



利·寶·閣

Star of Canton Restaurant

Li Bao Ge Group Limited

利寶閣集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號: 1869



2020

Annual Report 年報



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CORPORATE INFORMATION

公司資料

Directors

Executive Directors:

Mr. Chan Chun Kit
(Chairman of the Board and Chief Executive Officer)
Ms. Chan Josephine Wai Sze
(appointed on 7 January 2020)
Ms. Zhu Xueqin (appointed on 7 January 2020)
Mr. Lam Kwok Leung Peter (resigned on 16 May 2020)
Mr. Wong Ka Wai (resigned on 24 June 2020)

Non-executive Director:

Mr. Chow Yiu Pong David
(re-designated from executive Director on 7 January 2020)

Independent Non-executive Directors:

Prof. Wong Lung Tak Patrick
Mr. Yuen Ching Bor Stephen (appointed on 7 January 2020)
Mr. Kan Sze King Kenneth (appointed on 1 September 2020)
Mr. Liu Chi Keung (resigned on 1 September 2020)
Mr. Tam Tak Kei Raymond (resigned on 14 February 2020)

Audit Committee

Prof. Wong Lung Tak Patrick (Chairman)
Mr. Yuen Ching Bor Stephen (appointed on 7 January 2020)
Mr. Kan Sze King Kenneth (appointed on 1 September 2020)
Mr. Liu Chi Keung (resigned on 1 September 2020)
Mr. Tam Tak Kei Raymond (resigned on 14 February 2020)

Remuneration Committee

Mr. Yuen Ching Bor Stephen (appointed as a member
on 7 January 2020, and as the Chairman on
14 February 2020)
Mr. Chan Chun Kit
Mr. Kan Sze King Kenneth (appointed on 1 September 2020)
Mr. Tam Tak Kei Raymond (resigned on 14 February 2020)
Mr. Liu Chi Keung (resigned on 1 September 2020)

董事

執行董事：

陳振傑先生
(董事會主席兼行政總裁)
陳瑋詩女士
(於二零二零年一月七日獲委任)
朱雪琴女士(於二零二零年一月七日獲委任)
林國良先生(於二零二零年五月十六日辭任)
王家惠先生
(於二零二零年六月二十四日辭任)

非執行董事：

周耀邦先生
(於二零二零年一月七日由執行董事調任)

獨立非執行董事：

黃龍德教授
袁靖波先生(於二零二零年一月七日獲委任)
簡士勁先生(於二零二零年九月一日獲委任)
廖志強先生(於二零二零年九月一日辭任)
譚德機先生(於二零二零年二月十四日辭任)

審核委員會

黃龍德教授(主席)
袁靖波先生(於二零二零年一月七日獲委任)
簡士勁先生(於二零二零年九月一日獲委任)
廖志強先生(於二零二零年九月一日辭任)
譚德機先生(於二零二零年二月十四日辭任)

薪酬委員會

袁靖波先生(於二零二零年一月七日獲委任
為成員並於二零二零年二月十四日獲
委任為主席)
陳振傑先生
簡士勁先生(於二零二零年九月一日獲委任)
譚德機先生(於二零二零年二月十四日辭任)
廖志強先生(於二零二零年九月一日辭任)

CORPORATE INFORMATION (Continued)

公司資料 (續)

Nomination Committee

Mr. Chan Chun Kit (*Chairman*)
Mr. Yuen Ching Bor Stephen (*appointed on 7 January 2020*)
Mr. Kan Sze King Kenneth (*appointed on 1 September 2020*)
Mr. Liu Chi Keung (*resigned on 1 September 2020*)
Mr. Tam Tak Kei Raymond (*resigned on 14 February 2020*)

Legal Compliance Committee

Prof. Wong Lung Tak Patrick (*Chairman*)
Mr. Yuen Ching Bor Stephen (*appointed on 7 January 2020*)
Mr. Kan Sze King Kenneth (*appointed on 1 September 2020*)
Mr. Liu Chi Keung (*resigned on 1 September 2020*)
Mr. Tam Tak Kei Raymond (*resigned on 14 February 2020*)
Mr. Lam Kwok Leung Peter (*resigned on 16 May 2020*)
Mr. Poon Yick Pang, Philip (*resigned on 1 October 2020*)

Company Secretary

Ms. Leung Ho Yee (*appointed on 1 October 2020*)
Mr. Poon Yick Pang, Philip (*resigned on 1 October 2020*)

Authorised Representatives

Mr. Chan Chun Kit
Mr. Poon Yick Pang, Philip (*resigned on 1 October 2020*)
Ms. Leung Ho Yee (*appointed on 1 October 2020*)

Registered Office

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head Office And Principal Place of Business in Hong Kong

Room B, 5/F
On Fat Industrial Building
12-18 Kwai Wing Road
Kwai Chung, New Territories
Hong Kong

提名委員會

陳振傑先生 (*主席*)
袁靖波先生 (*於二零二零年一月七日獲委任*)
簡士勁先生 (*於二零二零年九月一日獲委任*)
廖志強先生 (*於二零二零年九月一日辭任*)
譚德機先生 (*於二零二零年二月十四日辭任*)

法律合規委員會

黃龍德教授 (*主席*)
袁靖波先生 (*於二零二零年一月七日獲委任*)
簡士勁先生 (*於二零二零年九月一日獲委任*)
廖志強先生 (*於二零二零年九月一日辭任*)
譚德機先生 (*於二零二零年二月十四日辭任*)
林國良先生 (*於二零二零年五月十六日辭任*)
潘翼鵬先生 (*於二零二零年十月一日辭任*)

公司秘書

梁可怡女士 (*於二零二零年十月一日獲委任*)
潘翼鵬先生 (*於二零二零年十月一日辭任*)

授權代表

陳振傑先生
潘翼鵬先生 (*於二零二零年十月一日辭任*)
梁可怡女士 (*於二零二零年十月一日獲委任*)

註冊辦事處

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

總辦事處及香港主要營業地點

香港
新界葵涌
葵榮路12-18號
安發工業大廈
5樓B室



CORPORATE INFORMATION (Continued)

公司資料 (續)

Principal Share Registrar and Transfer Office in the Cayman Islands

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Branch Share Registrar and Transfer Office in Hong Kong

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

Legal Adviser to the Company as to Hong Kong Law

Loong & Yeung

Principal Bankers

Hang Seng Bank
Bank of China (Hong Kong)
China CITIC Bank

Auditor

Ting Ho Kwan & Chan CPA Limited
Public Interest Entity Auditor
registered in accordance with
the Financial Reporting Council Ordinance

Stock Code

1869

Company's Website

<http://www.starofcanton.com.hk>

開曼群島主要股份過戶登記處

Windward 3, Regatta Office Park
PO 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
香港
皇后大道東 183 號
合和中心 54 樓

本公司的香港法律顧問

龍炳坤、楊永安律師行

主要往來銀行

恒生銀行
中國銀行(香港)
中信銀行

核數師

丁何關陳會計師事務所有限公司
於《財務匯報局條例》下的
註冊公眾利益實體核數師

股份代號

1869

公司網站

<http://www.starofcanton.com.hk>

CHAIRMAN'S STATEMENT

主席報告

On behalf of the board (the “Board”) of directors (the “Directors”) of Li Bao Ge Group Limited (the “Company”, together with its subsidiaries, collectively known as the “Group”), I hereby present to the shareholders of the Company (the “Shareholders”) the audited consolidated results of the Group for the year ended 31 December 2020 together with the comparative figures for the corresponding period in 2019 as set out below for their consideration. Unless otherwise specified, terms used herein shall have the same meanings as those defined in the Company’s prospectus dated 24 June 2016 (the “Prospectus”).

Business Review

The operating environment of the catering industry was continued to take a down turn in 2020 with the outbreak of coronavirus disease 2019 (“COVID-19”). Many of our operations were restricted due to the anti-infection measures implemented in Hong Kong and China which further escalating business pressure on the Group. During the year under review, the Group’s total revenue amounted to approximately HK\$236.4 million (2019: approximately HK\$352.9 million), a year-on-year decrease of approximately 33.0%. Loss attributable to owners of the Company amounted to approximately HK\$39.8 million (2019: approximately HK\$59.3 million in profits) during the year. For financial review, please refer to the section “Management Discussion and Analysis” in this annual report.

During the year under review, the Group generated revenue primarily from Cantonese restaurants operating in Hong Kong and Shenzhen. In view of the flourishing online catering market in the PRC, the Group was striving to look for diversification and exploring new business opportunities as well while consolidating its own principal business. At the end of year 2019 and the beginning of year 2020, the Group announced respectively that it successfully entered into cooperation agreements with Shenzhen Freshippo Network Technology Co., Ltd. and Shanghai Freshippo Network Technology Co., Ltd. (collectively, the “Freshippo”), the new retail flagships of Alibaba Group, to work together on developing the enormous online to offline (“O2O”) catering market in the PRC by launching a Li Bao Ge store-in-store on Freshippo platform in Shenzhen and Shanghai, which enabled the Group to both benefit from the huge consumer flow attracted by Freshippo itself, and launch the O2O business on Freshippo platform.

本人謹代表利寶閣集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）董事（「董事」）會（「董事會」），向本公司股東（「股東」）提呈本集團截至二零二零年十二月三十一日止年度的經審核綜合業績連同二零一九年同期比較數字載列如下以供考慮。除非另有定義，否則本報告所使用的詞彙與本公司日期為二零一六年六月二十四日的招股章程（「招股章程」）所定義的詞彙具有相同涵義。

業務回顧

二零二零年香港餐飲業的經營環境因2019冠狀病毒病（「COVID-19」）疫情而持續下行趨勢，我們的大部份經營活動因香港及中國實施防止感染措施而受到限制，使本集團的經營壓力加劇。回顧年內本集團錄得總收益約236.4百萬港元（二零一九年：約352.9百萬港元），按年下跌約33.0%，年內本公司擁有人應佔虧損約39.8百萬港元（二零一九年：約59.3百萬港元）。有關財務回顧詳見本年報「管理層討論及分析」一節。

回顧年內，本集團的主要收入來自香港和深圳經營的粵菜酒樓。有見於中國線上餐飲市場的發展愈來愈蓬勃，本集團在鞏固本業的同時，也一直致力尋求多元化發展，探索新的發展機遇。本集團於二零一九年年底及二零二零年年初分別宣佈成功與阿里巴巴集團旗下新零售旗艦深圳盒馬網絡科技有限公司及上海盒馬網絡科技有限公司（統稱「盒馬」）簽訂合作協議，共同開拓中國龐大的線上線下（「O2O」）餐飲市場，在深圳及上海的盒馬平台內開設利寶閣店中店，一方面可以受惠於盒馬本身吸引的龐大客流量，另方面亦可利用盒馬的網絡平台開展O2O業務。



CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

On the fast-growing Freshippo physical and online platforms, the Group was able to launch a business diversification plan and complement its own capital-intensive business model featuring large-scale Cantonese restaurants by incorporating a business model that featured asset-light O2O integrated light meal catering. The first Li Bao Ge Freshippo store-in-store (Nankang Store) opened in Longhua New District, Shenzhen in the fourth quarter of 2019, turning a new chapter for Li Bao Ge's business diversification. As the collaboration between the Group and Freshippo began at the end of year 2019, the effectiveness of the new business model is expected to reveal gradually in the future.

Future Outlook

The economic environment remains very uncertain this year due to the outbreak of the COVID-19 in China and Hong Kong since January 2020 creating a particularly severe impact on the catering and retail industries. Amid this adversity, the Group has been paying close attention to the development of the COVID-19 and making efforts to prevent and control the spread of the virus.

In an attempt to further expand the market with high spending power and high growth in Mainland China, following the access to the O2O market in Shenzhen and other cities in the Greater Bay Area with the asset-light business model at the end of year 2019, the Group announced the acquisition of 70% of shares in Yaoliang (Shanghai) Food Co., Ltd., the brand owner and operator of Shanghai Sun Kau Kee, in early 2020. Shanghai Sun Kau Kee operates more than 30 stores-in-stores on Shanghai Freshippo. These stores mainly sell roasted meat. The acquisition was completed in July 2020, it will both deepen the Group's collaboration with Freshippo and enable the Group, after moving into Shanghai's catering market, to further expand its business in East China and increase the number of outlets in the first- and second-tier cities in the PRC by using Shanghai as an access point to generate a diverse source of revenue and establish a more stable operating revenue base.

透過盒馬迅速發展的實體及線上平台，本集團得以展開業務多元化拓展的計劃，並與本身資本密集的大型粵菜酒樓經營方式互補，加入輕資產O2O一體化的輕膳餐飲營運模式。首間利寶閣盒馬店中店(南康店)亦已於二零一九年第四季於深圳龍華新區隆重開業，為利寶閣的企業多元化發展掀開新篇章。由於本集團與盒馬的合作始於二零一九年年底，有關新商業模式的成效可望於未來的日子逐步體現。

展望

今年的經濟環境仍然充滿變數，自二零二零年一月起，中港兩地爆發COVID-19，對餐飲零售業的影響尤為嚴峻。面對逆境，本集團迎難而上，一直密切注視COVID-19發展，並致力防控病毒擴散。

為了進一步開拓中國內地高消費力及高增長的市場，繼二零一九年年底開始以輕資產商業模式進入深圳以至大灣區其他城市的O2O市場後，本集團於二零二零年初公佈收購上海新玖記的品牌擁有人和營運商耀良(上海)食品有限公司70%股份。上海新玖記於上海盒馬營運超過30間店中店，主要銷售燒味食品。該收購交易於二零二零年七月完成。此項收購既可深化本集團與盒馬的合作關係，同時也令本集團進軍上海餐飲市場後，有望進一步以上海市為切入點，開拓華東地區的業務，增加在中國一、二線城市的據點，建立多元化的收入來源及更穩健的營收基礎。

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

The Group believes the economic outlook remains very challenging in the short term, complicated with a tough business environment for the catering industry. However, by leveraging its ongoing innovation and reform programmes, and with the strong assistance of Freshippo, the Group has worked out a comprehensive strategy for its medium- and long-term development. When external uncertainties are eliminated, the Group's business is expected to recover quickly and soar again. With the expected resumption of full operation of the Group's restaurants and the gradual reopening of economy in Hong Kong and China, the Group currently expects its financial performance in 2021 will improve as compared to the same period in 2020.

Appreciation

I would like to express my heartfelt gratitude to all of our business partners, staff, investors and customers for their support. The Group will continue to work tirelessly to boost the sustainable development of the overall business.

Chan Chun Kit

Chairman and Executive Director

Hong Kong, 30 March 2021

本集團相信短期而言經濟前景仍然挑戰重重，餐飲業的經營環境艱巨。然而，憑藉不斷創新變革，以及在盒馬的強大助力下，本集團已為中長線發展作出全面的佈局，待外圍不明朗因素消除後，本集團的業務可望加快復原，再次展翅高飛。隨著本集團旗下酒樓有望全面恢復運營，並且香港和中國經濟逐步重開，本集團現時預計二零二一年的財務表現將較二零二零年同期有所改善。

致謝

在此，本人衷心感謝所有業務夥伴、員工、投資者和顧客的支持。本集團會繼續努力不懈，推動整體業務的可持續發展。

陳振傑

主席兼執行董事

香港，二零二一年三月三十日



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Business and Operational Review

The Group is a Chinese restaurant group recognised for delivering Cantonese cuisine and Chinese banquet and dining services.

For the year ended 31 December 2020, the Group operated five full-service restaurants in Hong Kong under the brand name of “Star of Canton (利寶閣)” (including the Sheung Wan Restaurant which was closed in February 2020), a Thai cuisine restaurant in Hong Kong, which was opened in June 2019, under the brand name of “La Maison D’ Elephant (象屋)” (the “Thai (Mongkok) Restaurant”) in a shopping mall in Mongkok district, three full-service restaurants in Shenzhen, the PRC under the brand name of “Star of Canton (利寶閣)”, and twenty-five food counters in Shenzhen and Shanghai, the PRC under the brand names of “Star of Canton (利寶閣)” and “Sun Kau Kee (新玖記)”. The Group also operated a Jingchuanhu cuisine restaurant in Hong Kong under the brand name of “Beijing House (京香閣)”. However, due to continued unsatisfactory customer visit, and the unfavourable market conditions, the Group ceased the operation of the Sheung Wan Restaurant and the Beijing House Restaurant in February 2020 to avoid further loss and make available the occupied working capital for other operation needs of the Group. For details, please refer to the Company’s announcement dated 3 March 2020. All of the Group’s restaurants are strategically situated in landmark shopping arcades or commercial complexes at prime locations. The Group maintains a business philosophy of offering quality food and services at reasonable prices in an elegant and comfortable dining setting. All of the Group’s restaurants target at mid-to-high end spending customers.

業務及營運回顧

本集團為一家以提供粵菜佳餚、中式筵席及餐飲服務而為顧客津津樂道的中式餐飲集團。

截至二零二零年十二月三十一日止年度，本集團以「利寶閣」品牌名稱（包括於二零二零年二月結業的上環酒樓）於香港經營五間提供全套服務的酒樓，以「象屋」品牌名稱於香港旺角區商場經營一間泰式料理餐廳（「泰式（旺角）餐廳」）（於二零一九年六月開業），以「利寶閣」品牌名稱於中國深圳經營三間提供全套服務的酒樓，並以「利寶閣」和「新玖記」品牌名稱於中國深圳和上海經營二十五間食品店舖。本集團亦以「京香閣」品牌於香港營運一間京川滬菜酒樓。然而，由於客流到訪人次未如理想，且市況欠佳，本集團於二零二零年二月暫停上環酒樓與京香閣酒樓的營運，以免再度蒙受損失，並將現有所用的營運資金用於本集團其他營運需要。有關詳情，請參閱本公司日期為二零二零年三月三日的公告。本集團所有酒樓均經策略性選址而座落於地標購物商場或黃金地段的商業綜合大廈內。本集團秉承於優雅舒適的用餐環境，以合理價格提供優質食品及服務的經營理念。本集團所有酒樓均以中高檔消費客戶為目標客戶。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

As at 31 December 2020, the Group had:

截至二零二零年十二月三十一日，本集團

In Hong Kong:

於香港擁有：

- (i) four Chinese restaurants, which were located in Tsim Sha Tsui (i.e. The One Restaurant), Causeway Bay (i.e. the CWB Restaurant), Olympian City (i.e. the Olympian Restaurant) and Kwun Tong (i.e. the Kwun Tong Restaurant), respectively;
 - (ii) one Thai cuisine restaurant (i.e. the Thai (Mongkok) Restaurant) located in Mongkok;
- (i) 四間中式酒樓，分別位於尖沙咀（即The One酒樓）、銅鑼灣（即銅鑼灣酒樓）、奧海城（即奧海城酒樓）及觀塘（即觀塘酒樓）；
 - (ii) 一間位於旺角的泰菜餐廳（即泰式（旺角）餐廳）；

In Shenzhen, the PRC:

於中國深圳擁有：

- (iii) three Chinese restaurants, which were located in Futian District (i.e. the Shenzhen Restaurant and the Shenzhen One Avenue Restaurant) and Baoan District (i.e. the Shenzhen Uniwalk Restaurant), respectively;
 - (iv) one small-scale Cantonese dim sum tea houses, which was located in Luohu District (i.e. the Star of Canton Tea House);
 - (v) three food counters inside Shenzhen Freshippo stores; and
- (iii) 三間中式酒樓，分別位於福田區（即深圳酒樓及深圳卓悅中心酒樓）及寶安區（即深圳壹方城酒樓）；
 - (iv) 一間位於羅湖區（即利寶閣茶居）小型粵式點心茶餐廳；
 - (v) 三間深圳盒馬鮮生店內的食物店舖；及

In Shanghai, the PRC:

在中國上海：

- (vi) twenty-two food counters inside Shanghai Freshippo stores.
- (vi) 二十二間上海盒馬店內的食物店舖。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

In December 2019, the Group entered into a cooperation agreement with Shenzhen Freshippo Network Technology Co., Ltd. (“Shenzhen Freshippo”), a member of Alibaba Group, which provides the Group to have access to the PRC’s growing food delivery and takeaway market through the implementation of the online and offline innovative retail model that integrates physical stores and e-commerce platforms. Under the cooperation agreement with Shenzhen Freshippo, the Company undertook to set up not less than 10 counters at Shenzhen Freshippo* (盒馬鮮生) stores on or before 15 December 2020. In January 2020, the Group extended its cooperation with Alibaba Group by entering into a cooperation agreement with Shanghai Freshippo Network Technology Co., Ltd. (“Shanghai Freshippo”), pursuant to which the Group undertook to set up not less than 10 counters at Shanghai Freshippo stores on or before 31 December 2020. However, due to the impact of COVID-19, the expansion plan has been delayed and three new counters were opened during the year ended 31 December 2020. The Group will continue to strengthen its cooperation with Shenzhen Freshippo and Shanghai Freshippo and is expected to open more food counters at Freshippo stores in 2021.

Furthermore, on 9 January 2020, the Group entered into an equity transfer agreement to acquire 70% equity interest in a target company which operates food counters selling roasted meat and delicatessen under the brand names of “Sun Kau Kee* (新玖記)” and “Chaojiangjun* (潮將軍)” through online and offline stores at Freshippo in Shanghai, the PRC. Please refer to the Company’s announcement dated 9 January 2020 for further details. The acquisition was completed in July 2020.

The acquisition and cooperation with Freshippo together further expand the Group’s presence in China. The Group targets to evolve as one of the leading players in offering quality roast meat and Cantonese delicacies in China online and offline food catering market.

於二零一九年十二月，本集團與阿里巴巴集團旗下深圳盒馬網絡科技有限公司（「深圳盒馬」）簽訂合作協議，讓本集團透過結合實體店及電子商貿平台之創新線上線下(O2O)零售模式進入中國迅速增長的餐飲外賣及送餐市場。根據與深圳盒馬簽訂的合作協議，本公司承諾於二零二零年十二月十五日或之前在深圳盒馬鮮生店內設立不少於十家店舖。於二零二零年一月，本集團與上海盒馬網絡科技有限公司（「上海盒馬」）簽訂合作協議以拓展與阿里巴巴集團的合作，據此，本集團承諾於二零二零年十二月三十一日或之前在上海盒馬鮮生店內設立不少於十家店舖。然而，由於COVID-19的影響，擴充計劃已經順延，截至二零二零年十二月三十一日止年度，有三間新店舖開業。本集團將繼續深化與深圳盒馬及上海盒馬的合作，並預期於二零二一年在盒馬店內設立更多店舖。

此外，於二零二零年一月九日，本集團訂立股權轉讓協議，以收購一間目標公司70%股權，該公司在中國上海盒馬鮮生的線上和線下門店經營食品店舖，以「新玖記」和「潮將軍」品牌銷售燒味和熟食。更多詳情請參閱本公司日期為二零二零年一月九日的公告。該收購事項已於二零二零年七月完成。

收購事項及與盒馬的合作共同進一步擴大本集團在中國的版圖。本集團目標是發展成中國線上及線下餐飲市場中提供上乘燒味及廣東美饌之領導企業。

* For identification purpose only



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

The Company will leverage Freshippo brand awareness and high traffic to attract more young people, develop multi-channel sales and penetrate the Chinese takeaway and food delivery market efficiently. The cooperation enables the Company to capture the huge opportunity in next generation of online and offline retail catering market in China through commodification of its highly regarded Cantonese dim sum dishes and delicacies under the brand of “Star of Canton”. For details, please refer to the Company’s announcements titled “Voluntary Announcement - Business Update” dated 16 December 2019 and titled “Discloseable Transaction in relation to Acquisition of 70% Equity Interests in the Target Company” and “Voluntary Announcement – Business Update”) dated 9 January 2020.

Financial Review

Revenue

For the year ended 31 December 2020, the Group recorded a total revenue of approximately HK\$236.4 million, representing a decrease of approximately 33.0% as compared to approximately HK\$352.9 million for the year ended 31 December 2019.

The Group’s total revenue for the year ended 31 December 2020 mainly comprised the aggregate revenue of the six Chinese restaurants in Hong Kong of approximately HK\$71.7 million (2019: approximately HK\$180.9 million), revenue from the sales of food ingredients of approximately HK\$0.2 million (2019: approximately HK\$0.1 million), the revenue of the Thai (Mongkok) Restaurant of approximately HK\$7.6 million (2019: approximately HK\$6.3 million), the revenue of the three Chinese restaurants in Shenzhen, the PRC of approximately HK\$136.6 million (2019: approximately HK\$159.2 million), the revenue of the small scale dim sum tea houses in Shenzhen, the PRC of approximately HK\$0.7 million (2019: approximately HK\$4.8 million), and the revenue from Freshippo operation inside Shenzhen and Shanghai Freshippo stores of approximately HK\$19.6 million (newly opened or acquired in 2020).

本公司將透過充分利用盒馬鮮生品牌知名度及高客流量以吸引更多年輕人，並設立多渠道銷售有效地滲透中國外賣及送餐市場。是次合作讓本公司透過商品化「利寶閣」品牌之馳名粵式點心及菜餚，把握中國新一代龐大線上線下零售餐飲市場之巨大商機。詳情請參閱本公司日期為二零一九年十二月十六日題為「自願公告－業務發展之最新狀況」及日期為二零二零年一月九日題為「有關收購目標公司70%股權之須予披露交易」及「自願公告－業務發展之最新狀況」的公告。

財務回顧

收益

截至二零二零年十二月三十一日止年度，本集團錄得總收益約236.4百萬港元，較截至二零一九年十二月三十一日止年度的約352.9百萬港元減少約33.0%。

本集團截至二零二零年十二月三十一日止年度的總收入主要包括香港六間中式酒樓的總收入約71.7百萬港元（二零一九年：約180.9百萬港元）、銷售食材的收入約0.2百萬港元（二零一九年：約0.1百萬港元）、泰式（旺角）餐廳的收入約7.6百萬港元（二零一九年：約6.3百萬港元）、中國深圳三間中式酒樓的收入約136.6百萬港元（二零一九年：約159.2百萬港元）、中國深圳小型點心茶餐廳的收入約0.7百萬港元（二零一九年：約4.8百萬港元），以及來自深圳及上海盒馬店關聯的收入約19.6百萬港元（於二零二零年新近開張或收購）。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Excluding the revenue contributed by the Sheung Wan Restaurant and the Beijing House Restaurant which were ceased operation in February 2020, the aggregate revenue of the Group's four Chinese restaurants in Hong Kong for the year ended 31 December 2020 decreased by approximately 49.2% as compared to the year ended 31 December 2019. On the other hand, the aggregate revenue of the Group's two Chinese restaurants in Shenzhen (excluding the Shenzhen One Avenue Restaurant which was newly opened in December 2019) decreased by approximately 29.1% over the same period. The Directors consider such decrease in revenue for both Hong Kong and Shenzhen regions was mainly due to the outbreak of COVID-19 and suspension of business in accordance with the anti-infection measures implemented by the government. Furthermore, the social unrest in Hong Kong which occurred in June 2019 and lasted over year 2020 seriously affected the retail and catering sectors in Hong Kong.

Gross profit and gross profit margin

The Group's gross profit (i.e. revenue minus cost of materials consumed) amounted to approximately HK\$137.3 million for the year ended 31 December 2020, representing a decrease of approximately 39.3% from approximately HK\$226.2 million for the year ended 31 December 2019, which was in line with the decrease in revenue during the year. Nevertheless, the Group's overall gross profit margin decreased from approximately 64.1% for the year ended 31 December 2019 to approximately 58.1% for the year ended 31 December 2020. Such decrease was mainly due to (i) the Group offered more concessions to attract customers in view of the sluggish economy and the negatively affected catering sector as described above; and (ii) increase in specific food cost, in particular, the further increase in price of food ingredients upon the outbreak of COVID-19, impacting the global food production and logistics of ingredients, which resulted in an overall decline in the Group's gross profit margin for the year ended 31 December 2020.

倘剔除於二零二零年二月停業之上環酒樓和京香閣酒樓所貢獻的收益，則本集團於香港的四間中式酒樓於截至二零二零年十二月三十一日止年度的總收益較截至二零一九年十二月三十一日止年度減少約49.2%。另一方面，本集團於深圳的兩間中式酒樓（不包括於二零一九年十二月新開業之深圳卓悅中心酒樓）的總收益較同期減少約29.1%。董事認為，在香港及深圳兩個地區的收益均有所減少，乃主要由於COVID-19疫情及政府實行防感染措施令業務暫停所致。此外，香港於二零一九年六月發生社會動盪，並於二零二零年持續蔓延，嚴重影響香港零售及餐飲業。

毛利及毛利率

截至二零二零年十二月三十一日止年度，本集團的毛利（即收益減所耗材料成本）約137.3百萬港元，較截至二零一九年十二月三十一日止年度約226.2百萬港元減少約39.3%，與年內收益減少一致。儘管如此，本集團的整體毛利率由截至二零一九年十二月三十一日止年度的約64.1%下降至截至二零二零年十二月三十一日止年度的約58.1%。該下降乃主要由於(i)鑒於上文所述經濟不景氣及飲食業遭受負面影響，本集團提供更多優惠以吸引顧客；及(ii)特定食品成本上漲，尤其是爆發COVID-19後，環球食品生產及材料物流受到影響，食材價格進一步上漲，導致本集團於截至二零二零年十二月三十一日止年度的毛利率整體下跌所致。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Employee benefits expense

Employee benefits expense was approximately HK\$66.2 million for the year ended 31 December 2020 (2019: approximately HK\$95.0 million), representing a decrease of approximately 30.3% as compared to 2019 which was mainly due to the cessation of operations of two Chinese restaurants in Hong Kong and one tea houses in Shenzhen during the year ended 31 December 2020.

Depreciation

Depreciation for the year ended 31 December 2020 included approximately HK\$43.8 million (2019: HK\$47.2 million) in respect of right-of-use assets in relation to the Group's leased properties.

Other expenses

Other expenses mainly include but not limited to expenses incurred for the Group's restaurant operation, consisting of operating lease expenses, building management fee and air conditioning charges, cleaning and laundry expenses, utility expenses, service fees to temporary workers, advertising and promotion. For the year ended 31 December 2020, other expenses amounted to approximately HK\$61.5 million (2019: HK\$89.4 million), representing a decrease of approximately HK\$27.9 million or 31.2% which was mainly due to the combined effects of (i) the decrease of temporary workers expenses by appropriately HK\$11.4 million compare to 31 December 2019; (ii) the decrease of operating lease payments by appropriately HK\$11.6 million compare to 31 December 2019, which including the COVID-19 rent concession and contingent rent for premises.

僱員福利開支

截至二零二零年十二月三十一日止年度的僱員福利開支約66.2百萬港元(二零一九年：約95.0百萬港元)，較二零一九年減少約30.3%，主要由於截至二零二零年十二月三十一日止年度兩間香港的中西式酒樓及一間深圳的茶餐廳停止營運所致。

折舊

截至二零二零年十二月三十一日止年度的折舊包括與本集團租賃物業使用權資產相關的折舊約43.8百萬港元(二零一九年：47.2百萬港元)。

其他開支

其他開支主要包括但不限於本集團酒樓營運產生的開支，包括經營租賃開支、大廈管理費及空調費用、清潔及洗濯開支、公用設施開支、支付予臨時工人的服務費以及廣告及宣傳費等等。截至二零二零年十二月三十一日止年度，其他開支約61.5百萬港元(二零一九年：89.4百萬港元)，減少約27.9百萬港元或約31.2%，此乃主要由於下列各項的綜合影響所致：(i)與二零一九年十二月三十一日相比，臨時員工開支減少約11.4百萬港元；(ii)與二零一九年十二月三十一日相比，經營租賃款項減少約11.6百萬港元，其中包括COVID-19租金減免及物業的或然租金。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Impairment losses on property, plant and equipment and right-of-use assets

The Sheung Wan Restaurant and the Beijing House Restaurant, which were managed by the same operating subsidiary of the Group, continued to record unsatisfactory financial performance since their commencement of operation in 2015. In particular, the two restaurants recorded aggregate operating losses for each of the years ended 31 December 2015 to 2019. As such, the Sheung Wan Restaurant and the Beijing House Restaurant were provided impairment loss on right-of-use assets amounting to approximately HK\$3.6 million and HK\$18.2 million respectively in 2019. During the year ended 31 December 2020, the Sheung Wan Restaurant and the Beijing House Restaurant terminated the remaining leases earlier and the remaining lease liabilities were recognized as gain on early termination of lease, net of HK\$21.1 million.

Finance costs

Finance costs for the year ended 31 December 2020 included approximately HK\$12.9 million (2019: HK\$10.9 million) in respect of interest expense on lease liabilities in relation to the Group's leased property, plant and equipment.

物業、廠房及設備以及使用權資產減值虧損

上環酒樓及京香閣酒樓由本集團旗下同一間附屬公司管理，自二零一五年開業以來財務表現一直不盡人意。尤其是，兩間酒樓於截至二零一五年至二零一九年十二月三十一日止年度各年均錄得經營虧損總額。故此，上環酒樓與京香閣酒樓於二零一九年分別就約3.6百萬港元及18.2百萬港元的使用權資產計提減值虧損。於截至二零二零年十二月三十一日止年度，上環酒樓與京香閣酒樓提前終止餘下租賃，則餘下租賃負債已確認提前終止租賃的收益淨額為21.1百萬港元。

財務成本

截至二零二零年十二月三十一日止年度的財務成本包括與本集團租賃物業、廠房及設備的租賃負債利息開支相關的折舊約12.9百萬港元(二零一九年：10.9百萬港元)。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Loss attributable to owners of the Company

For the year ended 31 December 2020, the Group recorded a loss attributable to owners of the Company of approximately HK\$39.8 million, whereas the Group recorded a loss attributable to owners of the Company of approximately HK\$59.3 million for the year ended 31 December 2019. Such loss-making position for the year ended 31 December 2020, representing an improvement of financial performance by approximately HK\$19.5 million as compared to the last year, was mainly due to the combined effects of (i) the decrease in aggregate operating losses of the Group's restaurant operations in Hong Kong by approximately HK\$25.5 million; (ii) the increase in aggregate operating loss of the Group's restaurant operations in Shenzhen, the PRC by approximately HK\$16.3 million; and (iii) the record of gain on early termination of lease, net of approximately HK\$21.1 million in respect of the Sheung Wan Restaurant and the Beijing House Restaurant; (iv) the record of impairment losses on equipment and right-of-use assets of approximately HK\$5.0 million and HK\$13.5 million respectively in respect of the Group; (v) the decrease of employee benefits expenses of approximately HK\$28.8 million for the two Chinese restaurants and one tea house which ceased operation during the year; and (vi) the increase of other income of approximately HK\$19.9 million which mainly due to government subsidy related to COVID-19.

Liquidity, financial resources and capital structure

Capital Structure

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

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

The Group monitors its capital on the basis of the gearing ratio. The Group's strategy, which was unchanged during the year ended 31 December 2020, was to maintain the gearing ratio at an acceptable level.

本公司擁有人應佔虧損

截至二零二零年十二月三十一日止年度，本集團錄得本公司擁有人應佔虧損約39.8百萬港元，而截至二零一九年十二月三十一日止年度本集團則錄得本公司擁有人應佔虧損約59.3百萬港元。截至二零二零年十二月三十一日止年度出現虧損狀況（即財務業績較去年同期改善約19.5百萬港元）乃主要由於下列各項的綜合影響所致：(i)本集團於香港的酒樓營運的經營虧損總額減少約25.5百萬港元；(ii)本集團於中國深圳的酒樓營運的經營虧損總額增加約16.3百萬港元；及(iii)就上環酒樓及京香閣酒樓錄得提前終止租賃收益淨額約21.1百萬港元；(iv)本集團設備和使用權資產的減值虧損分別錄得約5.0百萬港元及13.5百萬港元；(v)年內兩間中式酒樓及一間茶餐廳停業，令員工福利開支減少約28.8百萬港元；及(vi)其他收入增加約19.9百萬港元，主要是由於政府對COVID-19的補貼所致。

流動資金、財務資源及資本架構

資本架構

本集團資本管理目標是確保本集團能持續經營，以為股東帶來回報並維持最佳資本架構以減少資金成本。

為維持或調整資本架構，本集團可能會調整向其股東派付的股息金額、向其股東退還資本、發行新股份或出售資產以減少債務。

本集團以負債股權比率為基準監察其資本。本集團於截至二零二零年十二月三十一日止年度保持不變的策略是將負債股權比率維持在可接納的水平。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

As at 31 December 2020, the Group's cash and cash equivalents were approximately HK\$28.9 million, representing a decrease of approximately HK\$42.3 million as compared with approximately HK\$71.2 million as at 31 December 2019. The decrease was mainly due to acquisition of two subsidiaries, namely Shanghai Zhijie Food Co., Ltd.* (上海志捷食品有限公司) and Yaoliang (Shanghai) Food Co., Ltd.* (耀良(上海)食品有限公司), in the PRC during the year.

As at 31 December 2020, cash and cash equivalents and restricted bank deposits amounted to approximately HK\$28.9 million, of which approximately HK\$12.1 million and HK\$16.8 million were denominated in Hong Kong dollars ("HK\$") and Renminbi ("RMB"), respectively.

Indebtedness and Banking Facilities

As at 31 December 2020, the Group had bank borrowings of approximately HK\$20.0 million and HK\$2.4 million, which were all denominated in HK\$ and RMB respectively, bearing interest rates range from 2.75% to 3.65% per annum and were guaranteed by The Hong Kong Special Administrative Region (the "HKSAR"), certain of the exiting and former controlling shareholders, one of non-controlling shareholders and third parties.

As at 31 December 2020, the Group's gearing ratio was approximately 40.0%, which is calculated based on the interest-bearing debts (excluding lease liabilities) divided by total equity attributable to owners of the Company as at 31 December 2020 and multiplied by 100%. The Directors, taking into account the nature and scale of operations and capital structure of the Group, considered that the gearing ratio as at 31 December 2020 was reasonable.

Foreign Exchange Exposure

Most of the income and expenditures of the Group are denominated in HK\$ and RMB, which are the functional currencies of the respective group entities. Although HK\$ is not pegged to RMB, the historical exchange rate fluctuation on RMB was not significant during the year under review. Thus, no significant exposure is expected on RMB transactions and balances. Accordingly, the Group does not have any material foreign exchange exposure. During the year ended 31 December 2020, the Group had not used any financial instruments for hedging purposes.

* For identification purpose only

於二零二零年十二月三十一日，本集團的現金及現金等價物約為28.9百萬港元，較二零一九年十二月三十一日的約71.2百萬港元減少約42.3百萬港元。該減少乃主要由於年內收購兩間附屬公司(上海志捷食品有限公司及耀良(上海)食品有限公司)。

於二零二零年十二月三十一日，現金及現金等價物以及受限制銀行存款約28.9百萬港元，其中約12.1百萬港元及16.8百萬港元分別以港元(「港元」)及人民幣(「人民幣」)計值。

債務及銀行融資

於二零二零年十二月三十一日，本集團銀行借款約20.0百萬港元及2.4百萬港元，分別以港元及人民幣計值，並按2.75%至3.65%的年利率計息，並由香港特別行政區(「香港特別行政區」)、若干現有及前控股股東、一名非控股股東及第三方作擔保。

於二零二零年十二月三十一日，本集團負債股權比率約40.0%，乃按於二零二零年十二月三十一日的計息債務(不包括租賃負債)除以本公司擁有人應佔權益總額再乘以100%計算。董事經考慮本集團業務性質及營運規模以及資本架構後，認為於二零二零年十二月三十一日的負債股權比率屬合理。

外匯風險

由於本集團的大部分收入及開支以港元及人民幣(為各集團實體的功能貨幣)列值，即使港元並非與人民幣掛鈎，人民幣歷史匯率波動於回顧年度亦不重大，故預期人民幣交易及結餘概無重大風險。因此，本集團並無任何重大外匯風險。截至二零二零年十二月三十一日止年度，本集團並無使用任何金融工具作對沖用途。

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Securities in Issue

As at 31 December 2020, there were 1,000,000,000 ordinary shares in issue. There was no movement in the issued share capital of the Company during the year ended 31 December 2020.

Significant Investment Held, Material Acquisition or Disposal of Subsidiaries and Affiliated Companies and Plans for Material Investment or Capital Assets

On 9 January 2020, the Group entered into an equity transfer agreement to acquire 70% equity interest in Yaoliang (Shanghai) Food Co., Ltd.* (耀良(上海)食品有限公司) which operated food counters selling roasted meat and delicatessen under the brand names of “Sun Kau Kee* (新玖記)” and “Chaojiangjun* (潮將軍)” through online and offline stores at Freshippo in Shanghai, the PRC. The adjusted consideration was approximately RMB21,387,000.

For details, please refer to the announcements titled “Discloseable Transaction in relation to Acquisition of 70% Equity Interests in the Target Company” and “Voluntary Announcement – Business Update” dated 9 January 2020, and Note 36(i) to the Financial Statements of this annual report. The acquisition was completed on 22 July 2020.

During the year ended 31 December 2020, the Company acquired a 70% equity interest in Shanghai Zhijie Food Co., Ltd.* 上海志捷食品有限公司. The acquisition was completed on 12 August 2020. For details, please refer to Note 36(ii) to the Financial Statements of this annual report.

Saved as disclosed above, there was no significant investment held, material acquisition or disposal of subsidiaries and affiliated companies during the year ended 31 December 2020. Save as disclosed in this announcement, there was no plan for material investment or capital assets as at 31 December 2020.

Charge on Assets

As at 31 December 2019, the Group pledged its bank deposits of approximately HK\$11.0 million as securities for the Group's bank borrowings of approximately HK\$7.4 million.

As at 31 December 2020, the Group did not have any charge over its assets.

* For identification purpose only

已發行債券

於二零二零年十二月三十一日，已發行1,000,000,000股普通股。截至二零二零年十二月三十一日止年度，本公司已發行股本並無變動。

所持有的重大投資、附屬公司及聯屬公司的重大收購或出售及於重大投資或資本資產的計劃

於二零二零年一月九日，本集團訂立股權轉讓協議，以收購耀良(上海)食品有限公司70%股權，該公司在中國上海盒馬鮮生的線上和線下門店經營食品店舖，以「新玖記」和「潮將軍」品牌銷售燒味和熟食。經調整代價約人民幣21,387,000元。

詳情請參閱日期為二零二零年一月九日題為「有關收購目標公司70%股權之須予披露交易」及「自願公告－業務發展之最新狀況」的公告，以及本年報財務報表附註36(i)。該收購事項已於二零二零年七月二十二日完成。

截至二零二零年十二月三十一日止年度，本公司收購上海志捷食品有限公司70%的股權。該收購事項已於二零二零年八月十二日完成。詳情請參閱本年報財務報表附註36(ii)。

除上文所披露者外，截至二零二零年十二月三十一日止年度，概無持有重大投資、附屬公司及聯屬公司的重大收購或出售。除本公告所披露者外，於二零二零年十二月三十一日，並無有關重大投資或資本資產的計劃。

抵押資產

於二零一九年十二月三十一日，本集團抵押銀行存款約11.0百萬港元，用以抵押本集團銀行借款約7.4百萬港元。

於二零二零年十二月三十一日，本集團資產並無加以任何押記。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Contingent Liabilities

On 31 December 2019, Excel Linker (Hong Kong) Limited, an indirect wholly-owned subsidiary of the Company received a Writ of Summons together with an indorsement of claim dated 31 December 2019 issued in the High Court of the HKSAR (the “Court Action”) by Foxhill Investments Limited as plaintiff against Excel Linker (Hong Kong) Limited as defendant. For details, please refer to the announcement titled “Inside Information – Litigation” dated 6 January 2020. A provision of HK\$3.5 million has been made in the consolidated financial statements for the year ended 31 December 2020. The Company is currently seeking legal advice in respect of the foregoing. The Company is of the view that the Court Action did not and will not have any material adverse impact on the ordinary operation and financial positions of the Group. To the best knowledge of the Directors, no trial in relation to the Court Action has been scheduled yet.

Saved as disclosed above, as at 31 December 2020, the Group did not have any contingent liabilities.

Employees and Remuneration Policies

The Group had approximately 683 employees as at 31 December 2020. The employee benefits expense, including Directors’ emoluments, of the Group were approximately HK\$66.2 million for the year ended 31 December 2020 (2019: HK\$95.0 million).

The Directors and the senior management of the Company (the “Senior Management”) receive compensation in the form of salaries and discretionary bonuses with reference to salaries paid by comparable companies, time commitment and the performance of the Group. The Group regularly reviews and determines the remuneration and compensation package of the Directors and the Senior Management with reference to, among other things, the market level of salaries paid by comparable companies, the respective responsibilities of the Directors and the Senior Management and the performance of the Group.

或然負債

於二零一九年十二月三十一日，本公司間接全資附屬公司俊聯(香港)有限公司接獲一份由惠晉投資有限公司(作為原告人)經香港特別行政區高等法院向俊聯(香港)有限公司(作為被告人)發出日期為二零一九年十二月三十一日之傳訊令狀連同申索背書(「法院訴訟」)。詳情請參閱二零二零年一月六日標題為「內幕消息－訴訟」的公告。3.5百萬港元的撥備已於截至二零二零年十二月三十一日止年度的綜合財務報表中計提。本公司目前正就上述事項尋求法律意見。本公司認為，法院訴訟並無亦不會對本集團的日常經營和財務狀況產生任何重大不利影響。據董事所知，尚未安排相關法院訴訟的審理時間。

除上文所披露者外，於二零二零年十二月三十一日，本集團並無任何或然負債。

僱員及薪酬政策

於二零二零年十二月三十一日，本集團約有683名僱員。截至二零二零年十二月三十一日止年度，本集團的僱員福利開支(包括董事酬金)約為66.2百萬港元(二零一九年：95.0百萬港元)。

董事及本公司高級管理層(「高級管理層」)按薪金及酌情花紅的形式獲得報酬，其款額乃參照可比較公司薪金、投入時間及本集團業績而釐定。本集團定期檢討及釐定董事及高級管理層薪酬與補償待遇，其款額乃參照(其中包括)可比較公司所支付薪金的市場水平，各董事及高級管理層的職責及本集團的業績而釐定。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

The remuneration committee of the Board (the “Remuneration Committee”) reviews and determines the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, the time devoted to the Group and the performance of the Group. The Directors may also receive options to be granted under the share option scheme adopted by the Company on 16 June 2016. During the year ended 31 December 2020, no share option was granted to the relevant participants pursuant to such scheme.

Dividend

The Directors has resolved not to recommend the payment of any final dividend for the year ended 31 December 2020 (2019: Nil).

Prospects

The successful Listing and the Transfer of Listing marked major milestones as well as new chapters of the Company. Nevertheless, due to the uncertainties of the Hong Kong and China economies and the outbreak of COVID-19 in Hong Kong and China since January 2020 which seriously affected the catering industry and is expected to continue throughout 2021, the Directors anticipate that the Group’s business will face various challenges in the foreseeable future. The Group’s key risk exposures and uncertainties are summarised as follows:

- (i) the Group’s future success relies heavily on its ability to constantly offer menu items, creatively-designed banquet and dining services based on changing market trends and changing tastes, dietary habits, expectations and other preferences of the Group’s target customers. As such, significant costs to survey and research customer trends and preferences and to develop and market new menu items, banquet and dining services may be required, this may place substantial burden on the Group’s managerial and financial resources;
- (ii) the Group may fail to obtain leases of desirable locations for new restaurants or renew existing leases on commercially acceptable terms, and the aforesaid potential failure would have a material adverse effect on the Group’s business and future development;

董事會薪酬委員會(「薪酬委員會」)將參照董事職責、工作量、投入本集團的時間及本集團業績檢討及釐定董事薪酬與補償待遇。董事亦可根據本公司於二零一六年六月十六日採納的購股權計劃獲授股權。於截至二零二零年十二月三十一日止年度，概無購股權根據該計劃獲授予有關參與者。

股息

董事已議決不建議派付截至二零二零年十二月三十一日止年度的任何末期股息(二零一九年：零)。

前景

成功上市及轉板上市實為本公司的重要里程碑，亦標誌著本公司邁向新篇章。然而，鑒於香港及中國經濟出現不明朗因素，以及香港及中國自二零二零年一月起爆發COVID-19嚴重影響餐飲行業，並預期於二零二一年持續，董事預計，本集團業務於可見未來將面對各種挑戰。本集團主要風險及不明朗因素概述如下：

- (i) 本集團未來的成功倚重其基於不斷變化的市場趨勢及本集團目標顧客不斷轉變的口味、飲食習慣、期望及其他喜好而不斷提供菜單項目、創新設計的筵席及用餐服務的能力。因此，進行顧客趨勢及喜好調查及研究，以及開發和推銷新菜單項目、筵席及用餐服務或須支付巨額成本，因而可能為本集團的管理及財務資源帶來沉重壓力；
- (ii) 本集團可能未能以商業上可接受的條款取得新酒樓理想位置的租約或重續現有租約，而上述潛在風險或會對本集團業務及未來發展造成重大不利影響；



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

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| <p>(iii) the operation of the Group may be affected by the price of the food ingredients, including the price of the imported food ingredients which will be affected by the fluctuating exchange rate;</p> <p>(iv) there may be labour shortage in the future and competition for qualified individuals in the food and beverage industry may be intense;</p> <p>(v) the Hong Kong and China economies may be further worsened as a result of the unfavourable development of the China-US trade war which would negatively affect the consumption sentiments of the general public and consequently the retail and catering sectors; and</p> <p>(vi) the outbreak of COVID-19 in Hong Kong and China since January 2020, which may become serious and adversely affect the Group's restaurant operations in the year to come.</p> | <p>(iii) 本集團營運或會受食材價格影響，包括受匯率浮動影響的進口食材價格；</p> <p>(iv) 未來可能出現勞動力短缺以及飲食行業的合資格人員競爭可能激烈；</p> <p>(v) 中美貿易戰局勢並無好轉，導致香港及中國經濟進一步惡化，因而對公眾的消費意欲造成負面影響，從而影響了零售及餐飲行業；及</p> <p>(vi) 自二零二零年一月起，香港及中國爆發COVID-19，對本集團酒樓業務於來年的營運造成重大不利影響。</p> |
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For other risks and uncertainties facing the Group, please refer to the section headed "Risk Factors" in the Prospectus.

有關本集團面對的其他風險及不明朗因素，請參閱招股章程「風險因素」一節。

Nonetheless, the management is optimistic that the Group can succeed and enhance the Shareholders' value in the medium to long run, based on the years of experience of the Senior Management in managing Chinese restaurant business in Hong Kong and China and its business strategies as detailed below.

儘管如此，根據下文詳述的高級管理層在香港及中國管理中式酒樓業務的多年經驗及其業務策略，管理層對本集團在中長期繼續鑄就成功及提升股東價值的能力表示樂觀。

The operations of the Group's food counters inside Freshippo stores which were newly opened in 2020, are expected to be gradually put on track. These new food counters incurred operating loss during the year ended 31 December 2020, the Directors expect their financial performance would improve in the near future.

本集團於二零二零年在盒馬店內新開設之食品店舖開業，預期業務營運將漸上軌道。儘管該等新開食品店舖於截至二零二零年十二月三十一日止年度均產生經營虧損，董事預期其於不久將來的財務業績將會得以改善。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Going forward, the Group's objective is to become a reputable multi-brand restaurant group with a diverse customer base in Hong Kong and the PRC to provide Chinese cuisines, Chinese banquet and dining services for large-scale events, as well as other non-Chinese cuisines. Although the Group currently does not have specific plan for opening other non-Chinese cuisine restaurants, given that it is the Group's business philosophy to offer quality food and services at reasonable prices under an elegant and comfortable dining environment, the Group would target to capture the mid-to-high end spending customers when considering the opening of any new non-Chinese cuisine restaurants in the future, in order to maintain the Group's positioning in the mid-to-high end catering market. The Group will continue to utilise its available resources to implement its business strategies, namely, expansion in Hong Kong with its multi-brand strategy, progressive expansion in the PRC market, continuing promotion of brand image and recognition through marketing initiatives, enhancement of existing restaurant facilities and strengthening of staff training aiming to attract more new customers.

Apart from traditional restaurant operations, the Group entered into cooperation agreements with Shenzhen Freshippo and Shanghai Freshippo of Alibaba Group in December 2019 and January 2020 respectively, to set up not less than 10 counters at Freshippo stores in the respective regions, which provide the Group to access the PRC's growing food delivery and takeaway market through the implementation of the online and offline innovative retail model that integrates physical stores and e-commerce platforms. Please refer to the subsection headed "Business and operational review" above for further details.

The Group will also consider the expansion of its catering business into other types of cuisines and operation modes when opportunities arise, taking into account the Group's available resources, with the aim to maximize the return to its Shareholders.

展望未來，本集團的目標為成為一個信譽良好的多品牌酒樓集團，於香港及中國有多樣化客戶群，以提供中式菜餚、中式筵席及大型宴會餐飲服務以及其他非中式佳餚。儘管本集團目前對其他非中式佳餚酒樓的開業並無具體計劃，鑒於本集團於優雅舒適的用餐環境以合理價格提供優質食品及服務的經營理念，本集團於未來考慮開張任何新非中式佳餚酒樓時，將鎖定中高檔消費客戶為目標客戶，以維持本集團在中高檔餐飲市場的定位。本集團將繼續動用其可用資源實施其業務策略，即以多品牌策略於香港擴張、逐步拓展中國市場、繼續透過營銷活動推廣品牌形象及認知度、提升現有酒樓設施及加強員工培訓，旨在吸引更多新顧客。

除傳統酒樓業務外，本集團於二零一九年十二月及二零二零年一月分別與阿里巴巴集團旗下深圳盒馬及上海盒馬簽訂合作協議，以分別在相關區域盒馬鮮生店內設立不少於十家店舖，讓本集團透過結合實體店及電子商貿平台之創新線上線下零售模式進入中國迅速增長的餐飲外賣及送餐市場。有關進一步詳情請參閱上文「業務及營運回顧」一節。

考慮到本集團的可用資源，倘有機會，本集團亦將考慮為其餐飲業務擴充菜系及經營模式，以為其股東帶來最大回報。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Effect of COVID-19

In view of the outbreak of COVID-19 in China and Hong Kong since January 2020, the Group has been paying close attention to the development of the COVID-19 and making efforts to prevent and control the spread of the virus. As part of the Group's efforts to facilitate better prevention and control of the virus and ensure the health and safety of its employees and customers, the Group has been shortening the operation hours of its restaurants in Hong Kong. Besides, the Hong Kong Government order for restaurants to increase spacing between tables and limit the number of customers further hit consumer sentiment and escalated business pressure on the Group. The Group's restaurants in Hong Kong have resumed limited operation in evening hours because of the partial relaxation of the Hong Kong Government order since late February 2021. As regard to the Group's restaurants and tea houses located in Shenzhen, China, operation was suspended in light of temporary anti-infection measures implemented by local government since the commencement of Chinese New Year in late January 2020, and have resumed limited operation in late March 2020.

Based on the above, the Group currently expects its financial performance in 2021 will improve as compared to the same period in 2020, which is due to the expected resumption of full operation of the Group's restaurants and the gradual reopening of economy in Hong Kong and China.

The Group will closely monitor the market situation and the development of the COVID-19, and will adjust its business strategies to cater for the market trend and customer demand in order to improve its financial performance going forward.

COVID-19 影響

鑑於中國及香港自二零二零年一月起爆發 COVID-19，本集團密切關注 COVID-19 的發展，竭力防控病毒擴散。為更有效地防控病毒，確保僱員及客戶的健康與安全，本集團採取的措施包括縮減其香港餐館的營業時間。此外，香港政府頒令餐館須增加餐桌之間的距離並限制用餐人數，進一步打擊消費者情緒，加劇本集團的營運壓力。本集團的酒樓恢復晚市時段有限度營業，因香港政府在二零二一年二月下旬頒令局部放寬措施所致。至於本集團位於中國深圳的餐館及茶餐廳，自二零二零年一月下旬中國新年伊始，已根據當地政府採取的臨時抗感染措施而暫停營業，直至二零二零年三月下旬恢復有限度營業。

綜上所述，本集團現預期，與二零二零年同期相比，其於二零二一年的財務業績表現將會得以改善，原因為預期本集團酒樓全面復業，且中港兩地經濟逐步重開所致。

本集團將密切關注市場行情及 COVID-19 的發展，並將調整其業務策略，以順應市場走勢及滿足客戶需求，以期改善其未來的財務表現。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Use of proceeds from the Listing

The shares of the Company (the “Shares”) were listed on the GEM of the Stock Exchange on 30 June 2016 with net proceeds received by the Company from the placing in the amount of approximately HK\$59.1 million after deducting underwriting commissions and all related expenses.

As at 31 December 2020, the net proceeds from the placing were applied as follows:

上市所得款項用途

本公司股份(「股份」)於二零一六年六月三十日在聯交所GEM上市，經扣除包銷佣金及所有相關開支後，本公司收取的配售所得款項淨額約59.1百萬港元。

於二零二零年十二月三十一日，配售所得款項淨額用於下述用途：

	Planned use of proceeds as stated in the Prospectus from the Listing Date up to 31 December 2018 招股章程所述由上市日期起直至二零一八年十二月三十一日所得款項計劃用途 HK\$'000 千港元	Actual use of proceeds from the Listing Date up to 31 December 2020 由上市日期起直至二零二零年十二月三十一日所得款項實際用途 HK\$'000 千港元
Progressive expansion in the PRC market 逐步進軍中國市場	48,000	48,000
Enhancement of existing restaurant facilities 提升現有酒樓設施	1,500	1,500
Enhancement of marketing and promotions 加強市場推廣及宣傳	3,000	3,000

The business objectives as stated in the Prospectus were based on the best estimation of the future market conditions made by the Group at the time of preparing the Prospectus. The use of proceeds was applied in accordance with the actual development of the market.

As at 31 December 2020, all of HK\$59.1 million out of the net proceeds from the Listing had been fully utilised in accordance with the planned usage as detailed above while approximately HK\$6.6 million was used for the Group's working capital and general corporate purposes.

The Company applied the net proceeds in the manner as stated in the Prospectus.

招股章程中所述的業務目標乃根據編製招股章程時本集團對未來市況作出的最佳估計而作出。所得款項乃根據市場的實際發展予以運用。

於二零二零年十二月三十一日，上市所得款項淨額中的59.1百萬港元已全部按照上文所詳述的計劃用途悉數動用，而約6.6百萬港元已用作本集團營運資金及一般企業用途。

本公司按招股章程所述的方式運用所得款項淨額。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Use of proceeds from the Rights Issue

The Company's rights issue (the "Rights Issue") was completed on 17 December 2019 with net proceeds received by the Company in the amount of approximately HK\$45.8 million after deducting underwriting commissions and related expenses. For details, please refer to the announcement titled "Results of the Rights Issue on the Basis of One Rights Share for Every Four Existing Shares Held on the Record Date" dated 16 December 2019.

As at 31 December 2020, the net proceeds from the Rights Issue were applied as follows:

供股所得款項用途

本公司供股(「供股」)於二零一九年十二月十七日完成，經扣除包銷佣金及相關開支後，本公司收取的所得款項淨額約45.8百萬港元。詳情請參閱日期為二零一九年十二月十六日題為「按於記錄日期每持有四股現有股份獲發一股供股股份之基準進行供股之結果」的公告。

於二零二零年十二月三十一日，供股所得款項淨額用於下述用途：

	Planned use of net proceeds as stated in the listing documents dated 22 November 2019 日期為二零一九年十一月二十二日上市文件所述所得款項淨額計劃用途 千港元 HK\$'000	Actual use of net proceeds up to 31 December 2020 截至二零二零年十二月三十一日所得款項淨額實際用途 千港元 HK\$'000
Repayment of the Group's indebtedness and interest expenses 償還本集團債務及利息開支	7,500	7,500
Payment of renovation and refurbishment costs of the Group's restaurants 支付本集團餐廳產生的翻新及裝修成本	20,500	18,447
General working capital 一般營運資金	17,800	17,800

As at 31 December 2020, approximately HK\$43.7 million out of the net proceeds from the Rights Issue had been used in accordance with the planned usage as detailed above. The portion of net proceeds yet to be used was deposited in licensed banks in the PRC, and is expected to be progressively utilised in the first half 2021.

於二零二零年十二月三十一日，供股所得款項淨額中的約43.7百萬港元已按照上文所詳述的計劃用途動用。所得款項淨額尚待使用的部分已存於中國持牌銀行，預期將於二零二一年上半年陸續動用。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

EVENTS AFTER THE REPORTING DATE OF 31 DECEMBER 2020


The Board is pleased to announce that with effect from 4 May 2021, the Hong Kong branch share registrar and transfer office of the Company (the “Share Registrar”) will be changed to Boardroom Share Registrars (HK) Limited. For details, please refer to the announcement titled “Change of Hong Kong Branch Share Registrar and Transfer Office” dated 30 March 2021.

Save as disclosed above and elsewhere in this annual report, the Board is not aware of any important event requiring disclosure that has taken place subsequent to 31 December 2020 and up to the date of this annual report.

二零二零年十二月三十一日報告日後事項

董事會欣然宣佈，自二零二一年五月四日起，本公司的香港股份過戶登記分處（「股份過戶登記處」）將改為寶德隆證券登記有限公司。詳情請參閱日期為二零二一年三月三十日題為「更改香港股份過戶登記分處」的公告。

除上文及本年報其他章節所披露者外，於二零二零年十二月三十一日之後及直至本年報日期，董事會概不知悉任何須作出披露的重大事項。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Introduction, Environmental, Social and Governance Policies

Li Bao Ge Group Limited (the “Company”, together with its subsidiaries, “the Group” or “we”) is a Chinese restaurant group recognised for delivering Cantonese cuisine, Chinese banquet and dining services. During the financial year ended 31 December 2020 (the “Reporting Period” or “2020”), the Group operated twelve restaurants and twenty-five food counters, including eleven full-service Chinese restaurants and tea houses in Hong Kong and Shenzhen, the People’s Republic of China (the “PRC”) (of which two restaurant and one tea houses ceased business during the Reporting Period), under the brand names of “Star of Canton”, “Beijing House” and “Star of Canton Dim Sum Tea House”, one Thai cuisine restaurant in Hong Kong under the brand name of “La Maison D’ Elephant” and twenty-five food counters in the PRC under the brand name of “Star of Canton” and “Sun Kau Kee”.

This Environmental, Social and Governance Report (the “ESG Report”) summarises the environmental, social and governance (“ESG”) initiatives, plans and performances of the Group and demonstrates its commitment towards sustainable development.

The Group attributes the growth and success to its dedication by offering quality food and services to customers. While striving for performance, we also pursue business sustainability by being a responsible corporate citizen. We are committed to maintaining high standards of business practices in relation to environmental protection, social responsibility and corporate governance, as we believe this is the key to our continuous success in the future.

The ESG Governance Structure

The Group has established the ESG taskforce (the “Taskforce”). The Taskforce comprises core members from different departments and is responsible for collecting relevant information on our ESG aspects for preparing the ESG Report. The Taskforce reports to the board of directors (the “Board”), assists in identifying and evaluating the Group’s ESG risks and the effectiveness of the internal control mechanisms. The Taskforce also examines and evaluates our performances in different aspects such as environment, health and safety, labour standards and product responsibilities in the ESG aspects. The Board sets up a general direction for the Group’s ESG strategies, ensuring the effectiveness in the control of ESG risks and internal control mechanisms.

簡介，環境、社會及管治政策

利寶閣集團有限公司(「本公司」，連同其附屬公司統稱「本集團」或「我們」)為以提供優質粵菜佳餚、中式筵席及餐飲服務馳名的中式酒樓集團。於截至二零二零年十二月三十一日止財政年度(「報告期間」或「二零二零年」)，本集團共營運十二間餐廳及二十五個食品店舖，包括以「利寶閣」、「京香閣」及「利寶閣點心茶居」品牌於中華人民共和國(「中國」)香港及深圳營運的十一間提供全套服務的中式酒樓及茶餐廳(其中兩間酒樓及一間茶餐廳於報告期間結業)，及以「象屋」品牌於香港營運一間泰菜餐廳，及以「利寶閣」及「新玖記」品牌於中國營運二十五個食品店舖。

本環境、社會及管治報告(「本報告」)概述本集團的環境、社會及管治(「環境、社會及管治」)舉措、計劃及績效，矢志實現可持續發展。

本集團的成長與成功，有賴於一直以來竭盡所能向其客戶提供優質食品及服務。於追求業務表現的同時，我們亦履行作為負責任企業公民的義務，從而加強業務的可持續性，並致力在環境保護、社會責任及企業管治方面維持高標準的商業常規。我們堅信此乃集團日後取得一個又一個成功的關鍵。

環境、社會及管治監管架構

本集團已成立環境、社會及管治專責小組(「專責小組」)。專責小組的核心成員來自各個不同的部門，負責收集有關環境、社會及管治方面的資料，以供編撰本報告。專責小組向董事會(「董事會」)報告，協助識別及評估本集團的環境、社會及管治風險及內部控制機制的效率。專責小組亦檢測及評估我們在環境、社會及管治方面中諸如環境、健康與安全、勞工準則及產品責任等不同方面的表現。董事會為本集團的環境、社會及管治策略設定大方向，確保控制環境、社會及管治風險及內部控制機制的效率。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Reporting Scope

Unless specified otherwise, the ESG Report covers the Group's ESG performance of the headquarter office, and the twelve restaurant operations in Hong Kong and the PRC. We collect the Group's key performance indicators ("KPI") in environmental and social areas through the Group's operation control mechanism. We will continue to expand the scope of disclosure in the future after the Group's data collection system becomes more mature and the sustainable development work is enhanced.

Reporting Framework

The ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") as set out in the Appendix 27 of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange of Hong Kong Limited ("HKEX").

Information relating to the Group's corporate governance practices has been set out in the Corporate Governance Report on pages 68 to 93 of this annual report.

Reporting Period

The ESG Report describes the ESG activities, challenges and measures taken by the Group during the financial year ended 31 December 2020.

Stakeholder Engagement

The Group values its stakeholders and their views related to its business and ESG issues. In order to understand and address stakeholders' concerns, we communicate with our key stakeholders, including but not limited to investors and shareholders, customers, suppliers, employees, government and regulatory bodies, and the community, non-government organisations ("NGOs") and media through different channels.

報告範圍

除另行訂明者外，本報告涵蓋本集團位於香港及中國的總部及十二家酒樓在環境、社會及管治方面的表現。我們透過本集團的經營控制機制收集本集團在環境及社會方面的關鍵績效指標（「關鍵績效指標」）。待本集團不斷完善其數據收集系統及增強可持續發展工作後，我們將繼續拓展披露範圍。

報告框架

本報告乃根據香港聯合交易所有限公司（「聯交所」）主板證券上市規則附錄二十七所載的《環境、社會及管治報告指引》（「環境、社會及管治報告指引」）而編撰。

與本集團企業管治常規有關的資料已載列於此年報第68至93頁的企業管治報告。

報告期間

本報告描述本集團於截至二零二零年十二月三十一日止財政年度作出的環境、社會及管治活動、遇到的相關挑戰及採取的相關措施。

持份者的參與

本集團重視其持份者及彼等對其業務以及環境、社會及管治事宜的意見。為瞭解並解決持份者關心的事情，我們透過各種渠道與主要持份者進行溝通，包括但不限於投資者及股東、客戶、供應商、僱員、政府及監管機構以及社區、非政府組織（「非政府組織」）及媒體。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

In formulating operational strategies and ESG measures, we take into account stakeholders' expectation and strive to improve our performance through mutual cooperation to create greater value for society. The Group's major stakeholders' communication channels and their corresponding expectations are as follows:

在制定營運策略以及環境、社會及管治措施時，我們會考慮持份者的期望，並透過相互合作努力提升集團績效，為社會創造更大價值。本集團與主要持份者的溝通渠道及彼等的期望如下：

Stakeholders 持份者	Communication channels 溝通渠道	Expectations 期望
Investors and shareholders 投資者及股東	<ul style="list-style-type: none"> Annual general meeting and other shareholder meetings 股東週年大會及其他股東會議 Financial reports 財務報告 Announcements and circulars 公告及通函 Corporate website 公司網站 	<ul style="list-style-type: none"> Complying with relevant laws and regulations 遵守相關法律法規 Disclosing latest information of the corporate in due course 適時披露公司最新資訊 Financial results 財務業績 Corporate sustainability 企業可持續發展
Customers 客戶	<ul style="list-style-type: none"> Customer satisfaction surveys and feedback forms 客戶滿意度調查及反饋表 Customer service manager 客服經理 Direct communication 直接溝通 	<ul style="list-style-type: none"> Product and service responsibility 承擔產品及服務責任 Customer information and privacy protection 客戶信息及私隱保護 Food safety 食品安全
Suppliers 供應商	<ul style="list-style-type: none"> Supplier management meetings and events 供應商管理會議及活動 Supplier audit management system 供應商審計管理制度 Site visits 實地參觀 	<ul style="list-style-type: none"> Fair competition 公平競爭 Business ethics and reputation 商業道德及聲譽 Cooperation with mutual benefits 合作共贏
Employees 僱員	<ul style="list-style-type: none"> Employee opinion surveys 僱員意見調查 Channels for employees' feedback (forms, suggestion box, etc.) 僱員反饋渠道 (意見表、意見箱等) Notice boards 告示板 	<ul style="list-style-type: none"> Health and safety 健康與安全 Equal opportunities 平等機會 Remuneration and benefits 薪酬及福利 Career development 職業發展



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Stakeholders 持份者	Communication channels 溝通渠道	Expectations 期望
Government and regulatory bodies 政府及監管機構	<ul style="list-style-type: none">• Performance reports• 績效報告• Written response to public consultation• 書面答覆公眾諮詢• Site visits• 實地參觀	<ul style="list-style-type: none">• Tax payment as required by law• 依法納稅• Business ethics• 商業道德• Complying with relevant laws and regulations• 遵守相關法律法規
Community, NGOs and media 社區、非政府組織及 媒體	<ul style="list-style-type: none">• Community investment programs• 社區投資計劃• ESG reports• 環境、社會及管治報告	<ul style="list-style-type: none">• Giving back to society• 回饋社會• Environmental protection• 回饋社會• Compliant operations• 合規經營

We aim to collaborate with our stakeholders to improve our ESG performance and create greater value for the wider community on a continuous basis.

我們的目標是與持份者合作，改善我們在環境、社會及管治方面的表現，並持續為社區創造更大價值。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Materiality Assessment

The Group's management and staff in major functions are involved in the preparation of the ESG Report in order to assist the Group in reviewing its operations, identifying relevant ESG issues, and assessing the importance of those relevant matters to our business and stakeholders. We have compiled a survey in accordance with the identified material ESG issues to collect information from relevant departments, business units and stakeholders of the Group. The following matrix is a summary of the Group's material ESG issues.

重要性評估

本集團主要職能的管理層及僱員均已參與編撰本報告，以協助本集團審查其業務營運，識別相關環境、社會及管治事宜，並評估該等相關事宜對我們業務及持份者的重要性。我們根據已識別的重大環境、社會及管治事宜編製資料問卷，向本集團的相關部門、業務單位及持份者收集資料。下列矩陣概述本集團的重大環境、社會及管治事宜。



During the Reporting Period, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues, and confirmed that the disclosed contents in the ESG Report are in compliance with the requirements of the ESG Reporting Guide.

於報告期間，本集團確認已就環境、社會及管治事宜制定適當且有效的管理政策及內部監控制度，並確認本報告所披露的內容符合環境、社會及管治報告指引的要求。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Contact Us

We welcome stakeholders to provide their opinions and suggestions. You can provide valuable advices in respect of the ESG Report or our performances in sustainable development by email at enquiry@starofcanton.com.hk.

A. Environmental

A1. Emissions

The Group recognises that the long-term viability of the Group's business is closely linked with the well-being of society. We are committed to promoting green environment by introducing environmentally friendly business practices, educating our employees to enhance their awareness on environmental protection, and complying with relevant environmental laws and regulations. We strive to minimise the potential impacts of our business on the environment and society in which we operate so to fulfil our commitment on social responsibility.

In order to mitigate the environmental impacts brought by the Group's operations, we have adopted and implemented relevant environmental policies. These policies apply the emission mitigation principles as well as the waste management principles of "Reduce, Reuse, Recycle and Replace", with the objectives of minimising the adverse environmental impacts, and ensuring the emissions or wastes being generated are managed in an environmentally responsible manner.

We have also embraced our responsibility to create an environmentally sustainable business by implementing measures that promote energy conservation, waste reduction and any other green initiatives across the life cycle of our services. We are committed to educating our employees to raise their awareness on environmental protection and compliance with the relevant environmental laws and regulations.

聯絡我們

我們歡迎持份者提供意見及建議。閣下可來函就本報告或我們在可持續發展方面的表現提供寶貴意見，郵址為 enquiry@starofcanton.com.hk。

A. 環境

A1. 排放物

本集團了解本集團業務能否長期營運的可行性與社會福祉息息相關。我們透過施行環境友好型營業實務，教導員工提高環保意識及遵守相關的環境法律法規，矢志促進綠色環境。我們努力降低業務對營運所在環境及社會的潛在影響，從而履行對社會責任的承諾。

為緩解本集團營運活動對環境的影響，我們已採用並實施相關的環境政策。該等政策採用減排原則以及「減少、重用、回收、替代」的廢物管理原則，旨在最大程度地減少對環境的不利影響，確保以對環境負責的方式排放或產生廢物。

我們以創建環保型可持續發展的企業為己任，採取在服務週期內促進節能、減少廢物及任何其他綠色舉措等各項措施。我們亦教導員工提高環保意識，並遵守相關的環境法律法規。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

During the Reporting Period, the Group has not identified any material non-compliance of environmental laws and regulations in relation to exhaust gas and greenhouse gas (“GHG”) emissions, water and land discharge, and the generation of hazardous and non-hazardous wastes that have a significant impact to the Group. Such environmental laws and regulations include but are not limited to the Hong Kong Air Pollution Control Ordinance, the Hong Kong Waste Disposal Ordinance, the Environmental Protection Law of the People’s Republic of China, the Water Pollution Prevention and Control Law of the People’s Republic of China, and the Law of the People’s Republic of China on Prevention and Control of Atmospheric Pollution.

Exhaust Gas Emissions

The major source of exhaust gas generated by the Group’s business operations were mainly fuel consumed by vehicles and town gas for cooking.

The Group strictly controls the emissions of oil fumes in accordance with the legislation requirements of Hong Kong and the PRC. To control the emissions of oil fumes and other exhaust gas, all restaurants of the Group have installed exhaust emission systems and air pollution control equipment, including mechanical ventilation systems and oil fume exhaust filters. In addition, the Group has formulated policies and implemented various emission reduction measures to reduce emissions from sources, such measures include but are not limited to:

- Encourage the use of public transportation for business commuting purposes;
- Reduce the number of business trips through utilising electronic communication means such as video conferences;
- Operate vehicles that meet the emission standards of the government; and

於報告期間，本集團並無發現任何嚴重違反有關廢氣及溫室氣體（「溫室氣體」）排放、向水及土地排放、產生有危害及無危害廢物的環境法律法規從而對本集團造成重大影響。該等環境法律法規包括但不限於香港《空氣污染管制條例》、香港《廢物處置條例》、《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》及《中華人民共和國大氣污染防治法》。

廢氣排放

本集團經營活動產生廢氣的主要來源主要是車輛燃料及烹飪用煤氣。

本集團根據香港及中國的法律規定嚴格控制油煙的排放。為控制油煙及其他廢氣的排放，本集團的所有酒樓均安裝廢氣排放系統及空氣污染控制設備，包括機械通風系統及油煙排氣過濾器。此外，本集團已制定政策並實施各種減排措施以減少源頭排放，相關措施包括但不限於：

- 鼓勵以公共交通工具作商務通勤；
- 透過視頻會議等電子通訊手段減少差旅次數；
- 採用符合政府排放標準的運輸工具；及

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

- Conduct monthly vehicle maintenance to reduce fuel consumption effectively, thereby reducing carbon and exhaust gas emissions.

Due to the expansion of restaurants by the Group, the overall exhaust gas emissions has increased during the Reporting Period. The Group's exhaust gas emissions performances were as follows:

Types of exhaust gas 廢氣類別	Unit 單位	Emissions 排放量	
		2020 二零二零年	2019 二零一九年
Nitrogen Oxides (NOx) 氮氧化物(NOx)	kg 公斤	1,859.69	3,792.86
Sulphur Oxides (SOx) 二氧化硫(SOx)	kg 公斤	8.65	18.59
Particulate Matter (PM) 懸浮微粒(PM)	kg 公斤	19.73	10.87

GHG Emissions

The major sources of the Group's GHG emissions are direct emissions from town gas cooking, diesel and petrol consumed by vehicles (Scope 1), and indirect emissions from town gas cooking and purchased electricity (Scope 2). The Group actively adopts electricity conservation and energy saving measures to reduce GHG emissions, such measures include but are not limited to:

- Actively adopt vehicular emission reduction measures. Relevant measures are described in the section headed "Exhaust Gas Emissions" in this aspect; and
- Actively adopt measures for environmental protection, energy conservation, and water-saving. Relevant measures are described in the section headed "Energy Management" in aspect A2.

- 每月進行一次車輛維護，以有效減少油耗，降低碳排放及廢氣排放。

由於本集團的餐廳擴張，導致總體廢氣排放量於報告期間有所上升。本集團的廢氣排放績效如下：

溫室氣體排放

本集團溫室氣體排放的主要來源是煤氣烹飪、運輸消耗的柴油及汽油所產生的直接排放(範圍1)以及煤氣烹飪及外購電力產生的間接排放(範圍2)。本集團積極採取節電節能措施以減少溫室氣體排放，相關措施包括但不限於：

- 積極採取車輛減排措施。相關措施在本層面「廢氣排放」一節闡述；及
- 積極採取環保、節能、節水措施。相關措施在層面A2「能源管理」一節闡述。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

The Group's total GHG emissions has decreased by about 52% from approximately 63,732.50 tCO₂e in 2019 to approximately 30,283.98 tCO₂e in 2020. This was mainly due to limited operation of restaurant in Hong Kong for anti-infection measures that results in an decrease in the consumption of electricity and town gas. The Group's GHG emissions performances were as follows:

本集團的溫室氣體排放總量由二零一九年約63,732.50噸二氧化碳當量減少約52%至二零二零年約30,283.98噸二氧化碳當量，這主要是由於防疫措施之下香港食肆經營受限，導致電力及煤氣消耗量減少。本集團的溫室氣體排放績效如下：

Indicator ² 指標 ²	Unit 單位	Emissions 排放量	
		2020 二零二零年	2019 二零一九年
Direct GHG emissions (Scope 1) 直接溫室氣體排放(範圍1)	tCO ₂ e 噸二氧化碳當量	21,986.63	48,915.43
Indirect GHG emissions (Scope 2) 間接溫室氣體排放(範圍2)	tCO ₂ e 噸二氧化碳當量	8,297.35	14,817.07
Total GHG emissions (Scope 1 and 2) 溫室氣體排放總量(範圍1及2)	tCO ₂ e 噸二氧化碳當量	30,283.98	63,732.50
Total GHG emissions intensity 溫室氣體排放總量密度	tCO ₂ e/thousand revenue 噸二氧化碳當量/ 千元收入	0.13²	0.18

Notes:

- (1) GHG emissions data is presented in terms of carbon dioxide equivalent and are based on, but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, the latest released emission factors of China's regional power grid basis, "2020 Sustainability Report" published by CLP Power Hong Kong Limited, "Sustainability Report 2019" published by HK Electric Investments, "ESG Report 2019" published by the Hong Kong and China Gas Company Limited, "How to prepare an ESG Report – Appendix II: Reporting Guidance on Environmental KPIs" issued by the HKEX, "Global Warming Potential Values" from the IPCC Fifth Assessment Report, 2014 (AR5).
- (2) During the Reporting Period, the Group's total revenue was approximately HK\$236.4 million. The data will also be used for calculating other intensity data.

附註：

- (1) 溫室氣體排放數據乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、最新發佈的中國區域電網基線排放因子、中華電力有限公司發佈的《二零二零年可持續發展報告》、港燈發佈的《二零一九年可持續發展報告》、香港中華煤氣有限公司發佈的《二零一九年環境、社會及管治報告》、香港聯交所發佈的《如何準備環境、社會及管治報告—附錄二：環境關鍵績效指標彙報指引》以及政府間氣候變化專門委員會發佈的《第五次評估報告》的全球升溫潛能值。
- (2) 於報告期間，本集團的總收入約為236.4百萬港元，此數據亦會用於計算其他密度數據。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Sewage Discharge

During daily operation, the Group generates domestic sewage mainly in the course of food preparation and cleaning. The sewage generated will first be purified in the subsurface sewage treatment system, then discharged to the urban sewage pipe network. The Group has rigorously monitored the usage and disposal of the sewage, and comply with relevant laws and regulations to meet local government sewage discharge standards.

Since the Group's sewage are discharged through the municipal sewage pipe network to the regional water purification plant, our sewage discharged is considered as the water consumed. Hence, the performance of sewage discharged will be disclosed in the section headed "Water Management" in aspect A2.

Wastes Management

The Group adheres to the waste management principles and strives to properly manage and dispose all wastes produced in our business activities. Our waste management practices comply with related environmental protection laws and regulations. The Group maintains a high standard in wastes reduction, educates employees about the importance of sustainable development, and provides relevant supports in order to enhance their skills and knowledge in sustainability.

Hazardous Wastes

Due to the Group's business nature, the Group did not generate significant amount of hazardous wastes during the Reporting Period. Despite the Group did not generate hazardous wastes, the Group has established guidelines in governing the management and disposal of hazardous wastes. In case there are any hazardous wastes produced, the Group is required to engage a qualified chemical wastes collector to handle such wastes, and complied with relevant environmental rules and regulations.

污水排放

於日常營運中，本集團主要在食品製作及清潔過程中產生生活污水。產生的污水首先於地下污水處理系統中淨化，然後排放至城市污水管網。本集團嚴格監控污水的使用及處置，並遵守相關法律法規，以符合當地政府的污水排放標準。

本集團的污水經過市政污水管網排放至當地淨水廠，故我們的污水排放量被視為用水量。因此，污水排放的績效將在層面A2「用水管理」一節披露。

廢物管理

本集團恪守廢物管理原則，努力妥善管理及處置經營活動產生的所有廢物。我們的廢物管理實務符合相關的環保法律法規。本集團在減少廢物方面秉持高標準，教導員工可持續發展的重要性，並提供相關支持以增強員工在可持續發展方面的技能及知識。

有害廢物

基於本集團的業務性質，本集團於報告期間概無產生大量的有害廢物。本集團雖未產生有害廢物，但仍設立有害廢物管理及處置指引。倘產生任何有害廢物，本集團須委聘合資格的化學廢物收集者處理此類廢物，並遵守相關的環境法規。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Non-hazardous Wastes

Food Wastes

Being a corporation that is engaged in providing and delivering catering and dining services, food wastes is considered as a major non-hazardous waste type generated during the course of our business operation. The Group has developed stringent policies and procedures in managing food wastes, and has appointed qualified professional third parties in collecting and handling the food waste generated. The Group has also placed a number of designated garbage bins in different areas in kitchens for staff to centralise food wastes. The qualified wastes collector will collect these garbage bins on a daily basis to ensure the environmental hygiene of kitchens and restaurants. In addition, the Group has appointed a waste oil company to collect and recycle the waste oil generated during the cooking process into biodiesel so to ensure proper disposal of the waste cooking oil generated from our restaurant operations. Apart from appointing qualified third parties in handling food wastes, the Group has also implemented various measures in minimising food waste, such as making better use of food ingredients. During the Reporting Period, all food wastes generated by the Group were collected and handled by qualified third party wastes collector.

Other Wastes

Other wastes that are generated by the Group are mainly office papers and dim sum papers. The Group has adopted various initiatives and measures to minimise the generation of such wastes. Such initiatives and measures include but are not limited to:

- Promote double-sided printing to utilise the use of paper efficiently;
- Use recycled paper for printing and copying;
- Utilise electronic communication where applicable; and
- Distribute office memos to remind staff to only print necessary materials to avoid wastage.

無害廢物

廚餘

作為從事提供餐飲服務業務的公司，廚餘為我們業務運營過程中產生的主要無害廢物類型。本集團制定嚴格的廚餘管理政策及程序，並委聘合資格的專業第三方收集及處理所產生的廚餘。本集團亦在廚房的各個區域放置多個指定的垃圾箱，以便員工集中放置廚餘。合資格的廢物收集商每天收集該等垃圾箱，確保廚房及酒樓的衛生。此外，本集團亦委聘一家廢油回收公司，收集烹飪過程中產生的廢油並將其回收再利用為生物柴油，以確保妥善處置酒樓運營中產生的廢油。除委聘合資格的第三方處理食品廢物外，本集團亦採取各種措施減少食品浪費，例如將食材物盡其用。於報告期間，本集團產生的所有廚餘由合資格的第三方廢物收集商收集及處理。

其他廢物

本集團產生的其他廢物主要包括辦公用紙及點心紙。本集團已採取各種舉措及措施盡量減少此等廢物，包括但不限於：

- 提倡雙面打印，以提高紙張使用率；
- 使用再生紙進行打印及復印；
- 在適當情況下使用電子通訊；及
- 分發辦公備忘錄，提醒員工僅打印必要的材料，以免浪費。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

With the above waste reduction initiatives, employees' waste reduction awareness has been raised. During the Reporting Period, the Group has expanded its data collection system in gathering the data of non-hazardous wastes, and the Group's non-hazardous wastes disposal performances were as follows:

透過採取上述減少廢物措施，僱員的減少廢物意識不斷提高。於報告期間，本集團的數據收集系統拓展至收集無害廢物數據，本集團的無害廢物棄置績效如下：

Non-hazardous wastes type 無害廢物類別	Unit 單位	Disposal 棄置量
Office paper 辦公紙	tonnes 噸	0.44
Dim sum paper 點心紙	tonnes 噸	2.01
Total non-hazardous wastes 無害廢物總量	tonnes 噸	2.45
Total non-hazardous wastes intensity 無害廢物總量密度	tonnes/million revenue 噸／百萬元收入	0.01

A2. Use of Resources

The Group upholds and promotes the principle of effective use of resources, and is committed to optimising the use of resources in all of its business operations. We promote green working environment, and continue with initiatives to introduce resource efficiency and eco-friendly measures to the Group's operations.

The Group has established relevant policies and procedures in governing the use of energy, water and packaging material with reference to the objective of achieving higher efficiency and reducing the unnecessary use of materials.

A2. 資源使用

本集團堅持並倡導有效使用資源的原則，盡力於其所有業務運營中優化資源的使用。我們提倡綠色工作環境，並採取各項舉措不斷向本集團的業務運營引入資源效率及環保措施。

本集團已制定相關能源、水及包裝材料使用政策及程序，以實現高效使用材料及減少不必要的使用材料為目標。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Energy Management

The Group has developed related energy policy to outline the framework on the efficient use of energy. Employees are required to adopt the related measures and initiatives, and assume responsibility for the Group's overall energy efficiency. By establishing an energy management system, we develop and regularly review our energy objectives and targets to continuously enhance the Group's energy performance. Unexpected high consumption of energy will be investigated to find out the root causes, and corresponding preventive measures will be taken where deemed necessary.

The energy consumption of the Group was mainly contributed by electricity consumption for operation, gasoline and diesel consumption for vehicles, and town gas for cooking. The Group has introduced various measures and initiatives to achieve the goal of electricity saving and efficient consumption. Such measures and initiatives include but are not limited to:

- Turn off all unnecessary electronic appliances and devices when they are not in use to avoid wastage of electricity;
- Utilise natural ventilation where possible to minimise the use of electricity in lightings;
- Use LED lightings instead of traditional lamps;
- Enhance the maintenance and overhaul of equipment so as to maintain the best condition of all electronic equipment for effective use of electricity;
- Regulate the use of air conditioners to prevent wastage of electricity; and
- Conduct regular maintenance for cooking facilities to ensure optimal efficiency.

能源管理

本集團制定相關的能源政策，以概述有效利用能源的框架。僱員必須遵守相關措施及舉措，並對本集團的整體能源效能承擔責任。透過設立能源管理制度，我們制定並定期審查能源目標及指標，以不斷提高本集團的能源績效。意外的高能耗將進行調查，以找出根本原因，並在必要時採取相應的預防措施。

本集團的主要能耗為業務運營所消耗的電力、運輸所消耗的汽油及柴油以及烹飪所消耗的煤氣。本集團已採取各種措施及舉措以實現省電及節能的目標，包括但不限於：

- 不使用時關閉所有不必要的電子設備，以免浪費電力；
- 盡可能利用自然光照，以盡量減少照明用電；
- 使用LED照明代替傳統燈具；
- 加強設備的維護及檢修，使所有電子設備保持最佳狀態，以提高用電效率；
- 規範使用空調，防止浪費電力；及
- 定期維護烹飪設施，確保最佳效率。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

The Group's total energy consumption has decreased by approximately 54.3% from 261,065.19 MWh in 2019 to 119,188.69 MWh in 2020. The overall decrease in energy consumed was due to the limited operation of restaurant in Hong Kong for anti-infection measures. The increase in unleaded petrol was mainly due to increase usage of motor vehicles in PRC. The Group's energy consumption performances were as follows:

本集團的總能源消耗由二零一九年的261,065.19兆瓦時減少約54.3%至二零二零年的119,188.69兆瓦時。消耗能源整體下跌乃由於防疫措施之下香港食肆經營受限。無鉛汽油增加乃主要由於在中國的汽車使用增加。本集團的能源消耗表現如下：

Energy type 能源類別	Unit 單位	Consumption 消耗量	
		2020 二零二零年	2019 二零一九年
Total energy consumption 能耗總量	MWh 兆瓦時	119,188.69	261,065.19
Total energy consumption intensity 能耗總量密度	MWh/thousand revenue 兆瓦時/千元收入	0.50	0.74
	MWh/m ² 兆瓦時/平方米	8.09³	15.41
<i>Direct energy consumption</i> 直接能耗			
Diesel 柴油	MWh 兆瓦時	19.15	28.50
Unleaded petrol 無鉛汽油	MWh 兆瓦時	253.07	108.13
<i>Indirect energy consumption</i> 間接能耗			
Purchased electricity 購電量	MWh 兆瓦時	4,484.44	5,642.54
Towngas 煤氣	MWh 兆瓦時	114,432.03	255,286.02

Note:

- (3) As at 31 December 2020, the Group's total floor area was approximately 14,736.91 m². The data will also be used for calculating other intensity data.

附註：

- (3) 截至二零二零年十二月三十一日，本集團的總面積為約14,736.91平方米。此數據亦會用於計算其他密度數據。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Water Management

Due to the Group's business nature, the use of water is inevitable to maintain business operation. In order to reduce and minimise water consumption, we encourage our employees and customers to develop the habit of conscious water use in order to reduce water consumption.

The Group has been strengthening its water-saving promotion in various ways, such as posting water-saving slogans near to water outlets in kitchens, washrooms and sink areas, and guiding employees to use water reasonably. Water pipes and water taps are also checked regularly to prevent water leakage. If abnormal conditions are detected, employees are required to report to the departmental managers and related department.

The Group's total water consumption has decreased by approximately 38% from approximately 230,267.00 m³ in 2019 to 142,985.00 m³ in 2020. The decrease in water consumed was due to the limited operation of restaurants in Hong Kong for anti-infection measures.

Indicator 指標	Unit 單位	Consumption 消耗量	
		2020 二零二零年	2019 二零一九年
Water 用水	m ³ 立方米	142,985.00	230,267.00
Water consumption intensity 用水密度	m ³ /thousand revenue 立方米/千元收入	0.60	0.65
Water consumption intensity 用水密度	m ³ /m ² 立方米/平方米	9.70	13.60

Considering the location of our office and restaurants, we do not have any issue in sourcing water that is fit for purpose.

用水管理

由於本集團的業務性質，用水乃維持業務運營不可或缺的資源。為減少用水並盡可能降低用水量，我們鼓勵僱員及客戶養成節約用水的習慣，以減少用水量。

本集團一直以各種方式加大節水宣傳力度，例如在廚房、洗手間及水槽區域的出水口附近張貼節水標語，以及指導僱員合理用水。本集團亦定期檢查水管及水龍頭，防止漏水。倘發現異常情況，僱員須向部門經理及相關部門報告。

本集團的用水總量由二零一九年約230,267.00立方米減少約38%至二零二零年142,985.00立方米。用水量減少乃因防疫措施之下香港食肆經營受限。

鑒於本集團辦公室及酒樓所在位置，我們在求取合適水源上並無遇到任何問題。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Use of Packaging Materials

The packaging materials used by the Group are mainly plastic containers and bags for take-away orders. We have utilised every type of packaging material by utilising the space of each in order to avoid excessive packaging. During the Reporting Period, the Group has consumed approximately 673.41 kg plastic packaging materials, which approximates to 0.003 kg per thousand revenue.

包裝材料使用

本集團使用的包裝材料主要為用於外賣訂單的塑料容器及袋子。我們透過利用每種包裝材料的空間來使用該包裝材料，以避免過度包裝。於報告期間，本集團消耗約673.41公斤塑料包裝材料，即每千元收入約0.003公斤。

A3. The Environment and Natural Resources

The Group pursues the best practices for environment protection and focuses on the Group's business impacts on the environment and natural resources. In addition to complying with relevant environmental laws and international standards for protecting the natural environment, we have integrated the concepts of environmental protection and natural resource conservation into our internal management and daily operations in order to achieve environmental sustainability.

A3. 環境及天然資源

本集團追求最佳環保實務，且十分關注集團業務對環境及天然資源的影響。除遵守相關環保法律及國際標準以保護自然環境外，我們亦將環境保護與自然資源保護的理念融入集團內部管理及日常運營中，以實現環保型可持續發展。

Indoor Air Quality Management

The Group heavily emphasises on indoor air quality, and the Group has strict control over air quality management. We prohibit anyone from smoking in kitchen and dining areas. Any person who is found to have violated such rule will be subjected to disciplinary action, up to and including termination of employment. Besides, the Group has installed exhaust emission systems and air pollution control equipment, including mechanical ventilation systems and oil fume exhaust filters in all restaurants. This helps to minimise the oil fume emissions and odour nuisance arising from our restaurant operations. Apart from these measures, the Group will also conduct regular cleaning of the air conditioning systems to ensure a high level of indoor air quality is provided for both employees and customers.

室內空氣質量管理

本集團高度重視室內空氣質量，並嚴格控制空氣質量管理事宜。我們禁止在廚房及就餐區吸煙。違反該規定者，一經發現，將受紀律處分，情節嚴重者甚至會被解僱。此外，本集團在所有酒樓安裝廢氣排放系統及空氣污染控制設備，包括機械通風系統及油煙排氣過濾器等，此舉有助於最大程度地減少我們酒樓營運所產生的油煙排放及異味。除該等措施外，本集團亦會定期清潔空調系統，以確保為僱員及客戶提供優質的室內空氣。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

B. Social

B1. Employment

Human resources are the foundation in supporting the Group's development, and we regard our employees as the valuable asset of the Group. We believe that success in hiring, training and retaining talents is critical in providing reliable and quality services.

We have established relevant employment policies to fulfil our vision on people-oriented management strategy and realising the full potential of employees. Relevant employment policies are formally documented as the Employee Handbook, covering aspects including recruitment, promotion and dismissal, remuneration and benefits, working hours and rest periods, diversity and equal opportunities, etc. The Group will review these policies and the employment practices periodically to ensure the continuous improvements of our employment standards.

During the Reporting Period, the Group was not aware of any material non-compliance with employment related laws and regulations, including but not limited to the Hong Kong Employment Ordinance, the Hong Kong Minimum Wage Ordinance, the Labour Law of the People's Republic of China, and the Labour Contract Law of the People's Republic of China that would have a significant impact on the Group.

B. 社會

B1. 僱傭

人力資源乃支持本集團發展的根基，我們將員工視作集團的寶貴資產。我們認為，成功招聘、培訓及挽留人才對提供可靠及優質的服務至關重要。

我們制定相關的僱傭政策，以期實現以人為本的管理策略的願景，並使僱員充分發揮潛能。相關的僱傭政策已正式載錄於《員工手冊》中，涵蓋招聘、晉升及解僱、薪酬及福利、工時及假期、多元化發展及平等機會等主題。本集團將定期審查該等政策及僱傭實務，確保不斷改進我們的僱傭標準。

於報告期間，本集團並無嚴重違反僱傭相關法律法規從而對本集團造成重大影響，包括但不限於香港《僱傭條例》及香港《最低工資條例》、《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Recruitment, Promotion and Dismissal

We adopt a robust, transparent and fair recruitment processes based on merit selection against the job criteria, and recruit individuals based on their suitability for the position and their potential to fulfil the Group's current and future needs. The Group attracts talents through open recruitment, and candidates are subjected to assessments (both written and technical depending on position's requirement) prior to employment. Employment decision will be made based on results of the assessment, work experience and overall ability of the candidate.

The Group specifies the basis and process for employees' transfer and promotion. We offer transfer and internal promotion opportunities for employees who have outstanding work performance so to optimise the allocation of human resources within the Group. Transfer of job positions can either be recommended by department supervisors or through self-application; while promotions are required to be recommended by department heads.

The Group has formulated standardised procedures for dismissal. Dismissal process will only be proceeded with a reasonable basis, and the Group forbids unreasonable dismissal under any circumstances. The Group will ensure sufficient communication has been conducted on the problems prior to official dismissal. Employees are required to return all company property to the Human Resource Department upon leaving the Company.

招聘、晉升及解僱

我們會根據工作標準按擇優錄取基準，採用健全、透明及公平的招聘流程，並根據其是否適合有關職位及是否具備滿足本集團當前及未來需求的潛力招聘人員。本集團透過公開招聘吸引人才，應聘者在受僱前須經過評估（根據職位的要求進行書面及技術評估）。本集團將根據評估結果、工作經驗及應聘者的整體能力做出僱傭決定。

本集團訂明僱員調動及晉升的基準及流程。我們為表現出色的僱員提供調動及內部晉升機會，以優化集團內部人力資源的調配。職位調動可由部門主管推薦，亦可毛遂自薦；而晉升則必須由部門主管推薦。

本集團已制定標準的解僱程序。解僱程序僅會依據合理基準進行，本集團禁止任何不合理的解僱。本集團將確保在正式解僱前就有關問題進行充分溝通。僱員離職本公司後，須將所有公司財產歸還人力資源部。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Remuneration and Benefits

The Group's basis for remuneration is job-related skills, qualifications, work performances, and market conditions. Remuneration package includes holidays and different leave types such as annual leave, maternity leave, and sick leave. Due to the Group's business nature, the Group will run business as usual on public holidays. Employees who are working on public holidays are therefore granted with compensatory leave. Besides, free meals will also be provided during shift and staff quarter for employees in the PRC. Discretionary bonus may also be awarded based on individual work performance.

In addition, the Group participates in the pension scheme registered under the Mandatory Provident Fund Schemes Ordinance of Hong Kong (the "MPF Ordinance") for the employees in Hong Kong. It is funded by contributions from employer and employees pursuant to the provisions of the MPF Ordinance. The Group also pays "five social insurance and one housing fund" for its employees in the PRC, namely, endowment insurance, medical insurance, unemployment insurance, employment injury insurance, maternity insurance and housing provident fund, to ensure employees are covered by social insurance. Moreover, employees of the Group in the PRC are members of respective state-managed defined contribution retirement benefits schemes operated by the local governments. The employers and employees are obliged to make contributions at a certain percentage of the payroll under rules of the schemes.

Working Hours and Rest Periods

The Group has formulated policies in determining the working hours and rest periods for employees in accordance to local employment laws. Each employee should only work for a maximum of 10 hours for a full-day shift, and 5 hours for a half-day shift, excluding meal time and breaks in between. Work schedules are arranged by department heads, and employees can request the change in work schedules by applying to department heads.

薪酬及福利

本集團的薪酬乃以工作相關技能、資歷、工作表現及市場條件為基準釐定。薪酬待遇包括假期以及年假、產假及病假等各類事假。由於本集團的業務性質，本集團將在公眾假期照常營業。因此，在公眾假期工作的僱員可享受帶薪休假。此外，本集團亦會為在中國的員工提供免費餐點及員工宿舍。本集團亦會根據個人工作表現發放酌情花紅。

此外，本集團參加根據香港《強制性公積金計劃條例》(「強積金條例」)為香港僱員註冊的退休金計劃。根據《強積金條例》的規定，該筆款項由僱主及僱員提供。本集團亦為其中國僱員支付「五險一金」，即養老保險、醫療保險、失業保險、工傷保險、生育保險及住房公積金，以確保僱員享有社會保險。此外，本集團的中國僱員為當地政府營運的相關國家管理定額供款退休金計劃的成員。根據計劃的規定，僱主及僱員有義務按工資的一定比例進行供款。

工時及假期

本集團已制定政策，根據當地僱傭法釐定員工的工時及假期。每位僱員全天輪班最多只能工作10個小時，半天輪班最多只能工作5個小時，不包括用餐時間及中場休息時間。工作時間表由部門主管安排，僱員可向部門主管申請更改工作時間表。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Diversity and Equal Opportunities

The Group is committed to creating and maintaining an inclusive and collaborative workplace culture. We are dedicated to providing equal opportunities in all aspects of employment, and maintaining workplace that are free from discrimination, physical or verbal harassment against any individual on the basis of race, religion, colour, gender, physical or mental disability, age, place of origin, marital status and sexual orientation. With the aim of ensuring fair and equal protection for all employees, we have zero tolerance on sexual harassment or abuse in the workplace in any form.

B2. Health and Safety

The Group highly recognises the importance of health and safety of our employees. We are committed to providing employees a safe working environment and strive to eliminate potential health and safety health hazards at workplace.

The Group has implemented relevant policies to ensure the health and safety of working environment. We follow the occupational health and safety guidelines recommended by the Hong Kong's Occupational Safety and Health Council and the Drug Administration of Shenzhen Municipality.

During the Reporting Period, the Group was not aware of any material non-compliance with health and safety related laws and regulations, including but not limited to the Hong Kong Occupational Safety and Health Ordinance, the Hong Kong Employees' Compensation Ordinance, Work Safety Law of the People's Republic of China, Fire Protection Law of the People's Republic of China that would have a significant impact on the Group.

多元化發展及平等機會

本集團致力於打造及維持包容協作的工作場所文化。我們矢志在僱傭各方面提供平等機會，保護僱員在工作場所不會因種族、宗教、膚色、性別、身體或精神殘疾、年齡、出身地、婚姻狀況及性取向等而遭受歧視、肢體或言語侵犯。為確保為所有僱員提供公平及平等的保護，我們對工作場所中任何形式的性騷擾或性虐待零容忍。

B2. 健康與安全

本集團深知僱員健康與安全的重要性。我們致力於為僱員提供安全的工作環境，並努力消除工作場所潛在的健康與安全隱患。

本集團已採取相關政策確保工作環境的健康與安全。我們遵守香港職業安全與健康委員會及深圳市藥品監督管理局推薦的職業健康與安全準則。

於報告期間，本集團並無嚴重違反健康與安全相關法律法規從而對本集團造成重大影響，包括但不限於香港《職業安全及健康條例》、香港《僱員補償條例》、《中華人民共和國安全生產法》及《中華人民共和國消防法》。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Health and Safety Management

Each of the Group's restaurants in Hong Kong satisfies the requirements of the Hong Kong Public Health and Municipal Services Ordinance in respect of means of ventilation, sanitary fittings, facilities for cleansing equipment and utensils, means of exit and entry, and fire safety.

To maintain a safe working environment and ensure employees' health and safety, the Group has formulated and implemented the Kitchen Safety Manual. The Kitchen Safety Manual sets out clear guidance on different occupational safety matters; instructions on the use of kitchen equipment are also provided in the manual. In addition, the Group provides employees with appropriate safety equipment to protect their bodies from injuries at work.

Fire Safety

The Group strictly follows the fire safety related laws and regulations. Fire equipment such as fire extinguishers and fire blankets are placed in accordance with the law requirement.

Fire safety trainings are also arranged for employees across all departments on a regular basis to raise the awareness of the threat posed by fire to people, property and our business community. Regular fire and emergency drills will also be arranged by the property management office and regional governmental department for employees to ensure employees are aware of the emergency procedures and routes. In addition, the Group will conduct regular safety inspections to minimise the safety risks of employees and ensure safety standards are met.

健康與安全管理

本集團位於香港的每間酒樓在通風設備、衛生設備、清潔設備及餐具等設施以及出入通道及消防安全等方面均符合香港《公共衛生及市政條例》的規定。

為維持安全的工作環境並確保員工的健康與安全，本集團制定並實施《廚房安全手冊》。《廚房安全手冊》就酒樓營運中的各項職業安全事宜制定明確的指導；手冊亦制定有關廚房設備使用說明。此外，本集團為僱員提供適當的安防設備，以保護僱員免受工作傷害。

消防安全

本集團嚴格遵守消防安全相關法律法規。本集團依法放置滅火器及滅火毯等消防設備。

本集團亦定期為所有部門的僱員安排消防安全培訓，以提高僱員有關火災對人身、財產及企業造成威脅的認識。物業管理公司及當地政府部門亦將定期為僱員安排消防演習，確保僱員瞭解應緊程序及路徑。此外，本集團將定期進行安全檢查，以最大程度降低僱員的安全風險並確保符合安全標準。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

B3. Development and Training

The Group regards our employees as the most important asset and resource, and we recognise the valuable contribution of our talents to the continued success of the Group. We have developed training strategies that focus on creating value and serving the needs of our customers, employees and society. In light of this, the Group focuses on the establishment of internal management training and development system which provides comprehensive on-the-job training and clear career paths to employees.

Development and Training

The Group offers a variety of training programmes to employees based on their job duties. Such trainings include induction trainings, vocational training on food ingredients, food preparation and preservation, flow of food production, hygiene conditions of the kitchen and quality control in different aspects of the restaurant operation. The Group also provides trainings to all front-line employees on customer services; posters on appropriate customer service manners are also posted in kitchen areas to remind employees the importance of good customer service.

The Group has always encouraged our directors to attend relevant training courses in receiving the latest news and knowledge regarding corporate governance. During the Reporting Period, all directors had attended at least one training course on the updates of the Main Board Listing Rules of HKEX concerning good corporate governance practices.

B3. 發展及培訓

本集團將僱員視作最重要的資產及資源，我們深知人才對本集團持續成功作出的寶貴貢獻。我們制定培訓策略，著重於創造價值並滿足客戶、僱員及社會的需求。為此，本集團致力於建立內部管理培訓及發展體制，為僱員提供全面的在職培訓及明確的職業發展道路。

發展及培訓

本集團根據僱員的工作職責為其提供各種培訓計劃，包括酒樓營運各方面的入職培訓、有關食品配料、食品製作及保存的職業培訓、食品生產流程、廚房衛生條件以及食品質量控制等方面的培訓。本集團亦為所有一線僱員提供客服培訓；在廚房區域張貼有關適當的客服態度的海報，以提醒僱員良好客服的重要性。

本集團一直鼓勵董事參加相關培訓課程，以掌握有關企業管治的最新消息及知識。於報告期間，全體董事均已參加至少一期有關聯交所主板上市規則最新情況的培訓課程，內容涉及良好的企業管治常規。

B4. Labour Standards

Prevention of Child and Forced Labour

The Group strictly complies with national and local employment laws and regulations, and prohibits the employment of child and forced labour in both the PRC and Hong Kong operations. During the Reporting Period, the Group was not aware of any material non-compliance with child and forced labour related laws and regulations, including but not limited to the Hong Kong Employment Ordinance, the Labour Law of the People's Republic of China, and the Regulations on the Prohibition of Using Child Labour in the People's Republic of China that would have a significant impact on the Group.

Our recruitment post stipulates that only employees over the age of 18 will be recruited and we require all new employees to provide true and accurate personal information when they join the Group. Upon employment, recruiters will stringently review employees' personal information including medical certificate, academic certificate, ID card, household registration and other information. The Group has a well-established recruitment process to check the background of candidates and a formal reporting procedure to deal with any exceptions. We also conduct regular reviews and inspections to prevent any child labour or forced labour in its operation.

Furthermore, employees of the Group only work overtime if necessary and on a voluntary basis. We also prohibit any punishments, management methods and behaviours involving verbal abuse, physical punishment, physical abuse, oppression, sexual harassment, etc. against our employees for any reason.

B4. 勞工準則

防止童工及強制勞工

本集團嚴格遵守國家及地方僱傭法律法規，禁止在中國及香港業務營運中僱傭童工及強制勞工。於報告期間，本集團並無嚴重違反童工及強制勞工相關法律法規從而對本集團造成重大影響，包括但不限於香港《僱傭條例》、《中華人民共和國勞動法》及《中華人民共和國禁止使用童工規定》。

我們的崗位招聘規定只招聘18歲以上的僱員，我們要求所有新入職僱員在加入本集團時須提供真實而準確的個人資訊。招聘時，招聘人員將嚴格審查僱員的個人資訊，包括醫療證明、學歷證明、身份證、戶籍及其他信息。本集團擁有完善的招聘流程檢查應聘者的背景，並具有正式的報告程序處理任何例外情況。我們亦定期進行審查及檢查，防止其營運中出現任何童工或強制勞工。

此外，本集團的僱員僅在必要時自願加班。我們亦禁止以任何理由對僱員進行口頭虐待、身體懲罰、身體虐待、壓迫及性騷擾等處罰、管理方法及行為。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

B5. Supply Chain Management

Sourcing capability plays an important role in the management of a restaurant operation, and an effective supplier selection procedure is considered as an essential element for our business operation. The Group sets up a supplier management system to closely evaluate and monitor suppliers regularly, and puts forward requirements for suppliers on environmental and social risk control.

Supply Chain Management

The Group has established a rigorous supplier selection system based on a set of selection criteria including but not limited to price, quality of ingredients, reputation, service quality, past performance, and delivery efficiency. The Group will also consider suppliers' environmental and social risks during the supplier selection process.

To ensure a steady supply of food ingredients and minimise the risks of non-delivery, sub-standard products and suppliers' delinquencies, the Group sources major raw materials from a number of approved suppliers. The Group places great importance to the quality of raw materials and closely monitors if the suppliers have met the aforementioned criteria.

In hopes of maintaining the product quality and safety, our Purchasing Department conducts supplier reviews regularly. All suppliers are required to hold valid licences issued by the government, while all imported goods shall obtain proper clearance from respective authorities. Goods received from suppliers have to be in compliance with the food labelling requirements and relevant hygiene and sanitary regulations. To safeguard the quality and condition of goods, suppliers with past records of material environmental or social accidents will be exempted from the list of suppliers.

B5. 供應鏈管理

採購能力在酒樓業務的管理中發揮著舉足輕重的作用，高效的供應商甄選程序為集團業務營運的基本要素。本集團設立供應商管理制度，定期對供應商進行嚴密評估及監督，並在環境及社會風險控制方面對供應商提出要求。

供應鏈管理

本集團依據一套甄選標準建立嚴格的供應商甄選制度，標準包括但不限於價格、原料質量、聲譽、服務質量、過往表現及交貨效率。本集團在甄選供應商的過程中亦將考慮供應商的環境及社會風險。

為確保食品原料的穩定供應，並盡量降低不按時交貨、產品不合格及供應商違約的風險，本集團向眾多核准供應商採購主要原材料。本集團非常重視原材料的質量，並密切監控供應商是否符合上述標準。

為保持產品質量與安全，我們的採購部會定期審查供應商。所有供應商均須持有政府頒發的有效牌照，而所有進口貨物均應獲得相關監管機構的適當清關證明。獲取自供應商的貨物必須符合食品標籤要求以及相關衛生與清潔法規。為保障貨物的質量及狀況，過往有重大環境或社會事故記錄的供應商將被剔除供應商名單。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Open and Fair Procurement

The Group has formulated respective measures to ensure suppliers could engage in fair competition during the procurement process. Employees or personnel having any interest relationship with suppliers will not be allowed to participate in relevant procurement activities. We have zero tolerance towards bribery and corruption, and the practice of partners or suppliers obtaining partnerships or procurement contracts through any forms of benefits transfer are strictly prohibited.

B6. Product Responsibility

The Group attaches great importance to food and service quality as well as corporate reputation, and actively monitors the food and service quality through internal controls. We also maintain communication with our customers to ensure understanding and meeting customer needs and expectations, and continuously improve our products and services by understanding customer satisfaction level.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations related to the quality of products and services, including but not limited to the Hong Kong Trade Descriptions Ordinance, Food Safety Law of the People's Republic of China, Law of the People's Republic of China on Protection of the Rights and Interests of the Consumers, and the Advertising Law of the People's Republic of China that would have a significant impact on the Group.

公開及公平採購

本集團已制定相應措施，確保供應商在採購過程中能夠公平競爭。與供應商有任何利益關係的僱員或人員不得參與相關採購活動。我們對賄賂及腐敗行為零容忍，並嚴禁合夥人或供應商透過任何形式的利益轉換獲得合夥人或採購合約的做法。

B6. 產品責任

本集團高度重視食品及服務質量以及企業聲譽，並透過內部控制積極監控食品及服務質量。我們亦與客戶保持溝通，確保瞭解並滿足客戶的需求及期望，並透過瞭解客戶滿意度不斷改進產品及服務。

於報告期間，本集團並無嚴重違反產品及服務質量相關法律法規從而對本集團造成重大影響，包括但不限於香港《商品說明條例》、《中華人民共和國食品安全法》、《中華人民共和國消費者權益保護法》及《中華人民共和國廣告法》。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Food Quality and Safety

The Group has placed great effort in ensuring and maintaining the quality of food and ingredients for restaurants' daily operations. We have implemented a Quality Control System that emphasises food hygiene and safety as well as the sanitation and cleanliness of restaurant premises. The Quality Control System covers every aspect from food preparation and cooking to the dining environment of restaurants. We have also developed a series of food safety policies to employees according to the standards as required by governmental authorities. Restaurant managers are responsible to monitor the operations and performances of the restaurants so to ensure the restaurant operations are in consistent with the Group's established guidelines and policies. All employees, in particular kitchen staff are required to strictly obey the policies on daily food preservation and preparation, dress code and food processing instructions.

To ensure and maintain food quality from source, raw materials and food ingredients are sourced primarily from the list of suppliers approved by the Group's senior management. Our standards for selecting food ingredients are mainly based on the place of origin, freshness, nutritional value, and consumption safety. Freshness and quality of the raw materials and food ingredients are examined on a regular basis. The Group would cease sourcing from those suppliers who fail to provide quality food ingredients as specified.

食品質量與安全

本集團在酒樓日常營運中傾力確保及保持食品及食材的質量。我們實施一套強調食品衛生、安全以及酒樓場地衛生及整潔的質量控制系統。該系統涵蓋從食品準備及烹煮以至酒樓用餐環境的質量控制。我們亦根據政府部門規定的標準為僱員制定一系列食品安全政策。酒樓經理負責監控酒樓的營運及表現，確保酒樓的營運與本集團既定指引及政策相符一致。所有僱員（尤其是廚房僱員）必須嚴格遵守有關日常食品保存及準備、著裝要求及食品加工說明的政策。

為從源頭上確保食品質量，原材料及食材主要來自經由本集團高級管理層批准的供應商清單。我們選擇食材的標準主要依據產地、新鮮度、營養價值及食用安全性。我們會定期檢查原材料及食材的新鮮度及質量。本集團將停止向無法提供指定優質食材的供應商進行採購。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

We also place great emphasis on the food ingredients preservation process by developing different standards and guidelines on the storage of food ingredients. The Group has developed a Warehouse Management System to specify different instructions and measures to standardise the daily logistics of the warehouse. Such measures include storing food ingredients separately, tagging food with exclusive labels, and marking opening dates for each package of food to prevent consumption after expiry date. It is believed that such measures can better maintain food safety while ensuring food quality. In addition, the hygiene of cutlery and utensils are cleaned and sanitised routinely to ensure food safety. Instructions in cleaning and sanitising utensils are posted on kitchen walls to ensure employees are aware of the procedures in cleaning cutlery and utensils.

There are about ten staff from different restaurants involved in implementing various quality control measures on food production, including, among others, checking the quality upon purchase of raw materials, receipt of food ingredients, cooking and serving of foods.

To improve the Group's reputation and to increase customers' confidence to our restaurants, we had also participated in the Hong Kong Cooking Oil Registration Scheme held by Hong Kong Quality Assurance Agency of the Hong Kong Government as a scheme companion.

Customer Service

The Group is dedicated in providing excellent customer experience through developing standardised service management and delivering quality catering service. We always welcome customers in providing comments and feedback to the Group and our restaurants.

我們亦高度重視食材的保存程序，並就食材的存儲制定不同標準及指引。本集團建立倉庫管理系統，訂明不同的指示及措施以規範倉庫的日常物流。該等措施包括分開存放食材，在食物上張貼專有標籤，以及在每份食物上標明生產日期防止過期後食用。我們相信，該等措施可以在確保食品質量的同時更好地保持食品安全。此外，餐具及炊具會定期清潔及消毒，以確保食品安全。廚房牆壁上貼有餐具清潔及消毒說明，確保僱員瞭解餐具及炊具的清潔程序。

約有十名來自不同酒樓的僱員參與執行對食品生產的各種質量控制措施，其中包括檢查購買原材料、接收食材、烹飪及提供食品時的質量。

為提高本集團的聲譽並增強顧客對我們酒樓的信心，我們亦參加香港政府轄下香港質量保證局舉辦的香港食用油註冊計劃。

客戶服務

本集團致力於透過發展標準化的服務管理及提供優質的餐飲服務打造卓越的客戶體驗。我們歡迎客戶對本集團和我們的酒樓作出評論及反饋。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

In order to provide high-quality and customer centric service, the Group has set up comprehensive and concrete instructions to guide employees in providing quality customer service manners. Such guidelines include the correct positioning of dishes and the handling method of food trays, etc. All instructions are illustrated with pictures and posted in kitchen areas so to provide employees a clear image of the appropriate and standardised method of delivering when serving customers. We believe these instructions and guidelines can help to improve employees' customer service manner while building the Group's image of a high-quality catering service provider.

The Group also values the feedback from customers. Customers are encouraged to provide feedback by filling in questionnaires on online platforms or raising to staff or managers in the restaurant, customer satisfaction surveys are also conducted annually for collecting customer feedbacks. All reviews and comments received from customers will be submitted to restaurant managers on a daily basis. We also provide regular trainings to employees in handling enquiries and complaints in a decent and professional manner. Restaurant managers are responsible to settle complaints and carry out further actions and follow-ups to improve the quality of catering service provided by the restaurant.

Advertising and Labelling

The Group prohibits the advertisements to disclose descriptions, claims or illustrations that are not true. The Group advertises our restaurants through a variety of platforms, such platforms include restaurant apps, billboards, and floor directories, etc. By complying relevant legislations and code of practices, the Group organises promotion campaigns and creates advertising materials to ensure they are reliable, reasonable, and not containing any deceitful details or elements when generating advertisements in order to protect consumers' interests, rights and benefits.

為提供優質的以客戶為中心的服務，本集團制定全面而具體的說明，以指導僱員提供優質客服的方式。該等指引包括正確擺放碗碟及處理食盤的方法等。所有說明均帶有圖片，並張貼在廚房區域，以便僱員參照適當且標準化的送餐方式的清晰圖像為客戶提供服務。我們相信該等說明及指引可幫助改善僱員的客服方式，同時樹立本集團的優質餐飲服務提供商形象。

本集團亦十分重視客戶的反饋，鼓勵客戶於在線平台上填寫調查表或向酒樓僱員或經理舉報提供反饋，且每年會進行客戶滿意度調查以收集客戶反饋。客戶的所有審查及評論會每天提交予酒樓經理。我們亦定期為僱員提供培訓，並以體面且專業的方式處理詢問及投訴。酒樓經理負責解決投訴，並採取進一步行動及跟進措施，以提高酒樓的餐飲服務質量。

廣告及標籤

本集團禁止廣告披露不真實的描述、聲明或說明。本集團透過各種平台為酒樓做廣告宣傳，包括酒樓應用程序、廣告牌及樓層目錄等。本集團遵循相關法規及守則組織促銷活動並製作廣告材料，確保其在生成廣告時屬可靠、合理且不包含任何欺詐性的細節或元素，以保護消費者的利益、權利及福利。

B7. Anti-corruption

The Group believes that a corporate culture with integrity is the key to the Group's continued success. We value the importance of anti-corruption work and does not tolerate any corruptions, frauds and all other behaviours violating work ethics. During the Reporting Period, the Group was not aware of any material non-compliance with relevant laws and regulations of bribery, extortion, fraud and money laundering, including but not limited to the Hong Kong Prevention of Bribery Ordinance, Company Law of the People's Republic of China, and Bidding Law of the People's Republic of China that would have a significant impact on the Group.

The Group does not allow any forms of corruption, punishment measures will be taken once corruption is identified and confirmed. The Group has established the Code of Business Conducts, and has put in place internal control mechanism to prevent the occurrence of fraud, theft, bribery, corruption and other misconducts involving employees, customers and other third parties.

The Group has formulated and documented policies in the Employee Handbook that prohibits employees from performing acts which will result to any forms of corruption, such policies include prohibiting employees from receiving gifts and tips from customers, and prohibiting employees to obtain or provide benefits to customers, contractors, suppliers or those who have business relationships with the Group.

B7. 反貪污

本集團認為，誠信的企業文化是本集團持續成功的關鍵。我們深知反腐敗工作的重要性，絕不容忍任何腐敗、欺詐及所有其他違反職業道德的行為。於報告期間，本集團並無嚴重違反賄賂、勒索、欺詐及洗黑錢相關法律法規從而對本集團造成重大影響，包括但不限於香港《防止賄賂條例》、《中華人民共和國公司法》及《中華人民共和國招標投標法》。

本集團絕不允許任何形式的貪污，一旦發現並確認貪污行為，將採取懲罰措施。本集團制定《商業行為準則》，並建立內部控制機制，以防止發生涉及僱員、客戶及其他第三方的欺詐、盜竊、賄賂、貪污及其他不當行為。

本集團已在《員工手冊》中制定並記錄相關政策，禁止僱員作出可能導致任何形式的貪污的行為。該等政策包括禁止僱員向客戶收取禮物及小費，以及禁止僱員自客戶、承包商、供應商或與本集團有業務關係的人員獲取利益或向彼等提供利益。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Whistle-blowing Mechanism

The Group has established a whistle-blowing system and implemented the Whistle-blowing Policy. This allows stakeholders to report negligence, corruption, bribery and other misconduct to the Group anonymously. The Group will process the reports and complaints in a prompt, fair and confidential manner.

B8. Community Investment

Corporate Social Responsibility

The Group believes in shouldering the responsibility of contributing society while having economic development. As a responsible corporate citizen, we are committed to embolden and support the public by means of social participation and contribution as part of its strategic development. We hope to foster employees' sense of social responsibility by encouraging them to participate in charitable activities during their work and spare time to make greater contributions to the community.

舉報機制

本集團已建立舉報制度，並實施舉報政策，使得持份者可以向本集團匿名舉報玩忽職守、貪污、賄賂及其他不當行為。本集團將以迅速、公正及保密的方式處理有關報告及投訴。

B8. 社區投資

企業社會責任

本集團堅守在發展經濟的同時肩負為社會做貢獻的責任的信念。作為負責任的企業公民，我們致力於透過參與社會、為社會作貢獻來鼓勵及支持公眾，此乃集團策略發展的一部分。我們希望透過鼓勵僱員在工作中參加慈善活動並抽出時間為社區做出更大貢獻來培養員工的社會責任感。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

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聯交所環境、社會及管治報告指引內容索引

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有危害及無危害廢物的產生等的資料： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律法規。	Emissions 排放物
KPI A1.1 (“comply or explain”) 主要績效指標A1.1 (「不遵守就解釋」)	The types of emissions and respective emissions data. 排放物種類及相關排放資料。	Emissions – Exhaust Gas Emissions 排放物－廢氣排放
KPI A1.2 (“comply or explain”) 主要績效指標A1.2 (「不遵守就解釋」)	GHG emissions in total (in tonnes) and intensity. 溫室氣體總排放量(以噸計算)及密度。	Emissions – GHG Emissions 排放物－溫室氣體排放
KPI A1.3 (“comply or explain”) 主要績效指標A1.3 (「不遵守就解釋」)	Total hazardous waste produced (in tonnes) and intensity. 所產生有危害廢物總量(以噸計算)及密度。	Emissions – Wastes Management (Not applicable, Explained) 排放物－廢物管理(不適用－已解釋)
KPI A1.4 (“comply or explain”) 主要績效指標A1.4 (「不遵守就解釋」)	Total non-hazardous waste produced (in tonnes) and intensity. 所產生無危害廢物總量(以噸計算)及密度。	Emissions – Wastes Management 排放物－廢物管理



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
KPI A1.5 (“comply or explain”) 主要績效指標A1.5 (「不遵守就解釋」)	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Emissions – Exhaust Gas Emissions, GHG Emissions, Sewage Discharge, Wastes Management 排放物－廢氣排放、溫室氣體排放、污水排放、廢物管理
KPI A1.6 (“comply or explain”) 主要績效指標A1.6 (「不遵守就解釋」)	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有危害及無危害廢物的方法、減低產生量的措施及所得成果。	Emissions – Wastes Management 排放物－廢物管理
Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
KPI A2.1 (“comply or explain”) 主要績效指標A2.1 (「不遵守就解釋」)	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能耗總量及密度。	Use of Resources – Energy Management 資源使用－能源管理
KPI A2.2 (“comply or explain”) 主要績效指標A2.2 (「不遵守就解釋」)	Water consumption in total and intensity. 用水總量及密度。	Use of Resources – Water Management 資源使用－用水管理
KPI A2.3 (“comply or explain”) 主要績效指標A2.3 (「不遵守就解釋」)	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Use of Resources – Energy Management 資源使用－能源管理
KPI A2.4 (“comply or explain”) 主要績效指標A2.4 (「不遵守就解釋」)	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Use of Resources – Water Management 資源使用－用水管理

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及 關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
KPI A2.5 (“comply or explain”) 主要績效指標 A2.5 (「不遵守就解釋」)	Total packaging material used for finished products (in tonnes) and with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及每生產單位估量。	Use of Resources – Use of Packaging Materials 資源使用－包裝材料使用
Aspect A3: The Environment and Natural Resources 層面 A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimizing the issuer’s significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源
KPI A3.1 (“comply or explain”) 主要績效指標 A3.1 (「不遵守就解釋」)	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources – Indoor Air Quality Management 環境及天然資源－室內空氣質量管理



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及 關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B1: Employment 層面 B1：僱傭		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關補償及解僱、招聘及晉升、工時、假期、平等機會、多元化發展、反歧視以及其他福利及待遇的資料： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律法規。	Employment 僱傭
Aspect B2: Health and Safety 層面 B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的資料： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律法規。	Health and Safety 健康與安全

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及 關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B3: Development and Training 層面 B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 發展及培訓
Aspect B4: Labour Standards 層面 B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工及強制勞工的資料： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律法規。	Labour Standards 勞工準則
Aspect B5: Supply Chain Management 層面 B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及 關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B6: Product Responsibility		
層面 B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品及服務的健康與安全、廣告、商標及私隱事宜以及補救方法的資料： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律法規。	Product Responsibility 產品責任
Aspect B7: Anti-corruption		
層面 B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的資料： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律法規。	Anti-corruption 反貪污
Aspect B8: Community Investment		
層面 B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來瞭解發行人營運所在社區需要及確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資



BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Executive Directors

Mr. Chan Chun Kit (陳振傑) (“Mr. Chan”), aged 65, is the chairman of the Board, the chief executive officer of the Company, an executive Director and one of the controlling shareholders of the Company (the “Controlling Shareholders”). He is also the chairman of the nomination committee of the Company (the “Nomination Committee”) and a member of the Remuneration Committee. Mr. Chan was appointed as a Director on 1 September 2015 and re-designated as an executive Director on 23 September 2015. Mr. Chan is responsible for the Group’s overall management, strategic development, financial management and major decision-making of the Group. He is also a director of various subsidiaries of the Group. He is the father of Ms. Chan Wai Sze Josephine, an executive Director.

From December 2012 to May 2014, Mr. Chan completed 13 courses including construction and operation management of catering corporations of chain-store franchise system* (餐飲企業連鎖體系建設與運營管理) held by the Graduate School in Shenzhen, Tsinghua University in order to enhance the brand management of the Group.

Mr. Chan has over 20 years of experience in the restaurant business. He is currently the vice chairman of the Association of Restaurant Managers. Mr. Chan is also the committee member of the training committee of Chinese Cuisine Training Institute.

執行董事

陳振傑先生 (「陳先生」)，65歲，為董事會主席、本公司行政總裁、執行董事及本公司控股股東 (「控股股東」) 之一。彼亦為本公司提名委員會 (「提名委員會」) 主席及薪酬委員會成員。陳先生於二零一五年九月一日獲委任為董事，並於二零一五年九月二十三日獲調任為執行董事。陳先生負責本集團整體管理、策略規劃、財務管理及重大決策。彼亦同時擔任本集團多家附屬公司的董事。彼為執行董事陳瑋詩女士之父。

於二零一二年十二月至二零一四年五月，陳先生於清華大學深圳研究生院完成包括餐飲企業連鎖體系建設與運營管理等13個課程，以加強本集團品牌管理。

陳先生擁有逾20年的酒樓業務經驗。彼現為現代管理 (飲食) 專業協會副主席。陳先生另為中華廚藝學院訓練委員會委員。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS (Continued)

董事履歷詳情 (續)

Ms. Chan Josephine Wai Sze (陳瑋詩) (“Ms. Chan”), aged 35, was appointed as an executive Director on 7 January 2020. She joined the Group in December 2019 and is also the business development director of the Company. Ms. Chan is the daughter of Mr. Chan Chun Kit, the Chairman of the Board, an executive Director and a Controlling Shareholder.

Ms. Chan holds a degree of Bachelor of Commerce from Ryerson University in Canada and a degree of Master of Business Administration from the Chinese University of Hong Kong. Prior to joining the Group, Ms. Chan worked at Yahoo! Asia Pacific Pte. Ltd from April 2008 to September 2014 and was subsequently promoted to senior operations engineer in 2013. Ms. Chan also worked at Kering Asia Pacific Limited from September 2014 to September 2017 as a IT service manager, and has then been engaged in the food and beverage industry till November 2019.

Ms. Zhu Xueqin (朱雪琴) (“Ms. Zhu”), aged 43, was appointed as an executive Director on 7 January 2020. She is the general manager of a restaurant of the Group located at Kerry Plaza, Futian District, Shenzhen, the PRC (the “Shenzhen Restaurant”) and is responsible for the management and administration of the Shenzhen Restaurant. She joined the Group in May 2013.

Prior to joining the Group, Ms. Zhu worked at 深圳市王子廚房餐飲有限公司 (Shenzhen Prince Kitchen Catering Company Limited*) from 2003 to 2009 with her last position as deputy manager. From 2009 to 2012, she worked at 江蘇王子飯店有限公司 (Jiangsu Prince Catering and Management Limited*) with her last position as general manager.

陳瑋詩女士(「陳女士」)，35歲，於二零二零年一月七日獲委任為執行董事。彼於二零一九年十二月加入本集團，亦擔任本公司的業務發展部總監。陳女士為陳振傑先生之女兒，陳振傑先生為董事會主席、執行董事及控股股東。

陳女士持有加拿大瑞爾森大學(Ryerson University)的商業學士學位和香港中文大學的工商管理碩士學位。於加入本集團前，陳女士曾於二零零八年四月至二零一四年九月任職於Yahoo! Asia Pacific Pte. Ltd，隨後於二零一三年晉升為高級運營工程師。陳女士亦於二零一四年九月至二零一七年九月在Kering Asia Pacific Limited擔任IT服務經理，其後一直任職於食品及飲料行業，直至二零一九年十一月。

朱雪琴女士(「朱女士」)，43歲，於二零二零年一月七日獲委任為執行董事。彼為本集團位於中國深圳福田區嘉里建設廣場的酒樓(「深圳酒樓」)總經理，負責深圳酒樓管理及行政事務。彼於二零一三年五月加入本集團。

於加入本集團前，朱女士自二零零三年至二零零九年就任於深圳市王子廚房餐飲有限公司，離職前擔任副經理。自二零零九年至二零一二年，彼就任於江蘇王子飯店有限公司，離職前擔任總經理。

* For identification purpose only



BIOGRAPHICAL DETAILS OF DIRECTORS (Continued)

董事履歷詳情 (續)

Non-Executive Director

Mr. Chow Yiu Pong David (周耀邦 (“Mr. Chow”)), aged 35, was appointed as an executive Director on 23 September 2015 and re-designated as a non-executive Director on 7 January 2020.

Mr. Chow obtained a Higher Diploma in Web-based Technology for Business from Hong Kong Institute of Vocational Education (Sha Tin) in July 2005. He further holds a degree of Bachelor of Science (Information Technology) from the Swinburne University of Technology in Melbourne, Australia by way of distance learning in March 2007.

From July 2005 to March 2012, Mr. Chow worked at Compass Business Solutions Limited as a programmer, and was subsequently promoted to a technical consultant since October 2008. Since July 2012, Mr. Chow has been working at Tectura Hong Kong Limited as a client services consultant.

非執行董事

周耀邦先生(「周先生」)，35歲，於二零一五年九月二十三日獲委任為執行董事，並於二零二零年一月七日調任為非執行董事。

周先生於二零零五年七月於香港專業教育學院(沙田分校)獲得電子商貿技術高級文憑。彼另於二零零七年三月透過遙距學習於澳大利亞墨爾本斯威本科技大學獲得信息技術理學學士學位。

自二零零五年七月至二零一二年三月，周先生於Compass Business Solutions Limited任職程式設計員，其後於二零零八年十月獲升為技術顧問。自二零一二年七月起，周先生於Tectura Hong Kong Limited任職客戶服務顧問。

BIOGRAPHICAL DETAILS OF DIRECTORS (Continued)

董事履歷詳情 (續)

Independent Non-Executive Directors

Prof. Wong Lung Tak Patrick (黃龍德) (“Prof. Wong”), aged 73, was appointed as an independent non-executive Director on 16 June 2016. He is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of each of the Company’s audit committee (the “Audit Committee”) and legal compliance committee (the “Legal Compliance Committee”).

Prof. Wong is a Practising Certified Public Accountant. He has been the managing practising director of Patrick Wong C.P.A Limited since November 2010 and has over 40 years of experience in the accountancy profession. Prof. Wong was awarded a Badge of Honour in January 1993 by the Queen of England. He has been appointed as a Justice of the Peace since July 1998 and was awarded a Bronze Bauhinia Star (B.B.S.) in July 2010 by the Government of Hong Kong.

Prof. Wong is currently an independent non-executive director of C C Land Holdings Limited (Stock Code: 1224), Galaxy Entertainment Group Limited (Stock Code: 27), Sino Oil and Gas Holdings Limited (Stock Code: 702), Winox Holdings Limited (Stock Code: 6838) and Water Oasis Group Limited (Stock Code: 1161).

Prof. Wong was an independent non-executive director of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (formerly known as Guangzhou Pharmaceutical Company Limited) (Stock Code: 874) from June 2010 to May 2017, and Real Nutraceutical Group Limited (Stock Code: 2010) from March 2008 to October 2017, and National Arts Entertainment and Culture Group Limited (formerly known as National Arts Holdings Limited) (Stock Code: 8228) from February 2010 to December 2018, and BAIC Motor Corporation Limited (Stock Code: 1958) from December 2014 to March 2021.

獨立非執行董事

黃龍德教授 (「黃教授」)，73歲，於二零一六年六月十六日獲委任為獨立非執行董事。彼主要負責獨立監管管理層及就本公司策略、表現、資源及行為準則問題提供獨立判斷。彼亦分別為本公司審核委員會 (「審核委員會」) 及法律合規委員會 (「法律合規委員會」) 主席。

黃教授為香港資深執業會計師，自二零一零年十一月為黃龍德會計師事務所有限公司首席執業董事，擁有逾40年會計專業經驗。黃教授於一九九三年一月獲英女皇頒授榮譽獎章，自一九九八年七月獲委任為太平紳士，並於二零一零年七月獲香港特別行政區政府頒授銅紫荊星章。

黃教授現為中渝置地控股有限公司 (股份代號：1224)、銀河娛樂集團有限公司 (股份代號：27)、中國油氣控股有限公司 (股份代號：702)、盈利時控股有限公司 (股份代號：6838) 及奧思集團有限公司 (股份代號：1161)。

黃教授於二零一零年六月至二零一七年五月擔任廣州白雲山醫藥集團股份有限公司 (前稱廣州藥業股份有限公司) (股份代號：874) 獨立非執行董事，並於二零零八年三月至二零一七年十月擔任瑞年國際有限公司 (股份代號：2010) 獨立非執行董事，及於二零一零年二月至二零一八年十二月擔任國藝娛樂文化集團有限公司 (前稱國藝控股有限公司) (股份代號：8228) 獨立非執行董事，及於二零一四年十二月至二零二一年三月擔任北京汽車股份有限公司 (股份代號：1958) 獨立非執行董事。



BIOGRAPHICAL DETAILS OF DIRECTORS (Continued)

董事履歷詳情 (續)

Mr. Yuen Ching Bor Stephen (袁靖波) (“Mr. Yuen”), aged 73, was appointed as an independent non-executive Director on 7 January 2020, and is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the Legal Compliance Committee.

Mr. Yuen graduated with a Master of Science in Interdisciplinary Design and Management from The University of Hong Kong. He is an Eminent Fellow Member of the Royal Institution of Chartered Surveyors, a Fellow Member of the Chartered Institute of Housing, a Fellow Member of the Hong Kong Institute of Housing and a Member of the Chartered Institute of Arbitrators. He has approximately 50 years of real estate experience in both public and private sectors. He is currently a non-executive chairman of InfraredNF Investment Advisers Limited and an independent non-executive director of Autotoll Limited. Mr. Yuen was ex-chairman of the Industry Training Advisory Committee (Property Management) of the Education Bureau, past chairman of the Real Estate Service Training Board, ex-committee member of the Employee Retraining Board, ex-member of the Land and Building Advisory Committee, past chairman of the Chartered Institute of Housing (Hong Kong Branch), past president of the Hong Kong Association of Property Management Companies and past president of the Hong Kong Institute of Real Estate Administrators.

Mr. Yuen is currently an (i) independent non-executive director of Winson Holdings Hong Kong Limited, a company listed on the GEM of the Stock Exchange (Stock Code: 8421); and (ii) independent non-executive director of Real Nutriceutical Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2010).

袁靖波先生(「袁先生」)，73歲，於二零二零年一月七日獲委任為獨立非執行董事，主要負責獨立監管管理層及就本公司策略、表現、資源及行為準則問題提供獨立判斷。彼亦為薪酬委員會主席以及審核委員會、提名委員會及法律合規委員會成員。

袁先生畢業於香港大學，獲跨學科設計及管理理學碩士學位。彼為英國皇家特許測量師學會傑出資深會員、英國特許房屋經理學會資深會員、香港房屋經理學會資深會員及英國特許仲裁學會會員。彼於公私營房地產界別擁有約50年經驗。彼現為匯貫南豐投資管理有限公司的非執行主席及快易通有限公司的獨立非執行董事。袁先生為教育局行業培訓諮詢委員會(物業管理業)前主席、房地產服務業訓練委員會前主席、僱員再培訓局委員會前成員、土地及建設諮詢委員會前成員、英國特許房屋經理學會香港分會前主席、香港物業管理公司協會前會長及香港地產行政師學會前會長。

袁先生現為(i)永順控股香港有限公司(聯交所GEM上市公司，股份代號：8421)的獨立非執行董事；及(ii)瑞年國際有限公司(聯交所主板上市公司，股份代號：2010)的獨立非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS (Continued)

董事履歷詳情 (續)

Mr. Kan Sze King Kenneth (簡士勁) (“Mr. Kan”), aged 55, was appointed as an independent non-executive Director on 1 September 2020, and is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company. He is also a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Legal Compliance Committee.

Mr. Kan was awarded a diploma by the Architectural Association School of Architecture in the United Kingdom in August 1989. He was then received a MA in property valuation and law from the department of property valuation and management, Business School, City University, the United Kingdom in August 1993.

Currently, Mr. Kan is the director of CHK Partnership Limited, an architecture and interior design company that was found and directed by Mr. Kan in 1996 until he left the company in 2015. Mr. Kan rejoined the company in 2018 and has been responsible for overseeing the design projects undertaken by the company. Previously, Mr. Kan was a project director for Kerry Properties (China) Limited from January 2017 to August 2017.

Mr. Kan has been a member of the Hong Kong Institute of Architects since 2016 and has been registered with the Architects Registration Board of Hong Kong since 2017. Mr. Kan has also been a certified interior designer of the Hong Kong Interior Design Association since 2018. Mr. Kan became a member of Royal Institute of British Architects in 1992, and is currently registered with the Architects Registration Board of the United Kingdom.

簡士勁先生(「簡先生」)，55歲，於二零二零年九月一日獲委任為獨立非執行董事，主要負責獨立監管管理層及就本公司策略、表現、資源及行為準則問題提供獨立判斷。彼亦為審核委員會、提名委員會、薪酬委員會以及法律合規委員會成員。

簡先生於一九八九年八月獲英國建築聯盟學院頒授文憑。其後，彼於一九九三年八月獲英國城市大學商學院物業估值及管理系頒授物業估值及法學碩士學位。

目前，簡先生擔任CHK Partnership Limited的董事，該公司為一家建築及室內設計公司，由簡先生於一九九六年創辦及管理，直至彼於二零一五年從該公司離職。簡先生於二零一八年重新加入該公司，一直負責監管該公司所承擔的設計項目。此前，簡先生曾於二零一七年一月至二零一七年八月擔任嘉里置業(中國)有限公司的項目總監。

簡先生自二零一六年起擔任香港建築師學會會員，並自二零一七年起在香港建築師註冊管理局註冊。此外，簡先生自二零一八年起一直擔任香港室內設計協會認證室內設計師。簡先生於一九九二年成為英國皇家建築師協會的會員，目前在英國建築師註冊管理局註冊。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is pleased to present herein the corporate governance report of the Company for the year ended 31 December 2020.

The Directors and the management of the Group recognise the importance of sound corporate governance to the long-term success and continuing development of the Group. Therefore, the Board is committed to upholding good corporate standards and procedures, so as to improve the accountability system and transparency of the Group, protect the interests and create value for the Shareholders.

Compliance with the Corporate Governance Code

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "Code") in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). For the year ended 31 December 2020 (the "Reporting Period"), to the best knowledge of the Board, the Company has complied with all the applicable code provisions set out in the Code, except for certain deviations as specified with considered reasons for such deviations as explained below.

Under Code Provision A.2.1 of the Code, the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual.

董事會欣然提交截至二零二零年十二月三十一日止年度的本公司企業管治報告。

本集團董事及管理層意識到，卓越的企業管治對本集團的長期成功及持續發展很重要。因此，董事會承諾堅持良好的企業標準及程序，以完善本集團的問責制度及提高其透明度，維護股東的利益並為其創造價值。

遵守企業管治守則

本公司根據聯交所證券上市規則（「上市規則」）附錄十四之企業管治守則及企業管治報告（「守則」）中的原則及守則條文進行企業管治工作。截至二零二零年十二月三十一日止年度（「報告期」），董事會深知，本公司已遵守守則所載所有適用守則條文，惟下述若干偏離除外（有關偏離所考慮的因素於下文闡述）。

根據守則的守則條文A.2.1，主席及行政總裁的角色應有所區分及不應由同一人同時兼任。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

During the Reporting Period, the Company has not separated the roles of chairman and chief executive officer of the Company (the “CEO”). Mr. Chan was the chairman and also CEO and is responsible for overseeing the operations of the Group during such period. In view of the fact that Mr. Chan has been operating and managing the Group since 1998, the Board believes that it is in the best interests of the Group to have Mr. Chan taking up both roles for effective management and business development. The Board also believes that vesting the roles of both chairman and CEO in the same person has the benefit of ensuring the consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. Although Mr. Chan performs both roles of chairman and CEO, the division of responsibilities between the two roles is clearly established. While the chairman is responsible for supervising the functions and performance of the Board, the CEO is responsible for the management of the Group’s business. The Board considers that the balance of power and authority for the present arrangement will not be impaired given the appropriate delegation of the power of the Board to the Senior Management for the day-to-day management of the Group, and the effective functions of the independent non-executive Directors representing at least one-third of the Board such that no one individual has unfettered power of decisions. This structure will also enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and CEO at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

The Board will periodically review on the Company’s corporate governance functions and will continuously improve the Company’s corporate governance practices by assessing their effectiveness with evolving standards to meet changing circumstances and needs.

於報告期，本公司並無區分主席及行政總裁（「行政總裁」）的角色。於有關期間，陳先生兼任本公司主席及行政總裁，負責監管本集團的業務運營。鑒於陳先生自一九九八年起一直經營及管理本集團，董事會認為，由陳先生擔任主席及行政總裁職務以進行有效管理及業務發展，乃符合本集團最佳利益。董事會亦相信，由同一人兼任主席及行政總裁的角色，有利於確保本集團內部領導貫徹一致，使本集團的整體策略規劃更有效及更具效率。儘管陳先生同時履行主席及行政總裁職務，主席及行政總裁的職責分工已清楚確立。主席負責監督董事會職能及表現，而行政總裁則負責管理本集團業務。董事會認為，鑒於董事會就本集團的日常管理適當分配權力予高級管理層，現行安排不會削弱權力和權限制衡，加上獨立非執行董事佔董事會成員最少三分之一，以致並無個別人士有絕對的決定權，能有效發揮職能，此架構亦可讓本公司迅速及有效地作出及落實決策。董事會將繼續進行檢討，並會在計及本集團整體情況後考慮於適當時候將董事會主席與本公司行政總裁的角色分開。

董事會將定期檢討本公司的企業管治職能，並將不斷改善本公司的企業管治常規，按照不斷發展的標準評估其成效，以配合不斷轉變的情況及需要。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Board of Directors

The key responsibilities of the Board include formulation of the Group's overall strategies, the setting of management targets and supervision of management performance. The management is delegated with the authority and responsibility by the Board for the management and administration of the Group. In addition, the Board has also delegated various responsibilities to the board committees of the Company (the "Board Committees"). Further details of the Board Committees are set out in this annual report. Under the terms of reference, the duties of the Board in respect of corporate governance are as follows:

1. to develop and review the policies and practices on corporate governance of the Group and make recommendations;
2. to review and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
5. to review the Company's compliance with the Code and disclosure in the corporate governance report of the Company.

董事會

董事會的主要責任包括制定本集團的整體戰略、建立管理目標及監督管理表現。管理層就本集團的管理及行政工作獲董事會轉授權力及責任。此外，董事會亦轉授多項責任予本公司的董事委員會（「董事委員會」）。董事委員會的進一步詳情載列於本年報中。根據職權範圍，董事會關於企業管治之責任載列如下：

1. 制定及檢討本集團的企業管治政策及實務，並提出建議；
2. 審閱及監察董事及高級管理層的培訓及持續專業發展；
3. 審閱及監察本集團關於遵守法律及監管規定的政策及實務；
4. 制定、審閱及監察適用於董事及僱員的操守守則及遵守手冊（如有）；及
5. 審閱本公司對守則的遵守情況及在本公司企業管治報告內的披露。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Composition of the Board

During the Reporting Period and up to the date of this annual report, there have been changes in the composition of the Board. As at the date of this annual report, the Board comprises seven Directors, including three executive Directors, one non-executive Director and three independent non-executive Directors. The composition of the Board and the aforesaid changes are set out as follow:

Executive Directors

Mr. Chan Chun Kit (*Chairman and Chief Executive Officer*)
Ms. Chan Wai Sze Josephine (*appointed on 7 January 2020*)
Ms. Zhu Xueqin (*appointed on 7 January 2020*)
Mr. Lam Kwok Leung Peter (*resigned on 16 May 2020*)
Mr. Wong Ka Wai (*resigned on 24 June 2020*)

Non-executive Director

Mr. Chow Yiu Pong David (*re-designated from executive Director on 7 January 2020*)

Independent Non-executive Directors

Prof. Wong Lung Tak Patrick
Mr. Yuen Ching Bor Stephen (*appointed on 7 January 2020*)
Mr. Kan Sze King Kenneth (*appointed on 1 September 2020*)
Mr. Liu Chi Keung (*resigned on 1 September 2020*)
Mr. Tam Tak Kei Raymond (*resigned on 14 February 2020*)

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, the Board was consisted of three independent non-executive Directors during the Reporting Period. During the Reporting Period and as of the date of this annual report, the number of independent non-executive Directors represents more than one-third of the Board. As such, there is a strong independent element in the Board to provide independent judgement. Amongst the independent non-executive Directors, Prof. Wong Lung Tak Patrick and Mr. Tam Tak Kei Raymond (resigned on 14 February 2020) have the appropriate professional qualifications and accounting and related financial management expertise required under Rule 3.10(2) of the Listing Rules.

The Company has entered into a service agreement with each of the independent non-executive Directors for a term of one year, which may be terminated earlier by no less than three months written notice served by either party on the other.

董事會組成

於報告期間及直至本年報日期，董事會組成發生變動。於本年報日期，董事會由七名董事組成，包括三名執行董事、一名非執行董事及三名獨立非執行董事。董事會組成及所述變動載列如下：

執行董事

陳振傑先生 (*主席兼行政總裁*)
陳瑋詩女士 (*於二零二零年一月七日獲委任*)
朱雪琴女士 (*於二零二零年一月七日獲委任*)
林國良先生 (*於二零二零年五月十六日辭任*)
王家惠先生
(*於二零二零年六月二十四日辭任*)

非執行董事

周耀邦先生 (*於二零二零年一月七日由執行董事調任*)

獨立非執行董事

黃龍德教授
袁靖波先生 (*於二零二零年一月七日獲委任*)
簡士勁先生 (*於二零二零年九月一日獲委任*)
廖志強先生 (*於二零二零年九月一日辭任*)
譚德機先生 (*於二零二零年二月十四日辭任*)

根據上市規則第3.10(1)及3.10A條，於報告期間，董事會包括三名獨立非執行董事。於報告期間及截至本年報日期，獨立非執行董事人數佔董事會人數三分之一以上。因此，董事會具備強大的獨立元素，可提供獨立判斷。獨立非執行董事中，黃龍德先生及譚德機先生(於二零二零年二月十四日辭任)具有上市規則第3.10(2)條所規定的適當專業資格及會計與相關財務管理專長。

本公司已與各獨立非執行董事訂立為期一年的服務協議，其可由任何一方向另一方發出不少於三個月的書面通知而提前終止。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Company will use its best efforts to achieve the board diversity policy and ensure that the Board has a balance of skills, experience and diversity which is appropriate to the needs of the Company's business. The selection of candidates will be based on a range of criteria, including but not limited to, gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The appointment of Directors will continue to be made based on merit and potential contribution by the candidate to the Board and the Company. Each of Directors' respective biographical details is set out in the section "Biographical Details of Directors" of this annual report. The Directors have the necessary skills and experience appropriate for discharging their duties as Directors in the best interest of the Company.

Pursuant to Article 112 of the articles of association of the Company (the "Articles"), any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Kan Sze King Kenneth will retire from office as Directors at the forthcoming annual general meeting of the Company (the "AGM"), and being eligible, offer themselves for re-election.

Pursuant to Article 108 of the Articles, one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third), not including those Directors who are subject to re-election pursuant to Article 112 as described above, shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Mr. Chan Chun Kit and Mr. Chow Yiu Pong David will retire from office as Directors at the forthcoming AGM.

Specific enquiry has been made by the Company to each of the independent non-executive Directors to confirm their independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the positive annual confirmations from all of the three independent non-executive Directors. Based on the confirmations received, the Company considers all independent non-executive Directors to be independent under the Listing Rules.

本公司將盡其所能實現董事會多元化政策及確保董事會於技能、經驗及多元化方面保持適當的平衡以適應本公司業務需要。甄選候選人將以一系列標準為基準，包括但不限於性別、年齡、文化及教育背景、經驗（專業或其他）、技能及知識。委任董事將繼續取決於候選人的優點及候選人對董事會及本公司之潛在貢獻。各董事相關履歷詳情載於本年報「董事履歷詳情」一節。董事具有在符合本公司最佳利益情況下履行彼等的董事職務的必要技能及專業經驗。

根據本公司組織章程細則（「章程細則」）第112條，董事會所委任加入現有董事會的任何董事僅須任職至本公司緊接的下一屆股東週年大會為止，並合資格膺選連任。故此，簡士勁先生將於本公司應屆股東週年大會（「股東週年大會」）上退任董事職位，並合資格膺選連任。

根據章程細則第108條，於股東週年大會上，為數三分之一（或倘其數目並非三(3)的倍數，則取最接近但不少於三分之一者（不包括上文所述根據章程細則第112條膺選連任的董事））的現任董事須輪流退任，惟所有董事須最少每三年輪流退任一次。陳振傑先生及周耀邦先生將於應屆股東週年大會上退任董事職位。

根據上市規則第3.13條，本公司已向各獨立非執行董事作出具體查詢，以確認彼等的獨立性。就此而言，本公司已獲得全部三名獨立非執行董事的正面年度確認。根據所獲確認，本公司認為，根據上市規則，全體獨立非執行董事均屬獨立人士。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Board and General Meetings

During the Reporting Period, eleven board meetings were held to approve, among others, the annual results for the year ended 31 December 2019, the interim results in respect of the year ended 31 December 2020. The AGM which was held on 24 June 2020 was the general meeting of the Company during the Reporting Period.

The attendance of the respective Directors at the Board meetings are set out below:

董事會及股東大會

於報告期內，董事會舉行了十一次會議以批准（其中包括）截至二零一九年十二月三十一日止年度的全年業績、截至二零二零年十二月三十一日止年度的中期業績。於二零二零年六月二十四日舉行的股東週年大會乃本公司於報告期內的股東大會。

各董事出席董事會會議的記錄載列如下：

		Attendance/ Number of Board meetings during the Reporting Period 本報告期間出席 次數/會議次數	Attendance/ Number of general meeting during the Reporting Period 本報告期間出席 次數/股東大會次數
Executive Directors	執行董事		
Mr. Chan Chun Kit (<i>Chairman and Chief Executive Officer</i>)	陳振傑先生 (主席兼行政總裁)	11/11	1/1
Ms. Chan Wai Sze Josephine (<i>appointed on 7 January 2020</i>)	陳瑋詩女士 (於二零二零年一月七日獲委任)	10/10 (Note 1) (附註1)	1/1
Ms. Zhu Xueqin (<i>appointed on 7 January 2020</i>)	朱雪琴女士 (於二零二零年一月七日獲委任)	10/10 (Note 1) (附註1)	1/1
Mr. Lam Kwok Leung Peter (<i>resigned on 16 May 2020</i>)	林國良先生 (於二零二零年五月十六日辭任)	5/5 (Note 1) (附註1)	Not applicable (Note 3) 不適用(附註3)
Mr. Wong Ka Wai (<i>resigned on 24 June 2020</i>)	王家惠先生 (於二零二零年六月二十四日辭任)	6/6 (Note 1) (附註1)	Not applicable (Note 3) 不適用(附註3)
Non-executive Director	非執行董事		
Mr. Chow Yiu Pong David (<i>re-designated from executive Director on 7 January 2020</i>)	周耀邦先生 (於二零二零年一月七日由執行董事調任)	11/11	1/1
Independent Non-executive Directors	獨立非執行董事		
Prof. Wong Lung Tak Patrick	黃龍德教授	11/11	1/1
Mr. Yuen Ching Bor Stephen (<i>appointed on 7 January 2020</i>)	袁靖波先生 (於二零二零年一月七日獲委任)	10/10 (Note 1) (附註1)	1/1
Mr. Kan Sze King Kenneth (<i>appointed on 1 September 2020</i>)	簡士勁先生 (於二零二零年九月一日獲委任)	1/1 (Note 1) (附註1)	Not applicable (Note 3) 不適用(附註3)
Mr. Liu Chi Keung (<i>resigned on 1 September 2020</i>)	廖志強先生 (於二零二零年九月一日辭任)	10/10 (Note 1) (附註1)	1/1
Mr. Tam Tak Kei Raymond (<i>resigned on 14 February 2020</i>)	譚德機先生 (於二零二零年二月十四日辭任)	0/1 (Note 2) (附註2)	Not applicable (Note 3) 不適用(附註3)

Notes:

- (1) The attendance of the resigned and newly appointed Directors during the Relevant Period represented the number of meetings held during his/her tenure of office.
- (2) One Board meeting was held during the tenure of office of the Director.
- (3) No general meeting was held during the tenure of office of the Directors.

附註：

- (1) 於有關期間內辭任及新委任的董事的出席次數代表於其任期期間內舉行的會議次數。
- (2) 董事任期內，董事會舉行一次會議。
- (3) 董事任期內，並無舉行股東大會。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Directors can attend meetings in person or through other means of electronic communication in accordance with the Articles. All minutes of the Board meetings were recorded in sufficient detail the matters considered by the Board and the decisions reached.

To facilitate the decision-making process, the Directors are free to have access to the management for enquiries and to obtain further information when required. The Directors can also seek independent professional advice in appropriate circumstances, at the Company's expense in discharging their duties to the Company. All Directors have unrestricted access to the company secretary of the Company (the "Company Secretary") who is responsible for ensuring that the Board/committee procedures are complied with, and for advising the Board/committee(s) on compliance matters.

The Company has arranged appropriate insurance cover in respect of possible legal action against its Directors and senior officers.

Relationships among Board Members and Senior Management

Saved as disclosed in the section headed "Biographical Details of Directors" of this annual report, there is no financial, business, family or other material or relevant relationship among members of the Board and the Senior Management.

Code of Conduct for Securities Transactions by Directors

The Company has adopted the required standard of dealings set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by Directors in respect of the Shares (the "Code of Conduct"). The Company has made specific enquiry to all Directors, and all Directors have confirmed that they have fully complied with the required standard of dealings set out in the Code of Conduct for the year ended 31 December 2020.

董事可親身出席會議，或依據章程細則，利用其它電子通訊方式參與會議。所有董事會會議記錄詳細記錄董事會考慮的事宜及已達成的決定。

為加快決策過程，董事可隨時向管理層查詢，並獲取其它資料(如有需要)。董事亦可就履行其於本公司職責而在適當情況下尋求獨立專業意見，費用概由本公司支付。全體董事均可無限制地聯絡本公司的公司秘書(「公司秘書」)，公司秘書乃負責確保董事會／委員會程序遵守該遵從的事項，以及就該遵從的事項向董事會／委員會提出建議。

本公司已就其董事及高級職員可能面臨的法律訴訟作出適當投保安排。

董事會成員與高級管理層之間的關係

除本年度報告「董事履歷詳情」一節所披露者外，董事會及高級管理層成員之間並無財政、業務、家庭或其他重大或相關關係。

董事進行證券交易的操守守則

本公司已採納上市規則附錄十所載的規定買賣準則作為董事就股份進行證券交易的操守守則(「操守守則」)。本公司已向全體董事作出具體查詢，而全體董事已確認，彼等於截至二零二零年十二月三十一日止年度一直全面遵守操守守則所載的規定買賣準則。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Directors' Continuing Professional Development Programme

The Group acknowledges the importance of adequate and ample continuing professional development for the Directors for a sound and effective internal control system and corporate governance. In this regard, the Group has always encouraged its Directors to attend relevant training courses to receive the latest news and knowledge regarding corporate governance.

During the Reporting Period, the Company has provided the Directors and Company Secretary at least one training course on the updates of the Listing Rules concerning good corporate governance practices. The Company will, if necessary, provide timely and regular trainings to the Directors to ensure that they keep abreast with the current requirements under the Listing Rules.

According to the training records maintained by the Company, the continuous professional development programmes received by each of the Directors during the Reporting Period is summarised as follows:

董事的持續專業發展計劃

本集團肯定董事獲得足夠及充分持續專業發展對健全而行之有效的內部監控系統及企業管治的重要性。為此，本集團一直鼓勵其董事出席有關培訓課程，以獲取有關企業管治的最新消息及知識。

於報告期內，本公司已提供而董事及公司秘書亦已出席最少一次培訓課程，內容有關上市規則中涉及良好企業管治常規的最新資料。本公司將按需要為董事提供適時及正規培訓，以確保彼等緊跟上市規則的現行規定。

根據本公司存置的培訓記錄，各董事於報告期間接受的持續專業培訓概述如下：

	Type of Training 培訓類別	
Executive Directors	執行董事：	
Mr. Chan Chun Kit (<i>Chairman and Chief Executive Officer</i>)	陳振傑先生 (董事會主席兼行政總裁)	A&B
Ms. Chan Wai Sze Josephine (<i>appointed on 7 January 2020</i>)	陳瑋詩女士 (於二零二零年一月七日獲委任)	A&B
Ms. Zhu Xueqin (<i>appointed on 7 January 2020</i>)	朱雪琴女士 (於二零二零年一月七日獲委任)	A&B
Mr. Lam Kwok Leung Peter (<i>resigned on 16 May 2020</i>)	林國良先生 (於二零二零年五月十六日辭任)	A&B
Mr. Wong Ka Wai (<i>resigned on 24 June 2020</i>)	王家惠先生 (於二零二零年六月二十四日辭任)	A&B
Non-executive Director	非執行董事：	
Mr. Chow Yiu Pong David (<i>re-designated from executive Director on 7 January 2020</i>)	周耀邦先生 (於二零二零年一月七日由執行董事調任)	A&B
Independent non-executive Directors	獨立非執行董事：	
Prof. Wong Lung Tak Patrick	黃龍德教授	A&B
Mr. Yuen Ching Bor Stephen (<i>appointed on 7 January 2020</i>)	袁靖波先生 (於二零二零年一月七日獲委任)	A&B
Mr. Kan Sze King Kenneth (<i>appointed on 1 September 2020</i>)	簡士勁先生 (於二零二零年九月一日獲委任)	A&B
Mr. Liu Chi Keung (<i>resigned on 1 September 2020</i>)	廖志強先生 (於二零二零年九月一日辭任)	A&B
Mr. Tam Tak Kei Raymond (<i>resigned on 14 February 2020</i>)	譚德機先生 (於二零二零年二月十四日辭任)	A&B



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

- A: attending training sessions, including but not limited to, seminars, briefings, conferences, forums and workshops.
- B: reading newspapers, journals and updates relating to the economy, general business, corporate governance and directors' duties and responsibilities.

- A: 參加培訓課程，包括但不限於研討會、簡報會、會議、論壇和工作坊。
- B: 閱讀報章、期刊和最新資訊，內容關於經濟、一般業務、企業管治及董事職責和責任。

Corporate Governance Function

The Board recognises that corporate governance should be the collective responsibility of the Directors which includes:

- (a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (d) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and report to the Board on such matters; and
- (e) to review the Company's compliance with the Code and disclosure in the annual report.

企業管治職能

董事會認為，企業管治應是董事的集體責任，其中包括：

- (a) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 制定、檢討及監察適用於僱員及董事的行為守則及合規手冊；
- (d) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議及就有關事宜向董事會匯報；及
- (e) 檢討本公司在守則的遵守情況及年報的披露情況。

Board Committees

The Board has established a number of functional committees in compliance with the relevant Listing Rules and to assist the Board to discharge its duties. Currently, four committees have been established:

1. The Audit Committee was established on 16 June 2016 with its terms of reference in compliance with Rules 3.21 to 3.23 of the Listing Rules, and paragraphs C.3.3 and C.3.7 of the Code;
2. The Remuneration Committee was established on 16 June 2016 with its terms of reference in compliance with paragraph B.1.2 of the Code;

董事委員會

董事會已根據相關上市規則成立若干功能性委員會，以協助董事會履行職務，現時已成立四個委員會：

1. 本公司已於二零一六年六月十六日設立審核委員會並遵照上市規則第3.21至3.23條及守則第C3.3及C3.7段的規定訂明其職權範圍；
2. 本公司已於二零一六年六月十六日設立薪酬委員會並遵照守則第B1.2段訂明其職權範圍；

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

3. The Nomination Committee was established on 16 June 2016 with terms of reference in compliance with paragraph A.5.2 of the Code; and
4. The Legal Compliance Committee was established on 16 June 2016.

The functions and responsibilities of these committees have been set out in the relevant terms of reference which are of no less stringent than that stated in the Code. The relevant terms of reference of each of the Audit Committee, Remuneration Committee and Nomination Committee can be found on the Group's website (<http://www.starofcanton.com.hk/>) and the website of the Stock Exchange in accordance with the Code. All committees have been provided with sufficient resources and support from the Group to discharge their duties.

Audit Committee

During the Reporting Period, the Audit Committee comprised five members, namely Prof. Wong Lung Tak Patrick (Chairman), Mr. Yuen Ching Bor Stephen (appointed on 7 January 2020), Mr. Kan Sze King Kenneth (appointed on 1 September 2020), Mr. Liu Chi Keung (resigned on 1 September 2020) and Mr. Tam Tak Kei Raymond (resigned on 14 February 2020), all of whom are independent non-executive Directors. The members of the Audit Committee shall comprise non-executive Directors and shall be appointed or removed by the Board. If any member of the Audit Committee ceases to be a Director, he/she will cease to be a member of the Audit Committee automatically.

The Audit Committee must comprise a minimum of three members, at least one of whom is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. In addition, the majority of the Audit Committee shall be independent non-executive Directors.

3. 本公司已於二零一六年六月十六日設立提名委員會並遵照守則第A5.2段訂明其職權範圍；及
4. 本公司已於二零一六年六月十六日設立法律合規委員會。

該等委員會的職能及職責載於相關職權範圍，該等職權範圍的嚴格程度不遜於守則所列者。根據守則，審核委員會、薪酬委員會及提名委員會各自的相關職權範圍可於本集團網站(<http://www.starofcanton.com.hk/>)及聯交所網站查閱。本集團已向所有委員會提供充足資源及支援，以令其履行職責。

審核委員會

於報告期內，審核委員會包括五名成員，即黃龍德教授(主席)、袁靖波先生(於二零二零年一月七日獲委任)、簡士勁先生(於二零二零年九月一日獲委任)、廖志強先生(於二零二零年九月一日辭任)及譚德機先生(於二零二零年二月十四日辭任)均為獨立非執行董事。審核委員會成員包括非執行董事及須由董事會委任或罷免。倘若審核委員會任何成員不再為董事，其將自動不再為審核委員會的成員。

審核委員會須包括最少三名成員，其中至少一名獨立非執行董事具有上市規則第3.10(2)條所規定的適當專業資格或會計或相關財務管理專長。此外，審核委員會大部分應為獨立非執行董事。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

With reference to the terms of reference, the primary responsibilities of the Audit Committee are, among others (for the complete terms of reference please refer to the Group's website (<http://www.starofcanton.com.hk/>) or the website of the Stock Exchange):

1. to make recommendations to the Board on the appointment, re-appointment and removal of the Company's external auditors, and approve the remuneration and terms of engagement of the Company's external auditors;
2. to review and monitor the Company's external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
3. to monitor the integrity of the Company's financial statements and annual report and accounts, half-year report, quarterly report and review significant financial reporting judgments contained in them;
4. to discuss with the Company's external auditors questions and doubts arising in the audit of annual accounts;
5. to review the statement about the Company's internal control system (if any) as included in the Company's annual report prior to submission for the Board's approval;
6. to review the Company's financial reporting, financial controls, internal control and risk management systems;
7. to discuss the internal control system with the Company's management to ensure that management has performed its duty to have an effective internal control system;
8. to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
9. to review the financial and accounting policies and practices of the Group;

根據職權範圍，審核委員會之主要職責為(其中包括)(有關完整的職權範圍，請參閱本集團的網站(<http://www.starofcanton.com.hk/>)或聯交所網站)：

1. 就本公司外聘核數師的委任、重新委任及罷免向董事會提供建議、批准本公司外聘核數師的薪酬及聘用條款；
2. 按適用的標準檢討及監察本公司外聘核數師是否獨立客觀及核數程序是否有效；
3. 監察本公司的財務報表、年報、賬目、半年度報告及季度報告的完整性，並審閱報表及報告所載有關財務申報的重大判斷；
4. 與本公司外聘核數師討論在全年賬目審核中出現的問題及存疑之處；
5. 於提交董事會批准前，審閱本公司年度報告所列有關本公司內部控制系統的報表(如有)；
6. 檢討本公司的財務申報、財務監控、內部監控及風險管理制度；
7. 與本公司管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統；
8. 主動或應董事會的委派，就有關內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；
9. 檢討本集團的財務及會計政策及實務；



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

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| <p>10. to review the external auditor's management letter, any material queries raised by the auditor to the management in respect of accounting records, financial accounts or systems of control and management's response;</p> <p>11. to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter; and</p> <p>12. to review the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.</p> | <p>10. 審閱外聘核數師給予管理層的管理函件、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；</p> <p>11. 確保董事會及時回應於外聘核數師給予管理層的管理函件中提出的事宜；及</p> <p>12. 檢討本公司在會計及財務報告職能方面的資源、員工資歷及經驗、培訓計劃及預算是否充足。</p> |
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During the Reporting Period, the Audit Committee had reviewed the Group's annual results and annual report for the year ended 31 December 2020, and interim results for the six months ended 30 June 2020, and discussed internal controls, risk management and financial reporting matters. The Audit Committee had also reviewed audited annual results for the year ended 31 December 2020, this annual report, and confirmed that this annual report complies with the applicable standard, the Listing Rules, and other applicable legal requirements and that adequate disclosures have been made. There is no disagreement between the Directors and the Audit Committee regarding the selection and appointment of the external auditors. The Audit Committee has recommended to the Board that Ting Ho Kwan & Chan CPA Limited ("THKC") be nominated for re-appointment as the Company's auditor at the forthcoming AGM.

The Board is of the view that the Audit Committee has properly discharged its duties and responsibilities during the Reporting Period and up to the date of this annual report.

於報告期內，審核委員會已審閱本集團截至二零二零年十二月三十一日止年度的全年業績及年度報告及截至二零二零年六月三十日止六個月的中期業績以及討論內部監控、風險管理及財務申報事宜。審核委員會亦已審閱截至二零二零年十二月三十一日止年度的經審核全年業績及本年度報告，並確認本年度報告符合適用準則、上市規則及其他適用法律規定，且已作出足夠披露。董事與審核委員會於挑選及委任外聘核數師方面並無意見分歧。審核委員會已向董事會建議提名丁何關陳會計師事務所有限公司（「丁何關陳」）於應屆股東週年大會上連任本公司的核數師。

董事會認為，於報告期內及截至本年度報告日期止，審核委員會已妥善履行其職務及職責。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Audit Committee meets at least four times a year. During the Reporting Period, the Audit Committee had held five meetings together with the management of the Group and/or the Company's auditors. The attendance records of the members of the Audit Committee are summarised below:

審核委員會每年至少舉行四次會議。於報告期內，審核委員會與本集團管理層及／或本公司核數師一起舉行了五次會議。審核委員會成員之出席記錄概述如下：

		Attendance/Number of meetings during the Reporting Period 本報告期間出席 次數／會議次數
Prof. Wong Lung Tak Patrick (<i>Chairman</i>)	黃龍德教授 (主席)	5/5
Mr. Liu Chi Keung (<i>resigned on 1 September 2020</i>)	廖志強先生 (於二零二零年 九月一日辭任)	4/4 (Note 1) (附註1)
Mr. Tam Tak Kei Raymond (<i>resigned on 14 February 2020</i>)	譚德機先生 (於二零二零年 二月十四日辭任)	Not applicable (Note 2) 不適用 (附註2)
Mr. Yuen Ching Bor Stephen (<i>appointed on 7 January 2020</i>)	袁靖波先生 (於二零二零年 一月七日獲委任)	5/5
Mr. Kan Sze King Kenneth (<i>appointed on 1 September 2020</i>)	簡士勁先生 (於二零二零年 九月一日獲委任)	1/1 (Note 1) (附註1)

Notes:

附註：

- (1) The attendance of the resigned and newly appointed Directors during the Relevant Period represented the number of meetings held during his tenure of office.
- (2) No Audit Committee meeting was held during the tenure of office of the Director.

- (1) 於有關期間內辭任及新委任的董事的出席次數代表於其任職期間內舉行的會議次數。
- (2) 董事任期內，審核委員會並無舉行會議。

Remuneration Committee

During the Reporting Period, the Remuneration Committee comprised five members, namely Mr. Yuen Ching Bor Stephen (Chairman) (appointed on 7 January 2020 and re-designated as the Chairman on 14 February 2020), Mr. Chan Chun Kit, Mr. Kan Sze King Kenneth (appointed on 1 September 2020), Mr. Tam Tak Kei Raymond (resigned on 14 February 2020) and Mr. Liu Chi Keung (resigned on 1 September 2020). Mr. Yuen Ching Bor Stephen, Mr. Kan Sze King Kenneth, Mr. Liu Chi Keung and Mr. Tam Tak Kei Raymond are independent non-executive Directors.

薪酬委員會

於報告期內，薪酬委員會包括五名成員，即袁靖波先生 (主席) (於二零二零年一月七日獲委任及於二零二零年二月十四日調任為主席)、陳振傑先生、簡士勁先生 (於二零二零年九月一日獲委任)、譚德機先生 (於二零二零年二月十四日辭任)、廖志強先生 (於二零二零年九月一日辭任)。袁靖波先生、簡士勁先生、廖志強先生及譚德機先生均為獨立非執行董事。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

With reference to the terms of reference of the Remuneration Committee, the primary responsibilities of the Remuneration Committee include (for the complete terms of reference please refer to the Group's website (<http://www.starofcanton.com.hk/>) or the website of the Stock Exchange):

1. to consult the chairman of the Board and/or chief executive about their remuneration proposals for other executive Directors;
2. to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management ("the Senior Management") remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
3. to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
4. to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management;
5. to make recommendations to the Board on the remuneration of non-executive Directors;
6. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;
7. to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
8. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
9. to ensure that no Directors or any of his close associates is involved in deciding his own remuneration.

根據薪酬委員會的職權範圍，薪酬委員會的主要職責包括（有關完整職權範圍，請參閱本集團的網站 (<http://www.starofcanton.com.hk/>) 或聯交所網站）：

1. 就其他執行董事的薪酬建議諮詢董事會主席及／或行政總裁；
2. 就本公司全體董事及高級管理人員（「高級管理人員」）的薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
3. 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
4. 向董事會建議個別執行董事及高級管理人員的薪酬待遇；
5. 就非執行董事的薪酬向董事會提出建議；
6. 考慮同類公司支付的薪酬、須付出的時間及職責，以及本公司及其附屬公司的其他職位的僱用條件；
7. 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平，不致過多；
8. 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及
9. 確保概無董事或其任何緊密聯繫人參與釐定其自身的薪酬。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Remuneration Committee meets at least once a year. During the Reporting Period, the Remuneration Committee had held five meetings. The attendance records of the members of the Remuneration Committee are summarised below:

薪酬委員會會議至少每年舉行一次。於報告期內，薪酬委員會舉行了五次會議。薪酬委員會成員之出席記錄概述如下：

		Attendance/Number of meetings during the Reporting Period 本報告期間出席 次數／會議次數
Mr. Yuen Ching Bor Stephen (<i>Chairman</i>) (<i>appointed as a member on 7 January 2020 and as the Chairman on 14 February 2020</i>)	袁靖波先生 (主席) (於二零二零年 一月七日獲委任為成員，並於 二零二零年二月十四日獲委任 為主席)	4/4 (Note 1) (附註1)
Mr. Tam Tak Kei Raymond (<i>resigned on 14 February 2020</i>)	譚德機先生 (於二零二零年 二月十四日辭任)	0/1 (Note 2) (附註2)
Mr. Liu Chi Keung (<i>resigned on 1 September 2020</i>)	廖志強先生 (於二零二零年 九月一日辭任)	5/5 (Note 1) (附註1)
Mr. Chan Chun Kit	陳振傑先生	5/5
Mr. Kan Sze King Kenneth (<i>appointed on 1 September 2020</i>)	簡士勁先生 (於二零二零年 九月一日獲委任)	Not applicable (Note 3) 不適用 (附註3)

Notes:

- (1) The attendance of the resigned and newly appointed Directors during the Relevant Period represented the number of meetings held during his tenure of office.
- (2) One Remuneration Committee meeting was held during the tenure of office of the Director.
- (3) No Remuneration Committee meeting was held during the tenure of office of the Director.

附註：

- (1) 於有關期間內辭任及新委任的董事的出席次數代表於其任職期間內舉行的會議次數。
- (2) 董事任期內，薪酬委員會舉行一次會議。
- (3) 董事任期內，並無舉行薪酬委員會會議。

During the Reporting Period, the Remuneration Committee reviewed and made recommendations on the remuneration package of the Senior Management. The Board is of the view that the Remuneration Committee had properly discharged its duties and responsibilities during the Reporting Period and up to the date of this annual report.

於報告期內，薪酬委員會已就高級管理層的薪酬待遇進行檢討及建議。董事會認為，於報告期及截至本年度報告日期止，薪酬委員會已妥善履行其職責及職務。

Nomination Committee

During the Reporting Period, the Nomination Committee comprised five members, namely Mr. Chan Chun Kit (Chairman), Mr. Yuen Ching Bor Stephen (appointed on 7 January 2020), Mr. Kan Sze King Kenneth (appointed on 1 September 2020), Mr. Liu Chi Keung (resigned on 1 September 2020) and Mr. Tam Tak Kei Raymond (resigned on 14 February 2020). Mr. Yuen Ching Bor Stephen, Mr. Kan Sze King Kenneth, Mr. Liu Chi Keung and Mr. Tam Tak Kei Raymond are independent non-executive Directors.

提名委員會

於報告期內，提名委員會包括五名成員，即陳振傑先生 (主席)、袁靖波先生 (於二零二零年一月七日獲委任)、簡士勁先生 (於二零二零年九月一日獲委任)、廖志強先生 (於二零二零年九月一日辭任) 及譚德機先生 (於二零二零年二月十四日辭任)。袁靖波先生、簡士勁先生、廖志強先生及譚德機先生乃獨立非執行董事。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

According to the terms of reference the Nomination Committee, the Nomination Committee shall convene meeting at least once a year and the primary responsibilities of the Nomination Committee include (for the complete terms of reference, please refer to the Group's website (<http://www.starofcanton.com.hk/>) or the website of the Stock Exchange):

1. to review the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board and make recommendations on proposed changes, if any, to the Board to complement the Company's corporate strategy;
2. to review the Company's board diversity policy and the progress on achieving the objectives set for implementing the said policy;
3. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
4. to assess the independence of independent non-executive Directors; and
5. to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

Nomination Policy

The Board has adopted the nomination policy which sets out the nomination criteria and procedures for the Company to appoint or re-elect Directors. The nomination policy aims to:

- set out the criteria and process in the nomination and appointment of Directors;
- ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
- ensure the Board continuity and appropriate leadership at Board level.

根據提名委員會的職權範圍，提名委員會須至少每年舉行一次會議，其主要職責包括(有關完整的職權範圍，請參閱本集團的網站(<http://www.starofcanton.com.hk/>)或聯交所網站)：

1. 檢討董事會的架構、人數、組成及多元化(包括技能、知識及經驗方面)，並就為配合本公司的公司策略而擬對董事會作出的變動(如有)提出建議；
2. 檢討本公司的董事會成員多元化政策及就該政策制定的目標的執行進度；
3. 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
4. 評核獨立非執行董事的獨立性；及
5. 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。

提名政策

董事會已採納提名政策，載列本公司委任或重選董事的提名準則及程序。提名政策旨在：

- 載列提名及委任董事的準則及程序；
- 確保董事會具備切合本公司業務所需的技巧、經驗及多元觀點；及
- 確保董事會的持續性及維持其領導角色。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The nomination policy applies to the Directors and where applicable, Senior Management prepared for Board positions under the succession planning of the Company.

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- Character and integrity
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the board diversity policy that are relevant to the Company's business and corporate strategy
- Any measurable objectives adopted for achieving diversity on the Board
- Willingness to devote adequate time to discharge duties as a member of the Board and/or Board Committee(s)
- Requirement for the Board to have independent Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning

The Nomination Committee will recommend to the Board for the selection, appointment and re-appointment of a Director including an independent non-executive Directors in accordance with the procedures and process as set out in the nomination policy. Nomination Committee will shortlist candidates for consideration by the Board based on the selection criteria and such other factors that it considers appropriate.

提名政策適用於董事，以及(如有需要)按本公司的董事繼任計劃聘任相關的將可獲委任為董事的高級管理人。

在評估及挑選候選人擔任董事時，應考慮下列準則：

- 品格與誠實
- 資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及董事會成員多元化政策所提述的多元化因素
- 為達致董事會成員多元化而採納的任何可計量目標
- 是否願意投放足夠時間履行身為董事會成員及/或擔任董事會轄下委員會的委員的職責
- 根據上市規則，董事會需包括獨立董事的規定，以及參考《上市規則》內列明候選人是否被視為獨立的指引
- 候選人的專業資格、技能、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻
- 其他適用於本公司業務及繼任計劃的其他各項因素，董事會及/或提名委員會可不時修訂有關因素

提名委員會將根據提名政策所載的程序及流程，就董事(包括獨立非執行董事)的甄選、委任及續聘向董事會提出建議。提名委員會根據甄選標準及其認為適當的有關其他因素，將候選人列入最終候選人名單，供董事會考慮。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Nomination Committee is responsible for monitoring and reviewing the nomination policy and recommend any changes thereto to the Board for its adoption as and when necessary.

提名委員會負責監督和審查提名政策，並在必要時向董事會建議任何修改，以供採用。

During the Reporting Period, the Nomination Committee held three meeting. The attendance of the members of the Nomination Committee at the committee meetings is as follows:

於報告期內，提名委員會已舉行3次會議。提名委員會成員於委員會會議之出席次數如下：

		Attendance/Number of meetings during the Reporting Period
		本報告期間出席 次數／會議次數
Mr. Chan Chun Kit (<i>Chairman</i>)	陳振傑先生 (主席)	3/3
Mr. Liu Chi Keung (<i>resigned on 1 September 2020</i>)	廖志強先生 (於二零二零年 九月一日辭任)	3/3 (Note 1) (附註1)
Mr. Tam Tak Kei Raymond (<i>resigned on 14 February 2020</i>)	譚德機先生 (於二零二零年 二月十四日辭任)	0/1 (Note 2) (附註2)
Mr. Yuen Ching Bor Stephen (<i>appointed on 7 January 2020</i>)	袁靖波先生 (於二零二零年 一月七日獲委任)	2/2 (Note 1) (附註1)
Mr. Kan Sze King Kenneth (<i>appointed on 1 September 2020</i>)	簡士勁先生 (於二零二零年 九月一日獲委任)	Not applicable (Note 3) 不適用 (附註3)

Notes:

附註：

- (1) The attendance of the resigned and newly appointed Directors during the Relevant Period represented the number of meetings held during his tenure of office.
- (2) One Nomination Committee meeting was held during the tenure of office of the Director.
- (3) No Nomination Committee meetings were held during the tenure of office of the Director.

- (1) 於有關期間內辭任及新委任的董事的出席次數代表於其任職期間內舉行的會議次數。
- (2) 董事任期內，提名委員會舉行一次會議。
- (3) 董事任期內，提名委員會並無舉行會議。

During the Reporting Period, the Nomination Committee reviewed and assessed (i) the structure, size and composition (including the skills, knowledge and experience) of the Board, (ii) the performance of each of the Directors, (iii) the independence of independent non-executive Directors, and proposed the appointment or re-appointment or succession (if applicable) of Directors.

於報告期內，提名委員會已檢討及評核(i)董事會的架構、人數及組成(包括技能、知識及經驗方面)、(ii)各董事的表現、(iii)獨立非執行董事的獨立性及建議董事的委任、重新委任或繼任(如有)。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Legal Compliance Committee

During the Reporting Period, the Legal Compliance Committee comprised seven members, namely Prof. Wong Lung Tak Patrick (Chairman), Mr. Yuen Ching Bor Stephen (appointed on 7 January 2020), Mr. Kan Sze King Kenneth (appointed on 1 September 2020), Mr. Tam Tak Kei Raymond (resigned on 14 February 2020), Mr. Liu Chi Keung (resigned on 1 September 2020), Mr. Lam Kwok Leung Peter (resigned on 16 May 2020) and Mr. Poon Yick Pang Philip (resigned on 1 October 2020). Prof. Wong Lung Tak Patrick (Chairman), Mr. Yuen Ching Bor Stephen, Mr. Kan Sze King Kenneth, Mr. Tam Tak Kei Raymond and Mr. Liu Chi Keung are independent non-executive Directors.

According to the terms of reference of the Legal Compliance Committee, the primary duties of the Legal Compliance Committee are to assist in overseeing the Group's compliance with laws and regulations relevant to its business operations and to review the effectiveness of its regulatory compliance procedures and system, and the Legal Compliance Committee shall convene meeting at least once a year.

During the Reporting Period, the Legal Compliance Committee held two meetings. The attendance of the members of the Legal Compliance Committee at the committee meetings is as follows:

法律合規委員會

於報告期內，法律合規委員會包括七名成員，即黃龍德教授(主席)、袁靖波先生(於二零二零年一月七日獲委任)、簡士勁先生(於二零二零年九月一日獲委任)、譚德機先生(於二零二零年二月十四日辭任)、廖志強先生(於二零二零年九月一日辭任)、林國良先生(於二零二零年五月十六日辭任)及潘翼鵬先生(於二零二零年十月一日辭任)。黃龍德教授(主席)、袁靖波先生、簡士勁先生、譚德機先生及廖志強先生乃獨立非執行董事。

根據法律合規委員會的職權範圍，法律合規委員會的主要職責為協助監督與本集團業務營運有關的法律及法規的遵守情況，並審閱其監管合規程序及制度是否有效，而法律合規委員會須至少每年舉行一次會議。

於報告期內，法律合規委員會已舉行兩次會議。法律合規委員會成員於委員會會議之出席次數如下：

		Attendance/Number of meetings during the Reporting Period 本報告期間出席次數/會議次數
Prof. Wong Lung Tak Patrick	黃龍德教授	2/2
Mr. Yuen Ching Bor Stephen (appointed on 7 January 2020)	袁靖波先生(於二零二零年一月七日獲委任)	2/2 (Note 1) (附註1)
Mr. Kan Sze King Kenneth (appointed on 1 September 2020)	簡士勁先生(於二零二零年九月一日獲委任)	Not applicable (Note 2) 不適用(附註2)
Mr. Liu Chi Keung (resigned on 1 September 2020)	廖志強先生(於二零二零年九月一日辭任)	2/2 (Note 1) (附註1)
Mr. Tam Tak Kei Raymond (resigned on 14 February 2020)	譚德機先生(於二零二零年二月十四日辭任)	Not applicable (Note 2) 不適用(附註2)
Mr. Lam Kwok Leung Peter (resigned on 16 May 2020)	林國良先生(於二零二零年五月十六日辭任)	2/2 (Note 1) (附註1)
Mr. Poon Yick Pang Philip (resigned on 1 October 2020)	潘翼鵬先生(於二零二零年十月一日辭任)	2/2 (Note 1) (附註1)

Notes:

附註：

(1) The attendance of the resigned and newly appointed Directors during the Relevant Period represented the number of meetings held during his tenure of office.

(1) 於有關期間內辭任及新委任的董事的出席次數代表於其任職期間內舉行的會議次數。

(2) No Legal Committee meeting was held during the tenure of office of the Director.

(2) 董事任期內，法律合規委員會並無舉行會議。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

During the Reporting Period, the Legal Compliance Committee reviewed (i) the compliance policies of the Company against the applicable laws and regulations, and (ii) the training and continuing professional development of the Directors and Senior Management.

Auditor's Remuneration

During the Reporting Period, the Group engaged THKC as the Group's external auditor and to hold office until the conclusion of the forthcoming AGM. The Company's consolidated financial statements for the year ended 31 December 2020 have been audited by THKC. The remuneration paid or payable to THKC is set out as follows:

Services rendered	所提供服務	Fees paid/payable 已付/應付費用	
		for the year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 (HK\$'000) (千港元)	2019 二零一九年 (HK\$'000) (千港元)
Statutory audit services	法定審核服務	814	815
Non-audit services	非審核服務	209	206

Company Secretary

On 1 October 2020, Mr. Poon Yick Pang, Philip has resigned from the position as the Company Secretary. The Board has appointed Ms. Leung Ho Yee ("Ms. Leung") as the Company Secretary with effect from 1 October 2020. Ms. Leung has been nominated by Boardroom Corporate Services (HK) Limited ("Boardroom"), an external service provider, under an engagement letter made between the Company and Boardroom.

Ms. Leung is a senior corporate secretarial manager of Boardroom. She is a member of The Hong Kong Institute of Certified Public Accountants and a Fellow of The Hong Kong Institute of Chartered Secretaries. Ms. Leung has over 10 years' experience in the fields of corporate secretarial, financial management and corporate finance.

於報告期內，法律合規委員會已檢討(i)本公司對適用法律及法規的合規政策及(ii)董事及高級管理層的培訓及持續專業發展。

核數師薪酬

於報告期內，本集團委聘丁何關陳為本集團的外聘核數師，其任期將直至應屆股東週年大會結束止。本公司截至二零二零年十二月三十一日止年度的綜合財務報表已經丁何關陳審核。已付或應付丁何關陳的薪酬載列如下：

公司秘書

於二零二零年十月一日，潘翼鵬先生辭任公司秘書一職。董事會已委任梁可怡女士(「梁女士」)為公司秘書，由二零二零年十月一日起生效。梁女士乃由寶德隆證券登記有限公司(「寶德隆」)(外部服務供應商)根據本公司與寶德隆訂立的委聘函提名。

梁女士為寶德隆的企業秘書高級經理。彼為香港會計師公會的會員及香港特許秘書公會的資深會士。梁女士在企業秘書、財務管理及企業財務領域擁有逾10年的經驗。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

During the Reporting Period, Ms. Leung undertook not less than 15 hours of relevant professional training in accordance with Rule 3.29 of the Listing Rules. The primary person at the Company with whom Ms. Leung has been contacting in respect of company secretarial matters is Ms. Chan Wai Sze Josephine, the executive Director of the Group.

Compliance Officer

Mr. Lam Kwok Leung Peter who was an executive Director resigned on 16 May 2020. He also resigned from the position of the compliance officer of the Group on the same date.

Risk Management and Internal Control Systems

The Board is responsible for reviewing the effectiveness of the risk management and internal control systems of the Group. The scope of the review is determined and recommended by the Audit Committee and approved by the Board annually. The review covers:

1. all material controls, including but not limited to financial, operational and compliance controls;
2. risks management functions; and
3. the adequacy of resources, qualifications and experience of staff in connection with the accounting and financial reporting function of the Group and their training programmes and relevant budget.

During the Reporting Period, the Audit Committee assessed the risk management and internal control environment of the Group and reviewed the internal control procedural manual of the Group and is satisfied with the Group's risk management and internal control systems. The systems are designed in consideration of the nature of business and the organisation structure. Further, the systems are designed to manage rather than eliminate the risk of failure in operational system and to provide reasonable, but not absolute, assurance against material misstatement or loss. The system is designed further to safeguard the Group's assets, maintain appropriate accounting records and financial reporting, achieve efficiency of operations and ensure compliance with the Listing Rules and all other applicable laws and regulations.

於報告期內，梁女士已根據上市規則第3.29條的規定進行不少於15小時的相關專業培訓。就本公司的公司秘書事務與梁女士保持聯繫的本公司主要人士，為本集團執行董事陳瑋詩女士。

合規主任

執行董事林國良先生於二零二零年五月十六日請辭。彼亦於同日請辭本集團合規主任一職。

風險管理及內部監控制度

董事會負責檢討本集團風險管理及內部監控制度的成效。檢討範圍每年均須經審核委員會釐定及建議後提呈董事會批准。檢討包括：

1. 所有重大監控，包括(但不限於)財務、經營及合規監控；
2. 風險控制職能；及
3. 於本集團會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠以及該等員工所接受的培訓課程及相關預算是否充足。

於報告期內，審核委員會評估本集團風險管理及內部監控環境並檢討本集團內部監控程序手冊及信納本集團風險管理及內部監控制度。該制度乃經考慮業務性質及組織結構後制定。此外，該制度乃旨在管理而非消除與經營制度相關的風險，並合理(而非絕對)保證能夠避免出現嚴重誤報或損失的情況。該制度乃用於進一步保障本集團資產、備存適當的會計記錄及財務報告、維持經營效率及確保遵守上市規則及其他所有適用法律法規。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Group has engaged external independent professionals to review its risk management and internal control systems and further enhance its risk management and internal control systems as appropriate.

There is currently no internal audit function within the Group. The Board has reviewed the need for an internal audit function and is of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit functions for the Group as the need arises. Nevertheless, the Board will continue to review the need for an internal audit function annually.

Directors' and Auditor's Responsibility for Consolidated Financial Statements

The Directors acknowledge and understand their responsibility for preparing the consolidated financial statements and to ensure that the consolidated financial statements of the Group are prepared in a manner which reflects the true and fair view of the state of affairs, results and cash flows of the Group and are in compliance with the relevant accounting standards and principles, applicable laws and disclosure provisions required of the Listing Rules. The Directors are of the view that the consolidated financial statements of the Group for each financial year have been prepared on this basis.

To the best knowledge of the Directors, there is no uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, therefore the Directors continue to adopt the going concern approach in preparing the consolidated financial statements.

Statement of the Company's external auditor's responsibilities in respect of the consolidated financial statements is set out in the Independent Auditor's Report of this annual report.

本集團已聘請外部獨立專業人員檢討其風險管理及內部監控制度並進一步加強其風險管理及內部監控制度(倘適用)。

本集團現時並無內部審核部門。董事已檢討內部審核部門的需要，就本集團的規模、業務性質及複雜性而言，彼等認為，於需要時聘請外部獨立專業人員為本集團進行內部審核工作，更具成本效益。然而，董事會每年均將持續檢討內部審核部門的需要。

董事及核數師就綜合財務報表須承擔的責任

董事確認及了解彼等須負責編製綜合財務報表，確保本集團編製的綜合財務報表真實而公平地反映本集團的狀況、業績及現金流量，且符合相關會計準則及原則、適用法律以及上市規則規定的披露條文。董事認為，本集團各財政年度的綜合財務報表均已按有關基準編製。

據董事所知，並無不明朗因素涉及可能對本公司持續經營能力構成重大疑問的事件或情況。因此，董事於編製綜合財務報表時繼續採納持續經營的基準。

有關本公司外聘核數師就綜合財務報表須承擔的責任的聲明載於本年度報告中的獨立核數師報告。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Disclosure of Inside Information

The Group acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong and the Listing Rules and the overriding principle that inside information should be announced promptly when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules as well as the “Guidelines on Disclosure of Inside Information” published by the Securities and Futures Commission of Hong Kong;
- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and the Company’s website; and
- the Group has strictly prohibited unauthorised use of confidential or inside information

General Meetings with Shareholders

The AGM is a forum in which the Board and the Shareholders communicate directly and exchange views concerning the affairs and overall performance of the Group, and its future developments, etc. At the AGM, the Directors (including independent non-executive Directors) are available to attend to questions raised by the Shareholders. The external auditors of the Company is also invited to be present at the AGM to address to queries of the shareholders concerning the audit procedures and the auditors’ report.

The forthcoming AGM will be held on Thursday, 24 June 2021, the notice of which shall be sent to the Shareholders at least 20 clear business days prior to the meeting.

披露內幕消息

本集團知悉其根據香港法例第571章證券及期貨條例及上市規則所應履行的責任，整體原則是內幕消息必須在有所決定後即時公佈。處理及發佈內幕消息的程序及內部監控措施如下：

- 本集團處理事務時會充分考慮上市規則項下的披露規定以及香港證券及期貨事務監察委員會頒佈的「內幕消息披露指引」；
- 本集團透過財務報告、公告及本公司公司網站等途徑向公眾廣泛及非獨家披露資料，以實施及公平披露其政策；及
- 本集團已嚴格禁止未經授權使用機密或內幕消息

股東大會

股東週年大會為董事會與股東可就本集團事務、整體表現及未來發展等直接溝通及交換意見的平台。董事（包括獨立非執行董事）會出席股東週年大會回答股東提問。本公司外聘核數師亦獲邀出席股東週年大會，以回答股東有關審核程序及核數師報告的提問。

本公司應屆股東週年大會將於二零二一年六月二十四日（星期四）舉行，大會通告將於大會前最少20個完整營業日寄發予股東。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Shareholders' Rights

Convening of Extraordinary General Meeting on Requisition by Shareholders

Pursuant to Article 64 of the Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting ("EGM"). EGMs shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, all reasonable expenses incurred by the requisition(s) as a result of the failure of the Board shall be reimbursed to the requisition(s) by the Company.

Putting Forward Proposals at General Meetings and Procedures for Shareholders' Nomination of Directors

To put forward proposals at a general meeting, Shareholders should submit a written notice of those proposals with detailed contact information to the Company Secretary at the Company's principal place of business in Hong Kong at Room B, 5/F, On Fat Industrial Building, 12-18 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong. The request will be verified by the Company's branch share registrar and transfer office in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

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

股東權利

在股東要求下召開股東特別大會

根據章程細則第64條，董事會可酌情召開股東特別大會（「股東特別大會」）。股東特別大會亦須應一名或多名於要求日期持有不少於本公司有權於股東大會上投票的實繳股本十分之一的股東要求而予以召開。該項要求須以書面向董事會或公司秘書提呈，以要求董事會召開股東特別大會以處理任何該書面要求中所列明的任何事項。倘董事會於提出該項要求後21日內未能召開該大會，本公司須向提出要求人士償付由提出要求人士因董事會未能召開大會而產生的所有合理開支。

將建議提呈予股東大會及股東提名候選董事的程序

如於股東大會上提呈議案，股東須向公司秘書呈交該等議案之書面通知連同詳細聯絡資料，地址為本公司於香港之主要營業地點（地址為香港新界葵涌葵榮路12-18號安發工業大廈5樓B室）。有關要求將由本公司之香港股份過戶登記分處核實，並待彼等確認該要求為恰當後，公司秘書將向董事會提出將有關決議案納入股東大會議程內。

根據章程細則第113條，除退任董事外，任何未經董事會推薦的人士均不具資格於任何股東大會獲選為董事，除非有關提名該人士參選為董事的書面通知及該被提名人士表明有意參選的書面通知送達本公司總辦事處或註冊辦事處。章程細則規定提交該等通知書的期限，由不早於寄發為有關選舉所召開股東大會通告翌日起至不遲於舉行有關股東大會日期前七日為止，而向本公司提交該通知的最短時限為七日。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Procedures for directing shareholders' enquiries to the Board

Shareholders may direct their enquiries concerning their shareholdings to the Company's share registrars. Shareholders may also make a request for the Company's information to the extent that such information has been made publicly available by the Company. All written enquiries or requests may be forwarded to the Company's head office or by fax to (852) 2525 2081, or by email to ir@starofcanton.com.hk.

The addresses of the Company's head office and the Company's share registrars can be found in the section "Corporate Information" of this annual report.

Dividend Policy

It is the policy of the Company to pay annual dividends to the Shareholders if the Group is profitable, operations environment is stable and there is no significant investment or commitment made by the Group.

In proposing any dividend payout, the Board shall also take into account, inter alia: (a) the Group's actual and expected financial performance; (b) the Group's expected working capital requirements and future expansion plans; (c) the Group's debt to equity ratios and the debt level; (d) any restrictions on payment of dividends that may be imposed by the Group's lenders; (e) general economic conditions, business cycle of the Group's business and other internal and external factors that may have an impact on the business or financial performance and position of the Company; (f) dividends received from the Company's subsidiaries and associates; (g) the Shareholders' and investors' expectation and industry's norm; and (h) any other conditions or factors that the Board deems relevant.

The Board may update, amend, modify and/or cancel the dividend policy upon review from time to time.

股東向董事會提出查詢的程序

股東如對名下持股有任何問題，可向本公司的股份過戶登記處提出。股東亦可要求索取本公司的公開資料。所有書面查詢或要求可送交本公司的總辦事處或傳真至 (852) 2525 2081 或電郵至 ir@starofcanton.com.hk。

本公司的總辦事處及股份過戶登記處地址請參閱本年度報告「公司資料」一節。

股息政策

倘本集團錄得溢利、營運環境穩定且並無重大投資或承擔，本公司的政策須向股東派付年度股息。

董事會在建議派付任何股息時，亦須考慮到（其中包括）：(a) 本集團的實際及預期財務表現；(b) 本集團的預期營運資金要求及未來擴展計劃；(c) 本集團的債務權益比率及債務水平；(d) 本集團放貸人就派付股息可能施加的任何限制；(e) 整體經濟狀況、本集團業務的商業週期，以及可能影響本公司業務或財務表現及定位的內外因素；(f) 自本公司附屬公司及聯營公司收取的股息；(g) 股東及投資人士的預期及行業規範；及(h) 董事會視為相關的任何其他情況或因素。

董事會經審視後可隨時更新、修訂、修改及／或取消股息政策。



CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Investor Relations

To ensure transparent and comprehensive disclosures to investors, the Group delivers information of the Group to the public through various channels, including general meeting, public announcement and financial reports. The investors are also able to access the latest news and information of the Group via our website (<http://www.starofcanton.com.hk>).

In order to maintain good and effective communication, the Company together with the Board extend their invitation to all Shareholders and encourage them to attend the AGM and all future general meetings.

The Shareholders may also forward their enquiries and suggestions in writing to the Company to the followings:

Address: Room B, 5/F
On Fat Industrial Building
12-18 Kwai Wing Road
Kwai Chung, New Territories
Hong Kong

Email: ir@starofcanton.com.hk

Significant Changes in Constitutional Documents

During the year ended 31 December 2020, there had been no significant changes in the constitutional documents of the Company.

投資者關係

為確保透明及全面向投資者披露資訊，本集團循多個渠道向公眾人士傳達資料，包括股東大會、公告及財務報告。投資者亦可於本公司網站(<http://www.starofcanton.com.hk>)查閱本集團最新消息及資料。

為維持良好有效溝通，本公司與董事會誠邀並鼓勵全體股東出席應屆股東週年大會以及日後所有股東大會。

股東亦可循以下渠道向本公司提出書面查詢及意見：

地址：香港
新界葵涌
葵榮路12-18號
安發工業大廈
5樓B室

電郵：ir@starofcanton.com.hk

章程文件之重大更改

截至二零二零年十二月三十一日止年度，本公司章程文件並無重大更改。



DIRECTORS' REPORT

董事會報告

The Board is pleased to present the annual report together with the audited consolidated financial statements (the “Financial Statements”) of the Company for the Reporting Period.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in Note 41 to the Financial Statements of this annual report. During the Reporting Period, the Group is principally engaged in the operation of a chain of Chinese restaurants in Hong Kong and the PRC.

An analysis of the Group's results for the Reporting Period by segments is set out in Note 7 to the Financial Statements of this annual report.

Business Review

The business review of the Group for the Reporting Period, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the business of the Group, is set out in the section headed “Management Discussion and Analysis” on pages 8 to 25 of this annual report. These discussions form part of this Directors' report.

Results and Appropriations

The Group's results for the Reporting Period are set out in the consolidated statement of profit or loss and other comprehensive income on pages 123 to 124 of this annual report.

Dividend

The Directors has resolved not to recommend the payment of a final dividend for the Reporting Period (2019: Nil).

Summary of Financial Information

The summary of the results, assets and liabilities of the Group for the last five financial years is set out on pages 243 to 244 of this annual report.

董事會欣然提呈本公司報告期的年報及經審核綜合財務報表（「財務報表」）。

主要業務

本公司的主要業務為投資控股。其主要附屬公司的主要業務載於本年度報告財務報表附註41。於報告期，本集團主要在香港及中國從事中式酒樓連鎖店業務。

按部門劃分的就本集團報告期的業績分析載於本年度報告財務報表附註7。

業務回顧

本集團報告期的業務回顧（包括就本集團面對的主要風險及不明朗因素以及本集團業務可能有的未來發展揭示的討論）載於本年度報告第8至25頁「管理層討論及分析」一節。該等討論構成董事會報告的一部分。

業績及分派

本集團報告期的業績載於本年度報告第123至124頁的綜合損益及其他全面收益表。

股息

董事已議決不建議宣派報告期間的末期股息（二零一九年：無）。

財務資料概要

本集團於過去五個財政年度的業績、資產及負債概要載於本年度報告第243至244頁。

DIRECTORS' REPORT (Continued)

董事會報告 (續)

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group are set out in Note 15 to the Financial Statements of this annual report.

Share Capital

The Company's issued share capital as at 31 December 2020 was 1,000,000,000 ordinary shares of HK\$0.01 each.

Details of movements of the share capital of the Company during the Reporting Period are set out in Note 27 to the Financial Statements of this annual report.

Pre-Emptive Rights

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

Reserves

Details of the movements in the reserves of the Company and the Group during the year ended 31 December 2020 are set out in Note 37 to the Financial Statements and the consolidated statement of changes in equity of this annual report, respectively.

Distributable Reserves

As at 31 December 2020, the Company's reserves available for distribution as calculated in accordance with the Articles and the Companies Law Cap. 22 of Cayman Islands, was approximately HK\$28.4 million inclusive of share premium and accumulated losses.

物業、廠房及設備

本集團物業、廠房及設備的變動詳情載於本年度報告財務報表附註15。

股本

於二零二零年十二月三十一日，本公司已發行股本為1,000,000,000股每股面值0.01港元的普通股。

本公司股本於報告期內的變動詳情載於本年度報告財務報表附註27。

優先購買權

章程細則或開曼群島法律均無規定本公司須按比例向現有股東提呈發售新股份的優先購買權條文。

儲備

本公司及本集團截至二零二零年十二月三十一日止年度的儲備變動詳情分別載於本年度報告財務報表附註37以及綜合權益變動表。

可分派儲備

於二零二零年十二月三十一日，根據章程細則及開曼群島公司法第22章計算，本公司可分派儲備約為28.4百萬港元(計入股份溢價及累計損失)。



DIRECTORS' REPORT (Continued)

董事會報告 (續)

Major Customers and Suppliers

For the year ended 31 December 2020:

- (i) due to the nature of the Group's business, its customers mainly represented walk-in customers from the general public. As such, the Directors consider that it is not practicable to identify the five largest customers of the Group, and the Group did not rely on any single customer; and
- (ii) the aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 45.5% (2019: approximately 34.5%) of the Group's total purchases, and the largest supplier accounted for approximately 16.2% (2019: approximately 10.8%) of the Group's total purchases. To the best of the knowledge of the Directors, none of the Directors, their close associates or any shareholder which to the knowledge of the Directors owns more than 5% of the Company's share capital had an interest in these major suppliers.

Directors

The Directors during the Reporting Period and up to the date of this annual report were as follows:

Executive Directors

Mr. Chan Chun Kit (*Chairman and Chief Executive Officer*)
Ms. Chan Wai Sze Josephine (*appointed on 7 January 2020*)
Ms. Zhu Xueqin (*appointed on 7 January 2020*)
Mr. Lam Kwok Leung Peter (*resigned on 16 May 2020*)
Mr. Wong Ka Wai (*resigned on 24 June 2020*)

Non-executive Director

Mr. Chow Yiu Pong David (*re-designated from executive Director on 7 January 2020*)

Independent Non-executive Directors

Prof. Wong Lung Tak Patrick
Mr. Yuen Ching Bor Stephen (*appointed on 7 January 2020*)
Mr. Kan Sze King Kenneth (*appointed on 1 September 2020*)
Mr. Liu Chi Keung (*resigned on 1 September 2020*)
Mr. Tam Tak Kei Raymond (*resigned on 14 February 2020*)

主要客戶及供應商

截至二零二零年十二月三十一日止年度：

- (i) 鑑於本集團的業務性質，其顧客主要為散客。因此，董事認為確定本集團五大客戶並不切實可行。本集團並無依賴任何單一客戶；及
- (ii) 對本集團五大供應商的採購總額佔本集團採購總額的約45.5%（二零一九年：約34.5%），而對最大供應商的採購額佔本集團採購總額的約16.2%（二零一九年：約10.8%）。就董事所深知，概無董事、其緊密聯繫人或任何股東（據董事所知擁有本公司5%以上的股本）於該等主要供應商中擁有任何權益。

董事

於報告期內及截至本年度報告日期，本公司董事如下：

執行董事

陳振傑先生 (*主席兼行政總裁*)
陳瑋詩女士 (*於二零二零年一月七日獲委任*)
朱雪琴女士 (*於二零二零年一月七日獲委任*)
林國良先生 (*於二零二零年五月十六日辭任*)
王家惠先生 (*於二零二零年六月二十四日辭任*)

非執行董事

周耀邦先生 (*於二零二零年一月七日由執行董事調任*)

獨立非執行董事

黃龍德教授
袁靖波先生 (*於二零二零年一月七日獲委任*)
簡士勁先生 (*於二零二零年九月一日獲委任*)
廖志強先生 (*於二零二零年九月一日辭任*)
譚德機先生 (*於二零二零年二月十四日辭任*)

DIRECTORS' REPORT (Continued)

董事會報告 (續)

In accordance with Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his/her appointment and any Director appointed by the Board as an additional Director shall hold office only until the next following AGM. Accordingly, Mr. Kan Sze King Kenneth will retire from office as Director at the forthcoming AGM, and being eligible, offer himself for re-election. Pursuant to Article 108(a) of the Articles, at each AGM, one-third of the Directors for the time being (not including those Directors who are subject to re-election pursuant to Article 112 as described above) shall retire from office by rotation, whereby Mr. Chan Chun Kit and Mr. Chow Yiu Pong David will retire from office as Directors at the forthcoming AGM, and being eligible, offer themselves for re-election.

Biographical Details of Directors

The biographical details of the Directors are disclosed in the section headed "Biographical Details of Directors" on pages 62 to 67 in this annual report.

Directors' Service Contracts

No Director proposed for re-election at the forthcoming AGM has entered into a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Directors' Interests in Contracts

Save for the related party transactions disclosed in Note 40 to the Financial statements of this annual report, no contract of significance to which the Company or any of its subsidiaries, holding company or fellow subsidiaries was a party and in which a Director had a material interests directly or indirectly subsisted at the end of the Reporting Period or at any time during the Reporting Period.

Management Contracts

No management contracts concerning the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

根據章程細則第112條，董事會所委任的填補空缺之任何董事須任職至其獲任命後第一屆股東大會為止，及董事會所委任作為候補董事之任何董事僅須任職至本公司緊接的下一屆股東週年大會為止。故此，簡士勁先生將於應屆股東週年大會上退任董事職位，並合資格膺選連任。根據章程細則第108(a)條，於每一屆股東週年大會上，當時為數三分之一的現任董事(不包括上文所述根據章程細則第112條膺選連任的董事)須輪流退任，陳振傑先生及周耀邦先生將於應屆股東週年大會上退任董事職位，並合資格膺選連任。

董事履歷詳情

董事的履歷詳情披露於本年度報告第62至67頁「董事履歷詳情」一節。

董事服務合約

擬於應屆股東週年大會上膺選連任的董事概無與本公司訂立不得由本公司於一年內未支付賠償(法定賠償除外)而終止的服務合約。

董事於合約的權益

除本年度報告財務報表附註40所披露的關聯方交易外，於報告期末或報告期間的任何時間，概無存在本公司或其任何附屬公司、控股公司或同系附屬公司為其中一方及董事在其中直接或間接擁有重大權益的重大合約。

管理合約

於報告期間，概無訂立或存在涉及本公司業務全部或任何重大部分的管理合約。

DIRECTORS' REPORT (Continued)

董事會報告 (續)

Contract of Significance

There was no contract of significance between the Company or any of its subsidiaries, and a Controlling Shareholder or any of its subsidiaries for the year ended 31 December 2020.

Remuneration of the Directors, Senior Management and the Five Highest Paid Individuals

Details of the remuneration of the Directors and the five highest paid individuals in the Group are set out in Note 9 to the Financial Statements of this annual report.

The emoluments paid or payable to the Senior Management of the Group who are not Directors were within the following bands:

重大合約

截至二零二零年十二月三十一日止年度，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立重大合約。

董事、高級管理層及五位最高薪人士酬金

董事及本集團五位最高薪人士酬金詳情載於本年度報告財務報表附註9。

本集團高級管理層(非董事)已付或應付薪酬範圍如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
Nil to HK\$1,000,000	零至 1,000,000 港元	3	4

Permitted Indemnity Provision

Pursuant to the Articles, the Directors, managing Directors, alternate Directors, auditors, secretary and other officers of the Company for the time being shall be indemnified and secured harmless out of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or about the execution of their duty in their offices or in relation thereto.

The Company has taken out and maintained directors' liability insurance which provides appropriate cover for the directors of the Company and directors of the subsidiaries of the Group.

獲准許彌償撥備

根據章程細則，本公司董事、董事總經理、替任董事、核數師、秘書及本公司當時之其他高級職員因執行彼等各自職務或有關之職責而將會或可能承擔或蒙受之所有行動、成本、押記、虧損、損害及開支獲得本公司作出之彌償保證及免受損害。

本公司已投購董事責任保險，為本公司董事及本集團之附屬公司董事提供適當保障。

DIRECTORS' REPORT (Continued)

董事會報告 (續)

Emolument Policy

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and the Senior Management, having regard to the Group's operating results, individual performance and comparable market practices. The remuneration of the Directors is determined with reference to the economic situation, the market conditions, the responsibilities and duties assumed by each Director as well as their individual performance.

The Company has adopted a share option scheme as incentive to Directors and eligible employees, details of which are set out in the section headed "Share Option Scheme" below.

Pension Schemes

Details of the Group's pension schemes for the Reporting Period are set out in Note 3.22 to the Financial Statements of this annual report.

Directors' Interests in Competing Businesses

Set out below are details of certain catering businesses of the Directors which were not included into the Group as at the date of this report. As disclosed in the Prospectus, Mr. Chan was engaged in such businesses as at the date of Listing. For further details, please refer to the section headed "Relationship with Controlling Shareholders – Excluded Catering Businesses" in the Prospectus.

Excluded Catering Businesses

Li Jia Cha Chaan Teng (麗嘉茶餐廳)

As at the date of this report, Mr. Chan, one of the Controlling Shareholders, an executive Director, the chairman of the Board and the CEO, held 100% of the interest in a cha chaan teng named Li Jia Cha Chaan Teng (麗嘉茶餐廳) located at the same building where the Shenzhen Restaurant is located (the "Li Jia Cha Chaan Teng"). The Li Jia Cha Chaan Teng is a Hong Kong-style cafe that serves Asian and Western foods in a casual environment which commenced business in November 2014.

薪酬政策

薪酬委員會的設立，旨在根據本集團的經營業績、個人表現及可比較的市場慣例，對本集團的薪酬政策及所有董事與高級管理層的薪酬政策及結構進行審核。董事酬金參考經濟形勢、市場條件、每位董事所擔任的責任與職責及其個人表現而釐定。

本公司已採納購股權計劃，作為對董事及合資格僱員的激勵，購股權計劃詳情載於下文「購股權計劃」一節。

退休金計劃

本集團報告期退休金計劃詳情載於本年報所載財務報表附註3.22。

董事於競爭業務中的權益

以下載列於本報告日期無納入本集團之董事的若干餐飲業務之細節。誠如招股章程中所披露，陳先生於上市之時已從事該等業務。有關詳情請參閱招股章程「與控股股東的關係－除外餐飲業務」一節。

除外餐飲業務

麗嘉茶餐廳

於本報告日期，陳先生（控股股東之一、執行董事、董事會主席兼行政總裁）持有位於深圳酒樓同一幢物業內的一間茶餐廳，名為麗嘉茶餐廳（「麗嘉茶餐廳」）的100%權益。麗嘉茶餐廳為一家於休閒環境供應亞洲及西式美食的港式茶餐廳，其於二零一四年十一月開業。



DIRECTORS' REPORT (Continued)

董事會報告 (續)

As disclosed in the Prospectus, the Directors were of the view that there is a clear delineation between the business of the Li Jia Cha Chaan Teng and the Group's business and any competition between the two businesses is remote due to difference in terms of (i) operation model, (ii) target customers, (iii) management, (iv) staff and (v) location and variety of selections for customers.

Taking into account the above and the fact that: (i) the Group's restaurants aim at providing exquisite cuisine to customers with medium to high average spending and has no intention to step in the business of cha chaan teng in near future; and (ii) the Group intends to utilise its funding to expand its current business, the Directors confirm that the Group has no present intention to acquire the Li Jia Cha Chaan Teng. Mr. Chan has undertaken to the Group that (i) in case of disposal of any interest in the Li Jia Cha Chaan Teng, he shall promptly notify the Group in writing and the Group shall have the first right of refusal to acquire the interest in the Li Jia Cha Chaan Teng to be disposed of by Mr. Chan within 30 days (or such longer period the Group is required to complete the approval procedures required under the Listing Rules from time to time) after receipt of the notice from Mr. Chan; and (ii) that so long as he holds any beneficially interest in the Li Jia Cha Chaan Teng, he will procure that the Li Jia Cha Chaan Teng will not engage in any business that will or will likely compete with the Group's business.

The Group shall only exercise the right of first refusal upon approval of all the independent non-executive Directors (who do not have any interest in such transaction). Mr. Chan and the other conflicting Director (if any) shall abstain from participating in and voting at and shall not be counted as quorum at the meeting of the Directors for considering whether the Group will exercise the first right of refusal.

誠如招股章程所披露，董事認為麗嘉茶餐廳業務與本集團業務之間有明確區分，兩項業務之間出現任何競爭的機會極微，原因乃以下方面的差異：(i)業務模式、(ii)目標顧客、(iii)管理層、(iv)員工及(v)地點和為客戶提供多元化選擇。

經考慮上述及基於以下事實：(i)本集團旗下酒樓旨在提供中至高平均消費的精緻菜餚及無意於短期內涉足茶餐廳業務；及(ii)本集團擬利用資金擴充現有業務，董事確認本集團現時無意收購麗嘉茶餐廳。陳先生已向本集團承諾，(i)倘若其出售麗嘉茶餐廳任何權益，彼將即時以書面通知本集團，而本集團享有優先購買權，可於收到陳先生通知後起計30日內(或本集團根據上市規則不時規定須完成辦理所需審批手續的較長期間)收購陳先生將予出售的麗嘉茶餐廳權益；及(ii)只要彼於麗嘉茶餐廳持有任何實益權益，彼將促使麗嘉茶餐廳不會從事任何將會或可能與本集團業務競爭的業務。

本集團將僅在獲全體獨立非執行董事(彼等於有關交易並無擁有任何權益)批准後方會行使優先購買權。陳先生及其他出現利益衝突的董事(如有)須於董事召開以考慮本集團是否行使優先購買權的會議上放棄參與投票且不計入會議法定人數內。

DIRECTORS' REPORT (Continued)

董事會報告 (續)

Non-Competition Undertaking

On 16 June 2016, Zhao Tian, Mr. Chan, Mrs. Chan, Bright Creator, Hong Cui, Mr. Wong, Sun Foo Sing, Sky Gain, Mr. Ho, Mr. Tsui K. F., Mr. David Chow, Mr. Anthony Chow, Mr. Lam, Ms. Tsui Y. Y., Mr. Tsui C. K. and Mr. Tam (each a “Covenantor” and collectively the “Covenantors”) have entered into a deed of non-competition (the “Deed of Non-competition”) in favour of the Company and its subsidiaries. Pursuant to the Deed of Non-competition, each of the Covenantors has irrevocably and unconditionally undertaken to the Company (for itself and for the benefit of its subsidiaries) that, save and except as disclosed in the Prospectus, during the period that the Deed of Non-competition remains effective, she/he/it shall not, and shall procure that her/his/its close associates (other than any member of the Group) not to develop, acquire, invest in, participate in, carry on or be engaged, concerned or interested, or otherwise be involved, directly or indirectly, in any business in competition with or likely to be in competition with the existing business activity of any member of the Group within Hong Kong and such other parts of the world where any member of the Group may operate from time to time, save for the holding of not more than 5% shareholding interests (individually or with her/his/its close associates) in any company listed on a recognised stock exchange and at any time the relevant listed company shall have at least one shareholder (individually or with her/his/its close associates, if applicable) whose shareholding interests in the relevant listed company is higher than that of the relevant Covenantor (individually or with her/his/its close associates).

Each of the Covenantors further undertakes that if she/he/it or her/his/its close associates other than any member of the Group is offered or becomes aware of any business opportunity which may compete with any business opportunity of the Group, she/he/it shall procure that her/his/its close associates to promptly notify the Group in writing with such required information to enable the Group to evaluate the merits of the relevant business opportunity and the Group shall have a right of first refusal to take up such opportunity and jointly pursue the same with the relevant Covenantor. The parties shall then negotiate in good faith with respect to a collaboration for such new business.

不競爭承諾

於二零一六年六月十六日，兆添、陳先生、陳太、暉緯、弘翠、王先生、新富星、天盈、何先生、徐競富先生、周耀邦先生、周佐庭先生、林先生、徐玉儀女士、徐志傑先生及譚次生先生（各稱為「契諾人」及統稱「該等契諾人」）以本公司及其附屬公司為受益人訂立不競爭契據（「不競爭契據」）。根據不競爭契據，各契諾人向本公司（為其本身及為其附屬公司利益）不可撤回及無條件地承諾，除招股章程所披露者外，於不競爭契據有效期間，彼不會並促使其緊密聯繫人（本集團任何成員公司除外）不會直接或間接發展、收購、投資、參與、進行或從事、與其有關或於其中持有權益，或以其他方式涉及與本集團任何成員公司於香港及本集團任何成員公司可能不時經營於世界各地的現時的業務構成競爭或有可能構成競爭的業務，惟於在認可證券交易所上市的任何公司中持有不多於5%的股權（個別或連同其緊密聯繫人）除外，及有關上市公司於任何時間須擁有至少一名於該有關上市公司所持有的股權高於相關契諾人（個別或連同其緊密聯繫人）所持有者的股東（個別或連同其緊密聯繫人，如適用）。

各位契諾人進一步承諾，除任何本集團成員公司外，倘若彼或其緊密聯繫人獲提供或知悉可能與本集團任何業務機會構成競爭的任何業務機會，彼會促使其緊密聯繫人立即書面知會本集團有關所有資訊，以讓本集團分析有關商機的可取之處，且本集團擁有取得該機會的優先選擇權，並與相關契諾人共同爭取該機會。其後訂約各方將就有關新業務的合作真誠磋商。



DIRECTORS' REPORT (Continued)

董事會報告 (續)

The Group shall, within 30 days after receipt of the written notice (or such longer period if the Group is required to complete any approval procedures as set out under the Listing Rules from time to time), notify the Covenantor(s) whether the Group will exercise the right of first refusal. The Group shall only exercise the right of first refusal upon the approval of all independent non-executive Directors who do not have any interest in such opportunity. The relevant Covenantor(s) and the other conflicting Directors (if any) shall abstain from participating in and voting at and shall not be counted as quorum at all meetings of the Board where there is a conflict of interest or potential conflict of interest including but not limited to the relevant meeting of the independent non-executive Directors for considering whether or not to exercise the right of first refusal.

Details of the Deed of Non-Competition have been set out in the section headed “Relationship with Controlling Shareholders” of the Prospectus.

Pursuant to the announcements “AMENDMENT OF CONCERT PARTY DEED AND CHANGE IN CONTROLLING SHAREHOLDERS” dated 8 October 2019 and 9 April 2021, the Outgoing Parties are no longer bound to comply with the Concert Party Deed to cast unanimous vote collectively for or against all resolutions in the shareholders’ meetings of the Company and discussions of the Group together with the Remaining Concert Parties. As a result, the Outgoing Parties are no longer part of a group of shareholders of the Company acting in concert with the Remaining Concert Parties; and the Outgoing Parties and the Remaining Concert Parties are no longer deemed to be interested in the Shares held by each other.

As a result of the aforesaid, (i) the Outgoing Parties ceased to be the Controlling Shareholders of the Company; and (ii) Mr. Chan, Mrs. Chan and Bright Creator became the only Controlling Shareholders of the Company.

本集團須於收到書面通知後三十日內(或本集團根據上市規則不時規定須完成辦理所需審批手續較長期間)通知契諾人本集團是否行使優先選擇權。本集團僅會在獲全體獨立非執行董事(彼等於有關商機中並無擁有任何權益)批准後方會行使優先選擇權。有關契諾人及其他有利益衝突的董事(如有)不得於參與涉及利益衝突或潛在利益衝突的所有相關董事會會議(包括但不限於考慮是否行使優先選擇權的有關獨立非執行董事會議)且不得於會上投票,亦不得計入法定人數。

不競爭契據詳情載於招股章程「與控股股東的關係」一節。

根據日期為二零一九年十月八日及二零二一年四月九日之「修訂一致行動人士契約及控股股東變動」,退出方不再受一致行動人士契約約束,不須與其餘一致行動人士共同投票一致贊成或反對本公司股東大會的所有決議案及本集團的所有討論。因此,退出方不再是與其餘一致行動人士行動一致的本公司股東;及退出方與其餘一致行動人士不再被視為於各自持有的股份中擁有權益。

由於上述原因,(i)退出方不再為本公司的控股股東;及(ii)陳先生、陳太、暉緯成為本公司唯一控股股東。



DIRECTORS' REPORT (Continued)

董事會報告 (續)

Since the Outgoing Parties ceased to be the Controlling Shareholders of the Company, each of them will no longer be bounded by the Deed of Non-competition. The Remaining Concert Parties, on the other hand, will continue to be bounded by the Deed of Non-competition. The terms used herein shall have the same meanings as those defined in the announcements dated 8 October 2019 and 9 April 2021.

The Directors confirmed that the undertakings contained in the Deed of Non-competition have been fully complied with by the Group and the Remaining Concert Parties during the Reporting Period and up to the date of this report.

Save as disclosed above and as of the date of this report, none of the Directors or Controlling Shareholders or their respective close associates had any interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group, nor any other conflict of interest which any such person has or may have with the Group.

All the independent non-executive Directors are delegated with the authority to review the Deed of Non-Competition. The independent non-executive Directors were not aware of any non-compliance of the Deed of Non-Competition given by the Controlling Shareholders from the date of the Deed of Non-Competition and up to the date of this annual report.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed securities during the Reporting Period.

The Company did not redeem any of its listed securities during the Reporting Period.

由於退出方不再為本公司控股股東，彼等各自不再受不競爭契據約束。另一方面，其餘一致行動人士將繼續受不競爭契據約束。本節使用之詞彙應具有日期為二零一九年十月八日及二零二一年四月九日之公告界定之相同意義。

董事確認，不競爭契據所載的承諾自報告期及直至本報告日期，已獲本集團及其餘一致行動人士全面遵守。

除上文所披露者外及截至本報告日期，概無董事或控股股東或彼等各自緊密聯繫人於直接或間接會或可能會與本集團競爭的業務擁有任何權益，且概無任何該等人士與本集團產生或有可能產生任何其他利益衝突。

全體獨立非執行董事均獲授權審核不競爭契據。自不競爭契據日期至本年報日期，獨立非執行董事並未獲悉違反與控股股東所訂立的不競爭契據的任何行為。

購回、出售或贖回本公司上市股份

於報告期內，本公司或其任何附屬公司概無購回或出售本公司任何上市證券。

於報告期內，本公司並無贖回任何上市證券。



DIRECTORS' REPORT (Continued)

董事會報告 (續)

Arrangements to Purchase Shares or Debentures

Apart from the sections headed “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures”, “Substantial Shareholders” and “Other Persons’ Interests and Short Positions in Shares, Underlying Shares and Debentures” and “Share Option Scheme” below, at no time during the Reporting Period were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective associates nor was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective associates to acquire such rights in any other body corporate.

Equity-Linked Agreement

Save as disclosed in the section headed “Share Option Scheme” below, no equity-linked agreements were entered into during Reporting Period or subsisted at the end of the year ended 31 December 2020.

Environmental Policies and Performance

The Group is devoted to promoting and maintaining the environmental and social sustainable development of the regions where it operates. As a responsible enterprise, the Group strives to comply with all the relevant laws and regulations in terms of the environmentally friendliness, health and safety, adopts effective measures, conserves energy and reduces waste.

A report on environmental, social and governance matters is set out in the section headed “Environmental, Social and Governance Report” on pages 26 to 61 of this annual report.

購買股份或債權證安排

除下文「董事及最高行政人員於股份、相關股份及債權證的權益及淡倉」、「主要股東及其他人士於股份、相關股份及債權證的權益及淡倉」及「購股權計劃」章節外，概無於報告期內任何時間向任何董事或彼等各自的聯繫人授出可透過購入本公司股份或債權證而獲益的權利，本公司及其任何附屬公司亦無參與任何安排，以致董事或彼等各自的聯繫人可於任何其他法人團體獲得該等權利。

股權掛鈎協議

除下文「購股權計劃」一節所披露者外，於報告期內概無訂立或於截至二零二零年十二月三十一日止年度末亦不存在股權掛鈎協議。

環境政策及績效

本集團致力於促進及維持經營所在地區的環境及社會可持續發展。作為一間負責任的企業，本集團努力遵守有關環保、健康及安全的所有相關法律法規，並採取有效措施，節約能源及減少廢物。

有關環境、社會及管治事宜的報告載於本年報第26至61頁「環境、社會及管治報告」一節。

DIRECTORS' REPORT (Continued)

董事會報告 (續)

Compliance with Relevant Laws and Regulations

The Group recognises the importance of compliance with legal and regulatory requirements and the risk of non-compliance with such requirements. The Group conducts ongoing reviews of newly enacted/revised laws and regulations affecting its operations. The Company is not aware of any non-compliance in any material respect with the relevant laws and regulations that have a significant impact on the business and operation of the Group during the Reporting Period.

Relationship with Employees, Suppliers, Customers and other Stakeholders

The Group understands that the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

Audit Committee

The Audit Committee together with the management have reviewed the accounting standards and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters in connection with the preparation of the audited consolidated financial statements of the Group for the year ended 31 December 2020.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that, the Company has maintained the amount of public float as required under the Listing Rules as at the latest practicable date prior to the issue of this annual report.

Auditor

Ting Ho Kwan & Chan CPA Limited ("THKC") has been appointed by the Directors as the first auditor of the Company since the Listing date. THKC will retire, and being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution for its re-appointment as auditor of the Company will be proposed at the forthcoming AGM. The Financial Statements have been audited by THKC.

遵守相關法律法規

本集團確認遵守法律及監管規定的重要性以及不遵守有關規定的風險。本集團持續審閱影響其營運的新頒佈/修訂的法例法規。於報告期內，本公司並不知悉在任何重大方面不遵守對本集團業務及營運造成重大影響的相關法律法規的任何情況。

與僱員、供應商、客戶及其他持份者的關係

本集團明白本集團業務的成功有賴於其主要持份者(包括僱員、客戶、供應商、銀行、監管機構及股東)的支持。本集團將繼續確保與各主要持份者維持有效溝通及保持良好關係。

審核委員會

審核委員會連同管理層已審閱本集團所採納的會計標準及慣例，並已就與編製本集團截至二零二零年十二月三十一日止年度的經審核綜合財務報表有關的核數、內部控制及財務申報事宜進行討論。

充足的公眾持股量

根據本公司可獲得的公開資料及就董事所知，董事確認，於最後可行日期(先於本年報發行)，本公司維持符合上市規則所規定的公眾持股量。

核數師

丁何關陳會計師事務所有限公司(「丁何關陳」)自上市日期起已獲董事委任為本公司首席核數師，且將於本公司即將召開的股東週年大會退任，並願意受聘連任。即將召開的股東週年大會上將會提呈續聘其為本公司核數師的決議案。財務報表由丁何關陳審核。

Share Option Scheme

The Company has conditionally adopted a share option scheme on 16 June 2016. The terms of the share option scheme are in accordance with the provisions of Chapter 17 of the Listing Rules. Particulars of the share option scheme which was adopted on 16 June 2016 are set out in Note 42 to the Financial Statements of this annual report. No share options were granted since the adoption of the share option scheme and there were no share option outstanding as at 31 December 2020.

Disclosure of Interests

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2020, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) which were 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 which any such director or chief executive is taken or deemed to have under such provision of the SFO) or which were required pursuant to section 352 of the SFO, to be entered in the register of members of the Company, or which were required, pursuant to standard of dealings by Directors as referred to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

購股權計劃

本公司已於二零一六年六月十六日有條件採納一項購股權計劃。該計劃的條款符合上市規則第十七章的條文。於二零一六年六月十六日獲採納的購股權計劃詳情載於本年報財務報表附註42。自購股權計劃獲採納後，概無授出任何購股權，且於二零二零年十二月三十一日亦無任何購股權尚未獲行使。

權益披露

A. 董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零二零年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須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任何相關董事或最高行政人員被當作或被視為擁有的權益及淡倉），或根據證券及期貨條例第352條須登記於本公司股東名冊內的權益或淡倉，或根據上市規則所述董事進行交易的準則知會本公司及聯交所的權益或淡倉如下：

DIRECTORS' REPORT (Continued)

董事會報告 (續)

(i) Long Position in the Shares

(i) 於股份的好倉

Name of Directors	Capacity/Nature	Number of Shares held/ interested in	Approximate percentage of shareholding
董事姓名	身份/性質	持有/擁有權益的股份數目	股權概約百分比
Mr. Chan Chun Kit ("Mr. Chan") 陳振傑先生(「陳先生」)	Interest in a controlled corporation (Note 1) 受控制法團權益(附註1)	376,531,400	37.65%
	Interests held jointly with other persons (Note 2) 與其他人士共同持有的權益(附註2)	37,083,100	3.71%
	Beneficial owner 實益擁有人	18,630,000	1.86%
Ms. Chan Josephine Wai Sze ("Ms. Chan") 陳璋詩女士(「陳女士」)	Beneficial owner 實益擁有人	3,275,000	0.33%
Mr. Chow Yiu Pong David ("Mr. David Chow") 周耀邦先生(「周耀邦先生」)	Interest in a controlled corporation (Note 3) 受控制法團權益(附註3)	74,156,200	7.42%
Prof. Wong Lung Tak Patrick 黃龍德教授	Beneficial owner (including interest of his spouse) 實益擁有人(包括配偶權益)	5,412,500	0.54%

Notes:

附註:

- (1) Mr. Chan owns 50% of Bright Creator Limited ("Bright Creator"), which in turn owns approximately 37.65% of the entire issued share capital of the Company. As such, Mr. Chan is deemed, or taken to be, interested in all the Shares held by Bright Creator for the purposes of the SFO. Mr. Chan is a director of Bright Creator.
- (1) 陳先生擁有暉緯有限公司(「暉緯」)50%權益，而暉緯則擁有本公司全部已發行股本約37.65%。因此，就證券及期貨條例而言，陳先生被視為或當作於暉緯持有的全部股份中擁有權益。陳先生為暉緯的董事。
- (2) Mr. Chan (together with Ms. Liu Siu Kuen, Bright Creator, Sun Foo Sing Development Limited ("Sun Foo Sing"), Mr. Ho Wood Yam, Mr. Tsui King Foo, Mr. Lam Kwok Leung Peter, Ms. Tsui Yuk Yi and Mr. Tsui Chi Kit) are parties acting in concert (having the meaning ascribed to it under the Code on Takeovers and Mergers) pursuant to the concert party deed, the supplemental deed and the second supplemental deed dated 25 September 2015, 6 June 2016 and 8 October 2019, respectively. As such, Mr. Chan (together with Ms. Liu Siu Kuen, Bright Creator, Sun Foo Sing, Mr. Ho Wood Yam, Mr. Tsui King Foo, Mr. Lam Kwok Leung Peter, Ms. Tsui Yuk Yi and Mr. Tsui Chi Kit) together control approximately 43.22% of the entire issued share capital of the Company.
- (2) 根據日期為二零一五年九月二十五日的一致行動人士契約、日期為二零一六年六月六日的補充契約及日期為二零一九年十月八日的第二份補充契約，陳先生(連同廖少娟女士、暉緯、新富星發展有限公司(「新富星」)、何活欽先生、徐競富先生、林國良先生、徐玉儀女士及徐志傑先生)為一致行動人士(具《公司收購及合併守則》所賦予的涵義)。因此，陳先生(連同廖少娟女士、暉緯、新富星、何活欽先生、徐競富先生、徐玉儀女士及徐志傑先生)共同控制本公司全部已發行股本約43.22%。
- (3) Mr. David Chow owns 37.5% issued shares of Sky Gain Investments Limited "Sky Gain", which in turn owns approximately 7.42% of the entire issued share capital of the Company.
- (3) 周耀邦先生擁有天盈投資有限公司(「天盈」)37.5%已發行股份，而天盈則擁有本公司全部已發行股本約7.42%。

DIRECTORS' REPORT (Continued)

董事會報告 (續)

Save as disclosed above, as at 31 December 2020, none of the Directors and the chief executive of the Company had any interest or short position 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: (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO to (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, entered in the register as referred to therein; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code.

B. Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2020, the interest and short positions of the persons/entities (other than the Directors or chief executive of the Company) in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

除上文所披露外，於二零二零年十二月三十一日，概無本公司董事及主要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）的任何股份、相關股份或債權證內，擁有(a)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的該等條文彼等被視為或視作擁有的權益及淡倉）；(b)根據證券及期貨條例第352條記入該條所指的登記冊的權益及淡倉；或(c)根據標準守則將知會本公司及聯交所的權益及淡倉。

B. 主要股東及其他人士於股份、相關股份及債權證的權益及淡倉

於二零二零年十二月三十一日，相關人士／實體（董事或本公司最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文通知本公司及聯交所或須記入根據證券及期貨條例第336條本公司須存置的登記冊中須記錄的權益或淡倉如下：

Long Position in the Shares

於股份的好倉

Name of Shareholders	Capacity/Nature	Number of shares held/ interested in	Approximate percentage of shareholding
姓名	身份／性質	持有／擁有權益之股份數目	股權概約百分比
Bright Creator 暉緯	Interests held jointly with other persons (Note 1) 與其他各方人士共同持有的權益(附註1)	55,713,100	5.57%
	Beneficial owner 實益擁有人	376,531,400	37.65%
Ms. Liu Siu Kuen 廖少娟女士	Interests held jointly with other persons (Note 1) 與其他各方人士共同持有的權益(附註1)	37,083,100	3.71%
	Interest in a controlled corporation (Note 2) 受控制法團權益(附註2)	376,531,400	37.65%
	Interest of spouse (Note 2) 配偶權益(附註2)	18,630,000	1.86%

DIRECTORS' REPORT (Continued)

董事會報告 (續)

Name of Shareholders	Capacity/Nature	Number of shares held/ interested in	Approximate percentage of shareholding
姓名	身份/性質	持有/擁有權益 之股份數目	股權概約百分比
Sun Foo Sing (Note 3) 新富星(附註3)	Interests held jointly with other persons (Note 1) 與其他各方人士共同持有的權益(附註1)	432,244,500	43.22%
Mr. Ho Wood Yam 何活欽先生	Interests held jointly with other persons (Note 1) 與其他各方人士共同持有的權益(附註1)	395,166,400	39.52%
	Beneficial owner 實益擁有人	37,078,100	3.71%
Mr. Tsui King Foo 徐競富先生	Interests held jointly with other persons (Note 1) 與其他各方人士共同持有的權益(附註1)	432,244,500	43.22%
Mr. Lam Kwok Leung Peter 林國良先生	Interests held jointly with other persons (Note 1) 與其他各方人士共同持有的權益(附註1)	432,239,500	43.22%
	Beneficial owner 實益擁有人	5,000	0.00%
Ms. Tsui Yuk Yi 徐玉儀女士	Interests held jointly with other persons (Note 1) 與其他各方人士共同持有的權益(附註1)	432,244,500	43.22%
Mr. Tsui Chi Kit 徐志傑先生	Interests held jointly with other persons (Note 1) 與其他各方人士共同持有的權益(附註1)	432,244,500	43.22%
Ms. Lui Wai Har 雷惠霞女士	Interest of spouse (Note 4) 配偶權益(附註4)	432,244,500	43.22%
Ms. Chan Bik Yuk Mariana 陳碧玉女士	Interest of spouse (Note 5) 配偶權益(附註5)	432,244,500	43.22%
Mr. Fong Man Wai 方文煒先生	Interest of spouse (Note 6) 配偶權益(附註6)	432,244,500	43.22%
Sincere Expand Limited 誠開有限公司	Beneficial owner (Note 7) 實益擁有人(附註7)	66,912,500	6.69%
Richmax Investment (H.K.) Limited 富盈投資(香港)有限公司	Interest in a controlled corporation (Note 7) 受控制法團權益(附註7)	66,912,500	6.69%
Mr. Cheung Yuen Chau 張元秋先生	Interest in a controlled corporation (Note 7) 受控制法團權益(附註7)	66,912,500	6.69%
Mr. David Chu 朱偉東先生	Interest in a controlled corporation (Note 7) 受控制法團權益(附註7)	66,912,500	6.69%
Ms. Tsang Siu Lan 曾笑蘭女士	Interest of spouse (Note 8) 配偶權益(附註8)	66,912,500	6.69%
Ms. Phyllis Woon Kink Cheng 鄭煥瓊女士	Interest of spouse (Note 9) 配偶權益(附註9)	66,912,500	6.69%
Sky Gain 天盈	Beneficial owner (Note 10) 實益擁有人(附註10)	74,156,200	7.42%
Mr. Chow Chor Ting Anthony 周佐庭先生	Interest in a controlled corporation (Note 10) 受控制法團權益(附註10)	74,156,200	7.42%
Ms. Lau Lai Ngor 劉麗娥女士	Interest of spouse (Note 11) 配偶權益(附註11)	74,156,200	7.42%

DIRECTORS' REPORT (Continued)

董事會報告 (續)

Name of Shareholders	Capacity/Nature	Number of shares held/ interested in 持有/擁有權益 之股份數目	Approximate percentage of shareholding 股權概約百分比
姓名	身份/性質		
Ms. Cho Sin Sum Fion 曹倩心女士	Interest of spouse (Note 12) 配偶權益(附註12)	74,156,200	7.42%
Ms. Yuen Wan Yee Betty Yuen Wan Yee Betty女士	Interest of spouse (Note 13) 配偶權益(附註13)	5,412,500	0.54%

Notes:

附註：

- Ms. Liu Siu Kuen, Bright Creator, Sun Foo Sing, Mr. Ho Wood Yam, Mr. Tsui King Foo, Mr. Lam Kwok Leung Peter, Ms. Tsui Yuk Yi and Mr. Tsui Chi Kit (together with Mr. Chan) are parties acting in concert (having the meaning ascribed to it under the Code on Takeovers and Mergers) pursuant to the concert party deed, the supplemental deed and the second supplemental deed dated 25 September 2015, 6 June 2016 and 8 October 2019, respectively. As such, Ms. Liu Siu Kuen, Bright Creator, Sun Foo Sing, Mr. Ho Wood Yam, Mr. Tsui King Foo, Mr. Lam Kwok Leung Peter, Ms. Tsui Yuk Yi and Mr. Tsui Chi Kit (together with Mr. Chan) together control approximately 43.22% of the entire issued share capital of the Company.
- Ms. Liu Siu Kuen owns 50% issued shares of Bright Creator. As such, Ms. Liu Siu Kuen is deemed, or taken to be, interested in all the Shares held by Bright Creator for the purposes of the SFO. Ms. Liu Siu Kuen is the spouse of Mr. Chan and is deemed or taken to be interested in all the Shares in which Mr. Chan has, or is deemed to have, an interest for the purpose of the SFO.
- Each of Mr. Ho Wood Yam, Mr. Tsui King Foo, Mr. Lam Kwok Leung Peter, Mr. Tsui Chi Kit and Ms. Tsui Yuk Yi owns 50%, 25%, 10%, 7.5% and 7.5% issued shares of Sun Foo Sing respectively.
- Ms. Lui Wai Har is the spouse of Mr. Tsui King Foo and is deemed or taken to be interested in all the Shares in which Mr. Tsui King Foo has, or is deemed to have, an interest for the purpose of the SFO.
- Ms. Chan Bik Yuk Mariana is the spouse of Mr. Lam Kwok Leung Peter and is deemed or taken to be interested in all the Shares in which Mr. Lam has, or is deemed to have, an interest for the purpose of the SFO.
- Mr. Fong Man Wai is the spouse of Ms. Tsui Yuk Yi and is deemed or taken to be interested in all the Shares in which Ms. Tsui Yuk Yi has, or is deemed to have, an interest for the purpose of the SFO.
- Sincere Expand Limited is an investment-holding company incorporated in the BVI and wholly-owned by Richmax Investment (H.K.) Limited. Each of Mr. David Chu and Mr. Cheung Yuen Chan owns approximately 46.67% and 40% issued shares of Richmax Investment (H.K.) Limited respectively. As such, each of Richmax Investment (H.K.) Limited, Mr. David Chu and Mr. Cheung Yuen Chan is deemed, or taken to be, interested in all the Shares held by Sincere Expand Limited for the purposes of the SFO.

- 根據日期分別為二零一五年九月二十五日、二零一六年六月六日及二零一九年十月八日的一致行動人士契約、補充契約及第二份補充契約，廖少娟女士、暉緯、新富星、何活欽先生、徐競富先生、林國良先生、徐玉儀女士及徐志傑先生(連同陳先生)為一致行動人士(具《公司收購及合併守則》所賦予的涵義)。因此，廖少娟女士、暉緯、新富星、何活欽先生、徐競富先生、林國良先生、徐玉儀女士及徐志傑先生(連同陳先生)共同控制本公司全部已發行股本的約43.22%。
- 廖少娟女士擁有暉緯已發行股份的50%。因此，就證券及期貨條例而言，廖少娟女士被視為或當作於暉緯持有的全部股份中擁有權益。廖少娟女士為陳先生的配偶，因此，就證券及期貨條例而言被視作或當作於陳先生擁有或視作擁有權益的所有股份中擁有權益。
- 何活欽先生、徐競富先生、林國良先生、徐志傑先生及徐玉儀女士分別擁有新富星已發行股份的50%、25%、10%、7.5%及7.5%。
- 雷惠霞女士為徐競富先生的配偶，因此，就證券及期貨條例而言被視作或當作於徐競富先生擁有或視作擁有權益的所有股份中擁有權益。
- 陳碧玉女士為林國良先生的配偶，因此，就證券及期貨條例而言被視作或當作於林先生擁有或視作擁有權益的所有股份中擁有權益。
- 方文煒先生為徐玉儀女士的配偶，因此，就證券及期貨條例而言被視作或當作於徐玉儀女士擁有或視作擁有權益的所有股份中擁有權益。
- 誠開有限公司為一間於英屬處女群島註冊成立的投資控股公司，由富盈投資(香港)有限公司全資擁有。朱偉東先生及張元秋先生分別擁有富盈投資(香港)有限公司約46.67%及40%已發行股份。因此，就證券及期貨條例而言，富盈投資(香港)有限公司、朱偉東先生及張元秋先生被視作或被當作於誠開有限公司持有的所有股份中擁有權益。



DIRECTORS' REPORT (Continued)

董事會報告 (續)

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| <p>8. Ms. Tsang Siu Lan is the spouse of Mr. David Chu and is deemed or taken to be interested in all the Shares in which Mr. David Chu has, or is deemed to have, an interest for the purpose of the SFO.</p> <p>9. Ms. Phyllis Woon Kink Cheng is the spouse of Mr. Cheung Yuen Chau and is deemed or taken to be interested in all the Shares in which Mr. Cheung Yuen Chau has, or is deemed to have, an interest for the purpose of the SFO.</p> <p>10. Each of Mr. David Chow, Mr. Chow Chor Ting Anthony and Mr. Tam Chie Sang owns 37.5%, 37.5% and 25% issued shares of Sky Gain respectively.</p> <p>11. Ms. Lau Lai Ngor is the spouse of Mr. Chow Chor Ting Anthony and is deemed or taken to be interested in all the Shares in which Mr. Chow Chor Ting Anthony has, or is deemed to have, an interest for the purpose of the SFO.</p> <p>12. Ms. Cho Sin Sum Fion is the spouse of Mr. David Chow and is deemed or taken to be interested in all the Shares in which Mr. David Chow has, or is deemed to have, an interest for the purpose of the SFO.</p> <p>13. Ms. Yuen Wan Yee Betty is the spouse of Prof. Wong Lung Tak Patrick and is deemed or taken to be interested in all the Shares in which Prof. Wong Lung Tak Patrick has, or is deemed to have, an interest for the purpose of the SFO.</p> | <p>8. 曾笑蘭女士為朱偉東先生的配偶，因此，就證券及期貨條例而言被視作或當作於朱偉東先生擁有或視作擁有權益的所有股份中擁有權益。</p> <p>9. 鄭煥瓊女士為張元秋先生的配偶，因此，就證券及期貨條例而言被視作或當作於張元秋先生擁有或視作擁有權益的所有股份中擁有權益。</p> <p>10. 周耀邦先生、周佐庭先生及譚次生先生分別擁有天盈已發行股份的37.5%、37.5%及25%。</p> <p>11. 劉麗娥女士為周佐庭先生的配偶，因此，就證券及期貨條例而言被視作或當作於周佐庭先生擁有或視作擁有權益的所有股份中擁有權益。</p> <p>12. 曹倩心女士為周耀邦先生的配偶，因此，就證券及期貨條例而言被視作或當作於周耀邦先生擁有或視作擁有權益的所有股份中擁有權益。</p> <p>13. Yuen Wan Yee Betty 女士為黃龍德教授的配偶，就證券及期貨條例而言，彼被視為或當作於黃龍德教授擁有或被視為擁有權益的所有股份中擁有權益。</p> |
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To the best knowledge of the Directors, Sun Foo Sing, Mr. Ho Wood Yam, Mr. Tsui King Foo and Mr. Lam Kwok Leung Peter, Ms. Tsui Yuk Yi, Ms. Tsui Chi Kit, Ms. Lui Wai Har, Ms. Chan Bik Yuk Mariana, Mr. Fong Man Wai, Sky Gain, Mr. Chow Chor Ting Anthony, Mr. Chow Yiu Pong David, Ms. Lau Lai Ngor and Ms. Cho Sin Sum Fion ceased to be substantial shareholders of the Company after 31 December 2020. For details, please refer to the Company's announcement dated 9 April 2021 and up-to-date disclosure of interests searches at https://www.hkexnews.hk/Shareholding-Disclosures/Disclosure-of-Interests?sc_lang=en.

Connected Transactions and Related Party Transactions

The Company had not entered into any connected transaction during the Reporting Period which is required to be disclosed under the Listing Rules. Related party transactions entered into by the Group during the Reporting Period are disclosed in Note 40 to the Financial Statements.

就董事所深知，新富星、何活欽先生、徐競富先生及林國良先生、徐玉儀女士、徐志傑先生、雷惠霞女士、陳碧玉女士、方文煒先生、天盈、周佐庭先生、周耀邦先生、劉麗娥女士及曹倩心女士於二零二零年十二月三十一日後不再為本公司的主要股東。詳情請參閱本公司日期為二零二一年四月九日的公告及最新權益搜索披露(網址：https://www.hkexnews.hk/Shareholding-Disclosures/Disclosure-of-Interests?sc_lang=zh-HK)。

關連交易及關聯方交易

本公司於報告期內概無訂立任何關連交易而須根據上市規則須予披露。本集團於報告期內訂立的關聯方交易披露於財務報表附註40。



DIRECTORS' REPORT (Continued)

董事會報告 (續)

Other than the related party transaction disclosed in Note 40 to the Financial Statements, no transactions, arrangements, contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party, and in which a Director or his connected entity had a material interest, whether directly or indirectly, were entered into or subsisted at the end of the Reporting Period or at any time during the Reporting Period.

2021 Annual General Meeting and Closure of Register of Members

The forthcoming AGM will be held at the Causeway Bay Star of Canton Restaurant, which is located at 21/F, Lee Theatre Plaza, 99 Percival Street, Causeway Bay, Hong Kong on Thursday, 24 June 2021 at 10:00 a.m.

For determining the entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Monday, 21 June 2021 to Thursday, 24 June 2021 (both days inclusive) during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Friday, 18 June 2021.

Events after the Reporting Date of 31 December 2020

Details of the events after the reporting date of 31 December 2020 has been disclosed in Management Discussion and Analysis section of this annual report. Save as disclosed therein and elsewhere in this annual report, the Board is not aware of any significant event requiring disclosure that has taken place subsequent to 31 December 2020 and up to the date of this report.

On behalf of the Board
Chan Chun Kit
Chairman and Chief Executive Officer

Hong Kong, 30 March 2021

除披露於財務報表附註40中的關聯方交易外，本公司或其任何附屬公司於報告期末或報告期內任何時間，並無簽訂或仍存續與本集團業務有關而董事或其關連實體在其中直接或間接擁有重大權益的重要交易、安排及合約。

二零二一年股東週年大會及暫停辦理股份過戶登記手續

應屆股東週年大會將於二零二一年六月二十四日(星期四)上午十時正於銅鑼灣利寶閣(地址為香港銅鑼灣波斯富街99號利舞臺廣場21樓)舉行。

為釐定出席應屆股東週年大會並於會上投票的資格，本公司將由二零二一年六月二十一日(星期一)至二零二一年六月二十四日(星期四)(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會進行股份過戶登記。為符合資格出席應屆股東週年大會並於會上投票，所有股份過戶文件連同有關股票最遲須於二零二一年六月十八日(星期五)下午四時三十分前交回本公司香港股份過戶登記分處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室。

二零二零年十二月三十一日報告日後事項

二零二零年十二月三十一日報告日後事項詳情已披露於本年報「管理層討論及分析」一節。除上文及本年報其他地方所披露者外，據董事會所知，於二零二零年十二月三十一日之後及直至本報告日期並無發生任何須予披露的重大事項。

代表董事會
主席兼行政總裁
陳振傑

香港，二零二一年三月三十日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



丁何關陳會計師事務所有限公司 TING HO KWAN & CHAN CPA LIMITED

9th Floor, Tung Ning Building, 249-253 Des Voeux Road Central, Hong Kong
香港德輔道中249-253號東寧大廈九樓

To the Members of Li Bao Ge Group Limited
(Incorporated in Cayman Islands with limited liability)

致利寶閣集團有限公司成員
(於開曼群島註冊成立之有限公司)

Opinion

We have audited the consolidated financial statements of Li Bao Ge Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 123 to 242, which comprise the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

意見

我們已審核載於第123頁至第242頁利寶閣集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二零年十二月三十一日的綜合財務狀況表，及截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，當中包括主要會計政策概要。

我們認為，此等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而公允地反映 貴集團於二零二零年十二月三十一日的綜合財務狀況及 貴集團於截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審核。我們於該等準則項下的責任在本報告「核數師就審核綜合財務報表須承擔的責任」一節中有詳述。根據香港會計師公會的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

根據我們的專業判斷，關鍵審計事項為我們認為對審核本年度綜合財務報表工作中最重要的事項。此等事項是我們在審核整體綜合財務報表及就此形成意見時進行處理的事項，我們不會就該等事項提供單獨的意見。

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告 (續)

Carrying value of property, plant and equipment and right-of-use assets of restaurants

酒樓物業、廠房及設備及使用權資產的賬面值

Key audit matter 關鍵審計事項

How the matter was addressed in our audit 我們的審計如何處理該事項

Refer to notes 15 and 16 to the consolidated financial statements
請參閱綜合財務報表附註15及16

The carrying value of the Group's property, plant and equipment and right-of-use assets as at 31 December 2020 was approximately HK\$63,216,000 and HK\$131,654,000 respectively. The total depreciation charge and impairment loss for the year ended 31 December 2020 were approximately HK\$61,544,000 and HK\$18,549,000 respectively. 於二零二零年十二月三十一日，貴集團的物業、廠房及設備及使用權資產之賬面值分別約為63,216,000港元及131,654,000港元；截至二零二零年十二月三十一日止年度，總計折舊開支及減值虧損分別約為61,544,000港元及18,549,000港元。

Depreciation rates, useful lives and the carrying value of property, plant and equipment and right-of-use assets are reviewed annually by the management. The Group carries these assets at cost less accumulated depreciation and any accumulated impairment. Such review takes into account any unexpected adverse changes in circumstances or events, current and forecast market values, including declines in projected operating results, negative industry or economic trends. The Group extends or shortens the useful lives and/or makes impairment provisions according to the results of the review.

管理層每年對物業、廠房及設備及使用權資產的折舊率、可使用年期及賬面值進行審查。貴集團將上述資產按成本減累計折舊及任何累計減值入賬。該等審查會考慮任何難以預料的不利環境變化或事件、當前及預測市值，包括預測經營業績下滑、負面業界或經濟趨勢。貴集團會依照檢討結果延長或縮短可使用年期及／或作減值撥備。

We identified the above assessment of property, plant and equipment and right-of-use assets as a key audit matter due to its significance in amount and a high degree of management judgement involved in the assessment.

由於上述物業、廠房及設備及使用權資產的估算數值甚為重要，且管理層在估算中需作高度判斷，因此我們將該等估算歸作關鍵審計事項。

We have reviewed the management's estimates and assertions regarding, estimated useful lives and residual values of the property, plant and equipment as well as the management's plan for the future maintenance or decoration on the restaurant premises.

我們已審閱管理層對物業、廠房及設備的估計可使用年期及剩餘價值的估計及聲明，以及管理層對酒樓場地的未來維修或裝修的計劃。

We have reviewed the management's estimates and assertions regarding, the appropriate lease term and incremental borrowing rate that used for recognising the right-of-use assets.

我們已審閱管理層就確認使用權資產所採用的適當租賃年期及遞增借款利率所作出的估計及聲明。

We have discussed the current status of leasehold improvements and right-of-use assets of each restaurant with the management team regarding any indicator of possible impairment identified.

我們已就任何可能出現減值的指標與管理層討論每間酒樓的租賃裝修及使用權資產的現況。

We have assessed the reasonableness of management's assumptions and critical judgements by using the past restaurant operation experiences within the Group.

我們已根據本集團內過往酒樓的營運經驗，評估管理層的假設及關鍵判斷是否合理。

We concluded that management's conclusion and estimates on assessing the carrying value of property, plant and equipment and right-of-use assets to be consistent with the available evidence.

我們的結論是，管理層就評估物業、廠房及設備及使用權資產的賬面值所作出的結論及估計與現有證據一致。



INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告 (續)

Business combination

業務合併

Key audit matter

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理該事項

Refer to Note 36(i) to the consolidated financial statements

請參閱綜合財務報表附註36(i)

In July 2020, the Group completed the acquisition of 70% equity interest in Yaoliang (Shanghai) Food Co., Ltd (耀良(上海)食品有限公司). In this connection, the Group is required to determine the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date. Management determined the fair value with assistance from an independent professional valuer (the "external valuer"). The purchase price was allocated to the identifiable assets acquired and liabilities assumed under HKFRS 3. As a result, intangible assets including trademarks amounting to approximately HK\$10,904,000, cooperation contracts amounting to approximately HK\$3,152,000 and the remaining goodwill amounting to approximately HK\$15,329,000 were recognised at the acquisition date.

於二零二零年七月，貴集團完成收購耀良(上海)食品有限公司70%股權。就此，貴集團須釐定所收購資產及所承擔負債於收購日期的公平值。管理層在一名獨立專業估值師(「外部估值師」)的協助下釐定公平值。購買價根據國際財務報告準則第3號分配至所收購的可識別資產及所承擔的負債。因此，無形資產(包括商標)約10,904,000港元、合作合同約3,152,000港元及餘下商譽15,329,000港元已於收購日期確認。

We have assessed the competency, objectivity and independence of the external valuer engaged by the Group.

我們已評估貴集團聘請的外部估值師的能力、客觀性及獨立性。

We have obtained the valuation report in relation to the purchase price allocation for the acquisition and assessed the appropriateness of the valuation methodologies adopted by management and the reasonableness of discount rates used by management.

我們已取得有關收購的購買價分配的估值報告，並評估了管理層採用的估值方法的適當性以及管理層採用的折現率的合理性。

We have evaluated the information provided by management to the valuer by inspecting the underlying contracts and documents.

我們已透過檢查基本合約及文件，評估管理層提供的價值資料。

We have challenged and assessed the reasonableness of the key assumptions used in the cash flow forecast for the valuation of the identified trademarks and cooperation contracts.

我們已經挑戰並評估了現金流量預測中用於對已確定商標及合作合同進行估值的主要假設的合理性。

We have evaluated the reasonableness of the sensitivity analysis performed by management on the key assumptions to understand the impact of reasonable changes in assumptions on the identified trademarks, cooperation contracts and goodwill.

我們已經評估了管理層對關鍵假設進行的敏感性分析的合理性，以瞭解假設的合理變化對已識別商標、合作合同和商譽的影響。



INDEPENDENT AUDITOR'S REPORT (Continued) 獨立核數師報告 (續)

Business combination (Continued)

業務合併 (續)

Key audit matter 關鍵審計事項

How the matter was addressed in our audit 我們的審計如何處理該事項

We focused on this area because accounting for acquisition requires the identification and valuation of intangible assets and the allocation of purchase price to the assets and liabilities acquired, which involves a number of judgements and assumptions.

我們關注此方面的原因為該收購之會計處理需要對無形資產進行識別及估值以及將購買價分配至所收購資產及負債，此涉及大量判斷及假設。

We have checked the mathematical accuracy of the calculations of the fair value of the identified trademarks, cooperation contracts and goodwill.

我們對已確定的商標、合作合同和商譽的公平值計算的數學準確性進行了檢查。

We found that the significant judgements and estimates involved in the fair value assessment of the identified trademarks, cooperation contracts and the recognition of goodwill arising from the business combination were properly supported by available evidences.

我們發現，對已識別商標，合作合同和對業務合併產生的商譽的公平值評估所涉及的重大判斷和估計得到了現有證據的適當支持。

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告 (續)

Impairment assessment of goodwill

商譽的減值評估

Key audit matter

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理該事項

Refer to Note 17 to the consolidated financial statements

請參閱綜合財務報表附註17

At 31 December 2020, the Group's goodwill included in intangible assets was approximately HK\$16,326,000. As described in Note 17 to the consolidated financial statements, the Group is required to, at least annually, perform impairment assessments of goodwill. For the purpose of performing impairment assessments, goodwill was allocated to an individual CGU. Management performed the impairment testing by comparing the recoverable amount of the CGU and the carrying amount of the CGU.

於二零二零年十二月三十一日，計入 貴集團無形資產的商譽約為16,326,000港元。如綜合財務報表附註17所述， 貴集團須至少每年對商譽進行減值評估。為了進行減值評估，商譽已分配至單一個別現金產生單位。管理層通過比較現金產生單位的可收回金額和現金產生單位的賬面值進行減值測試。

We have evaluated the objectivity, capabilities and competence of the external valuer engaged by the Group.

我們已評估 貴集團聘用的外部估值師的客觀性、能力及才幹。

We have assessed the key assumptions used in management's cash flow projections, including, among others, budgeted/forecasted revenue and results of operations, long term growth rate and discount rate applicable to the CGU.

我們已評估管理層在現金流預測中所使用的重大假設，計有（其中包括）預算／預測收益和經營業績、長期增長率和適用於現金產生單位的折現率等。

We independently tested, on a sample basis, the accuracy of mathematical calculation applied in the valuation models.

我們已按抽樣方式獨立測試估值模型中數學計算的準確性。



INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告 (續)

Impairment assessment of goodwill 商譽的減值評估 (續)

(Continued)

Key audit matter

關鍵審計事項

For the year under review, the recoverable amount of the CGU has been determined by management based on a value-in-use calculation using cash flow projections specific to the CGU and applying a discount rate which reflects specific risks relating to the CGU, with the assistance from an independent professional valuer (the "external valuer").

於回顧年度，現金產生單位之可收回金額乃由管在獨立、專業估值師（「外部估值師」）的協助之下，按使用價值法，將現金產生位的特定現金流量預測以及反映現金產生單位特定風險的貼現率釐定。

The impairment testing of the goodwill required management to make certain assumptions and estimates that would affect the reported amount of the goodwill and related disclosures in the consolidated financial statements.

商譽的減值測試需管理層作部分假設和估計，有關假設和估計或會影響綜合財務報表中該商譽的呈報金額及相關披露。

We focused on this area due to the magnitude of the balance involved and the significant judgements and estimates required in determining the recoverable amount of the CGU.

我們關注此領域，因牽涉其中的結餘重大，且釐定現金產生單位的可收回金額時需作出重大判斷和估計。

How the matter was addressed in our audit

我們的審計如何處理該事項

We have obtained an understanding of the current and expected future developments of the CGU and factors that might affect key assumptions and estimates of the cash flow projections and discount rate applicable to the CGU.

我們瞭解現金產生單位在目前及預期未來的發展情況，以及可能影響現金流預測和適用於現金產生單位的折現率之重大假設及估計因素。

We have assessed the adequacy of the disclosures related to the impairment of goodwill in the context of the applicable financial reporting framework.

我們已根據適用的財務報告框架評估商譽減值相關披露是否充分。

We have evaluated management's assessment about reasonable possible changes in relevant key assumptions and estimates.

我們已評核管理層對相關關鍵假設和估計的合理可能變動的評估。

We concluded that the management's conclusion and estimates on the impairment assessment of goodwill to be consistent with the available evidences.

我們認為管理層對評估商譽減值的結論和估計與現有憑證一致。

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告 (續)

Other Information

The directors of the Company are responsible for the Other Information. The Other Information comprises all information in the annual report, but does not include the consolidated financial statements and our auditor's report thereon ("the Other Information").

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the Other Information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

其他信息

貴公司董事須對其他信息承擔責任。其他信息包括年報中所包含的所有信息，但不包括綜合財務報表及我們的核數師報告（「其他信息」）。

我們對綜合財務報表的意見並不涵蓋其他信息。我們亦不對其他信息發表任何形式的核證結論。

就審核綜合財務報表而言，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

基於我們已完成的工作，倘若我們認為其他信息出現重大錯誤陳述，我們須報告該事實。我們就此並無須報告事項。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定，編製真實而公允的綜合財務報表，並負責董事認為就編製綜合財務報表所必需的內部控制，以確保綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事有意將 貴集團清盤，或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

審核委員會協助董事履行彼等監督 貴集團財務報告流程的責任。



INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告（續）

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

核數師就審核綜合財務報表須承擔的責任

我們的目標是合理保證此等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出包含審核意見的核數師報告。本報告僅為閣下（作為整體）而編製（按照雙方所協定的應聘條款），並無其他用途。我們並不就本報告之內容對任何其他人士承擔任何義務或負上任何責任。

合理保證是高層次的保證，但不能擔保根據《香港審計準則》進行的審核工作總能發現所存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤。倘該等錯誤陳述個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

我們根據《香港審計準則》進行審核時的職責之一，是運用專業判斷，在整個審核過程中抱持職業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，以及獲得充足及適當的審計憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由欺詐造成的重大錯誤陳述風險比未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審計有關的內部控制，以設計恰當的審計程序，但並非旨在對貴集團之內部控制是否有效發表意見。
- 評估所用會計政策是否恰當，以及董事所作出的會計估算和相關披露是否合理。



INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告 (續)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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

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

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

核數師就審核綜合財務報表須承擔的責任(續)

- 總結董事所採用、以持續經營為基礎的會計法是否恰當，並根據已獲取的審計憑證，總結是否存在可能對貴集團持續經營能力構成重大疑問的事件或情況等重大不確定因素。倘若我們總結認為有重大不確定因素，我們須在核數師報告中提請注意綜合財務報表內的相關資料披露，或在相關披露不足時修訂我們的意見。我們的結論是基於截至核數師報告日期所獲得的審計憑證。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括資料披露)的整體列報、架構、內容，以及綜合財務報表是否已公允地反映相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足的審計憑證，以就綜合財務報表發表意見。我們須負責指導、監督及執行集團的審核工作。我們僅須為所提出的審核意見承擔責任。

我們就(其中包括)審計工作的計劃範圍和時間以及重大審計發現(包括我們在審計過程中發現的任何內部控制的重大缺失)與審核委員會溝通。

我們亦向審核委員會作出聲明，確認我們已遵守與獨立性有關的道德要求，並就所有被合理認為可能影響我們獨立性的關係和其他事宜以及相關保障措施(如適用)，與審核委員會溝通。



INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告 (續)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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

The engagement director on the audit resulting in this independent auditor's report is Mr. Wong Kam Chuen.

TING HO KWAN & CHAN CPA LIMITED

Certified Public Accountants

Wong Kam Chuen

Practising Certificate Number: P06175

9th Floor, Tung Ning Building
249-253 Des Voeux Road Central
Hong Kong
30 March 2021

核數師就審核綜合財務報表須承擔的責任 (續)

我們通過與審核委員會溝通，我們確定對本年度綜合財務報表審計工作中最重要的事項，即關鍵審計事項。除非法律或法規不容許公開披露此等事項，或在極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的利益而不應在報告中予以披露，否則我們會在核數師報告中描述此等事項。

負責此審計工作與簽發獨立核數師報告的項目董事為黃錦全先生。

丁何關陳會計師事務所有限公司

執業會計師行

黃錦全

執業證書編號：P06175

香港
德輔道中249-253號
東寧大廈9樓
二零二一年三月三十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	8	236,397	352,861
Other income	其他收入	8	21,728	1,813
Cost of materials consumed	所耗材料成本		(99,108)	(126,648)
Employee benefits expense	僱員福利開支	9	(66,158)	(94,956)
Depreciation	折舊	10	(61,544)	(60,655)
Other expenses	其他開支	10	(61,474)	(89,381)
Operating loss	經營虧損		(30,159)	(16,966)
Gain on early termination of leases, net	提早終止租賃收益淨額		21,059	–
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	15	(5,015)	(3,579)
Impairment loss on right-of-use assets	使用權資產減值虧損	16	(13,534)	(18,155)
Finance costs	財務成本	11	(13,201)	(11,393)
Loss before income tax	除所得稅前虧損		(40,850)	(50,093)
Income tax	所得稅	12	74	(9,248)
Loss for the year	年內虧損		(40,776)	(59,341)
Other comprehensive expense Item that may be reclassified subsequently to profit or loss:	其他全面開支可能於其後重新列入損益的項目：			
Exchange difference arising from translation of financial statements of foreign operations	換算海外業務財務報表的匯兌差額		3,214	(300)
Total comprehensive expense for the year	年內全面開支總額		(37,562)	(59,641)
Loss attributable to:	以下人士應佔虧損：			
Owners of the Company	本公司擁有人		(39,817)	(59,341)
Non-controlling interests	非控股權益		(959)	–
			(40,776)	(59,341)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

綜合損益及其他全面收益表 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Total comprehensive expense attributable to:	以下人士應佔全面開支總額：			
Owners of the Company	本公司擁有人		(36,850)	(59,641)
Non-controlling interests	非控股權益		(712)	–
			(37,562)	(59,641)
Basic loss per share	每股基本虧損	14	HK cent (3.98) 港仙	HK cent (7.29) 港仙

The notes on pages 130 to 242 form an integral part of these consolidated financial statements.

第130頁至第242頁的附註屬此等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020 截至二零二零年十二月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	63,216	70,282
Right-of-use assets	使用權資產	16	131,654	167,961
Intangible assets	無形資產	17	30,516	–
Rental deposits	租金按金	22	14,871	14,948
Deposits placed for life insurance policies	投購壽險保單保費	18	2,176	2,115
Deposit paid for property, plant and equipment	物業、廠房及設備已付按金		1,873	–
Deferred tax assets	遞延稅項資產	34	852	1,144
			245,158	256,450
Current assets	流動資產			
Inventories	存貨	20	12,375	13,968
Trade receivables	貿易應收款項	21	5,462	3,844
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	22	18,006	16,943
Loan receivable	應收貸款	23	10,000	–
Current tax recoverable	可收回即期稅項		855	1,287
Amount due from a non-controlling shareholder	應收一名非控股股東款項	24	9,825	–
Amounts due from related companies	應收關聯公司款項	40	70	–
Pledged bank deposits	已抵押銀行存款	25	–	11,029
Cash and cash equivalents	現金及現金等價物	26	28,949	71,151
			85,542	118,222
Total assets	資產總額		330,700	374,672
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	27	10,000	10,000
Reserves	儲備		45,949	82,799
			55,949	92,799
Non-controlling interests	非控股權益		4,105	–
Total equity	權益總額		60,054	92,799

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

綜合財務狀況表 (續)

As at 31 December 2020 截至二零二零年十二月三十一日止年度

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
LIABILITIES			
Non-current liabilities			
Lease liabilities	32	128,209	141,598
Provision for reinstatement costs	33	4,573	4,743
Deferred tax liabilities	34	2,902	–
		135,684	146,341
Current liabilities			
Trade payables	28	19,418	16,350
Accruals, provisions and other payables	29	29,329	26,026
Amount due to a non-controlling shareholder	24	241	–
Contract liabilities	30	21,823	16,590
Bank borrowings	31	22,408	7,444
Lease liabilities	32	40,431	67,267
Current tax payable		–	543
Provision for reinstatement costs	33	1,312	1,312
		134,962	135,532
Total liabilities		270,646	281,873
Total equity and liabilities		330,700	374,672
Net current liabilities		(49,420)	(17,310)

These consolidated financial statements were approved and authorised for issue by the board of directors on 30 March 2021 and are signed on its behalf by:

CHAN Chun Kit

陳振傑
Director
董事

於二零二一年三月三十日董事會批准及授權發行此等綜合財務報表，並由以下人士代表簽署：

CHAN Josephine Wai Sze

陳瑋詩
Director
董事

The notes on pages 130 to 242 form an integral part of these consolidated financial statements.

第130頁至第242頁的附註屬此等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Other reserves	Exchange translation reserve	Retained profits/ losses (accumulated)	Total	Non-controlling interests	Total equity
		股本	股份溢價	其他儲備	匯兌儲備	保留溢利/ (累計虧損)	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note 37) (附註37)					
Balance as at 1 January 2019	於二零一九年一月一日的結餘	8,000	55,134	42,396	(4,191)	9,351	110,690	-	110,690
Loss for the year	年內虧損	-	-	-	-	(59,341)	(59,341)	-	(59,341)
Currency translation differences	貨幣換算差額	-	-	-	(300)	-	(300)	-	(300)
Total comprehensive expense for the year	年內全面開支總額	-	-	-	(300)	(59,341)	(59,641)	-	(59,641)
Issue of new shares under rights issue, net (Note 27)	因供股而發行新股份淨額(附註27)	2,000	43,750	-	-	-	45,750	-	45,750
Dividend paid	已付股息	-	-	-	-	(4,000)	(4,000)	-	(4,000)
Balance as at 31 December 2019	於二零一九年十二月三十一日的結餘	10,000	98,884	42,396	(4,491)	(53,990)	92,799	-	92,799
Balance as at 1 January 2020	於二零二零年一月一日的結餘	10,000	98,884	42,396	(4,491)	(53,990)	92,799	-	92,799
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	-	-	-	-	-	-	4,054	4,054
Capital contribution from non-controlling interests	來自非控股權益的注資	-	-	-	-	-	-	763	763
Transactions with owners	與擁有人的交易	-	-	-	-	-	-	4,817	4,817
Loss for the year	年內虧損	-	-	-	-	(39,817)	(39,817)	(959)	(40,776)
Currency translation differences	貨幣換算差額	-	-	-	2,967	-	2,967	247	3,214
Total comprehensive expense for the year	年內全面開支總額	-	-	-	2,967	(39,817)	(36,850)	(712)	(37,562)
Balance as at 31 December 2020	於二零二零年十二月三十一日的結餘	10,000	98,884	42,396	(1,524)	(93,807)	55,949	4,105	60,054

The notes on pages 130 to 242 form an integral part of these consolidated financial statements.

第130頁至第242頁的附註屬此等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Operating activities	經營活動			
Cash generated from operations	經營所得現金	26(b)	28,352	60,884
Income tax paid, net	已付所得稅淨額		(101)	(2,210)
Net cash generated from operating activities	經營活動所得之現金淨額		28,251	58,674
Investing activities	投資活動			
Interest received	已收利息		60	588
Purchases of property, plant and equipment	購買物業、廠房及設備		(11,108)	(40,055)
Consideration paid for acquisition of subsidiaries	收購附屬公司已付代價		(22,338)	–
Net cash used in investing activities	於投資活動所用之現金淨額		(33,386)	(39,467)
Financing activities	融資活動			
Proceeds from shares issued under rights issue, net of issuing cost	根據供股發行股份之所得款項，扣除發行成本	27	–	45,750
Borrowing costs paid	已付借款成本	26(c)	(304)	(513)
Dividends paid	已付股息		–	(4,000)
Repayment of bank borrowings	償還銀行借款	26(c)	(7,444)	(3,123)
Repayment of other borrowing	償還其他借款	26(c)	(1,363)	–
Proceeds from new bank borrowings	新銀行借款所得款項	26(c)	20,000	–
Capital contribution from non-controlling interests	來自非控股權益的注資		763	–
Capital element of lease rentals paid	已付租金資本部分	26(c)	(38,074)	(35,655)
Interest element of lease rentals paid	已付租金利息部分	26(c)	(12,302)	(10,880)

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

綜合現金流量表 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net cash used in financing activities	融資活動所用之現金淨額		(38,724)	(8,421)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(43,859)	10,786
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	26(a)	71,151	60,447
Effect of foreign exchange rate changes	匯率變動的影響		1,657	(82)
Cash and cash equivalents at end of the year	年終現金及現金等價物	26(a)	28,949	71,151

The notes on pages 130 to 242 form an integral part of these consolidated financial statements.

第130頁至第242頁的附註屬此等綜合財務報表的組成部分。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

1 General Information

Li Bao Ge Group Limited (the “Company”) was incorporated in the Cayman Islands on 1 September 2015 as an exempted company with limited liability under the Companies Law (2013 Revision) of the Cayman Islands. The address of the Company’s registered office and principle place of business are Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and Room B, 5/F, On Fat Industrial Building, 12–18 Kwai Wing Road, Kwai Chung, New Territories, Hong Kong, respectively. The Company’s shares (the “Shares”) were initially listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Listing” and the “Stock Exchange” respectively) since 30 June 2016 (the “Listing Date”). The listing of the Shares was transferred to the Main Board of the Stock Exchange since 5 September 2018 (the “Transfer of Listing”).

The Company is an investment holding company and its subsidiaries (collectively, the “Group”) are principally engaged in the operation of a chain of Chinese restaurants in Hong Kong and the People’s Republic of China (the “PRC”).

In the opinion of the directors of the Company (the “Directors”), the controlling shareholders (having the meaning ascribed to it in the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”)) of the Company, include Bright Creator Limited, Mr. Chan Chun Kit and his spouse Ms. Liu Siu Kuen, Sun Foo Sing Development Limited, Mr. Ho Wood Yam, Mr. Tsui King Foo, Mr. Lam Kwok Leung Peter, Mr. Tsui Chi Kit and Ms. Tsui Yuk Yi.

1 一般資料

利寶閣集團有限公司(「本公司」)於二零一五年九月一日根據開曼群島公司法(二零一三年修訂版)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands；主要營業地點為香港新界葵涌葵榮路12–18號安發工業大廈5樓B室。本公司股份(「股份」)最初於二零一六年六月三十日(「上市日期」)在香港聯合交易所有限公司GEM上市(分別為「上市」及「聯交所」)。自二零一八年九月五日起，股份已轉板至聯交所主板上市(「轉板上市」)。

本公司為一間投資控股公司，其附屬公司(統稱「本集團」)主要在香港及中華人民共和國(「中國」)從事中式酒樓連鎖店業務。

本公司董事(「董事」)認為，本公司的控股股東(具聯交所證券上市規則(「上市規則」)所賦予的涵義)包括暉緯有限公司、陳振傑先生及其配偶廖少娟女士、新富星發展有限公司、何活欽先生、徐競富先生、林國良先生、徐志傑先生及徐玉儀女士。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 Statement of Compliance with Hong Kong Financial Reporting Standards

The consolidated financial statements for the year ended 31 December 2020 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Listing Rules. A summary of significant accounting policies adopted by the Group is set out in note 3 in the Notes to the consolidated financial statements (the “Notes”) section of the annual report for the year ended 31 December 2020 to be sent to the shareholders of the Company (the “Shareholders”).

The HKICPA has issued certain new, revised HKFRSs and interpretation that are first effective or available for early adoption for the current accounting period of the Group. Note 4 of the Notes provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

The consolidated financial statements have been prepared under the historical cost convention.

2 《香港財務報告準則》合規聲明

截至二零二零年十二月三十一日止年度的綜合財務報表乃遵照《香港財務報告準則》(「《香港財務報告準則》」)而編製，該統稱包括由香港會計師公會(「香港會計師公會」)頒佈之所有適用個別《香港財務報告準則》《香港會計準則》(「《香港會計準則》」)及詮釋、香港普遍採納之會計準則及香港公司條例之披露規定。此等綜合財務報表亦符合上市規則的適用披露規定。本集團所採用主要會計政策概要載述於將寄予本公司股東(「股東」)的截至二零二零年十二月三十一日止年度的年度報告內所載財務報表附註(「附註」)一節中的附註3。

香港會計師公會已頒佈若干新訂及經修訂《香港財務報告準則》及詮釋，該等準則於本集團現行會計期間首次生效或可提早採納。初次應用該等與本集團有關的《香港財務報告準則》所引致當前和以前會計期間之會計政策變動，已反映於該等綜合財務報表內，有關資料列載於附註中的附註4。

綜合財務報表以歷史成本法編製。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies

3.1 Basis of preparation

The consolidated financial statements for the year ended 31 December 2020 comprise the Company and its subsidiaries (together referred to as the “Group”).

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) which is the same as the functional currency of the Company and all values are rounded to the nearest thousand except where otherwise indicated.

The consolidated financial statements have been prepared under the historical cost convention.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 6.

3 主要會計政策概要

3.1 編製基準

截至二零二零年十二月三十一日止年度的綜合財務報表涵蓋本公司及其附屬公司(統稱「本集團」)。

綜合財務報表以港元(「港元」)(亦為本公司的功能貨幣)呈列。除另有指明者外，所有數值乃四捨五入至最接近千位數。

綜合財務報表以歷史成本法編製。

按照《香港財務報告準則》編製綜合財務報表時，需採用若干重大的會計估算。管理層亦需於採用本集團的會計政策時作出有關判斷。當中，涉及高度判斷、複雜之範疇，或對綜合財務報表而言屬重大影響的假設及估算，乃於附註6披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.1 Basis of preparation (Continued)

When preparing the consolidated financial statements, the Group's ability to continue as a going concern has been assessed. These consolidated financial statements have been prepared by the Directors on a going concern basis notwithstanding that the Group had net current liabilities of approximately HK\$49,420,000 at 31 December 2020. The Directors are of the opinion that the Group will have sufficient funds to meet its financial obligations when they fall due in the foreseeable future taking into account the followings:

- (i) the Group had interest-bearing bank borrowings of HK\$22,408,000 as at 31 December 2020, of which approximately HK\$3,099,000 is repayable within one year. The remaining interest-bearing bank borrowings, amounting to approximately HK\$19,309,000 were classified as current liabilities due to the existence of a repayment on demand clause in the loan agreements. The Group will actively negotiate with the bank for the renewal of the Group's bank borrowings when they fall due in order to secure necessary funds to meet the Group's working capital and financial requirements in the foreseeable future. In the opinion of the Directors, the Group will be able to roll over or refinance the bank borrowings upon their maturity;
- (ii) at 31 December 2020, the Group obtained banking facilities of HK\$39,058,000 with an unutilised amount of HK\$16,650,000;

3 主要會計政策概要 (續)

3.1 編製基準 (續)

於編製綜合財務報表時，本集團已評估其持續經營的能力。儘管本集團於二零二零年十二月三十一日的流動負債淨額為約49,420,000港元，董事仍按持續經營基準編製該等綜合財務報表。董事認為，考慮到以下因素，本集團將有足夠資金在可見未來履行其到期的財務責任。

- (i) 於二零二零年十二月三十一日，本集團的計息銀行借貸為22,408,000港元，其中約3,099,000港元須於一年內償還。其餘約19,309,000港元的計息銀行借款由於貸款協議訂有按要求償還條款而被歸類為流動負債。本集團將積極與銀行協商，在本集團銀行借款到期時進行續期，以確保獲得必要的資金，滿足本集團在可見未來的營運資金及財務需求。董事認為，本集團將可於銀行借款到期時展期或再融資；
- (ii) 於二零二零年十二月三十一日，本集團獲得銀行融資39,058,000港元，未使用金額為16,650,000港元；



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.1 Basis of preparation (Continued)

- (iii) the Group is actively negotiating with banks to obtain additional funds to finance the Group's working capital and improve the liquidity positions;
- (iv) the Group will continue to take active measures to control expenses through various channels including human resources optimisation and management remuneration adjustments; and
- (v) negotiating with the landlords for rent concessions due to the impact of the Coronavirus disease 2019.

After taking into consideration of the above factors and funds expected to be generated internally from operations based on the Directors' estimation on the future cash flows of the Group, the Directors are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due in the foreseeable future and consider that it is appropriate for the consolidated financial statements to be prepared on a going concern basis because there is no material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

3 主要會計政策概要 (續)

3.1 編製基準 (續)

- (iii) 本集團正積極與銀行磋商，以取得新資金，為本集團的營運資金撥資及改善流動資金狀況。
- (iv) 本集團將繼續採取積極措施，通過各種渠道控制開支，包括優化人力資源及調整管理層薪酬；及
- (v) 因COVID-19爆發而與業主磋商租金優惠。

經考慮上述因素及基於董事對本集團未來現金流量的估計的預期來自業務內部資金後，董事信納本集團將有足夠財務資源應付其於可見未來到期的財務責任，並認為綜合財務報表按持續經營基準編製為適當，因並無重大不明朗因素可能對本集團持續經營能力產生重大疑問。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.1 Basis of preparation (Continued)

Should the Group be unable to continue its business as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amount, to provide for future liabilities which might arise and to reclassify non-current assets and liabilities to current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.2 Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

Investments in subsidiaries are consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

3 主要會計政策概要(續)

3.1 編製基準(續)

萬一本集團無法按持續基準繼續業務，則需要作出調整，將資產價值撇減至其可回收金額，以為日後可能出現的負債計提撥備，並分別將非流動資產及負債重新分類為流動資產及負債。上述潛在調整的影響未有於綜合財務報表中反映。

編製此等綜合財務報表時所採用的主要會計政策載列如下。除另有說明外，此等政策已貫徹應用於所有呈報年度。

3.2 附屬公司及非控股權益

附屬公司乃由本集團控制的實體。當本集團享有或有權享有其參與實體所得的可變回報並有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。

於附屬公司的投資乃自控制開始當日綜合列入綜合財務資料，直至控制結束當日為止。集團內公司間結餘、交易及現金流量與集團內公司間交易所產生的任何未變現溢利於編製綜合財務報表時悉數對銷。集團內公司間交易所產生的未變現虧損的抵銷方法與未變現收益相同，惟僅以無減值證據者為限。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.2 Subsidiaries and non-controlling interests (Continued)

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 3.18.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

3 主要會計政策概要 (續)

3.2 附屬公司及非控股權益 (續)

倘某項附屬公司股權並非直接或間接歸屬於本公司，而本集團亦無與有關權益持有人協定任何額外條款，從而令本集團整體就該權益負有符合金融負債定義的合約責任，該項股權即屬非控股權益。於每次合併業務時，本集團可於公平值及非控股權益股份於附屬公司可識別淨資產的佔比之間，二擇其一用以計量每項非控股權益。

非控股權益在綜合財務狀況表內呈列於權益之下，與本公司擁有人應佔權益分開呈列。在本集團業績之中，會將年內損益總額及其他全面收益總額，在非控股權益及本公司擁有人之間進行分配，並將此視為非控股權益，呈列於綜合損益及其他全面收益表之上。來自非控股權益持有人的貸款，以及對該等持有人負有的其他合約責任，會根據附註3.18視作金融負債，在綜合財務狀況表呈列。

本集團於附屬公司的權益變動（未導致喪失控制權）入賬列作權益交易，於綜合權益內對控制及非控制權益金額作出調整以反映相關權益變動，但並未對商譽作出調整及並無確認收益或虧損。

當本集團喪失對附屬公司之控制權時，會入賬列作出售於該附屬公司的全部權益，而所產生之收益或虧損乃於損益內確認。前附屬公司於喪失控制權當日保留之任何利益乃按公允值確認，且該款項於初步確認金融資產時會被視為公允值，或（倘適用）於初步確認於聯營公司或合營企業投資時被視為成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.2 Subsidiaries and non-controlling interests (Continued)

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment losses (see note 3.10), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

3.3 Business combinations

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

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and

3 主要會計政策概要 (續)

3.2 附屬公司及非控股權益 (續)

於本公司財務狀況表內，於附屬公司的投資乃按成本減減值虧損列賬（請參閱附註3.10），除非該投資被分類列作持作出售（或被列入分類列作持作出售的出售集團）則另作別論。

3.3 業務合併

收購業務以收購法入賬。業務合併所轉讓代價以公允值計量，而公允值按本集團所轉讓資產、本集團對被收購方前擁有人所產生負債以及本集團就交換被收購方控制權所發行股本權益於收購日期之公允值總和計算。收購相關成本一般於產生時於損益內確認。

於收購日期，所購入可識別資產及所承擔負債按其公允值確認，但以下各項除外：

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債分別根據香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；
- 與被收購方以股份為基礎支付安排或為替代被收購方以股份為基礎支付安排而訂立之本集團以股份為基礎支付安排有關之負債或股本工具，於收購日期根據香港財務報告準則第2號以股份為基礎之支付計量（見下文會計政策）；
- 根據香港財務報告準則第5號持作出售非流動資產及已終止經營業務分類為持作出售之資產（或出售組合）按該準則計量；及

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.3 Business combinations (Continued)

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low-value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

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

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively.

3 主要會計政策概要 (續)

3.3 業務合併 (續)

- 租賃負債按剩餘租賃付款 (定義見香港財務報告準則第16號) 之現值確認及計量，猶如收購之租賃於收購日期為新租賃，惟(a)租期於收購日期12個月內結束；或(b)相關資產為低價值的租賃除外。使用權資產按與相關租賃負債相同之金額確認及計量，並進行調整以反映與市場條件相比租賃之有利或不利條款。

商譽按所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方股本權益 (如有) 公允值總和超出所收購可識別資產及所承擔負債於收購日期之淨額計量。倘於重新評估後，所收購可識別資產及所承擔負債之淨額超出所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方權益 (如有) 公允值之總和，差額即時於損益確認為按折價收購收益。

當本集團於一項業務合併轉移之代價包括或然代價安排，則或然代價乃按其收購日期之公允值計量，並計入作為於一項業務合併轉移之代價一部分。合資格作計量期間調整之或然代價之公允值變動乃追溯調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.3 Business combinations (Continued)

Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3.4 Goodwill

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

Determining whether goodwill is impaired requires an estimation of the value in use of the CGUs to which goodwill has been allocated. The value-in-use calculation requires the Directors to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value.

3 主要會計政策概要 (續)

3.3 業務合併 (續)

計量期間調整為於「計量期間」(不得超過收購日期起計一年)因獲得於收購日期已存在事實及情況之額外資料而作出之調整。

倘業務合併之初步會計處理於合併發生之報告期末仍未完成，則本集團會就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間(見上文)內作出追溯調整，並確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

3.4 商譽

收購業務所產生的商譽乃按於收購業務日期成立之成本(見上文會計政策)減累計減值虧損(如有)列賬。

釐定商譽是否減值時須估計已獲分配商譽之現金產生單位之使用價值。計量使用價值時，董事須估計現金產生單位預期所產生之未來現金流量以及適當貼現率，以計量現值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.4 Goodwill (Continued)

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

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

3.5 Intangible assets (other than goodwill)

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

3 主要會計政策概要 (續)

3.4 商譽 (續)

獲分配商譽的現金產生單位 (或現金產生單位組別) 會每年或於單位出現減值跡象時更頻繁地進行減值測試。就於報告期間進行收購產生之商譽而言，獲分配商譽之現金產生單位 (或現金產生單位組別) 會於報告期末前進行減值測試。倘可收回金額少於其賬面值，則減值虧損會首先分配以削減任何商譽的賬面值，並於其後按單位 (或現金產生單位組別) 內各資產的賬面值按比例分配至其他資產。

於出售相關現金產生單位或現金產生單位組別內的任何現金產生單位時，會於釐定出售溢利或虧損金額時計及商譽的應佔金額。當本集團出售現金產生單位 (或現金產生單位組別內的一個現金產生單位) 內的業務時，所出售商譽金額按所出售業務 (或現金產生單位) 與所保留現金產生單位 (或現金產生單位組別) 部分的相對價值計量。

3.5 無形資產 (商譽除外)

業務合併所收購之無形資產

業務合併所收購之無形資產乃與商譽分開確認並初步按收購日期之公平值 (被視為其成本) 確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.5 Intangible assets (other than goodwill) (Continued)

Intangible assets acquired in a business combination (Continued)

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are recognised at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

- Trademarks	8 years
- Cooperation contracts	8 years

Both the period and method of amortisation are reviewed annually.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3 主要會計政策概要 (續)

3.5 無形資產 (商譽除外) (續)

業務合併所收購之無形資產 (續)

於初步確認後，於業務合併所收購之有限定可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損確認，基準與單獨收購之無形資產相同。於業務合併所收購無限定可使用年期之無形資產按成本減任何其後累計減值虧損列賬。

有限使用年期的無形資產的攤銷是在資產的估計使用年期内以直線方式計入損益。以下具有有限使用年期的無形資產從其可使用之日起進行攤銷，其估計使用年期如下：

- 商譽	8年
- 合作合約	8年

攤銷期限及方法均會每年審閱。

無形資產於出售或預期使用或出售不會帶來未來經濟利益時終止確認。終止確認無形資產產生之收益及虧損按出售所得款項淨額與資產賬面值之差額計算，並於終止確認資產時在損益內確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.6 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (the “CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer (“CEO”) of the Group who makes strategic decisions.

3.7 Foreign currency transactions

(a) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the Company’s functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss and other comprehensive income. Foreign exchange gains and losses are presented in the consolidated statement of profit or loss and other comprehensive income within ‘other gains and losses’.

3 主要會計政策概要 (續)

3.6 分部呈報

經營分部的呈報方式與向主要營運決策人 (「主要營運決策人」) 提供的內部呈報一致。主要營運決策人負責分配資源及評估經營分部的表現，並已被識別為本集團進行策略性決策的行政總裁 (「行政總裁」)。

3.7 外幣交易

(a) 功能及呈列貨幣

本集團各實體的綜合財務報表所包括的項目，乃按有關實體經營所在主要經濟環境的貨幣 (「功能貨幣」) 計量。綜合財務報表以本公司的功能貨幣及呈列貨幣港元 (「港元」) 呈列。

(b) 交易及結餘

外幣交易乃按交易日或項目重新計量估值日期的通行匯率換算為功能貨幣。該等交易結算以及以外幣計值的貨幣資產及負債按年末匯率換算產生的匯兌損益，於綜合損益及其他全面收益表確認。匯兌損益於綜合損益及其他全面收益表的「其他收益及虧損」呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.7 Foreign currency transactions (Continued)

(c) Group companies

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

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of this consolidated statement of financial position;
- (ii) income and expenses for each profit and loss account are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

3 主要會計政策概要 (續)

3.7 外幣交易 (續)

(c) 集團公司

本集團所有實體如持有與呈報貨幣不同的功能貨幣(其中並無任何實體持有通脹嚴重的經濟體系的貨幣),其業績和財務狀況均按以下方法兌換為呈報貨幣:

- (i) 每項財務狀況表的資產及負債均按照本綜合財務狀況表當日收市時的匯率折算為呈報貨幣;
- (ii) 每項損益表的收入和支出均按照平均匯率折算為呈報貨幣(惟倘此平均匯率未能合理地反映各交易日之匯率所帶來的概約累積影響,則收支項目按照交易日期之匯率折算);及
- (iii) 所有由此產生之匯兌差額於其他全面收入內確認。

因收購海外實體而產生之商譽及公允值調整,均視作該海外實體之資產及負債處理,並以收市時的匯率折算。產生的貨幣換算差額於其他全面收入確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.7 Foreign currency transactions (Continued)

(c) Group companies (Continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or jointly controlled entities that do not result in the Group losing significant influence or joint control) the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

3.8 Property, plant and equipment

Property, plant and equipment other than crockery, utensils and linen are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

3 主要會計政策概要 (續)

3.7 外幣交易 (續)

(c) 集團公司 (續)

對於出售海外業務 (即出售本集團於海外業務中的全部權益，或者出售涉及喪失對擁有海外業務的附屬公司的控制權，或涉及喪失對擁有海外業務的共同控制實體的共同控制權，或涉及喪失對擁有海外業務的聯營公司的重大影響力)，就該項業務累計計入權益而歸屬於本公司權益持有人的所有匯兌差額均重新分類至損益。

對於並不導致本集團喪失對擁有海外業務的附屬公司的控制權的部分出售，累計匯兌差額中的比例份額重新歸屬於非控股權益而不在損益中確認。對於所有其他部分出售 (即本集團在聯營公司或共同控制實體中的所有權益的減少並不導致本集團喪失重大影響或共同控制權)，累計匯兌差額中的比例份額重新分類至損益。

3.8 物業、廠房及設備

物業、廠房及設備 (除器具、餐具及布單外) 乃按過往成本減累計折舊列賬。過往成本包括購買該等項目直接產生的開支。倘個別項目的相關未來經濟利益可能流入本集團，而項目成本可準確計量，該項目之其後成本方會計入資產賬面值，或在適當情況下認列為獨立資產。更換部分之賬面金額不會被確認。所有其他維修及保養費用自其產生的財政期間的綜合損益及其他全面收益表扣除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.8 Property, plant and equipment (Continued)

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values, if any, over their estimated useful lives, as follows:

Leasehold improvements	Shorter of 5 to 8 years and the unexpired lease term
Furniture, fixtures and equipment	3 to 5 years
Motor vehicles	4 to 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Initial expenditure incurred for crockery, utensils and linens is capitalised and no depreciation is provided thereon. The cost of subsequent replacement for these items is recognised in profit or loss when incurred.

Construction in progress represents property, plant and equipment under construction or pending installation and is stated at cost less impairment losses, if any. No provision for depreciation is made on assets under construction in progress until such time as the relevant assets are completed and available for their intended use. On completion, the relevant assets is reclassified to the appropriate categories of property, plant and equipment when completed and ready for use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see note 15).

3 主要會計政策概要 (續)

3.8 物業、廠房及設備 (續)

物業、廠房及設備折舊乃按下列方式以估計可使用年期將其成本按直線法分攤至其殘值(如有)計算：

租賃裝修	5至8年或未到期租賃期限之較短者
家具、裝置及設備	3至5年
汽車	4至5年

資產的殘值及可使用年期在各報告期末檢討，並在適當時調整。

器具、餐具及布單的初始開支予以資本化而不計提折舊。該等項目的其後更換成本於產生時在損益確認。

在建工程指興建中或未安裝的物業、廠房及設備，並按成本減減值虧損(如有)列賬。在建工程之資產截至相關資產建設完成且可作擬定用途前不會計提折舊。就完工而，有關資產於竣工時重新分類至適當的物業、廠房及設備類別及可供使用。

倘資產賬面值高於估計可收回金額，則資產賬面值即時撇減至其可收回金額(請參閱附註15)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.8 Property, plant and equipment (Continued)

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other gains and losses' in the consolidated statement of profit or loss and other comprehensive income.

3.9 Right-of-use assets

Right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest are stated at cost less accumulated depreciation and impairment losses (note 3.10).

Gains or losses arising from the retirement or disposal of an item of right-of-use assets are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of right-of-use assets, less their estimated residual value, if any, using the straight line method as follows:

- The Group's interests in buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and the buildings' estimated useful lives, being no more than 50 years after the date of completion.
- Items of plant and equipment arising from leases of underlying plant and equipment are depreciated over the shorter of the unexpired term of the leases and their estimated useful lives.

Where parts of an item of right-of-use assets have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

3 主要會計政策概要 (續)

3.8 物業、廠房及設備 (續)

出售收益及虧損乃以比較所得款項及賬面值釐定，並於綜合損益及其他全面收益表的「其他收益及虧損」內確認。

3.9 使用權資產

因租賃物業的租賃而產生且本集團並非物業權益的註冊擁有人的使用權資產按成本減累計折舊及減值虧損(附註3.10)列賬。

報廢或出售使用權資產項目所產生的損益以該項目的出售所得款項淨額與其賬面值之間的差額釐定，並於報廢或出售當日在損益內予以確認。

使用權資產折舊在扣除其估計剩餘價值(如有)後，以直線法撇銷其成本計算如下：

- 本集團於租賃土地上樓宇的權益在未屆滿租期及樓宇估計可使用年期(即於完成日期後50年內)(以較短者為準)折舊。
- 因租賃相關廠房及設備而產生的廠房及設備項目在未屆滿租期及其估計可使用年期(以較短者為準)折舊。

倘某項使用權資產的各部分具有不同可使用年期，則該項目的成本按合理基準在各部分之間進行分配，且各部分單獨計算折舊。資產的可使用年期及其剩餘價值(如有)每年均會進行檢討。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued) 3 主要會計政策概要 (續)

3.10 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment.

Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

3.11 Financial assets

(a) Classification and measurement of financial assets

All recognised financial assets are subsequently measured at amortised cost or fair value.

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3.10 非金融資產減值

擁有不確定可使用年期的商譽及無形資產毋須攤銷，惟須每年進行減值測試。

其他資產乃於發生事件或情況變動顯示其賬面值可能無法收回時進行減值檢討。減值虧損按資產賬面值超出其可收回金額的金額確認入賬。可收回金額指資產公允值減出售成本或使用價值的較高者。就評估減值而言，資產按獨立可識別現金流量(現金產生單位)的最低水平歸類。已減值的非金融資產(商譽除外)於各報告期末檢討是否可能撥回減值。

3.11 金融資產

(a) 金融資產之分類及計量

所有已確認金融資產其後按攤銷成本或公允值計量。

符合下列條件的債務工具其後按攤銷成本計量：

- 以收取合約現金流量為目標而持有金融資產的業務模式下所持有的金融資產；及
- 金融資產的合約條款於指定日期產生的現金流量僅為支付本金及未償還的本金利息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.11 Financial assets (Continued)

(a) Classification and measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

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

The Group's rental deposits, deposits placed for life insurance policies, trade receivables, deposits and other receivables, loan receivable, amount due from a non-controlling shareholder, amounts due from related companies, pledged bank deposits and cash and cash equivalents are subsequently measured at amortised cost.

Contingent consideration receivable is subsequently measured at fair value through profit or loss.

3 主要會計政策概要 (續)

3.11 金融資產 (續)

(a) 金融資產之分類及計量 (續)

符合下列條件的金融資產其後按公允值計入其他全面收入 (「按公允值計入其他全面收入」) 計量：

- 以收取合約現金流量及出售達致目標的業務模式下所持有的金融資產；及
- 合約條款於指定日期產生的現金流量僅為支付本金及未償還的本金利息。

本集團的租金按金、壽險保單、貿易應收款項、按金及其他應收款項、應收貸款、應收非控股股東款項、應收關聯公司款項、已抵押銀行存款以及現金及現金等價物隨後按攤銷成本計量。

應收或然代價其後按公允值計入損益計量。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.11 Financial assets (Continued)

(b) Amortised cost and interest income

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit loss (“ECL”), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired.

3 主要會計政策概要 (續)

3.11 金融資產 (續)

(b) 攤銷成本及利息收入

實際利率法乃計算債務工具攤銷成本及於有關期間分配利息收入的方法。

實際利率指確切地在債務工具的預計年期內或(如適用)較短時期內，將估計未來現金收入(包括所有屬於實際利率一部份的已付或已收費用及利率差價、交易成本及其他溢價或折讓，不包括預期信貸虧損(「預期信貸虧損」))折現至初步確認時債務工具總賬面值的利率。金融資產的攤銷成本指金融資產於初步確認時計量的金額減去本金還款，加上使用實際利率法計算的初始金額與到期金額之間任何差額的累計攤銷(就任何虧損撥備作出調整)。

另一方面，金融資產的總賬面值指金融資產就任何虧損撥備作出調整前的攤銷成本。

對於隨後以攤銷成本計量的債務工具，利息收入乃使用實際利率法確認。利息收入乃根據對金融資產的總賬面值應用實際利率計算，惟隨後出現信貸減值的金融資產除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

3.13 Credit losses and impairment of financial assets carried at amortised cost

The Group recognises a loss allowance for expected credit losses (“ECLs”) on the following items:

- financial assets measured at amortised cost (including rental deposits, deposits placed for life insurance policies, trade receivables, deposits and other receivables, loan receivable, amount due from a non-controlling shareholder, amounts due from related companies, cash and cash equivalents and pledged bank deposits).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

For undrawn loan commitments, expected cash shortfalls are measured as the difference between (i) the contractual cash flows that would be due to the Group if the holder of the loan commitment draws down on the loan and (ii) the cash flows that the Group expects to receive if the loan is drawn down.

3 主要會計政策概要 (續)

3.12 抵銷金融工具

倘有法律上可強制執行的權利抵銷已確認金額以及有意按淨基準進行結算，或同步變現資產及結算負債，則將金融資產及負債抵銷，並在綜合財務狀況表呈報淨金額。法定可強制執行權利不得依賴未來事件而定，且在一般業務過程中以及在本公司或對手方出現違約、無償債能力或破產時須可強制執行。

3.13 按攤銷成本列賬的信貸虧損及金融資產減值

本集團就下列項目確認預期信貸虧損（「預期信貸虧損」）的虧損撥備：

- 按攤銷成本計量的金融資產（包括租賃按金、投購壽險保單保費、貿易應收款項、按金及其他應收款項、應收貸款、應收一名非控股股東款項、應收關聯公司款項、現金及現金等價物以及已抵押銀行存款）。

計量預期信貸虧損

預期信貸虧損乃信貸虧損的概率加權估算。信貸虧損以所有預期現金差額（即根據合約應付本集團的現金流量與本集團預期將收取的現金流量之間的差額）的現值計量。

就未提取之貸款承擔而言，預期現金差額乃按(i)在貸款承擔持有人提取貸款的情況下應付本集團的合約現金流與(ii)在貸款被提取的情況下本集團預期將收取的現金流量之間的差額計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.13 Credit losses and impairment of financial assets carried at amortised cost (Continued)

Measurement of ECLs (Continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;
- lease receivables: discount rate used in the measurement of the lease receivable;
- loan commitments: current risk-free rate adjusted for risks specific to the cash flows.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

3 主要會計政策概要 (續)

3.13 按攤銷成本列賬的信貸虧損及金融資產減值 (續)

計量預期信貸虧損 (續)

倘貼現影響重大，則預期現金差額乃採用以下貼現率貼現：

- 定息金融資產、貿易及其他應收款項以及合約資產：於初始確認時釐定的實際利率或其近似值；
- 浮息金融資產：即期實際利率；
- 應收租賃款項：計量應收租賃款項時使用的貼現率；
- 貸款承擔：就現金流特定風險調整的即期無風險利率。

估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本或努力下即可獲得的合理而具理據支持的資料，包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.13 Credit losses and impairment of financial assets carried at amortised cost (Continued)

Measurement of ECLs (Continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables, lease receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments (including loan commitments issued), the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

3 主要會計政策概要 (續)

3.13 按攤銷成本列賬的信貸虧損及金融資產減值 (續)

計量預期信貸虧損 (續)

預期信貸虧損乃按以下基準計量：

- 12個月預期信貸虧損：指預期因報告日期後12個月內可能發生的違約事件而導致的虧損；及
- 存續期預期信貸虧損：指在應用預期信貸虧損模型的項目的預期年期內因所有可能違約的事件而導致的虧損。

貿易應收款項、租賃應收款項及合約資產的虧損撥備一般按等同於整個有效期的預期信貸虧損的金額計量。於報告日期，該等金融資產的預期信貸虧損乃根據本集團的歷史信貸虧損經驗使用提列矩陣進行評估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

就所有其他金融工具（包括已發放的貸款承擔）而言，本集團會以相等於12個月的預期信貸虧損確認虧損撥備，除非自初步確認後該金融工具的信貸風險顯著增加，在此情況下，虧損撥備會以相等於存續期預期信貸虧損的金額計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.13 Credit losses and impairment of financial assets carried at amortised cost (Continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

3 主要會計政策概要 (續)

3.13 按攤銷成本列賬的信貨虧損及金融資產減值 (續)

信貨風險大幅增加

評估金融工具的信貨風險自初步確認以來有否大幅上升時，本集團會比較於報告日期及於初步確認日期評估的金融工具發生違約的風險。於作出重新評估時，本集團認為，倘(i)借款人不大可能在集團無追索權採取變現抵押(如持有)等行動的情況下向悉數支付其信貨債務；或(ii)金融資產已逾期90日，則構成違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出不必要成本或努力下即可獲得的前瞻性資料。

尤其是，於評估信貨風險自初步確認以來有否大幅增加時，會考慮下列資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具的外部或內部信貨評級(如有)的實際或預期顯著惡化；
- 債務人經營業績的實際或預期重大惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.13 Credit losses and impairment of financial assets carried at amortised cost (Continued)

Significant increases in credit risk (Continued)

For loan commitments, the date of initial recognition for the purpose of assessing ECLs is considered to be the date that the Group becomes a party to the irrevocable commitment. In assessing whether there has been a significant increase in credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of default occurring on the loan to which the loan commitment relates.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVTOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

3 主要會計政策概要 (續)

3.13 按攤銷成本列賬的信貸虧損及金融資產減值 (續)

信貸風險大幅增加 (續)

就貸款承擔而言，評估預期信貸虧損的初步確認日期被視為本集團成為不可撤銷承擔訂約方的日期。於評估貸款承擔初步確認起信貸風險是否大幅增加時，本集團會考慮與貸款承擔相關的貸款發生的拖欠風險變動。

視乎金融工具的性質，信貸風險大幅增加的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵（如逾期狀況及信貸風險評級）進行分組。

預期信貸虧損於各報告日期進行重新計量以反映金融工具自初步確認以來的信貸風險變動。預期信貸虧損的任何變動均會於損益內確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整，惟於其他全面收入確認虧損撥備及於公允值儲備（循環）累計的按公允值計入其他全面收入（循環）的債務證券投資除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.13 Credit losses and impairment of financial assets carried at amortised cost (Continued)

Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

3.14 Contract assets and Contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 3.26) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (“ECLs”) in accordance with the policy set out in note 3.13 and are reclassified to receivables when the right to the consideration has become unconditional (see note 3.15).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 3.26). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 3.26).

3 主要會計政策概要(續)

3.13 按攤銷成本列賬的信貨虧損及金融資產減值(續)

撇銷政策

倘日後實際上不可收回款項，則本集團會撇銷(部分或全部)金融資產、租賃應收款項或合約資產的總賬面值。該情況通常出現在本集團確定債務人並無資產或可產生足夠現金流量的收入來源以償還應撇銷的金額。

隨後收回先前撇銷的資產於收回期間在損益內確認為減值撥回。

3.14 合約資產及合約負債

合約資產乃於本集團在無條件有權根據合約所載的付款條款收取代價之前確認收益(請參閱附註3.26)時確。合約資產乃根據附註3.13所載政策就預期信貸虧損(「預期信貸虧損」)作出評估，並於代價權利成為無條件時重新分類至應收款項(請參閱附註3.15)。

合約負債於客戶在本集團確認相關收益前支付代價時確認(請參閱附註3.26)。倘本集團於本集團確認相關收益前擁有無條件接納代價的權利，則會確認合約負債。在此情況下，亦將確認相應的應收賬款。

倘合約包含重大融資部分時，合約餘額包括按實際利率法產生的利息(請參閱附註3.26)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.15 Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses. See note 3.11 for further information about the Group's accounting for trade and other receivables and note 3.13 for a description of the Group's impairment policies.

3.16 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents are assessed for expected credit losses ("ECLs") in accordance with the policy set out in note 3.13.

3.17 Share capital

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

3 主要會計政策概要 (續)

3.15 貿易及其他應收款

項當本集團具有無條件收取代價的權利時，會確認應收款項。倘在該代價到期支付之前僅需經過一段時間，則具有無條件收取代價的權利。倘收益已於本集團具有無條件收取代價的權利之前確認，則有關金額乃作為一項合約資產呈列。

應收款項乃按採用實際利率法計算的攤銷成本減去信貸損失撥備列賬。有關本集團貿易及其他應收款項的會計處理的進一步資料，請參閱附註3.11，而有關本集團減值政策的說明，則請參閱附註3.13。

3.16 現金及現金等價物

於綜合現金流量表內的現金及現金等價物包括手頭現金、銀行通知存款及其他原到期日為三個月或以內的短期高流動性投資。現金及現金等價物乃按照附註3.13所載的政策評估預期信貸虧損（預期信貸虧損）。

3.17 股本

普通股乃分類列作權益。發行新股或期權直接應佔的增量成本，乃於權益內列示為所得款項的一項扣減（扣除稅項後）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.18 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

3.19 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facilities will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facilities to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

3 主要會計政策概要 (續)

3.18 貿易及其他應付款項

貿易應付款項是在日常業務過程中向供應商購買商品或服務的付款責任。倘於一年或以內(或如屬較長時間,則在業務的正常經營週期內)到期,則分類為流動負債。否則,貿易及其他應付款項呈列為非流動負債。

貿易及其他應付款項初步按公允價值確認,隨後以實際利率法按攤銷成本計量,除非貼現的影響並不重大,在該情況下則按成本列賬。

3.19 借款

借款初步按公允價值扣除所產生交易成本確認。借款隨後按攤銷成本入賬;所得款項(扣除交易成本)與贖回價值之間的任何差額以實際利率法於借款期間於綜合損益及其他全面收益表中確認。

於設立貸款融資時支付的費用,在可能提取部分或全部融資時確認為貸款的交易成本。在此情況下,該費用會遞延至提取融資為止。倘並無證據顯示將有可能提取部分或全部融資,則費用會資本化為流動資金服務的預付款項,並在融資相關期間攤銷。

除非本集團具有無條件權利將負債的結算遞延至報告日期後最少十二個月,否則借款歸類為流動負債。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.20 Borrowing costs

All borrowing costs are recognised in the consolidated statement of profit or loss and other comprehensive income in the period in which they are incurred since no borrowing costs are directly attributable to the acquisition, construction or production of qualified assets.

3.21 Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss and other comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is recognised in other comprehensive income or directly in equity, respectively.

(a) Current tax

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

3 主要會計政策概要 (續)

3.20 借款成本

所有借款成本於其產生期間在綜合損益及其他全面收益表確認，原因是借款成本並非直接因合資格資產的收購、建設或製造而產生。

3.21 即期及遞延稅項

年內稅項開支包括即期及遞延稅項。除與在其他全面收入或直接於權益中確認的項目有關的稅項外，其餘稅項均在綜合損益及其他全面收益表內確認。在此情況下，稅項分別在其他全面收入或直接於權益中確認。

(a) 即期稅項

即期稅項支出按本公司附屬公司經營及產生應課稅收入所在國家於報告日期已頒佈或實際頒佈的稅法計算。管理層定期就適用稅務法例詮釋所規限的情況評估報稅情況，並於適當時按預期向稅務機關繳付的金額作出撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.21 Current and deferred tax (Continued)

(b) Deferred tax

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated statement of financial position. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

(c) Offsetting

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

3 主要會計政策概要 (續)

3.21 即期及遞延稅項 (續)

(b) 遞延稅項

遞延稅項乃以負債法就資產及負債的稅基與於綜合財務狀況表的賬面值之間的暫時差額確認。然而，倘遞延稅項源自業務合併以外交易初步確認的資產或負債，而在交易時並不影響會計或應課稅損益，則不予入賬處理。遞延稅項以於報告日期已頒佈或實際頒佈的稅率（及法例）而釐定，並預期於相關遞延所得稅資產變現或遞延所得稅負債清償後採用。

遞延稅項資產僅於可能有未來應課稅利潤用以抵銷可動用暫時差額的情況下確認。

倘本公司能夠控制撥回暫時性差額的時間，且該等差額可能不會於可見將來撥回，則不會於海外業務的投資賬面值與稅基之間的暫時性差額確認遞延稅項負債及資產。

(c) 抵銷

倘有可依法強制執行權利將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產及負債與同一稅務機關就一個或不同應課稅實體徵收的所得稅有關，而有關實體有意按淨額基準結算結餘時，遞延稅項資產與負債將會互相抵銷。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.22 Employee benefits

(a) Pension obligation

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) in Hong Kong under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the profit or loss as they become payable in accordance with the rules of the MPF Scheme. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The full-time employees of the Group in the PRC are covered by various government-sponsored basic pension insurance under which the employees are entitled to a monthly pension based on certain formulas. The relevant government agencies are responsible for the pension liability to these retired employees. The Group contributes on a monthly basis to these pension plans. Under these plans, the Group has no obligation for post-retirement benefits beyond the contributions made. Contributions to these plans are expenses as incurred and contributions paid to the defined-contribution pension plans for a staff are not available to reduce the Group’s future obligations to such defined-contribution pension plans even if the staff leaves the Group.

The Group’s contributions are charged to the consolidated statement of profit or loss and other comprehensive income in the period they incurred.

3 主要會計政策概要 (續)

3.22 僱員福利

(a) 退休金責任

本集團根據強制性公積金計劃條例，為合資格參與強積金計劃的僱員，於香港設立界定供款強制性公積金退休福利計劃（「強積金計劃」）。供款乃以僱員的基本薪金百分比作出，並根據強積金計劃的規則於應付時在損益內扣除。當本集團向強積金計劃供款後，僱員有權完全享有僱主供款。

本集團的中國全職僱員參與多個政府資助的基本退休金保險計劃，據此，僱員可享有按若干公式計算的每月退休金。相關政府部門負責支付該等退休僱員的退休金責任。本集團按月對該等退休金計劃作出供款。根據該等計劃，倘本集團已作出供款，則並無進一步的退休福利責任。向該等計劃作出的供款於產生時列作開支，即使員工離開本集團，為員工向定額供款退休金計劃支付的供款不可用作扣減本集團於未來向該等定額退休金計劃供款的責任。

本集團的供款於產生期間計入綜合損益及其他全面收益表。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.22 Employee benefits (Continued)

(b) Housing funds, medical insurances and other social insurances

The PRC employees of the Group are entitled to participate in various government-supervised housing funds, medical insurance and other employee social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each period, and recognised as employee benefit expense when they are due.

(c) Employee leave entitlements

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

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

(d) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the Group has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than twelve months after the reporting date are discounted to their present value.

3 主要會計政策概要 (續)

3.22 僱員福利 (續)

(b) 住房公積金、醫療保險及其他社保

本集團的中國僱員可參與多個政府監管的住房供款、醫療保險及其他僱員社保計劃。本集團每月按僱員薪金的若干百分比對該等基金作出供款，以若干上限為限。本集團就該等基金的責任限於各期間應付的供款，並於供款到期時認為僱員福利開支。

(c) 僱員應享假期

僱員應享年假乃於計予僱員時確認。僱員因提供服務而產生的應享年假乃按截至報告日期的年假估計負債作出撥備。

僱員應享病假及分娩假期僅於支取時確認。

(d) 離職福利

離職福利於僱用在正常退休日期前被本集團終止，或當僱員接受自願遣散以換取此等福利時支付。倘本集團根據詳細正式計劃終止現有僱員的僱用（沒有撤回的可能），則屬本集團在表明確定終止時確認離職福利。因提出要約以鼓勵自願遣散而提供的離職福利乃按預期接受要約的僱員人數釐定。在報告日期後超過十二個月支付的福利貼現為現值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.22 Employee benefits (Continued)

(e) Bonus plans

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(f) Long service payments

The Group's net obligation in respect of long service payments to its employees in Hong Kong upon cessation of their employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefits that the employees have earned in return for their services in the current and prior periods.

A provision is recognised in respect of the probable future long service payments expected to be made. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their service to the Group to the end of the reporting period.

3.23 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in-first out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3 主要會計政策概要 (續)

3.22 僱員福利 (續)

(e) 花紅計劃

本集團就花紅確認負債及開支。本集團就合約責任或過往經驗已產生推定責任而確認撥備。

(f) 長期服務金

根據香港僱傭條例，本集團在若干情況下終止聘用香港員工而須向其支付的長期服務金負擔淨額，為僱員因本期及過往年期提供服務而賺取的未來利益金額回報。

本集團已就可見將來預期作出的長期服務金確認撥備。該撥備乃根據僱員截至報告期末因其向本集團提供服務而賺取於可見將來的款項所作最佳估計而計算。

3.23 存貨

存貨乃以成本及可變現淨值之較低者列賬。成本乃採用先入先出法計算。可變現淨值指存貨的估計售價減去所有估計完工成本及進行銷售所需的成本。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.24 Other provisions and contingent liabilities

Other provisions are recognised for other liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

3.25 Provision for reinstatement costs

Provision for reinstatement costs represents the present value of the estimated cost for the restoration work of the Group's leased retail shops agreed to be carried out upon the expiry of the relevant leases using a risk-free pre-tax interest rate. The provision has been determined by the Directors based on their best estimates. The related reinstatement costs have been included as leasehold improvements in the consolidated statement of financial position.

3 主要會計政策概要 (續)

3.24 其他撥備及或然負債

當本集團須就過往事件承擔法定或推定責任，且履行責任可能須流出經濟利益並可作出可靠估計時，便會就尚未肯定時間或金額之其他負債確認其他撥備。倘貨幣的時間價值重大，則按預計履行該責任所需支出之現值計提準備。

倘不大可能要求流出經濟利益，或有關數額無法可靠估計，則該責任披露為或然負債，惟流出經濟利益之可能性極低則除外。須視乎一宗或多宗未來事件是否發生方可確定存在與否的可能責任亦披露為或然負債，惟流出經濟利益之可能性極低則除外。

3.25 修復成本撥備

修復成本撥備指協定將於相關租約屆滿時，就本集團租賃零售店舖進行修復工作而採用無風險稅前利率計算的估計成本的現值。撥備已由董事按其最佳估計釐定。有關修復成本已作為租賃裝修計入綜合財務狀況表。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.26 Revenue recognition

Revenue from contracts with customers

Revenues are recognised when or as the control of the good or service is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the good or service may be transferred over time or at a point in time. The Group can recognise revenue over time if the Group meets one of the following conditions:

- provides the benefits which are received and consumed simultaneously by the customer as the Group performs;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods and services.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method.

3 主要會計政策概要 (續)

3.26 收益確認

客戶合約收入

收益於貨品或服務的控制權轉移至客戶時確認。貨品或服務的控制權是在一段時間內或某一時間點轉移，取決於合約的條款與適用於合約的法律規定。倘本集團符合下列條件之一，則本集團能夠在一段時間內確認收益：

- 於本集團履約時提供由客戶同時收到及耗用的利益；
- 本集團履約時創建及優化由客戶控制的資產；或
- 並無產生對本集團有替代用途的資產，且本集團可強制執行其權利以收取累計至今已完成履約部分的款項。

倘資產的控制權在一段時間內轉移，則收益乃於整個合約期間經參考完成履行履約責任的進度確認。否則，收益會於客戶獲得貨品或服務控制權的時間點確認。

倘合約包含融資部分，為客戶提供重大融資利益超過12個月，則收益按以與客戶進行的個別融資交易所反映貼現率貼現的應收款項現值計量，而利息收入則按實際利率法獨立累計。倘合約包含融資部分，為本集團提供重大融資利益，則根據該合約確認的收益包括按實際利率法計算合約責任產生的利息開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.26 Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

Further details of the Group's revenue recognition policies are as follows:

(a) *Revenue from restaurant operations*

Revenue is recognised at a particular point in time when customers have control over the goods, which is generally the time when the related catering services are rendered to customers.

(b) *Revenue from sale of food ingredients*

Revenue from sale of food ingredients consists of sales of dried foods sold to third parties and is recognised at a particular point in time when customers have control over the goods, which generally coincides with the date of delivery.

(c) *Revenue from cooperation with Freshippo*

Revenue is recognised at a point in time when customers have control over the goods, which is generally the time when the goods is delivered to or consumed by the customers.

Other income

Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost or FVTOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 3.13).

3 主要會計政策概要 (續)

3.26 收益確認 (續)

客戶合約收入 (續)

有關本集團收益確認政策的進一步詳情如下：

(a) *酒樓業務收益*

於客戶具有對貨品的控制權的特定時間點 (通常為向客戶提供相關餐飲服務的時間) 確認收益。

(b) *銷售食材收益*

銷售食材收益包括銷售予第三方的乾製食品，並在客戶對貨品具有控制權的特定時間點 (一般與交貨日期一致) 確認。

(c) *與盒馬合作收益*

於客戶具有對貨品的控制權的特定時間點 (通常為向客戶交付貨品或客戶消耗貨品的時間) 確認收益。

其他收入

利息收入

利息收入於產生時按實際利率法以財務資產預期年限的估計未來現金收入完全折現為財務資產的賬面總額之利率確認。就按攤銷成本或按公允值計入其他全面收入 (轉撥) 計量且並無出現信貸減值的財務資產而言，按資產的總賬面值採用實際利率。就出現信貸減值的財務資產而言，資產的攤銷成本 (即扣除虧損撥備的總賬面值) 採用實際利率 (請參閱附註 3.13)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.27 Leases

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

As a lessee

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

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

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate.

3 主要會計政策概要(續)

3.27 租賃

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別資產的使用及從該使用中獲取幾乎所有的經濟收益，則表示控制權已轉讓。

作為承租人

倘合約包含租賃部分及非租賃部分，本集團選擇不將非租賃部分單獨處理，並就所有租賃將每項租賃部分及相關的任何非租賃部分按單一租賃部分入賬處理。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或更短的短期租賃及低價值資產(就本集團而言主要為筆記本電腦及辦公家具)的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等不作資本化租賃相關的租賃付款在租賃期內按系統基準確認為開支。

當將租賃資本化時，租賃負債最步按租賃期內應付租賃付款的現值確認，並使用租賃中隱含的利率或(倘該利率不可直接釐定)使用相關的遞增借款利率貼現。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.27 Leases (Continued)

As a lessee (Continued)

After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see note 3.9).

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

The Group presents right-of-use assets and lease liabilities separately in the consolidated statement of financial position.

3 主要會計政策概要 (續)

3.27 租賃 (續)

作為承租人 (續)

初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於某一指數或比率的可變租賃付款不包括在租賃負債的計量，因此於其產生的會計期間於損益中支銷。

於租賃資本化時確認的使用權資產初步按成本計量，包括租賃負債的初始金額加上在開始日期或之前支付的任何租賃付款，以及產生的任何初步直接成本。在適用情況下，使用權資產的成本亦包括拆除及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，該成本須折現至其現值並扣除任何收取的租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬（見附註3.9）。

當未來租賃付款因某一指數或比率變動而變更，或當本集團預期根據殘值擔保估計預期應付的金額有變，或因重新評估本集團是否合理地確定將行使購買、續租或終止選擇權而產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產的賬面值將作相應調整，或倘使用權資產的賬面值已減至零，則於綜合損益內列賬。

本集團將使用權資產及租賃負債分別呈列於綜合財務狀況表。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.28 Dividend distribution

Dividend distribution to the members of the Company and its subsidiaries is recognised as a liability in the consolidated statement of financial position in the period in which the dividends are approved by the shareholders or director, where appropriate, of the respective companies.

3.29 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as at FVTPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be acquired without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

3 主要會計政策概要 (續)

3.28 股息分派

向本公司及其附屬公司股東作出的股息分派在股息獲各公司股東或董事(如適用)批准的期間於綜合財務狀況表內確認為負債。

3.29 財務擔保合約

財務擔保合約規定，當特定債務人未能根據債務工具內的條款於到期日償還債務，發行人便須給予特定款項以償還持有人的損失。

集團實體發行的財務擔保合約初始按其公允值計量，而倘未指定為以公允值計量並計入損益及並非產生自金融資產的轉讓，則隨後按以下較高者計量：

- 根據《香港財務報告準則》第9號釐定的損失準備的金額；及
- 根據收入確認政策，初始確認的金額減(倘適用)確認的累計攤銷。

財務擔保的公允值釐定為債務工具所需合約付款與無擔保情況下所須付款的現金流量差額現值，或第三方承擔責任而應付第三方的估計金額。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.30 Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third party and the other entity is an associate of third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).

3 主要會計政策概要 (續)

3.30 關聯方

- (a) 倘屬以下人士，即該人士或該人士的近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一家實體為另一實體的聯營公司或合營企業（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業）。
 - (iii) 兩家實體均為同一第三方的合營企業。
 - (iv) 一家實體為第三方的合營企業，而另一實體為該第三方的聯營公司。
 - (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。
 - (vi) 實體受(a)所識別人士控制或共同控制。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3 Summary of Significant Accounting Policies (Continued)

3.30 Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4 Changes in Accounting Policies

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs, which are effective for accounting periods beginning on or after 1 January 2020. The Group has adopted the following new and revised standards for the first time for the current year's consolidated financial statements:

Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendment to HKFRS 16	Covid-19-Related Rent Concessions (early adopted)
Amendments to HKAS 1 and HKAS 8	Definition of Material

Except as described below, the application of the new and amendments to HKFRSs in the current year 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 these consolidated financial statements.

3 主要會計政策概要 (續)

3.30 關聯方 (續)

- (b) 倘符合下列任何條件，即實體與本集團有關連：(續)
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體母公司)主要管理層成員。
- (viii) 實體或任何其所屬集團的任何成員向本集團或本集團母公司提供主要管理人員服務。

某人士的近親是指與該實體交易時預期可影響該人士或受該人士影響的家庭成員。

4 會計政策變動

香港會計師公會已頒佈若干於二零二零年一月一日或之後開始的會計期間生效的新訂《香港財務報告準則》及《香港財務報告準則》修訂本。本集團已就本年度之綜合財務報表首次採納以下新訂及經修訂準則：

《香港財務報告準則》第3號 (修訂本)	業務的定義
《香港財務報告準則》第9號、《香港會計準則》第39號及《香港財務報告準則》第7號 (修訂本)	利率基準改革
《香港財務報告準則》第16號 (修訂本)	COVID-19相關租金減免 (提早採納)
《香港會計準則》第1號及《香港會計準則》第8號 (修訂本)	重大的定義

除下文所述者外，於本年度應用新訂《香港財務報告準則》及其修訂本並無對本集團本期間及過往期間的財務表現及狀況及／或本綜合財務報表所載披露資料產生任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4 Changes in Accounting Policies (Continued)

Amendments to HKFRS 3

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020.

4 會計政策變動 (續)

《香港財務報告準則》第3號 (修訂本)

《香港財務報告準則》第3號 (修訂本) 澄清及訂明有關業務定義的額外指引。該等修訂釐清，對於視作一項業務的一整套活動及資產而言，其必須至少包含可共同對創造產出的能力做出重大貢獻的輸入資源及實質性過程。在不包含需要創造產出的所有輸入資源及過程的情況下，亦可視作一項業務存在。該等修訂移除了對市場參與者是否能夠取得業務及持續產出產品的評估。相反，其重心放在所取得的輸入資源及所取得的實質性過程是否共同對創造產出的能力做出重大貢獻。該等修訂亦縮小了產出的定義，集中在向客戶提供的貨品或服務、投資收入或來自日常業務的其他收入。此外，該等修訂就評估所取得的過程是否具有實質性提供指引，並引入選擇性公允價值集中度測試，以允許按簡化法評估所取得的一套業務活動及資產是否構成一項業務。本集團已將該等修訂推延適用於二零二零年一月一日或之後發生的交易或其他事項。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4 Changes in Accounting Policies (Continued)

Amendment to HKFRS 16

Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective for annual periods beginning on or after 1 June 2020 with earlier application permitted and shall be applied retrospectively.

The Group has early applied the practical expedient to all qualifying COVID-19-related rent concessions. Rent concessions totalling approximately HK\$8,276,000 have been accounted for as negative variable lease payments and recognised in other expenses in the consolidated profit or loss, with a corresponding adjustment to the lease liability. There is no impact on the opening balance of equity at 1 January 2020.

The Group has not early applied any other new standard, amendment or interpretation that has been issued but is not yet effective for the current accounting period (see note 43).

4 會計政策變動 (續)

《香港財務報告準則》第16號 (修訂本)

《香港財務報告準則》第16號 (修訂本) 為承租人提供一個可行權宜方法以選擇就COVID-19疫情的直接後果產生的租金減免不應用租賃修改會計處理。該可行權宜方法僅適用於疫情的直接後果產生的租金減免，且僅當(i)租賃付款的變動使租賃代價有所修改，而經修改的代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；(ii)租賃付款的任何減幅僅影響原到期日為二零二一年六月三十日或之前的付款；及(iii)租賃的其他條款及條件並無實質變動。該修訂本於二零二零年六月一日或之後開始的年度期間生效，允許提早應用，並須追溯應用。

本集團已對全部符合條件的COVID-19相關租金減免提早採用可行權宜方法。合共約8,276,000港元的租金減免作為負可變租賃付款入賬及於綜合損益表中的其他開支確認，並就租賃負債作出相應的調整。於二零二零年一月一日的年初權益結餘並無受到影響。

本集團於現時會計期間並未提早應用任何其他已頒佈但尚未生效的新訂準則、修訂或詮釋 (請參閱附註43)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not use derivative financial instruments to hedge its risk exposures to changes in foreign exchange rates and interest rates.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign exchange risk arises when recognised assets and liabilities are denominated in a currency that is not the Group entities' functional currency. Most of the income and expenditures of the Group are denominated in HK\$ and RMB, which are the functional currencies of the respective group entities. Even HK\$ is not pegged to RMB, the historical exchange rate fluctuation on RMB is insignificant. Thus there is no significant exposure expected on RMB transactions and balances. Hence, the Group does not have any material foreign exchange exposure. The Group has not implemented or entered into any type of instruments or arrangements to hedge against currency exchange fluctuations for the years under review. As at 31 December 2019 and 2020, the Group did not have any outstanding hedging instruments.

5 財務風險管理

5.1 財務風險因素

本集團業務活動面臨下列多項財務風險：市場風險（包括外匯風險以及現金流及公允值利率風險）、信貸風險及流動性風險。本集團的整體風險管理項目專注於金融市場的不可預測性及致力於將本集團財務表現的潛在不利影響減至最低。本集團並未使用任何衍生金融工具對沖其匯率及利率變動風險。

(a) 市場風險

(i) 外匯風險

外匯風險是金融工具的公允值或未來現金流會因匯率變動而波動的風險。當已確認資產及負債以本集團實體功能貨幣以外的貨幣列值，即產生外匯風險。本集團的大部分收入及開支以港元及人民幣（為各集團實體的功能貨幣）列值。即使港元並非與人民幣掛鈎，人民幣歷史匯率波動亦不重大，故預期人民幣交易及結餘概無重大風險。因此，本集團並無任何重大外匯風險。本集團並無實施或訂立任何類型的工具或安排以對沖回顧年度的匯率波動。於二零一九年及二零二零年十二月三十一日，本集團並無任何發行在外對沖工具。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management (Continued)

5.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Cash flow and fair value interest rate risk (Continued)

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's interest rate risk arises from bank deposits and borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by bank deposits held at variable rates. The interest rate profile of borrowings is disclosed in Note 31. The bank deposits generate interest at the prevailing market interest rates.

The Group is exposed to cash flow interest rate risk in relation to bank balances and bank borrowings. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and the Best Lending Rate arising from the bank borrowings.

The sensitivity analyses below have been determined based on the exposure to effective interest rates for the variable-rate bank borrowings at the end of each reporting period.

5 財務風險管理 (續)

5.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 現金流量及公允值利率風險 (續)

現金流利率風險是金融工具的未來現金流會因市場利率變動而波動的風險。公允值利率風險是金融工具的價值會因市場利率變動而波動的風險。

本集團的利率風險來自銀行存款及借款。按不同利率計算的借款使本集團承受現金流利率風險，惟部分由按可變利率計算的銀行存款所抵消。借款的利率概況於附註31披露。銀行存款按現行市場利率進行計息。

本集團就銀行結餘及銀行借款面對現金流量利率風險。本集團的現金流量利率風險主要集中於銀行結餘的利率及銀行借款的最優惠貸款利率波動。

以下敏感度分析乃根據於各報告期末銀行浮息借款轉換之實際利率釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management (Continued)

5.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Cash flow and fair value interest rate risk (Continued)

As at 31 December 2020, if the effective interest rates of bank borrowings amounting to approximately HK\$22,408,000 had been 1%, 2%, 3% higher/lower with all other variables held constant, profit before tax for the year would have been approximately HK\$89,000, HK\$178,000, HK\$267,000 lower/higher respectively, mainly as a result of higher/lower finance costs on floating rate borrowings.

As at 31 December 2019, if the effective interest rates of bank borrowings amounting to approximately HK\$7,444,000 had been 1%, 2%, 3% higher/lower with all other variables held constant, loss before tax for the year would have been approximately HK\$89,000, HK\$179,000, HK\$268,000 lower/higher respectively, mainly as a result of higher/lower finance costs on floating rate borrowings.

5 財務風險管理 (續)

5.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 現金流量及公允值利率風險 (續)

於二零二零年十二月三十一日，倘為數約22,408,000港元銀行借款的實際利率增加／減少1%、2%、3%，而所有其他變數維持不變，年內除稅前溢利將分別減少／增加約89,000港元、178,000港元、267,000港元，主要由於浮息借款的融資成本增加／減少所致。

於二零一九年十二月三十一日，倘為數約7,444,000港元銀行借款的實際利率增加／減少1%、2%、3%，而所有其他變數維持不變，年內除稅前虧損將分別減少／增加約89,000港元、179,000港元、268,000港元，主要由於浮息借款的融資成本增加／減少所致。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management (Continued)

5.1 Financial risk factors (Continued)

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables, loan receivable, other receivables, amounts due from related companies and amount due from a non-controlling shareholder. The Group's exposure to credit risk arising from bank deposits is limited because the Group places their deposits to certain reputable banks with a minimum rating of "investment grade" ranked by an independent party. See note 26 for further disclosure on credit risk.

Trade receivables

The Group applied simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

5 財務風險管理 (續)

5.1 財務風險因素 (續)

(b) 信貸風險

信貸風險指對手方不履行其合約義務而導致本集團蒙受財務虧損的風險。本集團的信貸風險主要來自貿易應收款項、應收貸款、其他應收款項、應收關聯公司款項及應收一名非控股股東款項。本集團因銀行存款產生的信貸風險有限，因為本集團將其存款存放於若干信譽良好的銀行，其最低評級由獨立第三方評定為「投資級別」。有關信貸風險的進一步披露見附註26。

貿易應收款項

本集團採用簡化方法計量預期信貸虧損，該方法就所有貿易應收款項使用全期預期信貸虧損撥備。為計量預期信貸虧損，貿易應收款項已根據攤佔信貸風險特徵及逾期天數分組。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management (Continued)

5.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2020 and 2019:

Status	狀況	2020	2019	2020		2019	
		Expected loss rate 二零二零年 預期虧損率 %	Expected loss rate 二零一九年 預期虧損率 %	Loss allowance 虧損撥備 HK\$'000 千港元	Gross carrying amount 賬面總額 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Gross carrying amount 賬面總額 HK\$'000 千港元
Current	即期	3%-5%	1%-2%	145	4,780	50	3,401
0 to 30 days past due	逾期0至30日	14%	4%-10%	30	214	9	219
31 to 60 days past due	逾期31至60日	15%-17%	6%-11%	32	206	10	165
Over 60 days past due	逾期60日以上	20%-22%	15%-25%	118	587	42	170
				325	5,787	111	3,955

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

預期虧損率乃按過往3年的實際虧損經驗為準。該等比率乃經調整，以反映收集歷史數據期間的經濟狀況、目前狀況以及本集團對應收款項的預計年期內經濟狀況的看法的差異。

5 財務風險管理 (續)

5.1 財務風險因素 (續)

(b) 信貸風險 (續)

貿易應收款項 (續)

下表提供有關本集團於二零二零年及二零一九年十二月三十一日所面臨的信貸風險及貿易應收款項的預期信貸虧損的資料：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management (Continued)

5.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Loan receivable, other receivables, amounts due from related companies and amount due from a non-controlling shareholder

The Group applied lifetime approach to measuring expected credit losses for loan receivable, other receivables, amounts due from related companies and amount due from a non-controlling shareholder. The Directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL.

In determining the 12-month ECL for loan receivable, other receivables, amounts due from related companies and amount due from a non-controlling shareholder, the management of the Group has taken into account the historical default experience and forward-looking information, as appropriate. The Group has considered the consistently low historical default rate in connection with payments, and concluded that credit risk inherent in these Group's outstanding balances is insignificant. Accordingly, no loss allowance based on 12-month ECL was provided for these assets.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

5 財務風險管理 (續)

5.1 財務風險因素 (續)

(b) 信貸風險 (續)

應收貸款、其他應收款項、應收關聯公司款項及應收一名非控股股東款項

本集團應用全期法計量應收貸款、其他應收款項、應收關聯公司款項及應收一名非控股股東款項的預期信貸虧損。本公司董事相信，自初步確認以來，該等款項的信貸風險並無大幅增加，而本集團按12個月預期信貸虧損作出減值撥備。

在釐定應收貸款、其他應收款項、應收關聯公司款項及應收一名非控股股東款項的12個月預期信貸虧損時，本集團管理層已考慮過往違約經驗及前瞻性資料(如適用)。本集團已考慮到與付款有關的過往違約率持續偏低，並得出結論，認為該等本集團未償還結餘的固有信貸風險並不重大。因此，並無就該等資產的按12個月預期信貸虧損作出虧損撥備。

最大信貸風險為綜合財務狀況表內各項金融資產的賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management (Continued)

5.1 Financial risk factors (Continued)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with debt covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from banks and other financial institutions to meet their liquidity requirements in the short and longer term. Management believes that there is no significant liquidity risk as the Group is able to generate net cash inflow from operating activities and has sufficient committed facilities to fund its operations and debt servicing requirements and to satisfy its future working capital and other financing requirements from its operation cash flows and available bank financing.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specially, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights.

		Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元
At 31 December 2020	於二零二零年 十二月三十一日				
Trade payables	貿易應付款項	19,418	-	-	-
Accruals and other payables	應計費用及其他 應付款項	29,329	-	-	-
Amount due to a non- controlling shareholder	應付一名非控股股東 的款項	241	-	-	-
Bank borrowings	銀行借款	24,062	-	-	-
Lease liabilities	租賃負債	51,374	44,405	80,707	28,833

5 財務風險管理 (續)

5.1 財務風險因素 (續)

(c) 流動性風險

本集團的政策為定期監管即期及預期流動資金需要，其遵守債項契據，確保其維持充足現金儲備及獲銀行及其他金融機構提供足夠承諾融資信貸，以滿足長短期的流動性需求。管理層認為並無任何重大流動性風險，因為本集團能夠自經營業務活動中產生淨現金流入，並擁有充足承諾融資信貸可為我們的經營業務及償債需求作出撥付，且可以其經營現金流量及可供提取銀行融資滿足其未來營運資金及其他融資需求。

下表詳列本集團非衍生金融負債的餘下合約到期日。下表乃根據本集團須償還金融負債最早日期的相關金融負債的未折現的現金流量而編製。具體而言，載有按通知要求償還條款的銀行借款，不論銀行選擇行使其權利的可能性高低，均會計入最早時段。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management (Continued)

5.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

		Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元
At 31 December 2019	於二零一九年 十二月三十一日				
Trade payables	貿易應付款項	16,350	-	-	-
Accruals and other payables	應計費用及其他應付 款項	25,382	-	-	-
Bank borrowings	銀行借款	7,531	-	-	-
Lease liabilities	融資租賃承擔	69,209	53,664	88,909	43,853

The following table summarises the maturity analysis of bank borrowings with a repayment on demand clause based on agreed scheduled repayments set out in the bank loan agreements. The amount includes interest payments computed using contractual rates. Taking into account the Group's net assets, the Directors do not consider that it is probable that the bank will exercise its discretion to immediate repayment. The Directors believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the bank loan agreements.

下表概述附有按要求償還條款的銀行借款根據銀行貸款協議所載的協定還款條款作出的到期日分析。有關金額包括以合約利率計算的利息款項。經考慮本集團的資產淨額，董事認為銀行不會行使要求即時還款的酌情權。董事相信，有關銀行借款將會根據銀行貸款協議所載的計劃還款日期償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management (Continued)

5.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

At 31 December 2020	於二零二零年 十二月三十一日
At 31 December 2019	於二零一九年 十二月三十一日

5.2 Capital risk management

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

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

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as interest-bearing debts divided by capital. Debts are calculated as total borrowings (including current and non-current borrowings as shown in the consolidated statement of financial position). Capital represents total equity of the Group.

5 財務風險管理 (續)

5.1 財務風險因素 (續)

(c) 流動性風險 (續)

Maturity Analysis – term loans subject to a repayment on demand clause based on scheduled repayments
到期日分析 – 包含按要求償還條款的定期貸款 (按計劃還款日期)

	Over 1 year but less than 2 years 超過一年 至兩年內 HK\$'000 千港元	Over 2 years but less than 5 years 超過兩年 至五年內 HK\$'000 千港元	
	3,690	5,286	15,086
	7,531	–	–

5.2 資本風險管理

本集團資本管理目標是確保本集團能持續經營，以為股東帶來回報，同時兼顧其他持份者的利益，並維持最佳資本架構以減少資金成本。

為維持或調整資本架構，本集團可調整支付予股東的股息金額、退還資本予股東、發行新股份或出售資產以減少負債。

與業內其他同行一樣，本集團以負債股權比率為基準監察其資本。該比率按計息債務除以資本計算。債務為借款總額 (包括綜合財務狀況表列示的流動及非流動借款)。資本指本集團總權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

5 Financial Risk Management (Continued)

5.2 Capital risk management (Continued)

The Group's strategy, which was unchanged during the year, was to lower the gearing ratio to an acceptable level. The Group's gearing ratio at 31 December 2019 and 2020 were as follows:

		31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Bank borrowings (note 31)	銀行借款(附註31)	22,408	7,444
Lease liabilities (note 32)	租賃負債(附註32)	168,640	208,865
Total borrowings	借款總額	191,048	216,309
Total equity of the Group	本集團總權益	60,054	92,799
Gearing ratio	負債股權比率	318.13%	233.09%

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

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values as at 31 December 2019 and 2020.

5 財務風險管理(續)

5.2 資本風險管理(續)

本集團於本年度保持不變的策略是將負債股權比率降低至可接納的水平。本集團於二零一九年及二零二零年十二月三十一日的資產負債比率如下：

5.3 非經常性按公允值計量金融資產及金融負債的公允值

董事認為於綜合財務狀況表內按攤銷成本記錄的金融資產及金融負債的賬面值與其於二零一九年及二零二零年十二月三十一日的公允值相若。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6 Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Useful lives of property, plant and equipment

The Group has significant investments in property, plant and equipment. The Group is required to estimate the useful lives of property, plant and equipment in order to ascertain the amount of depreciation charges for each reporting date.

Useful lives are estimated at the time of purchase of these assets after considering future technology changes, business developments and the Group's strategies. The Group performs annual reviews to assess the appropriateness of the estimated useful lives. Such review takes into account any unexpected adverse changes in circumstances or events, including declines in projected operating results, negative industry or economic trends and rapid advancement in technology. The Group extends or shortens the useful lives and/or makes impairment provisions according to the results of the review.

6 主要會計估計及判斷

本集團根據過往經驗及其他因素(包括在相關情況下認為合理的未來事件預期)持續評估該等估計及判斷。

本集團對未來作出估計及假設。顧名思義，所得的會計估計甚少與相關實際結果相同。涉及導致下個財政年度資產及負債的賬面值須作出重大調整的重大風險的估計與假設論述如下。

(a) 物業、廠房及設備的可使用年期

本集團投放大量資金於物業、廠房及設備。本集團須估計物業、廠房及設備的可使用年期，以確定各報告日期的折舊支出金額。

該等資產的可使用年期於購入時經考慮未來技術變革、業務發展及本集團的策略後作出估計。本集團每年進行檢討以評估有關估計可用年期是否適當。有關檢討經考慮於有關情況下或事件中的任何不可預見不利變動，包括預測經營業績下滑、負面行業或經濟趨勢及技術迅速發展。本集團根據檢討結果延長或縮短可用年期及／或計提減值撥備。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6 Critical Accounting Estimates and Judgements (Continued)

(b) Impairment of non-financial assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The recoverable amounts have been determined based on fair value less costs of disposal or value-in-use valuations. These calculations require the use of judgements and estimates.

Management judgement is required in the area of asset impairment particularly in assessing:

- (i) whether an event has occurred that may indicate that the related asset values may not be recoverable;
- (ii) whether the carrying amount of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and
- (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and results of its operations.

6 主要會計估計及判斷(續)

(b) 非金融資產的減值

資產於出現事件或情況改變顯示賬面值可能無法收回時進行減值檢討。可收回金額根據公允值減出售成本或使用價值計算法釐定。上述計算方法須運用判斷及估計。

在資產減值方面，尤其是評估以下各項時，管理層須作出判斷：

- (i) 是否已發生事件顯示有關資產價值可能無法收回；
- (ii) 可收回金額(即公允值減出售成本後的金額與根據在業務中持續使用資產而估計的未來現金流淨現值兩者的較高者)是否與資產賬面值相若；及
- (iii) 編製現金流預測時須應用的適用主要假設，包括有關現金流預測是否以適當貼現率貼現。管理層評估減值時選用的假設(包括現金流預測所用貼現率或增長率假設)如有變化，可能會對減值測試所用淨現值產生重大影響，因而影響本集團的財務狀況及經營業績。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6 Critical Accounting Estimates and Judgements (Continued)

(c) Income tax

The Group is subject to current tax in Hong Kong and the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax assets and liabilities in the period in which such determination is made.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

The Group's management determines the deferred tax assets based on the enacted or substantively enacted tax rates (and laws) and the best knowledge of profit projections of the Group for coming years during which the deferred tax assets are expected to be utilised. In assessing the amount of deferred tax assets that need to be recognised, the Group considers future taxable income and ongoing prudent and feasible tax planning strategies. In the event that the Group estimates of projected future taxable income and benefits from available tax strategies are changed, or changes in current tax regulations are enacted that would impact the timing or extent of the Group's ability to utilise the tax benefits of net operating loss carry forwards in the future, adjustments to the recorded amount of net deferred tax assets and income tax expense would need to be made. In addition, management will revisit the assumptions and profit projections at each reporting date.

6 主要會計估計及判斷(續)

(c) 所得稅

本集團須於香港及中國繳納即期稅項。釐定所得稅撥備時須作出重大判斷。多項交易及計算方式未能確定最終稅項。本集團基於估計有否額外稅項到期確認預計稅務審計事項的負債。倘有關事宜的最終得出稅項與最初入賬的金額不同，則差額會影響釐定稅項期間的即期稅項及遞延稅項資產與負債。

遞延稅項採用在報告日期已頒佈或實質頒佈，及預期在變現有關遞延稅項資產或清償遞延稅項負債時會採用的稅率(及法例)釐定。僅於未來可能有應課稅溢利可用於抵銷暫時差額，方確認遞延稅項資產。

本集團管理層根據已頒佈或實質頒佈的稅率(及法例)，以及本集團就預期動用遞延稅項資產的未來年度的最佳溢利預測釐定遞延稅項資產。評估需予確認的遞延稅項資產金額時，本集團會考慮未來應課稅收入及現行審慎及可行的稅務規劃策略。倘本集團有關預測未來應課稅收入及現有稅務策略所帶來利益的估計出現任何變動，或現行稅務法規經修訂後會影響本集團日後能夠動用結轉經營虧損淨額的稅務利益的時間或程度，則會對錄得的遞延稅項資產淨額及稅項開支作出調整。此外，管理層會於各報告日期修訂假設及溢利預測。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6 Critical Accounting Estimates and Judgements (Continued)

(d) Provision for reinstatement costs

Provision for reinstatement costs is estimated at the inception of leasing property with reinstatement clause and reassessed at each reporting date with reference to the latest available quotation from independent contractors. Estimation based on current market information may vary over time and could differ from the actual reinstatement cost upon closures or relocation of existing premises occupied by the Group.

(e) Estimated impairment of trade and loan receivables

The management of the Group estimates the amount of loss allowance for trade and loan receivables based on the credit risk of trade and loan receivables. The loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses. The assessment of the credit risk of trade and loan receivables involves high degree of estimation and uncertainty as the management of the Group estimates the loss rates for debtors by using forward-looking information. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise accordingly.

6 主要會計估計及判斷(續)

(d) 修復成本撥備

修復成本撥備於附有修復條款的租賃物業開始時估計，於各報告日期參考獨立承包商已有最新報價重估。基於現有市場資料作出的估計或會不時變動，而且可能與本集團所佔用現有物業關閉或搬遷時產生的實際修復成本有別。

(e) 貿易應收款項及應收貸款的估計減值

本集團管理層根據貿易應收款項及應收貸款的信貸風險估計貿易應收款項及應收貸款的虧損撥備金額。虧損撥備金額在考慮到預期未來信貸虧損按資產賬面值與估計未來現金流量現值的差額計算。評估貿易應收款項及應收貸款的信用風險涉及大量估計與不確定性因素，乃因本集團管理層利用前瞻性資料估計債務人的虧損率。當實際未來現金流量低於或高於預期時，可能會因此產生重大減值虧損或減值虧損重大撥回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6 Critical Accounting Estimates and Judgements (Continued)

(f) Determining the lease term

As explained in policy note 3.27, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

(g) Contingent liabilities

The Group is exposed to the risk of litigation in the course of its normal operation. The Group will make provision and/or disclose information as appropriate. Changes in the assumptions around the likelihood of an outflow of economic resources or the estimation of any obligation would change the value recognised in the consolidated financial statements.

6 主要會計估計及判斷(續)

(f) 釐定租期

誠如附註3.27所載會計政策所述，租賃負債以租期內應付租賃款項的現值初始確認。在釐定包含本集團可行使續租選擇權的租賃的租期開始日時，本集團將評估行使該等續租選擇權的可能性，並考慮產生行使選擇權的經濟動機的所有相關事實及情況（其中包括優惠條款、所承擔的租賃改良以及相關資產對本集團營運的重要性）。當本集團控制權範圍內發生重大事件或重大變動時，會重新評估租期。租期的任何增加或減少將影響未來年度已確認的租賃負債和使用權資產金額。

(g) 或然負債

本集團在正常營運過程中會面臨訴訟風險。本集團將於適當時計提撥備及／或披露資料。倘評估經濟利益流出的可能性或估算責任時所採用的假設出現變化，可能改變綜合財務報表中已確認的金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

7 Segment Information

The chief operating decision maker (“CODM”) has been identified as the chief executive officer of the Company (the “CEO”) who reviews the Group’s internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

The CODM assesses the performance based on a measure of profit after income tax. The CODM considers all business is included in a single operating segment.

The Group is principally engaged in the operation of food catering services through a chain of Chinese restaurants. Information reported to the CODM for the purpose of resources allocation and performance assessment focuses on the operation results of the Group as a whole as the Group’s resources are integrated and no discrete operating segment financial information is available. Accordingly, the Group has identified one operating segment – operation of restaurants and no operating segment information is presented.

For the years ended 31 December 2019 and 2020, there are no single external customers contributed more than 10% revenue of the Group.

Geographical information

The following table presents revenue from external customers for the years ended 31 December 2019 and 2020 by geographical area.

		2020 二零二零年 HK\$’000 千港元	2019 二零一九年 HK\$’000 千港元
Revenue from external customers	來自外部顧客的收益		
Hong Kong	香港	79,479	187,227
Mainland China	中國內地	156,918	165,634
		236,397	352,861

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

7 分部資料

主要經營決策者（「主要經營決策者」）指檢討本集團內部報告以評估表現及分配資源的本公司行政總裁（「行政總裁」）。主要經營決策者基於有關報告釐定經營分部。

主要經營決策者根據除所得稅後溢利的計量評估表現，將所有業務納入一個單獨的經營分部。

本集團主要通過中式酒樓連鎖店經營餐飲服務。由於本集團已整合資源，並無獨立的經營分部財務資料，故向主要經營決策者報告用於分配資源及評估表現的資料整體上主要為本集團的經營業績。因此，本集團僅列示一個經營分部—酒樓業務，而並無呈列經營分部資料。

截至二零一九年及二零二零年十二月三十一日止年度，並無單一外部顧客對本集團收益的貢獻超過10%。

地區資料

下表按地區載列截至二零一九年及二零二零年十二月三十一日止年度來自外部顧客的收益。

以上收益資料乃按客戶地區呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

8 Revenue

An analysis of revenue during the years ended 31 December 2019 and 2020 are as follows:

8 收益

截至二零一九年及二零二零年十二月三十一日止年度的收益分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue from customers and recognised at point in time	按時間點確認的客戶收益		
Revenue from Chinese restaurant operations	中式酒樓業務收益	208,972	344,967
Revenue from Thai Cuisine restaurant operations	泰菜餐廳業務收益	7,553	7,823
Revenue from cooperation with Freshippo	與盒馬合作收益	19,646	–
Revenue from sale of food ingredients	銷售食材收益	226	71
		236,397	352,861
Other income	其他收入		
Interest income on short-term bank deposits	短期銀行存款的利息收入	60	588
Interest income from deposits placed for life insurance policies	投購壽險保單保費的利息收入	101	105
Forfeiture of deposits received	沒收已收按金	–	49
Reversal of provision for reinstatement cost	撥回修復成本撥備	338	–
Government subsidies and incentive (note i)	政府補貼及獎勵(附註i)	9,207	567
Government grants (note ii)	政府資助(附註ii)	11,340	–
Miscellaneous income	雜項收入	682	504
		21,728	1,813
Total revenue and other income	收益及其他收入總額	258,125	354,674
Total interest income on financial assets measured at amortised cost	按攤銷成本計量的金融資產利息收入總額	161	693

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

8 Revenue (Continued)

Notes:

- (i) Government subsidies represent the refund of VAT in respect of COVID-19 from the PRC Government. The government incentive represented the amounts granted by the Economic Development Bureau of different districts in the PRC to support the Group's contribution to local economy with no unfulfilled conditions or contingencies and are recognised as other income upon receipts during the year (2019: same).
- (ii) Government grants represent subsidies from Catering Business Subsidy Scheme under the Anti-epidemic fund in respect of COVID-19 from the Hong Kong Government.

Disaggregation of revenue from contracts with customers by geographic markets is disclosed in Note 7.

(i) Contract liabilities

The Group has recognised the following revenue-related contract liabilities:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contract liabilities (note 30)	合約負債(附註30)	21,823	16,590

(ii) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in related to carried-forward contract liabilities.

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue recognised that was included in the balance of contract liabilities at the beginning of the year (note 30)	計入年初合約負債結餘的已確認收益(附註30)	8,033	10,428

8 收益(續)

附註：

- (i) 政府補貼為中國政府就COVID-19給予的增值稅退稅。政府獎勵為中國不同地區的經濟促進局為支持本集團對當地經濟作出貢獻而提供且並無未達成條件或然事項的款項，並於收訖後於本年度確認為其他收入(二零一九年：相同)。
- (ii) 政府資助為香港政府就COVID-19在防疫抗疫基金下設立的餐飲處所資助計劃給予的補貼。

按地域市場劃分的來自客戶合約收益之分拆披露於附註7。

(i) 合約負債

本集團已確認以下收益相關合約負債：

(ii) 就合約負債確認的收益

下表列示所確認的與結轉合約負債有關的收益金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9 Employee Benefits Expense

9 僱員福利開支

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Wages, salaries and bonuses	工資、薪金及獎金	63,194	89,314
Directors' fees	董事袍金	474	561
Pension costs – defined contribution plans (note a)	退休金成本 – 界定供款計劃 (附註a)	2,490	5,081
		66,158	94,956

(a) Pensions – defined contribution plans

The Group's net contributions to pension plans are mainly for employees in Hong Kong and Mainland China. Summary of the pension plans are as follows:

- (i) The Group contributes to an MPF Scheme for its employees in Hong Kong, under which the Group and each employee each makes monthly contribution to the scheme at 5% of the qualifying earnings of the employee, subject to a maximum of HK\$1,500 (2019: HK\$1,500) per month. Contribution totalling approximately HK\$221,000 and HK\$60,000 were payable to the MPF fund as at 31 December 2019 and 2020, respectively.
- (ii) The Group's subsidiaries in Mainland China also contribute to retirement plans for its employees in Mainland China at a percentage of their salaries in compliance with the requirements of the respective municipal governments in Mainland China. The municipal governments undertake to assume the retirement benefit obligation of all existing and future retired employees of the Group in Mainland China.

(a) 退休金 – 界定供款計劃

本集團之退休金計劃供款淨額主要為香港及中國內地他僱員而設。退休金計劃概述如下：

- (i) 本集團為其香港僱員設立強制性公積金計劃，據此本集團及各僱員均須按僱員之合資格入息5%作每月供款，惟每月供款額上限為1,500港元（二零一九年：1,500港元）。於二零一九年及二零二零年十二月三十一日，分別向強制性公積金作出合共約221,000港元及60,000港元的供款。
- (ii) 本集團於中國內地的附屬公司亦有遵守相關中國內地市政府的規定為其於中國內地的僱員作出為其薪金一定百分比的退休計劃供款。市政府保證承擔所有現有及未來本集團於中國內地僱員的退休福利責任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9 Employee Benefits Expense (Continued)

(b) Directors' emoluments

The emoluments of directors for the year ended 31 December 2020 are set out below:

9 僱員福利開支 (續)

(b) 董事薪酬

截至二零二零年十二月三十一日止年度，董事的酬金載列如下：

		Fees	Basic salaries, allowances and benefits	Discretionary bonuses	Employer's contributions to pension scheme	Total
		袍金	基本薪金、津貼及福利	酌情花紅	僱主供款	總額
		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
Executive directors:	執行董事：					
CHAN Chun Kit	陳振傑	-	2,226	-	6	2,232
WONG Ka Wai (Resigned on 24 June 2020)	王家惠 (於二零二零年六月二十四日辭任)	-	45	-	2	47
LAM Kwok Leung (Resigned on 16 May 2020)	林國良 (於二零二零年五月十六日辭任)	-	34	-	2	36
Chan Josephine Wai Sze (Appointed on 7 January 2020)	陳瑋詩 (於二零二零年一月七日獲委任)	-	702	-	19	721
ZHU Xueqin (Appointed on 7 January 2020)	朱雪琴 (於二零二零年一月七日獲委任)	-	361	-	15	376
Non-Executive director:	非執行董事：					
CHOW Yiu Pong (re-designated from executive director on 7 January 2020)	周耀邦 (於二零二零年一月七日由執行董事調任)	-	88	-	4	92
Independent non-executive directors:	獨立非執行董事：					
WONG Lung Tak, Patrick	黃龍德	153	-	-	-	153
TAM Tak Kei, Raymond (Resigned on 14 February 2020)	譚德機 (於二零二零年二月十四日辭任)	15	-	-	-	15
LIU Chi Keung (Resigned on 1 September 2020)	廖志強 (於二零二零年九月一日辭任)	103	-	-	-	103
Yuen Ching Bor Stephen (Appointed on 7 January 2020)	袁靖波 (於二零二零年一月七日獲委任)	153	-	-	-	153
Kan Sze King Kenneth (Appointed on 1 September 2020)	簡士勁 (於二零二零年九月一日獲委任)	50	-	-	-	50
		474	3,456	-	48	3,978

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9 Employee Benefits Expense (Continued)

(b) Directors' emoluments (Continued)

The emoluments of directors for the year ended 31 December 2019 is set out below:

	Fees	Basic salaries, allowances and benefits	Discretionary bonuses	Employer's contributions to pension scheme	Total	
	袍金	基本薪金、津貼及福利	酌情花紅	退休金計劃僱主供款	總額	
	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	
Executive directors:	執行董事：					
CHAN Chun Kit	陳振傑	-	2,762	220	18	3,000
WONG Ka Wai	王家惠	-	179	-	9	188
CHOW Yiu Pong	周耀邦	-	179	-	9	188
LAM Kwok Leung	林國良	-	179	-	9	188
Independent non-executive directors:	獨立非執行董事：					
WONG Lung Tak, Patrick	黃龍德	187	-	-	-	187
TAM Tak Kei, Raymond	譚德機	187	-	-	-	187
LIU Chi Keung	廖志強	187	-	-	-	187
		561	3,299	220	45	4,125

No director waived or agreed to waive any emoluments during the year (2019: Nil). No incentive payment for joining the Group or compensation for loss of office was paid or payable to any directors during the year ended 31 December 2020 (2019: Nil).

(c) Directors' retirement benefits

No retirement benefits were paid to the directors of the Company during the year ended 31 December 2020 by a defined contribution plan operated by the Group in respect of their services as directors of the Company (2019: Nil). No other retirement benefits were paid to the directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertakings (2019: Nil).

9 僱員福利開支 (續)

(b) 董事薪酬 (續)

截至二零一九年十二月三十一日止年度，董事的酬金載列如下：

於本年度，概無董事放棄或同意放棄任何薪酬(二零一九年：無)。於截至二零二零年十二月三十一日止年度，概無已付或應付任何董事加入本集團的獎勵或離職補償(二零一九年：無)。

(c) 董事退休福利

於截至二零二零年十二月三十一日止年度，本集團營運的界定供款計劃並無就本公司董事所提供服務向其支付任何退休福利(二零一九年：無)。概無就董事管理本公司或其附屬公司事務而提供的其他服務向其支付其他退休福利(二零一九年：無)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9 Employee Benefits Expense (Continued)

(d) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 December 2020 (2019: Nil).

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

During the year ended 31 December 2020, the Company did not pay any considerations to any third parties for making available the services of themselves as directors of the Company (2019: Nil).

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

No loans, quasi-loans and other dealings were entered into by the Company or its subsidiary undertakings in favour of the directors of the Company, a controlled body corporate or a connected entity of such directors at any time during the year (2019: Nil).

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

Save for transactions disclosed elsewhere in the notes to these consolidated financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2019: Same).

9 僱員福利開支 (續)

(d) 董事離職福利

於截至二零二零年十二月三十一日止年度，概無董事已收取或將收取任何離職福利(二零一九年：無)。

(e) 就獲取董事服務而向第三方支付之代價

於截至二零二零年十二月三十一日止年度，本公司並無就獲取本公司董事服務而向任何第三方支付任何代價(二零一九年：無)。

(f) 有關以董事、董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

於本年度任何時間內，本公司或其附屬公司概無以本公司董事、董事之受控制法團或關連實體為受益人進行貸款、準貸款或其他交易(二零一九年：無)。

(g) 董事於交易、安排或合約之重大權益

除此等綜合財務報表其它附註所披露之交易外，並無有關本集團業務而本公司作為其中一方且本公司董事於其中(不論直接或間接)擁有重大權益(於本年年底或於年內任何時間)的重大交易、安排及合約(二零一九年：相同)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9 Employee Benefits Expense (Continued)

(h) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the years ended 31 December 2020 include two directors (2019: one director) whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2019: four) individuals during the years are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Basic salaries, allowances and benefits	基本薪金、津貼及福利	1,291	2,126
Discretionary bonuses	酌情花紅	-	103
Employer's contribution to pension scheme	退休金計劃僱主供款	43	69
		1,334	2,298

The emoluments of the above three (2019: four) individuals were within the following bands:

		Number of employees 僱員人數	
		2020 二零二零年	2019 二零一九年
HK\$Nil – HK\$1,000,000	零港元 – 1,000,000 港元	3	4

No incentive payment for joining the Group or compensation for loss of office was paid or payable to any of the five highest paid individuals during the year ended 31 December 2020 (2019: Nil).

9 僱員福利開支 (續)

(h) 五位最高薪人士

截至二零二零年十二月三十一日止年度，本集團五位最高薪人士包括兩名董事（二零一九年：一名董事），彼等的薪酬已載於上列分析。於本年度，應付餘下三名（二零一九年：四名）人士的薪酬如下：

上述三名（二零一九年：四名）人士的薪酬介乎以下範圍：

於截至二零二零年十二月三十一日止年度，並無加入本集團的獎勵或離職補償已付或應付予五位最高薪人士中任何一位（二零一九年：無）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

10 Depreciation and Other Expenses

10 折舊及其他開支

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Depreciation	折舊		
– Property, plant and equipment	– 物業、廠房及設備	17,739	13,424
– Right-of-use assets	– 使用權資產	43,805	47,231
		61,544	60,655
Other expenses include the following items:	其他開支包括以下各項：		
Auditor's remuneration	核數師薪酬		
– Audit services	– 審核服務	814	815
– Non audit services	– 非審核服務	209	206
Amortisation on intangible assets	無形資產攤銷	729	–
Operating lease payments of premises	物業經營租賃付款		
– Contingent rent for premises*	– 場地或然租金*	817	3,879
– Coronavirus disease 2019 (“COVID-19”) rent concessions	– 二零一九冠狀病毒病 (「COVID-19」) 租金減免	(8,276)	–
– Variable lease payment	– 浮動租賃付款	1,614	–
Lease payments not included in the measurement of lease liabilities	計量租賃負債時並無計入的租賃付款	3,626	5,502
Impairment loss on trade receivables	貿易應收款項減值虧損	209	14
Property, plant and equipment written-off	撇銷物業、廠房及設備	4,770	–

* The contingent rent refers to the operating rentals based on pre-determined percentage to the restaurant revenue less minimum rentals of the respective leases.

* 或然租金指按酒樓收益預定百分比減各租賃的最低租金計算的營運租金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

11 Finance Costs

11 財務成本

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest expenses on bank borrowings	銀行借款利息開支	252	513
Interest expenses on lease liabilities	租賃負債利息開支	12,897	10,880
Interest expenses on other borrowing	其他借款利息開支	52	-
Total interest expenses on financial liabilities not at fair value through profit or loss	非按公允值計入損益的金融負債利息開支總額	13,201	11,393

12 Income Tax

12 所得稅

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current tax	即期稅項		
Current tax on profits for the year	年內溢利的即期稅項		
– Hong Kong	– 香港	-	31
– The PRC	– 中國	84	1,729
(Overprovided)/underprovided in prior year	過往年度(超額撥備)/撥備不足	(129)	274
		(45)	2,034
Deferred tax	遞延稅項		
Origination and reversal of temporary differences (note 34(a))	產生及撥回暫時性差異(附註34(a))	(29)	7,214
Income tax (credit)/expense	所得稅(抵免)/開支	(74)	9,248

No provision for Hong Kong profits tax was made in the consolidated financial statements as the Group has no assessable profits derived in Hong Kong for the year ended 31 December 2020. For the year ended 31 December 2019, Hong Kong profit tax was calculated in accordance with the two-tiered profits tax rates regimes.

截至二零二零年十二月三十一日止年度，概無於綜合財務報表計提香港利得稅撥備，因為本集團並無於香港取得應課稅溢利。截至二零一九年十二月三十一日止年度，香港利得稅按利得稅兩級制計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

12 Income Tax (Continued)

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying subsidiary will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of subsidiaries not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

According to the PRC Enterprise Corporate Tax Law promulgated by the PRC government, the PRC's statutory income tax rate is 25%. Except for certain preferential tax treatment available to one of its subsidiaries of the Group, the other PRC subsidiaries are subject to income tax at the rate of 25% for the years ended 31 December 2019 and 2020.

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using applicable statutory tax rates as follows:

12 所得稅 (續)

根據利得稅兩級制，合資格的附屬公司的首2百萬港元溢利將按8.25%的稅率徵收，超過2百萬港元的溢利將按16.5%的稅率徵收。不符合利得稅兩級制的附屬公司的溢利將繼續按16.5%的統一稅率徵稅。

根據中國政府頒佈的中國企業稅法，中國的法定所得稅率為25%。於截至二零一九年及二零二零年十二月三十一日止年度，本集團除一家附屬公司享有若干優惠稅務待遇外，其他中國附屬公司須按稅率25%繳納所得稅。

本集團除所得稅前虧損的稅項與按適用法定稅率計算所得理論上金額之間的差異如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(40,850)	(50,093)
Tax calculated at applicable statutory tax rates	按適用法定稅率計算的稅項	(8,027)	(8,476)
Income not subject to tax	毋須課稅之收入	(1,675)	(70)
Expenses not deductible for tax purposes	不可扣稅之開支	535	1,028
Current tax (overprovided)/underprovided in prior year	過往年度即期稅項 (超額撥備)/撥備不足	(129)	274
Tax effect of deferred tax assets (underprovided)/overprovided in prior year	遞延稅項資產(撥備不足)/ 超額撥備的稅務影響	(648)	5,598
Tax effect of temporary differences not recognised	未確認暫時差額的稅務影響	(1,094)	3,969
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	10,964	6,925
Income tax (credit)/expense	所得稅(抵免)/開支	(74)	9,248

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

13 Dividends

The Directors has resolved not to recommend the payment of any final dividend for the year ended 31 December 2020 (2019: Nil).

13 股息

董事已議決不建議派付截至二零二零年十二月三十一日止年度的任何末期股息(二零一九年：無)。

14 Loss Per Share

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

14 每股虧損

本公司擁有人應佔每股基本虧損乃根據以下數據計算：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to the owners of the Company	本公司擁有人應佔年內虧損	(39,817)	(59,341)
		2020 二零二零年 '000 千股	2019 二零一九年 '000 千股
Number of shares	股份數目		
Weighted average number of shares for the purpose of calculating basic earnings per share	就計算每股基本盈利的加權平均股份數目	1,000,000	814,456

Diluted loss per share was the same as basic loss per share as there were no potential dilutive ordinary shares outstanding for the years ended 31 December 2019 and 2020.

由於截至二零一九年及二零二零年十二月三十一日止年度期間並無任何潛在攤薄普通股股份，故每股攤薄虧損與每股基本虧損相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

15 Property, Plant and Equipment

15 物業、廠房及設備

		Leasehold improvements	Furniture, fixtures and equipment	Utensils, liners and uniforms	Motor vehicles	Construction in progress	Total
		租賃裝修	及設備	及制服	汽車	在建工程	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本						
At 1 January 2019	於二零一九年一月一日	93,224	22,301	5,072	424	-	121,021
Additions	添置	28,322	9,837	1,799	97	-	40,055
Disposals	出售	(8,075)	-	-	-	-	(8,075)
Exchange alignment	匯兌調整	(638)	(194)	(46)	(3)	-	(881)
At 31 December 2019 and at 1 January 2020	於二零一九年十二月三十一日 及於二零二零年一月一日	112,833	31,944	6,825	518	-	152,120
Arising on acquisition of subsidiaries (note 36)	收購附屬公司時產生 (附註36)	3,201	6,370	-	78	-	9,649
Additions	添置	4,972	2,177	28	-	3,931	11,108
Transfer from right-of-use assets (note 16)	轉撥自使用權資產 (附註16)	-	-	-	919	-	919
Disposals	出售	(25,687)	(5,162)	(1,269)	-	-	(32,118)
Exchange alignment	匯兌調整	4,677	1,996	335	22	276	7,306
At 31 December 2020	於二零二零年十二月三十一日	99,996	37,325	5,919	1,537	4,207	148,984

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

15 Property, Plant and Equipment (Continued) 15 物業、廠房及設備 (續)

		Leasehold improvements	Furniture, fixtures and equipment	Utensils, liners and uniforms	Motor vehicles	Construction in progress	Total
		租賃裝修	家具、裝置 及設備	餐具、布單 及制服	汽車	在建工程	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Accumulated depreciation and impairment	累計折舊及減值						
At 1 January 2019	於二零一九年一月一日	56,115	16,843	-	337	-	73,295
Charge for the year	年內計提	10,423	2,955	-	46	-	13,424
Impairment loss	減值虧損	2,669	-	910	-	-	3,579
Written back on disposal	出售時撇銷	(8,075)	-	-	-	-	(8,075)
Exchange alignment	匯兌調整	(276)	(108)	-	(1)	-	(385)
At 31 December 2019 and at 1 January 2020	於二零一九年十二月三十一日 及於二零二零年一月一日	60,856	19,690	910	382	-	81,838
Arising on acquisition of subsidiaries (note 36)	收購附屬公司時產生 (附註36)	1,614	2,249	-	74	-	3,937
Charge for the year	年內計提	10,714	6,972	-	53	-	17,739
Impairment loss	減值虧損	5,015	-	-	-	-	5,015
Written back on disposal	出售時撇銷	(21,680)	(4,758)	(910)	-	-	(27,348)
Transfer from right-of-use assets (note 16)	轉撥自使用權資產 (附註16)	-	-	-	919	-	919
Exchange alignment	匯兌調整	2,332	1,319	-	17	-	3,668
At 31 December 2020	於二零二零年十二月三十一日	58,851	25,472	-	1,445	-	85,768
Net book value	賬面淨值						
At 31 December 2020	於二零二零年十二月三十一日	41,145	11,853	5,919	92	4,207	63,216
At 31 December 2019	於二零一九年十二月三十一日	51,977	12,254	5,915	136	-	70,282

During the year ended 31 December 2020, as certain restaurants in Hong Kong and the PRC underperformed and incurred losses due to the COVID-19 outbreak, the management of the Group concluded there was an indication for impairment and conducted impairment assessment on recoverable amounts of property, plant and equipment and right-of-use assets of relevant restaurants. The Group estimated the recoverable amount of these restaurants, each represents an individual CGU, to which the asset belongs when it is not possible to estimate the recoverable amount individually.

截至二零二零年十二月三十一日止年度，由於受COVID-19爆發影響，香港及中國部分酒樓表現欠佳和蒙受虧損，本集團管理層得出的結論為有減值跡象，並對相關酒樓的物業、廠房及設備和使用權資產的可收回金額進行減值評估。在無法單獨估計可收回金額的情況下，本集團對有關酒樓的可收回金額進行了估計，各家酒樓資產所屬為單一個別現金產生單位。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

15 Property, Plant and Equipment (Continued)

The recoverable amount of each CGU is determined based on value-in-use calculations by preparing cash flow projections of the relevant CGU derived from the most recent financial forecast approved by the management covering the remaining lease term. The cash flows are discounted using pre-tax discount rates in the range of 7.3% to 11.53% (2019: Nil).

As at 31 December 2020, the carrying amount of certain CGUs exceeds their recoverable amount, therefore, an impairment loss of approximately HK\$13,534,000 and approximately HK\$5,015,000 which was allocated to the assets including right-of-use assets and leasehold improvements within the CGUs on a pro rata basis, was recognised in profit or loss in the consolidated statement of profit or loss and other comprehensive income.

As at 31 December 2019, the carrying amount of the restaurant assets was written down to its recoverable amount if the asset's carrying amount was greater than its estimated recoverable amount. The recoverable amount of the property, plant and equipment of two restaurants (i.e. Sheung Wan Restaurant and Beijing House Restaurant) was nil which was determined by reference to the property, plant and equipment's fair value less costs of disposal. As the property, plant and equipment were disposed of at nil consideration in February 2020 upon the closure of the two restaurants, the fair value less costs of disposal those property, plant and equipment as at 31 December 2019 was estimated to be nil. Therefore, impairment losses of property, plant and equipment and right-of-use assets of HK\$3,579,000 and HK\$18,155,000 were recognised in profit or loss in the consolidated statement of profit or loss and other comprehensive income.

15 物業、廠房及設備(續)

各現金產生單位的可收回金額乃按使用價值計算，方法為編製相關現金產生單位的現金流量預測，此乃由管理層批准涵蓋剩餘租賃期的新近財務預測得出。現金流使用稅前貼現率介乎7.3%至11.53%(二零一九年：無)的範圍內進行貼現。

於二零二零年十二月三十一日，部分現金產生單位之賬面值超出其可收回金額，因此，約13,534,000港元及約5,015,000港元之減值虧損已按比例分配至現金產生單位內之資產(包括使用權資產及租賃裝修)，並於綜合損益表及其他全面收益中確認為損益。

於二零一九年十二月三十一日，倘酒樓資產的賬面值大於其估計可收回金額，則該資產的賬面值將撇減至其可收回金額。兩間酒樓(即上環酒樓及京香閣酒樓)物業、廠房及設備的可收回金額為零，乃參考物業、廠房及設備的公平值減出售成本而釐定。由於物業、廠房及設備乃於二零二零年二月兩間酒樓終止營業後以零代價出售，故於二零一九年十二月三十一日的公平值減該等物業、廠房及設備的出售成本估計為零。故此，已於綜合損益及其他全面收益表內損益項下確認物業、廠房及設備以及使用權資產減值虧損3,579,000港元及18,155,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16 Right-of-use Assets

16 使用權資產

		Motor Vehicle 汽車	Premises 物業	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost	成本			
At 1 January 2019	於二零一九年一月一日	919	108,002	108,921
Exchange alignment	匯兌調整	–	(780)	(780)
Additions	添置	–	124,720	124,720
Adjustments upon modification of the leases	修訂租賃時調整	–	1,136	1,136
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	919	233,078	233,997
Exchange alignment	匯兌調整	–	7,154	7,154
Additions	添置	–	9,509	9,509
Arising on acquisition of subsidiaries (note 36)	由收購附屬公司產生 (附註36)	–	3,436	3,436
Adjustments upon modification of the leases	修訂租賃時調整	–	3,710	3,710
Transfer to property, plant and equipment (note 15)	轉撥至物業、廠房及設備 (附註15)	(919)	–	(919)
Written-off	撇銷	–	(45,124)	(45,124)
At 31 December 2020	於二零二零年十二月三十一日	–	211,763	211,763
Accumulated depreciation and impairment	累計折舊及減值			
At 1 January 2019	於二零一九年一月一日	715	–	715
Charge for the year	年內計提	204	47,027	47,231
Impairment loss	減值虧損	–	18,155	18,155
Exchange alignment	匯兌調整	–	(65)	(65)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16 Right-of-use Assets (Continued)

16 使用權資產 (續)

		Motor Vehicle 汽車 HK\$'000 千港元	Premises 物業 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 31 December 2019 and 1 January 2020	於二零一九年十二月 三十一日及 二零二零年一月一日	919	65,117	66,036
Charge for the year	年內計提	-	43,805	43,805
Impairment loss	減值虧損	-	13,534	13,534
Transfer to property, plant and equipment (note 15)	轉撥至物業、廠房及設備 (附註15)	(919)	-	(919)
Written-off	撇銷	-	(44,430)	(44,430)
Exchange alignment	匯兌調整	-	2,083	2,083
At 31 December 2020	於二零二零年十二月 三十一日	-	80,109	80,109
Carrying amount	賬面值			
At 31 December 2020	於二零二零年十二月 三十一日	-	131,654	131,654
At 31 December 2019	於二零一九年十二月 三十一日	-	167,961	167,961

The Group has obtained the right to use properties as its office and restaurants through lease agreements. The lease agreements do not impose any covenants. Leased assets may not be used as security for borrowing purposes.

The leases typically run for an initial period of 2 to 10 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. Total cash outflow for the leases for the years ended 31 December 2020 and 2019 was approximately HK\$50,376,000 and HK\$46,535,000 respectively.

本集團已透過租賃協議獲得將物業用作其辦公室及酒樓的權益。租賃協議並無規定任何契約。租賃資產不得作為借款的擔保。

租賃通常的初步租期為2至10年。一般而言，本集團被限制在本集團外轉讓及轉租租賃資產。租賃於截至二零二零年及二零一九年十二月三十一日止年度的現金流出總額分別約為50,376,000港元及46,535,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16 Right-of-use Assets (Continued)

During the year, lessors of the relevant leases provided rent concessions to the Group, these rent concessions occurred as a direct consequence of Covid-19 pandemic and met of all of the conditions in HKFRS 16.46(b), and the Group applied the practical expedient not to assess whether the changes constitute lease modifications. For the year ended 31 December 2020, the effects on changes in lease payments due to forgiveness or waiver by the lessors for the relevant leases of HK\$8,276,000 were recognised as negative variable lease payments.

The amounts recognised in profit or loss for the year ended 31 December 2020 and 2019 in relation to leases are as follows:

16 使用權資產 (續)

年內，相關租賃的出租人向 貴集團提供租金優惠，該等租金優惠乃Covid-19大流行的直接後果，並符合香港財務報告準則第16.46(b)條的所有條件，而 貴集團採取實際權宜之策，不評估該等變動是否構成租賃修訂。截至二零二零年十二月三十一日止年度，因出租人放棄或豁免相關租賃而導致的租賃付款變動影響8,276,000港元，已確認為負可變租賃付款。

截至二零二零年及二零一九年十二月三十一日止年度，於損益內就租賃確認的金額如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Depreciation charge of right-of-use assets	使用權資產的折舊開支	43,805	47,231
Interest on lease liabilities	租賃負債利息	12,897	10,880
Expense relating to short-term leases	與短期租賃有關的開支	3,626	5,502
Total amount recognised in profit or loss	於損益內確認的總金額	60,328	63,613

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

17 Intangible Assets

17 無形資產

		Goodwill 商譽 HK\$'000 千港元	Trademarks 商標 HK\$'000 千港元	Cooperation	Total 總計 HK\$'000 千港元
				Contracts 合作合約 HK\$'000 千港元	
Cost	成本				
At 1 January 2020	於二零二零年 一月一日	-	-	-	-
Arising on acquisition of a subsidiary (note 36)	自收購一間附屬 公司產生 (附註36)	15,329	10,904	3,152	29,385
Exchange alignment	匯兌調整	997	709	205	1,911
At 31 December 2020	於二零二零年 十二月三十一日	16,326	11,613	3,357	31,296
Accumulated amortisation and impairment	累計攤銷及減值				
At 1 January 2020	於二零二零年 一月一日	-	-	-	-
Amortisation charge for the year	年內 攤銷費用	-	565	164	729
Exchange alignment	匯兌調整	-	40	11	51
At 31 December 2020	於二零二零年 十二月三十一日	-	605	175	780
Carrying amount	賬面金額				
At 31 December 2020	於二零二零年 十二月三十一日	16,326	11,008	3,182	30,516
At 31 December 2019	於二零一九年 十二月三十一日	-	-	-	-

During the year ended 31 December 2020, amortisation of the Group's intangible assets has been charged to other expenses in the consolidated statement of profit or loss and other comprehensive income.

截至二零二零年十二月三十一日止年度，本集團的無形資產攤銷已於綜合損益及其他全面收入表的其他開支中扣除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

17 Intangible Assets (Continued)

Impairment test for goodwill

For the purpose of impairment testing, intangible assets in respect of the goodwill, trademarks and cooperation contracts in the consolidated financial statements have been allocated to an individual CGU, namely Yaoliang (Shanghai) Food Co., Limited (“Yaoliang”), engaged in operating food counters in the PRC. The total carrying amount of the intangible assets in respect of the goodwill, trademarks and cooperation contracts allocated to this CGU is approximately HK\$30,516,000.

The recoverable amount of the Yaoliang has been determined based on the value-in-use calculations. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period and pre-tax discount rate of 16.15%. Assumed growth rate is used to extrapolate the cash flows in the following years. The financial budgets assume an average growth rate ranging from -1.1% to 11% and a terminal growth rate of 2.6% taking into account of long term gross domestic product growth, inflation rate and other relevant economic factors. The Directors believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the CGU to exceed the its recoverable amount.

At 31 December 2020, the management is of the view that the goodwill was not impaired as its recoverable amount exceed its carrying amount.

17 無形資產 (續)

商譽減值測試

就減值測試而言，與商譽、商標及綜合財務報表合作合約有關的無形資產已分配予個別現金產生單位，即耀良(上海)食品有限公司(「耀良」)，該公司於中國從事經營食品專櫃。分配予該現金產生單位的商譽、商標及合作合約的無形資產賬面總值約為30,516,000港元。

於耀良之可收回金額乃根據使用價值計算而釐定。該計算方法使用以管理層批准的五年期財務預算為基礎的現金流量預測及稅前折現率16.15%。假定增長率用於推斷未來數年的現金流。財務預算假設平均增長率介乎-1.1%至11%，考慮到長期國內生產總值增長、通貨膨脹率及其他相關經濟因素，最終增長率為2.6%。本公司董事相信，可收回金額所依據的主要假設有任何合理可能的變動，均不會導致現金產生單位的賬面值超過其可收回金額。

於二零二零年十二月三十一日，管理層認為商譽並無減值，因為其可收回金額超過其賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

18 Deposits Placed for Life Insurance Policies 18 投購壽險保單保費

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Life insurance policy	壽險保單	2,176	2,115

Life Insurance Policy

In April 2009, the Group entered into a life insurance policy with an insurance company to insure an Executive Director, Mr. Chan Chun Kit. Under the policy, the beneficiary and policy holder is Orient Century Limited ("Orient Century"), a Company's subsidiary and the total insured sum is USD750,000 (approximately HK\$5,850,000). Orient Century is required to pay ten annual instalments of USD26,055 up to 30 April 2019 (approximately HK\$203,229) including a premium charge at inception of the policy amounting to USD8,100 (approximately HK\$63,180). Orient Century can terminate the policy at any time and receive cash back based on the cash value of the policy at the date of withdrawal, which is determined by the accumulated deposit payments plus accumulated interest earned and minus the accumulated insurance charge and policy expense charge.

In addition, if withdrawal is made between the 1st to 15th policy year, there is a specified amount of surrender charge. The insurance company will pay Orient Century an guaranteed interest of 5.55% on annum basis for first 20 years. Commencing on the 21st year, the interest will become 3% per annum plus a premium determined by the insurance company on an annual basis.

壽險保單

於二零零九年四月，本集團與一間保險公司簽訂一份壽險保單，以為執行董事陳振傑先生投保。根據保單，受益人及保單持有人為本公司附屬公司奧聯有限公司（「奧聯」），而總保額為750,000美元（約5,850,000港元）。奧聯須分十年支付26,055美元（約203,229港元），直至二零一九年四月三十日，包括於保單訂立時的保費8,100美元（約63,180港元）。奧聯可於任何時間終止保單，並按於退保日期保單的現金價值收回現金，而現金價值乃按累計按金加已賺取累計利息並減累計保險收費與保單開支收費釐定。

再者，倘於第一至第十五個保單年度內退保，保險公司將收取定額退保費用。保險公司將於首二十年按保證年利率5.55厘向奧聯支付利息。自第二十一年起，利息將按年利率3厘計算，並加每年支付由保險公司釐定的保費。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

19 Financial Instruments by Category

19 按類別劃分的金融工具

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets at amortised cost	按攤銷成本列賬的金融資產		
Rental deposits	租金按金	14,871	14,948
Deposits placed for life insurance policies	投購壽險保單保費	2,176	2,115
Trade receivables	貿易應收款項	5,462	3,844
Deposits and other receivables	按金及其他應收款項	16,693	14,620
Loan receivable	應收貸款	10,000	-
Amount due from a non-controlling shareholder	應收一名非控股股東款項	9,825	-
Amounts due from related companies	應收關聯公司款項	70	-
Pledged bank deposits	已抵押銀行存款	-	11,029
Cash and cash equivalents	現金及現金等價物	28,949	71,151
		88,046	117,707
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債		
Trade payables	貿易應付款項	19,418	16,350
Accruals and other payables	應計費用及其他應付款項	29,329	25,382
Amount due to a non-controlling shareholder	應付一名非控股股東的款項	241	-
Bank borrowings	銀行借款	22,408	7,444
Lease liabilities	租賃負債	168,640	208,865
		240,036	258,041

20 Inventories

20 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Food and beverages	食品及飲品	12,375	13,968

As at 31 December 2019 and 2020, there were no inventories stated at net realisable value.

於二零一九年及二零二零年十二月三十一日，概無存貨按可變現淨值列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

21 Trade Receivables

21 貿易應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	貿易應收款項	5,787	3,955
Less: Allowance for impairment losses	減：減值虧損撥備	(325)	(111)
		5,462	3,844

The Group's sales from its restaurant operations are mainly conducted in cash or by credit cards. The credit period granted by the Group to its customers ranges from 0 to 30 days.

本集團酒樓業務的營業額主要以現金或信用卡結算。本集團向其顧客授出的信貸期介乎0至30日。

The ageing analysis of trade receivables based on invoice date (net of allowance for impairment losses) is as follows:

按發票日期呈列的貿易應收款項(扣除減值虧損撥備後)賬齡分析如下：

		31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
0 to 30 days	0至30日	4,635	3,352
31 to 60 days	31至60日	184	209
61 to 90 days	61至90日	174	155
Over 90 days	90日以上	469	128
		5,462	3,844

The Group applies simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

本集團採用簡化方法計量預期信貸虧損，該方法就所有貿易應收款項使用全期預期信貸虧損撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

21 Trade Receivables (Continued)

Movements in loss allowance recognised in respect of trade receivables are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
As at 1 January	於一月一日	111	99
Loss allowance recognised for the year	年內確認的虧損撥備	209	14
Exchange alignment	匯兌調整	5	(2)
As at 31 December	於十二月三十一日	325	111

Due to the short-term nature of the trade receivables, their carrying amounts approximate to their fair values and are denominated in HK\$ or RMB, which are the functional currencies of the respective group entities. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables mentioned above. The Group does not hold any collateral as security.

21 貿易應收款項 (續)

就貿易應收款項已確認的虧損撥備變動如下：

因貿易應收款項的短期性質使然，其賬面值與其公允值相若，以港元或人民幣（為各集團實體的功能貨幣）計值。於報告日期所面對的最大信貸風險為上述貿易應收款項的賬面值。本集團並無持有任何抵押品作為擔保。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

22 Deposits, Prepayments and Other Receivables 22 按金、預付款項及其他應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Rental deposits	租金按金	17,056	21,749
Utility deposits	公用按金	1,308	1,913
Other deposits, prepayments and other receivables	其他按金、預付款項及其他應收款項	9,938	8,229
Government grant receivables	應收政府補貼	4,575	-
		32,877	31,891
Less: Non-current portion – rental deposits	減：非即期部分 – 租金按金	(14,871)	(14,948)
Current portion	即期部分	18,006	16,943

The carrying amounts of deposits, prepayments and other receivables approximate their fair values and are denominated in HK\$ or RMB, which are the functional currencies of the respective group entities.

按金、預付款項及其他應收款項的賬面值與其公允值相若，以港元或人民幣（即各集團實體的功能貨幣）計值。

23 Loan Receivable

23 應收貸款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Fixed-rate loan receivable	固定利率應收貸款	10,000	-

As at 31 December 2020, the Group's loan receivable represents unsecured loan receivable of HK\$10,000,000 from an independent third party bearing interest at a fixed rate of 6% per annum and repayable in June 2021.

於二零二零年十二月三十一日，本集團的應收貸款指應收一名獨立第三方的無抵押貸款10,000,000港元，按每年6厘的固定利率計息，應於二零二一年六月償還。

Details of impairment assessment are set out in Note 5.

減值評估詳情載於附註5。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

24 Amounts Due from/(to) Non-Controlling Shareholders 24 應收/(應付)非控股股東款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Amount due from a non-controlling shareholder	應收一名非控股股東款項		
Interest-free (note i)	免息(附註i)	3,805	—
Fixed rate of 3% per annum (note ii)	固定年利率3厘(附註ii)	6,020	—
		9,825	—
Amount due to a non-controlling shareholder (note iii)	應付一名非控股股東款項 (附註iii)	241	—

Notes:

- (i) Secured and has no fixed repayment term.
- (ii) Secured and repayable in December 2021.
- (iii) Unsecured, interest free and has no fixed repayment term.

附註：

- (i) 有抵押，無固定還款期。
- (ii) 有抵押，須於二零二一年十二月償還。
- (iii) 無抵押、免息及無固定還款期。

25 Pledged Bank Deposits

As at 31 December 2019, the balances, which were carried at the prevailing market interest rate at 1.2% to 1.4% per annum represent deposits pledged to banks to secure short-term bank borrowings (Note 31) granted to the Group, and therefore classified as current assets. As at 31 December 2019, all the pledged bank deposits were denominated in HK\$.

No pledged bank deposits as at 31 December 2020.

25 已抵押銀行存款

於二零一九年十二月三十一日，按現行市場利率年利率1.2厘至1.4厘計息的結餘指抵押予銀行的存款以獲取授予本集團的短期銀行借款(附註31)，因此被分類為流動資產。於二零一九年十二月三十一日，所有已抵押銀行存款均以港元計值。

於二零二零年十二月三十一日，並無抵押銀行存款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

26 Cash and Cash Equivalents and Other Cash Flow Information

(a) Cash and cash equivalents comprise:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash at banks	銀行現金	28,546	70,201
Cash on hand	手頭現金	403	950
Cash and cash equivalents in the consolidated statement of financial position and in the consolidated statement of cash flows	於綜合財務狀況表及綜合現金流量表的現金及現金等價物	28,949	71,151
Maximum exposure to credit risk	最高信貸風險	28,546	70,201

Majority of the Group's cash and cash equivalents are denominated in HK\$ or RMB, which are the functional currencies of the respective group entities. Cash at banks earns interest at floating rates based on daily bank deposit rates.

26 現金及現金等價物及其他現金流量資料

(a) 現金及現金等價物包含：

本集團大部分現金及現金等價物以港元或人民幣(即各集團實體的功能貨幣)計值。銀行現金以每日銀行存款利率為基準的浮動利率賺取利息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

26 Cash and Cash Equivalents and Other Cash Flow Information (Continued)

(b) Reconciliation of loss before income tax to cash generated from operations:

26 現金及現金等價物及其他現金流量資料(續)

(b) 除所得稅前虧損與經營所得現金的對賬：

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss before income tax		(40,850)	(50,093)
Adjustments for:			
Depreciation	10	61,544	60,655
Amortisation	10	729	-
Finance costs	11	13,201	11,393
Interest income	8	(161)	(693)
Premium charged on life insurance policies		40	38
Impairment loss on property, plant and equipment	15	5,015	3,579
Impairment loss on right-of-use assets	16	13,534	18,155
Impairment loss on trade receivables	10	209	14
Reversal of provision for reinstatement cost	33	(338)	-
Gain on early termination of leases, net		(21,059)	-
Rent concessions	10	(8,276)	-
Property, plant and equipment written-off	10	4,770	-
Operating cash flows before changes in working capital		28,358	43,048
Changes in working capital:			
Decrease in inventories		2,332	1,836
Decrease in trade receivables		1,079	184
Decrease/(increase) in deposits, prepayments and other receivables		1,017	(3,207)
Increase in loan receivable		(10,000)	-
(Decrease)/increase in trade payables		(2,600)	9,010
Increase in amounts due from related companies		(70)	-
Increase in contract liabilities		4,158	848
Decrease/(increase) in pledged bank deposits		11,029	(27)
(Decrease)/increase in accruals, provisions and other payables		(6,951)	9,192
Cash generated from operations		28,352	60,884

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

26 Cash and Cash Equivalents and Other Cash Flow Information (Continued)

(c) Reconciliation of liabilities arising from financing activities:

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flow was, or future cash flow will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

26 現金及現金等價物及其他現金流量資料 (續)

(c) 融資活動所產生負債的對賬：

下表載列本集團自融資活動所產生負債之變動(包括現金及非現金變動)詳情。自融資活動所產生的負債為本集團於綜合現金流量表分類為融資活動所得現金流量的現金流量或未來現金流量。

		Bank borrowings 銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Other borrowing 其他借款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	10,567	120,263	-	130,830
Changes from financing cash flows:	融資現金流量之變動：				
Repayment of bank borrowings	償還銀行借款	(3,123)	-	-	(3,123)
Capital element of lease rentals paid	已付租賃租金的資本部分	-	(35,655)	-	(35,655)
Interest element of lease rentals paid	已付租賃租金的利息部分	-	(10,880)	-	(10,880)
Borrowing costs paid	已付借款成本	(513)	-	-	(513)
Total changes from financing cash flows	融資現金流量之變動總額	(3,636)	(46,535)	-	(50,171)
Other changes	其他變動				
Increase in leases liabilities from entering into new leases during the year	租賃負債因年內訂立新租賃而增加	-	123,655	-	123,655
Adjustment on the modification of the lease term	因租賃條款修訂而作出的調整	-	1,136	-	1,136
Interest expenses (Note 11)	利息開支(附註11)	513	10,880	-	11,393
Exchange alignment	匯兌調整	-	(534)	-	(534)
Total other changes	其他變動總額	513	135,137	-	135,650

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

26 Cash and Cash Equivalents and Other Cash Flow Information (Continued)

(c) Reconciliation of liabilities arising from financing activities: (Continued)

26 現金及現金等價物及其他現金流量資料 (續)

(c) 融資活動所產生負債的對賬：
(續)

		Bank borrowings 銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Other borrowing 其他借款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 31 December 2019 and at 1 January 2020	於二零一九年十二月三十一日及於二零二零年一月一日	7,444	208,865	-	216,309
Changes from financing cash flows:	融資現金流量之變動：				
Repayment of bank borrowings	償還銀行借款	(7,444)	-	-	(7,444)
Proceeds from new bank borrowings	新銀行借款所得款項	20,000	-	-	20,000
Repayment of other borrowing	償還其他借款	-	-	(1,363)	(1,363)
Capital element of lease rentals paid	已付租賃租金的資本部分	-	(38,074)	-	(38,074)
Interest element of lease rentals paid	已付租賃租金的利息部分	-	(12,302)	-	(12,302)
Borrowing costs paid	已付借款成本	(252)	-	(52)	(304)
Total changes from financing cash flows	融資現金流量之變動總額	12,304	(50,376)	(1,415)	(39,487)
Other changes	其他變動				
Increase in leases liabilities from entering into new leases during the year	年內訂立新租賃而產生的租賃負債增加	-	9,509	-	9,509
Arising on acquisition of subsidiaries (note 36)	來自收購附屬公司(附註36)	2,261	6,345	1,363	9,969
Adjustment on the modification of the lease term	修訂租賃條款的調整	-	3,710	-	3,710
Adjustment on early termination of leases	提早終止租賃的調整	-	(21,754)	-	(21,754)
Rent concessions	租金減免	-	(8,276)	-	(8,276)
Interest expenses (Note 11)	利息開支(附註11)	252	12,897	52	13,201
Exchange alignment	匯兌調整	147	7,720	-	7,867
Total other changes	其他變動總額	2,660	10,151	1,415	14,226
At 31 December 2020	於二零二零年十二月三十一日	22,408	168,640	-	191,048

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

27 Share Capital

27 股本

		Number of Ordinary shares 普通股數目	Nominal value of Ordinary share 普通股面值 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each as at 1 January 2019, 31 December 2019 and 2020	於二零一九年一月一日 以及二零一九年及 二零二零年十二月 三十一日每股面值 0.01 港元之普通股	2,000,000,000	20,000
Issued and fully paid:	已發行及繳足：		
As at 1 January 2019	於二零一九年一月一日	800,000,000	8,000
Issue of new shares pursuant to rights issue (Note)	根據供股發行新股份 (附註)	200,000,000	2,000
As at 31 December 2019 and 31 December 2020	於二零一九年十二月 三十一日及二零二零年 十二月三十一日	1,000,000,000	10,000

Note: On 17 December 2019, the Company completed its rights issue by issuing 200,000,000 rights shares on the basis of one rights share for every four then existing shares, at the subscription price of HK\$0.238 per rights share (the "rights issue"). The net cash proceeds of approximately HK\$45,750,000, after share issue expenses of approximately HK\$1,850,000 were used for the repayment of the Group's indebtedness and interest expenses; payment of renovation and refurbishment costs incurred for recently opened restaurants and other existing restaurants; and for the general working capital for the Group. The rights issue has increased the share capital and share premium of the Company by HK\$2,000,000 and approximately HK\$43,750,000 respectively. Those rights shares rank pari passu in all respects with the ordinary shares of the Company in issue on that date.

附註：於二零一九年十二月十七日，本公司完成按當時每持有四股現有股份獲發一股供股股份之基準以認購價每股供股股份0.238港元發行200,000,000股供股股份進行的供股（「供股」）。扣除股份發行開支約1,850,000港元後，所得款項淨額約45,750,000港元乃用作償還本集團債務及利息開支；支付近期開設的餐廳及其他現有餐廳產生的翻新及裝修成本開支；及本集團的一般營運資金。供股令本公司的股本及股份溢價分別增加2,000,000港元及約43,750,000港元。供股股份與本公司當日已發行普通股份在各方面均享有同等權益。

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綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

28 Trade Payables

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

		31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
0 to 30 days	0至30日	8,708	10,996
31 to 60 days	31至60日	7,334	3,427
61 to 90 days	61至90日	906	1,747
Over 90 days	90日以上	2,470	180
		19,418	16,350

The carrying amounts of trade payables approximate their fair values and are denominated in HK\$ or RMB, which are the functional currencies of the respective group entities.

28 貿易應付款項

按發票日期呈列的貿易應付款項賬齡分析如下：

	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
0 to 30 days	8,708	10,996
31 to 60 days	7,334	3,427
61 to 90 days	906	1,747
Over 90 days	2,470	180
	19,418	16,350

貿易應付款項的賬面值與其公允值相若，並以港元或人民幣(為各集團實體的功能貨幣)計值。

29 Accruals, Provisions and Other Payables

Accrued expenses	應計開支	20,513	18,222
Other payables	其他應付款項	8,027	6,856
Temporary receipts	暫收款	789	304
Provision for unutilised paid annual leave	未取用有薪年假撥備	—	644
Total accruals, provisions and other payables	應計費用、撥備總額及其他應付款項	29,329	26,026

All of the accruals, provisions and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

The carrying amounts of accruals, provisions and other payables approximate their fair values and are denominated in HK\$ or RMB, which are the functional currencies of the respective group entities.

29 應計費用、撥備以及其他應付款項

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accrued expenses	20,513	18,222
Other payables	8,027	6,856
Temporary receipts	789	304
Provision for unutilised paid annual leave	—	644
Total accruals, provisions and other payables	29,329	26,026

應計費用、撥備以及已收按金預期將在一年內結清或確認為收入，或按需償還。

應計費用、撥備以及其他應付款項的賬面值與其公允值相若，並以港元或人民幣(即各集團實體的功能貨幣)計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

30 Contract Liabilities

The Group has recognised the following revenue-related contract liabilities.

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current	流動	21,823	16,590

Contract liabilities represent the advance payments from customers, while the underlying services are not yet provided as at 31 December 2019 and 2020. The portion to be recognised within one year after the end of each reporting period is classified as current liabilities in the consolidated statements of financial position.

Movement in the contract liabilities balances during the years ended 31 December 2019 and 2020 is as follows:

30 合約負債

本集團已確認以下收益相關合約負債。

合約負債指客戶預付款項，而相關服務於二零一九年及二零二零年十二月三十一日尚未提供。於各報告期末後一年內將予確認的部分乃於綜合財務狀況表內分類為流動負債。

於截至二零一九年及二零二零年十二月三十一日止年度的合約負債結餘的變動如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日的賬面值	16,590	15,885
Exchange alignment	匯兌調整	1,075	(143)
Revenue recognised during the year (note 8(ii))	年內已確認收益 (附註8(ii))	(8,033)	(10,428)
Consideration received from customers, excluding amounts recognised as revenue during the year	已收客戶代價，不包括年內已確認為收益的款項	12,191	11,276
Carrying amount at 31 December	於十二月三十一日的賬面值	21,823	16,590

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

31 Bank Borrowings

31 銀行借款

	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Bank borrowings due for repayment within one year – secured	–	7,444
Bank borrowings due for repayment within one year – unsecured	3,099	–
Bank borrowings due for repayment after one year which contain a repayment on demand clause – unsecured	19,309	–
	22,408	7,444

As at 31 December 2019, the banking facilities of the Group were secured by bank deposits of approximately HK\$11,029,000 of the Group and corporate guarantee of the Company.

At as 31 December 2020, the banking facilities of the Group with HK\$20,000,000 were guaranteed by the Hong Kong Government, certain of the existing and former controlling shareholders and HK\$2,408,000 was guaranteed by one of the non-controlling shareholders and third parties.

No covenants relating to the Group or the subsidiary's financial ratios were required by the banks as at 31 December 2019 and 2020.

於二零一九年十二月三十一日，本集團的銀行融資由本集團約11,029,000港元的銀行存款及本公司的公司擔保作抵押。

於二零二零年十二月三十一日，本集團的銀行融資20,000,000港元由香港特別行政區、若干現有及前控股股東擔保，而2,408,000港元由其中一名非控股股東及第三方擔保。

於二零一九年及二零二零年十二月三十一日，銀行並無要求與本集團或附屬公司的財務比率有關的契約。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

31 Bank Borrowings (Continued)

Repayments of bank borrowings based on the scheduled repayment dates set out in the loan agreements are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	3,099	7,444
Over one year but less than two years	超過一年但少於兩年	4,815	–
Over two years but less than five years	超過兩年但少於五年	14,494	–
		22,408	7,444

The weighted average effective interest rates at the respective reporting date were set out as follows:

		2020 二零二零年	2019 二零一九年
Bank borrowings	銀行借款	2.83%	4.82%

The carrying amounts of current bank borrowings approximate their fair values, as the impact of discounting was not significant on the borrowings carried floating interest rate.

31 銀行借款 (續)

按貸款協議所載的計劃還款日期劃分的償還銀行借款的詳情如下：

於相關報告日期的加權平均實際利率列載如下：

由於貼現對借款浮動利率影響不大，故即期銀行借款的賬面值與其公允值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

32 Lease Liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the reporting period are as follows:

32 租賃負債

下表載列本集團租賃負債於報告期末的餘下合約到期日：

		At 31 December 2020 於二零二零年 十二月三十一日		At 31 December 2019 於二零一九年 十二月三十一日	
		Present		Present	
		value of the minimum lease payment 最低租賃 付款現值 HK\$'000 千港元	Total minimum lease payment 最低租賃 付款總額 HK\$'000 千港元	value of the minimum lease payment 最低租賃 付款現值 HK\$'000 千港元	Total minimum lease payment 最低租賃 付款總額 HK\$'000 千港元
Within 1 year	一年內	40,431	51,374	67,267	69,209
After 1 year but within 2 years	超過一年但少於兩年	35,731	44,405	48,994	53,664
After 2 years but within 5 years	超過兩年但少於五年	66,693	80,707	68,469	88,909
After 5 years	五年後	25,785	28,833	24,135	43,853
		128,209	153,945	141,598	186,426
		168,640	205,319	208,865	255,635
Less: Total future interest expenses	減：未來利息開支 總額		(36,679)		(46,770)
Present value of lease liabilities	租賃負債現值		168,640		208,865

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

33 Provision for Reinstatement Costs

33 修復成本撥備

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	6,055	4,823
Additions	增加	-	1,250
Reversal made during the year	年內作出之撥回	(338)	-
Exchange alignment	匯兌調整	168	(18)
At 31 December	於十二月三十一日	5,885	6,055
Less: Non-current portion	減：非即期部分	(4,573)	(4,743)
Current portion	即期部分	1,312	1,312

Provision for reinstatement costs is recognised for the costs to be incurred for the reinstatement of the properties used by the Group for its operations upon expiration of the relevant leases. The Group expected that the present value of the costs approximates their undiscounted costs.

修復成本撥備乃就本集團於相關租賃到期後修復其經營所用物業所產生的成本而確認。本集團預期該等成本的現值與其未貼現成本相若。

34 Deferred Tax (Liabilities)/Assets

34 遞延稅項(負債)/資產

(a) The analysis of deferred tax (liabilities)/assets is as follows:

(a) 遞延稅項(負債)/資產分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	(2,902)	-
Deferred tax assets	遞延稅項資產	852	1,144
		(2,050)	1,144

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34 Deferred Tax (Liabilities)/Assets

(Continued)

(a) The analysis of deferred tax (liabilities)/assets is as follows: (Continued)

The movements in deferred tax (liabilities)/assets during the current and prior years, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Deferred tax

		Decelerated tax depreciation 減速稅項折舊 HK\$'000 千港元	Tax losses 稅務虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	4,906	3,268	206	8,380
Exchange alignment	匯兌調整	(17)	(4)	(1)	(22)
Charged to consolidated statement of profit or loss and other comprehensive income (note 12)	扣除自綜合損益及其他全面收益表(附註12)	(3,763)	(3,264)	(187)	(7,214)
At 31 December 2019	於二零一九年十二月三十一日	1,126	-	18	1,144
At 1 January 2020	於二零二零年一月一日	1,126	-	18	1,144
Exchange alignment	匯兌調整	51	40	(215)	(124)
Arising on acquisition of a subsidiary (note 36)	自收購一間附屬公司產生(附註36)	-	415	(3,514)	(3,099)
Credited/(charged) to consolidated statement of profit or loss and other comprehensive income (note 12)	計入/(扣除自)扣除自綜合損益及其他全面收益表(附註12)	(343)	190	182	29
At 31 December 2020	於二零二零年十二月三十一日	834	645	(3,529)	(2,050)

34 遞延稅項(負債)/資產(續)

(a) 遞延稅項(負債)/資產分析如下:(續)

於本年度及過往年度期間的遞延稅項(負債)/資產變動(並無計及同一稅務司法權區的結餘抵銷)如下:

遞延所得稅

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34 Deferred Tax Assets (Continued)

(b) Deferred tax assets have not been recognised in respect of the following items:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deductible temporary differences	可扣減暫時差額	10,762	19,884
Tax losses	稅項虧損	109,076	51,812
		119,838	71,696

Notes:

- (i) The deductible temporary differences do not expire under the current tax legislation.
- (ii) Tax losses of approximately HK\$18,186,000 (2019: HK\$7,085,000) arising from the Group's restaurant business in the PRC will expire in the fifth year commencing from the year the loss incurred whereas tax losses of approximately HK\$90,890,000 (2019: HK\$44,727,000) arising from the Group's other subsidiaries in Hong Kong do not expire under the current tax legislation.

附註：

- (i) 根據現行稅法，可扣減暫時差額並不會到期。
- (ii) 根據現行稅法，本集團於中國之酒樓業務產生的稅項虧損約18,186,000港元(二零一九年：7,085,000港元)將自產生虧損年度起計第五年到期，而本集團於香港之其他附屬公司產生的稅項虧損約90,890,000港元(二零一九年：44,727,000港元)並不會到期。

35 Major Non-Cash Transactions

For the year ended 31 December 2020 and 2019, the Group entered into lease arrangements in respect of lease modification and the acquisition of right-of-use assets with a total capital value of approximately HK\$13,219,000 and HK\$125,856,000, respectively.

35 主要非現金交易

截至二零二零年及二零一九年十二月三十一日止年度，本集團就租賃修訂及收購使用權資產訂立租賃安排，其資本價值分別約為13,219,000港元及125,856,000港元。

36 Acquisition of Subsidiaries

(i) Accounted for as business combination

On 9 January 2020, the Group entered into an equity transfer agreement to acquire 70% equity interest in Yaoliang (Shanghai) Food Co. Ltd ("Yaoliang") (耀良(上海)食品有限公司) which operates more than 30 food counters selling roasted meat and delicatessen under the brand names of "Sun Kau Kee* (新玖記)" and "Chaojiangjun* (潮將軍)" through online and offline stores at Freshippo in Shanghai, the PRC at the consideration of RMB22,400,000.

36 收購附屬公司

(i) 作為業務合併入賬

於二零二零年一月九日，本集團訂立股權轉讓協議，以人民幣22,400,000元的代價收購耀良(上海)食品有限公司(「耀良」)70%的股權，該公司通過位於中國上海的盒馬鮮生線上及線下門店經營超過30個食品櫃檯，以「新玖記」及「潮將軍」品牌銷售燒味及熟食。

* For identification purposes only

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

36 Acquisition of Subsidiaries (Continued)

(i) Accounted for as business combination (Continued)

Pursuant to the equity transfer agreement, there is a consideration adjustment mechanism, if the audited revenue for the financial year 2019 is less than RMB40,000,000, the consideration will be adjusted downwards by the adjustment amount, being calculated at 70% of the 80% of the excess of the RMB40,000,000 over the audited revenue. As a result, the consideration was adjusted to approximately to RMB21,387,000 (equivalent to approximately HK\$24,178,000).

The acquisition of Yaoliang was completed on 22 July 2020 and has been accounted for using the acquisition method. Yaoliang is principally engaged in operating food counters in the PRC. The fair value of the identifiable assets and liabilities of Yaoliang acquired as at its date of acquisition is as follows:

36 收購附屬公司 (續)

(i) 作為業務合併入賬 (續)

根據股權轉讓協議，存在代價調整機制，若二零一九財政年度經審核收入低於人民幣40,000,000元，則代價將按調整金額向下調整，按人民幣40,000,000元超出經審核收入的80%的70%計算。因此，代價調整為約至人民幣21,387,000元（相當於約24,178,000港元）。

收購耀良已於二零二零年七月二十二日完成，並採用收購法入賬。耀良主要在中國從事經營食品櫃檯。收購的耀良於收購日期的可識別資產及負債的公允價值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	2,422
Right-of-use assets	使用權資產	887
Intangible assets (note i)	無形資產	14,056
Rental deposits	租金按金 (附註 i)	196
Inventories	存貨	271
Trade receivables	貿易應收款項	2,782
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	2,013
Amount due from a shareholder	應收一名股東款項	9,225
Cash and cash equivalents	現金及現金等價物	2,366
Trade payables	貿易應付款項	(5,078)
Accruals and other payables	應計費用及其他應付款項	(5,726)
Amount due to a shareholder	應付一名股東款項	(254)
Lease liabilities	租賃負債	(3,796)
Deferred tax liabilities	遞延稅項負債	(3,099)
Bank borrowing	銀行借款	(2,261)
Other borrowings	其他借款	(1,363)
Total identifiable net assets at fair value	按公允值的可識別資產淨值總額	12,641
Less: Non-controlling interests (note ii)	減：非控股權益 (附註 ii)	(3,792)
Identifiable net assets acquired	可識別已收購資產淨值	8,849
Satisfied by cash consideration	以現金代價結付	24,178

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

36 Acquisition of Subsidiaries (Continued)

(i) Accounted for as business combination (Continued)

36 收購附屬公司 (續)

(i) 作為業務合併入賬 (續)

		HK\$'000 千港元
Goodwill arising on acquisition:	收購產生的商譽：	
Consideration transferred	已轉讓現金代價	24,178
Less: recognised amount of identifiable net assets acquired	減：所收購可識別資產淨額的已確認金額	(8,849)
Goodwill arising on acquisition	收購產生的商譽	15,329

Notes:

(i) Fair values of acquired identifiable intangible assets

The fair values of the acquired trademarks and cooperation contracts amounting to approximately HK\$10,904,000 and HK\$3,152,000 respectively are recognised upon the acquisition based on valuation for these assets. Deferred tax liabilities of approximately HK\$3,514,000 has been provided in relation to these fair value adjustments.

(ii) Non-controlling interests

The Group has chosen to recognise the non-controlling interests at proportionate share of net assets for this acquisition.

(iii) The fair values of the identifiable intangible assets acquired were estimated by applying the income approach. This is a level 3 fair value measurement. The key assumptions are set out as follows:

Discount rate	11.97%
Terminal growth rate	2.6%
Revenue growth rate	11%

The Group recognised the excess of fair value of the consideration transferred over the fair value of the net identifiable assets acquired as the goodwill.

The goodwill will not be deductible for tax purpose. The goodwill arising on the acquisition of Yaoliang is attributable to the anticipated profitability of its operations in the new markets.

附註：

(i) 所收購的可識別無形資產的公平值

所收購商標及合作合約之公平值分別為約10,904,000港元及3,152,000港元，乃於收購時根據該等資產之估值確認。已就該等公平值調整計提遞延稅項負債約3,514,000港元。

(ii) 非控股權益

本集團已選擇按應佔資產淨值比例確認該收購事項的非控股權益。

(iii) 所收購的可識別無形資產之公平值採用收入法估算。這是第三級公平值計量。主要假設如下：

折現率	11.97%
終值增長率	2.6%
收益增長率	11%

本集團將已轉讓代價的公平值超出所收購的可識別資產淨額的公平值的差額確認為商譽。

商譽不會被扣稅。收購耀良產生的商譽乃由於其在新市場的預期盈利能力所致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

36 Acquisition of Subsidiaries (Continued)

(i) Accounted for as business combination (Continued)

		HK\$'000 千港元
An analysis of the cash flow in respect of the acquisition of a subsidiary is as follows:	有關收購一間附屬公司的現金流量分析如下：	
Cash consideration	現金代價	24,178
Less: Cash and cash equivalents	減：現金及現金等價物	(2,366)
Cash outflow on acquisition of the subsidiary	收購附屬公司的現金流出	21,812

The Group incurred HK\$780,000 transaction costs for this acquisition and that amount was included in other expenses in profit or loss.

Impact of acquisition on the result of the Group

Included in the loss for the year ended 31 December 2020 was revenue of approximately HK\$13,621,000 and loss of approximately HK\$1,143,000 contributed by Yaoliang.

Had the acquisition occurred on 1 January 2020, the revenue and loss for the Group for the year ended 31 December 2020 would have been approximately HK\$256,275,000 and HK\$44,780,000 respectively.

The proforma information was for illustrative purposes only and was not necessarily an indication of total revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2020, nor is intended to be a projection of future results.

36 收購附屬公司 (續)

(i) 作為業務合併入賬 (續)

本集團就該收購事項產生交易成本780,000港元，該金額計入損益的其他開支。

收購事項對本集團業績的影響

截至二零二零年十二月三十一日止年度的年內虧損包括收益約13,621,000港元及耀良貢獻的虧損約1,143,000港元。

倘收購發生在二零二零年一月一日，本集團截至二零二零年十二月三十一日止年度的收益及虧損分別約為256,275,000港元及44,780,000港元。

備考資料僅供說明用途，並不一定顯示倘收購事項於二零二零年一月一日完成後本集團實際可達致的總收益及經營業績，亦不擬作為未來業績的預測。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

36 Acquisition of Subsidiaries (Continued)

(ii) Accounted for as asset acquisition

Pursuant to the equity transfer agreement dated 31 July 2020, the Group has conditionally agreed to acquire 70% equity interest in a PRC entity, 上海志捷食品有限公司, from independent third parties. The acquisition was completed on 12 August 2020. In the opinion of the directors, the acquisition of 上海志捷食品有限公司 has been accounted for as an asset acquisition as the acquired company did not have significant business prior to the acquisition by the Group except for holding property, plant and equipment for food processing. The identifiable assets and liabilities as at the date of acquisition are as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3,290
Right-of-use assets	使用權資產	2,549
Rental deposits	租金按金	349
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	483
Cash and cash equivalents	現金及現金等價物	11
Other payables	其他應付款項	(2,910)
Amount due to a shareholder	應付一名股東款項	(349)
Lease liabilities	租賃負債	(2,549)
Total identifiable net assets	可識別資產淨值總額	874
Less: Non-controlling interests (note i)	減：非控股權益	(262)
Net identifiable assets and liabilities	可識別資產及負債淨額	612
Satisfied by cash consideration	以現金代價結付	612

Note i: The Group has chosen to recognise the non-controlling interests at proportionate share of net assets for this acquisition.

附註i: 就此次收購而言，本集團選擇按淨資產的比例確認非控股權益。

An analysis of the cash flow in respect of the acquisition of a subsidiary is as follows:

有關收購一間附屬公司的現金流量分析如下：

Cash consideration	現金代價	612
Less: Cash and cash equivalents	減：現金及現金等價物	(11)
Unpaid cash consideration included in other payables of the Group	計入本集團其他應付款項的未付現金代價	(75)
Cash outflow on acquisition of the subsidiary	收購附屬公司的現金流出	526

The Group incurred no material transaction costs for this acquisition.

本集團就該收購事項並無產生重大交易成本。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

37 Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 127 of the consolidated financial statements.

Other reserves

Other reserves of the Group represent (i) the amount arising from a reorganisation of the Company in connection with the listing; (ii) waiver of amounts due to a non-controlling shareholder, related party, and ultimate controlling shareholders; (iii) the difference between the acquisition of additional equity interests from the then non-controlling shareholders and the nominal value of the shares of an existing subsidiary of the Group issued in exchange therefore prior to the listing of the Company's shares; and (iii) the difference between the consideration received on disposal of the entire equity interests of the subsidiaries and the carrying amounts of the net liabilities of the subsidiaries.

37 儲備

本集團當前及前幾年儲備之金額及變動呈列於綜合財務報表第127頁綜合權益變動表內。

其他儲備

本集團其他儲備為(i)來自本公司與上市相關之重組的金額；(ii)由非控股股東、關聯方及最終控股股東帶來的波動金額；(iii)收購來自彼時非控股股東的其他股權與本集團一家現有附屬公司的股份面值之間、於本公司股份上市前發行於聯交所的差額；及(iii)出售附屬公司全部股息所收代價與附屬公司淨負債之賬面值的差額。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

38 Litigation and Contingent Liabilities

Except for the case set out below, the Group did not have significant contingent liabilities as at 31 December 2020 and up to the date of this report.

As announced by the Company on 6 January 2020, Excel Linker (Hong Kong) Limited, an indirect wholly-owned subsidiary of the Company received a Writ of Summons together with an indorsement of claim (the “Indorsement”) dated 31 December 2019 and a statement of claim (the “Statement of Claim”) dated 17 January 2020 issued in the High Court of The Hong Kong Special Administrative Region (the “Court Action”) by Foxhill Investments Limited as plaintiff (the “Plaintiff”) against Excel Linker (Hong Kong) Limited as defendant (the “Defendant”).

It is stated in the Indorsement that the Plaintiff’s claim against the Defendant is in relation to the breach of the Tenancy Agreement dated 18 April 2018 (the “Tenancy Agreement”) for wrongfully failing and/or refusing to pay the rent and/or management fees and/or government rates in respect of the Premises located at Units 201–202 on the Second Floor of Infinitus Plaza, No.199 Des Voeux Road, Central, Hong Kong (the “Premises”) since 1 October 2019. As at 31 December 2020, the Group had recognised a payable approximately HK\$3,525,000 as the rent, management fee, penalty and related interest in relation to the Premises in the consolidated financial statements.

Up to the date of this report, the case is still in proceedings. On the basis of currently available information, the Director’s considered that the legal proceedings are unlikely to result in any other material outflow of economic benefits from the Group and no further provision has been made in the consolidated financial statements.

38 訴訟及或然負債

除下述案件外，於二零二零年十二月三十一日及直至本報告日期，本集團概無重大或然負債。

誠如本公司於二零二零年一月六日所宣佈，本公司間接全資附屬公司俊聯(香港)有限公司接獲一份由惠晉投資有限公司(作為原告人，「原告人」)經香港特別行政區高等法院向俊聯(香港)有限公司(作為被告人，「被告人」)發出日期為二零一九年十二月三十一日之傳訊令狀連同申索背書(「背書」)以及日期為二零二零年一月十七日之申索陳述書(「申索陳述書」)(「法院訴訟」)。

背書中指出，原告人針對被告人提起之申索乃有關違反日期為二零一八年四月十八日之租賃協議(「租賃協議」)，因被告人自二零一九年十月一日起未能及／或拒絕根據租賃協議就位於香港中環德輔道中199號無限極廣場二樓201至202室之物業(「物業」)妥為支付租金及／或管理費及／或政府差餉。於二零二零年十二月三十一日，本集團就物業於綜合財務報表內確認租金、管理費、罰金及相關利息的應付款項約3,525,000港元。

截至本報告日期，訴訟尚未結案。根據現時可獲取的資料，董事認為法律訴訟不會導致本集團出現其他巨額經濟利益流出，且毋須於綜合財務報表內進一步計提撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

39 Capital Commitments

Capital commitment outstanding at 31 December 2020 not provided for in the consolidated financial statements were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted for:	已訂約：		
– property, plant and equipment	– 物業、廠房及設備	1,496,000	–

39 資本承擔

於二零二零年十二月三十一日，未在綜合財務報表中撥備的資本承擔如下：

40 Related Party Transactions

(a) Transactions with related parties

Save as disclosed elsewhere in the consolidated financial statements, the Group had the following significant transactions with its related party during the years:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Rental expenses paid to Richfield Develop Limited (Note)	向富裕拓展有限公司支付租金開支(附註)	214	214

Note: Richfield Develop Limited is a related company controlled by Mr. Chan Chun Kit, a director of the Company. Rental expenses paid to the related company were charged at term mutually agreed by both parties.

40 關聯方交易

(a) 與關聯方的交易

除於綜合財務報表另有披露者外，本集團於有關年度與關聯方訂有以下重大交易：

附註：富裕拓展有限公司為本公司董事陳振傑先生控制的關聯公司。支付予關聯公司的租金開支按雙方相互協定的價格收取。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

40 Related Party Transactions (Continued)

(b) Balances with related parties

Particulars of amounts due from related companies, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

		Maximum amount outstanding during the year		Maximum amount outstanding during the year	
		2020	2020	2019	2019
		年內最高未償還金額	年內最高未償還金額	年內最高未償還金額	年內最高未償還金額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Richfield Develop Limited ⁽ⁱ⁾	富裕拓展有限公司 ⁽ⁱ⁾	66	66	-	-
Poly Wealth Limited ⁽ⁱ⁾	寶利高有限公司 ⁽ⁱ⁾	1	1	-	-
Star Catering Management Limited ⁽ⁱ⁾	利寶閣飲食管理有限公司 ⁽ⁱ⁾	3	3	-	-
		70	70	-	-

Note:

(i) Controlled by Mr. Chan Chun Kit, a director of the Company.

Receivables from related parties are unsecured interest free and repayable on demand.

(c) Key management compensation

The emoluments of directors and members of key management were as follows:

		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Basic salaries, allowances and benefits	基本薪金、津貼及福利	4,357	5,733
Discretionary bonuses	酌情花紅	-	364
Employer's contribution to pension scheme	退休金計劃僱主供款	80	122
		4,437	6,219

Total remuneration is included in "Employee benefits expenses" (see note 9).

40 關聯方交易 (續)

(b) 與關聯方的結餘

根據《香港公司條例》第383(i)(d)及《公司(披露董事利益資料)規例》第3部，應收關聯公司款項的詳情如下：

		Maximum amount outstanding during the year		Maximum amount outstanding during the year	
		2020	2020	2019	2019
		年內最高未償還金額	年內最高未償還金額	年內最高未償還金額	年內最高未償還金額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Richfield Develop Limited ⁽ⁱ⁾	富裕拓展有限公司 ⁽ⁱ⁾	66	66	-	-
Poly Wealth Limited ⁽ⁱ⁾	寶利高有限公司 ⁽ⁱ⁾	1	1	-	-
Star Catering Management Limited ⁽ⁱ⁾	利寶閣飲食管理有限公司 ⁽ⁱ⁾	3	3	-	-
		70	70	-	-

附註：

(i) 由本公司董事陳振傑先生控制。

應收關聯方款項為無抵押、免息及按需償還。

(c) 主要管理人員薪酬

董事及主要管理層成員的薪酬如下：

		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Basic salaries, allowances and benefits	基本薪金、津貼及福利	4,357	5,733
Discretionary bonuses	酌情花紅	-	364
Employer's contribution to pension scheme	退休金計劃僱主供款	80	122
		4,437	6,219

薪酬總額載於「僱員福利開支」一節(請參閱附註9)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 Statement of Financial Position of the Company 41 本公司財務狀況表

(a) Company-level statement of financial position (a) 公司層面財務狀況表

	Notes	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
ASSETS			
Non-current assets			
Interests in subsidiaries	41(c)	34,946	28,231
Current assets			
Prepayments and other receivables		135	223
Pledged bank deposits		—	4,029
Cash and cash equivalents		4,641	16,824
		4,776	21,076
Total assets		39,722	49,307
EQUITY			
Share capital	27	10,000	10,000
Share premium	41(b)	98,884	98,884
Other reserve	41(b)	78	78
Accumulated losses	41(b)	(70,575)	(60,742)
Total equity		38,387	48,220
Current liabilities			
Other payables		1,335	1,087
Total liabilities		1,335	1,087
Total equity and liabilities		39,722	49,307
Net current assets		3,441	19,989

These financial statements were approved and authorised for issue by the Board of directors on 30 March 2021 and are signed on its behalf by:

CHAN Chun Kit
陳振傑
Director
董事

於二零二一年三月三十日，董事會批准及授權發行該等財務報表，並由以下人士代表簽署：

CHAN Josephine Wai Sze
陳瑋詩
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 Statement of Financial Position of the Company (Continued) 41 本公司財務狀況表 (續)

(b) Movements in components of reserve of the Company (b) 本公司儲備組成的變動

		Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2019	於二零一九年一月一日的結餘	55,134	78	(43,639)	11,573
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	(13,103)	(13,103)
Dividend paid (note)	已付股息 (附註)	-	-	(4,000)	(4,000)
Issue of new shares under rights issue, net (note 27)	因供股而發行新股份淨額 (附註27)	43,750	-	-	43,750
Balance at 31 December 2019	於二零一九年十二月三十一日的結餘	98,884	78	(60,742)	38,220
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	(9,833)	(9,833)
Balance at 31 December 2020	於二零二零年十二月三十一日的結餘	98,884	78	(70,575)	28,387

Note: Final dividend of HK\$4,000,000 for the year ended 31 December 2018 was declared on 25 March 2019, and was paid in June 2019.

附註：截至二零一八年十二月三十一日止年度末期股息4,000,000港元於二零一九年三月二十五日宣派及於二零一九年六月派付。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 Statement of Financial Position of the Company (Continued) 41 本公司財務狀況表(續)

(c) Particulars of principal subsidiaries

Details of the principal subsidiaries at the end of the reporting period are as follows:

(c) 主要的附屬公司詳情

於報告期末的主要附屬公司詳情如下：

Name 名稱	Place of incorporation and business and type of legal entity 註冊成立及經營地點及法律實體類型	Particulars of issued share capital 已發行股本詳情	Effective interest held by the Company 本公司所持實際權益	Principal activities 主要業務
Solarday Investment Limited	Hong Kong, limited liability company	HK\$20,000	100%	Restaurant operation
祥匯投資有限公司	香港，有限責任公司	20,000 港元	100%	酒樓營運
Orient Century Limited	Hong Kong, limited liability company	HK\$20,000	100%	Restaurant and Thai cuisine restaurant operation
奧聯有限公司	香港，有限責任公司	20,000 港元	100%	酒樓及泰菜餐廳營運
Great Virtue Investment Limited	Hong Kong, limited liability company	HK\$10,000	100%	Restaurant operation
俊品投資有限公司	香港，有限責任公司	10,000 港元	100%	酒樓營運
Great Virtue (Hong Kong) Investment Limited	Hong Kong, limited liability company	HK\$10,000	100%	Restaurant operation
俊品(香港)投資有限公司	香港，有限責任公司	10,000 港元	100%	酒樓營運
Excel Linker (Hong Kong) Limited	Hong Kong, limited liability company	HK\$1	100%	Ceased business
俊聯(香港)有限公司	香港，有限責任公司	1 港元	100%	停止營運
Smart Best (Asia) Limited	Hong Kong, limited liability company	HK\$100	100%	Ordering of food ingredient for the Group
佳俊(亞洲)有限公司	香港，有限責任公司	100 港元	100%	為本集團訂購食材
利寶閣(深圳)餐飲有限公司	People's Republic of China, limited liability company	RMB23,530,000	100%	Restaurant operation
利寶閣(深圳)餐飲有限公司	中華人民共和國，有限責任公司	人民幣23,530,000元	100%	酒樓營運
利寶閣(深圳)宴會餐飲有限公司	People's Republic of China, limited liability company	RMB13,000,000	100%	Restaurant operation
利寶閣(深圳)宴會餐飲有限公司	中華人民共和國，有限責任公司	人民幣13,000,000元	100%	酒樓營運

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 Statement of Financial Position of the Company (Continued) 41 本公司財務狀況表 (續)

(c) Particulars of principal subsidiaries (Continued) (c) 主要的附屬公司詳情 (續)

Name 名稱	Place of incorporation and business and type of legal entity 註冊成立及經營地點及法律實體類型	Particulars of issued share capital 已發行股本詳情	Effective interest held by the Company 本公司所持實際權益	Principal activities 主要業務
利寶閣茶居(深圳)餐飲有限公司	People's Republic of China, limited liability company	HK\$5,000,000	100%	Ceased business
利寶閣茶居(深圳)餐飲有限公司	中華人民共和國，有限責任公司	5,000,000 港元	100%	停止營運
利寶茶居(深圳)餐飲有限公司	People's Republic of China, limited liability company	HK\$500,000	100%	Food counters of selling cantonese dim sum
利寶茶居(深圳)餐飲有限公司	中華人民共和國，有限責任公司	500,000 港元	100%	銷售粵式點心的食品店舖
上海志捷食品有限公司	People's Republic of China, limited liability company	RMB3,750,000	100%	Not yet commenced business
上海志捷食品有限公司	中華人民共和國，有限責任公司	人民幣3,750,000 元	100%	尚未開始營運
耀良(上海)食品有限公司	People's Republic of China, limited liability company	RMB5,500,000	70%	Food counters selling roasted meat and delicatessen
耀良(上海)食品有限公司	中華人民共和國，有限責任公司	人民幣5,500,000 元	70%	銷售燒味及熟食的食品店舖

The above table lists out the subsidiaries of the Group which, in the opinion of the Directors, principally affect the results of the Group for the year or form a substantial portion of the net assets of the Group at the end of the year.

To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

None of the subsidiaries had any debt capital in issue at the end of the year or at any time during the year.

以上附屬公司乃基於董事會認為其對本集團本年度業績有重要性影響或佔本集團本年度末資產淨值的重大部分而列表。

董事會認為併列其他附屬公司詳情會引致篇幅冗長。

於本年度末或本年度任何時間內，各附屬公司並無發行任何借款股本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41 Statement of Financial Position of the Company (Continued) 41 本公司財務狀況表 (續)

(d) Non-controlling interest

The following table lists out the information relating to Yaoliang, the only subsidiary of the Group which has a material non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

(d) 非控股權益

下表列出有關耀良(本集團唯一擁有重大非控股權益的附屬公司)的資料。以下所呈列的概略財務資料為任何公司間對銷前的金額。

		2020 二零二零年 HK\$'000 千港元
NCI percentage	非控股權益百分比	30%
Current assets	流動資產	8,350
Non-current assets	非流動資產	17,493
Current liabilities	流動負債	(10,555)
Non-current liabilities	非流動負債	(3,048)
Net assets	資產淨值	12,240
Carrying amount of NCI	非控股權益賬面值	3,672
Revenue	收益	13,621
Loss for the year	年內虧損	(1,143)
Total comprehensive expenses	全面開支總額	(401)
Loss allocated to NCI	分配至非控股權益的虧損	(120)
Dividend paid to NCI	已付非控股權益的股息	-
Cash flows from operating activities	經營活動所得現金流	3,032
Cash flows from investing activities	投資活動所得現金流	(166)
Cash flows from financing activities	融資活動所得現金流	(5,216)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

42 Share-Based Payment Transactions

Pursuant to the Company's share option scheme (the "Scheme") adopted on 16 June 2016 for the primary purpose of providing incentives to Directors, employees, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners and services providers of the Group, the directors, employees, consultant or adviser of the Group or any substantial shareholder of the Group, or any distributors, contractors, suppliers, agents, customers, business partners and services providers may, at the discretion of the board, be granted options (the "Options") to subscribe for shares in the Company at a price determined by its directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant, which must be a trading day, (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares on the date of grant of the option.

Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, and the number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

The Scheme will remain in force for a period of ten years from the date of its adoption. Options granted must be taken up not later than 7 days after the date of grant. A consideration of HK\$1 is payable on acceptance of the offer of grant of an option.

The exercisable period of an option, which shall not exceed 10 years from the date of grant, is determined by the Board of Directors of the Company at their discretion. No options have been granted since its adoption.

42 股份付款交易

根據本公司於二零一六年六月十六日所採納的購股權計劃(「計劃」)，主要目的為向本集團董事、僱員、諮詢人、顧問、分銷商、承建商、供應商、代理、客戶、業務夥伴及服務供應商提供獎勵，董事會酌情向本集團董事、僱員、諮詢人或顧問或本集團任何主要股東，或任何分銷商、承建商、供應商、代理、客戶、業務夥伴及服務供應商授出購股權(「購股權」)以按其董事釐定的價格認購本公司股份，但價格不得低於下列之最高者：(i) 股份於有關提出要約日期(須為營業日)在聯交所每日報價表所列的收市價；(ii) 股份於緊接提出要約日期前五個營業日在聯交所每日報價表所列的收市價平均數；及(iii) 於授出購股權日期本公司股份的面值。

未經本公司股東事先批准，根據計劃可能授出購股權而發行的股份總數不得超過本公司任何時間點已發行股份的10%，且於任何一年可能向任何個人授出的購股權相關的股份數目不得超過本公司任何時間點已發行股份的1%。

該計劃將自其採納日期起計十年內具效力。購股權自提出要約之日起計7日內須獲接納。於接納購股權要約時，須支付代價1港元。

購股權可行使期間為自授出之日起計不超過十年，由本公司董事會酌情決定。自採納購股權計劃至今，並無授出購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

43 Possible Impact of Amendments, New Standards and Interpretations Issued but not yet Effective for the year ended 31 December 2020

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2020 and which have not been early adopted in these consolidated financial statements. These include the following which may be relevant to the Group.

43 截至二零二零年十二月三十一日止年度已頒佈但尚未生效之準則修訂、新訂準則及詮釋的潛在影響

直至此等綜合財務報表刊發日期止，香港會計師公會已頒佈多項於截至二零二零年十二月三十一日止年度仍未生效且於此等綜合財務報表內並未提早採納之準則修訂、新訂準則及詮釋。該等或與本集團有關之準則包括以下各項。

		Effective for accounting periods beginning on or after 於以下日期或 之後開始的 會計期間生效
HKFRS 17 《香港財務報告準則》第17號	Insurance Contracts 保險合約	1 January 2023 二零二三年一月一日
Amendments to HKAS 1 《香港會計準則》第1號(修訂本)	Classification of Liabilities as Current or Non-current 將負債分類為流動或非流動	1 January 2023 二零二三年一月一日
Amendments to HKFRS 3 《香港財務報告準則》第3號(修訂本)	Reference to the Conceptual Framework 對概念框架的提述	1 January 2022 二零二二年一月一日
Amendments to HKAS 16 《香港會計準則》第16號(修訂本)	Property, Plant and Equipment: Proceeds before Intended Use 物業、廠房及設備：擬定用途的所得 款項	1 January 2022 二零二二年一月一日
Amendments to HKAS 37 《香港會計準則》第37號(修訂本)	Onerous Contracts – Cost of Fulfilling a Contract 虧損性合約－履行合約的成本	1 January 2022 二零二二年一月一日
Annual Improvements to HKFRSs 2018–2020 Cycle 二零一八年至二零二零年週期 《香港財務報告準則》的年度改進	Amendments to HKFRS 1, HKFRS 9, HKFRS 16 and HKAS 41 《香港財務報告準則》第1號、 《香港財務報告準則》第9號、 《香港財務報告準則》第16號及 《香港會計準則》第41號(修訂本)	1 January 2022 二零二二年一月一日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

43 Possible Impact of Amendments, New Standards and Interpretations Issued but not yet Effective for the year ended 31 December 2020 (Continued)

43 截至二零二零年十二月三十一日止年度已頒佈但尚未生效之準則修訂、新訂準則及詮釋的潛在影響 (續)

		Effective for accounting periods beginning on or after 於以下日期或之後開始的會計期間生效
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	No mandatory effective date yet determined
《香港財務報告準則》第10號及《香港會計準則》第28號(修訂本)	投資者與其聯營公司或合營公司之間銷售或貢獻資產	強制生效日期未定
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2	1 January 2021
《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(修訂本)	利率基準改革—第2階段	二零二一年一月一日

These standards are mandatory for first annual period beginning on or after 1 January 2021. At this stage, the Group does not intend to adopt these standards before their effective date. The Group has not early applied the new and revised HKFRSs that have been issued but are not yet effective.

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

該等準則自二零二一年一月一日或之後開始之首個年度期間強制生效。於本階段，本集團不擬於其生效日期前採納該等準則。本集團並無提前採用該等已頒佈但尚未生效之新訂及經修訂《香港財務報告準則》。

本集團現正評估該等發展預期對初次應用期間帶來之影響。迄今，本集團已確認採納該等準則不會對綜合財務報表產生重大影響。

FINANCIAL SUMMARY

財務概要

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2020	2019	2018	2017	2016
		二零二零年	二零一九年	二零一八年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	236,397	352,861	360,509	307,001	278,429
(Loss)/Profit before income tax	除所得稅前(虧損)/溢利	(40,850)	(50,093)	5,007	30,109	16,148
Income tax	所得稅	74	(9,248)	(2,745)	(6,921)	(4,800)
(Loss)/Profit for the year	年內(虧損)/溢利	(40,776)	(59,341)	2,262	23,188	11,348
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(39,817)	(59,341)	2,262	23,188	11,348
Non-controlling interests	非控股權益	(959)	-	-	-	-
		(40,776)	(59,341)	2,262	23,188	11,348

FINANCIAL SUMMARY (Continued)

財務概要 (續)

Assets, Liabilities and Non-Controlling Interests 資產、負債及非控股權益

		Year ended 31 December 截至十二月三十一日止年度				
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Total assets	資產總額	330,700	374,672	181,261	198,918	174,361
Total liabilities	負債總額	(270,646)	(281,873)	(57,978)	(62,520)	(55,570)
Net assets	淨資產	60,054	92,799	123,283	136,398	118,791
Non-controlling interests	非控股權益	(4,105)	-	-	-	-
Equity attributable to the owners of the Company	本公司擁有人應佔權益	55,949	92,799	123,283	136,398	118,791

The financial information for the years ended 31 December 2016, 2017, 2018, 2019 and 2020 is extracted from the consolidated financial statements in the Company's annual reports.

The summary above does not form part of the audited consolidated financial statements.

截至二零一六年、二零一七年、二零一八年、二零一九年及二零二零年十二月三十一日止年度之財務資料乃摘自本公司年度報告中的綜合財務報表。

上述概要並不構成經審核綜合財務報表的一部分。



利寶閣

Star of Canton Restaurant

Li Bao Ge Group Limited

利寶閣集團有限公司