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YING HAI GROUP HOLDINGS COMPANY LIMITED
瀛海集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8668)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2020

The board (the "**Board**") of directors (the "**Directors**") of Ying Hai Group Holdings Company Limited (the "**Company**") is pleased to announce the audited consolidated results of the Company and its subsidiaries (together, the "**Group**") for the year ended 31 December 2020. This announcement, containing the full text of the 2020 annual report of the Company (the "**2020 Annual Report**"), complies with the relevant requirements under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**") in relation to information of the preliminary announcement of annual results. Printed version of the 2020 Annual Report will be dispatched to the shareholders of the Company and made available for viewing on the GEM website at www.hkgem.com and the website of the Company at www.yinghaiholding.com on the date of this announcement.

By order of the Board
Ying Hai Group Holdings Company Limited
Choi Wai Chan
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 19 March 2021

As at the date of this announcement, the executive Directors are Mr. Choi Wai Chan and Mr. Leong Tat Meng; and the independent non-executive Directors are Mr. Sou Sio Kei, Mr. Rodrigues Cesar Ernesto and Mr. Hu Chung Ming.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least seven days from the date of its posting. This announcement will also be published on the Company's website at www.yinghaiholding.com.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

*This report, for which the directors (collectively the "**Directors**" or individually a "**Director**") of Ying Hai Group Holdings Company Limited (the "**Company**", together with its subsidiaries, the "**Group**", "**we**", "**our**" or "**us**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Choi Wai Chan (*Chairman and chief executive officer*)
Mr. Leong Tat Meng

Independent non-executive Directors

Mr. Sou Sio Kei
Mr. Rodrigues Cesar Ernesto
Mr. Hu Chung Ming

COMPLIANCE OFFICER

Mr. Choi Wai Chan

AUTHORISED REPRESENTATIVES

Mr. Choi Wai Chan
Mr. Ng Shing Kin *(HKICPA)*

COMPANY SECRETARY

Mr. Ng Shing Kin *(HKICPA)*

AUDIT COMMITTEE MEMBERS

Mr. Hu Chung Ming *(Chairman)*
Mr. Sou Sio Kei
Mr. Rodrigues Cesar Ernesto

REMUNERATION COMMITTEE MEMBERS

Mr. Sou Sio Kei *(Chairman)*
Mr. Rodrigues Cesar Ernesto
Mr. Hu Chung Ming

NOMINATION COMMITTEE MEMBERS

Mr. Rodrigues Cesar Ernesto *(Chairman)*
Mr. Sou Sio Kei
Mr. Hu Chung Ming

LEGAL ADVISER TO THE COMPANY

As to Hong Kong law
ONC Lawyers
19th Floor
Three Exchange Square
8 Connaught Place
Central, Hong Kong

COMPLIANCE ADVISER

Lego Corporate Finance Limited
Room 1601, 16/F, China Building
29 Queen's Road Central, Hong Kong

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31th, Gloucester Tower, The Landmark,
11 Pedder Street, Central, Hong Kong SAR

PRINCIPAL BANKERS

Bank of China Macau Branch
Avenida Doutor Mario Soares
Bank of China Building, Macau

Industrial and Commercial Bank of China (Macau) Limited
Shop 002, 006, 007, 008, 009
Macau Landmark
555 Avenida da Amizade, Macau

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN MACAU

Rua de Pequim n.°126,
EdifÍcio Comercial "I Tak", 23.° andar "D", Macau

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

19th Floor, Three Exchange Square,
8 Connaught Place, Central, Hong Kong

PRINCIPAL SHARE REGISTRAR

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

HONG KONG BRANCH SHARE

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

COMPANY WEBSITE

www.yinghaiholding.com

GEM STOCK CODE

8668

Chairman's Statement

Dear Shareholders,

We are a wholesale licensed travel agent that focuses on the provision of business-to-business domestic travel services and a car rental services provider based in Macau, and we provide a variety of travel products and services to our customers. During the year ended 31 December 2020, we derived our revenue from the following operating segments: (i) sales and distribution of hotel rooms; (ii) provision of car rental services and (iii) sales and provision of air tickets and other ancillary travel-related products and services, such as entertainment tickets, buffet tickets, transportation tickets, travel insurance and visa applications.

Looking forward, we will endeavor to strengthen the development of our existing businesses and to provide steady return as well as growth prospects for the Company's shareholders.

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to our valued customers, business partners and shareholders for their persistent support, and express my appreciation to the management team and employees for their valuable contribution to the development of the Group.

Choi Wai Chan
Chairman

Hong Kong, 19 March 2021

Financial Highlights

CONSOLIDATED FINANCIAL PERFORMANCE

	For the year ended 31 December	
	2020 HK$'000	2019 HK$'000
Revenue	**20,114**	180,241
Loss before tax	**(25,360)**	(921)
Loss and total comprehensive loss for the year attributable to owners of the Company	**(25,472)**	(1,066)

CONSOLIDATED ASSETS AND LIABILITIES

	At 31 December	
	2020 HK$'000	2019 HK$'000
Assets		
Non-current assets	**24,618**	20,671
Current assets	**68,212**	98,643
Total assets	**92,830**	119,314
Equity and liabilities		
Total equity	**72,906**	98,242
Non-current liability	**10,034**	733
Current liabilities	**9,890**	20,339
Total liabilities	**19,924**	21,072
Total equity and liabilities	**92,830**	119,314
Net current assets	**58,322**	78,304
Total assets less current liabilities	**82,940**	98,975

Management Discussion and Analysis

INDUSTRY OVERVIEW

During the financial year ended 31 December 2020 (the "**year**"), the economy of Macau and Hong Kong were severely impacted by the outbreak of COVID-19 pandemic (the "**Pandemic**"). The Pandemic which led to the travel restrictions on entry of Macau, Hong Kong and other locations, which has, in turn, severely affected the economy of Macau. As a result, the Pandemic caused a serious hit to the travel industry of Macau and the overall income of Macau's travel industry has substantially scaled down.

BUSINESS REVIEW

The Group is a wholesale licensed travel agent that primarily focuses on the provision of business-to-business domestic travel services and a car rental services provider based in Macau. The Group derived its revenue from (i) the sales and distribution of hotel rooms; (ii) the provision of car rental services under (a) its travel agent licence in Macau which allows it to provide car rental services for tourism-purpose only; (b) authorisation granted by the Macao Government Tourism Office which allows it to provide multi-purpose car rental services in Macau; and (c) authorisation granted by the Transport Bureau of Macau which allows the three vehicles of the Group to provide cross-border car rental services between Macau and Hong Kong from December 2020; (iii) the sales and provision of air tickets and other ancillary travel related products and services such as entertainment tickets, buffet tickets, transportation tickets, travel insurance and visa applications; and (iv) sponsorship of singing concerts held in Macau and cooperation with organisers of singing concerts.

The Company has successfully listed its Shares on GEM of the Stock Exchange on 26 September 2019 (the "**Listing**").

FINANCIAL REVIEW

Revenue

The Group's revenue decreased significantly by approximately 88.9% from approximately HK$180.2 million for the year ended 31 December 2019 to approximately HK$20.1 million for the year ended 31 December 2020. The significant decrease in revenue was mainly attributable to the decrease in revenue generated from the sales and distribution of hotel rooms and the provision of car rental services, which was mainly due to the decrease in demand for hotel rooms and car rental services in Macau caused by the outbreak of the Pandemic since early 2020 and the travel restrictions imposed by the Macau government, which led to the drastic decrease in number of visitor visiting during the year ended 31 December 2020. According to the latest statistics released by Macao Government Tourism Office, the number of visitors visiting Macau has dropped by approximately 85.0% for the year ended 31 December 2020, as compared to corresponding period in 2019.

Cost of sales

The Group's cost of sales mainly comprised (i) cost of hotel rooms; (ii) distribution service fees; and (iii) cost of car rental services. For the year ended 31 December 2019 and 2020, the cost of sales amounted to approximately HK$143.9 million and HK$19.0 million, respectively, representing a decrease of approximately 86.8% during the year as compared to that of the previous year. Such decrease was mainly due to the decrease in sales from the sales and distribution of hotel rooms and the provision of car rental services.

Management Discussion and Analysis

Gross profit

The Group's gross profit for the year ended 31 December 2020 amounted to approximately HK$1.1 million, representing a decrease of approximately 97.0% as compared to approximately HK$36.3 million for the year ended 31 December 2019. The significant decrease in gross profit was mainly driven by the decrease in the revenue generated from sales and distribution of hotel rooms and the provision of car rental services.

Other income and gains

The Group's other income and gains increased from approximately HK$0.1 million for the year ended 31 December 2019 to approximately HK$3.3 million for the year ended 31 December 2020. The increase in other income and gains was mainly due to the one-off government subsidies received and interest income during the year ended 31 December 2020.

Administrative expenses

The Group's administrative expenses mainly comprised employee benefits expenses, depreciation expenses, rental and related expenses, office expenses, motor vehicle expenses, professional fees and advertising and promotion expenses. The Group's administrative expenses increased from approximately HK$20.7 million for the year ended 31 December 2019 to approximately HK$22.7 million for the year ended 31 December 2020, representing an increase of approximately 9.7%. The increase in administrative expenses was mainly attributable to the increase in employee benefits expenses, depreciation expenses and professional fees after the Listing.

Income tax expenses

The Group's income tax expenses remained stable at approximately HK$0.1 million during the years ended 31 December 2019 and 2020.

Finance costs

The Group's finance costs remained stable at approximately HK$218,000 and HK$216,000 for the years ended 31 December 2019 and 2020, respectively.

Loss for the year

The Group recorded a loss of approximately HK$25.5 million for the year ended 31 December 2020 as compared to a loss of approximately HK$1.1 million for the year ended 31 December 2019. The loss was mainly attributable to (i) the substantial decrease in revenue generated from the sales and distribution of hotel rooms and the provision of car rental services, which was mainly due to the outbreak of the Pandemic and the travel restrictions imposed by the Macau government, which led to the drastic decrease in number of visitors visiting Macau during the year ended 31 December 2020, (ii) the recognition of impairment loss under ECL model, net of reversal, (iii) the recognition of impairment loss in respect of right-of-use assets, (iv) the recognition of impairment loss in respect of investment in an associate and (v) the increase in administrative expenses, which was mainly attributable to the increase in employee benefits expenses, depreciation expenses and professional fees after the Listing.

Use of net proceeds from the Listing

The net proceeds (the "**Net Proceeds**") from the Listing, after deducting the actual underwriting fees and expenses paid by the Company, amounted to approximately HK$39.3 million. The intended use of proceeds are more particularly set out in the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated 13 September 2019 (the "**Prospectus**"). The particulars of the use of the net proceeds from during the year ended 31 December 2020 are set forth below:

	Planned Use of Proceeds in total (HK$'000)	Actual Use of the Net Proceeds from the Listing Date up to 31 December 2020 (HK$'000)	Unutilised amount of the Net Proceeds as at 31 December 2020 (HK$'000)	Expected timeline for the intended Use of the Net Proceeds
Expansion of car fleet	20,568	3,965	16,603	December 2022
Cooperate with more hotel operators	6,480	—	6,480	December 2021
Increase our marketing and expansion of our sales channel	6,917	2,319	4,598	December 2022
Improve the efficiency of our operation	1,659	1,485	174	December 2020
Expand our workforce	2,592	483	2,109	December 2022
General working capital	1,080	420	660	December 2022
Total	39,296	8,672	30,624	

There was a delay in utilisation of the net proceeds, which was mainly due to the delay in the Group's plan of expansion of its car fleet and cooperation with hotel operators in view of the outbreak of the Pandemic and recent market climate. The Company will continue to apply the net proceeds according to the disclosure in the Prospectus. As at 31 December 2020, the unutilized portion of the proceeds of approximately HK$30.6 million was placed as fixed deposit with a bank. The Board is of the view that the expected timeline as disclosed above would be appropriate and in the interest of the Company and the shareholders as a whole. The Group will continue to implement its plans after an improvement in the market climate.

Comparison of business strategies and actual business progress

An analysis comparing the business objectives as set out in the Prospectus with the Group's actual business progress for the period from the Listing Date to the date of this report is set out below:

Business strategies as stated in the Prospectus	Actual business progress up to date of this report
Expand our car fleet	Up to the date of this report, the Group has purchased 8 new motor vehicles for the provision of point-to-point cross-border transportation services and car rental services in Macau. We will consider market demand in Macau to adjust the progress of our expansion plan of car fleet.
Cooperate with more hotel operators	We are in the progress of identifying popular and quality hotels to cooperate with, subject to the control of the Pandemic.
Increase our marketing and expansion of our sales channel	Subject to the development and control of the Pandemic, the Group will continue to adhere to this objective by location for two new service points in Macau for sales; (ii) developing our online sales platform; and (iii) identifying suitable social media and search engine to advertise and promote our products and services.
Improve the efficiency of our operation	The renovation of our new office has been completed and moved in.
Expand our workforce	Subject to the development and control of the Pandemic, we are recruiting experienced staff members to cope with the expansion of our business.

Principal risks and uncertainties in achieving our business strategies

During the period under review, the Group faced certain risks and uncertainties in achieving our business strategies in accordance with the use of proceeds plan as set out in the Prospectus as follows:

(1) The Pandemic has severely affected the travel and tourism industry of Macau after the imposition of the travel restrictions by the Macau government and sluggish consumers' sentiment. The Pandemic may continue in the foreseeable future and remain uncertain and thus, the Group will strategically adhere to our business plan and will actively search for deals and other business opportunities to stabilise the impact of the Pandemic to our Group's business;

(2) The Group may fail to find hotel operators with attractive terms to cooperate with to achieve our expansion plans;

(3) When achieving our business plans, timing is of the essence. The Group may fail to grasp the business trend to determine the optimal time to enter the market or expand of our new sales channel;

(4) In an increasingly volatile and complex business environment, the Group may face change of consumer behavior and high competition when we launch our business plan; and

In order to alleviate the above risks and uncertainties in achieving the Group's business strategies, the Group will ensure that its business plans are as resilient as possible to meet these challenges based on market conditions. The Group will carefully look at the business trends as well to determine if there is a strong entrepreneurial environment for us to lean on.

PRINCIPAL RISKS AND UNCERTAINTIES

The following are the principal risks and uncertainties faced by the Group, which may materially and adversely affect our business, financial condition or results of operations:

1. The Group's business and operation may continue to be seriously affected by the Pandemic or other public health incident, which may cause lock-down, travel restrictions and suspension of work in Macau, the PRC, Hong Kong or elsewhere and closure of casinos in Macau. The number of tourists visiting Macau may continue to decrease or remain at low level for a prolonged period due to the Pandemic, travel restrictions and sluggish consumers' sentiment. The Pandemic may continue in the foreseeable future and measures of travel restrictions may be reintroduced or tightened, which may severely affect the travel and tourism industry of Macau and the business of the Group.

2. The Group's revenue was mainly derived from Macau and the Group's sales performance is susceptible to changes in Macau as well as the PRC policies and economic environment.

3. Customers may delay payment or default payment, yet the Group may be required to pay for the hotel rooms and the Group may bear the cost.

4. The Group's major suppliers might opt to deal with the Group's customers directly, alternatively the Group's travel agent customers may source hotel rooms from each other, thereby bypassing the Group.

5. Historically, the Group's revenue was substantially generated from the sales and distribution of hotel rooms supplied by L'Arc Hotel Macau, and the Group's business and results of operation may be adversely affected if (i) L'Arc Hotel Macau terminates or refuses to renew the relevant agreement, pursuant to which the Group guarantees to purchase, and L'Arc Hotel Macau guarantees to provide, a fixed number of hotel rooms at pre-determined rates covering a certain period of time or (ii) the renewed terms become less favourable to the Group.

6. The Group is committed to secure a guaranteed number of hotel rooms at pre-determined room rates with various hotels operators. The Group may suffer from a decrease in profits or record a loss from the sales and distribution of the guaranteed hotel rooms if the Group is unable to sell and distribute the hotel rooms at rates higher than its respective pre-determined room rates or if hotels operators reduces the number of hotel rooms sold to the Group.

7. The Group sold and distributed a significant portion of the hotel rooms through a single customer (the "**Customer A**"). If Customer A ceases to procure hotel rooms from the Group and the Group is unable to find a replacement on a timely basis, the Group may not be able to sell and distribute the hotel rooms secured by the Group and the Group's operations and financial performance may be adversely affected.

8. The Group's revenue was substantially generated from and through Customer A and any decrease or loss of business from Customer A could adversely and substantially affect the Group's operations and financial position.

9. If the Group is unable to obtain and maintain adequate parking spaces at reasonable costs, the Group's growth opportunities may be adversely affected.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Saved as disclosed in this report, the Group did not have other plans for material investments and capital assets as at 31 December 2020.

LIQUIDITY AND FINANCIAL RESOURCES

Capital structure

There has been no material change in the share capital structure of the Company during 31 December 2020.

Cash position

At 31 December 2020, the bank balances and cash of the Group were approximately of HKD55.0 million (at 31 December 2019: approximately of HKD71.0 million). The decrease was mainly due to (i) acquisition of an associate company, (ii) purchase of motor vehicles and car parking lots and (iii) the use of cash as working capital.

At 31 December 2019 and 2020, the Group's bank deposits with maturity dates over three months are of approximately HK$60.1 million and HK$30.8 million respectively, which were placed in a bank to secure general banking facilities in support of guarantees in favour of the suppliers of the Group and to the Macau government to obtain travel agent licence in Macau. The decrease was mainly attributable to certain bank deposits with maturity dates over three months being transferred to the cash and cash equivalent.

Borrowings and lease liabilities

As at 31 December 2020, the total borrowings and lease liabilities of the Group, all of which were denominated in Hong Kong dollars, amounted to approximately HK$14.3 million (at 31 December 2019: approximately HK$3.6 million) and outstanding committed banking facilities amounted to approximately HK$9.6 million (as at 31 December 2019: Nil). Among the borrowings:

1. approximately HK$9.6 million (at 31 December 2019: Nil) was from the bank borrowings which bear a fixed rate ranging from 2.5% to 4% per annum as at 31 December 2020 (as at 31 December 2019: Nil). The bank borrowings with carrying amount of approximately HK$2.1 million were secured by properties included in the property, plant and equipment with net carrying amount of approximately HK$3.0 million; and

2. approximately HK$4.7 million was from lease liabilities of the leases available for use by the Group (31 December 2019: HK$3.6 million), carrying an interest rates ranging from 2.8% to 5.7% per annum (at 31 December 2019: ranging from 2.3% to 5.2% per annum). The increase in lease liabilities was mainly attributable to the increase in number of leased properties during the year ended 31 December 2020 comparing to the same period of 2019, resulting in increase in lease liabilities arising from the properties leased by the Group.

Pledge of assets

At 31 December 2020 and 2019, the Group's bank deposits with maturity dates over three months with amount of approximately HK$5.0 million and HK$60.1 million respectively, have been pledged to secure general banking facilities granted to the Group and guarantees issued to the suppliers of the Group as general trade deposits and to the government of the Macau Special Administrative Region (the "**government of Macau SAR**") to obtain travel agent licence in Macau.

Gearing ratio

At 31 December 2020, the gearing ratio of the Group was approximately 19.7% (as at 31 December 2019: approximately 3.6%). The increase was mainly due to the increase in bank overdrafts and bank borrowings and decrease in the equity attributable to owners of the Company. The gearing ratio is calculated based on the bank borrowings, bank overdrafts and lease liabilities divided by the equity attributable to owners of the Company at the end of the respective year.

DIVIDEND

The Directors did not recommend the payment of a final dividend for the year ended 31 December 2020. During the year ended 31 December 2019 and prior to the Listing, the Company declared a dividend of approximately HK$8.9 million to the then shareholder of the Company.

COMMITMENTS

At 31 December 2020, the Group had capital commitment of approximately HK$1.1 million (At 31 December 2019: approximately HK$0.9 million) in respect of the acquisition of property, plant and equipment contracted for but not provided in the unaudited condensed consolidated financial statements.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AN ASSOCIATE COMPANIES

On 9 July 2020, Brilliant Town Limited, a wholly-owned subsidiary of the Company, acquired 27% interest in Meet Culture Limited ("**Meet Culture**"), a company incorporated in Macau, from an independent third party, and 22% interest from Ying Hai Development Holdings Limited, which was wholly-owned by Mr. Choi Wai Chan ("**Mr. Choi**"), the executive Director, and his spouse in equal shares, at the total consideration of approximately HK$2.2 million (the "**Acquisition**"). Meet Culture is principally engaged in design and sale of souvenir business in Macau. Out of the total consideration, approximately HK$1.0 million was paid to Ying Hai Development Holdings Limited. As such, the Acquisition of in Meet Culture from Ying Hai Development Holdings Limited constituted a fully-exempted connected transaction, which was exempted from shareholders' approval, announcement, annual reporting requirements, since the amount of consideration was lower than HK$3,000,000 and all applicable percentage ratios were lower than 5%. The Directors were of the view that the Acquisition would complement the Group's travel business and provide synergistic benefits to the Group. The amount of consideration for the Acquisition was arrived at after arm's length negotiation with reference to a valuation report prepared by independent valuer commissioned by the Company. The independent non-executive Directors were of the view that the Acquisition and the consideration was fair and reasonable after arm's length negotiation, conducted on normal commercial terms or better and in the interest of the Company and shareholders as a whole.

Save as disclosed above there was no material acquisition or disposal of subsidiaries, associate companies or joint ventures during the year ended 31 December 2020 and up to the date of this report.

SIGNIFICANT INVESTMENTS HELD

Save as the Company's investment in various subsidiaries and an associate, the Group did not hold any significant investments as at 31 December 2020.

CONTINGENT LIABILITIES

As at 31 December 2020, the Group had no significant contingent liabilities (as at 31 December 2019: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group operates in Macau with majority of the transactions being settled in MOP and HK$.

The Group is not exposed to foreign exchange risk in respect of HK$ against MOP as the exchange rate of MOP is pegged against HK$. The Group considers that there is no significant foreign exchange risk.

The Group did not have any foreign exchange contracts, interest or currency swaps, other financial derivatives or any financial instruments for hedging purposes for the year ended 31 December 2020.

TREASURY AND RISK MANAGEMENT

The Directors will continue to follow a prudent policy in managing the Group's cash and maintaining a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

As at 31 December 2020, the Group's credit risk is primarily attributable to trade receivables, deposits, bank deposits with original maturity over three months and bank balances and cash.

At 31 December 2019 and 2020, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognized financial assets as stated in the consolidated statement of financial position.

Trade receivables

In order to minimise the credit risk, the management of the Group has delegated a team to be responsible for determination of credit limits and credit approvals. The Group's monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

In addition, the Group performs impairment assessment under the expected credit losses ("**ECL**") model upon the application of HKFRS 9 (2019: ECL model) on credit card trade receivables individually and the remaining trade receivables are grouped using a provision matrix with past due status grouping. In this regard, the directors consider that the Group's credit risk is significantly reduced.

Deposits

The management of the Group makes periodic collective assessment as well as individual assessment on the recoverability of deposits based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information under the ECL model upon application of HKFRS 9 (2019: ECL model). The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of deposits.

Bank deposits with maturity dates over three months and cash and cash equivalents

The Group deposited its cash with recognised and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to cash and cash equivalents held to be delayed or limited. The Directors monitor the credit rating of these banks on an ongoing basis, and considers that the Group's exposure to credit risk was minimal.

The Group does not have any other significant concentrations of credit risk. The exposures to these credit risks are monitored on an ongoing basis.

LITIGATIONS

At 31 December 2020, the Group is not engaged in any litigation or arbitration of material importance and there is no litigation or claim of material importance pending or threatened by or against any member of the Group.

EMPLOYEES AND REMUNERATION POLICY

The Directors believe that employees are an important asset to the Group and the quality of the employees is an important factor in sustaining the Group's business growth and improving its profitability. The Group's remuneration package is structured with reference to the individual performance, working experience and prevailing salary levels in the market. In addition to basic salary and contributions to the mandatory provident fund, staff benefits also include medical insurance scheme and the share option scheme.

As at 31 December 2020, the Group had a total of 71 employees (2019: 91 employees). The Group's staff costs, including Directors' emoluments, amounted to approximately HK$8.2 million for the year ended 31 December 2020 (2019: approximately HK$10.4 million) representing an decrease of approximately 21.2% for the year ended 31 December 2020. Directors' remuneration for the Year amounted to approximately HK$2.2 million (2019: approximately HK$1.2 million) which included remuneration of the independent non-executive Directors for a total amount of approximately HK$0.3 million (2019: approximately HK$0.1 million).

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group's business is subject to the relevant environmental laws and regulations of Macau. During the Year, the Group was not subject to any major environmental claims, lawsuits, penalties, administrative or disciplinary actions. For more information in the environmental policies of the Group, please refer to the environmental and social governance report to be published by the Group according to the GEM Listing Rules.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year and up to the date of this report, the Group has complied with all the relevant laws and regulations in Macau and Hong Kong in all material respects.

The Company has adopted the Corporate Governance Code (the "**CG Code**") as set out in Appendix 15 of the GEM Listing Rules. During the Year, the Board is of the opinion that the Company has complied with all the applicable code provisions set out in the CG Codes except for paragraph A.2.1 of the CG Code in relation to separation of the rate of chairman and chief executive officer. For further information in respect of the corporate governance of the Company during the Year, please refer to the corporate governance report in this annual report.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

During the Year, the Group has maintained good relationship with its employees, customers and suppliers. The Group will continue to ensure effective communication and maintain good relationship with them. During the Year, there was no material dispute between the Group and its customers, suppliers and employees, respectively.

PROSPECT

The Group's strategic objective is to strengthen its established market position in Macau's travel industry in order to generate satisfactory profits and investment returns for the Company's shareholders and drive sustainable growth in the future. To do so, the Group plans to expand its car fleet by acquiring additional vehicles and recruiting additional drivers to meet the increasing demand for in-city multi-purpose car rental services. Also, the Group has been strategically looking for opportunities to cooperate with more hotel operators, other travel agents and corporate customers in Macau. The Group intends to enter into hotel rooms guarantee agreements with more hotel operators to include mid- and high-tier hotel rooms with a view to increase the number of hotel rooms and to expand its hotel base so as to attract business travelers and high spending customers and to increase the Group's market share, and thereby generate a higher sales volume and higher revenue from the Group's other services, such as car rental services. Also, the Group will tap into the business of cooperating with the organisers of singing concerts by sponsoring singing concerts held in Macau of well-known stars and artists and tap into other business opportunities so as to expand the revenue base of sales of hotel rooms and vehicle leasing of the Group so as to capture income source related to the tourism industry in Macau. The Group believe that this can bring synergy to its existing travel business of sales and distribution of hotel room, since some of the singing concert tickets will be sold as a package together with the hotel room, and/or car rental services to its customers.

Historically, the Group has focused on the sales and distribution of hotel rooms, provision of car rental services and sales and provision of air tickets and other ancillary travel-related products and services to and through corporate customers and travel agents as well as its three service points, which included its headquarters and two on-street shops, respectively. In order to further leverage its marketing capabilities and increase its market share, the Group plans to establish more service points and develop an online platform in the form of an app to market its travel products and services to corporate and retail customers. With the increasing use of internet for travel booking and in order to correspond with the Group's plan to develop an online sales platform, the Group intends to invest in digital marketing through advertising on social media platforms and search engines with a view to increasing its online channel presence and driving online enquiry for its products and services.

During the year ended 31 December 2020, the Group's business and financial performance had been significantly and adversely affected by the Pandemic, which led to the travel restrictions and the temporary closure of casinos in Macau imposed by the Macau government. Despite the Pandemic is still on-going globally and might continuously affect the business and financial performance of the Group, with the control of the Pandemic in the PRC since the second quarter in 2020, the Macau government gradually open up the border between China and Macau in July 2020 (the "**Measure**"), which might increase the number of PRC tourists to Macau in 2021. The Directors expected the Measure from the Macau government could enable the Group to improve the business of the Group gradually. The Directors will continue to closely monitor the Group's exposure to the above.

Despite the uncertain business environment, the Group will continue to explore new hotel operations with attractive terms, so that it could capture market rebound once the market conditions improve. In addition, the Group will continue to scrutinize the business environment, and will implement the business strategy as stated in the Prospectus as and when appropriate and will continue to implement cost control measures until the market conditions improve.

Looking ahead, the Group will endeavor to strengthen the development of its existing businesses to provide steady return as well as growth prospects for the Company's shareholders.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Choi Wai Chan (蔡偉振), aged 34, is the founder of the Group. He was appointed as a Director on 18 December 2018 and was re-designated as an executive Director on 18 February 2019. He also serves as the chairman of the Board and the chief executive officer of the Group. He is responsible for overseeing the overall management and strategic planning of the Group. He is one of the controlling shareholders ("**Controlling Shareholders**") of the Company.

Mr. Choi has over ten years of business management experience. Prior to establishing the Group, Mr. Choi engaged in property investment from June 2007 to October 2009. From October 2009 to February 2019, Mr. Choi gained experience in the consumer market of Macau by operating a dessert shop in Macau. Since February 2014, Mr. Choi has been serving as a director of Ying Hai Tourism (Macau) and involving in the management of the Group. Currently, Mr. Choi serves as a director of all the subsidiaries of the Group, namely Endless Luck Global Limited ("**Endless Luck**"), Ample Coral Limited ("**Ample Coral**"), Brilliant Town Limited ("**Brilliant Town**"), Max Rank Limited ("**Max Rank**"), Ying Hai Tourism Company Limited (Macau) ("**Ying Hai Tourism (Macau)**"), Zhuhai Ying Hai Corporate Planning Company Limited ("**Zhuhai Ying Hai**"), Ying Hai Rent-A-Car Service Company Limited (Macau) ("**Ying Hai Rent-A-Car (Macau)**"), Ying Hai Rent-A-Car Service Company Limited (HK) ("**Ying Hai Rent-A-Car (HK)**"), Ying Hai Interurban Passenger Road Transport Company Limited ("**Ying Hai Interurban**"), C U Macau Tourism Company Limited ("**C U Macau**") and Ying Hai Tourism Company Limited (HK) ("**Ying Hai Tourism (HK)**"). Mr. Choi has been a director of the Travel Industry Council of Macau (澳門旅遊業議會) since November 2018. In addition, Mr. Choi has also been a vice chairman of the Jin Jiang Clans Association Macau (澳門晉江同鄉會), a honorary president of the Macao Kam Cheang Youth Association (澳門金井青年會), a vice president of the Associação Macaense dos Amigos de Shanghai (澳門上海聯誼會) and a honorary president of the Macau Electronic Competition Association (澳門電子競賽協會) since December 2017, December 2016, October 2018 and January 2019, respectively.

Mr. Choi attended secondary school education till June 2006 and is currently studying a bachelor's degree of international hospitality and tourism management program (Chinese) at the City University of Macau in Macau.

Mr. Leong Tat Meng (梁達明), aged 38, is a co-founder of the Group. He was appointed as an executive Director on 18 December 2018 and was re-designated as an executive Director on 18 February 2019. Mr. Leong is responsible for management and supervision of operations of the Group.

Mr. Leong has over nine years of experience in the travel-related industry in Macau. From August 2005 to April 2007, Mr. Leong worked as a sales assistant at a pharmacy and got acquainted with Mr. Choi in a business event in 2005. From May 2007 to September 2010, Mr. Leong worked in Rong Fa Li Artificial Plastic Flower Limited Company, engaging in manufacture of artificial plastic flower, as an assistant. From January 2011 to September 2014, he worked in Tak Chun Gaming Promotion Company Limited ("**Tak Chun**"), being an established entertainment company in Macau, as an assistant officer in the concierge department which served mostly travellers to Macau, and gained insights to the travel-related industry in Macau. From May 2015 to September 2016, Mr. Leong served as an administrator of Ying Hai Rent-A-Car (Macau). Since November 2016 and January 2017, Mr. Leong has been working as vehicle business supervisor in Ying Hai Rent-A-Car (Macau) and Ying Hai Tourism (Macau), respectively. Mr. Leong currently serves as a director of Ying Hai Interurban. Since joining the Group in 2015, Mr. Leong has been managing and supervising the operations of the Group and, working in conjunction with Mr. Choi, contributed to the Group's business development and growth. In particular, under his supervision on our vehicle business, the Group successfully obtained an authorisation granted by the MGTO to provide multi-purpose car rental services and obtained three out of 40 permits for the provision of point-to-point cross-border transportation services between Macau and Hong Kong.

Mr. Leong obtained a diploma in hospitality and tourism management from the Beijing Huijia University in the PRC in July 2004. In September 2004, Mr. Leong further obtained a diploma of hospitality management and an advanced diploma of hospitality management from the Kangan Batman Institute of TAFE in the PRC.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Sou Sio Kei (蘇兆基), aged 51, was appointed as an independent non-executive Director on 3 September 2019. He is the chairman of the Remuneration Committee and a member of the Nomination Committee and the Audit Committee.

Mr. Sou has over 18 years of experience in the legal field in Macau. Mr. Sou is a registered lawyer at the Macau Lawyers Association* (澳門律師公會) since May 2005. He is a founder/lawyer of the Sou Sio Kei Lawyers since July 2006. He was a member (secretary) of the General Meeting Board of the Macau Lawyers Association* (澳門律師公會會員大會主席團成員一秘書) and a member of the Macau Superior Council of Advocacy* (澳門律師業高等委員會委員), from 2019 to 2020 and 2015 to 2018, respectively. Mr. Sou was appointed as a mediator by the China Council Promotion of International Trade/China Chamber of International Commerce Mediation Center* (中國國際貿易促進委員會/中國國際商會調解中心) in December 2018, and became a Macau Lawyers Association* (澳門律師公會) and International Dispute Resolution Academy accredited international mediator in July 2019. He was also appointed as an arbitrator of the Fifth Zhuhai Arbitration Commission* (第五屆珠海仲裁委員會) by Zhuhai Arbitration Commission* (珠海仲裁委員會) in September 2020. Currently, he is a member of the Council of the Association of Agents of the Legal Area of Macau*(澳門法律工作者聯合會理事會理事) and a Deputy Director of the First Legal Committee of the Council for the Promotion of Guangdong-Hong Kong-Macao Cooperation* (廣東省粵港澳合作促進會第一屆法律專業委員會副主任).

Mr. Sou is a part-time lecturer of the Faculty of Law of the University of Macau and the Faculty of Law of the Macau University of Science and Technology, from March 2009 to February 2021 and Januar γ 2019 to June 2021, respectively.

Mr. Sou graduated in law from the University of Macau with a bachelor's degree and a master's degree in Macau, in March 2001 and September 2016, respectively.

Mr. Rodrigues Cesar Ernesto (施力濤), aged 41, was appointed as an independent non-executive Director on 3 September 2019. He is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee.

From January 2005 to December 2005, Mr. Rodrigues Cesar worked as an assistant technician for the Macau 4th East Asian Games Organising Committee. From January 2006 to December 2007, Mr. Rodrigues Cesar worked as technician for the Macau 2nd Asian Indoor Games Organising Committee. From January 2008 to December 2008, Mr. Rodrigues Cesar worked as technician for the Association of Portuguese Speaking Olympic Committees. From January 2009 to June 2015, Mr. Rodrigues Cesar worked at the MGTO, with his last position being the Head of the Business Tourism and Events Division. Since July 2015, Mr. Rodrigues Cesar has been working as a managing director at Speedy Consultancy Co. Ltd, engaging in providing consultancy services in licensing, immigration, event management, marketing and public relations. Since May 2019, Mr. Rodrigues Cesar has been working as a director at Bigger A Import and Export Trade Limited, and Tong Sin Catering and Import & Export Group Company Limited, engaging in the import and export of frozen food. Since June 2019, Mr. Rodrigues has been working as a director at Shuang Zuan Management Restaurant Company Limited, engaging in catering management.

Mr. Rodrigues Cesar graduated from the University of Hertfordshire in the United Kingdom with a bachelor's degree in marketing in July 2004. Mr. Rodrigues Cesar has been the vice president of the Inspirational Youth Association (勵志青年會) since July 2015.

Biographical Details of Directors and Senior Management

Mr. Hu Chung Ming (胡宗明), aged 48, was appointed as an independent non-executive Director on 3 September 2019. He is the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee.

Mr. Hu has over 23 years of experience in accounting and auditing. From January 1997 to March 2000, Mr. Hu worked at Ernst & Young with the last position as senior accountant. From April 2000 to January 2003, Mr. Hu worked at LANKom Electronics Limited, engaging in the design, development, manufacture and distribution of electromagnetic components for original equipment manufacturers, as chief financial officer. From February 2003 to June 2007, Mr. Hu worked at China Flexible Packaging Holdings Limited, engaging in the manufacture and sales of plastic packaging films, synthetic papers and high barrier films, as chief financial officer. From November 2007 to October 2008, Mr. Hu worked at Yunnan Junfa Real Estate Company Limited* (雲南俊發房地產有限責任公司), engaging in property development, as chief financial officer. From September 2009 to April 2011, Mr. Hu worked at Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (stock code: 1938), a company listed on the Main Board of the Stock Exchange, as chief financial officer and company secretary. From August 2013 to February 2020, Mr. Hu worked at Mobile Internet (China) Holdings Limited (formerly known as China Packaging Holdings Development Limited) (stock code: 1439), a company listed on the Main Board of the Stock Exchange, as chief financial officer and company secretary. From December 2010 to December 2020, Mr. Hu was an independent non-executive director of Leyou Technologies Holdings Limited (formerly known as Sumpo Food Holdings Limited) (stock code: 1089), a company listed on the Main Board of the Stock Exchange.

Mr. Hu obtained a bachelor's degree of commerce from the University of Queensland in Australia in December 1996. Mr. Hu was admitted as a fellow member of the HKICPA in January 2010, and was admitted as a member of the Australian Society of Certified Practising Accountants (currently known as CPA Australia) in March 2000.

Note: The English names of the bodies/entities which are marked with "*" are translated, or transliterated from their Chinese names and are for identification purposes only.

SENIOR MANAGEMENT

Ms. Zou Shuer (鄒舒爾), aged 31, joined the Group in September 2017 and she is the chief operating director of the Group. She is primarily responsible for overseeing the operation of the Group. Ms. Zou graduated from the University of Macau in Macau with a bachelor's degree in law in July 2013. From January 2014 to August 2017, Ms. Zou worked in the Commission Against Corruption of Macau as senior inspector.

Ms. Tsui Yuen Man (徐婉雯), aged 29, is the senior finance manager of the Group. Ms. Tsui joined the Group in January 2019 and is primarily responsible for financial and accounting matters of the Group. Ms. Tsui graduated from the University of South Australia in Australia with a bachelor's degree in commerce in December 2012. Ms. Tsui was admitted as a member of CPA Australia in March 2017. Ms. Tsui has more than six years of experience in accounting and auditing matters. From January 2013 to May 2014, she worked in Chan, Li, Law CPA Limited (formerly known as Chan, Li, Law & Co.) with the last position as accounts/audit intermediate. From May 2014 to January 2015, Ms. Tsui worked in Kelvin Chong & Partners as an audit intermediate. From January 2015 to August 2018, she worked in HLB Hodgson Impey Cheng Limited with the last position as senior accountant. Since March 2021, she has been the financial controller of WT Group Holdings Limited (stock code: 8422), a company listed on GEM of the Stock Exchange.

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICE

The Board recognises that transparency and accountability are the cornerstones of the Company's corporate governance. Therefore, the Company is committed to maintaining high standards of corporate government in order to uphold the transparency of the Group and safeguard interests of our shareholders. The Company has adopted the Corporate Governance Code (the "**CG Code**") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has in all material respects complied with the CG Code for the year ended 31 December 2020, except for the deviations of paragraph A.2.1 of the CG Code, which is explained in the paragraph below.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Paragraph A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Choi is the chairman and the chief executive officer of the Company. Considering that Mr. Choi has been operating and managing the Group since 2014, the Board believes that it is in the best interest of the Group to have Mr. Choi taking up both roles for effective management and business development. Therefore, the Board considers that the deviation from paragraph A.2.1 of the Code is appropriate in such circumstance.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rule 5.48 to 5.67 of the GEM Listing Rules (the "**Model Code**"). The Company issued notices to its Directors reminding them to the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results of the Group. Having made specific enquiry of the Directors, all Directors confirmed that they have complied with the required standard of dealings and the Company's code of conduct regarding securities transactions by the Directors under the Model Code throughout the period under review. The Company was not aware of any non-compliance in respect of the Model Code throughout the year ended 31 December 2020.

BOARD OF DIRECTORS

From 3 September 2019 to the date of this report (both dates included), the Board comprised two executive Directors, namely Mr. Choi Wai Chan and Mr. Leong Tat Meng and three independent non-executive Directors, namely, Mr. Hu Chung Ming, Mr. Sou Sio Kei and Mr. Rodrigues Cesar Ernesto.

Throughout the year ended 31 December 2020, Mr. Choi Wai Chan has been the chairman of the Board and the chief executive officer of the Company.

The overall management of the Company's business is vested in the Board which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All the Directors should make decisions objectively in the interests of the Company. The Board has the full support from the executive Directors and the senior management of the Company ("**Senior Management**") to discharge its responsibilities.

Corporate Governance Report

The day-to-day management, administration and operation of the Company are delegated to the executive Directors and Senior Management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the executive Director(s) and Senior Management. During the year under review, the Board also assumes the responsibilities of maintaining high standard of corporate governance, including, among others, developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring the training and continuous professional development of Directors and Senior Management, reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, developing, reviewing and monitoring the codes of conduct and compliance manual (if any) applicable to Directors and employees and reviewing the Company's compliance with the CG Code and the disclosures in this report. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective delivery of the Board functions. Executive Directors and independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee (as defined under the paragraph headed "Board Committees" in this report).

The Board has three independent non-executive Directors which complies with Rule 5.05(1) of the GEM Listing Rules. All the three independent non-executive Directors have appropriate professional qualifications or accounting or related financial management expertise as required by Rule 5.05(2) of the GEM Listing Rules. The independent non-executive Directors represent at least one-third of the Board in compliance with Rule 5.05A of the GEM Listing Rules.

The Company has received from each independent non-executive Directors an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and therefore considers each of them to be independent.

The biographical details of the Directors and Senior Management are set out in the section headed with "Biographical Details of Directors and Senior Management" from pages 13 to 15 of this report. Save as disclosed under the paragraph headed "Chairman and Chief Executive Officer" and in the section headed "Biographical Details of the Directors and Senior Management" in this report, each of the Board members has no financial, business, family or other material or relevant relationships with each other.

ATTENDANCE RECORDS OF MEETINGS

The Board is scheduled to meet regularly at least four times a year, and Directors will receive at least 14 days prior written notice of such meetings in compliance with paragraph A.1.1 of the CG Code. The company secretary assists the Chairman to prepare the meeting notice and agenda. Each Director may include any item in the agenda. The agenda, accompanied by meeting papers with sufficient and reliable information, are sent to each Director at least 3 days before each Board meeting or committee meeting to enable the directors to make informed decisions on the matters to be discussed, except where a Board meeting or committee meeting is convened on a very urgent basis to consider any urgent ad hoc matter.

The company secretary is responsible for taking and keeping minutes of all Board meetings and committee meetings. Draft minutes will normally be circulated to Directors for comment within a reasonable time after each meeting and all records of Board meeting and committee meetings are open for Directors' inspection.

Additional Board meetings will be convened, as and when required, to deal with ad hoc issues. Any Director who is not able to attend physically may participate at any Board meeting through means of a telephone or tele-conferencing or any other telecommunications facility, in accordance with the articles of association of the Company (the "**Articles**").

During the year ended 31 December 2020, the Board convened a total of 17 meetings in person or by means of electronic communication and an annual general meeting was held on 23 June 2020 (the "**2020 AGM**"). Attendance of each Director at the Board meetings and 2020 AGM is set out below:

Name of Directors	Board Meeting Attended/Held	2020 AGM
Executive Directors		
Mr. Choi Wai Chan *(Chairman)*	20/20	1/1
Mr. Leong Tat Meng	20/20	1/1
Independent non-executive Directors		
Mr. Hu Chung Ming	20/20	1/1
Mr. Sou Sio Kei	20/20	1/1
Mr. Rodrigues Cesar Ernesto	20/20	1/1

BOARD COMMITTEES

The Board has established three Board committees, namely the audit committee (the "**Audit Committee**"), the remuneration committee (the "**Remuneration Committee**") and the nomination committee (the "**Nomination Committee**"). The written terms of reference of Audit Committee, Remuneration Committee and Nomination Committee are available on the websites of the Stock Exchange and the Company.

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

The Board is responsible for performing the corporate governance duties set out in the CG Code which include developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of directors, reviewing the Company's policies and practices on compliance with legal and regulatory requirements, and reviewing the Company's compliance with the code provision in the CG Code and disclosures in this report.

AUDIT COMMITTEE

The Company established the Audit Committee with written terms of reference in compliance with Rule 5.29 of the GEM Listing Rules and paragraph C.3.3 and C.3.7 of the CG Code pursuant to a resolution of the Directors passed on 3 September 2019. The primary duties of the Audit Committee are, among others, to make recommendation to our Board on the appointment, reappointment and removal of external auditor, monitor integrity of the Group's consolidated financial statements, review significant financial reporting judgements contained in them, oversee the Group's financial reporting, internal control, risk management systems and audit process and perform other duties and responsibilities assigned by the Board. The Audit Committee comprises Mr. Hu Chung Ming, Mr. Sou Sio Kei and Mr. Rodrigues Cesar Ernesto, all being independent non-executive Directors. Mr. Hu Chung Ming is the chairman of the Audit Committee.

Pursuant to the terms of reference of the Audit Committee, meetings shall be held not less than twice a year and the external auditor may request a meeting if they consider that one is necessary. During the year ended 31 December 2020, the Audit Committee convened four committee meetings. The Audit Committee had reviewed the Group's annual results for the year ended 31 December 2020, first quarterly results for the three-month period ended 31 March 2020, interim results for the six-month period ended 30 June 2020 and third quarterly results for the nine-month period ended 30 September 2020 and discussed internal controls, risk management and financial reporting matters. Attendance of each Audit Committee member in four Audit Committee meetings is set out below:

Name of Directors	Audit Committee Meeting Attended/Held
Independent non-executive Directors	
Mr. Hu Chung Ming *(Chairman)*	4/4
Mr. Sou Sio Kei	4/4
Mr. Rodrigues Cesar Ernesto	4/4

There is no disagreement between the Board and the Audit Committee regarding the selection and appointment of the Company's auditors, HLB Hodgson Impey Cheng Limited ("**HLB**"). The Audit Committee is satisfied with their review of the auditors' remuneration, the independence of HLB and recommended to the Board to re-appoint HLB as the Company's auditors in the year 2020, which is subject to the approval of shareholders at the forthcoming annual general meeting.

The Company's annual results and annual report for the year ended 31 December 2020 have been reviewed by the Audit Committee, which opined that applicable accounting standards and requirements have been complied with and that adequate disclosures have been made.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 3 September 2019 with written terms of reference in compliance with Rule 5.35 of the GEM Listing Rules and paragraph B.1.2 of the CG Code. The primary duties of the Remuneration Committee are, among others, to review and approve the management's remuneration proposals, make recommendations to the Board on the remuneration package of the Directors and Senior Management and ensure none of the Directors or their associates is involved in deciding their own remuneration. The Remuneration Committee comprises Mr. Sou Sio Kei, Mr. Rodrigues Cesar Ernesto and Mr. Hu Chung Ming, all being independent non-executive Directors. Mr. Sou Sio Kei is the chairman of the Remuneration Committee. Attendance of each Remuneration Committee member in the Remuneration Committee meeting is set out below:

Name of Directors	Remuneration Committee Meeting Attended/Held *(Note)*
Independent non-executive Directors	
Mr. Sou Sio Kei *(Chairman)*	1
Mr. Rodrigues Cesar Ernesto	1
Mr. Hu Chung Ming	1

During the year ended 31 December 2020, Remuneration Committee has assessed the performance of executive Directors and reviewed the remuneration and compensation package of the Directors and 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, and approved that the remuneration and compensation package remained unchanged, and the proposal to pay performance bonus to certain Directors based on the performance of the Group in 2020.

Details of the Directors' remuneration are set out in note 12 to the consolidated financial statements.

REMUNERATION OF SENIOR MANAGEMENT BY BAND

The remuneration of the members of Senior Management by band for the year ended 31 December 2020 is set out below:

Annual remuneration by band	Number of Members of senior management
HK$Nil to HK$1,000,000	1
HK$1,000,001 to HK$1,500,000	Nil

NOMINATION COMMITTEE

The Company established the Nomination Committee on 3 September 2019 with written terms of reference in compliance with paragraph A.5.2 of the CG Code. The primary duties of the Nomination Committee are, among others, to review the structure, size and composition of our Board, and select or make recommendations on the selection of individuals nominated for directorships. The Nomination Committee comprises Mr. Rodrigues Cesar Ernesto, Mr. Sou Sio Kei and Mr. Hu Chung Ming, all being independent non-executive Directors. Mr. Rodrigues Cesar Ernesto is the chairman of the Nomination Committee. Attendance of each Nomination Committee member in the Nomination Committee meeting is set out below:

Name of Directors	Nomination Committee Meeting Attended/Held *(Note)*
Independent non-executive Directors	
Mr. Rodrigues Cesar Ernesto *(Chairman)*	1
Mr. Sou Sio Kei	1
Mr. Hu Chung Ming	1

Corporate Governance Report

Nomination policy

During the year ended 31 December 2020, the Nomination Committee held a meeting, considered and recommended the nomination policy to the Board. The Board thus approved and adopted the nomination policy, which establishes written guidelines to the Nomination Committee to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. The Board is ultimately responsible for selection and appointment of new Directors.

The Board, through the delegation of its authority to the Nomination Committee, has used its best efforts to ensure that Directors appointed to the Board possess the relevant background, experience and knowledge in business, finance and management skills critical to the Group's business to enable the Board to make sound and well considered decisions. Collectively, they have competencies in areas which are relevant and valuable to the Group.

Nomination Criteria

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

(i) the candidate's character and integrity;

(ii) the candidate's qualifications including professional qualifications, skills, knowledge and experience, and diversity aspects under the Board Diversity Policy (as defined below) that are relevant to the Company's business and corporate strategy;

(iii) any measurable objectives adopted for achieving diversity on the Board;

(iv) for independent non-executive Directors, whether the candidate would be considered independent with reference to the independence guidelines set out in the GEM Listing Rules;

(v) any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;

(vi) willingness and ability of the candidate to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and

(vii) 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.

Nomination Procedures

The Company has put in place the following director nomination procedures:

Appointment of New and Replacement Directors

(i) If the Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.

(ii) Upon compilation and interview of the list of potential candidates, the relevant Nomination Committee will shortlist candidates for consideration by the Nomination Committee/Board based on the selection criteria and such other factors that it considers appropriate. The Board has the final authority on determining suitable director candidate for appointment.

Appointment and Re-election of Directors

Each of the executive Directors has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date. The term of service shall be renewed and extended automatically by three years on the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto giving at least six months' written notice before the expiry of the then existing term.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for an initial fixed term of one year commencing from the Listing Date. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless terminated by either party thereto giving at least two months' written notice before the expiry of the then existing term.

The procedure and process of appointment, re-election and removal of Directors are laid down in the Articles. The Nomination Committee is responsible for reviewing Board composition, monitoring the appointment of Directors and assessing the independent non-executive Directors.

According to the Articles, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. In addition, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. 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.

The Company has taken out Directors and officers liability insurance to cover the liabilities arising out of the legal action against the Directors in the course of their performance of directors' roles functions.

Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the GEM Listing Rules.

Nomination of Directors by Shareholder

Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the company secretary of the Company within the lodgement period specified in the relevant shareholder circular (a) a written nomination of the candidate, (b) written confirmation from such nominated candidate of his willingness to stand for election, and (c) biographical details of such nominated candidate as required under the GEM Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders for information by a supplementary circular

Corporate Governance Report

Board diversity policy

The Board has adopted a board diversity policy (the "**Board Diversity Policy**") pursuant to requirement of the CG Code. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

In designing the Board's composition, Board diversity has been considered from a wide range of aspects, including but not limited to gender, age, cultural background and educational background, ethnicity, professional experience and qualifications, skills, knowledge and length of service, and any other factors that the Board may consider relevant and applicable from time to time. High emphasis is placed on ensuring a balanced composition of skills and experience at the Board level in order to provide a range of perspectives, insights and challenge that enable the Board to discharge its duties and responsibilities effectively, support good decision making in view of the core businesses and strategy of the Group, and support succession planning and development of the Board. For achieving an optimal Board, additional measurable objectives and specific diversity targets may be set and reviewed from time to time to ensure their appropriateness.

Selection of candidates will be based on the Company's nomination policy and will take into account this policy. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

The Board will take opportunities to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for Board appointments. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices, with the ultimate goal of bringing the Board to gender parity. The Board also aspires to having an appropriate proportion of directors who have direct experience in the Group's core markets, with different ethnic backgrounds, and reflecting the Group's strategy.

Throughout the year ended 31 December 2020, the Company has three independent non-executive Directors which represent at least one-third of the Board members, and that at least one of the independent non-executive Directors, namely Mr. Hu Chung Ming, has appropriate professional qualifications or accounting or related financial management expertise. The Company has complied with Rules 5.05 and 5.05A of the GEM Listing Rules.

The independent non-executive Directors bring a wide spectrum of business and financial expertise, experience and independent judgment to the Board for its efficient and effective functioning. They are invited to serve on the Board committees of the Company. Through active participation at Board and Board committees meetings, taking the lead in managing issues involving potential conflict of interests, all independent non-executive Directors have made various contributions to the effective direction of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the shareholders.

The Company has received written annual confirmation from each of the independent non-executive Directors of his independence pursuant to Rule 5.09 of the GEM Listing Rules. Upon the recommendation of the Nomination Committee, the Company considers all independent non-executive Directors to be independent in light of the independence guidelines set out in Rule 5.09 of the GEM Listing Rules.

DIVIDEND POLICY

As at the date of this report, the Board has adopted a dividend policy (the "**Dividend Policy**") in compliance with E.1.5 of the CG Code, which establishes an appropriate procedure on declaring and recommending the dividend payment of the Company. Summary of the Dividend Policy is set out below:

(i) In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among other things of the Group:–

a. operating and financial results;

b. cash flow situation;

c. business conditions and strategies;

d. future operations and earnings;

e. taxation consideration;

f. interim dividend paid, if any;

g. capital requirement and expenditure plans;

h. interests of shareholders;

i. statutory and regulatory restrictions;

j. any restrictions on payment of dividends; and

k. any other factors that the Board may consider relevant.

(ii) The payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and the Articles. Any final dividends declared by the Company must be approved by an ordinary resolution of the shareholders at an annual general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay to the shareholders such interim and/or special dividends as it considers to be justified by the profits of the Group.

(iii) The Board endeavours to strike a balance between the shareholders' interests and prudent capital management with a sustainable Dividend Policy. The Board will review the Dividend Policy from time to time and may exercise at its sole and absolute discretion to update, amend and/or modify the policy at any time as it deems fit and necessary.

The Company will review the Dividend Policy from time to time and there can be no assurance that a dividend will be proposed or declared in any specific periods.

CONTINUOUS PROFESSIONAL DEVELOPMENT

Every Director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

The Directors are aware of the requirement under the code provision A.6.5 of the CG Code regarding continuous professional development. During the year, the Directors had reviewed the reading materials related to corporate governance and regulations that provided to them concerning latest developments in corporate governance practices and relevant legal and regulatory developments.

Name of Directors	Attended in director training of connected transaction
Executive Directors	
Mr. Choi Wai Chan *(Chairman)*	✓
Mr. Leong Tat Meng	✓
Independent non-executive Directors	
Mr. Hu Chung Ming	✓
Mr. Sou Sio Kei	✓
Mr. Rodrigues Cesar Ernesto	✓

DEED OF NON-COMPETITION

Each of the Controlling Shareholders has confirmed to the Company of his/its compliance with the non-competition undertakings provided to the Company under a deed of non-competition dated 3 September 2019 during the year ended 31 December 2020. The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the deed of non-competition have been complied with by the Controlling Shareholders and duly complied with during the Year.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Group that gives a true and fair view of the state of affairs of the Group. The Directors aim to present a balanced and understandable assessment of the Group's position and prospects with timely publication of the financial statements of the Group. As at 31 December 2020, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern.

The responsibility of the external auditors is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. The statements by external auditors, HLB, about their reporting responsibility on the financial statements of the Group are set out in the independent auditor's report included in this report.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance. The Board is also responsible for implementing policies in relation to financial matters, which include risk management and internal controls and compliance, if applicable. In addition, the Board reviews the financial performance of the Group, approves investment proposals, nomination of Directors to the Board and appointment of key management personnel. These functions are carried out either directly by the Board or through Board committees such as Audit Committee, Nomination Committee and Remuneration Committee.

All Directors are aware of their collective and individual responsibilities to the shareholders of the Company, the duties to act honestly and in good faith, in compliance with applicable laws and regulations and in the interests of the Company and its shareholders at all times and to avoid conflicts of interests. During the year ended 31 December 2020, in accordance with code provision C.1.2 of the CG Code, all Directors are provided with monthly updates on the Company's performance, position and prospect to enable the Board as a whole and each Director to discharge their duties.

All Directors have timely access to all relevant information as well as the advice and services of the company secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any Director may request for independent professional advice in appropriate circumstances at the Company's expenses, upon reasonable request made to the Board.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for reviewing the effectiveness of the Group's risk management and internal control systems. The risk management process includes risk identification, risk evaluation, risk management and risk control and review. The Audit Committee assists the Board in fulfilling its oversight and corporate roles in the Group's financial, operational, compliance, risk management and internal controls, while senior management designs, implements and monitors the risk management and internal control systems, and provides reports to the Board and the Audit Committee on the effectiveness of these systems.

The management is entrusted with duties to identify, analyze, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority.

Up to the date of this report, the Board has conducted an annual review of the adequacy and effectiveness of the implemented risk management and internal control system and procedures, including areas covering financial, operational, compliance and risk management functions. The systems are implemented to minimize the risk to which the Group is exposed and is used as a management tool for the day-to-day operation of business. The system can only provide reasonable but not absolute assurance against misstatement or losses. The Board was satisfied with the adequacy and effectiveness of the risk management and internal control system.

The Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Company and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

The Group has engaged Fan, Mitchell Risk Advisory Services Limited, external professional consultant, to conduct independent internal control review for the year ended 31 December 2020 and the review is completed on 19 March 2021.

For the year ended 31 December 2020, the Board considered the Group's internal control system as adequate and effective and that the Company has complied with the code provisions on internal control of the CG Code.

AUDITORS' REMUNERATION

During the year under review, HLB (including its affiliates) provided with the Group audit and non-audit services. The remuneration for the audit service and non-audit services provided by HLB (including its affiliates) to the Group during the year ended 31 December 2020 was approximately as follows:

Type of Servcies	Amount HK$'000
Audit services	420
Non-audit services	9
	429

COMPANY SECRETARY

Mr. Ng Shing Kin (吳成堅), aged 39, was appointed as the company secretary of the Company on 18 February 2019.

Mr. Ng obtained an honours diploma in business administration from the Hong Kong Shue Yan College in July 2005 and a master's degree of business administration from The University of Louisiana at Monroe in Hong Kong in May 2007. Mr. Ng further obtained a postgraduate diploma in professional accounting from the Hong Kong Baptist University in November 2007. Mr. Ng was granted the designation of financial risk manager by the Global Association of Risk Professionals in July 2008, and was admitted as a member of the HKICPA in January 2012. Mr. Ng is currently a practising certified public accountant in Hong Kong.

Prior to joining the Group in November 2018, Mr. Ng worked at HLB Hodgson Impey Cheng Limited from August 2008 to December 2013 with the last position as senior accountant. From December 2013 to October 2015, he worked in PricewaterhouseCoopers Limited as a senior associate. Since November 2015, he has been working as the financial controller and company secretary of Royal Catering Group Holdings Company Limited (stock code: 8300), a company listed on GEM of the Stock Exchange. Since December 2019, he has been an independent non-executive director of WMCH Global Investment Limited (stock code: 8208), a company listed on GEM of the Stock Exchange. Since March 2021, he has been the company secretary of WT Group Holdings Limited (stock code: 8422), a company listed on GEM of the Stock Exchange.

COMPLIANCE OFFICER

Mr. Choi Wai Chan (蔡偉振) is the compliance officer of the Company. Please refer to the section headed "Biographical Details of Directors and Senior Management" in this report for Mr. Choi's biography.

INVESTOR RELATIONS

The Company is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to the shareholders and the investing public.

The Company has established several ways to communicate with the shareholders, details as follows:

(i) the annual general meetings and other general meetingsof the Company are the primary communication forum between the Company and the shareholders. The Boardmembers, appropriate senior executives and external auditor will attend the general meetings to answer the shareholders' questions;

(ii) all corporate communication materials, including announcements, financial reports, notices of meeting and circulars are published on the GEM website (http://www.hkgem.com) and the Stock Exchange's website (http://www.hkexnews.hk) and the Company's website as soon as practicable after their release; and

(iii) the Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, serves the shareholders in respect of share registration, dividend payment and related matters;

Share registration matters shall be handled for the Shareholders by the Company's share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

The Company is committed to maintain effective and timely dissemination of the Group's information to shareholders and potential investors. Any enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

CONSTITUTIONAL DOCUMENTS

The Company adopted the new Articles on 3 September 2019 and effective on the Listing Date in preparation of the Listing. No changes were made to the constitutional documents and other corporate communication materials of the Company during the year ended 31 December 2020.

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting

The following procedures for Shareholders to convene an extraordinary general meeting are subject to the Articles (as amended from time to time), and the applicable legislation and regulation, in particular the GEM Listing Rules (as amended from time to time):

1. Extraordinary general meetings 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.

2. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

3. Such meeting shall be held within two Months after the deposit of such requisition.

4. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Enquiries to the Board

Shareholders may raise questions, request for publicly available information and provide comments and suggestions to the directors and management of the Company. Such questions, requests, comments and suggestions can be addressed to the Company by post to 19th Floor, Three Exchange Square, 8 Connaught Place, Central, Hong Kong or via telephone at (853) 2885 5550.

Putting forward proposals at a general meeting

Shareholders are welcomed to put forward proposals relating to the operations and management of the Group to be discussed at Shareholders' meetings. The proposals shall be sent to the company secretary of the Company at the contact details as set out in the paragraph headed "Enquiries to the Board" by a written requisition. Shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures set out in "Convening an extraordinary general meeting" above.

Procedures for nomination of Director by Shareholders

For any Shareholder who wishes to nominate a person to stand for election as a director at any general meeting of the Company, the following documents must be validly served on the company secretary at the Company's principal place of business in Hong Kong at 19th Floor, Three Exchange Square, 8 Connaught Place, Central, Hong Kong, provided that the minimum length of the period, during which such documents are given, shall be at least seven days and that (if such documents are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such documents shall commence on the day after the despatch of the notice of the general meeting appointed for election of director and end no later than seven days prior to the date of such general meeting:

(a) a written notice signed by the Shareholder(s), who is/are duly qualified to attend and vote at the meeting, of his/her intention to propose such person for election (the "**Nominated Candidate**");

(b) letter of consent signed by the Nominated Candidate of his/her willingness to be elected; and

(c) the full name and the biographical details of the Nominated Candidate as required under rule 17.50(2) of the GEM Listing Rules for publication by the Company.

LOOKING FORWARD

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavors to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the CG Code.

Environmental, Social and Governance Report

OVERVIEW

Ying Hai Group Holdings Company Limited (the "**Company**"), together with its subsidiaries, collectively the "**Group**") is pleased to present its second Environmental, Social and Governance ("**ESG**") report. This ESG report ("**ESG Report**") summarizes the key issues, challenges and performance in implementing our ESG initiatives and commitment to achieving sustainability during the reporting period starting from 1 January 2020 to 31 December 2020 ("**2020**" or "**2020 Reporting Period**").

The Group prepared this report in accordance with the ESG reporting guide ("**ESG Guide**") as stated in Appendix 20 of the Rules Governing the Listing of Securities on GEM of The Hong Kong Stock Exchange (the "**GEM Listing Rules**") and Guidance set out by the Hong Kong Stock Exchange ("**HKEX**") and its principles of materiality, quantitative, balance and consistency. This report covers the operations and activities of the headquarters in Macau and two branch offices in Hong Kong and Zhuhai, China.

ESG SCOPE, OBJECTIVES AND STRATEGIES

We are a wholesale licensed travel agent and car rental services provider based in Macau with offices and service outlets in Hong Kong and Zhuhai. We offer a range of travel-related products and services including hotel rooms, car rental services and sales of air tickets and other ancillary travel-related products and services. We also provide vehicle rental services to individual and business customers. We are one of the two companies in Macau that are licensed to provide both travel agent services and self-drive rent-a-car services.

We derive our revenues from (i) sales and distribution of hotel rooms; (ii) provision of tourism and multi-purpose car rental services; and (iii) sales of air tickets and other ancillary travel-related products and services such as entertainment tickets, buffet tickets, transportation tickets, travel insurance and visa applications.

The Group operates in strict compliance to the principles of minimising the risks associated with the listed ESG areas and aspects stipulated in the ESG Guide, including but not limited to the compliance with legal and regulatory requirements, adherence to high ethical standards, minimizing negative impacts on the environment, improving the well-being of the employees, enhancing the relationship with the business parties, offering highest possible level of services to our clients, creating value to the stakeholders, and supporting the disadvantaged and growth of the community. We uphold the importance of sustainability as one of the key driving forces to the growth of the Group and creation of value for our stakeholders. We believe that the listed ESG areas and aspects in the ESG Guide are significant considerations for our business planning and operations.

ESG APPROACH AND MANAGEMENT

The board of directors (the "**Board**") of the Company is responsible for formulating and setting goals and targets, approving strategic direction and policies, and monitoring performance including ESG issues. The Board has delegated the chief Executive officer (the "**CEO**") and his operation managers (collectively as the "**Management Team**") to formulate and implement policies and measures to all ESG related matters. The Management Team has thus committed company resources and instructed various departmental managers and subject matter working groups with the following responsibilities

- Review and identify the environmental and social risks that may be materialistic to the Group's core business activities;
- Formulate, approve and implement ESG strategies and policies;
- Establish and designate ESG Key Performance Indices ("**KPIs**") to monitor the implementation of such ESG strategies and policies;
- Collect and compile data and statistics and prepare reports regarding the implementation of all ESG matters;

- Analyze and compare such statistics to ESG KPIs;
- Evaluate and assess the overall performance of the ESG strategies and policies;
- Identify and determine the shortcomings and weaknesses in all ESG related matters;
- Device solutions and action plans to remedy weaknesses in implementation of ESG strategies and policies and revise ESG strategies or policies if necessary; and
- Consult with external stakeholders and independent professionals on ESG matters where internal subject matter leaders and resources cannot resolve weaknesses in ESG strategies and policies.

Changes in business operations, structures, technologies, laws and regulations, and the environment may drive changes to our ESG policies and practices. The Group undertakes and invests substantial resources to monitor ESG issues, policies and practices and performance on an ongoing basis. Furthermore, in order to contribute to the sustainable development of the environment and society at large, the Group exercises due responsibility in maintaining the highest level of ethical standards on conducting its business and uphold strict compliance with all relevant laws, rules and regulations in all ESG matters.

For 2020, the Group compiled the ESG KPIs for the second time, in which we have used the previous records as the basis for comparison to measure the related ESG areas and aspects.

STAKEHOLDERS COMMUNICATION AND MATERIALITY

Inputs and feedbacks from our stakeholders are critical to our operations and business activities. As such, we maintain regular reviews with internal and external stakeholders to listen to and collect their views and opinions regarding the Group's operations and performance. We value highly these views and opinions from stakeholders, and our Management Team will carry out materiality assessments internally with the related managers and externally with related stakeholders through meetings, contacts and various means of communication, such as liaison groups, panel discussions, workshops, on-site visits, company websites, emails and direct enquiry phones, etc. For 2020, the Group and the stakeholders have identified the following material areas and aspects:

- Environmental practices and their performance;
- Commitments to employees, engaging and retaining talents;
- Employees health and safety protection;
- Commitments to customers and building trusts through quality and reliability of services and products;
- Protection of customers privacy;
- Anti-corruption prevention; and
- Community support and contribution.

The above ESG material areas and aspects have continued to be strictly managed and monitored through the Group's established management structure, process, policies and guidelines as described in this ESG reporting and herein summarize in below:

THE GROUP'S ENVIRONMENTAL AND SOCIAL AREAS AND ASPECTS AND THEIR PERFORMANCE

A. ENVIRONMENTAL

1.1 Environmental Areas

Introduction & Policies

As one of the leading providers of travel and car rental services in Macau, the Group has always sought to operate in a responsible, transparent and sustainable way. The Group follows strictly all applicable environmental laws and regulations and has implemented the "Green Environmental Policies and Procedures", which aims at striking a delicate balance between achieving commercial returns and protecting the environment. The "Green Environmental Policies and Procedures" are summarized below:

PURPOSE:

To establish and maintain procedures to assist on identifying, evaluating and determining the significances of environmental aspects and impacts.

PROCEDURES:

(i) The Management Team shall identify and evaluate the environmental aspects for all work activities that are most likely to give rise to significant environmental impacts.

(ii) The Management Team shall brainstorm internally and externally with other related parties and classify all the relevant work activities under normal or abnormal situation.

(iii) When identifying the environmental aspects, consider the following where relevant:

- Hazardous or non-hazardous emissions to the atmosphere;
- Polluted water discharging;
- Disposal of Hazardous and non-hazardous wastes;
- Land contamination;
- Use of raw materials, energy, water and other natural resources; and
- Other local environmental issues such as noise or light pollution.

All activities likely to cause significant environmental impact shall be identified.

- For each environmental aspect, the Management Team shall identify and assess the environmental impacts, in consideration of 'global warming, ozone layer depletion, air, water and soil pollution, and wastage of natural resources

The "Green Environmental Policies and Procedures" is in place to help us to achieve a balance between carrying out our business operations and activities and protecting the environment. The policies will guide us to prevent pollution, reduce wastes and minimize negative impacts on the environment. Successful implementation of these policies and procedures may reduce our use energy, water and other natural resources, which will result in savings in our operation costs.

1.2 Environmental Aspects

The Group generates revenues mostly from three main revenue streams in 2020. The first revenue stream derives from the wholesaling of hotel rooms. The second revenue stream comes from the sales of air tickets, shows and attraction tickets. The third revenue stream comes from providing car rental services to businesses and individual customers. While both wholesaling of hotel rooms and travel-related tickets do not produce, emit or discharge any serious hazardous gas, pollutants, polluted water and wastes, noise or light, it however generates greenhouse gas ("**GHG**") namely carbon dioxide ("**CO_2**") indirectly through the use of electricity. The provision of rental car services involves the use of a large fleet of vehicles and does directly produce and emit hazardous gas, pollutants and noise and non-hazardous GHG. As at the end of the 2020 Reporting Period, the Group owned and operated a total of 46 vehicles, including 37 vehicles for rental purposes and 9 coaches leased out to corporate customers and travel agencies. The offices in Macau, Hong Kong and Zhuhai also consumed water, for general living and hygiene purposes, and papers for printing purposes.

A1. Emissions and Wastes

(i) Hazardous and Non-Hazardous Air Emissions

The Group's biggest contributor of carbon footprint is direct vehicular emissions of CO_2 from its car rental services with a fleet of 46 vehicles to transport passengers.

The daily usage of this fleet of vehicles mainly consume petrol, that emit hazardous air pollutants, such as sulphur oxides ("**SO_x**"), nitrogen oxides ("**NO_x**") and particulate matter ("**PM**"), and GHG, namely CO_2 directly, while the Group's offices and sale outlets in Macau, Hong Kong and Zhuhai generate emission of CO_2 indirectly through the consumption of electricity. CO_2 is the major contributor to global warming, which we have regarded as a materialistic aspect to monitor.

In 2020, the Group's car rental services consumed a total of 5,956 litres of unleaded fuel to operate its fleet of vehicles. Compared to the period from 1 January 2019 to 31 December 2019 ("**2019**" or "**2019 Reporting Period**"), the decrease in 88% was owed to the closing of the borders and the decrease in influx of visitors due to the ongoing pandemic of the Coronavirus Disease ("**COVID-19**"). This fuel consumption resulted an emission of 16.12 tonnes of CO_2 equivalents, which include CO_2, methane ("**CH_4**") and nitrous oxide ("**N_2O**") directly. The Group's offices consumed a total of 25,147 kWh of electricity, an equivalent of 22.22 tonnes of CO_2e indirectly. The total CO_2e emissions amounted to 38.34 tonnes or 0.52 tonnes of CO_2e per employee in 2020.

The consumption of 5,956 litres of unleaded petrol fuel also led to emissions of hazardous pollutants such as SO_x, NO_x, and PM. During the Reporting Period, the Group's air emissions of SO_x, NO_x and PM amounted to 0.09 kg, 0.45 kg and 0.03 kg, respectively. Compared to the 2019 Reporting Period, the emissions of SO_x, NOx and PM fell 99.88%, 89.28% and 99.90%.

The Group's total hazardous and non-hazardous emissions in 2020 are summarised in Table 1 below.

Consumption & Sources	Type of Emissions	Emission KPIs	Unit	Emission Amount	GHG Emission/ Employee
5,956 litres of unleaded petrol	Air Emission	Nitrogen Oxide (NO_x)	kg	0.45	
		Sulphur Oxide (SO_x)	kg	0.09	
		PM	kg	0.03	
	GHG, Direct Emission(1)	CO_2 in CO_2e	Tonnes	16.12	
		CH_4 in CO_2e			
		NO_2 in CO_2e			
25,189 kWh of electricity	GHG, Indirect Emission	CO_2 in CO_2e	Tonnes	22.22	
	Total GHG Emission	CO_2 equivalent	Tonnes	38.34	0.52

Table 1: The Group's Total Hazardous and Non-Hazardous Emissions in 2020

(1) GHG emissions for vehicle include CO_2 CH4 & N_2O and are expressed in CO_2 equivalent.

The Group's total hazardous and non-hazardous emissions in 2019 are summarised in Table 1 below.

Consumption & Sources	Type of Emissions	Emission KPIs	Unit	Emission Amount	GHG Emission/ Employee
50,709 litres of unleaded petrol	Air Emission	Nitrogen Oxide (NO_x)	kg	387.31	
		Sulphur Oxide (SO_x)	kg	0.84	
		PM	kg	32.27	
	GHG, Direct Emission(1)	CO_2 in CO_2e	kg	143,773	
		CH_4 in CO_2e			
		NO_2 in CO_2e			
25,147 kWh of electricity	GHG, Indirect Emission	CO_2 in CO_2e	kg	19,866	
	Total GHG Emission	CO_2 equivalent	kg	163,639	1,798

Table 1: The Group's Total Hazardous and Non-Hazardous Emissions in 2019

(1) GHG emissions for vehicle include CO_2 CH4 & N_2O and are expressed in CO_2 equivalent .

Air emissions and CO_2e are major contributors to climate change. The Group has been rigorously monitoring and reducing the air emissions and GHG emissions from its fleet of vehicles. Specifically, the Group will insist on purchasing environmental-friendly vehicles, apply high-quality preventive maintenance practices and use only high-quality fuel for its fleet of vehicles.

We target to lower the air emissions and CO_2e emissions by 5% for the coming year.

(ii) Water Pollution and Discharge

Fresh water is mainly used for daily cleaning and hygienic usage by our staff in our offices during the office hours and therefore, our operations and activities do not consume and generate much polluted water. Only our Macau headquarters have direct supply of fresh water, whereas, other offices and sale outlets are supplied through common amenities such as toilets and pantries in their respective leased office retail spaces. The fresh water used in our offices are provided and discharged through the respective centralized water supply and discharge network in each of our offices. As such, only our Macau office has metered data on consumption of fresh water. Water consumption fees for other offices and sale outlets are included in the office management fees and we, therefore, do not have the water consumption data for these other offices.

For 2020, the Group consumed a total of 922 cubic metres, or equivalent of 922 tonnes of water in its headquarters in Macau. The average consumption of water per employee is 12.46 kg among the 74 employees in the headquarters. We consider the water consumed as our volume of polluted water generation and discharged. The significant increase in water usage was due to the 2019 Reporting Period's records for toilet and pantry usage was under the management company of the leased premises. However, due to moving offices during the 2020 Reporting Period, toilet and pantry were available within the office in which water usage was not included within the management fee. As such, we were able to record usage of water from the use of the pantry and toilet, as well as the previously recorded items.

Although the consumption of water had increased significantly, we will strive to continue to encourage our employees to reduce water usage and thus polluted water generation by 5% for the coming year.

(iii) Noise Pollution Emission

Operations and activities in our offices and sale outlets are in-office nature and do not generate any noise pollution. Our fleet of vehicles may generate a minimal level of noise during its operations. We apply the principle of preventive maintenance in the operations of our fleet and have been providing periodic maintenance to all our vehicles. The practice of preventive maintenance resulted in a fleet of mechanically strong vehicles for our customers and emit the least amount of emissions and noise in the environment.

In the coming years, we will provide trainings to our drivers and end-customers that use our vehicles to apply good driving and maintenance practices to further reduce the emission of noise to the environment.

(iv) Light Emission

The Group's business operations and activities do not generate any light pollution.

(v) Hazardous and Non-hazardous Wastes Discharge and Disposal

The Group's principal activities are mostly conducted in leased office and retail spaces that only produce non-hazardous wastes such as paper and office staples items. An insignificant amount of hazardous wastes such as printer toner cartridges, ink boxes and batteries are generated. They are collected regularly by qualified collectors who will dispose them in an environmental-friendly process. On the other hand, the fleet of vehicles we operate for rental purposes produce hazardous wastes, such as contaminated motors oil and depleted batteries.

Because of the proactive stance in maintaining our fleet of vehicles, we had only commissioned qualified vehicle service and repair facilities that complied with relevant environmental laws to provide maintenance services to our vehicles and dispose of or recycle all related hazardous materials during the 2020 Reporting Period. For coming years, we will increase our efforts in choosing car-repair facilities that adopt the same high standards of social responsibility as ours and in monitoring the disposal of vehicular waste by requesting traceable disposal records.

In 2020, the Group did not have any cases of non-compliance or warning notices or fines or disputes in relation to hazardous and non-hazardous air emissions and wastes disposal, and polluted water discharges.

(vi) Mitigation Measures and Reduction Initiatives

As a responsible corporation, we are conscious of the effects of our business operations and activities on the environment, especially concerning the usage of expanding fleet of vehicles. We will spare no efforts in adopting policies and actions to maximize the efficient use of energy and to minimize air emissions, waste generation, and related disposal and discharges. We fully comply with all applicable environmental laws, rules and regulations in the markets we operate in during the 2020 Reporting Period.

Specifically, we insist on purchasing environmental-friendly vehicles, use only high-quality fuel, apply high-quality preventive maintenance and hazardous wastes disposal practices, although these practices will result in higher costs for us. We also advocate and educate our office staff the importance of reducing electricity consumption and have introduced measures to ensure to that end. For example, we replace conventional lighting source with LED lighting and advise our staff to turn off all use of electricity when our offices are not in use, to use natural ventilation to replace air-conditioning in allowable conditions, and to set all indoor and in-vehicle' temperature to not lower than 25° C. The Group has also invested in energy saving tools and equipment such as energy-saving copiers and computers.

A2. Use of Resources

The Group is committed to becoming a resource-saving and environment- friendly enterprise and believes that this will not only promote a greener society but also will help us to realize savings in operating expenses. We practice the 3R principles: reduce, reuse, recycle in the daily use of resources in our business activities.

Our use of resources for 2020 were summarized below:

(i) Unleaded Petrol Fuel Consumption

As mentioned in the "Emissions and Wastes" section, the Group consumed a total of 5,956 litres of high-quality unleaded petrol fuel for our fleet of vehicles in the 2020 Reporting Period. We plan to reduce the fuel consumption by at least 5% for the coming year with the following measures:

- Use only high-quality petrol fuel in our fleet of vehicles;
- Advise and train our drivers to avoid prolonged idling and reckless driving behaviors when using our vehicles;
- Setting the temperature at not lower than 25°C at all time;
- Implement mandatory maintenance schedule among all vehicles; and
- Explore the introduction of new-energy vehicles in our fleet, such as vehicles that have hydride, all-electric and fuel-cell powertrains.

(ii) Electricity Consumption

We consumed 25,189 kWh of electricity among our offices and sale outlets in 2020, which was an increase of 0.17% compared to the 2019 Reporting Period. That is equivalent to approximately 22.22 kWh per employee per annum.

For the coming year, we will continue to monitor our employees on energy saving practices, and target to lower the electricity consumption by 5% with the continuous application of energy-saving practices such as:

- Turn off electrical appliances and lights when not in use;
- Install and use energy-saving electrical appliances and lighting source; and
- Control heating and cooling devices with time and temperature controls.

(ii) Fresh Water Consumption and Sourcing

Our business activities do not use a large amount of fresh water. Water is mainly used for our employees' daily general cleaning and hygiene needs. All our offices use fresh water supplied from the cities' central water supply network and we do not have any problem on the sourcing of our water needs.

We regularly remind our employees to efficiently use fresh water and to avoid excessive usage of fresh water as it is one of the most important and scarce resources on our planet.

As explained in the aforementioned "Water Pollution and Discharge" section, water consumption data were only available in our Macau headquarter offices, while other Hong Kong and Zhuhai offices' water consumption data was not available, we can only compile and analysis the Macau headquarter offices water consumption result. For 2020, our headquarters consumed a total of 922 cubic metres or 12.46 kg per employee per year of fresh water, which was an increase of 912 when comparing to the 2019 Reporting Period.

For the coming year, we will continue to encourage our employees to reduce fresh water consumption by 5%.

(iii) Paper and Packaging Materials and Other Raw Materials Consumption

Apart from printing paper, the Group has no material consumption of packaging materials and other raw materials for ESG reporting purpose.

For the 2020 Reporting Period, the Group used a total of 100,000 piece of A4 printing papers among all the offices, which was 58.07% decrease in usage compared to the 2019 Reporting Period. The Group did not consume any significant amount of packaging materials in 2019.

For the coming year, we target to reduce the overall paper consumption by 5% among our offices by promoting the following measures:

- Minimise and avoid unnecessary printing and print on both sides;
- Apply employee-specific printing technologies so that we can identify sources of heavy printing and help to reduce;
- Promote the use of electronic tickets for all ticket-related business, such as air flight, concerts, attractions and shows;
- Use recycled papers and reuse paper-made products such as envelops and folders;
- Replace the use of papers by sharing and storing information and documents in electronic formats and cloud servers; and
- Adopt company-wide cloud based working environment to reduce the need of printed documentation.

A3. The Environment and Natural Resources

Energy resources in forms of fossil fuels are essential for tourism and travel-related business. Different forms of fossil fuels, such as petrol fuel and aviation kerosene must be used in transporting tourists. The Group has always been committed to optimizing its uses of petrol fuel for its fleet of vehicles.

For the coming years, the Group will gradually introduce 'green' trips to its customers, such that shorter routing of trips and greener airplanes are to be suggested to customers. The Group continues to promote environmental education and advocacy amongst our employees to motivate environmental-friendly behaviours across our organization.

The management cogitates that resources conservation is a continuing practice which will benefit both the environment as well as our operations over time.

For the 2020 Reporting Period, the Group did not receive any warning or complaint notice from any governmental environmental agencies, clients or business partners that we violated any environmental rules and regulations, polluted the environment or caused any environmental troubles. We aim to achieve zero complaint on pollution issues for the coming years.

A4. Climate Change

After communication with the stakeholders and considering current global environmental conditions, the Management Team has identified that global warming and vehicular emissions are the two most significant climatic issues that may impact the Group. These two climatic issues do not only affect the environmental conditions at large, they will also affect the Group's operations.

In addition to complying with all applicable legislatures, laws and regulations in protecting the environment, the Group makes every effort to contribute to minimizing its impacts on climate change, especially when operating its fleet of vehicles.

To this end, the Group vigorously adopts the following practices to reduce the GHG emissions when operating its vehicles:

- Use only high-quality petrol fuel in our fleet of vehicle;
- Advise and train our drivers to avoid prolonged idling and reckless driving behaviours when using our vehicles;
- Set the temperature at no lower than 25oC at all time;
- Implement mandatory maintenance schedule among all vehicles; and
- Explore the introduction of new-energy vehicles in our fleet, such as vehicles that have hydride, all-electric and fuel-cell powertrains.

The Group also aims at reducing its carbon footprint by implementing energy-saving measures to reduce the use of electricity. These measures include:

- Turn off electrical appliances and lights when not in use;
- Install and use energy-saving electrical appliances and lighting source; and
- Control heating and cooling devices with time and temperature controls.

Furthermore, we support reforestation and the implementation of a paperless office to curb our contributions to global warming.

For the 2020 Reporting Period, the Group's business operations and activities, except for the above issues, did not lead to any events or issues that might impact the climate or result in the change of the climate significantly.

B. SOCIAL

2.1 Social Areas

Introduction

The Group aims at creating social values while maintaining profitability in a sustainable manner. In order to accomplish this, the Group upholds transparency and equality in communicating with its customers and all other stakeholders including employees, suppliers, investors, local communities and the government agencies. Moreover, when formulating and implementing our ESG strategies and policies, the Group incorporated not only its own long and short-term goals, but also with full consideration of major stakeholders and the society with the belief that this will ultimately benefit the stakeholders and the general society at large.

2.2 Employment and Labour Practices Areas and Aspects

As the travel industry is service oriented in which human capital is generally its largest asset, the management believes that a diverse, inclusive and equitable workforce will enhance the commitment, passion and communication skills when dealing with our customers. The Group had a total of 91 staff among its offices and sales outlets in Macau, Hong Kong and Zhuhai, the People's Republic of China (the "**PRC**") at the end of the 2020 Reporting Period. In managing the hiring process, compensations and employees' rights, the Group complies strictly to all applicable laws, rules and regulations in all jurisdiction it operates including but not limited to the following:

Relevant Legislation	Nature of Legislation
Jurisdiction: Macau	
Law No. 4/98/M	Framework Law on Employment Policy and Worker's Rights
Law No. 7/2008	Labour Relations Law
Law No. 21/2009	Law on Employment of Non-Resident Workers
Jurisdiction: Hong Kong	
The Employment Ordinance (Chapter 57 of the Laws of Hong Kong)	Employment Framework and Employee Rights
The MPF Schemes Ordinance (Chapter 485 of the Laws of Hong Kong)	Mandatory Provident Fund
Jurisdiction: the PRC	
"Labor Law of the PRC" 《中華人民共和國勞動法》	Employment Framework and Employee Rights

We have invested heavily to provide and maintain a safe, health and equitable working environment for our employees. We do not discriminate candidates and employees on basis of gender, age, marital status, ethnicity, sexual-orientation or religion.

All employees work on a 48-hour work schedule per week and, because of the nature of the travel industry, all employees work on a rotating schedule. All new employees receive an Employee Handbook which stipulates the basic code of conducts, terms and conditions of employment as well as employees' rights and statutory benefits including holidays and leaves, appraisal and promotion, insurance, confidentiality, etc.

B1. Employment

(i) Employment Mix

At the end of 2020, the Group employed a total of 76 employees in Macau, Hong Kong and Zhuhai offices and sales outlets. The Group's employment mix had the following features:

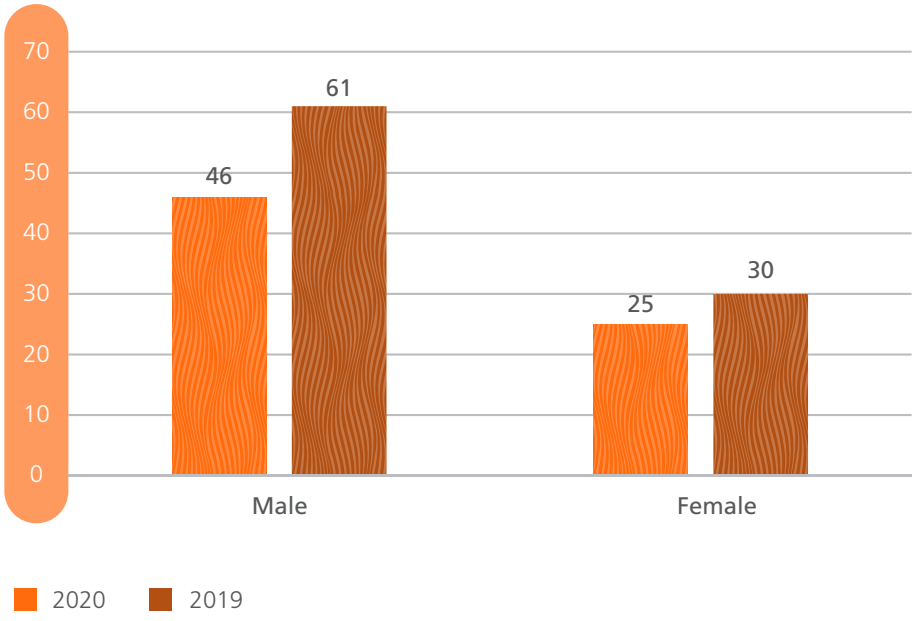

Figure 1: Number of Employee by Sex

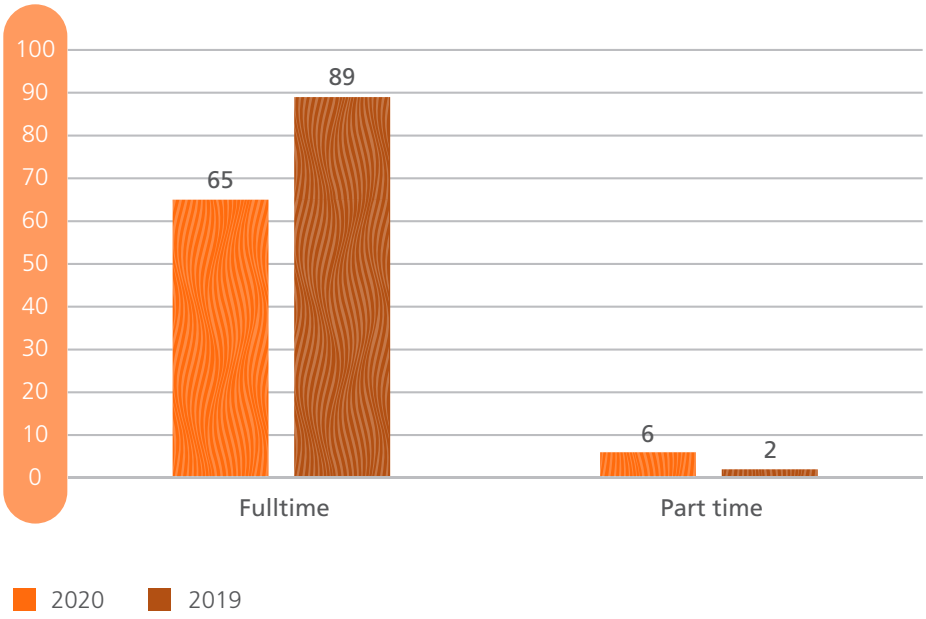

Figure 2: Number of Employee by Employment Type

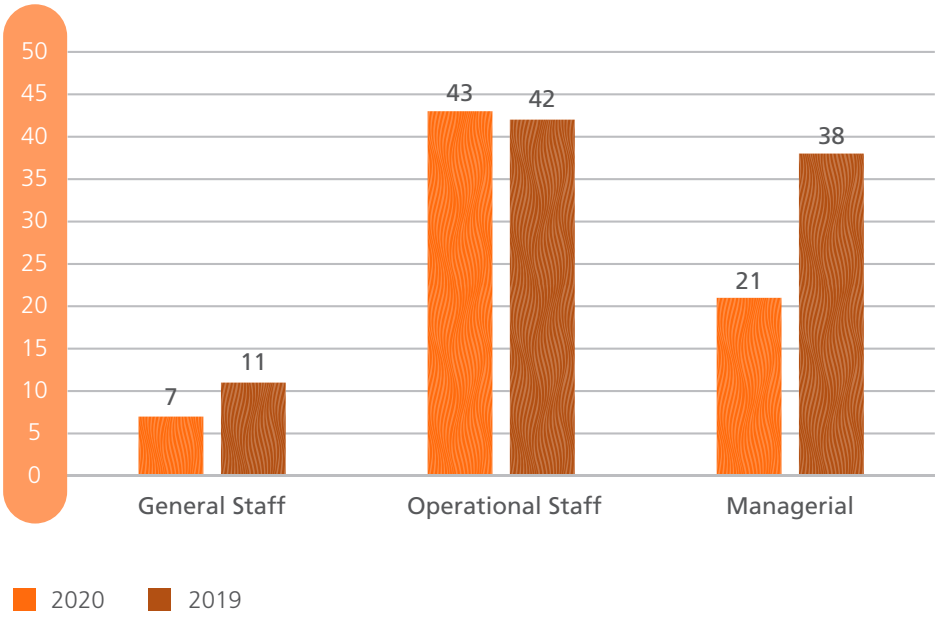

Figure 3: Number of Employee by Role

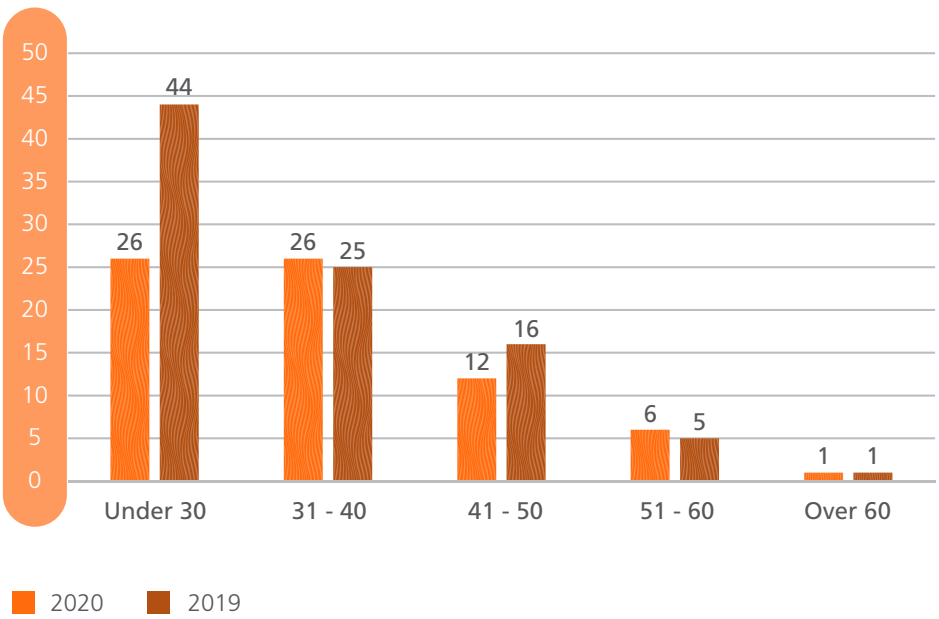

Figure 4: Number of Employee by Age

(ii) Employment Turnover

The Group had an average employee of 81, in which 33 voluntarily left for reasons such as career development and decline in tourism. As such, the employee turnover rate for the 2020 Reporting Period was 40.74%.

(iii) Employee Compensation & Package

The Group operates a number of offices and sales outlets in Macau, Hong Kong and Zhuhai. It follows strictly respective laws, rules and regulations relating to employment and talent management in all jurisdictions that it operates including the Macau Labour Relations Law (Law 7/2008), Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and Labor Law of the PRC"《中華人民共和國勞動法》. These laws and regulations set out the basic terms and parameters for the Group in setting policies regarding employees' rights, compensations and statutory benefits and entitlements such as MPF and other retirement contributions, holidays and leaves, health and accidental insurance.

The Group firmly believes that a well-balanced compensation policies and talent management is critical to a sustainable growth and to development of long-term competitiveness for the Group. In determining compensation and packages for employees, the Group considers employees' competency, qualifications, work experience and prevailing compensation benchmarks in the labour market. The management awards bonuses in amounts and at intervals on discretionary basis to outstanding employees based on their performance.

During the 2020 Reporting Period, the Group honored all its obligations with regards to paying the salaries and wages, statutory benefits and agreed benefits under the signed employment contracts. The Group received no complaints nor any dispute in relation to all aspects of employment and labour practices in 2020.

The Group is confident to continuously attract competitive talents for the coming year.

B2. Health and Safety

Our business involves the operation of a fleet of vehicles, thus maintaining a safe and accident-free work environment is of utmost importance to our Company. We insist on selecting the most experienced drivers through a rigorous screening processes and provide our drivers with on-the-job training from highly regarded driving instructors.

The Group's Employee Handbook describes clearly the procedures for employees to adhere to when handling accidents. The Group complies strictly with all relevant laws, rules and regulations relating to safety and health requirements of Macau and Hong Kong including the Occupational Safety And Health Ordinance (Chapter 509 of the Laws of Hong Kong) and Employees Compensation Ordinance (Chapter 282 of the Laws of Hong Kong). In addition, the Group provides applicable statutory insurance coverage for qualified employees including social insurance, group health insurance and occupational accident insurance. These policies and insurance together form a worry-free environment for our employees.

The Group organizes regular on-the-job training for our employees to promote occupational safety and health in the workplace. The Group has also equipped all our vehicles and offices with all the necessary safety tools and equipment.

In 2020, the Group did not have any work-related accident or safety issues, and there was no claim or dispute arising from health or safety matters. For the coming year, we will continuously monitor and audit our safety performance closely and are confidential to maintain zero-accident for all our business activities.

B3. Development and Training

The Group understands, thoroughly, a well-trained workforce is vital to the Group's continuous business growth and success, therefore, the Group integrates on-the-job trainings to fortify employees' skills and capabilities from senior and more experienced staff. In addition, a few days of familiarization training program is given to all incoming staff, followed by an induction training during the 3 months' probation period. Employees are also encouraged to take external training programs relevant to their jobs and to enhance their professional skills. Employees are encouraged to make suggestions on training needs to the management. The management will review and approve all training suggestions. The Group's Human Resources department will help to organize all approved training and bear related costs.

The Group recognizes the need to introduce a proper and structured training and development program for its staff as it expands its business.

Due to the widespread COVID-19 pandemic, no training was provided during the 2020 Reporting Period. However, for the coming year, the Group will gradually implement structured training and development programs for its workforce.

B4. Labour Standards

The Group is committed to total compliance with all applicable employment laws including the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and other related labour laws and regulations in Hong Kong, Macau and other operating regions to prohibit any child and forced labour employment. We do not employ any person below the age of eighteen years at any of our offices. We require all job applicants to provide valid identity documents to ensure that they are lawfully employable prior to confirmation of any employment to combat against illegal employment of child labour, underage workers and forced labour. The Group also monitors closely that no such violations exist in all offices and sales outlets and that all our suppliers are expected to follow the same standard of labour practices when working with us.

In 2020, the Group was not found in violation of any relevant laws and regulations in relation to the prevention of child and forced labour. For the coming year, we will maintain our zero tolerance to forced and child labour.

2.3 Operation Practices Areas & Aspects

B5. Supply Chain Management

The Group normally has 3 types of purchases: purchase of hotel rooms for wholesaling and retailing, purchase of cars to provide rental car services, and general office stationaries and utensils.

The first type is the Group's largest source of revenue. This business model is extremely price-sensitive to the price of hotel rooms. Most of the hotel rooms are purchased in bulks hotel rooms through purchase agreements with a limited number of hotels to drive down the costs of hotel rooms. To manage the purchase of hotel rooms, very structured purchase procedures were developed and adhered to in all hotel purchase situations which fall into three categories:

1. Purchase of Hotel Rooms under Guaranteed Room Agreement;
2. Purchase of Hotel Room under Allotment Agreement; and
3. Purchase of Hotel Room without Agreement.

These procedures were designed to assure supply of hotel rooms in lowest possible prices while maintaining a degree of flexibility to accommodate fluctuations in hotel room prices.

For the purchase of vehicles, which are major investments and fixed assets, the Group applies strict policies and procedures to monitor and control the entire vehicle purchase process. These policies and procedures identify clear responsibilities and approval authority for different value of vehicles to be purchased. For example, for vehicles valued below HKD10,000, the authority to approve rests with the Group's deputy general manager; while the purchase of vehicles above HKD10,000 in value requires the approval of the Group's CEO. Splitting of purchase into smaller purchase orders to bypass the approval limits is strictly prohibited.

The Group's deputy general manager is responsible for approval of all purchases of office stationeries and equipment.

Suppliers of services are selected on competitive basis. Prices, qualities and flexibility in payment terms are the main considerations. The Group keeps an approved supplier list which will be updated regularly.

To support the local community, the Group gives preferential status to local suppliers in sourcing its services and equipment. For 2020, nearly all its purchases of services, supplies and equipment were sourced from local suppliers or agents.

The Group will continuously monitor changes to its supply chain and make necessary adjustment if necessary, to ensure quality and competitive products and services are purchased.

B6. Product Responsibility

Being a major hotel room wholesaler, the Group is extremely conscious of the product quality and responsibilities stemming from the hotel rooms it wholesales and ultimately offered to end consumers. To ensure the quality of hotel rooms it wholesales, the Group selects hotels that are willing to agree to a Hotel Room Guarantee Agreement, which allows it to collect direct feedbacks from patrons of its hotel rooms to evaluate the experience of the hotel rooms and quality of hotel services such that consumers have a safe and pleasant stay.

For car rental business, the Group insists on hiring highly competent and experienced drivers and applies preventive maintenance to its fleet of vehicles. The group believes that well-experienced drivers and well-maintained vehicles together are the best assurance of safe and healthy service experiences for car rental customers. The Group from time to time collects feedback from its car rental customers to evaluate the condition of vehicles, as well as, the services quality of the drivers.

For the 2020 Reporting Period, the Group did not receive any quality complaints or claims against its products including hotel rooms and car rental services it offers. The Group will continue to provide and maintain top service quality to its clients in coming year.

Intellectual Property Rights

The Group aspires to protect its own Intellectual Property Rights ("**IP Rights**") and respects third party's IP Rights and strictly complies with all related applicable laws and regulations.

We registered six trademarks for its various platforms and travel-related services. We will constantly monitor the validity of these trademarks and shall take the necessary action to protect our IP Rights.

The Group's policy is to observe third party IP Rights, especially in computer software, and requires employees to purchase business software from the patent right holders or their authorized agents. No unauthorized software is allowed to be installed in company's computers or servers for uses.

For the 2020 Reporting Period, there was no infringement by third parties on our IP Rights or by ourselves to any IP Rights of third parties reported and the Group will continue to enforce our measures to maintain our clean record on intellectual property rights.

Privacy Protection

The Group is fully aware of its obligation to safeguard the large volumes of personal information it collects when conducting our business activities. Such kind of personal information is extremely sensitive and important, and by law must be kept confidential and be protected.

Strictest possible policies are applied to prevent our employees from accessing and/or disclosing any private and confidential information without approval from management. As clearly stated in the Employee handbook and relevant employment contracts, all employees are prohibited, whether during employment, or after, irrespective of the circumstances of termination, to disclose to any other person, firm, company, press, media, or trade association any confidential information of the Group's potential, actual or past customers. Employees are to return to the Group all private and confidential information they may hold upon their termination. The Group may take legal action against any privacy violation.

We have also implemented and enforced management rules on information technology covering protection procedures for information security, as well as, handling processes and application procedures. The Group applies the latest information technologies to continuously, where possible, monitor, maintain and update all hardware, software and security systems to prevent unauthorized access and hacking attacks to our information systems at any time.

In 2020, we did not received any case filed against us nor any complaints received, regarding any breach of relevant privacy laws, regulations and policies in any jurisdiction in which we operated. The Group will continue to implement measures to safeguard privacy and confidential information.

B7. Anti-Corruption

The Group recognizes its social responsibility to safeguard the assets and interests of all our stakeholders including investors. We operate with a high standard of ethnics, integrity and impartiality, and adopt a zero-tolerance approach to bribery, extortion fraud, and money laundering along with clear internal-control policies.

All our employees and suppliers must follow our strict but clear internal-control policies and well-structured business processes that are designed to prohibit bribery and corruption in any form. These policies have been effectively communicated to all staff and in all jurisdictions we operate. It is clearly stated in our employment contracts and Employee Handbook that all employees are prohibited to demand or accept any undue advantage (such as money, favours, gifts, discounts, services, loans, contracts etc.) from any person including the clients, contractors, suppliers, under any circumstances. Employees are not allowed to offer to any person including the clients, contractors, suppliers, under any circumstances, any undue advantage (such as money, favours, gifts, discounts, services, loans, contracts etc.) in order to obtain or retain business or other improper advantage.

Anti-corruption training is provided to employees in induction training, and senior management and directors are encouraged to attend special anti-corruption courses organized professional bodies such as the HKEx.

During the 2020 Reporting Period, the Group did not have any bribery or corruption cases reported. The Group will monitor closely making sure that no bribery or corruption cases will happen in the coming years.

B8. Community Investment

In 2020, the Group continued to contribute to the society by having created employment for many young professionals. Moreover, the income-growth opportunities we created for all our staff will not only improve their quality of lives but that of the communities they reside in. The Group continues to encourage and educate all our employees to adopt green practices and to participate in environmental protection activities.

Report of Directors

The Directors are pleased to present the first annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of its subsidiaries are set out in note 1 to the consolidated financial statements. The principal activities of the Group are the provision of business-to-business domestic travel services and car rental services in Macau.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on page 64.

The Directors did not recommend the payment of a final dividend for the year ended 31 December 2020 (2019: Nil).

BUSINESS REVIEW

A fair review and an analysis of the business of the Group using financial key performance indicators, a discussion of the principal business risks and uncertainties facing the Group and the future development of the Group's business are provided in the paragraphs headed "Business Review", "Financial Review", "Principal Risks and Uncertainties", "Future Plans for Material Investments and Capital Assets" and "Prospect" in the "Management Discussion and Analysis" section, respectively on page 5, pages 5 to 6, page 8, page 9 and page 13 of this report. Additionally, the financial risk management objectives and policies of the Company can be found in note 5 to the consolidated financial statements. These discussions form part of this Report of Directors.

COMPLIANCE WITH THE LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with the applicable laws and regulations. During the year and up to the date of this annual report, the Group in all material aspects has complied with the relevant laws and regulations that have a significant impact on the business and operations of the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group has always encouraged environmental protection, strictly complied with environmental regulations and promoted environmental protection awareness among employees. The Group implements strict monitoring through the establishment of an ever-improving environmental management system. During the year ended 31 December 2020, the Group was in compliance, in all material respects, with the relevant environmental laws and regulations.

RELATED PARTY TRANSACTIONS

Details of related party transactions undertaken in the normal course of business of the Group are set out in note 31 to the consolidated financial statements. None of these transactions with the related parties of the Group carried out during the year under review constituted non-exempted connected transactions or continuing connected transactions under Chapter 20 of the GEM Listing Rules, which requires disclosure in the annual report.

CONNECTED TRANSACTIONS

On 9 July 2020, Brilliant Town Limited, a wholly-owned subsidiary of the Company, acquired 27% interest in Meet Culture and 22% interest from Ying Hai Development Holdings Limited, which was wholly-owned by Mr. Choi and his spouse in equal shares, at the total consideration of approximately HK$2.2 million. The Acquisition of in Meet Culture constituted a fully-exempted connected transaction, which was exempted from shareholders' approval, announcement, annual reporting requirements, since the amount of consideration was lower than HK$3,000,000 and all applicable percentage ratios were lower than 5%. Other than the above, there was no connected transaction or continuing connected transaction entered into by the Group during the Year.

DONATIONS

Donations of approximately HK$19,000 had been made by the Group for the year ended 31 December 2020 (2019: approximately HK$664,000).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 66 and note 29 to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES

There are no distributable reserves of the Company as at 31 December 2020, calculated under Part 6 of the Companies Ordinance (Cap.622) (2019: Nil).

PRE-EMPTIVE RIGHTS

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

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2020, the Group had 71 employees (at 31 December 2019: 91 employees). Remuneration of employees (excluding the Directors) is determined with reference to market terms and in accordance with the performance, qualification and experience of each individual employee. The Remuneration Committee reviews and determines the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, time devoted to the Group and the performance of the Group. As incentives or rewards for their contribution to the Group, the Group has adopted the Share Option Scheme (as defined below) and may grant options under the Share Option Scheme (as defined below) to reward its employees, the Directors and other selected participants for their contributions to the Group.

The Directors are of the view that employees are one of the keys to the sustainable development of the Group. The Directors believe that the Group maintains good working relations with its employees.

Employees are regarded as the most important and valuable assets of the Group. We provide various types of trainings to our employees, including (i) conducting in-house continuous professional development seminars; and (ii) provision of safety training programme to staff to enhance their safety awareness.

FINANCIAL SUMMARY

A summary of the Group's results and financial position is set out on page 130 of this report.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Shares during the Year.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A separate environmental, social and governance report is expected to be published on the Stock Exchange's website and the Company's website no later than three months after the annual report had been published.

SHARE OPTION SCHEME

The Company had adopted a share option scheme (the "**Scheme**") on 3 September 2019. As of the date of this report, no option had been granted, agreed to be granted, exercised, cancelled or lapsed under the Scheme.

1. Purpose

The purpose of the Scheme is to enable the Group to grant options to the eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group or any entity in which any member of the Group holds any equity interest (the "**Invested Entity**").

2. Qualifying participants

The Directors shall, in accordance with the provisions of the Scheme and the GEM Listing Rules, be entitled but shall not be bound at any time within a period of 10 years commencing from the date of the adoption of the Scheme to make an offer to any of the following classes:

(i) any employee (whether full time or part time, including the Directors (including any executive Director and independent non-executive Director)) of the Company, any of its subsidiaries (within the meaning of the Companies Ordinance) or any Invested Entity (an "**eligible employee**");

(ii) any supplier of goods or services to any member of the Group or any Invested Entity;

(iii) any customer of any member of the Group or any Invested Entity;

(iv) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;

(v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;

(vi) any adviser (professional or otherwise), consultant, individual or entity who in the opinion of the Directors has contributed or will contribute to the growth and development of the Group; and

(vii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group,

and, for the purpose of the Scheme, the offer for the grant of an option may be made to any company wholly-owned by one or more eligible participants.

3. Maximum number of the Shares

The maximum number of the Shares in respect of which options may be granted under the Scheme and under any other share option schemes of the Company (excluding, for this purpose, Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Scheme or any other share option scheme of the Company) must not in aggregate exceed 10% of the total number of the Shares in issue as at Listing Date, being 120,000,000 Shares. The Company may, subject to the the shareholders' approval in general meeting and/or such other requirements prescribed under the GEM Listing Rules, refresh this limit at any time to 10% of the Shares in issue as at the date of the shareholders' approval. The above is subject to the condition that the maximum number of the Shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares of the Company in issue from time to time.

As at the date of this report, no Share options has been granted by the Company and the outstanding number of Share options available for grant under the Scheme is 12,000,000 Share options to subscribe for the Shares, representing approximately 10% of the issued share capital of the Company.

4. Limit for each participant

The total number of the Shares of the Company issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the Shares in issue for the time being. Any further grant of options in excess of this 1% limit shall be subject to the the approval of the shareholders of the Company in general meeting and/or other requirements prescribed under the GEM Listing Rules.

5. Exercise of an option

An option may be exercised in accordance with the terms of the Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the date upon which the offer for the grant of is made but shall end in any event not later than ten years from the date of the grant of the option subject to the provisions for early termination thereof.

Unless otherwise determined by the Directors and stated in the offer of the grant of the option to a grantee, there is no minimum period required under the Scheme for the holding of an option before it can be exercised.

6. Acceptance and payment on acceptance

The options granted under the Scheme shall remain open for acceptance for a period of up to 21 days from the date on which the options are offered to an eligible person. Upon acceptance of the option, the eligible person shall pay HK$1 to the Company as consideration for the grant.

7. Subscription price

The subscription price of a Share in respect of any option granted under the Scheme will be a price determined by the Board at its discretion and shall not be less than the highest of (i) the closing price of the Shares as stated in the daily quotations sheet of Stock Exchange for trade in one or more board lots of the offer date; (ii) the average closing price of the Shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of a Share.

8. Remaining life of the Scheme

The Scheme will remain valid and effective for a period of 10 years commencing from 3 September 2019 after which no further option shall be granted.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares. Having made specific enquiry with all the Directors, all Directors have confirmed that they have complied with the required standard of dealing and the code of conduct for securities transactions by the Directors during the year ended 31 December 2020.

DIRECTORS

The Directors during the year under review and up to the date of this report were:

Executive Directors

Mr. Choi Wai Chan *(Chairman)*
Mr. Leong Tat Meng

Independent non-executive Directors

Mr. Hu Chung Ming
Mr. Sou Sio Kei
Mr. Rodrigues Cesar Ernesto

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Except for the transactions disclosed in note 31 to the consolidated financial statements, no transaction, arrangement or contract that is significant in relation to the Group's business to which the Company or any of its subsidiaries, fellow subsidiaries or parent company was a party and in which a Director or his connected entity had, directly or indirectly, a material interest subsisted at any time during the year under review.

CONTRACTS BETWEEN THE COMPANY AND ITS CONTROLLING SHAREHOLDERS

No contract of significance, whether for provision of service or otherwise, between the Company or any of its subsidiaries and the Controlling Shareholders or any of the Controlling Shareholders' subsidiaries subsisted at any time during the year under review.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed elsewhere in this annual report, there were no transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company, its holding Company, or any of its subsidiaries was a party and in which a Director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2020.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2020 and up to the date of this annual report, none of the Directors or their close associates (as defined under the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and Senior Management of the Company are set out on pages 14 to 16 of this report.

THE INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND THE CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

At 31 December 2020, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules, were as follows:

Long positions in the Shares

Name of Director	Capacity	Number of ordinary shares interested	Percentage of shareholding
Mr. Choi Wai Chan *(Note)*	Interest of controlled corporation	900,000,000	75.0%

Note:

These 900,000,000 Shares are held by Silver Esteem Limited, a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Choi Wai Chan. Therefore, Mr. Choi Wai Chan is deemed to be interested in all the Shares held by Silver Esteem Limited for the purpose of the SFO. Mr. Choi Wai Chan is the sole director of Silver Esteem Limited.

Long positions in the shares of associated corporation

Name of Director	Name of associated corporation	Capacity	Number of ordinary shares interested	Percentage of shareholding
Mr. Choi Wai Chan	Silver Esteem Limited	Beneficial owner	one	100%

Save as disclosed above and so far as is known to the Directors, at 31 December 2020, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

THE INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

At 31 December 2020 and so far as is known to the Directors, the following persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

Long positions in the shares

Name of shareholders	Capacity	Number of ordinary shares interested	Percentage of shareholding
Silver Esteem Limited	Beneficial owner *(note 1)*	900,000,000	75.0%
Ms. Wong Pui Keng	Interest of spouse *(note 2)*	900,000,000	75.0%

Notes:

1. Silver Esteem Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Choi Wai Chan. Therefore, Mr. Choi Wai Chan is deemed to be interested in all the Shares held by Silver Esteem Limited for the purposes of the SFO. Mr. Choi Wai Chan is the sole director of Silver Esteem Limited.

2. Ms. Wong Pui Keng is the spouse of Mr. Choi Wai Chan. She is deemed to be interested in all the Shares in which Mr. Choi Wai Chan is interested under the SFO.

Save as disclosed above, at 31 December 2020, the Directors were not aware of any interests or short positions of any persons (other than the Directors or chief executive of the Company) in the Shares or underlying shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company to be kept under Section 336 of the SFO.

EMOLUMENTS OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors (including any Director resigned during the year under review) and the five highest paid individuals of the Group are set out in note 12 to the consolidated financial statements.

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Upon specific enquiry by the Company and following confirmations from the Directors, save as disclosed in the section headed "Biographical Details of Directors and Senior Management" in this report, there was no change in the information of the Directors required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules during the year under review.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and has been in force since 26 September 2019. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors in the execution and discharge of his or her duties or in relation thereto.

MAJOR SUPPLIERS AND CUSTOMERS

The Group's customers were mainly travel agents and corporates in Macau as well as individual customers. The Group five largest customers in aggregate accounted for approximately 69.2% (2019: 63.4%) for the year ended 31 December 2020. The largest customer accounted for approximately 31.2% (2019: 20.7%) for the year ended 31 December 2019.

The Group's five largest suppliers in aggregate accounted for approximately 74.6% (2019: 77.6%) of the Group's total purchase for the year ended 31 December 2020. The largest supplier accounted for approximately 28.4% (2019: 44.7%) of the total purchase of the Group for the year ended 31 December 2020.

None of the Directors, their respective close associates, or any Shareholder (which, to the best knowledge of the Directors, own more than 5% of the Company's issued Shares) had any interest in the major customers or suppliers of the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares as required under the GEM Listing Rules during the year ended 31 December 2020 and up to the date of this report.

COMPETING BUSINESS

Save as disclosed in the Prospectus and this report, the Directors are not aware of any business or interest of the Directors or the Controlling Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the year ended 31 December 2020.

DIRECTORS' SERVICE CONTRACTS

There is no director's service contract with the Company or any of its subsidiary which is not determinable by the Company or its subsidiary within one year without payment of compensation (other than statutory compensation) as at 31 December 2020. For further information of the Directors' service contracts or letters of appointment, please refer to the paragraph headed "Appointment and Re-election of Directors" in the corporate governance report in this annual report.

INTEREST OF THE COMPLIANCE ADVISER

As notified by the Group's compliance adviser, Lego Corporate Finance Limited (the "**Compliance Adviser**"), as at 31 December 2020, save for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 14 March 2019, none of the Compliance Adviser or its directors, employees or close associates (as defined under the GEM Listing Rules) had any interest in the share capital of the Group or in any member of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Shares during the year ended 31 December 2020.

RETIREMENT BENEFIT SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "**MPF Scheme**") under the Hong Kong 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 statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Macau are required to participate in a pension scheme operated by the government. The Group's Macau subsidiaries are required to contribute a percentage of their payroll costs to the pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the pension scheme.

The total retirement benefit scheme contributions made by the Group amounted to approximately HK$0.2 million for the year ended 31 December 2020.

RELATIONSHIP WITH MAJOR STAKEHOLDERS

The Directors are of the view that customers and business partners are one of the keys to the sustainable development of the Group. The Directors believe that the Group maintains good working relations with its business partners and it endeavours to improving the quality of services to the customers.

The Group stays connected with its customers and suppliers and has ongoing communication with the customers and suppliers through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions The Group understands the importance of maintaining a good relationship with its suppliers, customers and other stakeholders to meet its short-term and long-term goals.

Key Relationships with stakeholders

Employees

The Group respects its employees and endeavours to provide better working conditions for its employees. For the staff in Macau, they are covered by a government-mandated defined contribution plan pursuant to which a fixed amount of retirement benefit would be determined and paid by the Macau government. Contributions are generally made by both staff and the Company by paying a fixed amount on a monthly basis to the Social Security Fund Contribution managed by the Macau government. For the staff in Hong Kong, the Company provides and maintains statutory benefits for its staff, including but not limited to mandatory provident fund and statutory holidays, in accordance with the requirements of the Employment Ordinance (Cap. 57). For the staff in PRC, they are members of state-managed retirement benefit schemes operated by the government of the PRC. The Company are required to contribute a specific percentage of payroll costs to the retirement benefit scheme to fund the benefits.

The Group has also established the policies for the remuneration of employees so as to provide fair remuneration packages for the employees under the systemic remuneration management. The Group provides equal opportunity for employees in respect of promotion, appraisal, training, development and other aspects and to build up a sound career platform for employees.

Customers

The Group focuses on improving the quality of its travel services and car rental services to enhance customer satisfaction, details of which will be elaborated in the environmental, social and governance report of the Company which will be published in due course.

Suppliers

The Group used to work with the suppliers with the same objectives and develop mutually-successful working relationships with the key suppliers. The Group strictly follows its policy, which is constructed under the Group's corporate culture and professional standard in the selection of suppliers and purchasing process. Although the cost of purchase is a major consideration in selecting suppliers, the Group would also consider the suppliers' corporate social responsibility performances, which include the suppliers' performances on the aspects of legal and regulatory compliance and business ethics etc.

During the year, there was no material or significant dispute between the Group and its suppliers, customers and/or other stakeholders.

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from 4 May 2021, Tuesday to 7 May 2021, Friday, both days inclusive, during which period no transfer of the Shares will be registered. Shareholders are reminded to ensure that all completed Share transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 3 May 2021, Monday.

EVENT AFTER REPORTING PERIOD

The Group had no material events for disclosure subsequent to 31 December 2020 and up to the date of this annual report.

AUDITORS

The consolidated financial statements have been audited by HLB who will retire and, being eligible, offer themselves for reappointment at the 2021 annual general meeting. In the last three years preceding 31 December 2020, there has been no change in auditors of the Company.

AUDIT COMMITTEE

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and discussed internal controls and financial reporting matters and the audited consolidated financial statements for the year ended 31 December 2020. The audit committee is of the opinion that the audited consolidated financial statements of the Group for the year ended 31 December 2020 comply with the applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

On behalf of the Board
Choi Wai Chan
Chairman

Hong Kong, 19 March 2021

Independent Auditors' Report

國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

TO THE SHAREHOLDERS OF
YING HAI GROUP HOLDINGS COMPANY LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Ying Hai Group Holdings Company Limited (the "**Company**") and its subsidiaries (the "**Group**") set out on pages 64 to 129, which comprise the consolidated statement of financial position as at 31 December 2020, and 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 (the "**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors' 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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditors' Report

Key audit matters	How our audit addressed the Key Audit Matter
Revenue recognition *Referred to notes 6 and 7 to the consolidated financial statements* During the year ended 31 December 2020, the Group had revenue of approximately HK$20,114,000 which was mainly derived from sales and distribution of hotel rooms. We identified the recognition of revenue as a key audit matter as it is quantitatively significant to the consolidated statement of profit or loss and other comprehensive income as a whole, combined with judgement involved in determining whether the role of the Group in these transactions was acting as principal or as agent and whether recognise revenue on a gross or net basis. The assessment included considering whether the Group has the discretion in establishing the selling prices, and indicates that the Group has ability to direct the use of hotel rooms.	Our procedures in relation to revenue recognition including but not limited to: • understand the controls over revenue recognition process and business process of the Group; • assessing the appropriateness of the Group's revenue recognition accounting policy in line with HKFRSs; • reviewing the appropriateness of the management's assessment concerning the determination of the Group acting as a principal or an agent in each category of transactions; and • checking, on a sample basis, the sales transaction recognised during the year and near the year end and just after the end of the reporting period including the date of the underlying sales invoices and relevant documentation to assess whether the related revenue has been recognised in the appropriate accounting period in accordance with the Group's revenue recognition accounting policies. We found that the amounts and timing of the revenue recognition were supported by the available evidence.

Key audit matters	How our audit addressed the Key Audit Matter

Expected credit losses ("ECL") recognised in respect of trade receivables

Referred to notes 5 and 22 to the consolidated financial statements

At 31 December 2020, the Group has gross trade receivables of approximately HK$8,822,000 and allowance for expected credit losses of approximately HK$3,716,000.

Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of allowance for expected credit losses based on information including internal credit assessment of different customers, aging of the trade receivables and also considered forward-looking information that may impact the counterparties' ability to repay the outstanding balances in order to estimate the expected credit losses.

The use of ECL model involves significant estimates and judgements, including determination of whether there is significant increase in credit risk since initial recognition, use of models and assumptions in determination of probability of default and loss given default, incorporation of forward-looking information.

Our audit procedures in relation to ECL recognised in respect of trade and other receivables include:

- understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk, and validating the control effectiveness on a sample basis;
- checking, on a sample basis, the aging profile of the trade receivables as at 31 December 2020 to the underlying financial records and post year-end settlements to bank receipts;
- inquiring of management for the status of each of the material trade receivables past due as at year end and corroborating explanations from management with supporting evidence, such as internal credit assessment of selected customers, understanding ongoing business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the counterparties; and
- assessing the appropriateness of the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses.

We found management's assessments for ECL recognised in respect of trade receivables are supported by available evidence.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information included in the annual report other than the consolidated financial statements and our auditors' report thereon (the "**Other Information**").

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

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

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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 Audit Committee are responsible for overseeing the Group's financial reporting process.

AUDITORS' 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 auditors' report that includes our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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 auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 partner on the audit resulting in the independent auditors' report is Shek Lui.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Shek Lui
Practising Certificate Number: P05895
Hong Kong, 19 March 2021

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2020

	Notes	**2020 HK$'000**	2019 HK$'000
Revenue	7	**20,114**	180,241
Cost of sales		**(19,032)**	(143,914)
Gross profit		**1,082**	36,327
Other income and gains	9	**3,299**	111
Administrative expenses		**(22,748)**	(20,735)
Impairment loss recognised under ECL model, net of reversal		**(4,366)**	462
Impairment loss recognised in respect of right-of-use assets		**(1,832)**	—
Impairment loss recognised in respect of investment in an associate		**(455)**	—
Listing expenses		**—**	(16,868)
Loss from operations		**(25,020)**	(703)
Share result of associate		**(124)**	—
Finance costs	10	**(216)**	(218)
Loss before tax	11	**(25,360)**	(921)
Income tax expense	13	**(112)**	(145)
Loss for the year		**(25,472)**	(1,066)
Other comprehensive income/(loss)			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of foreign operations:		**136**	(68)
Other Comprehensive Income/(loss)		**136**	(68)
Total comprehensive loss for the year		**(25,336)**	(1,134)
Loss for the year attributable to owner of the Company		**(25,472)**	(1,066)
Total comprehensive loss for the year attributable to owner of the Company		**(25,336)**	(1,134)
Loss per share			
Basic and diluted	15	**(2.12) cents**	(0.11) cents

The accompanying notes form an integral part of these consolidated financial statement.

Consolidated Statement of Financial Position

As at 31 December 2020

	Notes	2020 HK$'000	2019 HK$'000
Non-current assets			
Property, plant and equipment	16	**14,463**	16,213
Right-of-use assets	17	**3,906**	3,594
Intangible assets	18	**1,167**	—
Investment in an associate	19	**1,593**	—
Equity instrument at FVTOCI	20	**243**	—
Deposits paid and prepayments	23	**3,246**	864
		24,618	20,671
Current assets			
Trade receivables	22	**5,106**	21,551
Deposits, prepayments and other receivables	23	**8,149**	6,043
Bank deposits with original maturity over three months	24	**30,792**	60,140
Cash and cash equivalents	25	**24,165**	10,909
		68,212	98,643
Current liabilities			
Trade and other payables	26	**5,323**	16,948
Borrowings	27	**2,707**	—
Lease liabilities	17	**1,600**	2,833
Tax payables		**260**	558
		9,890	20,339
Net current assets		**58,322**	78,304
Total assets less current liabilities		**82,940**	98,975
Non-current liabilities			
Borrowings	27	**6,916**	—
Lease liabilities	17	**3,118**	733
		10,034	733
Net assets		**72,906**	98,242
Capital and reserves			
Share capital	28	**12,000**	12,000
Reserves		**60,906**	86,242
Total equity attributable to owners of the Company		**72,906**	98,242

The consolidated financial statements were approved and authorised for issue by the board of directors on 19 March 2021 and signed on its behalf by:

Choi Wai Chan
Director

Leong Tat Meng
Director

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2020

	Share Capital HK$'000	Share premium HK$'000 (Note (a))	Merger reserve HK$'000 (Note (b))	Statutory reserve HK$'000 (Note (c))	Translation reserve HK$'000 (Note (d))	Retained earnings HK$'000	Total equity HK$'000
At 1 January 2019	3,011	—	—	801	(25)	42,178	45,965
Loss for the year	—	—	—	—	—	(1,066)	(1,066)
Other comprehensive loss:							
Exchange differences arising from translation of financial statements	—	—	—	—	(68)	—	(68)
Total comprehensive loss for the year	—	—	—	—	(68)	(1,066)	(1,134)
Effect of recognisation *(Note 2)*	(3,011)	—	3,011	—	—	—	—
Issuance of new shares pursuant to Share Offer	3,000	69,290	—	—	—	—	72,290
Issuance of new shares pursuant to Capitalisation Issue	9,000	(9,000)	—	—	—	—	—
Share issuing expenses	—	(9,988)	—	—	—	—	(9,988)
Dividend declared *(Note 14)*	—	—	—	—	—	(8,891)	(8,891)
At 31 December 2019 and at 1 January 2020	**12,000**	**50,302**	**3,011**	**801**	**(93)**	**32,221**	**98,242**
Loss for the year	**—**	**—**	**—**	**—**	**—**	**(25,472)**	**(25,472)**
Other comprehensive income:							
Exchange differences arising from translation of financial statements	**—**	**—**	**—**	**—**	**136**	**—**	**136**
Total comprehensive income/ (loss) for the year	**—**	**—**	**—**	**—**	**136**	**(25,472)**	**(25,336)**
At 31 December 2020	**12,000**	**50,302**	**3,011**	**801**	**43**	**6,749**	**72,906**

Consolidated Statement of Changes in Equity

For the year ended 31 December 2020

Note:

(a) Share premium

The share premium represents the differences between par value of the shares of the Company and proceeds received from the issuance of the shares of the Company which is governed by the Cayman Companies Law.

(b) Merger reserve

Merger reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired pursuant to the Reorganisation as fully explained in paragraph headed "History, development and Reorganisation — Reorganisation" in the prospectus of the Company dated 13 September 2019 and the nominal value of the share capital of the Company issued in exchange thereof.

(c) Statutory reserve

In accordance with the relevant laws and regulation provided in Macau and the PRC, the Group's subsidiaries in Macau and the PRC are required to appropriate 25% and 10% of their profit for the year, as determined in accordance with the generally accepted accounting principles of Macau and PRC respectively, to the statutory reserve, until the statutory reserve balance of that subsidiary equals 50% of that quota capital and the registered capital respectively. The appropriation to statutory reserve must to be made before the distribution of dividends to its shareholders. This reserve is not distributable to its shareholders.

The statutory reserve of PRC subsidiary can be used to offset previous years' losses or to increase capital.

(d) Translation reserve

Translation reserve of the Group represents the exchange difference on translation of financial statements of the entities with functional currencies other than HK$.

Consolidated Statement of Cash Flows

For the year ended 31 December 2020

	Notes	2020 HK$'000	2019 HK$'000
Cash flows from operating activities			
Loss before tax		**(25,360)**	(921)
Adjustments for:			
Share of result of an associate		**124**	—
Finance costs		**216**	218
Impairment loss/(reversal) of trade and other receivables, net		**4,366**	(456)
Impairment loss of right-of-use asset		**1,832**	—
Loss on written off of property, plant and equipment		**628**	—
Impairment loss on investment in an associate		**445**	—
Impairment loss/(reversal) of amount due from related companies, net		**—**	(4)
Reversal of impairment loss on amount due from a director, net		**—**	(2)
Loss on disposal of property, plant and equipment		**—**	339
Depreciation of property, plant and equipment		**6,105**	4,546
Depreciation of right-of-use assets		**1,391**	2,778
Amortisation of intangible asset		**533**	—
Interest income		**(1,430)**	(50)
Operating cash flows before movements in working capital		**(11,150)**	6,448
Decrease/(increase) in trade receivable, deposits and prepayments		**10,471**	(5,853)
(Increase)/decrease in amounts due from related companies		**—**	4
Decrease in amount due from a director		**—**	1,932
(Decrease)/increase in trade and other payables		**(11,622)**	2,350
Decrease in amount due to a director		**—**	(147)
Cash (used in)/generated from operations		**(12,301)**	4,734
Tax paid		**(410)**	(2,496)
Net cash (used in)/generated from operating activities		**(12,711)**	2,238
Cash flows from investing activities			
Proceeds from disposal of property, plant and equipment		**—**	1,248
Purchase of property, plant and equipment		**(4,981)**	(4,773)
Prepayments for purchase of property, plant and equipment		**(2,880)**	—
Purchase of intangible asset		**(1,700)**	—
Purchase of financial assets at fair value through other comprehensive income		**(243)**	—
Acquisition of investment in an associate		**(2,162)**	—
Placement of bank deposits with original maturity over three months		**(30,276)**	(59,385)
Withdrawal of bank deposits with original maturity over three months		**59,624**	1,787
Interest received		**1,430**	19
Net cash generated from/(used in) investing activities		**18,812**	(61,104)
Cash flows from financing activities			
Proceeds from issue of shares by way of share offer		**—**	72,290
Share issuing expenses		**—**	(9,988)
Proceed from borrowings		**9,867**	4,500
Repayment of borrowings		**(244)**	(4,500)
Payment of lease liabilities		**(2,487)**	(2,913)
Interest paid		**(117)**	(105)
Net cash generated from financing activities		**7,019**	59,284
Net increase in cash and cash equivalents		**13,120**	418
Cash and cash equivalents at the beginning of the year	25	**10,909**	10,553
Effect of foreign exchange rate changes		**136**	(62)
Cash and cash equivalents at the end of the year	25	**24,165**	10,909

The accompanying notes from an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2020

1. GENERAL CORPORATE INFORMATION

Ying Hai Group Holdings Company Limited (the "**Company**") was incorporated in the Cayman Islands on 18 December 2018 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The shares of the Company (the "**Shares**") were listed on GEM of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing**") by the way of share offer (the "**Share Offer**") on 26 September 2019 (the "**Listing Date**"). The address of the Company's registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business of the Company is 19th Floor, Three Exchange Square, 8 Connaught Place, Central, Hong Kong. The Company's immediate and ultimate holding company is Silver Esteem Limited (the "**Silver Esteem**"), a company incorporated in the British Virgin Islands ("**BVI**") with limited liability and is wholly owned by Mr. Choi Wai Chan ("**Mr. Choi**"), who is a director of the Company.

The Company is an investment holding company and its subsidiaries (collectively referred to as the "**Group**") are principally engaged in sales and distribution of air tickets and hotel rooms, sales and provision of ancillary travel-related products and services and provision of vehicle leasing and limousine services in Macau.

The consolidated financial statements are presented in Hong Kong Dollars ("**HK$**") which is the functional currency of the Company. The consolidated financial statements are presented in the nearest thousand (HK$'000) unless otherwise stated.

2. REORGANISATION

Pursuant to the reorganisation (the "**Reorganisation**") carried out by the Group as fully explained in the paragraph headed "History, development and Reorganisation — Reorganisation" in the prospectus of the Company dated 13 September 2019 (the "**Prospectus**"), the Company becomes the holding company of the companies now comprising the Group on 8 March 2019. Immediately prior to and after the Reorganisation, the companies now comprising the Group was controlled by the Mr. Choi. The Reorganisation is merely a reorganisation of the Group with no change in management of such business and the ultimate owner of the business. Accordingly, the consolidated financial statements have been prepared by applying the principles of merger accounting as prescribed in Accounting Guideline 5 *Merger Accounting for Common Control Combinations* issued by the Hong Kong Institute of Certified Public Accountant (the "**HKICPA**"), as if the Reorganisation had been completed at the beginning of the reporting period.

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the reporting period include the results and cash flows of all companies now comprising the Group from the earliest date presented or since the date when the subsidiaries first came under the common control of the controlling shareholders, whichever is a shorter period. The consolidated statements of financial position of the Group at 31 December 2019 have been prepared to present the assets and liabilities of the subsidiaries using the existing carrying amounts of the principal business of the Group. No adjustments are made to reflect fair values, or recognise any new assets or liabilities as a result of the Reorganisation.

All intra-group transactions and balances have been eliminated.

3. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

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

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

The application of the *Amendment to References to the Conceptual Framework in HKFRS Standards* and the amendments to HKFRSs in the current year had no material impact on the Group's financial position and performance for the current year and prior years and/or on the disclosures set out in these consolidation financial statements.

New and amendments to HKFRSs in issue but not yet effective

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

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

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

The directors of the Company anticipate that the application of all new and amendments to HKFRSs will have a no material impact on the consolidated financial statements in the foreseeable future.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of consolidated financial statements

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

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

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

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

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

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

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

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of preparation of consolidated financial statements (continued)

Going concern assessment

The outbreak of Covid-19 pandemic (the "**Pandemic**") has severely affected the travel and tourism industry of Macau due to travel restrictions imposed by the Macau government and sluggish consumers' sentiment. The Pandemic may continue in the foreseeable future and remain uncertain. The directors of the Company had taken the following measures to encounter the adverse effect:

- The Group had entered into certain hotel rooms guarantee agreements with its suppliers which the Group is committed to purchase a fixed number of hotel rooms at pre-determined room rates. The Group has obtained waivers/allowances for the rooms that have previously obliged to purchase in February 2020 and the months afterward;
- The Group has applied for an interest-subsidy scheme launch by the government of Macau. Pursuant to the scheme, the Group is granted a subsidy on any payable interest linked to bank loans involving a maximum interest rate of 4%. During the year ended 31 December 2020, the Group has successfully obtained bank borrowings of HK7,767,000 under the scheme;
- The Group has obtained HK$808,000 of government grant from HKSAR government and Macau government under certain Covid-19 relied measures; and
- The Group is taking measures to tighten cost controls over administrative expenses aiming at improving the working capital and cash flow position of the Group.

Apart from the abovementioned measures, the Group had bank deposits with original maturity over three months and cash and cash equivalent with aggregate amounts of approximately HK$54,957,000 as at 31 December 2020 and, as of that date, had net current assets of approximately HK$58,322,000.

In view of the abovementioned measurements and circumstances, the directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

Significant accounting policies

Basis of consolidation

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

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

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

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Basis of consolidation (continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

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

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

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

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

Merger accounting for business combination involving entities under common control

The consolidated financial statements incorporate the financial statements items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or business first came under common control of the controlling entity.

The net assets of the combining entities or businesses are combined using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets and liabilities over costs at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The consolidated statements of profit or loss and other comprehensive income include the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, whichever is a shorter period, regardless of the date of the common control combination.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Investments in subsidiaries

Investments in subsidiaries included in the Company's statement of financial position at cost less any identified impairment losses.

Investments in associate

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

The results and assets and liabilities of associate are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate. When the Group's share of losses of associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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

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

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

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statements of financial position at costs, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repair and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Properties	4%
Leasehold improvements	Over the lease terms
Furniture, fixtures and equipment	25%
Motor vehicles	20%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Impairment of property, plant and equipment, right-of-use assets and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment and right-of-use assets and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rate basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or the group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit or the group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("**FVTOCI**"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/ initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

A financial asset is classified as held for trading if:

- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and loss arising from changes in fair value recognised on other comprehensive income and accumulated in the revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained earnings.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "Revenue" line item in profit or loss.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The Group perform impairment assessment under expected credit loss ("**ECL**") model on financial assets (including trade receivables, deposits and other receivables, amounts due from related companies, bank deposits with maturity over three months and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("**12m ECL**") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increase significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of the of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables (exclude accruals and contract liabilities), lease liabilities, and borrowings) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

Taxation

Income tax expenses represent the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "loss before tax" as reported in the consolidated statements of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affect neither the taxable profit nor the accounting profit.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Taxation (continued)

Deferred tax (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Current and deferred tax for the reporting period

Current and deferred tax are recognised in profit or loss.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Employee benefits

Retirement benefit scheme

Payment to Mandatory Provident Fund Scheme (the "**MPF Scheme**") is recognised as an expense when employees have rendered service entitling them to the contributions. The Group operates an MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, with the employers' contributions subject to a cap of monthly relevant income of HK$30,000. The Group's contributions to the scheme are expensed as incurred and vested in accordance with the scheme's vesting scales. Where employees leave the scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

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

Social security fund

Full-time employees of the Group's Macau subsidiaries are covered by a government-mandated defined contribution plan pursuant to which a fixed amount of retirement benefit would be determined and paid by the Macau government. Contributions are generally made by both employees and employers by paying a fixed amount on a monthly basis to the Social Security Fund Contribution managed by the Macau government.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than HK$ are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "translation reserve".

Revenue from contract with customers

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

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

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

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Revenue from contract with customers (continued)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Sales and distribution of hotel rooms

The Group sells and distributes hotel rooms to travel agents, corporate customers, online travel agent platforms and direct customers.

For the sales and distribution of hotel rooms, revenue is recognised at a point in time upon provision of accommodation services by the hotel operators. The normal credit terms granted to travel agents and other corporate customers range from 30 to 45 days upon issuance of invoice.

Under the Group's standard contract terms, customers have no right to exchange or refund the hotel rooms.

Margin income

The Group sells, distributes and provides air tickets, hotel rooms and ancillary travel-related products and services to customers on behalf of another party. The Group's performance obligation is to arrange for the provision of specified good or service by other party, thus, the Group recognises revenue in the amount of any fee or commission to which the Group expects to be entitled in exchange for arranging for the specified goods or services to be provided by other parties.

Margin income is recognised at a point in time when the services are rendered by the Group as an agent on a net basis.

Provision of limousine services

The Group provides limousine services to travel agents, corporate customers, online travel agent platforms and direct customers and revenue is recognised at a point in time when the relevant services are rendered.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Provision

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. When inflow is virtually certain, an asset is recognised.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Leases (continued)

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that as a separate line item on the consolidated statement of financial position.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included on the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities (continued)

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as lessor

Leases for which the Group is a lessor are classified as operating leases.

Lease income from operating leases is recognised in profit or loss on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

Lease income which are derived from the Group's ordinary course of business are presented in "Revenue" line item.

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Dividend distribution

Dividend distribution to the shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividend is approved by shareholders of the entity.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Related parties

A party is considered to be related to the Group if:

(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 condition 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 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 entity and the other entity is an associate of the third entity;

  (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group;

  (vi) the entity is controlled or jointly controlled by a person identified in (a);

  (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or

  (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.

4. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant accounting policies (continued)

Related parties (continued)

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

Close family members 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.

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT

Financial risk management

The Group's activities expose it to variety of financial risks, including market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management approach focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Market risk

Foreign exchange risk

The Group operates in Macau and the PRC with majority of the transactions being settled in MOP, HK$, USD and RMB. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the Group.

The Group is not exposed to foreign exchange risk in respect of HK$ against MOP and USD as long as these currencies are pegged.

The transactions and monetary assets and liabilities denominated in RMB are minimal, the Group considers there is no significant foreign exchange risk in respect of RMB.

The Group currently does not have a foreign currency hedging policy in respect of assets and liabilities denominated in foreign currency. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arises.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to bank deposits with original maturity over three months, fixed-rate borrowings and lease liabilities, of which details are disclosed in notes 24, 27 and 17 respectively. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and variable-rate bank borrowings, of which details are disclosed in notes 25 and 27 respectively. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on HIBOR arising from the Group's borrowings. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of reporting period were outstanding for whole year. A 50 basis points increase or decrease in variable rate in variable borrowings are used represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant. If interest rate had been 50 basis points higher/lower and all other variables were held constant, the Group's pre-tax loss for the year ended 31 December 2020 would decrease/increase by approximately HK$106,000. This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

Financial risk management (continued)

Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade receivables, deposits paid and other receivables, amounts due from related companies, bank deposit with original maturity over three months and bank balances.

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge the obligation by counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statements of financial position at the end of each reporting period.

Deposits paid and other receivables

For the purpose of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

The Group recognised impairment loss of approximately HK$655,000 (2019: nil) in respect of other receivables for the year ended 31 December 2020.

Bank deposits with original maturity over three months and bank balances

The credit risks on bank deposit with original maturity over three months and bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Trade receivables

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed regularly. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade balances individually or based on provision matrix. In this regard, the directors consider that the Group's credit risk is significantly reduced.

5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

Financial risk management (continued)

Trade receivables (continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. At 31 December 2019, the Group had applied expected loss rate of 0.02% to its trade receivables with gross carrying amount of approximately HK$21,566,000 and recognised a loss allowance of approximately HK$5,000. At 31 December 2020, The Group had applied expected loss rates to trade receivable with gross carrying amount of HK$5,126,000 as shown in the table below. Debtors with significant outstanding balances with gross carrying amount of approximately HK$3,696,000 as at 31 December 2020 were assessed individually.

	Expected loss rate %	2020 Gross carrying amount HK$'000	Loss allowance HK$'000
Net yet due	0.22	3,785	8
1-30 days past due	0.53	1,297	7
31-60 days past due	1.22	3	—
61-90 days past due	11.06	23	3
Over 90 days past due	13.33	18	2
		5,126	20

The expected loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

During the year ended 31 December 2020, the Group recognised impairment losses of approximately HK$15,000 (2019: reversal impairment loss of approximately HK$456,000) for trade receivables based on the provision matrix. The impairment loss of approximately HK$3,696,000 were recognised based on individual assessment.

5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

Financial risk management (continued)

Trade receivables (continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

	Lifetime ECL (not credit-impaired) HK$'000	Lifetime ECL (credit-impaired) HK$'000	Total HK$'000
At 1 January 2019	461	—	461
Reversal of impairment losses, net	(456)	—	(456)
At 31 December 2019 and at 1 January 2020	**5**	**—**	**5**
Impairment losses recognised, net	**15**	**3,696**	**3,711**
At 31 December 2020	**20**	**3,696**	**3,716**

Amount(s) due from related companies/a related party/a director

The Company has concentration risk on amounts due from related companies/a related party/a director at 31 March 2019. The sole director continuously monitors the credit quality and financial positions of the counterparties and the level of exposure to ensure that the follow-up action is taken to recover the debts. In addition, the Company performs impairment assessment under ECL model upon application of HKFRS 9 on balances individually.

In this regard, the sole director considered that the Company's credit risk is significantly reduced expect for amounts due from related companies/a related party/a director. The sole director considered the financial background and recoverability of related companies/a related party/a director and considered that amount of HK$6,000 was reversed.

The following table shows reconciliation of loss allowances that has been recognised for amount(s) due from related companies/a related party/a director.

	12m ECL HK$'000
At 1 January 2019	6
Reversal of impairment losses	(6)
At 31 December 2019 and at 1 January 2020	—

5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

Financial risk management (continued)

Liquidity risk

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, borrowing with repayable on demand clause are included in the earliest time band regardless of the probability of the counterparty choosing to exercise its' rights.

	At 31 December 2020					
	Effective interest rate %	On demand or within one year HK$'000	Within two to five years HK$'000	Over five years HK$'000	Total undiscounted cash flows HK$'000	Carrying amounts HK$'000
Non-derivative financial liabilities						
Trade and other payables	—	5,189	—	—	5,189	5,189
Lease liabilities	2.82-5.69	1,869	3,330	—	5,199	4,718
Borrowings	2.50-4.00	3,011	5,833	1,638	10,482	9,623
		10,069	9,163	1,638	20,870	19,530

	At 31 December 2019					
	Effective interest rate %	On demand or within one year HK$'000	Within two to five years HK$'000	Over five years HK$'000	Total undiscounted cash flows HK$'000	Carrying amounts HK$'000
Non-derivative financial liabilities						
Trade and other payables	—	16,383	—	—	16,383	16,383
Lease liabilities	2.29-5.22	2,893	863	—	3,756	3,566
		19,276	863	—	20,139	19,949

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise the shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the amounts of dividend paid to the shareholders, return on capital to the shareholders or issue of new shares as well as issue of new debts or redemption of existing debts. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the reporting period.

5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

Financial risk management (continued)

Capital management (continued)

The Group monitors capital using a gearing ratio, which is expressed as a percentage of total debt over total equity. The gearing ratios at the end of each reporting period are as follows:

	2020 HK$'000	2019 HK$'000
Total debt *(Note)*	**14,341**	3,566
Equity attributable to owners of the Company	**72,906**	98,242
Total debt to equity ratio	**19.67%**	3.63%

Note: Total debt represents lease liabilities and borrowings in notes 17 and note 27 to the consolidated financial statements respectively.

Categories of financial instruments

	2020 HK$'000	2019 HK$'000
Financial assets		
Equity instrument at FVTOCI	**243**	—
Financial assets at amortised cost	**67,488**	94,450
	67,731	94,450
Financial liabilities		
At amortised cost	**19,530**	19,949

5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

Financial risk management (continued)

Fair value of financial instruments

Some of the Group's financial instruments are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

	2020 HK$'000	2019 HK$'000	Fair value hierarchy	Valuation techniques and key imputs	Significant unobservable inputs
Financial assets					
Equity instrument at FVTOCI					
– Unlised shares outside Hong Kong	**243**	—	Level 3	Adjusted net assets approach	Adjusted net asset value of the investee

There were no transfers between Level 1 and 2 during the year.

Reconciliation of Level 3 fair value measurements:

	Financial assets at FVTOCI HK$'000
At 1 January 2020	—
Purchased	243
At 31 December 2020	243

Fair value of financial instrument at amortised cost

The carrying amounts of the Group's financial assets and financial liabilities carried at amortised cost were not materially different from their fair values as at 31 December 2020 and 2019 .

6. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4 to the consolidated financial statements, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The followings are the critical judgements, apart from those involving estimations, that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Revenue recognition on sales and distribution of hotel rooms

When determining the revenue recognition policy in respect of revenue from sales and distribution of hotel rooms, the Group has made reference to the relevant requirements concerning "Principal versus agent considerations" as set out in HKFRS 15 to determine whether the Group is acting as principal or as agent in these arrangements.

The Group procures and is guaranteed a fixed number of hotel rooms from the hotel operators and is contractually liable to pay these hotel operators for these hotel rooms regardless of whether those hotel rooms are sold to the customers. Accordingly, it is considered that the Group has obtained control over the hotel rooms procured and continues to control these hotel rooms until such time that these controls are subsequently transferred to the customers. Hence it is considered that the Group has inventory risk in respect of the procured hotel rooms.

The Group also has the discretion in establishing the price for the hotel rooms sold to the customers, and indicates that the Group has the ability to direct the use of the hotel rooms.

Accordingly, the Group is acting as principal for the sales and distribution of hotel rooms and therefore revenue is recognised at the amount of the consideration that the Group is entitled from transferring the control of the hotel rooms to the customers.

Margin income on sales and distribution of hotel rooms

The Group also arranges for the sales and distribution of hotel rooms on behalf of another party and recognises margin income from sales and distribution of such hotel rooms. For those purchases of hotel rooms to be provided by other parties to customers, i.e. hotel operators or other suppliers, the Group does not control these hotel rooms before they are transferred to customers. Thus, the Group recognises margin income on net basis as agent.

6. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated impairment of property, plant and equipment, right-of-use assets and intangible asset

Property, plant and equipment, right-of-use assets and intangible assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, including right-of-use assets, the Group estimates the recoverable amount of the CGU to which the assets belong, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of CGUs, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could affect the recoverable amounts. Furthermore, the cash flows projections, growth rate and discount rate are subject to greater uncertainties in the current year due to uncertainty on how the Covid-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions in the Group's provision of accommodation services and limousine services.

As at 31 December 2020, the carrying amounts of property, plant and equipment and right-of-use assets subject to impairment assessment were HK$14,463,000 (2019: HK$16,213,000) and HK$3,906,000 (2019: HK$3,594,000) respectively, after taking into account the impairment losses of HK$nil and HK$1,832,000 in respect of property, plant and equipment and right-of-use assets respectively and no such impairment loss has been recognised in 2019. Details of the impairment of property, plant and equipment and right-of-use assets are set out in note 16 and note 17 respectively.

6. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Provision of ECL for trade and other receivables

Trade and other receivables with significant balances and credit-impaired are assessed for ECL individually.

In additional, the Group uses practical expedient in estimating ECL on trade and other receivables which are not assessed individually using a provision matrix. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forwarding-looking information that is a reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to change in estimates. Due to greater financial uncertainty triggered by the Covid-19 pandemic, the Group has increased the expected rates in the current year as there is higher risk that a prolonged pandemic could led to increased credit default rates. The information about the ECL and the Group' trade receivables are disclosed in note 5 to the consolidated financial statements.

7. REVENUE

	2020 HK$'000	2019 HK$'000
Type of goods or services		
Sales and distribution of hotel rooms	**15,332**	165,760
Margin income: *(Note)*		
– sale of air tickets	**47**	648
– sale and distribution of hotel rooms	**2,301**	1,444
– sale and provision of ancillary travel-related products and services	**455**	454
Provision of limousine services	**1,049**	7,497
Total revenue from contracts with customers	**19,184**	175,803
Lease income from vehicle leasing	**930**	4,438
Total revenue	**20,114**	180,241
Type of customer		
Travel agents	**14,555**	97,140
Corporate customers	**2,428**	25,398
Online travel agent platforms	**2,249**	3,343
Direct customers	**882**	54,360
Total	**20,114**	180,241

All of the Group's revenue from contracts with customers are recognised at a point in time.

All of the Group's revenue is derived from Macau.

Note: The Group's margin income from sales, distribution and provision of air tickets, hotel rooms and ancillary travel-related products and services, are considered as cash collected on behalf of a principal as an agent, and thus recorded on a net basis.

8. SEGMENT INFORMATION

The Group's operating segments are determined based on information reported to the chief operating decision maker of the Group for the purposes of resource allocation and assessment of segment performance focuses on types of products and services provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable operating segments of the Group.

The chief operating decision maker considers the Group has two reportable operating segments which are based on the internal organisation and reporting structure. This is the basis upon which the Group is organised.

The Group's reportable operating segments are as follows:

(i) Travel business

The travel business consists of sales and distribution of hotel rooms and margin income from sales, distribution and provision of air tickets, hotel rooms and ancillary travel-related products in Macau.

(ii) Vehicle business

The vehicle business represents the provision of vehicle leasing and limousine services in Macau.

Segment revenue and results

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

For the year ended 31 December 2020

	Travel business HK$'000	Vehicle business HK$'000	Total HK$'000
Reportable segment revenue	**18,135**	**1,979**	**20,114**
Reportable segment results	**(11,350)**	**(8,070)**	**(19,420)**
Interest income			**1,430**
Government grants			**808**
Share of loss of associate			**(124)**
Unallocated income and expenses			**(8,054)**
Loss before tax			**(25,360)**

8. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

For the year ended 31 December 2019

	Travel business HK$'000	Vehicle business HK$'000	Total HK$'000
Reportable segment revenue	168,306	11,935	180,241
Reportable segment results	19,604	(304)	19,300
Interest income			50
Unallocated income and expenses			(20,271)
Loss before tax			(921)

Reportable segment revenue represents revenue generated from external customers. There were no inter-segment sales during the reporting period.

Segment results represents profit earned by or loss from each segment without allocation of partial other income, government grant, directors' remuneration, partial depreciation, listing expenses, share of loss of associate, finance costs and other corporate income and expenses under the heading of "unallocated income and expenses". This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

8. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

Information regarding the Group's reportable segments assets and liabilities are as follows:

At 31 December 2020

	Travel business HK$'000	Vehicle business HK$'000	Total HK$'000
Reportable segment assets	**64,263**	**20,925**	**85,188**
Unallocated assets			**7,642**
Total assets			**92,830**
Reportable segment liabilities	**6,359**	**2,343**	**8,702**
Unallocated liabilities			**11,222**
Total liabilities			**19,924**

At 31 December 2019

	Travel business HK$'000	Vehicle business HK$'000	Total HK$'000
Reportable segment assets	95,742	20,951	116,693
Unallocated assets			2,621
Total assets			119,314
Reportable segment liabilities	16,315	3,282	19,597
Unallocated liabilities			1,475
Total liabilities			21,072

For the purpose of monitoring performance assessment between segments and resources allocation, all assets and liabilities are allocated to the reportable segments other than partial property, plant and equipment, partial right-of-use assets, deferred tax assets, partial deposits and prepayments, financial asset at FVTOCI, investment in an associate, partial cash and cash equivalents, partial accruals and other payables, tax payables, bank borrowings and partial lease liabilities.

8. SEGMENT INFORMATION (CONTINUED)

Other segment information

For the year ended 31 December 2020

Amounts included in the measurement of segment profit or loss or segment assets:

	Travel Business HK$'000	Vehicle business HK$'000	Unallocated HK$'000	Total HK$'000
Interest income	—	—	1,430	1,430
Depreciation of property, plant and equipment	1,329	4,769	7	6,105
Depreciation of right-of-use assets	53	140	1,198	1,391
Loss on written off of property, plant and equipment	—	—	628	628
Impairment loss recognised in respect of right-of-use assets	86	311	1,435	1,832
Impairment loss recognised in respect of trade and other receivables	4,255	1	110	4,366
Impairment loss on investment in an associate	—	—	445	445
Share loss of associate	—	—	124	124
Amortisation in intangible asset	533	—	—	533
Additions to non-current assets *(Note)*	1,700	7,091	8,026	16,817

For the year ended 31 December 2019

	Travel Business HK$'000	Vehicle business HK$'000	Unallocated HK$'000	Total HK$'000
Interest income	—	—	50	50
Depreciation of property, plant and equipment	512	4,032	2	4,546
Depreciation of right-of-use assets	1,201	1,481	96	2,778
Reversal of impairment loss recognised in respect of trade receivables, net	423	33	—	456
Reversal of impairment loss recognised in respect of amounts due from related companies, net	—	—	4	4
Reversal of impairment loss recognised in respect of amount due from a director, net	—	—	2	2
Additions to non-current assets *(Note)*	—	1,730	3,043	4,773

Note: Additions to non-current assets exclude the additions of financial instruments and deferred tax asset.

Geographical information

Since over 90% of the Group's revenue and operating profit were generated in Macau for both years and over 90% of the Group's non-current assets were located in Macau, no geographical segment information is presented in accordance with HKFRS 8 *Operating Segments*.

8. SEGMENT INFORMATION (CONTINUED)

Information about major customers

Revenue from customers during the reporting period contributing over 10% of the total revenue of the Group are as follows:

	Reportable segments	2020 HK$'000	2019 HK$'000
Customer A	Travel business and vehicle business	**10,582**	37,301
Customer B	Travel business	**2,352**	36,510
Customer C	Travel business and Vehicle business	**NA[1]**	18,810
Customer D	Travel business and Vehicle business	**2,036**	NA[1]

Note: Revenue derived from Customer C and Customer D did not contribute 10% or more to the Group's total revenue in the corresponding years.

Except as disclosed above, no other customers contributed 10% or more of the Group's total revenue during the reporting period.

9. OTHER INCOME AND GAINS

	2020 HK$'000	2019 HK$'000
Interest income	**1,430**	50
Government grants (note)	**808**	—
Other income from event organisation	**692**	—
Sundry income	**369**	61
	3,299	111

Note: During the year ended 31 December 2020, the Group recognised government grants of approximately HK$808,000 in respect of COVID-19-related-subsidies, of which HK$308,000 relates to Employment Support Scheme provides by the Hong Kong government and HK$500,000 related to Subsidy Scheme for Business provides by the Macau government.

10. FINANCE COSTS

	2020 HK$'000	2019 HK$'000
Interest on lease liabilities	**99**	113
Interest on bank borrowing	**117**	105
	216	218

11. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	2020 HK$'000	2019 HK$'000
Auditor's remuneration for: *(note (i))*		
– audit service	**420**	600
– non-audit services	**9**	9
	429	609
Depreciation of property, plant and equipment *(note (ii))*	**6,105**	4,546
Depreciation of right-of-use assets	**1,391**	2,778
Amortisation of intangible asset	**533**	—
Impairment loss/(reversal) on trade and other receivables, net	**4,366**	(456)
Impairment on right-of-use asset	**1,832**	—
Loss on written off of property, plant and equipment	**628**	—
Impairment loss on investment in an associate	**445**	—
Listing expenses	**—**	16,868
Professional fee	**2,741**	1,213
Advertising and promotion expenses	**563**	1,665
Loss on disposal of property, plant and equipment	**—**	339
Employee benefit expenses (excluding directors' remuneration *(Note 12) (note (ii))*		
– Salaries, allowances and benefits in kind	**7,954**	10,183
– Retirement benefit scheme contribution	**221**	245
	8,175	10,428

Notes:

(i) Excluding services for listing of the Company.

(ii) Included in the Group's cost of sales are depreciation of property, plant and equipment of approximately HK$3,803,000 (2019: HK$3,529,000), and employee benefit expenses (excluding directors' remuneration) of approximately HK$559,000 (2019: HKD$3,067,000), for the years ended 31 December 2020.

12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

	Year ended 31 December 2020			
	Directors' fees HK$'000	Salaries allowances, and benefits in kind HK$'000	Retirement benefit scheme contribution HK$'000	Total HK$'000
Executive directors:				
Mr. Choi	—	1,350	19	1,369
Mr. Leong Tat Meng	—	580	18	598
Independent non-executive directors:				
Mr. Sou Sio Kei *(note i)*	94	—	—	94
Mr. Rodrigues Cesar Ernesto *(note i)*	94	—	—	94
Mr. Hu Chung Ming *(note i)*	94	—	—	94
	282	1,930	37	2,249

	Year ended 31 December 2019			
	Directors' fees HK$'000	Salaries allowances, and benefits in kind HK$'000	Retirement benefit scheme contribution HK$'000	Total HK$'000
Executive directors:				
Mr. Choi	—	625	7	632
Mr. Leong Tat Meng	—	490	6	496
Independent non-executive directors:				
Mr. Sou Sio Kei *(note i)*	40	—	—	40
Mr. Rodrigues Cesar Ernesto *(note i)*	40	—	—	40
Mr. Hu Chung Ming *(note i)*	40	—	—	40
	120	1,115	14	1,248

Note:

(i) Appointed as independent non-executive directors on 25 September 2019.

12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

Mr. Choi is also the chief executive officer ("**CEO**") of the Company and his emoluments disclosed above include those for services rendered by him as the CEO.

The five highest paid individuals included two (2019: two) director for the years ended 31 December 2020. Details of whom emoluments are set out above. The emoluments of the remaining individuals for the years ended 31 December 2019 and 2020 are as follows:

	2020 HK$'000	2019 HK$'000
Salaries, allowance and benefits in kind	**1,034**	1,206
Retirement benefit scheme contribution	**15**	15
	1,049	1,221

The above individuals with the highest emolument are within the following bands:

	2020 HK$'000	2019 HK$'000
Nil to HK$1,000,000	**3**	3

During the reporting period, no emoluments were paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived or agreed to waive any emoluments during the reporting period.

No bonus was paid or receivable by directors or five highest paid employees after considering the Group's operational and financial performance during the year ended 31 December 2020 (2019: HK$nil).

Except as disclosed in note 31 to the 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 had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

13. INCOME TAX EXPENSES

	2020 HK$'000	2019 HK$'000
Current tax:		
– Macau Complementary Tax	—	557
Under/(over) provision in prior years:		
– Macau Complementary Tax	112	(422)
– PRC Enterprise Income Tax	—	(46)
	112	(468)
Deferred tax:		
– charge for the year *(Note 21)*	—	56
	112	145

Macau Complementary Tax are calculated at 12% of the estimated assessable profits for both years.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both years.

No provision for Macau Complemention Tax, Hong Kong Profits Tax and PRC Enterprise Income Tax have been made as there is no assessable profits for the year ended 31 December 2020.

Taxation arising in other jurisdictions is calculated at the rate prevailing in the relevant jurisdictions.

The income tax expenses for each of the reporting period can be reconciled to the (loss)/profit as per the consolidated statements of profit or loss and other comprehensive income as follows:

	2020 HK$'000	2019 HK$'000
Loss before tax	(25,360)	(921)
Tax calculated at tax rates applicable to the jurisdictions concern	(3,493)	(421)
Tax effect of:		
Expenses not deductible for tax purposes	991	19
Income not taxable for tax purposes	(111)	(120)
Estimated tax losses not recognised	2,613	1,135
Under/(over) provision in prior years	112	(468)
Income tax expenses for the reporting period	112	145

No deferred tax asset has been recognised in respect of the unutilised tax losses of HK$38,483,000 and HK$19,906,000 as at 31 December 2020 and 2019, respectively, due to the unpredictability of future profit streams.

14. DIVIDENDS

Prior to the Reorganisation, the Company and its subsidiary had declared dividends to the shareholders during the reporting period, details are as follows:

	2019 HK$'000
Dividends declared	8,891

On 30 April 2019, the Company has declared interim dividend of approximately HK$8,891,000 and subsequently used to set off against the outstanding balance of amount due to immediate holding company.

After the Listing, no final dividend was paid or proposed, nor has any dividend been proposed by the board of directors subsequent to the end of reporting period.

15. LOSS PER SHARE

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

	2020 HK$'000	2019 HK$'000
Loss		
Loss for the purpose of basic and diluted loss per share loss for the year attributable to owners of the Company	**(25,472)**	(1,066)

	2020 '000	2019 '000
Number of shares		
Weighted average number of shares for the purpose of calculating basic and diluted loss per share	**1,200,000**	979,726

For the year ended 31 December 2020 and 2019, the weighted average number of ordinary shares for the purpose of calculating basic loss per share have been adjusted for the effect of the share offer completed on the Listing Date.

Diluted loss per share were same as the basic loss per share as there were no potential dilutive ordinary shares in issue.

16. PROPERTY, PLANT AND EQUIPMENT

	Properties HK$'000	Leasehold improvements HK$'000	Furniture, fixtures, equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost					
At 1 January 2019	—	721	512	20,456	21,689
Additions *(note)*	—	2,943	100	1,730	4,773
Disposals	—	—	(34)	(1,825)	(1,859)
At 31 December 2019 and at 1 January 2020	—	3,664	578	20,361	24,603
Additions	4,600	—	90	291	4,981
Exchange differences	—	—	2	—	2
At 31 December 2020	4,600	3,664	670	20,652	29,586
Accumulated depreciation					
At 1 January 2019	—	518	196	3,402	4,116
Charge for the year	—	638	131	3,777	4,546
Eliminated upon disposals	—	—	(17)	(255)	(272)
At 31 December 2019 and at 1 January 2020	—	1,156	310	6,924	8,390
Charge for the year	94	1,880	123	4,008	6,105
Written off (note 17)	—	628	—	—	628
At 31 December 2020	94	3,664	433	10,932	15,123
Carrying amounts					
At 31 December 2020	4,506	—	237	9,720	14,463
At 31 December 2019	—	2,508	268	13,437	16,213

Note: The Group had purchased carparking spaces in Macau during the year ended 31 December 2020.

The Group has pledged properties with carrying amount of approximately HK$2,970,000 to secure bank borrowings with carrying amounts of approximately HK$2,071,000. The properties are the carparking spaces that located at Macau.

17. LEASES

	2020 HK$'000	2019 HK$'000
Right-of-use assets		
Properties	**3,839**	2,297
Carparking spaces	**67**	1,157
Licenses	**—**	140
	3,906	3,594

During the year ended 31 December 2020 and 2019, the Group had leased certain properties and carparking spaces and recognised amount of approximately HK$4,492,000 and HK$3,939,000 in the right-of-use assets respectively.

The Group had modified the lease term of lease properties with a carrying amount of approximately HK$967,000 and HK$533,000 during the year ended 31 December 2020 and 2019 respectively.

Impairment assessment

During the year ended 31 December 2020, the Group conducted impairment assessment to compare the carrying amounts of right-of-use assets to their recoverable amounts. The recoverable amount is the higher of fair value less costs of disposal and value-in-use. The Group recognised impairment loss of approximately HK$1,832,000 on right-of-use assets to write down to their recoverable amounts.

In determining the recoverable amounts of the right-of-use assets and property, plant and equipment, the Group engaged an independent third party qualified valuers to perform the valuation. The management worked closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The key assumptions for the value-in-use calculations are those regarding the budgeted turnover, budgeted gross profit margins discount rate and growth rate.

Included in the impairment loss were approximately of HK$966,000 made in respect of right-of-use assets relating to a leased office by the Group which the lease had been terminated in 2021. Thus, the Group determined there will be no recoverable amount for the related leasehold improvement under property, plant and equipment and recognised loss on written off of the related property, plant and equipment of approximately HK$682,000 for the year ended 31 December 2020.

	2020 HK$'000	2019 HK$'000
Lease liabilities		
Minimum lease payments due		
– Within one year	**1,869**	2,893
– In the second to fifth years, inclusive	**3,330**	863
	5,199	3,756
Less: future finance charges	**(481)**	(190)
Present value of lease liabilities	**4,718**	3,566

17. LEASES (CONTINUED)

	2020 HK$'000	2019 HK$'000
Present value of lease liabilities		
– Within one year	**1,600**	2,833
– In the second fifth years, inclusive	**3,118**	733
	4,718	3,566

The Group leases various properties, carparking spaces and licenses. Rental contracts are typically made for fixed periods of 1 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

Extension options are included in a number of leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts.

During the year ended 31 December 2020, the Group had entered into new leases to lease properties for lease terms ranging from 2 years to 5 years. The incremental borrowing rates applied for these new leases were ranging from 4.1% to 5.7%

18. INTANGIBLE ASSETS

	Computer software HK$'000
Cost	
At 1 January 2020	**—**
Additions	**1,700**
At 31 December 2020	**1,700**
Amortisation	
At 1 January 2020	**—**
Charge for the year	**533**
At 31 December 2020	**533**
Carry amounts	
At 31 December 2020	**1,167**

The intangible assets are amortised on a straight-line basis over 3 years.

19. INVESTMENT IN AN ASSOCIATE

On 9 July 2020, the Group entered into an equity transfer agreement ("**Equity Transfer Agreement**") with Meet Culture Limited ("**Meet Culture**"), a company controlled by Mr. Lao Wa Chi, Mr. Leong Chi Hang, Mr. Ho Ion Fat and Ms. Hoi Miquelina Meiian, the controlling shareholders of the company, pursuant to which the shareholders of the Meet Culture agreed to dispose of and the Group agreed to acquire 49% equity interest of Meet Culture at a consideration of HK$2,162,000. Goodwill of approximately HK$2,038,000 was recognised upon the acquisition.

	2020 HK$'000
Investment	2,162
Share of post-acquisition results	(124)
	2,038
Accumulated impairment loss	(445)
	1,593

Due to the decline in the economy and market condition, the Group performed impairment test by comparing the carrying amount of investment in an associate to its recoverable amount as at 31 December 2020. The recoverable amount of the investment in Meet Culture is determined from the value-in-use calculations. The key assumptions for the value-in-use calculations are those regarding the discount rate, growth rate, budgeted turnover and budgeted gross profit margins. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the investment in Meet Culture. The growth rate is based on long-term average economic growth rate of the geographical area in which Meet Culture operates. Budgeted turnover and budgeted gross profit margins are based on expectations on market development of related operations.

Impairment loss of approximately HK$445,000 was recognised during the year ended 31 December 2020 to write down the carrying amount of the investment of an associate to its recoverable amount.

The Group's associate is unlisted corporate entities whose quoted market prices are not available.

Details of the associate at the end of the reporting period are as follows:

Name of associate	Country of incorporation/ registration	Principal place of business	Proportion of ownership interest held by the Group 2020
Meet Culture Limited ("**Meet Culture**")	Macau	Macau	49%

Meet Culture is principally engaged in design and sale of souvenir business in Macau.

The associate is accounted for using the equity method in the consolidated financial statements.

19. INVESTMENT IN AN ASSOCIATE (CONTINUED)

Meet Culture

Summarised financial information of Meet Culture is disclosed below:

	2020 HK$'000
Current assets	616
Non-current assets	155
Current liabilities	(1,065)
Non-current liabilities	—

	9 July 2020 to 31 December 2020 HK$'000
Revenue	859
Loss and total comprehensive loss	(546)

Reconciliation of the above summarised financial information to the carrying amount of interest in Meet Culture recognised in the consolidated financial statement is disclosed below:

	2020 HK$'000
Goodwill	2,038
	2,038
Less: Impairment loss recognised	(445)
	1,593
The unrecognised share of loss of an associate	(144)

20. EQUITY INSTRUMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2020 HK$'000
Unlisted equity investment outside Hong Kong	243

During the year ended 31 December 2020, the Group acquired 5% of equity interest of an unlisted entity outside Hong Kong which is principally engaged in provision of car rental services.

20. EQUITY INSTRUMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (CONTINUED)

On 12 March 2021, the Group entered into sell and purchase agreements with two individuals. Pursuant to which the Group agreed to sell, and two individuals agreed to purchase, the 5% equity interest of the equity instrument at FVTOCI held by the Group at a consideration of approximately HK$243,000.

Details of fair value measurement are set out in note 5 to the consolidated financial statement.

21. DEFERRED TAX ASSET

The following is the deferred tax asset recognised and movements thereon during the reporting period:

	Loss allowance for financial assets HK$'000
At 1 January 2019	56
Credit to profit or loss *(Note 13)*	(56)
At 31 December 2019, 1 January 2020 and 31 December 2020	—

22. TRADE RECEIVABLES

	2020 HK$'000	2019 HK$'000
Trade receivables, gross	**8,822**	21,556
Less: allowance for impairment	**(3,716)**	(5)
	5,106	21,551

At 31 December 2020 and 2019, included in the Group's trade receivables are balances of approximately HK$202,000 and HK$1,193,000 respectively, that are due from related party. Such balances are trade nature, unsecured, interest-free and repayable on demand.

The credit terms granted to major customers generally range from 30 to 45 days.

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

	2020 HK$'000	2019 HK$'000
0-30 days	**3,777**	15,513
31-60 days	**1,290**	6,004
61-90 days	**3**	—
Over 90 days	**36**	34
	5,106	21,551

Before accepting new customer, the Group assesses the credit quality and defines credit limit to potential customer. The majority of the Group's trade receivables that are past due but not impaired have good credit quality with reference to settlement history.

Details of impairment assessment are set out in note 5 to the consolidated financial statements.

23. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2020 HK$'000	2019 HK$'000
Deposits paid	**3,514**	1,827
Prepayments	**3,970**	5,057
Other receivables	**3,911**	23
	11,395	6,907
Analysed as reporting purposes as		
– Non-current assets	**3,246**	864
– Current assets	**8,149**	6,043
	11,395	6,907

Included in other receivables was amount due from related companies of approximately HK$257,000, which is unsecured, interest-free and repayable on demand.

Details of impairment assessment are set out in note 5 to the consolidated financial statement.

24. BANK DEPOSITS WITH ORIGINAL MATURITY OVER THREE MONTHS

Bank deposits with original maturity over three months carry interest ranging from 0.25% to 1.80% and 0.25% to 2.73% per annum as at 31 December 2020 and 2019 respectively.

At 31 December 2020 and 2019, bank deposits with original maturity over three months with amount of approximately HK$4,985,000 and HK$60,119,000 respectively, represent deposits pledged to a bank to secure banking facilities granted to the Group and guarantees issued to the suppliers of the Group as general trade deposits and to the government of the Macau Special Administrative Region (the "**government of Macau SAR**") to obtain travel agent licence in Macau.

25. CASH AND CASH EQUIVALENTS

	2020 HK$'000	2019 HK$'000
Cash and cash equivalents denominated in:		
HK$	**17,359**	7,687
MOP	**5,491**	1,355
RMB	**1,315**	1,867
	24,165	10,909

Bank balances carry interest at floating rates and placed with creditworthy banks with no recent history of default.

RMB is not a freely convertible currency in the PRC and the remittance of funds out of the PRC is subject to the foreign exchange control promulgated by the PRC government. The Group's cash and cash equivalents denominated in RMB of approximately HK214,000 and HK$167,000 at 31 December 2020 and 2019 respectively are located outside of the PRC which are not subject to the foreign exchange control.

26. TRADE AND OTHER PAYABLES

	2020 HK$'000	2019 HK$'000
Trade payables	**3,590**	11,499
Accruals and other payables	**1,599**	4,884
Deposits received	**123**	105
Contract liabilities	**11**	460
	5,323	16,948

At 31 December 2020 and 2019, included in the Group's trade payables are balance of approximately HK$1,405,000 and HK$322,000 respectively, that are due to related parties. Such balances are trade nature, unsecured, interest-free and repayable on demand.

The following is aging analysis of trade payables, based on the invoice dates:

	2020 HK$'000	2019 HK$'000
0-30 days	**3,162**	11,455
31-60 days	**427**	39
61-90 days	**—**	5
Over 90 days	**1**	—
	3,590	11,499

The average credit period granted by major suppliers is 30 days.

The balances of contract liabilities at the end of each reporting period are recognised as revenue in the following financial year.

27. BORROWINGS

	2020 HK$'000	2019 HK$'000
Secured	2,071	—
Unsecured	7,552	—
	9,623	—

All the Group's borrowings were at a fixed rate ranging from 2.5% to 4%, which were derived at a discount of the prevailing best lending rate. Pursuant to the terms and conditions of the agreements, the lenders would have the rights to adjust the interest rates based on the market condition.

The carrying amounts of the above borrowings are repayable based on the scheduled repayment dates set in the loan agreements as:

	2020 HK$'000	2019 HK$'000
Within one year	2,707	—
More than one year but not exceeding two years	2,710	—
More than two years but not exceeding five years	2,753	—
More than five years	1,453	—
	9,623	—
Less: amounts due within one year shown under current liabilities	(2,707)	—
Amounts shown under non-current liabilities	6,916	—

At 31 December 2020, the secured bank borrowings with carrying amount of approximately HK$2,071,000 were secured by properties included in the property, plant and equipment with net carrying amount of approximately HK$2,970,000.

In view of the adverse impact brought by Covid-19, Macau government implemented a SME Financing Loan Interest-Subsidy Scheme (the "**Interest-Subsidy Scheme**") during the year ended 31 December 2020. Eligible entity would be granted an interest subsidy up to 4% per year on a maximum of MOP2,000,000 bank loan up to 3 years.

The Group had applied the Interest-Subsidy Scheme and was approved by the relevant government authority. Interest expenses of approximately HK$26,000 for the year 31 December 2020 for the Group's borrowing with carry amount of approximately HK$7,552,000 which carries effective interest rate of 4% per annum would be reimbursed by the Macau government. The Group had not yet received any of the subsidy during the year ended 31 December 2020 and therefore had not recognised any government grant.

The Group's borrowings are mainly denominated in MOP.

28. SHARE CAPITAL

	Number of ordinary shares 2020 '000	Carrying amount 2020 HK$'000	Number of ordinary shares 2019 '000	Carrying amount 2019 HK$'000
Authorised:				
At 1 January	**12,000,000**	**120,000**	38,000	380
Increase in the authorised share capital *(note (i))*	—	—	11,962,000	119,620
At 31 December	**12,000,000**	**120,000**	12,000,000	120,000

	Number of ordinary shares 2020 '000	Carrying amount 2020 HK$'000	Number of ordinary shares 2019 '000	Carrying amount 2019 HK$'000
Issued and fully paid:				
At 1 January	**1,200,000**	**12,000**	—#	—*
Issuance of shares pursuant to Capitalisation issue *(note (ii))*	—	—	900,000	9,000
Issuance of new shares pursuant to Share Offer *(note (iii))*	—	—	300,000	3,000
At 31 December	**1,200,000**	**12,000**	1,200,000	12,000

* Amount is less than HK$1,000.

Amount is less than 1,000.

Notes:

(i) On 3 September 2019, the authorised share capital of the Company was increased from HK$380,000 divided into 38,000,000 shares with par value of HK$0.01 each to HK$120,000,000 divided into 12,000,000,000 shares of HK$0.01 each by creation of an additional 11,962,000,000 shares of HK$0.01 each.

(ii) On 26 September 2019, upon the crediting of the Company's share premium account as a result of the issue of the shares pursuant to the Listing, a sum of approximately HK$9,000,000 standing to the credit of the share premium account will be applied in paying up in full 899,999,999 shares for allotment and issue to Silver Esteem.

(iii) On 26 September 2019, the Company has issued a total of 300,000,000 ordinary shares of HK$0.01 each at a price of HK$0.24 per share for a total consideration of HK$72,290,000.

29. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

(a) Statement of financial position of the Company

	2020 HK$'000	2019 HK$'000
Non-current asset		
Investments in subsidiaries	**1**	1
Current assets		
Prepayment	**73**	26
Amount due from subsidiaries	**37,133**	42,880
Cash and bank balances	**84**	691
	37,290	43,597
Current liabilities		
Accruals and other payables	**301**	537
Amount due to subsidiaries	**2,630**	2,213
	2,931	2,750
Net current assets	**34,359**	40,847
Total assets less current liabilities	**34,360**	40,848
Capital and reserve		
Share capital	**12,000**	12,000
Reserves	**22,360**	28,848
Total equity	**34,360**	40,848

Approved by the board of directors on 19 March 2021 and signed on its behalf by:

Choi Wai Chan
Director

Leong Tat Meng
Director

29. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (CONTINUED)

(b) Movement of reserves of the Company

	Share premium HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2019	—	—	—
Issuance of new shares pursuant to Capitalisation Issue	(9,000)	—	(9,000)
Issuance of new shares pursuant to Share Offer	69,290	—	69,290
Share issuing expenses	(9,988)	—	(9,988)
Dividend paid	—	(8,891)	(8,891)
Loss and total comprehensive loss for the year	—	(12,563)	(12,563)
At 31 December 2019 and at 1 January 2020	50,302	(21,454)	28,848
Loss and total comprehensive loss for the year	—	(6,488)	(6,488)
At 31 December 2020	**50,302**	**(27,942)**	**22,360**

30. COMMITMENTS

Operating lease commitments

The Group as lessor

The Group leases certain of its motor vehicles under operating lease arrangements, with leases negotiated for terms ranging from 3 months to 5 years during the reporting period.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases falling due as follows:

	2020 HK$'000	2019 HK$'000
Within one year	**900**	2,257
More than one year but not exceeding two years	**450**	900
More than two year but not exceeding five years	**—**	450
More than five years	**—**	—
	1,350	3,607

Capital commitment

	2020 HK$'000	2019 HK$'000
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	**1,080**	900

31. MATERIAL RELATED PARTY TRANSACTIONS

(a) Save as disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties:

	2020 HK$'000	2019 HK$'000
Purchase from a related company		
– Tak Chun Gaming Promotion Limited ("**Tak Chun**") *(i)*	**6,019**	2,821
Revenue generated from a related company		
– Tak Chun *(i)*	**841**	4,057

Notes:

(i) Ms. Wong Pui Keng is a director of Tak Chun, which is the spouse of Mr. Choi.

Mr. Choi had provided personal guarantees in respect of the Group's general banking facilities without any charge. All personal guarantees had been released during the year ended 31 December 2019.

Mr. Leong Tat Meng had pledged his property and provided personal guarantee in respect of the Group's general banking facilities without any charge. The pledge of asset and the personal guarantee had been released during the year ended 31 December 2019.

(b) Compensation of key management personnel of the Group, including directors' remuneration as disclosed in note 12 to the consolidated financial statements, is as follows:

	2020 HK$'000	2019 HK$'000
Salaries, allowance and benefits in kind	**2,944**	2,361
Retirement benefit scheme contributions	**52**	32
	2,996	2,393

(c) Details of the balance with related parties at 31 December 2020 and 2019 are set out in note 23 to the consolidated financial statements.

32. RETIREMENT BENEFIT SCHEME

The Group operates MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, employees are required to contribute 5% of their monthly salaries or up to a maximum of HK$1,500 and they can choose to make additional contributions. Employers monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK$1,500 (the "mandatory contributions"). Employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

The retirement benefits scheme contributions arising from the MPF Scheme charged to profit or loss represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

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

33. PARTICULARS OF SUBSIDIARIES

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

Name subsidiary	Country/place and Date of incorporation	Class of shares held	Issued and fully paid shares capital/ registered capital	At 31 December 2019 %	At 31 December 2020 %	Principal activities
Indirectly held:						
Ying Hai Rent-A-Car Service Company Limited	Macau/ 19 May 2015	Quota capital	MOP100,000	100	**100**	Provision of car rent services
Ying Hai Tourism (HK)	Hong Kong/ 20 May 2016	Ordinary shares	HK$1,000	100	**100**	Back office of the Group
Ying Hai Tourism Company Limited	Macau/ 28 February 2014	Quota capital	MOP1,500,000	100	**100**	Provision of travel agent services

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had debt securities outstanding at the end of the reporting period or at any time during the year.

34. MAJOR NON-CASH TRANSACTIONS

The Group entered into the following major non-cash investing financing activities which are not reflected in the consolidated statements of cash flows:

a) During the year ended 31 December 2019, dividend declared by the Company amount to approximately HK$8,891,000, was settled against amount due from immediate holding company.

b) During the year ended 31 December 2020, the Group had leased certain properties and carparking spaces and recognised amount of approximately HK$4,492,000 in the right-of-use assets and lease liabilities.

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statements of cash flows as cash flows from financing activities.

	Interest payable on lease liabilities HK$'000	Lease liabilities HK$'000	Borrowings HK$'000	Total HK$'000
At 1 January 2019	7	2,951	—	2,958
Financing cash inflows	—	—	4,500	4,500
Financing cash outflows	(120)	(2,793)	(4,605)	(7,518)
Addition of new lease	—	3,419	—	3,419
Finance costs	113	—	105	218
Foreign exchange translation	—	(11)	—	(11)
At 31 December 2019 and 1 January 2020	—	**3,566**	—	**3,566**
Financing cash inflows	—	—	**9,867**	**9,867**
Financing cash outflows	—	**(2,487)**	**(361)**	**(2,848)**
Addition of new lease	—	**4,492**	—	**4,492**
Lease modification	—	**(963)**	—	**(963)**
Finance costs	—	**99**	**117**	**216**
Foreign exchange translation	—	**11**	—	**11**
At 31 December 2020	—	**4,718**	**9,623**	**14,341**

36. EVENTS AFTER THE REPORTING PERIOD

The Group had no materials events for disclosure subsequent to 31 December 2020 and up to the date of this annual report.

37. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 19 March 2021.

Summary of Financial Information

A summary of the published results and of the assets and liabilities of the Group pursuant to Rule 18.33 of the GEM Listing Rules is set out below:

RESULTS

	Year ended 31 December		
	2020 HK$'000	2019 HK$'000	2018 HK$'000
Revenue	**20,114**	180,241	165,662
(Loss)/profit before tax	**(25,360)**	(921)	18,863
Income tax expenses	**(112)**	(145)	(2,587)
(Loss)/profit for the year	**(25,472)**	(1,066)	16,276
Other comprehensive (loss)/income	**136**	(68)	(216)
Total comprehensive (loss)/income for the year	**(25,336)**	(1,134)	16,060
(Loss)/profit for the year attributable to owner of the Company	**(25,472)**	(1,066)	10,276
Non-controlling interests	**—**	—	—
	(25,472)	(1,066)	10,276
Total comprehensive (loss)/income for the year attributable to:			
Owners of the Company	**(25,336)**	(1,134)	16,060
Non-controlling interests	**—**	—	—
	(25,336)	(1,134)	16,060

ASSETS AND LIABILITIES

	Year ended 31 December		
	2020 HK$'000	2019 HK$'000	2018 HK$'000
Total assets	**92,830**	119,314	66,505
Total liabilities	**19,924**	21,072	20,548
Net assets	**72,906**	98,242	45,957
Equity attributable to:			
Owners of the Company	**72,906**	98,242	45,957
Non-controlling interests	**—**	—	—
	72,906	98,242	45,957