

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

1. General information

Sa Sa International Holdings Limited (“Company”) and its subsidiaries (together “Group”) are principally engaged in the retailing and wholesaling of cosmetic products.

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company has its listing on the Main Board of The Stock Exchange.

As at 30 September 2022, 48.56%, 14.13% and 0.05% of the total issued shares of the Company were owned by Sunrise Height Incorporated, Green Ravine Limited and Million Fidelity International Limited respectively. Sunrise Height Incorporated and Green Ravine Limited were incorporated in the British Virgin Islands and Million Fidelity International Limited was incorporated in Hong Kong SAR. These companies are owned 50.0% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor, as being the ultimate controlling parties of the Company.

This condensed consolidated interim financial information is presented in thousands of Hong Kong dollars (HK\$'000), unless otherwise stated. This condensed consolidated interim financial information was approved for issue by the Board of Directors on 17 November 2022.

2. Basis of preparation

This condensed consolidated interim financial information for the six months ended 30 September 2022 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting”. The interim report does not include all the notes of the type normally included in annual financial report. Accordingly, this interim report should be read in conjunction with the annual financial statements for the year ended 31 March 2022 (“2022 Annual Financial Statements”), which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

The Group had a loss of HK\$133,183,000 (2021: HK\$181,601,000) for the six months ended 30 September 2022. The Group had an operating cash inflow of HK\$153,657,000 (2021: cash outflow of HK\$16,598,000), and if including the payment of lease liabilities (including interest) of HK\$186,733,000 (2021: HK\$213,343,000), the cash outflow amounted to HK\$33,076,000 (2021: HK\$229,941,000) during the six months ended 30 September 2022.

1. 一般資料

莎莎國際控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事化粧品零售及批發業務。

本公司為於開曼群島註冊成立之有限公司，註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

本公司股份於聯交所主版上市。

於2022年9月30日，本公司全部已發行股份之48.56%、14.13%及0.05%分別由Sunrise Height Incorporated、Green Ravine Limited及萬揚國際有限公司擁有。Sunrise Height Incorporated及Green Ravine Limited於英屬處女群島註冊成立之公司，而萬揚國際有限公司於香港特區註冊成立之公司。這些公司由郭少明博士及郭羅桂珍博士各自擁有50.0%，董事視其為本公司之最終控股方。

除另有註明者外，本簡明綜合中期財務資料以港元(港幣千元)呈列。本簡明綜合中期財務資料已於2022年11月17日獲董事會批准刊發。

2. 編製基準

截至2022年9月30日止六個月之簡明綜合中期財務資料乃按照香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。此中期報告並無包括在年度財務報告普遍包括的所有附註。故此，此中期報告應與根據香港財務報告準則(「香港財務報告準則」)所編製截至2022年3月31日止年度之年度財務報表(「2022年度財務報表」)一併閱讀。

截至2022年9月30日止六個月集團虧損133,183,000港元(2021年：181,601,000港元)。集團之經營現金現金流入153,657,000港元(2021年：現金流出16,598,000港元)，如包括支付租賃負債(包含利息)186,733,000港元(2021年：213,343,000港元)，截至2022年9月30日止六個月現金流出則為33,076,000港元(2021年：229,941,000港元)。

2. Basis of preparation (continued)

The Group's cash and bank balances was HK\$203,212,000 (31 March 2022: HK\$296,719,000) as at 30 September 2022. The Group's readily undrawn available banking facilities amounted to approximately HK\$195,600,000 (31 March 2022: HK\$176,600,000). A revolving loan facility of up to HK\$200,000,000 was also made available to the Group on 31 March 2022 by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor, the executive directors and controlling shareholders of the Company.

The directors of the Company have considered the above circumstances and reviewed the Group's cash flow projections, which covered a period of 12 months from 30 September 2022. The directors are of the opinion that, taking into account the anticipated cash flows used in the Group's operations, the potential impact of the COVID-19 pandemic on the Group's operation, the pace of recovery from the COVID-19 pandemic and the continued availability of the Group's banking facilities, the Group has adequate liquidity and financial resources to meet in full its financial obligations and the working capital requirements in the next twelve months from the balance sheet date. In addition, the liquidity of the Group is further supported by the controlling shareholders' revolving loan facility of HK\$200,000,000. Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the condensed consolidated interim financial information on a going concern basis.

3. Accounting policies

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 March 2022, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

4. Estimates

The preparation of condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2022.

2. 編製基準(續)

於2022年9月30日集團現金及銀行結存為203,212,000港元(2022年3月31日：296,719,000港元)。本集團還未動用的銀行融資額約為195,600,000港元(2022年3月31日：176,600,000港元)。集團更於2022年3月31日獲得公司執行董事及控股股東郭少明博士及郭羅桂珍博士提供最高200,000,000港元的循環貸款。

本公司董事已考慮上述情況並審閱本集團由2022年9月30日起12個月內的現金流量預測。顧及本集團營運中使用的預期現金流，新冠病毒疫情爆發對集團營運的潛在影響，集團從新冠病毒復甦的步伐及持續可動用的銀行融資額，董事認為本集團有充裕財務資源以應付由結算日起計的12個月內的營運資本。此外，控股股東提供200,000,000港元的循環貸款額使集團流動性資金進一步受到支持。因此，本公司董事認為以持續經營基準編製簡明綜合中期財務資料是恰當的。

3. 會計政策

所採納會計政策與截至2022年3月31日止年度之年度財務報表所採用者(已在該等年度財務報表中載述)貫徹一致。

中期所得稅乃按照預期全年總盈利之適用稅率累計。

4. 估計

編製簡明綜合中期財務資料要求管理層對影響會計政策應用、資產及負債、收入及支出報告金額作出判斷、估計和假設。實際結果可能與此類估計存在差異。

編製此簡明綜合中期財務資料時，管理層在應用本集團會計政策的過程中作出之關鍵判斷及估計性之關鍵來源與截至2022年3月31日止年度之綜合財務報表所應用的相同。

5. Financial risk management and financial instruments

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks including foreign exchange risk, credit risk, liquidity risk and interest rate risk.

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 March 2022.

There has been no material change in our risk profile and management since year end.

5.2 Fair value estimation

The carrying amounts of the trade and other receivables, cash and bank balances, trade and other payables, borrowings and lease liabilities as at 30 September and 31 March 2022 approximate their fair values. There were no financial assets nor liabilities carried at fair value as at 30 September and 31 March 2022.

6. Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers. The chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the executive directors of the Group who make strategic and operating decisions.

Executive directors of the Group review the internal reporting of the Group in order to assess performance and allocate resources. Executive directors consider the business principally from a geographic perspective and assess the performance of the geographic segments based on a measure of segments results.

The business reportable segments identified are Hong Kong and Macau SARs, Online business, Mainland China and Malaysia.

5. 財務風險管理及金融工具

5.1 財務風險因素

本集團之業務承受多種財務風險：外匯風險、信貸風險、流動資金風險及利率風險。

簡明綜合中期財務報表並無載列年度財務報表所需之所有財務風險管理資料及披露，應與本集團截至2022年3月31日之年度財務報表一併閱覽。

自年結日以來，本集團之風險因素及管理並無重大變動。

5.2 公平值估值

於2022年9月30日及3月31日應收賬款及其他應收款項、現金及銀行結存，應付賬款及其他應付款項，借貸及租賃負債之賬面值與其公平值相若。於2022年9月30日及3月31日，沒有以公平值計量的金融資產或負債。

6. 分部資料

經營分部按照與向首席經營決策者提供內部報告一致之方式報告。負責分配資源及評估經營分部表現之首席經營決策者已識別為本集團作出策略及營運決策之執行董事。

本集團執行董事審閱本集團之內部報告以評估表現及分配資源。執行董事主要從地區角度審視業務，並根據分部業績評估地區分部之表現。

已識別之可報告業務分部為香港及澳門特區、線上業務、中國內地及馬來西亞。

6. Segment information (continued)

Segment assets consist primarily of property, plant and equipment, right-of-use assets, deferred tax assets, inventories, receivables, deposits and prepayments, time deposits, cash and cash equivalents and income tax recoverable. Capital expenditure comprises additions to property, plant and equipment.

The breakdown of key segment information including total turnover from external customers is disclosed below.

6. 分部資料(續)

分部資產主要包括物業、機器及設備、使用權資產、遞延稅項資產、存貨、應收款項、按金及預付款項、定期存款、現金及現金等值項目及可收回所得稅。資本性開支包括添置物業、機器及設備。

主要分部資料包括來自外部客戶之總營業額，其分析於下文披露。

Six months ended 30 September 2022

截至2022年9月30日止六個月

		Hong Kong & Macau SARs 香港及 澳門特區 HK\$'000 港幣千元	Online business 線上業務 HK\$'000 港幣千元	Mainland China 中國內地 HK\$'000 港幣千元	Malaysia 馬來西亞 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Turnover	營業額	984,603	299,386	119,538	146,966	1,550,493
Segment results	分部業績	(82,262)	(19,612)	(43,561)	12,252	(133,183)
Other information	其他資料					
Capital expenditure	資本性開支	32,075	313	645	6,049	39,082
Finance income	財務收入	506	8	183	480	1,177
Finance costs	財務支出	7,047	65	962	531	8,605
Income tax expense	所得稅支出	5,823	21	-	4,051	9,895
Depreciation on property, plant and equipment	物業、機器及設備折舊	26,825	204	2,501	1,909	31,439
Depreciation on right-of-use assets	使用權資產折舊	113,400	355	4,554	11,608	129,917
Provision/(reversal of provision) for slow moving inventories and shrinkage	滯銷存貨及損耗撥備/(撥備撥回)	(932)	2,006	15,315	(894)	15,495

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6. Segment information (continued)

6. 分部資料(續)

		Six months ended 30 September 2021 截至2021年9月30日止六個月				
		Hong Kong & Macau SARs 香港及 澳門特區 HK\$'000 港幣千元	Online business 線上業務 HK\$'000 港幣千元	Mainland China 中國內地 HK\$'000 港幣千元	Malaysia 馬來西亞 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Turnover	營業額	1,086,090	307,361	143,575	60,208	1,597,234
Segment results	分部業績	(122,805)	1,203	(41,452)	(18,547)	(181,601)
Other information	其他資料					
Capital expenditure	資本性開支	9,364	161	16,621	564	26,710
Finance income	財務收入	890	5	149	523	1,567
Finance costs	財務支出	4,471	-	859	523	5,853
Income tax expense/(credit)	所得稅支出/(扣除)	6,151	238	-	(5,181)	1,208
Depreciation on property, plant and equipment	物業、機器及設備折舊	33,085	137	4,858	3,318	41,398
Depreciation on right-of-use assets	使用權資產折舊	121,347	-	10,295	14,045	145,687
(Reversal of provision)/provision for slow moving inventories and shrinkage	滯銷存貨及損耗(撥備撥回)/撥備	(13,758)	(2)	3,901	6,564	(3,295)
Impairment of property, plant and equipment	物業、機器及設備減值	-	-	418	129	547
Impairment of right-of-use assets	使用權資產減值	7,996	-	583	1,069	9,648

		Hong Kong & Macau SARs 香港及 澳門特區 HK\$'000 港幣千元	Online business 線上業務 HK\$'000 港幣千元	Mainland China 中國內地 HK\$'000 港幣千元	Malaysia 馬來西亞 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 30 September 2022	於2022年9月30日					
Non-current assets	非流動資產	849,653	6,825	19,411	51,432	927,321
Current assets	流動資產	660,031	207,175	103,320	142,756	1,113,282
Total assets as per condensed consolidated interim statement of financial position	總資產列於簡明綜合中期財務狀況表					2,040,603
At 31 March 2022	於2022年3月31日					
Non-current assets	非流動資產	703,097	7,512	33,639	34,167	778,415
Current assets	流動資產	744,546	223,771	162,566	177,525	1,308,408
Total assets as per consolidated statement of financial position	總資產列於綜合財務狀況表					2,086,823

7. Other income

7. 其他收入

		Six months ended 30 September	
		截至9月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Slide display rental income	幻燈片陳列租金收入	8,828	9,788
Short-term sub-lease income	短期租賃之分租收入	-	9,048
Storage income	倉儲收入	7,129	-
Government subsidies (Note)	政府補貼(附註)	25,730	3,067
		41,687	21,903

Note:

During the six months ended 30 September 2022, wage subsidies of HK\$25,416,000 were granted from the Hong Kong SAR government's Employment Support Scheme for the use of paying wages of employees and HK\$240,000 were granted from the Beauty Parlours, Massage Establishments and Party Rooms Subsidy Scheme under Anti-Epidemic Fund. Remaining subsidies of HK\$74,000 were granted from other subsidy schemes launched by government of Malaysia.

During the six months ended 30 September 2021, wage subsidies of HK\$2,934,000 were granted from the Wage Subsidy Programme launched by government of Malaysia. Remaining wage subsidies of HK\$133,000 were granted from the Hong Kong SAR government's Employment Support Scheme under Anti-Epidemic Fund for the use of paying wages of employees.

The Group has complied all attached conditions before 30 September 2022 and 2021 and recognised in the condensed consolidated interim income statement.

附註：

截至2022年9月30日止六個月，香港特區政府防疫抗疫基金的「保就業」計劃已授予25,416,000港元的工資補貼用以支付僱員的工資，以及防疫抗疫基金的美容院、按摩院及派對房間資助計劃授予了240,000港元。餘下的74,000港元的政府補貼由馬來西亞政府提供的。

截至2021年9月30日止六個月，馬來西亞政府推出「Wage Subsidy Programme」計劃已授予2,934,000港元的工資補貼。餘下133,000港元的工資補貼由香港特區政府防疫抗疫基金的「保就業」計劃授予用以支付僱員的工資。

本集團於2022年及2021年9月30日前符合所有附帶條件，並在簡明綜合中期收益表中確認。

8. Other gains – net

8. 其他利潤－淨額

		Six months ended 30 September	
		截至9月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Net exchange (losses)/gains	匯兌(虧損)/收益淨額	(7,722)	936
Gains on derecognition of lease liabilities in relation to previously impaired right-of-use assets (Note)	終止確認以往已減值的使用權資產相關之租賃負債收益(附註)	15,418	-
		7,696	936

Note:

In prior years, an impairment loss of right-of-use assets has been made for certain stores. During the period, the Group has closed some of these stores before the end of the leases. Accordingly, the lease liabilities and right-of-use assets of these leases in relation to early termination were derecognised, resulted in gains of HK\$15,418,000.

附註：

於過往年度，某些店舖之使用權資產已作出減值。期內，本集團在租賃終止前已關閉某些該等店舖。因此，有關該等租賃負債及使用權資產被提早終止確認時，產生收益為15,418,000港元。

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9. Expenses by nature

9. 按性質分類之開支

		Six months ended 30 September 截至9月30日止六個月	
		2022 HK\$'000 港幣千元	2021 HK\$'000 港幣千元
Cost of inventories sold	出售存貨成本	961,694	1,014,011
Employee benefit expenses (including directors' emoluments)	僱員福利開支(包括董事酬金)	334,630	329,655
Depreciation expenses	折舊開支		
– right-of-use assets (Note 15)	– 使用權資產(附註15)	129,917	145,687
– property, plant and equipment (Note 14)	– 物業、機器及設備(附註14)	31,439	41,398
Lease rentals in respect of land and buildings	土地及樓宇之經營租賃租金		
– lease rental for short-term leases	– 短期租賃之租賃租金	45,357	57,965
– contingent rent	– 或然租金	12,142	15,399
– rent concession related to COVID-19 (Note)	– 新冠病毒疫情相關租金減免(附註)	(12,822)	(17,004)
Building management fees, government rent and rates	樓宇管理費、地租及差餉	34,359	38,821
Advertising and promotion expenses	廣告及推廣開支	25,361	29,387
Transportation and delivery charges	運輸及遞送費用	24,723	22,992
Outsource warehouse handling expenses and platform charges	外判倉儲處理及支付平台費用	17,062	19,031
Utilities and telecommunication	公用設施及電訊	17,130	17,770
Provision/(reversal of provision) for slow moving inventories and shrinkage	滯銷存貨及損耗撥備/(撥備撥回)	15,495	(3,295)
Bank and credit card charges	銀行及信用卡收費	14,570	13,499
Repair and maintenance	維修及保養	10,764	11,645
Packaging expenses	包裝費用	8,502	5,511
Postage, printing and stationery	郵寄、印刷及文具	3,217	4,568
Auditors' remuneration	核數師酬金		
– audit services	– 核數服務	1,624	1,550
– non-audit services	– 非核數服務	394	295
Write-off of property, plant and equipment (Note 14)	物業、機器及設備撇賬(附註14)	1,101	577
Donations	捐款	694	839
Others	其他	38,383	35,684
		1,715,736	1,785,985
Representing:	組成如下：		
Cost of sales	銷售成本	977,189	1,010,716
Selling and distribution costs	銷售及分銷成本	614,052	653,669
Administrative expenses	行政費用	124,495	121,600
		1,715,736	1,785,985

Note:

During the six months ended 30 September 2022, rent concession related to COVID-19 amounted to HK\$12,822,000 (2021: HK\$17,004,000) was included in selling and distribution costs.

附註：

截至2022年9月30日止六個月，新冠病毒疫情相關租金減免金額為12,822,000港元(2021年：17,004,000港元)，已計入銷售及分銷成本。

10. Finance costs

10. 財務支出

		Six months ended 30 September 截至9月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest expenses on lease liabilities	租賃負債產生的利息費用	7,571	5,853
Interest expenses on bank borrowings	銀行借貸產生的利息費用	1,034	–
		8,605	5,853

11. Income tax expense

11. 所得稅支出

Hong Kong profits tax has been provided for at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits for the period. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rates of taxation prevailing in the countries in which the Group operates respectively.

香港利得稅乃按照本期間估計應課稅溢利以稅率16.5%(2021年：16.5%)提撥準備。海外溢利稅款則按本期間估計應課稅溢利以本集團經營業務國家之現行稅率計算。

		Six months ended 30 September 截至9月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current tax	本期稅項		
– Hong Kong profits tax	– 香港利得稅	1,046	1,527
– Overseas taxation	– 海外稅項	23	1,498
Deferred tax relating to origination and reversal of temporary differences	暫時差異之產生及撥回相關遞延稅項	8,826	(1,817)
		9,895	1,208

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12. Loss per share

- (a) Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue less the total number of shares held under the Share Award Scheme during the period.

		Six months ended 30 September	
		截至9月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(133,183)	(181,601)
Weighted average number of ordinary shares in issue less shares held under the Share Award Scheme during the period (thousands)	期內已發行普通股之加權平均數減去為股份獎勵計劃而持有的股份(千股)	3,101,789	3,101,533

- (b) For the six months ended 30 September 2022 and 2021, diluted loss per share equals to basic loss per share as the potential ordinary shares were not included in the calculation of diluted loss per share because they are anti-dilutive.

13. Dividend

The Board has resolved not to pay any interim dividend for the six months ended 30 September 2022 (2021: Nil).

12. 每股虧損

- (a) 每股基本虧損乃根據本公司擁有人應佔虧損除以期內已發行普通股之加權平均數，減去為股份獎勵計劃而持有的股份總數計算。

13. 股息

董事會決議不派發截至2022年9月30日止六個月之中期股息(2021年：無)。

14. Property, plant and equipment

14. 物業、機器及設備

		HK\$'000 港幣千元
Six months ended 30 September 2022	截至2022年9月30日止六個月	
Opening net book amount at 1 April 2022	於2022年4月1日之期初賬面淨值	202,138
Additions	添置	39,082
Write-off	撇賬	(1,101)
Depreciation	折舊	(31,439)
Exchange differences	匯兌差額	(1,238)
Closing net book amount at 30 September 2022	於2022年9月30日之期終賬面淨值	207,442
Six months ended 30 September 2021	截至2021年9月30日止六個月	
Opening net book amount at 1 April 2021	於2021年4月1日之期初賬面淨值	246,714
Additions	添置	26,710
Write-off	撇賬	(577)
Depreciation	折舊	(41,398)
Impairment losses	減值虧損	(547)
Exchange differences	匯兌差額	225
Closing net book amount at 30 September 2021	於2021年9月30日之期終賬面淨值	231,127

- (a) Depreciation expense of HK\$23,087,000 (2021: HK\$32,334,000) was included in selling and distribution costs and HK\$8,352,000 (2021: HK\$9,064,000) was included in administrative expenses.
- (a) 折舊開支23,087,000港元(2021年：32,334,000港元)已計入銷售及分銷成本及8,352,000港元(2021年：9,064,000港元)已計入行政費用。
- (b) Write-off of plant and equipment of HK\$520,000 (2021: HK\$577,000) was included in selling and distribution costs and HK\$581,000 (2021: Nil) was included in administrative expenses.
- (b) 物業、機器及設備之撇賬開支520,000港元(2021年：577,000港元)已計入銷售及分銷成本及581,000港元(2021年：無)已計入行政費用。
- (c) As at 30 September 2022, land and buildings with carrying value amounted to HK\$103,338,000 (2021: HK\$85,820,000) was pledged for banking facilities made available to the Group.
- (c) 於2022年9月30日，本集團於財務機構已作抵押予銀行融資的土地及樓宇賬面價值為103,338,000港元(2021年：85,820,000港元)。

14. Property, plant and equipment (continued)

- (d) As at 30 September 2022, net book amount of retail store assets represented property, plant and equipment and right-of-use assets amounting to HK\$48,512,000 (2021: HK\$61,500,000) and HK\$360,778,000 (2021: HK\$314,982,000) respectively. The Group regards each individual retail store as a separately identifiable cash-generating unit. Management carried out an impairment assessment for the retail store assets, including property, plant and equipment and right-of-use assets, which have an impairment indicator.

The carrying amount of the retail store assets is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The estimates of the recoverable amounts were based on value-in-use calculations using discounted cash flow projections based on the financial forecasts approved by management covering the remaining tenure of the lease, with major assumptions such as revenue growth rate, percentage change of running costs and gross profit margin. As a result, an impairment loss of property, plant and equipment and right-of use assets of HK\$547,000 and HK\$9,648,000 (Note 15) respectively were recognised in selling and distribution costs for the six months ended 30 September 2021.

Key assumptions used in the value-in-use calculations for the recoverable amount of retail store assets in Hong Kong and Macau SARs market are as follows:

Revenue growth rate: based on the estimated timing of easing quarantine restrictions at the borders and the consequential effect on the foot traffic of the Group's retail stores

Percentage change of running costs: based on the estimated change related to the Group's cost saving plan and measures

Gross profit margin: based on the historical data and change in product mix

14. 物業、機器及設備(續)

- (d) 於2022年9月30日，零售店舖資產由物業、機器及設備及使用權資產組成，其資產淨值分別為48,512,000港元(2021年：61,500,000港元)及360,778,000港元(2021年：314,982,000港元)。本集團視其個別零售店舖為可獨立識別現金產生單位。管理層對出現減值跡象的零售店舖資產包括物業、機器及設備及使用權資產進行減值評估。

倘零售店舖資產的賬面值大於其估計可收回金額，則該資產的賬面值撇減至其可收回金額。店舖資產的可收回金額乃根據管理層批准之涵蓋餘下租期的財務預測，採用貼現現金流量預測透過計算使用價值而釐定，並使用主要假設，例如收入增長率，營運成本變化百分比和毛利率。故此截至2021年9月30日止六個月，銷售及分銷成本已確認物業、機器及設備減值虧損及使用權資產減值虧損分別為547,000港元及9,648,000港元(附註15)。

對於香港和澳門特區市場之零售店舖資產可收回金額的使用價值計算中使用的主要假設如下：

收入增長率：根據放寬邊境檢疫限制的時間及對本集團零售店舖人流量的相應影響的估計

營運成本變化百分比：根據本集團成本減省計劃和措施有關的估計變化

毛利率：根據歷史數據和產品組合的變化

15. Right-of-use assets

15. 使用權資產

		HK\$'000 港幣千元
Six months ended 30 September 2022	截至2022年9月30日止六個月	
Opening net book amount at 1 April 2022	2022年4月1日期初賬面淨值	344,752
Inception of lease contracts	簽訂租賃合同	311,128
Adjustment for lease modification	租賃修改調整	(5,498)
Depreciation	折舊	(129,917)
Exchange differences	匯兌差額	(2,736)
Closing net book amount at 30 September 2022	於2022年9月30日之期終賬面淨值	517,729
Six months ended 30 September 2021	截至2021年9月30日止六個月	
Opening net book amount at 1 April 2021	2021年4月1日期初賬面淨值	457,242
Inception of lease contracts	簽訂租賃合同	131,756
Reassessment of lease term	重新評估租賃條款	(25,569)
Adjustment for lease modification	租賃修改調整	189
Depreciation	折舊	(145,687)
Impairment losses	減值虧損	(9,648)
Exchange differences	匯兌差額	300
Closing net book amount at 30 September 2021	於2021年9月30日之期終賬面淨值	408,583

During the six months ended 30 September 2022, depreciation of right-of-use assets of HK\$126,099,000 (2021: HK\$142,240,000) was included in selling and distribution costs, HK\$3,818,000 (2021: HK\$3,447,000) was included in administrative expenses.

For details of impairment losses on right-of-use assets, refer to Note 14(d).

截至2022年9月30日止六個月，使用權資產折舊126,099,000港元(2021年：142,240,000港元)已計入銷售及分銷成本及3,818,000港元(2021年：3,447,000港元)已計入行政費用。

有關使用權資產減值虧損的詳情，請參見附註14(d)。

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16. Rental deposits and other assets

		30 September	31 March
		9月30日	3月31日
		2022	2022
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Rental and other deposits	租金及其他按金	61,073	80,828
Others	其他	5,552	5,552
		66,625	86,380

Rental deposits are carried at amortised cost using the effective interest rate of 0.44% to 1.79% per annum (31 March 2022: 0.44% to 1.79% per annum). As at 30 September 2022, the carrying amounts of rental deposits approximate their fair values.

租金按金採用實際年利率0.44厘至1.79厘(2022年3月31日：年利率0.44厘至1.79厘)按攤銷成本列賬。於2022年9月30日，租金按金之賬面值與其公平值相若。

17. Inventories

		30 September	31 March
		9月30日	3月31日
		2022	2022
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Merchandise for resale	採購以供轉售之存貨	664,593	747,946

17. 存貨

18. Trade receivables

The Group's turnover comprises mainly cash sales and credit card sales. Certain wholesale customers are granted credit terms ranging from 7 to 120 days. The ageing analysis of trade receivables by invoice date is as follows:

		30 September	31 March
		9月30日	3月31日
		2022	2022
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within 1 month	一個月內	40,247	46,955
1 to 3 months	一至三個月	7,396	18,607
Over 3 months	超過三個月	10,223	7,652
		57,866	73,214

18. 應收賬款

本集團營業額主要包括現金銷售及信用卡銷售。若干批發客戶獲給予7至120天信貸期。按發票日期之應收賬款的賬齡分析如下：

The carrying amounts of trade receivables approximate their fair values.

應收賬款之賬面值與其公平值相若。

19. Other receivables, deposits and prepayments

19. 其他應收款項、按金及預付款項

		30 September	31 March
		9月30日	3月31日
		2022	2022
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Rental and utilities deposits	租金及公用設施按金	77,549	77,882
Other receivables and payment in advance	其他應收款項及預先付款	60,983	53,086
Prepayments	預付款項	21,445	27,885
Other deposits	其他按金	18,229	21,276
		178,206	180,129

The carrying amounts of other receivables and deposits approximate their fair values.

其他應收款項及按金之賬面值與其公平值相若。

20. Trade payables

20. 應付賬款

The ageing analysis of trade payables by invoice date is as follows:

按發票日期之應付賬款的賬齡分析如下：

		30 September	31 March
		9月30日	3月31日
		2022	2022
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within 1 month	一個月內	181,781	163,757
1 to 3 months	一至三個月	70,463	79,956
Over 3 months	超過三個月	26,482	35,466
		278,726	279,179

The carrying amounts of trade payables approximate their fair values.

應付賬款之賬面值與其公平值相若。

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21. Other payables and accruals

		30 September 9月30日 2022 HK\$'000 港幣千元	31 March 3月31日 2022 HK\$'000 港幣千元
Accrued staff costs	應計員工成本	80,314	58,013
Contract liabilities	合同負債	24,346	25,543
Accrued reinstatement costs	應計復原開支	21,353	22,545
Value-added tax and other tax payables	增值稅及其他應付稅項	20,320	16,729
Accrued capital expenditure	應計資本開支	18,021	11,095
Accrued transportation expenses	應計運輸開支	9,825	10,821
Accrued advertising and promotion expenses	應計廣告及推廣開支	9,619	8,338
Accrued rental related expenses	應計租金相關開支	8,922	3,630
Accrued repair & maintenance	應計維修及保養	5,163	5,135
Accrued utilities and telecommunication	應計公用設施及電訊	3,773	4,273
Other payables and accruals	其他應付款項及應計費用	34,676	46,344
		236,332	212,466

21. 其他應付款項及應計費用

22. Borrowings

		30 September 9月30日 2022 HK\$'000 港幣千元	31 March 3月31日 2022 HK\$'000 港幣千元
Secured:	有抵押：		
Bank borrowings	銀行借貸	80,000	80,000
Total secured borrowings	抵押借貸總額	80,000	80,000
Unsecured:	無抵押：		
Bank borrowings	銀行借貸	-	20,000
Trust receipt loans	信託收據貸款	-	2,484
Total unsecured borrowings	無抵押借貸總額	-	22,484
Total borrowings	借貸總額	80,000	102,484

22. 借貸

As at 30 September 2022, the maturity of borrowings based on scheduled repayment dates is within one to two year and contain a repayment-on-demand clause, it is classified as current liabilities.

As at 30 September 2022, no trust receipt loans was outstanding (31 March 2022: interest rate for trust receipt loans was 1.58% per annum). The bank borrowings were at interest rate ranging from 3.00% to 3.96% per annum (31 March 2022: ranging from 1.29% to 1.64% per annum) and were denominated in HK\$.

The carrying amounts of borrowings approximate their fair values.

As at 30 September 2022, land and buildings with carrying value amounted to HK\$103,338,000 (31 March 2022: HK\$106,110,000) was pledged for banking facilities made available to the Group.

於2022年9月30日，基於還款期在一年至兩年內及包含按需要還款條款，於是被分類為流動負債。

於2022年9月30日，本集團並無未償還之信託收據貸款(2022年3月31日：信託收據貸款年利率為1.58厘)。銀行借貸年利率介乎3.00厘至3.96厘(2022年3月31日：介乎1.29厘至1.64厘)及以港元計值。

借貸之賬面值與其公平值相若。

於2022年9月30日，本集團已作抵押予銀行融資的土地及樓宇賬面價值為103,338,000港元(2022年3月31日：106,110,000港元)。

23. Share capital

23. 股本

		No. of shares 股份數目	HK\$'000 港幣千元
Authorised shares of HK\$0.1 each	每股面值0.1港元之法定股份		
At 30 September and 31 March 2022	於2022年9月30日及3月31日	8,000,000,000	800,000
Issued and fully paid shares of HK\$0.1 each	每股面值0.1港元之已發行及繳足股份		
At 30 September and 31 March 2022	於2022年9月30日及3月31日	3,103,189,458	310,319

(a) Share options

The outstanding share options of the Company were granted under the 2012 Share Option Scheme.

During the six months ended 30 September 2022 and 30 September 2021, no share option was granted under the 2012 Share Option Scheme.

The 2012 Share Option Scheme expired on 23 August 2022. Following the expiration of the 2012 Share Option Scheme, the Company adopted a new share option scheme (the "2022 Share Option Scheme") on 31 August 2022. Up to 30 September 2022, no share option was granted under the 2022 Share Option Scheme.

Movements in the number of share options outstanding are as follows:

(a) 購股權

本公司尚未行使之購股權乃根據2012年購股權計劃授出。

於截至2022年9月30日及2021年9月30日止六個月，並無根據2012年購股權計劃授出任何購股權。

2012年購股權計劃已於2022年8月23日失效。隨著2012年購股權計劃失效，本公司於2022年8月31日採納了一個新購股權計劃（「2022年購股權計劃」）。直至2022年9月30日，並無根據2022年購股權計劃授出任何購股權。

尚未行使之購股權數目變動如下：

		No. of share options period ended 30 September 截至9月30日期間 購股權數目	
		2022	2021
At 1 April	於4月1日	6,027,000	30,467,988
Lapsed	失效	(2,614,000)	(1,981,000)
At 30 September	於9月30日	3,413,000	28,486,988
Lapsed	失效		(22,459,988)
At 31 March	於3月31日		6,027,000

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23. Share capital (continued)

(a) Share options (continued)

The expiry dates and subscription prices of the share options outstanding as at 30 September 2022 and 30 September 2021 are set out as follows:

Expiry dates 到期日		Subscription price per Share 每股認購價 (HK\$) (港元)	No. of share options outstanding as at 30 September 於9月30日之尚未行使購股權數目		
			2022	2021	
2002 Share Option Scheme		2002年購股權計劃			
28 February 2022	2022年2月28日	4.77	-	22,145,988	
28 June 2022	2022年6月28日	4.85	-	2,532,000	
2012 Share Option Scheme		2012年購股權計劃			
20 June 2023	2023年6月20日	8.07	3,113,000	3,509,000	
12 April 2028	2028年4月12日	4.65	300,000	300,000	
			3,413,000	28,486,988	
Weighted average remaining contractual life of options outstanding at end of period		於期末未獲行使購股權之 加權平均剩餘年期		1.15 years 1.15年	0.67 years 0.67年

23. 股本(續)

(a) 購股權(續)

於2022年9月30日及2021年9月30日尚未行使之購股權之到期日及認購價如下：

23. Share capital (continued)

(b) Share award

Pursuant to a resolution of the Board dated 11 April 2014, the Board approved the adoption of the Share Award Scheme under which shares of the Company may be awarded to selected employees for no cash consideration in accordance with its absolute discretion. The Share Award Scheme operates for 15 years starting from 11 April 2014. The maximum number of shares which may be awarded to any selected employee under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company. The awarded shares are to be vested after the selected employee completed a period of services in the Group from one week to three years from the grant date.

A trust has been set up and fully funded by the Company for the purpose of purchasing, administrating and holding the Company's shares for the Share Award Scheme. The total number of shares to be awarded under the Share Award Scheme is limited to 5% of the issued share capital of the Company.

During the six months ended 30 September 2022 and 30 September 2021, no share was acquired by the Company.

Movements in the number of shares awarded:

		Number of awarded shares as at 30 September	
		於9月30日之 獎勵股份數目	
		2022	2021
At 1 April	於4月1日	345,000	455,000
Vested	歸屬	(165,000)	(105,000)
Lapsed	失效	(50,000)	(15,000)
At 30 September	於9月30日	130,000	335,000

Note: The fair value of awarded shares was determined with reference to market price of the Company's shares at the grant date. No share was awarded during the six months ended 30 September 2022 and 30 September 2021.

23. 股本(續)

(b) 股份獎勵

根據日期為2014年4月11日之董事會決議案，董事會批准採納股份獎勵計劃。據此，其可酌情決定以無現金代價向經甄選僱員授予本公司股份。股份獎勵計劃自2014年4月11日起計為期15年。根據股份獎勵計劃可能授予個別經甄選僱員的最高股份數目不得超過本公司不時的已發行股本之1%。獎勵股份須經甄選僱員在授予日期後一星期至三年內於本集團完成服務任期後歸屬。

本公司已設立一項信託並為該信託提供全數資金，以就股份獎勵計劃購買、管理及持有本公司股份。根據股份獎勵計劃授出的股份總數將以本公司已發行股本之5%為限。

於截至2022年9月30日及2021年9月30日止六個月，本公司並無購入任何股份。

獎勵股份數目之變動：

附註：獎勵股份的公平值乃參考於授予日期本公司股份市價釐定。於截至2022年9月30日及2021年9月30日止六個月內並無授出任何股份。

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23. Share capital (continued)

(b) Share award (continued)

Details of the awarded shares outstanding as at 30 September 2022 were set out as follows:

Date of award 授予日期	Average fair value per share 每股 平均 公平值 (HK\$) (港元)	Vesting period* 歸屬期*	Number of awarded shares 獎勵股份數目			
			Outstanding as at 1 April 2022 於2022年 4月1日 未歸屬	Vested during the period 於期內歸屬	Lapsed during the period 於期內失效	Outstanding as at 30 September 2022 於2022年 9月30日 未歸屬
21 Jun 2019 2019年6月21日	2.25	21 Jun 2019 to 30 Jun 2022 2019年6月21日至2022年6月30日	125,000	(125,000)	-	-
9 Oct 2020 2020年10月9日	1.31	9 Oct 2020 to 30 Sep 2023 2020年10月9日至2023年9月30日	130,000	(15,000)	-	115,000
16 Dec 2021 2021年12月16日	1.68	16 Dec 2021 to 17 Nov 2023 2021年12月16日至2023年11月17日	75,000	(25,000)	(50,000)	-
9 Mar 2022 2022年3月9日	1.30	9 Mar 2022 to 21 Feb 2023 2022年3月9日至2023年2月21日	15,000	-	-	15,000
			345,000	(165,000)	(50,000)	130,000

* The period during which all the specific vesting conditions of the awarded shares are to be satisfied.

於2022年9月30日尚未歸屬之獎勵股份詳情載列如下：

(b) 股份獎勵(續)

* 為達成所有獎勵股份歸屬條件之期間。

(c) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were as follows:

		2022 HK\$'000 港幣千元	2021 HK\$'000 港幣千元
Expenses recognised by share option scheme	因購股權計劃產生的支出	-	-
Expenses recognised by share award scheme	因股份獎勵計劃產生的支出	67	146
		67	146

(c) 以股份為基礎之付款交易產生的費用

本期間確認以股份為基礎之付款交易產生的總費用作為一部分僱員福利開支如下：

24. Cash generated from operations

24. 經營業務產生之現金

		Six months ended 30 September	
		截至9月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Loss for the period	期內虧損	(133,183)	(181,601)
Adjustments for:	就下列項目調整：		
– Income tax expense	– 所得稅支出	9,895	1,208
– Depreciation of property, plant and equipment	– 物業、機器及設備折舊	31,439	41,398
– Depreciation of right-of-use assets	– 使用權資產折舊	129,917	145,687
– Provision/(reversal of provision) for slow moving inventories and shrinkage	– 滯銷存貨及損耗撥備／(撥備撥回)	15,495	(3,295)
– Impairment of property, plant and equipment	– 物業、機器及設備減值	–	547
– Impairment of right-of-use assets	– 使用權資產減值	–	9,648
– Write-off of property, plant and equipment	– 物業、機器及設備撇帳	1,101	577
– Gains on derecognition of lease liabilities in relation to previously impaired right-of-use assets	– 終止確認以往已減值的使用權資產相關之租賃負債收益	(15,418)	–
– Losses/(gains) on lease modification	– 租賃修改調整之虧損／(收益)	181	(298)
– Share-based payment	– 以股份為基礎之付款	67	146
– Finance costs	– 財務支出	8,605	5,853
– Finance income	– 財務收入	(1,177)	(1,567)
		46,922	18,303
Changes in working capital:	營運資金變動：		
– Inventories	– 存貨	56,289	(59,052)
– Trade receivables	– 應收賬款	15,348	14,672
– Other receivables, deposits and prepayments	– 其他應收款項、按金及預付款項	22,093	7,740
– Trade payables	– 應付賬款	(453)	(25,342)
– Other payables, accruals and retirement benefit obligations	– 其他應付款項、應計費用及退休福利承擔	13,441	27,637
Cash generated from/(used in) operations	經營業務產生／(所用)之現金	153,640	(16,042)

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25. Commitments

Capital commitments in respect of acquisition of property, plant and equipment

		30 September	31 March
		9月30日	3月31日
		2022	2022
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Contracted but not provided for	已簽約但未撥備	6,406	26,502

25. 承擔

購買物業、機器及設備之資本承擔

26. Significant related party transactions

a) Transactions with related party

		Six months ended 30 September	
		截至9月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Purchase of goods from an entity owned by the immediate family member of executive director	從執行董事的直系親屬擁有的公司購買商品	1,616	350
Rental paid to an entity wholly owned by executive directors	租金付予執行董事全資擁有之公司	520	1,004

26. 重大關連人士交易

a) 與關連人士之交易

The related party transaction was conducted in accordance with terms mutually agreed with related party and in the ordinary course of business.

A revolving loan facility of up to HK\$200,000,000 was also made available to the Group on 31 March 2022 by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor, the executive directors and controlling shareholders of the Company. The facility is valid until 30 March 2024. All outstanding amounts under the facility shall carry interest at the rate of Hong Kong Interbank Offered Rate plus 1.35% per annum.

所有關聯方交易乃根據與關聯方相互協定的條款於日常業務過程中進行。

集團更於2022年3月31日獲得公司執行董事及控股股東郭少明博士及郭羅桂珍博士提供最高200,000,000港元的循環貸款，該融資有效期至2024年3月30日。該融資下的所有未償還款項按香港銀行同業拆息加以年利率1.35厘計息。

26. Significant related party transactions (continued)

b) Key management compensation

Key management, including executive directors, senior management and other key management personnel, represents individual who has authority and responsibility for planning, directing and controlling the activities of the Group.

Key management compensation is disclosed as follows:

		Six months ended 30 September	
		截至9月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Directors' fees	董事酬金	586	586
Basic salaries, housing allowances, other allowances and benefits-in-kind	基本薪金、房屋津貼、其他津貼及實物利益	14,370	13,035
Retirement benefit costs	退休福利成本	437	481
Share-based payment	以股份為基礎之付款	86	163
		15,479	14,265

c) Interest of directors

None of the directors received any termination benefits during the period ended 30 September 2022 (2021: Nil). During the period ended 30 September 2022, the Group did not pay consideration to any third parties for making available directors' services. As at 30 September 2022, there are no loans, quasi-loans or other dealings in favour of directors, their controlled bodies corporate and connected entities (2021: Nil). During the period and at the period end, no director of the Company had or has a material interest, directly or indirectly, in any significant transactions, arrangements and contracts in relation to the Group's business to which the Group was or is a party (2021: Nil).

26. 重大關連人士交易(續)

b) 主要管理人員之酬金

主要管理人員(包括執行董事、高級管理層及其他主要管理人員)指於作出財政及營運決定時有能力直接或間接控制或共同控制另一方或對另一方施予重大影響力之人士。

主要管理人員之酬金如下：

		Six months ended 30 September	
		截至9月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		港幣千元	港幣千元

c) 董事權益

截至2022年9月30日止期內，概無董事收取任何離職福利(2021年：無)。截至2022年9月30日止期內，本集團並無向任何第三方支付代價以提供董事服務。於2022年9月30日，集團並無向董事、其控制的法人團體及關連實體提供貸款、類似貸款或進行該等人士受惠的其他交易(2021年：無)。於期內及期終，公司並沒有董事在與集團曾經或現正參與的業務有關的任何重大交易、安排及合約中曾經或現正直接擁有重大權益(2021年：無)。