

HS

衍生集團(國際)控股有限公司
Hin Sang Group (International) Holding Co. Ltd.

股份代號 Stock Code : 6893

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

2021/2022 INTERIM REPORT

中期業績報告



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DEFINITION 釋義

In this interim report, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below.

於本中期報告中，除文義另有所指外，下列詞彙及詞語具以下的涵義。

“Audit Committee”	the audit committee of the Company	「審核委員會」	指	本公司審核委員會
“Board”	the board of Directors	「董事會」	指	董事會
“Company”	Hin Sang Group (International) Holding Co. Ltd. (衍生集團(國際)控股有限公司), an exempted company incorporated with limited liability in the Cayman Islands on 28 October 2010	「本公司」	指	衍生集團(國際)控股有限公司，一間於2010年10月28日在開曼群島註冊成立之獲豁免有限公司
“Director(s)”	the director(s) of the Company	「董事」	指	本公司董事
“Fullshare”	Fullshare Holdings Limited (豐盛控股有限公司), a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on the Stock Exchange (stock code: 607)	「豐盛」	指	豐盛控股有限公司，一間於開曼群島註冊成立之有限公司，其已發行股份於聯交所上市(股份代號：607)
“Genwealth”	Genwealth Group Holding Company Limited (衍富集團控股有限公司), a company incorporated with limited liability on 5 October 2010 in the British Virgin Islands, the issued shares of which are owned as to 90% by Mr. Pang Siu Hin and 10% by his wife, Ms. Kwan Lai Man, both of them are executive Directors, and Controlling Shareholders of the Company under the Listing Rules	「衍富」	指	衍富集團控股有限公司，一間於2010年10月5日在英屬處女群島註冊成立之有限公司，其已發行股份由彭少衍先生及其妻關麗雯女士(彼等均為執行董事)分別擁有90%及10%，並為上市規則定義下之本公司的控股股東
“Group”	the Company and its subsidiaries	「本集團」	指	本公司及其附屬公司
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong	「港元」	指	香港法定貨幣港元

DEFINITION 釋義

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC	「香港」	指	中國香港特別行政區
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange	「上市規則」	指	聯交所證券上市規則
“Macau”	the Macau Special Administrative Region of the PRC	「澳門」	指	中國澳門特別行政區
“Period”	the six months ended 30 September 2021	「本期間」	指	截至2021年9月30日止六個月
“PRC” or “China”	the People’s Republic of China	「中國」	指	中華人民共和國
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Company on 25 September 2014	「首次公開發售前購股權計劃」	指	本公司於2014年9月25日採納之首次公開發售前購股權計劃
“RMB”	Renminbi, the lawful currency of the PRC	「人民幣」	指	中國法定貨幣人民幣
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)	「證券及期貨條例」	指	證券及期貨條例(香港法例第571章)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.1 each in the share capital of the Company	「股份」	指	本公司股本中每股面值0.1港元之普通股
“Shareholder(s)”	holders of the Share(s)	「股東」	指	股份之持有人
“Share Option Scheme”	the share option scheme adopted by the Company on 25 September 2014	「購股權計劃」	指	本公司於2014年9月25日採納之購股權計劃
“Stock Exchange”	The Stock Exchange of Hong Kong Limited	「聯交所」	指	香港聯合交易所有限公司

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Pang Siu Hin (*Chairman and Chief Executive Officer*)
Ms. Kwan Lai Man

Non-executive Directors

Ms. Wong Wai Ling
Mr. Yuen Chi Ping (*Suspension of duties with effect from 16 June 2020 and retired on 29 September 2021*)

Independent non-executive Directors

Mr. Lau Chi Kit
Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny

AUDIT COMMITTEE

Mr. Lee Luk Shiu (*Chairman*)
Mr. Lau Chi Kit
Dr. Tang Sing Hing, Kenny

REMUNERATION COMMITTEE

Mr. Lau Chi Kit (*Chairman*)
Ms. Kwan Lai Man
Mr. Lee Luk Shiu
Dr. Tang Sing Hing, Kenny

NOMINATION COMMITTEE

Dr. Tang Sing Hing, Kenny (*Chairman*)
Ms. Kwan Lai Man
Mr. Lau Chi Kit
Mr. Lee Luk Shiu

COMPANY SECRETARY

Mr. Wong Chung Him (*Resigned on 2 August 2021*)
Ms. Kho Polien (*Appointed on 2 August 2021*)

AUTHORISED REPRESENTATIVES

Mr. Pang Siu Hin
Ms. Kwan Lai Man

董事會

執行董事

彭少衍先生(*主席兼行政總裁*)
關麗雯女士

非執行董事

黃慧玲女士
袁志平先生(*暫停職務自2020年6月16日起生效並於2021年9月29日退任*)

獨立非執行董事

劉智傑先生
李祿兆先生
鄧聲興博士

審核委員會

李祿兆先生(*主席*)
劉智傑先生
鄧聲興博士

薪酬委員會

劉智傑先生(*主席*)
關麗雯女士
李祿兆先生
鄧聲興博士

提名委員會

鄧聲興博士(*主席*)
關麗雯女士
劉智傑先生
李祿兆先生

公司秘書

王仲謙先生(*於2021年8月2日辭任*)
郭寶琳女士(*於2021年8月2日獲委任*)

授權代表

彭少衍先生
關麗雯女士

CORPORATE INFORMATION 公司資料

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1213-1215, 12/F, Seapower Tower,
Concordia Plaza, 1 Science Museum Road,
Tsim Sha Tsui, Kowloon, Hong Kong

LEGAL ADVISERS

Chak & Associates
Kwok Yih & Chan

AUDITOR

HLB Hodgson Impey Cheng Limited

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE/REGISTERED OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park,
P.O. Box 1350, Grand Cayman,
KY1-1108, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

COMPANY WEBSITE

www.hinsanggroup.com

STOCK CODE

The Stock Exchange of Hong Kong Limited: 6893

ENQUIRES

Company:

Email: contact@hinsanggroup.com

總辦事處及 香港主要營業地點

香港九龍尖沙咀
科學館道1號康宏廣場
航天科技大廈12樓1213-1215室

法律顧問

翟氏律師行
郭葉陳律師事務所

核數師

國衛會計師事務所有限公司

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司

主要股份過戶登記處/ 註冊辦事處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park,
P.O. Box 1350, Grand Cayman,
KY1-1108, Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司

公司網站

www.hinsanggroup.com

股份代號

香港聯合交易所有限公司：6893

查詢

本公司：

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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW

The Group is principally engaged in the marketing, selling and manufacturing of healthcare products primarily targeting at children, among which “Hin Sang (衍生)” has been a long established reputable brand. To align with consumers’ trend, the Group continues to expand the e-commerce business through electronic platforms. To leverage on existing resources to increase profit, the Group also trades in skin care, personal care and slimming products of reputable brands. It is also developing its business in Chinese medical healthcare as well as diagnosis and treatment services projects.

For the Period, the Group’s revenue was approximately HK\$42.7 million, representing a decrease of approximately 33.4% as compared to approximately HK\$64.1 million for the same period in 2020. The Group has four business segments classified by their ownership, licensing rights and services rendered. During the Period, the Product Development Segment, selling the Group’s own brand products with a relatively high gross profit margin, was still the largest segment of the Group which contributed approximately 95.3% (2020: 97.5%) of the Group’s revenue. On the other hand, the revenue contribution from the Brand Development and Management Segment decreased from approximately 1.9% of the total revenue for the same period in 2020 to approximately 1.2% of the total revenue for the Period. The Trading of Goods Segment recorded approximately 0.5% for the Period (2020: Nil). The Healthcare Segment accounted for approximately 3.0% (2020: 0.6%) of the Group’s total revenue for the Period.

The Group’s business operations are mainly based in Hong Kong, though its products are distributed through distributors appointed in the PRC and Macau. Revenue generated from Hong Kong market for the Period recorded approximately HK\$19.3 million (2020: HK\$39.7 million), representing approximately 45.2% of the total revenue for the Period (2020: 61.9%). On the other hand, revenue generated from the PRC market for the Period recorded approximately HK\$23.4 million (2020: HK\$24.4 million), representing approximately 54.8% of the total revenue for the Period (2020: 38.1%). The revenue generated from sales in Hong Kong decreased due to the continued and prolonged outbreak of the COVID-19 pandemic, which has adversely impacted the retail and tourism industries in Hong Kong.

業務概覽

本集團主要從事主要面向兒童保健產品的營銷、銷售及製造，其中「衍生」為長期享有聲譽的知名品牌。本集團繼續透過電子平台擴展電子商貿業務，以迎合消費趨勢。為利用現有資源以增加利潤，本集團亦銷售知名品牌的護膚、個人護理及纖體產品。中醫保健以及診斷及治療服務項目亦正在開展。

於本期間，本集團的收入約為42.7百萬港元，較2020年同期的約64.1百萬港元減少約33.4%。根據其擁有權、特許權及所提供服務，本集團業務分部分為四類。於本期間，產品開發分部(銷售毛利率較高的本集團自家品牌產品)仍為本集團最大業務分部，為本集團貢獻約95.3%(2020年：97.5%)之收入。另一方面，來自品牌開發及管理分部之收入貢獻佔比總收入則由2020年同期之約1.9%下降至本期間之約1.2%。本期間貨品買賣分部之收入約佔0.5%(2020年：無)。健康分部佔本集團本期間總收入約3.0%(2020年：0.6%)。

本集團的業務營運主要位於香港，惟委任分銷商在中國及澳門分銷產品。本期間源自香港市場之收入錄得約19.3百萬港元(2020年：39.7百萬港元)，佔本期間總收入之約45.2%(2020年：61.9%)。另一方面，本期間源自中國市場之收入錄得約23.4百萬港元(2020年：24.4百萬港元)，佔本期間總收入之約54.8%(2020年：38.1%)。香港產生的銷售收入減少的原因是2019冠狀病毒疫情持續影響下對香港的零售和旅遊業產生了不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Product Development Segment

Under the Product Development Segment, the Group develops and sells healthcare products, personal care products and household products under its own brand names, mainly being “Hin Sang (衍生)”, “Tai Wo Tong (太和堂)”, “Cheers Smart (千里馬)”, “Care Plus (私+呵護)”, “Shuang Long (雙龍)” and “King’s Antiseptic (殺菌王)”. The Group started developing the “Hin Sang (衍生)” brand in 2004 mainly for its health supplements. “Tai Wo Tong (太和堂)” was developed in 2012 mainly for the Group’s proprietary Chinese medicine category. With a view to further enhancing brand recognition of the Group’s own brand products, the Group launched several products during 2021, including but not limited to “Hin Sang Kids Appetite Support (Granules) (衍生蓓食無憂夥粒沖劑)”, “Hin Sang Kids Cough Care (Granules) (衍生蓓兒咳畏夥粒沖劑)” and “Peng Zu Yan Sheng AlcoEasy Essence (彭祖衍生館酒筍箕草本精華)”.

The revenue of this segment was approximately HK\$40.7 million for the Period, represented a decrease of approximately 34.9% comparing to approximately HK\$62.5 million for the same period in 2020. This segment’s loss for the Period was approximately HK\$6.0 million, represented an increase of approximately 82.9% comparing to approximately HK\$3.3 million for the same period in 2020. This segment’s loss margin increased from 5.2% for the six months ended 30 September 2020 to 14.6% for the Period. The decrease in revenue is due to the fact that the retail market is greatly impacted by COVID-19. The number of tourists in Hong Kong drastically decreased because of the travel restriction and quarantine measures, which in turn adversely affected the demand of our products.

Brand Development and Management Segment

The Group has a proven history of managing and developing a number of brands for its brand proprietors (who are mainly manufacturers and brand proprietors of the products) in respect of their personal care products mainly in the Hong Kong market since 1999. The Group entered into an exclusive distribution agreement with each of the brand proprietors and provided them with one-stop marketing, sales and distribution, logistic and delivery services for their branded products.

產品開發分部

於產品開發分部，本集團以自家品牌(主要為「衍生」、「太和堂」、「千里馬」、「私+呵護」、「雙龍」及「殺菌王」)開發及銷售保健產品、個人護理產品及家居產品。本集團於2004年開始主要為其健康補充品開發「衍生」品牌，及於2012年主要為其中藥類別開發「太和堂」。為進一步增強本集團自家品牌的品牌知名度，本集團於2021年推出多項產品，包括但不限於「衍生蓓食無憂夥粒沖劑」、「衍生蓓兒咳畏夥粒沖劑」及「彭祖衍生館酒筍箕草本精華」。

於本期間，此分部的收入約為40.7百萬港元，較2020年同期約62.5百萬港元下降約34.9%。於本期間，此分部的虧損約為6.0百萬港元，較2020年同期約3.3百萬港元增加約82.9%。於本期間，此分部的虧損率由截至2020年9月30日止六個月的5.2%增加至本期間的14.6%。收入減少乃由於零售市場受到2019冠狀病毒的重大影響。旅遊限制及檢疫措施導致香港旅客人數大幅減少，為我們產品的需求帶來不利影響。

品牌開發及管理分部

本集團自1999年起為品牌擁有人(其主要為產品之製造商及品牌擁有人)就彼等主要於香港市場之個人護理產品管理及開發若干品牌，歷年取得佳績。本集團與各品牌擁有人訂立獨家分銷協議，並為彼等之品牌產品提供一站式市場推廣、銷售及分銷、物流及交付服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Amongst the products managed and developed by the Group for the brand proprietors, the major brands are “Pahmi (芭菲)”, “Enear (櫻雪)”, “Vonic (花世界)”, “Zici (滋采)” and “Sunew (閃新)”. The revenue of this segment was approximately HK\$0.5 million for the Period, represented a decrease of approximately 58.3% comparing to approximately HK\$1.2 million for the same period in 2020. Such decrease was mainly due to the shift of focus by the management of the Group to the Product Development Segment during the Period in order to enhance the brand image of the Group’s own-branded products. This segment recorded a loss of approximately HK\$38,000 for the Period while a profit of approximately HK\$480,000 was recorded for the same period in 2020.

Trading of Goods Segment

The Group has served its trade customers with high quality products sourced from authorized dealers and overseas suppliers. Products within this segment with low profit margin will be phased out, and more resources will be put into Product Development Segment which is expected to yield higher profit margin.

The revenue of this segment was approximately HK\$200,000 for the Period, comparing to zero for the same period in 2020 and it accounted for approximately 0.5% of the Group’s revenue of the Period. The increase in revenue was contributed by the new partnership opportunities with authorized dealers and overseas suppliers during the Period. While there was an increase in revenue of this segment, it was still the focus of the Group to expand and develop the Product Development Segment during the Period.

Healthcare Segment

Healthcare segment provides different types of healthcare related services and products in Hong Kong and the PRC for mothers and children by establishment of clinics with medical treatment and consultation by experienced Chinese physician who specialized in mother-infant Chinese medical healthcare.

The revenue of this segment was approximately HK\$1.3 million for the Period, represented an increase of approximately 210.1% comparing to approximately HK\$0.4 million for the same period in 2020. The increase in revenue was contributed by the newly established clinic in Yunfu City of the Guangdong Province, the PRC during the Period. This segment’s loss for the Period was approximately HK\$1.8 million as compared to a loss of approximately HK\$1.9 million for the same period in 2020.

本集團為品牌擁有人管理及開發之產品中，主要品牌為「芭菲」、「櫻雪」、「花世界」、「滋采」及「閃新」。於本期間，此分部之收入約為0.5百萬港元，較2020年同期約1.2百萬港元減少約58.3%。收入減少乃主要由於為增強本集團自家品牌產品的品牌形象，本期間本集團管理層的重心轉移至產品開發分部。於本期間，此分部錄得虧損約38,000港元，而於2020年同期則錄得溢利約480,000港元。

貨品買賣分部

本集團向其貿易客戶提供自授權經銷商及海外供應商採購的優質產品。此分部中利潤率較低的產品將逐步淘汰，以將更多資源投入預期產生較高利潤率的產品開發分部。

此分部於本期間的收入約為200,000港元，而2020年同期收入為零，此分部收入約佔本集團本期間收入的0.5%。收入增加來自本期間與授權經銷商及海外供應商的新合夥機會。儘管此分部的收入有所增加，但本集團於本期間的重心仍是放在擴大及發展產品開發分部。

健康分部

健康分部透過設立由婦嬰中醫保健專科的資深中醫師提供醫療及諮詢服務的診所，在香港及中國向婦嬰提供不同類型的保健相關服務及產品。

於本期間，此分部的收入約為1.3百萬港元，較2020年同期約0.4百萬港元增加約210.1%。收入增加來自本期間於中國廣東省雲浮市的新設立診所。此分部於本期間的虧損約為1.8百萬港元，而2020年同期為虧損約1.9百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

HUMAN RESOURCES

The Group had a total of 292 staff as at 30 September 2021. The remuneration of the employees consist of a fixed salary and performance-based sales commissions. The Group has developed a performance appraisal system to assess employees on an annual basis for salary review and making promotion decisions. The appraisal provides the Group with an opportunity to assess each individual staff and provide effective training. The Group considers employees as important assets and being the key to account for sustainable business growth.

PROSPECTS

The Group is confident that Hong Kong market can still provide a stable platform for its business to expand. The Group continues its effort in new product development in order to enrich health supplements portfolio and enhance the brand image as being a specialist in providing health supplements. The Group ensures that only those products with high sales volume potential should be retained in its product portfolio. At the same time, the Group will also focus on China's market development, especially in the health supplement market for children. The Group believes that this market will be greatly benefited by the launch of China's "three-child" policy. To seize this opportunity, the Group will continue to expand its distribution network by recruiting additional distributors and put more resources to promote corporate image in order to expand its customer base.

人力資源

於2021年9月30日，本集團合共有292名員工。僱員之薪酬包括固定薪金及銷售績效佣金。本集團為每年對其僱員進行評估，已制訂一項績效評估系統，據此進行薪金檢討及作出晉升決定。此項評估讓本集團得以評估各個員工並可提供有效培訓。本集團認為僱員乃重要資產及對業務的可持續發展至關重要。

展望

本集團相信香港市場仍可為其業務擴展提供一個穩健的平台。本集團繼續開發新產品以豐富健康補充品之組合，增強作為健康補充品專門提供商的品牌形象。本集團將確保其產品組合僅保留具有高銷量潛力的產品。與此同時，本集團亦將聚焦中國之市場發展，尤其是兒童健康補充品市場。本集團相信此市場將從中國出台的「三孩」政策中受益匪淺。為把握此機遇，本集團將繼續透過增聘分銷商擴展其分銷網絡並投入更多資源提升企業形象，藉以擴大客戶基礎。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group has outlined the following strategies for its future business development, with caution but aim to creating values for the Shareholders:

(a) To continue enhancing brand recognition of the Group's own brands

The Group has developed the “Hin Sang (衍生)” brand into a well-recognised brand in Hong Kong through an effective targeted advertising program which is well-positioned emphasizing on product safety and quality.

The Group continued focusing on and applying its brand strategies of multichannel marketing and diverse product portfolios. The Group adopted a market oriented research and product development strategy to meet evolving customer demands and needs while achieving rapid growth. The Group's new product development initiative for the coming year will focus on developing more products in mother and children health supplements in Hong Kong and the PRC.

(b) To expand the manufacturing arm of the Group

As part of the Group's plan to enhance the production efficiency of its own brand products in order to capture future opportunities, the Group has developed a production plant for manufacturing health supplements in Yunfu City of the Guangdong Province, the PRC, aiming to reduce the product cost by self-production rather than Original Equipment Manufacturer (“OEM”) to outside supplier, and increase efficiency and attaining more stringent quality control on its own brand healthcare products. The construction of the production plant has been completed on 30 April 2020 and it has started production on 19 September 2020.

本集團已就其未來業務發展擬訂以下策略，以謹慎執行有關政策同時為股東創造價值：

(a) 不斷提高本集團自家品牌之品牌知名度

本集團將「衍生」品牌發展成香港著名品牌是透過有效的針對性廣告計劃，強調產品安全和質量為定位。

本集團繼續專注於及運用其多渠道市場推廣及多元化產品組合之品牌策略。本集團已採納以市場為導向的研究及產品開發策略，以滿足不斷演變的客戶需求及需要，並實現快速增長。本集團來年的新產品開發計劃將專注於針對香港及中國之婦嬰健康補充品開發更多產品。

(b) 擴充本集團製造業務

本集團計劃提高其自家品牌產品的生產效率，以把握未來機遇。本集團於中國廣東省雲浮市興建健康補充品之生產廠房，以減少自家而並非原始設備廠家（「OEM」）對外部供應商生產的產品成本，並提高其自家品牌保健產品效率以及對自家品牌保健產品實施更嚴格之質量控制。生產廠房已於2020年4月30日建成及於2020年9月19日開始投產。

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(c) To expand e-commerce for own-branded products

The Group will continue to enhance its e-commerce platform which focus on online sales of the products under “Hin Sang (衍生)”, through which customers, particularly those in the PRC can place orders online and enjoy home delivery services. Due to the gradual popularity of online shopping, especially in the PRC market, revenue from e-commerce platforms accounted for approximately HK\$15.5 million (2020: HK\$17.8 million) of the total revenue of the Group for the Period. The Group will continue to introduce more high quality health supplements on the online platforms to expand our product portfolio and market scale.

(c) 擴大自家品牌產品之電子商務

本集團將繼續升級其電子商務平台，專注於網上向客戶，尤其是該等可網上下單並願意享用派送到家服務的中國客戶銷售「衍生」產品。由於網上購物日益普及，尤其是中國市場，來自電子商務平台之收入佔本集團於本期間總收入之約15.5百萬港元(2020年：17.8百萬港元)。本集團將繼續於線上平台推出更多高質量健康補充品，擴充自家產品組合及市場規模。

FINANCIAL REVIEW

Revenue

The Group's revenue was approximately HK\$42.7 million for the Period as compared to HK\$64.1 million for the same period in 2020, representing a decrease of approximately 33.4%. Such decrease was mainly due to the decrease in its sales of products under the Product Development Segment and Brand Development and Management Segment.

During the Period, the revenue generated from the Product Development Segment decreased by approximately HK\$21.8 million, representing a decrease of approximately 34.9% as compared to the same period in 2020. The revenue generated from the Brand Development and Management Segment decreased by approximately HK\$0.7 million, representing a decrease of approximately 58.3% as compared to the same period in 2020. The decrease in revenue for these segments was mainly due to the decline in revenue from the Hong Kong market, as a result of the stagnant retail market in Hong Kong which result in a cautious sentiment of the local customers. Revenue generated from Trading of Goods Segment was approximately HK\$200,000 for the Period, comparing to zero for the same period in 2020. Revenue generated from the Healthcare Segment was approximately HK\$1.3 million and it accounted for approximately 3.0% of the Group's revenue for the Period.

財務回顧

收入

本期間本集團之收入約為42.7百萬港元，較2020年同期的64.1百萬港元減少約33.4%。該減少乃主要由於產品開發分部及品牌開發及管理分部之產品銷售額下降。

於本期間，來自產品開發分部的收入較2020年同期減少約21.8百萬港元，減幅約為34.9%。來自品牌開發及管理分部的收入較2020年同期減少約0.7百萬港元，減幅約為58.3%。該等分部收入減少乃主要由於香港零售市場低迷，導致本地消費者態度審慎，香港市場收入因而下降。本期間貨品買賣分部產生的收入約為200,000港元，而2020年同期收入為零。健康分部產生的收入約為1.3百萬港元，約佔本集團本期間收入的3.0%。

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Cost of Sales

The Group's cost of sales decreased by 17.9% from approximately HK\$27.4 million for the six months ended 30 September 2020 to approximately HK\$22.5 million for the Period. The reason for the decrease was primarily due to the decrease in sales under the Product Development Segment as compared to same period in 2020.

Gross Profit and Gross Profit Margin

The Group's gross profit decreased by approximately 45.0% from approximately HK\$36.7 million for the six months ended 30 September 2020 to approximately HK\$20.2 million for the Period. The gross profit margin for the Period decreased from approximately 57.2% to 47.3% which was resulted from the decrease in sales of higher profit margin products from the Product Development Segment.

Other Income

The Group's other income decreased by approximately 65.5% from approximately HK\$2.9 million for the six months ended 30 September 2020 to approximately HK\$1.0 million for the Period, which was mainly attributable to the decrease in government grants from approximately HK\$2.5 million for the six months ended 30 September 2020 to approximately HK\$0.2 million for the Period.

Other Gains and Losses

The Group recorded other gains of approximately HK\$9.7 million for the Period, as compared to other losses of approximately HK\$0.3 million for the six months ended 30 September 2020. The change was attributable to gain on disposal of property, plant and equipment of approximately HK\$9.8 million for the Period.

銷售成本

本集團之銷售成本由截至2020年9月30日止六個月的約27.4百萬港元減少17.9%至本期間的約22.5百萬港元。減少的原因主要由於產品開發部門的銷售額與2020年同期相比有所下降。

毛利及毛利率

本集團之毛利由截至2020年9月30日止六個月的約36.7百萬港元減少約45.0%至本期間的約20.2百萬港元。本期間之毛利率由約57.2%減少至47.3%，此乃由於產品開發分部較高毛利率的產品銷售額下降所致。

其他收入

本集團之其他收入由截至2020年9月30日止六個月的約2.9百萬港元減少約65.5%至本期間的約1.0百萬港元，主要由於政府補貼由截至2020年9月30日止六個月的約2.5百萬港元減少至本期間的約0.2百萬港元所致。

其他收益及虧損

本集團本期間錄得其他收益約9.7百萬港元，而截至2020年9月30日止六個月則錄得其他虧損約0.3百萬港元。該變動乃由於出售物業、廠房及設備收益約9.8百萬港元所致。

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Selling and Distribution Expenses

The selling and distribution expenses decreased by approximately 44.5% from approximately HK\$6.6 million for the six months ended 30 September 2020 to approximately HK\$3.7 million for the Period. Such decrease in selling and distribution expenses was attributable to the decrease in advertising expenses in Hong Kong due to the change of the Group's marketing and advertising strategy by conducting more online marketing and advertising rather than on TV media in Hong Kong.

Administrative Expenses

The administrative expenses decreased by approximately 4.5% from approximately HK\$40.2 million for the six months ended 30 September 2020 to approximately HK\$38.4 million for the Period, which was mainly attributable to the decrease in staff costs from approximately HK\$15.2 million for the six months ended 30 September 2020 to approximately HK\$12.6 million for the Period.

Taxation

The Group's income tax expense slightly increased from approximately HK\$249,000 for the six months ended 30 September 2020 to approximately HK\$251,000 for the Period.

Loss for the Period

During the Period, the Group recorded a net loss of approximately HK\$17.9 million, compared to a net loss of approximately HK\$12.2 million for the six months ended 30 September 2020.

Other Comprehensive (Expense)/Income

During the Period, the Group has recorded a fair value loss on equity instruments at fair value through other comprehensive income of approximately HK\$9.2 million, as compared to a fair value gain on equity instruments at fair value through other comprehensive income of approximately HK\$5.8 million for the six months ended 30 September 2020.

銷售及分銷開支

銷售及分銷開支由截至2020年9月30日止六個月的約6.6百萬港元減少約44.5%至本期間的約3.7百萬港元。該等銷售及分銷開支減少乃由於本集團改變營銷及廣告策略，在網上(而非在香港的電視媒體)推行更多營銷及廣告，導致於香港的廣告開支減少。

行政開支

行政開支由截至2020年9月30日止六個月的約40.2百萬港元減少約4.5%至本期間的約38.4百萬港元，主要由於員工成本由截至2020年9月30日止六個月的約15.2百萬港元減少至本期間的約12.6百萬港元所致。

稅項

本集團之所得稅開支由截至2020年9月30日止六個月的約249,000港元輕微增加至本期間約251,000港元。

本期間虧損

於本期間，本集團錄得淨虧損約17.9百萬港元，而截至2020年9月30日止六個月則錄得淨虧損約12.2百萬港元。

其他全面(開支)/收益

於本期間，本集團就按公平值計入其他全面收益之權益工具錄得公平值虧損約9.2百萬港元，而截至2020年9月30日止六個月按公平值計入其他全面收益之權益工具錄得公平值收益約5.8百萬港元。

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Equity Instruments at Fair Value through Other Comprehensive Income

During the Period, the Group held certain investments for medium to long term purpose, and it represented investment in two listed equity securities which are stated at fair value.

The first listed equity security represents 118,765,000 shares in Fullshare Holdings Limited (“Fullshare”) (stock Code: 00607), and there was no acquisition or disposal of the shares of Fullshare during the Period. Fullshare is principally engaged in property, tourism, investment and financial services, healthcare and education and new energy businesses. As at 30 September 2021, the fair value of these shares amounted to approximately HK\$12.6 million (31 March 2021: HK\$19.8 million), with the fair value loss of approximately HK\$7.2 million was recognised as other comprehensive expense for the Period, and these shares represented approximately 0.6% of the issued ordinary shares of Fullshare as at 30 September 2021. The carrying amount of these shares represented approximately 1.9% of the total assets of the Group as at 30 September 2021.

The second listed equity security represents 45,411,600 shares in Nanjing Sinolife United Company Limited (“Nanjing Sinolife”) (stock code: 3332). There was no acquisition or disposal of the shares of Nanjing Sinolife during the Period. Nanjing Sinolife is principally engaged in the manufacturing and sale of nutritional supplements and the trading of packaged health food products in the PRC, Australia and New Zealand. As at 30 September 2021, the fair value of these shares amounted to approximately HK\$6.9 million (31 March 2021: HK\$8.9 million), with an fair value loss of approximately HK\$2.0 million recognised as other comprehensive expense for the Period. These shares represented approximately 16.7% and 4.8% of the issued H shares and the total issued ordinary shares of Nanjing Sinolife respectively as at 30 September 2021. The carrying amount of these shares represented approximately 1.0% of the total assets of the Group as at 30 September 2021.

The fair value of these securities as at the date of this report was approximately HK\$20.3 million.

按公平值計入其他全面收益之權益工具

於本期間，本集團持有若干投資作中長期之用，其分別為兩項上市股本證券之投資，以公平值入賬。

第一隻上市股本證券為118,765,000股豐盛控股有限公司(「豐盛」，股份代號：00607)股份以及於本期間並無收購或出售豐盛股份。豐盛主要從事物業、旅遊、投資及金融服務、健康及教育以及新能源業務。於2021年9月30日，該等股份的公平值約為12.6百萬港元(2021年3月31日：19.8百萬港元)，並於本期間已將公平值虧損約7.2百萬港元確認為其他全面開支，該等股份佔豐盛於2021年9月30日已發行普通股的約0.6%。該等股份的賬面值佔本集團於2021年9月30日的總資產約1.9%。

第二隻上市股本證券為45,411,600股南京中生聯合股份有限公司(「南京中生」，股份代號：3332)股份。於本期間並無收購或出售南京中生股份。南京中生主要在中國、澳大利亞及紐西蘭從事製造及銷售營養膳食補充劑及銷售預包裝保健食品。於2021年9月30日，該等股份的公平值約為6.9百萬港元(2021年3月31日：8.9百萬港元)，並於本期間已將公平值虧損約2.0百萬港元確認為其他全面開支。該等股份佔南京中生於2021年9月30日已發行H股及已發行普通股總數分別約16.7%及4.8%。於2021年9月30日，該等股份的賬面值約佔本集團總資產之1.0%。

於本報告日期，該等證券的公平值約為20.3百萬港元。

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Inventories

The Group's inventories decreased by approximately 10.7% from approximately HK\$20.1 million as at 31 March 2021 to approximately HK\$17.9 million as at 30 September 2021, which was primarily due to the decrease in finished goods for distribution by approximately 9.6% from approximately HK\$13.6 million as at 31 March 2021 to approximately HK\$12.3 million as at 30 September 2021.

Trade Receivables

The Group's trade receivables increased by approximately 8.1% from approximately HK\$5.7 million as at 31 March 2021 to approximately HK\$6.2 million as at 30 September 2021, which was primarily attributable to the increase in trade receivables from distributors arising from the purchase of healthcare products of the Product Development Segment.

Trade Payables

The Group's trade payables increased by approximately 54.9% from approximately HK\$7.5 million as at 31 March 2021 to approximately HK\$11.6 million as at 30 September 2021.

Liquidity, Gearing Ratio and Capital Structure

The Group's bank balances and cash were mainly denominated in HKD and RMB. The bank balances slightly increased from approximately HK\$15.1 million as at 31 March 2021 to approximately HK\$15.2 million as at 30 September 2021. As at 30 September 2021, the Group had HK\$336.0 million bank borrowings; and the amount of unutilised banking facilities was approximately HK\$67.4 million. The gearing ratio (total debts divided by total equity) as at 30 September 2021 was 1.1 (31 March 2021: 1.1). The current ratio (total current assets divided by total current liabilities) as at 30 September 2021 was 0.3 (31 March 2021: 0.4).

存貨

本集團存貨由2021年3月31日的約20.1百萬港元減少約10.7%至2021年9月30日的約17.9百萬港元，主要由於待分銷成品由2021年3月31日的約13.6百萬港元減少約9.6%至2021年9月30日的約12.3百萬港元。

貿易應收款項

本集團之貿易應收款項由2021年3月31日的約5.7百萬港元增加約8.1%至2021年9月30日的約6.2百萬港元，主要是由於購買產品開發分部的保健產品導致經銷商的貿易應收款項增加所致。

貿易應付款項

本集團的貿易應付款項由2021年3月31日的約7.5百萬港元增加約54.9%至2021年9月30日的約11.6百萬港元。

流動資金、資產負債比率及資本架構

本集團之銀行結餘及現金主要以港元及人民幣計值，銀行結餘由2021年3月31日的約15.1百萬港元輕微增加至2021年9月30日的約15.2百萬港元。於2021年9月30日，本集團之銀行借貸約為336.0百萬港元；未動用銀行融資額約為67.4百萬港元。於2021年9月30日，資產負債比率（債務總額除以權益總額）為1.1（2021年3月31日：1.1）。於2021年9月30日，流動比率（流動資產總額除以流動負債總額）為0.3（2021年3月31日：0.4）。

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Contingent Liabilities

As at 30 September 2021, the Directors were not aware of any significant events that would have resulted in material contingent liabilities (31 March 2021: Nil).

Charges on the Group's Assets

As at 30 September 2021, the carrying value of the assets of the Group were pledged in favor of banks was approximately HK\$524.2 million (31 March 2021: HK\$527.2 million).

Capital Commitments

As at 30 September 2021, the Group had total capital commitments of approximately HK\$824,000 in respect of the acquisition of property, plant and equipment (31 March 2021: HK\$744,000).

Financial Management and Policy

The Group continues to adopt prudent financing and treasury policies. The Group's entire financing and treasury activities are centrally managed and controlled. Implementation of the Group's related policies is made under collective but extensive considerations on liquidity risk, financing cost and exchange rate risk. The executive Directors, with the assistance of the Group's financial controller, are responsible for identifying, reviewing, evaluating and analyzing the investment opportunities of the Group. The executive Directors also regularly monitor the cash position and funding requirements of the Group.

Strategy for Investment

The Group will adopt a prudent approach for its investment strategy and will be cautious in the selection of business partners that will bring synergy after consideration of aspects like finance, nature of business, clientele and expertise in areas complementary to existing business of the Group.

或然負債

於2021年9月30日，董事概不知悉存在任何重大事項可導致重大或然負債(2021年3月31日：無)。

本集團資產抵押

於2021年9月30日，本集團以銀行為受益人而予以質押的資產賬面值約為524.2百萬港元(2021年3月31日：527.2百萬港元)。

資本承擔

於2021年9月30日，本集團無就收購物業、廠房及設備擁有總資本承擔約824,000港元(2021年3月31日：744,000港元)。

財務管理及政策

本集團持續採納審慎的財務及庫務政策。本集團之所有財務及庫務活動皆集中管理及控制。本集團經仔細考慮整體流動資金風險、財務費用及匯率風險後執行相關政策。執行董事在本集團財務總監的協助下負責識別、審閱、評估及分析本集團的投資機會。執行董事亦定期監測本集團的現金狀況及資金需求。

投資策略

本集團將採取審慎的投資策略並將謹慎選擇於考慮財務、業務性質、客戶群及與本集團現有業務形成互補各領域的專長等方面後將產生協同效應的業務夥伴。

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Use of Proceeds from Subscription

The Company completed a subscription of new shares in June 2016 (the “Subscription”) and the net proceeds of the Subscription were used to invest in a joint venture company (established with Fullshare in July 2016). The following table discloses proceeds from the Subscription and the Shareholder’s Loan injected or to be injected into the joint venture company during the period ended 30 September 2021:

Source of Fund (HK\$'000)	資金來源(千港元)	資本結構	Remaining to be injected as at 31 March 2021 於2021年3月31日 尚待注入	Injected for the period ended 30 September 2021 截至2021年9月30日 止期間注入	Remaining to be injected as at 30 September 2021 於2021年9月30日 尚待注入
Subscription of JV Shares by the Company (51%) of HK\$60,000,000	本公司認購合營公司股份 60,000,000港元之51%	30,600	-	-	-
Subscription of JV Shares by Fullshare (49%) of HK\$60,000,000	豐盛認購合營公司股份 60,000,000港元之49%	29,400	-	-	-
Shareholder’s loan from the Company	來自本公司的股東貸款	69,400	34,910	-	34,910
Controlling Shareholder’s loan from Genwealth	來自衍富的控股股東貸款	58,280	58,280	-	58,280
		187,680	93,190	-	93,190

認購事項的所得款項用途

本公司已於2016年6月完成認購新股份(「認購事項」)且認購事項的所得款項淨額用於投資於合營公司(於2016年7月與豐盛成立)。下表載列於截至2021年9月30日止期間認購事項的所得款項及已注入或待注入該合營公司的股東貸款披露：

Interim Dividend

The Board has resolved not to pay an interim dividend for the Period (six months ended 30 September 2020: Nil).

中期股息

董事會已議決不就本期間派付中期股息(截至2020年9月30日止六個月：無)。

Material Acquisition and Disposals and Significant Investments

The Group had no significant investments, material acquisition or disposal during the Period.

重大收購及出售以及重要投資

本集團於本期間並無進行重要投資、重大收購或出售。

OTHER INFORMATION 其他資料

PURCHASE, SALE OR REDEMPTION OF SHARES

During the Period, neither the Company nor any of its subsidiaries has purchased, sold and redeemed any of the Shares.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2021, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions of which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were required to be disclosed, under the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

(a) Long positions in Shares

Name of Director	Capacity	Number of Shares Held	Approximate Percentage of Shareholding (Note 3)
董事姓名	身份	所持股份數目	概約持股百分比 (附註3)
Mr. Pang Siu Hin 彭少衍先生	Beneficial owner 實益擁有人	8,385,000	0.77%
	Interest of spouse (Note 1) 配偶權益(附註1)	5,223,000	0.48%
	Interest of a controlled corporation and family interest (Note 2) 受控制法團權益及家族權益(附註2)	554,242,000	50.76%

買賣或贖回股份

於本期間，本公司或其任何附屬公司概無買賣及贖回任何股份。

董事及最高行政人員於股份、 相關股份及債券的權益及淡倉

於2021年9月30日，董事及本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中，擁有已根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉)；或根據證券及期貨條例第352條須記入本公司所備存之登記冊的權益及淡倉；或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)須予披露的權益及淡倉如下：

(a) 於股份中的好倉

OTHER INFORMATION 其他資料

Name of Director	Capacity	Number of Shares Held	Approximate Percentage of Shareholding (Note 3)
董事姓名	身份	所持股份數目	概約持股百分比 (附註3)
Ms. Kwan Lai Man 關麗雯女士	Beneficial owner 實益擁有人	5,223,000	0.48%
	Interest of spouse (Note 1) 配偶權益(附註1)	8,385,000	0.77%
	Interest of a controlled corporation and family interest (Note 2) 受控制法團權益及家族權益(附註2)	554,242,000	50.76%

Note 1: Mr. Pang Siu Hin is the spouse of Ms. Kwan Lai Man. Each of Mr. Pang Siu Hin and Ms. Kwan Lai Man is therefore deemed to be interested in the Shares held by each other.

附註1：彭少衍先生為關麗雯女士之配偶。因此，彭少衍先生及關麗雯女士均被視為於對方所持股份中擁有權益。

Note 2: Genwealth is beneficially owned as to 90% by Mr. Pang Siu Hin and 10% by Ms. Kwan Lai Man. Accordingly, Mr. Pang Siu Hin and Ms. Kwan Lai Man are deemed to be interested in the 554,242,000 Shares held by Genwealth under the SFO.

附註2：衍富分別由彭少衍先生及關麗雯女士實益擁有90%及10%權益。因此，根據證券及期貨條例，彭少衍先生及關麗雯女士被視為於衍富持有的554,242,000股股份中擁有權益。

Note 3: This percentage was compiled based on the Shares in issue as at 30 September 2021 (i.e. 1,091,796,000 shares).

附註3：該百分比乃基於2021年9月30日的已發行股份(即1,091,796,000股股份)計算。

OTHER INFORMATION 其他資料

(b) Long positions in the underlying shares of the Company

(b) 於本公司相關股份中的好倉

Name of Director	Capacity	Number of Options Held	Number of Underlying Shares	Approximate Percentage of Shareholding (Note 2) 概約持股百分比 (附註2)
董事姓名	身份	所持購股權數目	相關股份數目	
Mr. Pang Siu Hin 彭少衍先生	Beneficial owner 實益擁有人	8,125,000	8,125,000	0.74%
	Interest of spouse (Note 1) 配偶權益(附註1)	5,885,000	5,885,000	0.54%
		14,010,000	14,010,000	1.28%
Ms. Kwan Lai Man 關麗雯女士	Beneficial owner 實益擁有人	5,885,000	5,885,000	0.54%
	Interest of spouse (Note 1) 配偶權益(附註1)	8,125,000	8,125,000	0.74%
		14,010,000	14,010,000	1.28%

Note 1: Mr. Pang Siu Hin is the spouse of Ms. Kwan Lai Man. Each of Mr. Pang Siu Hin and Ms. Kwan Lai Man is therefore deemed to be interested in the Shares held by each other.

附註1：彭少衍先生為關麗雯女士之配偶。因此，彭少衍先生及關麗雯女士均被視為於對方所持股份中擁有權益。

Note 2: This percentage was compiled based on the Shares in issue as at 30 September 2021 (i.e. 1,091,796,000 shares).

附註2：該百分比乃基於2021年9月30日的已發行股份(即1,091,796,000股股份)計算。

OTHER INFORMATION 其他資料

(c) Long positions in Genwealth, an associated corporation of the Company

(c) 於本公司相聯法團衍富中的好倉

Name of Director 董事姓名	Capacity 身份	Number of Shares Held 所持股份數目	Approximate Percentage of Shareholding 概約持股百分比
Mr. Pang Siu Hin 彭少衍先生	Beneficial owner 實益擁有人	36,000	90%
Ms. Kwan Lai Man 關麗雯女士	Beneficial owner 實益擁有人	4,000	10%

Save as disclosed above, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions therein that they shall be deemed to have pursuant to such provisions of the SFO), or any interests or short positions which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or any interests or short positions which have to be notified to the Company and the Stock Exchange pursuant to the Model Code as at 30 September 2021.

除上文所披露者外，概無董事或本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例有關條文彼等被視為擁有之權益或淡倉)，或根據證券及期貨條例第352條記入本公司須予存置之登記冊內之任何權益或淡倉，或根據標準守則於2021年9月30日須知會本公司及聯交所之任何權益或淡倉。

OTHER INFORMATION 其他資料

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES

As at 30 September 2021, so far as it is known to the Directors, the following persons, not being a Director or chief executive of the Company, had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

Long positions in Shares

Name of substantial Shareholder	Capacity	Number of Shares Held	Approximate Percentage of Shareholding (Note 2) 概約持股百分比 (附註2)
主要股東姓名／名稱	身份	所持股份數目	
Genwealth 衍富	Beneficial owner 實益擁有人	554,242,000	50.76%
Viewforth Limited	Beneficial owner (Note 1) 實益擁有人(附註1)	250,000,000	22.90%
Fullshare 豐盛	Interest of a controlled corporation (Note 1) 受控制法團權益(附註1)	250,000,000	22.90%
Magnolia Wealth International Limited	Interest of a controlled corporation (Note 1) 受控制法團權益(附註1)	250,000,000	22.90%
Ji Changqun 季昌群	Interest of a controlled corporation (Note 1) 受控制法團權益(附註1)	250,000,000	22.90%

Note 1: The 250,000,000 Shares are held by Viewforth Limited, a company which is wholly-owned by Fullshare, which in turn is owned as to approximately 38.69% by Magnolia Wealth International Limited, which in turn is wholly-owned by Ji Changqun. Ji Changqun also directly owns approximately 4.62% of Fullshare.

Note 2: This percentage was compiled based on the Shares in issue on 30 September 2021 (i.e. 1,091,796,000 shares).

主要股東於股份及相關 股份中的權益及淡倉

於2021年9月30日，就董事所知，以下人士（並非董事或本公司最高行政人員）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或記錄於根據證券及期貨條例第336條須存置之登記冊之權益或淡倉如下：

於股份中的好倉

附註1：該250,000,000股股份由豐盛全資擁有之公司Viewforth Limited持有，而豐盛由Magnolia Wealth International Limited擁有約38.69%的權益，Magnolia Wealth International Limited由季昌群全資擁有。季昌群亦直接持有豐盛約4.62%的權益。

附註2：該百分比乃基於2021年9月30日的已發行股份（即1,091,796,000股股份）計算。

OTHER INFORMATION 其他資料

Save as disclosed above, so far as it is known to the Directors, there was no other person (other than a Director or chief executive of the Company) who had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under section 336 of the SFO as at 30 September 2021.

SHARE OPTION SCHEME

The Company adopted two share option schemes on 25 September 2014, namely the Pre-IPO Share Option Scheme and the Share Option Scheme under the written resolutions of the then sole Shareholder.

(1) Pre-IPO Share Option Scheme

The purpose of Pre-IPO Share Option Scheme is to recognize the contribution of certain employees, executives or officers of the Group made or will make to the growth of the Group and/or the listing of Shares on the Stock Exchange. The Pre-IPO Share Option Scheme is valid and effective for a period from 25 September 2014 to 15 October 2014, after which no further options will be granted. Each option gives the holder the right to subscribe for one Share. The total number of Shares which may be issued upon exercise of all options granted under the Pre-IPO Share Option Scheme shall not in aggregate exceed 24,640,000 Shares, representing 3.1% of total number of Shares in issue as at 30 September 2014. The offer of a grant of share options shall be accepted when the offer letter has been duly signed and a consideration of HK\$1 in total has been paid by the grantee.

除上文所披露者外，就董事所知，概無其他人士(除董事或本公司最高行政人員外)於股份或相關股份中擁有或被視為或被當作擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或記錄於本公司於2021年9月30日根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

購股權計劃

本公司已於2014年9月25日採納兩項購股權計劃，即當時唯一股東之書面決議案項下之首次公開發售前購股權計劃及購股權計劃。

(1) 首次公開發售前購股權計劃

首次公開發售前購股權計劃旨在肯定本集團若干僱員、行政人員或高級人員對本集團的發展及／或股份於聯交所上市所作出或將會作出的貢獻。首次公開發售前購股權計劃自2014年9月25日起至2014年10月15日止期間內有效及生效，該期間後將不會進一步授出購股權。每份購股權賦予持有人認購一股股份之權利。根據首次公開發售前購股權計劃授出的所有購股權獲行使後可予發行的股份總數合共不得超過24,640,000股股份，相當於2014年9月30日已發行股份總數的3.1%。授出購股權之要約將於要約函件已獲正式簽署且承授人已支付1港元之總代價後方獲接納。

OTHER INFORMATION 其他資料

The exercise price per option under the Pre-IPO Share Option Scheme is HK\$0.826, being 30% discount of the offering price per Share in the Company's initial public offer on 16 October 2014.

As at 30 September 2021, the total number of share options under the Pre-IPO Share Option Scheme is 8,928,000. During the Period, no options were granted, exercised or forfeited. Details of the Pre-IPO Share Option Scheme has been disclosed in the Company's prospectus dated 30 September 2014.

The following table discloses movements in the Company's share options granted under the Pre-IPO Share Option Scheme during the Period:

首次公開發售前購股權計劃項下每份購股權的行使價為0.826港元，較本公司於2014年10月16日首次公開發售每股股份發售價折讓30%。

於2021年9月30日，首次公開發售前購股權計劃項下的購股權總數為8,928,000份。於本期間，概無購股權獲授出、行使或被沒收。首次公開發售前購股權計劃之詳情已於本公司日期為2014年9月30日之招股章程內披露。

下表披露本期間根據首次公開發售前購股權計劃授出之本公司購股權的變動：

Category or name of participant	Date of grant	Exercise price per Share	Exercise period	As at 1 April 2021	Granted during the period	Forfeited during the period	Exercised during the period	As at 30 September 2021
參與者的類別或姓名	授出日期	每股股份之行使價 (HK\$) (港元)	行使期	於2021年4月1日	期內授出	期內沒收	期內行使	於2021年9月30日
Director								
董事								
Mr. Pang Siu Hin	25/9/2014	0.826	16/10/2018 – 24/9/2024	2,720,000	-	-	-	2,720,000
彭少衍先生	25/9/2014	0.826	16/10/2019 – 24/9/2024	2,720,000	-	-	-	2,720,000
				5,440,000	-	-	-	5,440,000
Ms. Kwan Lai Man	25/9/2014	0.826	16/10/2018 – 24/9/2024	1,600,000	-	-	-	1,600,000
關麗雯女士	25/9/2014	0.826	16/10/2019 – 24/9/2024	1,600,000	-	-	-	1,600,000
				3,200,000	-	-	-	3,200,000
Employees								
僱員								
Employees at aggregate	25/9/2014	0.826	16/10/2019 – 24/9/2024	288,000	-	-	-	288,000
僱員合共				288,000	-	-	-	288,000
Total				8,928,000	-	-	-	8,928,000
總計				8,928,000	-	-	-	8,928,000

(2) Share Option Scheme

The Share Option Scheme is a share incentive scheme and is established to recognize and acknowledge the contributions that Eligible Participants (as defined below) have made or may make to the Group so as to motivate the Eligible Participants to optimize their performance and efficiency for the benefit of the Group, and to attract, retain or otherwise maintain ongoing business relationship with the Eligible Participants whose contributions are, will or expected to be beneficial to the Group. The Share Option Scheme shall be valid and effective for a period of ten years commencing on 16 October 2014, after which no further options will be issued. Each option gives the holder the right to subscribe for one Share. The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes shall not in aggregate exceed 80,000,000 Shares (10% of the Shares in issue as at the date of listing of the Shares), unless approved by the Shareholders in general meeting. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time. No option may be granted to any Eligible Participant which, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of the options already granted or to be granted to such Eligible Participant under the Share Option Scheme (including exercised, cancelled and outstanding share options) in any 12-month period up to and including the date of such grant exceeding 1% in aggregate of the Shares in issue as at the date of such grant. The offer of a grant of share options shall be accepted when the offer letter has been duly signed and a consideration of HK\$1 in total has been paid by the grantee. The exercise period of the share options granted is determinable by the Directors and ends on a date which is not later than ten years from the date of the acceptance of the offer of share options.

(2) 購股權計劃

購股權計劃是為表彰及嘉許合資格參與者(定義見下文)已經或可能對本集團作出的貢獻而成立的股份激勵計劃，以鼓勵合資格參與者盡量發揮才能及提高效率，以令本集團得益，吸引及挽留其貢獻有利於、將會或預期有利於本集團之合資格參與者或以其他方式維持與其之持續業務關係。購股權計劃於自2014年10月16日起計十年內之期間有效及生效，此後不再進一步發行購股權。每份購股權賦予持有人認購一股股份之權利。根據購股權計劃及任何其他計劃將予授出之所有購股權獲行使後可予發行之股份總數合共不得超過80,000,000股股份(於股份上市日期已發行股份之10%)，除非在股東大會獲得股東批准。因行使根據購股權計劃及本公司任何其他購股權計劃已授出而尚未行使之所有購股權而可發行之股份數目，最多不得超過不時已發行股份總數之30%。倘購股權獲悉數行使，將導致在任何12個月期間(直至及包括授出該購股權當日)已發行股份及因行使根據購股權計劃已授予或將授予該合資格參與者之購股權(包括已行使、已註銷及尚未行使之購股權)而將予發行之股份總數，超過授出該購股權當日已發行股份總數之1%，則不可向任何合資格參與者授出購股權。授出購股權之要約將於要約函件已獲正式簽署且承授人已支付1港元之總代價後方獲接納。已授出購股權之行使期乃由董事釐定，並於不遲於接納購股權要約日期起計十年之日結束。

OTHER INFORMATION 其他資料

Eligible Participants include: (i) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the "Affiliate"); or (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.

The exercise price of options shares shall not be less than the highest of: (i) the closing price of the Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day; (ii) an amount equivalent to the average closing price of the Share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the relevant option; and (iii) the nominal value of the Share on the date of grant.

As at 30 September 2021, the total number of share options under the Share Option Scheme is 6,270,000. During the Period, no options were granted, exercised or forfeited. Details of the Share Option Scheme have been disclosed in the Company's prospectus dated 30 September 2014.

合資格參與者包括：(i)本集團或本集團持有權益之公司或該公司之附屬公司(「聯屬公司」)之任何董事、僱員、顧問、專家、客戶、供應商、代理、合夥人或諮詢人或承包商；或(ii)任何受益人包括下述人士之信託或任何全權信託對象包括下述人士之全權信託之受託人：本集團或一間聯屬公司之任何董事、僱員、顧問、專家、客戶、供應商、代理、合夥人或諮詢人或承包商；或(iii)本集團或一間聯屬公司之任何董事、僱員、顧問、專家、客戶、供應商、代理、合夥人、諮詢人或承包商實益擁有之公司。

購股權股份之行使價應不低於以下所列最高者：(i)於授出有關購股權當日(該日必須為營業日)聯交所每日報價表所列之股份收市價；(ii)相等於緊接有關購股權授出日期前五個營業日聯交所每日報價表所列之股份平均收市價之金額；及(iii)授出日期之股份面值。

於2021年9月30日，購股權計劃項下的購股權總數為6,270,000份。於本期間，概無授出、行使或沒收購股權。購股權計劃之詳情已於本公司日期為2014年9月30日之招股章程內披露。

OTHER INFORMATION 其他資料

The following table discloses movements in the Company's share options granted under the Share Option Scheme during the Period:

下表披露於本期間根據購股權計劃授出之本公司購股權的變動：

Category or name of participant 參與者的類別或姓名	Date of grant 授出日期	Exercise price per Share 每股股份之行使價 (HK\$) (港元)	Exercise period 行使期	As at 1 April 2021 於2021年4月1日	Granted during the period 期內授出	Forfeited during the period 期內沒收	Exercised during the period 期內行使	As at 30 September 2021 於2021年9月30日
Director								
董事								
Mr. Pang Siu Hin 彭少衍先生	28/4/2015	1.460	28/4/2017 - 27/4/2025	225,000	-	-	-	225,000
	28/4/2015	1.460	28/4/2018 - 27/4/2025	300,000	-	-	-	300,000
	3/10/2016	2.144	3/10/2017 - 2/10/2026	324,000	-	-	-	324,000
	3/10/2016	2.144	3/10/2018 - 2/10/2026	324,000	-	-	-	324,000
	3/10/2016	2.144	3/10/2019 - 2/10/2026	432,000	-	-	-	432,000
	21/12/2017	1.412	21/12/2018 - 20/12/2027	324,000	-	-	-	324,000
	21/12/2017	1.412	21/12/2019 - 20/12/2027	324,000	-	-	-	324,000
	21/12/2017	1.412	21/12/2020 - 20/12/2027	432,000	-	-	-	432,000
				2,685,000	-	-	-	2,685,000
Ms. Kwan Lai Man 關麗雯女士	28/4/2015	1.460	28/4/2017 - 27/4/2025	225,000	-	-	-	225,000
	28/4/2015	1.460	28/4/2018 - 27/4/2025	300,000	-	-	-	300,000
	3/10/2016	2.144	3/10/2017 - 2/10/2026	324,000	-	-	-	324,000
	3/10/2016	2.144	3/10/2018 - 2/10/2026	324,000	-	-	-	324,000
	3/10/2016	2.144	3/10/2019 - 2/10/2026	432,000	-	-	-	432,000
	21/12/2017	1.412	21/12/2018 - 20/12/2027	324,000	-	-	-	324,000
	21/12/2017	1.412	21/12/2019 - 20/12/2027	324,000	-	-	-	324,000
	21/12/2017	1.412	21/12/2020 - 20/12/2027	432,000	-	-	-	432,000
				2,685,000	-	-	-	2,685,000
Employees								
僱員								
Employees at aggregate 僱員合共	28/4/2015	1.460	28/4/2017 - 27/4/2025	90,000	-	-	-	90,000
	28/4/2015	1.460	28/4/2018 - 27/4/2025	120,000	-	-	-	120,000
	18/11/2016	2.264	18/11/2017 - 17/11/2026	27,000	-	-	-	27,000
	18/11/2016	2.264	18/11/2018 - 17/11/2026	27,000	-	-	-	27,000
	18/11/2016	2.264	18/11/2019 - 17/11/2026	36,000	-	-	-	36,000
				300,000	-	-	-	300,000
Consultant								
顧問								
Consultant at aggregate 顧問合共	28/4/2015	1.460	28/4/2016 - 27/4/2025	180,000	-	-	-	180,000
	28/4/2015	1.460	28/4/2017 - 27/4/2025	180,000	-	-	-	180,000
	28/4/2015	1.460	28/4/2018 - 27/4/2025	240,000	-	-	-	240,000
				600,000	-	-	-	600,000
Total 總計				6,270,000	-	-	-	6,270,000

OTHER INFORMATION 其他資料

CORPORATE GOVERNANCE

Corporate Governance Practice

The Board and senior management of the Company are committed to maintaining a high standard of corporate governance, formulating good corporate governance practice for improvement of accountability and transparency in operations, and strengthening the internal control system from time to time so as to ensure to meet with the expectations of the shareholders of the Company.

Save for the below deviations, the Company has adopted and complied with all the code provisions of the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set forth in Appendix 14 to the Listing Rules as its corporate governance code of practices.

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Pang is both the chairman and the chief executive officer of the Company. In view of the fact that Mr. Pang is one of the co-founders of the Group and has been operating and managing the Group effectively since 1996, the Board believes that it is in the best interest of the Group to have Mr. Pang taking up both roles for effective management and business development with his profound knowledge and experience in the industry. The Board therefore considers that the deviation from the CG Code provision A.2.1 is reasonably justified under such circumstances.

Under code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Yuen Chi Ping, the non-executive Directors, was unable to attend the annual general meeting of the Company held on 29 September 2021 due to suspension of duties.

Under code provision F.1.1 of the CG Code, the company secretary should be an employee of the issuer and have day-to-day knowledge of the issuer’s affairs. The Company engaged Ms. Kho Polien (“Ms. Kho”), an external provider, as the company secretary of the Company since 2 August 2021. Ms. Kho is an associate member of both The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) and The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and in performing her duties as the company secretary of the Company, she reports to the Board and maintains contact with the financial controller of the Company.

企業管治

企業管治常規

本公司董事會及高級管理層致力維持高水平企業管治，制定良好企業管治常規以提高問責性及營運之透明度，並不時加強內部監控制度，確保符合本公司股東之期望。

除下文偏離者外，本公司已採納上市規則附錄14所載企業管治守則及企業管治報告（「企管守則」）的所有守則條文作為其企業管治常規守則，並已遵守該等守則條文。

根據企管守則條文第A.2.1條規定，主席及最高行政人員的職責應分離且不應由同一人士擔任。彭先生為本公司的主席兼行政總裁。鑒於彭先生為本集團共同創辦人之一及自1996年以來一直有效地經營與管理本集團，故董事會認為以彭先生在行業中淵博的知識及經驗，由彭先生兼任該兩個職位可實現有效管理及業務發展，符合本集團的最佳利益。因此，董事會認為偏離企管守則條文第A.2.1條就此情況而言屬合理。

根據企管守則條文第A.6.7條，獨立非執行董事及其他非執行董事均須出席股東大會，以便對股東之觀點有公正之瞭解。非執行董事袁志平先生由於暫停職務未能出席本公司於2021年9月29日舉行之股東週年大會。

根據企管守則條文第F.1.1條，公司秘書應為發行人僱員及對發行人日常事務有所認識。本公司自2021年8月2日起委聘外部供應商郭寶琳女士（「郭女士」）為本公司的公司秘書。郭女士分別為特許公司治理公會（前稱特許秘書及行政人員公會）及香港公司治理公會（前稱香港特許秘書公會）之會員，並就履行其作為本公司的公司秘書之職責向董事會匯報及與本公司財務總監保持聯絡。

OTHER INFORMATION 其他資料

Model Code of Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors (the “Model Code”) as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiries with all Directors and all Directors confirmed that they have complied with the standards required by the Model Code during the Period.

Board

The Board is responsible for formulating group policies and business directions, and monitoring internal controls and performances. Currently, the Board has a total of six Directors comprising two executive Directors, namely, Mr. Pang Siu Hin and Ms. Kwan Lai Man; one non-executive Director, namely, Ms. Wong Wai Ling; and three independent non-executive Directors, namely, Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. Mr. Pang is the chairman of the Board.

Audit Committee

The Company established the Audit Committee pursuant to a resolution of the Directors passed on 5 November 2010 with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process, risk management and internal control system of the Group. Currently, the audit committee consists of three members who are the independent non-executive Directors, namely Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. The chairman of the Audit Committee is Mr. Lee Luk Shiu.

Remuneration Committee

The Company established the remuneration committee pursuant to a resolution of the Directors passed on 5 November 2010 with written terms of reference in compliance with the CG Code. The primary duties of the remuneration committee are, among other things, to review and to determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management. Currently, the remuneration committee consists of four members, namely Ms. Kwan Lai Man, Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. The chairman of the remuneration committee is Mr. Lau Chi Kit.

董事進行證券交易之標準守則

本公司已採納上市規則附錄10董事進行證券交易之標準守則(「標準守則」)。本公司對全體董事作出特定查詢，全體董事均已確認彼等於本期間內已遵守標準守則所規定的標準。

董事會

董事會負責制定集團政策及業務方向，以及監察內部監控及表現。董事會現時由合共六名董事組成，包括兩名執行董事，即彭少衍先生及關麗雯女士；一名非執行董事，即黃慧玲女士；及三名獨立非執行董事，即劉智傑先生、李祿兆先生及鄧聲興博士。彭先生為董事會主席。

審核委員會

本公司已根據於2010年11月5日通過之董事決議案成立審核委員會，其書面職權範圍符合企管守則。審核委員會之主要職責為(其中包括)審閱及監督本集團之財務報告程序、風險管理及內部監控制度。審核委員會現時由三名成員(為獨立非執行董事)組成，分別為劉智傑先生、李祿兆先生及鄧聲興博士。李祿兆先生為審核委員會主席。

薪酬委員會

本公司已根據於2010年11月5日通過之董事決議案成立薪酬委員會，其書面職權範圍符合企管守則。薪酬委員會之主要職責為(其中包括)審閱及釐定應付董事及高級管理層之薪酬待遇、花紅及其他報酬之條款。薪酬委員會現時由四名成員組成，分別為關麗雯女士、劉智傑先生、李祿兆先生及鄧聲興博士。劉智傑先生為薪酬委員會主席。

OTHER INFORMATION 其他資料

Nomination Committee

The Company established the nomination committee pursuant to a resolution of the Directors passed on 5 November 2010 with written terms of reference in compliance with the CG Code. The primary function of the nomination committee is to make recommendations to the Board on the appointment or reappointment of Directors and the management of the Board succession. Currently, the nomination committee consists of four members, namely Ms. Kwan Lai Man, Mr. Lau Chi Kit, Mr. Lee Luk Shiu and Dr. Tang Sing Hing, Kenny. The chairman of the nomination committee is Dr. Tang Sing Hing, Kenny.

Risk Management and Internal Control

The Board is responsible for overseeing the Group's risk management and internal control systems and reviewing its effectiveness, particularly in respect of risk management and controls on governance, financial, operational, and compliance, to safeguard stakeholders' interests and the Group's assets. The systems are designed to manage rather than eliminate the risks of failure in achieving the Company's objectives. The systems are designed to provide reasonable, but not absolute, assurance in the following aspects:

- compliance with applicable laws, regulations, contracts, policies and procedures
- effectiveness of risk management process
- reliability and integrity of financial reporting
- effectiveness and efficiency of operations
- prevention and detection of fraud and irregularities

The Board, through the Audit Committee, conducted a review of the effectiveness of the system of risk management and internal control system of the Group, including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function. The Audit Committee oversees the system of risk management and internal control of the Group and continuously communicates any material issues to the Board.

提名委員會

本公司已根據於2010年11月5日通過之董事決議案成立提名委員會，其書面職權範圍符合企管守則。提名委員會之主要職能為就委任或重新委任董事及管理董事會繼任人選事宜向董事會提出建議。提名委員會現時由四名成員組成，分別為關麗雯女士、劉智傑先生、李祿兆先生及鄧聲興博士。鄧聲興博士為提名委員會主席。

風險管理及內部監控

董事會負責監察本集團的風險管理及內部監控制度，以及檢討其有效性，尤其著重風險管理及管治控制、財務、營運及合規方面以保障持份者權益及本集團資產。該制度旨在管理而非消除未能實現本公司目標的風險。該制度只能就下列各項作出合理而非絕對的保證：

- 遵守適用的法律、法規、合約、政策及程序
- 風險管理程序的成效
- 財務匯報的可靠性及真實性
- 營運的效益及效率
- 防止及查察欺詐及違規事項

董事會已透過審核委員會對本集團風險管理及內部監控制度效用進行檢討，包括本公司在會計及財務匯報職能方面的資源，以及員工資歷及經驗是否足夠。審核委員會監督本集團的風險管理及內部監控制度並且持續就任何重大事項與董事會溝通。

OTHER INFORMATION 其他資料

Risk Management Framework

The Group's risk management framework provides a systematic approach to risk management process, which is inlaid in the system of internal controls as an integral part of corporate governance. The risk management framework helps to sustain business success, creates value for stakeholders and supports the Board in discharging its corporate governance responsibilities by proactively identifying, addressing and managing key risks within the Group. The risk management framework is aligned with the Committee of the Sponsoring Organizations of the Treadway Commission (COSO) Internal Control Integrated Framework, in which the management takes direct risk management responsibilities and reports to the risk management core group as risk owners.

Details of the risk management framework are set out in the Corporate Governance Report on pages 83 to 84 of the Company's 2019/20 Annual Report.

Quality Management System

The Group launches its brands and acts as an agency of personal care and health products for international brands, as a result, the Group has strict control of product quality. The reporting scope has adopted the ISO 9001 quality management system to ensure effective procedures and processes are adopted for the production of excellent and safe products. Upon receipt of materials, the quality inspection process is clearly defined and implemented according to the relevant regulations. Each batch of products shall only be formally released after it passed the inspection. All food, Chinese medicine products must go through the testing on remained pesticides, heavy metals, and micro-organisms. All products which fall within the definition of proprietary Chinese medicines under the Chinese Medicine Ordinance are regulated and must meet the requirements in respect to safety, quality and efficacy before they can be registered. The Group regularly monitors the production and quality inspection procedures of the suppliers to verify and confirm the suppliers' capabilities in the provision of compliant and safe products to the Group.

The Group has established the crisis management team for handling emergency issues and formulating emergency instruction for remediation of any issues and potential risks incurred from product safety.

風險管理架構

本集團的風險管理架構為風險管理提供系統化的程序，而有關程序內嵌於內部監控制度，是企業管治中不可或缺的重要一環。風險管理架構主動識別、應對及管理本集團內主要風險來保持業務成功，為持份者創造價值及支援董事會履行其企業管治責任。風險管理架構符合Committee of the Sponsoring Organizations of the Treadway Commission (COSO)的《內部監控綜合架構》(Internal Control Integrated Framework)，在風險管理架構下，管理人員作為風險負責人須直接承擔風險管理責任並向風險管理核心小組匯報。

風險管理架構詳情載於本公司2019/20年報第83至84頁之企業管治報告。

優質管理制度

本集團推出自家品牌及代理銷售國際品牌等個人護理及健康產品，因此本集團對產品質量有嚴謹的監管。報告範圍已採用ISO 9001品質管理體系，保證採納有效程序及流程以製造優良及安全的產品。在收取材料時，品質檢定過程會根據相關法規去明確設定和執行。每一批產品需檢定合格才可以正式發放。所有食品、中藥產品均有進行農藥殘留物、重金屬、微生物測試。屬於《中醫藥條例》界定的中成藥的所有產品均受監管，並須符合安全、質量及功效方面的規定方可註冊。本集團定期監察供應商的生產和質量檢查程序，以查驗及確認供應商向本集團提供合規及安全的產品的能力。

本集團成立危機處理小組處理緊急事宜，制定應急指引以處理因產品安全導致的任何問題或潛在風險。

OTHER INFORMATION 其他資料

Internal Audit Function

The internal audit department (“IAD”) is an independent and objective body, which directly reports to the Audit Committee on a quarterly basis and the manager of IAD has a direct access to the chairman of the Audit Committee.

The IAD has unlimited access to review all Group’s activities, internal control, risk management, and corporate governance related issues. One of the functions is to assist the Board to independently assess the effectiveness and adequacy of the internal control systems and risk management process and, more importantly, to seek continuous improvement.

To keep abreast of the company’s growth and latest business development, the IAD will always review its adequacy and competency of knowledge and attend corresponding workshops and/or seminars whenever thinks fit.

Internal Audit Activities

The IAD has adopted a risk-management based approach in developing the annual internal audit planning memorandum, which corresponds to the risk management framework. Risk assessment, which is regarded as a major and dynamic process, is performed on a regular basis so as to identifying, prioritizing and scoping business activities and simultaneously to covering business activities with significant risks across the Group. The Audit Committee reviews and approves the annual internal audit planning memorandum. In each individual audit assignment, significant financial, operational, compliance and fraud risk areas are further assessed in order to evaluate control effectiveness and any mitigation efforts raised by the management.

All audit findings and corresponding recommendations on control deficiencies of each audit assignment are well communicated to the management, who needs to establish any remedial actions to correct those control deficiencies within a reasonable period of time. Subsequent reviews are purposefully done to monitor whether those remedial actions have been performed right on time and correctly. Significant deficiencies of individual assignment are reported to and reviewed by the Audit Committee.

內部審核職能

內部審核部(「內審部」)是一個獨立及客觀的部門，每季直接向審核委員會匯報，而內審部經理亦可直接與審核委員會主席接觸。

內審部可不受約束地審閱本集團所有的活動、內部監控、風險管理及企業管治相關事宜。其職能之一為協助董事會獨立評核內部監控制度及風險管理程序的有效性及充足性，以致力推動持續的改善。

為配合公司的發展及最新業務的發展，內審部將經常審查其知識的充足性及能力，並在適當時候參加相應的討論會及／或研討會。

內部審核活動

內審部已採納風險管理為基礎方法，配合風險管理架構，以制定年度內部審核計劃大綱。風險評估被視為重要及關鍵的程序，將定期執行以識別、排序及區劃業務活動，同時覆蓋本集團中有重大風險的業務活動。審核委員會審閱及批准年度內部審核計劃大綱。在個別審核項目中會進一步評估重大財務、營運、合規及欺詐風險等，從而評核監控成效及管理層所採取的任何緩解措施。

各審核項目所得出有關監控不足的所有審核調查結果及相應建議，均與管理層詳細討論，並由管理層制訂改善計劃，務求於合理時間內改善監控的不足。後續審核工作會針對性地進行，以監督該等改正措施已及時正確地進行。個別審核項目的重大不足會向審核委員會匯報及由其審閱。

OTHER INFORMATION 其他資料

Through the on-going review of the adequacy and effectiveness of the management's awareness of some key operational processes, the IAD discharges its duties of performing audit assignment on those areas on an ad hoc basis if necessary.

Review of Risk Management and Internal Control Effectiveness

Through the Audit Committee, the Board has conducted annual review of the effectiveness of the Group's risk management and internal control systems for the Period, covering all significant financial, operational and compliance controls, and it has considered the Group's risk management and internal control system to be effective and adequate. There was no suspected material irregularities found or significant areas of concern identified during the Period that might affect the Shareholders.

CHANGES IN INFORMATION OF DIRECTORS

There is no change in the information of the Director(s) required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the publication of the last annual report of the Company.

REVIEW OF INTERIM RESULTS

This unaudited condensed consolidated interim financial information of the Group for the Period has been reviewed by the Audit Committee.

通過持續檢討管理層對若干關鍵業務流程意識的充分性及有效性，內審部在必要時可臨時履行對該等領域的審核任務的職責。

審閱風險管理及內部監控的成效

於本期間，董事會已透過審核委員會就本集團風險管理及內部監控制度的成效作年度檢討，其涵蓋所有重大財務、營運及合規監控，並認為本集團的風險管理及內部監控制度有效及完善。於本期間內，並無發現可能對股東造成影響的涉嫌重大違規情況或重大關注事項。

董事資料變更

根據上市規則第13.51B(1)條，自本公司上一份年報刊發以來，須予披露的本公司董事資料並無變動。

審閱中期業績

本集團於本期間之未經審核簡明綜合中期財務資料已由審核委員會審閱。

By Order of the Board
Pang Siu Hin
Chairman

Hong Kong, 22 November 2021

承董事會命
主席
彭少衍

香港，2021年11月22日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2021 截至2021年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
Revenue	收入	3	42,697
Cost of sales	銷售成本		(22,495)
Gross profit	毛利		20,202
Other income	其他收入	5	961
Other gains and losses	其他收益及虧損	6	9,745
Selling and distribution expenses	銷售及分銷開支		(3,652)
Administrative expenses	行政開支		(38,350)
Finance costs	融資成本	7	(6,560)
Loss before tax	除稅前虧損		(17,654)
Income tax expense	所得稅開支	8	(251)
Loss for the period	期內虧損	9	(17,905)
Other comprehensive (expense)/income Item that will not be reclassified to profit or loss:	其他全面(開支)/收益 將不會重新分類至 損益之項目：		
Fair value (loss)/gain on equity instruments at fair value through other comprehensive income	就權益工具按公平值 計入其他全面收益之 公平值(虧損)/溢利		(9,243)
			5,806

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2021 截至2021年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
		Note 附註	
<i>Item that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益之項目：		
Exchange differences on translating foreign operations	換算外國業務之匯兌差額		5,689
		2,652	
Other comprehensive (expense)/income for the period	期內其他全面(開支)/收益		11,495
		(6,591)	
Total comprehensive expense for the period	期內全面開支總額		(719)
		(24,496)	
Loss for the period attributable to:	以下各方應佔期內虧損：		
- Owners of the Company	- 本公司擁有人		(11,278)
- Non-controlling interests	- 非控股權益		(936)
		(17,212)	
		(693)	
		(17,905)	(12,214)
Total comprehensive income/(expense) for the period attributable to:	以下各方應佔期內全面收益/(開支)總額：		
- Owners of the Company	- 本公司擁有人		282
- Non-controlling interests	- 非控股權益		(1,001)
		(24,044)	
		(452)	
		(24,496)	(719)
Loss per share	每股虧損	11	
Basic (HK cents)	基本(港仙)		(1.03)
			(1.58)
Diluted (HK cents)	攤薄(港仙)		(1.03)
			(1.58)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 September 2021 於2021年9月30日

			As at 30 September 2021 於2021年 9月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2021 於2021年 3月31日 (Audited) (經審核) HK\$'000 千港元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment		物業、廠房及設備	353,639	360,414
Right-of-use assets		使用權資產	234,399	242,939
Investment properties		投資物業	10,702	10,523
Financial assets at fair value through profit or loss		按公平值計入損益之 金融資產	5,806	5,806
Deposits for acquisition of property, plant and equipment		收購物業、廠房及設備之 按金	560	1,530
Equity instruments at fair value through other comprehensive income	12	按公平值計入其他全面 收益之權益工具	19,537	28,780
Deferred tax assets		遞延稅項資產	371	371
			625,014	650,363
Current assets		流動資產		
Inventories		存貨	17,940	20,091
Trade and other receivables	13	貿易及其他應收款項	16,697	18,741
Financial assets at fair value through profit or loss		按公平值計入損益之 金融資產	2,197	2,905
Tax refundable		可退還稅款	616	616
Bank balances and cash		銀行結餘及現金	15,159	15,143
			52,609	57,496
Assets classified as held for sale		分類為持作出售的資產	-	3,958
			52,609	61,454
Total assets		資產總值	677,623	711,817

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 September 2021 於2021年9月30日

		Notes 附註	As at 30 September 2021 於2021年 9月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2021 於2021年 3月31日 (Audited) (經審核) HK\$'000 千港元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	14	34,547	39,770
Contract liabilities	合約負債		7,697	5,673
Bank borrowings	銀行借款		125,025	116,308
Lease liabilities	租賃負債		950	2,499
Current tax liabilities	即期稅項負債		844	620
			169,063	164,870
Net current liabilities	流動負債淨值		(116,454)	(103,416)
Total assets less current liabilities	資產總值減流動負債		508,560	546,947
Non-current liabilities	非流動負債			
Bank borrowings	銀行借貸		210,989	220,537
Lease liabilities	租賃負債		1,813	6,156
Deferred tax liabilities	遞延稅項負債		679	679
			213,481	227,372
Net assets	資產淨值		295,079	319,575
Capital and reserves	資本及儲備			
Share capital	股本	15	109,180	109,180
Reserves	儲備		185,054	208,929
Amounts recognised in other comprehensive income and accumulated in equity relating to non-current assets classified as held for sale	於其他全面收入確認並於 權益累計有關分類為持作 出售的非流動資產的金額		-	169
Equity attributable to owners of the Company	本公司擁有人應佔權益		294,234	318,278
Non-controlling interests	非控股權益		845	1,297
Total equity	權益總額		295,079	319,575

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2021 截至2021年9月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Merger reserve	Revaluation reserve	Foreign currency translation reserve	Share options reserve	(Accumulated losses)/ Retained profits	Amount recognised as other comprehensive income for assets held for sale	Subtotal	Non-controlling interests	Total
		股本	股份溢價	合併儲備	重估儲備	外幣匯兌儲備	購股權儲備	(累計虧損)/ 保留溢利	就持作出售資產確認為其他全面收入的金額	小計	非控股權益	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 April 2020 (audited)	於2020年4月1日(經審核)	109,180	705,890	(71,463)	(449,160)	(16,650)	8,831	45,739	-	332,367	4,698	337,065
Loss for the period	期內虧損	-	-	-	-	-	-	(11,278)	-	(11,278)	(936)	(12,214)
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	-	-	-	-	-	-	-
- Fair value gain on equity instruments at fair value through other comprehensive income	- 就權益工具按公平值計入其他全面收益之公平值收益	-	-	-	5,806	-	-	-	-	5,806	-	5,806
- Exchange differences on translating foreign operations	- 換算外國業務之匯兌差額	-	-	-	-	5,754	-	-	-	5,754	(65)	5,689
Total comprehensive income/(expense) for the period	期內全面收入/(開支)總額	-	-	-	5,806	5,754	-	(11,278)	-	282	(1,001)	(719)
Recognition of equity-settled share based payments	確認以權益結算股份為基礎的付款	-	-	-	-	-	84	-	-	84	-	84
As at 30 September 2020 (unaudited)	於2020年9月30日(未經審核)	109,180	705,890	(71,463)	(443,354)	(10,896)	8,915	34,461	-	332,733	3,697	336,430
As at 1 April 2021 (audited)	於2021年4月1日(經審核)	109,180	705,890	(71,463)	(441,885)	(6,354)	8,952	13,789	169	318,278	1,297	319,575
Loss for the period	期內虧損	-	-	-	-	-	-	(17,212)	-	(17,212)	(693)	(17,905)
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	-	-	-	-	-	-	-
- Fair value loss on equity instruments at fair value through other comprehensive income	- 就權益工具按公平值計入其他全面收益之公平值虧損	-	-	-	(9,243)	-	-	-	-	(9,243)	-	(9,243)
- Exchange differences on translating foreign operations	- 換算外國業務之匯兌差額	-	-	-	-	2,411	-	-	-	2,411	241	2,652
Total comprehensive income/(expense) for the period	期內全面收入/(開支)總額	-	-	-	(9,243)	2,411	-	(17,212)	-	(24,044)	(452)	(24,496)
Reserves released on disposal of properties	出售物業所得儲備	-	-	-	-	-	-	169	(169)	-	-	-
As at 30 September 2021 (unaudited)	於2021年9月30日(未經審核)	109,180	705,890	(71,463)	(451,128)	(3,943)	8,952	(3,254)	-	294,234	845	295,079

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2021 截至2021年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	(8,664)	12,773
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額	15,779	(68,991)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(8,492)	57,267
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(1,377)	1,049
Cash and cash equivalents at the beginning of the period	期初的現金及現金等價物	15,143	12,428
Effect of foreign exchange rate changes	匯率變動的影響	1,393	1,178
Cash and cash equivalents at the end of the period	期末的現金及現金等價物	15,159	14,655
Representing: Bank balances and cash	代表： 銀行結餘及現金	15,159	14,655

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2021 截至2021年9月30日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Listing Rules.

The Group incurred a net loss of approximately HK\$17,905,000 during the period ended 30 September 2021 and, as of that date, the Group’s current liabilities exceeded its current assets by approximately HK\$116,454,000. In view of these circumstances and the impact of COVID-19, the Group has been continuously implementing measures to improve its profitability and operating performance and to mitigate the liquidity pressure. These measures include (1) implementing business strategies to enhance the production efficiency of the Group’s own brand products and aiming to reduce the product cost by self-production, (2) continuing its measures to control administrative and operating costs, and (3) looking for other sources of finance including equity financing to enhance the capital structure and reduce the overall finance costs.

With respect to the Group’s bank financing, the Group maintains continuous communication with its principal banks. The directors of the Company are not aware of any intention of the principal banks to withdraw their banking facilities or require early repayment of the bank borrowings. Taking into account the good track record and relationships with the banks and the fair value of the pledged properties, the directors believe that the Group will be able to renew the banking facilities upon maturity dates.

The directors have assessed the Group’s cash flow projections cover a period of not less than twelve months from 30 September 2021. The key factors that are taken into account by management in the cash flow projections include the anticipated cash flows from the Group’s operations, capital expenditures, continuous availability of banking facilities and the impact of COVID-19. The Group’s ability to achieve the projected cash flows depends on management’s ability to successfully implement the aforementioned improvement measures on profitability and liquidity and the continuous availability of banking facilities.

1. 編製基準

本簡明綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」及根據上市規則附錄16之適用披露規定而編製。

截至2021年9月30日止期間，本集團產生淨虧損約17,905,000港元，截至該日，本集團的流動負債超過其流動資產約116,454,000港元。鑒於該等情況及2019冠狀病毒病的影響，本集團不間斷採取措施以提高其盈利能力及經營表現並減輕流動資金壓力。該等措施包括：(1)實施業務戰略以提高本集團自有品牌產品的生產效率，旨在通過自行生產降低產品成本；(2)繼續採取控制行政及營運成本的措施；及(3)物色其他融資來源（包括股權融資）以改善資本結構並降低整體融資成本。

就本集團的銀行融資而言，本集團與其主要往來銀行維持持續的溝通。本公司董事並不知悉主要往來銀行有任何意向撤回其銀行融資或要求提前償還銀行借款。考慮到與銀行的良好往績記錄及關係以及有抵押物業的公平值，董事認為，本集團將能夠於到期日重續銀行融資。

董事已評估本集團自2021年9月30日起計不少於十二個月的現金流量預測。管理層於現金流量預測中考慮的主要因素包括本集團營運的預期現金流量、資本支出、銀行融資的持續可用性以及2019冠狀病毒病的影響。本集團實現預測現金流量的能力取決於管理層能否成功實施上述關於盈利能力及流動資金以及銀行融資的持續可用性的改進措施。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2021 截至2021年9月30日止六個月

1. BASIS OF PREPARATION (Continued)

The directors are of the opinion that, taking into account the expected renewals of the bank borrowings and the unutilised banking facilities, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 30 September 2021. Accordingly, the directors are satisfied that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2021 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2021.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatory effective for the annual period beginning on or after 1 April 2021 for the preparation of the Group’s condensed consolidated financial statements.

Amendments to HKFRS 16	Covid-19-Related Rent Concessions
Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2

The application of the amendments to HKFRSs in the current period has had no material impact on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in the condensed consolidated financial statements.

1. 編製基準(續)

董事認為，考慮到銀行貸款的預期重續及未動用的銀行融資，本集團將有足夠的營運資金撥付其營運及履行於2021年9月30日起十二個月內到期的財務責任。因此，董事信納以持續經營基準編製簡明綜合財務報表實屬適當。

2. 主要會計政策

本簡明綜合財務報表乃按歷史成本基準編製，惟若干物業及金融工具乃按公平值列賬。

除應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本造成之會計政策變動外，截至2021年9月30日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與本集團截至2021年3月31日止年度之年度財務報表所呈報者相同。

應用香港財務報告準則之修訂本

於本中期期間，本集團已首次應用由香港會計師公會頒佈並於2021年4月1日或之後開始之年度期間強制生效之以下香港財務報告準則之修訂本，以編製本集團之簡明綜合財務報表。

香港財務報告準則第16號之修訂本	2019冠狀病毒相關的租金減免
香港財務報告準則第16號之修訂本	於2021年6月30日之後2019冠狀病毒相關的租金減免
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂本	利率基準改革 – 第2階段

於本期間應用香港財務報告準則之修訂本對本集團於本期間及過往期間之財務表現及狀況及／或簡明綜合財務報表所載之披露並無重大影響。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2021 截至2021年9月30日止六個月

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

3. 客戶合約收入

Disaggregation of revenue

收入分拆

		For the six months ended 30 September 2021 (unaudited) 截至2021年9月30日止六個月(未經審核)				
		Product Development Segment 產品開發分部 HK\$'000 千港元	Brand Development and Management Segment 品牌開發及管理分部 HK\$'000 千港元	Trading of Goods Segment 貨品買賣分部 HK\$'000 千港元	Healthcare Segment 健康分部 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Type of goods and service	貨品及服務類別					
Sales of healthcare products	保健產品銷售	36,691	-	144	-	36,835
Sales of personal care products	個人護理產品銷售	3,698	459	56	-	4,213
Sales of household products	家居產品銷售	306	59	-	-	365
Healthcare service	保健服務	-	-	-	1,284	1,284
Total	合計	40,695	518	200	1,284	42,697
Geographical markets	市場地域					
Hong Kong, China	中國香港	17,984	518	200	599	19,301
Mainland China	中國大陸	22,711	-	-	685	23,396
Total	合計	40,695	518	200	1,284	42,697
Timing of revenue recognition	確認收入之時間					
A point of time	某時間點	40,695	518	200	1,284	42,697

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2021 截至2021年9月30日止六個月

3. REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)

3. 客戶合約收入(續)

Disaggregation of revenue (Continued)

收入分拆(續)

For the six months ended 30 September 2020 (unaudited)

截至2020年9月30日止六個月(未經審核)

		Product Development Segment 產品開發 分部 HK\$'000 千港元	Brand Development and Management Segment 品牌開發及 管理分部 HK\$'000 千港元	Trading of Goods Segment 貨品買賣 分部 HK\$'000 千港元	Healthcare Segment 健康分部 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Type of goods and service	貨品及服務類別					
Sales of healthcare products	保健產品銷售	45,324	-	-	280	45,604
Sales of personal care products	個人護理產品銷售	16,392	1,107	-	-	17,499
Sales of household products	家居產品銷售	758	134	-	-	892
Healthcare service	保健服務	-	-	-	134	134
Total	合計	62,474	1,241	-	414	64,129
Geographical markets	市場地域					
Hong Kong, China	中國香港	38,062	1,241	-	414	39,717
Mainland China	中國大陸	24,412	-	-	-	24,412
Total	合計	62,474	1,241	-	414	64,129
Timing of revenue recognition	確認收入之時間					
A point of time	某時間點	62,474	1,241	-	414	64,129

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4. SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by reportable and operating segment.

Six months ended 30 September 2021 (unaudited)

4. 分部資料

下列為按可報告及經營分部對本集團收入及業績的分析。

截至2021年9月30日止六個月(未經審核)

		Product Development Segment	Brand Development and Management Segment	Trading of Goods Segment	Healthcare Segment	Total
		產品 開發分部	品牌 開發及 管理分部	貨品 買賣分部	健康分部	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入					
External sales	對外銷售	40,695	518	200	1,284	42,697
Segment loss	分部虧損	(5,960)	(38)	(4)	(1,811)	(7,813)
Interest income	利息收入					55
Loss arising on financial assets measured at fair value through profit or loss	按公平值計入損益的金融 資產所產生之虧損					(708)
Unallocated expenses	未分配開支					(2,628)
Finance costs	融資成本					(6,560)
Loss before tax	除稅前虧損					(17,654)

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4. SEGMENT INFORMATION (Continued)

4. 分部資料(續)

Six months ended 30 September 2020 (unaudited)

截至2020年9月30日止六個月(未經審核)

		Product Development Segment	Brand Development and Management Segment	Trading of Goods Segment	Healthcare Segment	Total
		產品 開發分部	品牌 開發及 管理分部	貨品 買賣分部	健康分部	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入					
External sales	對外銷售	62,474	1,241	-	414	64,129
Segment profit/(loss)	分部溢利/(虧損)	(3,259)	480	-	(1,887)	(4,666)
Interest income	利息收入					54
Loss arising on financial assets measured at fair value through profit or loss	按公平值計入損益的金融 資產所產生之虧損					(151)
Unallocated expenses	未分配開支					(2,649)
Finance costs	融資成本					(4,553)
Loss before tax	除稅前虧損					(11,965)

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5. OTHER INCOME

5. 其他收入

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Interest income on bank deposits	銀行存款利息收入	55	54
Rental income	租金收入	305	107
Government grants	政府補貼	234	2,531
Others	其他	367	244
		961	2,936

6. OTHER GAINS AND LOSSES

6. 其他收益及虧損

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Loss arising on financial assets measured at fair value through profit or loss	按公平值計入損益的金融 資產所產生之虧損	(708)	(151)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的 收益	9,788	-
Gain on lease termination	終止租賃收益	263	-
Net foreign exchange gain/(loss)	匯兌收益/(虧損)淨額	402	(145)
		9,745	(296)

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7. FINANCE COSTS

7. 融資成本

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Interest on bank loans	銀行貸款利息	6,458	4,327
Interest on lease liabilities	租賃負債利息	102	226
		6,560	4,553

8. INCOME TAX EXPENSE

8. 所得稅開支

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Current tax:	即期稅項：		
- Hong Kong Profits Tax	- 香港利得稅	251	237
- PRC Enterprise Income Tax	- 中國企業所得稅	-	12
		251	249

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8. INCOME TAX EXPENSE (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Under the Law of the People’s Republic of China on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the period.

9. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging:

8. 所得稅開支(續)

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅率兩級制。條例草案於2018年3月28日簽署成為法律，並於翌日刊憲。根據利得稅率兩級制，合資格集團實體首2百萬港元之溢利將按稅率8.25%課稅，而超過2百萬港元之溢利將按稅率16.5%課稅。不符合利得稅率兩級制之集團實體之溢利將繼續按統一稅率16.5%課稅。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於本期間之稅率為25%。

9. 期內虧損

期內虧損乃經扣除下列各項後達致：

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,647	5,926
Depreciation of right-of-use assets	使用權資產折舊	4,548	5,866

10. DIVIDENDS

No dividends were paid, declared or proposed during the interim period (2020: Nil). The Directors have determined that no dividend will be paid in respect of the interim period (2020: Nil).

10. 股息

於中期期間，本公司並無派付、宣派或建議派付任何股息(2020年：零)。董事已決定不就中期期間派付任何股息(2020年：零)。

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11. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

11. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃基於下列數據計算得出：

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Loss	虧損		
Loss for the purpose of basic and diluted loss per share (Loss for the period attributable to owners of the Company)	用以計算每股基本及攤薄虧損之虧損(本公司擁有人應佔期內虧損)	(17,212)	(11,278)

		Six months ended 30 September 截至9月30日止六個月	
		2021	2020
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數	1,091,796,000	1,091,796,000
Effect of dilutive potential ordinary shares:	普通股之潛在攤薄影響：		
- Share options	- 購股權	-	-
Weighted average number of ordinary shares for the purpose of diluted loss per share	用以計算每股攤薄虧損之普通股加權平均數	1,091,796,000	1,091,796,000

The computation of diluted loss per share for the six months ended 30 September 2021 and 2020 does not assume the exercise of the Company's share options since their assumed exercise would result in a decrease in loss per share.

計算截至2021年及2020年9月30日止六個月之每股攤薄虧損並無假設本公司之購股權獲行使，原因為假設行使將導致每股虧損減少。

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12. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

12. 按公平值計入其他全面收益的權益工具

	As at 30 September 2021 於2021年 9月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2021 於2021年 3月31日 (Audited) (經審核) HK\$'000 千港元
Equity securities listed in Hong Kong 於香港上市的股本證券	19,537	28,780

13. TRADE AND OTHER RECEIVABLES

13. 貿易及其他應收款項

	As at 30 September 2021 於2021年 9月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2021 於2021年 3月31日 (Audited) (經審核) HK\$'000 千港元
Trade receivables 貿易應收款項	8,446	7,981
Less: Allowance for credit losses 減：信貸虧損撥備	(2,259)	(2,259)
	6,187	5,722
Prepayments to suppliers 向供應商預付款項	736	852
Prepayments for other expenses 其他開支預付款項	1,948	1,259
Deposits 按金	837	2,148
Value-added tax recoverable 可收回增值稅	6,989	8,211
Other receivables 其他應收款項	-	549
	16,697	18,741

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13. TRADE AND OTHER RECEIVABLES

(Continued)

The Group's sales to most customers are made on cash on delivery, whilst the Group generally allows an average credit period of 60 days (with 15 days of grace period in certain cases) to certain major trade customers with established trading records.

The following is an aging analysis of the Group's trade receivables net of allowance for credit losses at the end of the reporting period, presented based on invoice date:

13. 貿易及其他應收款項(續)

本集團向大部分客戶的銷售以貨銀兩訖方式進行，而本集團一般授予交易記錄良好的若干主要貿易客戶60天的平均信貸期，若干情況下亦享有15天寬限期。

以下為於報告期末本集團的貿易應收款項(扣除信貸虧損撥備)的賬齡分析(按發票日期呈列)：

		As at 30 September 2021 於2021年 9月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2021 於2021年 3月31日 (Audited) (經審核) HK\$'000 千港元
0-30 days	0至30天	1,205	3,382
31-60 days	31至60天	802	541
61-90 days	61至90天	382	582
91-365 days	91至365天	3,421	1,140
Over 365 days	超過365天	377	77
		6,187	5,722

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14. TRADE AND OTHER PAYABLES

14. 貿易及其他應付款項

		As at 30 September 2021 於2021年 9月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2021 於2021年 3月31日 (Audited) (經審核) HK\$'000 千港元
Trade payables	貿易應付款項	11,614	7,499
Accruals and other payables	應計費用及其他應付款項	22,933	32,271
		34,547	39,770

The following is an aging analysis of the Group's trade payables at the end of the reporting period, presented based on invoice date:

以下為於報告期末本集團的貿易應付款項的賬齡分析(按發票日期呈列)：

		As at 30 September 2021 於2021年 9月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2021 於2021年 3月31日 (Audited) (經審核) HK\$'000 千港元
0-30 days	0至30天	4,901	2,163
31-60 days	31至60天	624	504
61-90 days	61至90天	446	1,691
Over 90 days	超過90天	5,643	3,141
		11,614	7,499

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15. SHARE CAPITAL

15. 股本

Ordinary shares of HK\$0.1 each

每股面值0.1港元之普通股

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Authorised:	法定：		
At 1 April 2021 and 30 September 2021 (unaudited)	於2021年4月1日及2021年9月30日(未經審核)	2,000,000,000	200,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2021 and 30 September 2021 (unaudited)	於2021年4月1日及2021年9月30日(未經審核)	1,091,796,000	109,180

16. CAPITAL COMMITMENTS

16. 資本承擔

		As at 30 September 2021 於2021年 9月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2021 於2021年 3月31日 (Audited) (經審核) HK\$'000 千港元
Capital expenditure contracted for but not provided for in the condensed consolidated financial statements in respect of acquisition of property, plant and equipment	關於收購物業、廠房及設備已訂約但尚未於簡明綜合財務報表中撥備之資本開支	824	744

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17. RELATED PARTY DISCLOSURES

(a) Transactions with related parties

During the current interim period, the Group entered into the following significant transactions with related parties:

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Rental expenses to Directors, Mr. Pang Siu Hin and Ms. Kwan Lai Man	向董事彭少衍先生及 關麗雯女士支付租金 開支	960	960

(b) Compensation to key management personnel

Compensation to key management personnel of the Group which represents Directors, during the period are as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Short-term benefits	短期福利	2,736	2,736
Post-employment benefits	離職後福利	33	72
Share-based payments	以股份為基礎的付款	-	84
		2,769	2,892

17. 關聯方披露

(a) 與關聯方的交易

於本中期期間，本集團與關聯方訂立下列重大交易：

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Rental expenses to Directors, Mr. Pang Siu Hin and Ms. Kwan Lai Man	向董事彭少衍先生及 關麗雯女士支付租金 開支	960	960

(b) 主要管理人員報酬

本集團主要管理人員(即董事)於本期間的報酬如下：

		Six months ended 30 September 截至9月30日止六個月	
		2021 (Unaudited) (未經審核) HK\$'000 千港元	2020 (Unaudited) (未經審核) HK\$'000 千港元
Short-term benefits	短期福利	2,736	2,736
Post-employment benefits	離職後福利	33	72
Share-based payments	以股份為基礎的付款	-	84
		2,769	2,892

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18. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

18. 金融工具之公平值計量

按經常性基準以公平值計量之本集團金融資產之公平值

本集團部分之金融資產於各報告期末以公平值計量。下表提供該等金融資產的公平值釐定方法(尤其是估值技術及所使用的輸入數據)以及根據公平值計量之輸入數據的可觀察程度而將公平值計量分類歸入公平值等級(第一級至第三級)之資料。

- 第一級公平值計量為由同等資產或負債於活躍市場之報價(未經調整)得出；
- 第二級公平值計量由第一級所載報價以外之可觀察資產或負債輸入數據直接(即價格)或間接(即源自價格)得出；及
- 第三級公平值計量由包括並非以可觀察市場數據為基礎之資產或負債輸入數據(不可觀察輸入數據)之估值技術得出。

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18. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis
(Continued)

18. 金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產之公平值(續)

Financial assets 金融資產	Fair value as at 公平值		Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據
	30/09/2021 於2021年 9月30日 (Unaudited) (未經審核) HK\$'000 千港元	31/03/2021 於2021年 3月31日 (Audited) (經審核) HK\$'000 千港元		
Equity securities listed in Hong Kong classified as equity instruments at fair value through other comprehensive income 分類為按公平值計入其他全面收益之權益工具的香港上市股本證券	19,537	28,780	Level 1 第一級	Quoted bid price in an active market 活躍市場所報買入價
Equity securities listed in Hong Kong classified as financial assets at fair value through profit or loss 分類為按公平值計入損益之金融資產的香港上市股本證券	2,197	2,905	Level 1 第一級	Quoted bid price in an active market 活躍市場所報買入價
Deposit and prepayments for life insurance policies classified as financial assets at fair value through profit or loss 分類為按公平值計入損益之金融資產的人壽保單之按金及預付款項	5,806	5,806	Level 2 第二級	Quoted asset value provided by financial institution 金融機構提供的所報資產價值

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

Directors estimate the fair value of financial assets and financial liabilities measured at amortised cost using the discounted cash flow analysis.

Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the condensed consolidated financial statements approximate their fair values.

並非按經常基準以公平值計量之金融資產及金融負債之公平值

董事使用貼現現金流量分析估計按攤銷成本計量之金融資產及金融負債之公平值。

董事認為，於簡明綜合財務報表內按攤銷成本列賬之金融資產及金融負債之賬面值與其公平值相若。

