC”)/ Mainland China	US\$850,000	—	100	Provision of sales, marketing and administrative support services to group companies
羚邦星藝文化發展(上海)有限公司**	中華人民共和國 (「中國」)/ 中國內地	850,000美元	—	100	向集團公司提供銷售、市場營銷及行政支援服務
Whateversmiles Limited	Hong Kong	HK\$100	—	100	Investment holding and investments in media content production
Whateversmiles Limited	香港	100港元	—	100	投資控股及媒體內容製作投資
Whateversmiles 株式會社*	Japan	Japanese Yen (“JPY”) 5,000,000	—	100	Investments in media content production
Whateversmiles 株式會社*	日本	5,000,000日圓 (「日圓」)	—	100	媒體內容製作投資

* 該等公司的法定財務報表並非由香港安永會計師事務所或安永會計師事務所全球網絡的其他成員公司審核

該公司乃根據中國法律註冊成立為一間外商獨資企業

董事認為，上表載列的本公司附屬公司乃主要影響年度業績或構成本集團資產淨值重大部分的附屬公司。董事認為，提供其他附屬公司的詳情會導致篇幅過長。

2.1 BASIS OF PREPARATION

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

The financial statements have been prepared on a going concern basis, under the historical cost convention, except for investments in media contents which are stated at fair value. They are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2020. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

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

2.1 編製基準

財務報表乃按照香港會計師公會（「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」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例的披露規定而編製。

財務報表乃按持續經營基準及歷史成本法編製，惟投資媒體內容按公平值列賬。除另有指明外，該等財務報表以港元（「港元」）呈列，且所有數值已約整至最接近之千元（千港元）。

綜合基準

綜合財務報告包括本公司及其附屬公司（統稱「本集團」）截至2020年3月31日止年度的財務報表。附屬公司指由本公司直接或間接控制的實體（包括結構性實體）。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力（即本集團獲賦予現有以主導投資對象相關活動的既存權利）影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象的其他投票權持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司與本公司的財務報表的報告期相同，並採用一致會計政策編製。附屬公司的業績由本集團取得控制權之日起綜合入賬，並繼續綜合入賬至該控制權終止之日期為止。

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2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

Profit or loss and each component of other comprehensive income are attributed to owner of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

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

2.1 編製基準 (續)

綜合基準 (續)

損益及其他全面收益的各組成部分歸屬於本集團母公司擁有人及非控股權益，即使此舉引致非控股權益結餘為負數。所有有關本集團成員公司之間交易的集團內公司間資產及負債、權益、收入、開支及現金流量會於綜合入賬時全數對銷。

如果事實及情況顯示上述控制的三項元素中一項或多項有變，則本集團會重新評估自身是否仍然控制投資對象。附屬公司的擁有權權益發生變動(控制權並未失去)，則按股本交易入賬。

倘本集團失去對附屬公司的控制權，則取消確認(i)該附屬公司的資產(包括商譽)及負債，(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計換算差額；及確認(i)所收代價的公平值，(ii)所保留任何投資的公平值及(iii)損益賬中任何因此產生的盈餘或虧絀。過往於其他全面收益內確認的本集團應佔部分按與猶如本集團直接出售有關資產或負債時所規定的相同基準重新分類至損益或保留溢利(如適用)。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK (IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
Annual Improvements to HKFRSs 2015–2017 Cycle	<i>Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23</i>

The impact of adoption of HKFRS 16 and HK(IFRIC)-Int 23 are explained below. The adoption of other new and revised HKFRSs does not have any significant financial effect on the Group's results of operation and financial position.

(a) HKFRS 16 *Leases*

HKFRS 16 replaces HKAS 17 *Leases* (“HKAS 17”), HK (IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* (“HK (IFRIC)-Int 4”), HK (SIC)-Int 15 *Operating Leases — Incentives* and HK (SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions.

2.2 會計政策變動及披露

本集團已於本年度財務報表中首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則第9號 (修訂本)	具有負補償之預付款項特點
香港財務報告準則第16號	租賃
香港會計準則第19號 (修訂本)	計劃修訂、削減或結算
香港會計準則第28號 (修訂本)	於聯營公司及合營公司之長期權益
香港(國際財務報告詮釋委員會)—詮釋第23號	所得稅處理的不確定性因素
香港財務報告準則2015年至2017年週期的年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號的修訂

有關採納香港財務報告準則第16號及香港(國際財務報告詮釋委員會)—詮釋第23號的影響於下文作出解釋。採納其他新訂及經修訂香港財務報告準則對本集團經營業績及財務狀況並無重大財務影響。

(a) 香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號租賃(「香港會計準則第17號」)、香港(國際財務報告詮釋委員會)—詮釋第4號確定一項安排是否包含租賃(「香港(國際財務報告詮釋委員會)—詮釋第4號」)、香港(準則詮釋委員會)—詮釋第15號經營租賃—優惠以及香港(準則詮釋委員會)—詮釋第27號評估涉及租賃法律形式的交易實質。該準則已載列租賃確認、計量、呈列和披露原則，並規定承租人以單一資產負債表模型對所有租賃進行會計處理，以確認及計量使用權資產及租賃負債(惟若干確認豁免情況除外)。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) HKFRS 16 Leases (Continued)

The Group has adopted HKFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 April 2019, and the comparative information for the year ended 31 March 2019 was not restated and continued to be reported under HKAS 17 and related interpretations.

New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK (IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK (IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

2.2 會計政策變動及披露 (續)

(a) 香港財務報告準則第16號租賃 (續)

本集團已以經修訂追溯採納法採用香港財務報告準則第16號，以2019年4月1日為首次應用日期。根據該方法，該準則追溯應用，首次應用之累積影響確認為對2019年4月1日之留存收益期初結餘之調整，及不重列截至2019年3月31日止年度的比較資料，而是繼續根據香港會計準則第17號及相關詮釋進行報告。

租賃的新定義

根據香港財務報告準則第16號，如一份合約於一段時間內為換取對價而讓渡一項可識別資產使用的控制權，則該合約為一項租賃或包含了一項租賃。如客戶有權從可識別資產的使用中獲取絕大部份的經濟收益及有權主導可識別資產的使用，則已讓渡控制權。本集團選擇過渡時使用可行權宜方法，允許初次採用時僅將準則應用於之前根據香港會計準則第17號及香港(國際財務報告詮釋委員會)——詮釋第4號識別為租賃的合約。根據香港會計準則第17號及香港(國際財務報告詮釋委員會)——詮釋第4號沒有識別為租賃的合約並無重新評估。因此，香港財務報告準則第16號的租賃定義僅應用於2019年4月1日或之後簽訂或修改的合約。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) HKFRS 16 Leases (Continued)

As a lessee — Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for its offices, warehouses and a car parking space. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and short-term leases (elected by class of underlying asset). The Group has elected not to recognise right-of-use assets and lease liabilities for (i) leases of low-value assets; and (ii) leases, that at the commencement date, have a lease term of 12 months or less. Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 April 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

Lease liabilities at 1 April 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019 and presented separately in the consolidated statement of financial position.

The right-of-use assets were measured at the amount of the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the consolidated statement of financial position immediately before 1 April 2019. All these assets were assessed for any impairment based on HKAS 36 *Impairment of Assets* on that date. The Group elected to present the right-of-use assets as property, plant and equipment in the consolidated statement of financial position.

2.2 會計政策變動及披露 (續)

(a) 香港財務報告準則第16號租賃 (續)

作為承租人 — 之前分類為經營租賃的租賃

採納香港財務報告準則第16號的影響的性質

本集團持有辦公室、倉庫及一處停車位的租賃合約。作為承租人，本集團之前根據評估租賃是否轉移資產所有權的絕大部份回報及風險予本集團而將租賃歸類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團對所有租賃採納單一的方法確認和計量使用權資產和租賃負債，惟低價值資產租賃(按逐項租賃的基礎選擇)及短期租賃(按相關資產的類別選擇)該兩項可選擇的租賃可獲豁免。本集團選擇不就(i)低價值資產租賃；及(ii)租期自開始日期起計為12個月或以下的租賃確認使用權資產和租賃負債。本集團並未於2019年4月1日開始的租期內按直線基準確認經營租賃的租金開支，而是確認使用權資產的折舊(及減值(倘有))以及未償還租賃負債的應計利息(作為融資成本)。

2019年4月1日的租賃負債乃根據按2019年4月1日的增量借款率貼現的餘下租賃付款現值確認，另外呈列於綜合財務狀況表。

使用權資產按租賃負債金額計量，並就緊接2019年4月1日前綜合財務狀況表內已確認租賃相關的任何預付或累計租賃付款金額作出調整。該等資產均於該日按香港會計準則第36號資產減值就任何減值進行評估。本集團選擇將使用權資產作為物業、廠房及設備呈列於綜合財務狀況表。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) HKFRS 16 Leases (Continued)

As a lessee — Leases previously classified as operating leases (Continued)

Nature of the effect of adoption of HKFRS 16 (Continued)

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 April 2019:

- The use of a single discount rate to a portfolio of leases with reasonably similar characteristics
- Applied the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend/terminate the lease

The impacts arising from the adoption of HKFRS 16 as at 1 April 2019 are as follows:

2.2 會計政策變動及披露 (續)

(a) 香港財務報告準則第16號租賃 (續)

作為承租人 — 之前分類為經營租賃的租賃 (續)

採納香港財務報告準則第16號的影響的性質 (續)

於2019年4月1日應用香港財務報告準則第16號時，本集團已使用以下可供選擇的實際權宜方法：

- 對於具有合理類似特徵的租賃組合使用單一貼現率
- 租期自首次應用日期起12個月內結束，則應用短期租賃豁免
- 倘合約包含延長／終止租賃的選項，則事後釐定租期

於2019年4月1日採納香港財務報告準則第16號產生的影響如下：

Consolidated statement of financial position	綜合財務狀況表	At	Restatement adjustment	At
		31 March 2019	on adoption of HKFRS 16	1 April 2019
		重列採納香港財務報告準則第16號的調整		
		於2019年3月31日	於2019年4月1日	於2019年4月1日
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Assets	資產			
Property, plant and equipment	物業、廠房及設備	7,396	808	8,204
Total assets	資產總額	483,126	808	483,934
Liabilities	負債			
Current lease liabilities	流動租賃負債	—	662	662
Non-current lease liabilities	非流動租賃負債	—	146	146
Total liabilities	負債總額	214,359	808	215,167

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) HKFRS 16 Leases (Continued)

As a lessee — Leases previously classified as operating leases (Continued)

Nature of the effect of adoption of HKFRS 16 (Continued)

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 are as follows:

		HK\$'000 千港元
Operating lease commitments as at 31 March 2019	於2019年3月31日的經營租賃承擔	983
Weighted average incremental borrowing rate as at 1 April 2019	於2019年4月1日的加權平均增量借貸利率	3.41%
Discounted operating lease commitments as at 1 April 2019	於2019年4月1日的貼現經營租賃承擔	972
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 March 2020	減：與短期租賃及餘下租期於2020年3月31日或之前屆滿的租賃有關的承擔	(522)
Add: Payments for optional extension periods not recognised as at 31 March 2019	加：於2019年3月31日尚未確認的可選擇延長期付款	358
Lease liabilities as at 1 April 2019	於2019年4月1日的租賃負債	808

In addition, amendments to HKFRS 16 *COVID-19-Related Rent Concessions* are effective retrospectively for annual periods beginning on or after 1 June 2020 with earlier application permitted. Amendments to HKFRS 16 provide a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. The Group has early adopted the amendments in the financial statements and this adoption does not have any significant impact on the financial position or performance of the Group.

2.2 會計政策變動及披露 (續)

(a) 香港財務報告準則第16號租賃 (續)

作為承租人 — 之前分類為經營租賃的租賃 (續)

採納香港財務報告準則第16號的影響的性質 (續)

於2019年4月1日的租賃負債與於2019年3月31日的經營租賃承擔之對賬如下：

此外，香港財務報告準則第16號(修訂本)「*新型冠狀病毒相關租金優惠*」於2020年6月1日或之後開始的年度期間追溯有效，並允許提早應用。香港財務報告準則第16號(修訂本)為承租人提供了可行的權宜之計，使其可選擇不就因新型冠狀病毒疫情的直接後果而產生的租金優惠應用租賃修改會計處理。本集團已在財務報表中提早採用該修訂，且此項採用對本集團的財務狀況或業績沒有任何重大影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

(b) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by tax authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation does not have any impact on the financial position or performance of the Group.

2.2 會計政策變動及披露 *(續)*

(b) 香港(國際財務報告詮釋委員會)—詮釋第23號提供稅項處理涉及影響香港會計準則第12號的應用的不確定性(通常稱為「不確定稅務狀況」)時,對所得稅(即期及遞延)的會計處理方法。該詮釋不適用於香港會計準則第12號範圍外的稅項或徵稅,尤其亦不包括與不確定稅項處理相關的權益及處罰相關規定。該詮釋具體處理(i)實體是否考慮對不確定稅項進行單獨處理;(ii)實體對稅務機關的稅項處理檢查所作的假設;(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率;及(iv)實體如何考慮事實及情況變動。該詮釋不會對本集團的財務狀況或表現產生任何影響。

3.1 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 3	<i>Definition of a Business</i> ¹
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 17	<i>Insurance Contracts</i> ²
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ¹
Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i> ³
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i> ³
Amendments to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i> ³
Annual Improvements to HKFRSs 2018–2020 Cycle	<i>Amendments to HKFRS 1, HKFRS 9, HKFRS 16 and HKAS 41</i> ³

¹ Effective for annual periods beginning on or after 1 January 2020
² Effective for annual periods beginning on or after 1 January 2021
³ Effective for annual periods beginning on or after 1 January 2022
⁴ No mandatory effective date yet determined but available for adoption

3.1 已頒佈但尚未生效的香港 財務報告準則

本集團並未於該等財務報表中應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第3號(修訂本)	業務的定義 ¹
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(修訂本)	基準利率改革 ¹
香港財務報告準則第10號及香港會計準則第28號(2011年)(修訂本)	投資者與其聯營公司或合營公司之間的資產出售或注資 ⁴
香港財務報告準則第17號	保險合約 ²
香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義 ¹
香港財務報告準則第3號(修訂本)	概念框架之提述 ³
香港會計準則第16號(修訂本)	物業、廠房及設備：作擬定用途前的所得款項 ³
香港會計準則第37號(修訂本)	虧損性合約 — 履約成本 ³
香港財務報告準則2018年至2020年週期之年度改進	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號及香港會計準則第41號(修訂本) ³

¹ 適用於2020年1月1日或之後開始的年度
² 適用於2021年1月1日或之後開始的年度
³ 適用於2022年1月1日或之後開始的年度
⁴ 並未釐定強制生效日期，但可供採用

3.1 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that these new and revised HKFRSs may result in changes in accounting policies and are unlikely to have a significant impact on the Group's financial performance and financial position. Further information about those HKFRSs that are expected to be applicable to the Group is described below:

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that 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. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

3.1 已頒佈但尚未生效的香港 財務報告準則 *(續)*

本集團正評估首次應用該等新訂及經修訂香港財務報告準則的影響。目前，本集團認為，該等新訂及經修訂香港財務報告準則可能導致會計政策變動，然而不大可能對本集團的財務表現及財務狀況造成重大影響。有關預期本集團將適用之該等香港財務報告準則之詳情載於下文：

香港財務報告準則第3號(修訂本)澄清業務的定義及就此提供額外指引。有關修訂澄清，倘一套活動及資產被視為業務，最少必需包括共同大幅貢獻產生輸出物的能力的一項輸入項目及一個實質程序。業務毋須擁有所有產生輸出物所需的輸入項目及程序而存在。有關修訂取消就市場參與者能否收購業務及持續生產輸出物作出評估。取而代之，重點乃所取得的輸入項目及所取得的實質程序能否共同大幅貢獻產生輸出物的能力。有關修訂亦收窄輸出物的定義，專注於向客戶提供的貨物或服務、投資收入或來自日常活動的其他收入。此外，有關修訂就所取得的程序是否實質作出評估提供指引，並引入可選擇的公平值集中測試，以便簡化評估所取得的一套活動及資產是否並非業務。本集團預期自2020年4月1日起採納有關修訂。由於該等修訂預期適用於首次應用日期或之後發生的交易或其他事件，故本集團於過渡日期將不受該等修訂的影響。

香港會計準則第1號及香港會計準則第8號(修訂本)為重大提供新定義。新定義表示，倘遺漏、誤報或忽略資料可能合理預期將影響一般用途財務報表的主要用家基於該等財務報表所作出的決定，則有關資料屬重大。有關修訂澄清，重大程度將視乎資料的性質或多少。倘可能合理預期將影響主要用家所作出的決定，則誤報資料屬重大。本集團預期自2020年4月1日起採納有關修訂。預期有關修訂將不會對本集團的財務報表造成任何重大影響。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

3.2 主要會計政策概要

業務合併及商譽

業務合併使用收購法入賬。所轉讓代價按收購日期的公平值計量，即本集團轉讓的資產、本集團向被收購方原擁有人承擔的負債及本集團為交換被收購方控制權而發行的股權於收購日期的公平值總和。就各業務合併而言，本集團選擇被收購方中存在現時擁有權且令持有人可在被收購方清盤時獲得該一定份額資產淨值的非控股權益，按公平值或按佔被收購方的可識別資產淨值的比例計量。非控股權益的所有其他部分按公平值計量。收購相關成本於產生時列為開支。

本集團收購業務時會評估金融資產及所承擔的負債，以按照合約條款、收購日期的經濟情況及相關狀況進行適當分類及指定。這包括將被收購方主合約中的嵌入式衍生工具分開。

倘業務合併分階段實現，先前持有的股權按收購日期的公平值重新計量，由此產生的任何收益或虧損於損益確認。

收購方將予轉讓的任何或然代價乃按收購日期的公平值確認。分類為資產或負債的或然代價按公平值計量，公平值變動於損益確認。分類為權益的或然代價不予重新計量，而其後結算於權益入賬。

商譽初步按成本（即所轉讓代價、就非控股權益確認的金額及本集團早前於被收購方持有的股權之公平值的總額，超出所收購可識別資產淨值及所承擔負債的部分）計量。倘該代價與其他項目的總和低於所收購資產淨值的公平值，差額經重新評估後於損益確認為議價購買收益。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than licensed rights and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

3.2 主要會計政策概要 (續)

業務合併及商譽 (續)

初步確認後，商譽按成本減任何累計減值虧損計量。商譽每年進行減值測試，如有事件或情況變化表明賬面值可能減值，則更頻繁地進行減值測試。本集團於3月31日對商譽進行年度減值測試。就減值測試而言，業務合併中收購的商譽自收購日期起分配至預期受益於合併協同效益的本集團各現金產生單位或現金產生單位組別（不論本集團其他資產或負債是否分配予該等單位或單位組別）。

減值透過評估商譽涉及的現金產生單位（現金產生單位組別）的可收回金額而釐定。倘現金產生單位（現金產生單位組別）的可收回金額低於賬面值，則確認減值虧損。就商譽確認的減值虧損不會於隨後期間撥回。

倘商譽分配予現金產生單位（或現金產生單位組別），且該單位內部分經營被出售，則與被出售經營有關的商譽在釐定出售收益或虧損時計入經營的賬面值。在此情況下被出售的商譽乃基於所出售業務及所保留現金產生單位部分的相對價值計量。

非金融資產的減值

如有跡象表明出現減值或須對資產進行年度減值測試（授權及金融資產除外），則對該資產的可收回金額進行估計。資產的可收回金額乃該資產或現金產生單位的使用價值及其公平值減出售成本之較高者，並就個別資產而確定，除非有關資產並無產生在很大程度上獨立於其他資產或資產組別的現金流入。在此情況下，可收回金額就資產所屬的現金產生單位而釐定。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

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

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

Related parties

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

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

or

3.2 主要會計政策概要 (續)

非金融資產的減值 (續)

減值虧損僅在資產賬面值超出其可收回金額時予以確認。評估使用價值時，估計未來現金流量按可反映現時市場對貨幣時間價值及資產特定風險的評估的稅前折現率折算為現值。減值虧損於產生期間在該等與已減值資產功能一致的支出類別中計入損益。

於各有關期間末均會評估是否有跡象表明先前已確認的減值虧損可能不再存在或已減少。如出現該等跡象，則估計可收回金額。以前確認的資產(商譽除外)減值虧損僅在用以釐定資產可收回金額的估計改變時撥回，但撥回後的金額不得高於假設以往年度並未對資產確認減值虧損的情況下的已釐定的賬面值(扣除任何折舊／攤銷之後)。減值虧損的撥回於產生期間計入損益。

關聯方

倘任何一方符合以下條件，則被視為與本集團有關聯：

- (a) 倘該方屬某位人士或該人士家庭的親密成員，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司主要管理層成員；

或

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

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

3.2 主要會計政策概要 (續)

關聯方 (續)

- (b) 倘該方為符合下列任何條件的實體：
- (i) 該實體與本集團屬同一集團的成員；
 - (ii) 一間實體為另一實體的聯營公司或合營公司(或另一實體的母公司、附屬公司或同系附屬公司)；
 - (iii) 該實體與本集團同為相同第三方的合營公司；
 - (iv) 一家實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團相關實體的僱員利益設立的離職後福利計劃；
 - (vi) 該實體由(a)項所界定人士控制或共同控制；
 - (vii) (a)(i)項所界定人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員；及
 - (viii) 該實體或其所屬集團中任何成員向本集團或本集團母公司提供主要管理人員服務。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**Property, plant and equipment and depreciation**

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

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

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

Buildings	5% to 10%
Leasehold improvements	Over the shorter of the lease terms and 33 $\frac{1}{3}$ %
Furniture, fixtures and equipment	20% to 33 $\frac{1}{3}$ %
Computer equipment	30% to 33 $\frac{1}{3}$ %
Motor vehicles	30%

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

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

3.2 主要會計政策概要 (續)**物業、廠房及設備以及折舊**

物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及任何使資產達到運作狀況及地點作擬定用途的直接應佔成本。

物業、廠房及設備項目投入運營後所產生支出，例如維修及維護費用，一般於產生期間自損益扣除。在符合確認條件的情況下，重大檢修的支出於資產的賬面值資本化作為重置。倘物業、廠房及設備的重要部分須不時置換，本集團將該等部分確認為具有特定可使用年期的個別資產，並相應計算折舊。

折舊乃以直線法計算，在各項物業、廠房及設備項目的估計可使用年內撇銷其成本至其剩餘價值。就此所使用的主要年率如下：

樓宇	5%至10%
租賃物業裝修	租賃期限或33 $\frac{1}{3}$ % (以較短者為準)
傢俬、裝置及設備	20%至33 $\frac{1}{3}$ %
電腦設備	30%至33 $\frac{1}{3}$ %
汽車	30%

倘物業、廠房及設備項目各部分的可使用年期有所不同，則該項目的成本按合理基準分配至各部分，而各部分將分別折舊。剩餘價值、可使用年期及折舊方法將至少於各財政年度末檢討及作出調整(如適用)。

初步確認的物業、廠房及設備項目(包括任何重要部分)於出售後或預期使用或出售該項目不會產生未來經濟利益時取消確認。於資產被取消確認年度在損益確認的任何出售或報廢的收益或虧損，乃有關資產出售所得款項淨額與賬面值的差額。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Media content commercial rights, computer software and brand licensing contracts are stated at cost less amortisation and any impairment losses. Media content commercial rights and brand licensing contracts are amortised based on the proportion of actual income earned during the year to the total estimated income. The computer software is amortised on a straight-line basis over its estimated useful life of 5 years.

Leases (applicable from 1 April 2019)

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

Group as a lessee

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

(a) Right-of-use assets

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

Leased properties	1 to 3 years
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3.2 主要會計政策概要 (續)

無形資產(商譽除外)

單獨收購的無形資產於初步確認時按成本計量。業務合併中所得的無形資產成本按收購當日的公平值計量。無形資產的可使用年期評估為有限或無限。可使用年期有限的無形資產其後按可使用經濟年期攤銷，並於有跡象顯示該無形資產可能出現減值時進行減值評估。可使用年期有限的無形資產的攤銷期間及攤銷方法最少於各財政年度結束時檢討。

媒體內容商業權利、電腦軟件及品牌授權合約乃按成本減攤銷及任何減值虧損列賬。媒體內容商業權利及品牌授權合約按年內所得的實際收入與預計總收入的比例攤銷。電腦軟件按其預計可使用年期5年內以直線法攤銷。

租賃(自2019年4月1日起適用)

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約將一項已識別資產於一段時期內的使用控制權轉移以換取代價，則合約為租賃或包含租賃。

本集團作為承租人

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

(a) 使用權資產

使用權資產乃於租賃開始日期(即相關資產可供使用之日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就租賃負債的任何重新計量作出調整。使用權資產成本包括已確認租賃負債金額、初步已產生直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃獎勵。使用權資產於租期及資產估計可使用年期(以較短者為準)按直線法折舊如下：

租賃物業	1至3年
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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets

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

(b) Lease liabilities

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

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

The Group's lease liabilities are presented separately in the statement of financial position.

3.2 主要會計政策概要 (續)

本集團作為承租人 (續)

(a) 使用權資產

倘於租期結束時租賃資產的擁有權轉讓至本集團或成本反映購買選擇權的行使，折舊則根據資產的估計可使用年期計算。

(b) 租賃負債

租賃負債乃於租賃開始日期按租期內將作出的租賃付款現值確認。租賃付款包括定額付款(包括實質定額款項)減任何租賃獎勵應收款項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及有關終止租賃的罰款(倘租期反映本集團行使選擇權予以終止)。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

於計算租賃付款的現值時，由於租賃隱含的利率難以釐定，則本集團於租賃開始日期使用增量借款利率計算。於開始日期後，租賃負債金額增加反映利息增長，並就所作出的租賃付款而有所減少。此外，倘存在修改、租期變動、租賃付款變動(由指數或利率變動產生的未來租賃付款變動)或購買相關資產選擇權的評估變動，則重新計量租賃負債的賬面值。

本集團的租賃負債於財務狀況表內單獨列示。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Group as a lessee (Continued)

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

The Group applies the short-term lease recognition exemption to its short-term leases of office premises (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Operating leases (applicable before 1 April 2019)

Leases where substantially all the rewards and risks of ownership of assets remained with the lessor were accounted for as operating leases. Rentals payable under operating leases net of any incentives received from the lessor were charged to profit or loss on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets.

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

3.2 主要會計政策概要 (續)

本集團作為承租人 (續)

(c) 短期租賃及低價值資產租賃

本集團將短期辦公物業租賃(即自租賃開始日期起計租期為12個月或以下,且不包含購買選擇權的租賃)確認豁免應用短期租賃。當本集團就低價值資產訂立租賃時,本集團按個別租賃基準決定是否將租賃資本化。

短期租賃及低價值資產租賃的租賃付款於租期內按直線法確認為開支。

經營租賃(於2019年4月1日前適用)

資產所有權的絕大部分回報及風險仍屬於出租人的租賃作為經營租賃入賬。根據經營租賃應付的租金(扣除自出租人收取的任何優惠)於租期內按直線法計入損益。

投資及其他金融資產

初步確認及計量

在初步確認金融資產時,乃按公平值加收購金融資產應佔的交易成本計量。

金融資產於初步確認時的分類,取決於相關金融資產合約現金流量情況以及本集團管理彼等的業務模式。除不包含重大融資成分的貿易應收款項,或本集團對該筆貿易應收款項已採用未經調整重大融資成分影響的實際權宜方法外,本集團初步以公平值計量金融資產,加上交易成本(於金融資產並非按公平值透過損益列賬的情況下)。並不包含重大融資成分或本集團已應用實際權宜方法的貿易應收款項,乃根據香港財務報告準則第15號下釐定的交易價格計量,而此乃基於下文「收益確認」載列的該等政策。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

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

The Group has certain investments in media contents, each of which entitles the Group to receive a fixed rate of return or minimum amount of return based on the Group’s investment amount as specified in respective investment agreements. All investments in media contents which give rise to cash flows that are not solely payments of principal and interest on the principal amount outstanding are stated at fair value through profit or loss.

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

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

3.2 主要會計政策概要 (續)

投資及其他金融資產 (續)

初步確認及計量 (續)

為使金融資產按攤銷成本分類及計量，金融資產須產生純粹為支付本金及未償還本金額的利息（「純粹為支付本金及利息」）的現金流量。無論何種業務模式，現金流量並非純粹為支付本金及利息的金融資產乃按公平值透過損益分類及計量。

本集團對媒體內容進行若干投資，均令本集團有權根據各投資協議中規定的本集團投資額獲得固定回報率或最低回報額。倘投資媒體內容產生的現金流量並非純粹為支付本金及未償還本金額的利息，則所有該等投資按公平值透過損益列賬。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模型釐定現金流量是否來自收取合約現金流量、出售金融資產或兩者兼有。按攤銷成本分類及計量的金融資產以目的為持有金融資產以收取合約現金流量的業務模式持有，而按公平值透過其他全面收益分類及計量的金融資產以目的為持作收取合約現金流量及出售的業務模式持有。並非按上述業務模式持有的金融資產乃按公平值透過損益分類及計量。

所有正常情況下買賣的金融資產於交易日（即本集團承諾買賣資產之日）確認。正常情況下買賣指於一般按規例或市場慣例設定的期間內交付資產的金融資產之買賣。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost

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

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the profit or loss.

Derecognition of financial assets

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

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

3.2 主要會計政策概要 (續)

投資及其他金融資產 (續)

後續計量

金融資產的後續計量視乎其如下分類而定：

按攤銷成本列賬的金融資產

按攤銷成本列賬的金融資產隨後按實際利率法計量，可予減值。當資產取消確認、修改或減值時，收益及虧損於損益確認。

按公平值透過損益列賬的金融資產

按公平值透過損益列賬的金融資產乃於綜合財務狀況表按公平值列賬，而公平值變動淨額則於損益內確認。

取消確認金融資產

金融資產(或倘適用，金融資產的一部分或一組同類金融資產的一部分)主要在下列情況下取消確認(即自本集團的綜合財務狀況表中剔除)：

- 自資產收取現金流量的權利已屆滿；或
- 本集團已轉讓自資產收取現金流量的權利，或已根據一項「轉付」安排承擔責任將所收取的現金流量全數付予第三方，而不得出現重大延誤；及(a)本集團已轉讓資產的絕大部分風險及回報；或(b)本集團並無轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

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

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

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. The amount of ECLs is updated at each reporting date to reflect changes in credit risk since the initial recognition of the respective financial instruments.

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

3.2 主要會計政策概要 (續)

取消確認金融資產 (續)

倘若本集團已轉讓其自資產收取現金流量的權利，或已訂立轉付安排，其將評估本身是否保留資產擁有權的風險及回報以及保留的程度。如並無轉讓或保留該資產的絕大部分風險及回報，或無轉讓該資產的控制權，則本集團會繼續以本集團繼續參與的程度而確認已轉讓的資產。在此情況下，本集團亦會確認相關負債。所轉讓資產及相關負債乃按反映本集團所保留的權利及責任的基準計量。

所轉讓資產擔保形式的持續參與，以資產原賬面值與本集團可能被要求償還的最高代價金額中的較低者計量。

金融資產減值

本集團就所有並非按公平值透過損益持有的債務工具確認預期信貸虧損（「預期信貸虧損」）撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額計算，並以原有實際利率相近的差額貼現。預期現金流量將包括來自銷售所持有抵押品或其他對合約條款屬重要的加強信貸措施的現金流量。預期信貸虧損的金額於各報告日期更新，以反映自各金融工具的初始確認後信貸風險的變化。

預期信貸虧損分兩階段確認。就自初始確認後信貸風險未有顯著增加的信貸風險項目，本集團會就未來12個月內可能發生違約事件導致的信貸虧損計提預期信貸虧損（12個月預期信貸虧損）。就自初始確認後信貸風險顯著增加的信貸風險項目，不論違約時間，須就預期於風險項目剩餘期間產生的信貸虧損計提虧損撥備（全期預期信貸虧損）。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

The Group always recognises lifetime ECLs for trade receivables and measures the lifetime ECLs on a specific basis according to management's assessment of the recoverability of an individual receivable. Management considers the number of days that an individual receivable is outstanding, historical experience and forward-looking information to determine the recoverability of the trade receivable.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for the measurement of ECLs.

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

3.2 主要會計政策概要 (續)

金融資產減值 (續)

本集團一直就貿易應收賬款確認全期預期信貸虧損，並根據管理層對個別應收款項可收回性的評估，以特定基準計量全期預期信貸虧損。管理層考慮個別未償還應收款項的日數、過往經驗及前瞻性資料，以釐定該應收貿易賬款的可收回性。

按攤銷成本列賬的金融資產均按一般方法進行減值，並按下列計量預期信貸虧損階段分類。

- 第一階段 — 金融資產的信貸風險自初始確認後並無顯著增加，其虧損撥備按等同12個月預期信貸虧損的金額計量
- 第二階段 — 金融資產的信貸風險自初始確認後顯著增加（惟並非信貸減值的金融資產），其虧損撥備按等同全期預期信貸虧損的金額計量
- 第三階段 — 於報告日期為信貸減值的金融資產（惟並非購買或發起的信貸減值金融資產），其虧損撥備按等同全期預期信貸虧損的金額計量

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Significant increase in credit risk

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers 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. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from financial analysts, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- 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 obligation;
- an actual or expected significant deterioration in the operating results of the debtor; and
- 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 obligation.

Despite the aforementioned, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if: (i) it has a low risk of default (i.e., no default history); (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.

3.2 主要會計政策概要 (續)

信貸風險顯著增加

於各報告日期，本集團評估自初始確認後信貸風險是否顯著增加。進行評估時，本集團將於報告日期金融工具發生之違約風險與初始確認日金融工具發生之違約風險進行比較，並考慮合理且可佐證的定量和定性資料，包括無需付出不必要的成本或努力而可得的歷史經驗及前瞻性資料。所考慮的前瞻性資料包括獲取自金融分析師的本集團債務人經營所在行業的未來前景，以及考慮來自外部的多種與本集團核心業務相關的實際及預測經濟資料。

在評估信貸風險是否自初始確認後顯著增加時，本集團會考慮以下資料：

- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績實際或預期顯著惡化；及
- 導致債務人償還債務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的重大不利變化。

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團會假設金融工具信貸風險自初始確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：(i) 金融工具具有較低違約風險（即並無違約紀錄）；(ii) 借款人有很強的能力履行近期的合約現金流量義務；及(iii) 經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流量義務的能力。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Significant increase in credit risk (Continued)

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.

Definition of default

Based on historical experience, the Group considers that default has occurred and additional credit risk mitigating measures will be taken when the instrument is more than one year past due. In certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full.

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:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- 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; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

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, e.g., when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedure, taking into account legal advice where appropriate. Any recoveries made are recognised directly in profit or loss.

3.2 主要會計政策概要 (續)

信貸風險顯著增加 (續)

本集團定期監察識別信貸風險是否顯著上升所用標準的有效性，並酌情修訂以確保該標準能夠在款項逾期前識別信貸風險的顯著上升。

違約的定義

根據過往經驗，本集團認為當工具逾期超過一年即屬違約，並將採取額外信貸風險緩解措施。在若干情況下，倘內部或外部資料顯示本集團不大可能悉數收取未償還合約款項時，本集團亦可認為金融資產違約。

信貸減值的金融資產

當一項或多項對金融資產的估計未來現金流有負面影響的事件發生時，金融資產會被視為出現信貸減值。金融資產出現信貸減值的證據包括以下事件的可觀察數據：

- 發行人或借款人面對重大財務困難；
- 違反合約，如拖欠或逾期事件；
- 借款人的債務人，出於與借款人財務困難有關的經濟或合約理由，已向借款人授予原不會考慮的特許權；或
- 借款人有可能申請破產或需要進行其他財務重組。

撇銷政策

當有資料顯示交易對手處於嚴重財務困難且並無實際收回款項的可能時，本集團會撇銷金融資產，例如，當交易對手已被清盤或已進入破產程序。根據本集團收回程序並經考慮法律意見(如適用)，撇銷的金融資產可能仍然受到執法活動所約束。任何收回額直接於損益確認。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables, as appropriate.

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

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

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

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

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

3.2 主要會計政策概要 (續)

金融負債

初步確認及計量

金融負債於初步確認時按適當的形式分類為貸款及借款以及應付款項。

所有金融負債初步按公平值確認，及如為貸款及借款以及應付款項，則扣除直接應佔交易成本。

按攤銷成本列賬的金融負債(貸款及借款)的後續計量

於初步確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，惟貼現的影響不重大除外，而在此情況下則按成本列賬。在取消確認負債時及於按實際利率進行攤銷過程中，收益及虧損在損益中確認。

計算攤銷成本時將計及收購時的任何折讓或溢價，以及組成實際利率一部分的費用或成本。實際利率攤銷計入損益的融資成本。

取消確認金融負債

當負債項下責任已解除、取消或屆滿，即取消確認金融負債。

倘一項現有金融負債被來自同一貸款方而大部分條款不同的另一項金融負債所取代，或現有負債的條款被大幅修改，則該項置換或修改視作取消確認原有負債及確認新負債處理，而相關賬面值的差額於損益確認。

金融工具的抵銷

當目前擁有可強制執行的合法權利以抵銷已確認金額，且有意按淨額結算或同時變現資產及償還負債，方會抵銷金融資產及負債，並於財務狀況表中呈列淨額。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Licensed assets

Licensed assets relate to media content distribution rights and brand sub-licensing rights (collectively “**licensed rights**”) granted by licensors to the Group over a definitive licence period.

Licensed rights are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

When the Group has signed the licensing agreements and when the licence period has yet to begin, these acquisition costs are recorded as prepayments included in “Licensed assets”.

Cash and cash equivalents

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

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

Provisions

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

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

3.2 主要會計政策概要 (續)

授權資產

授權資產與授權方授予本集團於明確授權期間有關媒體內容發行權及品牌再授權的權利(統稱「**授權**」)有關。

授權按成本及可變現淨值兩者中之較低者列賬。可變現淨值乃按估計售價扣除任何出售所產生之估計成本計算。

本集團簽訂授權協議而該授權期間尚未開始時，相關收購成本按「**授權資產**」中的預付款入賬。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金，活期存款及可隨時轉換為已知數額現金、價值變動風險極微及一般自存放後三個月內到期的短期高流通性投資，減須按要求償還並構成本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金與銀行現金(包括定期存款)及性質類似現金的資產。

撥備

倘若因過往事件產生法定或推定現有責任及日後可能需要有資源流出以履行責任，則確認撥備，但必須能可靠估計有關責任涉及的金額。

倘若貼現的影響重大，則已確認的撥備金額為預期須用以履行責任的未來支出於報告期末的現值。因時間流逝而產生的貼現現值增加於損益確認。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contract liabilities

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

Income tax

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

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

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

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

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

3.2 主要會計政策概要 (續)

合約負債

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

所得稅

所得稅包括即期及遞延稅項。與在損益賬以外確認的項目相關的所得稅於損益賬以外確認，即其他全面收益或直接於權益確認。

即期稅項資產及負債乃按預期自稅務機構收回或付予稅務機構的金額根據截至各報告期末已實施或實質上已實施的稅率(及稅法)計算，並考慮本集團經營所在國家／司法權區的現行詮釋及慣例。

遞延稅項採用負債法就各報告期末資產及負債的稅基與財務報告所列的賬面值兩者間的所有暫時差額計提撥備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 遞延稅項負債乃因初次確認商譽或一項交易(並非業務合併)的資產或負債而產生，並於交易時並不影響會計溢利或應課稅損益；及
- 就與於附屬公司的投資有關的應課稅暫時差額而言，暫時差額的撥回時間可予控制，而該等暫時差額於可見將來可能不會撥回。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

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

3.2 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產乃就所有可扣稅暫時差額以及未動用稅項抵免及未動用稅項虧損的結轉予以確認。遞延稅項資產乃於有應課稅溢利可動用以抵銷可扣稅暫時差額以及未動用稅項抵免及未動用稅項虧損的結轉的情況下予以確認，惟下列情況除外：

- 與可扣稅暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初次確認資產或負債而產生，並於交易時並不影響會計溢利或應課稅損益；及
- 就與於附屬公司的投資有關的可扣稅暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回及有應課稅溢利可動用以抵銷暫時差額的情況下，方予確認。

本集團會於各報告期末檢討遞延稅項資產的賬面值，並在不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時，相應扣減該賬面值。未確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅溢利以動用全部或部分將予收回之遞延稅項資產的情況下予以確認。

遞延稅項資產及負債按照於各報告期末已實施或實質上實施的稅率（及稅法），以預計於變現資產或償還負債的期間內適用的稅率計量。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

Revenue from contracts with customers

Revenue is recognised when the Group has fulfilled the obligations stated in the contracts, and when the Group has transferred control over relative goods or services to the customer, on the following bases:

Media Content Distribution Business

The Group distributes media content including animation series, variety shows, drama series, animated and live-action feature films and other video content, which are licensed from third party media content licensors, to customers. Content licensing agreements are entered into with the media content licensors which have definitive licence periods and give the Group the rights to sub-licence the right of use of the media content to other third parties. The Group then enters into content sub-licensing agreements with customers for a period that falls within the original licence period with the licensors, pursuant to which the Group will grant exclusive or non-exclusive rights to use the media content (sub-licensed from the media content licensors) in certain territories.

As the Group takes the primary responsibilities of content sub-licensing arrangements, including selecting the customers, providing the media content, and controlling specifications of the content sub-licensing arrangements, including the pricing and territories of distribution, it considers itself as a principal in such arrangements. Accordingly, revenue is recognised on a gross basis, which is the amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring the promised media content to customers. The relevant amounts to be paid to the media content licensors as stated in the content licensing agreements are recorded in cost of sales.

3.2 主要會計政策概要 (續)

所得稅 (續)

僅於本集團擁有依法執行權利，可將即期稅項資產及遞延稅項資產與即期稅項負債及遞延稅項負債抵銷，而有關所得稅由同一稅務機關就同一稅務實體或不同稅務實體徵收，且該稅務實體計劃在日後每個預計有大額遞延稅項負債需清償或有大額遞延稅項資產可以收回的期間內，按淨額基準結算本期稅項負債及資產，或同時變現資產及清償負債時，遞延稅項資產及遞延稅項負債予以對銷。

來自客戶合約之收入

當本集團履行合約中規定的義務時，以及當本集團已將相關貨品或服務的控制權轉移給客戶時，按以下基準確認收入：

媒體內容發行業務

本集團發行與動畫片、綜藝節目、電視劇、動畫及真人長篇電影以及其他視頻內容相關的媒體內容，由第三方媒體內容授權方向客戶授權。與媒體內容授權方訂立具明確授權期的內容授權協議，並向本集團授予權利以將媒體內容的使用權再授權予其他第三方。本集團其後與客戶訂立內容再授權協議，期限在與授權方訂有的原授權期限內，根據該協議，本集團將於若干地區授予獨家或非獨家權利以使用媒體內容(來自媒體內容授權方的再授權)。

由於本集團承擔內容再授權安排的主要責任，包括挑選客戶、提供媒體內容及控制內容再授權安排的規格(包括發行價格及地區)，故視其自身為該安排的委託人。因此，收益按總額基準確認，該金額反映本集團預計就轉移承諾的媒體內容予客戶而有權收取的代價。內容授權協議訂明應付媒體內容授權方的相關金額以銷售成本入賬。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers

Media Content Distribution Business

(a) Distribution of licensed media content

The Group recognises revenue from the distribution of media content at the point in time when all the following criteria are met: (i) persuasive evidence of a sub-licensing arrangement with a customer exists; (ii) the media content has been delivered or has been made available for the customer's right to use and there is no requirement for significant continued performance by the Group; (iii) the sub-licensing period of the arrangement has begun and the customer can begin its exploitation of the media content; and (iv) collectability of the sub-licensing fee is reasonably assured.

(b) Distribution of feature film

Income from distribution of feature film represents the Group's share of box office sales from films exhibited in movie cinemas, after the deduction of direct taxes and charges in relation to the exhibition. The Group's share of income is determined in accordance with the sharing ratio mutually agreed between the Group and the movie cinemas.

Income from distribution of feature film is recognised at the point in time when all the following criteria are met: (i) the films are exhibited in movie cinemas; (ii) the amount of income can be measured reliably; and (iii) the collectability of the entitled proceeds is reasonably assured.

3.2 主要會計政策概要 (續)

來自客戶合約之收入

媒體內容發行業務

(a) 發行授權媒體內容

本集團於符合以下所有準則的時間點確認媒體內容發行所得收益：(i)存在有關客戶再授權安排的具說服力證據；(ii)已提供媒體內容或已使客戶有權使用，且本集團並無主要持續履約的規定；(iii)安排的再授權期已開始，而客戶可開始發佈媒體內容；及(iv)再授權費用的可收回性具合理保證。

(b) 發行長篇電影

發行長篇電影所得收入指扣除與放映有關的直接稅項及費用後，本集團應佔於影院放映的電影票房收入。本集團應佔收入乃根據本集團與影院之間共同協定的攤分比例而釐定。

發行長篇電影所得收入於符合以下條件時的時間點確認：(i)電影已於影院放映；(ii)收入金額能可靠計量；及(iii)應享所得款項之可收回性能合理確定。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Brand Licensing Business

The Group obtains various rights to use third-party owned brands, which may include certain merchandising rights, location-based entertainment rights and promotion rights, and generates revenue by either sub-licensing the use of these brands to customers or acting as agent for the brand licensors.

(a) *Sub-licensing of brands*

Brand licensing agreements are entered into with the brand licensors which have definitive licensing periods and give the Group the rights to sub-license the brands to other third parties. The Group then enters into brand sub-licensing agreements with customers for a period that falls within the original licensing period with the licensors, pursuant to which the Group will grant non-exclusive rights for the customers to access the brands for the categories of products or consumer promotions and activities as stipulated in the sub-licensing agreements. The Group receives fixed and non-refundable amounts or minimum guarantees in advance from the sub-licensees and recognises the amounts over the sub-licensing periods as stipulated in the relevant agreements with the sub-licensees. In addition, the Group also earns additional sales-based royalties when cumulative royalties are in excess of the minimum guarantees and these additional royalties are recognised as revenue when the minimum guarantees are exceeded on a cumulative basis.

As the Group takes the primary responsibilities of the brand sub-licensing arrangement, including selecting the customers and controlling the specifications of the brand sub-licensing arrangement, including the pricing and territories of distribution, it considers itself as a principal in such arrangements. Accordingly, revenue is recognised on a gross basis, which is the amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring the promised right of use to a customer. The relevant royalty to be paid to the brand licensors as stated in the brand licensing agreements is recorded in cost of sales.

3.2 主要會計政策概要 (續)

來自客戶合約之收入 (續)

品牌授權業務

本集團取得使用第三方擁有的品牌的各種權利，包括若干商品授權、大型實體娛樂權及促銷權，並通過向客戶再授該等品牌的權利或作為品牌授權方的代理而產生收益。

(a) *品牌再授權*

與品牌授權方訂立具明確授權期的內容授權協議，並向本集團授予權利以將品牌的使用權再授權予其他第三方。本集團其後與客戶訂立品牌再授權協議，期限在與授權方訂有的原授權期限內，根據該協議，本集團將向客戶授予非獨家權利，可就品牌再授權協議中規定的產品類別或消費者推廣及活動使用相關品牌。本集團提前向再被授權方收取固定及不可退還的金額或最低保證金，並在與再被授權方訂立的相關協議中規定的再授權期間確認金額。此外，當累計版稅超過最低保證金時，本集團亦會獲得額外的銷售版稅，而當累計超過最低保證金時，該等額外版稅確認為收益。

由於本集團承擔品牌再授權安排的主要責任，包括挑選客戶及控制品牌再授權安排的規格(包括發行價格及地區)，故視其自身為該安排的委託人。因此，收益按總額基準確認，該金額反映本集團預計就轉移承諾的使用權予客戶而有權收取的代價。品牌授權協議訂明應付品牌授權方的相關版稅以銷售成本入賬。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Brand Licensing Business (Continued)

(b) Provision of licensing agency services

The Group also provides integrated licensing agency services to licensors in return for agency service fees which are based on a certain percentage of the total royalty received or receivable by the licensors. The integrated licensing agency services mainly include (i) identifying potential licensees; (ii) negotiating terms of contracts with licensees on behalf of the licensors; (iii) assisting in promoting brands on behalf of licensors; and (iv) collecting royalty fees on behalf of the licensors. These services are rendered by the Group over the licensing periods of the relevant licensing agreements and the agency service fees are recognised as revenue over time.

The Group has evaluated and determined that it is not the primary obligor in the services rendered and is therefore, acting as agent in the arrangements. Accordingly, the Group recognises its revenue on a net basis, which is the Group's share of the total royalty earned by licensors.

Included in the sub-licensing of brands and the provision of licensing agency services, the Group delivers materials for the events organised by the Group's customers and provides holographic approval stickers/labels to sub-licensees as approval of their products. The Group recognises revenue at the point in time when control of the asset is transferred to the customer, which is on delivery of the materials or holographic approval stickers/labels.

(c) Sales of merchandise

Income from the sales of licensed merchandise is recognised at a point in time when the control of the asset is transferred to the customer, i.e., delivery of the merchandise to the customer.

3.2 主要會計政策概要 (續)

來自客戶合約之收入 (續)

品牌授權業務 (續)

(b) 提供授權代理服務

本集團亦向授權方提供綜合授權代理服務，以換取代理服務費，相關服務費乃基於授權方收取或應收的版稅總額的一定百分比。綜合授權代理服務主要包括(i)識別潛在被授權方；(ii)代表授權方與被授權方磋商合約條款；(iii)協助代表授權方推廣品牌；及(iv)代表授權方收取版稅。該等服務由本集團在相關授權協議的授權期內提供，而代理服務費隨時間推移確認為收益。

本集團已評估及釐定，其並非提供服務過程中主要責任承擔者，因而於該安排中擔任一名代理。因此，本集團以淨額基準確認相關收益，為本集團應佔授權方賺取的版稅總額的份額。

就品牌再授權及提供授權代理服務而言，本集團為本集團客戶舉辦的活動交付材料，並向再被授權方提供全息批准貼紙／標籤，作為其產品的批准。本集團於資產控制權轉移至客戶的時間點(即交付材料或全息批准貼紙／標籤時)確認收益。

(c) 商品銷售

銷售授權商品所得收入於資產控制權轉移予客戶(即將商品交付給客戶)的時間點確認。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other income

Management fee and commission income

The Group provided corporate and business support services, and agency support services to a related company which became a wholly-owned subsidiary of the Company in August 2018 and the related income was recognised in the period in which the relevant services were rendered.

Interest income

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

Employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) in Hong Kong under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentages of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

3.2 主要會計政策概要 (續)

其他收入

管理費及佣金收入

本集團向一間關聯公司(於2018年8月成為本公司全資附屬公司)提供企業及業務支援服務及代理支援服務，而有關收入於提供相關服務期間確認為。

利息收入

利息收入按應計基準以實際利率法，透過採用在金融工具預期壽命或更短期間(如適用)將估計未來現金收益貼現至金融資產的賬面值淨額的實際利率予以確認。

僱員福利

退休金計劃

本集團於香港按照強制性公積金計劃條例為合資格參與定額供款強制性公積金退休福利計劃(「強積金計劃」)的僱員設立強積金計劃。供款乃按照僱員基本薪金百分比計算，並按照強積金計劃規定於須予供款時在損益表中扣除。強積金計劃資產乃由獨立管理基金持有並與本集團資產分開管理。當向強積金計劃供款時，本集團之僱主供款將全數歸於僱員所得。

本集團在中國內地所經營附屬公司的僱員須參加由當地市政府營運的中央退休金計劃。該等附屬公司須向中央退休金計劃繳納一定比例的工資成本。根據中央退休金計劃的規則，供款於應付時計入損益。

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3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividends

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

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

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

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

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

3.2 主要會計政策概要 (續)

股息

當末期股息於股東大會上獲股東批准時，方會確認為負債。建議宣派的末期股息於綜合財務報表附註內披露。

由於本公司組織章程大綱及細則授權董事宣派中期股息，故中期股息可同時建議派付並宣派。因此，中期股息於建議派付及宣派時隨即確認為負債。

外幣

該等財務報表以本公司的功能貨幣港元呈列。本集團各實體自行決定其功能貨幣，各實體的財務報表包含的項目均以該功能貨幣計量。本集團各實體錄得的外幣交易在首次記錄時按交易日各自的功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按報告期末的功能貨幣匯率換算。結算或換算貨幣項目產生的差額於損益確認。

以外幣歷史成本計量的非貨幣項目按首次交易當日的匯率換算。以外幣公平值計量的非貨幣項目按計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目產生的收益或虧損，按與確認該項目公平值變動的收益或虧損一致的方法處理(即於其他全面收益或損益確認公平值收益或虧損的項目，其匯兌差額亦分別於其他全面收益或損益確認)。

在取消確認預付代價相關的非貨幣性資產或非貨幣性負債時，為釐定初步確認相關資產、費用或收入所採用的匯率，初始交易日期為本集團初步確認預付代價產生的非貨幣性資產或非貨幣性負債之日。如有多次支付或收取預付款項，本集團則釐定各項支付或收取預付代價的交易日期。

3.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

3.2 主要會計政策概要 (續)

外幣 (續)

若干境外附屬公司的功能貨幣為港元以外的貨幣。於報告期末，該等實體的資產與負債按報告期末的匯率換算為港元，而其損益表則按年度的加權平均匯率換算為港元。

換算產生的匯兌差額於其他全面收益確認，並累計入外匯波動儲備。出售境外業務時，有關該特定境外業務的其他全面收益部分於損益確認。

因收購海外業務而產生之任何商譽及收購所得資產與負債之賬面值之公平值調整會被當作海外業務的資產及負債處理，並根據期末匯率換算。

就綜合現金流量表而言，境外附屬公司的現金流量按現金流量產生當日的匯率換算為港元。境外附屬公司全年持續產生的現金流量按年度的加權平均匯率換算為港元。

4. 重大會計判斷及估計

在編製本集團財務報表時，管理層須作出判斷、估計及假設，而有關判斷、估計及假設會影響所呈報收益、開支、資產與負債金額以及其隨附披露及或然負債披露。此等假設及估計之不明朗因素可能會導致在未來需要對受影響資產或負債之賬面值作出重大調整。

判斷

管理層在應用本集團會計政策時，除了作出涉及估計之判斷外，亦曾作出下列判斷。有關判斷對財務報表已確認金額構成最重大影響：

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Principal versus agent considerations

When another party is involved in providing goods or services to its customer, the Group determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. The Group is a principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, if the Group's role is only to arrange for another entity to provide the goods or services, then the Group is an agent and will need to record revenue at the net amount that it retains for its agency services. The Group controls the goods or services when it has the ability to direct the use of, and obtain substantially all the remaining benefits from, the goods or services. This includes the ability to prevent others from directing the use or obtaining the benefits of the goods or services.

Current tax and deferred tax

The Group is subject to income taxes in multiple jurisdictions. The Group carefully evaluates tax implications of its transactions in accordance with prevailing tax regulations and makes tax provision accordingly. However, judgement is required in determining the Group's provision for income taxes as there are many transactions and calculations of which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact on the current tax and deferred tax provision in the periods in which the determination is made.

Estimation uncertainty

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

4. 重大會計判斷及估計 (續)

判斷 (續)

委託人與代理人代價

當另一方從事向客戶提供貨品或服務，本集團透過評估向客戶承諾的性質釐定其於該等交易中屬委託人或代理人。倘於轉移予客戶前控制所承諾的貨品或服務，則本集團屬委託人，收益按總額基準入賬。然而，倘本集團的角色僅屬為另一實體安排提供貨品或服務，則本集團屬代理人，並需按其為代理服務保留的收益淨額入賬。當本集團有能力指示使用貨品或服務並從中獲得絕大部分剩餘的利益時，本集團對貨品或服務進行控制。這包括防止其他人指示使用或受惠於貨品或服務的能力。

即期稅項及遞延稅項

本集團須繳納多個司法權區的所得稅。本集團根據現行稅務法規審慎評估交易之稅務影響並計提相應之稅項撥備。然而，由於日常業務過程中有眾多交易，而計算其最終稅項未能確實釐定，故於釐定本集團就所得稅作出之撥備時須作出判斷。倘該等事宜之最終稅務結果與最初入賬的金額不同，有關差額將對釐定撥備期間之即期稅項及遞延稅項撥備造成影響。

估計之不確定性

下文闡述有關未來之主要假設，以及於報告期末導致估計出現不確定性之其他主要緣由，其具有可能導致須對下一個財政年度之資產及負債賬面值作出重大調整之重大風險。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are set out in note 15 to the financial statements.

Impairment of non-financial assets (other than goodwill)

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

Net realisable value of licensed rights

The Group performs regular review of the carrying amounts of licensed rights with reference to ageing analysis and other specific assessments including projections of expected future sales based on historical sales patterns and other specific attributes, and management experience and judgement. Based on such review, write-down of the licensed rights will be made when the estimated realisable value of licensed rights decline below their carrying amounts.

Due to changes in market and economic environment and customers' preference, actual saleability of licensed rights and actual selling prices that could be realised might be different from the original estimation and profit or loss could be affected by differences in this estimation.

4. 重大會計判斷及估計 (續)

估計之不確定性 (續)

商譽減值

本集團最少每年釐定商譽是否減值。此須估計獲分配商譽的現金產生單位之使用價值。估計使用價值須由本集團對現金產生單位之預計未來現金流量作出估計，並選擇合適貼現率以計算該等現金流量之現值。詳情載於財務報表附註15。

非金融資產(商譽以外)減值

本集團於各報告期末評估所有非金融資產有否出現任何減值跡象。可使用年期有限的非金融資產於有跡象顯示可能無法收回賬面值時測試減值。倘資產或現金產生單位之賬面值高於其可收回金額(即公平值減出售成本與使用價值兩者之較高者)，即表示出現減值。公平值減出售成本乃基於自類似資產按公平原則進行具約束力之銷售交易所得數據或可觀察市場價格扣除出售資產之增量成本計算。計算使用價值時，管理層必須估算資產或現金產生單位之估計未來現金流量，並選用適當之貼現率，以計算該等現金流量之現值。

授權的可變現淨值

本集團根據對授權的賬齡分析及其他特定評估(包括基於過往銷售模式及其他特定因素對預期未來銷售的預測)以及管理經驗及判斷定期審查授權的賬面值。按照審查結果，授權將於授權估計可變現價值跌至低於其賬面值時予以撇減。

由於市場及經濟環境以及客戶偏好的變動，授權實際的可銷售性及可能變現的實際售價可能有別於初始估算，而損益可能受該等估算的差異影響。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of trade receivables

The provision rate of receivables is made based on assessment of their recoverability and ageing analysis of the receivables as well as other quantitative and qualitative information and on management's judgement and assessment of the forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default in the future. Information about the ECLs on the Group's trade receivables is disclosed in note 19 to the financial statements.

4. 重大會計判斷及估計 (續)

估計之不確定性 (續)

貿易應收款項減值

應收款項的撥備率乃基於對應收款項可收回性及賬齡分析的評估、其他定量及定性資料以及管理層對前瞻性資料的判斷及評估作出。於各報告日期，更新過往觀察所得的違約率並分析前瞻性估計的變化。

對過往觀察所得的違約率、預測的經濟狀況及預期信貸虧損之間相關性的評估屬重要估計。預期信貸虧損的金額對環境的變化及預測的經濟狀況相當敏感。本集團的歷史信貸虧損經驗及對經濟狀況的預測亦可能無法代表未來客戶的實際違約情況。有關本集團貿易應收款項預期信貸虧損的資料於財務報表附註19披露。

5. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (a) the media content distribution segment comprises distributions and investments in media contents including animation series, variety shows, drama series, animated and live-action feature films and other video contents; and
- (b) the brand licensing segment comprises (i) obtaining various rights to use third-party owned brands, which include certain merchandising rights, location-based entertainment rights and promotion rights, and sub-licensing the use of these brands to customers; and (ii) acting as an agent for the brand licensors.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax except that interest income and unallocated gains, depreciation and other corporate and unallocated expenses are excluded from such measurement.

Segment assets exclude property, plant and equipment, cash and cash equivalents, tax recoverable and corporate and other unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, lease liabilities, corporate and other unallocated liabilities as these liabilities are managed on a group basis.

5. 經營分部資料

為方便管理，本集團按其產品及服務組織業務單位，可呈報經營分部有下列兩類：

- (a) 媒體內容發行分部包括發行及投資與動畫片、綜藝節目、電視劇、動畫及真人長篇電影及其他視頻內容相關的媒體內容；及
- (b) 品牌授權分部包括(i)取得使用第三方擁有的品牌的各種權利，包括若干商品授權、大型實體娛樂權及促銷權，再向客戶授予該等品牌的權利；及(ii)作為品牌授權方的代理。

管理層獨立監察本集團各經營分部之業績，以作出有關資源分配及表現評估之決策。分部表現乃根據可報告分部溢利／虧損進行評估，此乃經調整除稅前溢利／虧損計算方法。經調整除稅前溢利／虧損與本集團除稅前溢利之計量方法一致，惟有關計量並無計及利息收入及未分配收益、折舊及其他企業及未分配開支。

分部資產不包括物業、廠房及設備，現金及現金等價物，可收回稅項以及企業及其他未分配資產，該等資產按集團基準進行管理。

分部負債不包括應付稅項、租賃負債、企業及其他未分配負債，該等負債按集團基準進行管理。

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5. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 31 March 2020

5. 經營分部資料 (續)

截至2020年3月31日止年度

		Media content distribution 媒體 內容發行 HK\$'000 千港元	Brand licensing 品牌授權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分部收益：			
Sales to external customers	向外部客戶的銷售	248,635	66,487	315,122
Segment results	分部業績	46,194	9,060	55,254
<i>Reconciliation:</i>	<i>對賬：</i>			
Interest income and unallocated gains	利息收入及未分配收益			4,289
Depreciation	折舊			(3,726)
Other corporate and unallocated expenses	其他企業及未分配開支			(20,783)
Profit before tax	除稅前溢利			35,034
Segment assets	分部資產	300,075	66,495	366,570
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and other unallocated assets	企業及其他未分配資產			330,160
Total assets	資產總值			696,730
Segment liabilities	分部負債	148,566	50,176	198,742
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and other unallocated liabilities	企業及其他未分配負債			14,410
Total liabilities	負債總額			213,152
Other segment information:	其他分部資料：			
Amortisation of intangible assets	無形資產攤銷	8,308	5,339	13,647
Impairment of intangible assets	無形資產減值	349	—	349
Impairment of trade receivables	貿易應收款項減值	729	1,669	2,398
Reversal of impairment of trade receivables	貿易應收款項減值撥回	(413)	(953)	(1,366)
Write-down of licensed rights to net realisable value, net	授權撤減至可變現淨值淨額	15,298	1,554	16,852
Capital expenditure*	資本開支*	39,389	—	39,389

* The capital expenditure relates to the purchase of intangible assets and investments in media contents.

* 資本開支與購買無形資產及投資媒體內容有關。

5. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 31 March 2019

5. 經營分部資料 (續)

截至2019年3月31日止年度

		Media content distribution 媒體 內容發行 HK\$'000 千港元	Brand licensing 品牌授權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分部收益：			
Sales to external customers	向外部客戶的銷售	424,558	50,964	475,522
Segment results	分部業績	141,964	6,342	148,306
<i>Reconciliation:</i>	<i>對賬：</i>			
Interest income and unallocated gains	利息收入及未分配收益			4,641
Depreciation	折舊			(1,304)
Other corporate and unallocated expenses	其他企業及未分配開支			(33,384)
Profit before tax	除稅前溢利			118,259
Segment assets	分部資產	232,815	64,922	297,737
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and other unallocated assets	企業及其他未分配資產			185,389
Total assets	資產總值			483,126
Segment liabilities	分部負債	129,556	56,373	185,929
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and other unallocated liabilities	企業及其他未分配負債			28,430
Total liabilities	負債總額			214,359
Other segment information:	其他分部資料：			
Amortisation of intangible assets	無形資產攤銷	10,936	2,272	13,208
Impairment of trade receivables	貿易應收款項減值	123	2,243	2,366
Reversal of impairment of trade receivables	貿易應收款項減值撥回	(1,632)	(39)	(1,671)
Write-down of licensed rights to net realisable value, net	授權撇減至可變現淨值淨額	3,143	765	3,908
Capital expenditure*	資本開支*	6,561	—	6,561

* The capital expenditure relates to the purchase of intangible assets.

* 資本開支與購買無形資產有關。

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5. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information

(a) Revenue from external customers

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Mainland China	中國內地	204,682	362,160
Hong Kong	香港	36,304	26,034
United States of America (“United States”)	美利堅合眾國(「美國」)	20,970	38,917
Japan	日本	11,841	7,640
Taiwan	台灣	11,278	7,511
United Kingdom	英國	6,623	2,137
Thailand	泰國	6,402	10,251
France	法國	5,280	1,180
Philippines	菲律賓	1,492	16,035
Others	其他	10,250	3,657
		315,122	475,522

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

(b) Non-current assets

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Hong Kong	香港	39,964	39,860
Mainland China	中國內地	4,664	3,991
Others	其他	7,386	4,803
		52,014	48,654

The non-current asset information above is based on the locations of the assets and excludes financial assets.

5. 經營分部資料 (續)

地域資料

(a) 來自外部客戶的收益

上述收益資料按客戶所在地劃分。

(b) 非流動資產

上述非流動資產資料按資產所在地劃分且不包括金融資產。

5. OPERATING SEGMENT INFORMATION

(Continued)

Information about major customers

Revenue from external customers contributing over 10% to the total revenue of the Group for the years ended 31 March 2020 and 2019 is as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Customer A	客戶A	98,886	156,867
Customer B	客戶B	—*	116,810
Customer C	客戶C	—*	54,638

* Less than 10% of the total revenue of the Group.

5. 經營分部資料 (續)

有關主要客戶的資料

佔本集團截至2020年及2019年3月31日止年度收益總額超過10%的來自外部客戶的收益載列如下：

* 低於本集團收益總額的10%。

6. REVENUE

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Major product or service lines	主要產品或服務線		
<i>Media Content Distribution Business</i>	<i>媒體內容發行業務</i>		
Distribution of licensed media contents	發行授權媒體內容	233,746	410,067
Distribution of feature films	發行長篇電影	14,889	14,491
		248,635	424,558
<i>Brand Licensing Business</i>	<i>品牌授權業務</i>		
Sub-licensing of brands	品牌再授權	37,955	32,304
Provision of licensing agency services	提供授權代理服務	26,814	17,673
Sales of merchandise	銷售商品	1,718	987
		66,487	50,964
		315,122	475,522

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6. REVENUE (Continued)

6. 收益 (續)

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Geographical locations	地理位置		
<i>Media Content Distribution Business</i>	<i>媒體內容發行業務</i>		
Mainland China	中國內地	194,833	347,824
Hong Kong	香港	25,101	15,749
Taiwan	台灣	7,475	3,785
United States	美國	5,384	28,204
Thailand	泰國	3,263	7,793
Philippines	菲律賓	1,078	15,844
Others*	其他*	11,501	5,359
		248,635	424,558
<i>Brand Licensing Business</i>	<i>品牌授權業務</i>		
United States	美國	15,586	10,713
Hong Kong	香港	11,203	10,285
Japan	日本	10,375	3,864
Mainland China	中國內地	9,849	14,336
France	法國	5,280	1,180
Others#	其他#	14,194	10,586
		66,487	50,964
		315,122	475,522

* Others mainly include geographical locations of Indonesia, Japan, Malaysia, Singapore, United Kingdom and Vietnam.

Others mainly include geographical locations of Korea, Taiwan, Thailand and United Kingdom.

* 其他主要包括印度尼西亞、日本、馬來西亞、新加坡、英國及越南的地理位置。

其他主要包括韓國、台灣、泰國及英國的地理位置。

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6. REVENUE (Continued)

6. 收益 (續)

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Timing of revenue recognition	確認收益的時間		
<u>At a point in time</u>	<u>於時間點確認</u>		
<i>Media content distribution</i>	<i>媒體內容發行</i>		
Distribution of licensed media contents	發行授權媒體內容	233,746	410,067
Distribution of feature films	發行長篇電影	14,889	14,491
<i>Brand licensing</i>	<i>品牌授權</i>		
Sub-licensing of brands	品牌再授權	17,620	13,580
Provision of licensing agency services	提供授權代理服務	6,159	5,951
Sales of merchandise	銷售商品	1,718	987
		274,132	445,076
<u>Over time</u>	<u>於時間段確認</u>		
<i>Brand licensing</i>	<i>品牌授權</i>		
Sub-licensing of brands	品牌再授權	20,335	18,723
Provision of licensing agency services	提供授權代理服務	20,655	11,723
		40,990	30,446
		315,122	475,522

7. OTHER INCOME AND GAINS

7. 其他收入及收益

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Bank interest income	銀行利息收入	4,169	355
Management fee income from a related party	來自一名關聯方的 管理費收入	—	4,286
Commission income from a related party	來自一名關聯方的 佣金收入	—	96
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備所得收益	120	—
Others	其他	125	759
		4,414	5,496

Notes to Consolidated Financial Statements

綜合財務報表附註

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8. PROFIT BEFORE TAX

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

8. 除稅前溢利

本集團除稅前溢利乃扣除／(計入)下列各項後得出：

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Auditor's remuneration	核數師薪酬	2,205	1,392
Cost of goods sold and other services rendered	所售貨品及所提供其他 服務的成本	155,901	234,122
Listing-related expenses	上市相關開支	4,514	19,666
Depreciation:	折舊：		
Right-of-use assets	使用權資產	2,501	—
Other items of property, plant and equipment	物業、廠房及 設備其他項目	1,225	1,304
		3,726	1,304
Amortisation of intangible assets	無形資產攤銷	13,701	13,262
Minimum lease payments under operating leases	經營租賃項下的最低租賃 付款	—	3,590
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的 租賃付款	869	—
Employee benefit expenses (including directors' and chief executive's remuneration (note 9)):	僱員福利開支(包括董事及 最高行政人員的薪酬 (附註9))：		
Salaries, wages, allowances and bonuses	薪金、工資、津貼及花 紅	48,520	58,588
Pension scheme contributions (defined contribution schemes)	退休計劃供款(界定供款 計劃)	2,819	2,831
		51,339	61,419
Impairment of intangible assets*	無形資產減值*	349	—
Foreign exchange differences, net*	外匯差額淨額*	542	293
Impairment of trade receivables*	貿易應收款項減值*	2,398	2,366
Reversal of impairment of trade receivables*	貿易應收款項減值撥回*	(1,366)	(1,671)
Write-off of trade receivables*	貿易應收款項撇銷*	8	2
Write-down of licensed rights to net realisable value, net*	授權撇減至可變現 淨值淨額*	16,852	3,908
Finance cost — interest on lease liabilities	融資成本— 租賃負債利息	132	—

* These amounts are included in "Other expenses, net" on the face of the consolidated statement of profit or loss.

* 該等金額於綜合損益表計入「其他開支(淨額)」。

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Fees	袍金	507	—
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	11,194	4,595
Performance related bonuses*	與表現有關之花紅*	4,510	9,493
Pension scheme contributions (defined contribution schemes)	退休計劃供款(界定供款計劃)	115	102
		16,326	14,190

* Certain directors of the Company are entitled to bonus payments which are approved by the Group's remuneration committee with reference to the Group's current year profit and the individual performance of the directors.

(a) Independent non-executive directors

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

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Ms. Leung Chan Che Ming Miranda	梁陳智明女士	169	—
Mr. Fung Ying Wai Wilson	馮英偉先生	169	—
Mr. Wong Kam Pui, JP	黃錦沛先生(太平紳士)	169	—
		507	—

There were no other emoluments payable to the independent non-executive directors during the year (2019: Nil).

Ms. Leung Chan Che Ming Miranda, Mr. Fung Ying Wai Wilson and Mr. Wong Kam Pui, JP were appointed as independent non-executive directors of the Company on 29 October 2018 with effect from 22 April 2019.

9. 董事及最高行政人員的薪酬

根據香港聯合交易所有限公司證券上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規則第2部規定所披露之年內董事薪酬如下：

* 本公司若干董事有權收取花紅，有關款項乃經本集團薪酬委員會參照本集團本年度溢利及各董事的個人表現而批准。

(a) 獨立非執行董事

支付獨立非執行董事之年內袍金如下：

年內，本公司概無應付予獨立非執行董事之其他酬金(2019年：零)。

梁陳智明女士、馮英偉先生及黃錦沛先生(太平紳士)於2018年10月29日獲委任為本公司的獨立非執行董事並於2019年4月22日生效。

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9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors and a non-executive director

Ms. Chiu Siu Yin, Lovinia and Ms. Chiu Siu Fung, Noletta received remuneration from the subsidiaries of the Group for their appointment as directors of these subsidiaries. Mr. Cheung Wai Kit and Mr. Ma Ching Fung received remuneration in their capacity as directors subsequent to their appointment as executive directors of the Company on 29 October 2018. The remuneration of each of these directors set out below includes those recorded in the financial statements of the subsidiaries.

9. 董事及最高行政人員的薪酬 (續)

(b) 執行董事及非執行董事

趙小燕女士及趙小鳳女士獲本集團附屬公司委任為董事而自該等附屬公司收取薪酬。張偉傑先生及馬正鋒先生於2018年10月29日獲委任為本公司執行董事後收取擔任董事的薪酬。下列各董事的薪酬亦包括附屬公司財務報表所載者。

		Salaries, allowances, and benefits in kind	Performance related bonuses 與表現 有關之花紅	Pension scheme contributions 退休計劃供款	Total remuneration	
		Fees 袍金 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<u>2020</u>	<u>2020年</u>					
Executive directors:	執行董事：					
Ms. Chiu Siu Yin, Lovinia	趙小燕女士	—	4,248	2,250	42	6,540
Ms. Chiu Siu Fung, Noletta	趙小鳳女士	—	2,847	1,476	42	4,365
Mr. Cheung Wai Kit	張偉傑先生	—	1,269	—	13	1,282
Mr. Ma Ching Fung	馬正鋒先生	—	1,502	560	18	2,080
Non-executive director:	非執行董事：					
Ms. Wong Hang Yee, JP	黃幸怡女士 (太平紳士)	—	1,328	224	—	1,552
		—	11,194	4,510	115	15,819
<u>2019</u>	<u>2019年</u>					
Executive directors:	執行董事：					
Ms. Chiu Siu Yin, Lovinia	趙小燕女士	—	2,035	3,370	42	5,447
Ms. Chiu Siu Fung, Noletta	趙小鳳女士	—	1,212	2,838	42	4,092
Mr. Cheung Wai Kit	張偉傑先生	—	787	1,960	9	2,756
Mr. Ma Ching Fung	馬正鋒先生	—	561	1,325	9	1,895
Non-executive director:	非執行董事：					
Ms. Wong Hang Yee, JP	黃幸怡女士 (太平紳士)	—	—	—	—	—
		—	4,595	9,493	102	14,190

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION *(Continued)*

(b) Executive directors and a non-executive director *(Continued)*

Ms. Chiu Siu Yin Lovinia, Ms. Chiu Siu Fung Noletta, Mr. Cheung Wai Kit and Mr. Ma Ching Fung were appointed as executive directors of the Company on 29 October 2018. Ms. Chiu Siu Yin, Lovinia was appointed as the chief executive officer on 12 November 2018. Mr. Cheung Wai Kit resigned as an executive director of the Company on 30 November 2019.

Ms. Wong Hang Yee, JP was appointed as a non-executive director of the Company on 29 October 2018. During the year, Ms. Wong Hang Yee, JP received consultancy fee of HK\$50,000 (2019: HK\$1,280,000) from the Group for provision of advisory services. Ms. Wong has entered into a service contract with the Company for a term of three years commencing from 29 April 2019.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2019: Nil).

During the year, no remuneration was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2019: Nil).

9. 董事及最高行政人員的薪酬 *(續)*

(b) 執行董事及非執行董事 *(續)*

趙小燕女士、趙小鳳女士、張偉傑先生及馬正鋒先生於2018年10月29日獲委任為本公司的執行董事。趙小燕女士於2018年11月12日獲委任為行政總裁。張偉傑先生於2019年11月30日辭任本公司執行董事。

黃幸怡女士(太平紳士)於2018年10月29日獲委任為本公司的非執行董事。於年內，黃幸怡女士(太平紳士)已就其提供的諮詢服務自本集團收取顧問費50,000港元(2019年：1,280,000港元)。黃女士已與本公司訂立服務合約，任期自2019年4月29日起計為期三年。

年內，並無董事放棄或同意放棄任何薪酬的安排(2019年：零)。

年內，本集團並無向董事支付任何薪酬，作為吸引加入本集團或加入本集團時之獎勵或作為離職補償(2019年：零)。

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10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group included 4 (2019: 4) directors, among which, Mr. Cheung Wai Kit and Mr. Ma Ching Fung were appointed on 29 October 2018. Details of the remuneration of the five highest paid employees who are directors (including the remuneration of Mr. Cheung Wai Kit and Mr. Ma Ching Fung before their appointment as executive directors of the Company on 29 October 2018 for the year ended 31 March 2019) are set out in note 9 above. Details of the remuneration of the remaining five highest paid employees who are neither a director nor chief executive of the Company (including the remuneration of Mr. Cheung Wai Kit and Mr. Ma Ching Fung prior to their appointment as executive directors of the Company on 29 October 2018 for the year ended 31 March 2019) are as follows:

10. 五名最高薪酬僱員

本集團五名最高薪酬僱員包括四名董事(2019年：四名)，其中張偉傑先生及馬正鋒先生於2018年10月29日獲委任。身為董事的五名最高薪酬僱員薪酬詳情(包括截至2019年3月31日止年度張偉傑先生及馬正鋒先生於2018年10月29日獲委任為本公司執行董事之前的薪酬)載於上文附註9。本公司既非董事亦非主要行政人員的餘下五名最高薪酬僱員的薪酬詳情(包括截至2019年3月31日止年度張偉傑先生及馬正鋒先生於2018年10月29日獲委任為本公司執行董事之前的薪酬)如下：

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,495	2,957
Discretionary bonuses	酌情花紅	900	2,220
Pension scheme contributions (defined contribution schemes)	退休計劃供款 (界定供款計劃)	18	40
		2,413	5,217

10. FIVE HIGHEST PAID EMPLOYEES

(Continued)

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

		Number of employee 僱員人數	
		2020 2020年	2019 2019年
Nil to HK\$1,000,000	零至1,000,000港元	—	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	—	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	—
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	—	1
		1	3

10. 五名最高薪酬僱員 (續)

薪酬介於以下範圍的非董事及非主要行政人員的最高薪酬僱員人數如下：

11. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2019/2020. The first HK\$2,000,000 (2019: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

11. 所得稅

香港利得稅已按年內於香港產生的估計應課稅溢利的16.5% (2019年：16.5%) 計提撥備，惟本集團一間附屬公司除外，該附屬公司為符合自2019/2020課稅年度起生效的兩級制利得稅率制度的實體。該附屬公司應課稅溢利的首2,000,000港元 (2019年：2,000,000港元) 按8.25%稅率課稅，而餘下應課稅溢利按16.5%課稅。其他地區的應課稅溢利已按本集團經營所在國家／司法權區的現行稅率計算稅項。

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Current — Hong Kong	即期 — 香港		
Charge for the year	年內支出	1,289	12,229
Overprovision in prior years	過往年度超額撥備	(1,578)	—
Current — Elsewhere	即期 — 其他地區		
Charge for the year	年內支出	172	822
Underprovision in prior years	過往年度撥備不足	81	—
Deferred (note 26)	遞延 (附註26)	(881)	(375)
Total tax charge/(credit) for the year	年內稅項支出／(抵免) 總額	(917)	12,676

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11. INCOME TAX (Continued)

A reconciliation between profit before tax multiplied by the applicable tax rate to the tax charge at the Group's effective tax rate is as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Profit before tax	除稅前溢利	35,034	118,259
Tax at the domestic rates applicable to profits in the countries/jurisdictions where the Group operates	按適用本集團經營所在國家／司法權區溢利之本地利率計算的稅項	5,668	19,284
Income not subject to tax	毋須繳稅的收入	(666)	(111)
Tax credit for PRC withholding tax	中國預扣稅的稅項抵免	(7,965)	(13,012)
Expenses not deductible for tax	不可扣稅的開支	3,649	6,238
Adjustments in respect of current tax of previous periods	就過往期間即期稅項所作調整	(1,497)	—
Tax losses utilised from previous periods	過往期間已動用的稅項虧損	(95)	(806)
Tax losses not recognised	未確認的稅項虧損	—	1,020
Others	其他	(11)	63
Tax charge/(credit) at the Group's effective tax rate	按本集團實際稅率計算的稅項支出／(抵免)	(917)	12,676

At the end of the reporting period, the Group had unrecognised tax losses of HK\$14,225,000 (2019: HK\$15,307,000), subject to the agreement by the relevant tax authorities, that are available for offsetting against future taxable profits of the companies in which the losses arose. Out of which, an aggregate of HK\$2,586,000 (2019: HK\$2,812,000) is available indefinitely and the remaining unrecognised tax losses will expire in around one year to ten years. Deferred tax assets have not been recognised in respect of these losses as they have mainly arisen in entities that have been loss-making, and in the opinion of the directors, it is currently not considered probable that taxable profits will be available against which the tax losses can be utilised.

11. 所得稅 (續)

以下為除稅前溢利乘以適用稅率與按本集團的實際稅率計算的稅項支出的對賬：

於報告期末，本集團的未確認稅項虧損為14,225,000港元(2019年：15,307,000港元)，在相關稅務機關協議的規限下，該等稅項虧損可用於抵銷產生該等稅項虧損之公司之未來應課稅溢利。當中合共2,586,000港元(2019年：2,812,000港元)無屆滿期限，餘下未確認稅項虧損將於約一年至十年屆滿。由於該等虧損主要產生自錄得虧損的實體，且董事認為目前不可能有可動用稅項虧損之應課稅溢利，因此並未就該等虧損確認遞延稅項資產。

12. DIVIDENDS

The dividends declared by the Company are as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Dividends declared and recognised as distribution during the Reporting Period:	報告期間宣派及確認為分派的股息：		
Interim dividend — HK 0.24 cents (2019: Nil) per ordinary share	中期股息 — 每股普通股0.24港仙(2019年：零)	4,800	—
Final dividend for the previous year — HK 1.3 cents (2019: Nil) per ordinary share	過往年度末期股息 — 每股普通股1.3港仙(2019年：零)	25,896	—
		30,696	—

During the year ended 31 March 2019 and prior to the Listing, certain subsidiaries of the Company declared dividends to the then controlling shareholder in an aggregate amount of HK\$72,500,000. These dividends were recognised as distributions of the Group during that year.

於截至2019年3月31日止年度及於上市前，本公司的若干附屬公司向當時的控股股東宣派總計72,500,000港元的股息。該等股息於該年度確認為本集團之分派。

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Dividend proposed after the end of the Reporting Period:	報告期末後建議宣派的股息：		
Proposed final dividend — HK 0.21 cents (2019: HK 1.3 cents) per ordinary share	建議宣派的末期股息 — 每股普通股0.21港仙(2019年：1.3港仙)	4,183	25,896

The proposed final dividend for the year ended 31 March 2020 is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

建議宣派的截至2020年3月31日止年度的末期股息須待本公司股東於應屆股東週年大會批准。

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13. EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit attributable to shareholders of the Company of HK\$35,951,000 for the year ended 31 March 2020 and the weighted average number of ordinary shares of 1,923,967,213 in issue during the year.

The calculation of the basic earnings per share for the year ended 31 March 2019 was based on the profit attributable to shareholders of the Company of HK\$105,579,000 and the weighted average number of our Company's ordinary shares of 1,494,000,000 in issue and issuable, comprising one share outstanding on 31 March 2019 and the capitalisation issue of 1,493,999,999 shares on 21 May 2019 as further detailed in note 27, as if the respective shares were outstanding throughout the year ended 31 March 2019.

No adjustment has been made to the basic earnings per share presented for the years ended 31 March 2020 and 2019 as the Group has no potentially dilutive ordinary shares in issue during those periods.

13. 本公司股東應佔每股盈利

每股基本盈利金額乃基於截至2020年3月31日止年度的本公司股東應佔溢利35,951,000港元和年內已發行普通股加權平均數1,923,967,213股計算。

截至2019年3月31日止年度的每股基本盈利乃基於本公司股東應佔溢利105,579,000港元和本公司已發行及可發行普通股加權平均數1,494,000,000股計算。本公司已發行及可發行普通股包括2019年3月31日發行在外的一股股份及附註27所詳述2019年5月21日資本化發行的1,493,999,999股股份，猶如該等股份於截至2019年3月31日止整個年度已發行。

由於截至2020年及2019年3月31日止年度本集團並無具潛在攤薄效應的已發行普通股，故並無調整所呈列的該等期間的每股基本盈利。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Right-of-use assets 使用權資產 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2020	2020年3月31日							
At 1 April 2019 (restated):	於2019年4月1日 (經重列):							
Cost	成本	808	10,842	957	646	2,403	1,960	17,616
Accumulated depreciation	累計折舊	—	(4,163)	(896)	(558)	(1,835)	(1,960)	(9,412)
Net carrying amount	賬面淨值	808	6,679	61	88	568	—	8,204
At 31 March 2019, net of accumulated depreciation	於2019年3月31日， 扣除累計折舊	—	6,679	61	88	568	—	7,396
Effect of adoption of HKFRS 16 (note 2.2(a))	採納香港財務報告準則 第16號的影響 (附註2.2(a))	808	—	—	—	—	—	808
At 1 April 2019 (restated)	於2019年4月1日(經重列)	808	6,679	61	88	568	—	8,204
Additions	添置	5,935	—	166	42	250	—	6,393
Depreciation for the year	年內折舊	(2,501)	(786)	(75)	(52)	(312)	—	(3,726)
Exchange realignment	匯兌調整	—	(396)	1	(2)	(1)	—	(398)
At 31 March 2020, net of accumulated depreciation	於2020年3月31日， 扣除累計折舊	4,242	5,497	153	76	505	—	10,473
At 31 March 2020:	於2020年3月31日:							
Cost	成本	6,743	10,155	1,097	676	2,610	1,397	22,678
Accumulated depreciation	累計折舊	(2,501)	(4,658)	(944)	(600)	(2,105)	(1,397)	(12,205)
Net carrying amount	賬面淨值	4,242	5,497	153	76	505	—	10,473

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備 (續)

(Continued)

		Buildings	Leasehold improvements	Furniture, fixtures and equipment 傢俬、裝置及設備	Computer equipment 電腦設備	Motor vehicles 汽車	Total 總計
		樓宇 HK\$'000 千港元	租賃裝修 HK\$'000 千港元	及設備 HK\$'000 千港元	電腦設備 HK\$'000 千港元	汽車 HK\$'000 千港元	總計 HK\$'000 千港元
31 March 2019	2019年3月31日						
At 1 April 2018:	於2018年4月1日:						
Cost	成本	11,335	884	561	1,638	1,960	16,378
Accumulated depreciation	累計折舊	(3,497)	(833)	(449)	(1,251)	(1,960)	(7,990)
Net carrying amount	賬面淨值	7,838	51	112	387	—	8,388
At 1 April 2018, net of accumulated depreciation	於2018年4月1日， 扣除累計折舊	7,838	51	112	387	—	8,388
Additions	添置	—	92	52	460	—	604
Acquisition of a subsidiary (note 29)	收購一間附屬公司 (附註29)	—	—	—	59	—	59
Depreciation for the year	年內折舊	(816)	(80)	(74)	(334)	—	(1,304)
Exchange realignment	匯兌調整	(343)	(2)	(2)	(4)	—	(351)
At 31 March 2019, net of accumulated depreciation	於2019年3月31日， 扣除累計折舊	6,679	61	88	568	—	7,396
At 31 March 2019:	於2019年3月31日:						
Cost	成本	10,842	957	646	2,403	1,960	16,808
Accumulated depreciation	累計折舊	(4,163)	(896)	(558)	(1,835)	(1,960)	(9,412)
Net carrying amount	賬面淨值	6,679	61	88	568	—	7,396

15. GOODWILL

15. 商譽

		HK\$'000 千港元
At 1 April 2018	於2018年4月1日	—
Acquisition of a subsidiary (note 29)	收購附屬公司(附註29)	29,709
At 31 March 2019, 1 April 2019 and 31 March 2020	於2019年3月31日、2019年4月1日及 2020年3月31日	29,709

Impairment testing of goodwill

Goodwill acquired through business combination is allocated to the brand licensing cash-generating unit.

The recoverable amount of the brand licensing cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 15.0% (2019: 16.5%). The growth rate used to extrapolate the cash flows of the brand licensing unit beyond the five-year period is 2.5% (2019: 3.0%), which is the same as the long term average growth rate of the brand licensing market.

Assumptions were used in the value in use calculation of the brand licensing cash-generating unit. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins — The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Discount rates — The discount rates used are before tax and reflect specific risks relating to the brand licensing unit.

In the opinion of the Directors, any reasonably possible changes in the key assumptions on which the recoverable amount is based would not cause the brand licensing cash-generating unit's carrying amount to exceed its recoverable amount.

商譽減值測試

自業務合併取得商譽分配至品牌授權現金產生單位。

品牌授權現金產生單位的可收回金額乃根據使用價值計算釐定。該金額乃根據高級管理層所批准涵蓋五年期間的財政預算編製現金流量預測而計算。現金流量預測適用的貼現率為15.0% (2019年：16.5%)。用於預測五年期間後品牌授權單位的現金流量所使用的增長率為2.5% (2019年：3.0%)，與品牌授權市場的長期平均增長率相同。

本集團於計算品牌授權現金產生單位的使用價值時運用假設。以下載列管理層以現金流量預測進行商譽減值測試時的各關鍵假設：

預算毛利率 — 用以釐定預算毛利率價值的基準為緊接預算年度前一年所達致的平均毛利率，因預計效率提升及預計市場開發而增加。

貼現率 — 所用貼現率為除稅前，並反映與品牌授權單位有關的特定風險。

董事認為，用於可收回金額的主要假設的任何合理可能變動將不會令品牌授權現金產生單位的賬面值超出其可收回金額。

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16. INTANGIBLE ASSETS

16. 無形資產

		Media content commercial rights (note) 媒體內容商業權利(附註) HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Brand licensing contracts 品牌授權合約 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2020	2020年3月31日				
Cost at 1 April 2019, net of accumulated amortisation and impairment	於2019年4月1日的成本，扣除累計攤銷及減值	5,669	115	5,765	11,549
Additions	添置	14,306	—	—	14,306
Amortisation during the year	年內攤銷	(8,308)	(54)	(5,339)	(13,701)
Impairment during the year*	年內減值*	(349)	—	—	(349)
Exchange realignment	匯兌調整	26	—	—	26
At 31 March 2020	於2020年3月31日	11,344	61	426	11,831
At 31 March 2020	於2020年3月31日				
Cost	成本	35,868	268	8,037	44,173
Accumulated amortisation and impairment	累計攤銷及減值	(24,524)	(207)	(7,611)	(32,342)
Net carrying amount	賬面淨值	11,344	61	426	11,831
31 March 2019	2019年3月31日				
Cost at 1 April 2018, net of accumulated amortisation	於2018年4月1日的成本，扣除累計攤銷	10,072	169	—	10,241
Additions	添置	6,561	—	—	6,561
Acquisition of a subsidiary (note 29)	收購一間附屬公司(附註29)	—	—	8,037	8,037
Amortisation during the year	年內攤銷	(10,936)	(54)	(2,272)	(13,262)
Exchange realignment	匯兌調整	(28)	—	—	(28)
At 31 March 2019	於2019年3月31日	5,669	115	5,765	11,549
At 31 March 2019 and 1 April 2020	於2019年3月31日及2020年4月1日				
Cost	成本	21,829	268	8,037	30,134
Accumulated amortisation and impairment	累計攤銷及減值	(16,160)	(153)	(2,272)	(18,585)
Net carrying amount	賬面淨值	5,669	115	5,765	11,549

Note: The Group has invested in certain media content production projects of which the Group is entitled certain distribution rights and/or other commercial rights (including copy rights) of related media contents and/or share of profit in accordance with the terms stipulated in the respective agreements. The Group intends to exploit the distribution rights or other commercial rights through its own distribution channels rather than through sales of the rights.

* During the year ended 31 March 2020, an impairment loss of HK\$349,000 (2019: Nil) was recognised in respect of the media content commercial rights of an animation series due to the decrease in the recoverable amount of the media content commercial rights. As at 31 March 2020, the recoverable amount of the media content commercial rights was determined based on a value in use calculation using cash flow projections approved by management.

The impairment of HK\$349,000 was recognised in the consolidated statement of profit or loss and included in the "Media Content Distribution" segment.

附註： 本集團已投資若干媒體內容製作項目，這令本集團有權根據各協議中規定的條款獲得相關媒體內容的若干發行權及/或其他商業權利(包括版權)以及/或應佔溢利。本集團擬透過自身發行渠道而非透過出售版權來開發發行權或其他商業權利。

* 截至2020年3月31日止年度，由於媒體內容商業權利的可收回金額減少，故就動畫片的媒體內容商業權利確認減值虧損349,000港元(2019年：零)。於2020年3月31日，媒體內容商業權利的可收回金額基於利用管理層批准的現金流量預測的使用價值計算釐定。

減值349,000港元於綜合損益表確認並計入「媒體內容發行」分部。

17. INVESTMENTS IN MEDIA CONTENTS

Movements in investments in media contents during the year are as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
At the beginning of the year	於年初	—	—
Additions	增加	25,083	—
At the end of the year	於年末	25,083	—

The Group has invested in certain media content production projects of which the Group is guaranteed by the respective media content producers for a fixed rate of return or minimum amount of return after the release of the media contents within the specified periods. In addition, the Group is also entitled to certain distribution rights of related media contents as stipulated in the respective agreements. As at 31 March 2020, all of these media content production projects were in production stage.

The Group's investments in media content production projects are classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

17. 投資媒體內容

年內投資媒體內容變動情況如下：

本集團已投資若干媒體內容製作項目，這令本集團獲各媒體內容製作商保證可於在規定時間內發行媒體內容後獲得固定回報率或最低回報額。此外，本集團亦有權根據各協議的規定獲得相關媒體內容的若干發行權。於2020年3月31日，所有該等媒體內容製作項目均處於製作階段。

本集團對媒體內容製作項目的投資被分類為按公平值透過損益列賬的金融資產，乃由於該等投資產生的合約現金流量並非純粹為支付本金及利息。

18. LICENSED ASSETS

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Licensed rights	授權	135,745	139,407
Prepayments for licensed rights	授權預付款項	12,685	3,416
		148,430	142,823

Licensed assets represent payments to licensors in connection with cost to obtain media content distribution rights and brand licensing rights over a definitive licensing period. These licensed assets are held to generate revenue in the ordinary course of the Group's businesses.

18. 授權資產

授權資產為向授權方支付有關於明確授權期內取得媒體內容發行權及品牌授權的款項。本集團持有該等授權資產以於日常業務中產生收益。

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19. TRADE RECEIVABLES

19. 貿易應收款項

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Trade receivables	貿易應收款項		
Billed receivables	已開票應收款項	142,064	109,180
Unbilled receivables	未開票應收款項	18,367	13,181
		160,431	122,361
Less: Allowance for impairment	減：減值撥備	(10,841)	(11,316)
		149,590	111,045

The Group's trading terms with its customers are mainly on credit. For the Media Content Distribution Business, the payment terms with customers are generally of two to four payments with the first payment usually due upon the submission of the letter of authorisation relating to the media contents to the customer. The credit periods generally range from 30 to 45 working days after the payment milestone as specified in the underlying contracts. For the Brand Licensing Business, the payment terms are generally of one to two payments with the first payment usually due upon the execution of the contracts. The credit period is generally 30 days after the payment milestone as specified in the underlying contracts.

本集團與其客戶之間的貿易條款以賒銷為主。就媒體內容發行業務而言，客戶的付款期一般為兩至四次付款，首次付款一般於向客戶提交有關媒體內容的授權函後到期。信貸期一般介乎相關合約指明的付款時間後30至45個工作日。就品牌授權業務而言，付款期一般為一至兩次付款，首次付款一般於簽立合約後到期。信貸期一般為相關合約指明的付款時間後30日。

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19. TRADE RECEIVABLES (Continued)

The Group seeks to maintain strict control over its outstanding receivables as overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the billed trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Within 30 days	30日內	2,461	4,181
31 to 60 days	31至60日	5,825	3,360
61 to 90 days	61至90日	1,395	19,864
91 to 180 days	91至180日	74,576	25,599
181 to 360 days	181至360日	31,237	37,238
Over 360 days	超過360日	26,570	18,938
		142,064	109,180

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

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
At beginning of year	於年初	11,316	10,695
Impairment losses recognised (note 8)	已確認減值虧損(附註8)	2,398	2,366
Impairment losses reversed (note 8)	已撥回減值虧損(附註8)	(1,366)	(1,671)
Amount written off as uncollectible	不可收回的已撇銷款項	(1,498)	(62)
Exchange realignment	匯兌調整	(9)	(12)
At end of year	於年末	10,841	11,316

19. 貿易應收款項 (續)

本集團力求嚴格控制未收取的應收款項，高級管理層會定期審查逾期結餘。本集團並無就貿易應收款項結餘持有任何抵押品或採取其他信貸增強措施。貿易應收款項不計息。

於報告期末，按發票日期計算之已開票貿易應收款項的賬齡分析如下：

就貿易應收款項減值計提虧損撥備的變動如下：

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19. TRADE RECEIVABLES (Continued)

The Group has applied the simplified approach to recognising allowance for ECLs prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss allowance for all trade receivables. To measure the ECLs, the trade receivables have been grouped based on shared credit risk characteristics and the days past due. ECLs are estimated based on historical credit loss experience, adjusted for factors that are specific to the debtors and general economic conditions. During the year, the expected loss rates for certain customers that are credit-impaired are assessed specifically by management. For other trade receivables aged more than one year past due but not credit-impaired, management has not observed objective evidence of financial difficulties of the debtors and has been taking credit risk mitigating measures.

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

19. 貿易應收款項 (續)

本集團已應用簡易法為香港財務報告準則第9號訂明的預期信貸虧損確認撥備，該準則容許就全部貿易應收款項使用期限內預期信貸虧損撥備。為計量預期信貸虧損，貿易應收款項已根據共享信貸風險特徵及逾期日數分組。預期信貸虧損按過往信貸虧損經驗估計，並根據債務人特有的因素及一般經濟狀況作出調整。年內，若干信貸減值客戶的預期虧損率由管理層特定作評估。就賬齡逾期超過一年但未信貸減值的其他貿易應收款項而言，管理層並未發現客觀證據顯示債務人有財務困難，並已採取信貸風險緩釋措施。

以下載列有關本集團使用撥備矩陣分析貿易應收款項的信貸風險的資料：

		Expected credit loss rate 預期信貸虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Impairment 減值 HK\$'000 千港元
As at 31 March 2020	於2020年3月31日			
Credit-impaired receivables	信貸減值應收款項	100%	10,109	10,109
Other trade receivables aged:	其他貿易應收款項賬齡：			
Current and within one year past due	即期及逾期一年以內	0.3%	146,342	406
More than one year past due	逾期超過一年	8.2%	3,980	326
			160,431	10,841
As at 31 March 2019	於2019年3月31日			
Credit-impaired receivables	信貸減值應收款項	100%	10,553	10,553
Other trade receivables aged:	其他貿易應收款項賬齡：			
Current and within one year past due	即期及逾期一年以內	0.6%	111,620	717
More than one year past due	逾期超過一年	24.5%	188	46
			122,361	11,316

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 20. 預付款項、按金及其他應收款項

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Prepayments	預付款項	3,014	9,315
Deposits	按金	832	678
Other receivables	其他應收款項	442	111
		4,288	10,104
Less: portion classified under non-current assets	減：根據非流動資產分類部分	(542)	(129)
Portion classified under current assets		3,746	9,975

The financial assets included in the above balances relate to deposits and receivables for which there was no recent history of default and past due amounts. As at 31 March 2020 and 2019, the loss allowance was assessed to be minimal.

計入上述結餘的金融資產與近期無拖欠紀錄及逾期款項的按金及應收款項有關。於2020年及2019年3月31日，虧損撥備經評估微乎其微。

21. CASH AND CASH EQUIVALENTS 21. 現金及現金等價物

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	101,206	163,754
Time deposits	定期存款	196,841	—
Cash and cash equivalents		298,047	163,754

At the end of the reporting period, the cash and bank balances of the Group's PRC operation denominated in Renminbi ("RMB") amounted to approximately HK\$1,966,000 (2019: HK\$2,021,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於報告期末，本集團以人民幣（「人民幣」）計值的中國業務運營的現金及銀行結餘約為1,966,000港元（2019年：2,021,000港元）。人民幣不可自由兌換為其他貨幣，惟根據中國內地外匯管制規例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods between 1 month and 6 months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and short term time deposits are deposited with creditworthy banks with no recent history of default.

銀行現金根據每日之銀行存款利率按浮動利率賺取利息。短期存款的存款期限介乎1個月至6個月之間不等，取決於本集團的即時現金需求，並按相關短期存款利率賺取利息。銀行結餘及短期存款存入近期無拖欠紀錄且信譽良好的銀行。

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22. TRADE PAYABLES

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Trade payables	貿易應付款項		
Unbilled	未開票	77,739	88,730
Billed	已開票	56,204	36,849
		133,943	125,579

An ageing analysis of the billed trade payables as at the end of the Reporting Period, based on the invoice date, is as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Within 1 month	一個月內	8,442	10,073
1 to 3 months	一至三個月	23,692	5,292
More than 3 months	超過三個月	24,070	21,484
		56,204	36,849

The trade payables are unsecured and non-interest-bearing. For the minimum guarantee payments to the licensors, the payment terms and the due dates are specified in the relevant contracts and are usually settled by instalments at the early stage of the relevant licensing periods. For royalty payable which exceed the minimum guarantee, the amounts are due when the Group submits the royalty reports to the licensors which is subsequent to the collection of the corresponding trade receivables from the licensees.

The unbilled trade payables relate to royalty amounts that are payables to but not yet invoiced by licensors which are calculated based on the royalty rates as stipulated in the respective licensing contracts.

22. 貿易應付款項

於報告期末，按發票日期計算之已開票貿易應付款項的賬齡分析如下：

貿易應付款項為無抵押及不計息。就支付授權方最低保證費而言，相關合約中訂明支付條款及到期日，並通常於相關授權期初分期清還。就超過最低保證費的應付版稅而言，有關費用於本集團在向被授權方收取相應貿易應收款項後向授權方呈交版稅報告時到期。

未開票貿易應付款項與按各授權合約所規定版稅率計算的應付授權方但未獲授權方開票之版稅款項有關。

23. ACCRUALS AND OTHER PAYABLES

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Accruals	應計費用	17,919	31,114
Other payables	其他應付款項	29,790	25,934
		47,709	57,048

Other payables are non-interest-bearing and have an average term of three months.

其他應付款項為不計息及平均為期三個月。

24. CONTRACT LIABILITIES

Contract liabilities include (i) advance payments received from customers for the Group to deliver the media content or render brand licensing services; and (ii) unsatisfied performance obligations resulting from fixed-price long-term brand sub-licensing contracts as at the end of the year. Contract liabilities are recognised as revenue upon the Group satisfies its performance obligations under the relevant contracts.

24. 合約負債

合約負債包括於年末(i)來自客戶就本集團交付媒體內容或提供品牌授權服務的墊款；及(ii)因固定價格長期品牌再授權合約導致並無達成的履約責任。合約負債於本集團根據相關合約達成其履約責任後確認為收益。

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Media Content Distribution Business	媒體內容發行業務	7,346	3,181
Brand Licensing Business	品牌授權業務	19,380	26,892
		26,726	30,073

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24. CONTRACT LIABILITIES (Continued)

Movements in contract liabilities during the year are as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
At the beginning of the year	於年初	30,073	25,865
Additions	增加	292,985	422,818
Acquisition of a subsidiary (note 29)	收購一間附屬公司 (附註29)	—	38,793
Revenue recognised during the year	年內已確認的收益	(296,332)	(457,403)
At the end of the year	於年末	26,726	30,073

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) are as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Within one year	一年內	22,816	22,818
After one year	一年後	3,910	7,255
		26,726	30,073
Revenue recognised from: Amounts included in contract liabilities at the beginning of the year	自以下各項確認的收益： 年初計入合約負債的金額	22,818	24,514

24. 合約負債 (續)

年內合約負債變動如下：

分配至餘下履約責任(未履行或部分未履行)的交易價格如下：

25. LEASE LIABILITIES

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

		Note	2020 2020年 HK\$'000 千港元
At the beginning of the year	於年初	2.2(a)	808
New leases	新租賃		5,935
Accretion of interest recognised during the year	年內已確認的利息增長		132
Payments	付款		(2,762)
At the end of the year	於年末		4,113
Analysed into:	分析為：		
Current portion	即期部分		2,999
Non-current portion	非即期部分		1,114
			4,113

The maturity analysis of lease liabilities is disclosed in note 35 to the financial statements.

租賃負債的到期日分析載於財務報表附註35。

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

有關租賃於損益內確認的金額如下：

		2020 2020年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	132
Depreciation charge of right-of-use assets	使用權資產的折舊費	2,501
Expense relating to short-term leases	短期租賃相關開支	869
Total amount recognised in profit or loss	於損益內確認的總金額	3,502

The total cash outflow for leases is disclosed in note 30(c) to the financial statements.

租賃的現金流出總額於財務報表附註30(c)披露。

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26. DEFERRED TAX LIABILITIES

26. 遞延稅項負債

		Fair value adjustment arising from acquisition of a business 收購業務產生 的公平值調整 HK\$'000 千港元
At 1 April 2018	於2018年4月1日	—
Acquisition of a subsidiary (note 29)	收購一間附屬公司(附註29)	1,326
Deferred tax credited to the consolidated statement of profit or loss during the year (note 11)	年內計入綜合損益表的遞延稅項(附註11)	(375)
At 31 March 2019 and 1 April 2019	於2019年3月31日及2019年4月1日	951
Deferred tax credited to the consolidated statement of profit or loss during the year (note 11)	年內計入綜合損益表的遞延稅項(附註11)	(881)
At 31 March 2020	於2020年3月31日	70

27. SHARE CAPITAL

27. 股本

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Authorised: 5,000,000,000 (2019: 38,000,000) ordinary shares of HK\$0.01 each	法定： 5,000,000,000股(2019年： 38,000,000股)每股面值 0.01港元的普通股	50,000	380
Issued and fully paid: 1,992,000,000 (2019: 1) ordinary shares of HK\$0.01 each	已發行及繳足： 1,992,000,000股(2019年： 1股)每股面值0.01港元 的普通股	19,920	—

27. SHARE CAPITAL (Continued)

A summary of movements in the Company's authorised and issued share capital is as follows:

27. 股本 (續)

本公司法定及已發行股本之變動概述如下：

		Notes 附註	Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Authorised:	法定：			
38,000,000 ordinary shares of HK\$0.01 each upon incorporation on 29 October 2018, at 31 March 2019 and 1 April 2019	於2018年10月29日註冊成立時、於2019年3月31日及2019年4月1日為38,000,000股每股面值0.01港元的普通股	(a)	38,000,000	380
Increase of 4,962,000,000 ordinary shares of HK\$0.01 each on 12 April 2019	於2019年4月12日增加4,962,000,000股每股面值0.01港元的普通股	(b)	4,962,000,000	49,620
At 31 March 2020	於2020年3月31日		5,000,000,000	50,000
Issued and fully paid:	已發行及繳足：			
Issuance of 1 ordinary share of HK\$0.01 upon incorporation on 29 October 2018, at 31 March 2019 and 1 April 2019	於2018年10月29日註冊成立時、於2019年3月31日及2019年4月1日發行1股面值0.01港元的普通股	(a)	1	—
Capitalisation issue of 1,493,999,999 ordinary shares of HK\$0.01 each on 21 May 2019	於2019年5月21日資本化發行1,493,999,999股每股面值0.01港元的普通股	(c)	1,493,999,999	14,940
Issuance of 498,000,000 ordinary shares of HK\$0.01 each on 21 May 2019	於2019年5月21日發行498,000,000股每股面值0.01港元的普通股	(d)	498,000,000	4,980
At 31 March 2020	於2020年3月31日		1,992,000,000	19,920

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27. SHARE CAPITAL (Continued)

Notes:

- (a) On 29 October 2018, the Company was incorporated as an exempted company with limited liability in the Cayman Islands with an authorised share capital of HK\$380,000 divided into 38,000,000 ordinary shares of HK\$0.01 each. Upon incorporation, 1 ordinary share of HK\$0.01 was issued and allotted by the Company at par to its then shareholder.
- (b) Pursuant to the written resolution of the sole shareholder of the Company passed on 12 April 2019, the authorised share capital of the Company was increased from HK\$380,000 divided into 38,000,000 shares of a par value of HK\$0.01 each to HK\$50,000,000 divided into 5,000,000,000 shares of a par value of HK\$0.01 each, by the creation of an additional 4,962,000,000 shares with a par value of HK\$0.01 each. The 4,962,000,000 new shares shall rank pari passu in all respects with the existing issued shares of the Company.
- (c) Pursuant to the written resolution of the sole shareholder of the Company passed on 12 April 2019 and the minutes of the committee of the Board on 17 May 2019, 1,493,999,999 ordinary shares of HK\$0.01 each were allotted and issued, credited as fully paid at par, by way of capitalisation from the share premium account to the holders of shares whose names appeared on the register of members of the Company at the close of business on 20 May 2019. This allotment and capitalisation issue were conditional on the share premium account being credited as a result of the issue of new shares to the public in connection with the Company's initial public offering as detailed in note (d) below.
- (d) In connection with the Company's initial public offering, 498,000,000 ordinary shares of par value of HK\$0.01 each were issued at a price of HK\$0.45 per share for a total cash consideration, before share issue expenses, of HK\$224.1 million. Dealing in the shares of the Company on the Stock Exchange commenced on 21 May 2019.

27. 股本 (續)

附註：

- (a) 2018年10月29日，本公司於開曼群島註冊成立為獲豁免有限公司，法定股本為380,000港元，分為38,000,000股每股面值0.01港元的普通股。於註冊成立時，本公司將1股面值0.01港元的普通股按面值發行及配發予當時股東。
- (b) 根據2019年4月12日通過的本公司唯一股東之書面決議案，本公司通過增設4,962,000,000股每股面值0.01港元的股份，將法定股本由380,000港元(分為38,000,000股每股面值0.01港元的股份)增至5,000,000,000港元(分為5,000,000,000股每股面值0.01港元的股份)。該4,962,000,000股新股份在所有方面與本公司現有已發行股份享有同等地位。
- (c) 根據2019年4月12日通過的本公司唯一股東之書面決議案及2019年5月17日的董事會委員會會議紀錄，本公司通過將股份溢價賬撥充資本，向2019年5月20日營業時間結束時名列本公司股東名冊的股份持有人按面值配發及發行1,493,999,999股每股面值0.01港元的普通股(入賬列為繳足)。是次配發及資本化發行須待股份溢價賬因下文附註(d)所述根據本公司首次公開發售向公眾發行新股獲得進賬後方可作實。
- (d) 根據本公司首次公開發售，本公司按每股0.45港元的價格發行498,000,000股每股面值0.01港元的普通股，總現金代價為224.1百萬港元(未計及股份發行開支)。本公司股份於2019年5月21日開始在聯交所買賣。

28. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 98 of the financial statements.

(a) Capital reserve

The capital reserve represents reserve arising from the Reorganisation and capital contribution from Ms. Lovinia Chiu and RLA Limited (“**Controlling Shareholder**”) arising from the acquisition of Medialink Animation International Limited (“**MAIL**”) (note 29).

(b) Other reserve

Other reserve mainly represents the difference between the acquisition of additional equity interest in a subsidiary from the non-controlling shareholder and the consideration paid.

(c) Exchange fluctuation reserve

Exchange fluctuation reserve comprises all foreign currency exchange differences arising from the translation of the financial statements of foreign operations.

29. BUSINESS COMBINATION

On 27 August 2018, the Controlling Shareholder entered into a sale and purchase agreement with Ms. Chiu Siu Fung Noletta, an executive director of the Company and a sister of the Controlling Shareholder, to acquire a 50% equity interest in MAIL for a cash consideration of HK\$20,000,000 and the transaction was completed on the same date (“**MAIL Acquisition**”). The acquisition was made as part of the Group's strategy to expand the Group's brand licensing business. MAIL was jointly controlled by the Controlling Shareholder and Ms. Chiu Siu Fung Noletta before the completion of the transaction. Immediately after the acquisition, MAIL was controlled by the Controlling Shareholder and became part of the Group pursuant to the reorganisation of the Company in connection to the Listing (the “**Reorganisation**”).

28. 儲備

本集團於本年度及過往年度的儲備金額及其變動於財務報表第98頁的綜合權益變動表呈列。

(a) 資本儲備

資本儲備為重組及趙小燕女士及RLA Limited (「**控股股東**」)因收購羚邦動畫(國際)有限公司(「**羚邦動畫(國際)**」)(附註29)而注資所產生的儲備。

(b) 其他儲備

其他儲備主要為自非控股股東收購附屬公司額外股權與已付代價之差額。

(c) 外匯浮動儲備

外匯浮動儲備由換算外國營運財務報表產生的全部外幣匯兌差額組成。

29. 業務合併

2018年8月27日，控股股東與趙小鳳女士(本公司執行董事兼控股股東的胞妹)訂立買賣協議，以現金代價20,000,000港元收購羚邦動畫(國際)的50%股權，交易於同日完成(「**羚邦動畫(國際)收購**」)。該收購乃本集團擴展本集團品牌授權業務的策略的一部分。於交易完成前，羚邦動畫(國際)由控股股東及趙小鳳女士共同控制。緊隨該收購後，羚邦動畫(國際)由控股股東控制，並因本集團為籌備上市而進行的重組(「**重組**」)而成為本集團的一部分。

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29. BUSINESS COMBINATION (Continued)

The fair values of the identifiable assets and liabilities of MAIL as at the date of acquisition were as follows:

29. 業務合併 (續)

羚邦動畫(國際)於收購日期的可識別資產及負債之公平值如下:

		Notes 附註	Fair value recognised on acquisition 收購後確認 的公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	14	59
Intangible assets	無形資產	16	8,037
Licensed assets	授權資產		12,358
Trade receivables	貿易應收款項		37,269
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		718
Due from related parties	應收關聯方款項		5,456
Tax recoverable	可收回稅項		18
Cash and cash equivalents	現金及現金等價物		31,658
Trade payables	貿易應付款項		(27,630)
Accruals and other payables	應計費用及其他應付款項		(3,798)
Contract liabilities	合約負債	24	(38,793)
Due to related parties	應付關聯方款項		(13,735)
Deferred tax liabilities	遞延稅項負債	26	(1,326)
			10,291
Goodwill on acquisition	收購產生的商譽	15	29,709
			40,000
Satisfied by:	以下列方式支付:		
Cash paid by the Controlling Shareholder	控股股東支付的現金		20,000
Fair value of the 50% equity interest in MAIL contributed by the Controlling Shareholder	控股股東注資的羚邦動畫(國際) 50%股權的公平值		20,000
Deemed contribution from the Controlling Shareholder	視為控股股東注資		40,000

29. BUSINESS COMBINATION (Continued)

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to HK\$37,269,000 and HK\$84,000, respectively. The amount of the contractual cash flows at the acquisition date is expected to be collectible.

The Group incurred transaction costs of HK\$99,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss.

As a result of this business combination, goodwill of HK\$29,709,000 was recorded in the Group's consolidated statement of financial position. The goodwill arising from the acquisition pertains, but is not limited, to the expected synergies arising from the acquisition.

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

29. 業務合併 (續)

於收購日期的貿易應收款項及其他應收款項之公平值分別為37,269,000港元及84,000港元。合約現金流量於收購日期的金額為預期可收回的款項。

本集團就該收購產生交易成本99,000港元。該等交易成本已列作開支，並計入綜合損益表的其他開支。

是次業務合併後，29,709,000港元商譽已計入本集團的綜合財務狀況表。該收購產生的商譽涉及(但不限於)預期自該收購產生的協同效應。

有關收購一間附屬公司的現金流量分析如下：

		HK\$'000 千港元
Cash and bank balances acquired and inflow of cash and cash equivalents included in cash flows from investing activities	已獲得現金及銀行結餘以及計入來自投資活動現金流量的現金及現金等價物流入	31,658
Transaction costs of the acquisition included in cash outflows from operating activities	計入來自經營活動現金流出的收購交易成本	(99)
		31,559

Since the acquisition, MAIL contributed HK\$25,912,000 to the Group's revenue and HK\$7,194,000 to the consolidated profit for the year ended 31 March 2019.

自該收購起，截至2019年3月31日止年度，羚邦動畫(國際)為本集團收益貢獻25,912,000港元，並為綜合溢利貢獻7,194,000港元。

Had the combination taken place at the beginning of the year ended 31 March 2019, the revenue and the consolidated profit of the Group for that year would have been HK\$493,374,000 and HK\$106,056,000, respectively.

倘合併於截至2019年3月31日止年度的年初進行，本集團該年度收益及綜合溢利將分別為493,374,000港元及106,056,000港元。

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30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

- (i) During the year ended 31 March 2020, the Group invested in certain media content production projects. As at 31 March 2020, investment cost of HK\$1,746,000 and HK\$6,265,000 which were recognised as intangible assets and investments in media contents, respectively, remained unsettled with corresponding credit to trade payables.
- (ii) During the year ended 31 March 2020, the Group had non-cash additions of right-of-use assets and lease liabilities of HK\$5,935,000 and HK\$5,935,000 respectively, in respect of lease arrangements for office premises (2019: Nil).

(b) Changes in liabilities arising from financing activities

The table below details the cash flows and non-cash changes in the Group's liabilities arising from financing activities. Except as disclosed below, there were no non-cash changes in the Group's liabilities arising from financing activities.

		Amount due to a shareholder 應付一名股東款項 HK\$'000 千港元	Dividend payables 應付股息 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2018	於2018年4月1日	34,477	53,250	—
Changes from financing cash flows	融資現金流量變動	(34,475)	(125,750)	—
Dividends declared	已宣派股息	—	72,500	—
Foreign exchange movement	外匯變動	(2)	—	—
At 31 March 2019	於2019年3月31日	—	—	—
Effect of adoption of HKFRS 16	採納香港財務報告準則第16號的影響	—	—	808
At 1 April 2019 (restated)	於2019年4月1日 (經重列)	—	—	808
Changes from financing cash flows	融資現金流量變動	—	(30,696)	(2,762)
Dividends declared	已宣派股息	—	30,696	—
New leases	新租賃	—	—	5,935
Interest expense	利息開支	—	—	132
At 31 March 2020	於2020年3月31日	—	—	4,113

30. 綜合現金流量表附註

(a) 主要非現金交易

- (i) 截至2020年3月31日止年度，本集團投資若干媒體內容製作項目。於2020年3月31日，分別確認為無形資產及投資媒體內容的投資成本1,746,000港元及6,265,000港元仍未結清，並相應計入貿易應付款項中。
- (ii) 截至2020年3月31日止年度，本集團有關辦公物業租賃安排的使用權資產之非現金添置及租賃負債分別為5,935,000港元及5,935,000港元(2019年：零)。

(b) 融資活動產生的負債變動

下表詳列融資活動產生的本集團負債的現金流量及非現金變動。除下文所披露者外，概無融資活動產生的本集團負債的非現金變動。

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows within operating activities and financing activities were HK\$869,000 and HK\$2,762,000, respectively during the year ended 31 March 2020.

31. OPERATING LEASE COMMITMENTS

The Group lease certain of its office premises, warehouses and a car parking space under operating lease arrangements. Leases for properties are negotiated for terms ranging from 6 months to 26 months.

As at the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Within one year	一年內	44	816
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	—	167
		44	983

30. 綜合現金流量表附註 (續)

(c) 租賃現金流出總額

截至2020年3月31日止年度，現金流量表中經營活動及融資活動項下租賃現金流出總額分別為869,000港元及2,762,000港元。

31. 經營租賃承擔

本集團根據經營租賃安排租出若干辦公物業、倉庫及一處停車位。物業的租賃期經磋商後定為介乎6個月至26個月。

於報告期末，本集團根據不可撤銷經營租賃於下列期間到期的未來最低租賃款項總額如下：

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32. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

			2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Medialink Animation International Limited*:	羚邦動畫(國際)有限公司*:			
Management fee income	管理費收入	(i)	—	4,286
Commission income	佣金收入	(ii)	—	96
A related party#:	關聯方#:			
Consultancy fee	顧問費	(iii)	630	—

* MAIL was a related company of the Group which was jointly controlled by the Controlling Shareholder and Ms. Chiu Siu Fung, Noletta, an executive director of the Company and a sister of the Controlling Shareholder. On 27 August 2018, MAIL became a wholly-owned subsidiary of the Group as part of the Reorganisation and its results were consolidated to the Group thereafter.

A related party, is a close family member of a director of the Company.

Notes:

- (i) The management fee income was related to the corporate and business support services rendered by the Group to the related company and was charged on terms mutually agreed between the relevant parties.
- (ii) The commission income was related to the agency support services rendered by the Group to the related company and was charged on terms mutually agreed between the relevant parties.
- (iii) The consultancy fee relates to provision on the consultancy services with respect to the Group's investment projects and information system upgrade. The consultancy fee was charged on terms mutually agreed between the relevant parties.

32. 關聯方交易

- (a) 除該等財務報表詳述的交易及結餘外，於年內，本集團與關聯方有以下重大交易：

* 羚邦動畫(國際)為本集團的關聯公司，並由控股股東及趙小鳳女士(為本公司執行董事及控股股東的胞妹)共同控制。於2018年8月27日，作為重組的一部分，羚邦動畫(國際)成為本集團的全資附屬公司，之後其業績與本集團合併入賬。

關聯方為本公司一名董事的近親。

附註：

- (i) 管理費收入與本集團向關聯公司提供的公司及業務支援服務有關，並按相關訂約方之間共同協定的條款收費。
- (ii) 佣金收入與本集團向關聯公司提供的代理支援服務有關，並按相關訂約方之間共同協定的條款收費。
- (iii) 顧問費與就本集團投資項目及資訊系統升級事宜提供的諮詢服務有關。該顧問費按相關訂約方之間共同協定的條款收費。

32. RELATED PARTY TRANSACTIONS

(Continued)

(a) (Continued)

In addition, on 27 June 2018, the Group acquired a 15% equity interest in Whateverismiles Limited from Ms. Chiu Siu Fung, Noletta, thereby increasing its ownership interest from 85% to 100%, for a cash consideration of HK\$15. The consideration was determined with reference to the nominal value of the issued share capital of Whateverismiles Limited.

Whateverismiles Limited is an investment holding company which owns a 100% equity interest in Whateverismiles 株式會社, a company established in Japan primarily involved in the investments in media content production. The carrying amount of the non-controlling interests in Whateverismiles Limited at the date of acquisition was a debit balance of HK\$85,000. The Group recognised a credit to the non-controlling interests of HK\$85,000 and a debit to equity attributable to owner of the parent of HK\$85,000.

(b) Compensation of key management personnel of the Group

Remuneration for key management personnel of the Group, including directors' remuneration as disclosed in note 9 to the financial statements, is as follows:

		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	19,663	22,826
Post-employment benefits	離職後福利	170	174
Total compensation paid to key management personnel	向主要管理人員支付的酬金總額	19,833	23,000

32. 關聯方交易 (續)

(a) (續)

此外，於2018年6月27日，本集團自趙小鳳女士收購Whateverismiles Limited之15%權益，故將其擁有權由85%增至100%，現金代價為15港元。代價乃經參考Whateverismiles Limited已發行股本的面值釐定。

Whateverismiles Limited為一間投資控股公司，擁有Whateverismiles 株式會社(一間於日本成立的公司，主要從事投資媒體內容製作)全部權益。於收購日期，Whateverismiles Limited的非控股權益的賬面值為借方結餘85,000港元。本集團確認非控股權益入賬85,000港元及母公司擁有人應佔權益扣賬85,000港元。

(b) 本集團主要管理人員的酬金

本集團主要管理人員的酬金(包括財務報表附註9披露的董事酬金)如下：

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33. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

		Financial assets at fair value through profit or loss 按公平值透過損益列賬的金融資產 HK\$'000 千港元	Financial assets at amortised cost 按攤銷成本列賬的金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 March 2020	於2020年3月31日			
Trade receivables	貿易應收款項	—	149,590	149,590
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	—	1,274	1,274
Investments in media contents	投資媒體內容	25,083	—	25,083
Cash and cash equivalents	現金及現金等價物	—	298,047	298,047
		25,083	448,911	473,994
As at 31 March 2019	於2019年3月31日			
Trade receivables	貿易應收款項	—	111,045	111,045
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	—	789	789
Cash and cash equivalents	現金及現金等價物	—	163,754	163,754
		—	275,588	275,588

Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元
Lease liabilities	租賃負債	4,113	—
Trade payables	貿易應付款項	133,943	125,579
Financial liabilities included in accruals and other payables	計入應計費用及其他應付款項的金融負債	12,884	15,134
		150,940	140,713

33. 按類別劃分的金融工具

於報告期末，各金融工具類別的賬面值如下：

金融資產

金融負債

34. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, trade receivables, financial assets included in prepayments, deposits and other receivables, trade payables and financial liabilities included in accruals and other payables approximate to their carrying amounts largely due to the short term maturities of these instruments or the effect of discounting is not material.

As at 31 March 2020, the investments in media contents, in which the underlying media contents were in the production stage, their fair values were estimated with reference to their respective production budget and profit sharing projection. The fair values for investments in media contents were approximate to its carrying amounts and were measured using significant unobservable inputs (Level 3).

The movement in fair value measurements within Level 3 during the year are as follows:

		HK\$'000 千港元
At 1 April 2018, 31 March 2019 and 1 April 2019	於2018年4月1日、2019年3月31日及 2019年4月1日	—
Additions	增加	25,083
At 31 March 2020	於2020年3月31日	25,083

The Group did not have any financial liabilities measured at fair value as at 31 March 2020 and 2019.

During the year, there were no transfer of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2019: Nil).

34. 金融工具的公平值及公平值級別

管理層已評估，由於有關工具的短期到期性質或貼現影響並不重大，現金及現金等價物，貿易應收款項，計入預付款項、按金及其他應收款項的金融資產，貿易應付款項以及計入應計費用及其他應付款項的金融負債公平值與其賬面值大致相若。

於2020年3月31日，投資媒體內容(即相關媒體內容處於製作階段)的公平值乃參照各自的製作預算及溢利分成預測進行估算。投資媒體內容的公平值與其賬面值相若，並使用重大不可觀察輸入數據(第三級)計量。

年內公平值計量在第三級內的變動情況如下：

本集團於2020年及2019年3月31日並無任何按公平值計量的金融負債。

年內並無於第一級與第二級間轉換公平值計量且並無金融資產及金融負債轉入第三級或自第三級轉出(2019年：無)。

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35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments include cash and cash equivalents and an amount due to a shareholder. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from sales or purchases by operating units in currencies other than the unit's functional currencies. The majority of the Group's foreign currency purchase transactions are denominated in US\$. On the other hand, the sales and disbursements are mainly denominated in US\$, RMB, HK\$ and JPY. As HK\$ is pegged to US\$, the directors of the Company anticipate that there will be no significant movements in the US\$/HK\$ exchange rates and the exposure on US\$ will not be material.

The Group's risk management principle with regard to its foreign currency denominated monetary assets, liabilities, commitments, and cash flows is to match as far as possible the values of such assets and cash flows against similarly denominated liabilities and cash flows. Decisions on either holding net short or long positions in foreign currency denominated monetary assets or liabilities are taken on a case-by-case basis and by taking into consideration the amount and duration of the exposure, market volatility, economic trends and requirements of the business.

35. 金融風險管理目標及政策

本集團的主要金融工具包括現金及現金等價物及應付股東款項。該等金融工具的主要用途為向本集團的經營撥資。本集團有各類其他金融資產及負債，例如自其經營直接產生的貿易應收款項及貿易應付款項。

本集團金融工具產生的主要風險為外幣風險、信貸風險及流動資金風險。董事會審閱及協定管理各項風險的政策，並概述如下。

外幣風險

本集團面對交易貨幣風險。該等風險主要來自營運單位以該單位功能貨幣以外的貨幣進行買賣。本集團的大部分外幣採購交易以美元計值。另一方面，銷售及償付主要以美元、人民幣、港元及日圓計值。由於港元與美元掛鉤，本公司董事預料美元／港元匯率不會有重大變動，且美元風險並不重大。

本集團有關外幣計值貨幣資產、負債、承擔及現金流量的風險管理原則為在相類計值的負債及現金流量中盡量符合有關資產及現金流量的價值。持有外幣計值貨幣資產或負債淨淡倉或好倉乃按各情況作決定，並經考慮風險的金額及時間、市場波動性、經濟趨勢及業務規定而釐定。

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in RMB and JPY exchange rates, with all other variables held constant, of the Group's profit before tax.

		Change in exchange rate 匯率變動	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
31 March 2020	2020年3月31日		
If HK\$ weakens against RMB	倘港元兌人民幣貶值	5%	407
If HK\$ strengthens against RMB	倘港元兌人民幣升值	5%	(407)
If HK\$ weakens against JPY	倘港元兌日圓貶值	5%	598
If HK\$ strengthens against JPY	倘港元兌日圓升值	5%	(598)
31 March 2019	2019年3月31日		
If HK\$ weakens against RMB	倘港元兌人民幣貶值	5%	791
If HK\$ strengthens against RMB	倘港元兌人民幣升值	5%	(791)
If HK\$ weakens against JPY	倘港元兌日圓貶值	5%	528
If HK\$ strengthens against JPY	倘港元兌日圓升值	5%	(528)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty. At the end of the reporting period, the Group had certain concentrations of credit risk as 20% (2019: 19%) and 60% (2019: 64%) of the Group's trade receivables were due from the Group's largest debtor and the five largest debtors, respectively.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 19 to the financial statements.

35. 金融風險管理目標及政策

(續)

外幣風險(續)

下表展示於各報告期末，假設所有其他變數維持不變，本集團的除稅前溢利對人民幣及日圓匯率可能合理變動的敏感度。

信貸風險

本集團僅與獲認可及有信譽的第三方人士交易。根據本集團的政策，所有擬按信貸條款交易的客戶須經過信貸驗證程序。此外，應收款項餘額均受持續監控，因而本集團承受的壞賬風險不重大。

由於本集團僅與獲認可及有信譽的第三方人士交易，故並無要求抵押品。集中信貸風險由客戶/交易方管理。於報告期末，由於本集團貿易應收款項中有20% (2019年：19%) 及60% (2019年：64%) 分別為應收本集團最大債務人及五大債務人款項，故本集團有若干集中信貸風險。

有關本集團自貿易應收款項產生的信貸風險的進一步量化數據於財務報表附註19中披露。

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35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March. The amounts presented are gross carrying amounts for financial assets.

		12-month ECLs		Lifetime ECLs		
		12個月預期信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified Approach	Total
		第一階段	第二階段	第三階段	簡化方法	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
As at 31 March 2020	於2020年3月31日					
Trade receivables	貿易應收款項	—	—	—	160,431	160,431
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	1,274	—	—	—	1,274
Cash and cash equivalents	現金及現金等價物	298,047	—	—	—	298,047
		299,321	—	—	160,431	459,752
As at 31 March 2019	於2019年3月31日					
Trade receivables	貿易應收款項	—	—	—	122,361	122,361
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	789	—	—	—	789
Cash and cash equivalents	現金及現金等價物	163,754	—	—	—	163,754
		164,543	—	—	122,361	286,904

35. 金融風險管理目標及政策

(續)

信貸風險 (續)

最高風險額及年末階段

下表載列本集團基於信貸政策劃分之信貸質素及最高信貸風險額，主要根據已逾期資料釐定(除非有無須付出不必要成本或工作即可取得的其他資料)，以及於3月31日之年末階段分類。載列數據為金融資產之總賬面值。

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group's objective is to ensure there are adequate funds to meet its liquidity requirements in the short and longer terms by considering the maturity of its financial assets and liabilities and projected cash flows.

The following tables show the maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments.

35. 金融風險管理目標及政策

(續)

流動資金風險

本集團的目標為透過考慮其金融資產及負債的到期日以及預期現金流量，確保有充足資金應對短期及長期的流動資金需求。

下表顯示根據合約未貼現款項，本集團於報告期末的金融負債的到期概況。

		On demand	Less than 1 year	More than 1 year but less than 2 years	In the second to fifth years	Total
		按要求	少於一年	超過一年 但少於兩年	第二年至 第五年	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
31 March 2020	2020年3月31日					
Lease liabilities	租賃負債	—	3,108	808	342	4,258
Trade payables	貿易應付款項	—	133,943	—	—	133,943
Financial liabilities included in accruals and other payables	計入應計費用及其他應 付款項的金融負債	—	12,884	—	—	12,884
		—	149,935	808	342	151,085
31 March 2019	2019年3月31日					
Trade payables	貿易應付款項	—	125,579	—	—	125,579
Financial liabilities included in accruals and other payables	計入應計費用及其他應 付款項的金融負債	—	15,134	—	—	15,134
		—	140,713	—	—	140,713

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not required to comply with any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2020 and 31 March 2019.

36. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, the Group adopted HKFRS 16 on 1 April 2019 using the modified retrospective approach. Under this approach, the comparative amounts in the financial statements were not restated and continued to be reported under the requirements of the previous standard, HKAS 17, and related interpretations.

35. 金融風險管理目標及政策

(續)

資本管理

本集團資本管理的主要目標為保障本集團持續經營及維持健康資本比例的能力，以支持其業務及為股東創造最大價值。

本集團因應經濟狀況變動及相關資產的風險特質管理及調整其資本架構。為維持或調整資本架構，本集團可能調整向股東支付的股息、向股東退回資本或發行新股份。本集團無須遵守任何外部推行的資本規定。於截至2020年3月31日及2019年3月31日止年度，概無就管理資本的有關目標、政策或程序作出變動。

36. 比較金額

誠如財務報表附註2.2所詳述，本集團於2019年4月1日以經修訂追溯採納法採用香港財務報告準則第16號。根據該方法，不重列財務報表內的比較金額，而是繼續根據先前的準則香港會計準則第17號的規定及相關詮釋進行報告。

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**37. STATEMENT OF FINANCIAL POSITION
OF THE COMPANY**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

37. 本公司財務狀況表

有關報告期末本公司財務狀況表的資料如下：

		As at 31 March 2020 於2020年 3月31日 Note 附註	As at 31 March 2019 於2019年 3月31日 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	投資附屬公司	—*	—*
Current assets	流動資產		
Prepayments	預付款項	275	58
Due from subsidiaries	應收附屬公司款項	202,047	—
Cash and cash equivalents	現金及現金等價物	16,511	—
		218,833	58
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他 應付款項	(580)	—
Due to subsidiaries	應付附屬公司款項	—	(69)
		(580)	(69)
Net current assets/(liabilities)	流動資產淨值/ (流動負債淨額)	218,253	(11)
Net assets/(liabilities)	負債淨額/(資產淨值)	218,253	(11)
Equity	權益		
Issued capital	已發行股本	27	—*
Reserves (note)	儲備(附註)	198,333	(11)
Total equity	總權益	218,253	(11)

* The amount is less than HK\$1,000.

* 金額少於1,000港元。

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

31 March 2020
2020年3月31日

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium account 股份溢價賬 HK\$'000 千港元	Retained profit/ (Accumulated loss) 保留溢利/ (累計虧損) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 29 October 2018	於2018年10月29日	—	—	—
Loss for the period	期內虧損	—	(11)	(11)
At 31 March 2019 and 1 April 2019	於2019年3月31日及2019年4月1日	—	(11)	(11)
Profit for the year	年內溢利	—	38,986	38,986
Issue of shares under initial public offering	根據首次公開售股發行股份	204,180	—	204,180
Share issue expenses	發行股份開支	(14,126)	—	(14,126)
Dividends	股息	—	(30,696)	(30,696)
At 31 March 2020	於2020年3月31日	190,054	8,279	198,333

38. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 30 June 2020.

37. 本公司財務狀況表 (續)

附註：

本公司儲備概述如下：

38. 批准財務報表

董事會於2020年6月30日批准並授權刊發財務報表。

Five-Year Financial Summary

五年財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the Prospectus and the published audited financial statements, is set out below. The summary does not form part of the audited financial statements.

本集團於過去五個財政年度的業績以及資產、負債及非控股權益概要(摘錄自招股章程及已刊發經審核財務報表)載列如下。本概要不屬於經審核財務報表。

RESULTS

業績

		Year ended 31 March 截至3月31日止年度				
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
REVENUE	收益	315,122	475,522	313,876	263,823	171,091
Cost of sales	銷售成本	(169,548)	(247,330)	(156,910)	(137,991)	(91,398)
Gross profit	毛利	145,574	228,192	156,966	125,832	79,693
Other income and gains, net	其他收入及收益淨額	4,414	5,496	17,541	5,429	5,114
Selling and distribution expenses	銷售及分銷開支	(44,778)	(47,956)	(43,959)	(34,669)	(21,128)
General and administrative expenses	一般及行政開支	(51,261)	(62,575)	(24,869)	(17,071)	(12,252)
Other expenses, net	其他開支(淨額)	(18,783)	(4,898)	133	(16,828)	(6,777)
Finance cost	融資成本	(132)	—	—	—	—
PROFIT BEFORE TAX	除稅前溢利	35,034	118,259	105,812	62,693	44,650
Income tax credit/(expense)	所得稅抵免/(開支)	917	(12,676)	(11,977)	(9,116)	(9,306)
PROFIT FOR THE YEAR	年內溢利	35,951	105,583	93,835	53,577	35,344
Attributable to:	以下各項應佔:					
Shareholders of the Company	本公司股東	35,951	105,579	93,899	53,592	35,354
Non-controlling interests	非控股權益	—	4	(64)	(15)	(10)
		35,951	105,583	93,835	53,577	35,344

Five-Year Financial Summary 五年財務概要

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

		As at 31 March 於3月31日				
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Non-current assets	非流動資產	77,638	48,783	18,979	10,622	12,753
Current assets	流動資產	619,092	434,343	407,074	338,201	240,812
Total assets	資產總值	696,730	483,126	426,053	348,823	253,565
Current liabilities	流動負債	(211,968)	(213,408)	(228,349)	(193,581)	(147,249)
Total assets less current liabilities	資產總值減流動負債	484,762	269,718	197,704	155,242	106,316
Non-current liabilities	非流動負債	(1,184)	(951)	—	—	—
Net assets	資產淨值	483,578	268,767	197,704	155,242	106,316
Equity attributable to Shareholders of the Company	本公司股東應佔權益	483,578	268,767	197,793	155,267	106,326
Non-controlling interests	非控股權益	—	—	(89)	(25)	(10)
Total equity	總權益	483,578	268,767	197,704	155,242	106,316

In this report, unless the context otherwise requires, the following expressions shall have the following meanings. 於本報告內，除文義另有所指，下列詞彙具有以下涵義。

<p>“Actual Selling Price” 「實際售價」</p>	<p>means the actual price at which the Award Shares are sold (net of brokerage, Stock Exchange trading fee, SFC transaction levy and any other applicable costs) on vesting of an Award pursuant to the Scheme; 根據計劃歸屬獎勵時出售獎勵股份的實際價格(已扣除經紀佣金、聯交所交易費、證監會交易徵費及任何其他適用成本)；</p>
<p>“Adoption Date” 「採納日期」</p>	<p>means 6 February 2020, the date on which the adoption of the Share Award Scheme was approved by the Board; 2020年2月6日，即董事會批准採納股份獎勵計劃的日期；</p>
<p>“Articles” or “Articles of Association” 「細則」或「組織章程細則」</p>	<p>the articles of association of our Company, conditionally adopted on 12 April 2019, as amended, supplemented or otherwise modified from time to time 本公司的組織章程細則，於2019年4月12日有條件採納，經不時修訂、補充或修改</p>
<p>“associate(s)” 「聯繫人」</p>	<p>has the meaning ascribed to it under the Listing Rules; 上市規則所賦予的定義；</p>
<p>“Audit Committee” 「審核委員會」</p>	<p>the audit committee of our Board 董事會審核委員會</p>
<p>“Award” 「獎勵」</p>	<p>means an award granted by the Board to a Selected Participant, which may vest in the form of Award Shares or cash equivalent to the amount of the Actual Selling Price of the Award Shares, as the Board may determine in accordance with the terms of the Scheme Rules; 董事會可根據計劃規則的條款決定向指定參與者授出的獎勵，而該獎勵可以獎勵股份或獎勵股份實際售價的等額現金的形式歸屬；</p>
<p>“Award Period” 「獎勵期」</p>	<p>means the period commencing on the Adoption Date, and ending on the day immediately prior to the 10th anniversary of the Adoption Date; 採納日期開始至採納日期起計滿10周年前一日止期間；</p>
<p>“Award Shares” 「獎勵股份」</p>	<p>means the Shares granted to a Selected Participant in an Award; 以獎勵形式向指定參與者授出股份；</p>
<p>“Board” or “Board of Directors” 「董事會」</p>	<p>the board of directors of our Company 本公司董事會</p>
<p>“Brand Licensing Business” 「品牌授權業務」</p>	<p>business of licensing of brands by (i) sub-licensing various rights to use the brands granted by brand licensors and (ii) acting as the agent for the brand licensors to, among others, identify potential licensees for these brand licensors 通過(i)再授權由品牌授權方授予的多項品牌使用權及(ii)作為品牌授權方的代理為該等品牌授權方(其中包括)物色潛在被授權方進行的品牌授權業務</p>

Definitions

釋義

“Business Day” 「營業日」	means any day on which the Stock Exchange is open for the business of dealing in securities; 聯交所開放證券交易的日子；
“BVI” 「英屬處女群島」	the British Virgin Islands 英屬處女群島
“Capitalisation Issue” 「資本化發行」	the issue of 1,493,999,999 Shares to be made upon capitalisation of an amount of HK\$14,939,999.99 standing to the credit of the share premium account of our Company 將本公司股份溢價賬之進賬額14,939,999.99港元撥充資本時發行1,493,999,999股股份
“CG Code” 「企業管治守則」	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
“close associate” 「緊密聯繫人」	has the meaning ascribed to it under the Listing Rules 具有上市規則所賦予的涵義
“Companies Law” or “Cayman Companies Law” 「公司法」或「開曼公司法」	the Companies Laws, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time 開曼群島公司法第22章(1961年法例三，經綜合及修訂)，經不時修訂、補充或以其他方式修改
“Companies Ordinance” 「公司條例」	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time 香港法例第622章公司條例，經不時修訂或補充
“Company”, “our Company”, “we” or “us” 「本公司」或「我們」	MEDIALINK GROUP LIMITED, an exempted company incorporated in the Cayman Islands with limited liability on 29 October 2018 and references to “we”, “us” or “our” refer to our Group or, where the context requires, our Company 羚邦集團有限公司，一間於2018年10月29日於開曼群島註冊成立的獲豁免有限公司，而「我們」或「我們的」的提述指本集團或本公司(視乎文義所指)
“Connected Person(s)” 「關連人士」	has the meaning ascribed to it under the Listing Rules; 上市規則所賦予的定義；
“connected transaction(s)” 「關連交易」	has the meaning ascribed thereto under the Listing Rules 具有上市規則所賦予的涵義
“Controlling Shareholder(s)” 「控股股東」	has the meaning ascribed thereto under the Listing Rules and in the context of our Company, means Ms. Lovinia Chiu and RLA 具有上市規則所賦予的涵義，就本公司的情况而言，指趙小燕女士及RLA
“Director(s)” or “our Director(s)” 「董事」	the director(s) of our Company 本公司董事

“Eligible Person(s)” [合資格人士]	means any individual, being a director (excluding independent non-executive Directors), senior management, employee (whether full-time or part-time), consultant or advisor of the Group who the Board considers, in its sole discretion, has contributed or will contribute to the Group; however, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Scheme and such individual shall therefore be excluded from the term Eligible Person; 董事會全權認為對本集團有或將有貢獻的本集團的董事(不包括獨立非執行董事)、高級管理人員、僱員(全職或兼職)、顧問或諮詢人的個別人士;惟倘所處地區的法律及法規禁止根據計劃向當地居民授出、接納或歸屬獎勵,或董事會認為根據當地相關法律及法規必需或適宜排除該人士,則該人士無權參與計劃,亦不得納入合資格人士;
“Frost & Sullivan” [弗若斯特沙利文]	Frost & Sullivan International Limited, an independent consulting firm that provides market research and analysis 弗若斯特沙利文國際有限公司,一間提供市場調研及分析的獨立顧問公司
“Frost & Sullivan Report” [弗若斯特沙利文報告]	a market research report commissioned by us and prepared by Frost & Sullivan 我們委聘弗若斯特沙利文編製的市場研究報告
“Global Offering” [全球發售]	the Hong Kong Public Offering and the International Placing 香港公開發售及國際配售
“Grant Date” [授出日期]	means the date on which the grant of an Award is made to a Selected Participant, being the date of an award letter; 向指定參與者授出獎勵的日期,即獎勵函件的日期;
“Group”, “our Group”, “we” or “us” [本集團]或[我們]	our Company and its subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time 本公司及其於有關時間的附屬公司,或倘文義另有所指,就本公司成為其現有附屬公司的控股公司之前期間,則為於有關期間猶如本公司附屬公司的該等附屬公司
“HK\$”, “HKD” or “Hong Kong dollars” [港元]	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“HKFRS” [香港財務報告準則]	Hong Kong Financial Reporting Standards 香港財務報告準則
“Hong Kong” [香港]	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區

Definitions

釋義

“Hong Kong Branch Share Registrar” 「香港股份過戶登記分處」	Tricor Investor Services Limited, our branch share registrar and transfer agent in Hong Kong 卓佳證券登記有限公司，為本公司的香港股份過戶登記分處
“JPY” 「日圓」	Japanese Yen, the lawful currency of Japan 日本法定貨幣日圓
“Listing” 「上市」	the listing of the shares on the Main Board of the Stock Exchange 股份於聯交所主板上市
“Listing Date” 「上市日期」	the date on Tuesday, 21 May 2019, on which the Shares were first listed and from which dealings in the Shares were permitted to take place on the Main Board of the Stock Exchange 2019年5月21日(星期二)，即股份首次上市並獲准於聯交所主板開始買賣之日
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time 香港聯合交易所有限公司證券上市規則，經不時修訂或補充
“Macau” 「澳門」	the Macau Special Administrative Region of the PRC 中國澳門特別行政區
“MAIL” 「羚邦動畫(國際)」	Medialink Animation International Limited, a company incorporated in Hong Kong on 11 August 2000 with limited liability 羚邦動畫(國際)有限公司，一間於2000年8月11日在香港註冊成立的有限公司
“MAIL Acquisition” 「羚邦動畫(國際)收購」	acquisition of the remaining 50% shareholding interest in MAIL by Ms. Lovinia Chiu, completion of which took place on 27 August 2018 趙小燕女士收購羚邦動畫(國際)餘下50%股權，有關收購於2018年8月27日完成
“Main Board” 「主板」	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange 由聯交所營運的證券交易所(不包括期權市場)，在獨立於聯交所GEM的情況下與GEM一同由聯交所營運
“Media Content Distribution Business” 「媒體內容發行業務」	business of distribution of media content by sub-licensing various rights to exploit the media content granted by the media content licensors and co-investment in the production of media content 透過再授各種版權以開發媒體內容授權方所授權的媒體內容以及共同投資製作媒體內容的媒體內容發行業務

<p>“MEL” [矜邦娛樂]</p>	<p>Medialink Entertainment Limited, a company incorporated in Hong Kong on 13 October 2000 with limited liability and a wholly owned subsidiary of our Company 矜邦娛樂有限公司，一間於2000年10月13日在香港註冊成立的有限公司，為本公司的全資附屬公司</p>
<p>“Memorandum” or “Memorandum of Association” [章程大綱]或[組織章程大綱]</p>	<p>the memorandum of association of our Company, conditionally adopted on 12 April 2019, as amended, supplemented or otherwise modified from time to time 本公司的組織章程大綱，於2019年4月12日有條件採納，經不時修訂、補充或以其他方式修改</p>
<p>“MFE” [MFE]</p>	<p>Medialink (Far East) Limited, a company incorporated in Hong Kong on 11 July 2001 with limited liability and a wholly owned subsidiary of our Company Medialink (Far East) Limited，一間於2001年7月11日在香港註冊成立的有限公司，為本公司的全資附屬公司</p>
<p>“Ms. Barbara Chiu” [趙小玲女士]</p>	<p>Ms. Chiu Siu Ling Barbara, a member of our senior management and the sister of Ms. Lovinia Chiu and Ms. Noletta Chiu 趙小玲女士，高級管理層成員以及趙小燕女士及趙小鳳女士的胞姊</p>
<p>“Ms. Lovinia Chiu” [趙小燕女士]</p>	<p>Ms. Chiu Siu Yin Lovinia, the chairman of our Board, an executive Director and chief executive officer of our Company, our Controlling Shareholder, and the sister of Ms. Noletta Chiu and Ms. Barbara Chiu 趙小燕女士，本公司董事會主席、執行董事兼行政總裁及控股股東以及趙小鳳女士及趙小玲女士的姊妹</p>
<p>“Ms. Noletta Chiu” [趙小鳳女士]</p>	<p>Ms. Chiu Siu Fung Noletta, our executive Director and the sister of Ms. Barbara Chiu and Ms. Lovinia Chiu 趙小鳳女士，我們的執行董事及趙小玲女士及趙小燕女士的胞妹</p>
<p>“myTV SUPER” [myTV SUPER]</p>	<p>a media platform operated by TVB Group 一個由TVB集團運營的媒體平台</p>
<p>“Net Proceeds” [所得款項淨額]</p>	<p>Proceeds from issuance of the shares in the Company in connection with the Listing after deduction of the underwriting fees and commissions and expenses payable by the Company 經扣除本公司應付包銷費用及佣金以及開支後，與上市相關的本公司股份發行所得款項</p>
<p>“Nomination Committee” [提名委員會]</p>	<p>the nomination committee of our Board 董事會提名委員會</p>
<p>“on-market” [場內交易]</p>	<p>means the acquisition of Shares through one or more transactions through the facilities of the Stock Exchange in accordance with the Listing Rules and any other applicable laws and regulations; 根據上市規則及任何其他相關法律與法規在聯交所設施透過一次或多次交易購買股份；</p>

Definitions

釋義

“PRC” or “China” or “Mainland China” [中國]或[中國內地]	The People’s Republic of China, but for the purpose of this report and for geographical reference only and except where the context requires, references in this report to “China” and the “PRC” do not include Hong Kong, Macau and Taiwan 中華人民共和國，僅就本報告及地域而言，及除文義另有所指，本報告內提及的「中國」不包括香港、澳門及台灣
“Principal Share Registrar” [股份過戶登記總處]	Walkers Corporate Limited Walkers Corporate Limited
“Prospectus” [招股章程]	prospectus of the Company dated 30 April 2019 本公司日期為2019年4月30日的招股章程
“Remuneration Committee” [薪酬委員會]	the remuneration committee of our Board 董事會薪酬委員會
“Reorganisation” [重組]	the reorganisation of our Group in preparation for the Listing 本集團為籌備上市而進行的重組
“Reporting Period” [報告期]	means the reporting period for the year ended 31 March 2020 截至2020年3月31日止年度的報告期
“Returned Shares” [退還股份]	means the Award Shares that are not vested and/or are forfeited in accordance with the terms of the Scheme, or such Shares being deemed to be Returned Shares under the Scheme Rules; 根據計劃條款並無歸屬及／或沒收的獎勵股份或根據計劃規則視為退還股份的股份；
“RLA” [RLA]	RLA Company Limited, a company incorporated in the BVI with limited liability on 23 October 2018, which is one of our Controlling Shareholders and wholly owned by Ms. Lovinia Chiu RLA Company Limited，一間於2018年10月23日在英屬處女群島註冊成立的有限公司，為我們的控股股東之一，並由趙小燕女士全資擁有
“RMB” [人民幣]	Renminbi, the lawful currency of the PRC 中國法定貨幣人民幣
“Scheme” or “Share Award Scheme” [計劃]或 [股份獎勵計劃]	means the share award scheme adopted by the Company in accordance with these Scheme Rules on the Adoption Date; 於採納日期本公司根據計劃規則採納的股份獎勵計劃；

<p>“Scheme Limit” 「計劃上限」</p>	<p>means the aggregate number of Shares underlying all grants that may be made pursuant to the Scheme (excluding Award Shares that have been forfeited in accordance with the Scheme), being 10% (i.e. 199,200,000 Shares) of the total number of issued Shares as at the Adoption Date; 根據計劃的全部授出所涉及的股份總數(不包括根據計劃沒收的獎勵股份), 即採納日期已發行股份總數的10%(即199,200,000股股份);</p>
<p>“Scheme Rules” 「計劃規則」</p>	<p>means the rules set out in the Scheme as amended from time to time; 計劃所載的規則(經不時修訂);</p>
<p>“Selected Participant(s)” 「指定參與者」</p>	<p>means any Eligible Person approved for participation in the Scheme and who has been granted any Award; 任何獲准參與計劃並獲授獎勵的合資格人士;</p>
<p>“SFC” 「證監會」</p>	<p>means the Securities and Futures Commission of Hong Kong; 香港證券及期貨事務監察委員會;</p>
<p>“SFO” 「證券及期貨條例」</p>	<p>the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time 香港法例第571章證券及期貨條例, 經不時修訂或補充</p>
<p>“SGD” 「新加坡元」</p>	<p>Singapore dollar, the lawful currency of Singapore 新加坡法定貨幣新加坡元</p>
<p>“Share(s)” 「股份」</p>	<p>means ordinary shares of HK\$0.01 each in the share capital of the Company, or, if there has been a sub-division, consolidation, re-classification or re-construction of the share capital of the Company, shares forming part of the ordinary share capital of the Company of such other nominal amount as shall result from any such sub-division, consolidation, re-classification or re-construction; 本公司股本中每股面值0.01港元的普通股, 或(如本公司股本拆細、合併、重新分類或重組)拆細、合併、重新分類或重組所產生本公司普通股本中其他面值的股份;</p>
<p>“Shareholder(s)” 「股東」</p>	<p>holder(s) of Shares 股份持有人</p>
<p>“Stock Exchange” 「聯交所」</p>	<p>The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司</p>
<p>“subsidiary(ies)” 「附屬公司」</p>	<p>has the meaning ascribed to it under the Listing Rules 具有上市規則所賦予的涵義</p>
<p>“Subsidiary” or “Subsidiaries” 「附屬公司」</p>	<p>means any subsidiary (as the term is defined in the Listing Rules) of the Company; 本公司任何附屬公司(定義見上市規則);</p>

Definitions

釋義

“Substantial Shareholder” 「主要股東」	has the meaning ascribed to it under the Listing Rules 具有上市規則所賦予的涵義
“Trust” 「信託」	means the trust constituted by the Trust Deed to service the Scheme; 信託契約組成服務計劃的信託；
“Trust Deed” 「信託契約」	means the trust deed to be entered into between the Company and the Trustee (as may be restated, supplemented and amended from time to time); 本公司與受託人訂立的信託契約(或會不時重列、補充及修訂)；
“Trustee” 「受託人」	means the trustee appointed by the Company for the purpose of the Trust; 本公司為信託委任的受託人；
“US dollars” or “US\$” 「美元」	United States dollars, the lawful currency of the United States 美國法定貨幣美元
“Vesting Date” 「歸屬日期」	means the date as determined from time to time by the Board, on which the Award (or part thereof) is to vest in the relevant Selected Participant as set out in the relevant award letter. 董事會不時決定按有關獎勵函件所述將獎勵(或其部分)歸屬予有關指定參與者的日期。

In this report, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “controlling shareholder”, “core connected person” and “subsidiary(ies)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

於本報告內，除非文義另有所指，否則「聯繫人」、「緊密聯繫人」、「關連人士」、「關連交易」、「控股股東」、「核心關連人士」及「附屬公司」應具有上市規則所賦予之涵義。

Glossary of Technical Terms

技術詞彙

This glossary contains explanations of certain terms used in this report. These terms and their meanings may or may not correspond to standard industry meaning or usage of these terms. 技術詞彙載有本報告所用若干詞彙的解釋。該等詞彙及其涵義未必與該等詞彙的標準業界定義或用法一致。

“brand(s)” 「品牌」	comprising trademarks, characters, labels, names, logos, designs, or the names and/or likeness thereof, which may be further categorised into character brands, fashion brands, lifestyle brands and other brands 包括商標、角色、標籤、名稱、標誌、設計或其名稱及／或肖像，可進一步分為角色形象品牌、時尚品牌、生活品牌及其他品牌
“brand licensor(s)” 「品牌授權方」	licensor(s) of brand(s) 品牌授權方
“character brand(s)” 「角色形象品牌」	brand(s) involving characters from animation or comics 涉及動畫或漫畫角色的品牌
“fashion brand(s)” 「時尚品牌」	brand(s) involving fashion labels or fashion names 涉及時裝品牌或時尚名稱的品牌
“inflight distribution rights” 「航空發行版權」	the rights to exhibit the media content to aircraft passengers during a flight via aircraft broadcasting channels 於飛航時通過航機廣播頻道向航機乘客展示媒體內容的權利
“IP” 「知識產權」	intellectual property 知識產權
“IPTV rights” 「網上電視放映權」	the rights to distribute streaming media content directly to viewers over the internet via private, dedicated network 透過私人專用網絡直接向互聯網觀眾發行串流媒體內容的權利
“media content” 「媒體內容」	media content including animation series, drama series, animated feature films, live-action feature films and other video content 媒體內容包括動畫片、電視劇、長篇動畫電影、真人長篇電影及其他視頻內容
“media content licensor(s)” 「媒體內容授權方」	licensor(s) of media content 媒體內容授權方
“merchandising rights” 「商品授權」	the rights to produce, manufacture, sell and otherwise distribute, advertise and promote any tangible items, goods and/or products being or using the brands, characters, designs or the names and/or likeness thereof 使用品牌、角色、設計或其名稱及／或肖像以生產、製造、銷售及以其他方式分銷、宣傳及推廣任何有形物品、商品及／或產品的權利
“minimum guarantee” 「最低保證金」	an advance payment made by a licensee to a licensor to obtain the licensing rights, which will be recognised as licensed assets; it is usually non-refundable but recoupable or shall be set-off against the royalty payable 被授權方向授權方支付的預付款，以獲得授權權利，授權權利將確認為授權資產；其通常不可退還，惟可用作抵扣，或用於抵銷應付的版稅

Glossary of Technical Terms

技術詞彙

“OTT”	over-the-top channels that distribute streaming media content directly to viewers over the internet via open network, including subscription-based video on demand services
「OTT」	透過開放式網絡直接向互聯網瀏覽者發行串流媒體內容的over-the-top渠道，包括基於訂購的視頻點播服務
“promotion rights”	the rights to use brands, characters, designs or the names to advertise and promote the goods, services, or general business operation of a licensee, including advertisements prepared for all print and audio-visual media uses (including radio, television and film), packaging materials, point-of-sale displays, premium items and other promotional items
「促銷權」	使用品牌、角色、設計及名稱的權利，以宣傳及推廣被授權方的貨品、服務或整體業務經營，包括就所有印刷及音像媒體用途(包括無線電廣播、電視及電影)而製作的廣告、包裝材料、銷售點展示、禮贈品及其他促銷物品
“royalty rate(s)”	payment made by one party, the licensee/sub-licensee, to another party, the licensor/master licensee, for the use of media content/brands of the licensor/master licensee expressed as a percentage of the revenue obtained using the media content/brands or as a fixed value, depending on the agreements between the parties
「版稅率」	一方(被授權方/再被授權方)就使用授權方/總被授權方的媒體內容/品牌向另一方(授權方/總被授權方)支付的款項，視乎各方之間的協議，為使用媒體內容/品牌獲得的收益的一定百分比或一個固定價值
“TV”	television
「電視」	電視
“VOD rights”	video-on-demand rights, i.e. the rights to exhibit the media content, where the timing of the delivery/exhibition of the media content is not pre-determined, but rather is at the viewer’s discretion, and in connection with a fee
「視頻點播權」	視頻點播權，即展示媒體內容的權利，其中媒體內容交付/展示時間不是預先確定的，而是由觀眾自行決定，並須支付費用

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